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May 13, 2004

The Honorable Kathryn Logan
Administrative Law Judge
Oregon Public Utility Commission
PO Box 2148
Salem, OR 97308-2148

By Facsimile and Regular Mail

Re: In the Matter of Oregon Electric Utility Company, LLC, et
al., Application for Authorization to Acquire Portland
General Electric Company, UM 1121

Dear Judge Logan:

Enclosed please find an original and five copies of the Associated Oregon
Industries' Issue List.

Thank you.

Sincerely,

A handwritten signature in blue ink that reads 'Julie Brandis'. The signature is fluid and cursive, with a large loop at the end of the last name.

Julie Brandis
Representative for AOI

JAB:jkh
Enclosures

c: Service List

BEFORE THE PUBLIC UTILITY COMMISSION

OF OREGON

UM 1121

In the Matter of)
)
OREGON ELECTRIC UTILITY COMPANY,) Associated Oregon Industries'
LLC, et al.,) ISSUE LIST
)
Application for Authorization to Acquire)
Portland General Electric Company)

Associated Oregon Industries (AOI) hereby submits the following Issue List in Docket UM 1121, pertaining to the Application of the Oregon Electric Utility Company, LLC, et al. (the "Applicants") for authorization to acquire Portland General Electric Co. ("PGE"). In submitting this Issue List, AOI respectfully reserves the right to address some or all of these issues in this Docket, as well as address additional issues identified by AOI, other parties, or the Staff of the Oregon Public Utility Commission.

1. What impact would approval of the Application have on PGE customer rates?
2. What impact would approval of the Application have on the quality of service to PGE customers?
3. What impact would approval of the Application have on direct access by PGE customers?
4. Would approval of the Application serve PGE's customers in the public interest; i.e., result in a net benefit? Is any such net benefit tangible or measurable? To what extent is any such net benefit speculative, contingent, or conditional, and what is the certainty of the benefit

being realized by customers? What conditions would be necessary to assure such benefit is actually realized?

5. How would PGE customers be served by approval of the Application given the Applicants' plan to sell PGE in 12 years or less? What protections would be necessary to assure that approval of the Application serves PGE customers now and in the future in light of this planned transfer of ownership and control?

6. Given the Applicants' treatment of this acquisition as an investment and plans to sell PGE in 12 years or less, how can customers be assured that the Applicants' management during its tenure will not favor maximizing investors' return by enhancing the value of PGE to future investors at the expense of customer interests? How can customers be assured of benefiting from any such enhanced value of PGE?

7. What is the value of local representation on the future Board of Directors of PGE given the Consent Rights (veto power) held by the TPG Applicants? How does this voting structure serve the customers of PGE?

8. What are the consequences for PGE customers if the Public Utility Holding Company Act ("PUHCA") is repealed and the TPG Applicants obtain voting control relative to their equity interests? How would approval of the Application serve PGE customers given this contingency?

9. What are the ramifications of having the Oregon Public Employee's Retirement System as a major investor in a public utility regulated by the Oregon Public Utility Commission?

10. What contingencies, in addition to the Oregon Public Utility Commission review process, are involved in this transaction and what is the likelihood of this acquisition being

consummated? What protections are appropriate to put in place to protect PGE customers in the event the Applicants' stock purchase agreement is terminated and/or this Application is withdrawn?

WHEREFORE, AOI respectfully submits this Issue List for the consideration of the Oregon Public Utility Commission in Docket UM 1121.

DATED this 13th day of May, 2004.

Respectfully Submitted,



Julie Ann Brandis
Representative for AOI

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CERTIFICATE OF SERVICE

I hereby certify that I served a copy of the following Associated Oregon Industries' **ISSUE LIST** on behalf of Associated Oregon Industries on the parties on the official service list in this proceeding by depositing same in the U.S. Mail at Salem, Oregon, postage prepaid.

DATED this 13th day of May, 2004.



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