



February 18, 2013

**VIA ELECTRONIC FILING
AND OVERNIGHT DELIVERY**

Gary Widerburg
Commission Secretary
Public Service Commission of Utah
Heber M. Wells Building, 4th Floor
160 East 300 South
Salt Lake City, Utah 84111

Re: PacifiCorp Notice of Affiliate Transaction
Docket No. 05-035-54

Dear Mr. Widerburg:

Pursuant to Commitment U3(2), incorporated in the Public Service Commission of Utah's *Report and Order* approving the *Acquisition of PacifiCorp by MidAmerican Energy Holdings Company*, issued January 27, 2006, as amended March 14, 2006, and June 5, 2006, Rocky Mountain Power hereby provides notice of an affiliate interest transaction with Wells Fargo Bank, N.A. and Wells Fargo Securities, LLC (Wells Fargo). PacifiCorp has selected Wells Fargo to be one of three active lead arrangers as well as a lender and letter of credit fronting bank under a revolving credit agreement that the Company intends to enter into in the near future. This upcoming revolving credit agreement is the second of two new credit agreements that were noted in Rocky Mountain Power's June 4, 2012 and other affiliated interest notice filings.

Included with this filing are three supporting documents, to which Wells Fargo will be a party. A copy of the confidential draft Active Arranger Fee Letter is included as Attachment A. A copy of the confidential draft Commitment Letter is included as Attachment B. A copy of the confidential draft LC Fronting Bank Fee Letter is included as Attachment C. These Confidential Attachments contain commercially-sensitive information and are submitted under seal, and the Company requests they be made confidential. These documents contain "draft" designations, which will be removed prior to their execution. No material changes are expected to the terms and conditions of these letters. Rocky Mountain Power also expects to separately file, when available, the form of new credit agreement to which Wells Fargo will be a party.

PacifiCorp is a wholly-owned indirect subsidiary of MidAmerican Energy Holdings Company (MEHC). MEHC is a subsidiary of Berkshire Hathaway, Inc (Berkshire Hathaway). As of March 31, 2010, Warren E. Buffet (an individual who may be deemed to control Berkshire Hathaway), Berkshire Hathaway, various subsidiaries of Berkshire Hathaway and various employee benefit plans of Berkshire Hathaway subsidiaries together held an interest in excess of 5 percent in Wells Fargo common stock. Therefore, Berkshire Hathaway's ownership interest in Wells Fargo may create an affiliated interest in some PacifiCorp jurisdictions.

As noted in the documents previously submitted in this docket as affiliate transaction notices, PacifiCorp expected to enter into two new revolving credit agreements over the

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subsequent nine to twelve months as part of an overall plan to replace existing credit agreements that expire over the same approximate time period. In anticipation of the replacement process, PacifiCorp and its parent company, MEHC, held discussions with and solicited proposals from a number of banks concerning replacing PacifiCorp's credit agreements. Several banks, including Wells Fargo, provided information on bank market conditions, structural considerations including tenors and impact on pricing and fees, syndication strategies, arrangement and upfront fees, experience in arranging comparable facilities for utilities and other corporate borrowers and other considerations. The first of these two new revolving credit agreements was completed on July 16, 2012. The Company is now preparing to complete the second new revolving credit agreement consistent with previous notices.

The Company selected Wells Fargo as one of six lead arrangers engaged to assist PacifiCorp in arranging the two new revolving credit agreements. The selection of Wells Fargo as one of the six lead arrangers was based on its experience in syndicating comparable facilities for utilities, knowledge of current bank market conditions, credit ratings, willingness to make significant credit commitments to PacifiCorp, knowledge of the utility industry, the Company and its operations, successful outcomes in prior financing transactions for the Company and reasonable arrangement and other fees.

The selection of Wells Fargo was not influenced by Berkshire Hathaway's ownership interest. Wells Fargo's fees will be equal to the fees paid to three of the five other lead arrangers (while one bank will be paid slightly more and one bank slightly less due to expected roles and work) and at what PacifiCorp believes to be market rates or better for the Company. In addition, Wells Fargo will be paid an ongoing commitment fee at the same rate as all other banks in the credit agreement.

As a public utility, the Company is expected to acquire, construct, improve, and maintain sufficient utility facilities to serve its customers adequately and reliably at reasonable cost. Revolving credit agreements and borrowings thereunder are part of a program to finance the Company's facilities taking into consideration prudent capital ratios, earning coverage tests and market uncertainties as to the relative merits of the various types of securities the Company could sell. Accordingly, the transaction with Wells Fargo is consistent with the public interest.

Please do not hesitate to contact me if you have any questions.

Best Regards,



Mark C. Moench
Senior Vice President and General Counsel
PacifiCorp

Enclosures

cc: Chris Parker, DPU
Michele Beck, OCS