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December 19, 2011

**Via Electronic Filing**

Rosemary Chiavetta, Secretary  
PA Public Utility Commission  
PO Box 3265  
Harrisburg, PA 17105-3265

Re: Joint Petition of Metropolitan Edison Company, Pennsylvania Electric Company,  
Pennsylvania Power Company and West Pen Power Company for Approval of Their  
Default Service Programs, Docket Nos. P-2011-2273650, P-2011-2273668,  
P-2011-2273669 and P-20112273670

Dear Secretary Chiavetta:

On behalf of Direct Energy Services, LLC enclosed for filing is the original of its Petition to Intervene and Prehearing Memo along with the electronic filing confirmation for each of the documents with regard with regard to the above-referenced matter. Copies to be served in accordance with the attached Certificate of Service.

Very truly yours,

  
Daniel Clearfield

DC/lww  
Enclosure

cc: Hon. Elizabeth Barnes w/enc.  
Cert. of Service w/enc.

## CERTIFICATE OF SERVICE

I hereby certify that this day I served a copy of Direct Energy's Petition to Intervene and Prehearing Memorandum on the persons listed below in the manner indicated in accordance with the requirements of 52 Pa. Code Section 1.54.

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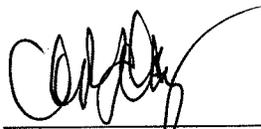
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Dated: December 19, 2011

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Petition Of Metropolitan Edison	:	
Company, Pennsylvania Electric Company,	:	Docket No. P-2011-2273650
Pennsylvania Power Company and West	:	Docket No. P-2011-2273668
Penn Power Company for Approval of	:	Docket No. P-2011-2273669
Their Default Service Programs	:	Docket No. P-2011-2273670
	:	

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**PETITION TO INTERVENE  
OF DIRECT ENERGY SERVICES, LLC**

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Pursuant to 52 Pa. Code §§ 5.72-5.75, the public notices filed in the Pennsylvania Bulletin on December 3, 2011 and the Prehearing Conference Order dated November 30, 2011, Direct Energy Services, LLC (“Direct Energy”) hereby petitions to intervene in the Joint Petition of Metropolitan Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company and West Penn Power Company (the “Companies”) for Approval of Their Default Service Programs (“DSP Petition”). In support of its intervention, Direct Energy states as follows:

1. Direct Energy is an electric generation supplier (“EGS”) licensed by the Commission at A-110164 to provide electricity and related services to retail customers throughout Pennsylvania, including Allegheny Power’s and First Energy’s service territories. Direct Energy is a North American affiliate of Centrica plc, a leading international provider of energy and other energy-related services with over 32 million customer relationships worldwide. Direct Energy is one of North America’s largest energy and energy services companies with approximately 5.1 million customers, operating in 20 states, the District of Columbia, and all ten provinces in Canada. Direct Energy also owns and operates natural gas fired generation

facilities, operates natural gas wells, has significant contracts for wind assets, and offers energy efficiency programs to help manage its customers overall energy bills. Direct Energy decided to locate its North American business corporate headquarters in Pittsburgh, with its employee base continuing to grow as it expands its presence in the state. Lastly, Direct Energy has a unique business model, and extensive experience in providing energy services to residential, small and large commercial and industrial (“C&I”) customers, and government entities. Direct Energy offers retail energy customers many products and services, including variable, fixed-price, renewable, carbon neutral, demand response, and energy efficiency. .

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3. On November 17, 2011, the Companies filed a petition proposing to establish the terms and conditions under which they will procure default service supply, provide default service to non-shopping customers, satisfy requirements imposed by the Alternative Energy Portfolio Standards Act and recover all associated costs on a full and current basis for the period from June 1, 2013 through May 31, 2015.

4. By public notices published in the Pennsylvania Bulletin on December 3, 2011, the Commission established a deadline of December 19, 2011 for formal protests, petitions to

intervene and answers. By Prehearing Conference Order dated November 30, 2011, Administrative Law Judge Elizabeth H. Barnes scheduled an Initial Prehearing Conference for December 22, 2011 and directed parties to serve copies of their Prehearing Conference Memorandum on or before December 20, 2011. Subject to the granting of this Petition to Intervene, Direct Energy is simultaneously filing its Prehearing Conference Memorandum.

5. The Commission's regulations allow intervention where a person has an interest in the proceeding which may be directly affected and which is not adequately represented by existing parties, and as to which the person may be bound by the action of the Commission in the proceeding. 52 Pa. Code § 5.72(a)(2). Intervention is also permitted where participation of the person may be in the public interest. 52 Pa. Code § 5.72(a)(3). A "person" includes a corporation and an association. 52 Pa. Code § 1.8.

6. Direct Energy meets the standards for intervention set forth in 52 Pa. Code § 5.72(a). As a supplier of both retail and wholesale power in Companies' territories in the Commonwealth, Direct Energy satisfies the standard for intervention because Direct Energy possesses an "interest which may be directly affected and which is not adequately represented by existing participants, and as to which the petitioner may be bound by the action of the Commission in the proceeding." 52 Pa. Code § 5.72(a)(1).

7. Direct Energy's interests in this proceeding are unique from and not adequately represented by other parties that may seek to intervene, including individual EGSs or other organizations interested in electric competition in Pennsylvania in general and in these service territories in particular. Direct Energy is licensed by the Commission to provide service to customers in the Companies' service territories and will continue to do so as long as the market

structure supports sustained and robust electric competition, especially among residential and small commercial customers.

8. The Companies' default service plan for the June, 2013 – June 2015 period will have a material effect on competitive development in the Companies' service territories. This is especially true because the specifics of the PUC's "market enhancing steps," including opt-in auctions, referral programs and new and moving customer programs shall be determined in this proceeding. Accordingly, the Companies' proposed plan must be implemented in a manner that promotes and encourages the development of a fully competitive retail electricity market, as mandated by the Public Utility Code. Such a result is crucial to ensure that the market environment is conducive to Direct Energy's ability to offer competitive service.

9. In view of Direct Energy's unique business model, Direct Energy's interests in this proceeding cannot be adequately represented by other EGS parties with different business models and different customer target markets.

10. Direct Energy will be bound by the action of the Commission in this proceeding, which will determine the Companies' default service rates, terms and conditions effective June 1, 2013. Direct Energy must compete against these rates, and how they are structured will have a significant effect on the level of retail competition that will be experienced in the Companies' market during this period and, thus, on the ability of Direct Energy to continue to do business in Companies' service territory. Thus, the Commission's actions regarding the Companies' proposals will have a substantial impact on Direct Energy's future involvement in the market.

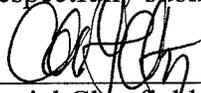
11. Direct Energy's intervention is in the public interest. As a member of the Centrica group of companies providing energy and energy related services through over 32 million customer relationships worldwide, Direct Energy has the experience and resources to aid

the Commission in carrying out its duties and responsibilities under the Electricity Generation Customer Choice and Competition Act to ensure that the goals of the Act are met. Accordingly, Direct Energy's participation in this proceeding is clearly in the public interest. See 52 Pa. Code § 5.72(a)(3).

12. At this time, Direct Energy continues to evaluate its position on the Companies' proposed plan and will refine its position based on further study of the proposals, review of discovery and additional input from other parties.

**WHEREFORE**, Direct Energy respectfully requests that the Commission grant its Petition to Intervene.

Respectfully submitted,



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