

**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 SECOND AMENDMENT TO STIPULATION
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PacifiCorp hereby moves the Public Service Commission of Utah (the “Commission”) for approval of the Second Amendment to Stipulation dated April 19, 2006 (“Second Amendment to Stipulation”), a copy of which is attached to this motion. In support of this motion, PacifiCorp represents as follows:

1. 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”) seeking approval of a proposed 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 (“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”).

3. The Stipulation contained a “Most Favored States” clause (Paragraph 10), which provided a mechanism to allow Utah parties to adopt any commitments or conditions to which the Applicants agreed, or with which the Applicants were required to comply, in other

jurisdictions, even if such commitments and conditions were agreed to after the Commission entered its order in this docket.

4. The Stipulation also includes Commitment U 27 which required the Applicants to include as a commitment in the Wyoming transaction docket any “procedural limitation clause”, as defined in Commitment U 27, agreed to in a settlement of the federal district court case identified in Commitment U 27.

5. 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.

6. On March 3, 2006, an Amendment to Stipulation executed by the Signatories was filed in the above-referenced proceeding. The Amendment to Stipulation incorporated the Signatories’ agreement on the commitments and conditions from other state jurisdictions that should be adopted in Utah.

7. The Amendment to Stipulation includes Commitment U 43 which is, except for the non-substantive changes required to make it applicable to Utah, identical to Wyoming Commitment W6. Wyoming Commitment W6 includes, pursuant to Utah Commitment U 27, the “procedural limitation clause” language agreed to in Wyoming.

8. On March 14, 2006, the Commission issued its Report and Order in which it approved the Amendment to Stipulation. In that Order, the Commission directed the Applicants to prepare, submit to the signatories and file a compilation of the terms and commitments agreed to by the Signatories and approved by the Commission in this docket.

9. In the course of preparing the compilation, the Applicants and the other

Signatories recognized that, despite the incorporation of Commitment U 43, the provisions of Commitment U 27 have not been removed from the terms and commitments agreed to and adopted in Utah.

10. In order to correct that mistake, the Signatories have executed the Second Amendment to Stipulation which reflects their agreement that the provisions of U 27 should be removed from the terms and commitments agreed to and adopted in Utah.

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

WHEREFORE, PacifiCorp respectfully requests that the Commission grant this motion and approve the Second Amendment to Stipulation in the form filed with the Commission.

RESPECTFULLY SUBMITTED this ____ day of April, 2006.

PACIFICORP

By _____
Edward A. Hunter
Stoel Rives LLP

CERTIFICATE OF SERVICE

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

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