

*file*  
RECEIVED

OTHER OFFICES  
HOUSTON  
DALLAS  
AUSTIN

'88 MAR 24 A8:34

UTAH PUBLIC  
SERVICE COMMISSION

BAKER & BOTTS

555 - 13TH STREET, N.W.  
SUITE 500 EAST  
WASHINGTON, D.C. 20004-1109

TELEPHONE: (202) 639-7700  
TELECOPIER: (202) 639-7832

March 23, 1988

Public Service Commission of Utah  
160 East 300 South  
Fourth Floor  
Salt Lake City, UT 84111

RE: Application of Utah Power & Light Company  
and PC/UP&L Merging Corporation,  
Case No. 87-035-27

Dear Sir:

Enclosed for filing in the above-referenced proceeding is an original and nineteen (19) copies of the Response of AMAX Magnesium Corporation to Proposed Stipulation of Agreed and Disputed Facts.

Also enclosed are two additional copies to be time stamped and returned in the self-addressed stamped envelope.

Thank you for your attention to this matter.

Very truly yours,

  
J. Patrick Berry

Attorney for  
AMAX Magnesium Corporation

cc: Service List

Enclosures

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 Pacifi- ) Case No. 87-035-27  
Corp into PC/UP&L Merging )  
Corporation and Authorizing the )  
Issuance of Securities, Adoption )  
of Tariffs, and Transfer of Cer- )  
tificates of Public Convenience )  
and Necessity and Authorities )  
in Connection Therewith )

---

RESPONSE OF AMAX MAGNESIUM CORPORATION  
TO PROPOSED STIPULATION OF AGREED AND DISPUTED FACTS

By order issued February 26, 1988, the Commission ordered the parties in the above-referenced proceeding to develop a Stipulation of Agreed and Disputed Facts. AMAX Magnesium Corporation ("AMAX") hereby files its response to the proposed list of stipulated facts distributed by the Utility Shareholders Association ("Shareholders").

AMAX is submitting this response in reliance upon the Commission's statement that "[t]he parties should recognize that their response to the initial filing is just an incremental step in a process leading to Stipulation, and they will not be bound by this response." Ordering Paragraph No. 3 of the February 26, 1988 Order. AMAX's comments are tendered in this spirit of facilitation and cooperation. However, failure to comment on a particular

listed fact is not to intended to operate as a waiver of any right AMAX may have to challenge any statement in any future stipulation to be developed in this proceeding.

References below are to the numerical listings of the Shareholders' Proposed Stipulated Facts.

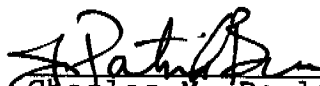
<u>Issue</u>	<u>Comment</u>
34	Delete the words "it is expected" and insert the words "the Applicants intend".
35	Move to Dispute Category.
37	There appears to be a missing word or words in the second sentence. It does not make sense as written.
38	The issue of "proper" allocation of merger benefits is a fundamental issue in dispute. Move to Dispute Category.
41	Move to Dispute Category.
47	Insert the words "The Applicants believe that" at the beginning of the sentence.
52-56	Move to Dispute Category.
60-67	Each of these issues is in dispute and should be moved to the Dispute Category.
72-75	Move to Dispute Category.
76	Insert the words "The Applicants project" in lieu of "It is expected".
79	Move first sentence to Dispute Category.
81	Insert the words "The Applicants intend" at the beginning of the sentence.
82	Insert the word "The Applicants plan that" at the beginning of the first sentence. In the second sentence, delete the words "and correspondingly to all jurisdictions."
84	Insert the words "The Applicants expect that" at the beginning of the sentence.

- 86 Move the last sentence to the Dispute Category.
- 89-90 Effective state regulation is a disputed issue. Move each to Dispute Category.
- 155-164 All of these statements should be sponsored. What is the source for each?
- 165 This issue needs explanation.
- 174 The first sentence is in dispute.
- 192 What is the source?
- 196 Insert the words "In the Applicant's view," at the beginning of the first sentence. Insert the words "is expected to" instead of "will" in the second sentence.
- 199 The statement should be tied to the "normal" operations of either UP&L or PP&L.
- 201 What is the source of this?
- 203 Insert the words "In the Applicants' view," at the beginning of the sentence.
- 204-208 Move to Dispute Category.
- 211 Move the first sentence to Dispute Category.
- 216 Insert the words "predicted to occur by the Applicants" after the word "merger".
- 217 This is a fundamental issue in controversy. Move to Dispute Category.
- 218 Insert the words "The Applicants intend that" at the beginning of the first sentence. Insert the words "intends to" instead of "will" in the second sentence.
- 220 Move to Dispute Category.
- 221 Move to Dispute Category.
- 222 Insert the words "intends to" instead of the word "will" in both sentences.

- 223-226 Move to Dispute Category.
- 230 Insert the words "In the Applicants' view," at the beginning of the sentence.
- 232 Insert the words "In the Applicants' view," at the beginning of the second sentence.
- 241 Insert the words "In the Applicants' view," at the beginning of the sentence.
- 242 Insert the words "In the Applicants' view," at the beginning of the first sentence.
- 243 Move to Dispute Category.
- 245 This issue needs further explanation.

Again, AMAX reiterates that the foregoing comments on the proposed Stipulation of Shareholders should not be viewed as a waiver of any right to file different or supplemental comments on future lists to be developed in this proceeding.

Respectfully submitted,

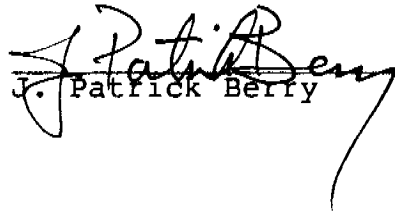
  
\_\_\_\_\_  
Charles M. Darling, IV  
J. Patrick Berry  
BAKER & BOTTS  
555 13th Street, N.W.  
Suite 500 East  
Washington, D.C. 20004-1109  
(202) 639-7700

Attorneys for  
AMAX Magnesium Corporation

Dated: March 23, 1988

CERTIFICATE OF SERVICE

I hereby certify that the foregoing document has been served this date upon all parties listed on the service list in accordance with the requirements of Rules of the Commission. Dated at Washington, D.C. this 23rd day of March, 1988.

  
J. Patrick Berry