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Norman H. Bangerter
Governor
Dee C. Hansen
Executive Director
Dianne R. Nielson, Ph.D.
Division Director

State of Utah

DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

355 West North Temple
3 Triad Center, Suite 350
Salt Lake City, Utah 84180-1203
801-538-5340

January 30, 1991

CERTIFIED RETURN RECEIPT REQUESTED
No. P 075 063 364

Mr. Robert H. Hagen, Director
Albuquerque Field Office
Office of Surface Mining
Reclamation and Enforcement
Suite 310, Silver Square
625 Silver Avenue, S.W.
Albuquerque, New Mexico 87102

Dear Mr. Hagen:

Re: Ten-Day Notice X91-02-244-02 TV1, Utah Power & Light, Des-Bee-Dove Mine, ACT/015/017, Folder #5, Emery County, Utah

This letter responds to the above-referenced Ten-Day Notice (TDN), the certified copy of which was received at the Division's offices on January 25, 1991.

Number 1 of 1 reads: "Failure to obtain prior written approval in accordance with R614-303-300 before transferring, assigning or sale of rights granted the permit." (R614-303-310).

The Division is the only entity which can transfer the permit. Language in the agreement between Utah Power & Light Company (UP&L) and PacifiCorp (attached) recognizes the authority of the Division, as well as other regulatory agencies, to approve transfers of permits.

The Division was notified by letter on October 16, 1990, that effective October 1, 1990, PacifiCorp will operate the Des-Bee-Dove Mine, Deer Creek Mine, and Cottonwood/Wilberg Mine. A letter to Bart Hyita on October 29, 1990, requested a formal transfer from the previous permit applicant, UP&L. A transfer application was received on November 20, 1990.

A deficiency document was sent November 26, 1990, requesting more information for the permit transfer. An additional request was sent November 28, 1990, regarding the bonds being changed to PacifiCorp (see attached letters).

Donna Griffin was notified in a telephone conversation with Pamela Grubaugh-Littig on November 20, 1990, that a formal transfer of the permits is currently underway.

Resolution of the permit transfer will be finalized after the completion of the publication period, February 15, 1991. A 510C check of UP&L, PacifiCorp, and Energy West on January 25, 1991, provided an issue response.

The Division contends that resolution of the permit transfer is being undertaken in a timely manner. That action was undertaken in advance of issuance of the TDN. The TDN should be withdrawn.

Best regards,

Dianne

Dianne R. Nielson
Director

vb
Attachments
cc: L. Braxton
J. Helfrich
P. Grubaugh-Littig
MI54/11&12

SENDER: Complete items 1 and 2 when additional services are desired, and complete items 3 and 4.
Put your address in the "RETURN TO" Space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for additional service(s) requested.

1. ☒ Show to whom delivered, date, and addressee's address. *(Extra charge)*
2. ☐ Restricted Delivery *(Extra charge)*

3. Article Addressed to:

ROBERT H HAGEN DIR
ALBUQUERQUE FIELD OFFICE
OFFICE OF SURFACE MINING R & E
STE 310 SILVER SQ
625 SILVER AVE SW
ALBUQUERQUE NM 87102

4. Article Number
P 075 063 364

Type of Service:
☐ Registered ☐ Insured
☒ Certified ☐ COD
☐ Express Mail ☐ Return Receipt for Merchandise

Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature — Addressee
X [signature]

6. Signature — Agent
X

7. Date of Delivery 2-5-91

8. Addressee's Address *(ONLY if requested and fee paid)*

PS Form **3811**, Apr. 1989 ★U.S.G.P.O. 1989-238-815 **DOMESTIC RETURN RECEIPT**

UNITED STATES POSTAL SERVICE
OFFICIAL BUSINESS

SENDER INSTRUCTIONS
Print your name, address and ZIP Code in the space below.
• Complete items 1, 2, 3, and 4 on the reverse.
• Attach to front of article if space permits, otherwise affix to back of article.
• Endorse article "Return Receipt Requested" adjacent to number.

RETURN TO
Print Sender's name, address, and ZIP Code in the space below.

STATE OF UTAH
NATURAL RESOURCES
OIL, GAS, & MINING
3 TRIAD CENTER, SUITE 350
SALT LAKE CITY, UTAH 84180-1203

PENALTY FOR PRIVATE USE, $300

U.S.MAIL

WE MEET THE CHALLENGE

ALBUQUERQUE, NM 87101 PM 5 FEB 1991

PS Form 3800, June 1985

P 075 063 364

RECEIPT FOR CERTIFIED MAIL
NO INSURANCE COVERAGE PROVIDED
NOT FOR INTERNATIONAL MAIL
(See Reverse)

ROBERT H HAGEN DIR
AFO- OSM-R&E
Street and No.
STE 310 SILVER SQ
625 SILVER SQ
P.O. State and ZIP Code
ALBUQUERQUE NM 87102

Postage	$ .65
Certified Fee	.85
Special Delivery Fee	
Restricted Delivery Fee	
Return Receipt showing to whom and Date Delivered	
Return Receipt showing to whom, Date, and Address of Delivery	1.20
TOTAL Postage and Fees	$ 2.70
Postmark or Date	

DOGM VB 1-30-91 TDN X91-02-244-02 ACT/015/017

STICK POSTAGE STAMPS TO ARTICLE TO COVER FIRST CLASS POSTAGE, CERTIFIED MAIL FEE, AND CHARGES FOR ANY SELECTED OPTIONAL SERVICES. (see front)

1. If you want this receipt postmarked, stick the gummed stub to the right of the return address leaving the receipt attached and present the article at a post office service window or hand it to your rural carrier. (no extra charge)

2. If you do not want this receipt postmarked, stick the gummed stub to the right of the return address of the article, date, detach and retain the receipt, and mail the article.

3. If you want a return receipt, write the certified mail number and your name and address on a return receipt card, Form 3811, and attach it to the front of the article by means of the gummed ends if space permits. Otherwise, affix to back of article. Endorse front of article RETURN RECEIPT REQUESTED adjacent to the number.

4. If you want delivery restricted to the addressee, or to an authorized agent of the addressee, endorse RESTRICTED DELIVERY on the front of the article.

5. Enter fees for the services requested in the appropriate spaces on the front of this receipt. If return receipt is requested, check the applicable blocks in item 1 of Form 3811.

6. Save this receipt and present it if you make inquiry. ★ U.S.G.P.O. 1988-217-132

EXHIBIT L
U[illegible]acifiCorp-PC/UP&L Merging Corp.
FERC Docket No. _____

AGREEMENT AND PLAN OF REORGANIZATION AND MERGER

THIS AGREEMENT AND PLAN OF REORGANIZATION AND MERGER (this "Agreement") is entered into on August 12, 1987 by and between UTAH POWER & LIGHT COMPANY, a Utah corporation ("UP&L"), PACIFICORP, a Maine corporation ("PacifiCorp"), and PC/UP&L MERGING CORP., an Oregon corporation ("Merging Corp.").

The parties desire that UP&L and PacifiCorp each be merged with and into Merging Corp., with Merging Corp. to be the surviving corporation.

NOW, THEREFORE, in consideration of the mutual representations, warranties, covenants, agreements, and conditions contained herein, the parties agree as follows:

ARTICLE I

THE MERGER

Pursuant to the laws of the States of Utah, Maine, and Oregon, and subject to and in accordance with the terms and conditions of this Agreement and the Plan of Merger attached hereto as Exhibit A, UP&L and PacifiCorp each shall be merged with and into Merging Corp., and the outstanding shares of the capital stock of UP&L and PacifiCorp shall be converted into shares of the capital stock of Merging Corp. as described in Section 1.3, in a transaction intended to qualify as a tax-free reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code"). UP&L, PacifiCorp and Merging

Merging Corp., and to supply any additional information which may be submitted to the Federal Trade Commission or the Department of Justice relating to the status of the transaction contemplated hereby under the antitrust laws, whether or not such additional information is requested or required under the Antitrust Improvements Act.

3.1.4 Regulatory Approvals. UP&L and PacifiCorp will cooperate, and PacifiCorp will cause Merging Corp. to cooperate, in the preparation and filing of all materials necessary and desirable as promptly as practicable after the execution of this Agreement to obtain the approval of the transactions contemplated by this Agreement or the disclaimer of jurisdiction with respect thereto by any regulatory body that, in the opinion of UP&L or PacifiCorp, has jurisdiction over the transactions contemplated by this Agreement, including but not limited to the Federal Energy Regulatory Commission and the public utility regulatory bodies of the States of California, Idaho, Montana, Oregon, Utah, Washington and Wyoming. No document shall be filed with any regulatory body for purposes of obtaining the approval of the transactions contemplated hereby unless such document has been reviewed and approved by both UP&L and PacifiCorp.

3.1.5 Other Consents and Approvals. UP&L and PacifiCorp will cooperate and use their best efforts to secure, and PacifiCorp will cause Merging Corp. to cooperate and use its

best efforts to secure, all consents, approvals, licenses or permits which may be required in connection with the Merger.

3.1.6 Periodic Reports. Until the Effective Time, UP&L and PacifiCorp will each furnish to the other all filings made with the SEC and all material mailed to their respective stockholders, in each case at least 24 hours prior to the time of such filings and the time of such mailings.

3.1.7 Best Efforts. Subject to the terms of this Agreement and fiduciary obligations under applicable law, UP&L and PacifiCorp each will use their reasonable best efforts, and PacifiCorp will cause Merging Corp. to use its reasonable best efforts, to effectuate the transactions contemplated hereby and to fulfill the conditions of their respective obligations under this Agreement described in Article IV.

3.1.8 Publicity. UP&L and PacifiCorp will consult with each other prior to issuing any press releases or otherwise making public statements with respect to the transactions contemplated hereby and prior to making any filings with any federal or state governmental or regulatory agency or with any securities exchange with respect thereto.

3.2 Covenants of UP&L. UP&L covenants and agrees with PacifiCorp as follows:

3.2.1 Conduct of Business. Prior to the Effective Time, UP&L and its subsidiaries will carry on their businesses in the ordinary and usual manner and maintain their existing relationships with suppliers, customers, employees and

State of Utah
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

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Division Director

355 West North Temple
3 Triad Center, Suite 350
Salt Lake City, Utah 84180-1203
801-538-5340

November 28, 1990

Mr. Blake Webster
Permit Administrator
Pacificorp Electric Operations
Fuel Resources
324 South State Street
Salt Lake City, Utah 84126-0218

Dear Mr. Webster:

Re: Additional Permit Transfer Information Required, Pacificorp Electric Operations (UP&L), Des-Bee-Dove Mine, ACT/015/017, Deer Creek Mine, ACT/015/018, Cottonwood/Wilberg Mine, ACT/015/019, Folder #2, Emery County, Utah

In addition to the information required in the letter of November 26, 1990 regarding the permit transfers for the three above-identified mines, the reclamation bond must be posted by the permit applicant, Pacificorp Electric Operations.

Please submit the revised bond by December 14, 1990. If you have any questions, please call me.

Sincerely,

Pamela Grubaugh-Littig
Permit Supervisor

jbe
cc: H. Sauer
S. White
AT015017(8.1

State of Utah
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

Norman H. Bangerter
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Dee C. Hansen
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Dianne R. Nielson, Ph.D.
Division Director

355 West North Temple
3 Triad Center, Suite 350
Salt Lake City, Utah 84180-1203
801-538-5340

November 26, 1990

Mr. Blake Webster
Permit Administrator
Pacificorp Electric Operations
Fuel Resources
324 S State Street
Salt Lake City, Utah 84126-0218

Dear Mr. Webster:

Re: Permit Transfer Information Incomplete, Pacificorp Electric Operations (UP&L), Des-Bee-Dove Mine, ACT/015/017, Deer Creek Mine, ACT/015/018, Cottonwood/Wilberg Mine, ACT/015/019, Folder #2, Emery County, Utah

The permit transfers submitted November 20, 1990 are incomplete. Legal, financial, and compliance information required by R614-303-300 and R614-301-100 was not included in its entirety.

R614-301-112.500	All names and addresses of each legal or equitable owner of record of the surface and mineral property must be listed. (Only Des-Bee-Dove Mine surface owners were included.) Please submit other surface owner names and addresses.
R614-301-112.600	The names and addresses of each owner of record of all property (surface and subsurface) contiguous to any part of the proposed permit area must be submitted.
R614-301-113.300	A list of all violations by the applicant and affiliates (i.e. NERCO, Inc. Coal Company) must be included in the permit transfer. All of the information required by R614-301-133.310 thru R614-301-133.350 must be submitted for each violation notice.
R614-301-114.210	A copy of the written consent of the surface owner for the extraction of coal must be submitted.

Please submit all of the required information for the permit transfers by December 7, 1990.

Sincerely,

Pamela Grubaugh-Littig
Permit Supervisor

jbe
cc: S. White
AT015017(8

Norman H. Bangerter
Governor
Dee C. Hansen
Executive Director
Dianne R. Nielson, Ph.D.
Division Director

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

355 West North Temple
3 Triad Center, Suite 350
Salt Lake City, Utah 84180-1203
801-538-5340

October 29, 1990

Mr. Bart Hyita
Managing Director of Technical Services
Pacificorp Electric Operations/Fuel Rsources
324 South State Street
P.O. Box 26128
Salt Lake City, Utah 84126-0218

Dear Mr. Hyita:

Re: Formal Notification Required (R614-303-300), Utah Power and Light Company (Pacificorp Electric Operations), Des-Bee-Dove Mines ACT/015/017, Deer Creek Mine ACT/015/018, and Cottonwood/Wilberg Mine ACT/015/019, Folder #2, Emery County, Utah

The Division is in receipt of the letter to Dr. Dianne R. Nielson from Mr. Brett Harvey dated October 12, 1990 regarding the changes in operator of the above-mentioned coal mines.

The current approved permits for all three of these mines state that the permit applicant is Utah Power and Light Company. The five-year renewal applications for the Des-Bee-Dove Mine and Deer Creek Mine state that the permit applicant is Pacificorp. I discussed this situation with Mr. Scott Child on October 24, 1990 and told him that the transfer requirement, according to R614-303-300, must be submitted by November 13, 1990.

If you have any questions regarding this, please call me.

Sincerely,

Pamela Grubaugh-Littig
Permit Supervisor

jbe
cc: Lowell P. Braxton
Tom Mitchell
Scott Childs
AT015017.1

PACIFIC POWER • UTAH POWER

324 South State
P.O. Box 26128
Salt Lake City, Utah 84126-0128

ACT/015/019
ACT/015/018
ACT/015/017

J. Brett Harvey
Vice President
(801)220-4614
FAX (801)220-4578

PACIFICORP
ELECTRIC OPERATIONS GROUP

RECEIVED
OCT 16 1990
DIVISION OF
OIL, GAS & MINING

cc L Braxton
P Grubaugh-Littig

October 12, 1990

Ms. Diane Nielson
State of Utah
Department of Natural Resources
Divison of Oil, Gas & Mining
355 West North Temple
3 Triad Center, Suite 400
Salt Lake City, Utah 84180-1204

Dear Ms. Nielson:

Effective October 1, 1990, PacifiCorp's coal mines in Emery County, Utah, the Cottonwood and Wilberg Coal Mines, will be operated by Energy West Mining Company, a Utah Corporation. Energy West is a wholly-owned subsidiary of PacifiCorp. The coal mines were previously operated by the Utah Power & Light Mining Division.

PacifiCorp will continue as the lessee of federal and state coal reserves. In addition, PacifiCorp will continue to own the real and personal property associated with the coal mines.

We do not anticipate that this assumption of the day-to-day operation of the coal mines by Energy West necessitates any formal notice or application to the Division of Oil, Gas & Mining. I did want you to be aware of this change, however.

If you have any questions or if I am not correct in my assumption that this informal notification is sufficient, please contact me.

Sincerely yours,

Brett

JBH:bfr