

DEPARTMENT OF PUBLIC SERVICE REGULATION
BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MONTANA

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IN THE MATTER of the Application)	UTILITY DIVISION
of PACIFICORP for Authority)	DOCKET NO. D98.2.31
to Issue and Sell Not More)	DEFAULT ORDER NO. 6057
Than 15,000,000 Shares of its)	
Common Stock.)	

On November 16, 1993, PacifiCorp (Company), a corporation organized and existing under and by virtue of the laws of the State of Oregon and qualified to transact business in Montana, filed with the Montana Public Service Commission its verified application, pursuant to §§ 69-3-501 through 69-3-507, MCA, requesting an order authorizing the Company to issue and sell, in one offering or from time to time through December 31, 1995, not more than 5,000,000 shares of its Common Stock. On December 10, 1993, the Commission issued Default Order No. 5766 in Docket No. 93.11.59 granting the Company's request.

On December 7, 1995, the Company filed a supplemental application requesting that the Commission extend the authority granted above through December 31, 1997. On January 2, 1996, the Commission issued Default Order No. 5887, in Docket No. D95.12.182, granting the Company's request.

On January 11, 1996, the Company filed an additional amending application requesting that the authority granted in this docket be increased to 15,000,000 shares. On February 8, 1996, the Commission issued Default Order No. 5893 in Docket No. 96.1.2 granting the Company's request.

On February 20, 1998, the Company filed an additional amending application requesting that the authority granted in this docket be extended to December 31, 1999. All other terms and conditions previously granted would remain the same.

The original application in this matter is supported by exhibits and data in accordance with the rules and regulations of the Commission governing the authorization of the issuance of securities by electric and gas utility companies operating within Montana.

For detailed information with respect to the general character of the Company's business and the territories served by it, reference is made to its annual reports on file with the Commission.

The original application sets forth Counsel who will pass upon the legality of the proposed issuance, the other regulatory authorizations required, and the propriety of the proposed issue.

At a regular open session of the Montana Public Service Commission held in its offices at 1701 Prospect Avenue, Helena, Montana, on March 9, 1998, there came before the Commission for final action the matters and things in Docket No. D98.2.31, and the Commission, having fully considered the application and all the data and records pertaining to it on file with the Commission and being fully advised in the premises, makes the following:

FINDINGS

1. The Company is a corporation organized and existing under and by virtue of the laws of the State of Oregon and is qualified to transact business in the State of Montana.
2. The Company is operating as a public utility as defined in § 69-3-101, MCA, and is engaged in furnishing electric service in Montana.
3. 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 uses the assumed business names of Pacific Power & Light Company and Utah Power & Light Company within their respective service territories located in the states of California, Idaho, Montana, Oregon, Utah, Washington and Wyoming.
4. The Commission has jurisdiction over the subject matter of the application under § 69-3-102, MCA.
5. Notice of the application was published as a part of the Commission's regular weekly agenda.

6. The Company proposes to issue and sell, in one offering or from time to time through December 31, 1999, not more than 15,000,000 of its Common Stock. All other terms and conditions authorized by the Commission in PP&L Docket No. 93.11.59, Default Order 5766, Docket No. D95.12.182, Default Order No. 5887 and Docket No. 96.1.2, Default Order No. 5893 remain the same and are incorporated herein by reference.

7. The Company has not issued or sold any of the Common Stock authorized in this matter.

8. The expected results of the offering and sale of the Common Stock are as follows:

ESTIMATED RESULTS OF THE OFFERING

	TOTAL	PER SHARE
Gross proceeds	\$360,937,500	\$24.063*
Less: Agents'/Underwriters' compensation**	<u>12,630,000</u>	<u>0.842</u>
Proceeds Payable to Company	\$348,307,500	\$23.221
Less: Other Issuance Expenses	<u>330,000</u>	<u>0.022</u>
Net Proceeds	<u>\$347,977,500</u>	<u>\$23.199</u>

*Based upon the February 19, 1998, closing stock price.

**Assumes all shares are sold through an underwritten transaction.

9. Issuances of the Common Stock proposed are part of an overall plan to finance the cost of 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.

10. The issuance of an order authorizing the proposed financing does not constitute agency determination/approval of any issuance-related ratemaking issues which issues are expressly reserved until the appropriate proceeding.

CONCLUSIONS OF LAW

1. The proposed issuances of Common Stock to which the application relates will be for lawful objects within the corporate purposes of the Company. The method of financing is proper.
2. The application should be approved.

ORDER

IT IS THEREFORE ORDERED by the Commission that:

1. The application of PacifiCorp filed on February 20, 1998, for authority to issue and sell, in one offering or from time to time through December 31, 1999, not more than 15,000,000 shares of its Common Stock, pursuant to §§ 69-3-501 through 69-3-507, MCA, and to use the proceeds for normal utility purposes, is approved.
2. PacifiCorp shall file the following as they become available:
 - a. The "Report of Securities Issued" required by 18 CFR 34.10.
 - b. Verified copies of any agreement entered into in connection with the issuance of Common Stock pursuant to this order.
 - c. A verified statement setting forth in reasonable detail the disposition of the proceeds of each offering made pursuant to the order.
3. 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.
4. Approval of the transaction authorized shall not be construed as precedent to prejudice any future action of this Commission.
5. Section 69-3-507, MCA, provides that neither the issuance of securities by PacifiCorp pursuant to the provisions of this Order, nor any other act or deed done or performed in connection with the issuance, shall be construed to obligate the State of Montana to pay or guarantee in any manner whatsoever any security authorized, issued, assumed, or guaranteed.
6. This Order shall be effective upon execution.

DONE IN OPEN SESSION at Helena, Montana, this 9th day of March, 1998, by a vote of

BY ORDER OF THE MONTANA PUBLIC SERVICE COMMISSION

DAVE FISHER, Chairman

NANCY McCaffree, Vice Chair

BOB ANDERSON, Commissioner

DANNY OBERG, Commissioner

BOB ROWE, Commissioner

ATTEST:

Kathlene M. Anderson
Commission Secretary

(SEAL)

NOTE: Any interested party may request that the Commission reconsider this decision. A motion to reconsider must be filed within ten (10) days. See 38.2.4806, ARM.