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June 4, 2004

Via Facsimile, Electronically, and U.S. Mail

Ms. Cheryl Walker
Oregon Public Utility Commission
P.O. Box 2148
Salem OR 97308-2148

Re: In the Matter of Oregon Electric Utility Company, LLC, et al., Application for
Authorization to Acquire Portland General Electric Company
Docket No. UM 1121

Dear Ms. Walker:

Enclosed please find an original and six copies of the Motion for Leave to
Respond and Reply of the Industrial Customers of Northwest Utilities in the above-captioned
Docket.

Please return a file-stamped copy of this document in the self-addressed, stamped
envelope provided. Thank you for your assistance.

Sincerely,



Ruth A. Miller

Enclosures

cc: Service List

**BEFORE THE PUBLIC UTILITY COMMISSION
OF OREGON**

UM 1121

In the Matter of)	
)	
OREGON ELECTRIC UTILITY)	MOTION FOR LEAVE TO RESPOND AND
COMPANY, LLC, et al.,)	REPLY OF THE INDUSTRIAL
)	CUSTOMERS OF NORTHWEST
)	UTILITIES
Application for Authorization to Acquire)	
Portland General Electric Company)	
_____)	

MOTION

Pursuant to OAR § 860-013-0031, the Industrial Customers of Northwest Utilities (“ICNU”) submits this Motion for Leave to Respond to Portland General Electric Company’s (“PGE” or the “Company”) Reply to ICNU’s Response in Opposition to the Company’s Motion for Protective Order in the above-captioned docket. Good cause exists to allow ICNU to respond to PGE’s Reply in order to acknowledge an error in ICNU’s Response and to otherwise address PGE’s arguments. ICNU’s Reply is stated below in the event the Administrative Law Judge (“ALJ”) grants this Motion.

REPLY OF ICNU

On June 3, 2004, PGE filed a Reply (“Reply”) to the Response of ICNU in opposition to PGE’s Motion for Protective Order (“Motion”). ICNU submits this Reply in order to address PGE’s assertions. PGE claims that “[a] major premise for ICNU’s request to depose Ms. Fowler is incorrect” because ICNU incorrectly identified Ms. Fowler as being the only PGE

employee that the Applicants have named to the board of directors of Oregon Electric Utility Company (“OEUC”). PGE points out that Ms. Fowler is the only PGE employee that the Applicants have named to the proposed board of directors of PGE, not OEUC. ICNU regrets this error. It was not ICNU’s intent to mislead the Commission or the ALJ. Despite PGE’s claim, however, the “major premise” behind ICNU’s argument is correct. Ms. Fowler is in a unique position shared by no other PGE official. Thus, there is no basis for PGE’s suggestion that ICNU depose another Company official.

The Application in this proceeding refers to “the board” of PGE and/or OEUC without specificity in some instances and defines the two boards collectively in others. See e.g., Re OEUC et al., OPUC Docket No. UM 1121, Application of OEUC to acquire PGE at 21, 24, Exhibit 10 at 4 (Mar. 8, 2004). These references are ambiguous and created confusion that the two boards would be the same. ICNU now understands that Ms. Fowler will not sit on the OEUC Board and that PGE (through any employee) will not be represented on the OEUC Board. In fact, the OEUC Board will only consist of four members: Neil Goldschmidt’s replacement, Tom Walsh, Gerald Grinstein, and a representative from TPG.

PGE also takes issue with ICNU’s reference to the deposition of the Enron and PGE officials in the Enron proceeding, pointing out that Staff requested depositions in that docket rather than ICNU. PGE argued in its Motion that “ICNU has no statutory authority to seek deposition testimony from any individual” because ORS § 756.538 precludes depositions by any “party” other than the Commission in an ORS § 757.511 proceeding. PGE attaches correspondence from the counsel for the Commission in the Enron proceeding as Exhibit 1 to the Company’s Reply. This correspondence clearly contemplates both questioning by parties during


the deposition and the possibility of additional depositions by parties: "I assume that questions from other parties will not be extensive. If you have hours and hours of discovery beyond the questions I ask, then perhaps you should notice your own depositions." Reply at Exhibit 1. Thus, "parties" have deposed corporate officials in past ORS § 757.511 proceedings and ICNU should be allowed to do so in this proceeding as well.

WHEREFORE, ICNU requests that the Commission grant ICNU's Motion for Leave to Respond and deny PGE's Motion for Protective Order.

Dated this 4th day of June, 2004.

Respectfully submitted,

DAVISON VAN CLEVE, P.C.

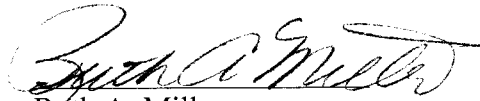


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Of Attorneys for the Industrial Customers
of Northwest Utilities

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that I have this day served the foregoing Motion for Leave to Respond and Reply of the Industrial Customers of Northwest Utilities upon the parties, shown below, on the official service list for Docket No. UM 1121, by causing the same to be electronically served on all parties whom have an email address on the official service list, and by U.S. Mail, postage-prepaid, to those parties who do not have an email address on the official service list.

Dated at Portland, Oregon, this 4th day of June, 2004.



Ruth A. Miller

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