

BEFORE THE IDAHO PUBLIC UTILITIES COMMISSION

IN THE MATTER OF THE APPLICATION)
OF PACIFICORP FOR AUTHORITY TO) CASE NO. PAC-E-06-7
ISSUE AND SELL UP TO 30,000,000 SHARES)
OF COMMON STOCK TO ITS PARENT) ORDER NO. 30099
)

On June 6, 2006, PacifiCorp (or Company) filed an Application pursuant to Chapter 9, Title 61 of the Idaho Code and the Commission's Rules of Procedure, IDAPA 31.01.01.141-150) requesting an order authorizing PacifiCorp to issue and sell, from time to time and for cash, up to 30,000,000 shares of the Company's Common Stock (Shares) to its direct corporate parent, PPW Holdings LLC, a Delaware limited liability company (Parent). Such issuances would be separate from any equity contributions by the Parent to the Company for which no Shares would be issued. In 2002 and 2005, PacifiCorp sought and received authority from the Commission in Order Nos. 29144 and 29786 to issue up to a fixed number of shares of common stock to its former direct corporate parent, PacifiCorp Holdings, Inc.

FINDINGS OF FACT

PacifiCorp was incorporated under Oregon law in August 1987 for the purpose of facilitating a merger with Utah Power & Light Company, a Utah corporation, and changing the state of incorporation of PacifiCorp from Maine to Oregon. PacifiCorp uses the assumed business names of Pacific Power (in the Company's Oregon, California and Washington service territories), Utah Power (in the Company's Utah service territories), and Rocky Mountain Power (in the Company's Idaho and Wyoming service territories).

The proposed sales and issuances of the Shares are part of an overall financing plan to benefit PacifiCorp by strengthening its balance sheet and increasing its equity. Proceeds from the issuances will be used for the acquisition of utility property; the construction, completion, extension or improvement of utility facilities; the improvement or maintenance of service; the discharge or lawful refunding of obligations which were incurred for utility purposes; or the reimbursement of PacifiCorp's treasury for funds used for the foregoing purposes. All of these activities as permitted under *Idaho Code* § 61-901.

PacifiCorp proposes to issue and sell the Shares to its Parent at a purchase price not less than the book value of the Common Stock, determined as of the last day of the month prior to each issuance. Exhibit D of PacifiCorp's Application in this case sets forth the Company's pro forma capital structure, expressed in percentages and based upon the Company's audited financial statements for the quarter ended December 31, 2005, after giving effect to an assumed issuance of 30,000,000 shares of Common Stock to its Parent with an aggregate purchase price of \$332.4 million.

PacifiCorp has paid the regulatory fees required by *Idaho Code* § 61-905.

CONCLUSIONS OF LAW

PacifiCorp is an electric corporation within the definition of *Idaho Code* § 61-119 and is a public utility within the definition of *Idaho Code* § 61-129.

The Idaho Public Utilities Commission has jurisdiction over this matter pursuant to the provisions of *Idaho Code* § 61-901 *et seq.* The Application reasonably conforms to Rules 141-150 of the Commission's Rules of Procedure, IDAPA 31.01.01.141-.150.

The method of issuance is proper.

The general purposes to which the proceeds will be put are lawful purposes under the Public Utilities Laws of the State of Idaho and are compatible with the public interest. However, this general approval of the general purposes to which the proceeds will be put is neither a finding of fact nor a conclusion of law that any particular construction program of PacifiCorp which may be benefited by the approval of this Application has been considered or approved by this Order, and this Order shall not be construed to that effect.

The proposed issuances are also generally consistent with the commitments made in the MidAmerican-PacifiCorp acquisition case, final Order No. 29998 in Case No. PAC-E-05-8.

The issuance of an order authorizing the proposed financing does not constitute Commission determination/approval of the type of financing or the related costs for ratemaking purposes, which determination the Commission expressly reserves until the appropriate proceeding.

The Application shall be approved.

O R D E R

IT IS THEREFORE ORDERED that PacifiCorp's Application for authority to issue and sell, from time to time and for cash, up to 30,000,000 shares of Common Stock to its Parent is hereby granted.

IT IS FURTHER ORDERED that this authorization shall remain in effect until all the Shares have been issued.

IT IS FURTHER ORDERED that the unused authority previously granted by the Commission in Order Nos. 29144 and 29786 is hereby terminated.

IT IS FURTHER ORDERED that this authorization is without prejudice to the regulatory authority of this Commission with respect to rates, service, accounts, valuation, estimates, or determination of costs, or any other matter that may come before this Commission pursuant to its jurisdiction and authority as provided by law.

IT IS FURTHER ORDERED that nothing in this Order and no provision of Chapter 9, Title 61, Idaho Code, or any act or deed done or performed in connection with this Order shall be construed to obligate the State of Idaho to pay or guarantee in any manner whatsoever any security authorized, issued, assumed, or guaranteed under the provisions of Chapter 9, Title 61, Idaho Code.

IT IS FURTHER ORDERED that PacifiCorp shall file, as they become available, the following:

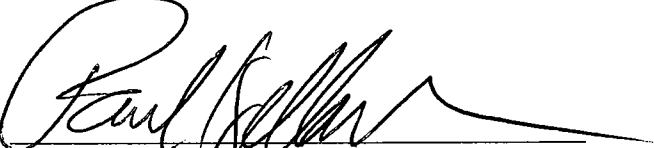
- a. The "Report of Securities Issued" required by 18 CFR § 34. 10;
- b. Verified copies of any Agreement entered into in connection with PacifiCorp's sale and issuance of the Shares to its Parent and all resolutions adopted by the Company's Board of Directors relating to the sale and issuance of the Shares; and
- c. A verified statement setting forth in reasonable detail the disposition of the proceeds of each sale and issuance of the Shares pursuant to this Order.

IT IS FURTHER ORDERED that issuance of this Order does not constitute acceptance of PacifiCorp's exhibits or other material accompanying the Application for any purpose other than the issuance of this Order.

THIS IS A FINAL ORDER. Any person interested in this order (or in issues finally decided by this order) or in interlocutory orders previously issued in this Case No. PAC-E-06-7

may petition for reconsideration within twenty-one (21) days of the service date of this order with regard to any matter decided in this order or in interlocutory orders previously issued in this Case No. PAC-E-06-7. Within seven (7) days after any person has petitioned for reconsideration, any other person may cross-petition for reconsideration in response to issues raised in the petition for reconsideration. See *Idaho Code* § 61-626.

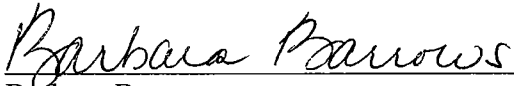
DONE by Order of the Idaho Public Utilities Commission at Boise, Idaho, this 17th
day of July 2006.


PAUL KJELLANDER, PRESIDENT


MARSHA H. SMITH, COMMISSIONER


DENNIS S. HANSEN, COMMISSIONER

ATTEST:


Barbara Barrows
Assistant Commission Secretary

O:PAC-E-06-07_dh