David F. Crabtree , #A5459 Deseret Generation & Transmission Co-operative 5295 South 300 West, Suite 500 Murray, Utah 84107 Telephone: 801-892-6500 Attorney for Deseret and its Members

BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH

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In the Matter of the Application of PacifiCorp and Scottish Power plc for an Order Approving the Issuance of PacifiCorp Common Stock

Docket No. 98-2035-04

OPENING BRIEF OF DESERET GENERATION & TRANSMISSION CO-OPERATIVE AND MEMBER CO-OPERATIVES

Deseret Generation & Transmission Co-operative ("Deseret") and its Member co-operatives ("Members") (Deseret and Members are referred to collectively as the "Cooperatives") submit this opening brief to summarize their position on issues raised by the proposed merger, as that position now stands in light of the stipulation entered into between Deseret and Applicants.

SUMMARY OF POSITION

Deseret and the Applicants have entered into a Stipulation dated August 2, 1999, a copy of which has been entered into the record in this proceeding and is attached hereto as Exhibit "A". The terms of the Stipulation speak for themselves.

Based on Applicants' undertakings in the Stipulation, and in reliance upon those undertakings, Deseret and the Members have agreed to recommend that the Commission approve the Application.

As noted in the Stipulation, Deseret and the Member Cooperatives continue to discuss with PacifiCorp various issues relating to the reliability, efficiency, and cost of assuring adequate electric service to rural areas of the state. In a few parts of the state isolated segments of PacifiCorp's service area are virtually surrounded by Cooperatives' service territory. Where that is the case there exists legitimate opportunity to reduce overall cost and boost reliability of service through sensible reallocation of responsibility to those local Cooperatives that are more intensely invested in serving local communities and the sparsely populated surrounding areas. In other places, needed maintenance and improvements must be made to existing PacifiCorp facilities on which both Deseret and PacifiCorp customers currently depend. As appropriate, Deseret and the Cooperatives will request the assistance and oversight of the Commission with respect to any issues of this nature which cannot be fairly addressed by the parties through good faith negotiation.

CONCLUSION

Deseret and the Cooperatives do not necessarily concur with all of the expressed opinions or the testimony of the witnesses proferred by the Applicants, nor with certain of the opinions expressed by Division witnesses in support of the merger. The position Deseret has taken in support of the merger is based in reliance upon the

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good faith adherence by the Applicants to the undertakings set forth in the Stipulation.

Pursuant to the terms of the Stipulation, the Cooperatives will continue to work diligently to ensure that no potential adverse consequences of the merger attend or fall upon those Utah residents which they serve.

DATED this 3rd day of September, 1999.

David F. Crabtree, Counsel for Deseret and its Members

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing was mailed, postage prepaid, this _____ day of September 1999, to the following:

Edward Hunter John Eriksson STOEL RIVES 201 South Main Street, Suite 1100 Salt Lake City, UT 84111

Brian W. Burnett CALLISTER NEBEKER & MCCULLOUGH 10 East South Temple, #800 Salt Lake City, UT 84133

Michael Ginsberg ASSISTANT ATTORNEY GENERAL 500 Heber M. Wells Building 160 East 300 South Salt Lake City, UT 84111

Douglas C. Tingey ASSISTANT ATTORNEY GENERAL Committee of Consumer Services 160 East 300 South, 5th Floor Salt Lake City, UT 84111

Daniel Moquin ASSISTANT ATTORNEY GENERAL 1594 West North Temple, Suite 300 Salt Lake City, UT 84116 F. Robert Reeder William J. Evans PARSONS BEHLE & LATIMER 201 South Main Street, Suite 1800 P.O. Box 45898 Salt Lake City, UT 84145-0898

Stephen R. Randle RANDLE DEAMER ZARR ROMRELL & LEE 139 East South Temple, Suite 330 Salt Lake City, UT 84111

Peter J. Mattheis Matthew J. Jones BRICKFIELD BURCHETTE & RITTS 1025 Thomas Jefferson Street, N.W. 800 West Tower Washington, D.C. 20007

Eric Blank Land and Water Fund of the Rockies 2260 Baseline Rd., Suite 200 Boulder, CO 80302

Matthew F. McNulty, III VANCOTT BAGLEY CORNWALL & MCARTHY 50 South Main Street, Suite 1600 P.O. Box 45340 Salt Lake City, UT 84145

Lee R. Brown Magnesium Corporation of America 238 North 2200 West Salt Lake City, UT 84116 Bill Thomas Peters David W. Scofield PARSONS DAVIES KINGHORN & PETERS 185 South State Street, Suite 700 Salt Lake City, UT 84111

Dr. Charles E. Johnson The Three Parties 1338 Foothill Blvd., Suite 134 Salt Lake City, UT 84108

Roger O. Tew 60 South 600 East, Suite 200 Salt Lake City, UT 84102

Steven W. Allred Salt Lake City Law Department 451 S. State, Suite 505 Salt Lake City, UT 84111

Paul T. Morris 3600 Constitution Blvd. West Valley City, UT 84119