

July 13, 2004

VIA HAND DELIVERY

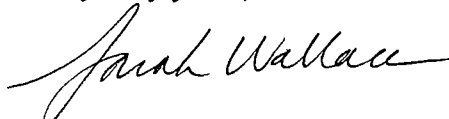
Ms. Cheryl Walker
Administrative Hearings Division
Oregon Public Utility Commission
550 Capitol Street NE, Suite 215
PO Box 2148
Salem, OR 97308-2148

Re: UM 1121

Dear Ms. Walker:

Enclosed for filing in the above-referenced docket are the original and five copies of the Application Amendment. Please contact me with any questions.

Very truly yours,



Sarah Wallace

Enclosures

cc: UM 1121 Service List

CERTIFICATE OF SERVICE
UM 1121

I hereby certify that a true and correct copy of the **APPLICATION AMENDMENT** was served via U.S. Mail (unless otherwise indicated below) on the following parties on July 13, 2004:

Mr. Jim Abrahamson
Community Action Directors of Oregon
Suite 110
4035 12th Street Cutoff SE
Salem OR 97302

Susan Ackerman
NIPPC
PO Box 10207
Portland OR 97296-0207

Mr. Grieg Anderson
5919 W Miles Street
Portland OR 97219

Mr. Ken Beeson
Eugene Water & Electric Board
500 East 4th Avenue
Eugene OR 97440-2148

Julie Brandis
Associated Oregon Industries
1149 Court Street NE
Salem OR 97301

Kim Burt
West Linn Paper Company
4800 Mill Street
West Linn OR 97068

Larry Cable Esq.
Cable Huston Benedict Haagensen &
Lloyd LLP
1001 SW Fifth Avenue, Suite 2000
Portland OR 97204

Mr. Michael Caruso
176 SW Hemlock
Dundee OR 97115

Jennifer Chamberlin
Strategic Energy LLC
2633 Wellington Court
Clyde CA 94520

William H. Chen
Constellation Newenergy, Inc.
Suite 300
2175 N California Blvd
Walnut Creek CA 94596

Ms. Joan Cote
Oregon Energy Coordinators Association
2585 State Street NE
Salem OR 97301

Christopher Crean
Multnomah County, Oregon
501 SE Hawthorne, Suite 500
Portland OR 97214

Melinda J. Davison
Davison Van Cleve PC
Suite 2460
1000 SW Broadway
Portland OR 97205

James Dittmer
Utilitech, Inc.
740 NW Blue Parkway, Suite 204
Lee's Summit MO 64086

Gary Duell - VIA E-MAIL ONLY
11301 SE Charview Court
Clackamas OR 97015

James F. Fell
Stoel Rives LLP
900 SW Fifth Avenue, Suite 2600
Portland OR 97204-1268

Andrea Fogue
League of Oregon Cities
PO Box 928
Salem OR 97308

Ms. Katherine Futornick
14800 NE Bluebird Hill Lane
Dayton OR 97114

Leonard Girard
2169 SW Kings Court
Portland OR 97205

Jim Deason
Cable Huston Benedict Haagensen &
Lloyd LLP
1001 SW Fifth Avenue, Suite 2000
Portland OR 97204

J. J. Dudley
Portland General Electric
121 SW Salmon Street
Portland OR 97204

Jason Eisdorfer
Citizens' Utility Board of Oregon
Suite 308
610 SW Broadway
Portland OR 97205

Ann L. Fisher
AF Legal & Consulting Services
Kamm House
1425 SW 20th, Suite 202
Portland OR 97201

Mr. Scott Forrester
Friends of the Clackamas River
2030 NW 7th Place
Gresham OR 97030

Mrs. Lora Garland
Bonneville Power Administration
Routing L-7
PO Box 3621
Portland OR 97208-3621

Ann E. Gravatt
Renewable Northwest Project
Suite 303
917 SW Oak
Portland OR 97205

Patrick G. Hager
Portland General Electric
1 WTC0702
121 SW Salmon Street
Portland OR 97204

Mr. Roy Henderson
895 NW Dale Avenue
Portland OR 97229

Ms. Mary Ann Hutton
Canon And Hutton
9999 NE Worden Hill Road
Dundee OR 97115-9147

Mr. Joe Janssens
895 NW Dale Avenue
Portland OR 97229

Jason W. Jones
Oregon Department of Justice
1162 Court Street NE
Salem OR 97301

Ms. Valarie Koss
Columbia River PUD
PO Box 1193
St. Helens OR 97051-8193

Mr. Geoffrey M. Kronick
Bonneville Power Administration
LC7
PO Box 3621
Portland OR 97208-3621

Michael L. Kurtz
Boehm, Kurtz & Lowry
Suite 2110
36 E 7th Street
Cincinnati OH 45202

Ms. Rochelle Lessner
Lane Powell Spears Lubersky LLP
601 SW Second Ave, Suite 2100
Portland OR 97204-3158

Mr. Ken Lewis
2880 NW Ariel Terrace
Portland OR 97210

Steven G. Lins
City of Glendale
613 E Broadway, Suite 220
Glendale CA 91206-4394

James Manion
Warm Springs Power Enterprises
PO Box 960
Warm Springs OR 97761

Lloyd K. Marbet
Don't Waste Oregon
19142 S Bakers Ferry Road
Boring OR 97009

Gordon McDonald
PacifiCorp
Suite 300
825 NE Multnomah Street
Portland OR 97232

Daniel W. Meek
10949 SW 4th Avenue
Portland OR 97219

William Miller
IBEW
17200 NE Sacramento
Portland OR 97230

Christy Monson
League of Oregon Cities
1201 Court Street NE, Suite 200
Salem OR 97301

Michael Morgan
Tonkon Torp LLP
888 SW Fifth Avenue, Suite 1600
Portland OR 97204

Mr. Frank Nelson
543 Willamette Court NW
McMinnville OR 97128

Ms. Nancy Newell
3917 NE Skidmore Street
Portland OR 97211

James Noteboom
Karnopp, Petersen, Noteboom, Hansen,
Arnett & Sayeg, LLP
1201 NW Wall Street, Suite 300
Bend OR 97701-1957

Mr. Donald W. Schoenbeck
Regulatory & Cogeneration Services, Inc.
900 Washington Street, Suite 780
Vancouver Wa 98660-3455

Ms. Rebecca Sherman
Hydropower Reform Coalition
320 SW Stark Street, Suite 429
Portland OR 97204

John W. Stephens
Esler, Stephens & Buckley
888 SW Fifth Avenue, Suite 700
Portland OR 97204-2021

Mr. Brett Swift
American Rivers Association
320 SW Stark Street, Suite 418
Portland OR 97204

Mitchell Taylor
Enron Corp.
PO Box 1188
1221 Lamar, Suite 1600
Houston TX 77251-1188

Laurence Tuttle
Center for Environmental Equity
610 SW Alder #1021
Portland OR 97205

S. B. Van Cleve
Davison Van Cleve PC
Suite 2460
1000 SW Broadway
Portland OR 97205

Mr. Benjamin Walters
City of Portland, Oregon
Suite 430
1221 SW Fourth Ave, Room 120
Portland OR 97204

Michael T. Weirich
Oregon Department of Justice
General Counsel Division
100 Justice Building
1162 Court Street NE
Salem OR 97301

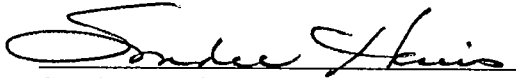
Steven Weiss
Northwest Energy Coalition
4422 Oregon Trail Court NE
Salem OR 97305

Robin White
Portland BOMA
Suite 2722-Mezzanine
1211 SW 5th Avenue
Portland OR 97201

Lorne Whittles
Epcor Merchant and Capital (U.S.) Inc.
1161 W River Street, Suite 250
Boise ID 83702

Linda K. Williams
Kafoury & McDougal
10266 SW Lancaster Road
Portland OR 97219-6305

ATER WYNNE LLP


Sandee Harris

1
2
3
4 **BEFORE THE PUBLIC UTILITY COMMISSION**
5 **OF OREGON**
6 **UM 1121**
7

8 In the Matter of

9 OREGON ELECTRIC UTILITY COMPANY, LLC,
10 et al.,

APPLICATION AMENDMENT

11 Application for Authorization to Acquire Portland
12 General Electric Company

13 On July 8, 2004, Oregon Electric Utility Company, LLC (“Oregon Electric”) announced
14 the names of seven additional directors who will join David Bonderman, Kelvin Davis, Peggy
15 Fowler, Gerald Grinstein and Tom Walsh on the Board of Directors of Portland General Electric
16 Company (“PGE”) upon approval of the Proposed Transaction. They are:

- 17
- 18 • Peter O. Kohler, M.D. – President, Oregon Health & Science University
 - 19 • Kirby Dyess – former Corporate Vice President and Director of Operations, Intel
20 Capital; Principal, Austin Capital Management
 - 21 • Maria Eitel – Vice President and Senior Advisor for Corporate Responsibility, Nike
22 Inc.; President, Nike Foundation.
 - 23 • Jerry Jackson – former senior utility executive at Entergy Corporation; Of Counsel,
24 Skadden, Arps, Slate, Meagher & Flom, LLP.
 - 25 • Duane McDougall – former President and CEO, Willamette Industries, Inc.
 - 26 • Robert Miller – Chairman, Rite Aid Corp.; former CEO, Fred Meyer, Inc.
 - M. Lee Pelton, Ph.D. – President, Willamette University

1 Detailed biographies of the all of the PGE Board members are attached as Exhibit 23. Dr.
2 Kohler will serve as non-executive Chairman of the Board of Directors.

3 Dr. Kohler and Messrs. McDougall and Miller will also become members of Managing
4 Member, LLC (“Managing Member”), along with Applicants Gerald Grinstein and Tom Walsh.
5 All five will serve on the Board of Directors of Oregon Electric, as will Mr. Bonderman. As
6 members of Managing Member, Dr. Kohler and Messrs. McDougall and Miller will exercise
7 substantial influence over the policies and actions of PGE within the meaning of ORS § 757.511.
8 Accordingly, the original Application, filed on March 8, 2004, is hereby amended to add them as
9 Applicants. Importantly, except for the identity of the individuals, there are no substantive
10 changes to the ownership structure or the Proposed Transaction.

11 **A. Introduction to New Applicants**

12 The new Applicants are prominent leaders of Oregon’s business and civic institutions
13 who, like Tom Walsh and Gerald Grinstein, have demonstrated an uncommon commitment to
14 the region, to Oregon and its citizens, and to Oregon’s economic health. In brief, their
15 backgrounds are as follows:

16 **Peter O. Kohler, M.D.** Dr. Peter Kohler is President of Oregon Health & Science
17 University (“OHSU”) and is active in health policy, research, and education at the state and
18 national level. During Dr. Kohler’s 16-year tenure, OHSU has seen significant advances in
19 research (the number of grants has increased from \$40 million to almost \$257 million), health
20 care (patient visits have increased from 169,100 to more than 721,000), and academics (the
21 number of students has doubled to more than 2,600). Today, OHSU is Portland’s largest and the
22 state’s fourth largest employer. Dr. Kohler has served as chairman of the Oregon Health
23 Council, the NIH Endocrinology Study Section and the NICHD Board of Scientific Counselors.
24 He was elected to the Institute of Medicine, has served on its task force to evaluate telemedicine
25 and was Chairman of its Committee on Improving Long-Term Care. He is on the board of
26 directors of Stancorp Financial Group and the Portland Branch of the Federal Reserve Bank of

1 San Francisco. Dr. Kohler has served as Chairman of the Board of the Association of Academic
2 Health Centers and is one of nine education leaders to receive this year's Chief Executive
3 Leadership Award from the Council for Advancement and Support of Education. He resides in
4 Portland.

5 **Duane McDougall.** Duane McDougall served as President and CEO of Willamette
6 Industries, a Fortune 400 company, from 1998 to 2002. During his 23-year career with
7 Willamette, he held numerous operating and finance positions. Mr. McDougall serves on several
8 corporate boards, including Cascade Corp., Greenbrier Companies, InFocus, North Pacific
9 Companies, and West Coast Bancorp. Mr. McDougall was also Chairperson of the Oregon State
10 University Foundation from 2002-2003, and serves on the Boards of Legacy Health Systems,
11 Portland Art Museum, and the Oregon Symphony. He is a former trustee of the Oregon Chapter
12 of the Nature Conservancy. A native Oregonian, Mr. McDougall resides in Lake Oswego.

13 **Robert Miller.** Robert Miller, Rite Aid's Chairman of the Board since 1999, was also
14 the Chief Executive Officer until 2003. Previously, Mr. Miller served as Vice Chairman and
15 Chief Operating Officer of The Kroger Company, a retail food company. Mr. Miller joined
16 Kroger in 1999, when The Kroger Company acquired Portland-based Fred Meyer, Inc., a food,
17 drug, and general merchandise chain. From 1991 until the acquisition, he served as Chief
18 Executive Officer of Fred Meyer. Mr. Miller currently serves on the Board of Directors of
19 Harrah's Entertainment, Inc., City of Hope and The Jim Pattison Group, as well as on the Boards
20 of United States Bakery and Trailblazer Fruit Products, both of which are based in Portland. He
21 was formerly on the boards of PacifiCorp and Scottish Power, after its merger with PacifiCorp in
22 1999. In addition, Mr. Miller has also served as Campaign Chairman, Alexis de Tocqueville
23 Society, and Rose Society Committee Chair for the local United Way of the Columbia-
24 Willamette. He resides in Portland.

25 Each of these new Applicants is committed to ensuring that PGE's ownership will be
26 responsive and accountable to its customers and the citizens of this State.

1 **B. Impact on Voting and Equity Interests in Oregon Electric**

2 Importantly, there will be no change to the structure of Managing Member or its
3 relationships to Oregon Electric and PGE. The new members of Managing Member will
4 participate on substantially the same terms and conditions as Gerald Grinstein and Tom Walsh.
5 The only material changes will be the addition of the new Applicants as investors in Managing
6 Member and the total amount invested in Managing Member, which will increase from
7 approximately \$2.5 million to approximately \$3.5 million.

8 With the addition of the new Applicants, there will be five members in Managing
9 Member: Dr. Kohler and Messrs. Grinstein, McDougall, Miller and Walsh. These five members
10 will comprise the group referred to as Local Applicants in the Application. Each of these five
11 will invest their personal funds in Oregon Electric through investments in Managing Member.
12 Collectively, they will be investing \$3.5 million – representing approximately 0.67% of the
13 economic interest in Oregon Electric. TPG Applicants will own approximately 79.90% of the
14 economic interest in Oregon Electric. The Passive Investors will own approximately 19.43% of
15 the economic interest. A revised chart of the ownership structure of Oregon Electric is attached
16 as Revised Exhibit 9. There will be no changes to voting control of Oregon Electric as set out in
17 the original Application.

18 **C. Applicants' Reasons for Investing in and Commitment to PGE**

19 Like Messrs. Grinstein and Walsh, the new Applicants are passionate about the welfare
20 of the region, Oregon and its citizens. They understand that a strong and healthy utility is critical
21 not only to the customers of the utility, but to the economic welfare of the state as well. They
22 believe that they will be in a position to guide PGE into the future with a renewed focus on
23 customers. Accordingly, they have decided to personally invest in and help lead PGE.

24 The new Applicants are committed to returning PGE to a singular focus on its core
25 business of providing safe, reliable and efficient electric service to its customers. In addition,
26 they are committed to reinvigorating a spirit of partnership between the utility and its existing

1 and potential business customers in order to foster economic growth in Oregon, which will
2 benefit all of PGE's customers and the citizens of this State. Finally, they are committed to
3 continuing, if not improving further, PGE's leadership role as a good corporate citizen.

4 By this amendment, the new Applicants endorse and adopt the goals and commitments
5 articulated in the Application, the Direct and Supplemental Testimony of Kelvin Davis, and the
6 Direct Testimony of the Local Applicant Panel.


7 **D. Commitment to Local Representation**


8 In its Application and supporting testimony, Oregon Electric has promised local
9 representation and leadership on the PGE Board of Directors as a benefit of the Proposed
10 Transaction through the appointment of at least five Oregonians to the Board. Applicants
11 believe that the appointment of these additional directors – which brings the total number of
12 prominent Oregonians to seven – represents fulfillment of this promise.

13 RESPECTFULLY SUBMITTED this 12th day of July, 2004.

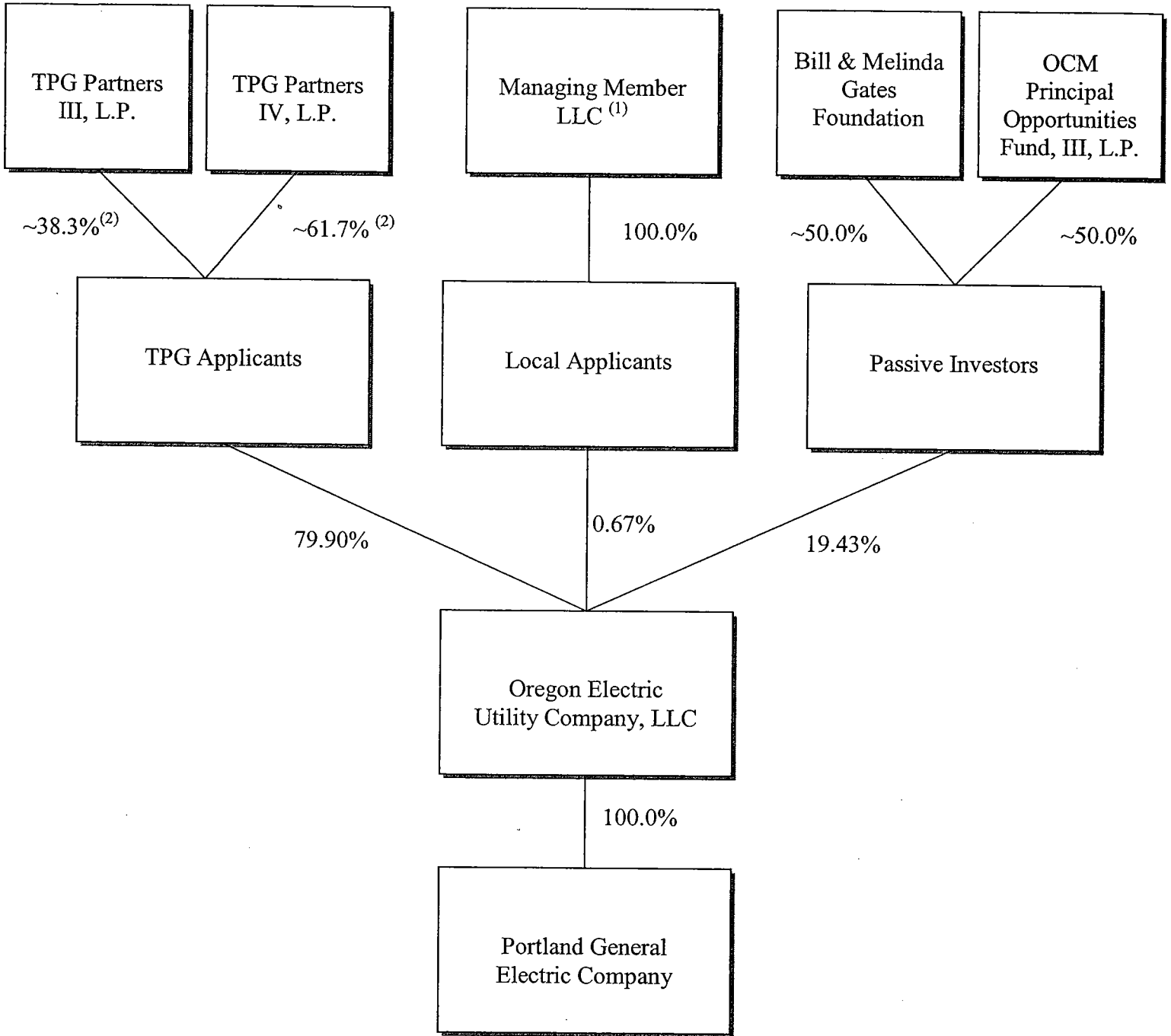
14 ATER WYNNE LLP

15 OREGON ELECTRIC UTILITY
16 COMPANY, LLC

17 By: 
18 Lisa Rackner, OSB No. 87384
19 Kirk Gibson, OSB No. 85122
20 222 SW Columbia Street, Suite 1800
21 Portland, OR 97201-6618
22 Telephone: (503) 226-1191
23 Facsimile: (503) 226-0079
24 E-mail: lfr@aterwynne.com
25 E-mail: khg@aterwynne.com
26 Of Attorneys for Applicants

17 By: 
18 Thad Miller
19 General Counsel
20 222 SW Columbia Street, Suite 1850
21 Portland, OR 97201-6618
22 Telephone: (503) 226-8622
23 Facsimile: (877) 892-1953
24 E-mail: tmiller6@optonline.net
25 Of Attorneys for Applicants

REVISED EXHIBIT 9
OWNERSHIP STRUCTURE



Note: percentages denote estimated economic interests.

⁽¹⁾ Managing Member LLC will be owned by Peter O. Kohler, M.D., Gerald Grinstein, Duane McDougall, Bob Miller, and Tom Walsh.

⁽²⁾ Precise allocation of the investment between TPG Partners III, L.P. and TPG Partners IV, L.P. to be determined at closing.

O r e g o n E l e c t r i c U t i l i t y C o m p a n y , L L C

David Bonderman

*Principal and General Partner
Texas Pacific Group*



David Bonderman is a founder of Texas Pacific Group (TPG) and serves as a principal and general partner of the firm.

Prior to forming TPG in 1993, Mr. Bonderman was chief operating officer of the Robert M. Bass Group, Inc. (now doing business as Keystone, Inc.) in Fort Worth, Texas. Prior to joining RMBG in 1983, Mr. Bonderman was a partner in the law firm of Arnold & Porter in Washington, D.C., where he specialized in corporate, securities, bankruptcy and antitrust litigation. From 1969 to 1970, Mr. Bonderman was a fellow in Foreign and Comparative Law in conjunction with Harvard University and from 1968 to 1969, he was special assistant to the U.S. Attorney General in the Civil Rights Division. From 1967 to 1968, Mr. Bonderman was assistant professor at Tulane University School of Law in New Orleans.

Mr. Bonderman serves on the boards of the following public companies: ProQuest Company; Ducati Motor Holding S.p.A.; CoStar Group, Inc.; Gemplus International S.A.; and Ryanair Holdings, plc. He also serves on the boards of The Wilderness Society, the Grand Canyon Trust, World Wildlife Fund and the American Himalayan Foundation. In addition, he serves on the board of directors of the University of Washington Foundation, as well as the Harvard Law School Dean's Advisory Board.

Mr. Bonderman graduated Magna Cum Laude from Harvard Law School in 1966. He was a member of the Harvard Law Review and a Sheldon Fellow. He is a 1963 graduate of the University of Washington in Seattle.

O r e g o n E l e c t r i c U t i l i t y C o m p a n y , L L C

Kelvin L. Davis

Partner

Texas Pacific Group



Kelvin Davis is a partner at Texas Pacific Group (TPG), responsible for investments across a variety of industries, including the energy and power sector. Prior to joining TPG in 2000, Mr. Davis was president and chief operating officer of Colony Capital, Inc., a private international real estate-related investment firm in Los Angeles. As one of the original founding principals of Colony, Mr. Davis played an integral role in the company's success in consummating and managing over \$7 billion of real estate-related investments.

Prior to the formation of Colony, Mr. Davis was a principal of RMB Realty, Inc., the real estate investment vehicle of Robert M. Bass. While there, he was involved in the valuation, structuring, and consummation of a broad range of real estate-related investments. Prior to his affiliation with RMB Realty, he worked at Goldman, Sachs & Co. in New York City and with Trammell Crow Company in Dallas and Los Angeles.

Mr. Davis earned a B.A. degree in Economics from Stanford University, and an M.B.A. from Harvard University, where he was a Baker Scholar, a John L. Loeb Fellow, and a Wolfe Award recipient. Mr. Davis is acting chairman of the board of KRATON Polymers, LLP; a director of DS Waters, LP; a director of Los Angeles Team Mentoring, Inc., a charitable mentoring organization; and is on the board of overseers of the Huntington Library, Art Collections, and Botanical Gardens. Mr. Davis was born and raised in Los Angeles, California.

O r e g o n E l e c t r i c U t i l i t y C o m p a n y , L L C

Kirby A. Dyess

Principal

Austin Capital Management LLC



Kirby Dyess is a principal in Austin Capital Management LLC. She evaluates, invests in, and assists early stage companies in the Pacific Northwest. Ms. Dyess recently retired from Intel Corporation where she was corporate vice president and director of operations for Intel Capital, Intel's strategic investment group. At Intel Capital, Ms. Dyess was responsible for all operational functions globally that were required for the management of Intel's multi-billion dollar, 400 company portfolio. Ms. Dyess joined Intel in 1979 and held a variety of management positions, including director of worldwide human resources and business unit manager.

Prior to joining Intel, Ms. Dyess spent ten years at ICN Medical Laboratories Inc. where she was director of marketing and client services.

Ms. Dyess holds a degree in Physics from the University of Idaho and has done postgraduate work in Biochemistry and Management from a number of institutions. She was selected to join the Academy of Women Achievers in 1996.

From 1999 through 2001 she served on the National Advisory Council for Environmental Policy and Technology advising the Environmental Protection Agency (EPA) on strategic topics. She collaborated on a report from the council entitled "The Environmental Future: Emerging Challenges and Opportunities for the EPA" which identifies emerging trends and issues for the EPA over the next 5-10 years and a method for better anticipating future issues and solutions.

Ms. Dyess is currently a member of the Menasha, Merix and H2F Media Corporation Boards; she chairs the Business Advisory Board for the University of Oregon Lundquist College of Business; is a member of the Board of Trustees for Linfield College; serves on the Oregon State Board of Higher Education and the Oregon Health and Science University Board. Ms. Dyess resides in Portland.

O r e g o n E l e c t r i c U t i l i t y C o m p a n y , L L C

Maria S. Eitel

*Vice President & Senior Advisor For Corporate Responsibility
President, Nike Foundation*



Maria Eitel is president of the Nike Foundation and vice president and senior advisor for corporate responsibility at Nike, Inc. In this role she provides strategic direction for the company's efforts to achieve its business and corporate responsibility goals including labor practices and compliance, environmental affairs and global community involvement. Eitel works with business leaders at Nike on the strategic evolution of corporate responsibility and the business simultaneously. Eitel was instrumental in forming and co-manages Nike's Corporate Responsibility Committee of the board of directors. She is president of the Nike Foundation, which focuses on issues of globalization with particular emphasis on girls' education in the world's poorest countries. Additionally she works across the corporation on the distribution of 3% of Nike's pre-tax profits in cash and product to programs to support young people globally.

Formerly, she served as European corporate affairs group manager for Microsoft Corporation where she managed corporate, public and community affairs initiatives for the company's European headquarters and 24 European subsidiaries from Paris, France.

Before joining Microsoft in 1995, she was director of public affairs for the Corporation for Public Broadcasting and was senior manager of communications & community relations at MCI Communications Corp.

From 1989 to 1992, Ms. Eitel served in the White House as deputy director of media relations and later as special assistant to the President for media affairs. She directed White House communications initiatives and programs, served as an official spokesperson for the President and managed Cabinet involvement in White House public affairs and communications initiatives.

Ms. Eitel was born and raised in Everett, Washington. She holds a B.A. degree from McGill University, an M.S. degree from Georgetown University, and she is an alumnus of the Stanford University Business School Executive Program. She is a director of the Operating Council of the Global Alliance for Workers & Communities, and was formerly on the board of the National Academy of Sciences committee on monitoring international labor standards. Also, she is on the board of trustees of the Lakeside School in Seattle, Washington, and on the board of Directors for Business for Social Responsibility (BSR), a business membership organization that promotes corporate social responsibility among global companies.

O r e g o n E l e c t r i c U t i l i t y C o m p a n y , L L C

Peggy Fowler

*Chief Executive Officer and President
Portland General Electric*



Peggy Fowler, CEO and president of Portland General Electric (PGE), has more than 30 years of experience in the utility business and, in that time, has managed virtually every major area of the company.

Ms. Fowler started at PGE in 1974 as a chemist working in the company's analytical laboratory, which performed extensive environmental testing. She has held senior officer posts in Distribution Operations, Customer Service, Thermal Production and Hydroelectric and Substation Operations.

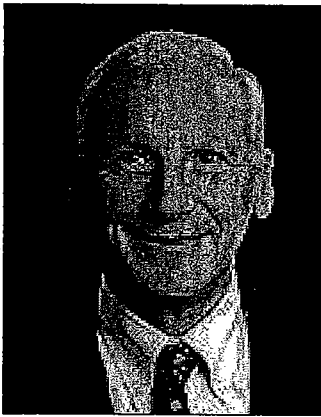
Ms. Fowler earned a bachelor's degree in chemistry and mathematics from George Fox University in Newberg, Oregon. She also has completed the specialized training offered in public utility executive programs at the University of Michigan and the University of Idaho.

Ms. Fowler serves on several boards and committees that contribute to the future of the community, including Oregon Business Council, Regence BlueCross BlueShield of Oregon, SOLV Founders' Circle, Oregon Independent College Foundation and Portland Streetcar.

O r e g o n E l e c t r i c U t i l i t y C o m p a n y , L L C

Gerald Grinstein

Principal, Madrona Investment Group, LLC
Chief Executive Officer, Delta Air Lines, Inc.



Gerald (Jerry) Grinstein is a leading Northwest business executive, serving as a principal of Madrona Investment Group, LLC, a Seattle-based investment company, and strategic advisor to Madrona Venture Fund, a Seattle-based venture fund. He is also CEO of Delta Air Lines, Inc., a position which he assumed in 2003. He served as non-executive chairman of the board of Agilent Technologies from 1999 to 2002.

Previously, Mr. Grinstein served as non-executive chairman of Delta Air Lines, Inc. from 1997 to 1999. In 1985, he was elected to the board of directors of Burlington Northern, Inc. (BNI), from which he retired as chairman and chief executive officer in 1995. While at BNI, he oversaw the company's acquisition of Santa Fe Pacific Corp., which created the nation's largest railroad.

Prior to joining BNI, Mr. Grinstein was chief executive officer and chairman of Western Airlines, Inc. Before that, from 1969 to 1983, he was a partner in the law firm of Preston, Thorgrimson, Ellis & Holman in Seattle. Earlier in his career, Mr. Grinstein served as chief counsel to the U.S. Senate Commerce Committee, counsel to the Merchant Marine & Transportation Subcommittee, and administrative assistant to U.S. Senator Warren G. Magnuson.

Mr. Grinstein is a director of Delta Air Lines, Inc., PACCAR, Inc., and The Brink's Company. In addition, he is president of the Board of Regents of the University of Washington, a member of the Henry M. Jackson Foundation, and serves on the boards of The Seattle Foundation and Long Live The Kings (an organization whose mission is to restore wild salmon to the waters of the Pacific Northwest).

A native of Seattle, Mr. Grinstein graduated from Yale College in 1954 and Harvard Law School in 1957.

O r e g o n E l e c t r i c U t i l i t y C o m p a n y , L L C

Jerry Jackson

*Former Executive Vice President and Group President, Utility Operations
Entergy Corporation*



Jerry Jackson is a former executive vice president and former group president, utility operations with Entergy Corporation and an attorney whose career in the electric utility industry and government spans more than 30 years. After retiring from Entergy in March 2003, Mr. Jackson joined the international law firm of Skadden, Arps, Slate, Meagher & Flom LLP as Of Counsel in its Washington, D.C. office.

Mr. Jackson had been a senior executive at Entergy since 1979 and has significant experience in Entergy's senior management, with oversight of utility operations, legal, regulatory, finance, marketing, external affairs and corporate administrative functions. Entergy Corporation is an integrated energy company engaged primarily in electric power production, retail distribution operations, energy marketing and trading, and gas transportation. Entergy delivers electricity to 2.6 million utility customers in Arkansas, Louisiana, Mississippi, and Texas.

Mr. Jackson successfully helped lead the company through key initiatives to address sweeping changes that have taken place in the energy industry. He supervised the company's five regional utility operating companies as group president, utility operations, and was instrumental in improvements in a number of areas, including safety, regulatory compliance, financial results and customer service.

Prior to joining Entergy, Mr. Jackson was a member of the Arkansas Public Service Commission from 1973 until 1975.

Mr. Jackson earned his law degree from the University of Arkansas in 1968. He is admitted to the Arkansas bar and the District of Columbia bar, as well as the U.S. Supreme Court; U.S. District Court, Eastern and Western Districts of Arkansas; U.S. Court of Appeals, 8th Circuit; and the D.C. Circuit Court.

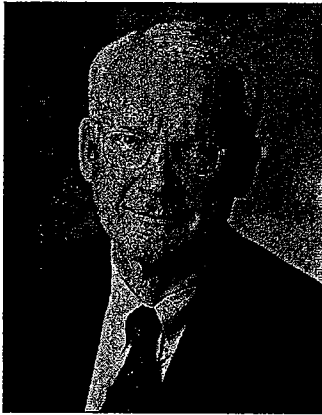
He has been active in many community service organizations having served as a member of the board of directors of the Urban League of Greater New Orleans (Chairman - 1998 - 1999), INROADS (Chairman - 1999), the University of New Orleans Foundation, Metrovision, the Arts Council of New Orleans, Tulane Medical Center, LISC, the Committee of 100 and SECURE. He is a past president of the Southeast Louisiana Council of the Boy Scouts of America and is a former member of the Council for a Better Louisiana. He is a resident of New Orleans.

O r e g o n E l e c t r i c U t i l i t y C o m p a n y , L L C

Peter O. Kohler, M.D.

President

Oregon Health & Science University



Peter O. Kohler, M.D., president of Oregon Health & Science University, is active in health policy, research and education at the state and national level.

During Dr. Kohler's 16-year tenure OHSU has seen significant advances in research, health care and academics. When he first arrived at OHSU the university's operating budget was approximately \$254 million; today it is \$1.18 billion. The number of employees has more than doubled to almost 11,500, making OHSU Portland's largest and Oregon's fourth largest employer.

Key to this success was an entrepreneurial vision to have OHSU gain greater fiscal solvency and independence by becoming a unique business entity among universities: a public corporation with a statewide mission. In 2002, OHSU successfully gathered support for the Oregon Opportunity, an innovative combination of public and private dollars that is positioning Oregon in the forefront of biomedical research. Also, through careful strategic planning, recycling and landscaping programs, and innovative green-building initiatives, OHSU has earned a reputation as environmentally responsible.

As a leader and advocate, Dr. Kohler has been instrumental in establishing many programs to improve access to health care services and education throughout Oregon. While he is committed to a statewide solution that will address the growing number of low-income and uninsured patients, he also understands and continues to support OHSU's unique role in providing highly specialized services to all patients. Currently OHSU takes care of more low-income patients than any other health care system in the state.

Dr. Kohler is a graduate of the University of Virginia and Duke Medical School. After post-graduate training at Duke and Georgetown, he began his career in medicine at the National Institutes of Health. Following positions at Baylor College of Medicine and the University of Arkansas School of Medicine, he was the dean of the University of Texas School of Medicine in San Antonio.

Dr. Kohler has served as chairman of the Oregon Health Council, the NIH Endocrinology Study Section, the NICHD Board of Scientific Counselors and was elected to the Institute of Medicine. He is on the board of directors of Stancorp Financial Group and the Portland Branch of the Federal Reserve Bank of San Francisco. He has served as chairman of the board of the Association of Academic Health Centers and is one of nine education leaders to receive this year's Chief Executive Leadership Award from the Council for Advancement and Support of Education.

O r e g o n E l e c t r i c U t i l i t y C o m p a n y , L L C

Duane C. McDougall

*Former President and Chief Executive Officer
Willamette Industries*



Duane McDougall served as president and CEO of Willamette Industries, a Fortune 400 company, from 1998 until 2002.

Mr. McDougall began his 23-year career at Willamette in finance. He served as vice president-controller and chief accounting officer from 1989 to 1996. He was heavily involved in numerous acquisitions, including the single largest acquisition of timberland in the U.S. up to that time. He led Willamette's first international acquisitions in Ireland and France. In 1996, he moved into operations, and was made vice president of Western Building Materials, with responsibility for the western timberlands and building materials manufacturing. One year later he was made executive vice president of Building Materials, and assumed responsibility for all building materials operations including 1.7 million acres of timberland. In 1998, he was made president and CEO.

Prior to Willamette, Mr. McDougall was with Arthur Andersen as a CPA and audit manager. Georgia Pacific was his primary client.

Currently, Mr. McDougall serves on several corporate boards: West Coast Bancorp, where he is chair of compensation committee; Cascade Corp., where he is chair of the audit committee; InFocus, where he is chair of the audit committee; and North Pacific Companies. He also contributes his time to various non-profit organizations, including the boards of Legacy Health Systems, Portland Art Museum, the OSU Foundation, for which he served as chairman of the board in 2002-2003, and was a former trustee of the Oregon Chapter of The Nature Conservancy. He recently volunteered as interim president of the Oregon Symphony for six months, and still serves on its board.

Mr. McDougall graduated with a B.S. from Oregon State University in 1974 and also attended executive programs at Stanford in 1984, and the Darden School at the University of Virginia in 1994. Mr. McDougall resides in Lake Oswego.

O r e g o n E l e c t r i c U t i l i t y C o m p a n y , L L C

Robert G. Miller

Chairman of the Board

Rite Aid Corporation



Robert G. Miller currently holds the position of chairman of the board of Rite Aid Corporation. Rite Aid, headquartered in Camp Hill, PA, is one of the nation's leading drugstore chains with annual revenues of approximately \$16.6 billion and approximately 72,000 employees in 30 states and the District of Columbia.

Mr. Miller began his retailing career in 1961 as a clerk with All American Stores in Southern California. After that chain was acquired in 1964 by Albertson's, Inc., Miller rose steadily to become executive vice president of Retail Operations. He joined Portland-based Fred Meyer, Inc. in August 1991 as chairman and chief executive officer. When Fred Meyer merged with the Kroger Co. in May 1999, Miller was named vice chairman and chief operating officer. In December 1999, Miller joined Rite Aid Corporation as chairman of the board and chief executive officer. In June 2003, Mr. Miller named Mary Sammons as chief executive officer and he continues to hold the chairman of the board position.

Mr. Miller is a member of the board of directors of Harrah's Entertainment, City of Hope, and The Jim Pattison Group. Local Oregon companies of which Mr. Miller is a board member include United States Bakery, Trailblazer Fruit Products, and Miller Family Holdings, LLC. Mr. Miller has also served as campaign chairman, Alexis de Tocqueville Society and Rose Society Committee chair for the local United Way of Columbia-Willamette.

Mr. Miller attended Orange Coast College in Costa Mesa, California and the Executive Management Program at Stanford University's Graduate School of Business. He resides in Portland.

O r e g o n E l e c t r i c U t i l i t y C o m p a n y , L L C

M. Lee Pelton, Ph.D.

President

Willamette University



M. Lee Pelton, Ph.D. was appointed president of Willamette University in July 1999. Under his leadership, the University has increased its academic profile, successfully employing strategies to attract leading faculty and some of the brightest students from the state, the nation and the world. Since 2001, Willamette University has been ranked a top tier liberal arts college by U.S. News and World Report.

Dr. Pelton is a recognized leader in higher education. He continues to serve as a member of several leading national educational boards and committees, including the American Association of Higher Education, the American Council on Education, and National Association of Independent Colleges and Universities. In June 2000, he was elected to the Harvard University Board of Overseers, where he will serve a six-year term as a Harvard Overseer.

Dr. Pelton serves on the boards of the Oregon Shakespeare Festival, Oregon Health Sciences University Foundation, the Oregon Symphony and the World Affairs Council. He also serves on a special task force addressing the funding needs of K-12 public education in the Portland, Oregon school district.

Recognized for his knowledge of and commitment to diversity, Dr. Pelton's opinions and ideas are regularly sought by the national media and academic publications, particularly in the aftermath of the U.S. Supreme Court opinion on affirmative action, issued in the summer of 2003.

Dr. Pelton holds a doctorate from Harvard University and an undergraduate degree in English and psychology from Wichita State University, where he graduated magna cum laude in 1974.

He served as dean of the college at Colgate University (1988-91) and Dartmouth College (1991-98). At Harvard he taught in the English Department and was the dean of one of Harvard's 13 undergraduate colleges. Dr Pelton resides in Salem, Oregon.

O r e g o n E l e c t r i c U t i l i t y C o m p a n y , L L C

Tom Walsh

President

Tom Walsh & Co.



Tom Walsh has served as president of Tom Walsh & Co., a Portland builder of affordable housing, since 1999. From 1991 to 1998, Mr. Walsh was general manager of Tri-Met, the Portland regional transit agency with an annual operating budget of \$168 million and 2,000 employees. In 1960, he founded Walsh Construction Co., a general contractor specializing in multi-family construction, where he held the position of secretary through 1990.

Mr. Walsh has served with many prominent Oregon civic groups, including as chairman of the Oregon Roads Finance Committee, vice chairman of the Oregon Transportation Commission, and chairman of the Glenn Jackson Scholars Program. He has been on the boards of the Oregon Historical Society and the Lewis & Clark Bi-Centennial. In addition, Mr. Walsh has served as chairman of the Oregon Board of Forestry, and as a member of the Oregon Land Conservation & Development Committee. He also chaired the Oregon Convention Center advisory committee on Design and Construction. In 1991, he was appointed as Oregon's representative to the Endangered Species Committee for the spotted owl.

Mr. Walsh received a B.S. in Engineering from Stanford University in 1962. He resides in Portland.