

DOCKETED

In the Matter of the Applica-)
tion of UTAH POWER & LIGHT)
COMPANY and PC/UP&L MERGING)
CORP. (to be renamed Pacifi-)
Corp) for an Order Authorizing))
the Merger of Utah Power &)
Light Company and PacifiCorp)
into PC/UP&L Merging Corp. and))
Authorizing the Issuance of)
Securities, Adoption of)
Tariffs, and Transfer of Cert-))
ificates of Public Conve-)
nience and Necessity and)
Authorities in Connection)
Therewith.)

DOCKET NO. 87-035-27

ORDER

ISSUED: November 22, 1988

By the Commission:

The Commission pursuant to its Order Suspending Report and Order dated September 29, 1988, held hearings on November 8 and 9, 1988 at which time the Applicants presented prefiled Fourth Supplemental Testimony and Exhibits specifying Applicants' analysis of the impact of FERC conditions on merger benefits and costs. Applicants' witnesses V. R. Topham, D. Steinberg, O. T. Colby, Jr., and F. N. Davis were cross-examined on the prefiled testimony by the Division of Public Utilities, the Committee of Consumer Services, other intervenors and the Commission.

At the conclusion of the submission of the above evidence, the Commission heard the parties regarding scheduling and after due consideration sets the following procedure in connection with this matter:

1. Discovery, regarding the Company's testimony on the issues presently before the Commission, by the Division of Public

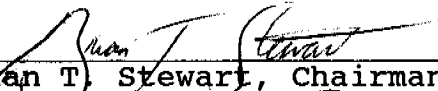
Utilities, the Committee of Consumer Services and other intervenors shall be delivered to Utah Power & Light Company, 1407 West North Temple, Salt Lake City, Utah 84140, not later than close of business November 11, 1988.

2. Responses of the Applicants to that discovery shall be submitted to the parties not later than close of business November 16, 1988.

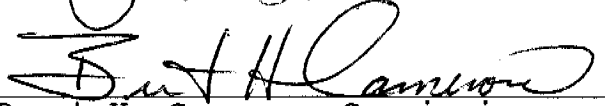
3. Intervenors, including the Division and the Committee, desiring to submit testimony relating solely to the impact of the FERC conditions on merger benefits and costs shall submit the same to the Commission and the parties by close of business November 21, 1988.

4. Hearings concerning these matters shall be held commencing on Monday, the 28th day of November, 1988, at 10:00 a.m. and shall continue through November 29, 1988, if necessary, to complete the same, in the Commission's hearing room, Heber M. Wells State Office Building, Fourth Floor, 160 East 300 South, Salt Lake City, Utah.

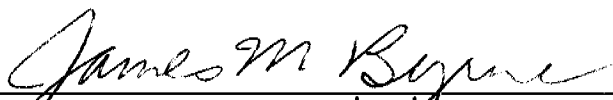
DATED in Salt Lake City, Utah this 22nd day of November, 1988.



Brian T. Stewart, Chairman



Brent H. Cameron, Commissioner



James M. Byrne, Commissioner

Attest:



Stephen C. Hewlett, Commission Secretary

DOCKETED

AFFIDAVIT OF MAILING

_____)
 In the Matter of the Application)
 of UTAH POWER & LIGHT COMPANY,)
 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

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 22nd day of November, 1988, affiant served a true copy of the hereto attached 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 22nd day of November, 1988.



 Secretary

My Commission Expires
July 15, 1990



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 Residing at Salt Lake City, Utah

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Brigham City, UT 84302

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