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Dear Sirs:

UTAH PUBLIC  
SERVICE COMMISSION

As the proposed merger between Pacific Power & Light and Utah Power & Light approaches its next deadline, you have another opportunity to sort through the information and decide what's pertinent and accurate. The following documents should be carefully considered: the prospectus that announced the merger, the reasons for denial by Judge Lewnes, and the final or most recent conditions imposed by the FERC.

Let's look at who is in favor of the merger at this point. There are three groups in favor: Pacificorp management, UPL management, and the municipalities AFTER THEY GOT GUARANTEED ACCESS. Who is opposed to the merger? Almost everyone else affected by it is either opposed or neutral. Lately several other utilities have expressed their opposition. Certainly the Oregon customers don't want their electrical rates raised while the Utah rates are lowered. The FERC conditions require attaining uniform rates.

Utah Power and Light Company faced difficult circumstances a few years ago and passed an anti-takeover resolution. Business has improved since then to where the current merger proposal has become rather indefensible. As far as big business goes, an unfriendly takeover would have been much more desirable because it would have avoided the muddled collusion that has developed between PPL & UPL management, short-circuited the FERC conditions, and put the present company management out of power and maybe out the door. The best alternative for UPL employees and customers seems to be no merger at all.

Some of the alleged benefits were desirable before the FERC conditions were recommended, but many of the benefits are highly speculative. The \$500 million savings really escapes me. Also, who can predict and promise 5 to 10 percent rate reductions with no possibility of future increases? Look what the economy went through ten years ago.

What UPL and its clientelle needs is the lean machine, efficient company that ex-president Taylor wanted to build. (We haven't succeeded yet by any means.) This goal is still attainable. The coal and oxygen and copper are in their places. Now if the employees and management can get in their places we'll be on our way.

The first step could be the absolute rejection of the merger by the Utah Public Services Commission.

From a concerned employee