

BEFORE THE STATE ENGINEER OF OREGON

In the Matter of the Application)
of Portland General Electric)
Company for Authority to Issue)
Certain Notes)

PROJECT 217

ORDER

On April 17, 1964, Portland General Electric Company, Licensee for Project No. 217 (herein called the "Licensee"), filed an application with the State Engineer of Oregon for authority to issue not to exceed \$20,000,000 principal amount of its promissory notes under the terms of a Letter Agreement to be dated May 13, 1964, between the Licensee and The Chase Manhattan Bank and six other banks.

The application shows the following:

1. The Licensee is a corporation organized under the laws of Oregon and qualified to do business therein. Its principal place of business is at 621 S.W. Alder Street, Portland, Oregon 97205.

2. That Portland General Electric Company proposes to enter into a bank credit agreement dated May 13, 1964, with The Chase Manhattan Bank, The First National Bank of Oregon, The United States National Bank of Portland, The Marine Midland Trust Company of New York, The Bank of California, N. A. (Portland Oregon Branch); Harris Trust and Savings Bank and The Oregon Bank arranging for credit in the aggregate principal amount of \$20,000,000 to be borrowed from time to time upon notes issued by Portland General Electric Company to the said banks with a maturity date of May 12, 1965. The notes will bear interest from the date of each note until such note shall become due, at the prime commercial rate of The Chase Manhattan Bank prevailing on the fifth business day prior to the date of such note. The notes may be prepaid by the Licensee at any time or from time to time, in whole or in part, without penalty

upon payment of interest accrued to the date of such prepayment on the principal sum prepaid.

3. A copy of the Bank Credit Agreement and the form of promissory note were submitted as a part of the application.

Some portion of the funds to be borrowed pursuant to the Letter Agreement may be used in connection with the Round Butte Project No. 217 on the Deschutes River, in Jefferson County, Oregon. Any portion of said funds not used in connection with Project No. 217 will be used to finance other capital improvements to the Licensee not subject to the license by the State Engineer for the above Project.

The State Engineer having fully considered the application and all the files and records pertaining thereto on file with the State Engineer, and the purpose of the proposed notes and the use of 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 FINDS that the issuance of proposed notes is:

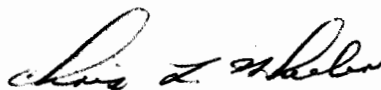
(a) for a lawful object of applicant as Licensee of Project No. 217, compatible with the Public interest, and is necessary to, and appropriate for, the proper performance by the Licensee of the terms and conditions of the license and will not impair the ability of the Licensee to perform said terms and conditions; and

(b) reasonably necessary and appropriate for such purposes.

NOW THEREFORE, IT IS ORDERED, that insofar as it is within the jurisdiction of the State Engineer, Portland General Electric Company may issue from time to time up to and including May 12, 1965, in

an aggregate principal amount not to exceed \$20,000,000 of its promissory notes in accordance with Letter Agreement dated May 13, 1964 and referred to herein.

DATED this 21st day of April, 1964.



CHRIS L. WHEELER
State Engineer