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August 12, 2005

ATTN: Document Control Desk
U.S. Nuclear Regulatory Commission
Washington, D.C. 20555-0001

Quad Cities Nuclear Power Station, Units 1 and 2
Facility Operating License Nos. 50254 and 265

Reference: Notification of Anticipated Stock Conversion.

I. INTRODUCTION

MidAmerican Energy Holdings Company ("MEHC") is an Iowa corporation with its principal place of business in Des Moines, Iowa. MEHC is an exempt public utility holding company under Section 3(a)(1) of the Public Utility Holding Company Act of 1935, as amended ("PUHCA"). One of MEHC's wholly owned subsidiaries is MidAmerican Energy Company ("MidAmerican Energy").

MidAmerican Energy is the holder, along with Exelon Generation Company, LLC (formerly Commonwealth Edison Company) ("EGC"), of Facility Operating Licenses Nos. DPR—29 and DPR—30 for Quad Cities Nuclear Power Station, Units 1 and 2 ("Quad Cities"). MidAmerican Energy holds a 25% ownership interest in Quad Cities, and is a minority, non-operating licensee. EGC owns the remaining 75% share of Quad Cities and is the licensed operator.

MEHC and MidAmerican Energy are filing this letter to inform the Nuclear Regulatory Commission ("NRC" or "the Commission") concerning certain changes in circumstances that may occur within the coming months.

AOI

II. BERKSHIRE HATHAWAY STOCK CONVERSION

MEHC anticipates that there will be a change in its upstream capital structure now that the new energy legislation, the Domenici-Barton Energy Policy Act of 2005 ("Energy Act"),¹ was signed into law by President Bush on August 8, 2005. Among other things, the Energy Act repeals PUHCA effective six months after enactment.

As a result of the repeal of PUHCA, Berkshire Hathaway Inc. ("Berkshire Hathaway") intends to convert its convertible preferred stock in MEHC into common shares, increasing Berkshire Hathaway's 9.9% voting interest in MEHC to a voting interest of approximately 83.75% (or 80.5% on a diluted basis) of the common stock of MEHC (the "Conversion"). This letter is to inform the Commission of that proposed Conversion.

MEHC is a privately owned company with publicly traded fixed-income securities.² The private investor group which currently owns MEHC consists of Berkshire Hathaway, Walter Scott, Jr. (including family interests), David Sokol (chairman and chief executive officer of MEHC) and Gregory Abel (president and chief operating officer of MEHC). Berkshire Hathaway currently has a voting interest in MEHC of approximately 9.9%.³ Voting control of MEHC currently rests with Mr. Scott. Since PUHCA was repealed, Berkshire Hathaway has the option of converting its preferred, non-voting stock to common stock. If Berkshire Hathaway chooses to proceed with the Conversion, Berkshire Hathaway will have a voting interest in MEHC and its subsidiaries, including MidAmerican Energy, of approximately 83.75%. Thus voting control over MEHC would be transferred from Mr. Scott to Berkshire Hathaway.

Significantly, there will be no new owners of MEHC as a result of the Conversion; only the relative voting interests of current owners will change. Upon Conversion,

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Berkshire Hathaway would have the rights of a common stockholder and the ability to elect the MEHC board of directors.

III. DE MINIMIS NRC CHANGES

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IV. CONCLUSION

It is respectfully submitted that inasmuch as: (1) there will be no changes to MidAmerican Energy, the non-operating licensee; (2) there will be no operational changes at MEHC (the holding company level); and (3) that the only change will be the relative voting interests of the investment group as described in this letter, these *de minimis* NRC changes do not trigger the threshold requiring that a formal license transfer application be filed. Accordingly, it is respectfully requested that additional formal NRC approvals not be required in connection with the Berkshire stock conversion, other than this notification filing, plus any additional information that the NRC Staff may request. Expedient handling of this matter is

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Sincerely yours,

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Samuel Behrends IV
Robert M. Andersen
Attorneys for MEHC

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IV. CONCLUSION

It is respectfully submitted that inasmuch as: (1) there will be no changes to MidAmerican Energy, the non-operating licensee; (2) there will be no operational changes at MEHC (the holding company level); and (3) that the only change will be the relative voting interests of the investment group as described in this letter, these de minimis NRC changes do not trigger the threshold requiring that a formal license transfer application be filed. Accordingly, it is respectfully requested that additional formal NRC approvals not be required in connection with the Berkshire stock conversion, other than this notification filing, plus any additional information that the NRC Staff may request. Expedient handling of this matter is

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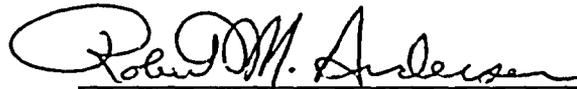
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Samuel Behrends IV
Robert M. Andersen
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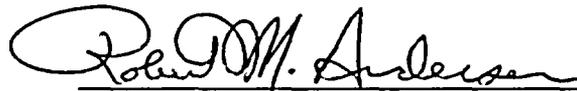
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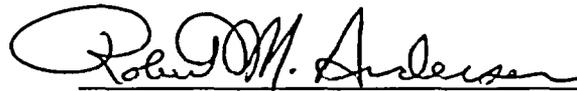
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MEHC and MidAmerican Energy are filing this letter to inform the Nuclear Regulatory Commission ("NRC" or "the Commission") concerning certain changes in circumstances that may occur within the coming months.

II. BERKSHIRE HATHAWAY STOCK CONVERSION

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As a result of the repeal of PUHCA, Berkshire Hathaway Inc. ("Berkshire Hathaway") intends to convert its convertible preferred stock in MEHC into common shares, increasing Berkshire Hathaway's 9.9% voting interest in MEHC to a voting interest of approximately 83.75% (or 80.5% on a diluted basis) of the common stock of MEHC (the "Conversion"). This letter is to inform the Commission of that proposed Conversion.

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It is respectfully submitted that inasmuch as: (1) there will be no changes to MidAmerican Energy, the non-operating licensee; (2) there will be no operational changes at MEHC (the holding company level); and (3) that the only change will be the relative voting interests of the investment group as described in this letter, these de minimis NRC changes do not trigger the threshold requiring that a formal license transfer application be filed. Accordingly, it is respectfully requested that additional formal NRC approvals not be required in connection with the Berkshire stock conversion, other than this notification filing, plus any additional information that the NRC Staff may request. Expedient handling of this matter is

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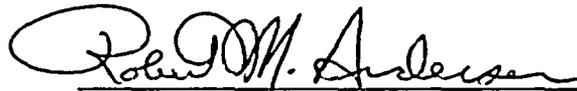
August 12, 2005

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We appreciate your attention to this matter. Should you have any questions or comments, please feel free to contact Sam Behrends, LeBoeuf, Lamb, Greene & MacRae, LLP, Suite 1200, Washington, D.C., 20009 (sbehrend@llgm.com) and Robert M. Andersen, LeBoeuf, Lamb, Greene & MacRae, LLP, Suite 1200, Washington, D.C. 20009 (randersen@llgm.com).

Sincerely yours,

A handwritten signature in cursive script, reading "Robert M. Andersen". The signature is written in black ink and is positioned above a horizontal line.

Samuel Behrends IV
Robert M. Andersen
Attorneys for MEHC

cc: D. Anderson, MidAmerican Energy Holdings Company
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IV. CONCLUSION

It is respectfully submitted that inasmuch as: (1) there will be no changes to MidAmerican Energy, the non-operating licensee; (2) there will be no operational changes at MEHC (the holding company level); and (3) that the only change will be the relative voting interests of the investment group as described in this letter, these de minimis NRC changes do not trigger the threshold requiring that a formal license transfer application be filed. Accordingly, it is respectfully requested that additional formal NRC approvals not be required in connection with the Berkshire stock conversion, other than this notification filing, plus any additional information that the NRC Staff may request. Expedient handling of this matter is

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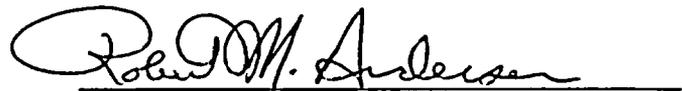
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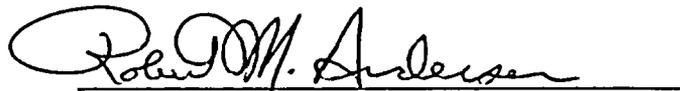
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IV. CONCLUSION

It is respectfully submitted that inasmuch as: (1) there will be no changes to MidAmerican Energy, the non-operating licensee; (2) there will be no operational changes at MEHC (the holding company level); and (3) that the only change will be the relative voting interests of the investment group as described in this letter, these de minimis NRC changes do not trigger the threshold requiring that a formal license transfer application be filed. Accordingly, it is respectfully requested that additional formal NRC approvals not be required in connection with the Berkshire stock conversion, other than this notification filing, plus any additional information that the NRC Staff may request. Expedient handling of this matter is

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Sincerely yours,



Samuel Behrends IV
Robert M. Andersen
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Samuel Behrends IV
Robert M. Andersen
Attorneys for MEHC

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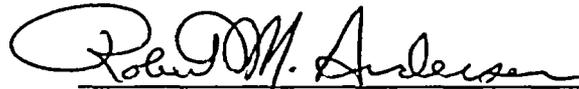
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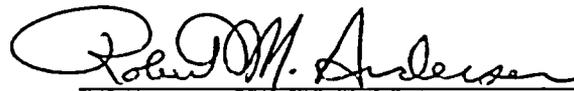
August 12, 2005

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Samuel Behrends IV
Robert M. Andersen
Attorneys for MEHC

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It is respectfully submitted that inasmuch as: (1) there will be no changes to MidAmerican Energy, the non-operating licensee; (2) there will be no operational changes at MEHC (the holding company level); and (3) that the only change will be the relative voting interests of the investment group as described in this letter, these de minimis NRC changes do not trigger the threshold requiring that a formal license transfer application be filed. Accordingly, it is respectfully requested that additional formal NRC approvals not be required in connection with the Berkshire stock conversion, other than this notification filing, plus any additional information that the NRC Staff may request. Expedient handling of this matter is

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