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IDAHO PUBLIC
UTILITIES COMMISSION

PAC-E-05-04



April 8, 2005

Idaho Public Utility Commission
Statehouse
472 West Washington Street
Boise, ID 83720

ATTN: Ms. Jean Jewell
Commission Secretary

Re: Case No. PAC-E-02-4: In the Matter of the Application of PACIFICORP for
authority to issue up to 50,000,000 shares of its Common
Stock to its Parent

Dear Commissioners:

On October 30, 2002, the Commission issued its Order No. 29144 in Case No. PAC-E-02-4 authorizing PacifiCorp (Company) to issue, from time to time and for cash, up to 50,000,000 shares of the Company's Common Stock to PacifiCorp Holdings, Inc., a Delaware corporation and the Company's immediate corporate parent (Parent).

To date, of the 50,000,000 shares of Company Common Stock originally authorized under Order No. 29144, the Company has issued 14,851,485 shares to its Parent. The Company is now requesting that the 35,148,515 shares of remaining authority granted in Case No. PAC-E-02-4 be increased by 14,851,485 shares, such that an aggregate of 50,000,000 shares of Company Common Stock (Shares) would be authorized for future issuances to the Parent. The other terms and conditions of the authorities specified in Order No. 29144 would not be changed.

The Company believes that the proposed sale and issuance of the Shares are reasonably required to maintain a proper capitalization ratio, to maintain or improve the Company's access to capital on reasonable terms and to enable the Company to acquire, construct, improve and maintain sufficient utility facilities to serve its customers adequately and reliably at a reasonable cost.

The Company is submitting a separate request for authority to (1) issue and sell or exchange, in one or more public offerings or private placements, fixed or floating rate debt in the aggregate principal amount not to exceed \$1,000,000,000 or, if such debt is issued at an original issue discount, such greater amount as shall result in an aggregate offering price of not more than \$1,000,000,000 (or its equivalent amount in, or based upon, foreign currencies determined at the time of issue), (2) enter into letter of credit arrangements with one or more banks or such other agreements or arrangements as may be necessary or appropriate, from time to time, to provide additional credit support for the payment of the principal of, interest on and premium (if any) on such debt, (3) enter into one or more currency swaps, and (4) contribute or sell additional debt to special purpose entities (SPE) in an amount based on the common securities of the SPE (collectively, Debt).

The enclosed Exhibit A (Balance Sheet) and Exhibit B (Income Statement) contain pro forma calculations of issuances of (i) all the Shares and (ii) all of the Debt, in each case based on the Company's unaudited financial statements for the quarter ended December 31, 2004 and assuming that all the Shares and Debt were issued and sold in their entirety at the same time. These calculations assume a per Share price equal to \$10.69, the book value of the Company's Common Stock at November 30, 2004. Balances at December 31, 2004 include the 14,851,485 shares previously issued by the Company to its Parent. Because the exact amount of the issuances will vary with book value, and because the Company will be under no obligation to issue all or any portion of Shares, it is not possible to set forth precise capitalization ratios on a pro forma basis at future dates.

Prayer

The Company respectfully requests that the Commission enter its order in Case No. PAC-E-02-4, effective upon issuance, granting authority to the Company for the proposed issuance and sale to the Company's Parent, from time to time, of up to 14,851,485 additional shares of the Company's Common Stock. Such shares would be in addition to the remaining authority under Order No. 29144 in this docket with respect to 35,148,515 shares. The Company requests that such authorization remain in effect until all the Shares have been issued.

The Company respectfully requests that the Commission issue its order on or before May 31, 2005, in lieu of within 30 days after the filing of the enclosed application as required by *Idaho Code* §61-904. The Company respectfully requests twenty certified copies of any order issued in this matter. Notice of this Application will be published within seven days as required by the Commission's Rules of Procedure.

Your attention to this matter is appreciated.

Sincerely,



Bruce N. Williams
Treasurer

Enclosures: Proposed Form of Order (1 original and 4 copies)
Diskette (containing the proposed Form of Order)
Application Fee (\$1,000) (check enclosed)
Exhibit A (Balance Sheet, actual and pro forma, dated December 31, 2004)
Exhibit B (Income Statement, actual and pro forma, for the 12 months ended December 31, 2004)
Exhibit C (Resolutions of the Board of Directors authorizing the proposed issuances)

EXHIBIT A
PACIFICORP
UNCONSOLIDATED BALANCE SHEET
DECEMBER 31, 2004

ASSETS AND OTHER DEBITS		TOTAL CORPORATION	PROPOSED FINANCING	TOTAL PROFORMA
UTILITY PLANT				
ELECTRIC PLANT IN SERVICE (101)		13,667,763,284.31		13,667,763,284.31
PROPERTY UNDER CAPITAL LEASES (101.1)		24,296,280.61		24,296,280.61
ELECTRIC PLANT PURCHASED OR SOLD (102)		213,554.12		213,554.12
EXPERIMENTAL ELECTRIC PLANT - UNCLASSIFIED (103)		0.00		0.00
ELECTRIC PLANT HELD FOR FUTURE USE (105)		1,346,101.22		1,346,101.22
COMPLETED CONSTRUCTION NOT CLASSIFIED (106)		20,421,076.60		20,421,076.60
CONSTRUCTION WORK IN PROGRESS - ELECTRIC (107)		439,891,116.92		439,891,116.92
ELECTRIC PLANT ACQUISITION ADJUSTMENTS (114)		157,193,779.75		157,193,779.75
OTHER UTILITY PLANT (118)		0.00		0.00
NUCLEAR FUEL (120.1-120.4)		0.00		0.00
TOTAL UTILITY PLANT		14,311,125,193.53	0.00	14,311,125,193.53
ACCUM PROV FOR DEPR OF ELECT PLANT IN SERVICE (108)	CR	5,463,468,995.31		5,463,468,995.31
ACCUM PROV FOR AMORT OF ELECT PLANT IN SERVICE (111)	CR	327,939,832.45		327,939,832.45
ACCUM PROV FOR ASSET ACQUISITION ADJUSTMENT (115)	CR	68,930,108.29		68,930,108.29
ACCUM PROV FOR DEPR OF OTHER UTILITY PLANT (119)	CR	0.00		0.00
ACCUM PROV FOR AMORT OF NUCLEAR FUEL ASSEMB (120.5)	CR	0.00		0.00
UTILITY PLANT - NET		8,450,786,257.48	0.00	8,450,786,257.48
NONUTILITY PROPERTY AND INVESTMENTS				
NONUTILITY PROPERTY (121)		9,217,225.92		9,217,225.92
ACCUM PROV FOR DEPR/AMORT OF NONUTILITY PROP (122)	CR	1,491,696.29		1,491,696.29
INVESTMENT IN ASSOCIATED COMPANIES (123)		15,111,723.99		15,111,723.99
INVESTMENT IN SUBSIDIARY COMPANIES (123.1)		69,298,918.19		69,298,918.19
OTHER INVESTMENTS (124)		85,964,599.60		85,964,599.60
OTHER SPECIAL FUNDS (128)		10,833,025.50		10,833,025.50
TOTAL NONUTILITY PROPERTY & INVESTMENTS		188,933,796.91	0.00	188,933,796.91
CURRENT AND ACCRUED ASSETS				
CASH (131)		9,336,089.03	0.00	9,336,089.03
SPECIAL DEPOSITS (132-134)		15,584,319.32		15,584,319.32
WORKING FUNDS (135)		(82,097.55)		(82,097.55)
TEMPORARY CASH INVESTMENTS (136)		9,854,734.26	1,216,412,500.00	1,226,267,234.26
NOTES RECEIVABLE (141)		425,229.35		425,229.35
CUSTOMER ACCOUNTS RECEIVABLE (142)		290,118,181.20		290,118,181.20
OTHER ACCOUNTS RECEIVABLE (143)		10,751,889.12		10,751,889.12
ACCUMULATED PROV FOR UNCOLLECTIBLE ACCOUNTS (144)	CR	(18,937,480.40)		(18,937,480.40)
NOTES RECEIVABLE FROM ASSOCIATED COMPANIES (145)		0.00		0.00
ACCOUNTS RECEIVABLE FROM ASSOCIATED COMPANIES (146)		5,514,160.31		5,514,160.31
FUEL STOCK (151-152)		48,450,942.10		48,450,942.10
MATERIALS AND SUPPLIES (154-163)		105,246,617.63		105,246,617.63
PREPAYMENTS (165)		60,836,559.96		60,836,559.96
INTEREST AND DIVIDENDS RECEIVABLE (171)		58,069.78		58,069.78
RENTS RECEIVABLE (172)		6,441,926.71		6,441,926.71
ACCRUED UTILITY REVENUES (173)		158,191,000.00		158,191,000.00
MISCELLANEOUS CURRENT AND ACCRUED ASSETS (174)		(282,312.54)		(282,312.54)
DERIVATIVE INSTRUMENT ASSETS (175)		367,444,527.03		367,444,527.03
TOTAL CURRENT AND ACCRUED ASSETS		1,068,952,355.31	1,216,412,500.00	2,285,364,855.31
DEFERRED DEBITS				
UNAMORTIZED DEBT EXPENSE (181)		24,306,626.76	9,500,000.00	33,806,626.76
EXTRAORDINARY PROPERTY LOSSES (182.1)		0.00		0.00
UNRECOVERED PLANT AND REGULATORY STUDY COSTS (182.2)		16,818,879.10		16,818,879.10
OTHER REGULATORY ASSETS (182.3)		1,191,062,739.67		1,191,062,739.67
PRELIMINARY SURVEY & INVESTIGATION CHARGES (183)		2,501,866.93		2,501,866.93
CLEARING ACCOUNTS (184)		10,468.83		10,468.83
TEMPORARY FACILITIES (185)		59,110.88		59,110.88
MISCELLANEOUS DEFERRED DEBITS (186)		78,628,533.13		78,628,533.13
RESEARCH DEVELOPMENT DEMONSTRATION EXPENDITURES (188)		0.00		0.00
UNAMORTIZED LOSS ON REACQUIRED DEBT (189)		36,402,629.56		36,402,629.56
ACCUMULATED DEFERRED INCOME TAXES (190)		767,958,463.60		767,958,463.60
TOTAL DEFERRED DEBITS		2,117,749,318.46	9,500,000.00	2,127,249,318.46
TOTAL ASSETS AND OTHER DEBITS		11,826,421,728.16	1,225,912,500.00	13,052,334,228.16

EXHIBIT B
PACIFICORP
UNCONSOLIDATED STATEMENT OF INCOME
12 MONTHS ENDED DECEMBER 31, 2004

	TOTAL CORPORATION	PROPOSED FINANCING	TOTAL PROFORMA
UTILITY OPERATING INCOME			
OPERATING REVENUES	2,989,584,939.07		2,989,584,939.07
OPERATION AND MAINTENANCE EXPENSE			
OPERATION	1,580,818,239.61		1,580,818,239.61
MAINTENANCE	314,659,283.40		314,659,283.40
TOTAL OPERATION AND MAINTENANCE EXPENSE	1,895,477,523.01	0.00	1,895,477,523.01
DEPRECIATION	360,452,077.30		360,452,077.30
DEPRECIATION EXPENSE FOR ASSET RETIREMENT COSTS	0.01		0.01
AMORTIZATION	64,969,244.31		64,969,244.31
TAXES OTHER THAN INCOME TAXES	92,915,793.16		92,915,793.16
INCOME TAXES -- FEDERAL	45,160,095.46	(8,255,625.00)	36,904,470.46
-- STATE	(12,313,741.73)	(717,060.00)	(13,030,801.73)
PROVISION FOR DEFERRED INCOME TAXES	90,595,061.39		90,595,061.39
INVESTMENT TAX CREDIT ADJUSTMENTS -- NET	(5,854,860.00)		(5,854,860.00)
GAINS FROM DISPOSITION OF UTILITY PLANT CR	0.00		0.00
LOSSES FROM DISPOSITION OF UTILITY PLANT	0.00		0.00
ACCRETION EXPENSE	0.00		0.00
GAINS FROM DISPOSITION OF ALLOWANCES CR	908,181.30		908,181.30
OTHER UTILITY OPERATING INCOME - STEAM HTG	0.00		0.00
UTILITY OPERATING INCOME	459,091,927.46	8,972,685.00	468,064,612.46
OTHER INCOME AND DEDUCTIONS			
OTHER INCOME			
INCOME FROM MERCHANDISING	1,257,134.38		1,257,134.38
INCOME FROM NONUTILITY OPERATIONS	602,858.57		602,858.57
NONOPERATING RENTAL INCOME	56,009.46		56,009.46
EQUITY IN EARNINGS OF ELECTRIC SUBSIDIARIES	1,813,948.41		1,813,948.41
EQUITY IN EARNINGS OF NONELECTRIC SUBSIDIARIES	0.00		0.00
INTEREST AND DIVIDEND INCOME	5,853,795.71	38,112,500.00	43,966,295.71
ALLOW FOR FUNDS USED DURING CONSTRUCTION	5,163,409.26		5,163,409.26
MISCELLANEOUS NONOPERATING INCOME	88,025,571.17		88,025,571.17
GAIN ON DISPOSITION OF PROPERTY	2,929,668.59		2,929,668.59
TOTAL OTHER INCOME	105,702,395.55	38,112,500.00	143,814,895.55
OTHER INCOME DEDUCTIONS			
LOSS ON DISPOSITION OF PROPERTY	744,690.96		744,690.96
MISCELLANEOUS AMORTIZATION	339,255.82		339,255.82
MISCELLANEOUS INCOME DEDUCTIONS	72,659,251.23		72,659,251.23
TOTAL OTHER INCOME DEDUCTIONS	73,743,198.01	0.00	73,743,198.01
TAXES APPLIC TO OTHER INCOME & DEDUCTIONS			
TAXES OTHER THAN INCOME TAXES	193,371.00		193,371.00
INCOME TAXES	7,218,644.27		7,218,644.27
INVESTMENT TAX CREDITS	(2,065,260.00)		(2,065,260.00)
TOTAL TAXES APPLIC TO OTHER INC & DED	5,346,755.27	0.00	5,346,755.27
NET OTHER INCOME AND DEDUCTIONS	26,612,442.27	38,112,500.00	64,724,942.27
INCOME BEFORE INTEREST CHARGES	485,704,369.73	47,085,185.00	532,789,554.73
INTEREST CHARGES			
INTEREST ON BONDS	229,563,697.94	61,200,000.00	290,763,697.94
AMORTIZATION OF DEBT DISCOUNT AND EXPENSE	4,404,846.56	500,000.00	4,904,846.56
AMORTIZATION OF LOSS ON REACQUIRED DEBT	7,291,371.34		7,291,371.34
AMORTIZATION OF PREMIUM ON DEBT	(2,718.18)		(2,718.18)
AMORTIZATION OF GAIN ON REACQUIRED DEBT	(85,451.12)		(85,451.12)
INTEREST ON DEBT TO ASSOCIATED COMPANIES	426,708.04		426,708.04
OTHER INTEREST EXPENSE	20,945,009.92		20,945,009.92
ALLOW FOR BRD FUNDS USED DURING CONSTR	(6,767,217.40)		(6,767,217.40)
NET INTEREST CHARGES	255,776,247.10	61,700,000.00	317,476,247.10
INCOME BEFORE EXTRAORD. ITEMS	229,928,122.63	(14,614,815.00)	215,313,307.63
EXTRAORDINARY ITEMS -- NET OF INCOME TAX			
INCOME TAX ON CUM. EFFECT OF CHANGE IN ACCT. PRINC	0.00		0.00
CUMULATIVE EFFECT OF CHANGE IN ACCT. PRINCIPLE	0.00		0.00
NET INCOME	229,928,122.63	(14,614,815.00)	215,313,307.63
PREFERRED DIVIDEND REQUIREMENTS	2,083,789.72		2,083,789.72
EARNINGS AVAILABLE FOR COMMON STOCK	227,844,332.91	(14,614,815.00)	213,229,517.91

PacifiCorp
Pro Forma Issuance of 50,000,000 shares of Common Stock
Proposed Journal Entries for the 12 Months Ended December 31, 2004

Cash	131	\$ 534,500,000	
Common Shares Issued	201		\$ 534,500,000
Temporary Cash Investment	136	534,500,000	
Cash	131		534,500,000
Temporary Cash Investment	136	13,362,500	
Interest Income	419 / 216		13,362,500
Notes Payable - Commercial Paper	231	285,000,000	
Temporary Cash Investment	136		285,000,000
Income Taxes - Federal (35%)	409 / 216	4,676,875	
Income Taxes - State (3.04%)	409 / 216	406,220	
Taxes Accrued	236		5,083,095

Notes: Assumes 50,000,000 shares of common stock issued at a per share price equal to book value at November 30, 2004 of \$10.69 with no stock issuance cost. Excess cash is invested at a rate of 2.5%.

PacifiCorp
Pro Forma Issuance of \$1,000,000,000 of Long-Term Debt
Proposed Journal Entries for the 12 Months Ended December 31, 2004

Cash	131	990,000,000	
Unamortized Debt Expense	181	10,000,000	
Bonds	221		1,000,000,000
Temporary Cash Investment	136	990,000,000	
Cash	131		990,000,000
Temporary Cash Investment	136	24,750,000	
Interest Income	419 / 216		24,750,000
Interest on Bonds	427 / 216	61,200,000	
Temporary Cash Investment	136		61,200,000
Amort of Debt Discount & Expense	428 / 216	500,000	
Unamortized Debt Expense	181		500,000
Taxes Accrued	236	14,055,780	
Income Taxes - Federal (35%)	409 / 216		12,932,500
Income Taxes - State (3.04%)	409 / 216		1,123,280

Notes: Assumes \$1,000,000,000 issuance of Long-Term debt with a coupon rate of 6.12%, 20 year term and issuance cost of 1%. Excess cash is invested at a rate of 2.5%.

Common Stock Issuances and Sales to PHI

WHEREAS, the Board of Directors of PacifiCorp (the "Company"), by resolutions adopted August 22, 2002 (the "Prior Resolutions"), authorized the Company to issue shares of its Common Stock to PacifiCorp Holdings, Inc., a Delaware corporation and the Company's immediate corporate parent ("PHI"), for the purposes of improving the Company's capitalization and enhancing its ability to meet its obligations as a public utility, 14,851,485 shares of which have been issued as of the date hereof; and

WHEREAS, it is now desirable to provide for the issuance of additional shares and to restate the unused authority under the Prior Resolutions; now, therefore, be it

RESOLVED, that the Board of Directors of the Company hereby authorizes the issuance and sale by the Company, from time to time and for cash, of up to 50 million shares of Common Stock of the Company (the "Shares") to PHI; and further

RESOLVED, that the Shares may be sold to PHI, in such amounts and at such times as shall be determined by the President and Chief Executive Officer, the Chief Financial Officer or any other Senior or Executive Vice President or the Treasurer of the Company (each, an "Authorizing Officer"); *provided, however, that* the issuance and sale by the Company of the Shares shall be subject to (1) the Company's first having obtained all necessary authorizations therefor from the federal and state regulatory authorities having jurisdiction over such issuance and sale, and (2) the Company's receipt of cash consideration for the Shares in an amount per Share not less than book value, determined as set forth below, which amount shall be adequate consideration for the Shares; and further

RESOLVED, that the book value of the Shares shall be determined by an Authorizing Officer as of the last day of the month preceding the proposed issuance, by reference to the consolidated financial statements of the Company as of such day; and further

RESOLVED, that said determination by an Authorizing Officer shall be conclusive evidence of the book value of such Shares; and further

RESOLVED, that each Authorizing Officer, acting alone or with any one or more other Authorizing Officers, is hereby authorized and empowered, in the Company's name and on its behalf, to enter into one or more subscription agreements or other agreements with PHI to effect each such

issuance and sale of the Shares, with such terms and conditions as an Authorizing Officer shall approve, such approval to be conclusively evidenced by the signature of such Authorizing Officer on such stock purchase agreement; and further

RESOLVED, that the Chief Executive Officer, the Chief Financial Officer or the Treasurer of the Company shall report to the Board of Directors at each regularly scheduled board meeting with respect to any issuance and sale of the Shares pursuant to the foregoing resolutions; and further

RESOLVED, that the officers of the Company are hereby authorized and directed to take or cause to be taken, in the Company's name and on its behalf, any and all such further action as in their judgment may be desirable or appropriate to cause the issuance and delivery of the Shares as specified in the preceding resolutions.

General

RESOLVED, that the officers of the Company are hereby authorized, in the Company's name and on its behalf, to prepare and file with the California Public Utilities Commission, the Idaho Public Utilities Commission, the Public Utility Commission of Oregon, the Public Service Commission of Utah, the Washington Utilities and Transportation Commission and the Wyoming Public Service Commission, as may be appropriate or necessary, applications for orders of said regulatory authorities authorizing or exempting the issuance and sale of the Shares, together with any and all amendments to such applications and with any and all exhibits and other documents pertaining to such applications or any amendments thereto, as in the judgment of such officers may appear desirable or appropriate; and further

RESOLVED, that the acts of the officers in filing applications (and amendments and supplements to such applications) with the regulatory authorities named in the immediately preceding resolution, together with the various exhibits to such applications (and such amendments and supplements), for orders authorizing or exempting the issuance and sale of the Shares are hereby approved, ratified and confirmed; and further

RESOLVED, that the officers of the Company are hereby authorized and directed, in the Company's name and on its behalf, to make any and all such further filings with, and to take any and all such further action in the proceedings before, federal and state regulatory authorities as in the judgment of the officer or officers taking such action may appear desirable or appropriate for the purpose of obtaining any and all such further regulatory approvals, authorizations or consents as may be required to be obtained by the Company in connection with the issuance and sale by it of the Shares; and further

RESOLVED, that the officers of the Company are hereby authorized, in the Company's name and on its behalf, to execute and deliver any and all such agreements, instruments and other documents, and to do and perform any and all such other acts as in the judgment of such officers may be desirable or appropriate to carry out the purposes of the foregoing resolutions.

Effect on Prior Resolutions

RESOLVED, that the foregoing resolutions shall supersede the prior resolutions, but the foregoing resolutions shall not affect the validity of any actions taken in reliance on such previously adopted resolutions.