

DOCKETED

- BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH -

In the Matter of the Application)
of UTAH POWER & LIGHT COMPANY, and)
PC/UP&L Merging Corp. (to be renam-)
ed PacifiCorp) for an Order Author-)
izing the Merger of Utah Power &)
Light Company and PacifiCorp into)
PC/UP&L Merging Corp. and Author-)
izing the Issuance of Securities,)
Adoption of Tariffs, and Transfer)
of Certificates of Public Conve-)
nience and Necessity and Author-)
ities in Connection Therewith.)

DOCKET NO. 87-035-27

PREHEARING ORDER

ISSUED: April 29, 1988

Appearances:

Thomas W. Forsgren	For	Utah Power & Light Company
Robert S. Campbell Gregory B. Monson	"	PC/UP&L Merging Corp.
Michael Ginsberg, Assistant Attorney General	"	Division of Public Utilities, Department of Business Regulation, State of Utah
Sandy Mooy, Assistant Attorney General	"	Committee of Consumer Services
Gary Dodge	"	Basic Manufacturing and Technologies of Utah, Inc.
Andrew W. Buffmire	"	Nucor Steel
Gerald Conder	"	AMAX Magnesium Corporation
Val R. Antczak	"	Kennecott Copper Corpor- ation, et al.
Calvin L. Rampton	"	Utility Shareholder Assoc. of Utah
A. Wally Sandack	"	United Mine Workers of America, District 22

By the Commission:

By order dated April 14, 1988, the Commission scheduled an attorneys' conference in this case to be held on April 26, 1988 at 9:00 a.m. for the purpose of considering issues related to the conduct of the evidentiary hearing in this case. The order also scheduled a prehearing scheduling conference to be held before the Commission on April 26, 1988 at 9:00 a.m. for the purpose of resolving issues regarding the conduct of the evidentiary proceedings in this case. Pursuant to Stipulation of the parties, the attorneys' conference was held at 8:00 a.m. on April 25, 1988 and the prehearing scheduling conference was held at 2:30 p.m. on April 25, 1988. At the conference, the parties presented a report of the attorneys' conference and proposed procedures for conduct of the evidentiary hearings as well as their views on all matters upon which there was not complete agreement.

The Commission has reviewed the matter fully and based thereon issues the following

ORDER

NOW, THEREFORE, IT IS HEREBY ORDERED, That:

1. Hearing Schedule. The evidentiary hearing in this case will commence on Monday, the 2nd day of May, 1988, at 10:00 a.m. The Commission will generally follow a schedule each day, subject to change as needed, as follows:

Morning session 10:00 a.m. - 12:30 p.m.

Afternoon session 2:00 p.m. - 4:30 p.m.

Public witnesses shall appear at 10:00 a.m. on Monday, the 9th day of May, 1988. If notice of the time for public witnesses to appear has not been published previously, Utah Power & Light Company shall

promptly cause it to be published in a newspaper of general circulation.

2. Parties Participating. It appears that the following parties will participate in the evidentiary hearings in this case and that they will be grouped as follows:

1. Applicants

Utah Power & Light Company ("UP&L")
PC/UP&L Merging Corp. ("PacifiCorp")

2. Division of Public Utilities ("Division")

3. Committee of Consumer Services ("Committee")

4. Kennecott Industrial Customers

Kennecott Copper Corporation
Union Carbide Corporation
National Semiconductor Corporation
Sorenson Research Corporation
Ideal Basic Industries, Inc.
Amoco Oil Company
Westinghouse Electric, Western Zirconium Division
Kimberly-Clark Corporation
Chemstar, Inc.

5. AMAX Industrial Customers

AMAX Magnesium Corporation ("AMAX")
Basic Manufacturing and Technologies of Utah, Inc.
("BMT")
Nucor Steel, a Division of Nucor Corporation ("Nucor")

6. Utility Shareholders Association of Utah
("Shareholders")

7. Wholesale Customers

Utah Associated Municipal Power Systems ("UAMPS")
Deseret Generation and Transmission Co-operative ("DG&T")
Cedar City

8. Utah Municipal Power Agency ("UMPA")

9. United Mine Workers of America, District 22 ("UMWA")

Certain parties who have previously entered appearances and that have not formally withdrawn from the case did not appear

at the attorneys' conference or the scheduling conference. These parties include Coastal States Energy Company and Andalex Resources, Inc. ("Utah Independent Coal Companies"), West Valley City, Salt Lake City, Sandy City, Utah Farm Bureau Federation and the Public Utilities Commission of Idaho. Based upon their lack of appearance, it is assumed these parties do not intend to participate actively in the evidentiary hearings. Therefore, they will not be included in our proposed order for cross-examination of witnesses. This does not mean that said parties are barred from participating; however, if they intend to participate, they will need to notify the Commission and the parties of such intention within a reasonable time prior thereto.

3. Opening Statements. The parties may present opening statements at the commencement of the evidentiary hearings in the case, but no party's statement shall exceed five (5) minutes in length.

4. Order of Witnesses. It is anticipated that witnesses will be called in the order shown, except when necessary to accommodate the needs of certain witnesses to appear on the dates indicated or to facilitate conclusion of the hearing.

1. Applicants

Frank N. Davis (UP&L)
David F. Bolender (PacifiCorp)
Orrin T. Colby (UP&L)
Fredric D. Reed (PacifiCorp)
Bruce N. Hutchinson (UP&L)
Shelley R. Faigle (UP&L)
Verl R. Topham (UP&L)
Rodney M. Boucher (PacifiCorp)
Dennis P. Steinberg (PacifiCorp)
Possible unnamed rebuttal witness

2. AMAX Industrial Customers

John J. Reed (AMAX) (May 10, 11, or 12, 1988)
David T. Helsby (BMT)
Curtis K. Winterfeld (BMT)
Randall P. Goff (BMT)
Robert J. Grow (BMT)
Joseph A. Cannon (BMT)
Robert M. Spann (Nucor) (May 12 or 13, 1988)

3. Committee

Robert K. Weatherwax (May 16 or 17, 1988)
Neil Talbot
Stephen S. Bernow
Jeffrey T. Williams

4. Shareholders

James R. Schlesinger (May 18, 1988)

5. Division of Public Utilities

Ronald L. Burrup
Wesley D. Huntsman
Kevin C. Higgins
Brad T. Barber
Rodger Weaver
Nile W. Eatmon
Kenneth B. Powell

After each witness is identified, the witness will present the summary of his testimony that has been filed.

5. Order of Cross-Examination. The order of cross-examination of the Applicants' witnesses shall be as follows:

1. Shareholders
2. Division
3. Committee
4. Wholesale Customers
5. Kennecott Industrial Customers
6. AMAX Industrial Customers
7. UMPA
8. UMWA

With respect to witnesses for other parties, parties with positions friendly to the witness will cross-examine first and more adverse parties will cross-examine thereafter.

6. Conduct of Cross-Examination. Only one attorney from each group of parties will be allowed to cross-examine each witness except as otherwise allowed by the Commission upon good cause shown. Cross-examination that is irrelevant, immaterial or repetitive, or that, in lieu of direct evidence, is directed at establishing the questioning party's case-in-chief, or that involves a detailed, line-by-line review of technical exhibits or that is in the nature of discovery examination will not be permitted. In the event cross-examination involves such detailed review of technical exhibits, the examination will be stopped and the parties directed to conduct such examination informally following conclusion of the hearing on that day. The party will then be allowed to resume its cross-examination the following day. The Commission specifically reserves the right to reasonably limit cross-examination in the interests of administrative efficiency and economy.

7. Closing Argument and/or Briefs. The Commission will determine whether it will request closing arguments or briefs as the hearing progresses.

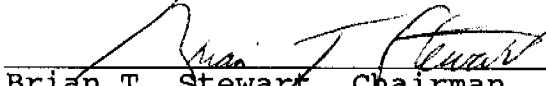
8. Stipulated Facts. The Shareholders will prepare a further proposed list of stipulated facts based upon the attorneys' conference and will circulate the same to the parties by Friday, April 29, 1988. Any party contesting any fact set forth in such proposal shall notify the Shareholders prior to the commencement of the hearing on Monday, May 2, 1988. The Shareholders shall also

prepare a list of all exhibits filed in the case for the use of the Commission and the parties.

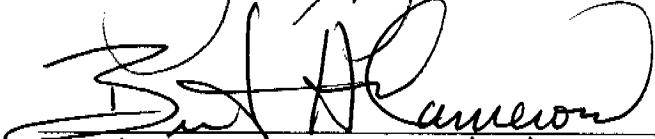
9. Proposed Conditions. All parties shall review the draft of proposed conditions prepared by the Division and submit comments to the Division by Thursday, April 28, 1988. The Division shall then update the draft and present it to the Commission and parties as soon as possible thereafter.

10. Rebuttal Testimony. Any party that wishes to file testimony rebutting testimony submitted by parties other than the Applicants shall file the same by April 27, 1988 with respect to all parties other than the Committee, and by April 29, 1988 with respect to the Committee's testimony, except as otherwise permitted by the Commission upon good cause shown.


DATED in Salt Lake City, Utah this 29th day of April, 1988.



Brian T. Stewart, Chairman




Brent H. Cameron, Commissioner



James M. Byrne, Commissioner

Attest:



Stephen C. Hewlett
Commission Secretary

AFFIDAVIT OF MAILING

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PC/UP&L MERGING CORP. (to be renam-)
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DOCKET NO. 87-035-27

PREHEARING ORDER

County of Salt Lake)
) ss.
State of Utah)

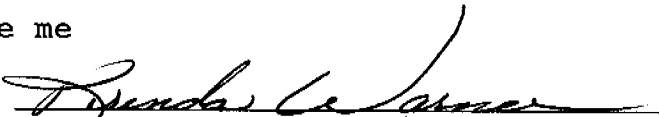
Brenda Warner, being duly sworn, deposes and says that she is a secretary regularly employed in the office of the Public Service Commission of Utah, whose office is located at 160 East 300 South, Fourth Floor, Heber M. Wells State Office Building, Salt Lake City, Utah.

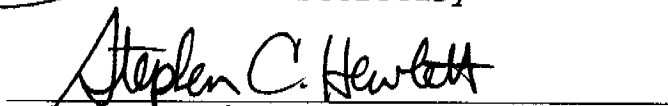
That there is a United States Post Office at Salt Lake City, and at the place of residence or place of business of the persons whose names are set forth below; and between Salt Lake City and residence or places of business, there is a regular communication by mail.

That on the 29th day of April, 1988, affiant served a true copy of the hereto attached PREHEARING ORDER on the said persons by mailing such copy on said date in a post office in Salt Lake City, Utah, properly enclosed in a sealed envelope with postage prepaid thereon, legibly addressed to the following persons, at the addresses shown:

See attached mailing list

Subscribed and sworn to before me
this 29th day of April, 1988.


Secretary


Notary Public
Residing at Salt Lake City, Utah

My Commission Expires
July 15, 1990

Charles F. McDevitt, Esq.
Suite 200, Park Place
77 North 6th Street
Boise, ID 83702

Wesley F. Merrill
109 North Arthur Spaulding Building
Pocatello, ID 83204

Dale A. Kimball, Esq.
Gary A. Dodge, Esq.
Kimball, Parr, Crockett & Waddoups
185 South State, Ste 1300
P.O. Box 11019
SLC, UT 84147

F. Robert Reeder, Esq.
Val R. Antczak, Esq.
Parsons, Behle & Latimer
185 South State, Ste 700
P.O. Box 11898
SLC, UT 84147-0898

Robert S. Campbell, Jr.
Gregory B. Monson
Watkiss & Campbell
310 South Main, Ste 1200
SLC, UT 84101

Calvin L. Rampton, Esq.
Jones, Waldo, Holbrook & McDonough
1500 First Interstate Plaza
SLC, UT 84101

L. R. Curtis, Jr.
Jones, Waldo, Holbrook & McDonough
1500 First Interstate Plaza
SLC, UT 84101

Raymond W. Gee, Esq.
Kirton, McConkie & Bushnell
330 South 3rd East
SLC, UT 84111

Donald R. Allen
John P. Williams
Duncan, Allen & Mitchell
1575 Eye St., NW
Washington, D.C. 20005

F. Elgin Ward
Lynn W. Mitton
Deseret Generation & Transmission
8722 South 300 West
Sandy, UT 84070

Robert Wall
Utah Public Power Co-op
2470 South Redwood Road
West Valley City, UT 84119

John Morris
LeBoeuf, Lamb, Leiby & MacRae
136 South Main, Ste 1000
SLC, UT 84101

L. Christian Hauck
Colorado Ute Electric Assoc.
P.O. Box 1149
Montrose, CO 81402

Willkie, Farr & Gallagher
Salli Barash
1 Citi Corp Center
153 East 53rd Street
New York, NY 10022

A. Wally Sandack, Esq.
370 East Fifth South
SLC, UT 84111

Alice Ritter Burns
110 North Main
P.O. Box 249
Cedar City, UT 84720

Roger Cutler
Salt Lake City Attorney
324 South State
SLC, UT 84111

Paul T. Morris
West Valley City Attorney
I. Robert Wall
Assistant City Attorney
2470 South Redwood Road
WVC, UT 84119

Chris L. Engstrom
Snow, Nuffer, Engstrom & Drake
P.O. Box 400
St. George, UT 84770

Myrna J. Walters
Michael S. Gilmore
Lori Mann
Idaho Public Utilities Commission
Statehouse Mail
Boise, ID 83720

Charles M. Darling, IV
J. Patrick Berry
Sheryl S. Hendrickson
555 West 13th Street, N.W.
Suite 500 East
Washington, D.C. 20004-1109

Glen J. Ellis
Dean B. Ellis
60 E. 100 South, Ste. 102
P.O. Box 1097

Glen J. Ellis
Dean B. Ellis
60 E. 100 South, Ste. 102
P.O. Box 1097
Provo, UT 84603

Edwin E. Blaney
Salt Lake County Council
of Governments
420 West 1500 South, Ste 200
Bountiful, UT 84010

James S. Jardine, Esq.
Ray, Quinney & Nebeker
P.O. Box 45385
SLC, UT 84145-0385

Kathryn T. Whalen
Bennett, Hartman, Tauman
& Reynolds, P.C.
Suite 1450
One S. W. Columbia
Portland, OR 97258

Kathryn T. Whalen, Esq.
Bennett, Hartman, Tauman
& Reynolds, P.C.
Suite 1450
One S. W. Columbia
Portland, OR 97258

✓ Robert J. Grow
Basic Manufacturing & Technologies
of Utah, Inc., dba Geneva Steel
P.O. Box 2500
Provo, UT 84603

Jay Bowcutt, Controller
Nucor Steel/Utah Division
P.O. Box 488
Plymouth, UT 84330

✓ Peter J.P. Brickfield, Esq.
Kenneth G. Hurwitz, Esq.
RITTS, BRICKFIELD & KAUFMAN
Watergate Six Hundred Building, Ste 915
600 New Hampshire, N.W.
Washington, D.C. 20037

✓ Andrew W. Buffmire, Esq.
William P. Schwartz, Esq.
HANSEN & ANDERSON
Valley Tower Building, Ste 600
50 West Broadway
SLC, UT 84101

Sidney G. Baucom
* Thomas W. Forsgren
Edward A. Hunter, Jr.
1407 West North Temple
SLC, UT 84140

James A. Holtkamp
Van Cott, Bagley, Cornwall &
McCarthy
P.O. Box 45340
SLC, UT 84145

Richard W. Giauque, Esq.
Gregory P. Williams, Esq.
Gary F. Bendinger, Esq.
500 Kearns Bldg.
SLC, UT 84101

Stephen Randle
Ungricht, Randle & Deamer
520 Boston Bldg.
SLC, UT 84111

* Fredric D. Reed
Senior Vice President
Pacific Power & Light Co.
902 SW Sixth Ave.
Portland, OR 97204

George M. Galloway
James Fell
Stoel Rives Boley Jones & Grey
Suite 2300
900 S.W. Fifth Ave.
Portland, OR 97204

Olof E. Zundel
Utility Shareholders Assoc.
of Utah
1200 Beneficial Life Tower
36 South State
SLC, UT 84111

Elder News & Journal
Bruce Keyes
Ham City, UT 84302

Brown
Net News
Box 1257
UT 84110

Attention: Newsroom
Enterprise
Box 11778
Peer Station
UT 84147-0778

, INC.
South 3600 West
UT 84119

Standard Examiner
Mark Shenefelt
- 23rd Street
Box 951
n, UT 84402

Desk
Lake Tribune
South Main
UT 84111

ed Press International
Box 11327
UT 84147-0327

nd Weeks
Utah Mining & Oil Gazette
15805
UT 84115

Radio News
Robins
East South Temple
UT 84111

Robert Reeder, Esq.
ONS, BEHLE & LATIMER
Box 11898
UT 84147-0898

E. Zundel
City Shareholders Assoc.
Utah
Beneficial Life Tower
South State
UT 84111

Gregory P. Williams, Esq.
GIAUQUE, WILLIAMS, WILCOX
& BENDINGER
500 Kearns Building
136 South Main
SLC, UT 84101

James A. Holtkamp, Esq.
VAN COTT, BAGLEY, CORNWALL
& MCCARTHY
P.O. Box 45340
SLC, UT 84145

Stephen Randle, Esq.
520 Boston Building
SLC, UT 84111

Thomas M. Zarr, Esq.
SNOW, CHRISTENSEN & MARTINEAU
P.O. Box 45000
SLC, UT 84145

Glen H. Robinson
Vice President, Marketing
Mountain Fuel Supply
P.O. Box 11368
SLC, UT 84139

Scott A. Gutting, Esq.
c/o UCIPP/MTB, Inc.
1110 Walker Center
175 South Main
SLC, UT 84111

Michael Ginsberg
Office of Attorney General
236 State Capitol
BUILDING MAIL

Sandy Mooy
Office of Attorney General
236 State Capitol
BUILDING MAIL

Bob Sugino
Tax Commission
Assessed Property Division
BUILDING MAIL

Mark Jones
Governor's Office
203 State Capitol
BUILDING MAIL

Energy Office
355 West North Temple
3 Triad Center, Ste 450
SLC, UT 84180-1204
BUILDING MAIL

D.C. Petershagen
State Telecommunications
Services
Rm 1226 State Office Bldg.
BUILDING MAIL

Clifford Michaelis, Manager
Bountiful City Light & Power
198 South 200 West
Bountiful, UT 84010

Attn: Lee R. Brown
AMAX Magnesium Corporation
238 North 2200 West
SLC, UT 84116

Jerrald D. Conder, Esq.
CONDER & WANGSGARD
Attorneys at Law
4059 South 4000 West
West Valley City, UT 8412