

BEFORE THE OREGON PUBLIC UTILITIES COMMISSION

UM 1121

In the Matter of

**OREGON ELECTRIC UTILITY
COMPANY, LLC, et al.**

**Application for Authorization to
Acquire Portland General Electric
Co.**

**RESPONSE OF
UTILITY REFORM PROJECT
TO APPLICANTS' MOTION FOR
CERTIFICATION OF HEARING
OFFICER'S RULING DENYING
MOTION FOR ADDITIONAL
PROTECTION**

The Utility Reform Project (URP) adopts and incorporates by reference the Response of the Industrial Customers of Northwest Utilities in Opposition to Applicants' Motion Requesting Certification of Judge Smith's Ruling Denying Motion for Additional Protection ["ICNU Response"], with the following correction.

The ICNU Response states that 3 parties have requested the information for which Applicants seek additional protection. In fact, URP has also requested that information. URP's correspondence with Applicants, as represented by Lisa Rackner, indicates that Applicants are providing to URP the same information that is being provided to the other 3 requesting parties. Exhibit 1 to this Response is a June 15, 2004, letter from Ms. Rackner to undersigned counsel, indicating the information Applicants proposed to provide.¹

Regarding the list of TPG fund investors, Applicants have offered only to provide a list of the top 15 investors in each of the TPG funds but without identifying the investors by name. Instead, they propose to "describe each investor by the type of entity and . . . percentage interest in the fund." We agree with ICNU that such a list would not satisfy

1. Undersigned counsel declares that the attached Exhibit 1 is a true copy of a letter he received from Lisa Rackner, dated June 15, 2004.

the data request and that the hearing officer has correctly ruled that the identities of the TPG investors is relevant in this proceeding.

Dated: June 22, 2004

Respectfully Submitted,

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CERTIFICATE OF SERVICE

I hereby certify that I served the foregoing RESPONSE OF UTILITY REFORM PROJECT TO APPLICANTS' MOTION FOR CERTIFICATION OF HEARING OFFICER'S RULING DENYING MOTION FOR ADDITIONAL PROTECTION by mailing a true and correct copy thereof, placed in a sealed envelope and deposited in the U.S. Postal Service at Portland, Oregon, on June 22, 2004, with the postage prepaid, to every person on the service list UM 1121 proceeding below for whom the list on the OPUC web site this day does not show an email address:

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I served the remainder of the service list by emailing this document in Wordperfect, Word, and PDF formats to every email address on the service list.

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Dated: June 22, 2004

Daniel W. Meek

June 15, 2004

VIA E-MAIL AND FACSIMILE

Daniel W. Meek
Attorney at Law
10949 SW 4th Avenue
Portland, OR 97219

Re: UM 1121: Request for Documents

Dear Mr. Meek:

This letter is in response to your request for the documents that were the subject of Applicants' Motion for Additional Protection under the Protective Order. In her Order denying Applicants' Motion, the ALJ has directed the parties to collaborate on an acceptable solution to production of the subject documents. We propose the following:

- *Electronic Model:* We are in the process of creating a secure website that will allow the parties to access and use the electronic model. The electronic model is confidential and is to be accessed only by Qualified Persons under the Protective Order. The model is not to be copied, saved to a hard drive or disk, sent by electronic mail, scanned, or otherwise saved or captured in any form. If information from the model is printed, the printed information is to be treated as confidential per the Protective Order and destroyed at the close of this docket. If a copy of the model is downloaded, that copy must be purged from any individual computer after use and at the close of this docket. Please let us know which of your Qualified Persons would like to have to access to the model, and we will issue a unique user name and password for each person. The user name and password are to be used by *that person only*, and are not to be shared with any other person. If you require access to the model for another Qualified Person, please let us know and we will arrange for another user name and password to be issued.
- *IRC and Due Diligence Documents:* On June 4, 2004, Applicants' submitted their Fifth Supplemental Responses to Staff's First Set of Data Requests, including confidential versions of the IRC and due diligence documents that were subject to the Motion for Additional Protection. We will provide one copy of these documents if you agree not to make any further copies of the documents and to return the copy provided at the close of the docket. Please contact us if you require more copies.

Daniel W. Meek
June 15, 2004
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- *Private Placement Memoranda*: Also included in Applicants' Fifth Supplemental Responses to Staff's First Set of Data Requests were confidential versions of the Private Placement Memoranda (PPMs). All of the numbers (*e.g.*, rate of return) have been unredacted. The versions that will be provided to you have the key terms and conditions redacted, but include a summary of these terms and provisions. Should you determine that you need to review any of the summarized terms and conditions, you may contact our office to discuss. Please note that the versions provided to Staff are completely unredacted. We will provide one copy of these documents to you if you agree not to make any further copies of the documents and to return the copy provided at the close of the docket. Please contact us if you require more copies.
- *Lists of Investors*: As an initial proposal, Applicants' propose to provide a list of the top 15 investors in each of the TPG funds. This list will not include the names of the investors, but will describe each investor by the type of entity and will provide each investor's percentage interest in the fund. We propose that you first review this list to determine whether it provides sufficient information. If you believe that more information is necessary, we would then further negotiate to reach a mutually acceptable resolution. We would provide one copy of this list to you and would request that the list not be copied, and that the copy provided be returned to us at the close of the docket.

Please contact me if this proposal is acceptable.

Very truly yours,



Lisa F. Rackner

Enclosures