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UTAH SERVICE COMMISSION
T. W. FORSGREN
E. HUNTER
Attorneys for Utah Power &
Light Company
1407 West North Temple
Salt Lake City, Utah 84140

BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH

IN THE MATTER OF THE)	ANSWER
PROPOSED MERGER OF UTAH)	
POWER & LIGHT COMPANY WITH)	
PACIFICORP,)	
)	CASE NO. <u>87-035-27</u>
Regulated Utilities.)	

Comes Now Utah Power & Light Company, ("Utah Power"), by and through its attorneys, and answers the Complaint and Objection of SUPERA, a copy which is attached hereto as Exhibit "A," as follows:

FIRST DEFENSE

This Commission has established Case No. 87-035-27 as the proceeding in which to address the issues raised by the proposed merger of Utah Power and PacifiCorp with and into PC/UP&L Merging Corp. This Commission has already denied SUPERA intervention status in that proceeding and SUPERA is foreclosed from raising those merger issues in a separate proceeding before this Commission.

SECOND DEFENSE

SUPERA's complaint does not meet the requirements of the Commission's Rules of Practice and Procedure and fails to

state any claim, or to raise any issue, which would justify relief from this Commission.

THIRD DEFENSE

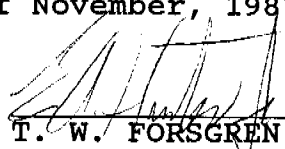
Utah Power answers the allegations of the Complaint as follows: Denies for lack of information the allegations contained in paragraphs 1 and 3; and denies the allegations of paragraphs 4 A, 4 B, 4 C, 4 D, 4 E, and 4 F.

FOURTH DEFENSE

SUPERA lacks standing to bring this Complaint before the Commission.

WHEREFORE, Defendant prays that SUPERA's Complaint be dismissed.

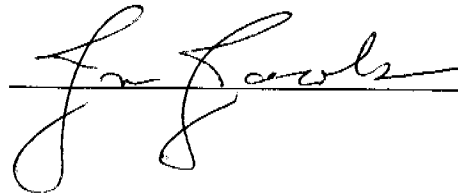
DATED this 3rd day of November, 1987.

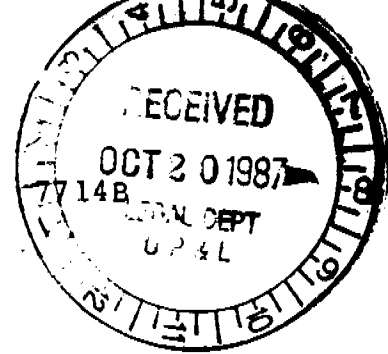


T. W. FORSGREN
E. A. HUNTER, JR.
Attorneys for Utah Power & Light
Company

CERTIFICATE OF SERVICE BY MAIL

I hereby certify that I mailed a true and correct copy of the foregoing Answer to Glen J. Ellis, Dean B. Ellis, 60 East 100 South, Suite 102, P.O. Box 1097, Provo, Utah 84603, by placing the same in the United States mail, postage prepaid, this 3rd day of November, 1987.





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GLEN J. ELLIS, #1514
DEAN B. ELLIS, #4976
Attorneys for Complainant, SUPERA
60 East 100 South, Suite 102
P.O. Box 1097
Provo, Utah 84603
Telephone: (801) 377-1097

EXHIBIT A

BEFORE THE PUBLIC SERVICE COMMISSION OF THE STATE OF UTAH

IN THE MATTER OF THE PROPOSED) COMPLAINT & OBJECTION TO
MERGER OF UP&L WITH PACIFICORP,) PROPOSED MERGER
)
Regulated Utilities.) Case No. _____

COMPLAINT & OBJECTION OF SUPERA

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

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

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

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

4. Complainant objects to the proposed merger on the 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.

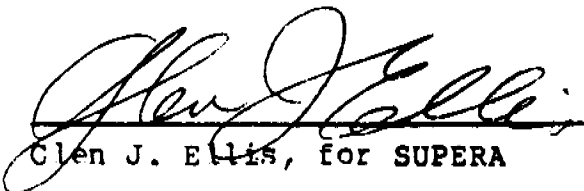
C. The proposed MERGING CORP, would constitute an illegal Trust, in violation of Article XII, Sec. 20 of the Utah Constitution.

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

5 Sidney G. Baucom, Esq.
6 General Counsel
7 Utah Power and Light Company
8 1407 West North Temple
9 Salt Lake City, Utah 84117

10 Reid and Priest
11 40 West 57th Street
12 New York, New York 10019
13 Attn: Louis J. Barash, Esq.

14 Pacific First Federal Center
15 851 SW Sixth Avenue
16 Portland, Oregon 97204
17 Attn: Don C. Frisbee

18 Stoel Rives Boley Jones & Grey
19 900 SW Fifth Avenue
20 Portland, Oregon, 97204
21 Attn: John Detjens, III, Esq.

22 Division of Public Utilities
23 Department of Business Regulation
24 Heber M. Wells Building
25 PO Box 45802
26 SLC, Utah 84145-0801

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