

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Petition of Metropolitan Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company and West Penn Power Company for Approval of Their Default Service Programs	:	:	Docket Nos. P-2011-2273650 P-2011-2273668 P-2011-2273669 P-2011-2273670
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**PREHEARING CONFERENCE MEMORANDUM OF
FIRSTENERGY SOLUTIONS CORP.**

TO ADMINISTRATIVE LAW JUDGE ELIZABETH H. BARNES:

FirstEnergy Solutions Corp. ("FES"), by and through its undersigned attorneys, hereby submits this Prehearing Conference Memorandum in accordance with the Prehearing Conference Order issued by Administrative Law Judge Elizabeth H. Barnes on November 30, 2011 and 52 Pa. Code § 5.222.

I. Introduction

FES is a subsidiary of FirstEnergy Corp., a diversified energy services holding company headquartered in Akron, Ohio. FES is experienced in wholesale and retail electric markets, and offers wholesale and retail energy and related products to customers located throughout the Mid-Atlantic and Midwest regions. FES has actively participated in default service supply procurements of all the largest electric distribution companies ("EDCs") in Pennsylvania, and anticipates that it would participate in the competitive procurement process for which the Joint Petitioners, Metropolitan Edison Company ("Met-Ed"), Pennsylvania Electric Company ("Penelec"), Pennsylvania Power Company ("Penn Power") and West Penn Power Company ("West Penn") (collectively, the "Companies"), seek approval of the Pennsylvania Public Utility Commission ("Commission") at this docket. In addition, FES is a licensed electric generation

supplier ("EGS") in Pennsylvania, having been authorized at Docket No. A-110078 to serve all categories of retail customers throughout the Commonwealth.

For purposes of the service list in the proceeding, communications to FES may be directed to its attorneys as follows:

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II. History of the Proceeding

On or about November 17, 2011, the Companies filed a Joint Petition requesting approval of their Default Service Programs ("Joint Petition") for the period June 1, 2013 through May 31, 2015. The Joint Petitions request Commission approval of Default Service Programs to establish the terms and conditions under which the Companies will procure and supply default service, recover the costs of default service, and meet the requirements of the Alternative Energy Portfolio Standards Act for that period. In addition, the Joint Petition proposes programs under consideration in the Commission's statewide investigation of the retail electricity market at Docket No. I-2011-2237952 as potential methods to further develop retail electric competition. FES has actively participated in that proceeding.

On December 3, 2011, four (4) Notices of the Joint Petition — one for each of the Companies — were published in the *Pennsylvania Bulletin*, with a deadline to file formal protests, petitions to intervene and answers on or before December 19, 2011. 41 Pa.B. 6484 (Met-Ed and Penelec), 41 Pa.B. 6485 (Penn Power and West Penn). On December 19, 2011,

FES filed its petition to intervene. As indicated in its petition to intervene, which FES incorporates by reference, FES has a direct interest in this proceeding, both as a potential wholesale and retail generation supplier. Accordingly, FES respectfully requests that the Administrative Law Judge grant it party status.

III. Presently Identified Issues and Witnesses

While FES has reviewed the Joint Petition, FES is still identifying issues that may require further review and formulating its positions. Generally, FES, as a likely participant in the competitive processes by which the Companies will procure wholesale power to serve their default service customers, is interested in the manner in which those processes will be administered, and any effects such processes may have on wholesale generation markets. Also, as a licensed EGS that currently serves retail electric generation customers in Pennsylvania, FES is interested in any effects the competitive procurement processes and the Companies' proposed default service products and rate design may have on retail electric competition in Pennsylvania. In addition, FES is a likely participant in the programs proposed in the Joint Petition to further develop retail electric competition, including the Companies' proposed retail opt-in auction and customer referral programs.

As this proceeding progresses, the Companies and other parties file written testimony, and more information becomes available through discovery, FES may expand or modify its issues of interest. FES reserves the right to address additional issues it identifies during the course of this proceeding.

At this time, FES has not identified any witnesses, the designation of which will depend on the issues FES identifies, as well as the hearing dates scheduled in this proceeding. FES

reserves the right to identify witnesses and the subjects of their testimony as this proceeding develops and issues are identified.

IV. Responses to Matters Raised in the Prehearing Conference Order

In the Prehearing Conference Order issued November 30, 2011, the ALJ ordered the parties to address several matters pertaining to the procedures to be followed in the instant proceedings. FES responds as follows:

(a) Whether the four dockets should be consolidated into one case.

Response: FES supports the consolidation of the four dockets into one case as an essential step to expediting the orderly conduct and disposition of the proceeding.

(b) The possibility for settlement of the proceeding, subject to the Commission's approval.

Response: FES is interested in settling as many issues as possible and will work with the other parties to establish consensus. FES hereby requests to take part in any and all settlement discussions that take place in this matter.

(c) Whether the matter should be decided upon legal briefs, or whether a hearing is necessary.

Response: As stated above, FES is still reviewing the Joint Petition and cannot state with certainty at this time its position whether the matter may be decided upon legal briefs or a hearing is necessary.

(d) If a hearing is required, a procedural schedule will be discussed including the amount of hearing time necessary to dispose of the proceeding.

Response: FES is agreeable to the procedural schedule proposed in Paragraph 104 of the Joint Petition.

(e) Arrangements for the submission of direct testimony of witnesses in writing in advance of the hearing to the extent practicable, and for the submission in advance of hearing of written requests for information which a party contemplates asking another party to present at hearing.

Response: As stated above, FES is agreeable to the procedural schedule proposed in Paragraph 104 of the Joint Petition. FES does not request any modifications to the Commission's rules regarding discovery.

(f) Other matters that may aid in expediting the orderly conduct and disposition of the proceeding and the furtherance of justice, including, but not limited to the following:

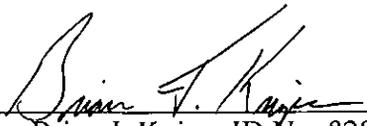
- (i) The exchange and acceptance of exhibits proposed to be offered into evidence.**
- (ii) The obtaining of admissions as to, or stipulations of, facts not remaining in dispute, or the authenticity of documents which might properly shorten the hearing.**
- (iii) The limitation of the number of witnesses.**
- (iv) The discovery or production of data or other material.**

Response: FES is willing to work with the other parties to achieve consensus on the exchange and acceptance of exhibits, and admissions or stipulations. FES is willing to discuss the limitation of the number of witnesses but respectfully submits that all parties should be

permitted to present witnesses as they deem necessary in order to protect their interests in this proceeding. Finally, FES proposes that the Commission's rules of discovery govern any requested production of data or other material, and the Commission's procedural rules govern each party's production of data or other material in furtherance of its arguments in this proceeding. FES does not request any modifications to the Commission's rules regarding discovery.

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**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Petition of Metropolitan Edison Company,	:	P-2011-2273650
Pennsylvania Electric Company, Pennsylvania	:	P-2011-2273668
Power Company and West Penn Power Company	:	P-2011-2273669
For Approval of Their Default Service Programs	:	P-2011-2273670

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing document upon the parties, listed below, in accordance with the requirements of § 1.54 (relating to service by a party).

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107 BRECKENRIDGE STREET
GROVE CITY PA 16127

JAMES W STINSON PRESIDENT
PRICE POINT ENERGY LLC
3320 FOREST ROAD
BETHEL PARK PA 15102
412-835-9288

PRIORITY POWER
MANAGEMENT LLC
310 WEST WALL
SUITE 500
MIDLAND TX 79701

PROVIDENT ENERGY
CONSULTING LLC
107 CHELSEY DRIVE
SUITE 2
MEDIA PA 19063

DAVID PEARSALL CEO AND
CHAIRMAN
PUBLIC POWER, LLC
39 OLD RIDGEBURY ROAD
SUITE 14
DANBURY CT 06810

ANN PIERCE
RAPID POWER MANAGEMENT
LLC
19111 NORTH DALLAS
PARKWAY SUITE 125
DALLAS TX 75287

ERIC ZIMMERMAN PRESIDENT
REFLECTIVE ENERGY
SOLUTIONS LLC
ONE UNIVERSITY PLAZA SUITE
407
HACKENSACK NJ 07601

DAVID FLEMING DIRECTOR
RELIABLE POWER, LLC
1040 AVENUE OF THE
AMERICAS
24TH FLOOR
NEW YORK NY 10018

RELIANT ENERGY NORTHEAST
LLC
1201 FANNIN STREET
5TH FLOOR
HOUSTON TX 77002

RESOURCE ENERGY SYSTEMS
LLC
11200 WESTHEIMER ROAD
SUITE 520
HOUSTON TX 77042-3227

RESPOND POWER LLC
100 DUTCH HILL ROAD
SUITE 310
ORANGEBURG NY 10962

FRANK RICHARDS
RICHARDS ENERGY GROUP INC
781 SOUTH CHIQUES ROAD
MANHEIM PA 17545-9135

JAMES J ROSENTHAL
PRESIDENT
ROSENTHAL ENERGY
ADVISORS
1412 MAIN STREET
SUITE 2100
DALLAS TX 75202

DAVID WIERS PRESIDENT
SATORI ENTERPRISES LLC DBA
SATORI ENERGY
815 WEST SUPERIOR STREET #1
CHICAGO IL 60642

SCHOOL POWER INC
315 FULLER ROAD
BOX 686
DALTON PA 18414

SECURE ENERGY SOLUTIONS
LLC
12 SOMERS ROAD
EAST LONGMEADOW MA 01028

SHIPLEY ENERGY COMPANY
PO BOX 946
550 EAST KING STREET
YORK PA 17403

SOURCEONE INC (DE) D/B/A
SOURCEONE ENERGY INC
132 CANAL STREET
BOSTON MA 02114

SOUTH JERSEY ENERGY CO
ONE NORTH WHITE HORSE PIKE
PO BOX 152
HAMMONTON NJ 08037

SPARK ENERGY LP
3010 BRIAR PARK DRIVE
SUITE 550
HOUSTON TX 77042

RUZHDI DAUTI PRESIDENT
STARION ENERGY PA INC
220 MAIN STREET SOUTH SUITE
206
SOUTHBURY CT 06488

STREAM ENERGY
PENNSYLVANIA LLC (IGNITE)
PO BOX 7287
PHILADELPHIA PA 19101-7287

RON TAGLIERI VP
SUMMIT ENERGY SERVICES INC
10350 ORMSBY PARK PLACE
SUITE 400
LOUISVILLE KY 40223

SUPERIOR PLUS ENERGY
SERVICES LLC
224 VALLEY CREEK BLVD
EXTON PA 19341

SWITCH ENERGY
581 BOYLSTON STREET
SUITE 304
BOSTON MA 02116

A PARKS COBB JR CEO
SYR SOLUTIONS LP
14027 MEMORIAL DRIVE #425
HOUSTON TX 77079

TAYLOR CONSULTING AND
CONTRACTING LLC
625 MAIN STREET
AVOCA PA 18641

TECHNOLOGY RESOURCE
SOLUTIONS INC D/B/A PAETEC
PO BOX 6121
SCHENECTADY NY 12306

TES ENERGY SERVICES LP
17480 DALLAS PARKWAY
SUITE 200
DALLAS TX 75287

STEVE WILSON CEO
TEXZON UTILITIES LTD
204 N I-35
SUITE A
RED OAK TX 75154

TFS ENERGY SOLUTIONS LLC
D/B/A TRADITION ENERGY
25 MALL ROAD
SUITE 403
BURLINGTON MA 01803

JOSEPH P COYLE JR PRESIDENT
THE GALT COMPANY LLC
1412 WALTER STREET
SUITE 202
BETHLEHEM PA 18015

MIKE STUMPO DIRECTOR
THE LEGACY ENERGY GROUP
LLC D/B/A LEGACY ENERGY
32 WATERLOO STREET 3RD
FLOOR
WARRENTON VA 20186

THE LOYALTON GROUP
1313 NORTH ATLANTIC STREET
SUITE 5000
SPOKANE WA 99201

CHUCK DOBBINS
THE PENNSYLVANIA STATE
UNIVERSITY
155G OFFICE OF PHYSICAL
PLANT
UNIVERSITY PARK PA 16802
RICHARD HARRIS
THE PENNSYLVANIA STATE
UNIVERSITY
113 OFFICE OF PHYSICAL PLANT
UNIVERSITY PARK PA 16802

IAN SALADA
THE PENNSYLVANIA STATE
UNIVERSITY
101P OFFICE OF PHYSICAL
PLANT
UNIVERSITY PARK PA 16802

CYNTHIA BALDWIN
THE PENNSYLVANIA STATE
UNIVERSITY
OFFICE OF GENERAL COUNSEL
108 OLD MAIN
UNIVERSITY PARK PA 16802

MIKE PRINKEY PE
THE PENNSYLVANIA STATE
UNIVERSITY
152M OFFICE OF PHYSICAL
PLANT
UNIVERSITY PARK PA 16802

GREG BASS DIRECTOR
THE ROYAL BANK OF
SCOTLAND PLC
401 WEST A STREET
SUITE 500
SAN DIEGO CA 92101

JOHN TOBELMANN
TOBELMANN ENERGY
BROKERS INC
5401 LISTER COURT
CHESTER SPRINGS PA 19425

TOPCO ASSOCIATES D/B/A
TOPSOURCE LLC
350 GRANITE STREET
THIRD FLOOR
BRAintree MA 02184

TOTAL ENERGY RESOURCES
LLC
150 EAST BOCA RATON ROAD
BOCA RATON FL 33432

TRIEAGLE ENERGY LLP
PO BOX 131615
THE WOODLANDS TX 77393-
1615

TOD SHERMAN PRESIDENT
TYBEC ENERGY MANAGEMENT
SPECIALISTS INC
12 ROYAL DRIVE
LITITZ PA 17543

U S SUN ENERGY INC
1599 270TH AVENUE
MORA MN 55051
USOURCE LLC
6 LIBERTY LANE WEST
HAMPTON NH 14437

UGI ENERGY SERVICES INC
1 MERIDIAN BOULEVARD
SUITE 2C01
WYOMISSING PA 19610

BOB H SCHIFF MANAGING
PARTNER
ULTIMATE ENERGY ADVISORS
LLC
6922 FLINT COVE DRIVE
DALLAS TX 75248

UNIFIED ENERGY ALLIANCE
LLC
PO BOX 211
ARENDSVILLE PA 17303

UNIFIED ENERGY ALLIANCE
LLC
PO BOX 211
ARENDSVILLE PA 17303

MICHAEL HARRIS CEO
UNIFIED ENERGY SERVICES
LLC
3900 ESSEX SUITE 750
HOUSTON TX 77027

US ENERGY PARTNERS LLC
D/B/A PAETEC ENERGY
MARKETS
600 WILLOW BROOK OFFICE
PARK
FAIRPORT NY 14450

STEVE A BOBICK PRESIDENT
UTILITECH INC
3020 PENN AVENUE
WEST LAWN PA 19609

KEVIN SMITH PRESIDENT
WINSTAR SOLUTIONS LLC
6009 MENDOTA DRIVE
PLANO TX 75024

UTILITIES ANALYSES INC
450 OLD PEACHTREE ROAD NW
SUITE 103
ATLANTA GA 30024

CAROLYN OLDENBURG
ESQUIRE
WORLD ENERGY SOLUTIONS
INC
446 MAIN STREET
WORCESTER ME 01608

UTILITIES RATES ANALYSTS
220 SOUTH 17TH STREET
CAMP HILL PA 17011

WORLEY & OBETZ INC
85 WHITE OAK ROAD
PO BOX 429
MANHEIM PA 17545

THOMAS FITZGERALD
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VERDE ENERGY USA INC
101 MERRITT 7
3RD FLOOR
NORWALK CT 06851

ROBERT CROSS CEO
XENCOM GREEN ENERGY LLC
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SUITE 3000
PLAWO TX 75074

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200
HERNDON VA 20171-4661

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DUNEDIN FL 34698

BRADLEY BINGAMAN, ESQUIRE
TORI GEISLER, ESQUIRE
FIRSTENERGY CORP
2800 POTTSVILLE PIKE
PO BOX 16001
READING, PA 19612

Dated this 19th day of December, 2011.



Brian J. Knipe, Esquire

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