

SCOTTISH POWER PLC
Form U-9C-3
August 31, 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 June 30, 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

James Stanley, General Counsel

Scottish Power plc

1 Atlantic Quay

Glasgow G2 8SP

Scotland, UK

M. Douglas Dunn

Orlan M. Johnson

Milbank Tweed Hadley & McCloy LLP

1 Chase Manhattan Plaza

New York, NY 10005

Scottish Power plc

FORM U-9C-3

For the Quarter Ended June 30, 2005

Table of Contents

| | |
|--|---|
| Item 1. <u>Organization Chart</u> | 3 |
| Item 2. <u>Issuance and Renewals of Securities and Capital Contributions</u> | 4 |
| Item 3. <u>Associated Transactions</u> | 4 |
| Item 4. <u>Summary of Aggregate Investment</u> | 6 |
| Item 5. <u>Other Investments</u> | 6 |
| Item 6. <u>Financial Statements and Exhibits</u> | 6 |

This report covers the quarter ended June 30, 2005.

Item 1. ORGANIZATION CHART

| Name of Reporting Company | Date of Organization | Energy or Gas-related Company | State/Country of Organization | Percentage of Voting | Type of |
|--|----------------------|-------------------------------|-------------------------------|----------------------|------------------------------|
| | | | | Securities Held | Business |
| 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 |
| Gramma Ridge Storage and Transportation, LLC | 4/19/05 | Energy-related Company | New Mexico | 100% | Gas Storage Facility |

* 99% owned by Enstor, Inc

* 1% owned by Enstor Operating Company, LLC

Edgar Filing: SCOTTISH POWER PLC - Form U-9C-3

Item 2. ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS

| Company Issuing Security | Type of Security Issued | Principal Amount of Security | Issue or Renewal | Cost of Capital | Person to Whom Security Was Issued | Collateral Given | Consideration Received for Each Security |
|--------------------------|------------------------------|------------------------------|------------------|-----------------|---|------------------|--|
| | | | | | Type of Business | with Security | |
| PPM Energy, Inc. | Advance on existing I/C Note | \$ 19,639,898 | Issue | LIBOR | Waha Storage & Transportation, L.P. | N/A | Advance on existing I/C note |
| PPM Energy, Inc. | Advance on existing I/C Note | \$ 107,210,444 | Issue | LIBOR | Katy Storage & Transportation, L.P. | N/A | Advance on existing I/C note |
| PPM Energy, Inc. | Advance on existing I/C Note | \$ 26,145,226 | Issue | LIBOR | Grama Ridge Storage & Transportation, LLC | N/A | Advance on existing I/C note |

Item 3. - ASSOCIATE TRANSACTIONS

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

| Reporting Company | Associate Company Receiving Services | Types of Services Rendered | Direct Costs Charged | Indirect Costs Charged | Cost of Capital | Total Amount Billed |
|-------------------|--------------------------------------|--|----------------------|------------------------|-----------------|---------------------|
| PacifiCorp | Katy Storage and Transportation L.P. | IT/Network and shared system charges and other corporate charges | \$ 33,889 | | | \$ 33,889 |

Edgar Filing: SCOTTISH POWER PLC - Form U-9C-3

| | | | | | |
|-------------------------------|---|---|------------|------------|--------------|
| Enstor Operating Company, LLC | Katy Storage and Transportation, L.P. | Operational personnel and services, commercial sales and marketing personnel and services and management services | \$ 689,831 | \$ 332,840 | \$ 1,022,671 |
| PPM Energy, Inc. | Waha Storage and Transportation, L.P. | Project management personnel and services | N/A | | N/A |
| Enstor Operating Company, LLC | Waha Storage and Transportation, L.P. | Business development/ Marketing personnel and services | N/A | | N/A |
| PPM Energy, Inc. | Grama Ridge Storage and Transportation, LLC | Project management personnel and services | N/A | | N/A |
| Enstor Operating Company, LLC | Grama Ridge Storage and Transportation, LLC | Business development/ Marketing personnel and services | N/A | | N/A |

Edgar Filing: SCOTTISH POWER PLC - Form U-9C-3

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

Associate

| Company | Reporting Company Receiving | Types of Services Rendered | Direct Costs Charged | Indirect Costs Charged | Cost of Capital | Total Amount Billed |
|---------|-----------------------------|----------------------------|----------------------|------------------------|-----------------|---------------------|
| N/A | N/A | N/A | N/A | N/A | N/A | N/A |

Item 4. - SUMMARY OF AGGREGATE INVESTMENT

| | |
|--|-------------------|
| Investments in energy-related companies: | |
| Total consolidated capitalization as of June 30, 2005 | \$ 16,586,483,280 |
| Total capitalization multiplied by 15% (Line 1 X 0.15) | \$ 2,487,972,492 |
| Greater of \$50 million or Line 2 | \$ 2,487,972,492 |
| Total current aggregate investment: (categorized by major line of energy-related business) Energy-related business | |
| Category 1 - Rule 58(b)(1)(ix) | \$ 189,847,370 |
| Total current aggregate investment | \$ 189,847,370 |
| 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) | \$ 2,298,125,122 |

- (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 June 30, 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: August 31, 2005