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BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH

In the Matter of the Application of PacifiCorp
and Scottish Power plc for an Order
Approving the Issuance of PacifiCorp
Common Stock

Docket No. 98-2035-04

AMENDMENT TO JOINT APPLICATION

Scottish Power plc (“ScottishPower”) and PacifiCorp (“PacifiCorp”) (jointly, the “Applicants”) hereby amend their Application as follows:

1. The Application is amended by adding the following new Appendices:

(a) Appendix 1-A, Amended and Restated Agreement and Plan of Merger, dated as of December 6, 1998, as amended as of January 29, 1999 and February 9, 1999, and amended and restated as of February 23, 1999 (“Restated Merger Agreement”).

(b) Appendix 4-A, Diagram of Post-Transactional Organization Structure (Restated Merger Agreement).

2. The purpose of the Restated Merger Agreement is to modify the original Merger Agreement to accommodate the introduction of a new holding company for ScottishPower, referred to as HoldCo, through a U.K. court sanctioned reorganization process. If this holding company structure is approved by ScottishPower’s shareholders and the reorganization becomes effective, HoldCo will change its name to Scottish Power plc, the existing Scottish Power plc will change its name to Scottish Power UK plc and the holders of Scottish Power shares will be entitled to exchange their shares for shares of the new Scottish Power plc. The transaction between PacifiCorp and ScottishPower is not conditional upon the reorganization becoming effective, nor is the reorganization conditional upon the transaction with PacifiCorp.

3. In the event the reorganization becomes effective, upon the closing of the transaction under the Restated Merger Agreement and following the creation of the new Scottish Power plc, PacifiCorp will become a wholly owned indirect subsidiary of the new Scottish Power plc. Appendix 4-A is a diagram of the new holding company structure following the PacifiCorp transaction.

4. In the event the reorganization does not become effective, the original Merger Agreement remains in effect and PacifiCorp will become a wholly owned indirect subsidiary of the existing Scottish Power plc.

Dated: March _____, 1999.

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