

SCOTTISH POWER PLC  
Form U5A/A  
February 27, 2004  
Date of Filing: February 18, 2004

File No. \_\_\_\_\_

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C.**

**FORM U5A/Amended**

**NOTIFICATION OF REGISTRATION**

Filed under Section 5(a) of the Public Utility

Holding Company Act of 1935

Scottish Power plc

Scottish Power NA 1 Limited

Scottish Power NA 2 Limited

NA General Partnership

PacifiCorp Holdings Inc.

Name of Registrants

The undersigned holding companies hereby notify the Securities and Exchange Commission that they register under and pursuant to the provisions of Section 5(a) of the Public Utility Holding Company Act of 1935 and furnishes the following information as to the registrants and subsidiary companies thereof:

- |   |  |  |
|---|--|--|
| (1) Exact name of registrants:              | Scottish Power plc<br>Scottish Power NA 1 Limited<br>Scottish Power NA 2 Limited<br>NA General Partnership<br>PacifiCorp Holdings Inc. |  |
| (2) Address of principal executive offices: | In Scotland:<br>1 Atlantic Quay<br>Glasgow G2 8SP<br>Scotland UK   | In the United States:<br>Suite 2000<br>825 N.E. Multnomah Street<br>Portland, OR 97232 |

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(2) Name and address of officers to whom notices and communications should be addressed:

Ian Russell  
Chief Executive Officer  
Scottish Power plc  
1 Atlantic Quay  
Glasgow G2 8SP  
Scotland UK

Judith A. Johansen  
President and CEO  
Suite 2000  
500 N.E. Multnomah Street  
Portland, OR 97232

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with copies to:

David T. Nish, Finance Director

M. Douglas Dunn

Andrew Mitchell, Company Secretary

Orlan M. Johnson

James Stanley, General Counsel

Milbank Tweed Hadley & McCloy LLP

Scottish Power plc

1 Chase Manhattan Plaza

1 Atlantic Quay

New York, NY 10005

Glasgow G2 8SP

Scotland UK

(4) Required information regarding the registrants and each subsidiary company thereof (indented to reflect parent-subsidary relationships):

| <u>Name of Company</u>  | <u>Organization</u> | <u>State/<br/>Country</u> | <u>Type of Business</u>               |
|---|---------------------|---------------------------|---------------------------------------|
| Scottish Power plc  | Corp.               | Scotland                  | Holding Company                       |
| Scottish Power NA 1 Limited                                   | Corp.               | Scotland                  | Holding Company                       |
| Scottish Power NA 2 Limited                                   | Corp.               | Scotland                  | Holding Company                       |
| PacifiCorp Holdings Inc. (merged with NA General Partnership) | Corp.               | DE                        | Holding Company                       |
| Pacific Klamath Energy, Inc.                                  | Corp.               | OR                        | Energy-related Company                |
| PacifiCorp  | Corp.               | OR                        | Electric Utility                      |
| Centralia Mining Company                                      | Corp.               | WA                        | Mining Company                        |
| Energy West Mining Company                                    | Corp.               | UT                        | Mining Company                        |
| Glenrock Coal Company   | Corp.               | WY                        | Mining Company                        |
| Interwest Mining Company                                      | Corp.               | OR                        | Mining Company                        |
| Pacific Minerals, Inc.  | Corp.               | WY                        | Mining Company                        |
| Bridger Coal Company  | Joint Venture       | WY                        | Mining Company<br>(66.67%)            |
| PacifiCorp Environmental Remediation Company                  | Corp.               | DE                        | Environmental<br>Remediation (89.90%) |
| PacifiCorp Future Generations, Inc.                           | Corp.               | OR                        | Holds rain forest carbon<br>credits   |

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| <u>Name of Company</u>                 | <u>Organization</u> | <u>State/Country</u> | <u>Type of Business</u>   |
|--|---------------------|----------------------|---|
| Canopy Botanicals, Inc.                | Corp.               | DE                   | Rain forest carbon credits (77.85%)                                 |
| Canopy Botanicals, S.R.L.              | Corp.               | Bolivia              | Rain forest carbon credits (49%)                                    |
| PacifiCorp Investment Management, Inc. | Corp.               | OR                   | Management Services to PacifiCorp Environmental Remediation Company |
| PacifiCorp Group Holdings Company      | Corp.               | OR                   | Nonutility Holding Company  |
| Enable LLC                             | L.L.C.              | DE                   | Inactive (50%)  |
| PacifiCorp Trans, Inc.                 | Corp.               | OR                   | Inactive  |
| New Energy Holdings I, Inc.            | Corp.               | OR                   | Inactive  |
| EnergyWorks Holdings I                 | Corp.               | Cayman Islands       | Inactive  |
| New India Power Company One            | Corp.               | Mauritius            | Inactive  |
| EnergyWorks India Co. Pvt.             | Corp.               | India                | Inactive  |
| New IndiaPower Company Two             | Corp.               | Mauritius            | Inactive  |
| PACE Group, Inc.                       | Corp.               | OR                   | Economic Development Assets   |
| Pacific Kinston Energy, Inc.           | Corp.               | OR                   | Inactive  |
| PacifiCorp Development Company         | Corp.               | OR                   | Inactive  |
| PacifiCorp Generation Int'l, BV        | Corp.               | Netherlands          | Project Bidding   |
| Pacific Bakun Energy, BV               | Corp.               | Netherlands          | Project Bidding   |

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| <u>Name of Company</u>                          | <u>Organization</u> | <u>State/Country</u> | <u>Type of Business</u>    |
|---|---------------------|----------------------|----------------------------|
| PacifiCorp Energy Ventures, Inc.                | Corp.               | OR                   | Energy-related Investments |
| Nth Power Management, LP                        | Partnership         | OR                   | Energy-related Investments |
| PacifiCorp Financial Services                   | Corp.               | OR                   | Inactive                   |
| Birmingham Syn Fuel I, Inc.                     | Corp.               | OR                   | Inactive                   |
| CS Holdings, Inc.                               | Corp.               | OR                   | Inactive                   |
| Koala FSC, Ltd.                                 | Corp.               | Bermuda              | Inactive                   |
| Leblon Sales Corporation                        | Corp.               | U.S. Virgin Islands  | Special Purpose Subsidiary |
| Pacific Development (Property) Inc.             | Corp.               | OR                   | Special Purpose Subsidiary |
| Pacific Harbor Capital, Inc.                    | Corp.               | DE                   | Financial Service Company  |
| PFI International, Inc.                         | Corp.               | Guam                 | Inactive                   |
| PHC Properties Corporation                      | Corp.               | FL                   | Tax-Exempt Investments     |
| PCC Holdings, Inc.                              | Corp.               | OR                   | Finance Company            |
| Hillsborough Leasing Services, Inc.             | Corp.               | NJ                   | Inactive                   |
| PNF Holdings, Inc.                              | Corp.               | WA                   | Inactive                   |
| VCI Acquisition Co.                             | Corp.               | OR                   | Inactive                   |
| PacifiCorp International Group Holdings Company | Corp.               | OR                   | Nonutility Holding Company |
| PacifiCorp Hazelwood Pty Ltd.                   | Corp.               | Australia            | Inactive                   |
| Hazelwood Australia, Inc.                       | Corp.               | OR                   | Inactive                   |
| Hazelwood Finance LP                            | Partnership         | Australia            | Inactive (12.5%)           |

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| <u>Name of Company</u>                | <u>Organization</u> | <u>State/Country</u> | <u>Type of Business</u>                   |
|---------------------------------------|---------------------|----------------------|---|
| Hazelwood Ventures, Inc.              | Corp                | OR                   | Inactive                                  |
| PPM Energy, Inc.                      | Corp.               | OR                   | Wholesale Power Marketing and Gas Storage |
| Arlington Wind LLC                    | L.L.C.              | OR                   | Wind Facility                             |
| Enstor, Inc.                          | Corp                | OR                   | Special Purpose Subsidiary                |
| Columbia Gas Storage LLC              | L.L.C.              | DE                   | Gas Storage                               |
| Brentwood Gas Storage LLC             | L.L.C.              | OR                   | Gas Storage                               |
| City Gate Gas Storage LLC             | L.L.C.              | DE                   | Gas Storage                               |
| Delta Gas Storage LLC                 | L.L.C.              | DE                   | Gas Storage                               |
| Enstor Louisiana LLC                  | L.L.C.              | OR                   | Gas Storage                               |
| Enstor Operating Company, LLC         | Corp.               | OR                   | Gas Storage                               |
| Katy Storage and Transportation, L.P. | Partnership         | TX                   | Gas Storage                               |
| Heartland Wind LLC                    | L.L.C               | OR                   | Special Purpose Subsidiary                |
| Flying Cloud Power Partners, LLC      | L.L.C.              | DE                   | EWG                                       |
| Klamath Energy LLC                    | L.L.C.              | OR                   | EWG                                       |
| Klamath Generation LLC                | L.L.C.              | OR                   | Special Purpose Subsidiary                |
| Klondike Wind Power LLC               | L.L.C.              | OR                   | EWG                                       |
| Moraine Wind II LLC                   | L.L.C.              | OR                   | Wind Facility                             |
| Moraine Wind LLC                      | L.L.C.              | OR                   | EWG                                       |

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| <u>Name of Company</u>                  | <u>Organization</u> | <u>State/Country</u> | <u>Type of Business</u>    |
|---|---------------------|----------------------|----------------------------|
| Pacific Wind Development LLC            | L.L.C.              | OR                   | Special Purpose Subsidiary |
| Phoenix Wind Power LLC                  | L.L.C.              | OR                   | EWG                        |
| PPM Alta Mesa LLC                       | L.L.C.              | OR                   | Inactive                   |
| PPM Colorado Wind Ventures, Inc.        | Corp.               | OR                   | Wind Facility              |
| Colorado Wind Ventures, LLC             | L.L.C.              | DE                   | Wind Facility              |
| Colorado Green Holdings, LLC            | L.L.C.              | DE                   | EWG (50%)                  |
| Scenic Vista Wind Power, LLC            | L.L.C.              | DE                   | Special Purpose Subsidiary |
| Mountain View Green LLC                 | L.L.C.              | OR                   | Special Purpose Subsidiary |
| Mountain View Power Partners III, LLC   | L.L.C.              | DE                   | EWG                        |
| Trimont Wind I LLC                      | L.L.C.              | OR                   | Inactive                   |
| West Valley Leasing Company, LLC        | L.L.C.              | OR                   | Special Purpose Subsidiary |
| Ivanhoe Wind Energy LLC                 | L.L.C.              | OR                   | Inactive                   |
| SP Finance                              | Corp.               | England              | Inactive/Dormant           |
| SP Finance 2 Limited                    | Corp.               | Scotland             | Inactive/Dormant           |
| PacifiCorp UK Limited                   | Corp.               | England              | Inactive/Dormant           |
| ScottishPower Overseas Holdings Limited | Corp.               | Scotland             | Inactive/Dormant           |
| PacifiCorp Energy Canada Ltd.           | Corp.               | Canada               | Gas Storage                |

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| <u>Name of Company</u>   | <u>Organization</u> | <u>State/Country</u> | <u>Type of Business</u>   |
|--|---------------------|----------------------|---------------------------|
| SP Finance 4 Limited (formerly Venus 3 Limited)                                      | Corp.               | Scotland             | Inactive/Dormant          |
| SP Finance 5 Limited (formerly Venus 5 Limited)                                      | Corp.               | Scotland             | Inactive/Dormant          |
| Scottish Power Finance (Jersey) Corp. Jersey Finance Company Limited Venus 5 Limited | Corp.               | Cayman Islands       | Inactive/Dormant          |
| ScottishPower UK Holdings Limited  | Corp.               | Scotland             | FUCO                      |
| ScottishPower Energy Management (Agency) Limited                                     | Corp.               | Scotland             | Wholesale Power           |
| ScottishPower Energy Management Limited  | Corp.               | Scotland             | Wholesale Power Servicing |
| Holford Gas Storage Limited  | Corp.               | Scotland             | Gas Storage               |
| Scottish Power UK plc  | Corp.               | Scotland             | FUCO                      |
| Aspen 1 Limited  | Corp.               | Scotland             | Inactive/Dormant          |
| Caledonian Gas Limited   | Corp.               | Scotland             | Inactive/Dormant          |
| ScottishPower Group Money Purchase Pension Scheme Limited                            | Corp.               | England              | Trustee-Pension           |
| ScottishPower Inc.   | Corp.               | DE                   | Inactive/Dormant          |
| Manweb Limited   | Corp.               | England              | Inactive/Dormant          |
| Roboscot (38) Limited  | Corp.               | Scotland             | Inactive/Dormant          |
| SaBRe Water Limited  | Corp.               | Scotland             | Inactive/Dormant          |
| Scottish Power Trustees Limited  | Corp.               | Scotland             | Inactive/Dormant          |
| Scottish Utility Services Limited  | Corp.               | Scotland             | Inactive/Dormant          |
| Camjar plc   | Corp.               | England              | Inactive/Dormant          |
| Spotlight Trading Limited  | Corp.               | England              | Inactive/Dormant          |



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| <u>Name of Company</u>                 | <u>Organization</u> | <u>State/Country</u> | <u>Type of Business</u>        |
|--|---------------------|----------------------|--------------------------------|
| Telephone Information Services plc     | Corp.               | England              | Inactive/Dormant               |
| ScottishPower Energy Retail Limited    | Corp.               | Scotland             | Wholesale Power                |
| Manweb Energy Consultants Limited      | Corp.               | England              | Inactive/Dormant               |
| N.E.S.T.MAKERS Limited                 | Corp.               | England              | Energy-Related                 |
| ScottishPower Generation Limited       | Corp.               | Scotland             | Electricity and Gas Generation |
| Beaufort Energy Limited                | Corp.               | Scotland             | Wind Power                     |
| CRE Energy Limited                     | Corp.               | Northern Ireland     | Wind Power                     |
| Wind Resources Limited                 | Corp.               | England              | Wind Power                     |
| Carland Cross Limited                  | Corp.               | England              | Wind Power                     |
| Coal Clough Limited                    | Corp.               | England              | Wind Power                     |
| CeltPower Limited                      | Corp.               | England              | Wind Power                     |
| Emerald Power Generation Limited       | Corp.               | England              | Settlement Operation           |
| Manweb Generation Holdings Limited     | Corp.               | England              | Energy-Related                 |
| Manweb Generation (Winnington) Limited | Corp.               | England              | Inactive/Dormant               |

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| <u>Name of Company</u>                                  | <u>Organization</u> | <u>State/Country</u> | <u>Type of Business</u> |
|---|---------------------|----------------------|-------------------------|
| Winnington Combined Heat and Power Ltd.                 | Corp.               | England              | Inactive/Dormant        |
| Winnington Combined Heat and Power Developments Limited | Corp.               | England              | Inactive/Dormant        |
| Winnington Combined Heat and Power Operations Limited   | Corp.               | England              | Inactive/Dormant        |
| Scotash Limited   | Corp.               | England              | Safe of Ash Products    |
| Shoreham Operations Company Limited                     | Corp.               | England              | Energy-Related          |
| SMW Limited   | Corp.               | Scotland             | Energy-Related          |
| South Coast Power Limited                               | Corp.               | England              | Energy-Related          |
| ScottishPower Share Scheme Trustees Limited             | Corp.               | Scotland             | Trustee ESOP            |
| ScottishPower Sharesave Trustees Limited                | Corp.               | Scotland             | Trustee ESOP            |
| Selectusonline Limited                                  | Corp.               | England              | Energy-Related          |
| SP Dataserve Limited                                    | Corp.               | Scotland             | Meter Operation         |
| SP Distribution Limited                                 | Corp.               | Scotland             | Energy Distribution     |

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|--|---------------------|----------------------|-------------------------|
| Scottish Electricity Settlements Limited       | Corp.               | Scotland             | Settlement Company      |
| SP Gas Limited                                 | Corp.               | Scotland             | Gas Transportation      |
| SP Power Systems Limited                       | Corp.               | Scotland             | Asset Management        |
| Core Utility Solutions Limited                 | Corp.               | England              | Energy-Related          |
| SP Transmission Limited                        | Corp.               | Scotland             | Electric Transmission   |
| GBSO Limited                                   | Corp.               | Scotland             | Inactive/Dormant        |
| Teledata (Holdings) Limited                    | Corp.               | Scotland             | Inactive/Dormant        |
| Teledata (Outsourcing) Limited                 | Corp.               | England              | Inactive/Dormant        |
| The CallCentre Service Limited                 | Corp.               | England              | Inactive/Dormant        |
| Teledata Scotland Limited                      | Corp.               | Scotland             | Inactive/Dormant        |
| The Information Service Limited                | Corp.               | England              | Inactive/Dormant        |
| Clubcall Telephone Services Limited            | Corp.               | England              | Inactive/Dormant        |
| Clubline Services Limited                      | Corp.               | England              | Inactive/Dormant        |
| Telephone International Media Holdings Limited | Corp.               | England              | Inactive/Dormant        |

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| <u>Name of Company</u>                | <u>Organization</u> | <u>State/Country</u> | <u>Type of Business</u> |
|---------------------------------------|---------------------|----------------------|-------------------------|
| Copperteam Limited                    | Corp.               | England              | Inactive/Dormant        |
| Telephone International Media Limited | Corp.               | England              | Inactive/Dormant        |
| TIM Limited                           | Corp.               | England              | Inactive/Dormant        |
| ScottishPower Investments Limited     | Corp.               | Scotland             | Finance Entity          |
| Caledonian Communications Limited     | Corp.               | Scotland             | Inactive/Dormant        |
| Genscot Limited                       | Corp.               | Scotland             | Finance Entity          |
| Manweb Holdings Limited               | Corp.               | England              | Foreign Service Company |
| Manweb Contracting Services Limited   | Corp.               | England              | Inactive/Dormant        |
| Manweb Gas Limited                    | Corp.               | England              | Inactive/Dormant        |
| Manweb Pensions Trustee Limited       | Corp.               | England              | Inactive/Dormant        |
| Mawlaw 526 Limited                    | Corp.               | England              | Inactive/Dormant        |
| SSEB Limited                          | Corp.               | Scotland             | Inactive/Dormant        |
| ScotPower Limited                     | Corp.               | Scotland             | Inactive/Dormant        |
| Scotsgrid Limited                     | Corp.               | Scotland             | Inactive/Dormant        |
| ScottishPower Finance Limited         | Corp.               | Scotland             | Inactive/Dormant        |
| Scotspower Limited                    | Corp.               | Scotland             | Inactive/Dormant        |

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| <u>Name of Company</u>                   | <u>Organization</u> | <u>State/Country</u> | <u>Type of Business</u> |
|--|---------------------|----------------------|-------------------------|
| ScottishPower Insurance Limited          | Corp.               | Isle of Man          | Insurance               |
| ScottishPower Leasing Limited            | Corp.               | Scotland             | Inactive/Dormant        |
| ScottishPower Securities Limited         | Corp.               | Scotland             | Inactive/Dormant        |
| ScottishPower Telecommunications Limited | Corp.               | Scotland             | Inactive/Dormant        |
| Demon Internet Limited                   | Corp.               | England              | Inactive/Dormant        |
| Cityscape Global Media Limited           | Corp.               | England              | Inactive/Dormant        |
| Cityscape Internet Services Limited      | Corp.               | England              | Inactive/Dormant        |
| Cityscape Limited                        | Corp.               | England              | Inactive/Dormant        |
| Demon Limited                            | Corp.               | England              | Inactive/Dormant        |
| Dispatch Publishing Limited              | Corp.               | England              | Inactive/Dormant        |
| Locomotive Software Group Limited        | Corp.               | England              | Inactive/Dormant        |
| Locomotive Software Developments Limited | Corp.               | England              | Inactive/Dormant        |
| Turnpike 1996 Limited                    | Corp.               | England              | Inactive/Dormant        |

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|--------------------------------------|---------------------|----------------------|-------------------------|
| Turnpike Limited                     | Corp.               | England              | Inactive/Dormant        |
| The IP Systems Operation Limited     | Corp.               | England              | Inactive/Dormant        |
| Lancastrian Holdings Limited         | Corp.               | England              | Inactive/Dormant        |
| Megafone (UK) Limited                | Corp.               | England              | Inactive/Dormant        |
| Psychic Companions Limited           | Corp.               | England              | Inactive/Dormant        |
| SPPT Limited                         | Corp.               | England              | Inactive/Dormant        |
| Watermark Games Limited              | Corp.               | England              | Inactive/Dormant        |
| SP Manweb plc                        | Corp.               | England              | FUCO                    |
| Manweb Nominees Limited              | Corp.               | England              | Inactive/Dormant        |
| Manweb Services Limited              | Corp.               | England              | Inactive/Dormant        |
| Manweb Share Scheme Trustees Limited | Corp.               | England              | Inactive/Dormant        |

Signature

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the registrants have caused this notification of registration to be duly signed on their behalf on this the 24th day of February, 2004.

Scottish Power plc

By: /s/ David T. Nish

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David T. Nish

Finance Director

Attest

/s/ Donald McPherson

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Donald McPherson

Verification

The undersigned, being duly sworn, deposes and says that he has duly executed the attached amended Notification of Registration dated February 24, 2004 for and on behalf of Scottish Power plc, that he is the Finance Director of such company, and that all action by stockholders, directors and other bodies necessary to authorize deponent to execute and file such instrument has been taken. Deponent further says that he/she is familiar with such instruments and the contents thereof, and that the facts therein set forth are true to the best of his/her knowledge, information and belief.

/s/ David T. Nish

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David T. Nish,

Finance Director

(Official Seal)

Subscribed and sworn to before me at this 24th day of February 2004.

/s/ Donald McPherson

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Donald McPherson

My commission expires: