



201 South Main, Suite 2300  
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May 31, 2012

***VIA ELECTRONIC FILING  
AND OVERNIGHT DELIVERY***

Utah Public Service Commission  
Heber M. Wells Building, 4<sup>th</sup> Floor  
160 East 300 South  
Salt Lake City, UT 84114

Attention: Gary Widerburg, Commission Secretary

**RE: CY 2011 Affiliated Interest Report**

In accordance with MidAmerican Energy Holdings Company Transaction Commitment #8 approved in Docket No.05-035-54, enclosed for filing is five (5) copies of PacifiCorp's (d.b.a. Rocky Mountain Power) Affiliated Interest Report for Calendar Year 2011. By copy of this letter other parties to the proceeding are being provided notice of this filing.

This report contains confidential information that if made public individuals could possibly derive independent economic value, actual or potential, from not being generally known to, and not being readily ascertainable by proper means by other persons who could obtain economic value from its disclosure or use. Confidential information is provided in hard copy and electronically on a CD.

It is respectfully requested that all formal correspondence and Staff requests regarding this filing be addressed to the following:

By E-mail (preferred): [datarequest@pacificorp.com](mailto:datarequest@pacificorp.com)  
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By regular mail: Data Request Response Center  
PacifiCorp  
825 NE Multnomah, Suite 2000  
Portland, OR 97232

Utah Public Service Commission

May 31, 2012

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Informal inquiries regarding this filing, or requests for copies of the report, can be directed to Dave Taylor at (801) 220-2923.

Sincerely,

A handwritten signature in cursive script, reading "Jeffrey K. Larsen / ca".

Jeffrey K. Larsen

Vice President, Regulation & Government Affairs

Enclosure

cc: w/enclosures – OCS and DPU

cc: w/o enclosures: Service List for Docket No. 05-035-54

### Certificate of Service

I hereby certify that on this 31<sup>st</sup> of May, 2012, I caused to be served, via E-mail, if address available or U.S. mail, a true and correct copy of the Cover Letter for the 2011 Affiliated Interest Report in Docket No. 05-035-54.

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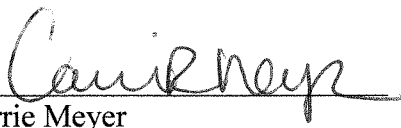
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Salt Lake City UT 84144-0450

  
Carrie Meyer  
Coordinator, Regulatory Operations

PacifiCorp

**Affiliated Interest Report**

For the year ended December 31, 2011

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## **I. ORGANIZATION**

PacifiCorp, which includes PacifiCorp and its subsidiaries, is a United States regulated, vertically integrated electric company serving 1.7 million retail customers, including residential, commercial, industrial and other customers in portions of the states of Utah, Oregon, Wyoming, Washington, Idaho and California. PacifiCorp owns, or has interests in, 75 thermal, hydroelectric, wind-powered and geothermal generating facilities, with a net owned capacity of 10,597 megawatts. PacifiCorp also owns, or has interests in, electric transmission and distribution assets, and transmits electricity through approximately 16,200 miles of transmission lines. PacifiCorp also buys and sells electricity on the wholesale market with other utilities, energy marketing companies, financial institutions and other market participants as a result of excess electricity generation or other system balancing activities. PacifiCorp is subject to comprehensive state and federal regulation.

PacifiCorp's principal executive offices are located at 825 N.E. Multnomah Street, Portland, Oregon 97232, and its telephone number is (503) 813-5608. PacifiCorp was initially incorporated in 1910 under the laws of the state of Maine under the name Pacific Power & Light Company. In 1984, Pacific Power & Light Company changed its name to PacifiCorp. In 1989, it merged with Utah Power and Light Company, a Utah corporation, in a transaction wherein both corporations merged into a newly formed Oregon corporation. The resulting Oregon corporation was re-named PacifiCorp, which is the operating entity today.

PacifiCorp's subsidiaries support its electric utility operations by providing coal mining and environmental remediation services. PacifiCorp delivers electricity to customers in Utah, Wyoming and Idaho under the trade name Rocky Mountain Power and to customers in Oregon, Washington and California under the trade name Pacific Power. PacifiCorp's electric generation, commercial and trading, and coal mining functions are operated under the trade name PacifiCorp Energy.

PacifiCorp is an indirect subsidiary of MidAmerican Energy Holdings Company ("MEHC"), a holding company based in Des Moines, Iowa, that owns subsidiaries principally engaged in energy businesses. MEHC is a consolidated subsidiary of Berkshire Hathaway Inc. ("Berkshire Hathaway"). MEHC controls substantially all of PacifiCorp's voting securities, which include both common and preferred stock.

The following pages provide organization charts of PacifiCorp's and MEHC's subsidiaries. See section I.C. Affiliate Descriptions for discussion of affiliates with which PacifiCorp did business during the year ended December 31, 2011, including Berkshire Hathaway affiliates.

## Subsidiaries of PacifiCorp as of December 31, 2011

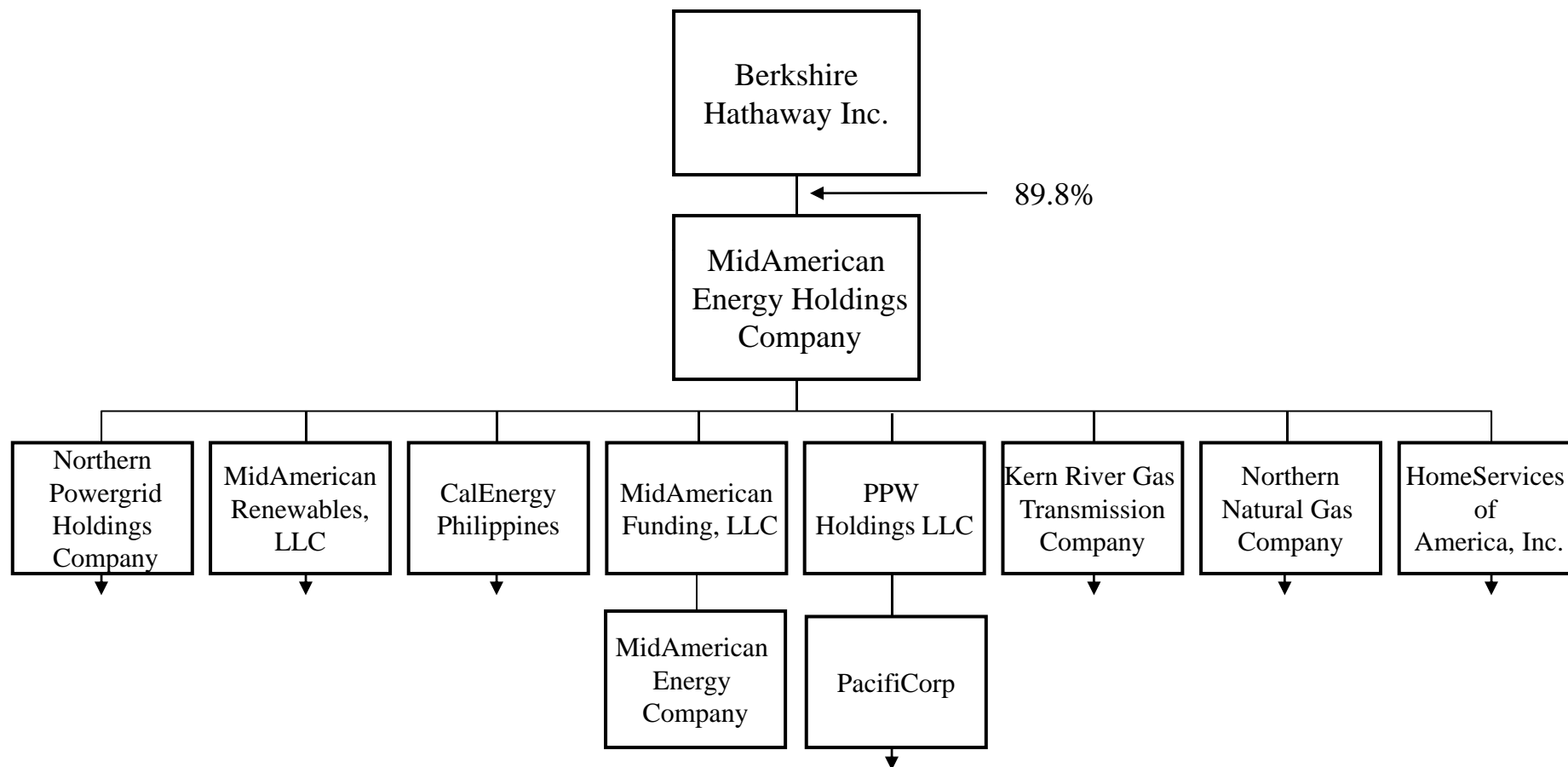
Name of Subsidiary	Approximate Percentage of Voting Securities Owned	State of Jurisdiction of Incorporation or Organization
Centralia Mining Company <sup>(a)</sup>	100%	Washington
Energy West Mining Company <sup>(b)</sup>	100%	Utah
Fossil Rock Fuels, LLC <sup>(c)</sup>	100%	Delaware
Glenrock Coal Company <sup>(d)</sup>	100%	Wyoming
Interwest Mining Company	100%	Oregon
Pacific Minerals, Inc. <sup>(e)</sup>	100%	Wyoming
- Bridger Coal Company, a joint venture	66.67%	Wyoming
PacifiCorp Environmental Remediation Company	100%	Oregon
PacifiCorp Investment Management, Inc. <sup>(f)</sup>	100%	Oregon
Trapper Mining Inc. <sup>(g)</sup>	21.40%	Colorado

- (a) In May 2000, the assets of Centralia Mining Company were sold to TransAlta. The entity is no longer active.
- (b) Energy West Mining Company provides coal-mining services to PacifiCorp utilizing PacifiCorp's assets. Energy West Mining Company's costs are fully absorbed by PacifiCorp.
- (c) In June 2011, PacifiCorp formed a wholly owned subsidiary, Fossil Rock Fuels, LLC, to acquire certain coal reserve leases and ultimately provide coal-mining services to PacifiCorp.
- (d) Glenrock Coal Company ceased mining operations in October 1999.
- (e) Pacific Minerals, Inc. is a wholly owned subsidiary of PacifiCorp that holds a 66.67% ownership interest in Bridger Coal Company, a coal mining joint venture with Idaho Energy Resources Company, a subsidiary of Idaho Power Company.
- (f) PacifiCorp Investment Management, Inc. previously performed management services for PacifiCorp Environmental Remediation Company and is no longer active.
- (g) PacifiCorp is a minority owner in Trapper Mining Inc., a cooperative. The members are Salt River Project Agricultural Improvement and Power District (32.10%), Tri-State Generation and Transmission Association, Inc. (26.57%), PacifiCorp (21.40%) and Platte River Power Authority (19.93%).



# MidAmerican Energy Holdings Company\*

Organization Chart  
As of December 31, 2011



\*This chart does not include all subsidiaries of PacifiCorp or of its affiliates. For a list of subsidiaries of MEHC, refer to Exhibit 21.1 included in MEHC's Annual Report on Form 10-K for the year ended December 31, 2011 (File No. 001-14881).

## **I. A. Officers and Directors**

**Information regarding directors and officers common to the regulated utility and affiliated interest are described in these categories:**

- 1. PacifiCorp board of directors and committees of the board of directors during the year ended December 31, 2011**
- 2. PacifiCorp officers during the year ended December 31, 2011**
- 3. PacifiCorp officers and directors with affiliated positions as of December 31, 2011**

The positions listed for the directors and officers in each of these sections are those positions that were held as of or during the year ended December 31, 2011, as indicated. Changes that occurred subsequent to December 31, 2011 (if any) are annotated.

**1. PacifiCorp Board of Directors and Committees of the Board of Directors During the Year Ended December 31, 2011**

<b>Director</b>	<b>Address</b>	<b>From</b>	<b>To</b>	<b>Director at 12/31/2011</b>	<b>Elected During the Year Ended 12/31/2011</b>	<b>Resigned During the Year Ended 12/31/2011</b>
Gregory E. Abel (a)	666 Grand Avenue 29th Floor Des Moines, Iowa 50309	3/21/2006		Yes	No	No
Douglas L. Anderson	666 Grand Avenue 29th Floor Des Moines, Iowa 50309	3/21/2006		Yes	No	No
Brent E. Gale	825 NE Multnomah Suite 2000 Portland, Oregon 97232	3/21/2006		Yes	No	No
Patrick J. Goodman	666 Grand Avenue 29th Floor Des Moines, Iowa 50309	3/21/2006		Yes	No	No
Natalie L. Hocken	825 NE Multnomah Suite 2000 Portland, Oregon 97232	8/30/2007		Yes	No	No
Micheal G. Dunn	1407 West North Temple Suite 320 Salt Lake City, Utah 84116	2/1/2010		Yes	No	No
Mark C. Moench	201 South Main Suite 2400 Salt Lake City, Utah 84111	3/21/2006		Yes	No	No
R. Patrick Reiten	825 NE Multnomah Suite 2000 Portland, Oregon 97232	9/15/2006		Yes	No	No
A. Richard Walje	201 South Main Suite 2300 Salt Lake City, Utah 84111	7/2/2001		Yes	No	No

(a) **Committees of the Board of Directors:** The Compensation Committee is the only PacifiCorp board committee. Gregory E. Abel, PacifiCorp's Chairman of the Board of Directors and Chief Executive Officer, is the sole member of the Compensation Committee. All other board committees are at the MEHC level.

## 2. PacifiCorp Officers During the Year Ended December 31, 2011

<b>Title</b>	<b>Officer</b>	<b>Address</b>	<b>From</b>	<b>To</b>	<b>Officer at 12/31/2011</b>	<b>Elected During the Year Ended 12/31/2011</b>	<b>Resigned During the Year Ended 12/31/2011</b>
Chairman of the Board of Directors and Chief Executive Officer	Gregory E. Abel	666 Grand Avenue 29th Floor Des Moines, Iowa 50309	3/21/2006		Yes	No	No
President and Chief Executive Officer, PacifiCorp Energy	Micheal G. Dunn	1407 West North Temple Suite 320 Salt Lake City, Utah 84116	2/1/2010		Yes	No	No
President and Chief Executive Officer, Rocky Mountain Power	A. Richard Walje	201 South Main Suite 2300 Salt Lake City, Utah 84111	3/21/2006		Yes	No	No
President and Chief Executive Officer, Pacific Power	R. Patrick Reiten	825 NE Multnomah Suite 2000 Portland, Oregon 97232	9/15/2006		Yes	No	No
Senior Vice President and Chief Financial Officer	Douglas K. Stuver	825 NE Multnomah Suite 1900 Portland, Oregon 97232	3/1/2008		Yes	No	No

### 3. PacifiCorp Officers and Directors with Affiliated Positions as of December 31, 2011

#### Abel, Gregory E.

Business Entity	Title
American Pacific Finance Company	President
American Pacific Finance Company II	President
CalEnergy Capital Trust	Trustee
CalEnergy Capital Trust IV	Trustee
CalEnergy Capital Trust V	Trustee
CalEnergy Company, Inc.	President
CalEnergy Holdings, Inc.	President
CalEnergy Pacific Holdings Corp.	President
CalEnergy Resources Limited	Director
CalEnergy U.K. Inc.	President
CE Administrative Services, Inc.	President
CE Casecnan Ltd.	Chairman, President & Chief Executive Officer
CE Casecnan Ltd.	Director
CE Electric UK Holdings	Chief Executive Officer
CE Electric UK Holdings	Director
CE Electric, Inc.	President
CE Exploration Company	President
CE Geothermal, LLC	President
CE Indonesia Geothermal, Inc.	President
CE International Investments, Inc.	President
CE Power, Inc.	President
CE Power, LLC	President
CE Resource, LLC	President
CE/TA LLC	President
Constellation Energy Holdings LLC	President
Cordova Funding Corporation	President
HomeServices of America, Inc.	Chairman
HomeServices of America, Inc.	Director
Kern River Gas Transmission Company	Executive Committee Member
KR Acquisition 1, LLC	President
KR Acquisition 2, LLC	President
KR Holding, LLC	President
MEHC Investment, Inc.	President
MHC Inc.	President
MHC Inc.	Director
MidAmerican Energy Foundation	President
MidAmerican Energy Foundation	Director
MidAmerican Energy Holdings Company	Chairman, President & Chief Executive Officer
MidAmerican Energy Holdings Company	Director
MidAmerican Energy Machining Services LLC	President
MidAmerican Funding, LLC	President
MidAmerican Nuclear Energy Holdings Company, LLC	Chairman & Chief Executive Officer
NNGC Acquisition, LLC	President
Norming Investments B.V.	Chairman, President & Chief Executive Officer
Northern Aurora, Inc.	President
Northern Electric Finance plc.	Director
Northern Electric plc.	Director
Northern Natural Gas Company	Director
Northern Powergrid Holdings Company	Chairman
Northern Powergrid Holdings Company	Director
Northern Powergrid Limited	Director

**Abel, Gregory E. (continued)**

<b>Business Entity</b>	<b>Title</b>
PPW Holdings LLC	President
Quad Cities Energy Company	President
Salton Sea Minerals Corp.	President
Yorkshire Cayman Holding Limited	Director
Yorkshire Power Finance Limited	Director

**Anderson, Douglas L.**

<b>Business Entity</b>	<b>Title</b>
Alaska Gas Pipeline Company, LLC	Manager <sup>(1)</sup>
Alaska Gas Transmission Company, LLC	Manager <sup>(1)</sup>
Alaska Storage Holding Company, LLC	Manager <sup>(1)</sup>
American Pacific Finance Company	Director
American Pacific Finance Company II	Director
BG Energy Holding LLC	Director
BG Energy LLC	Director
Bishop Hill II Holdings, LLC	Manager <sup>(1)</sup>
Black Rock 1, LLC	Manager <sup>(1)</sup>
Black Rock 2, LLC	Manager <sup>(1)</sup>
Black Rock 3, LLC	Manager <sup>(1)</sup>
Black Rock 4, LLC	Manager <sup>(1)</sup>
Black Rock 5, LLC	Manager <sup>(1)</sup>
Black Rock 6, LLC	Manager <sup>(1)</sup>
Broken Bow Wind II Holdings, LLC	Manager <sup>(1)</sup>
CalEnergy Capital Trust VI	Trustee
CalEnergy Company, Inc.	Director
CalEnergy Generation Operating Company	Director
CalEnergy Holdings, Inc.	Director
CalEnergy International Ltd.	President & Assistant Secretary
CalEnergy International Ltd.	Director
CalEnergy International Services, Inc.	Director
CalEnergy International, Inc.	Director
CalEnergy Pacific Holdings Corp.	Director
CalEnergy U.K. Inc.	Director
CBEC Railway Inc.	Director
CE Administrative Services, Inc.	Director
CE Asia Limited	President & Assistant Secretary
CE Asia Limited	Director
CE Black Rock Holdings LLC	Manager <sup>(1)</sup>
CE Butte Energy Holdings LLC	Manager <sup>(1)</sup>
CE Butte Energy LLC	Manager <sup>(1)</sup>
CE Casecnan II, Inc.	Director
CE Casecnan Ltd.	Senior Vice President, General Counsel & Assistant Secretary
CE Casecnan Ltd.	Director
CE Casecnan Water and Energy Company, Inc.	Chairman
CE Casecnan Water and Energy Company, Inc.	Director
CE Cebu Geothermal Power Company, Inc.	Senior Vice President
CE Cebu Geothermal Power Company, Inc.	Director
CE Electric (NY), Inc.	Director
CE Electric UK Holdings	Director
CE Electric, Inc.	Director
CE Exploration Company	Director
CE Geothermal, Inc.	Director
CE Geothermal, LLC	Manager <sup>(1)</sup>

**Anderson, Douglas L. (continued)**

<b>Business Entity</b>	<b>Title</b>
CE Indonesia Geothermal, Inc.	Director
CE International (Bermuda) Limited	President & Assistant Secretary
CE International (Bermuda) Limited	Director
CE International Investments, Inc.	Director
CE Luzon Geothermal Power Company, Inc.	Senior Vice President
CE Luzon Geothermal Power Company, Inc.	Director
CE Mahanagdong II, Inc.	Senior Vice President
CE Mahanagdong Ltd.	President & Assistant Secretary
CE Mahanagdong Ltd.	Director
CE Obsidian Energy LLC	Manager <sup>(1)</sup>
CE Obsidian Holding LLC	Manager <sup>(1)</sup>
CE Philippines II, Inc.	Senior Vice President
CE Philippines Ltd.	President & Assistant Secretary
CE Philippines Ltd.	Director
CE Power, Inc.	Director
CE Power, LLC	Manager <sup>(1)</sup>
CE Red Island Energy Holdings LLC	Manager <sup>(1)</sup>
CE Red Island Energy LLC	Manager <sup>(1)</sup>
CE Resource, LLC	Manager <sup>(1)</sup>
CE/TA LLC	Manager <sup>(1)</sup>
Cimmred Leasing Company	Director
Constellation Energy Holdings LLC	Manager <sup>(1)</sup>
Cook Inlet Natural Gas Storage Alaska, LLC	Manager <sup>(1)</sup>
Cordova Funding Corporation	Director
Dakota Dunes Development Company	Director
DCCO Inc.	Director
HomeServices of America, Inc.	Director
HomeServices Relocation, LLC	Manager <sup>(1)</sup>
Kern River Funding Corporation	Director
Kern River Gas Transmission Company	Executive Committee Member
KR Acquisition 1, LLC	Vice President & Secretary
KR Acquisition 1, LLC	Manager <sup>(1)</sup>
KR Acquisition 2, LLC	Vice President & Secretary
KR Acquisition 2, LLC	Manager <sup>(1)</sup>
KR Holding, LLC	Vice President & Secretary
KR Holding, LLC	Manager <sup>(1)</sup>
M&M Ranch Acquisition Company, LLC	Manager <sup>(1)</sup>
M&M Ranch Holding Company, LLC	Manager <sup>(1)</sup>
Magma Netherlands B.V.	Chairman & Chief Executive Officer
Magma Netherlands B.V.	Director
MEC Construction Services Co.	Director
MEHC Investment, Inc.	Senior Vice President
MEHC Investment, Inc.	Director
MEHC Merger Sub Inc.	Corporate Secretary
MHC Inc.	Senior Vice President, General Counsel & Assistant Secretary
MHC Inc.	Director
MHC Investment Company	Director
MidAmerican AC Holding, LLC	Manager <sup>(1)</sup>
MidAmerican Energy Holdings Company	Senior Vice President, General Counsel & Corporate Secretary
MidAmerican Energy Machining Services LLC	Manager <sup>(1)</sup>
MidAmerican Funding, LLC	Manager <sup>(1)</sup>
MidAmerican Geothermal, LLC	Manager <sup>(1)</sup>

**Anderson, Douglas L. (continued)**

<b>Business Entity</b>	<b>Title</b>
MidAmerican Hydro, LLC	Manager <sup>(1)</sup>
MidAmerican Nuclear Energy Company, LLC	Director
MidAmerican Nuclear Energy Holdings Company, LLC	Director
MidAmerican Renewables, LLC	Manager <sup>(1)</sup>
MidAmerican Transmission, LLC	Manager <sup>(1)</sup>
MidAmerican Wind, LLC	Manager <sup>(1)</sup>
Midwest Capital Group, Inc.	Director
MWR Capital Inc.	Director
NNGC Acquisition, LLC	Manager <sup>(1)</sup>
Norming Investments B.V.	Senior Vice President & General Counsel
Northern Aurora, Inc.	Director
Northern Natural Gas Company	Director
Northern Powergrid Holdings Company	Director
Northern Powergrid Limited	Director
Ormoc Cebu Ltd.	President & Assistant Secretary
Ormoc Cebu Ltd.	Director
PacifiCorp Environmental Remediation Company	Director
PPW Holdings, LLC	Manager <sup>(1)</sup>
Quad Cities Energy Company	Director
Sundial Holding, LLC	Manager <sup>(1)</sup>
Tongonan Power Investment, Inc.	Chairman & Senior Vice President
Tongonan Power Investment, Inc.	Director
TPZ Holding, LLC	Manager <sup>(1)</sup>
Two Rivers Inc.	Director
Visayas Geothermal Power Company	Senior Vice President & Assistant Corporate Secretary

**Dunn, Micheal G.**

<b>Business Entity</b>	<b>Title</b>
Centralia Mining Company	President
Centralia Mining Company	Director
Energy West Mining Company	President
Energy West Mining Company	Director
Glenrock Coal Company	President
Glenrock Coal Company	Director
Interwest Mining Company	President
Interwest Mining Company	Director
Pacific Minerals, Inc.	President
Pacific Minerals, Inc.	Director

**Gale, Brent E.**

<b>Business Entity</b>	<b>Title</b>
MidAmerican Energy Holdings Company	Senior Vice President

**Goodman, Patrick J.**

<b>Business Entity</b>	<b>Title</b>
Alaska Gas Pipeline Company, LLC	Manager <sup>(1)</sup>
Alaska Gas Transmission Company, LLC	Manager <sup>(1)</sup>
Alaska Storage Holding Company, LLC	Manager <sup>(1)</sup>
American Pacific Finance Company	Director
American Pacific Finance Company II	Director
BG Energy Holding LLC	Director



**Goodman, Patrick J. (continued)**

<b>Business Entity</b>	<b>Title</b>
BG Energy LLC	Director
Bishop Hill II Holdings, LLC	Manager <sup>(1)</sup>
Black Rock 1, LLC	Manager <sup>(1)</sup>
Black Rock 2, LLC	Manager <sup>(1)</sup>
Black Rock 3, LLC	Manager <sup>(1)</sup>
Black Rock 4, LLC	Manager <sup>(1)</sup>
Black Rock 5, LLC	Manager <sup>(1)</sup>
Black Rock 6, LLC	Manager <sup>(1)</sup>
Broken Bow Wind II Holdings, LLC	Manager <sup>(1)</sup>
CalEnergy Capital Trust	Trustee
CalEnergy Capital Trust IV	Trustee
CalEnergy Capital Trust V	Trustee
CalEnergy Capital Trust VI	Trustee
CalEnergy Company, Inc.	Director
CalEnergy Generation Operating Company	Director
CalEnergy Holdings, Inc.	Director
CalEnergy International Ltd.	Senior Vice President & Chief Financial Officer
CalEnergy International Ltd.	Director
CalEnergy International Services, Inc.	Director
CalEnergy International, Inc.	Director
CalEnergy Pacific Holdings Corp.	Director
CalEnergy U.K. Inc.	Director
CE Administrative Services, Inc.	Director
CE Asia Limited	Senior Vice President & Chief Financial Officer
CE Asia Limited	Director
CE Black Rock Holdings LLC	Manager <sup>(1)</sup>
CE Butte Energy Holdings LLC	Manager <sup>(1)</sup>
CE Butte Energy LLC	Manager <sup>(1)</sup>
CE Casecnan II, Inc.	Director
CE Casecnan Ltd.	Senior Vice President & Chief Financial Officer
CE Casecnan Ltd.	Director
CE Casecnan Water and Energy Company, Inc.	Senior Vice President & Chief Financial Officer
CE Casecnan Water and Energy Company, Inc.	Director
CE Cebu Geothermal Power Company, Inc.	Senior Vice President & Chief Financial Officer
CE Cebu Geothermal Power Company, Inc.	Director
CE Electric (NY), Inc.	Director
CE Electric UK Holdings	Director
CE Electric, Inc.	Director
CE Exploration Company	Director
CE Geothermal, Inc.	Director
CE Geothermal, LLC	Manager <sup>(1)</sup>
CE Indonesia Geothermal, Inc.	Director
CE International (Bermuda) Limited	Senior Vice President & Chief Financial Officer
CE International (Bermuda) Limited	Director
CE International Investments, Inc.	Director
CE Luzon Geothermal Power Company, Inc.	Senior Vice President & Chief Financial Officer
CE Luzon Geothermal Power Company, Inc.	Director
CE Mahanagdong II, Inc.	Senior Vice President & Chief Financial Officer
CE Mahanagdong Ltd.	Senior Vice President & Chief Financial Officer
CE Mahanagdong Ltd.	Director
CE Obsidian Energy LLC	Manager <sup>(1)</sup>
CE Obsidian Holding LLC	Manager <sup>(1)</sup>
CE Philippines II, Inc.	Senior Vice President & Chief Financial Officer
CE Philippines Ltd.	Senior Vice President & Chief Financial Officer

**Goodman, Patrick J. (continued)**

<b>Business Entity</b>	<b>Title</b>
CE Philippines Ltd.	Director
CE Power, Inc.	Director
CE Power, LLC	Manager <sup>(1)</sup>
CE Resource, LLC	Manager <sup>(1)</sup>
CE/TA LLC	Manager <sup>(1)</sup>
Constellation Energy Holdings LLC	Manager <sup>(1)</sup>
Cook Inlet Natural Gas Storage Alaska, LLC	Manager <sup>(1)</sup>
HomeServices of America, Inc.	Director
HomeServices Relocation, LLC	Manager <sup>(1)</sup>
Kern River Funding Corporation	Director
Kern River Gas Transmission Company	Executive Committee Member
KR Acquisition 1, LLC	Vice President, Treasurer & Assistant Secretary
KR Acquisition 1, LLC	Manager <sup>(1)</sup>
KR Acquisition 2, LLC	Vice President, Treasurer & Assistant Secretary
KR Acquisition 2, LLC	Manager <sup>(1)</sup>
KR Holding, LLC	Vice President & Treasurer
KR Holding, LLC	Manager <sup>(1)</sup>
M&M Ranch Acquisition Company, LLC	Manager <sup>(1)</sup>
M&M Ranch Holding Company, LLC	Member
Magma Netherlands B.V.	Senior Vice President
Magma Netherlands B.V.	Director
MEHC Insurance Services Ltd.	President & Treasurer
MEHC Insurance Services Ltd.	Director
MEHC Investment, Inc.	Vice President, Chief Financial Officer & Treasurer
MEHC Investment, Inc.	Director
MEHC Merger Sub Inc.	Senior Vice President
MidAmerican AC Holding, LLC	Manager <sup>(1)</sup>
MidAmerican Energy Holdings Company	Senior Vice President & Chief Financial Officer
MidAmerican Energy Machining Services LLC	Manager <sup>(1)</sup>
MidAmerican Funding, LLC	Manager <sup>(1)</sup>
MidAmerican Geothermal, LLC	Manager <sup>(1)</sup>
MidAmerican Hydro, LLC	Manager <sup>(1)</sup>
MidAmerican Nuclear Energy Company, LLC	Director
MidAmerican Nuclear Energy Holdings Company, LLC	Director
MidAmerican Solar, LLC	Manager <sup>(1)</sup>
MidAmerican Transmission, LLC	Manager <sup>(1)</sup>
MidAmerican Wind, LLC	Manager <sup>(1)</sup>
NNGC Acquisition, LLC	Manager <sup>(1)</sup>
Norming Investments B.V.	Senior Vice President & Chief Financial Officer
Northern Aurora, Inc.	Director
Northern Electric plc.	Director
Northern Natural Gas Company	Director
Northern Powergrid Holdings Company	Director
Northern Powergrid Limited	Director
Ormoc Cebu Ltd.	Senior Vice President & Chief Financial Officer
Ormoc Cebu Ltd.	Director
PPW Holdings, LLC	Manager <sup>(1)</sup>
Sundial Holding, LLC	Manager <sup>(1)</sup>
Tongonan Power Investment, Inc.	Senior Vice President & Chief Financial Officer
Tongonan Power Investment, Inc.	Director
TPZ Holding, LLC	Manager <sup>(1)</sup>
Visayas Geothermal Power Company	Senior Vice President & Chief Financial Officer
Yorkshire Cayman Holding Limited	Director

**Goodman, Patrick J. (continued)**

<b>Business Entity</b>	<b>Title</b>
Yorkshire Electricity Group plc	Director
Yorkshire Power Finance Limited	Director
Yorkshire Power Group Limited	Director

**Moench, Mark C.**

<b>Business Entity</b>	<b>Title</b>
PacifiCorp Foundation	Secretary
PacifiCorp Investment Management, Inc.	Secretary

**Reiten, R. Patrick**

<b>Business Entity</b>	<b>Title</b>
PacifiCorp Foundation	Director

**Stuver, Douglas K.**

<b>Business Entity</b>	<b>Title</b>
Fossil Rock Fuels, LLC	Manager <sup>(1)</sup>
Fossil Rock Fuels, LLC	Assistant Treasurer

**Walje, A. Richard**

<b>Business Entity</b>	<b>Title</b>
PacifiCorp Foundation	Chairman

(1) For LLCs, a manager is the equivalent of a director.

## **I. B. Changes in Ownership**

**Changes in successive ownership between the regulated utility and affiliated interest.**

**Changes in Successive Ownership Between the Regulated Utility and Affiliated Interest  
For the Year Ended December 31, 2011**

On June 9, 2011, PacifiCorp formed a wholly owned subsidiary, Fossil Rock Fuels, LLC, to acquire certain coal reserve leases and that may ultimately provide coal-mining services to PacifiCorp.

Refer to Exhibit 21 of the Berkshire Hathaway Form 10-K (File No. 001-14905) for a list of subsidiaries of MEHC's parent company, Berkshire Hathaway, as of December 31, 2011. Refer to Exhibit 21.1 of the MEHC Form 10-K (File No. 001-14881) for a list of subsidiaries of MEHC as of December 31, 2011.

## **I. C. Affiliate Descriptions**

**A narrative description of each affiliated entity with which the regulated utility does business. State the factor(s) giving rise to the affiliation.**

## **Narrative Descriptions for Each Affiliated Entity**

Affiliated interests of PacifiCorp are defined by Oregon Revised Statutes 757.015, Revised Code of Washington 80.16.010 and California Public Utilities Commission Decision 97-12-088, as amended by Decision 98-08-035, as having two or more officers or directors in common with PacifiCorp, or by meeting the ownership requirements of 5% direct or indirect ownership.

In the ordinary course of business, PacifiCorp engaged in various transactions with several of its affiliated companies during the year ended December 31, 2011. Services provided by PacifiCorp and charged to affiliates related primarily to information technology, finance and administrative support services. Services provided by affiliates and charged to PacifiCorp related primarily to coal mining, the transportation of natural gas and coal, financial services, relocation services, and administrative services provided under the Intercompany Administrative Services Agreement (“IASA”) among MEHC and its affiliates. Refer to Section V for a discussion of the tax allocation agreement between PacifiCorp and its affiliates. Throughout this report, the term “services” includes labor as well as overheads and related employee expenses.

Although PacifiCorp provides electricity to certain affiliates within its service territory, such transactions are excluded from this report as they are billed at tariff rates. Due to the volume and breadth of the Berkshire Hathaway family of companies, it is possible that employees of PacifiCorp have made purchases from certain Berkshire Hathaway affiliates not listed here, and have been reimbursed by PacifiCorp for those purchases as a valid business expense. PacifiCorp does not believe those transactions would be material individually or in aggregate.

**BNSF Railway Company (“BNSF”)** – BNSF is an indirect wholly owned subsidiary of Berkshire Hathaway. BNSF operates one of the largest railroad networks in North America. PacifiCorp has long-term coal transportation contracts with BNSF, including indirectly through a generating facility that is jointly owned by PacifiCorp and another utility, as well as right-of-way agreements.

**Marmon Holdings, Inc. (“Marmon”)** – At December 31, 2011, Berkshire Hathaway held an 80.2% ownership interest in Marmon. Marmon is an international association of numerous manufacturing and service businesses in energy-related and other markets. During the year ended December 31, 2011, the following Marmon affiliates provided installation of transmission cable as well as materials and equipment parts to PacifiCorp in the normal course of business: Marmon Utility LLC, Graver Water Systems, LLC, Marmon/Keystone Corporation and Penn Machine Company LLC.

**Wells Fargo & Company (“Wells Fargo”)** – At December 31, 2011, Berkshire Hathaway held a 7.7% ownership interest in Wells Fargo. Wells Fargo is a financial services company providing banking, insurance, trust and investments, mortgage banking, investment banking, retail banking, brokerage and consumer and commercial finance to consumers, businesses and institutions. Wells Fargo provides PacifiCorp various financial services, including commodity swaps and banking services. Wells Fargo Third Party Administrators, Inc., the medical third-party administration business of Wells Fargo Insurance Services USA, Inc., a subsidiary of Wells Fargo provides medical claims administration services to Energy West Mining Company. Effective January 1, 2012, Wells Fargo Third Party Administrators, Inc. is no longer an affiliate, as it was acquired by HealthSmart Holdings Inc.

**Cable ONE** – Cable ONE is a wholly owned subsidiary of The Washington Post Company. At December 31, 2011, Berkshire Hathaway held 1,727,765 of the 6,361,617 outstanding shares of Class B common stock of The Washington Post Company. Pursuant to an agreement, which has a termination date of February 24, 2017, Berkshire Hathaway has granted Donald Graham, Chairman of the Board and Chief Executive Officer of The Washington Post Company, a proxy to vote these Class B shares at his discretion. Class B common stock elects three of the ten directors on the board of directors; Class A common stock elects seven of the ten directors. Warren Buffet was on the Board of Directors of The Washington Post Company until his term expired in May 2011. Cable ONE is an operator of cable systems including cable television, telephone and high-speed internet service. Cable ONE provides PacifiCorp with cable re-routing services.

**The Hartford Steam Boiler Inspection and Insurance Company (“Hartford Steam Boiler”)** – At December 31, 2011, Berkshire Hathaway held a 10.2% ownership interest in Munich Re, which indirectly wholly owns Hartford Steam Boiler. Hartford Steam Boiler is a specialty insurer and also provides inspection services, loss reduction and engineering-based risk management. Hartford Steam Boiler provides PacifiCorp with transformer oil and gas analysis.

**Moody's Investors Service ("Moody's")** – At December 31, 2011, Berkshire Hathaway held a 12.8% ownership interest in Moody's Corporation, which wholly owns Moody's. Moody's provides credit ratings and research covering debt instruments and securities. Moody's provides PacifiCorp with credit rating services.

**International Business Machines Corporation ("IBM")** – During the fourth quarter of 2011, Berkshire Hathaway's ownership in IBM surpassed 5% of IBM's outstanding shares. As a result, IBM became an affiliate of PacifiCorp in the fourth quarter of 2011. Accordingly, this report reflects transactions between PacifiCorp and IBM that occurred between October 1, 2011 and December 31, 2011. At December 31, 2011, Berkshire Hathaway held a 5.5% ownership interest in IBM. IBM provides integrated solutions that leverage information technology and knowledge of business processes, drawing from a portfolio of consulting, delivery and implementation services, enterprise software, systems and financing. From October 1, 2011 to December 31, 2011, IBM provided PacifiCorp with computer hardware and software and computer systems consulting and maintenance services.

**Symetra Life Insurance Company ("Symetra")** – At December 31, 2011, Berkshire Hathaway held a 12.6% ownership interest in Symetra Financial Corporation, which wholly owns Symetra Life Insurance Company. Symetra Financial Corporation is a financial services company in the life insurance industry. Symetra provides Energy West Mining Company with excess loss insurance coverage.

**MidAmerican Energy Holdings Company** – a holding company owning subsidiaries that are principally engaged in energy businesses. MEHC is a consolidated subsidiary of Berkshire Hathaway. As of January 31, 2012, Berkshire Hathaway owned approximately 89.8% of MEHC's common stock. The remainder of MEHC's common stock is owned by a private investor group that includes Walter Scott, Jr.,<sup>(1)</sup> a director of MEHC (5.6% ownership interest as of January 31, 2012) and Gregory E. Abel, PacifiCorp's Chairman of the Board of Directors and Chief Executive Officer (0.8% ownership interest as of January 31, 2012). MEHC and its subsidiaries provide management and administrative services to PacifiCorp pursuant to the IASA. PacifiCorp also provides management and administrative services to MEHC and its subsidiaries pursuant to the IASA. Refer to Section VII for further discussion.

<sup>(1)</sup> Excludes 2,778,000 shares held by family members and family controlled trusts and corporations, or Scott Family Interests, as to which Mr. Scott disclaims beneficial ownership.

**MHC Inc.** - a holding company owning all of the common stock of MidAmerican Energy Company. MHC Inc. provides administrative services to PacifiCorp pursuant to the IASA.

**MidAmerican Energy Company ("MEC")** – an indirect wholly owned subsidiary of MEHC. MEC is principally engaged in the business of generating, transmitting, distributing and selling electricity and in distributing, selling and transporting natural gas. Additionally, MEC transports natural gas through its distribution system for a number of end-use customers who have independently secured their supply of natural gas. In addition to retail sales and natural gas transportation, MEC sells electricity and natural gas to other utilities and market participants on a wholesale basis. MEC provides administrative services to PacifiCorp pursuant to the IASA. PacifiCorp also provides services to MEC pursuant to the IASA.

**HomeServices of America, Inc. ("HomeServices")** – a majority-owned subsidiary of MEHC. HomeServices is a full-service residential real estate brokerage firm that provides relocation services and traditional residential real estate brokerage services, including to employees of PacifiCorp and its affiliates. PacifiCorp provides services to HomeServices pursuant to the IASA.

**Kern River Gas Transmission Company ("Kern River")** – an indirect wholly owned subsidiary of MEHC, owns an interstate natural gas pipeline system that extends from supply areas in the Rocky Mountains to consuming markets in Utah, Nevada and California. Kern River's pipeline system consists of 1,700 miles of natural gas pipelines. Kern River's transportation operations are subject to a regulated tariff that is on file with the Federal Energy Regulatory Commission (the "FERC"). Kern River provides services for the transportation of natural gas to certain of PacifiCorp's generating facilities in Utah and provides services to PacifiCorp pursuant to the IASA. PacifiCorp also provides services to Kern River pursuant to the IASA.



**MEHC Insurance Services Ltd. (“MEISL”)** – a wholly owned subsidiary of MEHC that provided a captive insurance program to PacifiCorp. MEISL covered all or significant portions of the property damage and liability insurance deductibles in many of PacifiCorp’s policies, as well as overhead distribution and transmission line property damage. Claims for distribution and transmission line property, after an aggregate deductible of \$5 million, were capped at \$10 million per annual policy coverage period. Claims for non-distribution and transmission line property, after a \$1.5 million deductible, were capped at \$6 million per occurrence. Claims for general liability, after a \$250,000 deductible, were capped at \$750,000 per occurrence. PacifiCorp has no equity interest in MEISL and has no obligation to contribute equity or loan funds to MEISL. Premium amounts were established in March 2006 based on a combination of actuarial assessments and market rates to cover loss claims, administrative expenses and appropriate reserves, but as a result of regulatory commitments were capped during the term of the insurance policy coverage period. Certain costs associated with the program were prepaid and amortized over the policy coverage period that expired March 20, 2011. Coverage under the captive was not renewed.

**CalEnergy Generation Operating Company (“CalEnergy Generation”)** – a wholly owned subsidiary of MEHC. CalEnergy Generation is organized to manage and operate independent power projects in the United States. PacifiCorp provides services to CalEnergy Generation pursuant to the IASA.

**Northern Natural Gas Company (“Northern Natural”)** – an indirect, wholly owned subsidiary of MEHC. Northern Natural owns one of the largest interstate natural gas pipeline systems in the United States, which reaches from southern Texas to Michigan's Upper Peninsula. Northern Natural Gas primarily transports and stores natural gas for utilities, municipalities, other pipeline companies, gas marketing companies, industrial and commercial users and other end-users. PacifiCorp provides services to Northern Natural pursuant to the IASA.

**Midwest Capital Group Inc. (“MCG”)** – an indirect, wholly owned subsidiary of MEHC. MCG holds a 100% interest in MHC Investment Company as well as interests in other operating, financing and development companies. PacifiCorp provides services to MCG pursuant to the IASA.

**MEC Construction Services Co. (“MCS”)** – an indirect, wholly owned subsidiary of MEHC. MCS provides non-regulated utility construction services. PacifiCorp provides services to MCS pursuant to the IASA.

**MEHC Investment, Inc. (“MEHCI”)** – a wholly owned subsidiary of MEHC. MEHCI invests in, develops and manages financial business ventures. PacifiCorp provides services to MEHCI pursuant to the IASA.

**Cordova Energy Company LLC (“Cordova”)** – an indirect, wholly owned subsidiary of MEHC. Cordova owns a 537 megawatt gas-fired electric generation facility in Illinois. Cordova provides services to PacifiCorp pursuant to the IASA. PacifiCorp also provides services to Cordova pursuant to the IASA.

**Northern Powergrid Holdings Company (“Northern Powergrid”)** – an indirect wholly owned subsidiary of MEHC. Northern Powergrid (formerly known as CE Electric UK Funding Company) owns two companies that distribute electricity in Great Britain: Northern Powergrid (Northeast) Limited and Northern Powergrid (Yorkshire) plc. Northern Powergrid Holdings also owns an engineering contracting business that provides electrical infrastructure contracting services to third parties and a hydrocarbon exploration and development business that is focused on developing integrated upstream gas projects in Europe and Australia. PacifiCorp provides services to Northern Powergrid pursuant to the IASA.

**CE Philippines Ltd. (“CEP”)** – an indirect, wholly owned subsidiary of MEHC. CEP holds an 85% interest in CE Casecanan Water and Energy Company, Inc., which owns and operates a combined irrigation and 150 megawatt hydroelectric power generation project in the Philippines. PacifiCorp provides services to CEP pursuant to the IASA.

**Iowa Realty Co., Inc. (“Iowa Realty”)** – a wholly owned subsidiary of HomeServices of America, Inc. Iowa Realty provides real estate brokerage and relocation services in Iowa. PacifiCorp provides services to Iowa Realty pursuant to the IASA.

**M&M Ranch Acquisition Company, LLC (“M&M Ranch”)** - an indirect, wholly owned subsidiary of MEHC, holds real property and certain other development assets in Johnson County, Wyoming. M&M Ranch provides administrative services to PacifiCorp pursuant to the IASA.

**Racom Corporation (“Racom”)** – At December 31, 2011, MHC Investment Company, an indirect, wholly owned subsidiary of MEHC, held a 17% ownership interest in Racom. Racom provides two-way radio communication, broadband mobile data and wireless point-to-point solutions. Racom provides radio installation services to PacifiCorp.

**PPW Holdings LLC** – the holding company for PacifiCorp and direct subsidiary of MEHC. PPW Holdings LLC remits income taxes to MEHC on behalf of PacifiCorp.

**PacifiCorp Foundation** – an independent non-profit foundation created by PacifiCorp in 1988. PacifiCorp Foundation supports the growth and vitality of the communities where PacifiCorp and its affiliates have operations, employees or interests. PacifiCorp Foundation operates as the Rocky Mountain Power Foundation and the Pacific Power Foundation. PacifiCorp provides administrative services to the PacifiCorp Foundation.

**Energy West Mining Company (“Energy West”)** – a wholly owned subsidiary of PacifiCorp, Energy West provides coal-mining services to PacifiCorp utilizing PacifiCorp's assets and mines coal from PacifiCorp-owned mines in Emery County, Utah to supply PacifiCorp's Huntington, Hunter and Carbon generating facilities. PacifiCorp provides administrative services to Energy West Mining Company. Energy West costs are fully absorbed by PacifiCorp.

**Interwest Mining Company (“Interwest Mining”)** – a wholly owned subsidiary of PacifiCorp, Interwest Mining manages PacifiCorp's mining operations and charges management services to Pacific Minerals, Inc., Bridger Coal Company, Energy West Mining Company and Fossil Rock Fuels, LLC. Interwest Mining charges a management fee to Energy West Mining Company and Pacific Minerals, Inc. that is intended to compensate it, without profit, for its cost of managing these entities. PacifiCorp provides financial, administrative support and technical services to Interwest Mining and these costs are included in the management services that Interwest Mining charges. Interwest Mining provides administrative services to PacifiCorp. All costs incurred by Interwest Mining Company are absorbed by PacifiCorp, Pacific Minerals, Inc., Bridger Coal Company, Energy West Mining Company and Fossil Rock Fuels, LLC.

**Fossil Rock Fuels, LLC (“Fossil Rock”)** – a wholly owned subsidiary of PacifiCorp. Fossil Rock serves as the leaseholder for certain coal reserves and may ultimately provide coal-mining services to PacifiCorp.

**PacifiCorp Environmental Remediation Company (“PERCo”)** – a wholly owned subsidiary of PacifiCorp that evaluates, manages and resolves certain environmental remediation activities on behalf of PacifiCorp utilizing PacifiCorp's employees.

**Pacific Minerals, Inc. (“PMI”)** – a wholly owned subsidiary of PacifiCorp that owns 66.67% of Bridger Coal Company, the coal mining joint venture with Idaho Energy Resources Company (“IERC”), a subsidiary of Idaho Power Company. PMI is the entity that employs the individuals that work for Bridger Coal Company.

**Bridger Coal Company (“Bridger Coal”)** – a coal mining joint venture between PMI and IERC. PMI owns 66.67% and IERC owns 33.33% of Bridger Coal. Bridger Coal provides coal from the Bridger mine to the Jim Bridger generating facility. PacifiCorp provides administrative services to Bridger Coal.

**Trapper Mining Inc.** – PacifiCorp owns a 21.40% interest in Trapper Mining Inc., which operates a coal mine at the Craig “mine-mouth” operation (generating station located next to mine) outside Craig, Colorado. The remaining ownership in Trapper Mining Inc. is as follows: Salt River Project Agricultural Improvement and Power District (32.10%), Tri-State Generation and Transmission Association, Inc. (26.57%) and Platte River Power Authority (19.93%). Two of PacifiCorp's employees serve on the Trapper Mining Inc. board of directors. PacifiCorp is compensated for this service.

**Huntington Cleveland Irrigation Company (“HCIC”)** is a non-profit mutual irrigation company, which is a privately owned water stock company. PacifiCorp holds approximately 34% of its water shares. PacifiCorp pays annual assessment fees to HCIC to help cover its operating and maintenance costs, as well as other costs pertinent to conducting its business, in exchange for receiving access to water used by PacifiCorp's Huntington generating facility. PacifiCorp also made capital investments in HCIC through December 31, 2010 to ensure a long-term, firm water supply for its Huntington generating facility.

**Ferron Canal & Reservoir Company (“FC&RC”)** is a non-profit mutual irrigation company, which is a privately owned water stock company. PacifiCorp holds approximately 37% of the outstanding stock in FC&RC. PacifiCorp pays annual assessment fees to FC&RC to help cover its operating and maintenance costs, as well as other costs pertinent to conducting its business, in exchange for receiving access to water used by PacifiCorp’s Hunter generating facility. PacifiCorp also contracts additional water from FC&RC, which is made available to the Hunter generating facility through a long-term agreement between FC&RC and PacifiCorp. The agreement calls for PacifiCorp to make an annual payment to FC&RC and in return, FC&RC provides PacifiCorp up to 7,000 acre-feet of water.

**Cottonwood Creek Consolidated Irrigation Company (“CCCIC”)** is a non-profit mutual irrigation company, which is a privately owned water stock company. PacifiCorp holds approximately 26% of the outstanding stock in CCCIC. PacifiCorp pays annual assessment fees to CCCIC to help cover its operating and maintenance costs, as well as other costs pertinent to conducting its business, in exchange for receiving access to water used by PacifiCorp’s Hunter generating facility. PacifiCorp is also making capital investments in CCCIC to ensure a long-term, firm water supply for its Hunter generating facility.

## **I. D. Financial Statements**

**Financial statements or trial balances for the year ended December 31, 2011 are included in Section II. Transactions.**

## **II. Transactions**

**The following pages include the following information about services rendered by the regulated utility to the affiliate and vice versa:**

- **A description of the nature of the transactions**
- **Total charges or billings**
- **Information about the basis of pricing, cost of service, the margin of charges over costs, assets allocable to the services and the overall rate of return on assets**

**Refer to Appendix A for a discussion of commission orders approving transactions with affiliates.**

**BNSF Railway Company**  
**Affiliated Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
Rail services	\$ 33,223,956	\$ -
Right-of-way fees	<u>25,963</u>	<u>-</u>
<b>Total</b>	<u><u>\$ 33,249,919</u></u>	<u><u>\$ -</u></u>
Basis of pricing	(a)	N/A
Cost of service	(a)	N/A
The margin of charges over costs	(a)	N/A
Assets allocable to the services	(a)	N/A
The overall rate of return on assets	(a)	N/A

(a) Rail services are priced at Surface Transportation Board-approved tariff rates under long-term contracts. Right-of-way fees are based on factors such as square footage.

For further information on the following financial statements, refer to BNSF Railway Company's Form 10-K for the year ended December 31, 2011 (File No. 1-6324) at [www.sec.gov](http://www.sec.gov).

**BNSF Railway Company and Subsidiaries**
***Consolidated Statements of Income***

In millions

	Successor		Predecessor	
	Year Ended December 31, 2011	February 13 – December 31, 2010	January 1 – February 12, 2010	Year Ended December 31, 2009
Revenues	\$ 19,229	\$ 14,835	\$ 1,768	\$ 13,848
Operating expenses:				
Compensation and benefits	4,288	3,544	439	3,458
Fuel	4,267	2,687	329	2,372
Purchased services	2,009	1,787	211	1,859
Depreciation and amortization	1,807	1,531	192	1,534
Equipment rents	779	670	97	777
Materials and other	808	652	1	640
Total operating expenses	13,958	10,871	1,269	10,640
Operating income	5,271	3,964	499	3,208
Interest expense	73	72	16	124
Interest income, related parties	(32)	(15)	(1)	(3)
Other expense, net	10	8	2	6
Income before income taxes	5,220	3,899	482	3,081
Income tax expense	1,947	1,517	200	1,067
Net income	\$ 3,273	\$ 2,382	\$ 282	\$ 2,014

See accompanying Notes to Consolidated Financial Statements.

**BNSF Railway Company and Subsidiaries**
***Consolidated Balance Sheets***

In millions

	Successor	
	December 31, 2011	December 31, 2010
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 293	\$ 10
Accounts receivable, net	1,265	1,031
Materials and supplies	739	652
Current portion of deferred income taxes	295	309
Other current assets	190	272
Total current assets	2,782	2,274
Property and equipment, net of accumulated depreciation of \$1,056 and \$659, respectively	48,033	45,473
Goodwill	14,803	14,803
Intangible assets, net	1,420	1,732
Other assets	1,949	2,574
Total assets	\$ 68,987	\$ 66,856
<b>Liabilities and Stockholder's Equity</b>		
Current liabilities:		
Accounts payable and other current liabilities	\$ 3,093	\$ 2,831
Long-term debt due within one year	226	299
Total current liabilities	3,319	3,130
Deferred income taxes	15,847	14,553
Long-term debt	1,845	2,096
Intangible liabilities, net	1,496	1,790
Casualty and environmental liabilities	905	938
Pension and retiree health and welfare liability	769	490
Other liabilities	998	849
Total liabilities	25,179	23,846
Commitments and contingencies (see Notes 5, 12 and 13)		
Stockholder's equity:		
Common stock, \$1 par value, 1,000 shares authorized; issued and outstanding and paid-in-capital	42,920	42,920
Retained earnings	5,655	2,382
Intercompany notes receivable	(4,564)	(2,319)
Accumulated other comprehensive (loss) income	(203)	27
Total stockholder's equity	43,808	43,010
Total liabilities and stockholder's equity	\$ 68,987	\$ 66,856

See accompanying Notes to Consolidated Financial Statements.



**Marmon Utility LLC**  
**Affiliated Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
Installation of transmission cable	\$ <u>509,231</u>	\$ <u>-</u>
<b>Total</b>	\$ <u><u>509,231</u></u>	\$ <u><u>-</u></u>
Basis of pricing	(a)	N/A
Cost of service	(a)	N/A
The margin of charges over costs	(a)	N/A
Assets allocable to the services	(a)	N/A
The overall rate of return on assets	(a)	N/A

(a) Transactions with Marmon Utility LLC are provided to PacifiCorp in the normal course of business, at standard pricing.

Marmon Utility LLC is not a public company, and its financial statements are not available.

**Graver Water Systems, LLC**  
**Affiliated Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
Equipment parts	\$ <u>5,716</u>	\$ <u>-</u>
<b>Total</b>	\$ <u><u>5,716</u></u>	\$ <u><u>-</u></u>
Basis of pricing	(a)	N/A
Cost of service	(a)	N/A
The margin of charges over costs	(a)	N/A
Assets allocable to the services	(a)	N/A
The overall rate of return on assets	(a)	N/A

(a) Transactions with Graver Water Systems, LLC are provided to PacifiCorp in the normal course of business, at standard pricing.

Graver Water Systems, LLC is not a public company, and its financial statements are not available.

**Marmon/Keystone Corporation**  
**Affiliated Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
Materials	\$ <u>591</u>	\$ <u>-</u>
<b>Total</b>	\$ <u>591</u>	\$ <u>-</u>
Basis of pricing	(a)	N/A
Cost of service	(a)	N/A
The margin of charges over costs	(a)	N/A
Assets allocable to the services	(a)	N/A
The overall rate of return on assets	(a)	N/A

(a) Transactions with Marmon/Keystone Corporation are provided to PacifiCorp in the normal course of business, at standard pricing.

Marmon/Keystone Corporation is not a public company, and its financial statements are not available.

**Penn Machine Company LLC**  
**Affiliated Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
Equipment parts	\$ <u>53</u>	\$ <u>-</u>
<b>Total</b>	\$ <u><u>53</u></u>	\$ <u><u>-</u></u>
Basis of pricing	(a)	N/A
Cost of service	(a)	N/A
The margin of charges over costs	(a)	N/A
Assets allocable to the services	(a)	N/A
The overall rate of return on assets	(a)	N/A

(a) Transactions with Penn Machine Company LLC are provided to PacifiCorp in the normal course of business, at standard pricing.

Penn Machine Company LLC is not a public company, and its financial statements are not available.

# Wells Fargo & Company

## Affiliated Transactions

### For the Year Ended December 31, 2011

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
Natural gas swaps <sup>(a)</sup>	\$ 45,453,465	\$ -
Natural gas futures charting and consulting services	6,000	-
Banking fees	2,309,566	-
Interest earned <sup>(b)</sup>	<u>(20,283)</u>	<u>-</u>
<b>Total</b>	<b><u>\$ 47,748,748</u></b>	<b><u>\$ -</u></b>
Basis of pricing	(c)	N/A
Cost of service	(c)	N/A
The margin of charges over costs	(c)	N/A
Assets allocable to the services	(c)	N/A
The overall rate of return on assets	(c)	N/A

(a) Represents the financial impact realized on natural gas swaps during the year ended December 31, 2011. In conjunction with these swap arrangements, PacifiCorp had no collateral at Wells Fargo at December 31, 2011. Please refer to further discussion below.

(b) Represents interest earned on collateral posted during the year ended December 31, 2011 in conjunction with the natural gas swaps discussed in (a) above.

(c) Wells Fargo & Company provides financial services to PacifiCorp in the normal course of business at standard pricing.

The costs incurred with Wells Fargo & Company for the natural gas swaps included above are only one component of PacifiCorp's overall risk management process, which is designed to identify, assess, monitor, report, manage and mitigate each of the various types of risk involved in PacifiCorp's business, including commodity risk. PacifiCorp manages certain risks, including price risk, relating to its supply of electricity and fuel requirements by entering into various contracts, which may be derivatives, including forwards, futures, options, swaps and other agreements. PacifiCorp's energy costs are subject to numerous operational and economic factors such as planned and unplanned outages; fuel commodity prices; fuel transportation costs; weather; environmental considerations; transmission constraints; and wholesale market prices of electricity. For further information regarding PacifiCorp's risk management process and hedging activities, including its use of commodity derivative contracts, please refer to PacifiCorp's Annual Report on Form 10-K for the year ended December 31, 2011.

Excluded from the table are medical claims administration fees charged by Wells Fargo Third Party Administrators, Inc. to Energy West in the amount of \$267,029.

For further information on the following financial statements, refer to Wells Fargo & Company's Form 10-K for the year ended December 31, 2011 (File No. 001-2979) at [www.sec.gov](http://www.sec.gov).

# Financial Statements

## Wells Fargo & Company and Subsidiaries

### Consolidated Statement of Income

(in millions, except per share amounts)	Year ended December 31,		
	2011	2010	2009
<b>Interest income</b>			
Trading assets	\$ 1,440	1,098	918
Securities available for sale	8,475	9,666	11,319
Mortgages held for sale	1,644	1,736	1,930
Loans held for sale	58	101	183
Loans	37,247	39,760	41,589
Other interest income	548	435	335
Total interest income	49,412	52,796	56,274
<b>Interest expense</b>			
Deposits	2,275	2,832	3,774
Short-term borrowings	80	92	222
Long-term debt	3,978	4,888	5,782
Other interest expense	316	227	172
Total interest expense	6,649	8,039	9,950
<b>Net interest income</b>	42,763	44,757	46,324
Provision for credit losses	7,899	15,753	21,668
Net interest income after provision for credit losses	34,864	29,004	24,656
<b>Noninterest income</b>			
Service charges on deposit accounts	4,280	4,916	5,741
Trust and investment fees	11,304	10,934	9,735
Card fees	3,653	3,652	3,683
Other fees	4,193	3,990	3,804
Mortgage banking	7,832	9,737	12,028
Insurance	1,960	2,126	2,126
Net gains from trading activities	1,014	1,648	2,674
Net gains (losses) on debt securities available for sale (1)	54	(324)	(127)
Net gains from equity investments (2)	1,482	779	185
Operating leases	524	815	685
Other	1,889	2,180	1,828
Total noninterest income	38,185	40,453	42,362
<b>Noninterest expense</b>			
Salaries	14,462	13,869	13,757
Commission and incentive compensation	8,857	8,692	8,021
Employee benefits	4,348	4,651	4,689
Equipment	2,283	2,636	2,506
Net occupancy	3,011	3,030	3,127
Core deposit and other intangibles	1,880	2,199	2,577
FDIC and other deposit assessments	1,266	1,197	1,849
Other	13,286	14,182	12,494
Total noninterest expense	49,393	50,456	49,020
<b>Income before income tax expense</b>	23,656	19,001	17,998
Income tax expense	7,445	6,338	5,331
<b>Net income before noncontrolling interests</b>	16,211	12,663	12,667
Less: Net income from noncontrolling interests	342	301	392
<b>Wells Fargo net income</b>	\$ 15,869	12,362	12,275
Less: Preferred stock dividends and other	844	730	4,285
<b>Wells Fargo net income applicable to common stock</b>	\$ 15,025	11,632	7,990
<b>Per share information</b>			
Earnings per common share	\$ 2.85	2.23	1.76
Diluted earnings per common share	2.82	2.21	1.75
Dividends declared per common share	0.48	0.20	0.49
Average common shares outstanding	5,278.1	5,226.8	4,545.2
Diluted average common shares outstanding	5,323.4	5,263.1	4,562.7

(1) Total other-than-temporary impairment (OTTI) losses (gains) were \$349 million, \$500 million and \$2,352 million for the year ended December 31, 2011, 2010 and 2009, respectively. Of total OTTI, \$423 million, \$672 million and \$1,012 million were recognized in earnings, and \$(74) million, \$(172) million and \$1,340 million were recognized as non-credit related OTTI in other comprehensive income for the year ended December 31, 2011, 2010 and 2009, respectively.

(2) Includes OTTI losses of \$288 million, \$268 million and \$655 million for the year ended December 31, 2011, 2010 and 2009, respectively.

The accompanying notes are an integral part of these statements.

**Wells Fargo & Company and Subsidiaries**  
**Consolidated Balance Sheet**

	December 31,	
(in millions, except shares)	2011	2010
<b>Assets</b>		
Cash and due from banks	\$ 19,440	16,044
Federal funds sold, securities purchased under resale agreements and other short-term investments	44,367	80,637
Trading assets	77,814	51,414
Securities available for sale	222,613	172,654
Mortgages held for sale (includes \$44,791 and \$47,531 carried at fair value)	48,357	51,763
Loans held for sale (includes \$1,176 and \$873 carried at fair value)	1,338	1,290
Loans (includes \$5,916 and \$309 carried at fair value)	769,631	757,267
Allowance for loan losses	(19,372)	(23,022)
Net loans	750,259	734,245
Mortgage servicing rights:		
Measured at fair value	12,603	14,467
Amortized	1,408	1,419
Premises and equipment, net	9,531	9,644
Goodwill	25,115	24,770
Other assets	101,022	99,781
Total assets (1)	\$ 1,313,867	1,258,128
<b>Liabilities</b>		
Noninterest-bearing deposits	\$ 244,003	191,256
Interest-bearing deposits	676,067	656,686
Total deposits	920,070	847,942
Short-term borrowings	49,091	55,401
Accrued expenses and other liabilities	77,665	69,913
Long-term debt (includes \$0 and \$306 carried at fair value)	125,354	156,983
Total liabilities (2)	1,172,180	1,130,239
<b>Equity</b>		
Wells Fargo stockholders' equity:		
Preferred stock	11,431	8,689
Common stock – \$1-2/3 par value, authorized 9,000,000,000 shares;		
issued 5,358,522,061 shares and 5,272,414,622 shares	8,931	8,787
Additional paid-in capital	55,957	53,426
Retained earnings	64,385	51,918
Cumulative other comprehensive income	3,207	4,738
Treasury stock – 95,910,425 shares and 10,131,394 shares	(2,744)	(487)
Unearned ESOP shares	(926)	(663)
Total Wells Fargo stockholders' equity	140,241	126,408
Noncontrolling interests	1,446	1,481
Total equity	141,687	127,889
Total liabilities and equity	\$ 1,313,867	1,258,128

(1) Our consolidated assets at December 31, 2011 and at December 31, 2010, include the following assets of certain variable interest entities (VIEs) that can only be used to settle the liabilities of those VIEs: Cash and due from banks, \$321 million and \$200 million; Trading assets, \$293 million and \$143 million; Securities available for sale, \$3.3 billion and \$2.2 billion; Mortgages held for sale, \$444 million and \$634 million; Net loans, \$12.0 billion and \$16.7 billion; Other assets, \$1.9 billion and \$2.1 billion; and Total assets, \$18.2 billion and \$21.9 billion.

(2) Our consolidated liabilities at December 31, 2011 and at December 31, 2010, include the following VIE liabilities for which the VIE creditors do not have recourse to Wells Fargo: Short-term borrowings, \$24 million and \$7 million; Accrued expenses and other liabilities, \$175 million and \$98 million; Long-term debt, \$4.9 billion and \$8.3 billion; and Total liabilities, \$5.1 billion and \$8.4 billion.

The accompanying notes are an integral part of these statements.

**Cable ONE**  
**Affiliated Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
Cable re-routing services	\$ <u>2,126</u>	\$ <u>-</u>
<b>Total</b>	\$ <u>2,126</u>	\$ <u>-</u>
Basis of pricing	(a)	N/A
Cost of service	(a)	N/A
The margin of charges over costs	(a)	N/A
Assets allocable to the services	(a)	N/A
The overall rate of return on assets	(a)	N/A

(a) Cable ONE provides goods and services to PacifiCorp in the normal course of business at standard pricing.

Cable ONE is not a public company, and its financial statements are not available.



**The Hartford Steam Boiler Inspection and Insurance Company**  
**Affiliated Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
Transformer oil and gas analysis	\$ 24,978	\$ -
<b>Total</b>	<u>\$ 24,978</u>	<u>\$ -</u>
Basis of pricing	(a)	N/A
Cost of service	(a)	N/A
The margin of charges over costs	(a)	N/A
Assets allocable to the services	(a)	N/A
The overall rate of return on assets	(a)	N/A

(a) The Hartford Steam Boiler Inspection and Insurance Company provides services to PacifiCorp in the normal course of business at standard pricing.

The Hartford Steam Boiler Inspection and Insurance Company is not a public company, and its financial statements are not available.

**Moody's Investors Service**  
**Affiliated Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
Rating agency fees	\$ 306,137	\$ -
<b>Total</b>	<u>\$ 306,137</u>	<u>\$ -</u>
Basis of pricing	(a)	N/A
Cost of service	(a)	N/A
The margin of charges over costs	(a)	N/A
Assets allocable to the services	(a)	N/A
The overall rate of return on assets	(a)	N/A

(a) Moody's Investors Service provides services to PacifiCorp in the normal course of business at standard pricing.

Moody's Investors Service is not a public company, and its financial statements are not available. The financial statements of its parent company, Moody's Corporation, are included. For further information on the following financial statements, refer to Moody's Corporation's Form 10-K for the year ended December 31, 2011 (File No. 1-14037) at [www.sec.gov](http://www.sec.gov).

MOODY'S CORPORATION  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(AMOUNTS IN MILLIONS, EXCEPT PER SHARE DATA)

	Year Ended December 31,		
	2011	2010	2009
<b>Revenue</b>	<b>\$ 2,280.7</b>	<b>\$ 2,032.0</b>	<b>\$ 1,797.2</b>
<b>Expenses</b>			
Operating	683.5	604.8	532.4
Selling, general and administrative	629.6	588.0	495.7
Restructuring	—	0.1	17.5
Depreciation and amortization	79.2	66.3	64.1
Total expenses	1,392.3	1,259.2	1,109.7
<b>Operating income</b>	<b>888.4</b>	<b>772.8</b>	<b>687.5</b>
Interest income (expense), net	(62.1)	(52.5)	(33.4)
Other non-operating income (expense), net	13.5	(5.9)	(7.9)
Non-operating income (expense), net	(48.6)	(58.4)	(41.3)
<b>Income before provision for income taxes</b>	<b>839.8</b>	<b>714.4</b>	<b>646.2</b>
Provision for income taxes	261.8	201.0	239.1
<b>Net income</b>	<b>578.0</b>	<b>513.4</b>	<b>407.1</b>
Less: Net income attributable to noncontrolling interests	6.6	5.6	5.1
<b>Net income attributable to Moody's</b>	<b>\$ 571.4</b>	<b>\$ 507.8</b>	<b>\$ 402.0</b>
<b>Earnings per share</b>			
Basic	\$ 2.52	\$ 2.16	\$ 1.70
Diluted	\$ 2.49	\$ 2.15	\$ 1.69
<b>Weighted average shares outstanding</b>			
Basic	226.3	235.0	236.1
Diluted	229.4	236.6	237.8

The accompanying notes are an integral part of the consolidated financial statements.

MOODY'S CORPORATION  
**CONSOLIDATED BALANCE SHEETS**  
(AMOUNTS IN MILLIONS, EXCEPT SHARE AND PER SHARE DATA)

	December 31,	
	2011	2010
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 760.0	\$ 659.6
Short-term investments	14.8	12.7
Accounts receivable, net of allowances of \$28.0 in 2011 and \$33.0 in 2010	489.8	497.5
Deferred tax assets, net	82.2	45.3
Other current assets	77.6	127.9
Total current assets	1,424.4	1,343.0
Property and equipment, net	326.8	319.3
Goodwill	642.9	465.5
Intangible assets, net	253.6	168.8
Deferred tax assets, net	146.4	187.9
Other assets	82.0	55.8
Total assets	\$ 2,876.1	\$ 2,540.3
<b>Liabilities, redeemable noncontrolling interest and shareholders' deficit</b>		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 452.3	\$ 414.4
Unrecognized tax benefits	90.0	—
Current portion of long-term debt	71.3	11.3
Deferred revenue	520.4	508.1
Total current liabilities	1,134.0	933.8
Non-current portion of deferred revenue	97.7	96.6
Long-term debt	1,172.5	1,228.3
Deferred tax liabilities, net	49.6	36.9
Unrecognized tax benefits	115.4	180.8
Other liabilities	404.8	362.3
Total liabilities	2,974.0	2,838.7
Contingencies (Note 18)		
Redeemable noncontrolling interest	60.5	—
Shareholders' deficit:		
Preferred stock, par value \$.01 per share; 10,000,000 shares authorized; no shares issued and outstanding	—	—
Series common stock, par value \$.01 per share; 10,000,000 shares authorized; no shares issued and outstanding	—	—
Common stock, par value \$.01 per share; 1,000,000,000 shares authorized; 342,902,272 shares issued at December 31, 2011 and December 31, 2010, respectively.	3.4	3.4
Capital surplus	394.5	391.5
Retained earnings	4,176.1	3,736.2
Treasury stock, at cost; 120,462,232 and 112,116,581 shares of common stock at December 31, 2011 and December 31, 2010, respectively	(4,635.5)	(4,407.3)
Accumulated other comprehensive loss	(107.5)	(33.4)
Total Moody's shareholders' deficit	(169.0)	(309.6)
Noncontrolling interests	10.6	11.2
Total shareholders' deficit	(158.4)	(298.4)
Total liabilities, redeemable noncontrolling interest and shareholders' deficit	\$ 2,876.1	\$ 2,540.3

The accompanying notes are an integral part of the consolidated financial statements.

**International Business Machines Corporation**  
**Affiliated Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services <sup>(a)</sup></u>	<u>PacifiCorp Provided Services</u>
Computer hardware and software and computer systems consulting and maintenance services	\$ 315,951	\$ -
<b>Total</b>	<u>\$ 315,951</u>	<u>\$ -</u>
Basis of pricing	(b)	N/A
Cost of service	(b)	N/A
The margin of charges over costs	(b)	N/A
Assets allocable to the services	(b)	N/A
The overall rate of return on assets	(b)	N/A

(a) During the fourth quarter of 2011, Berkshire Hathaway's ownership in IBM surpassed 5% of IBM's outstanding shares. As a result, IBM became a PacifiCorp affiliate in the fourth quarter of 2011. Accordingly, this report reflects transactions between PacifiCorp and IBM that occurred between October 1, 2011 and December 31, 2011.

(b) IBM provides services to PacifiCorp in the normal course of business at standard pricing.

For further information on the following financial statements, refer to International Business Machines Corporation's Form 10-K for the year ended December 31, 2011 (File No. 1-2360) at [www.sec.gov](http://www.sec.gov).

# Consolidated Statement of Earnings

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International Business Machines Corporation and Subsidiary Companies

(\$ in millions except per share amounts)

For the year ended December 31:	Notes	2011	2010	2009
<b>Revenue</b>				
Services		\$ 60,721	\$56,868	\$55,128
Sales		44,063	40,736	38,300
Financing		2,132	2,267	2,331
<b>Total revenue</b>		<b>106,916</b>	99,870	95,758
<b>Cost</b>				
Services		40,740	38,383	37,146
Sales		14,973	14,374	13,606
Financing		1,065	1,100	1,220
<b>Total cost</b>		<b>56,778</b>	53,857	51,973
<b>Gross profit</b>		<b>50,138</b>	46,014	43,785
<b>Expense and other income</b>				
Selling, general and administrative		23,594	21,837	20,952
Research, development and engineering	O	6,258	6,026	5,820
Intellectual property and custom development income		(1,108)	(1,154)	(1,177)
Other (income) and expense		(20)	(787)	(351)
Interest expense	D&J	411	368	402
<b>Total expense and other income</b>		<b>29,135</b>	26,291	25,647
<b>Income before income taxes</b>		<b>21,003</b>	19,723	18,138
Provision for income taxes	N	5,148	4,890	4,713
<b>Net income</b>		<b>\$ 15,855</b>	\$14,833	\$13,425
<b>Earnings per share of common stock</b>				
Assuming dilution	P	\$ 13.06	\$ 11.52	\$ 10.01
Basic	P	\$ 13.25	\$ 11.69	\$ 10.12
<b>Weighted-average number of common shares outstanding</b>				
Assuming dilution		1,213,767,985	1,287,355,388	1,341,352,754
Basic		1,196,951,006	1,268,789,202	1,327,157,410

Amounts may not add due to rounding.

The accompanying notes on pages 76 through 139 are an integral part of the financial statements.

# Consolidated Statement of Financial Position

International Business Machines Corporation and Subsidiary Companies

(\$ in millions except per share amounts)

At December 31:	Notes	2011	2010
<b>Assets</b>			
Current assets			
Cash and cash equivalents		\$ 11,922	\$ 10,661
Marketable securities	D	0	990
Notes and accounts receivable—trade (net of allowances of \$256 in 2011 and \$324 in 2010)		11,179	10,834
Short-term financing receivables (net of allowances of \$311 in 2011 and \$342 in 2010)	F	16,901	16,257
Other accounts receivable (net of allowances of \$11 in 2011 and \$10 in 2010)		1,481	1,134
Inventories	E	2,595	2,450
Deferred taxes	N	1,601	1,564
Prepaid expenses and other current assets		5,249	4,226
Total current assets		50,928	48,116
Property, plant and equipment	G	40,124	40,289
Less: Accumulated depreciation	G	26,241	26,193
Property, plant and equipment—net	G	13,883	14,096
Long-term financing receivables (net of allowances of \$38 in 2011 and \$58 in 2010)	F	10,776	10,548
Prepaid pension assets	S	2,843	3,068
Deferred taxes	N	3,503	3,220
Goodwill	I	26,213	25,136
Intangible assets—net	I	3,392	3,488
Investments and sundry assets	H	4,895	5,778
<b>Total assets</b>		<b>\$ 116,433</b>	<b>\$113,452</b>
<b>Liabilities and equity</b>			
Current liabilities			
Taxes	N	\$ 3,313	\$ 4,216
Short-term debt	D&J	8,463	6,778
Accounts payable		8,517	7,804
Compensation and benefits		5,099	5,028
Deferred income		12,197	11,580
Other accrued expenses and liabilities		4,535	5,156
Total current liabilities		42,123	40,562
Long-term debt	D&J	22,857	21,846
Retirement and nonpension postretirement benefit obligations	S	18,374	15,978
Deferred income		3,847	3,666
Other liabilities	K	8,996	8,226
<b>Total liabilities</b>		<b>96,197</b>	<b>90,279</b>
Contingencies and commitments	M		
Equity	L		
IBM stockholders' equity			
Common stock, par value \$.20 per share, and additional paid-in capital		48,129	45,418
Shares authorized: 4,687,500,000			
Shares issued (2011—2,182,469,838; 2010—2,161,800,054)			
Retained earnings		104,857	92,532
Treasury stock, at cost (shares: 2011—1,019,287,274; 2010—933,806,510)		(110,963)	(96,161)
Accumulated other comprehensive income/(loss)		(21,885)	(18,743)
Total IBM stockholders' equity		20,138	23,046
Noncontrolling interests	A	97	126
<b>Total equity</b>		<b>20,236</b>	<b>23,172</b>
<b>Total liabilities and equity</b>		<b>\$ 116,433</b>	<b>\$113,452</b>

Amounts may not add due to rounding.

The accompanying notes on pages 76 through 139 are an integral part of the financial statements.

**Symetra Life Insurance Company**  
**Affiliated Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
N/A	\$ -	\$ -
<b>Total</b>	<u>\$ -</u>	<u>\$ -</u>
Basis of pricing	(a)	N/A
Cost of service	(a)	N/A
The margin of charges over costs	(a)	N/A
Assets allocable to the services	(a)	N/A
The overall rate of return on assets	(a)	N/A

(a) Symetra Life Insurance Company provides services to Energy West Mining Company in the normal course of business at standard pricing.

Excluded from the table is premium expense for an excess loss insurance policy charged by Symetra Life Insurance Company to Energy West Mining Company in the amount of \$24,898.

Symetra Life Insurance Company is not a public company, and its financial statements are not available. The financial statements for its parent company, Symetra Financial Corporation, are included. For further information on the following financial statements, refer to Symetra Financial Corporation's Form 10-K for the year ended December 31, 2011 (File No. 001-33808) at [www.sec.gov](http://www.sec.gov).



**CONSOLIDATED BALANCE SHEETS**  
(In millions, except share and per share data)

	As of December 31,	
	2011	2010
<b>ASSETS</b>		
Investments:		
Available-for-sale securities:		
Fixed maturities, at fair value (amortized cost: \$21,061.4 and \$20,416.5, respectively) . . . . .	\$22,905.2	\$21,281.8
Marketable equity securities, at fair value (cost: \$52.4 and \$52.8, respectively) . . . . .	50.3	45.1
Trading securities:		
Marketable equity securities, at fair value (cost: \$365.4 and \$168.0, respectively) . . . . .	381.7	189.3
Mortgage loans, net . . . . .	2,517.6	1,713.0
Policy loans . . . . .	69.0	71.5
Investments in limited partnerships (includes \$27.8 and \$36.5 measured at fair value, respectively) . . . . .	226.9	186.9
Other invested assets . . . . .	21.0	12.6
Total investments . . . . .	26,171.7	23,500.2
Cash and cash equivalents . . . . .	242.3	274.6
Accrued investment income . . . . .	269.4	257.6
Accounts receivable and other receivables . . . . .	82.5	68.6
Reinsurance recoverables . . . . .	295.6	280.8
Deferred policy acquisition costs . . . . .	215.4	250.0
Goodwill . . . . .	30.4	28.4
Other assets . . . . .	109.6	95.0
Separate account assets . . . . .	795.8	881.7
Total assets . . . . .	\$28,212.7	\$25,636.9
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Funds held under deposit contracts . . . . .	\$22,449.5	\$20,953.3
Future policy benefits . . . . .	391.2	398.4
Policy and contract claims . . . . .	170.9	116.6
Unearned premiums . . . . .	12.3	12.2
Other policyholders' funds . . . . .	116.7	111.0
Notes payable . . . . .	449.2	449.0
Deferred income tax liabilities, net . . . . .	405.3	99.0
Other liabilities . . . . .	287.8	235.1
Separate account liabilities . . . . .	795.8	881.7
Total liabilities . . . . .	25,078.7	23,256.3
Commitments and contingencies (Note 14)		
Preferred stock, \$0.01 par value; 10,000,000 shares authorized; none issued . . . . .	—	—
Common stock, \$0.01 par value; 750,000,000 shares authorized; 118,637,379 issued and outstanding as of December 31, 2011; 118,216,470 issued and 118,215,701 outstanding as of December 31, 2010 . . . . .	1.2	1.2
Additional paid-in capital . . . . .	1,454.6	1,450.2
Retained earnings . . . . .	664.7	496.7
Accumulated other comprehensive income, net of taxes . . . . .	1,013.5	432.5
Total stockholders' equity . . . . .	3,134.0	2,380.6
Total liabilities and stockholders' equity . . . . .	\$28,212.7	\$25,636.9

See accompanying notes.

**CONSOLIDATED STATEMENTS OF INCOME**  
(In millions, except per share data)

	Years Ended December 31,		
	2011	2010	2009
Revenues:			
Premiums .....	\$ 540.5	\$ 473.0	\$ 470.1
Net investment income .....	1,270.9	1,199.4	1,113.6
Policy fees, contract charges, and other .....	180.7	166.3	159.9
Net realized investment gains (losses):			
Total other-than-temporary impairment losses on securities .....	(13.2)	(53.3)	(191.2)
Less: portion recognized in other comprehensive income .....	(0.9)	32.4	104.7
Net impairment losses recognized in earnings .....	(14.1)	(20.9)	(86.5)
Other net realized investment gains .....	21.1	60.7	57.2
Total net realized investment gains (losses) .....	7.0	39.8	(29.3)
Total revenues .....	1,999.1	1,878.5	1,714.3
Benefits and expenses:			
Policyholder benefits and claims .....	381.4	335.1	350.5
Interest credited .....	925.9	899.5	846.8
Other underwriting and operating expenses .....	296.1	256.7	252.7
Interest expense .....	32.1	31.9	31.8
Amortization of deferred policy acquisition costs .....	84.6	66.2	51.4
Total benefits and expenses .....	1,720.1	1,589.4	1,533.2
Income from operations before income taxes .....	279.0	289.1	181.1
Provision (benefit) for income taxes:			
Current .....	86.0	57.7	6.7
Deferred .....	(6.6)	30.5	46.1
Total provision for income taxes .....	79.4	88.2	52.8
Net income .....	\$ 199.6	\$ 200.9	\$ 128.3
Net income per common share:			
Basic .....	\$ 1.45	\$ 1.48	\$ 1.15
Diluted .....	\$ 1.45	\$ 1.48	\$ 1.15
Weighted-average number of common shares outstanding:			
Basic .....	137.491	135.609	111.622
Diluted .....	137.503	135.618	111.626
Cash dividends declared per common share .....	\$ 0.23	\$ 0.15	\$ —

See accompanying notes.

**MidAmerican Energy Holdings Company**  
**Affiliated Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
Affiliate services pursuant to the IASA	\$ 11,191,276	\$ -
Legal, resource and construction development, information technology support and other administrative support services	<u>-</u>	<u>319,378</u>
<b>Total</b>	<u><u>\$ 11,191,276</u></u>	<u><u>\$ 319,378</u></u>
Basis of pricing	(a)	(a)
Cost of service	(a)	(a)
The margin of charges over costs	None	None
Assets allocable to the services	None	None
The overall rate of return on assets	None	None

(a) Services were performed pursuant to the IASA. Direct charges are calculated as described in Article 4(a)(i) of the attached IASA. Refer to Section VII for discussion of amounts that were based on allocation factors. The amounts in the table above reflect the cost of the services.

Excluded from the table are convenience payments made to vendors by one entity on behalf of, and charged to, other entities within the MEHC group. During the year ended December 31, 2011, MEHC paid \$1,740,504 on behalf of PacifiCorp primarily for software license costs. Also excluded from the table are reimbursements by MEHC for payments made by PacifiCorp to its employees under a long-term incentive plan ("LTIP") maintained by MEHC and annual incentive payments associated with transferred employees. Amounts paid by PacifiCorp to fund the LTIP are included in the MEHC affiliate services above.

Also excluded from the table are services provided by MEHC to PacifiCorp Environmental Remediation Company in the amount of \$13,892.

For further information on the following financial statements, refer to MidAmerican Energy Holdings Company's Form 10-K for the year ended December 31, 2011 (File No. 001-14881) at [www.sec.gov](http://www.sec.gov).

**MIDAMERICAN ENERGY HOLDINGS COMPANY AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS** (Amounts in millions)

	As of December 31,	
	2011	2010
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 286	\$ 470
Trade receivables, net	1,270	1,225
Income taxes receivable	456	396
Inventories	690	585
Derivative contracts	38	131
Investments and restricted cash and investments	51	44
Other current assets	492	501
Total current assets	3,283	3,352
Property, plant and equipment, net	34,167	31,899
Goodwill	4,996	5,025
Investments and restricted cash and investments	1,948	2,469
Regulatory assets	2,835	2,433
Derivative contracts	9	13
Other assets	480	477
<b>Total assets</b>	<b>\$ 47,718</b>	<b>\$ 45,668</b>

The accompanying notes are an integral part of these consolidated financial statements.

**MIDAMERICAN ENERGY HOLDINGS COMPANY AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS (continued)**  
(Amounts in millions)

	<b>As of December 31,</b>	
	<b>2011</b>	<b>2010</b>
<b>LIABILITIES AND EQUITY</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 989	\$ 827
Accrued employee expenses	155	159
Accrued interest	326	341
Accrued property, income and other taxes	340	287
Derivative contracts	160	158
Short-term debt	865	320
Current portion of long-term debt	1,198	1,286
Other current liabilities	514	450
Total current liabilities	<u>4,547</u>	<u>3,828</u>
Regulatory liabilities	1,663	1,638
Derivative contracts	176	458
MEHC senior debt	4,621	5,371
MEHC subordinated debt	—	172
Subsidiary debt	13,253	12,662
Deferred income taxes	7,076	6,298
Other long-term liabilities	2,117	1,833
Total liabilities	<u>33,453</u>	<u>32,260</u>
Commitments and contingencies (Note 16)		
Equity:		
MEHC shareholders' equity:		
Common stock - 115 shares authorized, no par value, 75 shares issued and outstanding	—	—
Additional paid-in capital	5,423	5,427
Retained earnings	9,310	7,979
Accumulated other comprehensive loss, net	(641)	(174)
Total MEHC shareholders' equity	<u>14,092</u>	<u>13,232</u>
Noncontrolling interests	173	176
Total equity	<u>14,265</u>	<u>13,408</u>
<b>Total liabilities and equity</b>	<u><u>\$ 47,718</u></u>	<u><u>\$ 45,668</u></u>

The accompanying notes are an integral part of these consolidated financial statements.

**MIDAMERICAN ENERGY HOLDINGS COMPANY AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Amounts in millions)

	<b>Years Ended December 31,</b>		
	<b>2011</b>	<b>2010</b>	<b>2009</b>
<b>Operating revenue:</b>			
Energy	\$ 10,181	\$ 10,107	\$ 10,167
Real estate	992	1,020	1,037
Total operating revenue	11,173	11,127	11,204
<b>Operating costs and expenses:</b>			
Energy:			
Cost of sales	3,648	3,890	3,904
Operating expense	2,544	2,470	2,571
Depreciation and amortization	1,329	1,262	1,238
Real estate	968	1,003	1,026
Total operating costs and expenses	8,489	8,625	8,739
<b>Operating income</b>	<b>2,684</b>	<b>2,502</b>	<b>2,465</b>
<b>Other income (expense):</b>			
Interest expense	(1,196)	(1,225)	(1,275)
Capitalized interest	40	54	41
Interest and dividend income	14	24	38
Other, net	51	110	146
Total other income (expense)	(1,091)	(1,037)	(1,050)
<b>Income before income tax expense and equity income</b>	<b>1,593</b>	<b>1,465</b>	<b>1,415</b>
Income tax expense	294	198	282
Equity income	53	43	55
<b>Net income</b>	<b>1,352</b>	<b>1,310</b>	<b>1,188</b>
Net income attributable to noncontrolling interests	21	72	31
<b>Net income attributable to MEHC</b>	<b>\$ 1,331</b>	<b>\$ 1,238</b>	<b>\$ 1,157</b>

The accompanying notes are an integral part of these consolidated financial statements.

**MHC Inc.**  
**Affiliated Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
Affiliate services pursuant to the IASA	\$ 730,726	\$ -
Charges over the cost cap – retained by MHC Inc. <sup>(a)</sup>	<u>(47,726)</u>	<u>-</u>
<b>Total</b>	<u>\$ 683,000</u>	<u>\$ -</u>
Basis of pricing	(b)	N/A
Cost of service	(b)	N/A
The margin of charges over costs	None	N/A
Assets allocable to the services	None	N/A
The overall rate of return on assets	None	N/A

(a) Refer to Section VII for discussion of the cap on charges from MEHC and subsidiaries, which expired March 20, 2011.

(b) Services were performed pursuant to the IASA. Direct charges are calculated as described in Article 4(a)(i) of the attached IASA. Refer to Section VII for discussion of amounts that were based on allocation factors. The amounts in the table above reflect the cost of the services.

For further information on the following financial statements, refer to MidAmerican Funding LLC's Form 10-K for the year ended December 31, 2011 (File No. 333-90553) at [www.sec.gov](http://www.sec.gov).

**MHC INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(Amounts in millions)

	As of December 31,	
	2011	2010
<b>ASSETS</b>		
Utility plant, net:		
Electric	\$ 10,587	\$ 9,403
Gas	1,255	1,214
Gross utility plant in service	11,842	10,617
Accumulated depreciation and amortization	(4,120)	(3,849)
Utility plant in service, net	7,722	6,768
Construction work in progress	173	151
Total utility plant, net	7,895	6,919
Current assets:		
Cash and cash equivalents	1	203
Receivables, net	374	383
Income tax receivables	270	51
Inventories	201	159
Other	58	60
Total current assets	904	856
Other assets:		
Receivable from affiliate	235	17
Investments and nonregulated property, net	528	516
Goodwill	1,270	1,270
Regulatory assets	831	578
Other	175	168
Total other assets	3,039	2,549
<b>Total assets</b>	<b>\$ 11,838</b>	<b>\$ 10,324</b>
<b>CAPITALIZATION AND LIABILITIES</b>		
Capitalization:		
MHC common shareholder's equity	\$ 4,538	\$ 4,225
Noncontrolling interests	28	28
Long-term debt	3,115	2,865
Total capitalization	7,681	7,118
Current liabilities:		
Note payable to affiliate	231	14
Accounts payable	314	250
Taxes accrued	107	103
Interest accrued	34	44
Other	120	114
Total current liabilities	806	525
Other liabilities:		
Deferred income taxes	1,918	1,370
Asset retirement obligations	293	216
Regulatory liabilities	719	721
Other	421	374
Total other liabilities	3,351	2,681
<b>Total capitalization and liabilities</b>	<b>\$ 11,838</b>	<b>\$ 10,324</b>

The accompanying notes are an integral part of these consolidated financial statements.



**MHC INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Amounts in millions)

	Years Ended December 31,		
	2011	2010	2009
<b>Operating revenue:</b>			
Regulated electric	\$ 1,662	\$ 1,779	\$ 1,715
Regulated gas	769	852	857
Nonregulated	1,072	1,184	1,127
Total operating revenue	3,503	3,815	3,699
<b>Operating costs and expenses:</b>			
Regulated:			
Cost of fuel, energy and capacity	491	566	522
Cost of gas sold	519	602	611
Other operating expenses	413	421	417
Maintenance	197	204	183
Depreciation and amortization	336	344	335
Property and other taxes	115	112	105
Total regulated operating costs and expenses	2,071	2,249	2,173
Nonregulated:			
Cost of sales	972	1,076	1,026
Other	32	30	31
Total nonregulated operating costs and expenses	1,004	1,106	1,057
Total operating expenses	3,075	3,355	3,230
<b>Operating income</b>	428	460	469
<b>Non-operating income:</b>			
Interest and dividend income	1	1	—
Allowance for equity funds	16	4	—
Other, net	10	4	12
Total non-operating income	27	9	12
<b>Fixed charges:</b>			
Interest on long-term debt	157	155	155
Other interest expense	2	1	4
Allowance for borrowed funds	(7)	(2)	(1)
Total fixed charges	152	154	158
<b>Income before income tax benefit</b>	303	315	323
Income tax benefit	(16)	(46)	(27)
<b>Net income</b>	319	361	350
Net income attributable to noncontrolling interests	1	—	1
<b>Net income attributable to MHC</b>	<u>\$ 318</u>	<u>\$ 361</u>	<u>\$ 349</u>

The accompanying notes are an integral part of these consolidated financial statements.

**MidAmerican Energy Company**  
**Affiliated Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services <sup>(a)</sup></u>	<u>PacifiCorp Provided Services</u>
Affiliate services pursuant to the IASA	\$ 3,717,182	\$ -
Charges over the cost cap – retained by MEC <sup>(b)</sup>	(15,097)	
Information technology support, insurance and risk management services and other administrative support services	<u>-</u>	<u>862,267</u>
<b>Total</b>	<u><u>\$ 3,702,085</u></u>	<u><u>\$ 862,267</u></u>
Basis of pricing	(c)	(c)
Cost of service	(c)	(c)
The margin of charges over costs	None	None
Assets allocable to the services	None	None
The overall rate of return on assets	None	None

(a) PacifiCorp received services includes \$427,055 of charges that were capitalized and \$32,085 of amounts that were ultimately reimbursed by joint owners of PacifiCorp's generating facilities.

(b) Refer to Section VII for discussion of the cap on charges from MEHC and subsidiaries, which expired March 20, 2011.

(c) Services were performed pursuant to the IASA. Direct charges are calculated as described in Article 4(a)(i) of the attached IASA. Refer to Section VII for discussion of amounts that were based on allocation factors. The amounts in the table above reflect the cost of the services.

Excluded from the table above are convenience payments made to vendors by one entity on behalf of, and charged to, the other. During the year ended December 31, 2011, MEC paid \$359,713 on behalf of PacifiCorp primarily for software license costs.

Also, excluded from the table are services provided by MEC to PacifiCorp Foundation in the amount of \$580, Energy West Mining Company in the amount of \$55,053, Interwest Mining Company in the amount of \$29,435 and Bridger Coal Company in the amount of \$68,549.

For further information on the following financial statements, refer to MidAmerican Energy Company's Form 10-K for the year ended December 31, 2011 (File No. 333-15387) at [www.sec.gov](http://www.sec.gov).

**MIDAMERICAN ENERGY COMPANY AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(Amounts in millions)

	<b>As of December 31,</b>	
	<b>2011</b>	<b>2010</b>
<b>ASSETS</b>		
Utility plant, net:		
Electric	\$ 10,587	\$ 9,403
Gas	1,255	1,214
Gross utility plant in service	11,842	10,617
Accumulated depreciation and amortization	(4,120)	(3,849)
Utility plant in service, net	7,722	6,768
Construction work in progress	173	151
Total utility plant, net	7,895	6,919
Current assets:		
Cash and cash equivalents	1	203
Receivables, net	373	383
Income tax receivables	272	51
Inventories	201	159
Other	57	59
Total current assets	904	855
Other assets:		
Investments and nonregulated property, net	503	490
Regulatory assets	831	578
Other	177	168
Total other assets	1,511	1,236
<b>Total assets</b>	<b>\$ 10,310</b>	<b>\$ 9,010</b>
<b>CAPITALIZATION AND LIABILITIES</b>		
Capitalization:		
MidAmerican Energy common shareholder's equity	\$ 3,244	\$ 2,931
Preferred securities	27	27
Noncontrolling interests	1	1
Long-term debt	3,115	2,865
Total capitalization	6,387	5,824
Current liabilities:		
Accounts payable	313	250
Taxes accrued	107	103
Interest accrued	34	44
Other	119	114
Total current liabilities	573	511
Other liabilities:		
Deferred income taxes	1,918	1,368
Asset retirement obligations	293	216
Regulatory liabilities	719	721
Other	420	370
Total other liabilities	3,350	2,675
<b>Total capitalization and liabilities</b>	<b>\$ 10,310</b>	<b>\$ 9,010</b>

The accompanying notes are an integral part of these consolidated financial statements.

**MIDAMERICAN ENERGY COMPANY AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Amounts in millions)

	Years Ended December 31,		
	2011	2010	2009
<b>Operating revenue:</b>			
Regulated electric	\$ 1,662	\$ 1,779	\$ 1,715
Regulated gas	769	852	857
Nonregulated	1,070	1,179	1,121
Total operating revenue	3,501	3,810	3,693
<b>Operating costs and expenses:</b>			
Regulated:			
Cost of fuel, energy and capacity	491	566	522
Cost of gas sold	519	602	611
Other operating expenses	413	421	417
Maintenance	197	204	183
Depreciation and amortization	336	344	335
Property and other taxes	115	112	105
Total regulated operating costs and expenses	2,071	2,249	2,173
Nonregulated:			
Cost of sales	972	1,076	1,025
Other	29	26	27
Total nonregulated operating costs and expenses	1,001	1,102	1,052
Total operating costs and expenses	3,072	3,351	3,225
<b>Operating income</b>	429	459	468
<b>Non-operating income:</b>			
Interest income	1	1	—
Allowance for equity funds	16	4	—
Other, net	7	(2)	12
Total non-operating income	24	3	12
<b>Fixed charges:</b>			
Interest on long-term debt	157	155	155
Other interest expense	1	1	3
Allowance for borrowed funds	(7)	(2)	(1)
Total fixed charges	151	154	157
<b>Income before income tax benefit</b>	302	308	323
Income tax benefit	(17)	(49)	(27)
<b>Net income</b>	319	357	350
Preferred dividends	1	—	1
<b>Earnings on common stock</b>	\$ 318	\$ 357	\$ 349

The accompanying notes are an integral part of these consolidated financial statements.

**HomeServices of America, Inc.**  
**Affiliated Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
Relocation services	\$ 2,490,590	\$ -
Information technology support, insurance and risk management and other administrative support services	<u>-</u>	<u>147,116</u>
<b>Total</b>	<u><u>\$ 2,490,590</u></u>	<u><u>\$ 147,116</u></u>
Basis of pricing	(a)	(b)
Cost of service	(a)	(b)
The margin of charges over costs	(a)	None
Assets allocable to the services	(a)	None
The overall rate of return on assets	(a)	None

(a) HomeServices of America, Inc. charges PacifiCorp a flat fee per relocation for its services, plus the actual costs of services procured from its vendors and service providers.

(b) Services were performed pursuant to the IASA. Direct charges are calculated as described in Article 4(a)(i) of the attached IASA. Refer to Section VII for discussion of amounts that were based on allocation factors. The amount in the table above reflects the cost of the services.

The HomeServices of America, Inc. financial statements are confidential and provided under separate cover.

**Kern River Gas Transmission Company**  
**Affiliated Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>		<u>PacifiCorp Provided Services</u>	
Natural gas transportation services <sup>(b)</sup>	\$	3,212,163	\$	-
Affiliate services pursuant to the IASA <sup>(a) (c)</sup>		150,711		-
Information technology support, corporate aircraft, insurance and risk management and other administrative support services <sup>(c)</sup>		-		168,331
Temporary easement <sup>(d)</sup>		-		11,057
<b>Total</b>	<b>\$</b>	<b><u>3,362,874</u></b>	<b>\$</b>	<b><u>179,388</u></b>
Basis of pricing	(b)	(c)	(c)	(d)
Cost of service	(b)	(c)	(c)	(d)
The margin of charges over costs	(b)	None	None	(d)
Assets allocable to the services	(b)	None	None	(d)
The overall rate of return on assets	(b)	None	None	(d)

(a) PacifiCorp received services includes \$9,529 of charges that were capitalized.

(b) Natural gas transportation services are priced at tariffs established by the FERC.

(c) Services were performed pursuant to the IASA. Direct charges are calculated as described in Article 4(a)(i) of the attached IASA. Refer to Section VII for discussion of amounts that were based on allocation factors. The amounts in the table above reflect the cost of the services.

(d) The temporary easement granted by PacifiCorp to Kern River Gas Transmission Company was priced based on common commercial real estate industry practices using 10% of the property's value.

Name of Respondent Kern River Gas Transmission Company		This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission		Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2011/Q4
Comparative Balance Sheet (Assets and Other Debits)					
Line No.	Title of Account  (a)	Reference Page Number  (b)	Current Year End of Quarter/Year Balance (c)	Prior Year End Balance 12/31 (d)	
1	<b>UTILITY PLANT</b>				
2	Utility Plant (101-106, 114)	200-201	2,749,393,310	2,418,392,512	
3	Construction Work in Progress (107)	200-201	13,659,977	146,591,211	
4	TOTAL Utility Plant (Total of lines 2 and 3)	200-201	2,763,053,287	2,564,983,723	
5	(Less) Accum. Provision for Depr., Amort., Depl. (108, 111, 115)		910,117,587	856,935,002	
6	Net Utility Plant (Total of line 4 less 5)		1,852,935,700	1,708,048,721	
7	Nuclear Fuel (120.1 thru 120.4, and 120.6)		0	0	
8	(Less) Accum. Provision for Amort., of Nuclear Fuel Assemblies (120.5)		0	0	
9	Nuclear Fuel (Total of line 7 less 8)		0	0	
10	Net Utility Plant (Total of lines 6 and 9)		1,852,935,700	1,708,048,721	
11	Utility Plant Adjustments (116)	122	0	0	
12	Gas Stored-Base Gas (117.1)	220	0	0	
13	System Balancing Gas (117.2)	220	0	0	
14	Gas Stored in Reservoirs and Pipelines-Noncurrent (117.3)	220	0	0	
15	Gas Owed to System Gas (117.4)	220	0	0	
16	<b>OTHER PROPERTY AND INVESTMENTS</b>				
17	Nonutility Property (121)		0	0	
18	(Less) Accum. Provision for Depreciation and Amortization (122)		0	0	
19	Investments in Associated Companies (123)	222-223	0	0	
20	Investments in Subsidiary Companies (123.1)	224-225	0	0	
21	(For Cost of Account 123.1 See Footnote Page 224, line 40)				
22	Noncurrent Portion of Allowances		0	0	
23	Other Investments (124)	222-223	0	0	
24	Sinking Funds (125)		0	0	
25	Depreciation Fund (126)		0	0	
26	Amortization Fund - Federal (127)		0	0	
27	Other Special Funds (128)		22,801,653	11,858,066	
28	Long-Term Portion of Derivative Assets (175)		0	0	
29	Long-Term Portion of Derivative Assets - Hedges (176)		0	0	
30	TOTAL Other Property and Investments (Total of lines 17-20, 22-29)		22,801,653	11,858,066	
31	<b>CURRENT AND ACCRUED ASSETS</b>				
32	Cash (131)		23,657,946	0	
33	Special Deposits (132-134)		6,514,426	2,141,629	
34	Working Funds (135)		0	0	
35	Temporary Cash Investments (136)	222-223	0	13,035,975	
36	Notes Receivable (141)		0	0	
37	Customer Accounts Receivable (142)		33,467,567	31,203,058	
38	Other Accounts Receivable (143)		481,073	1,598,151	
39	(Less) Accum. Provision for Uncollectible Accounts - Credit (144)		0	47,323	
40	Notes Receivable from Associated Companies (145)		0	0	
41	Accounts Receivable from Associated Companies (146)		331,746	432,099	
42	Fuel Stock (151)		0	0	
43	Fuel Stock Expenses Undistributed (152)		0	0	







Name of Respondent Kern River Gas Transmission Company	This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2011/Q4
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**Comparative Balance Sheet (Liabilities and Other Credits)(continued)**

Line No.	Title of Account  (a)	Reference Page Number  (b)	Current Year End of Quarter/Year Balance	Prior Year End Balance 12/31 (d)
32	Long-Term Portion of Derivative Instrument Liabilities		0	0
33	Long-Term Portion of Derivative Instrument Liabilities - Hedges		0	0
34	Asset Retirement Obligations (230)		0	0
35	TOTAL Other Noncurrent Liabilities (Total of lines 26 thru 34)		1,101,481	0
36	<b>CURRENT AND ACCRUED LIABILITIES</b>			
37	Current Portion of Long-Term Debt		87,843,149	81,085,991
38	Notes Payable (231)		0	0
39	Accounts Payable (232)		8,147,494	6,233,738
40	Notes Payable to Associated Companies (233)		0	0
41	Accounts Payable to Associated Companies (234)		1,370,848	736,387
42	Customer Deposits (235)		22,554,101	9,473,547
43	Taxes Accrued (236)	262-263	8,023,700	5,403,908
44	Interest Accrued (237)		4,256,049	729,431
45	Dividends Declared (238)		0	0
46	Matured Long-Term Debt (239)		0	0
47	Matured Interest (240)		0	0
48	Tax Collections Payable (241)		155,354	112,607
49	Miscellaneous Current and Accrued Liabilities (242)	268	9,189,589	4,887,878
50	Obligations Under Capital Leases-Current (243)		0	0
51	Derivative Instrument Liabilities (244)		0	0
52	(Less) Long-Term Portion of Derivative Instrument Liabilities		0	0
53	Derivative Instrument Liabilities - Hedges (245)		0	0
54	(Less) Long-Term Portion of Derivative Instrument Liabilities - Hedges		0	0
55	TOTAL Current and Accrued Liabilities (Total of lines 37 thru 54)		141,540,284	108,663,487
56	<b>DEFERRED CREDITS</b>			
57	Customer Advances for Construction (252)		1,347,118	4,675
58	Accumulated Deferred Investment Tax Credits (255)		0	0
59	Deferred Gains from Disposition of Utility Plant (256)		0	0
60	Other Deferred Credits (253)	269	119	0
61	Other Regulatory Liabilities (254)	278	82,969,612	53,570,470
62	Unamortized Gain on Reacquired Debt (257)	260	0	0
63	Accumulated Deferred Income Taxes - Accelerated Amortization (281)		0	0
64	Accumulated Deferred Income Taxes - Other Property (282)		448,300,432	326,325,919
65	Accumulated Deferred Income Taxes - Other (283)		22,227,000	24,438,000
66	TOTAL Deferred Credits (Total of lines 57 thru 65)		554,844,281	404,339,064
67	TOTAL Liabilities and Other Credits (Total of lines 15,24,35,55,and 66)		2,193,029,208	1,926,404,549

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Name of Respondent Kern River Gas Transmission Company	This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of <u>2011/Q4</u>
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### Statement of Income

#### Quarterly

1. Enter in column (d) the balance for the reporting quarter and in column (e) the balance for the same three month period for the prior year.
2. Report in column (f) the quarter to date amounts for electric utility function; in column (h) the quarter to date amounts for gas utility, and in (j) the quarter to date amounts for other utility function for the current year quarter.
3. Report in column (g) the quarter to date amounts for electric utility function; in column (i) the quarter to date amounts for gas utility, and in (k) the quarter to date amounts for other utility function for the prior year quarter.
4. If additional columns are needed place them in a footnote.

#### Annual or Quarterly, if applicable

5. Do not report fourth quarter data in columns (e) and (f)
6. Report amounts for accounts 412 and 413, Revenues and Expenses from Utility Plant Leased to Others, in another utility column in a similar manner to a utility department. Spread the amount(s) over lines 2 thru 26 as appropriate. Include these amounts in columns (c) and (d) totals.
7. Report amounts in account 414, Other Utility Operating Income, in the same manner as accounts 412 and 413 above.
8. Report data for lines 8, 10 and 11 for Natural Gas companies using accounts 404.1, 404.2, 404.3, 407.1 and 407.2.
9. Use page 122 for important notes regarding the statement of income for any account thereof.
10. Give concise explanations concerning unsettled rate proceedings where a contingency exists such that refunds of a material amount may need to be made to the utility's customers or which may result in material refund to the utility with respect to power or gas purchases. State for each year effected the gross revenues or costs to which the contingency relates and the tax effects together with an explanation of the major factors which affect the rights of the utility to retain such revenues or recover amounts paid with respect to power or gas purchases.
11. Give concise explanations concerning significant amounts of any refunds made or received during the year resulting from settlement of any rate proceeding affecting revenues received or costs incurred for power or gas purchases, and a summary of the adjustments made to balance sheet, income, and expense accounts.
12. If any notes appearing in the report to stockholders are applicable to the Statement of Income, such notes may be included at page 122.
13. Enter on page 122 a concise explanation of only those changes in accounting methods made during the year which had an effect on net income, including the basis of allocations and apportionments from those used in the preceding year. Also, give the appropriate dollar effect of such changes.
14. Explain in a footnote if the previous year's/quarter's figures are different from that reported in prior reports.
15. If the columns are insufficient for reporting additional utility departments, supply the appropriate account titles report the information in a footnote to this schedule.

Line No.	Title of Account (a)	Reference Page Number (b)	Total Current Year to Date Balance for Quarter/Year (c)	Total Prior Year to Date Balance for Quarter/Year (d)	Current Three Months Ended Quarterly Only No Fourth Quarter (e)	Prior Three Months Ended Quarterly Only No Fourth Quarter (f)
1	UTILITY OPERATING INCOME					
2	Gas Operating Revenues (400)	300-301	364,869,095	357,322,140	0	0
3	Operating Expenses					
4	Operation Expenses (401)	317-325	32,532,096	32,060,815	0	0
5	Maintenance Expenses (402)	317-325	1,020,069	999,964	0	0
6	Depreciation Expense (403)	336-338	68,061,918	68,621,030	0	0
7	Depreciation Expense for Asset Retirement Costs (403.1)	336-338	0	0	0	0
8	Amortization and Depletion of Utility Plant (404-405)	336-338	1,815,288	1,791,522	0	0
9	Amortization of Utility Plant Acu. Adjustment (406)	336-338	0	0	0	0
10	Amort. of Prop. Losses, Unrecovered Plant and Reg. Study Costs (407.1)		0	0	0	0
11	Amortization of Conversion Expenses (407.2)		0	0	0	0
12	Regulatory Debits (407.3)		51,180,691	62,176,290	0	0
13	(Less) Regulatory Credits (407.4)		11,808,619	23,774,000	0	0
14	Taxes Other than Income Taxes (408.1)	262-263	15,663,905	16,463,204	0	0
15	Income Taxes-Federal (409.1)	262-263	43,956,400	28,160,629	0	0
16	Income Taxes-Other (409.1)	262-263	6,417,954	3,979,385	0	0
17	Provision of Deferred Income Taxes (410.1)	234-235	128,018,513	39,904,069	0	0
18	(Less) Provision for Deferred Income Taxes-Credit (411.1)	234-235	115,427,132	14,988,000	0	0
19	Investment Tax Credit Adjustment-Net (411.4)		0	0	0	0
20	(Less) Gains from Disposition of Utility Plant (411.6)		0	0	0	0
21	Losses from Disposition of Utility Plant (411.7)		0	0	0	0
22	(Less) Gains from Disposition of Allowances (411.8)		0	0	0	0
23	Losses from Disposition of Allowances (411.9)		0	0	0	0
24	Accretion Expense (411.10)		0	0	0	0
25	TOTAL Utility Operating Expenses (Total of lines 4 thru 24)		221,431,083	215,394,908	0	0
26	Net Utility Operating Income (Total of lines 2 less 25) (Carry forward to page 116, line 27)		143,438,012	141,927,232	0	0

Name of Respondent Kern River Gas Transmission Company		This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission		Date of Report (Mo, Da, Yr) / /		Year/Period of Report End of 2011/Q4	
Statement of Income(continued)							
Line No.	Title of Account (a)	Reference Page Number (b)	Total Current Year to Date Balance for Quarter/Year (c)	Total Prior Year to Date Balance for Quarter/Year (d)	Current Three Months Ended Quarterly Only No Fourth Quarter (e)	Prior Three Months Ended Quarterly Only No Fourth Quarter (f)	
27	Net Utility Operating Income (Carried forward from page 114)		143,438,012	141,927,232	0	0	
28	OTHER INCOME AND DEDUCTIONS						
29	Other Income						
30	Nonutility Operating Income						
31	Revenues form Merchandising, Jobbing and Contract Work (415)		0	0	0	0	
32	(Less) Costs and Expense of Merchandising, Job & Contract Work (416)		0	0	0	0	
33	Revenues from Nonutility Operations (417)		0	0	0	0	
34	(Less) Expenses of Nonutility Operations (417.1)		0	0	0	0	
35	Nonoperating Rental Income (418)		0	0	0	0	
36	Equity in Earnings of Subsidiary Companies (418.1)	119	0	0	0	0	
37	Interest and Dividend Income (419)		14,438	20,140	0	0	
38	Allowance for Other Funds Used During Construction (419.1)		8,639,627	3,324,776	0	0	
39	Miscellaneous Nonoperating Income (421)		2,311	75,353	0	0	
40	Gain on Disposition of Property (421.1)		0	0	0	0	
41	TOTAL Other Income (Total of lines 31 thru 40)		8,656,376	3,420,269	0	0	
42	Other Income Deductions						
43	Loss on Disposition of Property (421.2)		0	0	0	0	
44	Miscellaneous Amortization (425)		0	0	0	0	
45	Donations (426.1)	340	66,100	48,354	0	0	
46	Life Insurance (426.2)		0	0	0	0	
47	Penalties (426.3)		0	0	0	0	
48	Expenditures for Certain Civic, Political and Related Activities (426.4)		52,181	0	0	0	
49	Other Deductions (426.5)		6,903	( 1,500)	0	0	
50	TOTAL Other Income Deductions (Total of lines 43 thru 49)	340	125,184	46,854	0	0	
51	Taxes Applic. to Other Income and Deductions						
52	Taxes Other than Income Taxes (408.2)	262-263	0	0	0	0	
53	Income Taxes-Federal (409.2)	262-263	( 18,000)	16,000	0	0	
54	Income Taxes-Other (409.2)	262-263	( 2,000)	2,000	0	0	
55	Provision for Deferred Income Taxes (410.2)	234-235	3,298,000	1,261,000	0	0	
56	(Less) Provision for Deferred Income Taxes-Credit (411.2)	234-235	22,000	0	0	0	
57	Investment Tax Credit Adjustments-Net (411.5)		0	0	0	0	
58	(Less) Investment Tax Credits (420)		0	0	0	0	
59	TOTAL Taxes on Other Income and Deductions (Total of lines 52-58)		3,256,000	1,279,000	0	0	
60	Net Other Income and Deductions (Total of lines 41, 50, 59)		5,275,192	2,094,415	0	0	
61	INTEREST CHARGES						
62	Interest on Long-Term Debt (427)		41,654,980	46,038,356	0	0	
63	Amortization of Debt Disc. and Expense (428)	258-259	3,143,120	3,461,198	0	0	
64	Amortization of Loss on Reacquired Debt (428.1)		0	0	0	0	
65	(Less) Amortization of Premium on Debt-Credit (429)	258-259	0	0	0	0	
66	(Less) Amortization of Gain on Reacquired Debt-Credit (429.1)		0	0	0	0	
67	Interest on Debt to Associated Companies (430)	340	0	0	0	0	
68	Other Interest Expense (431)	340	954,910	1,135,783	0	0	
69	(Less) Allowance for Borrowed Funds Used During Construction-Credit (432)		5,255,458	2,765,982	0	0	
70	Net Interest Charges (Total of lines 62 thru 69)		40,497,552	47,869,355	0	0	
71	Income Before Extraordinary Items (Total of lines 27,60 and 70)		108,215,652	96,152,292	0	0	
72	EXTRAORDINARY ITEMS						
73	Extraordinary Income (434)		0	0	0	0	
74	(Less) Extraordinary Deductions (435)		0	0	0	0	
75	Net Extraordinary Items (Total of line 73 less line 74)		0	0	0	0	
76	Income Taxes-Federal and Other (409.3)	262-263	0	0	0	0	
77	Extraordinary Items after Taxes (Total of line 75 less line 76)		0	0	0	0	
78	Net Income (Total of lines 71 and 77)		108,215,652	96,152,292	0	0	

**MEHC Insurance Services Ltd.**  
**Affiliated Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services <sup>(a)</sup></u>	<u>PacifiCorp Provided Services</u>
Captive property insurance premiums expense	\$ 1,195,867	\$ -
Captive liability insurance premiums expense	<u>340,311</u>	<u>-</u>
<b>Total</b>	<u><u>\$ 1,536,178</u></u>	<u><u>\$ -</u></u>
Basis of pricing	(b)	N/A
Cost of service	(c)	N/A
The margin of charges over costs	(c)	N/A
Assets allocable to the services	None	N/A
The overall rate of return on assets	None	N/A

(a) PacifiCorp received services represent prepaid amounts amortized to expense during the year ended December 31, 2011. At December 31, 2011, PacifiCorp had claims receivable of \$5,536,560, reflecting \$8,945,768 of claims made and \$15,820,760 of payments received during the year ended December 31, 2011. The policy coverage period expired on March 20, 2011 and will not be renewed.

(b) Premium amounts were established based on a combination of actuarial assessments and market rates to cover loss claims, administrative expenses and appropriate reserves, but as a result of regulatory commitments were capped during the term of the insurance policy coverage period.

(c) Refer to financial statements.

The MEHC Insurance Services Ltd. financial statements are confidential and provided under separate cover.

**CalEnergy Generation Operating Company**  
**Affiliated Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
Legal, insurance and risk management, information technology support and other administrative support services	\$ -	\$ 133,593
<b>Total</b>	<u>\$ -</u>	<u>\$ 133,593</u>
Basis of pricing	N/A	(a)
Cost of service	N/A	(a)
The margin of charges over costs	N/A	None
Assets allocable to the services	N/A	None
The overall rate of return on assets	N/A	None

(a) Services were performed pursuant to the IASA. Direct charges are calculated as described in Article 4(a)(i) of the attached IASA. Refer to Section VII for discussion of amounts that were based on allocation factors. The amount in the table above reflects the cost of the services.

Refer to the financial statements of MEHC, the parent company of CalEnergy Generation Operating Company.



**Northern Natural Gas Company**  
**Affiliated Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
Information technology support, insurance and risk management and other administrative support services	\$ -	\$ 191,604
<b>Total</b>	<u>\$ -</u>	<u>\$ 191,604</u>
Basis of pricing	N/A	(a)
Cost of service	N/A	(a)
The margin of charges over costs	N/A	None
Assets allocable to the services	N/A	None
The overall rate of return on assets	N/A	None

(a) Services were performed pursuant to the IASA. Direct charges are calculated as described in Article 4(a)(i) of the attached IASA. Refer to Section VII for discussion of amounts that were based on allocation factors. The amount in the table above reflects the cost of the services.

Name of Respondent Northern Natural Gas Company		This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission		Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of <u>2011/Q4</u>
<b>Comparative Balance Sheet (Assets and Other Debits)</b>					
Line No.	Title of Account  (a)	Reference Page Number  (b)	Current Year End of Quarter/Year Balance (c)	Prior Year End Balance 12/31 (d)	
1	<b>UTILITY PLANT</b>				
2	Utility Plant (101-106, 114)	200-201	3,337,995,599	3,332,876,290	
3	Construction Work in Progress (107)	200-201	9,533,862	16,956,918	
4	TOTAL Utility Plant (Total of lines 2 and 3)	200-201	3,347,529,461	3,349,833,208	
5	(Less) Accum. Provision for Depr., Amort., Depl. (108, 111, 115)		1,192,560,023	1,231,104,888	
6	Net Utility Plant (Total of line 4 less 5)		2,154,969,438	2,118,728,320	
7	Nuclear Fuel (120.1 thru 120.4, and 120.6)		0	0	
8	(Less) Accum. Provision for Amort., of Nuclear Fuel Assemblies (120.5)		0	0	
9	Nuclear Fuel (Total of line 7 less 8)		0	0	
10	Net Utility Plant (Total of lines 6 and 9)		2,154,969,438	2,118,728,320	
11	Utility Plant Adjustments (116)	122	0	0	
12	Gas Stored-Base Gas (117.1)	220	27,903,863	27,903,863	
13	System Balancing Gas (117.2)	220	41,211,532	41,211,532	
14	Gas Stored in Reservoirs and Pipelines-Noncurrent (117.3)	220	0	0	
15	Gas Owed to System Gas (117.4)	220	( 207,581)	( 3,741,134)	
16	<b>OTHER PROPERTY AND INVESTMENTS</b>				
17	Nonutility Property (121)		0	0	
18	(Less) Accum. Provision for Depreciation and Amortization (122)		0	0	
19	Investments in Associated Companies (123)	222-223	0	0	
20	Investments in Subsidiary Companies (123.1)	224-225	0	0	
21	(For Cost of Account 123.1 See Footnote Page 224, line 40)				
22	Noncurrent Portion of Allowances		0	0	
23	Other Investments (124)	222-223	0	0	
24	Sinking Funds (125)		0	0	
25	Depreciation Fund (126)		0	0	
26	Amortization Fund - Federal (127)		0	0	
27	Other Special Funds (128)		28,831,292	22,161,688	
28	Long-Term Portion of Derivative Assets (175)		0	0	
29	Long-Term Portion of Derivative Assets - Hedges (176)		0	0	
30	TOTAL Other Property and Investments (Total of lines 17-20, 22-29)		28,831,292	22,161,688	
31	<b>CURRENT AND ACCRUED ASSETS</b>				
32	Cash (131)		10,890,758	( 2,748,858)	
33	Special Deposits (132-134)		2,090,720	2,433,653	
34	Working Funds (135)		24,534	24,650	
35	Temporary Cash Investments (136)	222-223	50,000,240	73,363,294	
36	Notes Receivable (141)		0	0	
37	Customer Accounts Receivable (142)		60,017,312	66,293,962	
38	Other Accounts Receivable (143)		3,313,926	320,639	
39	(Less) Accum. Provision for Uncollectible Accounts - Credit (144)		0	0	
40	Notes Receivable from Associated Companies (145)		230,000,000	150,000,000	
41	Accounts Receivable from Associated Companies (146)		7,429,914	7,472,725	
42	Fuel Stock (151)		0	0	
43	Fuel Stock Expenses Undistributed (152)		0	0	







Name of Respondent Northern Natural Gas Company	This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of <u>2011/Q4</u>
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### Statement of Income

#### Quarterly

1. Enter in column (d) the balance for the reporting quarter and in column (e) the balance for the same three month period for the prior year.
2. Report in column (f) the quarter to date amounts for electric utility function; in column (h) the quarter to date amounts for gas utility, and in (j) the quarter to date amounts for other utility function for the current year quarter.
3. Report in column (g) the quarter to date amounts for electric utility function; in column (i) the quarter to date amounts for gas utility, and in (k) the quarter to date amounts for other utility function for the prior year quarter.
4. If additional columns are needed place them in a footnote.

#### Annual or Quarterly, if applicable

5. Do not report fourth quarter data in columns (e) and (f)
6. Report amounts for accounts 412 and 413, Revenues and Expenses from Utility Plant Leased to Others, in another utility column in a similar manner to a utility department. Spread the amount(s) over lines 2 thru 26 as appropriate. Include these amounts in columns (c) and (d) totals.
7. Report amounts in account 414, Other Utility Operating Income, in the same manner as accounts 412 and 413 above.
8. Report data for lines 8, 10 and 11 for Natural Gas companies using accounts 404.1, 404.2, 404.3, 407.1 and 407.2.
9. Use page 122 for important notes regarding the statement of income for any account thereof.
10. Give concise explanations concerning unsettled rate proceedings where a contingency exists such that refunds of a material amount may need to be made to the utility's customers or which may result in material refund to the utility with respect to power or gas purchases. State for each year effected the gross revenues or costs to which the contingency relates and the tax effects together with an explanation of the major factors which affect the rights of the utility to retain such revenues or recover amounts paid with respect to power or gas purchases.
11. Give concise explanations concerning significant amounts of any refunds made or received during the year resulting from settlement of any rate proceeding affecting revenues received or costs incurred for power or gas purchases, and a summary of the adjustments made to balance sheet, income, and expense accounts.
12. If any notes appearing in the report to stockholders are applicable to the Statement of Income, such notes may be included at page 122.
13. Enter on page 122 a concise explanation of only those changes in accounting methods made during the year which had an effect on net income, including the basis of allocations and apportionments from those used in the preceding year. Also, give the appropriate dollar effect of such changes.
14. Explain in a footnote if the previous year's/quarter's figures are different from that reported in prior reports.
15. If the columns are insufficient for reporting additional utility departments, supply the appropriate account titles report the information in a footnote to this schedule.

Line No.	Title of Account (a)	Reference Page Number (b)	Total Current Year to Date Balance for Quarter/Year (c)	Total Prior Year to Date Balance for Quarter/Year (d)	Current Three Months Ended Quarterly Only No Fourth Quarter (e)	Prior Three Months Ended Quarterly Only No Fourth Quarter (f)
1	UTILITY OPERATING INCOME					
2	Gas Operating Revenues (400)	300-301	617,133,847	631,958,617	0	0
3	Operating Expenses					
4	Operation Expenses (401)	317-325	183,520,004	181,330,185	0	0
5	Maintenance Expenses (402)	317-325	43,806,942	48,385,320	0	0
6	Depreciation Expense (403)	336-338	56,399,248	53,453,375	0	0
7	Depreciation Expense for Asset Retirement Costs (403.1)	336-338	0	0	0	0
8	Amortization and Depletion of Utility Plant (404-405)	336-338	6,981,968	6,648,265	0	0
9	Amortization of Utility Plant Acu. Adjustment (406)	336-338	0	0	0	0
10	Amort. of Prop. Losses, Unrecovered Plant and Reg. Study Costs (407.1)		0	0	0	0
11	Amortization of Conversion Expenses (407.2)		0	0	0	0
12	Regulatory Debits (407.3)		7,863,638	9,400,907	0	0
13	(Less) Regulatory Credits (407.4)		0	0	0	0
14	Taxes Other than Income Taxes (408.1)	262-263	49,883,161	53,932,462	0	0
15	Income Taxes-Federal (409.1)	262-263	9,885,892	19,870,180	0	0
16	Income Taxes-Other (409.1)	262-263	6,516,154	7,943,930	0	0
17	Provision of Deferred Income Taxes (410.1)	234-235	99,175,706	95,668,902	0	0
18	(Less) Provision for Deferred Income Taxes-Credit (411.1)	234-235	27,386,493	30,982,729	0	0
19	Investment Tax Credit Adjustment-Net (411.4)		0	0	0	0
20	(Less) Gains from Disposition of Utility Plant (411.6)		0	0	0	0
21	Losses from Disposition of Utility Plant (411.7)		0	0	0	0
22	(Less) Gains from Disposition of Allowances (411.8)		0	0	0	0
23	Losses from Disposition of Allowances (411.9)		0	0	0	0
24	Accretion Expense (411.10)		0	0	0	0
25	TOTAL Utility Operating Expenses (Total of lines 4 thru 24)		436,646,220	445,650,797	0	0
26	Net Utility Operating Income (Total of lines 2 less 25) (Carry forward to page 116, line 27)		180,487,627	186,307,820	0	0

Name of Respondent Northern Natural Gas Company		This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission		Date of Report (Mo, Da, Yr) / /		Year/Period of Report End of 2011/Q4	
Statement of Income(continued)							
Line No.	Title of Account (a)	Reference Page Number (b)	Total Current Year to Date Balance for Quarter/Year (c)	Total Prior Year to Date Balance for Quarter/Year (d)	Current Three Months Ended Quarterly Only No Fourth Quarter (e)	Prior Three Months Ended Quarterly Only No Fourth Quarter (f)	
27	Net Utility Operating Income (Carried forward from page 114)		180,487,627	186,307,820	0	0	
28	OTHER INCOME AND DEDUCTIONS						
29	Other Income						
30	Nonutility Operating Income						
31	Revenues form Merchandising, Jobbing and Contract Work (415)		0	0	0	0	
32	(Less) Costs and Expense of Merchandising, Job & Contract Work (416)		0	37,592	0	0	
33	Revenues from Nonutility Operations (417)		0	0	0	0	
34	(Less) Expenses of Nonutility Operations (417.1)		0	0	0	0	
35	Nonoperating Rental Income (418)		0	0	0	0	
36	Equity in Earnings of Subsidiary Companies (418.1)	119	0	0	0	0	
37	Interest and Dividend Income (419)		1,816,573	4,022,286	0	0	
38	Allowance for Other Funds Used During Construction (419.1)		954,977	1,921,279	0	0	
39	Miscellaneous Nonoperating Income (421)		1,383,350	9,291,467	0	0	
40	Gain on Disposition of Property (421.1)		1,217,092	35,167	0	0	
41	TOTAL Other Income (Total of lines 31 thru 40)		5,371,992	15,232,607	0	0	
42	Other Income Deductions						
43	Loss on Disposition of Property (421.2)		2,361	( 158,537)	0	0	
44	Miscellaneous Amortization (425)		0	0	0	0	
45	Donations (426.1)	340	368,065	284,592	0	0	
46	Life Insurance (426.2)		0	0	0	0	
47	Penalties (426.3)		0	429	0	0	
48	Expenditures for Certain Civic, Political and Related Activities (426.4)		169,785	333,993	0	0	
49	Other Deductions (426.5)		868,732	11,063,937	0	0	
50	TOTAL Other Income Deductions (Total of lines 43 thru 49)	340	1,408,943	11,524,414	0	0	
51	Taxes Applic. to Other Income and Deductions						
52	Taxes Other than Income Taxes (408.2)	262-263	0	0	0	0	
53	Income Taxes-Federal (409.2)	262-263	( 24,217,137)	( 19,885,708)	0	0	
54	Income Taxes-Other (409.2)	262-263	( 5,979,762)	( 5,413,320)	0	0	
55	Provision for Deferred Income Taxes (410.2)	234-235	29,282,272	50,717,347	0	0	
56	(Less) Provision for Deferred Income Taxes-Credit (411.2)	234-235	0	23,672,826	0	0	
57	Investment Tax Credit Adjustments-Net (411.5)		0	0	0	0	
58	(Less) Investment Tax Credits (420)		0	0	0	0	
59	TOTAL Taxes on Other Income and Deductions (Total of lines 52-58)		( 914,627)	1,745,493	0	0	
60	Net Other Income and Deductions (Total of lines 41, 50, 59)		4,877,676	1,962,700	0	0	
61	INTEREST CHARGES						
62	Interest on Long-Term Debt (427)		54,668,056	58,950,000	0	0	
63	Amortization of Debt Disc. and Expense (428)	258-259	894,829	869,349	0	0	
64	Amortization of Loss on Reacquired Debt (428.1)		0	0	0	0	
65	(Less) Amortization of Premium on Debt-Credit (429)	258-259	0	0	0	0	
66	(Less) Amortization of Gain on Reacquired Debt-Credit (429.1)		0	0	0	0	
67	Interest on Debt to Associated Companies (430)	340	0	0	0	0	
68	Other Interest Expense (431)	340	40,542	47,647	0	0	
69	(Less) Allowance for Borrowed Funds Used During Construction-Credit (432)		391,781	892,095	0	0	
70	Net Interest Charges (Total of lines 62 thru 69)		55,211,646	58,974,901	0	0	
71	Income Before Extraordinary Items (Total of lines 27,60 and 70)		130,153,657	129,295,619	0	0	
72	EXTRAORDINARY ITEMS						
73	Extraordinary Income (434)		0	0	0	0	
74	(Less) Extraordinary Deductions (435)		0	0	0	0	
75	Net Extraordinary Items (Total of line 73 less line 74)		0	0	0	0	
76	Income Taxes-Federal and Other (409.3)	262-263	0	0	0	0	
77	Extraordinary Items after Taxes (Total of line 75 less line 76)		0	0	0	0	
78	Net Income (Total of lines 71 and 77)		130,153,657	129,295,619	0	0	

**Midwest Capital Group, Inc.**  
**Affiliated Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
Information technology support, insurance and risk management and other administrative support services	\$ -	\$ 1,327
<b>Total</b>	<u>\$ -</u>	<u>\$ 1,327</u>
Basis of pricing	N/A	(a)
Cost of service	N/A	(a)
The margin of charges over costs	N/A	None
Assets allocable to the services	N/A	None
The overall rate of return on assets	N/A	None

(a) Services were performed pursuant to the IASA. Direct charges are calculated as described in Article 4(a)(i) of the attached IASA. Refer to Section VII for discussion of amounts that were based on allocation factors. The amount in the table above reflects the cost of the services.

Refer to the financial statements of MHC Inc., the parent company of Midwest Capital Group, Inc.



**MEC Construction Services Co.**  
**Affiliated Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
Information technology support, insurance and risk management and other administrative support services	\$ <u>-</u>	\$ <u>196</u>
<b>Total</b>	\$ <u>-</u>	\$ <u>196</u>
Basis of pricing	N/A	(a)
Cost of service	N/A	(a)
The margin of charges over costs	N/A	None
Assets allocable to the services	N/A	None
The overall rate of return on assets	N/A	None

(a) Services were performed pursuant to the IASA. Direct charges are calculated as described in Article 4(a)(i) of the attached IASA. Refer to Section VII for discussion of amounts that were based on allocation factors. The amount in the table above reflects the cost of the services.

Refer to the financial statements of MHC Inc., the parent company of MEC Construction Services Co.

**MEHC Investment, Inc.**  
**Affiliated Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
Information technology support, insurance and risk management and other administrative support services	\$ -	\$ 185
<b>Total</b>	<u>\$ -</u>	<u>\$ 185</u>
Basis of pricing	N/A	(a)
Cost of service	N/A	(a)
The margin of charges over costs	N/A	None
Assets allocable to the services	N/A	None
The overall rate of return on assets	N/A	None

(a) Services were performed pursuant to the IASA. Direct charges are calculated as described in Article 4(a)(i) of the attached IASA. Refer to Section VII for discussion of amounts that were based on allocation factors. The amount in the table above reflects the cost of the services.

Refer to the financial statements of MEHC, the parent company of MEHC Investment, Inc.

**Cordova Energy Company LLC**  
**Affiliated Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
Affiliate services pursuant to the IASA	\$ 453	\$ -
Information technology support, insurance and risk management and other administrative support services	<u>-</u>	<u>7,798</u>
<b>Total</b>	<u><u>\$ 453</u></u>	<u><u>\$ 7,798</u></u>
Basis of pricing	(a)	(a)
Cost of service	(a)	(a)
The margin of charges over costs	None	None
Assets allocable to the services	None	None
The overall rate of return on assets	None	None

(a) Services were performed pursuant to the IASA. Direct charges are calculated as described in Article 4(a)(i) of the attached IASA. Refer to Section VII for discussion of amounts that were based on allocation factors. The amounts in the table above reflect the cost of the services.

The Cordova Energy Company LLC financial statements are confidential and provided under separate cover.

**Northern Powergrid Holdings Company**  
**Affiliated Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
Insurance and risk management and other administrative support services	\$ -	\$ 20,647
<b>Total</b>	<u>\$ -</u>	<u>\$ 20,647</u>
Basis of pricing	N/A	(a)
Cost of service	N/A	(a)
The margin of charges over costs	N/A	None
Assets allocable to the services	N/A	None
The overall rate of return on assets	N/A	None

(a) Services were performed pursuant to the IASA. Direct charges are calculated as described in Article 4(a)(i) of the attached IASA. Refer to Section VII for discussion of amounts that were based on allocation factors. The amount in the table above reflects the cost of the services. Services were performed on behalf of Northern Powergrid Holdings Company but were billed to MEHC.

Refer to the financial statements of MEHC, the parent company of Northern Powergrid Holdings Company.

**CE Philippines Ltd.**  
**Affiliated Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
Insurance and risk management and other administrative support services	\$ -	\$ 2,817
<b>Total</b>	<u>\$ -</u>	<u>\$ 2,817</u>
Basis of pricing	N/A	(a)
Cost of service	N/A	(a)
The margin of charges over costs	N/A	None
Assets allocable to the services	N/A	None
The overall rate of return on assets	N/A	None

(a) Services were performed pursuant to the IASA. Direct charges are calculated as described in Article 4(a)(i) of the attached IASA. Refer to Section VII for discussion of amounts that were based on allocation factors. The amount in the table above reflects the cost of the services. Services were performed on behalf of CE Philippines Ltd. but were billed to MEHC.

Refer to the financial statements of MEHC, the parent company of CE Philippines Ltd.

**Iowa Realty Co., Inc.**  
**Affiliated Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
Information technology support and other administrative support services	\$ -	\$ 3,647
<b>Total</b>	<u>\$ -</u>	<u>\$ 3,647</u>
Basis of pricing	N/A	(a)
Cost of service	N/A	(a)
The margin of charges over costs	N/A	None
Assets allocable to the services	N/A	None
The overall rate of return on assets	N/A	None

(a) Services were performed pursuant to the IASA. Direct charges are calculated as described in Article 4(a)(i) of the attached IASA. Refer to Section VII for discussion of amounts that were based on allocation factors. The amount in the table above reflects the cost of the services.

Refer to the financial statements of HomeServices of America, Inc., the parent company of Iowa Realty Co., Inc.

**M&M Ranch Acquisition Company, LLC**  
**Affiliated Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
Affiliate services pursuant to the IASA	\$ 1,340	\$ -
<b>Total</b>	<u>\$ 1,340</u>	<u>\$ -</u>
Basis of pricing	(a)	N/A
Cost of service	(a)	N/A
The margin of charges over costs	None	N/A
Assets allocable to the services	None	N/A
The overall rate of return on assets	None	N/A

(a) Services were performed pursuant to the IASA. Direct charges are calculated as described in Article 4(a)(i) of the attached IASA. Refer to Section VII for discussion of amounts that were based on allocation factors. The amount in the table above reflects the cost of the services.

Refer to the financial statements of MEHC, the parent company of M&M Ranch Acquisition Company, LLC.



**Racom Corporation**  
**Affiliated Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
Installation of radio equipment	\$ <u>981,255</u>	\$ <u>-</u>
<b>Total</b>	\$ <u>981,255</u>	\$ <u>-</u>
Basis of pricing	(a)	N/A
Cost of service	(a)	N/A
The margin of charges over costs	(a)	N/A
Assets allocable to the services	(a)	N/A
The overall rate of return on assets	(a)	N/A

(a) Racom Corporation provides goods and services to PacifiCorp in the normal course of business at standard pricing.

Racom Corporation is not a public company, and its financial statements are not available.

**PPW Holdings LLC**  
**Intercompany Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
N/A	\$ _____ -	\$ _____ -
<b>Total</b>	<u>\$ _____ -</u>	<u>\$ _____ -</u>
Basis of pricing	(a)	(a)
Cost of service	(a)	(a)
The margin of charges over costs	N/A	N/A
Assets allocable to the services	N/A	N/A
The overall rate of return on assets	N/A	N/A

(a) For information regarding income-tax related transactions between PacifiCorp and PPW Holdings LLC, refer to Section V.

**PPW HOLDINGS LLC**  
**BALANCE SHEET**  
**December 31, 2011**  
*(Amounts in thousands)*

**ASSETS**

Current assets:	
Accounts receivable, net	\$ 3,296
Income taxes receivable	256
Deferred income taxes	(18)
Total current assets	<u>3,534</u>
Property, plant and equipment, net	86,942
Investment in subsidiaries	7,280,222
Goodwill	1,126,642
Other assets	<u>43,772</u>
<b>Total assets</b>	<u><u>\$ 8,541,112</u></u>

**LIABILITIES AND EQUITY**

Current liabilities:	
Accounts payable	\$ 20
Current portion of long-term debt and capital lease obligations	<u>14,428</u>
Total current liabilities	<u>14,448</u>
Long-term debt and capital lease obligations	72,514
Deferred income taxes	2,101
Other long-term liabilities	(28)
Total liabilities	<u>89,035</u>
Equity:	
Common stock	-
Additional paid-in capital	6,217,086
Retained earnings	2,230,644
Accumulated other comprehensive income, net	<u>4,347</u>
Total equity	<u>8,452,077</u>
<b>Total liabilities and equity</b>	<u><u>\$ 8,541,112</u></u>

**PPW HOLDINGS LLC**  
**STATEMENT OF OPERATIONS**  
**For the Year Ended December 31, 2011**  
*(Amounts in thousands)*

<b>Operating revenue</b>	\$ <u>-</u>
<b>Operating costs and expenses:</b>	
Energy costs	(27,051)
Operations and maintenance	(327)
Depreciation and amortization	<u>12,347</u>
Total operating costs and expenses	<u>(15,031)</u>
<b>Operating income</b>	<u>15,031</u>
<b>Other income (expense):</b>	
Interest expense	(14,704)
Interest income	2,826
Other	<u>554,806</u>
Total other income (expense)	<u>542,928</u>
<b>Income before income tax expense</b>	557,959
Income tax expense	<u>2,330</u>
<b>Net income</b>	555,629
Net income attributable to noncontrolling interests	<u>2,050</u>
<b>Net income attributable to PPW Holdings LLC</b>	<u><u>\$ 553,579</u></u>

**PacifiCorp Foundation**  
**Affiliated Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
Administrative support services	\$ <u>          -</u>	\$ <u>  230,850</u>
<b>Total</b>	\$ <u>          -</u>	\$ <u>  230,850</u>
Basis of pricing	N/A	(a)
Cost of service	N/A	(a)
The margin of charges over costs	N/A	None
Assets allocable to the services	N/A	None
The overall rate of return on assets	N/A	None

(a) Costs incurred by PacifiCorp on behalf of affiliates are charged at direct cost. Labor is charged at PacifiCorp's fully loaded cost plus administrative and general expense.

Excluded from the table are services provided by MEC to PacifiCorp Foundation in the amount of \$580.

**PacifiCorp Foundation**  
**Statement of Financial Position**  
(in dollars)  
(Unaudited - Internal Use Only)

	<u>12/31/2011</u>
Assets:	
Cash	\$       49,437
Restricted investments:	
Cash and cash equivalents	320,104
Dividend receivable	7,523
Tax receivable	878
State Street investments	<u>36,268,656</u>
Total restricted investments	<u>36,597,160</u>
Total assets	<u><u>36,646,598</u></u>
Liabilities:	
Accounts payable	17,978
Grants payable	<u>400,000</u>
Total liabilities	<u>417,978</u>
Net assets	<u><u>\$   36,228,620</u></u>

**PacifiCorp Foundation**  
**Statement of Income and Changes in Net Assets**  
For the Year Ended December 31, 2011  
(in dollars)  
(Unaudited - Internal Use Only)

	<u>Year-to-Date</u>
Revenue and contributions:	
Deposits - tax/bank refunds	\$ 70
Interest income	185
Dividends	682,488
Realized gain/(loss) on sale of investment	583,832
Unrealized gain/(loss) on investment	(2,616,616)
Capital gains on partnership investments	344,203
Miscellaneous income: security litigation income	<u>308</u>
Total revenues/(losses) and contributions	(1,005,529)
Expenses:	
Grants:	
Health, welfare and social services	254,600
Education	295,400
Culture and arts	142,500
Civic and community betterment	139,000
Giving campaign match	300,000
Matching gift program	109,700
Small community capital projects	190,000
Rocky Mountain Power Foundation special grants	35,000
Pacific Power Foundation special grants	34,000
Global Days of Service	80,000
Grants approved for future periods	<u>400,000</u>
Total grants	1,980,200
Administrative expenses	248,710
Investment management fees	75,106
Taxes	33,242
Bank fees	<u>2,129</u>
Total expenses	2,339,387
Net assets increase (decrease)	(3,344,916)
Net assets beginning of period	39,573,536
Net assets end of period	<u><u>\$ 36,228,620</u></u>

# Energy West Mining Company

## Intercompany Transactions

### For the Year Ended December 31, 2011

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
Coal mining services	\$ 80,202,938	\$ -
Information technology support services	<u>-</u>	<u>337,787</u>
<b>Total</b>	<b><u>\$ 80,202,938</u></b>	<b><u>\$ 337,787</u></b>
Basis of pricing	(a)	(b)
Cost of service	(a)	(b)
The margin of charges over costs	None	None
Assets allocable to the services	None	None
The overall rate of return on assets	None	None

(a) Under the terms of the coal mining agreement between PacifiCorp and Energy West, Energy West provides coal mining services to PacifiCorp that are absorbed directly by PacifiCorp. Coal mining services are based on costs incurred to extract coal from PacifiCorp-owned coal reserves. PacifiCorp owns title to the assets used in the mining process. No profit is allowed. These expenses are included in the cost of fuel inventory. As coal is consumed, it is charged to fuel expense at PacifiCorp.

(b) Costs incurred by PacifiCorp on behalf of subsidiaries are charged at direct cost. Labor is charged at PacifiCorp's fully loaded cost plus administrative and general expense.

The following amounts are excluded from the table above:

- Convenience payments made to vendors by PacifiCorp on behalf of, and charged to, Energy West in the amount of \$284,538.
- A management fee charged by Interwest Mining to Energy West in the amount of \$814,200.
- Services provided by Energy West to Bridger Coal in the amount of \$149,735.
- Premium expense for an excess loss insurance policy charged by Symetra Life Insurance Company to Energy West in the amount of \$24,898.
- Services provided by MEC to Energy West in the amount of \$55,053.
- Medical claims administration fees charged by Wells Fargo Third Party Administrators, Inc. to Energy West in the amount of \$267,029.



**ENERGY WEST MINING COMPANY**  
**BALANCE SHEET**  
**December 31, 2011**  
*(Amounts in thousands)*

**ASSETS**

Current assets:

Cash and cash equivalents	\$ 216
Accounts receivable, net	3
Amounts due from affiliates	13,454
Other current assets	<u>76</u>

<b>Total assets</b>	<b><u><u>\$ 13,749</u></u></b>
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**LIABILITIES AND EQUITY**

Current liabilities:

Accounts payable	\$ 7,147
Accrued employee expenses	6,332
Accrued property and other taxes	<u>269</u>
Total liabilities	<u><u>13,748</u></u>

Equity:

Common stock	-
Additional paid-in capital	<u>1</u>
Total equity	<u><u>1</u></u>

<b>Total liabilities and equity</b>	<b><u><u>\$ 13,749</u></u></b>
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**Interwest Mining Company**  
**Intercompany Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
Administrative support services	\$ 922,327	\$ -
Financial and administrative support services	<u>-</u>	<u>752,214</u>
<b>Total</b>	<u><u>\$ 922,327</u></u>	<u><u>\$ 752,214</u></u>
Basis of pricing	(a)	(b)
Cost of service	(a)	(b)
The margin of charges over costs	None	None
Assets allocable to the services	None	None
The overall rate of return on assets	None	None

(a) Administrative support services provided by Interwest Mining Company are based on labor, benefits and operational cost. No profit is allowed.

(b) Costs incurred by PacifiCorp on behalf of subsidiaries are charged at direct cost. Labor is charged at PacifiCorp's fully loaded cost plus administrative and general expense.

The following amounts are excluded from the table above:

- Convenience payments made to vendors by PacifiCorp on behalf of, and charged to, Interwest Mining in the amount of \$635,570.
- Management fees charged by Interwest Mining to Energy West in the amount of \$814,200 and to PMI in the amount of \$998,400. The amount charged to PMI was then charged by PMI to Bridger Coal Company.
- Board of directors fees and associated board meeting costs related to an Interwest Mining employee that serves on the Trapper Mining Inc. board of directors in the amount of \$3,283.
- Services provided by MEC to Interwest Mining in the amount of \$29,435.
- Services provided by Interwest Mining to Fossil Rock Fuels, LLC in the amount of \$45,147.

# INTERWEST MINING COMPANY

## BALANCE SHEET

December 31, 2011

(Amounts in thousands)

### ASSETS

Current assets:

Amounts due from affiliates	\$	82
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<b>Total assets</b>	<b>\$</b>	<b>82</b>
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### LIABILITIES AND EQUITY

Current liabilities:

Accounts payable	\$	9
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Accrued employee expenses		62
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Accrued property and other taxes		10
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Total liabilities		81
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Equity:

Common stock		-
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Additional paid-in capital		1
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Total equity		1
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<b>Total liabilities and equity</b>	<b>\$</b>	<b>82</b>
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**Fossil Rock Fuels, LLC**  
**Intercompany Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
N/A	\$ _____ -	\$ _____ -
<b>Total</b>	<u>\$ _____ -</u>	<u>\$ _____ -</u>
Basis of pricing	N/A	N/A
Cost of service	N/A	N/A
The margin of charges over costs	N/A	N/A
Assets allocable to the services	N/A	N/A
The overall rate of return on assets	N/A	N/A

During the year ended December 31, 2011, PacifiCorp made equity contributions to Fossil Rock Fuels, LLC in the amount of \$20,320,000.

Excluded from the table above are services provided by Interwest Mining to Fossil Rock Fuels, LLC in the amount of \$45,147. Services were provided at cost.

**FOSSIL ROCK FUELS, LLC**  
**BALANCE SHEET**  
**December 31, 2011**  
*(Amounts in thousands)*

**ASSETS**

Current assets:	
Cash and cash equivalents	\$ 288
Amounts due from affiliates	(185)
Total current assets	<u>103</u>
Property, plant and equipment, net	<u>25,222</u>
<b>Total assets</b>	<u><u>\$ 25,325</u></u>

**LIABILITIES AND EQUITY**

Current liabilities:	
Other current liabilities	\$ 5,006
Total liabilities	<u>5,006</u>
Equity:	
Common stock	-
Additional paid-in capital	20,320
Retained earnings	(1)
Total equity	<u>20,319</u>
<b>Total liabilities and equity</b>	<u><u>\$ 25,325</u></u>

**FOSSIL ROCK FUELS, LLC**  
**STATEMENT OF OPERATIONS**  
**For the Year Ended December 31, 2011**  
*(Amounts in thousands)*

<b>Operating revenue</b>	<u>\$ -</u>
<b>Operating costs and expenses:</b>	
Operations and maintenance	<u>1</u>
<b>Operating loss</b>	<u>(1)</u>
<b>Other income (expense):</b>	
Interest expense	-
Interest income	<u>-</u>
Total other income (expense)	<u>-</u>
<b>Loss before income tax benefit</b>	(1)
Income tax benefit	<u>-</u>
<b>Net loss</b>	<u><u>\$ (1)</u></u>

**PacifiCorp Environmental Remediation Company**  
**Intercompany Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
Project management and administrative services	\$ -	\$ 229,546
<b>Total</b>	<u>\$ -</u>	<u>\$ 229,546</u>
Basis of pricing	N/A	(a)
Cost of service	N/A	(a)
The margin of charges over costs	N/A	None
Assets allocable to the services	N/A	None
The overall rate of return on assets	N/A	None

(a) Costs incurred by PacifiCorp on behalf of subsidiaries are charged at direct cost. Labor is charged at PacifiCorp's fully loaded cost plus administrative and general expense.

Excluded from the table are services provided by MEHC to PacifiCorp Environmental Remediation Company in the amount of \$13,892.

**PACIFICORP ENVIRONMENTAL REMEDIATION COMPANY**

**BALANCE SHEET**

**December 31, 2011**

*(Amounts in thousands)*

**ASSETS**

Current assets:

Cash and cash equivalents	\$	24,209
Amounts due from affiliates		421
Deferred income taxes		<u>2,329</u>

<b>Total assets</b>	<b>\$</b>	<b><u>26,959</u></b>
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**LIABILITIES AND EQUITY**

Current liabilities:

Accounts payable	\$	519
Amounts due to affiliates		5
Other current liabilities		<u>6,089</u>
Total current liabilities		6,613

Deferred income taxes		(992)
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Other long-term liabilities		<u>834</u>
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Total liabilities		<u>6,455</u>
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Equity:

Common stock		-
Additional paid-in capital		14,719
Retained earnings		<u>5,785</u>
Total equity		<u>20,504</u>

<b>Total liabilities and equity</b>	<b>\$</b>	<b><u>26,959</u></b>
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**PACIFICORP ENVIRONMENTAL REMEDIATION COMPANY**

**STATEMENT OF OPERATIONS**

**For the Year Ended December 31, 2011**

*(Amounts in thousands)*

<b>Operating revenue</b>	<u>\$ -</u>
<b>Operating costs and expenses:</b>	
Operations and maintenance	<u>317</u>
<b>Operating loss</b>	<u>(317)</u>
<b>Other income (expense):</b>	
Interest expense	(742)
Interest income	<u>2</u>
Total other income (expense)	<u>(740)</u>
<b>Loss before income tax benefit</b>	(1,057)
Income tax benefit	<u>(609)</u>
<b>Net loss</b>	<u><u>\$ (448)</u></u>

**Pacific Minerals, Inc.**  
**Intercompany Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
N/A	\$ -	\$ -
<b>Total</b>	<u>\$ -</u>	<u>\$ -</u>
Basis of pricing	(a)	(a)
Cost of service	(a)	(a)
The margin of charges over costs	N/A	N/A
Assets allocable to the services	N/A	N/A
The overall rate of return on assets	N/A	N/A

(a) Refer to Section III for information regarding loans and associated interest between PacifiCorp and PMI.

During the year ended December 31, 2011, PMI made equity contributions to Bridger Coal and Bridger Coal made equity distributions to PMI in the net amount of \$14,800,000.

Excluded from the table above are transactions between PMI and Bridger Coal, including a management fee in the amount of \$998,400 charged by Interwest Mining to PMI, which is then charged by PMI to Bridger Coal. For additional discussion of these transactions, refer to the Bridger Coal page.

**PACIFIC MINERALS, INC.**  
**BALANCE SHEET**  
**December 31, 2011**  
*(Amounts in thousands)*

**ASSETS**

Current assets:	
Cash and cash equivalents	\$ 72
Amounts due from affiliates	18,065
Total current assets	<u>18,137</u>
Investment in unconsolidated subsidiaries	204,316
Other assets	<u>2,148</u>
<b>Total assets</b>	<u><u>\$ 224,601</u></u>

**LIABILITIES AND EQUITY**

Current liabilities:	
Accounts payable	\$ 89
Amounts due to affiliates	22,006
Accrued employee expenses	3,265
Accrued property and other taxes	134
Total current liabilities	<u>25,494</u>
Deferred income taxes	<u>10,901</u>
Total liabilities	<u><u>36,395</u></u>
Equity:	
Common stock	-
Additional paid-in capital	47,960
Retained earnings	140,246
Total equity	<u><u>188,206</u></u>
<b>Total liabilities and equity</b>	<u><u>\$ 224,601</u></u>

**PACIFIC MINERALS, INC.**  
**STATEMENT OF OPERATIONS**  
**For the Year Ended December 31, 2011**  
*(Amounts in thousands)*

<b>Operating revenue</b>	<u>\$ -</u>
<b>Operating costs and expenses:</b>	
Operations and maintenance	(4,297)
Taxes, other than income taxes	<u>37</u>
Total operating costs and expenses	<u>(4,260)</u>
<b>Operating income</b>	<u>4,260</u>
<b>Other income (expense):</b>	
Interest expense	(18)
Interest income	3
Other	<u>18,036</u>
Total other income (expense)	<u>18,021</u>
<b>Income before income tax expense</b>	22,281
Income tax expense	<u>8,395</u>
<b>Net income</b>	<u><u>\$ 13,886</u></u>

# **Bridger Coal Company**

## **Affiliated Transactions**

### **For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services <sup>(b)</sup></u>	<u>PacifiCorp Provided Services</u>
Coal purchases <sup>(a)</sup>	\$ 111,665,723	\$ -
Support services/materials and supplies	37,164	-
Information technology support and tax support services	-	420,803
Royalties	-	126,915
<b>Total</b>	<u><u>\$ 111,702,887</u></u>	<u><u>\$ 547,718</u></u>
Basis of pricing	(c)	(d)
Cost of service	(c)	(d)
The margin of charges over costs	None	None
Assets allocable to the services	None	None
The overall rate of return on assets	None	None

(a) Represents the cost of coal purchased by PacifiCorp from Bridger Coal during the year ended December 31, 2011.

(b) PacifiCorp received services represents PacifiCorp's 66.67% share equal to its ownership interest in Bridger Coal.

(c) Coal purchases are recorded on PacifiCorp's books at Bridger Coal's cost.

(d) Costs incurred by PacifiCorp on behalf of Bridger Coal are charged at direct cost. Labor is charged at PacifiCorp's fully loaded cost plus administrative and general expense.

The following amounts are excluded from the table above:

- Convenience payments made to vendors by PacifiCorp on behalf of, and charged to, Bridger Coal in the amount of \$155,353.
- A management fee in the amount of \$998,400 that was charged by Interwest Mining to PMI, and then charged by PMI to Bridger Coal.
- Services performed by Energy West for Bridger Coal in the amount of \$149,735.
- Services provided by MEC to Bridger Coal in the amount of \$68,549.
- Employee services provided by PMI to Bridger Coal. PMI is the entity that employs the individuals that work for Bridger Coal and PMI charges Bridger Coal for these employees' services, including labor, pensions and benefits costs. Bridger Coal then charges PacifiCorp for its 66.67% share of this payroll expense as part of the coal purchases shown in the table above.

Currency: USD  
 No specific CO requested

	2011	2010
<b>CURRENT ASSETS</b>		
Cash and Temp Investments	6,219,226	(1,249,249)
Accounts Receivable Trade	9,366,167	8,136,430
Accounts Receivable Interco	26,553,994	16,206,204
Coal Inventory	45,778,098	22,630,962
Materials and Supplies Inventory	15,728,090	15,102,675
Total Current Assets	103,645,576	60,827,022
<b>PROPERTY, PLANT AND EQUIPMENT</b>		
Land	6,211	6,211
Land Improvements	12,200,113	12,102,426
Mine Developement	17,478,303	17,100,337
Buildings and Improvements	42,565,842	37,365,422
Capitalized Interest	410,400	410,400
Haul Roads	15,390,873	15,390,873
Mining Equipment	189,382,312	185,910,919
Vehicles	128,190,867	127,327,831
Office Furniture & Equip	399,665	378,731
Computer H & S	2,627,806	5,009,979
Other Equipment	11,907,574	9,668,791
Mineral Rights	14,025,624	14,025,624
ARO	76,995,622	69,220,158
Non-Utility Property	176,074	176,074
Total Property, Plant and Equipment	511,757,284	494,093,775
Less: Accumulated Depreciation/Depletion	255,430,500	238,029,593
Construction in Progress	14,944,210	11,054,260
Net Property, Plant and Equipment	271,270,995	267,118,442
<b>OTHER NON-CURRENT ASSETS</b>		
Deferred Longwall	1,878,644	1,653,162
Reclamation Trust Fund	80,012,058	85,532,413
Total Other Non-Current Assets	81,890,702	87,185,575
<b>TOTAL - ASSETS</b>	<b>456,807,272</b>	<b>415,131,039</b>

Currency: USD  
No specific CO requested

	2011	2010
<b>CURRENT LIABILITIES</b>		
Accounts Payable - Trade	13,388,090	10,998,791
Accounts Payable - Interco	2,719,570	3,071,223
Accrued Royalties	2,557,408	1,653,738
Accrued Payroll	112,290	0
Accrued Production Taxes	7,805,317	9,350,860
Accrued Property and Sales Tax	847,314	767,207
Total Current Liabilities	27,429,990	25,841,819
<b>LONG-TERM LIABILITIES</b>		
Accrued Pre Jan 1988 Reclamation	0	0
Accrued Post Jan 1988 Reclamation	0	0
Earnings on Reclamation Trust Fund	31,757,985	38,065,385
ARO Regulatory Liability Unrealized G/L	(1,057,362)	2,216,080
ARO Regulatory Liability	13,884,691	14,216,272
ARO Liability	71,620,695	59,722,265
Production Taxes	6,697,010	3,584,911
Coal Lease Bonus	0	0
Total Long-Term Liabilities	122,903,018	117,804,913
Total Liabilities	150,333,008	143,646,731
<b>JOINT VENTURE CAPITAL</b>		
Pacific Minerals, Inc.	204,316,176	180,989,538
Idaho Energy Resources	102,158,088	90,494,769
Total Joint Venture Capital	306,474,264	271,484,308
<b>TOTAL - LIABILITIES/CAPITAL</b>	456,807,272	415,131,039

M GL BOOK  
Bridger Coal Company Statement of Income  
Current Period: DEC-11

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Currency: USD  
CO=03 (Bridger Coal Company)

	One Month Ended		Year to Date	
	DEC-11	DEC-10	DEC-11	DEC-10
REVENUE:				
Coal Sales	27,603,839	24,273,897	194,658,181	226,954,976
Interest Revenue	0	0	0	0
Other Revenue	(17,769)	0	(207,255)	(227,779)
Total Revenue	27,586,070	24,273,897	194,450,926	226,727,197
EXPENSES:				
Overburden Removal	2,275,201	323,950	21,342,021	20,947,319
Reclamation	509,864	528,925	5,540,894	5,655,732
Coal Production - Surface	1,255,606	465,604	11,716,158	14,310,967
Coal Production Underground	13,289,598	10,125,752	61,878,129	80,152,302
Other Cost of Mining	363,412	319,272	3,377,177	4,123,018
Depreciation & Amortization	2,379,638	2,326,174	27,477,998	27,414,162
Royalties	2,246,811	2,059,045	16,482,508	19,475,307
Taxes	2,200,227	2,278,080	18,582,684	19,731,834
Administrative	83,200	85,000	998,400	1,074,000
Interest	0	0	0	0
Total Expenses	24,603,558	18,511,801	167,395,969	192,884,640
NET INCOME	2,982,512	5,762,096	27,054,957	33,842,557



**Trapper Mining Inc.**  
**Affiliated Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
Coal purchases <sup>(a)</sup>	\$ 14,356,036	\$ -
Board of directors fees and associated board meeting costs <sup>(b)</sup>	<u>-</u>	<u>3,391</u>
<b>Total</b>	<u><u>\$ 14,356,036</u></u>	<u><u>\$ 3,391</u></u>
Basis of pricing	(c)	(d)
Cost of service	(c)	(d)
The margin of charges over costs	None	(d)
Assets allocable to the services	None	(d)
The overall rate of return on assets	None	(d)

(a) Represents the cost of coal purchased by PacifiCorp from Trapper Mining Inc. during the year ended December 31, 2011.

(b) PacifiCorp and Interwest Mining each have an employee that serves on the Trapper Mining Inc. board of directors. The table excludes \$3,283 related to the Interwest Mining employee.

(c) Coal purchases are recorded on PacifiCorp's books at Trapper Mining Inc.'s cost.

(d) Charges for board of directors fees and associated board meeting costs are based on a flat fee of \$500 per board meeting plus lodging expenses.

**Trapper Mining Inc.**  
**Consolidated Balance Sheet**  
**December 31, 2011**  
**(Unaudited)**

**Assets:**

Current Assets:

Cash & Cash Equivalents	\$ 17,285,150
Accounts Receivable	5,328,580
Inventories	6,537,346
Prepaid and Other Current Assets	432,888
Current Reclamation Receivable from Buyers	2,476,585
Total Current Assets . . . . .	<u>\$ 32,060,549</u>
Property Plant and Equipment before FAS 143:	
Lands and Leases	\$ 11,240,186
Development Costs	2,834,815
Equipment and Facilities	117,331,942
Total Property Plant and Equipment (Cost) . . . . .	<u>\$ 131,406,943</u>
Less Depreciation and Amortization	(94,515,704)
Total Property Plant and Equipment (Net) . . . . .	<u>\$ 36,891,239</u>
FAS 143 Property Plant and Equipment (Net) . . .	<u>7,861,162</u>
Grand Total Property Plant and Equipment (Net)	<u>\$ 44,752,401</u>
Acquired GE Royalty	4,090,909
Deferred Loan Fees	114,261
Reclamation Receivable from Buyers	11,516,181
Restricted Funds - Black Lung	500,000

<b>Total Assets . . . . .</b>	<b><u><u>\$ 93,034,301</u></u></b>
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**Liabilities and Members' Equity:**

Current Liabilities:

Accounts Payable	\$ 2,247,680
Accrued Royalties	538,927
Accrued Payroll Expenses	2,809,048
Accrued Production Taxes	1,774,803
Deferred Reclamation Revenue	0
Current Asset Retirement Liability	2,476,585
Current Portion Long-Term Debt	6,672,451
Total Current Liabilities . . . . .	<u>\$ 16,519,494</u>
Long-Term Debt	10,856,033
Asset Retirement Liability	19,377,343
Black Lung Liability	307,337
Total Liabilities . . . . .	<u>\$ 47,060,207</u>

Members' Equity

Paid in Capital @ 1/1/98	\$ 20,324,925
Patronage Equity - Prior Year	21,449,549
Non-Patronage Equity - Prior Year	2,192,633
Patronage Equity - Current Year	1,766,873
Non-Patronage Equity - Current Year	240,114
Total Members' Equity . . . . .	<u>\$ 45,974,094</u>

<b>Total Liabilities and Members' Equity . . . . .</b>	<b><u><u>\$ 93,034,301</u></u></b>
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TRAPPER MINING INC  
CONSOLIDATED NET INCOME  
AS OF: DECEMBER 31, 2011

		<u>NET INCOME FOR THE MONTH</u>	<u>NET INCOME YEAR TO DATE</u>
TRAPPER MINING		\$ (427,150.74)	2,619,580.96
WILLIAMS FORK MINING		(2,061.46)	(3,554.30)
WILLIAMS FORK LAND		<u>(244,661.11)</u>	<u>(543,651.45)</u>
NET INCOME (LOSS) BEFORE TAX		<u>\$ (673,873.31)</u>	<u>\$ 2,072,375.21</u>
CURRENT TAX PROVISION		<u>(65,388.00)</u>	<u>(65,388.00)</u>
TOTAL TAX PROVISION		<u>(65,388.00)</u>	<u>(65,388.00)</u>
NET INCOME (LOSS) AFTER TAX		<u><u>\$ (739,261.31)</u></u>	<u><u>2,006,987.21</u></u>
SALT RIVER	32.10%	(26,734.20)	77,076.65
TRI-STATE	26.57%	(22,128.59)	63,798.34
PACIFICORP	21.40%	(17,822.79)	51,384.44
PLATTE RIVER	19.93%	<u>(16,598.52)</u>	<u>47,854.76</u>
TOTAL NONPATRONAGE INCOME (LOSS)		<u>(83,284.10)</u>	<u>240,114.19</u>
SALT RIVER	32.10%	(210,568.68)	567,166.24
TRI-STATE	26.57%	(174,293.15)	469,458.16
PACIFICORP	21.40%	(140,379.12)	378,110.83
PLATTE RIVER	19.93%	<u>(130,736.26)</u>	<u>352,137.79</u>
TOTAL PATRONAGE INCOME (LOSS)		<u>(655,977.21)</u>	<u>1,766,873.02</u>
TOTAL INCOME (LOSS)		<u><u>(739,261.31)</u></u>	<u><u>2,006,987.21</u></u>

TRAPPER MINING INC  
CONSOLIDATED PATRONAGE & NONPATRONAGE INCOME ALLOCATION  
DECEMBER 31, 2011

		<u>NET INCOME \$ FOR THE MONTH</u>	<u>NET INCOME YEAR TO DATE</u>
TRAPPER PATRONAGE INCOME		(411,316.10)	
TRAPPER NONPATRON INCOME		<u>(81,222.64)</u>	
 TOTAL TRAPPER INCOME		 (492,538.74)	
WFMC NONPATRONAGE INCOME		(2,061.46)	
WFLC PATRONAGE INCOME		<u>(244,661.11)</u>	
 TOTAL CONSOLIDATED INCOME		 (739,261.31)	
SALT RIVER	32.10%	(132,032.46)	741,678.36
TRI-STATE	26.57%	(109,286.69)	613,906.35
PACIFICORP	21.40%	(88,021.64)	494,452.24
PLATTE RIVER	19.93%	<u>(81,975.31)</u>	<u>460,487.52</u>
 TOTAL TRAPPER PATRONAGE		 (411,316.10)	2,310,524.47
 SALT RIVER	32.10%	 (26,072.47)	78,217.58
TRI-STATE	26.57%	(21,580.86)	64,742.72
PACIFICORP	21.40%	(17,381.64)	52,145.06
PLATTE RIVER	19.93%	<u>(16,187.67)</u>	<u>48,563.13</u>
 TOTAL TRAPPER NONPATRON		 (81,222.64)	243,668.49
 TOTAL TRAPPER INCOME		 (492,538.74)	2,554,192.96
SALT RIVER	32.10%	(661.73)	(1,140.93)
TRI-STATE	26.57%	(547.73)	(944.38)
PACIFICORP	21.40%	(441.15)	(760.62)
PLATTE RIVER	19.93%	<u>(410.85)</u>	<u>(708.37)</u>
 TOTAL WFMC NONPATRONAGE		 (2,061.46)	(3,554.30)
SALT RIVER	32.10%	(78,536.22)	(174,512.12)
TRI-STATE	26.57%	(65,006.46)	(144,448.19)
PACIFICORP	21.40%	(52,357.48)	(116,341.41)
PLATTE RIVER	19.93%	<u>(48,760.95)</u>	<u>(108,349.73)</u>
 TOTAL WFLC PATRONAGE		 (244,661.11)	(543,651.45)

# Huntington Cleveland Irrigation Company

## Affiliated Transactions

### For the Year Ended December 31, 2011

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
Annual assessment expenses <sup>(a)</sup>	\$ 107,680	\$ -
<b>Total</b>	<u>\$ 107,680</u>	<u>\$ -</u>
Basis of pricing	(b)	N/A
Cost of service	(b)	N/A
The margin of charges over costs	None	N/A
Assets allocable to the services	None	N/A
The overall rate of return on assets	None	N/A

(a) During the year ended December 31, 2011, PacifiCorp incurred \$107,680 of annual assessment expense amortization, and had a prepaid balance of \$18,460 at December 31, 2011. At December 31, 2011, PacifiCorp's plant-in-service included the following assets: \$22,075,411 for the water supply project (amounts include capitalized interest and capital surcharge) and \$1,471,639 for the water rights.

(b) Under section 501(c)12 of the Internal Revenue Code, Huntington Cleveland Irrigation Company operates at cost.

**HUNTINGTON-CLEVELAND IRRIGATION COMPANY**  
**STATEMENTS OF FINANCIAL POSITION**  
**AS OF DECEMBER 31, 2011 AND 2010**

	<u>TOTAL ALL FUNDS</u>	
	<u>2011</u>	<u>2010</u>
<u>ASSETS</u>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalent	\$ 45,447	\$ 74,410
Restricted cash	272,404	1,342,090
Accounts receivable:		
Shareholder assessments	16,984	76,612
Other	3,803	
Contracts receivable:		
Bureau of Reclamation - Restricted		143,098
NRCS - Restricted	15,069	77,718
Total current assets	<u>\$ 353,707</u>	<u>\$ 1,713,928</u>
<b>NONCURRENT ASSETS:</b>		
Fixed Assets:		
Land	\$ 41,722	\$ 41,722
Easements	116,708	85,955
Water rights	3,096,469	3,096,469
Vehicles	23,563	23,563
Office equipment	4,105	1,383
Diversion structures	55,000	55,000
Storage facilities improvements	3,541,085	3,541,085
Construction in progress		
Salinity project	51,607,503	47,930,099
Accumulated depreciation	<u>(2,441,376)</u>	<u>(2,393,418)</u>
Total noncurrent assets	<u>\$ 56,044,779</u>	<u>\$ 52,381,858</u>
Total assets	<u><u>\$ 56,398,486</u></u>	<u><u>\$ 54,095,786</u></u>

"The accompanying notes are an integral part of this statement."

HUNTINGTON-CLEVELAND IRRIGATION COMPANY  
STATEMENTS OF FINANCIAL POSITION  
AS OF DECEMBER 31, 2011 AND 2010

	TOTAL ALL FUNDS	
	2011	2010
<u>LIABILITIES AND NET ASSETS</u>		
CURRENT LIABILITIES:		
Accounts payable	\$ 869,602	\$ 935,305
Payroll taxes payable	5,545	1,420
Accrued interest payable	22,513	1,749
Current portion of long-term liabilities	149,192	54,821
Total current liabilities	\$ 1,046,852	\$ 993,295
LONG-TERM LIABILITIES:		
Notes payable	\$ 2,648,157	\$ 2,541,879
Total long-term liabilities	\$ 2,648,157	\$ 2,541,879
Total liabilities	\$ 3,695,009	\$ 3,535,174
NET ASSETS:		
Unrestricted:	\$ 4,032,775	\$ 4,076,373
Temporarily Restricted - Salinity Project	48,670,702	46,484,239
Total net assets	\$ 52,703,477	\$ 50,560,612
Total liabilities and net assets	\$ 56,398,486	\$ 54,095,786

"The accompanying notes are an integral part of this statement."

**HUNTINGTON-CLEVELAND IRRIGATION COMPANY**  
**STATEMENTS OF ACTIVITIES**  
**FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010**

	2011			2010		
	UNRESTRICTED OPERATIONS & MAINTENANCE	TEMPORARILY RESTRICTED SALINITY PROJECT	TOTAL 2011	UNRESTRICTED OPERATIONS & MAINTENANCE	TEMPORARILY RESTRICTED SALINITY PROJECT	TOTAL 2010
Charges for Services						
A Water Assessment	\$ 108,060		\$ 108,060	\$ 99,622		\$ 99,622
B Water Assessment	17,809		17,809	16,283		16,283
Municipal and Industry Assessment	57,765		57,765	53,410		53,410
Dam Repayment Assessment	50,397		50,397	48,553		48,553
Project Repayment/O & M Assessment	63,536		63,536	50,104		50,104
Salinity Project Repayment Assessment	30,671		30,671	31,111		31,111
Meter Assessment	11,550		11,550	7,725		7,725
Minimal Assessment Adjustments	1,891		1,891	1,829		1,829
Net charges for services	\$ 341,679	\$	\$ 341,679	\$ 308,637	\$	\$ 308,637
Governmental grants	\$ 5,520	\$ 1,580,431	\$ 1,585,951	\$ 88,286	\$ 4,378,346	\$ 4,466,632
Other Revenue:						
Private Contribution - Rocky Mountain Power					\$ 1,650,800	\$ 1,650,800
Payments from Stockholders (NRCS)		\$ 569,324	\$ 569,324		1,212,613	1,212,613
Other Governmental Revenue					26,487	26,487
Certificate Transfers	\$ 1,100		1,100	\$ 570		570
Late Fees	6,135		6,135			
Interest	582	4,316	4,898	1,083	5,653	6,736
Reimbursements	54,311		54,311	86,547		86,547
Miscellaneous	1,082	2,000	3,082	916		916
Total other revenue	\$ 63,210	\$ 575,640	\$ 638,850	\$ 89,116	\$ 2,895,553	\$ 2,984,669
Total revenues	\$ 410,409	\$ 2,156,071	\$ 2,566,480	\$ 486,039	\$ 7,273,899	\$ 7,759,938
Expenses:						
Program services:						
Water Master Wage	\$ 50,802		\$ 50,802	\$ 49,750		\$ 49,750
Reservoir Manager Wage	14,950		14,950	13,062		13,062
System Tech Wage	47,280		47,280	47,191		47,191
Other Wages				1,658		1,658
Payroll Benefits	13,124		13,124	12,763		12,763
Machine Hire	14,374		14,374	2,481		2,481
Non Employee Labor	10,578		10,578	4,424		4,424
Joe's Valley Dam Repayment	26,198		26,198	26,198		26,198
O&M - EWCD	37,488		37,488	27,790		27,790
Huntington Dam Repayment	20,922		20,922			
Dam Safety Maintenance	2,350		2,350	7,000		7,000
Water Rights Assessments	24,077		24,077	23,614		23,614
Beaver & Muskrat Control	4,430		4,430	2,347		2,347
Vehicle and Equipment Expense	17,509		17,509	8,949		8,949
Material and Supplies	7,321		7,321	10,924		10,924
Insurance	8,999		8,999	8,374		8,374
Medical Insurance				6,223		6,223
Depreciation	47,658	\$ 300	47,958	47,113	\$ 300	47,413
Total program expenses	\$ 348,060	\$ 300	\$ 348,360	\$ 299,861	\$ 300	\$ 300,161

"The accompanying notes are an integral part of this statement."



HUNTINGTON-CLEVELAND IRRIGATION COMPANY  
STATEMENTS OF ACTIVITIES  
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

	2011			2010		
	UNRESTRICTED OPERATIONS & MAINTENANCE	TEMPORARILY RESTRICTED SALINITY PROJECT	TOTAL 2011	UNRESTRICTED OPERATIONS & MAINTENANCE	TEMPORARILY RESTRICTED SALINITY PROJECT	TOTAL 2010
Support Services						
Secretary Wage	\$ 19,100		\$ 19,100	\$ 24,184		\$ 24,184
Other Wages	11,045		11,045			
Payroll Benefits	4,409		4,409	1,919		1,919
Office Rent	3,300		3,300	3,600		3,600
Accounting and Auditing	9,950		9,950	7,550		7,550
Legal Fees	6,227		6,227	1,814		1,814
Telephone and Internet	5,344		5,344	6,797		6,797
Office Supplies	3,887		3,887	3,731		3,731
Postage	1,002		1,002	927		927
Meetings	5,732		5,732	884		884
Training				675		675
Bank Charges and Fees	530		530	649		649
Miscellaneous	4,729		4,729	4,020		4,020
Total support services	\$ 75,255	\$	\$ 75,255	\$ 56,750	\$	\$ 56,750
Total expenses	\$ 423,315	\$ 300	\$ 423,615	\$ 356,611	\$ 300	\$ 356,911
Change in net assets before transfers	\$ (12,906)	\$ 2,155,771	\$ 2,142,865	\$ 129,428	\$ 7,273,599	\$ 7,403,027
Transfers In (Out):						
Transfers In		\$ 30,692	\$ 30,692			
Transfers Out	\$ (30,692)		(30,692)			
Total transfers in (out)	\$ (30,692)	\$ 30,692	\$	\$	\$	\$
Change in net assets	\$ (43,598)	\$ 2,186,463	\$ 2,142,865	\$ 129,428	\$ 7,273,599	\$ 7,403,027
Net assets, beginning of year	4,076,373	46,484,239	50,560,612	3,946,945	39,210,640	43,157,585
Net assets, end of year	\$ 4,032,775	\$ 48,670,702	\$ 52,703,477	\$ 4,076,373	\$ 46,484,239	\$ 50,560,612

"The accompanying notes are an integral part of this statement."

**Ferron Canal & Reservoir Company**  
**Affiliated Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services<sup>(a)</sup></u>	<u>PacifiCorp Provided Services</u>
Payment for water rights	\$ 612,927	\$ -
Annual assessment expenses	267,645	-
Credit received	<u>(226,318)</u>	<u>-</u>
<b>Total</b>	<b><u>\$ 654,254</u></b>	<b><u>\$ -</u></b>
Basis of pricing	(b)	N/A
Cost of service	(b)	N/A
The margin of charges over costs	None	N/A
Assets allocable to the services	None	N/A
The overall rate of return on assets	None	N/A

(a) During the year ended December 31, 2011, PacifiCorp incurred \$267,645 of annual assessment expense amortization, and had a prepaid balance of \$223,038 at December 31, 2011. PacifiCorp also paid \$612,927 for the right to obtain 7,000 acre feet of water for the year ended December 31, 2011. PacifiCorp received a credit of \$226,318 representing PacifiCorp's share of the water rights payment based on its percentage ownership in Ferron Canal & Reservoir Company.

(b) Under section 501(c)12 of the Internal Revenue Code, Ferron Canal & Reservoir Company operates at cost.

8:49 AM  
03/15/12  
Cash Basis

**FERRON CANAL & RESERVOIR CO.**  
**Profit & Loss**  
January through December 2011

	Jan - Dec 11
Income	
INCOME	36.57
REVENUE	529,401.28
Total Income	529,437.85
Gross Profit	529,437.85
Expense	
EQUIPMENT	5,066.00
GENERAL	
BOARDMEMBER	930.00
INSURANCE	16,374.00
PAYROLL EXPENSES	119,424.54
REIMBURSEMENT	4,380.47
GENERAL - Other	248,368.65
Total GENERAL	389,477.66
IRRIGATION	
REPAIRS	12,607.98
SUPPLIES	6,364.03
Total IRRIGATION	18,972.01
MAINTENANCE	
EQUIPMENT REPAIRS	15,098.05
FUEL	6,563.18
SUPPLIES	734.25
Total MAINTENANCE	22,395.48
VEHICLES	
REGISTRATION	124.00
Total VEHICLES	124.00
Total Expense	436,035.15
Net Income	93,402.70

**Cottonwood Creek Consolidated Irrigation Company**  
**Affiliated Transactions**  
**For the Year Ended December 31, 2011**

<u>Account Description</u>	<u>PacifiCorp Received Services</u>	<u>PacifiCorp Provided Services</u>
Annual assessment expenses <sup>(a)</sup>	\$ 299,419	\$ -
Other expenses	<u>5,000</u>	<u>-</u>
<b>Total</b>	<u>\$ 304,419</u>	<u>\$ -</u>
Basis of pricing	(b)	N/A
Cost of service	(b)	N/A
The margin of charges over costs	None	N/A
Assets allocable to the services	None	N/A
The overall rate of return on assets	None	N/A

(a) During the year ended December 31, 2011, PacifiCorp incurred \$299,419 of annual assessment expense amortization, and had a prepaid balance of \$213,871 at December 31, 2011. Also during the year ended December 31, 2011, PacifiCorp paid \$3,334,278 of capital costs associated with the water supply contract (of which \$510,578 was reimbursed by the joint owners of the Hunter generating facility). At December 31, 2011, PacifiCorp's construction work-in-progress balance associated with the water supply project was \$2,919,994 (amounts include capitalized interest and capital surcharge).

(b) Cottonwood Creek Consolidated Irrigation Company is a not-for-profit entity that operates at cost.

Cottonwood Creek Consolidated Irrigation Company

Balance Sheet

Date: For The Year Ended 31 December 2011

Account Name	Beginning Balance	Receipts & Transfers	Disbursements Transfers	Ending Balance
Cash On Hand				0.00
Checking - Zions Bank	1,801.51	24,418.06	24,234.94	1,984.63
Checking - Wells Fargo	18,677.91	3,920,574.01	3,663,510.82	275,741.10
Checking - W/F Constr	2,849.97	4,398,798.00	4,401,189.24	458.73
Certificate W/F Bond		10,475.00		10,475.00
Accounts Receivable	260,304.17	388,725.46	639,748.58	9,281.05
Washington Federal	303,051.16	3,976.06	0.00	307,027.22
Certificates - Zions	120,781.24	847.35		121,628.59
Short Term - Wells Fargo	17,763.30	162.56	16,600.00	1,325.86
Deferred Credits			118.18	-118.18
Totals	<u>725,229.26</u>	<u>8,747,976.50</u>	<u>8,745,401.76</u>	<u>727,804.00</u>

Cottonwood Creek Consolidated Irrigation Company

General Ledger Report

Date: For The Year Ended 31 December 2011

Account Name	Beginning Balance	Receipts	Disbursements	Ending Balance
General Fund	209,694.00	25,934.14	22,813.73	212,814.41
Mammoth Canal	12,281.46	9,908.02	19,780.99	2,408.49
Clipper & Western Canal	15,829.85	7,278.13	8,054.65	15,053.33
Blue Cut Canal	11,302.37	7,456.10	10,800.40	7,958.07
Project Capitalization	444,779.81	307,594.54	5,892.95	746,481.40
C&W Pipeline Salinity	2,849.97	4,399,068.00	4,401,459.24	458.73
Adobe Wash Reservoir	-25,406.27	3,260,856.41	3,411,797.00	-176,346.86
Adobe Wash Pipeline	-25,552.50		132,285.00	-157,837.50
Stockwater Pipeline	40,947.31	8,549.43	7,328.54	42,168.20
Backhoe Account	7,290.85	4,831.64	8,781.96	3,340.53
Project Water Fund		21,519.00	21,519.00	
River Commissioner	23,373.06	24,039.04	22,799.95	24,612.15
Pointer Ditch	1.46			1.46
Swasey Ditch	938.46			938.46
Peacock Ditch	675.97			675.97
Slaughter House Ditch	212.89			212.89
South Ditch	44.10			44.10
Stock Corral	175.18			175.18
Joes Valley	1,324.26	1,213.70	450.00	2,087.96
Black Canyon	4,467.03	890.00	2,800.00	2,557.03
Totals	725,229.26	8,079,138.15	8,076,563.41	727,804.00

### **III. Loans**

The following information on loans to and from affiliates of PacifiCorp includes the following:

- A. The month-end amounts outstanding.
- B. The highest amount outstanding during the year, separately for short-term and long-term loans.
- C. A description of the terms and conditions, including basis for interest rates.
- D. The total amount of interest charged or credited and the weighted-average interest rate.
- E. Specify the commission order(s) approving the transaction where such approval is required by law.

## Loan Summary

**2011**

REQUIREMENTS	PACIFIC MINERALS, INC.
<p>III. For inter-company loans to / from affiliates:</p> <p>A. The month-end amounts outstanding for short-term and long-term loans:</p> <p style="padding-left: 40px;">Short-term loans:</p> <p style="padding-left: 80px;">January - December</p> <p style="padding-left: 40px;">Long-term loans:</p>	<p>(a)</p> <p>N/A</p>
<p>B. The highest amount during the year separately for short-term and long-term loans:</p> <p style="padding-left: 40px;">Maximum loan to affiliate:</p> <p style="padding-left: 80px;">Short-term loans:</p> <p style="padding-left: 120px;">Amount</p> <p style="padding-left: 120px;">Date</p> <p style="padding-left: 80px;">Maximum loan to affiliate:</p> <p style="padding-left: 120px;">Long-term loans:</p> <p style="padding-left: 160px;">Amount</p> <p style="padding-left: 160px;">Date</p> <p style="padding-left: 80px;">Maximum loan from affiliate:</p> <p style="padding-left: 120px;">Short-term loans:</p> <p style="padding-left: 160px;">Amount</p> <p style="padding-left: 160px;">Date</p> <p style="padding-left: 80px;">Maximum loan from affiliate:</p> <p style="padding-left: 120px;">Long-term loans:</p> <p style="padding-left: 160px;">Amount</p> <p style="padding-left: 160px;">Date</p>	<p>\$18,253,803</p> <p>December 2, 2011</p> <p>N/A</p> <p>N/A</p> <p>\$5,837,591</p> <p>March 18, 2011</p> <p>N/A</p> <p>N/A</p>
<p>C. A description of the terms and conditions for loans including the basis for interest rates:</p>	<p>Pursuant to the terms and conditions of the Umbrella Loan Agreement</p>
<p>D. The total amount of interest charged or credited and the weighted average rate of interest separately for short-term and long-term loans:</p> <p style="padding-left: 40px;">Short-term loans:</p> <p style="padding-left: 80px;">Interest expense charged</p> <p style="padding-left: 80px;">Interest income credited</p> <p style="padding-left: 40px;">Long-term loans:</p> <p style="padding-left: 80px;">Interest charged or credited</p>	<p>\$2,786</p> <p>\$17,998</p> <p>(b)</p> <p>N/A</p>
<p>E. Specify the commission order(s) approving the transaction where such approval is required by law:</p>	<p>Refer to Appendix A</p>

(a) Refer to the following schedule for the detail of month-end loan amounts outstanding.

(b) Refer to the following schedule for the detail of interest charged or credited and the rates of interest.



**PacifiCorp - Pacific Minerals, Inc.**  
**Umbrella Loan Agreement Transactions Statement**  
**Pacific Minerals, Inc. ("PMI")**  
**2011**

<u>Month</u>	<u>Net Principal Advanced To PacifiCorp</u>	<u>Net Principal Repaid By PacifiCorp</u>	<u>Principal Advanced To PMI</u>	<u>Principal Repaid By PMI</u>	<u>Outstanding Month End Balance<sup>(a)</sup></u>	<u>Interest Rate Range</u>	<u>Interest Expense Incurred By PacifiCorp</u>	<u>Interest Income Earned By PacifiCorp</u>
Jan-11	\$ 98,929	\$ -	\$ 7,400,000	\$ 9,381,665	\$ (98,929)	0.3300% - 0.3500%	\$ 12	\$ 1,463
Feb-11	3,439,571	98,929	6,301,071	6,301,071	(3,439,571)	0.3350% - 0.3800%	374	1,011
Mar-11	5,598,020	3,200,000	-	-	(5,837,591)	0.3715% - 0.3983%	1,005	-
Apr-11	3,935,510	9,773,101	3,926,899	2,662,409	1,264,490	0.3454% - 0.3902%	379	531
May-11	4,297,322	4,297,322	8,102,678	1,264,490	8,102,678	0.3100% - 0.3600%	474	289
Jun-11	4,231,671	4,231,671	3,268,329	8,102,678	3,268,329	0.3100% - 0.3100%	474	1,144
Jul-11	608,543	-	-	3,268,329	(608,543)	0.3100% - 0.3100%	68	507
Aug-11	-	608,543	7,991,457	5,133,235	2,858,222	0.3150% - 0.3150%	-	1,584
Sep-11	-	-	3,900,000	5,199,726	1,558,496	0.3150% - 0.3275%	-	1,126
Oct-11	-	-	5,420,000	5,675,514	1,302,982	0.3150% - 0.3150%	-	1,125
Nov-11	-	-	15,200,000	5,349,179	11,153,803	0.3150% - 0.3937%	-	4,115
Dec-11	-	-	7,100,000	4,361,601	13,892,202	0.3500% - 0.4000%	-	5,103
<b>TOTAL</b>	<b>\$ 22,209,566</b>	<b>\$ 22,209,566</b>	<b>\$ 68,610,434</b>	<b>\$ 56,699,897</b>			<b>\$ 2,786</b>	<b>\$ 17,998</b>

(a) Outstanding month-end balances advanced to PacifiCorp are shown in parentheses, if applicable.

## **IV. Debt Guarantees**

**If the parent guarantees any debt of affiliated interests, identify the entities involved, the nature of the debt, the original amount, the highest amount during the year ended December 31, 2011 and the balance as of December 31, 2011.**

PacifiCorp does not guarantee the debt of its subsidiaries or any of its affiliates.

## **V. Other Transactions**

**Report other transactions (utility leasing of affiliate property, affiliate leasing of utility property, utility purchase of affiliate property, material or supplies and affiliate purchase of utility property, material or supplies) as follows:**

PacifiCorp is party to a tax-sharing arrangement and is part of the Berkshire Hathaway United States federal income tax return. PacifiCorp's provision for income taxes has been computed on a stand-alone basis. PacifiCorp remits federal and certain state income tax payments to PPW Holdings LLC. The tax payments are then remitted to MEHC. At December 31, 2011, MEHC owed PacifiCorp \$67,080,728, PMI \$2,506,467 and PERCo \$268,390 under this arrangement.

During 2011, MEC transferred certain generation plant equipment to PacifiCorp, which PacifiCorp then replaced at a cost to PacifiCorp, of \$1,044. Also during 2011, PacifiCorp transferred certain generation plant equipment to MEC at a cost to PacifiCorp of \$700. Both of these transfers were in response to emergency needs. Refer to the attached Intercompany Mutual Assistance Agreement which governs intercompany transfers such as these.

Refer to Appendix A for a discussion of commission orders approving transactions with affiliates.

## **VI. Employee Transfers**

**By affiliate and job title, provide the total number of executive, management and professional/technical employees transferred to and from the utility. By affiliate, provide the total number of other employees transferred to and from the utility.**

**Report of PacifiCorp Employee Transfers to Affiliates  
During the Year Ended December 31, 2011**

Executive, Management and Professional/Technical Employees

<b>Affiliate</b>	<b>Job Title</b>	<b>Count</b>
MidAmerican Energy Company	IT Specialist, Help Desk - Career	1
Total		1

**Report of PacifiCorp Employee Transfers from Affiliates  
During the Year Ended December 31, 2011**

Executive, Management and Professional/Technical Employees

<b>Affiliate</b>	<b>Job Title</b>	<b>Count</b>
Kern River Gas Transmission Company	Engineer – Associate	1
Kern River Gas Transmission Company	Specialist, Project Controls – Career	1
MidAmerican Energy Company	Engineer - Career	1
Total		3

## **VII. Cost Allocations**

**A description of each intra-company cost allocation procedure and a schedule of cost amounts, by account, transferred between regulated and non-regulated segments of the company.**

# PacifiCorp

## Cost Allocation Manual

### For the Year Ended December 31, 2011

#### Overview/Introduction

This section describes the allocation of costs between PacifiCorp and its affiliates.

On March 31, 2006, PacifiCorp entered into an Intercompany Administrative Services Agreement (“IASA”) between MEHC and its subsidiaries. PacifiCorp is an indirect subsidiary of MEHC, a holding company based in Des Moines, Iowa, owning subsidiaries that are primarily engaged in the energy business. Refer to attached IASA. The IASA covers:

- a) services by executive, management, professional, technical and clerical employees;
- b) financial services, payroll processing services, employee benefits participation, supply chain and purchase order processing services, tax and accounting services, contract negotiation and administration services, risk management services, environmental services and engineering and technical services;
- c) the use of office facilities, including but not limited to office space, conference rooms, furniture, equipment, machinery, supplies, computers and computer software, insurance policies and other personal property; and
- d) the use of automobiles, airplanes, other vehicles and equipment.

In connection with the March 2006 acquisition of PacifiCorp by MEHC, MEHC committed to PacifiCorp’s state regulatory commissions to limit the amount of affiliate services pursuant to the IASA that PacifiCorp pays to MEHC each year to \$9,000,000. This acquisition commitment expired March 20, 2011. The \$9,000,000 limit was prorated during the period from January 1, 2011 to March 20, 2011.

#### Allocation Amounts and Methods

##### MEHC and subsidiaries to PacifiCorp

During the year ended December 31, 2011, PacifiCorp was allocated costs by its non-regulated parent company, MEHC, and certain of MEHC’s subsidiaries, some of which are non-regulated, as part of the affiliate services pursuant to the IASA. The amounts included in Section II – Transactions include both direct charges and allocated amounts. The allocated amounts were as follows:

<b>Name of entity</b>	<b>Total services received as reported in Section II - Transactions</b>	<b>Amount of services based on allocations</b>
MidAmerican Energy Holdings Company	\$ 11,191,276	\$ 2,511,372
MHC Inc.	730,726	302,448
MidAmerican Energy Company	3,717,182	1,698,442
Kern River Gas Transmission Company	150,711	-
Cordova Energy Company LLC	453	-
M&M Ranch Acquisition Company, LLC	1,340	-
Total	<u>\$ 15,791,688</u>	<u>\$ 4,512,262</u>



The amounts were allocated by MEHC and its subsidiaries to PacifiCorp using six different formulae during the year ended December 31, 2011. These formulae are as follows:

- a) A two factor formula based on the labor and assets of each of MEHC's subsidiaries. PacifiCorp's allocation percentage during the year ended December 31, 2011 was 46.25%.
- b) The same two factor formula as a) above, except excluding the labor and assets of HomeServices. PacifiCorp's allocation percentage during the year ended December 31, 2011 was 49.08%.
- c) The same two factor formula as a) above, except excluding the labor and assets of MEHC's international subsidiaries. PacifiCorp's allocation percentage during the year ended December 31, 2011 was 52.70%.
- d) The same two factor formula as c) above, except excluding the labor and assets of HomeServices. PacifiCorp's allocation percentage during the year ended December 31, 2011 was 56.50%.
- e) A formula to allocate legislative and regulatory costs to each of MEHC's subsidiaries based on where the legislative and regulatory employees spent their time. PacifiCorp's allocation percentage during the year ended December 31, 2011 was 20.00%.
- f) A formula based on the gross plant asset amounts of each of MEHC's subsidiaries. PacifiCorp's allocation percentage during the year ended December 31, 2011 was 49.09%.

#### PacifiCorp to MEHC and subsidiaries

During the year ended December 31, 2011, PacifiCorp allocated costs to its non-regulated parent company, MEHC, and certain of MEHC's subsidiaries, some of which are non-regulated, as part of the affiliate services pursuant to the IASA. The amounts included in Section II – Transactions include both direct charges and allocated amounts. The allocated amounts were as follows:

<b>Name of entity</b>	<b>Total services provided as reported in Section II - Transactions</b>	<b>Amount of services based on allocations</b>
MidAmerican Energy Holdings Company	\$ 319,378	\$ 47,579
MidAmerican Energy Company	862,267	509,696
HomeServices of America, Inc.	147,116	128,221
Kern River Gas Transmission Company	168,331	63,266
CalEnergy Generation Operating Company	133,593	18,282
Northern Natural Gas Company	191,604	161,499
Midwest Capital Group, Inc.	1,327	1,283
MEC Construction Services Co.	196	188
MEHC Investment, Inc.	185	180
Cordova Energy Company LLC	7,798	7,543
Northern Powergrid Holdings Company	20,647	18,626
CE Philippines Ltd.	2,817	971
Iowa Realty Co., Inc.	3,647	2,915
Total	<u>\$ 1,858,906</u>	<u>\$ 960,249</u>

The amounts were allocated by PacifiCorp to MEHC and its subsidiaries using five different formulae during the year ended December 31, 2011. These formulae are as follows:

- a) A two factor formula based on the labor and assets of each of MEHC's subsidiaries. The percentage that PacifiCorp allocated to MEHC and its subsidiaries during the year ended December 31, 2011 was 53.75%.
- b) The same two factor formula as a) above, except excluding the labor and assets of MEHC's international subsidiaries. The percentage that PacifiCorp allocated to MEHC and its subsidiaries during the year ended December 31, 2011 was 47.30%.

- c) The same two factor formula as b) above, except excluding the labor and assets of HomeServices. The percentage that PacifiCorp allocated to MEHC and its subsidiaries during the year ended December 31, 2011 was 43.50%.
- d) The same two factor formula as a) above, except excluding the labor and assets of PacifiCorp and HomeServices. The percentage that PacifiCorp allocated to MEHC and its subsidiaries during the year ended December 31, 2011 was 100%.
- e) A formula based on shared Information Technology infrastructure that is owned and/or managed by MEC. The percentage that PacifiCorp allocated to MEHC and its subsidiaries was 100%.

## **INTERCOMPANY ADMINISTRATIVE SERVICES AGREEMENT**

**BETWEEN**

**MIDAMERICAN ENERGY HOLDINGS COMPANY**

**AND**

**ITS SUBSIDIARIES**

This Intercompany Administrative Services Agreement ("Agreement") is entered into as of March 31, 2006 by and between MidAmerican Energy Holdings Company (hereinafter the "Company") and its direct and indirect subsidiaries (hereinafter the "Subsidiaries") (each a "Party" and together the "Parties").

WHEREAS, the Company provides senior management, executive oversight and other administrative services that provide value to and benefit the Subsidiaries as entities in the consolidated group;

WHEREAS, the Subsidiaries have access to professional, technical and other specialized resources that the Company may wish to utilize from time to time in the provision of such administrative services; and

WHEREAS, the Company and Subsidiaries may desire to utilize the professional, technical and other specialized resources of certain Subsidiaries;

NOW, THEREFORE, in consideration of the premises and mutual agreements set forth herein, the Company and Subsidiaries agree as follows:

### **ARTICLE 1. PROVISION OF ADMINISTRATIVE SERVICES**

Upon and subject to the terms of this Agreement, services will be provided between and among the Company and its Subsidiaries that are not directly applicable to the production, distribution or sale of a product or service available to customers of the Company or its subsidiaries ("Administrative Services"). For purposes of this Agreement, Administrative Services shall include, but not be limited to the following:

- a) services by executive, management, professional, technical and clerical employees;
- b) financial services, payroll processing services, employee benefits participation, supply chain and purchase order processing services, tax and accounting services, contract negotiation and administration services, risk management services, environmental services and engineering and technical services;
- c) the use of office facilities, including but not limited to office space, conference rooms, furniture, equipment, machinery, supplies, computers and computer software, insurance policies and other personal property;
- d) the use of automobiles, airplanes, other vehicles and equipment;

To obtain specialized expertise or to achieve efficiencies, the following situations may arise under this Agreement whereby Administrative Services may be provided between and among the Company and its Subsidiaries:

- a) The Company may directly assign or allocate common costs to the Subsidiaries,
- b) The Company may procure Administrative Services from the Subsidiaries for its own benefit,
- c) The Company may procure Administrative Services from the Subsidiaries for subsequent allocation to some or all Subsidiaries commonly benefiting, or
- d) The Subsidiaries may procure Administrative Services from each other.

## **ARTICLE 2. DEFINITIONS**

For purposes of this Agreement these terms shall be defined as follows:

- (a) "Laws" shall mean any law, statute, rule, regulation or ordinance.
- (b) "State Commissions" shall mean any state public utility commission or state public service commission with jurisdiction over a rate-regulated Party.
- (c) "Subsidiaries" shall mean current and future direct and indirect majority-owned subsidiaries of the Company.

## **ARTICLE 3. EFFECTIVE DATE**

This Agreement shall be effective as of the date set forth above; provided, however, that in those jurisdictions in which regulatory approval is required before the Agreement becomes effective, the effective date shall be as of the date of such approval.

## **ARTICLE 4. CHARGES AND PAYMENT**

### **(a) CHARGES.**

Parties shall charge for Administrative Services on the following basis:

- (i) Direct Charges: The Party receiving the benefit of Administrative Services ("Recipient Party") will be charged for the operating costs incurred by the Party providing the Administrative Services ("Providing Party"), including, but not limited to, allocable salary and wages, incentives, paid absences, payroll taxes, payroll additives (insurance premiums, health care and retirement benefits and the like), direct non-labor costs, if any, and similar expenses, and reimbursement of out-of-pocket third party costs and expenses.
- (ii) Service Charges: Costs that are impractical to charge directly but for which a cost/benefit relationship can be reasonably identified. A practical allocation method will be established by Providing Party that allocates the cost of this service equitably and consistently to the Recipient Party. Any changes in the methodology will be communicated in writing to rate-regulated subsidiaries at least 180 days before the implementation of the change.
- (iii) Allocations: Costs incurred for the general benefit of the entire corporate group for which direct charging and service charges are not practical. An allocation methodology will be established and used consistently from year to year. Any changes to the methodology will be communicated

in writing to rate-regulated subsidiaries at least 180 days before the implementation of the change.

The charges constitute full compensation to the Providing Party for all charges, costs and expenses incurred by the Providing Party on behalf of the Recipient Party in providing the Administrative Services, unless otherwise specifically agreed to in writing between the Parties.

If events or circumstances arise which, in the opinion of the Parties, render the costs of providing any Administrative Services materially different from those charged under a specific rate or formula then in effect, the specific rate or formulas shall be equitably adjusted to take into account such events or changed circumstances.

Providing Parties will bill each and all Recipient Parties, as appropriate, for Administrative Services rendered under this Agreement in as specific a manner as practicable. To the extent that direct charging for services rendered is not practicable, the Providing Party may utilize allocation methodologies to assign charges for services rendered to the Recipient Party, reflective of the drivers of such costs. Such allocation methodologies may utilize allocation bases that include, but are not limited to: employee labor, employee counts, assets, and multi-factor allocation formulae.

Any cost allocation methodology for the assignment of corporate and affiliate costs will comply with the following principles:

- i) For Administrative Services rendered to a rate-regulated subsidiary of the Company or each cost category subject to allocation to rate-regulated subsidiaries by the Company, the Company must be able to demonstrate that such service or cost category is reasonable for the rate-regulated subsidiary for the performance of its regulated operations, is not duplicative of Administrative Services already being performed within the rate-regulated subsidiary, and is reasonable and prudent.
- ii) The Company and Providing Parties will have in place positive time reporting systems adequate to support the allocation and assignment of costs of executives and other relevant personnel to Recipient Parties.
- iii) Parties must maintain records sufficient to specifically identify costs subject to allocation, particularly with respect to their origin. In addition, the records must be adequately supported in a manner sufficient to justify recovery of the costs in rates of rate-regulated subsidiaries.
- iv) It is the responsibility of rate-regulated Recipient Parties to this Agreement to ensure that costs which would have been denied recovery in rates had such costs been directly incurred by the regulated operation are appropriately identified and segregated in the books of the regulated operation.

(b) PAYMENT.

(i) Each Providing Party shall bill the Recipient Party monthly for all charges pursuant to this Agreement via billings to the Company. The Company, in its capacity as a clearinghouse for

intercompany charges within the Company shall aggregate all charges and bill all Recipient Parties in a single bill. Full payment to or by the Company for all Administrative Services shall be made by the end of the calendar month following the intercompany charge. Charges shall be supported by reasonable documentation, which may be maintained in electronic form.

(ii) The Parties shall make adjustments to charges as required to reflect the discovery of errors or omissions or changes in the charges. The Parties shall conduct a true-up process at least quarterly and more frequently if necessary to adjust charges based on reconciliation of amounts charged and costs incurred. It is the intent of the Parties that such true-up process will be conducted using substantially the same process, procedures and methods of review as have been in effect prior to execution of this Agreement by the Parties.

#### **ARTICLE 5. GENERAL OBLIGATIONS; STANDARD OF CARE**

Rate-regulated Parties will comply with all applicable State and Federal Laws regarding affiliated interest transactions, including timely filing of applications and reports. The Parties agree not to cross-subsidize between the rate-regulated and non-rate-regulated businesses or between any rate-regulated businesses, and shall comply with any applicable State Commission Laws and orders. Subject to the terms of this Agreement, the Parties shall perform their obligations hereunder in a commercially reasonable manner.

#### **ARTICLE 6. TAXES**

Each Party shall bear all taxes, duties and other similar charges except taxes based upon its gross income (and any related interest and penalties), imposed as a result of its receipt of Administrative Services under this Agreement, including without limitation sales, use, and value-added taxes.

#### **ARTICLE 7. ACCOUNTING AND AUDITING**

Providing Parties and the Company shall maintain such books and records as are necessary to support the charges for Administrative Services, in sufficient detail as may be necessary to enable the Parties to satisfy applicable regulatory requirements ("Records"). All Parties:

- (a) shall provide access to the Records at all reasonable times;
- (b) shall maintain the Records in accordance with good record management practices and with at least the same degree of completeness, accuracy and care as it maintains for its own records; and
- (c) shall maintain its own accounting records, separate from the other Party's accounting records.

Subject to the provisions of this Agreement, Records supporting intercompany billings shall be available for inspection and copying by any qualified representative or agent of either Party or its affiliates, at the expense of the inquiring Party. In addition, State Commission staff or agents may audit the accounting records of Providing Parties that form the basis for charges to rate-regulated subsidiaries, to determine the reasonableness of allocation factors used by the Providing Party to assign costs to the Recipient Party and amounts subject to allocation or direct charges. All Parties agree to cooperate fully with such audits.

#### **ARTICLE 8. BUDGETING**

In advance of each budget year, Providing Parties shall prepare and deliver to the Recipient Parties, for their review and approval, a proposed budget for Administrative Services to be performed during that year. The approved schedule of budgeted Administrative Services shall evidence the base level of Administrative Services. The schedule shall be updated at least annually. Each Party shall promptly notify the other Party in writing of any requested material change to the budget costs for any service being provided.

#### **ARTICLE 9. COOPERATION WITH OTHERS**

The Parties will use good faith efforts to cooperate with each other in all matters relating to the provision and receipt of Administrative Services. Such good faith cooperation will include providing electronic access in the same manner as provided other vendors and contractors to systems used in connection with Administrative Services and using commercially reasonable efforts to obtain all consents, licenses, sublicenses or approvals necessary to permit each Party to perform its obligations. Each Party shall make available to the other Party any information required or reasonably requested by the other Party regarding the performance of any Administrative Service and shall be responsible for timely providing that information and for the accuracy and completeness of that information; provided, however, that a Party shall not be liable for not providing any information that is subject to a confidentiality obligation owed by it to a person or regulatory body other than an affiliate of it or the other Party. Either Party shall not be liable for any impairment of any Administrative Service caused by it not receiving information, either timely or at all, or by it receiving inaccurate or incomplete information from the other Party that is required or reasonably requested regarding that Administrative Service. The Parties will cooperate with each other in making such information available as needed in the event of any and all internal or external audits, utility regulatory proceedings, legal actions or dispute resolution. Each Party shall fully cooperate and coordinate with each other's employees and contractors who may be awarded other work. The Parties shall not commit or permit any act, which will interfere with the performance of or receipt of Administrative Services by either Party's employees or contractors.

#### **ARTICLE 10. COMPLIANCE WITH ALL LAWS**

Each Party shall be responsible for (i) its compliance with all laws and governmental regulations affecting its business, including but not limited to, laws and governmental regulations governing federal and state affiliate transactions, workers' compensation, health, safety and security, and (ii) any use it may make of the Administrative Services to assist it in complying with such laws and governmental regulations.

#### **ARTICLE 11. LIMITATION OF LIABILITY**

Notwithstanding any other provision of this Agreement and except for (a) rights provided under Article 12 in connection with Third-Party Claims, (b) direct or actual damages as a result of a breach of this Agreement, and (c) liability caused by a Party's negligence or willful misconduct, no Party nor their respective directors, officers, employees and agents, will have any liability to any other Party, or their respective directors, officers, employees and agents, whether based on contract, warranty, tort, strict liability, or any other theory, for any indirect, incidental, consequential, special damages, and no Party, as a result of providing a Service pursuant to this Agreement, shall be liable to any other Party for more than the cost of the Administrative Service(s) related to the claim or damages.

**ARTICLE 12. INDEMNIFICATION**

Each of the Parties will indemnify, defend, and hold harmless each other Party, members of its Board of Directors, officers, employees and agents against and from any third-party claims resulting from any negligence or willful misconduct of a Party's employees, agents, representatives or subcontractors of any tier, their employees, agents or representatives in the performance or nonperformance of its obligations under this Agreement or in any way related to this Agreement. If a Third-Party claim arising out of or in connection with this Agreement results from negligence of multiple Parties (including their employees, agents, suppliers and subcontractors), each Party will bear liability with respect to the Third-Party Claim in proportion to its own negligence.

**ARTICLE 13. DISPUTE RESOLUTION**

The Parties shall promptly resolve any conflicts arising under this Agreement and such resolution shall be final. If applicable, adjustments to the charges will be made as required to reflect the discovery of errors or omissions in the charges. If the Parties are unable to resolve any service, performance or budget issues or if there is a material breach of this Agreement that has not been corrected within ninety (90) days, representatives of the affected Parties will meet promptly to review and resolve those issues in good faith.

**ARTICLE 14. TERMINATION FOR CONVENIENCE**

A Party may terminate its participation in this Agreement either with respect to all, or with respect to any one or more, of the Administrative Services provided hereunder at any time and from time to time, for any reason or no reason, by giving notice of termination at least sixty (60) days in advance of the effective date of the termination to enable the other Party to adjust its available staffing and facilities. In the event of any termination with respect to one or more, but less than all, Administrative Services, this Agreement shall continue in full force and effect with respect to any Administrative Services not terminated hereby. If this Agreement is terminated in whole or in part, the Parties will cooperate in good faith with each other in all reasonable respects in order to effect an efficient transition and to minimize the disruption to the business of all Parties, including the assignment or transfer of the rights and obligations under any contracts. Transitional assistance service shall include organizing and delivering records and documents necessary to allow continuation of the Administrative Services, including delivering such materials in electronic forms and versions as reasonably requested by the Party.

**ARTICLE 15. CONFIDENTIAL INFORMATION/NONDISCLOSURE**

To the fullest extent allowed by law, the provision of any Administrative Service or reimbursement for any Administrative Service provided pursuant to this Agreement shall not operate to impair or waive any privilege available to either Party in connection with the Administrative Service, its provision or reimbursement for the Administrative Service.

All Parties will maintain in confidence Confidential Information provided to each other in connection with this Agreement and will use the Confidential Information solely for the purpose of carrying out its obligations under this Agreement. The term Confidential Information means any oral or written information, (including without limitation, computer programs, code, macros or instructions) which is made available to the Company, its



Subsidiaries or one of its representatives, regardless of the manner in which such information is furnished. Confidential Information also includes the following:

a. All Information regarding the Administrative Services, including, but not limited to, price, costs, methods of operation and software, shall be maintained in confidence.

b. Systems used to perform the Administrative Services provided hereunder are confidential and proprietary to the Company, its Subsidiaries or third parties. Both Parties shall treat these systems and all related procedures and documentation as confidential and proprietary to the Company, its Subsidiaries or its third party vendors.

c. All systems, procedures and related materials provided to either Party are for its internal use only and only as related to the Administrative Services or any of the underlying systems used to provide the Administrative Services.

Notwithstanding anything in this Article 15 to the contrary, the term "Confidential Information" does not include any information which (i) at the time of disclosure is generally available to and known by the public (other than as a result of an unpermitted disclosure made directly or indirectly by a Party), (ii) was available to a Party on a non-confidential basis from another source (provided that such source is not or was not bound by a confidentiality agreement with a Party or had any other duty of confidentiality to a Party), or (iii) has been independently acquired or developed without violating any of the obligations under this Agreement.

The Parties shall use good faith efforts at the termination or expiration of this Agreement to ensure that all user access and passwords are cancelled.

All Confidential Information supplied or developed by a Party shall be and remain the sole and exclusive property of the Party who supplied or developed it.

#### **ARTICLE 16. PERMITTED DISCLOSURE**

Notwithstanding provisions of this Agreement to the contrary, each Party may disclose Confidential Information (i) to the extent required by a State Commission, a court of competent jurisdiction or other governmental authority or otherwise as required by law, including without limitation disclosure obligations imposed under the federal securities laws, provided that such Party has given the other Party prior notice of such requirement when legally permissible to permit the other Party to take such legal action to prevent the disclosure as it deems reasonable, appropriate or necessary, or (ii) on a "need-to-know" basis under an obligation of confidentiality to its consultants, legal counsel, affiliates, accountants, banks and other financing sources and their advisors.

#### **ARTICLE 17. SUBCONTRACTORS**

To the extent provided herein, the Parties shall be fully responsible for the acts or omissions of any subcontractors of any tier and of all persons employed by such subcontractors and shall maintain complete

control over all such subcontractors. It being understood and agreed that not anything contained herein shall be deemed to create any contractual relation between the subcontractor of any tier and the Parties.

**ARTICLE 18. NONWAIVER**

The failure of a Party to insist upon or enforce strict performance of any of the terms of this Agreement or to exercise any rights herein shall not be construed as a waiver or relinquishment to any extent of its right to enforce such terms or rights on any future occasion.

**ARTICLE 19. SEVERABILITY**

Any provision of this Agreement prohibited or rendered unenforceable by operation of law shall be ineffective only to the extent of such prohibition or unenforceability without invalidating the remaining provisions of this Agreement.

**ARTICLE 20. ENTIRE AGREEMENT/DOCUMENTS INCORPORATED BY REFERENCE**

All understandings, representations, warranties, agreements and any referenced attachments, if any, existing between the Parties regarding the subject matter hereof are merged into this Agreement, which fully and completely express the agreement of the Parties with respect to the subject matter hereof.

**ARTICLE 21. OTHER AGREEMENTS**

This Agreement does not address or govern the Parties' relationship involving: (a) the tax allocation agreement nor (b) any other relationships not specifically identified herein. All such relationships not addressed or governed by this Agreement will be governed and controlled by a separate agreement or tariff specifically addressing and governing those relationships or by applicable Laws or orders.

This Agreement has been duly executed on behalf of the Parties as follows:

**MIDAMERICAN ENERGY HOLDINGS COMPANY**

By: PJ Good  
Patrick J. Goodman  
Title: Sr. Vice President &  
Chief Financial Officer

**NNGC ACQUISITION, LLC**

By: B Hankel  
Brian K. Hankel  
Title: Vice President & Treasurer

**PPW HOLDINGS LLC**

By: B Hankel  
Brian K. Hankel  
Title: Vice President & Treasurer

**KR HOLDING, LLC**

By: PJ Good  
Patrick J. Goodman  
Title: Vice President & Treasurer

**CE ELECTRIC UK FUNDING COMPANY**

By: PJ Good  
Patrick J. Goodman  
Title: Director

**CALENERGY INTERNATIONAL SERVICES, INC.**

By: B Hankel  
Brian K. Hankel  
Title: Vice President & Treasurer

**HOME SERVICES OF AMERICA, INC.**

By: Paul J. Leighton  
Paul J. Leighton  
Title: Asst Secy

**CE CASECNAN WATER AND ENERGY COMPANY, INC.**

By: B Hankel  
Brian K. Hankel  
Title: Vice President & Treasurer

**MIDAMERICAN FUNDING, LLC**

By: Thomas B. Specketer  
Thomas B. Specketer  
Title: Vice President & Controller

**INTERCOMPANY MUTUAL ASSISTANCE AGREEMENT**  
**BY AND BETWEEN THE RATE-REGULATED SUBSIDIARIES OF**  
**MIDAMERICAN ENERGY HOLDINGS COMPANY**

This Intercompany Mutual Assistance Agreement ("Agreement") is entered into by and between the rate-regulated public utility subsidiaries of MidAmerican Energy Holdings Company ("Company") (each a "Party" and together the "Parties").

WHEREAS, each of the Parties provides public utility services subject to the oversight of regulatory authorities, such as a state public utility commission and/or the Federal Energy Regulatory Commission ("FERC");

WHEREAS, a Party may from time to time require mutual aid or assistance from another Party, which may involve the provision of goods, services and/or specialized resources for temporary emergency purposes, or the emergency interchange of equipment or goods by one Party to the other, as long as provided without detriment to the providing Party's public utility obligations ("mutual assistance"); and

WHEREAS, as rate-regulated public utilities, the Parties have obligations to provide reasonably adequate public utility service, and from time to time may be able to assist one another in providing mutual assistance; and

WHEREAS, the Parties are some of the signatories of the Intercompany Administrative Services Agreement ("IASA") by and between Company and its Subsidiaries, which permits the sharing of professional, technical and other specialized resources and wish to enter into an agreement that will allow mutual assistance on similar terms; and

WHEREAS, in order to minimize any potential for cross-subsidization or affiliate abuse and ensure appropriate oversight, participation under this Agreement is limited to Rate-Regulated Subsidiaries of the Company.

NOW, THEREFORE, in consideration of the premises and mutual agreements set forth herein, the Parties agree as follows:

#### **ARTICLE 1. PROVISION OF MUTUAL ASSISTANCE**

Upon and subject to the terms of this Agreement, one Party ("Providing Party") may provide mutual assistance to another Party ("Recipient Party").

Availability and provision of mutual assistance shall be governed by an applicable mutual aid agreement, which may be the Edison Electric Institute Mutual Aid Agreement, the Western Region Mutual Assistance Agreement, or such other agreement as may be customarily used in the region where the mutual assistance is to be provided, except for reimbursement of costs, which shall be governed by Article 4 of this Agreement.

The Parties recognize that there may be several phases of mutual assistance activity, including pre-notification of a potential need for assistance, a request for information related to the costs and availability of mutual assistance, and actual mobilization. Only actual mobilization is considered the provision of mutual assistance.

#### **ARTICLE 2. DEFINITIONS**

For purposes of this Agreement, these terms shall be defined as follows:

- (a) "Laws" shall mean any law, statute, rule, regulation or ordinance of any governmental authority, which may be without limitation a federal agency, a state or a governmental subdivision.
- (b) "Rate-Regulated Subsidiary" shall mean a subsidiary of the Company ("subsidiary") that is regulated by one or more State Commissions and/or FERC, in the subsidiary's capacity of providing regulated public utility services.
- (c) "State Commissions" shall mean any state public utility commission or state public service commission with utility regulatory jurisdiction over a Rate-Regulated Subsidiary.

#### **ARTICLE 3. EFFECTIVE DATE**

This Agreement shall be effective as of the date of execution; provided, however, that in those jurisdictions in which regulatory approval is required before the Agreement becomes effective, the effective date shall be as of the date of such approval.

#### **ARTICLE 4. CHARGES AND PAYMENT**

The Parties recognize that charges for mutual assistance will begin when a request for mobilization of assistance is submitted to the Providing Party by the Recipient Party. Costs associated with pre-notification of a potential need or gathering of information associated with a request for mutual assistance will not be charged to the Recipient Party.

Providing Parties shall bill Recipient Parties, as appropriate, for mutual assistance rendered under this Agreement in as specific a manner as practicable.

Payments for mutual assistance shall be governed by an applicable mutual aid agreement, which may be the Edison Electric Institute Mutual Aid Agreement, the Western Region Mutual Assistance Agreement, or such other agreement as may be customarily used in the region where the mutual assistance is to be provided.

In the event that the mutual assistance consists only of the interchange of a good in an emergency circumstance, the Recipient Party shall reimburse the Providing Party the replacement cost of the

transferred good. Any associated services shall be reimbursed by the Recipient Party as a direct charge, service charge or allocation as applicable pursuant to the IASA.

**ARTICLE 5. STANDARD OF CARE**

The Parties shall comply with all applicable Laws regarding affiliated interest transactions, including timely filing of regulatory filings and reports. The Parties agree not to cross-subsidize and shall comply with all applicable Laws and orders issued by State Commissions or FERC. Subject to the terms of this Agreement, the Parties shall perform their obligations hereunder in a commercially reasonable manner.

**ARTICLE 6. TAXES**

Each Party shall bear all taxes, duties and other similar charges, except taxes based upon its gross income (and any related interest and penalties), imposed as a result of its receipt of mutual assistance under this Agreement, including without limitation sales, use and value-added taxes.

**ARTICLE 7. ACCOUNTING AND AUDITING**

Providing Parties shall maintain such books and records as are necessary to support the charges for mutual assistance, in sufficient detail as may be necessary to enable the Parties to satisfy applicable regulatory requirements ("Records"). All Parties:

- (a) Shall provide access to the Records at all reasonable times;
- (b) Shall maintain the Records in accordance with good record management practices and with at least the same degree of completeness, accuracy and care as it maintains for its own records; and
- (c) Shall maintain its own accounting records, separate from the other Parties' accounting records.

Subject to the provisions of this Agreement, Records supporting mutual assistance billings shall be available for inspection and copying by any qualified representative or agent of a Party, at the expense of the inquiring Party. In addition, FERC or State Commissions staff or agents may audit the accounting records of Providing Parties that form the basis for charges to Rate-Regulated Subsidiaries. All Parties agree to cooperate fully with such audits.

**ARTICLE 8. COOPERATION WITH OTHERS**

The Parties shall use good faith efforts to cooperate with each other in all matters related to the provision and receipt of mutual assistance. Such good faith cooperation will include providing electronic access in the same manner as provided other vendors and contractors to systems used in connection with mutual assistance and using commercially reasonable efforts to obtain all consents, licenses, sublicenses or approvals necessary to permit each Party to perform its obligations.

Each Party shall make available to another Party any information required or reasonably requested by the Party related to the provision of mutual assistance and shall be responsible for timely provision of said information and for the accuracy and completeness of the information; provided, however, that a Party shall not be liable for not providing any information that is subject to a confidentiality obligation or a regulatory obligation not to disclose or be a conduit of information owned by it to a person or regulatory body other than the other Party.

The Parties shall cooperate with each other in making such information available as needed in the event of any and all internal or external audits, State Commissions or FERC regulatory proceedings, legal actions, or dispute resolution.

Each Party shall fully cooperate and coordinate with each other's employees and contractors in the performance or provision of mutual assistance. The Parties shall not commit or permit any act that will interfere with the performance or receipt of mutual assistance by any Party's employees or contractors.

**ARTICLE 9. COMPLIANCE WITH ALL LAWS**

Each Party shall be responsible for (a) its compliance with all Laws affecting its business, including, but not limited to, laws and governmental regulations governing federal and state affiliate transactions, workers' compensation, health, safety and security; (b) any use it may make of the mutual assistance to assist it in complying with such laws and governmental regulations; and (c) compliance with FERC's Standards of Conduct, Market-Based Rate Affiliate Restrictions, and any comparable restrictions imposed by FERC or State Commissions.

**ARTICLE 10. LIMITATION OF LIABILITY**

Notwithstanding any other provision of this Agreement and except for (a) rights provided under Article 11 in connection with Third-Party Claims; (b) direct or actual damages as a result of a breach of this Agreement; and (c) liability caused by a Party's negligence or willful misconduct, no Party, nor its respective directors, officers, employees and agents, will have any liability to any other Party, nor its respective directors, officers, employees and agents, whether based on contract, warranty, tort, strict liability or any other theory, for any indirect, incidental, consequential or special damages, and no Party, as a result of providing mutual assistance pursuant to this Agreement, shall be liable to any other Party for more than the cost of the mutual assistance related to the claim or damages.

**ARTICLE 11. INDEMNIFICATION**

Each of the Parties will indemnify, defend and hold harmless each other Party, members of its Board of Directors, officers, employees and agents against and from any Third-Party Claims resulting from any negligence or willful misconduct of a Party's employees, agents, representatives or subcontractors of any tier, their employees, agents or representatives in the performance or nonperformance of its obligations under this Agreement or in any way related to this Agreement. If a Third-Party Claim arising out of or in connection with this Agreement results from the negligence of multiple Parties, including their employees, agents, suppliers and subcontractors, each Party will bear liability with respect to the Third-Party Claim in proportion to its own negligence.

**ARTICLE 12. DISPUTE RESOLUTION**

The Parties shall promptly resolve any conflicts arising under this Agreement and such resolution shall be final. If applicable, adjustments to the charges will be made as required to reflect the discovery of errors or omissions in the charges. If the Parties are unable to resolve any service, performance or budget issues or if there is a material breach of this Agreement that has not been corrected within ninety (90) days, representatives of the affected Parties will meet promptly to review and resolve those issues in good faith.

**ARTICLE 13. TERMINATION FOR CONVENIENCE**

A Party may terminate its participation in this Agreement either with respect to all, or part, of the mutual assistance provided hereunder at any time and from time to time, for any reason or no reason, by giving notice of termination to the other party as soon as reasonably possible.

**ARTICLE 14. CONFIDENTIAL INFORMATION/NONDISCLOSURE**

To the fullest extent allowed by law, the provision of mutual assistance or reimbursement for mutual assistance provided pursuant to this Agreement shall not operate to impair or waive any privilege available to any Party in connection with the mutual assistance, its provision or reimbursement thereof.

The Parties shall handle all information exchanged in the course of performing mutual assistance in accordance with requirements for documenting and handling critical infrastructure information as defined by the North American Electric Reliability Corporation Critical Infrastructure Protection Standards and will further comply with non-disclosure requirements of other applicable regulations.

The Parties shall use good faith efforts at the termination or expiration of this Agreement to ensure that any user access and passwords related to this Agreement are terminated.

**ARTICLE 15. PERMITTED DISCLOSURE**

Notwithstanding provisions of this Agreement to the contrary, each Party may disclose confidential information:

- (a) To the extent required by State Commissions, FERC, a court of competent jurisdiction or other governmental authority or otherwise as required by Laws, including without limitation disclosure obligations imposed under federal securities laws, provided that such Party has given the other Party prior notice of such requirement when legally permissible to permit the other Party to take such legal action to prevent the disclosure as it deems reasonable, appropriate or necessary; or
- (b) On a "need-to-know" basis under an obligation of confidentiality to its consultants, legal counsel, affiliates, accountants, banks and other financing sources and their advisors.

**ARTICLE 16. SUBCONTRACTORS**

To the extent provided herein, the Parties shall be fully responsible for the acts or omissions of any subcontractors of any tier and of all persons employed by such subcontractors and shall maintain complete control over all such subcontractors, it being understood and agreed that anything not contained herein shall not be deemed to create any contractual relation between the subcontractor of any tier and the Parties.

**ARTICLE 17. NONWAIVER**

The failure of a Party to insist upon or enforce strict performance of any of the terms of this Agreement or to exercise any rights herein shall not be construed as a waiver or relinquishment to any extent of its right to enforce such terms or rights on any future occasion.

**ARTICLE 18. SEVERABILITY**

Any provision of this Agreement prohibited or rendered unenforceable by operation of law shall be ineffective only to the extent of such prohibition or unenforceability without invalidating the remaining provisions of this Agreement.

**ARTICLE 19. ENTIRE AGREEMENT/DOCUMENTS INCORPORATED BY REFERENCE**

All understandings, representations, warranties, agreements and referenced attachments, if any, existing between the Parties regarding the subject matter hereof are merged into this Agreement, which fully and completely express the agreement of the Parties with respect to the subject matter hereof.

This Agreement has been duly executed on behalf of the Parties as follows:



**KERN RIVER GAS TRANSMISSION COMPANY**

By: \_\_\_\_\_

Title: \_\_\_\_\_

Name: \_\_\_\_\_

Date: \_\_\_\_\_

**NORTHERN NATURAL GAS COMPANY**

By: \_\_\_\_\_

Title: \_\_\_\_\_

Name: \_\_\_\_\_

Date: \_\_\_\_\_

**MIDAMERICAN ENERGY COMPANY**

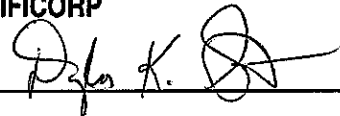
By: 

Title: VP & Controller

Name: Tom Specketer

Date: February 15, 2011

**PACIFICORP**

By: 

Title: SVP & CFO

Name: Douglas K. Sturer

Date: 2/15/11

**KERN RIVER GAS TRANSMISSION COMPANY**

By: Mary Hausman

Title: Controller

Name: Mary Hausman

Date: 2/24/11



**NORTHERN NATURAL GAS COMPANY**

By: 

Title: VP Finance

Name: Joseph Lillo

Date: 2/21/11



**MIDAMERICAN ENERGY COMPANY**

By: 

Title: VP & Controller

Name: Tom Specketer

Date: February 15, 2011

**PACIFICORP**

By: \_\_\_\_\_

Title: \_\_\_\_\_

Name: \_\_\_\_\_

Date: \_\_\_\_\_

## Appendix A

### December 31, 2011 Affiliated Interest Report Oregon Public Utility Commission orders approving transactions with affiliates

Affiliate	Order No.	Docket No.	Date Approved
BNSF Railway Company	07-323	UI 269	July 27, 2007
	10-090	UI 292	March 11, 2010
	10-089	UI 293	March 11, 2010
	09-504	UI 288	December 28, 2009
Marmon Utility LLC (a Marmon Holdings, Inc. company) (a)	11-189	UI 308	June 16, 2011
	11-191	UI 309	June 16, 2011
	11-200	UI 311	June 22, 2011
The Kerite Company (a Marmon Holdings, Inc. company)	10-409	UI 303	October 18, 2010
Marmon/Keystone Corporation	12-143	UI 319	April 24, 2012
Wells Fargo Home Equity	08-165	UI 277	March 12, 2008
Wells Fargo Securities, LLC	11-423	UI 315	October 26, 2011
International Business Machines Corporation		UI 321	Filed for approval in 2012. Have not received approval yet.
MidAmerican Energy Holdings Company	06-305	UI 249	June 19, 2006
MHC Inc.	06-305	UI 249	June 19, 2006
MidAmerican Energy Company	06-305	UI 249	June 19, 2006
	11-190	UI 310	June 16, 2011
	11-400	UI 316	October 6, 2011
HomeServices of America, Inc.	11-053	UI 304	February 11, 2011
	08-165	UI 277	March 12, 2008
	06-305	UI 249	June 19, 2006

<b>Affiliate</b>	<b>Order No.</b>	<b>Docket No.</b>	<b>Date Approved</b>
Kern River Gas Transmission Company	09-503	UI 255 (1)	December 28, 2009
	06-683	UI 255	December 26, 2006
	06-305	UI 249	June 19, 2006
	11-400	UI 316	October 6, 2011
MidAmerican Energy Holdings Company Insurance Services Ltd.	06-498	UI 253	August 24, 2006
CalEnergy Generation Operating Company	06-305	UI 249	June 19, 2006
Northern Natural Gas Company	11-400	UI 316	October 6, 2011
	06-305	UI 249	June 19, 2006
Midwest Capital Group, Inc.	06-305	UI 249	June 19, 2006
MEC Construction Services Co.	06-305	UI 249	June 19, 2006
MEHC Investment, Inc.	06-305	UI 249	June 19, 2006
Cordova Energy Company LLC	06-305	UI 249	June 19, 2006
Northern Powergrid Holdings Company (formerly CE Electric UK Funding Company)	06-305	UI 249	June 19, 2006
CE Philippines Ltd.	06-305	UI 249	June 19, 2006
Iowa Realty Co., Inc.	06-305	UI 249	June 19, 2006
M&M Ranch Acquisition Company, LLC	06-305	UI 249	June 19, 2006
MidAmerican Funding, LLC	06-305	UI 249	June 19, 2006
Racom Corporation	11-276	UI 313	July 29, 2011
PPW Holdings LLC	06-305	UI 249	June 19, 2006
PacifiCorp Foundation	04-028	UI 223	January 15, 2004
Energy West Mining Company	91-513	UI 105	April 12, 1991
Interwest Mining Company	09-261	UI 286	July 7, 2009
Fossil Rock Fuels, LLC	11-482	UI 317	December 6, 2011
PacifiCorp Environmental Remediation Company	03-664	UI 220	November 18, 2003
Pacific Minerals, Inc. (Umbrella Loan Agreement)	06-353	UI 1 (11)	July 7, 2006

<b>Affiliate</b>	<b>Order No.</b>	<b>Docket No.</b>	<b>Date Approved</b>
Bridger Coal Company	01-472	UI 189	June 12, 2001
Trapper Mining Inc.	94-1550	UI 140	October 12, 1994
Huntington Cleveland Irrigation Company	10-353	UI 300	September 10, 2010
Ferron Canal & Reservoir Company	10-345	UI 301	September 2, 2010
Cottonwood Creek Consolidated Irrigation Company	11-332	UI 312	August 26, 2011

- (a) Hendrix Wire & Cable Corp., which was listed in Appendix A in the 2010 Affiliated Interest Report, was absorbed into Marmon Utility LLC.