

April 18, 2006

EDWARD A. HUNTER
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Julie Orchard
Executive Secretary
Public Service Commission
160 E 300 S Ste 400
Salt Lake City, UT 84111

Re: **Docket No. 035-35-54**

Joint Application of MidAmerican Energy Holdings Company and PacifiCorp d/b/a Utah Power & Light Company for an Order Authorizing Proposed Transaction

Dear Ms. Orchard:

Under the terms of Commitment U 38 in the commitments attached to and incorporated in the Commission's March 14, 2006 in this proceeding, MidAmerican Energy Holdings Company ("MEHC") or PacifiCorp committed to provide a copy of the final signed agreement for PPW Holdings LLC that contains the ring-fencing provisions required by Commitment 11 within thirty (30) days after the close of the transaction. MEHC's acquisition of PacifiCorp closed on March 21, 2006. In compliance with Commitment U 38, enclosed is a copy of the final signed agreement for PPW Holdings LLC containing the ring-fencing provisions required by Commitment 11.

Please contact us if you have any questions. Thank you for your assistance.

Very truly yours,

Edward A. Hunter

Joint Counsel for MidAmerican Energy Holdings Company and PacifiCorp

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Enclosures

cc: Constance White
William Powell