

SCOTTISH POWER PLC
Form U-9C-3
June 30, 2005

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C.

FORM U-9C-3

**QUARTERLY REPORT PURSUANT TO RULE 58 OF
THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935**

For the Quarterly Period Ended March 31, 2005

Scottish Power plc

PacifiCorp

(Name of Registered Holding Company)

Scottish Power plc

(Address of Principal Executives Offices)

1 Atlantic Quay

Glasgow G2 8SP

Scotland UK

Inquiries concerning this Form U-9C-3 may be directed to:

Andrew Mitchell, Company Secretary

M. Douglas Dunn

James Stanley, General Counsel

Orlan M. Johnson

Scottish Power plc

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Scottish Power plc

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For the Quarter Ended March 31, 2005

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This report covers the quarter ended March 31, 2005.

Item 1. - Organization Chart

| <u>Name of Reporting Company</u> | <u>Date of Organization</u> | <u>Energy or Gas-related Company</u> | <u>State/Country of Organization</u> | <u>Percentage of Voting Securities Held</u> | <u>Type of Business</u> |
|---------------------------------------|-----------------------------|--------------------------------------|--------------------------------------|---|------------------------------|
| Scottish Power plc | N/A | N/A | Scotland | 100% | Registered Holding Company |
| Scottish Power NA 1 Ltd | N/A | N/A | Scotland | 100% | Intermediate Holding Company |
| Scottish Power NA 2 Ltd | N/A | N/A | Scotland | 100% | Intermediate Holding Company |
| PacifiCorp Holdings, Inc. | N/A | N/A | Delaware | 100% | Intermediate Holding Company |
| PPM Energy, Inc. | N/A | N/A | Oregon | 100% | Power Marketing Company |
| Enstor, Inc. | 10/08/01 | Energy-related Company | Oregon | 100% | Gas Storage |
| Enstor Operating Company, LLC | 9/19/02 | Energy-related Company | Oregon | 100% | Gas Storage |
| Katy Storage and Transportation, L.P. | 9/30/02 | Energy-related Company | Texas | 100%* | Gas Storage Facility |
| Waha Storage and Transportation, L.P. | 8/24/04 | Energy-related Company | Texas | 100%* | Gas Storage Facility |

* 99% owned by Enstor, Inc

* 1% owned by Enstor Operating Company, LLC

Item 2. - Issuances and Renewals of Securities and Capital Contributions.

| <u>Company Issuing Security</u> | <u>Type of Security Issued</u> | <u>Principal Amount of Security</u> | <u>Issue or Renewal</u> | <u>Cost of Capital</u> | <u>Person to Whom Security Was Issued Type of Business</u> | <u>Collateral Given with Security</u> | <u>Consideration Received for Each Security</u> |
|---------------------------------|--------------------------------|-------------------------------------|-------------------------|------------------------|--|---------------------------------------|---|
| None | None | None | None | None | None | None | None |

| <u>Company Contributing Capital</u> | <u>Company Receiving Capital</u> | <u>Amount of Capital Contribution</u> |
|-------------------------------------|-------------------------------------|---------------------------------------|
| PPM Energy, Inc. | Waha Storage & Transportation, L.P. | \$ 13,509,329 |

Note: The above amount is in the form of an intercompany note and not contribution of capital

Item 3. - ASSOCIATE TRANSACTIONS

Part I. - Transactions Performed by Reporting Companies on behalf of Associate Companies.

| <u>Reporting Company Rendering Services</u> | <u>Associate Company Receiving Services</u> | <u>Types of Services Rendered</u> | <u>Direct Costs Charged</u> | <u>Indirect Costs Charged</u> | <u>Cost of Capital</u> | <u>Total Amount Billed</u> |
|---|---|---|-----------------------------|-------------------------------|------------------------|----------------------------|
| PacifiCorp | Katy Storage and TRANSPORTATION, L.P. | IT/Network and shared system charges and other corporate charges | \$ 56,457 | | | \$ 56,457 |
| Enstor Operating Company, LLC | Katy Storage and Transportation, L.P. | Operational personnel and services, commercial sales and marketing personnel and services and management services | \$ 644,865 | \$ 143,137 | | \$ 788,002 |
| PPM Energy, Inc. | Waha Storage and Transportation, L.P. | Project management personnel and services | \$ 896 | | | \$ 896 |
| Enstor Operating Company, | Waha Storage and Transportation, L.P. | Business development/ Marketing | \$ 72,136 | | | \$ 72,136 |

LLC

personnel and
services

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Part II - Transactions Performed by Associate Companies on behalf of Reporting Companies.

| <u>Associate Company Rendering Services</u> | <u>Reporting Company Receiving Services</u> | <u>Types of Services Rendered</u> | <u>Direct Costs Charged</u> | <u>Indirect Costs Charged</u> | <u>Cost of Capital</u> | <u>Total Amount Billed</u> |
|---|---|---------------------------------------|-------------------------------------|---------------------------------------|----------------------------|------------------------------------|
| None | None | None | None | None | None | None |

Item 4. - SUMMARY OF AGGREGATE INVESTMENT

Investments in energy-related companies:

| | | |
|--|-------------------|-----------|
| Total consolidated capitalization as of March 31, 2005 | \$ 14,343,000,662 | Line \$ 1 |
| Total capitalization multiplied by 15% (Line 1 X 0.15) | \$ 2,151,450,099 | Line \$ 2 |
| Greater of \$50 million or Line 2 | \$ 2,151,450,099 | Line \$ 3 |
| Total current aggregate investment: (categorized by major line of energy-related business Category 1 - Rule 58(b)(1)(ix)) | \$ 159,925,541 | * |
| Total current aggregate investment | \$ 159,925,541 | Line \$ 4 |
| Difference between the greater of \$50 million or 15% of Capitalization and the total aggregate investment of the Registered holding company system (line 3 less line 4) | \$ 1,991,524,558 | Line \$ 5 |

* Comprises \$13,519,541 in Waha Storage and Transportation LP and \$146,406,000 in Katy Storage and Transportation L.P.

(1) Rule 58(b)(1)(ix) - the ownership, operation and servicing of fuel procurement, transportation, handling and storage facilities, scrubbers, and resource recovery and waste water treatment facilities.

Item 5. - OTHER INVESTMENTS

| Major Line of Energy-Related Business | Other Investment in Last U-9C-3 Report | Other Investment in this U-9C-3 | Reason for Difference in Other Investment |
|--|---|--|--|
| Gas Storage | None | None | N/A |

Item 6. - FINANCIAL STATEMENTS AND EXHIBITS

A. Financial Statements:

Exhibit A-1 Financial statements for Reporting Company for the quarterly period ended March 31, 2005. (Confidential treatment requested pursuant to Rule 104(b), 17 CFR 250-104(b).)

B. Exhibits:

Exhibit B-1 Officer's Certification

SIGNATURE

The undersigned registered holding company has duly caused this quarterly report to be signed on its behalf by the undersigned officer thereunto duly authorized pursuant to the requirements of the Public Utility Holding Company Act of 1935.

Scottish Power plc

By: /s/ SIMON LOWTH
Simon Lowth
Executive Director, Finance and
Strategy

Date: June 30, 2005