

SCOTTISH POWER PLC  
Form U-9C-3  
August 30, 2004

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**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C.

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**FORM U-9C-3**

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

**For the Quarterly Period Ended June 30, 2004**

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**ScottishPower plc**

**PacifiCorp**

(Name of Registered Holding Company)

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**Scottish Power plc**

(Address of Principal Executives Offices)

1 Atlantic Quay

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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**

**Milbank Tweed Hadley & McCloy LLP**

**1 Atlantic Quay**

**1 Chase Manhattan Plaza**

**Glasgow G2 8SP**

**New York, NY 10005**

**Scotland, UK**

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Scottish Power plc

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For the Quarter Ended June 30, 2004

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This report covers the quarter ended June 30, 2004.

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                        | N/A                         | N/A                                  | Scotland                              | 100%  | Intermediate Holding Company |
| NA 1 Ltd                              |                             |                                      |                                       |   |                              |
| Scottish Power                        | N/A                         | N/A                                  | Scotland                              | 100%  | Intermediate Holding Company |
| NA 2 Ltd                              |                             |                                      |                                       |   |                              |
| 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         |

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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

| <u>Company Contributing Capital</u> | <u>Company Receiving Capital</u> | <u>Amount of Capital Contribution</u> |
|-------------------------------------|----------------------------------|---------------------------------------|
|-------------------------------------|----------------------------------|---------------------------------------|

None

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                                  | PPM Energy, Inc, as ultimate parent company of Katy Storage and Transportation, L.P. | IT/Network and shared system charges and other corporate services | \$ 37,446                   | N/A                           | N/A                    | \$ 37,446                  |

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

None

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Item 4. - SUMMARY OF AGGREGATE INVESTMENT

|  |                   |  |        |
|--|-------------------|--|--------|
| Investments in energy-related companies:                 |                   |  |        |
| Total consolidated capitalization as of June 30, 2004    | \$ 13,467,750,478 |  | Line 1 |
| Total capitalization multiplied by 15% (Line 1 X 0.15)   | \$ 2,020,162,572  |  | Line 2 |
| Greater of \$50 million or Line 2                        | \$ 2,020,162,572  |  | Line 3 |
| Total current aggregate investment:                      |                   |  |        |
| (categorized by major line of energy-related business)   |                   |  |        |
| Energy-related business Category 1 - Rule 58(b)(1)(ix)   | \$ 161,946,377    |  |        |
| Total current aggregate investment                       | \$ 161,946,377    |  | 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)   | \$ 1,858,216,195  |  | Line 5 |

- (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

| <b>Major Line of Energy-<br/>Related Business</b> | <b>Other Investment in<br/>Last U-9C-3 Report</b> | <b>Other Investment<br/>in this U-9C-3</b> | <b>Reason for<br/>Difference in<br/>Other Investment</b> |
|---|---|--|--|
| 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, 2004. (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/ DAVID T. NISH  
David T. Nish

Finance Director

Date: August 30, 2004