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UTAH PUBLIC
 SERVICE COMMISSION

Attorneys for the Utility Shareholder
 Association of Utah

BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH

IN THE MATTER OF THE	:	
APPLICATION OF UTAH POWER &	:	
LIGHT COMPANY, AND PC/UP&L	:	
MERGING CORP. (TO BE RENAMED	:	STIPULATED FACTS, FACTS
PACIFICORP) FOR AN ORDER	:	AND ISSUES IN DISPUTE,
AUTHORIZING THE MERGER OF	:	AND LIST OF EXHIBITS
UTAH POWER & LIGHT COMPANY	:	
AND PACIFICORP INTO PC/UP&L	:	Case No. 87-035-27
MERGING CORP. AND AUTHORIZING	:	
THE ISSUANCE OF SECURITIES,	:	
ADOPTION OF TARIFFS, AND	:	
TRANSFER OF CERTIFICATES OF	:	
PUBLIC CONVENIENCE AND	:	
NECESSITY AND AUTHORITIES IN	:	
CONNECTION THEREWITH.	:	

STIPULATED FACTS

Pursuant to the orders of the Commission issued February 26, 1988, and March 31, 1988, the Utility Shareholder Association of Utah filed proposed lists of facts to which the parties and the intervenors in these proceedings might stipulate as being uncontroverted and established for purposes

of this matter. The facts were listed under outline headings that paralleled in part the issues in this case as delineated in the September 15, 1987, memorandum to the Commission from its Staff.

The parties and intervenors, having considered said lists, hereby stipulate and agree that the following facts are established as true and correct for purposes of this matter, provided that this listing neither is nor is intended to be comprehensive of all relevant, material facts in this proceeding, that the listing of any particular fact does not preclude cross-examination on the subject matter of the fact during the course of the Commission hearing, and that any fact called into question by virtue of such cross-examination or by rebuttal or surrebuttal testimony may be controverted in argument or briefing. Furthermore, the mere appearance of an outline heading below, with facts listed underneath it, does not constitute any acknowledgement that a fact or issue is within the jurisdiction of the Commission or is otherwise properly presented in this matter.

Each fact is followed by an abbreviated citation to the record presently before the Commission. A key to these abbreviations is set forth in Attachment "A" hereto.

I. ORGANIZATION

A. Existing Corporate Structure.

1. Utah Power & Light ("UP&L") is a Utah corporation qualified to transact business and operate as an electric public utility in Utah, Idaho and Wyoming. Application at 3.

2. UP&L is subject to the jurisdiction of the Federal Energy Regulatory Commission. Application at 3.

3. UP&L services 510,000 retail customers in Southeastern Idaho, Southwestern Wyoming, and major portions of Utah and its service territory extends over approximately 90,000 square miles. Application at 4.

4. PacifiCorp is a Maine corporation qualified to transact business and operate as a public utility in California, Idaho, Oregon, Montana, Washington, and Wyoming. Application at 3.

5. PacifiCorp is subject to the jurisdiction of the Federal Energy Regulatory Commission. Application at 3.

6. PacifiCorp provides electric service to more than 670,000 retail customers in California, Idaho, Montana, Oregon, Washington, and Wyoming. Its electric service territories total approximately 63,000 square miles. Application at 4.

7. PacifiCorp is a diversified electric utility. DFB at 2.

8. PacifiCorp owns approximately 90% of NERCO, Inc. and 87% of Pacific Telecom, Inc. DFB at 2.

9. Telecom provides local and long-distance telephone and other communication services in Alaska and local service and access to the long-distance network in 7 other western states and Wisconsin. DFB at 3.

10. PacifiCorp is the owner of PacifiCorp Credit, Inc. which is primarily in the business of leasing capital and business equipment and lending against receivables and inventories. DFB at 3.

11. PacifiCorp owns PacifiCorp Finance which provides equity investments in leveraged lease transactions. DFB at 3.

12. The PP&L "board of directors" consists of five members who are members of the PacifiCorp Board and four others. DFB at 16.

B. Proposed Organizational Structure and Applicants' Intentions After the Merger.

13. UP&L and PacifiCorp have entered into an Agreement and Plan of Reorganization and Merger, attached as Exhibit "A" to the Application (hereinafter, "the Merger Agreement"), which sets out generally the Applicants' proposed structure for the Merged Company. Application at 2.

14. The Merged Company was incorporated in Oregon on August 11, 1987. The name of the company will be changed to PacifiCorp on the effective date of the merger. Application at 3.

15. The Merged Company will assume all outstanding debt obligations of UP&L and PacifiCorp, and the Merged Company will adopt all tariff schedules and service contracts of UP&L on file with the Commission and in effect at the time of the merger for service within all territories served prior to the merger by UP&L. Application at 2.

16. The Merged Company will issue shares of common and preferred stock upon conversion of outstanding shares of common and preferred stock of UP&L and PacifiCorp. Application at 2.

17. UP&L's common shareholders will receive between .909 and .957 shares of each new share of PacifiCorp stock and will own more than 40 percent of the shares of the new corporation. Except for shares owned by dissenters, outstanding UP&L preferred stock will be converted to preferred stock of the new corporation. DFB at 14.

18. The common stock of Utah Power will be converted into shares of the new corporation based on a formula derived from PacifiCorp's closing price during a ten-day computation period following final regulatory approval. DFB at 14.

19. The Merged Company will be the surviving entity of the merger. Application at 10.

20. The Merged Company will provide electric service to more than 1,180,000 retail customers throughout California, Idaho, Montana, Oregon, Utah, Washington, and Wyoming. Application at 10.

21. The Merged Company's electric service territory will aggregate approximately 153,000 square miles. Application at 10.

22. The Merged Company will continue to do business in all territories previously served by UP&L and will operate the business formerly conducted by UP&L as a division of the Merged Company under the assumed business name of Utah Power & Light Company. Application at 5-5.

23. The Merged Company will continue to do business in all territories previously served by PacifiCorp under the assumed business name of Pacific Power & Light Company. Application at 5-6.

24. PP&L and UP&L will be operated separately as divisions of PacifiCorp, but it is expected that the two power systems will be operated and planned on a single utility basis. RMB at 3.

25. It is intended that the president of each electric division will serve on the board of the other division. Division Responses VIII; FND at 8.

26. The directors and officers of UP&L at the effective date of the merger will become directors and officers of the Utah Power & Light Company division of the Merged Company. Application at 6.

27. The UP&L "board" will be formed similar to the existing PP&L Board. DFB at 16; FND at 8.

28. The UP&L "board" will have authority over such matters as annual construction budgets, purchase and disposition of utility property, and salaries and benefits. OTC at 5.

29. The Merger Agreement provides that after the merger, two former members of the UP&L Board of Directors and one person residing in UP&L service territory will be elected to the Board of Directors of the Merged Company; thereafter the Merged Company will seek further representation of persons in UP&L's service territory with the goal of having pro rata representation from UP&L's service territory. DFB at 15.

30. PP&L will continue to serve in Oregon, Washington, Idaho, Wyoming, California and Montana. FND at 9.

31. It is intended by the Applicants that UP&L subsidiaries such as ENI will continue under the present method of consolidation for the near future with earnings of ENI "below-the-line". The relationship will be evaluated in the future to determine whether ENI would appropriately fit into the entire corporate entity under some other arrangement. OTC at 9.

32. The Applicants have no plans to transfer the management or ownership of UP&L's coal properties to NERCO, Inc. DFB at 19-20.

33. It is intended that the UP&L division of the Merged Company will maintain its headquarters in Salt Lake City, Utah. Application at 6; DFB at 15.

34. The Applicants intend that the UP&L division will be afforded the same benefits and treatment as PP&L in the family of PacifiCorp business units. FND at 8.

II. FINANCIAL ISSUES

35. During 1986, UP&L paid \$116,775,000 in tax to various levels of government. This is broken down as follows: Federal government--\$72,440,000; school districts--\$19,338,000; and state and local governments--\$24,998,000. These taxes have provided significant benefits in the public interest to the various constituent groups involved. OTC at 18.

36. It is intended that the UP&L division of PacifiCorp will have a separate board, be afforded the same benefits and treatment as other business units, and will take key roles in defining PacifiCorp's strategy through

representation in a corporate policy group and the Merged Company board. Overall financial strategy will be determined by the PacifiCorp board, subject to regulatory approvals. Supp. FDR at 8.

37. UP&L's construction budget is currently approved by the UP&L Board of Directors. Supp. FDR at 7-8.

38. After the merger, long-term capital needed to meet construction needs and other capital requirements of the UP&L division will be raised by PacifiCorp. Supp. OTC at 15.

39. SEC forms 10-K, 10-Q and other SEC required filings will be prepared and filed for PacifiCorp at the corporate (PacifiCorp) level. It is anticipated that consolidation of financial statements will occur at the corporate level (PacifiCorp), although separate financial statements for UP&L and PP&L will continue to be maintained. OTC at 20-21.

III. CURRENT AND PROSPECTIVE LOADS AND LOAD SHAPES

A. Jurisdictional Loads and Forecasts.

1. Current and Historical Peak Load Levels and Total Energy Sales.

40. The historic peak load levels for PP&L are as follows: 1983, 4,380 MW; 1984, 4,245 MW; 1985, 4,253 MW; 1986, 3,841 MW. The historic total energy sales for PP&L were as follows: 1983, 24,403,998 MWh; 1984, 24,430,215 MWh; 1985, 27,117,787 MWh; 1986, 24,808,745 MWh. RMB Ex. 3.23, Tab 22, at 1 and RMB Ex. 3.2.

41. The historic peak load levels for UP&L were as follows: 1983, 2,206 MW; 1984, 2,326 MW; 1985, 2,303 MW; 1986, 2,394 MW. The historic total energy sales for UP&L were as follows: 1983, 17,271,601 MWh; 1984, 18,532,279 MWh; 1985, 19,246,242 MWh; 1986, 17,682,414 MWh. RMB Exhibit 3.23, Tab 22, at 1; RMB Ex. 3.2; and BNH Ex. 6.1.

42. PP&L's peak load occurs in the winter months of November through February; for 1986, the peak occurred on December 9. RMB Ex. 3.22, 7-11; RMB at 10; and BNH at 5-6.

43. UP&L's peak load occurs in the summer months; for 1986, the peak occurred on July 14. RMB Ex. 3.22, n.13; RMB at 10; and BNH at 5-6.

44. During the years 1983-1986, UP&L experienced an increase of 188 MW in firm peak load or 8.5% while PP&L experienced a decrease of 539 MW in peak load, or a minus 12.3%. UP&L's energy sales increased 2.4%, or 0.8% averaged annually, while PP&L had a 1.7% growth. BNH at 5 and BNH Ex. 6.1.

45. The estimated combined system historic jurisdictional energy sales would have been as follows: 1983, 32,142,038 MWh; 1984, 33,497,830 MWh; 1985, 34,497,197 MWh; 1986, 34,300,354 MWh. The estimated combined system historic total energy sales would have been as follows: 1983, 41,675,599 MWh; 1984, 43,012,494 MWh; 1985, 46,364,029 MWh; 1986, 42,491,151 MWh. RMB Exhibit No. 3.2; BNH at 6; BNH Ex. 6.2.

46. The recent historic combined coincident peak loads would have been as follows: 1983, 6,499 MW; 1984, 6,398 MW; 1985, 6,371 MW; 1986, 5,926 MW. RMB EX. 3.23, Tab 22, at 2; BNH at 6; BNH Ex. 6.2.

2. Current and Recent Historic Customer Class Mix of UP&L and PP&L.

47. In 1986, the number of customers for PP&L totalled 709,759, 80% of which were residential, 18% of which were commercial, 1% of which were irrigation, and 1% of which were industrial. In 1986, the number of customers for UP&L totalled 511,269, 89% of which were residential, 9% of which were commercial, and 2% of which were industrial. The number of customers in 1986 for the combined system would have been 1,221,028, 84% of which would have been residential, 14% of which would have been commercial, 1% of which would have been irrigation, and 1% of which would have been industrial. RMB Ex. No. 3.3 and BNH Ex. 6.7.

48. In 1986, the customer sales for PP&L totalled 19,849,119 MWh of which 33% were residential, 25% were commercial, 2% were irrigation, and 40% were industrial. In 1986, the customer sales for UP&L totalled 14,451,235 MWh of

which 25% were residential, 26% were commercial, 3% were irrigation, and 46% were industrial. For the combined system, the customer sales in 1986 would have totalled 34,300,354 MWh, of which 29% would have been residential, 25% would have been commercial, 3% would have been irrigation, and 43% would have been industrial. RMB Ex. No. 3.3 and BNH Ex. 6.7.

49. The class peak loads for UP&L in 1986 were as follows: residential, 892 MW; commercial, 1,138 MW; industrial, 782 MW. RMB Ex. No. 3.3 and BNH Ex. 6.3.

50. The coincident peaks for UP&L were as follows: residential, 19%; commercial, 48%; industrial, 33%. RMB Ex. No. 3.3 and BNH Ex. 6.3.

51. In 1986, the customer class mix would have been 84% residential, 14% commercial, 1% irrigation, and 1% industrial. The energy sales would have been 29% residential, 25% commercial, 3% irrigation, and 43% industrial. BNH Ex. 6.7.

B. Load Diversity.

1. Specific Load Shape Diversity Opportunities Which Exist Between UP&L and PP&L.

52. UP&L has a summer peak while PP&L has a winter peak. In addition there is inter-seasonal diversity. Supp., RMB at 12 and BNH at 13-14.

53. The estimated 1988-89 annual non-coincident peak for PP&L is 4,442 MW and for UP&L it is 2,426 MW. The diversity between the non-coincident annual peak and the non-coincident winter peak is 249 MW. The coincident peak for the combined companies is 6,542 MW. The difference between the coincident peak and the non-coincident annual peak (6,868 MW) is 326 MW. RMB Ex. 3.6 and BNH Ex. 6.6.

54. In 1986, the net diversity at the time of the combined peak was 393 MW. This net diversity is composed of 373 MW of seasonal diversity and 20 MW of hourly diversity (UP&L's loads tend to come earlier in the day because of the time zone difference). BNH at 17 and 19 and BNH Ex. 6.5.

55. The seasonal diversities in the peak month have been increasing in the past 4 years due to an increase in

UP&L's summer load over its winter load in those years. The hourly diversities tend to vary widely from year to year, but there do not appear to be any significant yearly trends. BNH at 17.

56. The forecasted annual peak load diversity for UP&L and PP&L for 1988-89 is as follows: UP&L July peak--2,426 MW capacity; PP&L winter peak--4,442 MW; non-coincident peak--6,868 MW; coincident annual peak--6,542 MW; annual peak load diversity--326 MW capacity. In 2,006-07, the annual peak load diversities forecast is: UP&L July peak--3,535 MW; PP&L winter peak--5,796 MW; non-coincident peak--9,331 MW; coincident annual peak--8,931 MW; annual peak load diversity--400 MW. RMB Ex. 3.7.

2. Merged Company's Opportunities

57. The combined system would peak in winter; however, this coincident peak would be substantially lower than the sum of the two systems' non-coincident annual peak loads. This annual peak load diversity would be 436 MW, based on 1986 actual loads. RMB at 10; RMB EX. 3.1, Fig. 3.6.

58. As merged utilities, the combined system peak load is reduced by the net diversity which was 393 MW in 1986, and is projected to be in excess of 350 MW in all of the future projected years. BNH at 21.

C. Impact of Industrial/Commercial Self-Generation "Bypass".

59. PP&L believes it can offer customers a superior alternative to self-generation and it endeavors to do so. DFB at 11.

60. To the extent the merger allows the Merged Company to lower its prices further, it will be in a better position to retain customers who may have considered self-generation. DFB at 11.

IV. RESOURCES

A. Current Generation Resources.

1. Current Complement of Generation Resources.

61. UP&L has a generating capability of 3,162 MW derived from thermal plants located in Wyoming and Utah and hydroelectric plants located in Idaho, Utah and Wyoming. Under average water conditions, approximately 3% of UP&L's energy is produced by hydroelectric plants and 86% is produced by coal-fired steam plants. The balance is obtained from geothermal resources, a gas turbine and purchases from other utilities and qualifying facilities. Application at 4.

62. Utah Power & Light's 1988 capacity resource mix consists of: System Hydro (118 MW), Carbon (171 MW), Naughton (710 MW), Huntington (815 MW), Hunter (1,001 MW) and other resources (131 MW), for a total capacity of 2,946 MW. The Carbon, Naughton, Huntington, and Hunter resources are coal-fired thermal resources. RMB Ex. 3.1, Fig. 3.2.

63. UP&L's current coal sources are sufficient to meet any anticipated energy requirements up to the year 2000. RMB Ex. 3.22, n.9.

64. PP&L's 1988 total system resource capability is approximately 5,859 MW, of which 3,073 MW or 52% is from coal-fired resources located in Wyoming (2,325 MW), Washington (608 MW), and Montana (140 MW). RMB at 5; RMB Ex. 3.1.

65. PP&L's present capacity resource mix consists of: BPA Peaking (1,027 MW), Purchased Hydro (583 MW), System Hydro (868 MW), Colstrip (140 MW), Wyodak (248 MW), Centralia (608 MW), Dave Johnston (750 MW), Jim Bridger (1,327 MW), and other resources (308 MW), for a total capacity of 5,859 MW. The Colstrip, Wyodak, Centralia, Dave Johnston, and Jim Bridger resources are coal-fired thermal resources. RMB Ex. 3.1, at 1.

66. PP&L owns or has partial interests in generating plants with a rated of capacity of 4,043 MW, primarily comprised of thermal plants located in Wyoming, Montana, and Washington, and hydroelectric plants located in California, Montana, Oregon, and Washington. Under average water conditions, approximately 66% of PP&L's energy requirements are

supplied by thermal plants and 16% by hydroelectric plants. The balance of approximately 18% is obtained under long-term purchase contracts (principally from hydroelectric facilities), interchange contracts, and other purchase arrangements. Appl. at 4-5.

67. The energy which BPA delivers to PP&L is exchanged for energy which PP&L returns using its coal-fired generating units. RMB at 6.

68. PP&L's hydroelectric facilities are constrained by several factors, including equipment failures, preventative maintenance requirements, precipitation, storage capability, irrigation, recreation, fishery requirements, and the variability of stream flows. RMB at 9.

69. PP&L's thermal power plant ownership is as follows. Dave Johnston: 750 MW; Jim Bridger: 1,327 MW; Centralia: 608 MW; Wyodak: 248 MW; and Colstrip: 140 MW. RMB EX. 3.1, Fig. 3.4.

70. 70% of PP&L's generation comes from coal-fired plants and approximately 30% comes from hydro-electric facilities. PP&L has terminated involvement in nuclear plants except for a 2.5% interest in the Trojan facility. Supp. DFB at 5.

2. Each Company's Current Reserve Capacity and Desired Reserve Margins; Dealing With Excess Reserves.

71. PP&L currently plans for peak reserves, during its winter season, of 950 MW, or approximately 19.7 percent of firm system capacity requirements, and 908 MW during the rest of the year. 2 Supp. RMB at 2.

72. UP&L's reserve obligation, consistent with the Intercompany Pool Agreement, is approximately 20 percent of firm system capacity requirements. Accordingly, the operating year reserve requirement for UP&L is 532 MW, with a 484 MW summer peak reserves. 2 Supp. RMB at 3.

73. PP&L presently meets its load following requirements through large base-load coal-fired generating

units and, to a lesser extent, hydroelectric generating resources and resources purchased and scheduled from other northwest utilities. However, PP&L's coal-fired resources are not designed nor equipped to respond to large or rapid load changes encountered during actual system operation. Consequently, PP&L's controllable mid-Columbia hydro resources provide the primary system load following services. RMB at 16.

74. UP&L's large coal-fired generating units are designed and equipped with automatic generating control devices and, thus, can provide system load following services. RMB at 16.

B. Expected Future Generation Resources.

1. UP&L's and PP&L's Expected Capacity Expansions and Reliance on Off-System Resources Without Merger.

75. In the absence of the merger, UP&L expects to make off-system purchases to meet future summer peak loads; this would first occur in the summer season of 1990. By 1998 transmission constraints on off-system purchases would require that new generation be installed; UP&L would plan to construct a 62 MW combustion turbine with additional capacity coming from 150 MW coal units. These same coal units would satisfy the need for new energy resources beginning in 2000-1. These purchases and investments are subject to purchases from qualifying facilities under PURPA. 2 Supp. RMB at 9.

76. In the absence of the merger, PP&L's projected energy resource requirements would outpace its existing energy resources by 1993 or 1994. RMB at 13.

77. PP&L's winter peak loads and energy needs require purchases of capacity beginning in 1990. That capacity may be purchased from BPA. Beginning in 1991, however, PP&L's contracts with BPA expire; PP&L, then, will need to replace its current capacity purchases from BPA. While PP&L is exploring a new contract with BPA, it is also exploring purchases from alternative sources. These sources may include: turbine improvements to existing thermal units, withdrawals of energy from firm sale to Southern California Edison Company, the exercise of options on co-generation of several of PP&L's

industrial customers, optional conservation programs, purchases from BPA, and purchases of winter capacity from California utilities and the installation of combustion turbines. 2 Supp. RMB at 10 and RMB EXhibit 3.22, n. 159.

V. IMPACT OF CHANGING RELATIVE ENERGY PRICES.

78. PP&L is seeking higher growth through sales and marketing, economic development, new energy services, and mergers and acquisitions. DFB at 7-8.

79. PP&L's economic development activities include: researching 20 economic areas and identifying industries with the best potential for development in each area; interesting companies in PP&L's service territory and then assisting customers with such things as permits, zoning, and financial backing through non-utility sources. PP&L is also providing "energy services" by providing tailor-made energy systems. DFB at 9-10.

VI. BENEFITS AND COSTS OF MERGER

A. Benefits to this State.

1. UP&L Customers.

80. Prior to the effective date of the merger, the Merged Company intends to file with the Commission its adoption of UP&L's then effective tariff schedules and service contracts as its own for service to customers theretofore served by UP&L. Application at 13.

81. Attached to UP&L's responses to information Request No. 10 and 11 of UMPA, dated November 24, 1987, are true and accurate copies of UP&L's current retail schedule for each jurisdiction, including all schedules and/or riders referenced by said retail schedules. In addition, attached also are UP&L's rate schedules filed with FERC.

2. UP&L Employees.

82. The merger will not adversely affect union relations because UP&L has union contracts which will be honored by the Merged Company. RND at 12.

B. Other Benefits.

83. The Merged Company has agreed that after the merger, UP&L will continue to receive bids from suppliers in accord with its policies and procedures consistent with the judgment of permanent injunction as and against UP&L entered in the matter of the Special Salt Lake County Grand Jury 1986 term as that judgment may be modified. OTC at 22-23.

84. A merger will have no effect on the coal refund in UP&L jurisdictions. OTC at 23.

FACTS AND ISSUES IN DISPUTE

The following facts and issues are expressly not agreed and stipulated to, one or more parties or intervenors anticipating dispute with at least some aspect of each. Furthermore, the mere appearance of a fact or issue below does not constitute any acknowledgement that such a fact or issue is within the jurisdiction of the Commission or is otherwise properly presented in this matter.

1. External financing needs of both UP&L and PP&L are not substantial. The merger will further reduce external funding requirements because of anticipated reductions in construction requirements and interest rate reductions of operating expenses due to consolidation and combination of certain administrative functions. PacifiCorp's utility operations are expected to generate sufficient internal funds to fund nearly all ongoing construction requirements. Supp. FDR at 1-2; Supp. OTC at 7-8.

2. The Merged Company should be able to generate internally most of the capital needed for utility operations and thus UP&L's operations should not be significantly dependent on external financing for capital improvements. The

Commission will still have the ability, after the merger, to respond to any inadequate level of capital spending in the context of the ratemaking process. Supp. FDR at 6-7.

3. The merger will postpone the energy needs of the combined system until 1997 or 1998. RMB at 13 and Application at 11.

4. The Merged Company's avoided costs should be lower than the current avoided costs for either of the separate systems because of the ability of the Merged Company to postpone the required capacity of energy resource additions and because of the increased availability of lower-cost resource options. RMB at 13.

5. The reduction in net requirements for the Merged Company results from the peak load diversity between the systems and a reduction in reserve requirements. Specifically, the merger can reduce allocated reserves in the range of 200-500 MW. 2 Supp. RMB at 13.

6. As a result of the merger, PP&L will avoid purchase of new winter capacity and UP&L will avoid purchase of new summer capacity beginning in 1989-90; capacity purchases may be reduced by more than 300 MW; and UP&L's required investments for new generating capacity will also be avoided by expanded transmission interconnections. The merger would also postpone a need for new energy resources from 1993-94 until 1997-8. At the same time, UP&L's investments in coal units can be reduced or avoided to the extent that firm energy purchases from BPA or other sources are more cost effective. 2 Supp. RMB at 15.

7. UP&L's capacity resource needs will be reduced through greater reserve sharing through expanded interconnections. RMB at 11.

8. PP&L has helped attract or return more than 2,500 jobs in its service territory and has adopted a goal of creating 10,000 new basic industry jobs by 1992 to generate 1.4 million megawatt-hours of additional sales and \$52 million of added revenue. DFB at 9-10; DFB Ex. 2-4, Tab 1, Item No. 1.

9. The merger between PacifiCorp and UP&L will result in a 5-10% decrease in rates to UP&L customers over the next four years. FND at 3; FDR at 2; DFB at 21.

10. The merger is not in the public interest. Nucor Response to Proposed List of Stipulated Facts, and Issues and Facts in Dispute, March 24, 1988 ("Nucor Response"), at 2.

11. The merger will have a detrimental effect on the workability of the Energy Balancing Account ("EBA"). Nucor Response at 2.

12. The merger should not be approved unless Nucor and other large industrial customers are granted transmission access rights. Nucor Response at 2.

13. The alleged benefits of the merger can be obtained more easily and efficiently through power sales contracts. Nucor Response at 3.

14. The form of the post-merged company as proposed by the Applicants will be inefficient since the present utilities will be operated as separate divisions. Nucor Response at 3.

15. Unless a full merger occurs and the two utilities are operated as one instead of two divisions, Utah rate payers will be deprived of the benefits, if any, of the merger. Nucor Response at 3.

16. Regulation by the Utah Public Service Commission will be more difficult after the merger than before the merger. Nucor Response at 3.

17. The Utah Commission will face intractable problems in certifying and identifying the existence and allocation of the benefits of the merger to the Utah ratepayers. Nucor Response at 3.

18. Absent the merger, UP&L could have reserves sufficient to serve its peak loads well beyond 1990 by increasing the relative amount of interruptible load on its system and by increased use of cogeneration. Nucor Response at 3.

19. The merger could have a deleterious impact upon the avoided cost rates in UP&L service territory. Nucor Response at 3.

20. The merger will have a detrimental effect on competition in the wholesale power market and will allow the Applicants to control for their exclusive benefit a vital segment of the Western transmission network. Nucor Response at 3.

21. The Applicants have not conducted a study which analyzes the impact of the merger on the quality of service to interruptible customers. Nucor Response at 3.

22. The Applicants have made a specific commitment to preserve the pre-merger quality of service to interruptible customers. Nucor Response at 3.

23. Retail wheeling is in the public interest. Nucor Response at 4.

24. The staffing reductions predicted by the Applicants as a merger benefit are overstated and could be achieved without a merger. Nucor Response at 4.

25. The Applicants have not identified with specificity any efficiency gains from the merger. Any potential efficiency gains from the merger can only be identified by conducting a detailed management audit-type study. Nucor Response at 4.

26. The elimination of competition between PP&L and UP&L as a result of the merger will decrease economic efficiency and will eliminate options for industrial customers. Nucor Response at 4.

LIST OF EXHIBITS

It is also agreed and stipulated that the following exhibits to testimony, attachments and other documents are authentic and admissible as evidence, and are represented by the parties or intervenor offering them as true and accurate:

Applicants' 1.0 (Application)

Applicants' 1.1 (Agreement and Plan of Reorganization and Merger between PacifiCorp Maine,

Utah Power, and Merging Corp., dated August 12, 1987, Attached as Exhibit "A" to the Application)

Applicants' 1.2 (Names, titles and addresses of the principal officers of UP&L, PacifiCorp, and the Merged Company, Attached as Exhibit "B" to the Application)

Applicants' 1.3 (Map of the territories served by UP&L, Attached to the Application as Exhibit "C" to the Application)

Applicants' 1.4 (Map of the territories served by Pacific Power, Attached to the Application as Exhibit "D" to the Application)

Applicants' 1.5 (Debt to be Assumed by PacifiCorp Oregon as of July 31, 1987, Attached as Exhibit "E" to the Application)

Applicants' 1.6 (Lists of all Franchises Owned, Controlled or Operated by Utah Power and Pacific Power, Attached as Exhibit "F" to the Application)

Applicants' 1.7 (Pacific Power's FERC Form 1 Annual Report, Attached as Exhibit "G" to the Application)

Applicants' 1.8 (Securities Proposed to be Issued upon Conversion of Utah Power and PacifiCorp Maine Common and Preferred Stock, Attached as Exhibit "H" to the Application)

Applicants' 1.9 (Copies of the Articles of Incorporation [with amendments to date] for UP&L, PacifiCorp, and the Merged Company, Attached as Exhibit "I" to the Application)

Applicants' 1.10 (Copies of the By-Laws [with Amendments to Date] for UP&L, PacifiCorp, and the Merged Company, Attached as Exhibit "J" to the Application)

Applicants' 1.11 (Resolutions of Directors Authorizing the Merger, Attached as Exhibit "K" to the Application)

Applicants' 1.12 (Brief Description of the Mortgages, Trust Deeds, and Indentures Securing the Obligations of UP&L and PacifiCorp, Attached as Exhibit "L" to the Application)

Applicants' 1.13 (Form 10K for UP&L and PacifiCorp, Attached as Exhibit "M" to the Application)

Applicants' 1.14 (Balance Sheets [as of June 30, 1987] and Pro Forma, in Conformity with the Forms Set Forth in the Annual Reports for UP&L and PacifiCorp, Attached as Exhibit "N" to the Application)

Applicants' 1.15 (Comparative Income Statements [for the Twelve Months Ended June 30, 1987] and Pro Forma, in Conformity with the Forms Set Forth in the Annual Reports for UP&L and PacifiCorp, Attached as Exhibit "O" to the Application)

Applicants' 1.16 (Statement of Returned Earnings [for the Period Covered by the Income Statements for the Twelve Months Ended June 30, 1987], Attached as Exhibit "P" to the Application)

Applicants' 1.17 (Statement [as of July 31, 1987] Attached as Exhibit "Q" to the Application, Showing for Each Class in Series of Capital Stock: Brief Description, the Amount Authorized [Face Value and Number of Shares], the Amount Outstanding [Exclusive of Any Amount Held in the Treasury], Amount Held as Reacquired Securities, Amount Pledged, Amount owed by Affiliated Interests and Amount Held in Any Fund.)

Applicants' 1.18 (Statement [as of July 31, 1987], Attached as Exhibit "R" to the Application, Showing for Each Class in Series of Long-Term Debt Notes: Brief Description [Amount, Interest Rate and Maturity], Amount Authorized, Amount Outstanding [Exclusive of Any Amount Held in the Treasury], Amount Held as Reacquired Securities, Amount Pledged, Amount Held by Affiliated Interests, and Amount in Sinking and other Funds.)

Applicants' 1.19 (Statement by Primary Account of the Cost of the Facilities and Applicable

Depreciation Reserves Involved in the Merger, Attached as Exhibit "S" to the Application)

Applicants' 1.20 (Copy of the Proposed Journal Entries To Be Used to Record the Merger upon the Books, Attached as Exhibit "T" to the Application)

Applicants' 1.21 (Registration Statement which will be filed with the SEC, Attached as Exhibit "U" to the Application)

Applicants' 1.22 (Statement of the Amount of Interest Paid During the Year Ended December 31, 1986, and the Rates Thereof, Attached as Exhibit "V" to the Application)

Applicants' 1.23 (Rates and Amounts of Dividends Paid upon Each Class of Stock During Each of the Five Calendar Years Preceding the Application, Attached as Exhibit "W" to the Application)

Applicants' 1.24 (Form 10-Q's for UP&L and PacifiCorp, attached as Exhibit "X" to the Application)

Applicants' 1.25 (Form 8-K's for UP&L and PacifiCorp, Attached as Exhibit "Y" to the Application)

Applicants' 2.0 Substituted Testimony of Frank N. Davis (Davis)

Applicants' 2.1 (Davis) (Exhibit 1.1 to the Substituted Testimony of Frank E. Davis List of Footnotes to that Davis Testimony)

Applicants' 2.2 (Davis) (Exhibit 1.2, Tab 1 to the Substituted Testimony of Frank E. Davis is a comparison of UP&L Book Value to Market Price of Common Stock.

Applicants' 2.3 (Davis) (Exhibit 1.2, Tab 2 to the Substituted Testimony of Frank E. Davis: Memorandum from Messrs. Griffiths and Davies to Dalley)

Applicants' 2.4 (Davis) (Exhibit 1.2, Tab 3 to the Substituted Testimony of Frank E. Davis: Highlights of 1987 UP&L Budget)

Applicants' 2.5 (Davis) (Exhibit 1.2, Tab 4 to the Substituted Testimony of Frank E. Davis: Chart of Merged Company Board of Directors)

Applicants' R2.0 Rebuttal Testimony of Frank N. Davis (Davis)

Applicants' 3.0 Substituted and Supplemental Substituted Testimony of David F. Bolender (Bolender)

Applicants' 3.1 (Bolender) (Exhibit 2.1 to the Substituted Testimony of David F. Bolender: Series of Corporate Organization Charts)

Applicants' 3.2 (Bolender) (Exhibit 2.2 to the Substituted Testimony of David F. Bolender: Map of PacifiCorp operations)

Applicants' 3.3 (Bolender) (Exhibit 2.3 to the Substituted Testimony of David F. Bolender: List of Footnotes to His Testimony)

Applicants' 3.4 (Bolender) (Exhibit 2.4, Tab 1 to the Substituted Testimony of David F. Bolender: Series of Documents Entitled Economic Development)

Applicants' 3.5 (Bolender) (Exhibit 2.4, Tab 2 to the Substituted Testimony of David F. Bolender: Series of Documents Entitled Decentralization)

Applicants' 3.6 (Bolender) (Exhibit 2.4, Tab 3 to the Substituted Testimony of David F. Bolender: series of Documents Entitled Competition)

Applicants' 3.7 (Bolender) (Exhibit 2.4, Tab 4 to the Substituted Testimony of David F. Bolender: Series of Documents Entitled Strategic Plan)

Applicants' 3.8 (Bolender) Exhibit 2.4, Tab 5, to the Substituted Testimony of David F. Bolender: Series of Target Industry Studies, Process Steam Studies, and Market Tracking Report)

Applicants' 3.9 (Bolender) (Exhibit 2.4, Tab 6 to the Substituted Testimony of David F. Bolender:

Series of Documents Entitled Board of Directors Minutes)

Applicants' 3.10 (Bolender) (Exhibit 2.4, Tab 7 to the Substituted Testimony of David F. Bolender: Series of Documents Entitled Miscellaneous)

Applicants' 3.11 (Bolender) (Exhibit 2.4, Tab 8 to the Substituted Testimony of David F. Bolender: Series of Documents Entitled Miscellaneous)

Applicants' 3.12 (Bolender) (Exhibit 2.4, Tab 9 to the Substituted Testimony of David F. Bolender: Series of Documents Entitled Operating Benefits)

Applicants' R3.0 Rebuttal Testimony of David F. Bolender (Bolender)

Applicants' 4.0 Substituted and Supplemental Substituted Testimony of Orrin T. Colby (Colby)

Applicants' 4.1 (Colby) (Exhibit 4.1 to the Substituted Testimony of O.T. Colby: Exhibits to the Application)

Applicants' 4.2 (Colby) (Exhibit 4.2 to the Substituted Testimony of O.T. Colby: Chart of PacifiCorp's Organization)

Applicants' 4.3 (Colby) (Exhibit 4.3 to the Substituted Testimony of O.T. Colby: Rating Agency Reports on the Proposed Merger)

Applicants 4.4 (Colby) (Exhibit 4.4 to the Substituted Testimony of O.T. Colby: Comparative Information Between PP&L and UP&L for Year Ended 12/31/86)

Applicants' 4.5 (Colby) (Exhibit 4.5 to the Substituted Testimony of O.T. Colby: Pro Forma of UP&L and PacifiCorp)

Applicants' 4.6 (Colby) (Exhibit 4.6 to the Substituted Testimony of O.T. Colby: Footnotes to His Substituted Testimony)

Applicants' 4.7 (Colby) (Exhibit 4.7, TAB 1, to the Substituted Testimony of O.T. Colby: Statement of Retained Earnings)

Applicants' 4.8 (Colby) (Exhibit 4.7, TAB 2, to the Substituted Testimony of O. T. Colby: Restricted Retained Earnings Sheet)

Applicants' 4.9 (Colby) (Exhibit 4.7, TAB 3, to the Substituted Testimony of O. T. Colby: Possible Intercompany Cost Allocations)

Applicants' 4.10 (Colby) (Exhibit 4.7, TAB 4, to the Substituted Testimony of O. T. Colby: Chart of the Separate Board of Directors of the Merged Company)

Applicants' 4.11 (Colby) (Exhibit 4.7, TAB 5, to the Substituted Testimony of O. T. Colby: Series of Charts Regarding the Pro Forma Costs of Long-Term Bonds and Preferred Stock of PacifiCorp)

Applicants' 4.12 (Colby) (Exhibit 4.7, TAB 6, to the Substituted Testimony of O. T. Colby: UP&L's Capitalization Ratios from 1984 through 1986)

Applicants' 4.13 (Colby) (Exhibit 4.7, TAB 7, to the Substituted Testimony of O. T. Colby: Salomon Brothers, Inc. Research Report on Electric Utility Dividends)

Applicants' R4.0 Rebuttal Testimony of Orrin T. Colby, Jr. (Colby)

Applicants' R4.1 (Colby) (Exhibit 3.1 to the Rebuttal Testimony of O. T. Colby: Utah Power & Light Company Possible "Double-Count" of Power Supply Related Merger Benefits, Utah Jurisdictional)

Applicants' R4.2 (Colby) (Exhibit 3.2 to Rebuttal Testimony of O. T. Colby: Response to Data Request of Division of Public Utilities Request, Dated October 28, 1987)

Applicants' 5.0 Substituted and Supplemental Substituted Testimony of Fredric D. Reed (Reed)

Applicants' 5.1 (Reed) (Exhibit 5.1 to the Substituted Testimony of Frederic D. Reed: Dividend Payout Ratio for PacifiCorp for Years 1980 through 1986)

Applicants' 5.2 (Reed) (Exhibit 5.2 to the Substituted Testimony of Frederic D. Reed: PP&L and UP&L Consolidated Operating Benefits)

Applicants' 5.3 (Reed) (Exhibit 5.3 to the Substituted Testimony of Frederic D. Reed: Footnotes to His Testimony.)

Applicants' R5.0 Rebuttal Testimony of Fredric D. Reed (Reed)

Applicants' R5.1 (Reed) (Exhibit 4.1 to Rebuttal Testimony of F. D. Reed: Miscellaneous Letters)

Applicants' R5.2 (Reed) (Exhibit 4.2 to Rebuttal Testimony of F. D. Reed: Software Lists of Programs Used by Both Companies)

Applicants' R5.3 (Reed) (Exhibit 4.3 to Rebuttal Testimony of F. D. Reed: Pacific Power Internal Correspondence Letter Dated February 19, 1988)

Applicants' R5.4 (Reed) (Exhibit 4.4 to Rebuttal Testimony of F. D. Reed: Miscellaneous Letters)

Applicants' 6.0 Substituted and Supplemental Substituted Testimony of Bruce N. Hutchinson (Hutchinson)

Applicants' 6.1 (Hutchinson) (Exhibit 6.1 to the Substituted Testimony of B. N. Hutchinson: Historical Peak Loads and Energy Sales of PP&L and UP&L)

Applicants' 6.2 (Hutchinson) (Exhibit 6.2 to the Substituted Testimony of B. N. Hutchinson: Historical Coincidental Peak Load and Energy Sales for Combined Companies)

Applicants' 6.3 (Hutchinson) (Exhibit 6.3 to the Substituted Testimony of B. N. Hutchinson: Class Mix of Separate and Combined Companies)

Applicants' 6.4 (Hutchinson) (Exhibit 6.4 to the Substituted Testimony of B. N. Hutchinson: Forecasting Methodologies)

Applicants' 6.5 (Hutchinson) (Exhibit 6.5 to the Substituted Testimony of B. N. Hutchinson: Chart of UP&L and PP&L Individual and Combined Loads)

Applicants' 6.6 (Hutchinson) (Exhibit 6.6 to the Substituted Testimony of B. N. Hutchinson: Forecast of Annual Peak Load Diversity for UP&L and PP&L)

Applicants' 6.7 (Hutchinson) (Exhibit 6.7 to the Substituted Testimony of B. N. Hutchinson: Historical Customer Class Information for UP&L)

Applicants' 6.8 (Hutchinson) (Exhibit 6.8 to the Substituted Testimony of B. N. Hutchinson: Components of Historical Peak Loads and Energy Sales for UP&L)

Applicants' 7.0 Substituted Supplemental Testimony of S. R. Faigle (Faigle)

Applicants' R7.0 Rebuttal Testimony of S. R. Faigle (Faigle)

Applicants' R7.1 (Faigle) (Exhibit 5.1 to Rebuttal Testimony of S. R. Faigle: Two Percent Reduction to T-34 Revenues by Rate Schedules and Revenue Classes without Reducing Schedule 35, Actual Year 1986, for State of Utah, Regarding UP&L)

Applicants' R7.2 (Faigle) (Exhibit 5.2 to Rebuttal Testimony of S. R. Faigle: UP&L Study of Amax: Percentage and Cost Comparison of Amax's Acquired Energy)

Applicants' 8.0 Rebuttal Testimony of Verl R. Topham (Topham)

Applicants' 8.1 (Topham) (Exhibit 6.1 to the Rebuttal Testimony of Verl R. Topham: Agreement Respecting Transmission Facilities and Services)

Applicants' 8.2 (Topham) (Exhibit 6.2 to the Rebuttal Testimony of Verl R. Topham: Wheeling Policy)

Applicants' 9.0 Substituted and Supplemental Substituted Testimony of Rodney M. Boucher (Boucher)

Applicants' 9.1 (Boucher) (Exhibit 3.1 to the Substituted Testimony of Rodney M. Boucher: Series of Charts of Pacific Power's Resource Mix)

Applicants' 9.2 (Boucher) (Exhibit 3.2 to the Substituted Testimony of Rodney M. Boucher: Chart of System Jurisdictional Peak Load and Energy Sales Information)

Applicants' 9.3 (Boucher) (Exhibit 3.3 to the Substituted Testimony of Rodney M. Boucher: Chart of the Breakdown of Power by Type of Customer.

Applicants' 9.4 (Boucher) (Exhibit 3.4 to the Substituted Testimony of Rodney M. Boucher: Breakdown of Off-System Sales for the Years 1983 through 1986)

Applicants' 9.5 (Boucher) (Exhibit 3.5 to the Substituted Testimony of Rodney M. Boucher: Chart of Existing Sales for UP&L)

Applicants' 9.6 (Boucher) (Exhibit 3.6 to the Substituted Testimony of Rodney M. Boucher: Estimated 1988-1989 Annual Peak Load Diversity)

Applicants' 9.7 (Boucher) (Exhibit 3.7 to the Substituted Testimony of Rodney M. Boucher: Forecast of Annual Peak Load Diversity for UP&L and PP&L)

Applicants' 9.8 (Boucher) (Exhibit 3.8 to the Substituted Testimony of Rodney M. Boucher: Series of Lists of UP&L and PP&L's Generating Resources)

Applicants' 9.9 (Boucher) (Exhibit 3.9 to the Substituted Testimony of Rodney M. Boucher: Chart of Peak Reserves)

Applicants' 9.10 (Boucher) (Exhibit 3.10 to the Substituted Testimony of Rodney M. Boucher: Series of Charts for UP&L and PP&L Loads and Resources Summaries)

Applicants' 9.11 (Boucher) (Exhibit 3.11 to the Substituted Testimony of Rodney M. Boucher: Series of Charts Regarding PP&L's Loads and Resource Summaries)

Applicants' 9.12 (Boucher) (Exhibit 3.12 to the Substituted Testimony of Rodney M. Boucher: Series of Charts Outlining Combined UP&L and PP&L Loads and Resource Summaries)

Applicants' 9.13 (Boucher) (Exhibit 3.13 to the Substituted Testimony of Rodney M. Boucher: Series of Charts Outlining PP&L and UP&L Off-System Purchased Power)

Applicants' 9.14 (Boucher) (Exhibit 3.14 to the Substituted Testimony of Rodney M. Boucher: Series of Charts Outlining Capacity Resource Additions)

Applicants' 9.15 (Boucher) (Exhibit 3.15 to the Substituted Testimony of Rodney M. Boucher: Series of Charts Outlining Energy Resource Additions.

Applicants' 9.16 (Boucher) (Exhibit 3.16 to the Substituted Testimony of Rodney M. Boucher: Summary of Alternative Resources (1994) for PP&L)

Applicants' 9.17 (Boucher) (Exhibit 3.17 to the Substituted Testimony of Rodney M. Boucher: Series of Charts Entitled Merged System Capacity Resource Additions)

Applicants' 9.18 (Boucher) (Exhibit 3.18 to the Substituted Testimony of Rodney M. Boucher: Series of Charts Entitled Merged System Energy Resource Additions)

Applicants' 9.19 (Boucher) (Exhibit 3.19 to the Substituted Testimony of Rodney M. Boucher: Series of Charts Entitled Interchange Points for Area Controlled Termination)

Applicants' 9.20 (Boucher) (Exhibit 3.20.a to the Substituted Testimony of Rodney M. Boucher: Map Showing Transmission Lines from the Dave Johnson Plant to the Jim Bridger Plant)

Applicants' 9.21 (Boucher) (Exhibit 3.20.b to the Substituted Testimony of Rodney M. Boucher: Map Showing Transmission Lines Between the Jim Bridger Plant and the Naughton Plant)

Applicants' 9.22 (Boucher) (Exhibit 3.21 to the Substituted Testimony of Rodney M. Boucher: Five Year Forecast Construction Expenditure Summary)

Applicants' 9.23 (Boucher) (Exhibit 3.22 to the Substituted Testimony of Rodney M. Boucher: Footnotes to His Testimony)

Applicants' 9.24 (Boucher) (Exhibit 3.23 to the Substituted Testimony of Rodney M. Boucher: Index of Tabs)

Applicants' 9.25 (Boucher) (Exhibit 3.23, Tab 1, to the Substituted Testimony of Rodney M. Boucher: Pacific Power & Light, 1985 System Load Forecast, Volumes 1 through 4, April 1986)

Applicants' 9.26 (Boucher) (Exhibit 3.23, Tab 2, to the Substituted Testimony of Rodney M Boucher: Pacific Northwest Coordination Agreement, Sep. 64, with Addendums no. 1 and 2, and Settlement Agreement)

Applicants' 9.27 (Boucher) (Exhibit 3.23, Tab 3, to the Substituted Testimony of Rodney M. Boucher: The Intercompany Pool Agreement, 1 Sep. 73, and Revisions.

Applicants 9.28 (Boucher) (Exhibit 3.23, Tab 4, to the Substituted Testimony of Rodney M. Boucher: Letter, IPC, 5 Aug. 87, Subject: 1987-88 ICP Forced Outage Reserve Allocations)

Applicants' 9.29 (Boucher) (Exhibit 3.23, Tab 4, to the Substituted Testimony of Rodney M.

Boucher: Letter, IPC, 10 Nov. 87, Subject: Revised 1987-88 ICP Forced Outage Reserve Allocations)

Applicants' 9.30 (Boucher) (Exhibit 3.23, Tab 5, to the Substituted Testimony of Rodney M. Boucher: PNCA Forced Outages Reserve Allocations Letter, dated 30 Jul. 87)

Applicants' 9.31 (Boucher) (Exhibit 3.23, Tab 6, to the Substituted Testimony of Rodney M. Boucher: Pacific's BPA Peaking Power Contract)

Applicants' 9.32 (Boucher) (Exhibit 3.23, Tab 7, to the Substituted Testimony of Rodney M. Boucher: PP&L's Monthly Load and Resource Balance.

Applicants' 9.33 (Boucher) (Exhibits 3.23, Tab 7, to the Substituted Testimony of Rodney M. Boucher: UP&L's Monthly Load and Resource Balance)

Applicants' 9.34 (Boucher) (Exhibit 3.23, Tab 7, to the Substituted Testimony of Rodney M. Boucher: Merged System's Monthly Load and Resource Balance)

Applicants' 9.35 (Boucher) (Exhibit 3.23, Tab 8, to the Substituted Testimony of Rodney M. Boucher: List of PP&L's and UP&L's Purchased Power Contracts)

Applicants' 9.36 (Boucher) (Exhibit 3.23, Tab 9, to the Substituted Testimony of Rodney M. Boucher: Study of BPA peaking capability, Executive Summary)

Applicants' 9.37 (Boucher) (Exhibit 3.23, Tab 10, to the Substituted Testimony of Rodney M. Boucher: BPA Wholesale Rate Schedule)

Applicants' 9.38 (Boucher) (Exhibit 3.23, Tab 11, to the Substituted Testimony of Rodney M. Boucher: Long Term Power Sales Agreement Between PP&L and Southern California Edison Company)

Applicants' 9.39 (Boucher) (Exhibit 3.23, Tab 12, to the Substituted Testimony of Rodney M. Boucher: PP&L's power sales contract with BPA)

Applicants' 9.40 (Boucher) (Exhibit 3.23, Tab 13, to the Substituted Testimony of Rodney M. Boucher: Hydro runoff information (59 years) - 1985 highlighted)

Applicants' 9.41 (Boucher) (Exhibit 3.23, Tab 14, to the Substituted Testimony of Rodney M. Boucher: Financial analysis)

Applicants' 9.42 (Boucher) (Exhibit 3.23, Tab 15, to the Substituted Testimony of Rodney M. Boucher: PP&L Avoided Cost Filing with the Oregon PUC, 29 May 87)

Applicants' 9.43 (Boucher) (Exhibit 3.23, Tab 16, to the Substituted Testimony of Rodney M. Boucher: System One Line)

Applicants' 9.44 (Boucher) (Exhibit 3.23, Tab 17, to the Substituted Testimony of Rodney M. Boucher: Five year Transmission Construction Forecast)

Applicants' 9.45 (Boucher) (Exhibit 3.23, Tab 18, to the Substituted Testimony of Rodney M. Boucher: WSCC Study of WAPA Phase Shifters)

Applicants' 9.46 (Boucher) (Exhibit 3.23, Tab 19, to the Substituted Testimony of Rodney M. Boucher: Chart, Title: Comparison of Competing Fuel Prices (\$/BBL), dated Jul. 87)

Applicants' 9.47 (Boucher) (Exhibit 3.23, Tab 20, to the Substituted Testimony of Rodney M. Boucher: BPA Draft Environmental Impact Statement, Volume 2, Subject: Proposed Long Term Intertie Access Policy)

Applicants' 9.48 (Boucher) (Exhibit 3.23, Tab 21, to the Substituted Testimony of Rodney M. Boucher: FERC Notice of Inquiry, Docket No. RM85-17-000)

Applicants' 9.49 (Boucher) (Exhibit 3.23, Tab 22, to the Substituted Testimony of Rodney M. Boucher: Utah Power & Light's Memorandum, dated 10 Feb. 87)

Applicants' 9.50 (Boucher) (Exhibit 3.23, Tab 23, to the Substituted Testimony of Rodney M. Boucher: Same as Tab 19)

Applicants' 9.51 (Boucher) (Exhibit 3.23, Tab 24, to the Substituted Testimony of Rodney M. Boucher: Power Resource Statistics Department Report No. 009)

Applicants' 9.52 (Boucher) (Exhibit 3.23, Tab 25, to the Substituted Testimony of Rodney M. Boucher: Utah Division of Public Utilities, Information Request DPU 1-6.d.(10))

Applicants' 9.53 (Boucher) (Exhibit 3.23, Tab 26, to the Substituted Testimony of Rodney M. Boucher: Utah Division of Public Utilities, Information Request DPU 3-28)

Applicants' 9.54 (Boucher) (Exhibit 3.23, Tab 27, to the Substituted Testimony of Rodney M. Boucher: Utah Division of Public Utilities, Information Request DPU 3-29)

Applicants' 9.55 (Boucher) (Exhibit 3.23, Tab 28, to the Substituted Testimony of Rodney M. Boucher: BPA Contract No. 14-03-29136, Exhibit D)

Applicants' 9.56 (Boucher) (Exhibit 3.23, Tab 29, to the Substituted Testimony of Rodney M. Boucher: Streamflow, Columbia River, Banks Lake, Klamth River Depletions)

Applicants' 9.57 (Boucher) (Exhibit 3.23, Tab 30, to the Substituted Testimony of Rodney M. Boucher: Coordinated System Firm Resources, Existing July 1, 1985)

Applicants' 9.58 (Boucher) (Exhibit 3.23, Tab 31, to the Substituted Testimony of Rodney M.

Boucher: Pacific Northwest Power Planning and Conservation Act)

Applicants' 9.59 (Boucher) (Exhibit 3.23, Tab 32, to the Substituted Testimony of Rodney M. Boucher: Jim Bridger High Tension Trouble and Interruption Report)

Applicants' 9.60 (Boucher) (Exhibit 3.23, Tab 33, to the Substituted Testimony of Rodney M. Boucher: Report: Least-Cost Utility Planning, Edison Electric Institute, Oct. 85)

Applicants' 9.61 (Boucher) (Exhibit 3.23, Tab 34, to the Substituted Testimony of Rodney M. Boucher: Letter from Washington Utilities and Transportation Commission, dated 19 Feb. 87, Subject: Least-Cost Planning)

Applicants' 9.62 (Boucher) (Exhibit 3.23, Tab 35, to the Substituted Testimony of Rodney M. Boucher: PP&L, UP&L and Merged System 1987 Loads and Resources Forecast)

Applicants' 9.63 (Boucher) (Exhibit 3.23, Tab 36, to the Substituted Testimony of Rodney M. Boucher: Letter, UP&L, dated 23 Sep. 87, Subject: UP&L Company Transfer Capability)

Applicants' 9.64 (Boucher) (Exhibit 3.23, Tab 37, to the Substituted Testimony of Rodney M. Boucher: PNUCC Northwest Regional Forecast, Table II-1)

Applicants' 9.65 (Boucher) (Exhibit 3.23, Tab 38, to the Substituted Testimony of Rodney M. Boucher: Western Systems Coordinating Council, Planned Facilities Through 1994 and Possible Transmission Beyond this Period, dated 1 Jan. 87)

Applicants' R9.0 Rebuttal Testimony of Rodney M. Boucher (Boucher)

Applicants' R9.1 (Boucher) (Exhibit 7.1 to Rebuttal Testimony of R. M. Boucher: Colorado-Ute Electric Association, Inc. Memo from Larry R. Day to

Members of the Loop Flow Working Group, Dated
February 11, 1988)

Applicants' R9.2 (Boucher) (Exhibit 7.2 to
Rebuttal Testimony of R. M. Boucher: Official
Stenographer's Report of March 17, 1988 Hearing Before
FERC)

Applicants' 10.0 Substituted Testimony of
Dennis P. Steinberg (Steinberg)

Applicants' 10.1 (Steinberg) (Exhibit 8.1 to
the Substituted Testimony of Dennis P. Steinberg List
of Estimated Power Supply Savings From Merger)

Applicants' 10.2 (Steinberg) Exhibit 8.2 to the
Substituted Testimony of Dennis P. Steinberg: Chart of
Total Cost Associated With Capacity, Energy and
Transmission Additions)

Applicants' 10.2 (Steinberg) (Exhibit 8.3 to
the Substituted Testimony of Dennis P. Steinberg:
Chart of the Estimated Net Power Cost Savings From
Merger)

Applicants' 10.3 (Steinberg) (Exhibit 8.4 to the
Substituted Testimony of Dennis P. Steinberg: Chart
of the Estimated Net Power Cost Savings from Merger)

Applicants' 10.4 (Steinberg) (Exhibit 8.5 to
the Substituted Testimony of Dennis P. Steinberg:
Chart of the Merged Model PP&L and UP&L Net Power
Costs Analysis)

Applicants' 10.5 (Steinberg) (Exhibit 8.6 to
the Substituted Testimony of Dennis P. Steinberg:
Footnotes to His Testimony)

Applicants' R10.0 Rebuttal Testimony of Dennis P.
Steinberg (Steinberg)

Applicants' R10.1 (Steinberg) (Exhibit 8.1 to
Rebuttal Testimony of D. P. Steinberg: Summary of
Long Range Resource Plan Benefits, 1988-2007)

Applicants' R10.2 (Steinberg) (Exhibit 8.2 to Rebuttal Testimony of D. P. Steinberg: Schedule NF-87, Non-Firm Energy Rate)

Applicants' R10.3 (Steinberg) (Exhibit 8.3 to Rebuttal Testimony of D. P. Steinberg: Pacific Power & Light Company Analysis of Reserve Requirements, Autonomous Systems)

Applicants' R10.4 (Steinberg) (Exhibit 8.4 to Rebuttal Testimony of D. P. Steinberg: Pacific Power & Light Company Recalculation of Joint Dispatch Benefits in Mr. Goff's Testimony)

Applicants' R10.5 (Steinberg) (Exhibit 8.5 to Rebuttal Testimony of D. P. Steinberg: MPC Purchase Benefits)

Applicants' R10.6 (Steinberg) (Exhibit 8.6 to Rebuttal Testimony of D. P. Steinberg: Work Papers Supporting Rebuttal Testimony of Dennis P. Steinberg)

Applicants' R10.7 (Steinberg) (Revisions to Exhibits 8.1-8.6 to the Substituted Third Supplemental Testimony of D. P. Steinberg)

Applicants' R10.8 (Steinberg) (Revisions to Exhibit 8.7 to the Substituted Third Supplemental Testimony of D. P. Steinberg)

Applicants' R10.9 (Steinberg) (Revisions to Exhibit 3.14: Capacity Resource Additions)

Applicants' R10.10 (Steinberg) (Revisions to Exhibit 3.15: Energy Resource Additions)

Applicants' R10.11 (Steinberg) (Revisions to Exhibit 3.18: Revised Merged System Energy Resource Additions--Base Case)

Applicants' R10.12 (Steinberg) (Revisions to Exhibit 8.7, Tab 2: Plant Data (Part I))

Applicants' R10.13 (Steinberg) (Revisions to Exhibit 8.7, Tab 2B: Regional Data)

Applicants' R10.14 (Steinberg) (Revisions to Exhibit 8.7, Tab 3: Pacific-Utah Merged Model Difference with Some of the Stand Alone, Net Power Cost Analysis)

UAMPS 1.0 Testimony of Anton Tonc (Tonc)

UAMPS 1.1 (Tonc) (Prefiled testimony of Verl R. Topham before FERC)

UAMPS 1.2 (Tonc) (Rebuttal testimony of Verl R. Topham before FERC)

UAMPS 1.3 (Tonc) (March 17, 1988 letter from Carolyn S. McNeil to Verl Topham)

UAMPS 1.4 (Tonc) (March 17, 1988 letter from Robert A. Slack to Verl Topham)

UAMPS 1.5 (Tonc) (Prepared direct testimony of E. Allan Mosher before FERC)

UAMPS 1.6 (Tonc) (Rebuttal testimony of Verl R. Topham before FERC)

UAMPS 1.7 (Tonc) (UP&L March 8, 1988 hearing before FERC)

Nucor 1.0 Direct Testimony of Robert Spann (Spann)

Nucor 1.1 (Spann) (Resume)

Nucor 1.2 (Spann) (Carol L. Hunter response to joint data request of Nucor & Amax)

Nucor 1.3 (Spann) (February 23, 1988 memo from Michael Gregory to Steve Walton)

Nucor 1.4 (Spann) (Affidavit of Robert M. Spann in the Matter of UP&L and PC/UP&L Merging Corp. Application for Order Authorizing Merger of UP&L and PacifiCorp)

Amax 1.0 Prepared Direct Testimony of John J. Reed (Reed)

Amax 1.1 (Reed) (Summary of testimony experience)

Amax 1.2 (Reed) (Response to information requests regarding UP&L and Nucor Steel, and first data request regarding UP&L/PacifiCorp merger)

Amax 1.3 (Reed) (Application before the Utah PSC for approval of agreement between UP&L and Amax includes Affidavit of Lee R. Brown)

Amax 1.4 (Reed) (Percentage and cost comparison of Amax's acquired energy)

Amax 1.5 (Reed) (Nucor and Amax joint data requests: Robert R. Dalley, respondent)

Amax 1.6 (Reed) (Response to information request regarding UP&L and Amax, and first data request regarding UP&L/PacifiCorp merger)

Geneva 1.0 Prepared Direct Testimony of Joseph A. Cannon (Cannon)

Geneva 2.0 Prepared Direct Testimony of Curtis Winterfeld (Winterfeld)

Geneva 2.1 (Winterfeld) (Benefits attributable to merger from reduced construction)

Geneva 2.2 (Winterfeld) (Impact of economic development program for Utah Power & Light)

Geneva 2.3 (Winterfeld) (Benefits attributable to merger from software programs in common to PP&L/UP&L)

Geneva 2.4 (Winterfeld) (Estimate of annual insurance costs for UP&L)

Geneva 2.5 (Winterfeld) (Analysis by applicants of reductions in labor costs attributable to merger)

Geneva 2.6 (Winterfeld) (Benefits Attributable to Merger From Administrative Combinations)

Geneva 2.7 (Winterfeld) (An excerpt from an electrical utility performance study, 1972-1984--National Association of Regulatory Utility Commissioners)

Geneva 2.8 (Winterfeld) (Comparison of selected data for 41 major electrical utilities)

Geneva 2.9 (Winterfeld) (Benefits attributable to merger from factors other than power supply)

Geneva 3.0 Prepared Direct Testimony of Randall P. Goff (Goff)

Geneva 3.1 (Goff) (Record of testimony and regulatory experience of Goff)

Geneva 3.2 (Goff) (Bonneville Power Administration schedule NR-87 new resource firm power rate)

Geneva 3.3 (Goff) (Long-run power supply benefits from merger)

Geneva 3.4 (Goff) (Possible Southern California Edison firm sale)

Geneva 3.5 (Goff) (Net benefit (cost) from additional sale without merger)

Geneva 3.6 (Goff) (Additional non-firm sale by UP&L as a separate company)

Geneva 3.7 (Goff) (Bonneville Power Administration schedule CF-87 firm capacity rate)

Geneva 4.0 Prepared Direct Testimony of Robert J. Grow (Grow)

Geneva 4.1 (Grow) (Excerpts from applicant, PC/UP&L Merging Corp., form S-4 registration statement)

Geneva 4.2 (Grow) (UP&L 1987 annual report)

Geneva 4.3 (Grow) (Excerpts from prefiled testimony of Kenneth L. Elgin before the Washington Utilities and Transportation Commission)

Geneva 4.4 (Grow) (Transcript of proceedings before the Washington Utilities and Transportation Commission)

Geneva 4.5 (Grow) (Excerpts from rebuttal testimony of Fredrick D. Reed before FERC)

Geneva 4.6 (Grow) (Transcript of proceedings before the Montana PSC)

Geneva 4.7 (Grow) (Transcript of proceedings before the Wyoming PSC)

Geneva 4.8 (Grow) (Stipulation before the Oregon PUC)

Geneva 4.9 (Grow) (Minutes of the meeting of the PacifiCorp Board of Directors, August 12, 1987)

Geneva 4.10 (Grow) (Transcript of proceedings before the Idaho PUC, January 19, 1988)

Geneva 4.11 (Grow) (Minutes of special meeting of the Board of Directors of UP&L, August 7 and August 12, 1987)

Geneva 4.12 (Grow) (Prefiled testimony of William K. Drummond before the Washington PUC, February 9, 1988)

Geneva 4.13 (Grow) (Selected charts from the PacifiCorp power supply business plan)

Geneva 5.0 Prepared Direct Testimony of David T. Helsby (Helsby)

Geneva 5.1 (Helsby) (Record of testimony submitted by David T. Helsby)

Geneva 5.2 (Helsby) (Select pages from testimonies of D.F. Bolender and Frederick D. Reed)

before Washington Utilities and Transportation Commission, D.F. Bolender before Montana PSC, and prefiled testimony of Frederick D. Reed before FERC)

Geneva 5.3 (Helsby) (Select pages from transcript of testimony of Orrin T. Colby, Jr. before FERC)

Geneva 5.4 (Helsby) (UP&L response to fifth information request of Committee of Consumer Services)

Geneva 5.5 (Helsby) (Acquisition analysis of UP&L, Power supply business plan, First Boston report)

Geneva 5.6 (Helsby) (Settlement documents regarding PG&E and SCE and settlement documents regarding Idaho Power Company and Montana Power Company)

Committee 1.0 Direct Testimony of Robert K. Weatherwax (Weatherwax)

Committee 1.1 (Weatherwax) (Bibliography)

Committee 1.2 (Weatherwax) (Report by SERA entitled Quantification of Benefits Resulting from Proposed Merger Between PacifiCorp and UP&L, for the Utah Committee of Consumer Services)

Committee 2.0 Direct Testimony of Stephen S. Bernow (Bernow)

Committee 2.1 (Bernow) (Resume)

Committee 2.2 (Bernow) (Report on the Cost Allocation Issue Arising from the Proposed Merger of UP&L and PacifiCorp, prepared for Committee of Consumer Services)

Committee 3.0 Prefiled Testimony of Jeffrey T. Williams (Williams)

Committee 3.1 (Williams) (Resume)

Committee 4.0 Direct Testimony of Neil Talbot (Talbot)

Committee 4.1 (Talbot) (Resume)

Committee 4.2 (Talbot) Report entitled, The Impacts of the Proposed Merger on UP&L's Energy Balancing Account, prepared for Committee of Consumer Services)

Committee 4.3 (Talbot) Report entitled, The Effects of the Proposed Merger on UP&L's financial Situation and Cost of Capital, prepared for Committee of Consumer Services)

Division 1.0 Prefiled Testimony of Robert L. Burrup (Burrup)

Division 1.1 (Burrup) (Resume)

Division 1.2 (Burrup) (UP&L letter of February 1, 1988 from Orrin T. Colby, Jr. to Ralph Creer, concerning rate reductions and rate case filings)

Division 1.3 (Burrup) (Annual reports of Captive Insurance Companies)

Division 1.4 (Burrup) (Summary and adjustments to administrative combinations merger benefits)

Division 1.5 (Burrup) (Pages from the stipulation between the Public Utility Commission of Oregon staff and PC/UP&L merging corp)

Division 2.0 Prefiled Testimony of Wesley D. Huntsman (Huntsman)

Division 2.1 (Huntsman) (Resume)

Division 2.2 (Huntsman) (Utah PSC order regarding UP&L's application to form and finance a wholly-owned subsidiary)

Division 2.3 (Huntsman) (Stipulation between the Public Utility Commission of Oregon staff, PacifiCorp, and PC/UP&L merging corp)

Division 2.4 (Huntsman) (Utah Division of Public Utility's proposal for rules governing reporting of construction, purchase, acquisition, sale or transfer of assets by certain public utilities)

Division 2.5 (Huntsman) (Pending UP&L corporate procurement policy statement)

Division 2.6 (Huntsman) (UP&L consent in the final judgment and permanent injunction against UP&L in the Third Judicial District Court of Utah)

Division 3.0 Prefiled Testimony of Kevin Higgins (Higgins)

Division 3.1 (Higgins) (Resume)

Division 3.2 (Higgins) (Base case: Net power cost analysis, Net Power Cost energy analysis, and Resource Statistics for Merged model and Combined Base Case; impact of merger on Utah Coal Industry)

Division 3.3 (Higgins) (Distribution of increase in off-system sales induced by merger in 1992 (according to base case), by generation source)

Division 3.4 (Higgins) (Sensitivity case: no merger induced increase in firm sales)

Division 3.5 (Higgins) (Sensitivity case: secondary sales price down 10 percent)

Division 3.6 (Higgins) (Sensitivity case: wet hydro)

Division 3.7 (Higgins) (Sensitivity case: Hunter/Huntington coal price up 10 percent, Naughton coal price down 10 percent)

Division 3.8 (Higgins) (Sensitivity case: all changes)

Division 3.9 (Higgins) (Impact of merger on Utah coal production)

Division 3.10 (Higgins) (Utah economic impact summary--derivation of assumptions)

Division 3.11 (Higgins) (Schematic approach to analyzing the merger's impact)

Division 3.12 (Higgins) (Assumptions used in 1993 i-2006 analysis)

Division 4.0 Prefiled Testimony of Brad T. Barber (Barber)

Division 4.1 (Barber) (Resume)

Division 4.2 (Barber) (Spreadsheet entitled, State of Utah non-agricultural employment by major industry: 1970 in 1987)

Division 4.3 (Barber) (Spreadsheet entitled, State of Utah non-agricultural employment M-changing employment from the previous year)

Division 4.4 (Barber) (Spreadsheet entitled, Utah average annual employment by detailed industry: 1980-1986)

Division 4.5 (Barber) (Spreadsheet entitled, Change from the previous year in the Utah average annual employment by detailed industry: 1981-1986)

Division 4.6 (Barber) (Spreadsheet, Average Revenue per Kilowatt hour and Monthly Consumption Data, by State, 1985, from report entitled Typical Electric Bills, January 1, 1986, prepared by Energy Information Administration)

Division 4.7 (Barber) (Printout entitled, Average revenue (cents) per kilowatt hour by state, 1985)

Division 4.8 (Barber) (Printout entitled, Average revenue (cents) per kilowatt hour by state, 1985)

Division 4.9 (Barber) (Report by Grant Thornton accountants entitled general manufacturing climates, June, 1987: cover sheet and page entitled 1986 state ranking and scores by region)

Division 4.10 (Barber) (Grant Thornton report, general manufacturing climates, 1987: page entitled summary of rounded factor waiting)

Division 4.11 (Barber) (Grant Thornton report, general manufacturing climates, June, 1987: page entitled energy costs, fuel and electric energy costs per million BTUs for manufacturers)

Division 4.12 (Barber) (Grant Thornton report, general manufacturing climate, June, 1987: page entitled 1986 state ranking and scores of the 48 contiguous states)

Division 5.0 Prefiled Testimony of Roger Weaver (Weaver)

Division 5.1 (Weaver) (Model developed by Weaver which includes a printout of the spreadsheets which implements the model, a one-page schematic of its layout, and two pages of explanatory footnotes)

Division 5.3 (Weaver) (Spreadsheet entitled, Foregone revenue from non-firm surplus sales from new units which would be added in the Utah stand alone case, but not in the merged case)

Division 5.4 (Weaver) (Summary comparison of capacity expansion postponement benefits measured as difference in present value of cost of capacity expansion requirements in the merged case in the sum of these stand alone cases discounted to 1988 at 11.24 percent)

Division 5.5 (Weaver) (Analysis of net power cost benefits claimed to derive from proposed merger of UP&L and Pacific Power & Light Company)

Division 5.6 (Weaver) (Rebuttal Testimony of Roger Weaver: Capacity Expansion Section - Utah Division with Merger (DPU R.5.1))

Division 6.0 Prefiled Testimony of Nile W. Eatmon (Eatmon)

Division 6.1 (Eatmon) (UP&L Financial Spread Sheets: Stand Alone Pro Forma Income Statement, and Projections of Financial Activity, 1987-1992 of Utah Power/Pacific Power Merger, November, 1987--UP&L Company: Stand Alone Basis)

Division 6.2 (Eatmon) (Financial Spread Sheets: Pacific Power & Light Company Stand Alone Pro Forma Income Statement, and Projections of Financial Activity, 1987-1992 of Utah Power/Pacific Power Merger, November, 1987--Pacific Power & Light Company: Stand Alone Basis)

Division 6.3 (Eatmon) (Financial Spread Sheets: Utah Power/Pacific Power Merged Company Pro Forma Income Statement, and Projections of Financial Activity, 1987-1992 of Utah Power/Pacific Power Merger, November, 1987--Merged Company Basis)

Division 6.4 (Eatmon) (Net Acquisition Costs Incurred by PacifiCorp)

Division 6.5 (Eatmon) (Valuation of PacifiCorp Acquisition Costs--Utah Power & Light Company Long-Term Debt)

Division 6.6 (Eatmon) (Economic Cash Flow Analysis of PacifiCorp Acquisition of Utah Power)

Division 6.7 (Eatmon) (Relevant Discount Rate to be Employed by PacifiCorp in Valuing Future Cash Flows from Utah Power)

Division 6.8 (Eatmon) (Terminal Value of the Acquisition Candidate--Continuity of Ownership Method)

Division 6.9 (Eatmon) (Terminal Value of the Acquisition Candidate--Disposition Method)

Division 6.10 (Eatmon) (Exploitable Leverage Capacity Determination)

Division 6.11 (Eatmon) (Net Present Value of Utah Power Acquisition)

Division 6.12 (Eatmon) (Sensitivity of the Net Present Value of the Acquisition to Changes in the Assumed Discount Rate)

Division 6.13 (Eatmon) (Sensitivity of the Net Present Value of the Acquisition to Alternative Merger Synergy Magnitude)

Division 6.14 (Eatmon) (Sensitivity of the Net Present Value of the Acquisition to Alternative Rate Reduction Levels)

Division 6.15 (Eatmon) (Indices of Financial Liquidity: Utah Power Stand Alone, Pacific Power Stand Alone, Merged Company)

Division 6.16 (Eatmon) (Indices of Profitability: Utah Power Stand Alone, Pacific Power Stand Alone, Merged Company)

Division 6.17 (Eatmon) (Capital Structure Indices: Utah Power Stand Alone, Pacific Power Stand Alone, Merged Company)

Division 7.0 Prefiled Testimony of Kenneth B. Powell (Powell)

Division 7.1 (Powell) (Resume)

Division 7.2 (Powell) (Spreadsheet entitled, Analysis of merger benefits)

Division 7.3 (Powell) (Rebuttal testimony of Kenneth B. Powell: Division of Public Utilities Comparison of Amax Cost/KWH with other UP&L Customers (DPU R.7.1))

UMWA 1.0 (Agreement and Stipulation by and between Merged Corporation and UMWA adapting and mutually agreeing to be bound by all of the terms and conditions as negotiated under the collective bargaining agreement between Utah Power & Light Company and United Mine Workers of America dated _____.)

DATED this ____ day of May, 1988.

UTAH POWER & LIGHT CO.

PC/UP&L MERGING CORP.

By _____

By _____

UTILITY SHAREHOLDERS
ASSOCIATION OF UTAH

UTAH STATE DIVISION OF
PUBLIC UTILITIES

By _____

By _____

COMMITTEE OF CONSUMER SERVICES

UTAH ASSOCIATED MUNICIPAL
POWER SYSTEMS

By _____

By _____

NUCOR STEEL

AMAX MAGNESIUM CORP.

By _____

By _____

BASIC MANUFACTURING AND
TECHNOLOGICS OF UTAH, INC.

By _____

KENNECOTT COPPER CORPORATION

By _____

UNITED MINE WORKERS OF AMERICA
DISTRICT 22

By _____

UTAH MUNICIPAL POWER ASSOCIATION

By _____

UNION CARBIDE

By _____

CERTIFICATE OF SERVICE

I hereby certify that on the 29th day of April, 1988,
I served copies of the foregoing Stipulated Facts, Facts and
Issues in Dispute, and List of Exhibits by causing the same to
be hand-delivered to the following:

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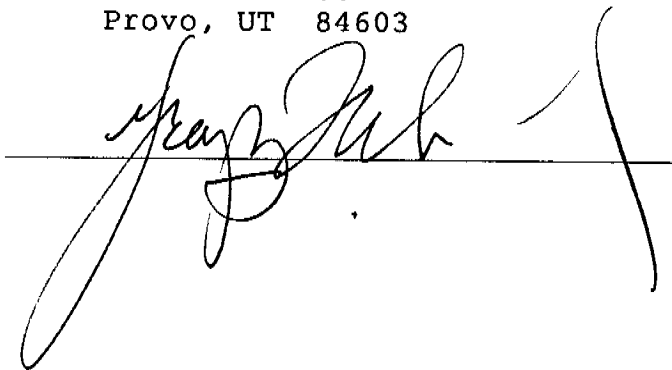
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A handwritten signature in cursive script, appearing to read "Robert J. Grow", is written over a horizontal line. The signature is fluid and extends above and below the line.

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GIA

ATTACHMENT "A"

1. Application Joint Application for Authorization for a Merger
2. Kennecott's Statement Statement of General Position (Kennecott, etc.) (10-15-87)
3. Coastal States' Statement Statement of Position of Intervenors Coastal States Energy Company, Beaver Creek Coal Company, Cypress Coal Company & Andalex Resources, Inc. (10-15-87)
4. UAMPS' Statement Statement of Position of UAMPS and Washington City (10-15-87)
5. CREDA's Statement CREDA's Statement of Positions & Issues, and Discussion of Groups & Intervention (10-15-87)
6. SLC's Statement Position Statement of Salt Lake City Corporation and Sandy City Corporation (10-15-87)
7. Committee's Statement Position Statement of Committee of Consumer Services (10-15-87)
8. DG&T Statement Position Statement of DG&T (10-15-87)
9. Amax Statement Position Statement of Amax Magnesium Corporation in Support of Its Petition to Intervene (10-16-87)
10. Interrogatory Answers I Answers to Interrogatories (1, 4, 6, 7, 8) (11-11-87)

- | | | |
|-----|-----------------------|---|
| 11. | Division Response I | Responses to Data Requests
(Division's First Set)
(11-18-87) (UP&L) |
| 12. | Division Response II | Responses to Second Set of
Data Requests of Division of
Public Utilities (11-20-87) |
| 13. | Division Response III | Responses to Third Set of
Data Requests of Division
(11-25-87) |
| 14. | Division Response IV | Responses to Fourth Set of
Data Requests of Division
(11-30-87) |
| 15. | UAMPS Responses I | Answers to Requests (UAMPS
First Set; 1-134 & 15-29)
(12-15-87) |
| 16. | UMPA Responses I | Answer to Requests (UMPA
First--#14) (12-16-87) |
| 17. | Division Response V | Responses to Fifth Set of
Data Requests of Division
(69-74) (12-17-87) |
| 18. | UMPA Responses II | Answer to Request (UMPA's
Second--1, 3-7, 9, 12-22)
(12-23-87) |
| 19. | Division Response VI | Responses to Fifth Set of
Data Requests of Division
(53-68) (12-28-87) |
| 20. | Kennecott Responses I | Answers to Requests of
Intervenor Kennecott, et al.
(12-28-87) (First Set #1-7,
11, 14-15, 18-19, 21-27) |
| 21. | OTC | Prefiled Testimony of
Orrin T. Colby (Substituted) |
| 22. | FND | Prefiled Testimony of
Frank N. Davis (Substituted) |

23. BNH Prefiled Testimony of
Bruce N. Hutchinson
(Substituted)
24. DFB Prefiled Testimony of
David F. Bolender
(Substituted)
25. RMB Prefiled Testimony of
Rodney M. Boucher
(Substituted)
26. FDR Prefiled Testimony of
Fredric D. Reed (Substituted)
27. Supp. OTC Supplemental to Substituted
Testimony of Orrin T. Colby
28. Supp. BNH Supplemental to Substituted
Testimony of Bruce N.
Hutchinson
29. Supp. DFB Supplemental to Substituted
Testimony of David F. Bolender
30. Supp. FDR Supplemental to Substituted
Testimony of Fredric D. Reed
31. Supp. DPS Supplemental to Substituted
Testimony of Dennis P.
Steinberg
32. Supp. RMB Supplemental to Substituted
Testimony of Rodney M. Boucher
33. 2 Supp. RMB Substituted Second
Supplemental Testimony of
Rodney M. Boucher
34. 2 Supp. SRF Substituted Second
Supplemental Testimony of
Shelley R. Faigle
35. 2 Supp. BNH Substituted Second
Supplemental Testimony of
Bruce N. Hutchinson

36. 3 Supp. FDR
Substituted Third
Supplemental Testimony of
Fredric D. Reed
37. 3 Supp. DPS
Substituted Third
Supplemental Testimony of
Dennis P. Steinberg
38.
Response to Interrogatory
No. UIII-14, of the Division
of Public Utilities First Set
of Interrogatories
39.
Response to Information
Request by Kennecott
corporation First Set of
Interrogatories,
Interrogatory No. 16
40.
UP&L's Answers to Request
No. 5 of the First Request
for the Committee of Consumer
Services, January 16, 1988
41.
UP&L's Response to
Information Request No. 10
and 11 of Utah Municipal
Power Agencies dated
November 24, 1986, Response
dated December 22, 1987
42.
Responses to Data Requests of
the Public Utilities dated
October 9, 1987, Response
No. 7, Response Date
November 18, 1988
43.
Responses to Data Requests of
the Public Utilities dated
October 9, 1987, Response
No. 9, Response Date
November 18, 1988

44. Responses to Data Requests of the Public Utilities dated October 9, 1987, Response No. 9, Response Date November 18, 1988
45. Response to Request No. 80 of the Second Committee of Consumer Services Request, Response dated January 14, 1988
46. UP&L's response to Technical Conference Request, Division of Public Utilities Request No. 5

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