

John F. Povilaitis

717 237 4825
john.povilaitis@bipc.com

409 North Second Street
Suite 500
Harrisburg, PA 17101-1357
T 717 237 4800
F 717 233 0852
www.buchananingersoll.com

February 27, 2013

VIA E-FILING

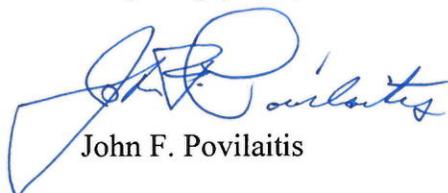
Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor
Harrisburg, PA 17120

Re: Joint Petition of Metropolitan Edison Company, Pennsylvania Electric Company,
Pennsylvania Power Company, and West Penn Power Company for Approval of
their Smart Meter Deployment Plans; Docket Nos. M-2013-2341990,
M-2013-2341991, M-2013-2341993, M-2013-2341994

Dear Secretary Chiavetta:

On behalf of Metropolitan Edison Company, Pennsylvania Electric Company,
Pennsylvania Power Company and West Penn Power Company (the "Companies"), enclosed for
electronic filing is a Joint Petition for Protective Order and a proposed Protective Order. Please
contact me if you have any questions regarding the forgoing matters. Copies have been served
as indicated in the attached certificate of service.

Very truly yours,



John F. Povilaitis

JFP/kra

Enclosure

cc: Administrative Law Judge Elizabeth H. Barnes
Kathy J. Kolich, Esquire
Thomas P. Gadsden, Esquire
Kenneth M. Kulak, Esquire

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Petition of Metropolitan Edison	:	Docket Nos. M-2013-2341990
Company, Pennsylvania Electric Company,	:	M-2013-2341991
Pennsylvania Power Company and West Penn	:	M-2013-2341993
Power Company for Approval of their Smart	:	M-2013-2341994
Meter Deployment Plan	:	

**PETITION OF METROPOLITAN EDISON COMPANY, PENNSYLVANIA ELECTRIC
COMPANY, PENNSYLVANIA POWER COMPANY AND WEST PENN POWER
COMPANY FOR A PROTECTIVE ORDER**

TO ADMINISTRATIVE LAW JUDGE ELIZABETH H. BARNES:

Pursuant to 52 Pa. Code § 5.423, Metropolitan Edison Company (“Met-Ed”), Pennsylvania Electric Company (“Penelec”), Pennsylvania Power Company (“Penn Power”), and West Penn Power Company (“West Penn”) (collectively, the “Companies”) hereby file this Joint Petition for the entry of a Protective Order, in the form attached as Appendix A, to limit the disclosure of confidential and proprietary information (“Proprietary Information”). In support of this Joint Petition, the Companies state as follows:

1. On December 31, 2012, the Companies filed with the Pennsylvania Public Utility Commission (“Commission”) the above-captioned Joint Petition requesting approval of their respective Smart Meter Deployment Plans (“Proposed Plans”).

2. This matter was assigned to Administrative Law Judge Elizabeth H. Barnes (“the ALJ”). The ALJ issued a Prehearing Conference Order dated January 30, 2013 scheduling an Initial Prehearing Conference for Tuesday, February 19, 2013 and setting Friday, February 15, 2013 as the deadline for the parties to serve prehearing conference memoranda. The Prehearing Conference was held as scheduled on February 19, 2013.

3. Notice of the Proposed Plans was published in the Saturday, January 19, 2013 Pennsylvania Bulletin with a deadline of February 8, 2013 for comments and petitions/notices of intervention. 43 Pa.B. 419.

4. The Prehearing Conference Order directs the parties to be prepared to discuss, among other things, any need for protective orders at the February 19, 2013 Initial Prehearing Conference. The Companies indicated they would be requesting the entry of a Protective Order in this proceeding.

5. Based on their experience in prior proceedings before the Commission, the Companies anticipate that during the course of this proceeding, Proprietary Information or documents containing Proprietary Information may be requested or presented, including commercial information that certain parties may consider highly proprietary. Accordingly, the entry of a Protective Order setting forth the treatment to be accorded Proprietary Information will facilitate the orderly and efficient conduct and administration of this proceeding. This Joint Petition is not intended to affect any parties' right to object to discovery or to the admissibility of evidence on any grounds.

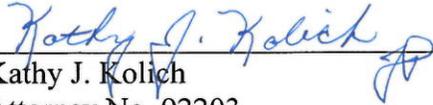
6. The form of Protective Order attached as Appendix A is similar to Protective Orders entered in other recent Commission proceedings.

7. Under the Commission's regulations, the parties to this proceeding have twenty (20) days from the date of the filing of this Joint Petition to file any response thereto. 52 Pa. Code § 5.61. Counsel for the Companies have conferred with counsel for all other presently known parties in this proceeding, and the other parties do not object to the entry of the attached Protective Order. Therefore, the Companies respectfully request expedited consideration of the Joint Petition and the granting of the relief requested herein.

WHEREFORE, for all of the foregoing reasons, Metropolitan Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company, and West Penn Power Company request that the Administrative Law Judge grant this Joint Petition and issue a Protective Order in the form attached hereto as Appendix A.

Respectfully submitted,

Dated: February 27, 2013


Kathy J. Kolich
Attorney No. 92203
FirstEnergy Service Company
76 South Main Street
Akron, OH 44309
Direct Dial: (330) 384-4580
Facsimile: (330) 384-3875
Email: kjkolich@firstenergycorp.com

John F. Povilaitis
Attorney No. 28944
Buchanan, Ingersoll & Rooney, P.C.
409 Second Street, Suite 500
Harrisburg, PA 17101-1357
Direct Dial: (717) 237-4825
Facsimile: (717) 233-0852
Email: John.Povilaitis@bipc.com

Thomas P. Gadsden
Attorney No. 28478
Kenneth M. Kulak
Attorney No. 75509
Morgan Lewis & Bockius, LLP
1701 Market Street
Philadelphia, PA 19103-2921
Direct Dial: (215) 963-5234
Direct Dial: (215) 963-5384
Facsimile: (215) 963-5001
tgadsden@morganlewis.com
kkulak@morganlewis.com

Counsel for:
Metropolitan Edison Company,
Pennsylvania Electric Company,
Pennsylvania Power Company and
West Penn Power Company

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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Meter Deployment Plan	:	

PROTECTIVE ORDER

IT IS HEREBY ORDERED THAT:

1. This Protective Order is granted with respect to all materials identified in Paragraphs 2 and 3 below, which are filed with the Commission, produced in discovery or otherwise presented during these proceedings. All persons now, or hereafter, granted access to the information identified in Paragraphs 2 and 3 below shall use and disclose such information only in accordance with this Order.

2. The information subject to this Order includes all correspondence, documents, data, studies, methodologies, and all other materials or information that any party or an affiliate of any party (“the producing party”) furnishes in this proceeding pursuant to filing, discovery or evidentiary procedures, or otherwise may provide as a courtesy to other active parties in this proceeding, which are claimed to be of a security-sensitive, proprietary or other confidential nature and which are designated “CONFIDENTIAL INFORMATION” or “HIGHLY CONFIDENTIAL INFORMATION.” Such materials are referred to in this Order as “Proprietary Information.”

3. For purposes of this Protective Order there are two categories of Proprietary Information: “CONFIDENTIAL INFORMATION” and “HIGHLY CONFIDENTIAL INFORMATION.” A producing party may designate as “CONFIDENTIAL INFORMATION”

materials concerning energy efficiency and conservation related work product, practices or policies that may be security-sensitive, proprietary or otherwise confidential, and any other information that is either specified as confidential by its terms or pertains to business practices, operations or financial matters that are commercially sensitive or that is ordinarily considered and treated as confidential by the producing party. A producing party may designate as “HIGHLY CONFIDENTIAL INFORMATION” those materials that the producing party deems to be of such a commercially sensitive nature, relative to the business interests of itself or other parties to this proceeding, or of such a private or personal nature, that the producing party determined that a heightened level of confidential protection with respect to those materials is appropriate. The parties shall endeavor to limit the information designated as “HIGHLY CONFIDENTIAL INFORMATION.”

4. Confidential Information shall be disclosed solely to the Commission, its Staff, counsel to the parties in this proceeding, parties’ employees, officers and members (as applicable) who are directly responsible for reviewing, preparing or presenting evidence, cross-examination or argument in this proceeding and outside expert consultants retained by the parties’ counsel for this proceeding. Confidential Information shall be specifically marked “CONFIDENTIAL INFORMATION.”

5. Highly Confidential Information shall be provided solely to other parties’ counsel. Such highly sensitive information may be copied only for the limited purpose of review by a party’s expert or consultant in this case. Such specific prohibition from copying such Highly Confidential Information shall be clearly designated on the face of the information. In such cases, the producing party shall permit other parties’ counsel to take custody of such Highly Confidential Information, provided that it shall not be copied, except as provided for in this

Paragraph, and shall be returned or destroyed as provided for in Paragraph 11, below. The producing party may designate certain Highly Confidential Information that, absent the express agreement of the producing party, may not be viewed by the employees of an inspecting party who are involved in competitive activities or by employees of an outside expert or consultant that provide services to any person or entity involved in such competitive activities. Further, in accordance with the provisions of Sections 5.362 and 5.431(e) of the Commission's Rules of Practice and Procedure (52 Pa. Code §§ 5.362, 5.431(e)) and Sections 2209(f)(3) and 2811(c)(3) of the Public Utility Code (66 Pa. C.S. §§ 2209(f)(3), 2811(c)(3)), any party may, by objection or motion, seek further protection with respect to Highly Confidential Information, including, but not limited to, total prohibition of disclosure or limitation of disclosure only to particular parties. Highly Confidential Information shall be specifically marked "HIGHLY CONFIDENTIAL INFORMATION – DO NOT COPY OR DISTRIBUTE EXCEPT IN ACCORDANCE WITH PROTECTIVE ORDER."

6. Proprietary Information shall be made available to the Commission and its Staff for use in this and any related proceeding and for all internal Commission analyses, studies or investigations related to the same. For purposes of filing, to the extent that Proprietary Information is placed in the Commission's report folders, testimony folders or other document folders, such information shall be separately bound, conspicuously marked, and accompanied by a copy of this Order. The Proprietary Information shall be considered and treated as "confidential proprietary information" as defined in The Pennsylvania Right-to-Know Act, 65 P.S. § 67.101, *et seq.* Public inspection of the Proprietary Information shall be permitted only in accordance with this Protective Order.

7. Proprietary Information shall be made available only as permitted by this Order

and only for purposes of reviewing, preparing or presenting evidence, cross-examination or argument in this proceeding. No expert, employee, officer or member (as applicable) will be afforded access to Proprietary Information until a signed acknowledgement of this Protective Order in the form attached to this Order in APPENDIX A, from each such individual, has been returned to the producing party. Upon entry of this Protective Order by the ALJ, counsel for the parties shall be deemed bound by the terms contained herein. No other persons may have access to the Proprietary Information, except as specifically authorized by further order of the Commission or the Administrative Law Judge. No person may be entitled to receive, or if afforded access to any Proprietary Information shall possess, use or disclose Proprietary Information for the purpose of business or competition or any purpose other than the preparation for, and conduct of, this proceeding or any administrative or judicial review thereof.

8. The producing party shall designate data or documents as constituting or containing Confidential Information or Highly Confidential Information by affixing an appropriate stamp or typewritten designation on all such data or documents. Where only part of a compilation or multi-page document constitutes or contains Confidential Information or Highly Confidential Information, the producing party shall designate only the specific data or pages of documents which constitute or contain Confidential Information or Highly Confidential Information. Upon request from another party, the producing party shall produce a redacted (public) version of any such partially confidential compilation or multi-page document within a reasonable period of time.

9. Any public reference to Proprietary Information by the Commission or by counsel or persons afforded access thereto shall be to the title or exhibit reference in sufficient detail to permit persons with access to the Proprietary Information to understand the reference fully and

not more. Proprietary Information shall remain a part of the record, to the extent admitted, for all purposes of administrative or judicial review. Part of any record of this proceeding containing Proprietary Information, including but not limited to all exhibits, writings, direct testimony, cross-examination, argument, and responses to discovery, and including reference thereto as mentioned in the above Paragraphs, shall be sealed for all purposes, including administrative and judicial review, unless such Proprietary Information is released from the restrictions of this Order, either through the agreement of the parties or pursuant to a further order of the Administrative Law Judge or the Commission.

10. The parties affected by the terms of this Order shall retain the right to question or challenge the confidential nature of the Proprietary Information; to question or challenge the admissibility of Proprietary Information; to refuse or object to the production of Proprietary Information on any proper ground, including but not limited to irrelevance, immateriality, or undue burden; and to seek additional measures of protection of Proprietary Information beyond those provided in this Order. If a challenge is made to the designation of a document or information as Proprietary Information, the party claiming that the information is proprietary or otherwise confidential retains the burden of demonstrating that the designation is necessary and appropriate.

11. Upon completion of this proceeding, including any administrative or judicial review, all copies of all documents and other materials, including notes, whether written or oral, which contain any Proprietary Information, shall be immediately returned to the party furnishing such Proprietary Information or destroyed, upon request. This provision, however, shall not apply to the Commission or its Staff, the Office of Consumer Advocate, the Office of Small Business Advocate, or any other party receiving the consent of the producing party; except,

however, that Highly Confidential Information provided to any party pursuant to Paragraph 5, above, shall be returned to the producing party or destroyed in all cases. In the event that a party elects to destroy all copies of documents and other materials containing Proprietary Information instead of returning the copies to the producing party, that party shall certify in writing to the producing party that all copies of the documents and other materials containing Proprietary Information have been destroyed.

Date: February __, 2013

Elizabeth H. Barnes
Administrative Law Judge

APPENDIX A

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Petition of Metropolitan Edison	:	Docket Nos. M-2013-2341990
Company, Pennsylvania Electric Company,	:	M-2013-2341991
Pennsylvania Power Company and West	:	M-2013-2341993
Penn Power Company for Approval of	:	M-2013-2341994
their Smart Meter Deployment Plan	:	

TO WHOM IT MAY CONCERN;

The undersigned is the expert, employee, member or officer of _____ (the retaining party). The undersigned has read and understands the Protective Order issued in the above-captioned proceeding deals with the treatment of Proprietary Information. The undersigned agrees to be bound by, and comply with, the terms and conditions of said Order. The undersigned agrees that any Proprietary Information shall be used or disclosed only for purposes of preparation for, and conduct of the above-captioned proceeding, and any administrative or judicial review thereof, and shall not be disclosed or used for purposes of business or competition.

Signature

Print Name

Address

Date: _____

Employer

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Petition of Metropolitan Edison	:	
Company, Pennsylvania Electric Company,	:	Docket Nos. M-2013-2341990
Pennsylvania Power Company and	:	M-2013-2341991
West Penn Power Company for Approval	:	M-2013-2341993
of their Smart Meter Deployment Plan	:	M-2013-2341994

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a copy of the foregoing document in accordance with the requirements of 52 Pa. Code § 1.54 et seq. (relating to service by a participant).

VIA FIRST CLASS AND ELECTRONIC MAIL

Daniel G. Asmus, Esquire
Office of Small Business Advocate
Suite 1102 Commerce Building
300 North Second Street
Harrisburg, PA 17101
dasmus@pa.gov

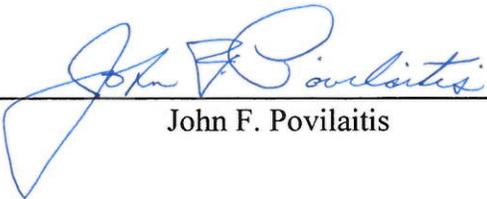
Christy M. Appleby, Esquire
Candis Tunilo, Esquire
Office of Consumer Advocate
555 Walnut Street
5th Floor Forum Place
Harrisburg, PA 17101-1923
cappleby@paoca.org
ctunilo@paoca.org

Daniel Clearfield, Esquire
Deanne O'Dell, Esquire
Eckert Seamans Cherin & Mellott
213 Market Street, 8th Floor
Harrisburg, PA 17101
dclearfield@eckertseamans.com
dodell@eckertseamans.com

Susan E. Bruce
Charis Mincavage
Vasiliki Karandrikas
Teresa K. Schmittberger
McNees Wallace & Nurick LLC
100 Pine Street
P. O. Box 1166
Harrisburg, PA 17108-1166
sbruce@mwn.com
cmincavage@mwn.com
vkandrikas@mwn.com
tschmittberger@mwn.com

Robert Knecht
Industrial Economics
2067 Massachusetts Avenue
Cambridge, MA 02140
rdk@indecon.com

Date: February 27, 2013



John F. Povilaitis