



201 South Main, Suite 2300  
Salt Lake City, Utah 84111

May 9, 2011

***VIA ELECTRONIC FILING  
AND OVERNIGHT DELIVERY***

Utah Public Service Commission  
Heber M. Wells Building, 4<sup>th</sup> Floor  
160 East 300 South  
Salt Lake City, UT 84114

Attention: Julie P. Orchard  
Commission Secretary

This letter will serve as notice pursuant to Commitment U 3(2), incorporated in the Public Service Commission of Utah's *Report and Order* approving the *Acquisition of PacifiCorp by MidAmerican Energy Holdings Company*, issued January 27, 2006, as amended March 14, 2006, and June 5, 2006, of an affiliate interest transaction with PacifiCorp (Company) and Wells Fargo Securities, LLC. (Wells Fargo). The Company selected Wells Fargo to be one of the primary underwriters for a bond offering the Company intends to issue in the near future. A copy of the draft Confidential Underwriting Agreement is included as Attachment A. Rocky Mountain Power requests confidential treatment of Attachment A, and is filing it under seal.

PacifiCorp is a wholly-owned indirect subsidiary of MidAmerican Energy Holdings Company (MEHC). MEHC is a subsidiary of Berkshire Hathaway, Inc (Berkshire Hathaway). As of March 31, 2010, Warren E. Buffet (an individual who may be deemed to control Berkshire Hathaway), Berkshire Hathaway, various subsidiaries of Berkshire Hathaway and various employee benefit plans of Berkshire Hathaway subsidiaries together held in excess of 5 percent interest in Wells Fargo common stock. Therefore, Berkshire Hathaway's ownership interest in Wells Fargo may create an affiliated interest in certain PacifiCorp jurisdictions.

PacifiCorp intends to issue a bond offering in the near future and solicited underwriting offerings from a number of sources. Several banks, including Wells Fargo, provided information on indicative credit spreads, market conditions, their credit analysis, marketing plans and underwriting fees. The Company selected Wells Fargo as underwriter in a co-lead role, serving as one of three joint book running managers, for this bond offering based on the favorable indicative credit spreads, knowledge of the Company and its operations, their ability to market the bonds to prospective investors and reasonable underwriting fees. PacifiCorp anticipates Wells Fargo's underwriting fee will be approximately \$700,000 and equal to the underwriting fees of each of the other joint book running managers. The selection of Wells Fargo was not influenced by Berkshire Hathaway's ownership interest.

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The transactions listed above were negotiated at arms-length as between PacifiCorp and Wells Fargo. Please do not hesitate to contact Daniel Solander at (801) 220-4014 or Dave Taylor at (801) 220-2923 if you have any questions regarding this filing.

Sincerely,

Jeffrey K. Larsen  
Vice President, Regulation

Enclosures

cc: Chris Parker, DPU  
Michele Beck, CCS