

**AMENDMENT NO. 1
TO
UMBRELLA LOAN AGREEMENT**

This AMENDMENT NO. 1 to Umbrella Loan Agreement (this "Amendment"), effective as December 18, 1997, by and among PacifiCorp, an Oregon corporation (the "Company"), and certain of its Affiliates named on the signature pages hereof (the "Affiliates").

RECITALS

WHEREAS, the Company and certain of its Affiliates have heretofore entered into an Umbrella Loan Agreement, dated as of April 4, 1983 (the "ULA"), to provide for loans from the Company to certain of its Affiliates and for borrowings by the Company from those Affiliates; and

WHEREAS, the Company has requested that certain amendments be made to the ULA consistent with orders issued by public utility commissions having jurisdiction over the Company with respect to the transactions contemplated by the ULA;

NOW, THEREFORE, the parties hereto agree as follows:

AGREEMENT

SECTION 1. Definitions; References. Unless otherwise specifically defined herein, each term used herein which is defined in the ULA has the meaning assigned to such term in the ULA. Each reference to "hereof," "hereunder," "herein" and "hereby" and each other similar reference and each reference to "this Agreement" and each other similar reference contained in the ULA shall from and after the effective date hereof refer to the ULA as amended hereby.

SECTION 2. Amendment to Recitals. The second paragraph of the Recitals to the

ULA is hereby amended and restated to read in its entirety as follows:

“Pacific and the Affiliates desire to enter into an agreement to provide for loans from Pacific to any of the Affiliates from time to time in principal amounts not to exceed an aggregate of \$200,000,000 outstanding at any time and for borrowings by Pacific from any of the Affiliates.”

SECTION 3. Amendment to Section 1.1. Section 1.1 of the ULA is hereby amended

and restated to read in its entirety as follows:

“Pacific, to the extent it has funds available for such purposes and subject to the terms and conditions of this Agreement, will make loans to the Affiliates from time to time; provided, however that (i) the aggregate principal amount of loans outstanding at any one time made pursuant to this Section 1.1 shall not exceed \$200,000,000, and (ii) the aggregate principal amount of loans outstanding to Pacific Minerals, Inc. at any one time made pursuant to this Section 1.1 shall not exceed \$10,000,000”

SECTION 4. Amendment to Section 1.2. Section 1.2 of the ULA is hereby amended

and restated to read in its entirety as follows:

“Each of the Affiliates, to the extent it has funds available for such purposes and subject to the terms and conditions of this Agreement, will make loans to Pacific from time to time.”

SECTION 5. Effectiveness. This Amendment shall become effective as of the date

first written above. As to any particular Affiliate that does not execute a counterpart signature page hereto on the same date as the Company, this Amendment shall become effective as of the date of such Affiliate’s execution of a counterpart signature page. The signature of all Affiliates and the continued participation of all Affiliates under the ULA is not a requirement to the effectiveness of this Amendment.

SECTION 6. Confirmation of Agreement. Except as amended in this Amendment, all terms and conditions in the ULA remain in full force and effect and are hereby accepted, ratified and confirmed by the parties hereto.

SECTION 7. Governing Law. This Amendment shall be governed by and construed in accordance with the laws of the State of Oregon applicable to contracts made and to be performed entirely within such state.

SECTION 8. Counterparts. This Amendment may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

(Signature pages follow.)

IN WITNESS WHEREOF, the parties hereto have caused this Amendment,
which is effective as of the date first written above, to be duly executed on the dates written
below.

PACIFICORP,
an Oregon corporation

Dated: February 28, 2003

By: Bruce N. Williams
Bruce N. Williams
Treasurer

PACIFICORP GROUP HOLDINGS COMPANY,
a Delaware corporation

Dated: February 28, 2003

By: Tanya S. Sacks
Tanya S. Sacks
Assistant Treasurer

PACIFIC MINERALS, INC.,
a Wyoming corporation

Dated: February 28, 2003

By: Bruce N. Williams
Bruce N. Williams
Treasurer