

BEFORE THE STATE ENGINEER OF OREGON

IN THE MATTER OF THE APPLICATION OF)
PORTLAND GENERAL ELECTRIC COMPANY)
FOR AN ORDER APPROVING THE ISSUANCE)
AND SALE OF FIRST MORTGAGE BONDS,)
4-3/4% SERIES DUE 1994, IN AN)
AGGREGATE PRINCIPAL AMOUNT OF)
\$18,000,000.)

O R D E R

On February 28, 1964, Portland General Electric Company, Licensee for Project No. 217 and hereinafter referred to as the "Applicant", filed an Application with the State Engineer of Oregon for an order for authority to issue and sell at negotiated sale to institutional purchasers, from time to time, not to exceed \$18,000,000 aggregate principal amount of its First Mortgage Bonds, 4-3/4% Series due 1994, (herein called the "Bonds"), at a price equal to 100% of the principal amount of said Bonds, plus accrued interest from April 1, 1964, to date of closing, all in accordance with several similar but separate Purchase Agreements between several institutional purchasers and the Applicant. Filed with the Application are exhibits and data pertaining to the proposed issuance and sale of said Bonds.

The proceeds (\$18,000,000), exclusive of accrued interest from the sale of the Bonds, will be used in part to refund the outstanding notes payable to banks, due August 5, 1964 (estimated to be \$17,000,000) which evidence loans obtained for temporarily financing the Applicant's construction program; the balance will be used to reimburse the Applicant's treasury in part for previous construction expenditures. The said notes payable to banks were approved by order of the State Engineer dated July 15, 1963.

The State Engineer, having fully considered the Application, exhibits and data submitted with the Application, and all of the files and records pertaining thereto on file with the State Engineer, and the purpose of the proposed issuance and sale of said Bonds and the use and the proceeds therefrom, insofar as such proceeds may be used in connection with the financing and construction of Project No. 217 pursuant to ORS 543.530 as modified in accordance with Section 3 of Chapter 224, Oregon Laws, 1961, FINDS:

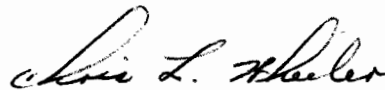
That, insofar as it is within the jurisdiction of the State Engineer of Oregon, the issuance and sale of said \$18,000,000 aggregate principal amount of Portland General Electric Company First Mortgage Bonds, 4-3/4% Series due 1994, at a price equal to 100% of the principal amount thereof, plus accrued interest from April 1, 1964 to date of closing.

(a) is for some lawful object of the Licensee, compatible with the public interest, and is necessary to, or appropriate for, the proper performance by the Licensee of the terms and conditions of the license issued for the above Project and will not impair its ability to perform the terms and conditions thereof; and

(b) is reasonably necessary and appropriate for such purposes.

NOW THEREFORE, IT IS ORDERED that insofar as the issuance and sale thereof is within the jurisdiction of the State Engineer and subject to the provisions of ORS 543.010 to ORS 543.620 inclusive, as amended by Chapter 224, Oregon Laws, 1961, Portland General Electric Company may issue and sell, at negotiated sale and from time to time, to such institutional purchasers in accordance with the terms and conditions set forth in the application, not to exceed \$18,000,000 aggregate principal amount of its First Mortgage Bonds, 4-3/4% Series due 1994, at a price equal to 100% of the principal amount thereof, plus accrued interest from April 1, 1964 to date of closing.

DATED at Salem, Oregon, this 13th day of March 1964.



CHRIS L. WHEELER
State Engineer