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- 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., Authorizing the Issuance of)
Securities, Adoption of Tariffs)
and Transfer of Certificates of)
Public Convenience and Necessity)
and Authorities in Connection)
Therewith.)

DOCKET NO. 87-035-27

ORDER SUSPENDING
REPORT AND ORDER
DATED SEPTEMBER 28, 1988
AND ESTABLISHING FURTHER
PROCEEDINGS

ISSUED: October 26, 1988

BY THE COMMISSION:

On October 26, 1988, the Federal Energy Regulatory Commission (FERC) issued its Order which approved the merger of Utah Power and Light and PacifiCorp into PC/UP&L Merging Corp.

The FERC's Order contains conditions to the merger which have neither been explained to the Commission nor analyzed by Utah Power & Light, PacifiCorp, the Division of Public Utilities, the Committee of Consumer Services, and other intervenors. On its face, the FERC Order appears to alter, and perhaps substantially, the nature and magnitude of merger benefits and costs.

The Commission, in Section III.L.12. of its September 28, 1988 Order approving the merger indicated that we would have to reconsider our analysis and approval of the merger if the FERC were to approve the merger, but attach conditions which had not been heretofore agreed to by the applicants and explained to the Commission on the record.

Based on the above explanation and for good cause shown, the Commission issues the following

ORDER

NOW, THEREFORE,, we hereby order that our Order of September 28, 1988 is suspended. A hearing will be held on the Commission's Law & Motion Calendar on Tuesday, November 8, 1988 at 10:00 a.m. at which time parties will present their initial analyses of the impact of the FERC conditions. Applicants have the burden of demonstrating to our satisfaction that the conditions imposed by the FERC do not effectively eliminate the merger benefits that are the basis for our September 28, 1988 approval of the merger.

DATED at Salt Lake City, Utah this 26th day of October, 1988.

/s/Brian T. Stewart, Chairman

(SEAL)

/s/Brent H. Cameron, Commissioner

/s/James M. Byrne, Commissioner

ATTEST:

/s/Stephen C. Hewlett
Commission Secretary