PACIFICORP
A MIDAMERICAN ENERGY HOLDINGS COMPANY

Pacific Power | Rocky Mountain Power
825 NE Multnomah
Portland, Oregon 97232

December 6, 2007

VIA ELECTRONIC FILING
AND OVERNIGHT DELIVERY

Oregon Public Utility Commission
550 Capitol Street NE, Suite 215
Salem, OR 97301-2551

Attention: Ms. Vikie Bailey-Goggins
Administrator, Regulatory Operation

Re: Docket UF _______
In the Matter of the Application of PACIFICORP for authority to (1) issue and sell or exchange not more than $2,000,000,000 of debt, (2) enter into credit support arrangements, (3) enter into currency swaps, and (4) contribute or sell additional debt to special-purpose entities.

Enclosed for filing by PacifiCorp ("Company"), is an original and three (3) copies of an Application pursuant to OAR 860-27-030. Specifically, in this Application PacifiCorp requests authority for the following:

1) To issue and sell or exchange, in one or more public offerings or private placements, fixed or floating-rate debt ("Debt") in the aggregate principal amount not to exceed $2,000,000,000 or, if the Debt is issued at an original issue discount, such greater amount as shall result in an aggregate offering price of not more than $2,000,000,000 (or its equivalent amount in, or based upon, foreign currencies determined at the time of issue),
2) To 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) To enter into one or more currency swaps, and
4) To contribute or sell additional Debt to special-purpose entities ("SPEs") in an amount based upon the common securities of the SPE.

The requested authority is expected to accommodate the Company's 2008 and 2009 financing requirements. These requirements include continuing high levels of capital expenditures to serve customers, including procurement of renewable resources consistent with Senate Bill 838 (2007), the Oregon Renewable Energy Act, and the refinancing of approximately $550 million of maturing debt over the two-year period. The Company expects that it will use a substantial portion of this requested authority during 2008 and 2009 and will seek subsequent new or amended authority from the Commission to permit continued access to the long-term debt markets.

The requested authority would supplement the financing flexibility that the Commission had previously authorized in Order No. 07-085 in Docket No. 4237 ("2007 Order"). In the 2007 Order, the Commission authorized the Company to issue up to $1.5 billion of securities identical to those covered in the enclosed Application. The Company has subsequently issued $1.2 billion principal amount of debt under the 2007 Order authority and has $300,000,000 of additional issuance authorized under that order. As the Company does not anticipate utilizing the remaining authority under the 2007 Order, it may be withdrawn if the Commission issues its order in this matter.

The enclosed application is substantially similar to the application submitted in connection with the 2007 Order.

The Company respectfully requests that the Commission issue its order on or before January 31, 2008. The Company also requests twenty certified copies of any order issued in this matter.

It is respectfully requested that all data requests regarding this material be addressed to:

By E-Mail (preferred):	datarequest@pacificorp.com
By regular mail:	Data Request Response Center PacifiCorp 825 NE Multnomah, Suite 2000 Portland, Oregon, 97232
By fax:	(503) 813-6060

Informal questions should be directed to Bruce Williams at (503) 813-5662.

Your attention to this matter is appreciated.

Sincerely,

Bruce N Williams

Bruce N. Williams
Vice President and Treasurer

Enclosures: Application (1 original and 3 copies)
Proposed Form of Order (1 original and 3 copies)

BEFORE THE PUBLIC UTILITY COMMISSION

OF OREGON

Docket No. UF ______

In the Matter of the Application of PACIFICORP for authority to (1) issue and sell or exchange not more than $ 2,000,000,000 of debt, (2) enter into credit support arrangements, (3) enter into currency swaps, and (4) contribute or sell additional debt to special-purpose entities.	APPLICATION

Pursuant to ORS 757.405, ORS 757.410(1), ORS 757.415 and OAR 860-27-030 PacifiCorp, d.b.a. Pacific Power, (Company) hereby applies for an order of the Public Utility Commission of Oregon (Commission) authorizing the Company to (1) issue and sell or exchange, in one or more public offerings or private placements, fixed or floating-rate debt (Debt) in the aggregate principal amount of not more than $2,000,000,000 or, if the Debt is issued at an original issue discount, such greater amount as shall result in an aggregate offering price of not more than $2,000,000,000 (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, the interest on and the premium of the Debt, (3) enter into one or more currency swaps, provided that, with respect to the Debt contemplated in clauses (1), (2) and (3), such Debt is either issued with a cost to maturity not exceeding the spreads over treasury yields established by the Commission or is issued with a cost to maturity not exceeding 9.0 percent per annum, and (4) contribute or sell additional Debt to special-purpose entities (SPEs) in an amount based upon the common securities of the SPE and Commission approval of the proposed guarantee and expense payment agreements relating to the preferred securities of the SPE, in each case substantially as described herein. The Company requests that such authority remain in effect so long as the Company's senior secured debt has investment grade ratings from at least two nationally recognized ratings agencies. The Company requests that the debt issuance described herein, amend and supersede the debt issuance approved by the Commission in Docket No. UF 4237 (2007 Docket) Order No. 07-085 (2007 Order). This Application is substantially similar to that filed by the Company in the 2007 Docket and seeks authorization to issue up to $2,000,000,000 of long-term debt on the same terms and conditions contained in the 2007 Order.

Additionally, the Company respectfully waives paper service in this docket pursuant to OAR 860-013-0070(4). The Company respectfully requests that the Commission issue an order by January 31, 2008.

The Company respectfully represents that:

(a) The official name of the applicant and address of its principal business office:

PacifiCorp
825 N.E. Multnomah, Suite 2000
Portland, OR 97232

(b) The state and date of incorporation; each state in which it operates as a utility:

The Company was incorporated under Oregon law in August 1987 for the purpose of facilitating consummation of a merger with Utah Power & Light Company, a Utah corporation, and changing the state of incorporation of PacifiCorp from Maine to Oregon. The Company currently serves customers as Pacific Power in California, Oregon and Washington and as Rocky Mountain Power in Idaho, Utah and Wyoming.

(c) The name, address, and telephone number of persons authorized to receive notices and communications:

Bruce N. Williams
Vice President and Treasurer
PacifiCorp
825 N.E. Multnomah, Suite 1900
Portland, OR 97232
Telephone: (503) 813-5662
E-mail: bruce.williams@pacificorp.com

Natalie Hocken
Vice President & General Counsel
Pacific Power
825 N.E. Multnomah, Suite 2000
Portland, OR 97232
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E-mail: natalie.hocken@pacificorp.com

Joelle Steward
Oregon Regulatory Affairs Manager
Pacific Power
825 NE Multnomah, Suite 2000
Portland, OR 97232
Telephone: (503) 813-5542
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Jeff B. Erb
Assistant General Counsel
PacifiCorp Energy
825 N.E. Multnomah, Suite 600
Portland, OR 97232
Telephone: (503) 813-5029
E-mail: jeff.erb@pacificorp.com

It is respectfully requested that all formal correspondence and Staff requests regarding this material be addressed to:

By e-mail (preferred): datarequest@pacificorp.com

By regular mail: Data Request Response Center
PacifiCorp
825 NE Multnomah, Suite 2000
Portland, Oregon 97232

By fax: (503) 813-6060

Informal questions should be directed to Bruce Williams at (503) 813-5662.

(d) A full description of the securities proposed to be issued*:

(1) Type and nature of securities:

Debt to be issued in one or more transactions as conditions permit. The Debt may be secured or unsecured and may be subordinated or unsubordinated.

* The information supplied in this section is substantially the same as that supplied for the 2007 Docket.

(2) Amount of securities:

Not more than $2,000,000,000 aggregate principal amount or, if the Debt is issued at an original issue discount, such greater amount as shall result in an aggregate offering price of not more than $2,000,000,000 (or its equivalent amount in, or based upon, foreign currencies determined at the time of issue); plus additional Debt and guaranties relating to the preferred securities of special-purpose entities in amounts as described below.

(3) Interest Rate:

If the Debt bears a fixed rate, the interest rate will be set at the time of issuance. If the Debt bears a floating-rate, the interest rate will be set periodically based upon a published or quoted index of short-term rates.

(4) Dates of issuance and maturity:

The Company expects to issue the Debt from time to time in either public offerings or private placements for cash or in exchange for its outstanding securities. Maturities will be established at the time of issuance.

(5) Institutional rating of the securities, or if not rated an explanation:

The Company's debt is rated, as of the date of this filing, as follows:

Security	Moody's	S & P
Senior Secured Debt	A3	A-
Senior Unsecured Debt	Baa1	BBB+
Subordinated Debt	(P) Baa2	n/a

(6) Stock Exchange on which listed:

The Company has generally not listed its bonds, but has in the past listed certain unsecured debt on The New York Stock Exchange. If the Debt is issued publicly in an overseas market, the Debt may be listed, if appropriate, on one or more foreign exchanges.

(7) Additional descriptive information:

General: Alternatives currently available to the Company include (1) conventional first mortgage bonds placed publicly or privately in the domestic or foreign markets, (2) secured or unsecured medium-term notes placed publicly or privately in the domestic or foreign markets, (3) floating-rate debt placed publicly or privately in the domestic or foreign markets, (4) Eurodollar financings placed publicly or privately overseas, (5) debt issued overseas denominated in, or based upon, foreign currencies combined with a currency swap to effectively eliminate the currency risk, and (6) subordinated debt placed publicly or privately in the domestic or foreign markets and issued either alone or in conjunction with an offering of preferred securities by a special-purpose entity (SPE) organized by the Company. A brief description of these transactions is set forth below.

I. First Mortgage Bonds. First mortgage bonds have been the traditional debt financing vehicle utilized by utilities in the United States, and are typically offered in public offerings but may be privately placed. First mortgage bonds are secured by a mortgage on the fixed assets of the utility.

The bonds are typically redeemable at the Company's option at redemption prices dependent upon U.S. Treasury yields. The Company may determine that a call provision is appropriate to provide financial flexibility in changing interest rate environments, and the bonds may be redeemable at a premium over the principal amount, with the premium declining to zero near the final maturity of the bonds.

The Company's first mortgage bonds are issued as First Mortgage Bonds under the PacifiCorp Mortgage. The Commission has previously authorized the Company to incur the lien of the PacifiCorp Mortgage in Docket No. UF 3990, Order No. 88-1363.

The underwriting fee for First Mortgage Bond issuances vary by the maturity of the debt but is not expected to exceed one percent of the principal amount.

II. Medium-Term Notes. Medium-term notes (MTNs) are interest-bearing instruments with maturities generally ranging between 9 months and 100 years. MTNs are typically offered on a continuous basis by the borrower through one or more managers, which act as agents in placing the notes, either domestically or through global programs. MTNs can be offered on a secured or unsecured basis.

Compensation to the agents varies by the maturity of each tranche of MTNs issued, but is not expected to exceed one percent of the principal amount of notes placed.

The MTN investor universe in the United States consists of banks, insurance companies, pension funds, thrifts, mutual funds, money managers, investment advisors, corporate, and nonprofit organizations. Overseas, the investor profile primarily consists of banks, insurance companies, pension funds and retail accounts.

MTN programs are generally structured to allow a wide range of terms. Principal amount, currency, maturity, interest rate and redemption terms are fixed at the time of sale. In the event the Company chooses to issue MTNs in foreign currencies, a currency rate swap would be simultaneously entered into to effectively hedge the Company's exposure against currency risk. If the Company issues secured MTNs, they will most likely be issued in the form of First Mortgage Bonds under the PacifiCorp Mortgage.

III. Floating-Rate Debt. Floating-rate debt is a security with interest rates that reset periodically, such as daily, weekly, monthly, quarterly, semi-annually or annually at the option of the Company. The most common indices used for pricing floating-rate debt are based upon LIBOR, commercial paper and Treasury bills.

Refunding provisions for floating-rate debt vary from transaction to transaction depending upon the structure of the agreement. Should the Company subsequently fix the interest rate through an interest rate swap or cap, the cost of refunding would include the cost of unwinding the swap or cap.

Floating-rate debt could be more advantageous than fixed-rate debt. First, it can provide the Company with an occasional source of long-term funding at attractive rates compared to the fixed-rate market. Second, it allows the Company access to the short end of the yield curve when short-term rates are attractive. Should rates begin to increase, the Company could execute an interest rate swap or cap to secure a fixed rate.

The fees associated with a floating-rate debt arrangement are not expected to exceed one percent of the principal amount of the debt.

IV. Eurodollar Financings. Eurodollar bonds or debentures are dollar-denominated securities issued to foreign investors. Eurodollar securities are generally placed by a foreign underwriter, or a foreign subsidiary of a U.S. investment or commercial bank (bank). Eurodollar securities are generally unsecured obligations. However, the Company may be required to enter into a letter of credit arrangement with one or more banks or such other agreements or arrangements as may be necessary or appropriate, from time to time, to support its obligation to repay the principal of, the interest on, and the premium (if any) on the debt. Such an arrangement could involve a fee, not expected to exceed one percent on the principal amount of the debt. The Company would receive dollars at the time of closing and all interest and principal payments would be made in dollars.

A Eurodollar bond issuance is typically arranged using a bank as the underwriter (public offering) or placement agent (private offering). The bank's role is to locate investors outside the United States that are interested in purchasing financial assets in dollars. The interest rate charged on the debt is usually a spread over U.S. Treasury obligations having a similar maturity. After the call protection has expired, the bonds are generally callable at their principal value. The issuance fee associated with a Eurodollar bond offering is approximately two percent of the principal amount sold.

A potential advantage of a Eurodollar offering is that it allows the Company to access investors generally not active in the U.S. markets, and at the same time does not subject the Company to any currency exposure. Another advantage is that, from time to time, very attractively priced funds become available in the private Eurodollar market when an investor with dollars attempts to invest in U.S. dollar assets. Thus, for short periods, a market could be created wherein the issuer can obtain very attractive rates relative to the public markets. These windows in the market open and close very quickly, making it necessary that the Company have the opportunity to commit quickly when offered an attractive proposal.

V. Foreign Currency Debt Combined with a Currency Swap. The issuance of debt denominated in a currency other than U.S. dollars, combined with a currency swap, would allow the Company to issue debt in a foreign currency and execute a currency swap to effectively eliminate the currency risk. By issuing in a foreign currency, the Company would attract investors that would not normally be investing in its securities. Issuing securities in a foreign currency becomes attractive when the nominal interest rate charged in the foreign country is significantly lower than the rate in the United States or in U.S. dollar-denominated securities. To the extent that the cost of executing the currency swap is less than the difference between the nominal interest rate in the foreign country and the dollar-denominated interest rate, issuing debt in a foreign currency and executing a currency swap provides a lower total cost of debt.

The foreign currencies most frequently used in the past by U.S. companies include Euro, Swiss Francs, British Sterling, Japanese Yen, Canadian Dollars, Australian Dollars and New Zealand Dollars. The underwriters for a foreign currency offering are responsible for locating investors willing to purchase the Company's debt that has principal and interest denominated in the foreign currency. The fees for a foreign currency offering are expected to approximate two percent of the principal amount sold.

In order to effectively eliminate the currency risk, the Company would enter into a currency swap that would be executed simultaneously with the foreign currency offering. In the currency swap, the Company would receive a stream of payments in the foreign currency exactly equal in amount and timing to the Company's obligations for the foreign currency debt (principal and interest). In exchange, the Company would agree to make a stream of payments in U.S. dollars to the third party. The net effect of the transaction is that the Company's foreign currency obligations would be exactly offset by the foreign currency receipts under the exchange and the Company's net payments would be in U.S. dollars.

Whether or not, the other party to the exchange performs, the Company remains obligated under the terms of the foreign currency debt. The

Company would propose to minimize the risk of nonperformance in the exchange through the selection of a third party participant with a long-term credit rating of AA equivalent or better or with a third party that is a high quality sovereign or agency of a sovereign if the tenor of the exchange agreement is five years or longer and long-term credit rating of A or better if the tenor is less than five years.

The fees associated with arranging a currency swap agreement are a function of interest rates and currency differentials between the U.S. dollar and the applicable foreign currency.

Because a foreign offering with a currency swap involves two transactions and multiple parties, the complexity and cost of trying to unwind such a foreign offering prior to its final maturity effectively makes this type of transaction generally non-callable prior to its final maturity.

Issuing debt denominated in a foreign currency combined with a currency swap requires that the Company have a great degree of flexibility in timing the offering in order to pick the currency, nominal interest rates, and exchange rate that will enable it to achieve a lower cost.

Cost Test: The Company will not undertake the proposed transactions in a foreign market unless and until it can assure itself that the total cost of the foreign borrowings proposed in this matter is no more than the total cost of domestic borrowings for a similar term for companies of comparable credit rating at the time of the borrowing.

VI. Subordinated Debt. It is anticipated that any subordinated debt could be issued in one or more series pursuant to the Company's Indenture dated as of May 1, 1995, as supplemented, or pursuant to a new indenture. The Company may issue the subordinated debt (a) directly to investors, as in the issuance and sale of its 8 3/8% Junior Subordinated Deferrable Interest Debentures, Series A, pursuant to the orders issued in Docket No. UF 4098, (b) in exchange for its outstanding securities, as in the issuance of its 8.55% Junior Subordinated Deferrable Interest Debentures, Series B, pursuant to Order No. 95-353 in Docket UF 4126, or (c) to an SPE in support of the preferred securities of the SPE, as in the issuance and sale of its 8 1/4% Junior Subordinated Deferrable Interest Debentures, Series C, pursuant to orders issued in Docket No. UF 4140, and its 7.70% Junior Subordinated Debentures Series D, pursuant to the orders issued in Docket No. UF 4151.

In a transaction involving preferred securities of an SPE, the Company would organize the SPE and contribute or sell subordinated debt of the Company to the SPE in an amount based upon the common securities of the SPE (generally 3% of the aggregate liquidation preference of the preferred securities issued by the SPE). The SPE would issue preferred securities, which are expected to have a liquidation preference of $25 each, have cumulative distributions payable quarterly and could be listed on the New York Stock Exchange. In addition, the SPE would purchase subordinated debt of the Company in an aggregate principal amount corresponding to the liquidation preference of the preferred securities issued by the SPE. In certain circumstances, the subordinated debt of the Company underlying the preferred securities of the SPE could be distributed to the holders of the preferred securities in connection with the liquidation of the SPE.

In this instance, the Company would guarantee the SPE's payment of: (i) any accumulated and unpaid distributions required to be paid on the preferred securities of the SPE to the extent that the SPE has funds on hand available therefore; (ii) the redemption price with respect to any preferred securities called for redemption to the extent that the SPE has funds on hand available therefore; and (iii) upon a voluntary or involuntary dissolution, winding-up or liquidation of the SPE (unless the Company's subordinated debt is distributed to holders of the SPE's preferred securities), the lesser of (a) the aggregate of the liquidation preference and all accrued and unpaid distributions to the date of payment and (b) the amount of assets of the SPE remaining available for distribution to holders of the preferred securities. The guarantee is expected to be directly enforceable by holders of the preferred securities issued by the SPE and subordinate to all senior debt of the Company. It is also anticipated that the Company and the SPE will enter into an expense reimbursement arrangement under which the Company will agree to pay the expenses of the SPE.

(e) A description of the method of issuance and sale or procedure by which any obligation as guarantor will be assumed *

The Company proposes to issue the Debt from time to time in either public offerings or private placements, domestically or overseas, for cash or in exchange for its outstanding securities. The financial markets have become increasingly global and, as such, foreign sources of capital compete directly with domestic sources for investment opportunities. The Company anticipates that issuances will be primarily fixed-rate First Mortgage Bonds, but it is requesting authority for a variety of borrowing options in order to provide the financial flexibility to pursue the most attractive markets at the time of issuance and to produce the most competitive cost for the Company.

Underwriters or placement agents will be selected after negotiations with a group of potential candidates. The firm or firms selected to lead an offering under this authority will be determined by the Company's assessment of their ability to assist the Company in meeting its objective of having the lowest total cost for the Debt to be issued. This assessment is based upon the level of underwriting or placement fees, their knowledge of the Company and its varied operations, the Company's parent company and its affiliates, and their ability to market the Debt to achieve the Company's financing and capital structure objectives.

The Company also requests authority to issue Debt without further Commission approval to the extent its cost to maturity does not exceed the

* The information supplied in this section is substantially the same as that supplied for the 2007 Docket.

maximum total spreads over treasury yields (See Exhibit M) or is issued with a cost to maturity not exceeding 9.0 percent per annum in order to provide additional flexibility in the event spreads widen or the Company decides to sell Debt, including a block of MTNs, through underwriters.

(f) (1) (i) The name and address of any person receiving a fee (other than a fee for technical services) for negotiating, issuing, or selling the securities or for securing an underwriter, sellers, or purchasers of securities except as related to a competitive bid:*

Other than for technical services, the only fees payable by the Company will be fees and expenses to the underwriters and agents (including arrangement fees for currency swaps). The Company may also incur an annual fee for credit support which is not expected to exceed one percent on the principal amount of the Debt.

(ii) The fee amount:

Subject to final negotiations, the fee is not expected to exceed 3.0 percent of the aggregate principal amount of the Debt if the Debt is issued overseas. If issued domestically, the fee is not expected to exceed 1.0 percent of the aggregate principal amount of the Debt. If subordinated debt is issued, the fee is not expected to exceed 3.15 percent of the aggregate principal amount of the Debt. The level of the fee is only one factor in determining the overall cost of the Debt to be issued and, as such, is not the sole basis of the financing decision.

* The information supplied in this section is substantially the same as that supplied for the 2007 Docket.

(iii) The facts showing the reason for and reasonableness of the fee:

The aforementioned compensation levels to the agents or underwriters are consistent with the usual and customary fees prevailing currently in the market. These fees are reasonable given the services provided by the agents or underwriters. The agents and the underwriters will be familiar with the Company, its parent company and affiliates and their long-term financing needs. They will be available for consultation on these matters and will assist the Company in evaluating market conditions and in formulating the exact terms of the transactions. See subsection (f) supra.

(2) All facts showing that the applicant is or is not " controlled" by or is or is not under the common "control" of the person listed in (h)(1)(i):

The Company will have no officer or director in common with any underwriter or agent. All of the Company's issued and outstanding common stock is indirectly owned by MidAmerican Energy Holdings Company.

(g) The purposes of the issuance*:

The purposes for which the Debt is proposed to be issued in this matter are (1) the acquisition of property, (2) the construction, completion, extension or improvement of utility facilities, (3) the improvement of service, (4) the discharge or lawful refunding of obligations which were incurred for utility purposes or (5) the reimbursement of the Company's treasury for funds used for the foregoing purposes.

The Company keeps its accounts in a manner which enables the Commission to ascertain the amount of money expended and the purposes for which the expenditures were made.

* The information supplied in this section is substantially the same as that supplied for the 2007 Docket.

If the funds to be reimbursed were used for the discharge or refunding of obligations, those obligations or their precedents were originally incurred in furtherance of the utility purposes listed above.

To the extent that the funds to be reimbursed were used for the discharge or refunding of obligations, those obligations or their precedents were originally incurred in furtherance of utility purposes (1), (2) and (3) supra.

The results of the offerings are estimated to be:

ESTIMATED RESULTS OF THE OFFERING [(1)]

	Total	Percent of Total
Gross Proceeds	$ 2,000,000,000	100.000%
Less: Agents/Underwriters Compensation [(1)]	17,500,000	0.875%
Proceeds Payable to Company	$ 1,982,500,000	99.125%
Less: Other Issuance Expenses	2,500,000	0.125%
Net Proceeds	$ 1,980,000,000	99.000%

(1) Assumes the issuance of first mortgage bonds.

	Other Issuance Expenses
Regulatory agency fees	$ 2,000
SEC fees	214,000
Company counsel fees	650,000
Accounting fees	350,000
Printing and engraving fees	225,000
Rating agency fees	575,000

Trustee/Indenture fees	250,000
Miscellaneous expenses	234,000
TOTAL	$ 2,500,000

(h) Statement that applications for authority to finance are required to be filed with state governments.

In addition to this Application, the Company is filing an application with the Idaho Public Utility Commission and a notice to the Washington Utilities and Transportation Commission in connection with each issuance pursuant to Washington law. The California Public Utilities Commission, the Utah Public Service Commission and the Wyoming Public Service Commission have exempted the Company from their respective securities statutes.

(i) A statement of the facts relied upon to show that the issuance is appropriate[*]:

As a public utility, the Company is expected to acquire, construct, improve, and maintain sufficient utility facilities to serve its customers adequately and reliably at reasonable cost. Issuances of the Debt are part of a program to finance the Company's facilities, taking into consideration prudent capital ratios, earnings coverage tests and market uncertainties as to the relative merits of the various types of securities the Company could sell.

Accordingly, the proposed issuances (1) are for lawful objects within the corporate purposes of the Company, (2) are compatible with the public interest, (3) are necessary or appropriate for or consistent with the proper performance by the Company of its service

[*] The information supplied in this section is substantially the same as that supplied for the 2007 Docket.

as a public utility, (4) will not impair its ability to perform that service, and (5) are reasonably necessary or appropriate for these purposes.

(j) A statement of the bond indenture or other limitations on interest and dividend coverage, and the effects of these limitations on this issuance:

See Exhibit J.

(k) A summary of rate changes which occurred during or after or which will become effective after the period described by the income statement included as Exhibit E:

In December 2006, the Utah Public Service Commission approved a stipulation settling the Company's general rate case originally filed in March 2006. The stipulation calls for an annual increase of $115.0 million, or 9.95%, with $85.0 million of the increase effective December 11, 2006 and the remaining $30.0 million effective June 1, 2007.

In September 2006, the Commission approved a stipulation settling the Company's general rate case originally filed in February 2006. Under the stipulation, effective January 1, 2007 the Company received an annual increase for non-power cost items of $33.0 million and a $10.0 million increase for power costs through its annual transition adjustment mechanism. After 2007, the Company's power costs will be updated annually using the existing transition adjustment mechanism. In December 2006, the Commission approved the Company's request to begin amortization of the net amount of $2.31 million deferred in the Company's motion for reconsideration of the tax adjustment ordered in the Company's 2004 general rate case, and rate credits associated with the MidAmerican Energy Holdings Company transaction. The $2.31 million increase was effective January 1, 2007.

In December 2006, the Idaho Public Utility Commission approved three applications filed by the Company seeking to adjust the rates of certain Idaho customers for a total increase of $8.25 million. The applications were based on settlement agreements reached after negotiations between the Company and the respective customers and took the place of a general rate case request originally planned to be filed in 2006. The first application was approved effective as of September 1, 2006 and the remaining two applications were approved effective as of January 1, 2007.

In December 2006, the California Public Utilities Commission approved a stipulation settling the Company's general rate case originally filed in November 2005. The stipulation called for a $7.3 million annual increase in rates and a 10.6% return on equity, a dollar-for-dollar energy cost adjustment clause that allows for annual changes in the level of net power costs, a post-test year adjustment mechanism that provides for inflation-based increases to rates in 2008 and 2009, the ability to seek recovery of the California-allocable portion of major plant additions exceeding $50.0 million, and scheduled rate increases under the terms of a transition agreement with Klamath irrigators.

In June 2007 the Washington Transportation and Utilities Commission issued an order approving a rate increase of $14 million effective June 27, 2007.

(m) Exhibits.

The following exhibits are made a part of this application:

Exhibit	Incorporated by reference to: Docket	Exhibit	Description
A-1	UF 4193	A	Third Restated Articles of Incorporation effective November 20, 1996, as amended effective November 29, 1999
A-2	UF 4237	A-2	Bylaws, as amended effective May 23, 2005
B**			Resolutions of the Board of Directors authorizing the proposed issuances
C			A statement (1) explaining the measure of control or ownership exercised over the applicant by a utility, bank, trust company, banking association, underwriter, or electrical equipment supplier, and (2) explaining that the applicant is a member of any holding company system
D			Balance Sheet, actual and pro forma, dated September 30, 2007
E			Income Statement, actual and pro forma, for the 12 months ended September 30, 2007
F**			SEC Registration Statement on Form S-3ASR
G			Public invitation for proposal to purchase or underwrite the proposed issuance (Not applicable)
H			Copies of each proposal received for a negotiated placement of the offering, a summary tabulation, a list of prospective underwriters from whom no proposal was received, and a justification of the accepted underwriting proposal (Not applicable)
I			Source and Uses of Treasury Funds, actual and pro forma, dated September 30, 2007
J			A statement of the bond indenture or other limitations on interest and dividend coverage, and the effects of those limitations on this issuance
K**			Prospectus
L**			Underwriting Agreement or Agency Agreement
M			Maximum Total Spread over the Benchmark Treasury Yield

**Exhibit or supplement to the Exhibit is to be filed as soon as available.

PRAYER

PacifiCorp respectfully requests that the Commission enter an order in this matter, effective upon issuance, authorizing PacifiCorp 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 of not more than $2,000,000,000 or, if the Debt is issued at an original issue discount, such greater amount as shall result in an aggregate offering price of not more than $2,000,000,000 (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, the interest on, and the premium (if any) on the Debt, (3) enter into one or more currency swaps, provided that, with respect to the Debt contemplated in clauses (1), (2) and (3), such Debt is issued with a cost to maturity not exceeding the spreads over treasury yields as set forth in Exhibit M or is issued with a cost to maturity not exceeding 9.0 percent per annum, and (4) contribute or sell additional Debt to one or more SPEs in an amount based upon the common securities of the SPE and Commission approval of the proposed guarantee and expense payment agreements relating to the preferred securities of the SPE, in each case substantially as described herein. The Company requests that such authority remain in effect so long as the Company's senior secured debt has investment grade ratings from at least two nationally recognized ratings agencies.

Dated at Portland, Oregon on December 6, 2007.

PACIFICORP

By: Bruce N Williams

Bruce N. Williams
Vice President and Treasurer

VERIFICATION

I, Bruce N. Williams, declare, under penalty of perjury, that I am the duly appointed Vice President and Treasurer of PacifiCorp and am authorized to make this verification. The application and the attached exhibits were prepared at my direction and were read by me. I know the contents of the application and the attached exhibits, and they are true, correct, and complete of my own knowledge except those matters stated on information or belief which I believe to be true.

WITNESS my hand and the seal of PacifiCorp on this 6th day of December, 2007.

Bruce N Williams

Bruce N. Williams

(Seal)

DRAFT ORDER

ORDER NO. _______

ENTERED ______

BEFORE THE PUBLIC UTILITY COMMISSION

OF OREGON

UF ___________

In the Matter of the Application of PACIFICORP for authority to (1) issue and sell or exchange not more than $2,000,000,000 of debt, (2) enter into credit support arrangements, (3) enter into currency swaps, and (4) contribute or sell additional debt to special-purpose entities.	)))))	**ORDER**

DISPOSITION: APPLICATION APPROVED WITH REPORTING REQUIREMENTS

On December , 2007, the Commission received an application from PacifiCorp, d.b.a. Pacific Power, (Company) filed pursuant to ORS 757.405, ORS 757.410(1), ORS 757.415 and OAR 860-027-030, requesting authority to engage in certain financial transactions.

Based on a review of the application and the Commission's records, the Commission finds that the application satisfies applicable statutes and administrative rules. At its Public Meeting on ___________, 2008, the Commission adopted its Staff's recommendation to approve the Company's application subject to reporting requirements. Staff's recommendation is attached as Appendix A and is incorporated by reference.

OPINION

Jurisdiction

ORS 757.005 defines a "public utility" as anyone providing heat, light, water, or power service to the public in Oregon. The Company is a public utility subject to the Commission's jurisdiction.

Applicable Law

ORS 757.415(1) provides that:

A public utility may issue [stocks and bonds, notes, and other evidences of indebtedness] for the following purposes and no others . . . :

(a) The acquisition of property, or the construction, completion, extension or improvement of its facilities.

(b) The improvement or maintenance of its service.

(c) The discharge or lawful refunding of its obligations.

(d) The reimbursement of money actually expended from income or from any other money in the treasury of the public utility not secured by or obtained from the issue of stocks or bonds, notes or other evidences of indebtedness, or securities of such public utility, for any of the purposes listed in paragraphs (a) to (c) of this subsection . . .

(e) * * * * *

When an application involves refunding of obligations, the applicant must show that the original borrowings were made for a permissible purpose. *Avion Water Company, Inc.*, UF 3903, Order No. 83-244 at 3; *Pacific Power & Light Co.*, UF 3749, Order No. 81-745 at 5.

ORS 757.415(2) provides that:

> Before issuing such securities a public utility . . . shall secure from the commission . . . an order . . . stating:
>
> (a) The amount of the issue and the purposes to which the issue or the proceeds thereof are to be applied; and
>
> (b) In the opinion of the commission, the [proceeds] . . . [are] reasonably required for the purposes specified in the order and compatible with the public interest, which is necessary or appropriate for or consistent with the proper performance by the applicant of service as a public utility, and will not impair its ability to perform that service; and
>
> (c) Except as otherwise permitted in the order in the case of bonds, notes, or other evidences of indebtedness, such purposes are not, in whole or in part, reasonably chargeable to operating expenses or to income."

The Commission believes that the proposed transactions are reasonably required for the purposes stated, are compatible with the public interest, and are consistent with the proper performance of the Company's public utility service. The proposed transactions will not impair the Company's ability to perform that service. The purposes of the proposed transactions are not, in whole or part, reasonably chargeable to operating expenses or to income.

For ratemaking purposes, the Commission reserves judgment on the reasonableness of the Company's capital costs and capital structure. In its next rate proceeding, the Company will be required to show that its capital costs and structure are just and reasonable. *See* ORS 757.210.

CONCLUSIONS

1. The Company is a public utility subject to the Commission's jurisdiction.
2. The Company's application meets the requirements of ORS 757.430.
3. The application should be granted.

ORDER

IT IS ORDERED that the application of PacifiCorp for authority to issue and sell not more than $2,000,000,000 of debt securities, enter into credit support agreements, enter into currency swaps, and contribute or sell additional debt to special-purpose entities is granted, subject to the conditions stated in Appendix A.

Made, entered, and effective ___________, 2008.

BY THE COMMISSION:

____

[Name]
[Title]

A party may request rehearing or reconsideration of this order pursuant to ORS 756.561. A party may appeal this order pursuant to ORS 756.580.

EXHIBIT C

Statement of Control, Ownership
and
Holding Company Status

Exhibit C

Statement of Control, Ownership and Holding Company Status

1. PacifiCorp does not directly or indirectly own, control or hold power to vote, 5 percent or more of the outstanding voting securities of any "public utility company" as defined in the Public Utility Holding Company Act of 1935, as amended (PUHCA 1935) or the Public Utility Holding Company Act of 2005 (PUHCA 2005) of any company that is a "holding company" by virtue of such acts, and no determination has been made by the Securities and Exchange Commission or the Federal Energy Regulatory Commission that PacifiCorp exercises a controlling influence over any such person.

2. All of PacifiCorp's issued and outstanding common stock is indirectly owned by MidAmerican Energy Holdings Company, which is a "holding company" under PUHCA 2005 and a majority-owned subsidiary of Berkshire Hathaway Inc.

EXHIBIT D

PACIFICORP
Unconsolidated Balance Sheet

September 30, 2007

EXHIBIT D

PACIFICORP
PRO FORMA UNCONSOLIDATED BALANCE SHEET
SEPTEMBER 30, 2007

ASSETS AND OTHER DEBITS		TOTAL CORPORATION	PROPOSED FINANCING	TOTAL PROFORMA
UTILITY PLANT				
ELECTRIC PLANT IN SERVICE (101)		16,193,546,771.78		16,193,546,771.78
PROPERTY UNDER CAPITAL LEASES (101.1)		49,253,139.08		49,253,139.08
ELECTRIC PLANT PURCHASED OR SOLD (102)		(75,862.23)		(75,862.23)
EXPERIMENTAL ELECTRIC PLANT - UNCLASSIFIED (103)		0.00		0.00
ELECTRIC PLANT HELD FOR FUTURE USE (105)		4,607,161.91		4,607,161.91
COMPLETED CONSTRUCTION NOT CLASSIFIED (106)		81,452,304.88		81,452,304.88
CONSTRUCTION WORK IN PROGRESS - ELECTRIC (107)		777,459,905.36	1,790,976,302.49	2,568,436,207.85
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		17,263,437,200.53	1,790,976,302.49	19,054,413,503.02
ACCUM PROV FOR DEPR OF ELECT PLANT IN SERVICE (108)	CR	6,162,672,411.03		6,162,672,411.03
ACCUM PROV FOR AMORT OF ELECT PLANT IN SERVICE (111)	CR	402,632,078.39		402,632,078.39
ACCUM PROV FOR ASSET ACQUISITION ADJUSTMENT (115)	CR	83,998,328.82		83,998,328.82
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		10,614,134,382.29	1,790,976,302.49	12,405,110,684.78
NONUTILITY PROPERTY AND INVESTMENTS				
NONUTILITY PROPERTY (121)		8,890,322.33		8,890,322.33
ACCUM PROV FOR DEPR/AMORT OF NONUTILITY PROP (122)	CR	1,311,359.38		1,311,359.38
INVESTMENT IN ASSOCIATED COMPANIES (123)		7,328,610.53		7,328,610.53
INVESTMENT IN SUBSIDIARY COMPANIES (123.1)		137,808,001.42		137,808,001.42
OTHER INVESTMENTS (124)		86,872,171.82		86,872,171.82
OTHER SPECIAL FUNDS (128)		11,261,324.55		11,261,324.55
LONG-TERM PORTION OF DERIVATIVE INSTRUMENT ASSETS (175)		177,372,391.96		177,372,391.96
TOTAL NONUTILITY PROPERTY & INVESTMENTS		428,221,463.23	0.00	428,221,463.23
CURRENT AND ACCRUED ASSETS				
CASH (131)		18,770,793.25	0.00	18,770,793.25
SPECIAL DEPOSITS (132-134)		8,885,743.83		8,885,743.83
WORKING FUNDS (135)		2,670.00		2,670.00
TEMPORARY CASH INVESTMENTS (136)		15,627.96		15,627.96
NOTES RECEIVABLE (141)		616,425.82		616,425.82
CUSTOMER ACCOUNTS RECEIVABLE (142)		389,712,654.34		389,712,654.34
OTHER ACCOUNTS RECEIVABLE (143)		14,294,967.46		14,294,967.46
ACCUMULATED PROV FOR UNCOLLECTIBLE ACCOUNTS (144)	CR	(6,691,503.58)		(6,691,503.58)
NOTES RECEIVABLE FROM ASSOCIATED COMPANIES (145)		20,998,132.48		20,998,132.48
ACCOUNTS RECEIVABLE FROM ASSOCIATED COMPANIES (146)		16,254,054.10		16,254,054.10
FUEL STOCK (151-152)		98,284,963.83		98,284,963.83
MATERIALS AND SUPPLIES (154-163)		151,114,659.16		151,114,659.16
PREPAYMENTS (165)		50,947,538.30		50,947,538.30
INTEREST AND DIVIDENDS RECEIVABLE (171)		3,814.46		3,814.46
RENTS RECEIVABLE (172)		2,487,755.75		2,487,755.75
ACCRUED UTILITY REVENUES (173)		182,022,000.00		182,022,000.00
MISCELLANEOUS CURRENT AND ACCRUED ASSETS (174)		50,839,115.00		50,839,115.00
CURRENT PORTION OF DERIVATIVE INSTRUMENT ASSETS (175)		312,420,578.56		312,420,578.56
LONG-TERM PORTION OF DERIVATIVE INSTRUMENT ASSETS (175)		(177,372,391.96)		(177,372,391.96)
DERIVATIVE INSTRUMENT ASSETS - HEDGES (176)		5,236,263.00		5,236,263.00
TOTAL CURRENT AND ACCRUED ASSETS		1,138,843,861.76	0.00	1,138,843,861.76
DEFERRED DEBITS				
UNAMORTIZED DEBT EXPENSE (181)		22,671,819.67	24,553,333.33	47,225,153.00
EXTRAORDINARY PROPERTY LOSSES (182.1)		0.00		0.00
UNRECOVERED PLANT AND REGULATORY STUDY COSTS (182.2)		16,318,621.86		16,318,621.86
OTHER REGULATORY ASSETS (182.3)		1,313,698,594.32		1,313,698,594.32
PRELIMINARY SURVEY & INVESTIGATION CHARGES (183)		0.00		0.00
CLEARING ACCOUNTS (184)		0.00		0.00
TEMPORARY FACILITIES (185)		104,980.11		104,980.11
MISCELLANEOUS DEFERRED DEBITS (186)		51,562,368.60		51,562,368.60
RESEARCH DEVELOPMENT DEMONSTRATION EXPENDITURES (188)		0.00		0.00
UNAMORTIZED LOSS ON REACQUIRED DEBT (189)		21,941,660.82		21,941,660.82
ACCUMULATED DEFERRED INCOME TAXES (190)		818,465,075.55		818,465,075.55
TOTAL DEFERRED DEBITS		2,244,763,120.93	24,553,333.33	2,269,316,454.26
TOTAL ASSETS AND OTHER DEBITS		14,425,962,828.21	1,815,529,635.82	16,241,492,464.03

EXHIBIT D

PACIFICORP
PRO FORMA UNCONSOLIDATED BALANCE SHEET
SEPTEMBER 30, 2007

LIABILITIES AND OTHER CREDITS		TOTAL CORPORATION	PROPOSED FINANCING	TOTAL PROFORMA
CAPITALIZATION				
COMMON EQUITY				
COMMON STOCK ISSUED (201)		3,417,945,896.24		3,417,945,896.24
COMMON STOCK LIABILITY FOR CONVERSION (203)		0.00		0.00
PREMIUM ON CAPITAL STOCK (207)		0.00		0.00
OTHER PAID-IN CAPITAL (208-211)		426,927,975.38		426,927,975.38
INSTALLMENTS RECEIVED ON CAPITAL STOCK (212)		0.00		0.00
CAPITAL STOCK EXPENSE (214)	DR	41,288,206.75		41,288,206.75
RETAINED EARNINGS (215.1, 216)		1,140,312,572.81	(9,490,153.18)	1,130,822,419.63
REACQUIRED CAPITAL STOCK (217)		0.00		0.00
ACCUMULATED OTHER COMPREHENSIVE INCOME (219)		(3,546,202.36)		(3,546,202.36)
TOTAL COMMON EQUITY		4,940,352,035.32	(9,490,153.18)	4,930,861,882.14
PREFERRED STOCK ISSUED (204)		41,463,300.00		41,463,300.00
LONG-TERM DEBT				
BONDS (221)		4,534,648,000.00	2,037,695,000.00	6,572,343,000.00
POLLUTION CONTROL FUNDS ON DEPOSIT WITH TRUSTEE (221.4, 5)		0.00		0.00
ADVANCES FROM ASSOCIATED COMPANIES (223)		0.00		0.00
OTHER LONG-TERM DEBT (224)		0.00		0.00
UNAMORTIZED PREMIUM ON LONG-TERM DEBT (225)		41,678.76		41,678.76
UNAMORTIZED DISCOUNT ON LONG-TERM DEBT (226)	DR	5,417,101.34	725,000.00	6,142,101.34
TOTAL LONG-TERM DEBT		4,529,272,577.42	2,036,970,000.00	6,566,242,577.42
TOTAL CAPITALIZATION		9,511,087,912.74	2,027,479,846.82	11,538,567,759.56
OTHER NONCURRENT LIABILITIES				
OBLIGATIONS UNDER CAPITAL LEASES (227)		48,322,112.15		48,322,112.15
ACCUMULATED PROVISION FOR PROPERTY INSURANCE (228.1)		196,532.25		196,532.25
ACCUMULATED PROVISION FOR INJURIES & DAMAGES (228.2)		4,372,365.32		4,372,365.32
ACCUMULATED PROVISION FOR PENSIONS & BENEFITS (228.3)		512,798,434.56		512,798,434.56
ACCUMULATED MISCELLANEOUS OPERATING PROVISIONS (228.4)		39,297,923.89		39,297,923.89
ACCUMULATED PROVISION FOR RATE REFUNDS (229)		0.00		0.00
LONG-TERM PORTION OF DERIVATIVE INSTRUMENT LIABILITIES (244)		458,749,112.07		458,749,112.07
ASSET RETIREMENT OBLIGATION (230)		93,304,715.52		93,304,715.52
TOTAL OTHER NONCURRENT LIABILITIES		1,157,041,195.76	0.00	1,157,041,195.76
CURRENT AND ACCRUED LIABILITIES				
NOTES PAYABLE (231)		206,146,000.00	(206,146,000.00)	0.00
ACCOUNTS PAYABLE (232)		448,930,481.76		448,930,481.76
NOTES PAYABLE TO ASSOCIATED COMPANIES (233)		0.00		0.00
ACCOUNTS PAYABLE TO ASSOCIATED COMPANIES (234)		11,344,075.78		11,344,075.78
CUSTOMER DEPOSITS (235)		21,979,106.91		21,979,106.91
TAXES ACCRUED (236)		98,438,496.09	(5,804,211.00)	92,634,285.09
INTEREST ACCRUED (237)		77,794,796.70		77,794,796.70
DIVIDENDS DECLARED (238)		520,947.43		520,947.43
MATURED LONG-TERM DEBT (239)		0.00		0.00
MATURED INTEREST (240)		0.00		0.00
TAX COLLECTIONS PAYABLE (241)		14,220,773.05		14,220,773.05
MISCELLANEOUS CURRENT AND ACCRUED LIABILITIES (242)		65,364,123.49		65,364,123.49
OBLIGATIONS UNDER CAPITAL LEASES (243)		1,388,011.68		1,388,011.68
DERIVATIVE INSTRUMENT LIABILITIES (244)		616,368,703.98		616,368,703.98
CURRENT PORTION OF DERIVATIVE INSTRUMENT LIABILITIES (244)		(458,749,112.07)		(458,749,112.07)
DERIVATIVE INSTRUMENT LIABILITIES - HEDGES (245)		2,060,585.00		2,060,585.00
TOTAL CURRENT AND ACCRUED LIABILITIES		1,105,806,989.80	(211,950,211.00)	893,856,778.80
DEFERRED CREDITS				
CUSTOMER ADVANCES FOR CONSTRUCTION (252)		18,309,579.07		18,309,579.07
OTHER DEFERRED CREDITS (253)		64,723,388.14		64,723,388.14
OTHER REGULATORY LIABILITIES (254)		75,987,750.99		75,987,750.99
ACCUMULATED DEFERRED INVESTMENT TAX CREDITS (255)		55,747,850.00		55,747,850.00
UNAMORTIZED GAIN ON REACQUIRED DEBT (257)		0.00		0.00
ACCUM DEFERRED INCOME TAXES - ACCEL AMORTIZTN (281)		67,591.00		67,591.00
ACCUM DEFERRED INCOME TAXES-OTHER PROPERTY (282)		2,010,758,980.99		2,010,758,980.99
ACCUMULATED DEFERRED INCOME TAXES-OTHER (283)		426,431,589.72		426,431,589.72
TOTAL DEFERRED CREDITS		2,652,026,729.91	0.00	2,652,026,729.91
TOTAL LIABILITIES AND OTHER CREDITS		14,425,962,828.21	1,815,529,635.82	16,241,492,464.03

PacifiCorp
Pro Forma Issuance of $2.0 billion of Long-term Debt

Pro Forma Journal Entries for the 12 Months Ended September 30, 2007

Cash	131	593,850,000	
Unamortized Debt Expense	181	5,400,000	
Unamortized Debt Discount	226	750,000	
Bonds	221		600,000,000
Pro forma proceeds of October 3, 2007 issuance of 6.25% First Mortgage Bonds due October 15, 2037 pursuant to Order No. 07-085			
Cash	131	1,980,000,000	
Unamortized Debt Expense	181	20,000,000	
Bonds	221		2,000,000,000
Proceeds of issuing pro forma $2.0 billion in long-term debt			
Notes Payable - Commercial Paper	231	206,146,000	
Cash	131		206,146,000
Proceeds of pro forma bond issuances used to retire existing short-term debt at September 30, 2007			
Bonds	221	562,305,000	
Cash	131		562,305,000
Proceeds of pro forma bond issuances used to repay long-term debt maturities (for scheduled maturities from 10/1/07 through 12/31/09)			
Interest on Long-Term Debt	427 / 216	37,500,000	
Cash	131		37,500,000
Interest due on October 3, 2007 $600 million bond issuance			
Interest on Long-Term Debt	427 / 216	127,000,000	
Cash	131		127,000,000
Interest due on $2.0 billion pro forma bond issuance @ 6.35%.			
Cash	131	9,895,008	
Other Interest Expense	431 / 216		9,895,008
Reduced interest due from short-term debt replaced by pro forma bond issuances			
Cash	131	33,245,769	
Interest on Long-Term Debt	427 / 216		33,245,769
Reduced interest due from maturing bonds replaced by pro forma bond issuances			
Construction Work In Progress	107	1,684,039,777	
Cash	131		1,684,039,777
Remaining proceeds of pro forma bond issuances used to finance additional capital spending			
Construction Work In Progress	107	106,936,526	
AFUDC - borrowed funds	432 / 216		106,936,526
Capitalized interest from increased CWIP			

PacifiCorp
Pro Forma Issuance of $2.0 billion of Long-term Debt

Amortization of Debt Expense	428 / 216	666,667	
Unamortized Debt Expense	181		666,667
Amortization of debt expense for $2.0 billion pro forma bond issuance			
Amortization of Debt Expense	428 / 216	180,000	
Unamortized Debt Expense	181		180,000
Amortization of debt expense for October 3, 2007 $600 million bond issuance			
Amortization of Debt Discount	428 / 216	25,000	
Unamortized Debt Discount	226		25,000
Amortization of debt discount for October 3, 2007 $600 million bond issuance			
Taxes Accrued	236	5,804,211	
Income Taxes - Federal	409 / 216		5,109,847
Income Taxes - State	409 / 216		694,364
Net tax effect of above interest expense amounts			

PacifiCorp
Pro Forma Issuance of $2.0 billion of Long-term Debt

Pro Forma Assumptions:

1) Proceeds of long-term debt issuance used to retire short-term debt, replace maturing long-term debt and finance capital expenditures.
2) Assumed 30 year long-term debt issuance at 6.35% interest rate with 1.0% issuance costs.
3) Assumed short-term debt interest rate of 4.8%.
4) Scheduled long-term debt maturities through 12/31/09:

Amount	Rate	Maturity Date	Annual Interest
$3,745,000	8.271%	10/01/07	309,748.95
301,000	7.978%	10/01/07	24,013.78
1,242,000	8.493%	10/01/07	105,483.06
925,000	8.797%	10/01/07	81,372.25
1,460,000	8.734%	10/01/07	127,516.40
2,206,000	8.294%	10/01/07	182,965.64
800,000	8.635%	10/01/07	69,080.00
764,000	8.470%	10/01/07	64,710.80
$11,443,000			$964,890.88
200,000,000	6.375%	05/15/08	12,750,000.00
200,000,000	4.300%	09/15/08	8,600,000.00
4,055,000	8.271%	10/01/08	335,389.05
325,000	7.978%	10/01/08	25,928.50
1,348,000	8.493%	10/01/08	114,485.64
1,007,000	8.797%	10/01/08	88,585.79
1,587,000	8.734%	10/01/08	138,608.58
2,389,000	8.294%	10/01/08	198,143.66
869,000	8.635%	10/01/08	75,038.15
828,000	8.470%	10/01/08	70,131.60
$412,408,000			$22,396,310.97
125,000,000	7.000%	07/15/09	8,750,000.00
4,391,000	8.271%	10/01/09	363,179.61
351,000	7.978%	10/01/09	28,002.78
1,462,000	8.493%	10/01/09	124,167.66
1,095,000	8.797%	10/01/09	96,327.15
1,726,000	8.734%	10/01/09	150,748.84
2,587,000	8.294%	10/01/09	214,565.78
944,000	8.635%	10/01/09	81,514.40
898,000	8.470%	10/01/09	76,060.60
$138,454,000			$9,884,566.82
$562,305,000			$33,245,768.67

5) For purposes of pro forma statements, the allowance for borrowed funds used during construction rate assumed equal to rate for pro forma bond issuance used to finance new capital spending.
6) Effective federal income tax rate of 33.41% and effective state tax rate of 4.54%.

EXHIBIT E

PACIFICORP
Unconsolidated Statement of Income

September 30, 2007

EXHIBIT E

PACIFICORP
PRO FORMA UNCONSOLIDATED STATEMENT OF INCOME
12 MONTHS ENDED SEPTEMBER 30, 2007

	TOTAL CORPORATION	PROPOSED FINANCING	TOTAL PROFORMA
UTILITY OPERATING INCOME			
OPERATING REVENUES	4,150,856,818.44		4,150,856,818.44
OPERATION AND MAINTENANCE EXPENSE			
OPERATION	2,378,128,008.20		2,378,128,008.20
MAINTENANCE	373,856,986.96		373,856,986.96
TOTAL OPERATION AND MAINTENANCE EXPENSE	2,751,984,995.16	0.00	2,751,984,995.16
DEPRECIATION	410,842,012.91		410,842,012.91
DEPRECIATION EXPENSE FOR ASSET RETIREMENT COSTS	0.00		0.00
AMORTIZATION	63,570,408.58		63,570,408.58
TAXES OTHER THAN INCOME TAXES	101,101,838.15		101,101,838.15
CURRENT INCOME TAXES	128,966,143.00	(5,804,211.00)	123,161,932.00
PROVISION FOR DEFERRED INCOME TAXES	65,134,930.00		65,134,930.00
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	8,947,548.13		8,947,548.13
OTHER UTILITY OPERATING INCOME - STEAM HTG	0.00		0.00
UTILITY OPERATING INCOME	644,058,898.77	5,804,211.00	649,863,109.77
OTHER INCOME AND DEDUCTIONS			
OTHER INCOME			
INCOME FROM MERCHANDISING	(555,511.98)		(555,511.98)
INCOME FROM NONUTILITY OPERATIONS	284,309.47		284,309.47
NONOPERATING RENTAL INCOME	58,037.38		58,037.38
EQUITY IN EARNINGS OF SUBSIDIARIES	6,638,217.97		6,638,217.97
INTEREST AND DIVIDEND INCOME	9,035,947.39		9,035,947.39
ALLOW FOR FUNDS USED DURING CONSTRUCTION	33,033,472.14		33,033,472.14
MISCELLANEOUS NONOPERATING INCOME	200,972,441.58		200,972,441.58
GAIN ON DISPOSITION OF PROPERTY	878,476.20		878,476.20
TOTAL OTHER INCOME	250,345,390.15	0.00	250,345,390.15
OTHER INCOME DEDUCTIONS			
LOSS ON DISPOSITION OF PROPERTY	4,163,624.37		4,163,624.37
MISCELLANEOUS AMORTIZATION	1,115,926.87		1,115,926.87
MISCELLANEOUS INCOME DEDUCTIONS	205,788,838.50		205,788,838.50
TOTAL OTHER INCOME DEDUCTIONS	211,068,389.74	0.00	211,068,389.74
TAXES APPLIC TO OTHER INCOME & DEDUCTIONS			
TAXES OTHER THAN INCOME TAXES	226,052.35		226,052.35
INCOME TAXES	14,144,979.00		14,144,979.00
DEFERRED INCOME TAXES	4,744,910.87		4,744,910.87
INVESTMENT TAX CREDITS	(2,065,260.00)		(2,065,260.00)
TOTAL TAXES APPLIC TO OTHER INC & DED	17,050,682.22	0.00	17,050,682.22
NET OTHER INCOME AND DEDUCTIONS	22,226,318.19	0.00	22,226,318.19
INCOME BEFORE INTEREST CHARGES	666,285,216.96	5,804,211.00	672,089,427.96
INTEREST CHARGES			
INTEREST ON LONG-TERM DEBT	265,183,893.03	131,254,231.33	396,438,124.36
AMORTIZATION OF DEBT DISCOUNT AND EXPENSE	3,114,033.40	871,666.67	3,985,700.07
AMORTIZATION OF LOSS ON REACQUIRED DEBT	4,670,252.14		4,670,252.14
AMORTIZATION OF PREMIUM ON DEBT	(2,718.18)		(2,718.18)
AMORTIZATION OF GAIN ON REACQUIRED DEBT	(77,228.52)		(77,228.52)
INTEREST ON DEBT TO ASSOCIATED COMPANIES	0.00		0.00
OTHER INTEREST EXPENSE	26,597,115.26	(9,895,008.00)	16,702,107.26
ALLOW FOR BRD FUNDS USED DURING CONSTR	(31,225,511.59)	(106,936,525.82)	(138,162,037.41)
NET INTEREST CHARGES	268,259,835.54	15,294,364.18	283,554,199.72
INCOME BEFORE EXTRAORD. ITEMS	398,025,381.42	(9,490,153.18)	388,535,228.24
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	398,025,381.42	(9,490,153.18)	388,535,228.24
PREFERRED DIVIDEND REQUIREMENTS	2,083,789.72		2,083,789.72
EARNINGS AVAILABLE FOR COMMON STOCK	395,941,591.70	(9,490,153.18)	386,451,438.52

EXHIBIT I

Sources and Uses of Treasury Funds

September 30, 2007

EXHIBIT I

PACIFICORP
PRO FORMA SOURCES AND USES OF TREASURY FUNDS
SEPTEMBER 30, 2007

TREASURY FUND USES:	TOTAL CORPORATION	PROPOSED FINANCING	TOTAL PROFORMA
UTILITY PLANT	17,263,437,200.53	1,790,976,302.49	19,054,413,503.02
ACCUMULATED PROVISION FOR DEPREC. AND AMORTIZATION CR	6,649,302,818.24	0.00	6,649,302,818.24
UTILITY PLANT - NET	10,614,134,382.29	1,790,976,302.49	12,405,110,684.78
INVESTMENT IN DEFERRED OR TERMINATED PROJECTS	552,481,000.00	0.00	552,481,000.00
TOTAL FUND USES	11,166,615,382.29	1,790,976,302.49	12,957,591,684.78
TREASURY FUND SOURCES:			
PERMANENT FINANCING ISSUANCES			
LONG TERM DEBT	4,123,205,000.00	2,449,138,000.00	6,572,343,000.00
PREFERRED STOCK	41,463,300.00	0.00	41,463,300.00
COMMON STOCK & OTHER PAID IN CAPITAL	3,886,162,078.37	0.00	3,886,162,078.37
OBLIGATIONS UNDER CAPITAL LEASES	46,934,100.47	0.00	46,934,100.47
TOTAL	8,097,764,478.84	2,449,138,000.00	10,546,902,478.84
TEMPORARY FINANCING ISSUANCES			
SHORT TERM DEBT (NET)	206,130,372.04	(206,146,000.00)	(15,627.96)
CURRENT PORTION OF LONG TERM DEBT	411,443,000.00	(411,443,000.00)	0.00
CURRENT PORTION OF CAPITAL LEASES	1,388,011.68	0.00	1,388,011.68
ADVANCES FROM SUBSIDIARIES (NET)	0.00	0.00	0.00
TOTAL	618,961,383.72	(617,589,000.00)	1,372,383.72
TOTAL FUND SOURCES	8,716,725,862.56	1,831,549,000.00	10,548,274,862.56
BALANCE OF FUNDS OBTAINED FROM INCOME AND FROM SOURCES OTHER THAN SECURITIES ISSUED AND OTHER OBLIGATIONS INCURRED	2,449,889,519.73	(40,572,697.51)	2,409,316,822.22

EXHIBIT J

Limitations on Issuance of First Mortgage Bonds
and
Preferred Stock

September 30, 2007

Exhibit J

Limitations on Issuance of First Mortgage Bonds and Preferred Stock
September 30, 2007

Mortgage

Bonds may be issued under the Company's Mortgage on the basis of: (1) Class "A" Bonds delivered to the Trustee under the Mortgage; (2) 70% of qualified Property Additions after adjustments to offset retirements; (3) retirement of Bonds or certain prior lien bonds; and/or (4) deposits of cash. With certain exceptions in the case of (1) and (3) above, the issuance of Bonds under the Mortgage is subject to adjusted net earnings of the Company for twelve out of the preceding fifteen months, before income taxes, being at least twice the annual interest requirements on all Bonds at the time outstanding, including any new issue, all outstanding Class "A" Bonds held other than by the Trustee or by the Company, and any other indebtedness secured by a lien prior to the Lien of the Mortgage.

Under the above mortgage coverage tests, the Company estimates that it could have issued an additional $3.8 billion principal amount of Bonds under the Mortgage as of September 30, 2007.

Preferred Stock

Not applicable to proposed issuance.

EXHIBIT M

Fixed-Rate Spreads

Exhibit M

Fixed-Rate Spreads

As provided in the Company's Application, the following maximum total spreads over treasury yields represent alternate limitations from the 9.0 percent per annum cost to maturity limitation.

Interest rate on First Mortgage Bonds:

The interest rate on Bonds will be determined at the time of issuance. The proposed maximum Spread over the applicable treasury security for various maturities is listed below. The Bonds may have a feature that allows redemption prior to maturity at specified prices.

Greater Than or Equal To	Less Than	Maximum Spread Over Benchmark Treasury Yield[1]
9 months	2 years	+ 185 basis points[2]
2 years	3 years	+ 195 basis points
3 years	4 years	+ 210 basis points
4 years	6 years	+ 220 basis points
6 years	9 years	+ 230 basis points
9 years	10 years	+ 250 basis points
10 years	11 years	+ 260 basis points
11 years	15 years	+ 265 basis points
15 years	20 years	+ 270 basis points
20 years	30 years	+ 280 basis points
30 years or more		+ 290 basis points

Interest rate on Other Debt:

The interest rate on the other Debt will be determined at the time of issuance based upon then current market conditions. The proposed maximum Spread over the applicable treasury security for various maturities is listed below. The Debt may have a feature that allows it to be redeemed prior to maturity at specified prices.

Greater Than or Equal To	Less Than	Maximum Spread Over Benchmark Treasury Yield[1]
9 months	2 years	+ 205 basis points[2]
2 years	3 years	+ 215 basis points
3 years	4 years	+ 230 basis points
4 years	6 years	+ 240 basis points
6 years	9 years	+ 250 basis points
9 years	10 years	+ 270 basis points
10 years	11 years	+ 280 basis points
11 years	15 years	+285 basis points
15 years	20 years	+ 290 basis points
20 years	30 years	+ 300 basis points
30 years or more		+ 310 basis points