

**BEFORE THE PUBLIC UTILITY COMMISSION
OF OREGON**

UM 1121

In the Matter of)	
)	
OREGON ELECTRIC UTILITY COMPANY,)	POSTHEARING
LLC, <i>et al.</i> ,)	REPORT
)	
Application for Authorization to Acquire)	
Portland General Electric Company.)	

DISPOSITION: BRIEFING AND ORAL ARGUMENT SCHEDULE MODIFIED;
DUE DATE ESTABLISHED FOR RESPONSES TO MOTION
TO SUSPEND PROCEEDINGS.

Briefs and Oral Argument

Hearings in this docket were concluded on October 21, 2004. After testimony was concluded, the parties discussed a briefing schedule. Initially, the parties wanted to file opening briefs on November 17, with reply briefs due on December 3, 2004. The Administrative Law Judges (ALJs) stated that all briefs must be filed by November 30, 2004, so that the Commissioners would have time to review the briefs prior to the oral argument scheduled for December 8, 2004. An amended briefing schedule was then agreed upon and adopted.

On October 22, 2004, Staff filed a motion to revise the briefing and oral argument schedule. The motion was supported by the City of Portland, Enron, Oregon Electric Utility Company, Portland General Electric Company (PGE), Associated Oregon Industries, Industrial Customers of Northwest Utilities (ICNU), and Citizens' Utility Board (CUB). The proposed schedule is as follows:

Simultaneous Opening Briefs:	November 17, 2004 (5 p.m.)
Simultaneous Reply Briefs:	December 3, 2004 (5 p.m.)
Oral Argument:	December 13, 2004 (9:30 a.m.)

This schedule is acceptable to the ALJs and the Commissioners. We adopt this schedule, with the understanding that a party may file objections to the schedule by November 1, 2004. If an objection is filed, we will make a determination regarding the schedule by November 3.

We remind the parties that opening briefs are limited to 50 pages of text, and that reply briefs are limited to 25 pages of text. A table of contents is excluded from this page count, but appendices are not. Further, the ALJs are to receive the briefs by 5:00 p.m. on the respective dates. An order of oral argument and presentation will be prepared later.

Evidentiary Record

The evidentiary record was closed, except for the two items discussed below, on October 21, 2004.

ICNU Exhibit 806

At the conclusion of the hearing, ICNU offered ICNU Exhibit 806, which is a copy of the presentation given by PGE to the Moody's Investors Service. An identical presentation was also given to Standard and Poor's. The entire exhibit was given to the ALJs as a confidential exhibit (copied on yellow paper).

PGE and ICNU were given instructions to work together to identify the confidential portions of the exhibit. ICNU must then properly file the exhibit, photocopying the confidential pages on yellow paper. ICNU is also to file the requisite number of copies as required by rule, and place the confidential portions in sealed envelopes.

This filing was to have been completed by Monday, October 25, 2004. An electronic version of some portion of the document was received late Monday. The parties are to complete filing by October 28, 2004.

Confidential Cross-Examination by CUB

CUB and Applicants reviewed the confidential cross-examination of Mr. Tom Walsh, and identified the portion of the transcript that needed to remain confidential. The confidential portion was reduced to three sentences of Mr. Walsh's testimony. The remainder will be made available in the same manner as the rest of the testimony.

Exhibits

Attached to this report is a final exhibit list. Please submit any corrections or objections within seven days of this report.

Motion by Portland Building Owners and Managers Association (BOMA)

On October 25, 2004, BOMA filed a motion to suspend the proceedings, or in the alternative, to condition approval. Written responses to motions are due within 15 days of service, unless otherwise specified by the Administrative Law Judge. OAR 860-013-0050(3)(d). In this case, responses to the motion are due by November 1, 2004.

Dated this 26th day of October, 2004.

Kathryn A. Logan
Administrative Law Judge

Christina M. Smith
Administrative Law Judge

UM 1121 EXHIBIT LIST

<u>Exhibit Number</u>	<u>Description</u>	<u>Disposition</u>
	OEUC Application, Appendix A and Exhibits 1 – 21	R
OEUC 22	Supplemental Direct Testimony of Kelvin Davis	R
	OEUC Application Amendment received July 13, 2004 w/revised Exhibit 9; and Exhibit 23	R
OEUC 100	Rebuttal Testimony of Kelvin Davis	R
OEUC 101	<i>Confidential Exhibit</i>	R
OEUC 102	Revised Exhibit A: Applicants' Response to DR 158	R
OEUC 103	US SEC: Form 10-Q – PGE	R
OEUC 104	Data Request List	R
OEUC 105	Draft – Master Service Agreement	R
OEUC 106	LLC Operating Agreement of OEUC (Draft 8/1/04)	R
OEUC 107	Acquisition Conditions	R
OEUC 108	Data Request Responses	R
OEUC 200 - 203	Rebuttal Testimony of Carrie Wheeler w/exhibits	R
OEUC 300	Rebuttal Testimony of Jerry Jackson	R
OEUC 301	Biography of Jerry Jackson	R
OEUC 400 - 401	Rebuttal Testimony of Karl McDermott w/exhibits	R
OEUC 500 - 510	Sursurrebuttal Testimony of Kelvin Davis w/exhibits	R
OEUC 600	Sursurrebuttal Testimony of Carrie Wheeler	R
OEUC 700 - 701	Sursurrebuttal Testimony of Karl McDermott w/exhibit	R
OEUC 800	Sursurrebuttal Testimony of Daniel Bussel	R
OEUC 801	Resume of Daniel Bussel	R
OEUC 802	Memorandum – Substantive Consolidation of PGE and Oregon Electric	R
OEUC 900 - 901	Sursurrebuttal Testimony of Richard Schifter w/exhibit	R
Enron 1	Direct Testimony of Robert Bingham	R
Enron 2	Rebuttal Testimony of Robert Bingham	R
Enron 3	Sursurrebuttal Testimony of Robert Bingham	R
PGE 100	Rebuttal Testimony of James J. Piro	R
PGE 101	Finance, Account, and Support Services – CFO Organization	R
PGE 102	PGE's Annual Historical Capital Structure	R
PGE 103	Electric Utility Credit Worthiness Summary Criteria	R
PGE 200 – 206	Rebuttal Testimony of Jay Tinker, Jim Murray, and Patrick Hager w/exhibits	R
PGE 300 – 301	Rebuttal Testimony of Steve Hawke and Bill Elliott w/exhibits	R
PGE 400	Sursurrebuttal Testimony of James J. Piro	R
PGE 401	Table of Acquired New Debt Since Enron Bankruptcy	R
PGE 402	Debt, Preferred and Common Equity Stock Schedule	R
PGE 403	Special Report - Ratings of U.S. Utilities First Mortgage Bonds Revised and Recovery Rating Assigned	R
PGE 404	Overview Chart	R
Staff 100 - 102	Testimony of Bryan Conway w/exhibits	R
Staff 200 - 202	Testimony of Thomas D. Morgan w/exhibits	R
Staff 300 - 302	Testimony of James E. Durrenberger w/exhibits	R
Staff 400 - 402	Testimony of Rebecca T. Hathhorn w/exhibits	R
Staff 500 - 502	Testimony of Judy Johnson w/exhibits	R
Staff 600 - 602	Testimony of Murray-Sipler w/exhibits	R
Staff 700 - 702	Testimony of Clark Jackson w/exhibits	R

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<u>Exhibit Number</u>	<u>Description</u>	<u>Disposition</u>
Staff 800 - 801	Surrebuttal Testimony of Bryan Conway (Contains Confidential Information) w/exhibits	R
Staff 900	Surrebuttal Testimony of Thomas D. Morgan	R
Staff 1000 - 1001	Surrebuttal Testimony of James E. Durrenberger (Contains Confidential Information) w/exhibits	R
Staff 1100	Surrebuttal Testimony of Rebecca T. Hathorn	R
Staff 1200	Surrebuttal Testimony of Judy Johnson	R
Staff 1300	Selected GAAP References	R
Staff 1400	Enron Bankruptcy Documents (Order; Supplemental Modified 5 th Amended Jt. Plan; Findings of Fact/Conclusions of Law Confirming Supplemental Modified 5 th Amended Jt. Plan; Disclosure Statement)	R
ICNU 100	Direct Testimony of Donald Schoenbeck	R
ICNU 101	Qualifications and Background of Donald Schoenbeck	R
ICNU 102	Schoenbeck Exhibits (Confidential)	R
ICNU 103	Request ICNU/OEUC 5.31 (Response to Data Request)	R
ICNU 104	Schoenbeck Exhibits (Confidential)	R
ICNU 105	Request Portland/OEUC 12 (Response to Data Requests)	R
ICNU 106 – 111	Schoenbeck Exhibits (Confidential)	R
ICNU 200	Direct Testimony of John Antonuk and Randall Vickroy	R
ICNU 201	Email 3/10/04 – "PGE Placed on Credit Watch Negative After Acquisition Filing with OPUC"	R
ICNU 202 – 204	Antonuk and Vickroy Exhibits (Confidential)	R
ICNU 300	Surrebuttal Testimony of Donald Schoenbeck	R
ICNU 301	ICNU Proposed Conditions	R
ICNU 400	Surrebuttal Testimony of John Antonuk and Randall Vickroy	R
ICNU 501 - 512	Applicants' Response to ICNU DR 10.12 – 10.17; 10.44 – 10.46; 10.48 – 10.50	R
ICNU 601	SEC Opinion	R
ICNU 602 - 608	Applicants' Response to ICNU DR 10.25; 10.29 – 10.33; 10.35	R
ICNU 701	Applicants' Response to Staff DR No. 18	R
ICNU 702	Gerald Grinstein profile	R
ICNU 703	Applicants' Response to ICNU DR No. 10.34	R
ICNU 801	Piro letter	R
ICNU 802 - 804	Applicants' Response to CUB DR No. 126 (Exhibits 29, 31, 33)	R
ICNU 805	PGE's Response to ICNU DR No. 7.2	R
ICNU 806	PGE Presentation to Moody's Investors Service	R
ICNU 901	Transcript of Peggy Fowler Deposition w/exhibits	Not Received
ICNU 902	Transcript of Kelvin Davis Deposition w/exhibits	R
ICNU 903	Unredacted pages of Revised Exhibits C, D, E and G to Applicants' Response to Staff DR No. 24, and Exhibits ZZ and AAA to Applicants' Response to DR No. 68	R
ICNU 904	Applicants' Reponse/Supplemental Response to COP DR No. 23	R
ICNU 905	OEUC Presentation to PGE Board	R

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Exhibit Number	Description	Disposition
City of Portland (COP) 100	Direct Testimony of Susan Anderson - Exhibit 1 – Qualifications - Exhibit 2 – Letter to Chair Donaldson (4/26/04) - Exhibit A, B, C, D (limited purpose)	R
COP 101	Surrebuttal Testimony of Susan Anderson - Exhibit 1 – Oregonian Article 7/23/04 - Exhibit 2 – Letter to OPUC 6/23/04	R
COP 200	Testimony of Alan Richardson	R
BOMA 1	Testimony of Robin White	R
BOMA 2	Surrebuttal Testimony of Robin White	R
EWEB 100 - 108	Direct Testimony of Ken Beeson w/exhibits	R
EWEB 200	Surrebuttal Testimony of Ken Beeson	R
Joint Public Interest Parties 100 - 101	Testimony of Public Interest Parties w/exhibit	R
URP 100	Testimony of Daniel Meek	R
URP 101	Resume of Daniel Meek	R
CUB 100 - 113	Testimony of Bob Jenks/Lowrey Brown w/exhibits	R
CUB 200 - 211	Testimony of James Dittmer w/exhibits	R
CUB 300 - 325	Surrebuttal Testimony of Bob Jenks/Lowrey Brown w/exhibits	R
CUB 400 - 401	Surrebuttal Testimony of James R. Dittmer w/exhibit	R
CUB 500-502	Applicants' response to CUB/OEUC DR 139/140	R
LOC 1	Testimony and Qualifications of Andrea Fogue	R
RNP 1	Testimony of Ann English Gravatt	R
RNP 2	Statement of Qualifications	R
HRC 100	Testimony of Rebecca Sherman	R
HRC 101	Statement of Qualifications	R
CADO/OECA 100	Testimony of Thomas James Abrahamson	R
CADO/OECA 101	Qualifications and Background	R
CADO/OECA 200	Surrebuttal Testimony of Thomas James Abrahamson	R
Multnomah County 1	Testimony	R
Multnomah County 2	Surrebuttal Testimony	R
OHCS 1	Testimony of Richard Mathews	R