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BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH  
UTAH PUBLIC SERVICE COMMISSION

IN THE MATTER OF THE APPLICATION )  
 OF UTAH POWER & LIGHT COMPANY, )  
 PACIFICORP dba PACIFIC POWER & )  
 LIGHT COMPANY, AND PC/UP&L )  
 MERGING CORP. (TO BE RENAMED )  
 PACIFICORP) FOR AN ORDER )  
 AUTHORIZING THE MERGER OF UTAH )  
 POWER & LIGHT COMPANY AND )  
 PACIFICORP INTO PC/UP&L 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. )

UAMPS' RESPONSE TO  
 PROPOSED LIST OF  
 STIPULATED FACTS,  
 AND ISSUES AND FACTS  
 IN DISPUTE

Case No. 87-035-27

The Utah Associated Municipal Power Systems and Washington City (collectively "UAMPS"), intervenors in the captioned matter, hereby submit this Response to the Proposed List of Stipulated Facts, and Issues and Facts in Dispute filed by the Utility Shareholders Association of Utah (the "Shareholders") in the captioned matter. In response to the Shareholders' filing, UAMPS states as follows:

1. UAMPS does not, by this Response, concur that the issues in dispute outlined in the Shareholders' Proposed List are the only issues in dispute in the captioned proceeding.
2. UAMPS, by this Response, does not agree that the documents listed in the Shareholders' Proposed List constitute

a complete list of documents which are relevant to the issues before the Commission.

3. UAMPS specifically will not stipulate to Item No. 246 on page 38 of the Shareholders' Proposed List. Item No. 246 is an incomplete and misleading statement.

4. UAMPS does not hereby waive any right to dispute any other alleged fact in the captioned proceeding, whether identified in the Shareholders' Proposed List or otherwise raised or put at issue.

DATED this 24th day of March, 1988.

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By James Holtkamp  
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CERTIFICATE OF SERVICE

I hereby certify that I caused a true and correct copy of the within and foregoing UAMPS' RESPONSE TO PROPOSED LIST OF STIPULATED FACTS, AND ISSUES AND FACTS IN DISPUTE to be mailed, postage prepaid, this 24th day of March, 1988 to the following:

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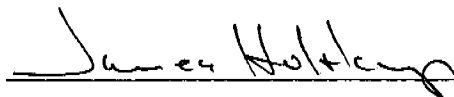
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