

**BEFORE THE
PUBLIC SERVICE COMMISSION OF UTAH**

In the Matter of the Application of MidAmerican Energy Holdings Company and PacifiCorp dba Utah Power & Light Company for an Order Authorizing Proposed Transaction	DOCKET NO. 05-035-54 MOTION FOR APPROVAL OF AMENDMENT TO STIPULATION
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PacifiCorp hereby moves the Public Service Commission of Utah (the “Commission”) for approval of the Amendment to Stipulation dated March 3, 2006 (“Amendment to Stipulation”), a copy of which was filed with the Commission today. In support of this motion, PacifiCorp represents as follows:

On July 15, 2005, MidAmerican Energy Holdings Company (“MEHC”) and PacifiCorp (“PacifiCorp”) (sometimes hereinafter jointly referred to as “Applicants”) filed an Application with the Public Service Commission of Utah (“Commission”) authorizing a proposed transaction (“Transaction”) whereby MEHC would acquire all of the outstanding common stock of PacifiCorp and PacifiCorp would thereafter become an indirect wholly owned subsidiary of MEHC.

2. On November 18, 2005, a Stipulation, dated November 15, 2005, (“Stipulation”) was filed in the above-referenced proceeding which was signed by MEHC, PacifiCorp, the Division of Public Utilities, Committee of Consumer Services, Utah Association of Energy Users, Utah Industrial Energy Consumers, Utah Clean Energy and Western Resource Advocates (“Signatories”). The Stipulation contained 50 general commitments and 28 Utah-specific commitments (collectively referred to herein as the “Commitments”) agreed to by the Applicants. The Stipulation represented the negotiated resolution of all outstanding issues in the

proceeding.

3. The Stipulation contained a “Most Favored States” clause (Paragraph 10), which provides a mechanism to allow Utah parties to adopt any commitments or conditions to which the Applicants agree, or with which the Applicants are required to comply, in other jurisdictions, even if such commitments and conditions are agreed to after the Commission entered its order in this docket. The Stipulation, at Paragraph 10, provided a process and timeline by which the parties would meet and discuss commitments and conditions from other states and propose adoption of other states’ commitments and conditions in Utah. The Signatories requested that the Commission issue an order accepting the Stipulation as soon as practical, but reserve in the order the explicit right to re-open the list of Commitments (Appendix A) to add, subject to the provisions of Paragraph 10, commitments and conditions accepted or ordered in another state jurisdiction, as proposed by the parties.

4. On January 27, 2006, the Commission issued its Report and Order in which it approved the Stipulation and granted the July 15, 2005 Application. The Commission reserved the explicit right to re-open the Commitments appended to the Stipulation to facilitate the process described in Paragraph 10 of that document.

5. Pursuant to Paragraph 10 of the Stipulation, the parties have reviewed and discussed the commitments and conditions agreed to by the Applicants and approved in the other state jurisdictions.

6. As a result of their review and discussions, the parties (collectively referred to herein as the “Parties” and individually as “Party”) whose signatures appear on the signature page of this Amendment to Stipulation (“Amendment to Stipulation”) have reached agreement on the commitments and conditions from other state jurisdictions that should be adopted in Utah.

7. The Parties submit that the terms of the Amendment to Stipulation are just and reasonable and otherwise in the public interest and should be approved.

WHEREFORE, Applicants respectfully request that the Commission grant this motion and approve the Amendment to Stipulation in the form filed with the Commission.

RESPECTFULLY SUBMITTED this 3rd day of March 2006.

PACIFICORP

By _____
Edward A. Hunter
Jennifer H. Martin
Stoel Rives LLP

CERTIFICATE OF SERVICE

I hereby certify that on this 3rd day of March, 2006, I caused to be served, via Federal Express and electronic mail, a true and correct copy of the foregoing Motion and Amendment to Stipulation to the following:

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