

File

RECORDED

87 SEP 28 P 126

BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH

In the Matter of the Applica-	:	
tion of UTAH POWER & LIGHT COMPANY:	:	
and PC/UP&L MERGING CORP. (to be	:	CASE NO. 87-035-27
renamed PACIFICORP) for an Order	:	
Authorizing the Merger of UTAH	:	
POWER & LIGHT COMPANY AND	:	
PACIFICORP into PC/UP&L MERGING	:	
CORP. Authorizing the Issuance of	:	NOTICE OF
Securities, Adoption of Tariffs	:	INTERVENTION
Tariffs and Transfer of	:	
Certificates of Public Convenience	:	
Necessity and Authorities in	:	
Connection Therewith.	:	

The Utility Shareholder Association of Utah (the "Association"), pursuant to Rule 750-1-6-1 of this Commission's Rules of Practice and Procedure, hereby files notice with the Commission of its desire to intervene and seeks leave to intervene in the above-entitled case for the reasons hereinafter set forth:

1. The Association is a non-profit corporation. Its address and the addresses of the members of its Board of Trustees are as follows:

UTILITY SHAREHOLDER ASSOCIATION OF UTAH
 1200 Beneficial Life Tower
 36 South State Street
 Salt Lake City, Utah 84111

BOARD OF TRUSTEES

Robert G. Arnold
Chairman of the Board
Arnold Machinery Company
2975 West 2100 South
West Valley City, Utah 84119

Dr. Carlyle Harmon
Chairman of the Board
Eyring Research Institute, Inc.
1455 West 820 North
Provo, Utah 84601

Richard K. Hemingway
Chairman of the Board
Commercial Security Bancorporation
Commercial Security Bank Tower
50 South Main Street
P. O. Box 30815-0815
Salt Lake City, Utah 84130-0815

Raymond L. Hixon
Chairman of the Board
Bonneville Group, Inc.
200 East South Temple, #300
Salt Lake City, Utah 84111

Donald B. Holbrook
Attorney
Jones, Waldo, Holbrook & McDonough, P.C.
1500 First Interstate Plaza
170 South Main Street
Salt Lake City, Utah 84101

Dr. Kelly K. Matthews
Vice President and Economist
First Security Corporation
79 South Main Street
Salt Lake City, Utah 84111

George L. Moosman
Senior Vice President and
Senior Trust Officer
First Interstate Bank of Utah
180 South Main Street
Salt Lake City, Utah 84101

Dr. Alex G. Oblad
Distinguished Professor of
Metallurgical and Fuels Engineering
University of Utah
320 William C. Browning Building
Salt Lake City, Utah 84112

Howard W. Price
Personal Investments
2500 Olympus Drive
Salt Lake City, Utah 84117

Raymond P. Work
Engineering Consultant
690 16 Avenue
Salt Lake City, Utah 84103

Olof E. Zundel
Executive Director
Utility Shareholder Association of Utah
1200 Beneficial Life Tower
36 South State Street
Salt Lake City, Utah 84111

2. The Association has been authorized to represent its members, which include approximately 21,000 shareholders of utilities in the State of Utah, and which specifically includes numerous shareholders of Utah Power & Light Company ("UP&L").

3. The purposes of the Association are:

(a) To promote the common business interests of the shareholders of public utility companies and to improve business conditions for the shareholders of public utility companies.

(b) To unite in common organization shareholders in public utility companies so that their views may be adequately represented before the various state public service commissions.

(c) To educate political leaders and the public of the needs and desires of utility company shareholders.

(d) To improve the public's image of utility companies by informing the public of the problems and risks which utility companies encounter and the shareholders' view of the same.

(e) To promote and encourage the enactment of just and reasonable laws and ordinances affecting utility companies, and to oppose the enactment of laws and ordinances that would be unjust and unreasonable.

4. The Association has been granted standing by this Commission and by the Utah Supreme Court to appear in various matters in which the shareholder interests have been impacted.

5. The Association and its officers and trustees have a substantial and direct interest as representatives of certain of the shareholders of UP&L in these proceedings which may not be adequately represented by the Company. The Association believes that the intervention in these proceedings

will be of substantial assistance to the Commission in resolving the matters before it and in representing parties which would not otherwise be represented in these proceedings. UP&L has a possible conflict with regard to representing the interests of the existing shareholders of UP&L in that while it has a fiduciary obligation to the shareholders of UP&L to preserve and protect UP&L property, UP&L also has an obligation and fiduciary duty as a public utility to serve the public as required by Title 54 of the Utah Code, Utah Supreme Court rulings, and UP&L's certificates of public convenience and necessity.

6. As a representative of certain of the shareholders of UP&L, and of other public utilities, the Association desires to focus the attention of the Commission upon certain issues, the determination of which will, in the Association's' view, have significant potential impact on the present and future rights and interests of the Association's members.

7. The Association has a direct and substantial interest in this proceeding inasmuch as its members presently own the stock in UP&L. Their rights as shareholders will be impacted significantly by the decisions made by the Commission in this proceeding. The value of their shares and, in fact, the very nature of those shares will be impacted by this action.

8. If allowed to intervene, the Association will participate in such a manner as to encourage the speedy, efficient consideration of issues involved herein.

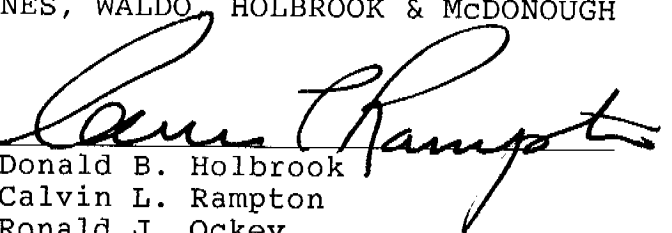
9. The Association seeks to be allowed to intervene in this matter as its interests may appear.

DATED this 28th day of September, 1987.

Respectfully submitted,

JONES, WALDO HOLBROOK & McDONOUGH

By

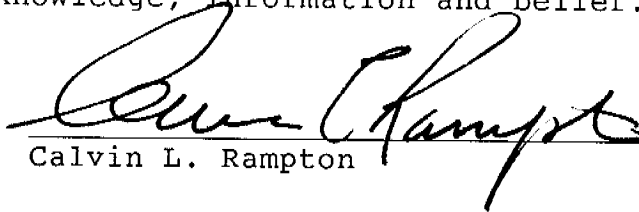

Donald B. Holbrook
Calvin L. Rampton
Ronald J. Ockey
L. R. Curtis, Jr.
Attorneys for the Shareholders
1500 First Interstate Plaza
170 South Main Street
Salt Lake City, Utah 84101

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

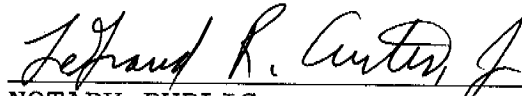
I, CALVIN L. RAMPTON, being first duly sworn, depose and state:

I am one of the counsel for the UTILITY SHAREHOLDER ASSOCIATION OF UTAH and I have read the foregoing Petition to

Intervene and know the contents thereof and that the contents are true to the best of my knowledge, information and belief.


Calvin L. Rampton

Subscribed and sworn to me this 28th day of September, 1987.


NOTARY PUBLIC
Residing at: Salt Lake County, Utah

My Commission Expires:

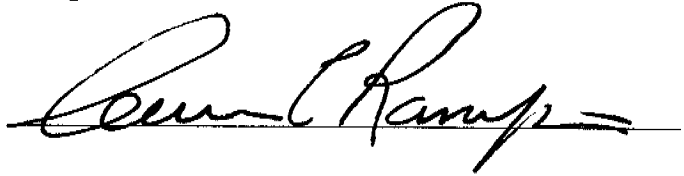
11-1-90

CERTIFICATE OF SERVICE

I hereby certify that on this 28th day of September, 1987, I caused to be mailed, postage prepaid, a true and correct copy of the foregoing Petition to Intervene to the following:

Sidney G. Baucom, Esq.
Thomas W. Forsgren, Esq.
Edward A. Hunter, Jr.
Utah Power & Light Company
1407 West North Temple
Salt Lake City, Utah 84110

George M. Galloway
Stoel Rives Boley Jones & Grey
Attorneys for PC/UP&L Merging Corp.
Suite 2300
900 S.W. Fifth Avenue
Portland, Oregon 97204

A handwritten signature in cursive script, appearing to read "George M. Galloway", written over a horizontal line.

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LRC