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U.S. DEPT. OF
SERVICE

Attorneys for Intervenor Basic
Manufacturing and Technologies
of Utah, Inc.

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)
RENAMED PACIFICORP) 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 CERTIFICATES OF)
PUBLIC CONVENIENCE AND NECESSITY)
AND AUTHORITIES IN CONNECTION)
THEREWITH.)

APPLICATION FOR REVIEW
OR REHEARING BY BASIC
MANUFACTURING AND
TECHNOLOGIES OF
UTAH, INC.

CASE NO. 87-035-27

Intervenor Basic Manufacturing & Technologies of Utah, Inc.
d/b/a Geneva Steel hereby applies pursuant to Utah Code Ann. §§ 54-
7-15 (1986) for review or rehearing of the Commission's Report and
Order issued herein on September 18, 1988 (the "Order").

GROUND FOR REVIEW OR REHEARING

Geneva respectfully submits that the merger should not have
been approved without adequate protection against the potential
that a final FERC order may contain provisions and conditions
adverse to the public interest of the State of Utah.

The Order recognizes the uncertainty of the FERC proceedings and implicitly recognizes the potential that FERC-imposed conditions could affect the public interest of Utah. (Order at 102-103). The Order also suggests that the Commission may reconsider its approval if FERC conditions are different than those previously explained to the Commission. (Id.). The Order, however, appears to be a final Order, upon which UP&L and PP&L could rely in consummating the merger. The Order does not appear to expressly condition approval on an acceptable FERC order and it provides no express mechanism or procedure for revoking the approval or "undoing" the merger if the FERC conditions are different than those anticipated by the Commission.

Based upon comments made by FERC commissioners at a hearing in September, it is clear that FERC is at least considering imposition of significant conditions in an effort to remedy perceived anticompetitive effects of the proposed merger. Such conditions could affect the benefits anticipated for Utah and could otherwise impact the public interest of the State of Utah. It is thus imperative that the Order effectively reserve the Commission's ability to disapprove the merger or impose additional conditions as may be appropriate in light of a final FERC order.


Applicant submits that the Commission should revise the Order to make approval expressly conditional on FERC-mandated conditions not significantly different than those expressly explained to this Commission on the record during the Utah hearings. The Order should also establish a mechanism for

reconsideration, with participation of all parties to the original proceedings, and for further hearings and factual investigations as may be appropriate in light of the final FERC order.

Because Geneva cannot know or anticipate what conditions FERC may impose on UP&L and PP&L or how those conditions may affect the public interest of Utah, Geneva reserves the right to delineate additional grounds for this Application for Review or Rehearing after the issuance of the final FERC order.

DATED this 18th day of October, 1988.

KIMBALL, PARR, CROCKETT & WADDOUPS



Gary A. Dodge, Esq.
Attorneys for Basic Manufacturing &
Technologies Utah, Inc.

CERTIFICATE OF SERVICE

I hereby certify that on this 18th day of October, 1988, I served the foregoing "Application for Review or Rehearing by Basic Manufacturing & Technologies of Utah, Inc." by mailing a copy thereof via United State Mail, properly addressed and postage prepaid, to the following:

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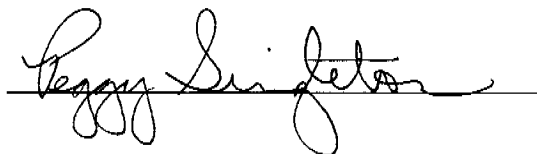
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A handwritten signature in cursive script, reading "Peggy Singleton", is written over a horizontal line.