

And

RECEIVED

'87 SEP 29 10:46

Donald R. Allen, Esq.
John P. Williams, Esq.
DUNCAN, ALLEN & MITCHELL
1575 Eye Street, N.W.
Washington, D.C. 20005
Telephone: (202) 289-8400

SEP 29 10:46

Dale A. Kimball, Esq.
Gary A. Dodge, Esq.
KIMBALL, PARR, CROCKETT & WADDOUPS
185 South State Street
Suite 1300
P.O. Box 11019
Salt Lake City, Utah 84147
Telephone: (801) 532-7840

Attorneys for Intervenor Colorado
River Energy Distributors
Association, Inc.

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 PACIFICORP) FOR AN ORDER) NOTICE OF INTERVENTION
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,) Case No. 87-035-27
AND TRANSFER OF CERTIFICATES OF)
PUBLIC CONVENIENCE AND NECESSITY)
AND AUTHORITIES IN CONNECTION)
THEREWITH.)

Colorado River Energy Distributors Association, Inc.
("Petitioner") hereby files this Notice of its request to
intervene in the above-referenced matter. Petitioner has a
direct and substantial interest in this proceeding and its

interest will be directly affected as a result of this proceeding, as more fully explained below.

Petitioner is a non-profit membership corporation organized and existing under the laws of the State of Colorado. Petitioner's members consist of 117 electric systems serving in the six states of Utah, Wyoming, Colorado, New Mexico, Arizona and Nevada. A list of Petitioner's members and their affiliated systems is attached hereto as Exhibit "A". These systems serve residential, commercial, industrial, and agricultural customers. They serve approximately one million residences and a population of approximately 2.8 million people. Petitioner's members include entities whose businesses are directly and indirectly impacted by Utah Power & Light Company ("UP&L") and Pacific Power & Light Company ("PP&L").

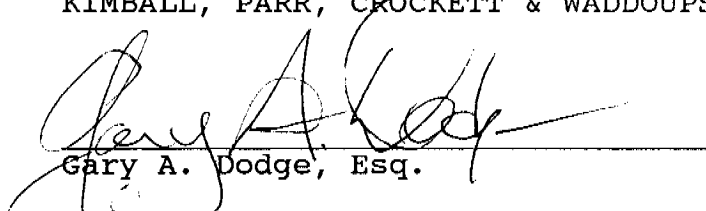
Certain of Petitioner's members have wheeling and interconnection agreements with UP&L and some purchase power from UP&L. Some members are co-owners with UP&L in electric generation facilities. Other members of Petitioner are beneficiaries of wheeling agreements between UP&L and the Western Area Power Administration. Several of Petitioner's members are direct competitors of UP&L and PP&L in the bulk power markets in the intermountain region. Many of them depend on UP&L and PP&L for system integrity and reliability because of the role UP&L and PP&L both play as control area utilities in areas where Petitioner's members serve at retail.

As representative of these interests, Petitioner has a direct, substantial and immediate interest in the proposed merger between UP&L and PP&L which is not adequately represented by any other party to this proceeding and which will be directly affected by any action taken by the Commission upon the application for approval. All of the above-referenced interests could be adversely affected as a result of the proposed merger.

WHEREFORE, Petitioner respectfully prays the Commission to permit Petitioner to intervene in this proceeding, to be treated as a party thereto, with full rights and participation.


RESPECTFULLY SUBMITTED this 29th day of September, 1987.

KIMBALL, PARR, CROCKETT & WADDOUPS



Gary A. Dodge, Esq.

DUNCAN, ALLEN & MITCHELL



Donald R. Allen, Esq.

Attorneys for Petitioner

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing "Notice to Intervene", was mailed, postage prepaid, this 29th day of September, 1987, to the following:

Sidney G. Baucom
Thomas W. Forsgren
Edward A. Hunter, Jr.
Attorneys for UP&L
1407 West North Temple
Salt Lake City, Utah 84140

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

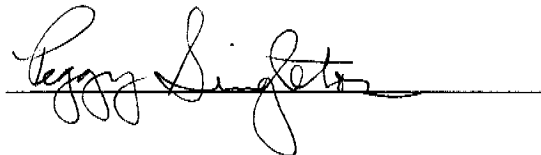
A handwritten signature in cursive script, appearing to read "Peggy Singleton", is written over a horizontal line.

EXHIBIT A

COLORADO RIVER ENERGY
DISTRIBUTORS ASSOCIATION, INC.

Following is a detailed listing of the Colorado River Energy Distributors Association ("CREDA") and systems which are associated with or comprise such Member for purposes of participation in CREDA.

<u>CREDA Member</u>	<u>Associated Systems</u>
Arizona Municipal Power Users Association	City of Safford and Towns of Thatcher and Wickenburg, Arizona; San Carlos Irrigation Project; San Carlos Irrigation District; Cortaro-Marana Irrigation District; and Hohokam Irrigation and Drainage District.
Arizona Power Authority	Chandler Heights Citrus Irrigation District; Queen Creek Irrigation District; and San Tan Irrigation District.
Arizona Power Pooling Association	City of Mesa, Arizona; Electric District No. 2,; and Arizona Electric Power Corporation (including Anza Electric Coop; Duncan Valley Electric Coop.; Sulphur Springs Valley Electric Coop.; and Trico Electric Coop.).
Colorado River Commission of Nevada	Boulder City, Nevada; Overton Power District No. 5; Lincoln City Power District No. 1; and Valley Electric Association.
City of Colorado Springs, Colorado	(Not applicable)
City of Farmington, New Mexico	(Not applicable)
Intermountain Consumers Power	Cities of Beaver, Bountiful, Enterprise, Enphraim, Fairview, Fillmore, Heber Light & Power, Holden, Hurricane, Hyrum, Kanosh, Kaysville, Lehi, Logan, Meadow, Monroe, Morgan, Mt. Pleasant, Murray, Oak City, Parowan and Spring City, Utah; Bridger Valley Electric Assn.; Dixie-Escalante Rural Electric Assn.; Flowell Electric Assn.; Garkane Power Assn.; Moon Lake Electric Assn., Utah; and Mt. Wheeler Power, Inc., Nevada.

CREDA Member

Associated Systems

Irrigation and Electrical Districts
Association of Arizona

Ak-Chin Indian Community, Electrical
Districts 3, 4, and 5 - Pinal Co.; Electric
District No. 6 - Pinal and Maricopa Cos.;
Electrical District No. 7 - Maricopa Co.;
Maricopa County Municipal Water Conservation
District No. 1; Ocotillo Water Conservation
District; Roosevelt Irrigation District;
Roosevelt Water Conservation District; and
Wellton-Mohawk Irrigation District.

Navajo Tribal Utility Authority,
Arizona

(Not applicable)

Plains Electric Generation and
Transmission Cooperative, Inc.,
New Mexico

Kit Carson Electric Coop.; Otero County
Electric Coop.; Mora-San Miguel Electric
Coop.; Northern Rio Arriba Electric Coop.;
Sierra Electric Coop.; Springer Electric
Coop.; Socorro Electric Coop.; Central New
Mexico Electric Coop.; Continental Divide
Electric Coop.; Columbus Electric Coop.;
Southwestern Electric Coop.; Jemez Mountains
Electric Coop., New Mexico; and Navopache
Electric Coop., Arizon.

Platte River Power Authority,
Colorado

Cities of Estes Park, Ft. Collins, Longmont,
and Loveland, Colorado.

Provo City, Utah

(Not applicable)

Salt River Project Agriculture
Improvement and Power District,
Arizona

(Not applicable)

Silver State Power Association, Inc.

Valley Electric Association, Inc.;
Overton Power District No. 5; Lincoln County
Power District No. 1; Boulder City, Nevada.

Strawberry Water Users Association,
Utah

Cities of Payson and Springville, Utah.

CREDA Member

Associated Systems

Tri-State Generation and
Transmission Association

Highline Electric Assn.; K.C. Electric Assn.; Morgan County Rural Electric Assn.; Mountain Parks Electric, Inc.; Mountain View Electric Assn., Inc.; Poudre Valley Rural Electric Assn., Inc.; Union Rural Electric Assn. Inc.; Y-W Electric Assn., Inc., Colorado; Chimney Rock Public Power District; The Midwest Electric Membership Corp.; Northwest Rural Public Power District; Panhandle Rural Electric Membership Assn.; Roosevelt Public Power District; Wheat Belt Public Power District, Nebraska; Big Horn Rural Electric Co.; Carbon Power & Light, Inc.; Garland Light & Power Co.; Hot Springs Rural Electric Assn., Inc.; Niobarara Electric Assn., Inc.; Riverton Valley Electric Assn., Inc.; Rural Electric Co., Inc.; Sheridan Johnson Rural Electrification Assn.; Wheatland Rural Electric Assn., Inc.; Wyruleo Company, Wyoming.

City of Truth or Consequences,
New Mexico

(Not applicable)

Utah Municipal Power Agency

Cities of Manti, Nephi, Salem, and Spanish Fork and Town of Levan, Utah.

Wyoming Municipal Power Agency

Cities of Cody and Powell and Towns of Fort Laramie, Guernsey, Lingle, Lusk, Pine Bluffs, and Wheatland, Wyoming.