

SCOTTISH POWER PLC
Form U5S
August 02, 2004
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SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM U5S

ANNUAL REPORT

For the Fiscal Year Ended March 31, 2004

Filed pursuant to the Public Utility Holding Company Act of 1935

by

Scottish Power plc

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Glasgow G2 8SP

Scotland UK

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Scottish Power plc

FORM U5S

2004

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ITEMS

ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF March 31, 2004.

Name of Company	Percentage of Voting Power (100% unless otherwise noted)	Type of Business/ Description of Business	Number of Common Shares Owned	Issuer	Owner s
				Book Value \$ 000s	Book Value \$ 000s
Scottish Power Finance (Jersey) Limited	10 Founder Shares	FE	10	#	#
Scottish Power plc		HC			
SP Finance * (FN 1)	Ordinary £0.01 Shares Unsecured Int. Debt BR + 1% No Arrears	FE	10,025	#	# 1,206,788
SP Finance 2 Limited * (FN 2)	Ordinary £1 Shares	FE	10,750	20	1,378,518
PacifiCorp UK Limited * (FN 3)	A-F Nonvoting Shares Voting Share	FE	1,250,000	163,865	2,376,250
ScottishPower Overseas Holdings Limited	Ordinary £1 Shares Unsecured Int. Debt BR + 1% No Arrears	FE	100	#	# 13,579 19,687
PacifiCorp Energy Canada Ltd.	Class A Voting Shares	Gas Storage	17,000	37,205	13,579
SP Finance 4 Limited * (FN 4)	Ordinary £1 Shares	FE	10,000	18	18
SP Finance 5 Limited * (FN 5)	Ordinary £1 Shares	FE	10,000	18	18
Venus 5 Limited * (FN 6)	Ordinary £1 Shares	FE	10,000	18	18
Scottish Power UK Holdings Limited (FN 7)	Ordinary Shares £0.5 Unsecured Int. Debt BR + 1% No Arrears	FUCO	1,183,983,102	1,088,081	1,094,897 85,358

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Name of Company	Percentage of Voting Power (100% unless otherwise noted)	Type of Business/ Description of Business	Number of Common Shares Owned	Issuer	Owner s
				Book Value \$ 000s	Book Value \$ 000s
ScottishPower Energy Management (Agency) Limited	Ordinary £1 Shares	FRB	4,000,001	7,352	7,352
ScottishPower Energy Management Limited	Ordinary £1 Shares	FRB	50,000,000	91,900	91,900
Holford Gas Storage Ltd	Ordinary £1 Shares	Gas Storage	1	#	#
Scottish Power UK plc (SPUK)	Ordinary Shares £0.5 Unsecured Ex. Debt AIR 6.8% No Arrears	FUCO	1,183,983,102	1,088,081	1,088,285 3,438,000
Aspen 1 Limited *	Ordinary £1 Shares	FRB	1	#	#
Caledonian Gas Limited *	Ordinary £1 Shares	FRB	250,000	460	460
ScottishPower Group	Ordinary £1 Shares	FRB	100	N/A	N/A
Money Purchase Pension Scheme Limited					
ScottishPower Inc. *	Common Stock	FRB	100	#	#
Manweb Limited *	Ordinary £1 Shares	FRB	1	#	#
RoboScot (38) Limited *	B Ordinary £1 Shares	50	FRB	7,999,999	14,704
	C Ordinary £1 Shares	##	##	1	##
SaBRe Water Limited *	Ordinary £1 Shares	FRB	2	#	#

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Name of Company		Percentage of Voting Power (100% unless otherwise noted)	Type of Business/ Description of Business	Number of Common Shares Owned	Issuer	Owner s
					Book Value \$ 000s	Book Value \$ 000s
Scottish Power Trustees Limited *	Ordinary £1 Shares		FRB	2	#	#
Scottish Utility Services Limited *	Ordinary £1 Shares		FRB	2	#	#
Camjar plc *	Ordinary £1 Shares		FRB	284,060	522	9,414
Spotlight Trading Limited *	Ordinary £1 Shares		FRB	2	#	#
Telephone Information Services plc *	Ordinary £1 Shares		FRB	350,000	643	#
ScottishPower Energy Retail Limited	Ordinary £1 Shares		FRB	55,407,000	101,838	728,374
Gemserv Ltd	Ordinary £1 Shares	13.38	FE	30,803	33	57
Manweb Energy Consultants Limited *	Ordinary £1 Shares		FRB	75,000	138	138
N.E.S.T.MAKERS Limited	Ordinary £1 Shares	50	FRB	22,500	42	42
ScottishPower	Ordinary £1 Shares		FRB	130,700,000	240,227	240,227
Generation Limited	Unsecured Int. Debt BR + 1% No Arrears					784,077
Beaufort Energy Limited	Ordinary £1 Shares		FRB	2	#	#
CRE Energy Limited	Ordinary £1 Shares		FRB	2	#	#
Wind Resources Limited	B Ordinary £1 Shares	45	FRB	1,738,419	3,195	3,195
Carland Cross Limited	Ordinary £1 Shares		FRB	1,433,155	2,634	2,634

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Coal Clough Limited	Ordinary £1 Shares		FRB	2,420,002	4,448	4,448
CeltPower Limited	B Ordinary £1 Shares	50	FRB	500	2	53
Emerald Power Generation Limited	Ordinary £1 Shares		FRB	1	#	26
Manweb Generation Holdings Limited	Ordinary £1 Shares		FRB	2,100,000	3,860	3,860
Manweb Generation (Winnington) Limited *	Ordinary £1 Shares		FRB	1	#	#
Winnington Combined Heat and Power Ltd.	Ordinary £1 Shares	33.33	FRB	1	#	#
Winnington Combined Heat and Power Developments Limited *	Ordinary £1 Shares	33.33	FRB	1	#	#
Winnington Combined Heat and Power Operations Limited *	Ordinary £1 Shares	33.33	FRB	1	#	#
Scotash Limited	B Ordinary £1 Shares	50	FRB	500	2	6,251
Shoreham Operations Company Limited	B Ordinary £1 Shares	50	FRB	1	#	#
SMW Limited	Ordinary £1 Shares		FRB	2	#	#
South Coast Power Limited	B Ordinary £1 Shares	50	FRB	1,900,001	3,492	3,492

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ScottishPower Share Scheme Trustees Limited	Ordinary £1 Shares		FRB	2	#	#
ScottishPower Sharesave Trustees Limited	Ordinary £1 Shares		FRB	2	#	#
Selectusonline Limited	A Ordinary £1 Shares	25	FRB	25	#	#
SP Dataserve Limited	Ordinary £1 Shares		FRB	17,608,000	32,364	32,364
SP Distribution Limited	Ordinary £1 Shares Unsecured Ex. Debt AIR 5.6% No Arrears Unsecured Int. Debt BR + 1% No Arrears		FRB	109,600,000	201,445	201,445 156,800 678,651
Scottish Electricity Settlements Limited	Ordinary £1 Shares	50	FRB	1	#	#
SP Gas Limited	Ordinary £1 Shares		FRB	2	#	#
SP Power Systems Limited	Ordinary £1 Shares Unsecured Int. Debt BR + 1% No Arrears		FRB	11,247,000	20,672	20,672 17,478
Core Utility Solutions Limited	A Ordinary £1 Shares	50	FRB	1,000,000	1,838	1,838
SP Transmission Limited	Ordinary £1 Shares Unsecured Ex. Debt AIR 6.3% No Arrears Unsecured Int. Debt Base Rate + 1%		FRB	9,000,000	16,542	16,542 79,100 241,492
GBSO Limited * (FN 8)	Ordinary £1 Shares		FRB	1	#	#
Teledata (Holdings) Limited *	Ordinary £1 Shares Unsecured Int. Debt BR + 1% No Arrears		FRB	30,000	55	19,979 948

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Teledata (Outsourcing) Limited *	Ordinary £1 Shares	FRB	100	#	#
The CallCentre Service Limited *	Ordinary £.50 Shares	FRB	4,464,036	4,102	888
Teledata Scotland Limited *	Ordinary £1 Shares	FRB	2	#	#
The Information Service Limited *	Ordinary £1 Shares	FRB	4,073,100	7,486	2,832
Clubcall Telephone Services Limited *	Ordinary £1 Shares	FRB	2,067,702	3,801	3,490
Clubline Services Limited *	Ordinary £1 Shares	FRB	2	#	#
Telephone International Media Holdings Limited *	Ordinary £1 Shares	FRB	106,250	1,195	#
Copperteam Limited *	Ordinary £1 Shares	FRB	2	#	#
Telephone International Media Limited *	Ordinary £1 Shares	FRB	650,000	1,040	1,040
TIM Limited *	Ordinary £1 Shares	FRB	2	#	#
ScottishPower Investments Limited	Ordinary £1 Shares Unsecured Int. Debt BR + 1% No Arrears	FRB	100,000,000	183,800	183,800 1,352,141
Caledonian Communications Limited *	Ordinary £1 Shares Unsecured Int. Debt BR + 1% No Arrears	FRB	2	#	# 5,820

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Genscot Limited	Ordinary £1 Shares	FRB	100,00	184	184
Manweb Holdings Limited *	Ordinary £1 Shares	FRB	12,500,000	22,975	22,975
Manweb Contracting Services Limited *	Ordinary £1 Shares	FRB	1,000,000	1,838	1,838
Manweb Gas Limited *	Ordinary £1 Shares	FRB	150,000	276	276
Manweb Pensions Trustee Limited *	Ordinary £1 Shares	FRB	2	#	#
Mawlaw 526 Limited *	Ordinary £1 Shares	FRB	1	#	#
SSEB Limited *	Ordinary £1 Shares	FRB	2	#	#
ScotPower Limited *	Ordinary £1 Shares	FRB	2	#	#
Scotsgrid Limited *	Ordinary £1 Shares	FRB	2	#	#
ScottishPower Finance Limited *	Ordinary £1 Shares	FRB	2	#	#
Scotspower Limited *	Ordinary £1 Shares	FRB	2	#	#
ScottishPower Insurance Limited	Ordinary £1 Shares	FRB	9,750,000	17,921	26,651
ScottishPower Leasing Limited	Ordinary £1 Shares	FRB	2	#	#
ScottishPower Securities Limited *	Ordinary £1 Shares	FRB	2	#	#

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<u>Name of Company</u>	<u>Percentage of Voting Power (100% unless otherwise noted)</u>	<u>Type of Business/ Description of Business</u>	<u>Number of Common Shares Owned</u>	<u>Issuer Book Value \$ 000s</u>	<u>Owner s Book Value \$ 000s</u>
ScottishPower Telecommunications Limited *	Ordinary £1 Shares	FRB	15,000,000	27,570	27,570
Demon Internet Limited *	Ordinary £1 Shares	FRB	1,533,330	281	124,249
Cityscape Global Media Limited *	Ordinary £1 Shares	FRB	2	#	#
Cityscape Internet Services Limited *	Ordinary £1 Shares	FRB	1,000	2	#
Cityscape Limited *	Ordinary £1 Shares	FRB	2	#	#
Demon Limited *	Ordinary £1 Shares	FRB	2	#	#
Dispatch Publishing Limited *	Ordinary £1 Shares	FRB	100	#	162
Locomotive Software Group Limited *	Ordinary £1 Shares	FRB	200	#	#
Locomotive Software Developments Limited *	Ordinary £1 Shares	FRB	100	#	#
Turnpike 1996 Limited*	Ordinary £1 Shares	FRB	100	#	#
Turnpike Limited *	Ordinary £1 Shares	FRB	100	#	#

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The IP Systems	Ordinary £1 Shares	FRB	2	#	#
Operation					
Limited *					
Lancastrian	Ordinary £1 Shares	FRB	220,022	404	10,881
Holdings Limited *					
Megafone (UK)	Ordinary £1 Shares	FRB	2	#	#
Limited *					

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Psychic Companions Limited *	Ordinary £1 Shares		FRB	2	#	#
SPPT Limited *	Ordinary £1 Shares		FRB	2	#	#
Watermark Games Limited *	Ordinary £0.01 Shares		FRB	3,024,249	55	5,679
SP Manweb plc	Ordinary £0.50 Shares Unsecured Ex Debt AIR 5.8% No Arrears		FUCO	108,458,370	99,673	1,018,252 79,100
Manweb Nominees Limited *	Ordinary £1 Shares		FRB	100	#	#
Manweb Services Limited *	Ordinary £1 Shares		FRB	75,000	138	138
Manweb Share Scheme Trustees Limited *	Ordinary £1 Shares		FRB	2	#	#
St Clements Services Ltd	Ordinary £1 Shares	13	FRB	5	#	#
Electralink Ltd	Ordinary £0.10 Shares	13	FRB	1336	1,838	1,838
<u>Name of Company</u>		<u>Percentage of Voting Power (100% unless otherwise noted)</u>	<u>Type of Business</u>	<u>Number of Common Shares Owned</u>	<u>Issuer Book Value \$ 000s</u>	<u>Owner s Book Value \$ 000s</u>
ScottishPower NA 1 Limited	Ordinary £1 Shares Unsecured Int. Debt BR + 1% No Arrears		HC	158,499,452	291,321	480,734 15,858

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<u>Name of Company</u>		<u>Percentage of Voting Power (100% unless otherwise noted)</u>	<u>Type of Business</u>	<u>Number of Common Shares Owned</u>	<u>Issuer Book Value \$ 000s</u>	<u>Owner s Book Value \$ 000s</u>
ScottishPower NA 2 Limited	Ordinary £1 Shares Unsecured Int. Debt BR + 1% No Arrears		HC	1,426,495,072	2,621,898	4,326,619 142,729
PacifiCorp Holdings, Inc. (PHI)	Common		HC	10,000	4,548,909	4,548,909
Pacific Klamath Energy, Inc.	Common		I SPS	50	7,870	7,870
PacifiCorp (FN 9)	Common, No Par Secured Debt AIR 6.6 % No Arrears Unsecured Ex. Debt AIR 2.0 % No Arrears Pref (mult Series)		Public Utility	312,176,089 1,014,633	3,282,288	3,282,288 2,996,763 400,470
						100,730
Centralia Mining Co.	Common, No Par		Coal Mining Business	100	1	1
Energy West Mining Company	Common, No Par		Coal Mining Business	100	1	1
Glenrock Coal Co.	Common, No Par		Coal Mining Business	100	.001	.001
Interwest Mining Co.	Common, No Par		Coal Mining Business	100	1	1
Pacific Minerals, Inc.	Common, No Par		Coal Mining Business	500	53,029	53,029
Bridger Coal Co. (FN 10)	Joint Venture Interest	66.67	Coal Mining Business		N/A	N/A
PacifiCorp Environmental Remediation Co. (FN 11)	Common, No Par	89.90	Rain Forest Carbon	8,900	5,591	5,591
PacifiCorp Future Generations, Inc.	Common		SPS-Rain Forest Carbon	10	-4	-4
Canopy Botanicals, Inc. (Delaware) (77.85%) (FN 12)	Common	77.85	Rain Forest Carbon	25,102	-3	-3

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<u>Name of Company</u>		<u>Percentage of Voting Power (100% unless otherwise noted)</u>	<u>Type of Business</u>	<u>Number of Common Shares Owned</u>	<u>Issuer Book Value \$ 000s</u>	<u>Owner s Book Value \$ 000s</u>
Canopy Botanicals, S.R.L. (49%) (FN 13)	Member Interest	49	Rain Forest Carbon	N/A	N/A	N/A
PacifiCorp Investment Management, Inc.	Common, No Par		Non-utility Holding Company	100	0	0
PacifiCorp Group Holdings Co.	Common Unsecured Debt- \$960,750.72 Int. Rate 1.9725%		Non-utility Holding Company	100	328,984	328,984
New Energy Holdings I, Inc. *	Common, No Par		FRB	100	0	0
EnergyWorks Holdings I *	Common		FRB	2	0	0
New IndiaPower Company One *	Common		FRB	50	N/A	N/A
New IndiaPower Company Two *	Common		FRB	1	N/A	N/A
PacifiCorp Trans, Inc. *	Common		Corporate Aircraft Scheduling	100	111	111
PACE Group, Inc.	Common, No Par		SPS	100	1,684	1,684
Pacific Kinston Energy, Inc. *	Common		Power Management	10	0	0
PacifiCorp Development Company *	Common, No Par		SPS	10	0	0
PacifiCorp Generation International, BV	1,000 NLG		SPS	40	0	0
Pacific Bakun Energy BV	NLG		SPS		0	0
PacifiCorp Energy Services, Inc.	Common, No Par		SPS	10	0	0
PacifiCorp Energy Ventures, Inc.	Common, No Par		SPS	10	0	0
Nth Power Management, L.P. (FN 14)	Limited Partnership Interest	18.8	Energy-related	N/A	0	0

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<u>Name of Company</u>	<u>Percentage of Voting Power (100% unless otherwise noted)</u>	<u>Type of Business</u>	<u>Number of Common Shares Owned</u>	<u>Issuer Book Value \$ 000s</u>	<u>Owner s Book Value \$ 000s</u>
PacifiCorp Financial Services, Inc.	Common	SPS Non-utility Holding Company	179,005	59,199	59,199
Birmingham Syn Fuel I, Inc. *	Common	Synthetic Fuel Company	100	28,843	28,843
CS Holdings, Inc.*	Common, No Par	Leverage Leasing Activity	1,000	-6,076	-6,076
Koala FSC, Ltd. *	Common	Leverage Leasing Activity	1,200	-29,089	-29,089
Leblon Sales Corporation	Common, No Par	Leverage Leasing Activity	1,000	-39,096	-39,096
Pacific Development (Property), Inc.	Common, No Par	SPS	1	-3,325	-3,325
Pacific Harbor Capital, Inc.	Common	Leverage Leasing Activity	407	28,598	28,598
PFI International, Inc.*	Common	Leverage Leasing Activity	1,000	1	1
PHC Properties Corporation	Common	SPS	100	13	13
PCC Holdings, Inc.	Common Preferred	HC	1 0	-9,033	-9,033
Hillsborough Leasing Services, Inc. *	Common	SPS	1	0	0
PNF Holdings, Inc. *	Common, No Par	SPS	100	795	795
VCI Acquisition Co.*	Common Preferred	SPS	100 0	0	0

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Name of Company		Percentage of Voting Power (100% unless otherwise noted)	Type of Business	Number of Common Shares Owned	Issuer	Owner s
					Book Value \$ 000s	Book Value \$ 000s
PacifiCorp International Group Holdings Company	Common, No Par		FRB	100	0	0
PacifiCorp Hazelwood Pty. Ltd. *	Member Interest		FRB	100	0	0
Hazelwood Australia, Inc. *	Common		FRB	100	0	0
Hazelwood Ventures, Inc. *	Common		FRB	100	0	0
Hazelwood Finance LP (12.55%) (FN 15) *	Limited Partnership Interest	12.55	FRB	N/A	0	0

Name of Company		Percentage of Voting Power (100% unless otherwise noted)	Type of Business	Number of Common Shares Owned	Issuer	Owner s
					Book Value \$ 000s	Book Value \$ 000s
PPM ENERGY, INC.	Common, No Par		Non-utility Holding Company	100	152,622	152,622
Phoenix Wind Power LLC	LLC Interest		EWG	N/A	165	165
Klamath Energy, LLC	LLC Interest		EWG	N/A	-952	-952
Klamath Generation, LLC	LLC Interest		SPS	N/A	-8.0	-8.0
West Valley Leasing Company LLC	LLC Interest		Non-utility Generation Company	N/A	19,965	19,965
Klondike Wind Power LLC	LLC Interest		EWG	N/A	637	637
Moraine Wind LLC	LLC Interest		EWG	N/A	1,112	1,112
Moraine Wind II LLC *	LLC Interest		SPS/FE	N/A	#	#
Heartland Wind LLC *	LLC Interest		SPS	N/A	#	#
Flying Cloud Power Partners, LLC (FN 16)	LLC Interest		EWG	N/A	844	844

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Pacific Wind Development LLC	LLC Interest		SPS	N/A	-5.4	-5.4
Arlington Wind LLC (FN 17)	LLC Interest		SPS/FE	N/A	-30.4	-30.4
PPM Alta Mesa LLC (FN 18)	LLC Interest		EWG	N/A	#	#
Mountain View Power Partners III LLC	LLC Interest		EWG	N/A	91.4	91.4
Ivanhoe Wind Energy LLC *	LLC Interest		EWG	N/A	#	#
Trimont Wind I LLC *	LLC Interest		SPS	N/A	#	#
Mountain View Green LLC *	LLC Interest		EWG	N/A	#	#
PPM Colorado Wind Ventures Inc (FN 19)	LLC Interest		SPS	100	41.9	41.9
Colorado Wind Ventures LLC	LLC Interest	50	HC	N/A	41.9	41.9
Colorado Green Holdings LLC	LLC Interest		EWG	N/A	78.5	39.3
Enstor, Inc.	Common		Energy Related Holding Company	1,000	14,319.8	14,319.8
Katy Storage & Transportation, LP	Limited Partnership Interest	99	Gas Storage	N/A	14,087	13,946
Waha Storage & Transportation LP	Limited Partnership Interest	99	Gas Storage	N/A	#	#
City Gate LLC	LLC Interest		Gas Storage	N/A	-7.9	-7.9
Columbia Gas Storage LLC	LLC Interest		Gas Storage	N/A	-44.5	-44.5
Delta Gas Storage LLC	LLC Interest		Gas Storage	N/A	-2.8	-2.8
Enstor Louisiana LLC (FN 20)	LLC Interest		Gas Storage	N/A	#	#
Brentwood Gas Storage LLC	LLC Interest		Gas Storage	N/A	#	#
Enstor Operating Co., LLC (FN 21)	LLC Interest		Gas Storage	N/A	429	429
Katy Storage & Transportation, LP (FN 22)	Limited Partnership Interest	1	Gas Storage	N/A	14,087	141
Waha Storage & Transportation LP (23)	Limited Partnership Interest	1	Gas Storage	N/A	#	#

Footnotes

(FN 1) Formed 11/12/02 Incorporated in England FE inactive/dormant entity

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(FN 2) Formed 9/26/02 Incorporated in Scotland - FE inactive/dormant entity

(FN 3) Formed 12/2/02 Incorporated in England FE inactive/dormant entity

(FN 4) Formed 9/24/02 Renamed SP Finance 4 on 5/16/02 Incorporated in Scotland FE inactive/dormant entity

(FN 5) Formed 9/24/02 Renamed SP Finance 5 on 5/16/02 Incorporated in Scotland FE inactive/dormant entity

(FN 6) Formed 9/24/02 Incorporated in Scotland FE inactive/dormant entity

(FN 7) Formed 6/18/02 Incorporated in Scotland FUCO holds securities and assets of SPUK

(FN 8) Formed 8/9/02 Incorporated in Scotland SPS/FRB inactive/dormant entity

(FN 9) Inter company loans PacifiCorp and certain affiliates currently participate in an intercompany loan agreement (PacifiCorp Loan Agreement) allowing PacifiCorp to loan up to \$200 million and allowing these affiliates to loan unlimited amounts to PacifiCorp. The PacifiCorp Loan Agreement was approved by the Oregon Public Utility Commission. Loans made under the PacifiCorp Loan Agreement are payable on demand, are evidenced by notes and bear interest at PacifiCorp's short term borrowing rate whether the loan is to or from PacifiCorp. PacifiCorp Group Holdings Company (PGHC) also participates in an intercompany borrowing agreement (PGHC Loan Agreement, and collectively, Loan Agreements) allowing up to \$350 million in loans to be made among PGHC and its subsidiaries, and among PGHC and certain other subsidiaries of PacifiCorp, including PacifiCorp Environmental Remediation Company, PacifiCorp Minerals, Inc. and PacifiCorp Investment Management, Inc. Loans made under the PGHC Loan Agreement are payable on demand and

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if from PGHC, bear interest at a negotiated rate or at PGHC's short-term borrowing rate if the borrower is PGHC. Descriptions of the terms and conditions of the Loan Agreements are incorporated by reference to Scottish Power Certificates of Notification under File No. 040-00485.

(FN 10) Pacific Minerals, Inc. (66.66%); Idaho Power (33.34%) (nonassociate)

(FN 11) PacifiCorp (89.90%); CH2M Hill (10.10%) (nonassociate)

(FN 12) PacifiCorp Future Generations, Inc. (77.85%); BP America, Inc. (22.15%) (nonassociate)

(FN 13) Fundacion Amigos de la Naturaleza (51%) (nonassociate); Canopy Botanicals, Inc. (49%)

(FN 14) Partnership cash investment

(FN 15) Partnership cash investment National Power (87.5%); PacifiCorp Hazelwood Pty Ltd. (12.5%)

(FN 16) Acquired 3/31/03 Oregon Corporation Wind Facility/EWG.

(FN 17) Formed 10/21/02 Oregon LLC SPS/FE shell to develop future Oregon wind projects

(FN 18) Formed 4/18/03 Oregon LLC Limited Liability Company shell.

(FN 19) Formed 9/22/02 Oregon LLC SPS/FE Limited Liability Company operating on March 31 fiscal period.

(FN 20) Formed 4/18/02 Oregon LLC SPS/FE shell to hold interest in Rule 58 gas storage facility

(FN 21) Formed 9/19/02 Oregon LLC SPS/FE operating Rule 58 gas storage facility operations and GP of Katy Storage and Transportation LP and Waha Storage and Transportation LP.

(FN 22) Partnership cash investment acquired 12/02 Texas LP Rule 58 entity that holds gas storage assets Enstor Inc 99%; Enstor Operating Company 1%.

(FN 23) Partnership cash investment acquired 12/02 Texa LP Rule 58 entity that holds gas storage assets Ensotr Inc 99%; Enstor Operating Company 1%

Less than \$2,000.00

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Ordinary C share carries no value in ScottishPower's books or the issuer's books.

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* Inactive/Dormant An inactive or dormant company refers to a company that does not engage in trading or conduct or solicit business and has no material revenues or income. Inactive or dormant companies are often held until the resolution of contingent liabilities, to maintain certain rights or as a shell to be used in a future transaction.

(HC) holding company

(FE) finance entity

(FUCO) foreign utility company

(EWG) exempt wholesale generator

(FRB) fuco-related business

(SPS) special purpose subsidiary

(AIR) weighted average interest rate

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Status of PHI Nonutility Subsidiaries Existing as March 31, 2004.

<u>Name of Company</u>	<u>Org.</u>	<u>State/Country</u>	<u>Status</u>
Biodiversidad Sostenible	Business Arrangement	Bolivia	This business arrangement is still active, however, it is not a statutory subsidiary. The statutory subsidiary that owns this project is Canopy Botanicals, S.R.L.
Rio Bravo Carbon Sequestration Pilot Project	Business Arrangement	Belize	This business arrangement is still active, however, it is not a statutory subsidiary. The statutory subsidiary that owns this project is Canopy Botanicals, S.R.L.
Pacific Harbor Capital, Inc.	Corp.	DE	Manages passive leverage leasing portfolio and holds notes to misc. asset recovery
PacifiCorp Netherland Holdings BV	Corp.	Netherlands	See <u>FN1</u>
Ivanhoe Wind Energy LLC	Limited liability corporation	Oregon	Formed 12/16/03 as an LLC under PPM Energy Inc. This entity is dormant.
Mountain View Green LLC	Limited liability corporation	Oregon	Formed 11/20/03 as an LLC under PPM Energy Inc. This entity is dormant.
Mountain View Power Partners III LLC	Limited liability corporation	Delaware	Formed 11/8/00. Acquired by PPM Energy, Inc 7/31/03, operates active wind farm.
PPM Alta Mesa LLC	Limited liability corporation	Oregon	Formed 4/18/03 as an LLC under PPM Energy Inc presently a shelf entity.
Trimont Wind LLC	Limited Liability Corporation	Oregon	Formed 12/15/03 as an LLC under PPM Energy Inc. Project scheduled to start in 2005.
PPM Colorado Wind Ventures Inc	Corporation	Oregon	Formed 9/23/03 as a subsidiary of PPM Energy, Inc. Holds active interest in Colorado Wind Ventures LLC.
Colorado Wind Ventures LLC	Limited liability corporation	Delaware	Formed 9/23/03. PPM Colorado Ventures Inc. owns a 50% interest.
Colorado Green Holdings LLC	Limited liability corporation	Delaware	Formed 10/11/02; owned since 10/1/03 100% interests held by Colorado Wind Ventures LLC operates active wind farm.
Waha Storage and Transportation LP	Limited Partnership	Texas	Formed 2/26/04 as an LLC under Enstor, Inc and Enstor Operating Co. LLC. Both Enstor entities are subsidiaries of PPM Energy Inc
Scenic Vista Wind Power LLC	Limited Liability Company	Oregon	Sold on March 19, 2004 to FL Energy Stateline II, Inc

FN (1) Entity incorrectly listed as system company in prior years. Research confirms that it does not exist.

Table of Contents**ITEM 2. ACQUISITION OR SALES OF UTILITY ASSETS.**

None.

ITEM 3. ISSUE, SALE, PLEDGE, GUARANTEE OR ASSUMPTION OF SYSTEM SECURITIES.

Convertible Bonds issued on July 10, 2003 filed as Exhibit 4.13 on Form 20-F, SEC File No. 001-14676 (filed June 25, 2004). See also, Rule 24, International Release No. 1236, Matter No. 70-9669 (filed June 30, 2004)

ITEM 4. ACQUISITION, REDEMPTION, OR RETIREMENT OF SYSTEM SECURITIES.

Numbers in Thousands

Fiscal Year 2004

<u>Investment</u>	<u>Name of Acquiring/ Redeeming Company</u>	<u>No. of Shares</u>	<u>Consider. Principal Amount £ or \$</u>	<u>% voting</u>	<u>Book Value £ - \$</u>	<u>Author./ Exemption</u>
PacifiCorp \$7.48 No Par Serial Preferred Stock	PacifiCorp	60,000	\$ 6,000,000	N/A	\$ 6,000,000	Rule 42

ITEM 5. INVESTMENTS IN SECURITIES OF NONSYSTEM COMPANIES.

Category 1:

<u>Name of Owner</u>	<u>Name of Issuer</u>	<u>Description of Securities</u>	<u>Number of Shares/ Principal Amount Owned</u>	<u>General Nature of Issuers Business</u>	<u>Book Value (\$000s)</u>	<u>Percentage of Voting Power</u>
PacifiCorp COLI policies managed by Beneficial Life for former UP&L retirees)	Beneficial Life	\$95.3M cash surrender value	N/A	Insurance Company	95,528	N/A

Category 2:

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<u>Name of Owner</u>	<u>Name of Issuer</u>	<u>Description of Securities</u>	<u>Number of Shares/ Principal Amount Owned</u>	<u>General Nature of Issuers Business</u>	<u>Book Value (\$000s)</u>	<u>Percentage of Voting Power</u>
PacifiCorp Environmental Remediation Co (90% Ownership Interest)	Columbia Management Group	Columbia Short-Term Bond Fund	2,122,420.60	Financial Institution	25,724	Less than 1%

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PacifiCorp (SERP) Trust)	State Street Bank and Trust Company	EAFE Equity Index Fund	12,118.43	Financial Institution	130	Less than 1%
PacifiCorp (SERP) Trust)	State Street Bank and Trust Company	Equity 500 Index Fund	2,190.45	Financial Institution	282	Less than 1%
Bridger Coal Company Reclamation Trust (2/3)	State Street Bank and Trust Company	Various	Various	Financial Institution	87,409	Less than 1%
PacifiCorp	Fidelity/Citibank	Money Market Funds	Cash Equivalent	Financial Institution	\$ 31,581/8,067	Less than 1%
PacifiCorp Environmental Remediation Company	JP Morgan/Chase	Money Market Funds	Cash Equivalent	Financial Institution	\$ 5,931	Less than 1%
PacifiCorp Group Holdings Company	Fidelity/Citibank	Money Market Funds	Cash Equivalent	Financial Institution	\$ 64,176/64,964	Less than 1%

None of the affiliates are public utility companies or other nonsystem or system owners.

ITEM 6. OFFICERS AND DIRECTORS.**PART I.**

The following abbreviations are used for positions. Principal business addresses are listed.

Principal Business Address	N/A
Position	Code
Director	D
President	P
Chief Executive Officer	CEO
Chief Financial Officer	CFO
Chief Accounting Officer	CAO
Chief Information Officer	CIO
Chief Production Officer	CPO
Senior Executive Vice President	SEVP
Executive Vice President	EVP
Senior Vice President	SVP
Financial Vice President	FVP

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Vice President	VP
Controller/Comptroller	C
Counsel	L
Secretary	S
Assistant Secretary	AS
Treasurer	T
Assistant Treasurer	AT
General Manager	GM
Managing Director	MD
Commissioner	M

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<u>Name and Principal Address</u>	<u>Title</u>	<u>Code</u>
EXECUTIVE DIRECTORS Scottish Power plc		
Ian Russell	Chief Executive	CEO
1 Atlantic Quay		
Glasgow G2 8SP		
Charles Berry	Executive Director	D
1 Atlantic Quay		
Glasgow G2 8SP		
David Nish	Finance Director	CFO
1 Atlantic Quay		
Glasgow G2 8SP		
Judi A. Johansen	Executive Director	D
825 NE Multnomah		
Suite 2000, Portland		
Oregon 97232		
SIMON LOWTH	Director, Corporate Strategy & Development	D
1 Atlantic Quay		
Glasgow G2 8SP		
NON-EXECUTIVE		
DIRECTORS SCOTTISH POWER PLC		
CHARLES MILLER SMITH	Chairman	D
1 Atlantic Quay		
Glasgow G2 8SP		
EUAN BAIRD	Non-executive Director	D
1 Atlantic Quay		
Glasgow G2 8SP		
MAIR BARNES	Non-executive Director	D
1 Atlantic Quay		

Glasgow G2 8SP

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PHILIP CARROLL	Non-executive Director	D
1 Atlantic Quay		
Glasgow G2 8SP		
SIR PETER GREGSON	Non-executive Director	D
1 Atlantic Quay		
Glasgow G2 8SP		
NOLAN KARRAS	Non-executive Director	D
1 Atlantic Quay		
Glasgow G2 8SP		
DONALD HOOD BRYDON	Non-executive Director	D
1 Atlantic Quay		
Glasgow G2 8SP		
NICK ROSE	Non-executive Director	D
1 Atlantic Quay		
Glasgow G2 8SP		
OFFICERS SCOTTISH POWER PLC		
DOMINIC FRY	Group Director, Corporate Communications	
1 Atlantic Quay		
Glasgow G2 8SP		
TERRY HUDGENS	Chief Executive Officer PPM Energy Inc.	CEO
1125 NW Couch St, Suite 700, Portland, Oregon, 97209		
RONNIE MERCER	Group Director, Infrastructure	
1 Atlantic Quay		
Glasgow G2 8SP		
ANDREW MITCHELL	Company Secretary	S
1 Atlantic Quay		
Glasgow G2 8SP		
MICHAEL PITTMAN	Group Director, Human Resources	
1 Atlantic Quay		

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Glasgow G2 8SP
JAMES STANLEY
1 Atlantic Quay
Glasgow G2 8SP

Group Director, Legal

L

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<u>Name and Principal Address</u>	<u>Title</u>	<u>Code</u>
DIRECTORS PACIFICORP		
Ian Russell	Chairman of the Board	COB
1 Atlantic Quay		
Glasgow G2 8SP		
Barry G. Cunningham	Director	D
201 South Main		
Suite 2300		
Salt Lake City UT 84111		
Andrew P. Haller	Director	D
825 NE Multnomah		
Suite 2000		
Portland OR 97232		
Judith A. Johansen	Director	D
825 NE Multnomah		
Suite 2000		
Portland OR 97232		
Nolan E. Karras	Director	D
4695 South 1900 West		
#3		
Roy UT 84067		
William B. Landels	Director	D
201 South Main		
Suite 2300		
Salt Lake City UT 84111		
Andrew N. MacRitchie	Director	D
825 NE Multnomah		
Suite 2000		

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Portland OR 97232		
Richard D. Peach	Director	D
825 NE Multnomah		
Suite 2000		
Portland OR 97232		
Michael J. Pittman	Director	D
825 NE Multnomah		
Suite 2000		
Portland OR 97232		
A. Richard Walje	Director	D
825 NE Multnomah		
Suite 2000		
Portland OR 97232		
Matthew R. Wright	Director	D
825 NE Multnomah		
Suite 2000		
Portland OR 97232		
OFFICERS PACIFICORP		
Judith A. Johansen	President and Chief Executive Officer	P
825 NE Multnomah		CEO
Suite 2000		
Portland OR 97232		

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William D. Landels	Executive Vice President	EVP
201 South Main		
Suite 2300		
Salt Lake City UT 84111		
Andrew N. MacRitchie	Executive Vice President	EVP
825 NE Multnomah		
Suite 2000		
Portland OR 97232		
Matthew R. Wright	Executive Vice President	EVP
825 NE Multnomah		
Suite 2000		
Portland OR 97232		
Barry G. Cunningham	Senior Vice President	SVP
201 South Main		
Suite 2300		
Salt Lake City UT 84111		
Donald N. Furman	Senior Vice President	SVP
825 NE Multnomah		
Suite 2000		
Portland OR 97232		
Andrew P. Haller	Senior Vice President, General	SVP
825 NE Multnomah	Counsel and Corporate Secretary	L
Suite 2000		S
Portland OR 97232		
Robert A. Klein	Senior Vice President	SVP
1125 NW Couch		
Suite 700		
Portland OR 97209		
Michael J. Pittman	Senior Vice President	SVP

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825 NE Multnomah

Suite 2000

Portland OR 97232

A. Richard Walje

Senior Vice President

SVP

825 NE Multnomah

Suite 2000

Portland OR 97232

Stan K. Watters

Senior Vice President

SVP

825 NE Multnomah

Suite 2000

Portland OR 97232

Richard D. Peach

Chief Financial Officer

CFO

825 NE Multnomah

Suite 2000

Portland OR 97232

Jeffrey K. Larsen

Vice President

VP

201 South Main

Suite 2300

Salt Lake City UT 84111

Donald D. Larson

Vice President

VP

201 South Main

Suite 2300

Salt Lake City UT 84111

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Ernest E. Wessman	Vice President	VP
201 South Main		
Suite 2300		
Salt Lake City UT 84111		
Bruce N. Williams	Treasurer	T
825 NE Multnomah		
Suite 1900		
Portland OR 97232		
Jeffery B. Erb	Assistant Secretary	AS
825 NE Multnomah		
Suite 1800		
Portland OR 97232		
Michael G. Jenkins	Assistant Secretary	AS
201 South Main		
Suite 2200		
Salt Lake City UT 84111		
Larry O. Martin	Assistant Secretary	AS
825 NE Multnomah		
Suite 19000		
Portland OR 97232		
Alexander D. Tart	Assistant Secretary	AS
825 NE Multnomah		
Suite 19000		
Portland OR 97232		

Table of Contents**ITEM 6 OFFICERS AND DIRECTORS***Officers and directors of all Scottish Power systems companies as at 31 March 2004*

<u>Entity</u>	<u>Principal Address</u>	<u>Directors</u>	<u>Officers</u>
Scottish Power plc	1 Atlantic Quay, Glasgow G2 8SP	Euan Baird Non-Executive Director Mair Barnes Non-Executive Director Charles A Berry Executive Director Donald H Brydon OBE Non-Executive Director Philip J Carroll jnr Non-Executive Director Sir Peter L Gregson Non-Executive Director Judith A Johansen Executive Director Nolan E Karras Non-Executive Director Charles Miller Smith - Chairman David T Nish Finance Director Nicholas C Rose Non-Executive Director Ian M Russell Chief Executive	Dominic Fry Group Director, Corporate Communications Simon J Lowth Director, Corporate Strategy & Development Terry Hudgens CEO, PPM Ronnie E Mercer Group Director, Infrastructure Andrew R Mitchell Company Secretary Mike Pittman Group Director, Human Resources R James Stanley Group Director, Commercial & Legal
SP Finance	1 Atlantic Quay, Glasgow G2 8SP	Adrian J Coats - Director David T Nish - Director Ian M Russell - Director	Andrew R Mitchell Company Secretary

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<u>Entity</u>	<u>Principal Address</u>	<u>Directors</u>	<u>Officers</u>
SP Finance 2 Limited	1 Atlantic Quay, Glasgow, G2 8SP	David T Nish - Director R James Stanley - Director	Andrew R Mitchell Company Secretary
PacifiCorp UK Limited	1 Atlantic Quay, Glasgow, G2 8SP	David T Nish - Director R James Stanley - Director	Andrew R Mitchell Company Secretary
ScottishPower Overseas Holdings Limited	1 Atlantic Quay, Glasgow, G2 8SP	David T Nish - Director R James Stanley - Director	Donald J McPherson Company Secretary
PacifiCorp Energy Canada Limited	1900, 736-6 Avenue SW, Calgary Alberta T2P 3T7	Craig D Johnstone - Director Matthew K Morrow - Director	Andrew P Haller Company Secretary
SP Finance 4 Limited	1 Atlantic Quay, Glasgow, G2 8SP	David T Nish - Director R James Stanley - Director	Andrew R Mitchell Company Secretary
SP Finance 5 Limited	1 Atlantic Quay, Glasgow, G2 8SP	David T Nish - Director R James Stanley - Director	Andrew R Mitchell Company Secretary
Venus 5 Limited	1 Atlantic Quay, Glasgow, G2 8SP	David T Nish - Director R James Stanley - Director	

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<u>Entity</u>	<u>Principal Address</u>	<u>Directors</u>	<u>Officers</u>
Scottish Power UK Holdings Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director Ronnie E Mercer - Director David T Nish - Director Ian M Russell - Director R James Stanley - Director	Andrew R Mitchell Company Secretary
ScottishPower Energy Management (Agency) Limited	1 Atlantic Quay, Glasgow, G2 8SP	Robert A Benns - Director John A Campbell - Director Susan M Reilly - Director	Donald J McPherson Company Secretary
ScottishPower Energy Management Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director John A Campbell - Director Susan M Reilly - Director	Donald J McPherson Company Secretary
Holford Gas Storage Limited		Charles A Berry - Director John A Campbell - Director Susan M Reilly - Director	Donald J McPherson Company Secretary
Scottish Power UK plc	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director Ronnie E Mercer - Director David T Nish Director Ian M Russell - Director R James Stanley - Director	Andrew R Mitchell Company Secretary
Aspen 1 Limited	1 Atlantic Quay, Glasgow, G2 8SP	Andrew R Mitchell - Director David T Nish - Director	Donald J McPherson Company Secretary

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<u>Entity</u>	<u>Principal Address</u>	<u>Directors</u>	<u>Officers</u>
Caledonian Gas Limited	1 Atlantic Quay, Glasgow, G2 8SP	Andrew R Mitchell - Director David T Nish - Director	Donald McPherson Company Secretary
ScottishPower Group Money Purchase Pension Scheme Limited	1 Atlantic Quay, Glasgow, G2 8SP	Stuart Derwent - Director Stephen W Dunn - Director Andrew R Mitchell - Director	Paul Mulhern Company Secretary
ScottishPower Inc	1 Atlantic Quay, Glasgow, G2 8SP	Ian M Russell - Director	
Manweb Limited	1 Atlantic Quay, Glasgow, G2 8SP	Andrew R Mitchell - Director David T Nish - Director	Donald J McPherson Company Secretary
Roboscot (38) Limited	1 Atlantic Quay, Glasgow, G2 8SP	Christopher Morson - Director R James Stanley - Director Finlay F Williamson - Director	Shirley M MacGillivray Company Secretary
SaBRe Water Limited	1 Atlantic Quay, Glasgow, G2 8SP	Andrew R Mitchell - Director David T Nish - Director	Donald J McPherson Company Secretary
Scottish Power Trustees Limited	1 Atlantic Quay, Glasgow, G2 8SP	Andrew R Mitchell - Director J Stewart Wood - Director	Andrew R Mitchell Company Secretary
Scottish Utility Services Limited	1 Atlantic Quay, Glasgow, G2 8SP	Andrew R Mitchell - Director David T Nish - Director	Donald J McPherson Company Secretary
Camjar plc	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director David T Nish - Director	Donald J McPherson Company Secretary

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<u>Entity</u>	<u>Principal Address</u>	<u>Directors</u>	<u>Officers</u>
Spotlight Trading Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director David T Nish - Director	Donald J McPherson Company Secretary
Telephone Information Services plc	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director David T Nish - Director	Donald J McPherson Company Secretary
ScottishPower Energy Retail Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director D William MacDiarmid - Director David L Wark - Director	Donald J McPherson Company Secretary
Manweb Energy Consultants Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director D William MacDiarmid - Director	Donald J McPherson Company Secretary
N.E.S.T.MAKERS Limited	1 Atlantic Quay, Glasgow, G2 8SP	John W Clough - Director Jack Harrison Director Raymond Jack - Director Joseph A Johnson - Director Donald W MacDiarmid - Director David L Wark - Director	David G Linton Company Secretary
ScottishPower Generation Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director Alan A Bryce - Director David N Morrison - Director	Donald J McPherson Company Secretary
Beaufort Energy Limited	1 Atlantic Quay, Glasgow, G2 8SP	Alan A Bryce - Director Susan M Reilly - Director	Donald J McPherson Company Secretary

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<u>Entity</u>	<u>Principal Address</u>	<u>Directors</u>	<u>Officers</u>
CRE Energy Limited	1 Atlantic Quay, Glasgow, G2 8SP	Alan A Bryce - Director	Donald J McPherson
		Susan M Reilly - Director	Company Secretary
Wind Resources Limited	1 Atlantic Quay, Glasgow, G2 8SP	Samuel R Anderson - Director	Sally A Jones
		David N Morrison - Director	Company Secretary
Carland Cross Limited	1 Atlantic Quay, Glasgow, G2 8SP	Samuel R Anderson - Director	Sally A Jones
		David N Morrison - Director	Company Secretary
Celtpower Limited	1 Atlantic Quay, Glasgow, G2 8SP	Alan A Bryce - Director	Grace A Buckley Company Secretary
		Adrian J Coats - Director	
		John Heasley - Director	
		John A Matthew - Director	
		Minuro Saito - Director	
		Motoyasu Sakamoto - Director	
Emerald Power Generation Limited	1 Atlantic Quay, Glasgow, G2 8SP	Alan A Bryce - Director	Donald J McPherson
		David N Morrison - Director	Company Secretary
Manweb Generation Holdings Limited	1 Atlantic Quay, Glasgow, G2 8SP	Dylan Hughes - Director	Donald J McPherson
		Susan M Reilly - Director	Company Secretary
Manweb Generation (Winnington) Limited	1 Atlantic Quay, Glasgow, G2 8SP	Andrew R Mitchell - Director	Donald J McPherson
		David T Nish - Director	Company Secretary

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<u>Entity</u>	<u>Principal Address</u>	<u>Directors</u>	<u>Officers</u>
Winnington Combined Heat & Power Limited	1 Atlantic Quay, Glasgow, G2 8SP	Stephen G Bentley - Director	Donald J McPherson
		Dylan Hughes - Director	Company Secretary
		Valerie L Kohler - Director	
Winnington Combined Heat & Power Developments Limited	1 Atlantic Quay, Glasgow, G2 8SP	Stephen G Bentley - Director	Donald J McPherson
		Dylan Hughes - Director	Company Secretary
		Valerie L Kohler - Director	
Winnington Combined Heat & Power Operations Limited	1 Atlantic Quay, Glasgow, G2 8SP	Stephen G Bentley - Director	Donald J McPherson
		Dylan Hughes - Director	Company Secretary
		Valerie L Kohler - Director	
Scotash Limited	1 Atlantic Quay, Glasgow, G2 8SP	Christian M Blanc - Director	LaFarge Secretaries (UK) Limited Company Secretary
		Nigel L Cooke - Director	
		Ronald G Hunter - Director	
Shoreham Operations Company Limited	1 Atlantic Quay, Glasgow, G2 8SP	Ronald A Erd - Director	Charles D MacKendrick
		Hugh O Finlay - Director	Company Secretary
		David N Morrison - Director	
		Stuart Staley - Director	
		Surinder S Toor - Director	
SMW Limited	1 Atlantic Quay, Glasgow, G2 8SP	Alan A Bryce - Director	Donald J McPherson
		David N Morrison - Director	Company Secretary
		R James Stanley - Director	

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<u>Entity</u>	<u>Principal Address</u>	<u>Directors</u>	<u>Officers</u>
South Coast Power Limited	1 Atlantic Quay, Glasgow, G2 8SP	John A Campbell - Director Ronald A Erd - Director David N Morrison - Director Stuart Staley - Director Surinder S Toor - Director	Charles D MacKendrick Company Secretary
ScottishPower Share Scheme Trustees Limited	1 Atlantic Quay, Glasgow, G2 8SP	Alan A Bryce - Director Sheelagh J Duffield - Director Robin D Fulton - Director Edwin D Howells - Director Norman McNeil - Director David Simpson - Director J Stewart Wood - Director	Alan W McCulloch Company Secretary
ScottishPower Sharesave Trustees Limited	1 Atlantic Quay, Glasgow, G2 8SP	Andrew J Blain - Director Adrian J Coats - Director C Stuart MacDonald - Director Alan W McCulloch - Director Norman McNeil - Director David Simpson - Director	Alan W McCulloch Company Secretary

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<u>Entity</u>	<u>Principal Address</u>	<u>Directors</u>	<u>Officers</u>
Selectusonline Limited	1 Atlantic Quay, Glasgow, G2 8SP	Douglas Bridson - Director Kieran Brocklebank - Director Keith Budinger - Director Phillip E Connor - Director Ian J McLeod - Director Padraig McManus - Director Carol A Morgan - Director Marie Sinott - Director	UU (C.S.) Limited Company Secretary
SP Dataserve Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director D William MacDiarmid - Director David L Wark - Director	Donald J McPherson Company Secretary
SP Distribution Limited	1 Atlantic Quay, Glasgow, G2 8SP	Robert F MacLaren - Director Ronnie E Mercer - Director James F Wilson - Director	Alan McCulloch Company Secretary
Scottish Electricity Settlements Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director Alan A Bryce - Director David Sigsworth - Director	Ian M Manson Company Secretary
SP Gas Limited	1 Atlantic Quay, Glasgow, G2 8SP	Ronnie E Mercer - Director David Rutherford - Director Stephen A Wood - Director	Alan McCulloch Company Secretary

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<u>Entity</u>	<u>Principal Address</u>	<u>Directors</u>	<u>Officers</u>
SP Power Systems Limited	1 Atlantic Quay, Glasgow, G2 8SP	David J Hill - Director Ronnie E Mercer - Director David Rutherford - Director	Alan W McCulloch - Company Secretary
Core Utility Solutions Limited	1 Atlantic Quay, Glasgow, G2 8SP	Neil P Armstrong - Director Peter V Carolan - Director Neil D Cocker - Director William G McClymont - Director Dr. Eric J Murray - Director Alan R Thompson - Director Stephen A Wood - Director	Alan W McCulloch - Company Secretary
SP Transmission Limited	1 Atlantic Quay, Glasgow, G2 8SP	Robert F MacLaren - Director Ronnie E Mercer - Director James F Wilson - Director	Andrew R Mitchell - Company Secretary
GBSO Limited	1 Atlantic Quay, Glasgow, G2 8SP	Leslie H Burns - Director Robert F MacLaren - Director William D Wright - Director	Alan W McCulloch - Company Secretary
Teledata (Holdings) Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director David T Nish - Director	Donald J McPherson - Company Secretary
Teledata (Outsourcing) Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director David T Nish - Director	Donald J McPherson - Company Secretary

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<u>Entity</u>	<u>Principal Address</u>	<u>Directors</u>	<u>Officers</u>
The CallCentre Service Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director David T Nish - Director	Donald J McPherson Company Secretary
Teledata Scotland Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director David T Nish - Director	Donald J McPherson Company Secretary
The Information Service Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director David T Nish - Director	Donald J McPherson Company Secretary
Clubcall Telephone Services Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director David T Nish - Director	Donald J McPherson Company Secretary
Clubline Services Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director David T Nish - Director	Donald J McPherson Company Secretary
Telephone International Media Holdings Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director David T Nish - Director	Donald J McPherson Company Secretary
Copperteam Limited Telephone International Media Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director David T Nish - Director	Donald J McPherson Company Secretary

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<u>Entity</u>	<u>Principal Address</u>	<u>Directors</u>	<u>Officers</u>
TIM Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director David T Nish - Director	Donald J McPherson Company Secretary
ScottishPower Investments Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director David T Nish - Director Ian M Russell - Director	Andrew R Mitchell Company Secretary
Caledonian Communications Limited	1 Atlantic Quay, Glasgow, G2 8SP	Andrew R Mitchell - Director David T Nish - Director	Donald J McPherson Company Secretary
Genscot Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director Ian M Russell - Director	Andrew R Mitchell Company Secretary
Manweb Holdings Limited	1 Atlantic Quay, Glasgow, G2 8SP	Andrew R Mitchell - Director David T Nish - Director Ian M Russell - Director	Andrew R Mitchell Company Secretary
Manweb Contracting Services Limited	1 Atlantic Quay, Glasgow, G2 8SP	Andrew R Mitchell - Director David T Nish - Director	Donald J McPherson Company Secretary
Manweb Gas Limited	1 Atlantic Quay, Glasgow, G2 8SP	Andrew R Mitchell - Director David T Nish - Director	Donald J McPherson Company Secretary
Manweb Pensions Trustee Limited	1 Atlantic Quay, Glasgow, G2 8SP	Andrew R Mitchell - Director David T Nish - Director	Paul Mulhern Company Secretary

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<u>Entity</u>	<u>Principal Address</u>	<u>Directors</u>	<u>Officers</u>
Mawlaw 526 Limited	1 Atlantic Quay, Glasgow, G2 8SP	Andrew R Mitchell - Director David T Nish - Director	Donald J McPherson - Company Secretary
SSEB Limited	1 Atlantic Quay, Glasgow, G2 8SP	Andrew R Mitchell - Director David T Nish - Director	Donald J McPherson - Company Secretary
ScotPower Limited	1 Atlantic Quay, Glasgow, G2 8SP	Andrew R Mitchell - Director David T Nish - Director	Donald J McPherson - Company Secretary
Scotsgrid Limited	1 Atlantic Quay, Glasgow, G2 8SP	Andrew R Mitchell - Director David T Nish - Director	Donald J McPherson - Company Secretary
ScottishPower Finance Limited	1 Atlantic Quay, Glasgow, G2 8SP	Andrew R Mitchell - Director David T Nish - Director	Donald J McPherson - Company Secretary
Scotspower Limited	1 Atlantic Quay, Glasgow, G2 8SP	Andrew R Mitchell - Director David T Nish - Director	Donald J McPherson - Company Secretary
ScottishPower Insurance Limited	1 Atlantic Quay, Glasgow, G2 8SP	Claire M Christian - Director Adrian J Coats - Director John D Evans - Director Stephen Henderson - Director David T Nish - Director Michael Sheehan - Director	Sedgwick Management Services (IOM) Limited Company Secretary
ScottishPower Leasing Limited	1 Atlantic Quay, Glasgow, G2 8SP	Adrian J Coats - Director Ian M Russell - Director	Andrew R Mitchell Director

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<u>Entity</u>	<u>Principal Address</u>	<u>Directors</u>	<u>Officers</u>
ScottishPower Securities Limited	1 Atlantic Quay, Glasgow, G2 8SP	Andrew R Mitchell - Director David T Nish - Director	Donald J McPherson - Company Secretary
ScottishPower Telecommunications Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director David T Nish - Director	Donald J McPherson - Company Secretary
Demon Internet Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director David T Nish - Director	Donald J McPherson - Company Secretary
Cityscape Global Media Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director David T Nish - Director	Donald J McPherson - Company Secretary
Cityscape Internet Services Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director David T Nish - Director	Donald J McPherson - Company Secretary
Cityscape Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director David T Nish - Director	Donald J McPherson - Company Secretary
Demon Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director David T Nish - Director	Donald J McPherson - Company Secretary
Dispatch Publishing Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director David T Nish - Director	Donald J McPherson - Company Secretary
Locomotive Software Group Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director David T Nish - Director	Donald J McPherson - Company Secretary

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<u>Entity</u>	<u>Principal Address</u>	<u>Directors</u>	<u>Officers</u>
Locomotive Software Developments Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director David T Nish - Director	Donald J McPherson Company Secretary
Turnpike 1996 Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director David T Nish - Director	Donald J McPherson Company Secretary
Turnpike Limited			