

TELEFONICA S A
Form 20-F
April 12, 2006

As filed with the Securities and Exchange Commission on April 12, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 20-F

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2005

Commission file number: 1-9531

TELEFÓNICA, S.A.

(Exact name of Registrant as specified in its charter)

KINGDOM OF SPAIN

(Jurisdiction of incorporation or organization)

Gran Vía, 28, 28013 Madrid, Spain

(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Ordinary Shares, nominal value €1.00 per share* American Depositary Shares, each representing three Ordinary Shares	New York Stock Exchange New York Stock Exchange

Not for trading, but only in connection with the listing of American Depositary Shares, pursuant to the requirements of the New York Stock Exchange.

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

The number of outstanding shares of each class of capital stock of Telefónica, S.A. at December 31, 2005 was:

Ordinary Shares, nominal value €1.00 per share: 4,921,130,397

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Edgar Filing: TELEFONICA S A - Form 20-F

Yes x **No o**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes x **No o**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of [accelerated filer] and [large accelerated filer] in Rule 12b-2 of the Exchange Act.

Large accelerated filer x **Accelerated filer o** **Non-accelerated filer o**

Indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 o **Item 18 x**

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes o **No x**

TABLE OF CONTENTS

	<u>Page</u>
CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS	3
CERTAIN TERMS AND CONVENTIONS	4
PRESENTATION OF CERTAIN FINANCIAL INFORMATION	4
PART I	6
ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISORS	6
A. DIRECTORS AND SENIOR MANAGEMENT	6
B. ADVISORS	6
C. AUDITORS	6
ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE	6
ITEM 3. KEY INFORMATION	6
A. SELECTED FINANCIAL DATA	6
B. CAPITALIZATION AND INDEBTEDNESS	9
C. REASONS FOR THE OFFER AND USE OF PROCEEDS	9
D. RISK FACTORS	9
ITEM 4. INFORMATION ON THE COMPANY	15
A. HISTORY AND DEVELOPMENT OF THE COMPANY	15
B. BUSINESS OVERVIEW	21
C. ORGANIZATIONAL STRUCTURE	65
D. PROPERTY, PLANT AND EQUIPMENT	65
ITEM 4A. UNRESOLVED STAFF COMMENTS	69
ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS	69
A. OPERATING RESULTS	69
B. LIQUIDITY AND CAPITAL RESOURCES	92
C. RESEARCH AND DEVELOPMENT	96
D. TRENDS AND OUTLOOK	97
E. OFF-BALANCE SHEET ARRANGEMENTS	98
F. TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS	99
ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES	99
A. DIRECTORS AND SENIOR MANAGEMENT	99
B. COMPENSATION	107
C. BOARD PRACTICES	110
D. EMPLOYEES	110
E. SHARE OWNERSHIP	111
ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS	112
A. MAJOR SHAREHOLDERS	112
B. RELATED PARTY TRANSACTIONS	113
C. INTERESTS OF EXPERTS AND COUNSEL	114
ITEM 8. FINANCIAL INFORMATION	114
ITEM 9. THE OFFERING AND LISTING	120
A. OFFER AND LISTING DETAILS	120
B. PLAN OF DISTRIBUTION	125
C. MARKETS	125
D. SELLING SHAREHOLDERS	125

E.	DILUTION	125
F.	EXPENSES OF THE ISSUE	125
ITEM 10.	ADDITIONAL INFORMATION	125
A.	SHARE CAPITAL	125
B.	MEMORANDUM AND ARTICLES OF ASSOCIATION	125
C.	MATERIAL CONTRACTS	129
D.	EXCHANGE CONTROLS	130
E.	TAXATION	132

F.	DIVIDENDS AND PAYING AGENTS	136
G.	STATEMENTS BY EXPERTS	136
H.	DOCUMENTS ON DISPLAY	136
ITEM 11.	QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK	137
ITEM 12.	DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES	154
PART II		154
ITEM 13.	DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES	154
ITEM 14.	MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS	154
ITEM 15.	CONTROLS AND PROCEDURES	154
ITEM 16		154
A.	AUDIT COMMITTEE FINANCIAL EXPERT	154
B.	CODE OF ETHICS	155
C.	PRINCIPAL ACCOUNTANT FEES AND SERVICES	155
D.	EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES	155
E.	PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS	155
PART III		157
ITEM 17.	FINANCIAL STATEMENTS	157
ITEM 18.	FINANCIAL STATEMENTS	157
ITEM 19.	EXHIBITS	157

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report contains statements that constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the U.S. Securities Exchange Act of 1934, as amended, and the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The forward-looking statements in this Annual Report can be identified, in some instances, by the use of words such as "expect", "aim", "hope", "anticipate", "intend", "believe" and similar language or the negative thereof or by the forward-looking nature of discussions of strategy, plans or intentions. These statements appear in a number of places in this Annual Report including, without limitation, certain statements made in "Item 3"Key Information"Risk Factors", "Item 4"Information on the Company" and "Item 5"Operating and Financial Review and Prospects" and include statements regarding our intent, belief or current expectations with respect to, among other things:

- the effect on our results of operations of competition in the Spanish telecommunications market and our other principal markets;
- trends affecting our financial condition or results of operations;
- acquisitions or investments which we may make in the future;
- our capital expenditures plan;
- our estimated availability of funds;
- our ability to repay debt with estimated future cash flows;
- our shareholder remuneration policies;
- supervision and regulation of the Spanish telecommunications sector and of the telecommunications sectors in other countries where we have significant operations;
- our strategic partnerships; and
- the potential for growth and competition in current and anticipated areas of our business.

Such forward-looking statements are not guarantees of future performance and involve numerous risks and uncertainties, and actual results may differ materially from those anticipated in the forward-looking statements as a result of various factors. The risks and uncertainties involved in our businesses that could affect the matters referred to in such forward-looking statements include but are not limited to:

- changes in general economic, business or political conditions in the domestic or international markets in which we operate or have material investments that may affect demand for our services;
- changes in currency exchange rates and interest rates;
- the impact of current, pending or future legislation and regulation in Spain, the European Union and other countries where we operate;
- the actions of existing and potential competitors in each of our markets;
- the outcome of pending litigation; and
- the potential effects of technological changes.

Some of these and other important factors that could cause such differences are discussed in more detail under "Item 3"Key Information"Risk Factors", "Item 4"Information on the Company", "Item 5"Operating and Financial Review and Prospects" and "Item 11"Quantitative and Qualitative Disclosures About Market Risk".

Readers are cautioned not to place undue reliance on those forward-looking statements, which speak only as of the date of this Annual Report. We undertake no obligation to release publicly the result of any revisions to these forward-looking statements which may be made to reflect events or circumstances after the date of this Annual Report including, without limitation, changes in our business or acquisition strategy or planned capital expenditures, or to reflect the occurrence of unanticipated events.

CERTAIN TERMS AND CONVENTIONS

Our ordinary shares, nominal value one euro each, are currently listed on each of the Madrid, Barcelona, Bilbao and Valencia stock exchanges under the symbol "TEF". They are also listed on various foreign exchanges such as the London, Frankfurt, Paris, Buenos Aires and Tokyo stock exchanges and are quoted through the Automated Quotation System of the Spanish stock exchanges and through the SEAQ International System of the London Stock Exchange. American Depositary Shares ("ADSs"), each representing the right to receive three ordinary shares, are listed on the New York Stock Exchange under the symbol "TEF" and on the Lima Stock Exchange. ADSs are evidenced by American Depositary Receipts ("ADRs") issued under a Deposit Agreement with Citibank, N.A., as Depositary. Brazilian Depositary Shares ("BDSs"), each representing the right to receive one ordinary share, are listed on the São Paulo Stock Exchange. BDSs are evidenced by Brazilian Depositary Receipts ("BDRs") issued under a Deposit Agreement with Banco Bradesco, S.A., as Depositary.

As used herein, "Telefónica", "Telefónica Group" and terms such as "we", "us" and "our" mean Telefónica, S.A. and its consolidated subsidiaries unless the context otherwise requires.

Following are definitions of certain technical terms used in this Annual Report:

"Access" refers to a connection to any of the telecommunications services offered by the Telefónica Group. We present our customer base using this model because the integration of telecommunications services in bundled service packages has changed the way residential and corporate customers contract for our services. Because a single customer may contract for multiple services, we believe it is more accurate to count the number of accesses, or services a customer has contracted for, as opposed to only counting our number of customers. For example, a customer that has fixed line telephony service and broadband service represents two accesses rather than a single customer: a fixed telephony access and a broadband access. The following are the main categories of accesses:

- Fixed Telephony accesses: includes PSTN lines (public switched telephone network), ISDN lines (integrated services digital network) and circuits. For purposes of calculating our number of fixed line accesses, we multiply our lines to service as follows: PSTN (x1); basic ISDN (x1); primary ISDN (x30, 20 or 10); 2/6 digital access (x30);
- Internet and data accesses: includes broadband accesses (wholesale ADSL and retail ADSL lines), narrowband accesses (internet service through the PSTN) and other accesses (unbundled local loops, circuits and other accesses including WiFi and fiber optic cable);
- Pay TV: includes cable TV and Imagenio IP TV (Internet Protocol TV); and
- Mobile accesses: includes mobile telephony.

PRESENTATION OF CERTAIN FINANCIAL INFORMATION

In this Annual Report, references to "dollars" or "\$" are to United States dollars, references to "euro" or "€" are to the single currency of the participating member states in the Third Stage of the European Economic and Monetary Union pursuant to the treaty establishing the European Community, as amended from time to time.

Since January 1, 2005, our consolidated annual and interim financial statements, including our consolidated financial statements as of and for the year ended December 31, 2005, are and will be prepared in accordance

Edgar Filing: TELEFONICA S A - Form 20-F

with the International Financial Reporting Standards adopted by the European Union (IFRS). IFRS, as adopted by the European Union and applied by us in our consolidated financial statements as of and for the year ended

December 31, 2005, do not differ from IFRS, as published by the International Accounting Standards Board (IASB), effective as of December 31, 2005, and therefore, comply in full with IFRS, as published by the IASB. Our consolidated financial information as of and for the year ended December 31, 2004 included in our annual consolidated financial statements was restated in accordance with IFRS. For quantitative information regarding the adjustments required to reconcile our Spanish GAAP financial information to IFRS, see note 2 to our consolidated financial statements as of and for the year ended December 31, 2005 prepared under IFRS.

IFRS differs in certain significant respects from Spanish GAAP. As a result, our financial information presented under IFRS is not directly comparable to our financial information presented under Spanish GAAP, and readers should avoid such a comparison.

PART I**ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISORS****A. DIRECTORS AND SENIOR MANAGEMENT**

Not applicable.

B. ADVISORS

Not applicable.

C. AUDITORS

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3. KEY INFORMATION**A. SELECTED FINANCIAL DATA**

The following table presents selected consolidated financial data of Telefónica, S.A. You should read this table in conjunction with [Item 5] Operating and Financial Review and Prospects and the Consolidated Financial Statements included elsewhere in this Annual Report. The consolidated income statement data for the years ended December 31, 2004 and 2005 and the consolidated balance sheet data as of December 31, 2004 and 2005 set forth below are derived from, and are qualified in their entirety by reference to, the Consolidated Financial Statements and notes thereto included in this Annual Report. Our Consolidated Financial Statements have been prepared in accordance with IFRS, which differ in certain respects from U.S. GAAP. Please refer to note 23 to our Consolidated Financial Statements for a discussion of these differences.

The basis of presentation and principles of consolidation are described in detail in notes 2 and 4.z, respectively, to our Consolidated Financial Statements.

	As of or for the year ended December 31,	
	2004	2005
	(euro in millions, except per share and ADS data)	
IFRS		
Consolidated Income Statement Data		
Net sales and rendering of services	30,280.92	37,882.16
Other income	1,133.41	1,418.26
Supplies	(7,637.33)	(10,065.05)
Personnel expenses	(5,095.17)	(5,656.34)
Other expenses	(6,459.80)	(8,302.60)

Edgar Filing: TELEFONICA S A - Form 20-F

Operating income before depreciation and amortization (OIBDA)	12,222.03	15,276.43
Depreciation and amortization	(5,666.03)	(6,717.68)
Operating Income	6,556.00	8,558.75
Share of profit (loss) of associates	(50.49)	(128.21)
Net financial expenses	(1,462.06)	(1,796.37)
Net exchange differences	(177.05)	162.04
	<hr/>	<hr/>
Net financial income (expense)	(1,639.11)	(1,634.33)
Profit before taxes from continuing operations	4,866.40	6,796.21
Corporate income tax	(1,512.78)	(1,969.15)

6

	As of or for the year ended December 31,	
	2004	2005
	(euro in millions, except per share and ADS data)	
Profit for the year from continuing operations	3,353.62	4,827.06
Profit from discontinued operations after taxes	131.97	□
Profit for the year	3,485.59	4,827.06
Minority interests	(309.92)	(381.21)
Profit for the year attributable to equity holders of the parent	3,175.67	4,445.85
Weighted average number of shares (thousands)	4,987,751	4,870,852
Earnings per share attributable to equity holders of the parent (euros)(1)(2)	0.637	0.913
Earnings per ADS(1)(2)	1.910	2.738
Weighted average number of ADS (thousands)	1,662,584	1,623,617

Consolidated Balance Sheet Data

Cash and cash equivalents	914.35	2,213.21
Property, plant and equipment	23,193.37	27,992.60
Total assets	60,078.86	73,173.77
Non-current liabilities	27,742.58	35,126.47
Equity (net)	12,342.47	16,158.43
Book value per ordinary share (euros)	2.475	3.317

Consolidated Cash Flow Data

Net cash provided by operating activities	10,131.13	11,139.14
Net cash used in investing activities	(5,808.16)	(9,592.02)
Net cash used in financing activities	(3,936.61)	(434.67)
Cash dividends per ordinary share (euros)	0.400	0.500

As of or for the year ended December 31,

	2001	2002	2003	2004	2005
	(euro in thousands)				
U.S. GAAP(3)					
Consolidated Income Statement Data					
Total revenues	31,577.20	28,912.60	27,708.40	29,854.90	35,993.30
Income (loss) before tax	(6,693.81)	(8,669.63)	3,866.05	3,947.58	6,056.12
Corporate income tax	(481.40)	3,383.16	(1,125.73)	(1,400.81)	(1,911.92)
Net income	(7,175.21)	(5,286.47)	2,740.32	2,546.77	4,144.20
Net income per share(1)	(1.403)	(1.027)	0.531	0.511	0.851
Net income per ADS(1)(2)	(4.210)	(3.082)	1.594	1.532	2.552
Consolidated Balance Sheet Data					
Total assets	90,741.77	66,905.14	61,264.42	62,455.91	76,647.79

Edgar Filing: TELEFONICA S A - Form 20-F

Long-term debt	27,771.20	21,778.00	18,310.00	14,881.90	25,167.58
Shareholders' equity	31,470.47	16,667.84	16,888.02	15,872.85	19,221.96
Book value per ordinary share	6.155	3.239	3.274	3.182	3.946

Consolidated Cash Flow Data

Net cash provided by operating activities	8,995.8	9,019.5	9,558.7	10,042.7	10,891.44
Net cash used in (provided by) investing activities	(9,528.5)	(5,585.4)	(5,462.8)	(8,543.1)	(9,290.75)
Net cash used in (received from) financing activities	(1,347.0)	(2,082.0)	(4,220.0)	(2,264.6)	(803.53)
Cash dividends per ordinary share (euros)(1)	—	—	0.450	0.400	0.500

-
- (1) The per share and per ADS computations for all periods presented have been presented using the weighted average number of shares outstanding for each period, and have been adjusted to reflect the stock dividends which occurred during the periods presented, as if these had occurred at the beginning of the earliest period presented.
 - (2) Each ADS represents the right to receive three ordinary shares. Figures do not include any charges of the Depositary.
 - (3) U.S. GAAP data for the years ended December 31, 2001, 2002, 2003 and 2004 has been restated retroactively to eliminate the monetary adjustment for inflation in hyperinflationary economies. For additional information, please refer to note 23 to our Consolidated Financial Statements included elsewhere in this document.

Exchange Rate Information

As used in this Annual Report, the term "Noon Buying Rate" refers to the rate of exchange for euros, expressed in U.S. dollars per euro, in the City of New York for cable transfers payable in foreign currencies as certified by the Federal Reserve Bank of New York for customs purposes. The Noon Buying Rate certified by the New York Federal Reserve Bank for the euro on April 6, 2006 was \$1.2216 = €1.00.

The following tables describe, for the periods and dates indicated, information concerning the Noon Buying Rate for the euro. Amounts are expressed in U.S. dollars per €1.00.

Year ended December 31,	Noon Buying Rate			
	Period end	Average(1)	High	Low
2001	0.8901	0.8909	0.9535	0.8370
2002	1.0485	0.9495	1.0485	0.8594
2003	1.2597	1.1411	1.2597	1.0361
2004	1.3538	1.2478	1.3625	1.1801
2005	1.1842	1.2400	1.3476	1.1667

Source: Federal Reserve Bank of New York.

(1) The average of the Noon Buying Rates for the euro on the last day of each month during the relevant period.

	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	Ordinary £1 Shares	FRB	2	#	#	
Finance Limited *						
Scotspower Limited *	Ordinary £1 Shares	FRB	2	#	#	
ScottishPower	Ordinary £1 Shares	FRB	9,750,000	17,921	26,651	
Insurance Limited						
ScottishPower	Ordinary £1 Shares	FRB	2	#	#	
Leasing Limited						
ScottishPower	Ordinary £1 Shares	FRB	2	#	#	
Securities Limited *						

Table of Contents

<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	#	#

Edgar Filing: TELEFONICA S A - Form 20-F

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 *					

Table of Contents

<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>
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

Table of Contents

<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

Table of Contents

<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

Table of Contents

<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

Table of Contents

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

Table of Contents

<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>
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

Table of Contents

(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

Table of Contents

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

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

£

Table of Contents

* 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

Table of Contents

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:

Edgar Filing: TELEFONICA S A - Form 20-F

<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%

Table of Contents

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

Edgar Filing: TELEFONICA S A - Form 20-F

Vice President
Controller/Comptroller
Counsel
Secretary
Assistant Secretary
Treasurer
Assistant Treasurer
General Manager
Managing Director
Commissioner

VP
C
L
S
AS
T
AT
GM
MD
M

Table of Contents

<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

Table of Contents

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		

Edgar Filing: TELEFONICA S A - Form 20-F

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

Group Director, Legal

L

Table of Contents

<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		

Edgar Filing: TELEFONICA S A - Form 20-F

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

Table of Contents

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

Edgar Filing: TELEFONICA S A - Form 20-F

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

Table of Contents

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

Table of Contents

<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	

Table of Contents

<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

Table of Contents

<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

Table of Contents

<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

Table of Contents

<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

Table of Contents

<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
		Nigel L Cooke - Director	Company Secretary
		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	

Table of Contents

<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

Table of Contents

<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

Table of Contents

<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

Table of Contents

<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

Table of Contents

<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

Table of Contents

<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

Table of Contents

<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

Table of Contents

<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	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director David T Nish - Director	Donald J McPherson Company Secretary
The IP Systems Operation Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director David T Nish - Director	Donald J McPherson Company Secretary
Lancastrian Holdings Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director David T Nish - Director	Donald J McPherson Company Secretary
Megafone (UK) Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director David T Nish - Director	Donald J McPherson Company Secretary
Psychic Companions Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director David T Nish - Director	Donald J McPherson Company Secretary
SPPT Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director David T Nish - Director	Donald J McPherson Company Secretary
Watermark Games Limited	1 Atlantic Quay, Glasgow, G2 8SP	Charles A Berry - Director David T Nish - Director	Donald J McPherson Company Secretary

Table of Contents

<u>Entity</u>	<u>Principal Address</u>	<u>Directors</u>	<u>Officers</u>
SP Manweb plc	1 Atlantic Quay, Glasgow, G2 8SP	Robert F MacLaren - Director Ronnie E Mercer - Director James G Wilson - Director	Alan McCulloch Company Secretary
Manweb Nominees Limited	1 Atlantic Quay, Glasgow, G2 8SP	Andrew R Mitchell - Director David T Nish - Director	Andrew R Mitchell Company Secretary
Manweb Services Limited	1 Atlantic Quay, Glasgow, G2 8SP	Andrew R Mitchell - Director David T Nish - Director	Donald J McPherson Company Secretary
Manweb Share Scheme Trustees Limited	1 Atlantic Quay, Glasgow, G2 8SP	Andrew R Mitchell - Director David T Nish - Director	Alan W McCulloch Company Secretary
ScottishPower NA1 Limited	1 Atlantic Quay, Glasgow, G2 8SP	Andrew R Mitchell - Director David T Nish - Director Ian M Russell - Director R James Stanley - Director	Andrew R Mitchell Company Secretary
ScottishPower NA2 Limited	1 Atlantic Quay, Glasgow, G2 8SP	Andrew R Mitchell - Director David T Nish - Director Ian M Russell - Director R James Stanley - Director	Andrew R Mitchell Company Secretary

Table of Contents

<u>Entity</u>	<u>Principal Address</u>	<u>Directors</u>	<u>Officers</u>
St Clements Services Ltd	4-6 Church Walk Daventry Northamptonshire NN11 4BL	Robin D Edmunds - Director James Anderson - Director Katherine M Bergin - Director Peter R Brown - Director John G Hayling - Director Harish Mistry - Director Graham R Overden - Director John M Squire - Director	Susan Stein Company Secretary
Electralink Ltd	40 Grosvenor Place Victoria London SW1X 7EN	Michael J Boxall - Director Kevin D Lee - Director John Winkle - Director Anthony Clive Woods - Director Susan E Burrows - Director Gareth D Pearson - Director	Robert I Higson Company Secretary
Scottish Power	22 Grenville Street, St Helier	Adrian J M Coats - Director	Mourant & Co Secretaries
Finance (Jersey) Ltd	Jersey JE4 8PX	David T Nish - Director	Ltd Company Secretary
Coal Clough Ltd	Avonbank, Feeder road Bristol BS2 0TB	Samuel R J Anderson - Director David N Morrison - Director	Sally A Jones Company Secretary
Gemserv Ltd	7 th Floor Centurion House 24 Monument Street, London EC3R 6AJ	Paul B P Tonkinson - Director Nigel G Bromley - Director Geoff Huckerby - Director John N Sykes - Director	Anzo G Frances Company Secretary

Table of Contents

PacifiCorp and Subsidiary companies

Officers and Directors as of

March 31, 2004

<u>Entity</u>	<u>Principal Address</u>	<u>Directors</u>	<u>Officers</u>
PacifiCorp Holdings, Inc.	825 NE Multnomah	Andrew P. Haller	Ian M. Russell (President)
	Suite 2000	Ian M. Russell	David T. Nish (Chief Financial Officer)
	Portland, Oregon 97232	David T. Nish	James R. Stanley (General Counsel)
		James R. Stanley	Andrew P. Haller (Assistant General Counsel)
			James R. Stanley (Senior Vice President)
			Andrew P. Haller (Senior Vice President)
			Andrew P. Haller (Secretary)
			Larry O. Martin (Assistant Secretary)
			Jeffery B. Erb (Assistant Secretary)
			Bruce N. Williams (Treasurer)
			Tanya S. Sacks (Assistant Treasurer)
Pacific Klamath Energy, Inc.	825 NE Multnomah	Andrew P. Haller	Terry F. Hudgens (President)
	Suite 2000	Terry F. Hudgens	Andrew P. Haller (General Counsel)
	Portland, Oregon 97232		Andrew P. Haller (Senior Vice President)
			Peter C. vanAlderwerelt (Vice President)
			Allan E. Query (Vice President)
			Andrew P. Haller (Secretary)

Larry O. Martin (Assistant
Secretary)

Jeffery B. Erb (Assistant
Secretary)

Bruce N. Williams (Treasurer)

Tanya S. Sacks (Assistant
Treasurer)

Table of Contents

PacifiCorp	825 NE Multnomah	Judith A. Johansen	Judith A. Johansen (President)
	Suite 2000	Andrew N. MacRitchie	Judith A. Johansen (Chief Executive Officer)
	Portland, Oregon 97232	Michael J. Pittman	Richard D. Peach (Chief Financial Officer)
		A. Richard Walje	Andrew P. Haller (General Counsel)
		Matthew R. Wright	Andrew N. MacRitchie (Executive Vice President)
		Barry G. Cunningham	William B. Landels (Executive Vice President)
		Ian M. Russell	Matthew R. Wright (Executive Vice President)
		Nolan E. Karras	Michael J. Pittman (Senior Vice President)
		William B. Landels	A. Richard Walje (Senior Vice President)
			Barry G. Cunningham (Senior Vice President)
			Robert A. Klein (Senior Vice President)
			Donald N. Furman (Senior Vice President)
			Andrew P. Haller (Senior Vice President)
			Donald (Doug) D. Larson (Vice President)
			Jeffrey K. Larsen (Vice President)
			Ernest E. Wessman (Vice President)
			Stan K. Watters (Vice President)
			Andrew P. Haller (Secretary)
			Jeffery B. Erb (Assistant Secretary)

Larry O. Martin (Assistant Secretary)

Michael G. Jenkins (Assistant Secretary)

Alexander D. Tait (Assistant Secretary)

Bruce N. Williams (Treasurer)

Tanya S. Sacks (Assistant Treasurer)

Table of Contents

Centralia Mining Company	201 South Main	Dee W. Jense	Dee W. Jense (President)
	Suite 2100	Robert P. King	Robert P. King (Vice President)
	Salt Lake City, Utah 84111		Andrew P. Haller (Secretary)
			Larry O. Martin (Assistant Secretary)
			Jeffery B. Erb (Assistant Secretary)
			Bruce N. Williams (Treasurer)
Energy West Mining Company	201 South Main	Dee W. Jense	Dee W. Jense (President)
	Suite 2100	Robert P. King	Andrew P. Haller (General Counsel)
	Salt Lake City, Utah 84111		Andrew P. Haller (Senior Vice President)
			Robert P. King (Vice President)
			Andrew P. Haller (Secretary)
			Larry O. Martin (Assistant Secretary)
Glenrock Coal Company	201 South Main	Dee W. Jense	Dee W. Jense (President)
	Suite 2100	Robert P. King	Andrew P. Haller (General Counsel)
	Salt Lake City, Utah 84111		Andrew P. Haller (Senior Vice President)
			Robert P. King (Vice President)
			Andrew P. Haller (Secretary)
			Larry O. Martin (Assistant Secretary)

Jeffery B. Erb (Assistant
Secretary)

Bruce N. Williams (Treasurer)

Tanya S. Sacks (Assistant
Treasurer)

Table of Contents

Interwest Mining Company	201 South Main	Dee W. Jense	Dee W. Jense (President)
	Suite 2100	Robert P. King	Andrew P. Haller (General Counsel)
	Salt Lake City, Utah 84111		Andrew P. Haller (Senior Vice President)
			Robert P. King (Vice President)
			Andrew P. Haller (Secretary)
			Larry O. Martin (Assistant Secretary)
			Jeffery B. Erb (Assistant Secretary)
			Bruce N. Williams (Treasurer)
			Tanya S. Sacks (Assistant Treasurer)
Pacific Minerals, Inc.	201 South Main	Dee W. Jense	Dee W. Jense (President)
	Suite 2100	Robert P. King	Robert P. King (Vice President)
	Salt Lake City, Utah 84111		Andrew P. Haller (Secretary)
			Larry O. Martin (Assistant Secretary)
			Bruce N. Williams (Treasurer)
Bridger Coal Company	201 South Main		Tanya S. Sacks (Assistant Treasurer)
	Suite 2100		
	Salt Lake City, Utah 84111		
PacifiCorp Environmental Remediation Company	825 NE Multnomah	Ernest E. Wessman	Susan P. Berndt (President)
	Suite 2000	Susan P. Berndt	Charles P. Allen (Vice President)
	Portland, Oregon 97232	Ron L. Lowder	Andrew P. Haller (Secretary)
		Alec Burden	Bruce N. Williams (Treasurer)
		Randy C (CH2MHill)	
		Pratt	

Edgar Filing: TELEFONICA S A - Form 20-F

PacifiCorp Future
Generations, Inc.

825 NE Multnomah

Kevin Lynch

Kevin Lynch (President)

Suite 2000

Andrew P. Haller (Secretary)

Portland, Oregon 97232

Jeremy D. Weinstein (Assistant
Secretary)

William R. Edmonds (Assistant
Secretary)

Larry O. Martin (Assistant
Secretary)

Bruce N. Williams (Treasurer)

Tanya S. Sacks (Assistant
Treasurer)

Table of Contents

Canopy Botanicals, Inc.	825 NE Multnomah	Arden D. Ahnell	Arden D. Ahnell (President)	
	Suite 2000	Dale E. Heydlauff	Dale E. Heydlauff (Executive Vice President)	
	Portland, Oregon 97232	Jeremy D. Weinstein	Mark Meader (General Manager)	
		Mark Meader	Jeremy D. Weinstein (Secretary)	
Canopy Botanicals, SRL	La Paz	ND	NO	
	La Paz, La Paz			
PacifiCorp Investment Management Inc.	825 NE Multnomah	Bruce N. Williams	Bruce N. Williams (President)	
	Suite 2000		Andrew P. Haller (Secretary)	
	Portland, Oregon 97232			William R. Edmonds (Assistant Secretary)
				Larry O. Martin (Assistant Secretary)
				Jeffery B. Erb (Assistant Secretary)
				Bruce N. Williams (Treasurer)
				Tanya S. Sacks (Assistant Treasurer)
PacifiCorp Group Holdings Company	825 NE Multnomah	Andrew P. Haller	Bruce N. Williams (President)	
	Suite 2000	Bruce N. Williams	Andrew P. Haller (General Counsel)	
	Portland, Oregon 97232			Andrew P. Haller (Senior Vice President)
				Andrew P. Haller (Secretary)
				Larry O. Martin (Assistant Secretary)
				Jeffery B. Erb (Assistant Secretary)
				Bruce N. Williams (Treasurer)
				Tanya S. Sacks (Assistant Treasurer)
New Energy Holdings I, Inc.	825 NE Multnomah	ND	Bruce N. Williams (President)	
	Suite 2000		George C. Schreck (Vice President)	
	Portland, Oregon 97232		Andrew P. Haller (Secretary)	
				Larry O. Martin (Assistant Secretary)
		Bruce N. Williams (Treasurer)		
		Tanya S. Sacks (Assistant Treasurer)		

Table of Contents

EnergyWorks Holdings I	825 NE Multnomah	Bruce N. Williams	Bruce N. Williams (President)
	Suite 2000		Bruce N. Williams (Chief Executive Officer)
	Portland, Oregon 97232		Andrew P. Haller (Secretary)
			George C. Schreck (Assistant Secretary)
			Bruce N. Williams (Treasurer)
New IndiaPower Company One	New Delhi, India	George C. Schreck	Tanya S. Sacks (Assistant Treasurer)
	New Delhi, India 49	Craig N. Longfield	Patricia N. Chiu (Controller)
		Robert W. Dove	Robert W. Dove (Vice President)
		Michael C. Bailey	Peter J. Arnone (Vice President)
		Suzanne H. Gujadhur	Marcia B. Burkey (Vice President)
		Shariff G. Hossen	Craig N. Longfield (Vice President)
			George C. Schreck (Vice President)
			Mutual Trust Management (Mauritius) (Secretary)
			Michael C. Bailey (Assistant Secretary)
			Marcia B. Burkey (Treasurer)
New IndiaPower Company Two	New Delhi, India	George C. Schreck	Peter J. Arnone (Assistant Treasurer)
	New Delhi, India 49	Craig N. Longfield	Patricia N. Chiu (Controller)
		Robert W. Dove	Robert W. Dove (Vice President)
		Michael C. Bailey	Peter J. Arnone (Vice President)
		Suzanne H. Gujadhur	Marcia B. Burkey (Vice President)
		Shariff G. Hossen	Craig N. Longfield (Vice President)
			George C. Schreck (Vice President)
			Mutual Trust Management (Mauritius) (Secretary)
			Michael C. Bailey (Assistant Secretary)
			Marcia B. Burkey (Treasurer)
		Peter J. Arnone (Assistant Treasurer)	

Table of Contents

PACE Group, Inc.	825 NE Multnomah	Jeffery B. Erb	Bruce N. Williams (President)
	Suite 2000	Bruce N. Williams	Andrew P. Haller (Secretary)
	Portland, Oregon 97232		Larry O. Martin (Assistant Secretary)
			Jeffery B. Erb (Assistant Secretary)
			Bruce N. Williams (Treasurer)
Pacific Kinston Energy, Inc.	825 NE Multnomah	Andrew P. Haller	Tanya S. Sacks (Assistant Treasurer)
	Suite 2000	Larry O. Martin	Bruce N. Williams (President)
	Portland, Oregon 97232	Bruce N. Williams	Andrew P. Haller (Secretary)
			Larry O. Martin (Assistant Secretary)
			Bruce N. Williams (Treasurer)
PacifiCorp Development Company	825 NE Multnomah	Bruce N. Williams	Tanya S. Sacks (Assistant Treasurer)
	Suite 2000		Bruce N. Williams (President)
	Portland, Oregon 97232		Andrew P. Haller (Secretary)
			Larry O. Martin (Assistant Secretary)
			Bruce N. Williams (Treasurer)
PacifiCorp Generation International, BV	Netherlands	ND	Tanya S. Sacks (Assistant Treasurer)
	Netherlands, Netherlands		NO
Pacific Bakun Energy BV	Netherlands	ND	NO
	Netherlands, Netherlands		
PacifiCorp Energy Services, Inc.	825 NE Multnomah	Bruce N. Williams	Bruce N. Williams (President)
	Suite 2000		George C. Schreck (Vice President)
	Portland, Oregon 97232		Andrew P. Haller (Secretary)
			Larry O. Martin (Assistant Secretary)
			Bruce N. Williams (Treasurer)
Encorp (Minority Interest)	1209 Orange Street	ND	Tanya S. Sacks (Assistant Treasurer)
	Wilmington, Delaware 19801		NO

Table of Contents

PacifiCorp Energy Ventures, Inc.	825 NE Multnomah	Bruce N. Williams	Bruce N. Williams (President)
	Suite 2000		George C. Schreck (Vice President)
	Portland, Oregon 97232		Andrew P. Haller (Secretary)
			Larry O. Martin (Assistant Secretary)
			Bruce N. Williams (Treasurer)
			Tanya S. Sacks (Assistant Treasurer)
Nth Power Technologies Fund I, LP	50 California St. Ste 840	ND	NO
	San Francisco, CA 94111		
PacifiCorp Financial Services, Inc.	825 NE Multnomah	Bruce N. Williams	Bruce N. Williams (President)
	Suite 2000		Andrew P. Haller (Vice President)
	Portland, Oregon 97232		Andrew P. Haller (Secretary)
			Larry O. Martin (Assistant Secretary)
			Jeffery B. Erb (Assistant Secretary)
			Bruce N. Williams (Treasurer)
			Tanya S. Sacks (Assistant Treasurer)
Birmingham Syn Fuel I, Inc.	825 NE Multnomah	Bruce N. Williams	Bruce N. Williams (President)
	Suite 2000		Jon Michael Luce (Vice President)
	Portland, Oregon 97232		Andrew P. Haller (Vice President)
			Andrew P. Haller (Secretary)
			Larry O. Martin (Assistant Secretary)
			Jeffery B. Erb (Assistant Secretary)
			Bruce N. Williams (Treasurer)
		Tanya S. Sacks (Assistant Treasurer)	

Table of Contents

CS Holdings, Inc.	825 NE Multnomah	Bruce N. Williams	Bruce N. Williams (President)
	Suite 2000		Jon Michael Luce (Vice President)
	Portland, Oregon 97232		Andrew P. Haller (Vice President)
			Andrew P. Haller (Secretary)
			Larry O. Martin (Assistant Secretary)
			Jeffery B. Erb (Assistant Secretary)
			Bruce N. Williams (Treasurer)
Koala FSC, Ltd.	825 NE Multnomah	Bruce N. Williams	Bruce N. Williams (President)
	Suite 2000	Jon Michael Luce	Jon Michael Luce (Vice President)
	Portland, Oregon 97232	George C. Schreck	I.S. Outerbridge (Secretary)
		J.C.R. Collis	Larry O. Martin (Assistant Secretary)
		Donald H. Malcolm	Bruce N. Williams (Treasurer)
Leblon Sales Corporation	825 NE Multnomah	Jeffery B. Erb	Bruce N. Williams (President)
	Suite 2000	Bruce N. Williams	Jon Michael Luce (Vice President)
	Portland, Oregon 97232	Jon Michael Luce	Larry O. Martin (Secretary)
		Diane Vucenich	Jeffery B. Erb (Assistant Secretary)
		Avril G. Harvey	Bruce N. Williams (Treasurer)
Pacific Development (Property), Inc.	825 NE Multnomah	Bruce N. Williams	Bruce N. Williams (President)
	Suite 2000		Andrew P. Haller (Vice President)
	Portland, Oregon 97232		Andrew P. Haller (Secretary)
			Larry O. Martin (Assistant Secretary)
			Jeffery B. Erb (Assistant Secretary)
			Bruce N. Williams (Treasurer)
			Tanya S. Sacks (Assistant Treasurer)

Table of Contents

Pacific Harbor Capital, Inc.	825 NE Multnomah	Bruce N. Williams	Bruce N. Williams (President)
	Suite 2000		Jon Michael Luce (Vice President)
	Portland, Oregon 97232		Andrew P. Haller (Vice President)
			Andrew P. Haller (Secretary)
			Larry O. Martin (Assistant Secretary)
			Jeffery B. Erb (Assistant Secretary)
			Bruce N. Williams (Treasurer)
PFI International, Inc.	825 NE Multnomah	Bruce N. Williams	Bruce N. Williams (President)
	Suite 2000	Jon Michael Luce	Jon Michael Luce (Vice President)
	Portland, Oregon 97232	Sinforoso M. Tolentino	Sinforoso M. Tolentino (Secretary)
			Larry O. Martin (Assistant Secretary)
			Bruce N. Williams (Treasurer)
PHC Properties Corporation	825 NE Multnomah	Bruce N. Williams	Bruce N. Williams (President)
	Suite 2000		Andrew P. Haller (Vice President)
	Portland, Oregon 97232		Andrew P. Haller (Secretary)
			Larry O. Martin (Assistant Secretary)
			Jeffery B. Erb (Assistant Secretary)
			Bruce N. Williams (Treasurer)
PCC Holdings, Inc.	825 NE Multnomah	Bruce N. Williams	Bruce N. Williams (President)
	Suite 2000		Jon Michael Luce (Vice President)
	Portland, Oregon 97232		Andrew P. Haller (Vice President)
			Andrew P. Haller (Secretary)
			Larry O. Martin (Assistant Secretary)

Jeffery B. Erb (Assistant Secretary)

Bruce N. Williams (Treasurer)

Tanya S. Sacks (Assistant Treasurer)

Table of Contents

Hillsborough Leasing Services, Inc.	825 NE Multnomah Suite 2000 Portland, Oregon 97232	Bruce N. Williams	Bruce N. Williams (President)
			Andrew P. Haller (Vice President)
			Andrew P. Haller (Secretary)
			Larry O. Martin (Assistant Secretary)
			Jeffery B. Erb (Assistant Secretary)
			Bruce N. Williams (Treasurer)
			Tanya S. Sacks (Assistant Treasurer)
PNF Holdings, Inc.	825 NE Multnomah Suite 2000 Portland, Oregon 97232	Bruce N. Williams	Bruce N. Williams (President)
			Andrew P. Haller (Vice President)
			Andrew P. Haller (Secretary)
			Larry O. Martin (Assistant Secretary)
			Jeffery B. Erb (Assistant Secretary)
			Bruce N. Williams (Treasurer)
			Tanya S. Sacks (Assistant Treasurer)
VCI Acquisition Co.	825 NE Multnomah Suite 2000 Portland, Oregon 97232	Bruce N. Williams	Bruce N. Williams (President)
			Andrew P. Haller (Vice President)
			Andrew P. Haller (Secretary)
			Larry O. Martin (Assistant Secretary)
			Jeffery B. Erb (Assistant Secretary)
			Bruce N. Williams (Treasurer)
			Tanya S. Sacks (Assistant Treasurer)
PacifiCorp International Group Holdings Company	825 NE Multnomah Suite 2000 Portland, Oregon 97232	Bruce N. Williams	Bruce N. Williams (President)
			Andrew P. Haller (Secretary)
			Larry O. Martin (Assistant Secretary)
			Bruce N. Williams (Treasurer)
			Tanya S. Sacks (Assistant Treasurer)

Edgar Filing: TELEFONICA S A - Form 20-F

PacifiCorp Hazelwood
Pty Ltd.

40 Market Street
Melbourne, Victoria 8001

ND

NO

55

Table of Contents

Hazelwood Australia, Inc.	825 NE Multnomah	Bruce N. Williams	Bruce N. Williams (President)
	Suite 2000		Andrew P. Haller (Secretary)
	Portland, Oregon 97232		Larry O. Martin (Assistant Secretary)
			Bruce N. Williams (Treasurer)
			Tanya S. Sacks (Assistant Treasurer)
Hazelwood Ventures, Inc.	825 NE Multnomah	Bruce N. Williams	Bruce N. Williams (President)
	Suite 2000		Andrew P. Haller (Secretary)
	Portland, Oregon 97232		Larry O. Martin (Assistant Secretary)
			Bruce N. Williams (Treasurer)
			Tanya S. Sacks (Assistant Treasurer)
Hazelwood Finance LP	40 Market Street	ND	
	Melbourne, Victoria 8001		
PacifiCorp Trans, Inc.	825 NE Multnomah	Bruce N. Williams	Bruce N. Williams (President)
	Suite 2000		Jon Michael Luce (Vice President)
	Portland, Oregon 97232		Andrew P. Haller (Secretary)
			Larry O. Martin (Assistant Secretary)
			Bruce N. Williams (Treasurer)
			Tanya S. Sacks (Assistant Treasurer)

Table of Contents

PPM Energy, Inc.	1125 NW Couch, Suite 700 Portland, Oregon 97209	Andrew P. Haller	Terry F. Hudgens (President)
		Ian M. Russell	Terry F. Hudgens (Chief Executive Officer)
		Terry F. Hudgens	I. M. Kerr (Chief Financial Officer)
		David T. Nish	I. M. Kerr (Chief Financial Officer)
		Henry H. Hewitt	Andrew P. Haller (General Counsel)
			Andrew P. Haller (Senior Vice President)
			Ralph B. Currey (Vice President)
			Peter C. vanAlderwerelt (Vice President)
			Matthew Morrow (Vice President)
			Donald J. Winslow (Vice President)
			Allan E. Query (Vice President)
			Andrew P. Haller (Secretary)
			Larry O. Martin (Assistant Secretary)
			Jeffery B. Erb (Assistant Secretary)
			Bruce N. Williams (Treasurer)
Arlington Wind LLC	1125 NW Couch, Suite 700 Portland, Oregon 97209	ND	Tanya S. Sacks (Assistant Treasurer)
			Terry F. Hudgens (President)
			Terry F. Hudgens (Chief Executive Officer)
			I. M. Kerr (Chief Financial Officer)
			Andrew P. Haller (General Counsel)
			Andrew P. Haller (Senior Vice President)
			Peter C. vanAlderwerelt (Vice President)
			Allan E. Query (Vice President)
			Andrew P. Haller (Secretary)
			Larry O. Martin (Assistant Secretary)
			Jeffery B. Erb (Assistant Secretary)
	Bruce N. Williams (Treasurer)		

Table of Contents

Enstor, Inc.	1125 NW Couch, Suite 700	Andrew P. Haller	Terry F. Hudgens (Chairman)		
	Portland, Oregon 97209	Terry F. Hudgens	Matthew Morrow (President)		
		Matthew Morrow	Terry F. Hudgens (Chief Executive Officer)		
		Peter C. vanAlderwerelt	I. M. Kerr (Chief Financial Officer)		
			Andrew P. Haller (General Counsel)		
			Andrew P. Haller (Senior Vice President)		
			Donald J. Winslow (Vice President)		
			Peter C. vanAlderwerelt (Vice President)		
			Andrew P. Haller (Secretary)		
			Larry O. Martin (Assistant Secretary)		
			Jeffery B. Erb (Assistant Secretary)		
			Bruce N. Williams (Treasurer)		
			Tanya S. Sacks (Assistant Treasurer)		
Brentwood Gas Storage LLC	1125 NW Couch, Suite 700	ND	Terry F. Hudgens (President)		
	Portland, Oregon 97209		Terry F. Hudgens (Chief Executive Officer)		
			I. M. Kerr (Chief Financial Officer)		
			Andrew P. Haller (General Counsel)		
			Andrew P. Haller (Senior Vice President)		
			Matthew Morrow (Vice President)		
			Andrew P. Haller (Secretary)		
			Larry O. Martin (Assistant Secretary)		
			Jeffery B. Erb (Assistant Secretary)		
			Bruce N. Williams (Treasurer)		
			Tanya S. Sacks (Assistant Treasurer)		
		City Gate LLC	1125 NW Couch, Suite 700	ND	NO
			Portland, Oregon 97209		
Columbia Gas Storage LLC	1125 NW Couch, Suite 700	ND	NO		

Edgar Filing: TELEFONICA S A - Form 20-F

Portland, Oregon 97209

Delta Gas Storage LLC

1125 NW Couch, Suite 700 ND

NO

Portland, Oregon 97209

Table of Contents

Enstor Louisiana LLC	1125 NW Couch, Suite 700 Portland, Oregon 97209	ND	<p>Terry F. Hudgens (President)</p> <p>Terry F. Hudgens (Chief Executive Officer)</p> <p>I. M. Kerr (Chief Financial Officer)</p> <p>Andrew P. Haller (General Counsel)</p> <p>Andrew P. Haller (Senior Vice President)</p> <p>Matthew Morrow (Vice President)</p> <p>Andrew P. Haller (Secretary)</p> <p>Larry O. Martin (Assistant Secretary)</p> <p>Jeffery B. Erb (Assistant Secretary)</p> <p>Bruce N. Williams (Treasurer)</p>
Enstor Operating Company, LLC	1125 NW Couch, Suite 700 Portland, Oregon 97209	ND	<p>Tanya S. Sacks (Assistant Treasurer)</p> <p>Matthew Morrow (President)</p> <p>Terry F. Hudgens (Chief Executive Officer)</p> <p>I. M. Kerr (Chief Financial Officer)</p> <p>Andrew P. Haller (General Counsel)</p> <p>Andrew P. Haller (Senior Vice President)</p> <p>Ben Moore (Vice President)</p> <p>Donald J. Winslow (Vice President)</p> <p>Andrew P. Haller (Secretary)</p> <p>Larry O. Martin (Assistant Secretary)</p> <p>Jeffery B. Erb (Assistant Secretary)</p> <p>Bruce N. Williams (Treasurer)</p> <p>Tanya S. Sacks (Assistant Treasurer)</p> <p>Ben Moore (Director of Business Development)</p> <p>Patrick DeVille (Director of Marketing)</p>
Katy Storage and Transportation, L.P.	1125 NW Couch, Suite 700 Portland, Oregon 97209	ND	NO

Edgar Filing: TELEFONICA S A - Form 20-F

Waha Storage and Transportation, L.P. 1125 NW Couch, Suite 700 ND NO

Portland, Oregon 97209

Table of Contents

Flying Cloud Power Partners, LLC	1125 NW Couch, Suite 700	ND	Ian M. Russell (Chairman)
	Portland, Oregon 97209		Terry F. Hudgens (President)
			Terry F. Hudgens (Chief Executive Officer)
			I. M. Kerr (Chief Financial Officer)
			Andrew P. Haller (Senior Vice President, General Counsel and Secretary)
			Peter C. vanAlderwerelt (Vice President)
			Allan E. Query (Vice President)
			Larry O. Martin (Assistant Secretary)
			Jeffery B. Erb (Assistant Secretary)
			Bruce N. Williams (Treasurer)
			Tanya S. Sacks (Assistant Treasurer)
Heartland Wind LLC	1125 NW Couch, Suite 700	ND	Terry F. Hudgens (President)
	Portland, Oregon 97209		Terry F. Hudgens (Chief Executive Officer)
			I. M. Kerr (Chief Financial Officer)
			Andrew P. Haller (General Counsel)
			Andrew P. Haller (Senior Vice President)
			Peter C. vanAlderwerelt (Vice President)
			Allan E. Query (Vice President)
			Andrew P. Haller (Secretary)
			Larry O. Martin (Assistant Secretary)

Edgar Filing: TELEFONICA S A - Form 20-F

Ivanhoe Wind Energy LLC 1125 NW Couch, Suite 700 ND
Portland, Oregon 97209

Jeffery B. Erb (Assistant Secretary)

Bruce N. Williams (Treasurer)

Tanya S. Sacks (Assistant Treasurer)

Ian M. Russell (Chairman)

Terry F. Hudgens (President)

Terry F. Hudgens (Chief Executive Officer)

I. M. Kerr (Chief Financial Officer)

Andrew P. Haller (General Counsel)

Andrew P. Haller (Senior Vice President)

Peter C. vanAlderwerelt (Vice President)

Allan E. Query (Vice President)

Andrew P. Haller (Secretary)

Paul Kaufman (Assistant Secretary)

Larry O. Martin (Assistant Secretary)

Jeffery B. Erb (Assistant Secretary)

Bruce N. Williams (Treasurer)

Tanya S. Sacks (Assistant Treasurer)

Table of Contents

Klamath Energy LLC	1125 NW Couch, Suite 700 Portland, Oregon 97209	ND	Terry F. Hudgens (President)
			Terry F. Hudgens (Chief Executive Officer)
			Andrew P. Haller (Senior Vice President, General Counsel and Secretary)
			Matthew R. Wright (Senior Vice President)
			Matthew Morrow (Vice President)
			Peter C. vanAlderwerelt (Vice President)
			Larry O. Martin (Assistant Secretary)
			Bruce N. Williams (Treasurer)
			Tanya S. Sacks (Assistant Treasurer)
			Terry F. Hudgens (President)
Klamath Generation LLC	1125 NW Couch, Suite 700 Portland, Oregon 97209	ND	Terry F. Hudgens (Chief Executive Officer)
			Andrew P. Haller (Senior Vice President, General Counsel and Secretary)
			Matthew R. Wright (Senior Vice President)
			Peter C. vanAlderwerelt (Vice President)
			Allan E. Query (Vice President)
			Matthew Morrow (Vice President)
			Larry O. Martin (Assistant Secretary)
			Bruce N. Williams (Treasurer)
			Tanya S. Sacks (Assistant Treasurer)
			Terry F. Hudgens (President)
	1125 NW Couch, Suite 700	ND	Terry F. Hudgens (President)

Edgar Filing: TELEFONICA S A - Form 20-F

Klondike Wind Power
LLC

Portland, Oregon 97209

Terry F. Hudgens (Chief
Executive Officer)

Andrew P. Haller (General
Counsel)

Andrew P. Haller (Senior Vice
President)

Peter C. vanAlderwerelt (Vice
President)

Matthew Morrow (Vice
President)

Andrew P. Haller (Secretary)

Larry O. Martin (Assistant
Secretary)

Jeffery B. Erb (Assistant
Secretary)

Bruce N. Williams (Treasurer)

Tanya S. Sacks (Assistant
Treasurer)

Table of Contents

Moraine Wind II LLC	1125 NW Couch, Suite 700 Portland, Oregon 97209	ND	Terry F. Hudgens (President)
			Terry F. Hudgens (Chief Executive Officer)
			I. M. Kerr (Chief Financial Officer)
			Andrew P. Haller (General Counsel)
			Andrew P. Haller (Senior Vice President)
			Peter C. vanAlderwerelt (Vice President)
			Allan E. Query (Vice President)
			Andrew P. Haller (Secretary)
			Larry O. Martin (Assistant Secretary)
			Jeffery B. Erb (Assistant Secretary)
			Bruce N. Williams (Treasurer)
			Tanya S. Sacks (Assistant Treasurer)
Moraine Wind LLC	1125 NW Couch, Suite 700 Portland, Oregon 97209	ND	Terry F. Hudgens (President)
			Terry F. Hudgens (Chief Executive Officer)
			Andrew P. Haller (General Counsel)
			Andrew P. Haller (Senior Vice President)
			Matthew Morrow (Vice President)
			Peter C. vanAlderwerelt (Vice President)
			Allan E. Query (Vice President)
			Andrew P. Haller (Secretary)
			Larry O. Martin (Assistant Secretary)

Edgar Filing: TELEFONICA S A - Form 20-F

Mountain View Green
LLC

1125 NW Couch, Suite 700
Portland, Oregon 97209

ND

Jeffery B. Erb (Assistant
Secretary)

Bruce N. Williams (Treasurer)

Tanya S. Sacks (Assistant
Treasurer)

Ian M. Russell (Chairman)

Terry F. Hudgens (President)

Terry F. Hudgens (Chief
Executive Officer)

I. M. Kerr (Chief Financial
Officer)

Andrew P. Haller (General
Counsel)

Andrew P. Haller (Senior Vice
President)

Julian Brown (Vice President)

Peter C. vanAlderwerelt (Vice
President)

Allan E. Query (Vice President)

Andrew P. Haller (Secretary)

Larry O. Martin (Assistant
Secretary)

Jeffery B. Erb (Assistant
Secretary)

Bruce N. Williams (Treasurer)

Tanya S. Sacks (Assistant
Treasurer)

Table of Contents

Mountain View Power Partners III, LLC	1125 NW Couch, Suite 700	ND	Ian M. Russell (Chairman)
	Portland, Oregon 97209		Terry F. Hudgens (President)
			Terry F. Hudgens (Chief Executive Officer)
			I. M. Kerr (Chief Financial Officer)
			Andrew P. Haller (General Counsel)
			Andrew P. Haller (Senior Vice President)
			Peter C. vanAlderwerelt (Vice President)
			Allan E. Query (Vice President)
			Andrew P. Haller (Secretary)
			Larry O. Martin (Assistant Secretary)
			Jeffery B. Erb (Assistant Secretary)
			Bruce N. Williams (Treasurer)
			Tanya S. Sacks (Assistant Treasurer)
Pacific Wind Development LLC	1125 NW Couch, Suite 700	ND	Terry F. Hudgens (President)
	Portland, Oregon 97209		Terry F. Hudgens (Chief Executive Officer)
			I. M. Kerr (Chief Financial Officer)
			Andrew P. Haller (General Counsel)
			Andrew P. Haller (Senior Vice President)
			Peter C. vanAlderwerelt (Vice President)

Edgar Filing: TELEFONICA S A - Form 20-F

Allan E. Query (Vice
President)

Andrew P. Haller
(Secretary)

Larry O. Martin (Assistant
Secretary)

Jeffery B. Erb (Assistant
Secretary)

Bruce N. Williams
(Treasurer)

Tanya S. Sacks (Assistant
Treasurer)

Peter C. vanAlderwerelt
(Vice President)

Phoenix Wind Power LLC

1125 NW Couch, Suite 700 ND

Portland, Oregon 97209

Table of Contents

PPM Alta Mesa LLC	1125 NW Couch, Suite 700 Portland, Oregon 97209	ND	<p>Ian M. Russell (Chairman)</p> <p>Terry F. Hudgens (President)</p> <p>Terry F. Hudgens (Chief Executive Officer)</p> <p>I. M. Kerr (Chief Financial Officer)</p> <p>Andrew P. Haller (General Counsel)</p> <p>Andrew P. Haller (Senior Vice President)</p> <p>Peter C. vanAlderwerelt (Vice President)</p> <p>Allan E. Query (Vice President)</p> <p>Andrew P. Haller (Secretary)</p> <p>Larry O. Martin (Assistant Secretary)</p> <p>Jeffery B. Erb (Assistant Secretary)</p> <p>Bruce N. Williams (Treasurer)</p>
PPM Colorado Wind Ventures, Inc.	1125 NW Couch, Suite 700 Portland, Oregon 97209	ND	<p>Tanya S. Sacks (Assistant Treasurer)</p> <p>Terry F. Hudgens (President)</p> <p>Terry F. Hudgens (Chief Executive Officer)</p> <p>I. M. Kerr (Chief Financial Officer)</p> <p>Andrew P. Haller (General Counsel)</p> <p>Andrew P. Haller (Senior Vice President)</p> <p>Peter C. vanAlderwerelt (Vice President)</p> <p>Allan E. Query (Vice President)</p> <p>Andrew P. Haller (Secretary)</p> <p>Paul Kaufman (Assistant Secretary)</p> <p>Jeffery B. Erb (Assistant Secretary)</p> <p>Bruce N. Williams (Treasurer)</p>
Colorado Wind Ventures, LLC	1125 NW Couch, Suite 700 Portland, Oregon 97209	ND	<p>Tanya S. Sacks (Assistant Treasurer)</p> <p>Cathy Syme (Vice President)</p> <p>Allan E. Query (Vice President)</p>

Edgar Filing: TELEFONICA S A - Form 20-F

Colorado Green Holdings, LLC	1125 NW Couch, Suite 700 Portland, Oregon 97209	ND	Scott Reinhardt (Vice President, Operations) I. M. Kerr (Vice President, Finance) NO
Trimont Wind I LLC	1125 NW Couch, Suite 700 Portland, Oregon 97209	ND	Ian M. Russell (Chairman) Terry F. Hudgens (President) Terry F. Hudgens (Chief Executive Officer) I. M. Kerr (Chief Financial Officer) Andrew P. Haller (General Counsel) Andrew P. Haller (Senior Vice President) Peter C. vanAlderwerelt (Vice President) Allan E. Query (Vice President) Andrew P. Haller (Secretary) Paul Kaufman (Assistant Secretary)

Table of Contents

			Jeffery B. Erb (Assistant Secretary)
			Bruce N. Williams (Treasurer)
			Tanya S. Sacks (Assistant Treasurer)
West Valley Leasing Company, LLC	1125 NW Couch, Suite 700 Portland, Oregon 97209	ND	Terry F. Hudgens (President) Terry F. Hudgens (Chief Executive Officer)

Key

ND No directors

NO No officers

Table of Contents

Part II. Financial Connections.

<u>Name</u>	<u>Name and Location of Financial Institution</u>	<u>Position held in Financial Institution</u>	<u>Applicable Exemption Rule</u>
Charles Miller Smith	Goldman Sachs	Non-executive Director	Rule 70
Nolan Karras	Beneficial Life Insurance Company and American General Savings Bank, both of USA	Non-executive Director	Rule 70
Donald Hood Brydon	AXA Investment Managers	Non-executive Director	Rule 70

ITEM 6. EXECUTIVE COMPENSATION - PART III.

(a) Summary Compensation Tables. The following tables set forth information concerning any Chief Executive Officer and the four most highly compensated executive officers for ScottishPower and PacifiCorp as of March 31, 2004, as defined by the Securities and Exchange Commission.

Key terms used in this Item will have the following meanings:-

ESP	Employee Savings Plan
ESOP	Employee Stock Ownership Plan
SBP	Supplemental Benefit Plan
ERISA	Employee Retirement Income S. A

Table of Contents**EXECUTIVE COMPENSATION**

The following table sets forth information concerning compensation for services in all capacities to the Company for the years ended March 31, 2004, 2003 and 2002 of those persons who were the Chief Executive Officer of the Company during any portion of the year ended March 31, 2004 and the four other most highly compensated executive officers of the Company who were serving as executive officers at the end of the last completed fiscal year.

Summary Compensation Table

Name and Principal Position	Year	Long-Term Compensation						
		Annual Compensation ^(a)		Restricted Stock Awards ^(c)	Securities Underlying Options ^(d)	LTIP Payout ^(e)	ScottishPower Performance Shares ^(f)	All Other Compensation ^(g)
		Salary	Bonus ^(b)					
Judith A. Johansen President and Chief Executive Officer	2004	\$ 589,394	\$ 337,500	\$	61,475	\$	12,458	\$ 22,883
	2003	492,444	149,767		61,825		9,199	32,657
	2002	360,501	12,902	141,683	57,350			11,707
Andrew P. Haller Senior Vice President, General Counsel and Corporate Secretary	2004	327,996	190,109		13,530		5,484	20,165
	2003	310,930	132,020		19,165	23,069	5,069	21,037
	2002	299,425	8,392	112,768	56,800	23,069	5,069	10,524
Michael J. Pittman Senior Vice President	2004	313,125	187,500		38,729		7,849	20,097
	2003	300,000	47,057		50,954		7,581	28,310
	2002	275,167	150,008	53,203	13,500			20,449
A. Richard Walje Senior Vice President	2004	299,544	127,557		17,751		7,195	20,324
	2003	275,500	95,550		24,840		6,570	29,183
	2002	240,375	128,854	53,203	14,000	12,222		19,606
Robert A. Klein Senior Vice President	2004	265,000	143,100		10,860		4,042	19,795
	2003	228,339	75,075		14,011		3,706	21,079
	2002	202,500	13,295					10,212

^(a) May include amounts deferred pursuant to the Compensation Reduction Plan, under which key executives and directors may defer receipt of cash compensation until retirement or a preset future date. Amounts deferred are invested in ScottishPower ADS or a cash account on which interest is

Table of Contents

- paid at a rate equal to the Moody s Intermediate Corporate Bond Yield for AA-rated Public Utility Bonds.
- (b) Amounts in this column for the year ended March 31, 2003 include a promotion bonus in the amount of \$41,556 for Ms. Johansen. Amounts in this column for the year ended March 31, 2002 include a retention bonus in the amount of \$125,610 and \$104,000 for Mr. Walje.
 - (c) On March 31, 2004, the aggregate value of all restricted stock holdings, based on the market value of ScottishPower ADS at March 31, 2004, without giving effect to the diminution of value attributed to the restrictions on such stock, was \$104,444, \$83,129, \$26,146 and \$26,146, for Ms. Johansen and Messrs. Haller, Pittman and Walje, respectively. The aggregate number of restricted share holdings was 3,675, 2925, 920 and 920 for Ms. Johansen and Messrs. Haller, Pittman and Walje, respectively. Regular quarterly dividends are paid on the restricted stock. Participants may defer receipt of restricted stock awards to their stock accounts under the Compensation Reduction Plan.
 - (d) Amounts for the year ended March 31, 2004 and 2003 represent the number of ADS option shares awarded under the ScottishPower ExSOP during the year ended March 31, 2004. Amounts shown for the year ended March 31, 2002 represent the number of ADS options awarded under the PacifiCorp Stock Incentive Plan.
 - (e) Represents the dollar value of restricted stock shares awarded under the PacifiCorp Stock Incentive Plan that vested and were distributed to the named officer in the form of ScottishPower ADSs.
 - (f) Represents the number of ScottishPower ADS, contingently granted in 2004, 2003 and 2002 that can be earned under the terms of the ScottishPower LTIP.
 - (g) Amounts shown for the year ended March 31, 2004 include :
 - (i) Company contributions to the PacifiCorp K Plus Employee Savings and Stock Ownership Plan were \$12,083 for Ms. Johansen, \$10,179 for Mr Haller, \$10,156 for Mr Pittman, \$10,421 for Mr Walje and \$10,000 for Mr Klein.
 - (ii) Portions of premiums on term life insurance policies that PacifiCorp paid for Ms. Johansen and Messrs. Haller, Pittman, Walje and Klein in the amounts of \$986, 941, 903 and 795 respectively. These benefits are available to all employees.
 - (iii) This column also includes vehicle allowances paid to Ms. Johansen and Messrs. Haller, Pittman, Walje and Klein in the amounts of \$9,000 each.

SUMMARY COMPENSATION TABLE SCOTTISH POWER PLC

The following table provides details of the remuneration and pensions interests of the directors of Scottish Power plc and the information is audited.

Basic Salary	Bonuses	Benefits in Kind	Total
£ 000 s	£ 000 s	£ 000 s	£ 000 s

Edgar Filing: TELEFONICA S A - Form 20-F

TOTAL EMOLUMENTS	2004	2003	2004	2003	2004	2003	2004	2003
Chairman and executive directors								
Charles Miller Smith (Chairman)	275.0	235.0			4.7	14.0	279.7	249.0
Ian Russell	650.0	550.0	414.4	412.5	32.7	32.8	1,097.1	995.3
Charles Berry	315.0	300.0	212.6	225.0	27.4	25.8	555.0	550.8
Judi Johansen (appointed 1 October 2003)	206.6		258.3*		3.2		468.1	
Simon Lowth (appointed 1 September 2003)	242.1		151.3		6.7		400.1	
David Nish	415.0	350.0	269.8	262.5	31.7	31.2	716.5	643.7
Total	2,103.7	1,435.0	1,306.4	900.0	106.4	103.8	3,516.5	2,438.8

Table of Contents

	Fees		Bonuses		Benefits in Kind		Total	
	£ 000 s		£ 000 s		£ 000 s		£ 000 s	
	2004	2003	2004	2003	2004	2003	2004	2003
Non-executive directors (fees and expenses)								
Euan Baird	32.8	29.5			2.9	0.3	35.7	29.8
Mair Barnes	38.0	33.0			3.4	0.3	41.4	33.3
Donald Brydon (appointed 30 May 2003)	29.6				0.1		29.7	
Philip Carroll (resigned 15 May 2003, re-appointed 20 October 2003)	23.8	31.5			1.5	5.0	25.3	36.5
Sir Peter Gregson	51.0	44.0			3.0	1.2	54.0	45.2
Nolan Karras**	53.9	52.7			3.7	14.8	57.6	67.5
Allan Leighton (resigned 12 June 2002)		5.5				0.0		5.5
Ewen Macpherson (resigned 25 July 2003)	12.8	40.5			0.3	0.0	13.1	40.5
Nick Rose (appointed 19 February 2003)	38.8	3.7			1.7	0.0	40.5	3.7
Total	280.7	240.4			16.6	21.6	297.3	262.0

Other emoluments

* Judi Johansen's base salary is disclosed on a pro-rata basis for the six months of the year which she served as a Board director. The bonus figure represents the annual incentive payment for the whole twelve months of the year 2003/04. The conversion rate used is £1=\$1.694 being the average exchange rate during the year.

** Nolan Karras received emoluments in the US of £9,637 (2003 £16,807) in respect of services to the PacifiCorp and Utah advisory boards in the form of cash and shares. These amounts are included within Fees in the above table.

(i) The emoluments of the highest paid director (Ian Russell) excluding pension contributions were £1,097,144 (2003 £995,280). In addition, gains on exercise of share options during the year by Ian Russell amounted to £46,416 (2003 £nil).

Option Grants in Last Fiscal Year PacifiCorp

Name	Individual Grants ^(a)					
	Number of Securities Underlying Options Granted ^(b)	% of Total Options Granted to Employees in Fiscal Year	Exercise or Base Price £ or \$/Sh	Expiration Date	Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term	
					5%	10%
Judith A. Johansen	61,475	7.87	\$ 24.40	May 9, 2013	\$ 943,336	\$ 2,390,598
Andrew P. Haller	13,530	1.73	24.40	May 9, 2013	207,618	526,145
Michael J. Pittman	38,729	4.96	24.40	May 9, 2013	594,298	1,506,067

Edgar Filing: TELEFONICA S A - Form 20-F

A. Richard Walje	17,751	2.27	24.40	May 9, 2013	272,390	690,289
Robert A. Klein	10,860	1.37	24.40	May 9, 2013	166,647	422,316

- (a) All options are for ScottishPower ADS. One ScottishPower ADS is equal to four ScottishPower Ordinary Shares. All options awarded were ScottishPower ExSOP grants, dated May 2, 2002.
- (b) All standard options become exercisable for one-third of the shares covered by the option on each of the first three anniversaries of the grant date and all enhanced options become exercisable after the third anniversary of the grant date.

Table of Contents

Aggregated Option Exercises in 2004 and Year-End Option Values

Name	Shares Acquired on Exercise	Value Realized	Number of Securities Underlying Unexercised Options at March 31, 2004 ^(a)		Value of Unexercised In-the-Money Options at March 31, 2003	
			Exercisable	Unexercisable	Exercisable	Unexercisable
Judith A. Johansen	\$ 13,500	\$ 23,760	97,539	126,961	\$ 329,245	\$ 517,327
Andrew P. Haller	98,925	219,475		47,370		175,641
Michael J. Pittman			193,325	81,445	104,380	349,156
A. Richard Walje			154,922	41,738	71,257	175,637
Robert A. Klein			10,245	25,326	33,945	104,916

^(a) All options are for ScottishPower ADS and include options granted under the PacifiCorp Stock Incentive Plan and the ExSOP.

Option Grants in the Last Year Scottish Power plc

Table of Contents

Directors' interests in ScottishPower shares

	Ordinary shares		Share options (Executive ¹)		Share options (Sharesave)		Long Term Incentive Plan			
	1.4.03 (or date of ap- pointment, if later)		1.4.03 (or date of ap- pointment, if later)		1.4.03 (or date of ap- pointment, if later)		31.3.04		1.4.03 (or date of ap- pointment, if later)	
	31.3.04	31.3.04	31.3.04	31.3.04	31.3.04	31.3.04	**Vested	*Potential	**Vested	*Potential
Charles Miller Smith	11,000	11,000								
Euan Baird	114,363	110,770								
Mair Barnes	1,400	1,400								
Donald Brydon (appointed 30 May 2003)	3,000									
Philip Carroll (resigned 15 May 2003, re-appointed 20 October 2003)	4,000	4,000								
Sir Peter Gregson	1,257	1,186								
Nolan Karras	39,297	36,346								
Nick Rose	5,128									
Ian Russell	127,376	87,741	844,192	498,678	5,290	4,371	21,217	323,243	12,682	238,675
Charles Berry	23,506	22,553	422,884	255,443	2,941	2,941	11,968	161,734		124,328
Judi Johansen (appointed 1 October 2003)	88,960	82,671	898,000	952,500				86,627		86,627
Simon Lowth (appointed 1 September 2003)										
David Nish	13,964	12,742	517,234	296,636	2,509	2,509	10,880	197,602		137,954

None of the directors has an interest in ordinary shares which is greater than 1% of the issued share capital of the company.

¹ Includes options granted under the Executive Share Option Plan 2001 and, where applicable, the PacifiCorp Stock Incentive Plan.

* These shares represent, in each case, the maximum number of shares which the directors may receive, dependent on the satisfaction of performance criteria as approved by shareholders in connection with the Long Term Incentive Plan.

** These shares represent the number of shares the directors are entitled to receive when the LTIP award becomes exercisable calculated according to the performance criteria measured over the three-year performance period.

Table of Contents

These shares include the number of shares which the directors hold in the Employee Share Ownership Plan, shown below.

	Free shares		Partnership shares		Matching shares		Dividend shares		Total	
	31.3.04	1.4.03	31.3.04	1.4.03	31.3.04	1.4.03	31.3.04	1.4.03		
Ian Russell	50	50	1,210	799	1,210	799	266	135	2,736	1,783
Charles Berry	50	50	1,210	799	1,210	799	266	135	2,736	1,783
David Nish	50	50	1,210	799	1,210	799	266	135	2,736	1,783

Between 31 March 2004 and 20 May 2004, Ian Russell, Charles Berry and David Nish each acquired 65 Partnership shares and 65 Matching shares as part of the regular monthly transactions of the Employee Share Ownership Plan; and Judi Johansen and Nolan Karras acquired 447.609 and 36.1664 ScottishPower ADSs (1,790 and 144 Ordinary shares) respectively as part of the PacifiCorp Compensation Reduction Plan. Additionally, 1,225 ADSs (4,900 ordinary shares) held by Judi Johansen in the form of Unvested Restricted Stock in the PacifiCorp Stock Incentive Plan, vested and became non-forfeitable on 24 April 2004 and, in accordance with the deferral election executed by Judi Johansen, were all immediately transferred into the PacifiCorp Compensation Reduction Plan. Otherwise, there have been no changes to the directors interests between 31 March 2004 and 20 May 2004.

Table of Contents

Severance Arrangements

The Company's Executive Severance Plan provides severance benefits to certain executive-level employees who are designated by the Board, including the executive officers named in the Summary Compensation Table. Severance benefits are payable for voluntary terminations as a result of a material alteration in position that has a detrimental impact on the executive's employment or involuntary terminations (including a Company-initiated resignation) for reasons other than cause. A material alteration in position includes:

(1) a material reduction in the scope of the executive's duties and responsibilities or authority; or

(2) any reduction in base pay or a reduction in annualized base salary and target annual bonus of at least 15.0%, if the change is not due to a general reduction unrelated to the change in assignment.

The Executive Severance Plan also provides enhanced severance benefits in the event of certain terminations during the 24-month period following a qualifying change-in-control transaction. Executives designated by the Board are eligible for change-in-control benefits resulting from either a Company-initiated termination without cause or a resignation generally within two months after a material alteration in position. For this purpose, cause means the executive's gross misconduct or gross negligence or conduct that indicates a reckless disregard for the consequences and has a material adverse effect on the Company or its affiliates, and material alteration in position means:

(3) a change in reporting relationship to a lower level;

(4) a material reduction in the scope of duties and responsibilities or in authority;

(5) relocation of work location to an office more than 100 miles from the executive's office or more than 60 miles from the executive's home; or

(6) a material reduction in compensation, which includes any reduction in annualized base salary or a reduction in the annualized base

Table of Contents

salary and target bonus opportunity combined of at least 15.0%, if the change is not due to a general reduction unrelated to the change in assignment.

If qualified for the enhanced severance benefits, an executive would receive severance pay in an amount equal to either two, two and one-half or three times the annual cash compensation of such executive, depending on the level set by the Board. Annual cash compensation is defined as annualized base salary, target annual incentive opportunity and annualized auto allowance in effect on the earlier of a material alteration or termination, whichever is greater. The Company is required to make an additional payment to compensate the executive for the effect of any excise tax. The executive would also receive continuation of subsidized health insurance from six to 24 months depending on length of service and a minimum of 12 months executive-level outplacement services.

The Executive Severance Plan does not apply to a termination for reasons of normal retirement, death or total disability or to a termination for cause or a voluntary termination other than as specified above. Except in the event of a change-in-control, the definition of cause is determined by the Company in its discretion and by the Board in the event of an appeal by the employee.

Other than in connection with a change in control, executives named in the Summary Compensation Table are eligible for a severance payment equal to one or two times the executive's total cash compensation, six months of health insurance benefits and outplacement benefits. For this purpose, total cash compensation includes annualized base salary, the target annual incentive opportunity and the annualized auto allowance in effect on the earlier of a material alteration or termination.

Retirement Plans

The Company has adopted noncontributory defined benefit retirement plans for its employees, other than employees subject to collective bargaining agreements that do not provide for coverage. Certain executive officers, including the executive officers named in the Summary Compensation Table, are also eligible to participate in the Company's nonqualified supplemental executive retirement plan. The following description assumes participation in both the retirement plans and the supplemental plan. Participants receive benefits at retirement payable for life based on length of service with the Company and average pay in the 60 consecutive months of highest pay out of the last 120 months, and pay for this purpose would include salary and annual incentive plan payments reflected in the Summary Compensation Table above. Benefits are based on 50.0% of final average pay plus up to an additional 15.0% of final average pay depending upon whether the Company meets certain performance goals set for each fiscal year by the Board. Participants may also elect actuarially equivalent alternative forms of benefits. Retirement benefits are reduced to reflect Social Security benefits as well as certain prior employer retirement benefits. Participants are entitled to receive full benefits upon retirement after age 60 with at least 15 years of service. Participants are also entitled to receive reduced benefits upon early retirement after age 55 or after age 50 with at least 15 years of service and five years of participation in the supplemental plan.

Table of Contents

The following table shows the estimated annual retirement benefit payable upon retirement at age 60 as of March 31, 2004. Amounts in the table reflect payments from the retirement plan and the supplemental plan combined.

Estimated Annual Pension At Retirement ^(a)

<u>Annual Pay at Retirement Date</u>	Years of Service ^(b)			
	<u>5</u>	<u>15</u>	<u>25</u>	<u>30</u>
\$200,000	\$ 43,333	\$ 130,000	\$ 130,000	\$ 130,000
400,000	86,667	260,000	260,000	260,000
600,000	130,000	390,000	390,000	390,000
800,000	173,333	520,000	520,000	520,000
1,000,000	216,667	650,000	650,000	650,000

(a) The benefits shown in this table assume that the individual will remain in the employ of the Company until retirement at age 60, that the plans will continue in their present form and that the Company achieves its performance goals under the supplemental plan in all years.

(b) The number of credited years of service used to compute benefits under the plans are three for Ms Johansen, three for Mr Haller, twenty four for Mr Pittman, Eighteen for Mr Walje and three for Mr Klein.

Retention Agreements

To retain executives who would otherwise have had the right to resign for any reason between 12 and 14 months following the ScottishPower Merger and qualify for the enhanced change-in-control supplemental retirement benefits, the Company entered into retention agreements with qualifying executives (Messrs. Pittman and Walje). Those retention agreements provided for the same enhanced supplemental retirement benefits if the qualifying executives satisfied the retention criteria. Qualifying executives were required to waive their rights to unilaterally resign and receive the enhanced supplemental retirement benefits, but they are now eligible to receive these same enhancements since they have continued employment through the established retention date of December 1, 2002.

These retention agreements also require qualifying executives to waive any rights to executive severance benefits, which they may have otherwise claimed due to material alterations in their positions as of the date of the retention agreement. Unless there is a subsequent involuntarily termination or material alteration in position as defined in the Severance Plan, this waiver of severance benefits applies to these executives through November 28, 2004. The executives' waiver of severance benefits was in exchange for the enhanced supplemental retirement benefits described above, retention bonuses determined individually in the Company's discretion for each executive and special stock option awards that vest over a three-year retention period at 25.0% for each of the first two years and 50.0% in the third year.

Table of Contents**ITEM 6. OFFICERS AND DIRECTORS.**

PART III.

(b) Stock Ownership.

<u>Beneficial Owner</u>	<u>Number of shares at March 31, 2004</u> ^{(a)(b)}
Judith A. Johansen	699,376
Andrew P. Haller	164,092
Michael J. Pittman	1,006,100
A. Richard Walje	767,304
Barry G. Cunningham	527,650
Robert A. Klein	82,908
Nolan E. Karras	33,601
Andrew N. MacRitchie	19,082
Ian M. Russell	172,440
Richard D. Peach	11,654
Matthew R. Wright	12,946
William D. Landels ^(c)	212,365
All executive officers and directors as a group (16 persons) ^(d)	4,752,939

(a) Includes ownership of (i) shares held by family members even though beneficial ownership of such shares may be disclaimed, (ii) shares held for the account of such persons pursuant to the Company's Compensation Reduction Plan and the Company's K Plus Savings and Stock Ownership Plan

(b) Options granted in ScottishPower ADS under the Company's Stock Incentive Plan have been converted into options in Ordinary Shares in the above table. One ADS equates to four Ordinary Shares.

(c) Includes 188,764 Ordinary Shares subject to options that became exercisable upon Mr Landel's retirement in April 2004.

(d) Includes 62,748 Ordinary Shares subject to options which became exercisable upon Mr Moir's retirement in March 2004.

See also PacifiCorp Form 10-K, SEC File No. 001-05152 (filed May 26, 2004) and Scottish Power plc Form 20 - F, SEC File No. 001-14676 (filed June 25, 2004).

ITEM 7. CONTRIBUTIONS AND PUBLIC RELATIONS.

The PacifiCorp Foundation for Learning is a qualified 501(c)(3) non-profit foundation created in 1988 and originally endowed by contributions from PacifiCorp and its subsidiaries. More recently, PacifiCorp made contributions of \$3 million in March 2003 and \$1 million in May 2004. Administrative expenses incurred by the Foundation, including salaries, travel expenses, supplies, etc., are charged to corporate cost center 11758. Each month the Foundation receives an invoice from PacifiCorp for all charges to CC11758, and payment is made to PacifiCorp from the Foundation's checking account at Wells Fargo Bank. However, the Foundation is NOT charged rent for use of space and computer equipment. The Foundation IS charged for time spent by

Table of Contents

PacifiCorp personnel in accounting, the tax department and occasional administrative assistance.

For fiscal year 2004, the Foundation was charged and paid PacifiCorp for the following:

Labor	-	\$ 206,739
Legal fees	-	\$ 10,958
Prof. fees	-	\$ 30,830
Depreciation	-	\$ 503
Travel/meetings	-	\$ 10,721
Books/subscrip.	-	\$ 3,446
Postage/freight	-	\$ 565
Computer systems	-	\$ 7,300
Office supplies	-	\$ 765
Membership fees	-	\$ 2,020
Total		\$ 276,327

Table of Contents**ITEM 8. SERVICES, SALES AND CONSTRUCTION CONTRACTS.**

PART I.

Affiliated Services Detail**For the Fiscal Year 2004**

PacifiCorp Environmental Remediation 1040	Components	SAP Acct	BY AFFILIATE	BY UTILITY
			TO UTILITY	TO AFFILIATE
			-SERVICES	-SERVICES
	Labor	699000	100.00	215,310.85
	Semi Tractor	620025	0.00	0.00
	Worker s Comp & Occ Injuries	690001	0.00	(294.47)
	Current Pension	690002	0.00	29,377.08
	AD&D	690004	0.00	125.82
	Admin Costs for 401K Program	690009	0.00	1,543.47
	Pension Admin	690010	0.00	912.81
	Current FAS 106	690011	0.00	27,907.47
	Non-Current FAS106	690012	0.00	0.00
	FAS 112	690013	0.00	2,386.91
	Unused Leave	690016	0.00	5,486.46
	Other Salary Overhead Assessment	690019	0.00	2,256.13
	LTD Assessments	690021	0.00	2,390.00
	Management Fee	690005	0.00	36,261.70
	Facilities Services	690006	0.00	83,064.74
	IT Services Allocations	690007	0.00	166,399.31
	IT Services Allocations	690025	0.00	76,014.00
	Shared Services Chargebacks	690026	0.00	84,181.80
	PC Supporting Services	690031	0.00	17,778.60
	CBS Accounting Services	690032	0.00	17,555.04
	PERCO Service Revenue	364000	1,295,142.88	0.00
	Sub-total		1,295,242.88	768,657.72

Interwest Mining 2010	Components	SAP Acct	BY AFFILIATE	BY UTILITY
			TO UTILITY	TO AFFILIATE
			-SERVICES	-SERVICES
	Labor	699000	235,544.40	87,060.86
	Worker s Comp & Occ Injuries	690001	0.00	(993.87)
	Current Pension	690002	0.00	99,147.75
	AD&D	690004	0.00	424.78
	Admin Costs for 401K Program	690009	0.00	5,209.33
	Pension Admin	690010	0.00	3,080.69
	Current FAS 106	690011	0.00	94,187.61
	Non-Current FAS106	690012	0.00	0.00
	FAS 112	690013	0.00	8,055.93

Edgar Filing: TELEFONICA S A - Form 20-F

Unused Leave	690016	0.00	18,516.79
Other Salary Overhead Assessment	690019	0.00	7,614.39
SERP Assessments	690020	0.00	72,743.44
LTD Assessments	690021	0.00	8,066.31
Facilities Services	690006	0.00	53,721.90
IT Allocations	690007	0.00	159,016.40
Incentive Assessments	690022	0.00	0.00
IT Services Allocations	690025	0.00	285,317.20
Shared Services Chargebacks	690026	0.00	28,390.20
PC Supporting Services	690031	0.00	32,594.10
CBS Accounting Services	690032	0.00	9,224.26
Procurement	690034	0.00	0.00

Sub-total		235,544.40	971,378.07
-----------	--	------------	------------

Glenrock Coal		BY AFFILIATE	BY UTILITY
2030		TO UTILITY	TO AFFILIATE
<u>Components</u>	<u>SAP Acct</u>	<u>-SERVICES</u>	<u>-SERVICES</u>
Labor	699000	0.00	0.00
IT Allocations	690007	0.00	0.00
Fuel Purchased/Sold	1201XX	0.00	0.00
Sub-total		0.00	0.00

Centralia Mining		BY AFFILIATE	BY UTILITY
2040		TO UTILITY	TO AFFILIATE
<u>Components</u>	<u>SAP Acct</u>	<u>-SERVICES</u>	<u>-SERVICES</u>
Labor	699000	0.00	0.00
IT Allocations	690007	0.00	0.00
Fuel Purchased/Sold	1201XX	0.00	0.00
Sub-total		0.00	0.00

Energy West Mining		BY AFFILIATE	BY UTILITY
2050		TO UTILITY	TO AFFILIATE
<u>Components</u>	<u>SAP Acct</u>	<u>-SERVICES</u>	<u>-SERVICES</u>
Labor	699000	0.00	624.60
IT Allocations	690007	0.00	0.00
PC Supporting Services	690031	0.00	0.00
Fuel Purchased/Sold	1201XX	120,589,283.35	0.00
Sub-total		120,589,283.35	624.60

Affi Int Detail FY 2004

Table of Contents**Affiliated Services Detail**

For the Fiscal Year 2004

PacifiCorp Group Holdings

3000, 4350, 4900

BY AFFILIATE**BY UTILITY****TO UTILITY****TO AFFILIATE****Components****SAP Acct****-SERVICES****-SERVICES**

Labor	699000	0.00	215,685.65
Facilities Services	690006	0.00	10,803.25
IT Allocations	690007	0.00	16,611.95
SERP Assessments	690020	0.00	0.00
LTD Assessments	690021	0.00	0.00
IT Services Allocations	690025	0.00	12,710.52
Shared Services Chargebacks	690026	0.00	23,305.39
CBS Accounting Services	690032	0.00	4,349.72
Sub-total		0.00	283,466.48

PacifiCorp Financial Services

3500, 3510, 3520

BY AFFILIATE**BY UTILITY****TO UTILITY****TO AFFILIATE****Components****SAP Acct****-SERVICES****-SERVICES**

Labor	699000	0.00	77,532.56
Management Fee	690005	0.00	177,796.70
Facilities Services	690006	0.00	23,482.50
IT Allocations	690007	0.00	13,573.65
LTD Assessments	690021	0.00	0.00
Incentive Assessment	690022	4,500.00	0.00
PC Supporting Services	690031	0.00	2,963.10
IT Services Allocations	690025	0.00	2,848.80
Shared Services Chargebacks	690026	0.00	636.45
CBS Accounting Services	690032	0.00	19.38
Sub-total		4,500.00	298,853.14

PacifiCorp Power Marketing

4000

BY AFFILIATE**BY UTILITY****TO UTILITY****TO AFFILIATE****Components****SAP Acct****-SERVICES****-SERVICES**

Labor	699000	83.22	3,957,984.24
Management Fee	690005	0.00	585,876.20
Facilities Services	690006	0.00	0.00
IT Allocations	690007	0.00	820,700.09
SERP Assessments	690020	0.00	0.00
LTD Assessments	690021	0.00	0.00
IT Services Allocations	690025	0.00	1,436,083.46
PC Supporting Services	690031	0.00	66,064.50
CBS Accounting Services	690032	0.00	8,774.78
Shared Services Chargebacks	690026	0.00	145,634.93

Edgar Filing: TELEFONICA S A - Form 20-F

T-PPM Long-term Wheeling	498803	0.00	3,297,384.90
T-PPM Imbalance Settlements	498805	0.00	(94,364.73)
Interco Transmission Line Loss Revenue	302701	0.00	169,881.88
Interco Transmission Firm Wheeling Revenue	302801	0.00	749,250.00
Interco Transmission Non-Firm Wheeling Revenue	302802	0.00	23,243.20
Interco Purchased Power Imbalance	505901	0.00	254,583.31
Corporate Legal	500850	0.00	0.00
Rent Expense	547851	0.00	0.00

Sub-total		83.22	11,421,096.76
-----------	--	-------	---------------

Klamath Energy		BY AFFILIATE	BY UTILITY
4003		TO UTILITY	TO AFFILIATE
Components	SAP Acct	-SERVICES	-SERVICES

Labor	699000	0.00	0.00
Management Fee	690005	0.00	0.00
Facilities Services	690006	0.00	0.00
CBS Accounting Services	690032	0.00	0.00

Sub-total		0.00	0.00
-----------	--	------	------

Klamath Generation		BY AFFILIATE	BY UTILITY
4004		TO UTILITY	TO AFFILIATE
Components	SAP Acct	-SERVICES	-SERVICES

Labor	699000	0.00	0.00
Management Fee	690005	0.00	0.00
Facilities Services	690006	0.00	0.00
CBS Accounting Services	690032	0.00	0.00

Sub-total		0.00	0.00
-----------	--	------	------

West Valley Leasing		BY AFFILIATE	BY UTILITY
4005		TO UTILITY	TO AFFILIATE
Components	SAP Acct	-SERVICES	-SERVICES

Rent Expense	547851	17,005,015.52	0.00
--------------	--------	---------------	------

Sub-total		17,005,015.52	0.00
-----------	--	---------------	------

West Valley Generation		BY AFFILIATE	BY UTILITY
4006		TO UTILITY	TO AFFILIATE
Components	SAP Acct	-SERVICES	-SERVICES

Labor	699000	0.00	0.00
Management Fee	690005	0.00	0.00
Facilities Services	690006	0.00	0.00
CBS Accounting Services	690032	0.00	0.00

Sub-total

0.00

0.00

Affi Int Detail FY 2004

79

Table of Contents**Affiliated Services Detail****For the Fiscal Year 2004**

Enstor, Inc.		BY AFFILIATE	BY UTILITY
4008		TO UTILITY	TO AFFILIATE
Components	SAP Acct	-SERVICES	-SERVICES
Labor	699000	0.00	0.00
Management Fee	690005	0.00	0.00
Facilities Services	690006	0.00	0.00
CBS Accounting Services	690032	0.00	0.00
Sub-total		0.00	0.00

Enstor Operating Co. LLC		BY AFFILIATE	BY UTILITY
4017		TO UTILITY	TO AFFILIATE
Components	SAP Acct	-SERVICES	-SERVICES
Labor	699000	0.00	2,271.41
Management Fee	690005	0.00	0.00
Facilities Services	690006	0.00	0.00
IT Allocations	690007	0.00	14,034.90
IT Services Allocations	690025	0.00	39,953.10
Shared Services Chargebacks	690026	0.00	16,811.30
CBS Accounting Services	690032	0.00	663.30
Sub-total		0.00	73,734.01

Katy Storage and Transportation, LP		BY AFFILIATE	BY UTILITY
		TO UTILITY	TO AFFILIATE
Components	SAP Acct	-SERVICES	-SERVICES
IT Ntwk & Phone Svc	690007	0.00	8,293.35
IT Systems	690025	0.00	23,608.65
Shrd Svcs Chrgeback	690026	0.00	9,933.95
CBS Accounting Srvs	690032	0.00	391.95
Sub-total			42,227.90

Pacific Wind Dev., LLC		BY AFFILIATE	BY UTILITY
4020		TO UTILITY	TO AFFILIATE
Components	SAP Acct	-SERVICES	-SERVICES
Labor	699000	0.00	2,145.00
Management Fee	690005	0.00	0.00
Facilities Services	690006	0.00	0.00

Edgar Filing: TELEFONICA S A - Form 20-F

CBS Accounting Services	690032	0.00	0.00
Sub-total		0.00	2,145.00

PPM Colorado Wind Ventures

4028		BY AFFILIATE TO UTILITY	BY UTILITY TO AFFILIATE
<u>Components</u>	<u>SAP Acct</u>	<u>-SERVICES</u>	<u>-SERVICES</u>
Labor	699000	0.00	577.15
Sub-total		0.00	577.15

PacifiCorp Trans

4100		BY AFFILIATE TO UTILITY	BY UTILITY TO AFFILIATE
<u>Components</u>	<u>SAP Acct</u>	<u>-SERVICES</u>	<u>-SERVICES</u>
Labor	699000	0.00	20,104.66
Management Fee	690005	0.00	3,282.28
IT Allocations	690007	0.00	362.15
Vehicle Lease Assessment	690024	0.00	0.00
IT Services Allocations	690025	0.00	2,018.80
Shared Services Chargebacks	690026	0.00	345.05
CBS Accounting Services	690032	0.00	19.38
Sub-total		0.00	26,132.32

PacifiCorp Dev Crp Gen-TR

4760		BY AFFILIATE TO UTILITY	BY UTILITY TO AFFILIATE
<u>Components</u>	<u>SAP Acct</u>	<u>-SERVICES</u>	<u>-SERVICES</u>
Labor	699000	0.00	0.00
		0.00	0.00

Pacificorp Energy Ventures, Inc.

4800		BY AFFILIATE TO UTILITY	BY UTILITY TO AFFILIATE
<u>Components</u>	<u>SAP Acct</u>	<u>-SERVICES</u>	<u>-SERVICES</u>
Labor	699000	0.00	0.00
		0.00	0.00

PacifiCorp Holdings Inc

5000		BY AFFILIATE TO UTILITY	BY UTILITY TO AFFILIATE
<u>Components</u>	<u>SAP Acct</u>	<u>-SERVICES</u>	<u>-SERVICES</u>
Labor	699000	0.00	32,082.87

Edgar Filing: TELEFONICA S A - Form 20-F

Sub-total	0.00	32,082.87
-----------	------	-----------

Pacific Klamath Energy

		BY AFFILIATE TO UTILITY	BY UTILITY TO AFFILIATE
5320	SAP Acct	-SERVICES	-SERVICES
<u>Components</u>	<u>SAP Acct</u>	<u>-SERVICES</u>	<u>-SERVICES</u>
Labor	699000	0.00	1,369.93
Management Fee	690005	0.00	42,044.65
IT Allocations	690007	0.00	32,061.30
LTD Assessments	690021	0.00	0.00
IT Services Allocations	690025	0.00	131,455.97
PC Supporting Services	690031	0.00	1,869.75
CBS Accounting Services	690032	0.00	1,443.45
ROW/Property Mgt Allocation	690029	0.00	0.00
Shared Services Chargebacks	690026	0.00	21,997.85
Sub-total		0.00	232,242.90

Affi Int Detail FY 2004

Table of Contents**Affiliated Services Detail**

For the Fiscal Year 2004

Pacific Minerals Inc. / Bridger Coal

		BY AFFILIATE	BY UTILITY
	N/A	TO UTILITY	TO AFFILIATE
Components	SAP Acct	-SERVICES	-SERVICES
Fuel Purchased/Sold	1201XX	65,665,615.10	0.00
Benefits, Mgmt Fee, & Misc. Billings	116010	0.00	14,833,277.95
Royalty Billings	116011	0.00	0.00
Sub-total		65,665,615.10	14,833,277.95

Trapper Mining

	N/A	BY AFFILIATE	BY UTILITY
	N/A	TO UTILITY	TO AFFILIATE
Components	SAP Acct	-SERVICES	-SERVICES
Fuel Purchased/Sold	1201XX	8,132,289.64	0.00
Sub-total		8,132,289.64	0.00

PacifiCorp Foundation

	N/A	BY AFFILIATE	BY UTILITY
	N/A	TO UTILITY	TO AFFILIATE
Components	SAP Acct	-SERVICES	-SERVICES
Labor	116020	0.00	179,093.60
Benefits	116020	0.00	17,553.01
Misc. Other Expenses	116020	0.00	97,640.07
Sub-total		0.00	294,286.68

ScottishPower - N/A

	N/A	BY AFFILIATE	BY UTILITY
	N/A	TO UTILITY	TO AFFILIATE
Components	SAP Acct	-SERVICES	-SERVICES
Labor	116120	0.00	720,085.81
Labor	210720	7,817,615.30	0.00
Misc. Other Expenses	116120	0.00	0.00
Sub-total		7,817,615.30	720,085.81

Grand Summary

BY AFFILIATE	BY UTILITY
TO UTILITY	TO AFFILIATE
-SERVICES	-SERVICES

Edgar Filing: TELEFONICA S A - Form 20-F

Labor		699000	235,727.62	4,612,749.78
Vehicle/Equipment	b	699010	0.00	0.00
Worker s Comp & Occ Injuries	b	690001	0.00	(1,288.34)
Current Pension	b	690002	0.00	128,524.83
AD&D	b	690004	0.00	550.60
Admin Costs for 401K Program	b	690009	0.00	6,752.80
Pension Admin	b	690010	0.00	3,993.50
Current FAS 106	b	690011	0.00	122,095.08
Non-Current FAS106	b	690012	0.00	0.00
FAS 112	b	690013	0.00	10,442.84
Unused Leave	b	690016	0.00	24,003.25
Other Salary Overhead Assessment	c	690019	0.00	9,870.52
LTD Assessments	b	690021	0.00	10,456.31
Management Fee	c	690005	0.00	845,261.53
Facilities Services	c	690006	0.00	171,072.39
IT Network & Phone Services	c	690007	0.00	1,222,759.75
SERP Assessments	b	690020	0.00	72,743.44
Incentive Assessments	c	690022	4,500.00	0.00
Vehicle Lease Assessments	c	690024	0.00	0.00
IT Services Allocations	c	690025	0.00	1,986,401.85
Shared Services Chargebacks	c	690026	0.00	321,302.97
ROW/Property Mgt Allocation	c	690029	0.00	0.00
PC Supporting Services	c	690031	0.00	121,270.05
CBS Accounting Services	c	690032	0.00	42,049.31
Procurement	c	690034	0.00	0.00
T-PPM Long-term Wheeling		498803	0.00	3,297,384.90
T-PPM Imbalance Settlements		499805	0.00	(94,364.73)
Interco Transmission Line Loss Revenue		302701	0.00	169,881.88
Interco Transmission Firm Wheeling Revenue		302801	0.00	749,250.00
Interco Transmission Non-Firm Wheeling Revenue		302802	0.00	23,243.20
Interco Purchased Power Imbalance		505901	0.00	254,583.31
Corporate Legal		500850	0.00	0.00
Rent Expense		547581	17,005,015.52	0.00
Fuel Purchased/Sold		1201XX	194,387,188.09	0.00
Benefits, Mgmt Fee, & Misc. Billings		116010	0.00	14,833,277.95
Royalty Billings		116011	0.00	0.00
Pacificorp Foundation		116020	0.00	294,286.68
Scottish Power - A/R		116120	0.00	720,085.81
Scottish Power - A/P		210720	7,817,615.30	0.00
PERCO Service Revenue		364000	1,295,142.88	0.00
Total			220,745,189.41	29,958,641.46
Total of affiliates			220,745,189.41	29,958,641.46
			0.00	0.00

Affi Int Detail FY 2004

Table of Contents

Part II. Does any system company have a contract to purchase services or goods from any affiliate (other than a system company), or from a company in which any officer or director of the receiving company is a partner or owns 5% or more of any class of equity securities?

No

If the answer to Part II is yes, and the contract has not already been reported in Item 6, report such contracts in substantially the same detail as specified for Part I, also describing the affiliation.

Part III. Does any system company employ any other person for the performance on a continuing basis of management, supervisory or financial advisory services?

No

If the answer to Part III is yes, state the name of each such person, describe the contract, and the scope of the services and the annual consideration.

Table of Contents**ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES.**

ScottishPower UK Holdings Limited, a company organized under the laws of Scotland, whose location and business address is 1 Atlantic Quay Glasgow G2 8SP Scotland UK, is a foreign utility company, which is an intermediate holding company for Scottish Power plc's U.K. interest in the generation, transmission and distribution business and associated services. Listed below are also the other FUCOs held under ScottishPower UK Holdings Limited, and EWGs in the ScottishPower System.

In this section a conversion ratio of £1 to \$1.838 has been used

Part I(a)

Name of Company and Location	Holds Interest in Company	Descrip. of Facilities	Aggregate Investment Amount £ - \$	Retained Earnings as of 3/31/03	Company Debt/Eq. Ratio 3/31/03**
ScottishPower UK Holdings Limited (FUCO) - 1 Atlantic Quay Glasgow G2 8SP Scotland UK	Scottish Power plc	Holding Company	£596 million \$1,095 million	£190 million \$349 million*	0.00
Scottish Power UK plc (FUCO) - 1 Atlantic Quay Glasgow G2 8SP Scotland UK	Scottish Power UK Holdings Ltd	Holding Company	£592 million \$1,088 million	£14 million \$26 million*	2.71
SP Manweb plc England and Wales (FUCO) - 3 Prenton Way Prenton United Kingdom CH43 3ET	Scottish Power Investments Limited	Ownership & operation of distribution network	£554 million \$1,018 million	£648 million \$1,191 million*	0.07
Flying Cloud Power Partners, LLC Iowa (EWG)- 1125 NW Couch St, Suite 700, Portland, Oregon 97209	PPM Energy, Inc	44 MW wind generation project (UC)	\$46.9 million	\$.8 million	98% Debt 2% Equity
Klamath Energy LLC Oregon (EWG) - 1125 NW Couch St, Suite 700, Portland, Oregon 97209	PPM Energy, Inc	100 MW gas fired peaking plant	\$50.8 million	\$.1 million	102% Debt (2%) Equity

Table of Contents

Klondike Wind Power LLC - Oregon (EWG)- 1125 NW Couch St, Suite 700, Portland, Oregon 97209	PPM Energy, Inc	24 MW wind generation plant	\$18.1 million	\$.5 million	97% Debt 3% Equity
Moraine Wind LLC Minnesota (EWG) - 1125 NW Couch St, Suite 700, Portland, Oregon 97209	PPM Energy, Inc	51 MW wind generation plant	\$55.3 million	\$1.1 million	98% Debt 2% Equity
Phoenix Wind Power LLC California (EWG) - 1125 NW Couch St, Suite 700, Portland, Oregon 97209	PPM Energy, Inc	3 MW wind generation plant	\$2.0 million	\$.4 million	92% Debt 8% Equity
Mountain View Power Partners III LLC (EWG) - 1125 NW Couch St, Suite 700, Portland, Oregon 97209	PPM Energy Inc	22 MW wind generation plant	\$32.8 million	\$.1 million	99.7% Debt 0.3% Equity
Colorado Green Holdings LLC (EWG) - 1125 NW Couch St, Suite 700, Portland, Oregon 97209	Colorado Wind Ventures LLC	162.0 MW wind generation project	\$97.8 million	\$.1 million	60% Debt 40% Equity
PPM Alta Mesa LLC (EWG) - 1125 NW Couch St, Suite 700, Portland, Oregon 97209	PPM Energy Inc	40 MW wind generation project	N/A	N/A	N/A
Ivanhoe Wind Energy LLC (EWG) - 1125 NW Couch St, Suite 700, Portland, Oregon 97209	PPM	150 MW	N/A	N/A	N/A
Ivanhoe Wind Energy LLC (EWG) 1125 NW couch St, Suite 700, Portland, Oregon 97209	PPM Energy Inc	150 MW wind generation	N/A	N/A	N/A

Table of Contents

Mountain View Green LLC (EWG) - 1125 NW Couch St, Suite 700, Portland, Oregon 97209	PPM Energy Inc	N/A	N/A	N/A	N/A
---	----------------------	-----	-----	-----	-----

* Retained earnings have been calculated under UK GAAP as at the balance sheet date 31 March 2003

** The company debt/equity ratios have been calculated on the basis of excluding any short term bank and other deposits held.

Part I (b)

As of March 31, 2004, the aggregate capital invested directly or indirectly by ScottishPower plc in SPUK Holdings, SPUK or SP Manweb is set forth below. ScottishPower plc does not have aggregate capital invested in the EWGs.

<u>Name of Company</u>	<u>Common stock investment</u>	<u>Loans £ - \$</u>	<u>Guarantees £ - \$</u>
Scottish Power UK Holdings Limited (FUCO)	£596 million \$1,095 million	N/A	N/A
Scottish Power UK plc (FUCO)	£592 million \$1,088 million	£1,014.75* million \$1,865.11* million	N/A
Scotland			
SP Manweb plc England and Wales (FUCO)	£554 million \$1,018 million	N/A	£50 million \$91.9 million

* Direct loans from Scottish Power plc to Scottish Power UK plc and ScottishPower NA 1 Ltd, ScottishPower NA2 Ltd to Scottish Power UK plc

As of March 31, 2004, there was no debt or other financial obligations of an affiliate EWG, SPUK Holdings, SPUK or SP Manweb for which there is recourse, directly or indirectly to Scottish Power plc or another system company (other than an EWG or FUCO).

During the reporting period there were no transfers of assets from any system company (other than an EWG or FUCO) to an affiliate EWG, SPUK Holdings, SPUK or SP Manweb.

Part 1(c)

The ratio of debt to common equity for the affiliate EWGs, SPUK Holdings, SPUK and SP Manweb is set forth below.

Table of Contents

Name of Company	DEBT	Equity	Ratio of debt to equity	Retained Earnings
ScottishPower UK Holdings Limited	£0 million \$0 million*	£786 million \$1,445 million*	n/a	£190 million \$349 million**
Scottish Power UK plc	£2,743 million \$5,042 million*	£1,012 million \$1,860 million*	2.71	£14 million \$26 million**
SP Manweb plc	£50 million \$92 million*	£711 million \$1,307 million*	0.07	£648 million \$1,191 million**
Flying Cloud Power Partners, LLC	\$46.1 million	\$.8 million	98% Debt 2% Equity	\$.8 million
Klamath Energy LLC	\$51.8 million	(\$1.0 million)	102% Debt (2%) Equity	\$.1 million
Klondike Wind Power LLC	\$17.5 million	\$.6 million	97% Debt 3% Equity	\$.5 million
Moraine Wind LLC	\$54.2 million	\$1.1 million	98% Debt 2% Equity	\$1.1 million
Phoenix Wind Power LLC	\$1.8 million	\$.2 million	92% debt 8% Equity	(\$.4 million)
Mountain View Power Partners III LLC	\$32.7 million	\$.1 million	99.7% Debt 0.3% Equity	\$.1 million
Colorado Green Holdings LLC	\$117.0 million	\$78.5 million	60% Debt 40% Equity	\$.1 million
PPM Alta Mesa LLC	N/A	N/A	N/A	N/A
Ivanhoe Wind Energy LLC	N/A	N/A	N/A	N/A
Mountain View Green LLC	N/A	N/A	N/A	N/A

* As at 31 March 2003 under UK GAAP (to be updated by amendment upon receipt of 2004 UK GAAP data).

** Retained earnings have been calculated under UK GAAP as at the balance sheet date 31 March 2003 (to be updated by amendment upon receipt of 2004 UK GAAP data).

Key terms: FUCO means Foreign Utility Company - EWG means Exempt Wholesale Generator

Part I (d) As of the end of the reporting period there was one service contract between Scottish Power UK plc and PacifiCorp. See Attachment 1 to Form U-33-S, SEC File No. 73-00092 (filed July 30, 2004).

Part II Organization chart showing relationship of each EWG and FUCO to other system companies.

Table of Contents

FUCOs

ScottishPower plc

Scottish Power UK Holdings Limited

Scottish Power UK plc

ScottishPower Investments Limited

SP Manweb plc

EWGs

ScottishPower plc

ScottishPower NA 1 Ltd

ScottishPower NA 2 Ltd

PacifiCorp Holdings Inc

PPM Energy, Inc.

Flying Cloud Power Partners, LLC

Klamath Energy LLC

Klondike Wind Power LLC

Moraine Wind LLC

Phoenix Wind Power LLC

Mountain View Power Partners III

Colorado Green Holdings LLC

PPM Alta Mesa LLC

Ivanhoe Wind Energy LLC

Mountain View Green LLC

Edgar Filing: TELEFONICA S A - Form 20-F

Part III State aggregate investment in EWGs and FUCOS, respectively. Also state ratio of aggregate investment to the aggregate capital investment of the Scottish Power plc in PacifiCorp. ScottishPower's consolidated retained earnings calculated in accordance with US GAAP as of March 31, 2004 were \$3,860 million.

Investment in EWGs (USD \$ 303.7 million)

Investment in FUCOS (USD \$2,106 million)

Aggregate Investment in EWGs and FUCOs - USD \$ 2409.7 million

Aggregate Capital Investment in PacifiCorp - USD \$ 3,035 million

\$ 2,409.7 million

= Ratio 79.4 %

\$ 3,035 million

ITEM 10 FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit A Financial Statements incorporated herein by reference are as follows:

The financial statements of Scottish Power plc, Scottish Power UK Holdings Limited, ScottishPower NA 1 Limited, ScottishPower NA 2 Limited, PacifiCorp Holdings Inc., PacifiCorp Int'l Group Holdings Company, and, PPM Energy, Inc. and their subsidiaries, listed under ITEM 8 of their combined Annual Report on Form 20-F for the year ended March 31, 2004. See also PacifiCorp Form 10-K, SEC File No. 001-05152 (filed May 26, 2004) and Scottish Power plc Form 20-F, SEC File No. 001-14676 (filed June 25, 2004).

Exhibit B

Articles of organization and bylaws for each subsidiary. (Filed on Form SE)

Exhibit C

See Exhibit C of Form U5S filed 7/31/2001 File No. 001-14676

Table of Contents

Exhibit D

- D-1 Tax Allocation Agreement
- D-2 Summary of Indebtedness and Tax Worksheets (to be filed by amendment upon finalization of PHI federal income tax returns).

Exhibit E

None

Exhibit F

Financial Statements See also Form 20-F, SEC File No. 001-14676 (filed June 25, 2004).

Exhibit G

Organization chart as at March 31, 2004

Exhibit H

Separate Financials for EWGs and FUCOs

See also Form 20F, SEC File No. 001-14676 (filed June 25, 2004).

Table of Contents

SIGNATURE

Each undersigned system company has duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized pursuant to the requirements of the Public Utility Holding Company Act of 1935. The signature of each undersigned company shall be deemed to relate only to matters having reference to such company or its subsidiaries.

ScottishPower plc

By /s/ David T. Nish
David T. Nish
Finance Director

Attest:

/s/ Donald McPherson
Donald McPherson
Assistant Secretary

Verification

The undersigned, being duly sworn, deposes and says that he has duly executed the attached annual report dated August 2, 2004, for and on behalf of ScottishPower; 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 is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

/s/ David T. Nish
David T. Nish

Subscribed and sworn to before me this 2nd day of
August, 2004

/s/ Donald McPherson
My commission expires: - N/A