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UTAH PUBLIC  
SERVICE COMMISSION

6 BEFORE THE PUBLIC SERVICE COMMISSION  
7 OF THE STATE OF UTAH  
8

9 IN THE MATTER OF THE PROPOSED ) COMPLAINT & OBJECTION TO  
10 MERGER OF UP&L WITH PACIFICORP, ) PROPOSED MERGER  
11 )  
12 Regulated Utilities. ) Case No. 87-035-27

13  
14 COMPLAINT & OBJECTION OF SUPERA

15 Comes now SUPERA, a Utah Interlocal Cooperative, formed  
16 under the provisions of 11-13 UCA, and complains of the proposed  
17 merger of Utah Power and Light Company with Pacificorp, as  
18 follows:

18 1. Complainant is a Utah Corporation with offices at  
19 Springville, Utah, and is a Utah Interlocal Cooperative, with  
20 member cities. Both SUPERA and its member cities are involved  
21 in the electric utility business, and have standing to complain  
22 of the proposed merger under 54-7-9, UCA 1953 as amended.

22 2. As provided in 54-7-9 (2), this matter should be  
23 joined with all similar actions, in protesting the proposed  
24 merger.

24 3. This objection is predicated on the AGREEMENT AND  
25 PLAN OF REORGANIZATION AND MERGER dated August 12, 1987, by and  
26 between UP&L and PACIFICORP, or any subsequent amendment thereto.

26 4. Complainant objects to the proposed merger on the  
27 following alternative grounds:  
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A. The proposed merger constitutes a violation of both Federal and State Anti-trust laws, and is an attempt to monopolize trade in the electric utility business, with the specific intent to control pricing, substantially lessen competition and create a monopoly.

B. The proposed merger would reconstitute a trust which was broken up many years ago under the Sherman Anti-Trust Act, in violation of established Anti-trust law, and case law attendant thereto.

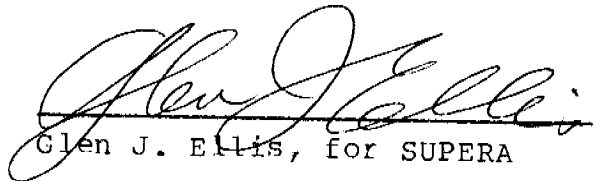
C. The proposed MERGING CORP, would constitute an illegal Trust, in violation of Article XII, Sec. 20 of the Utah Constitution.

D. The proposed merger would result in illegal restraint of trade, both interstate and intrastate, in violation of applicable State and Federal Statutes, and would adversely effect competition with other providers of Electric Utility Service.

E. Increasing the size of the dominant investor/owned utility would adversely effect the ability of Municipal Utilities to obtain wheeling agreements and other necessary cooperation deemed crucial to the existence and continued operation of Municipal Utilities, which are their only competition in the field of Electric Utilities.

F. The proposed merger would increase the burden of existing Franchises, and would jeopardize existing franchises in violation of the Utah Constitution, Article XII, Sections 7 & 8.

Respectfully submitted this 14th of October, 1987.

  
Glen J. Ellis, for SUPERA

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Copies of the foregoing have been this 14th day of  
October, 1987 mailed, postage prepaid to:

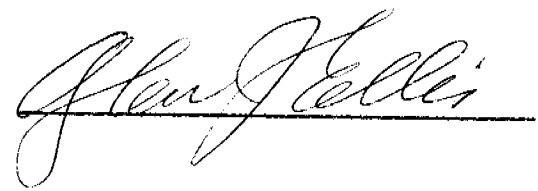
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UTAH PUBLIC  
SERVICE COMMISSION  
October 14, 1987

Public Service Commission  
160 E 300 South  
SLC, Utah 84111

RE: UP&L PROPOSED MERGER WITH PACIFICORP

Gentlemen;

Attached hereto is the original of a Complaint and Objection to Proposed Merger, in the above case.

The complaint is hand delivered to you, because of time constraints, we made notice to your office that the complaint was in process, and were verbally assured that the filing would be timely if filed this date.

Please provide the carrier of this complaint with a copy of any other protests, and if available a mailing list of all those who are parties to the protest action.

Sincerely,

*Glen J. Ellis*  
Glen J. Ellis

*Not correct  
I told them it would  
not be considered  
timely filed - However  
they could appear at  
L & M on 19th & answer  
for appearance -  
I will so along w/ but  
not sure if Fed & fur?  
F-5 - called Glen  
& told him to  
come on 19th*