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June 16, 2016

VIA eFILING

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17105-3265

Re: Pennsylvania Public Utility Commission v. West Penn Power Company Docket No. R-2016-2537359

Dear Secretary Chiavetta:

On behalf of **West Penn Power Company**, enclosed is the **Prehearing Memorandum** for filing in the above-captioned matter. A copy has been served on Administrative Law Judge Mary D. Long and the parties/intervenors of record in accordance with the attached Certificate of Service.

Very truly yours,

Anthony C. DeCusatis

Anthony C. DeCusatis

Enclosures

c: Per Certificate of Service (w/encls.)

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BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

PENNSYLVANIA PUBLIC UTILITY COMMISSION	:	
v.	:	**DOCKET NO. R-2016-2537359**
WEST PENN POWER COMPANY	:	

CERTIFICATE OF SERVICE

I hereby certify and affirm that I have this day served copies of the **Prehearing Memorandum on behalf of West Penn Power Company** on the following persons, in the manner specified below, in accordance with the requirements of 52 Pa. Code § 1.54:

VIA ELECTRONIC MAIL
AND FIRST CLASS MAIL

Honorable Mary D. Long
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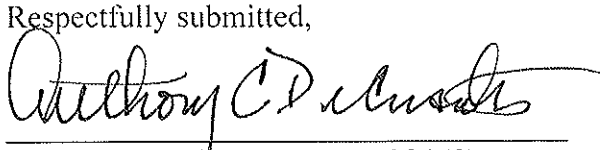
Respectfully submitted,



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Counsel for West Penn Power Company

Dated: June 16, 2016

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

PENNSYLVANIA PUBLIC UTILITY COMMISSION	:	
v.	:	**Docket No. R-2016-2537359**
WEST PENN POWER COMPANY	:	

PREHEARING MEMORANDUM OF
WEST PENN POWER COMPANY

This memorandum is submitted in response to the Prehearing Conference Order issued by Administrative Law Judge Mary D. Long dated June 9, 2016.

I. INTRODUCTION

On April 28, 2016, West Penn Power Company ("West Penn" or the "Company") filed with the Pennsylvania Public Utility Commission ("Commission") Supplement No. 10 to West Penn's Tariff Electric Pa. P.U.C. No. 38 ("Supplement No. 10") and Supplement No. 15 to West Penn 's Tariff Electric – Pa. P.U.C. No. 40 ("Supplement No. 15") which reflect an increase in annual distribution revenues of $98.2 million, or 5.74% of its total electric operating revenues. By Order issued June 9, 2016, the Commission instituted a formal investigation to determine the lawfulness, justness and reasonableness of West Penn's existing and proposed rates, rules and regulations. Accordingly, Supplement Nos. 10 and 15 were suspended by operation of law until January 27, 2017. West Penn's current distribution base rates were established pursuant to the Commission's Final Order entered April 9, 2015 at Docket No. R-2014-2428742.

Accompanying its tariff filing, the Company submitted extensive and detailed supporting information, including the prepared written testimony and exhibits of its nine initial witnesses. During the course of this case, the Company may submit additional testimony and exhibits in response to the presentations of, or cross-examination by, other parties and with respect to any

specific issues that might be raised by such parties. In addition, certain testimony and exhibits will be updated, as necessary, to reflect known changes that should be considered in this proceeding.

In support of its proposed rate increase, the Company has presented complete and separate data for the historic test year ended December 31, 2015, the future test year ending December 31, 2016 and the fully projected future test year ending December 31, 2017, but intends to rely primarily on data for the fully projected future test year. The Company submits that the record at the close of this proceeding will fully demonstrate that the proposed rates are just, reasonable and lawful and should be approved in full by the Commission.

Notices of Appearance were served on behalf of the Office of Consumer Advocate ("OCA") on May 3, 2016, Office of Small Business Advocate ("OSBA") on May 9, 2016 and the Bureau of Investigation and Enforcement ("I&E") on May 12, 2016. The OCA and OSBA also filed Complaints on May 3, 2016 and May 9, 2016, respectively. The West Penn Power Industrial Intervenors ("WPPII") filed a Complaint on June 6, 2016. Complaints have also been filed by individual residential and municipal customers. Petitions to Intervene was filed by the Clean Air Council ("CAC") on May 31, 2016, the Coalition for Affordable Utility Services and Energy Efficiency in Pennsylvania ("CAUSE-PA") on June 14, 2016, Citizens for Pennsylvania's Future ("PennFuture") on June 14, 2016 and Wal-Mart Stores East, LP and Sam's East, Inc. ("Wal-Mart") on June 15, 2016.

II. ISSUES

Generally, every rate case presents two major issues for resolution: (1) the total amount of the revenue increase to which the utility is entitled; and (2) the allocation of the increased revenues among the utility's rate classifications through a rate structure and rate design that will

produce the required revenue. As discussed below, the Company's calculation of its required revenue increase and its proposed allocation of the increase to each customer classification have been developed by applying principles and procedures that the Commission has previously reviewed and approved.

A determination of the total revenue increase to which a utility is entitled involves a number of elements which may be grouped under three headings and characterized as the following major sub-issues herein:

A. Total Return. The total return (utility operating income) required by the utility to provide a fair rate of return on its claimed rate base. Fair rate of return involves the determination of the appropriate cost or return rate for the capital employed by the Company to furnish electric service. Such return must be sufficient to enable the Company to maintain the financial integrity of its existing capital and to attract additional capital on reasonable terms. In addition, the Company must be permitted an opportunity to earn, on the portion of its rate base financed by common equity, a return commensurate with the returns on investments in other enterprises having similar risks. The appropriate rate of return for the Company, and in particular the appropriate return rate for the Company's common equity, is an issue which is critical to the well-being of the Company and its ability to continue to provide the service that its customers have been receiving and are entitled to receive in the future.

B. Operating Expenses. The future or ongoing level of the utility's operating expenses to provide electric distribution service including depreciation, amortizations and taxes, which must be recovered from customers through rates.

C. Revenues. The electric distribution revenue normally available to the utility under present rates and the level of revenue that will be produced by the proposed rates.

By comparing the electric distribution revenue produced by the utility's present rates with its total required operating income and anticipated electric distribution operating expenses, depreciation, amortizations and taxes, the necessary increase in revenue and rate levels required to provide a fair rate of return are determined.

The allocation of the proposed revenue increase and the Company's proposed rate structure and rate design are discussed in detail in the direct testimony of Kevin M. Siedt and Thomas J. Dolezal. In developing the Company's rate structure proposals, Mr. Siedt considered the results of the cost of service study ("COSS") performed by Mr. Dolezal and the principle of gradualism that has traditionally been applied in Pennsylvania. Accordingly, the proposed rates were designed to achieve meaningful movement toward each class' cost of service while also moderating the impact of the requested increase on each major rate class, to the extent practicable, consistent with the principle of gradualism.

The Company is proposing to include its 2016 and 2017 smart meter costs in base rates and, at the conclusion of this case, to reset to zero the "C-Factor" of its Smart Meter Technologies Charge ("SMT-C") Rider rate. The SMT-C Rider will remain in the Company's tariffs as the mechanism to recover the costs of implementing its Smart Meter Plan, net of savings, in excess of such costs that will be recovered in base rates. The Company also proposes cost baselines for determining savings resulting from the deployment of smart meters.

In addition, by its Order entered June 9, 2016 at Docket No. P-2015-2508948, the Commission approved the Company's request to implement a Distribution System Improvement Charge ("DSIC") Rider beginning July 1, 2016. The eligible property that will form the basis for the Company's DSIC rates in effect from July 1, 2016 through the end of the future test year (the twelve months ending December 31, 2016) are part of the plant in service included in the

proposed rate base in this case. Therefore, the fixed costs of that plant will be recovered in the new base rates when they become effective. Accordingly, the "C-Factor" of the DSIC rate will be reset to zero on the effective date of new base rates established in this case. The charge under the DSIC Rider will remain at zero until West Penn has added plant consistent with its Commission-approved Long Term Infrastructure Improvement Plan ("LTIIP") in excess of the amount included in its estimated December 31, 2017 rate base in the present case.

Finally, the Company is proposing certain technical, non-substantive revisions, which are shown in the matrix of changes set forth in Exhibit KMS-7 and described in the direct testimony of Mr. Siedt.

III. WITNESSES AND EVIDENCE

Listed below are the initial witnesses with a brief summary of the subject matter of their testimony.

1. **Charles V. Fullem.** Mr. Fullem is the Director, Rates and Regulatory Affairs - Pennsylvania for the FirstEnergy Service Company. His business address is 2800 Pottsville Pike, Reading, Pennsylvania 19605. His direct testimony, which is identified as West Penn Statement No. 1 provides: (1) an overview of the distribution base rate increase request; (2) a discussion of the Company's progress in meeting the settlement commitments made in West Penn's last base rate proceeding at Docket No. R-2014-2428742 (the "2015 Rate Settlement"); (3) the primary reasons for the requested rate increase; (4) a description of the organization of the filing and an introduction of the witnesses submitting direct testimony; and (5) an explanation of the importance of adequate rate relief to the Company.

2. **Richard A. D'Angelo.** Mr. D'Angelo is employed by FirstEnergy Service Company as Manager – Rates and Regulatory Affairs – Pennsylvania. His business address is

2800 Pottsville Pike, Reading, Pennsylvania 19605. His direct testimony, which is identified as West Penn Statement No. 2, describes and supports: (1) various accounting, rate case, and other financial data that are being submitted in response to the filing requirements for an electric utility base rate case proceeding; (2) the budget level of capital and operation and maintenance ("O&M") expenses; (3) ratemaking adjustments to the budgeted test year rate base and operating income statement; (4) updating the amount of smart meter costs included in base rates; (5) the continuing regulatory treatment of ongoing storm damage costs through the storm reserve established in accordance with the terms and conditions of the 2015 Rate Settlement; and (6) financial reports reflecting actual expenses and rate base additions for the twelve months ended April 30, 2016 as required by Paragraph 6 of the 2015 Rate Settlement.

3. **Kevin M. Siedt**. Mr. Siedt is employed by FirstEnergy Service Company as a Consultant in the Rates and Regulatory Affairs Department – Pennsylvania. His business address is 2800 Pottsville Pike, Reading, Pennsylvania 19605. His direct testimony, which is identified as West Penn Statement No. 3, discusses: (1) the annualization and normalization of sales and revenues used in the Company's cost of service studies; (2) the rate design methodology used to develop the distribution rates proposed in this proceeding; (3) the customer cost analysis supporting the proposed residential customer charge; (4) a customer impact analysis, which compares bills at current and proposed rates; (5) a proof of revenue analysis; and (6) changes to West Penn's Electric Service tariffs.

4. **Thomas J. Dolezal**. Mr. Dolezal is employed by FirstEnergy Service Company as a Rates Analyst. His business address is 76 South Main Street, Akron, Ohio 44308. His direct testimony, which is identified as West Penn Statement No. 4, provides: (1) the cost of

service principles underlying the COSS; (2) the methods and procedures employed to perform that study; and (3) the results that the COSS produced.

5. **Jeffrey L. Adams**. Mr. Adams is employed by FirstEnergy Service Company as a State Regulatory Analyst in the Rates and Regulatory Affairs Department – West Virginia/Maryland. His business address is 1310 Fairmont Avenue, Fairmont, West Virginia 26554. His direct testimony, which is identified as West Penn Statement No. 5, describes the process used to determine the total cash working capital requirement for the Company.

6. **Laura W. Gifford**. Ms. Gifford is employed by FirstEnergy Service Company as a Rates Analyst V in the Rates and Regulatory Affairs Department – Pennsylvania. Her business address is 2800 Pottsville Pike, Reading, Pennsylvania 19605. Her direct testimony, which is identified as West Penn Statement No. 6, discusses: (1) the updated default service-related uncollectible accounts expense amounts recovered in rates; (2) the revenue requirement baseline associated with smart meters in distribution base rates for determining when the Company's SMT-C Rider would be used to recover costs; and (3) the cost baselines for determining savings resulting from the deployment of smart meters.

7. **John J. Spanos**. Mr. Spanos is a Senior Vice President of Gannett Fleming Valuation and Rate Consultants, LLC. His business address is 207 Senate Avenue, Camp Hill, Pennsylvania 17011. His direct testimony, which is identified as West Penn Statement No. 7, supports the depreciation studies conducted for the Company's electric plant.

8. **Pauline M. Ahern**. Ms. Ahern is a Partner with Sussex Economic Advisors, LLC. Her business address is 1900 West Park Road, Suite 250, Westborough, MA 01581. Her mailing address is 3000 Atrium Way, Suite 241, Mount Laurel, NJ 08054. Her direct testimony,

which is identified as West Penn Statement No. 8, supports the cost rate which West Penn should be afforded the opportunity to earn on the common equity portion of its jurisdictional rate base.

9. **Joseph Dipre.** Mr. Dipre is employed by FirstEnergy Service Company as Senior Advisor, Strategy & Long Term Planning. His business address is 76 South Main Street, Akron, Ohio 44308. His direct testimony, which is identified as West Penn Statement No. 9, describes and supports the capital structure, embedded cost of long-term debt and 7.90% overall weighted average cost of capital claimed by West Penn.

The Company may present additional witnesses to address the direct testimony of other parties; however, such witnesses cannot be identified until the direct testimony of such parties is reviewed and evaluated.

IV. PROPOSED PROTECTIVE ORDER AND SERVICE MODIFICATIONS

West Penn is submitting for approval a Protective Order, attached as Exhibit "A", in the same form as the Protective Order that was entered in the Company's last distribution base rate case. The terms of the proposed Protective Order are substantially similar to those of the Stipulated Protective Agreements that were executed in advance of the Prehearing Conference in order to facilitate the discovery of certain confidential information. To date, the Company has executed Stipulated Protective Agreements with I&E, OCA, OSBA and WPPII. The Company has previously circulated the proposed Protective Order to the other parties for their review and, thus far, OCA, I&E, CAC and WPPII have indicated they have no objection to its entry. West Penn respectfully requests that the Administrative Law Judge enter the proposed Protective Order.

To date, West Penn has been served with 334 interrogatories and data requests and has responded to 245. West Penn encourages informal exchanges of information and is prepared to meet with representatives of the other active parties to discuss issues of interest.

West Penn also respectfully requests that the Administrative Law Judge approve the following modifications regarding the service of documents in this proceeding:

(1) Service of testimony, exhibits and briefs may be by electronic means on the due date with hard copies to follow via overnight delivery.

(2) Service of discovery may be by electronic means if hard copies follow.[1] The hard copy requirement for discovery may be satisfied by providing a hard copy of the response and an electronic copy of any attachments.

V. PROPOSED PROCEDURAL SCHEDULE

Following consultation among the Company, I&E, the OCA, OSBA and WPPII, they have reached agreement on the procedural schedule set forth in Exhibit "B," which reflects the Administrative Law Judge's directive to establish October 14, 2016 as the date for filing Reply Briefs.

VI. PUBLIC INPUT HEARINGS

Following discussions with the OCA and reviewing the public comment file, the Company proposes public input hearings in these proceedings to be held in the following

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[1] The Company has created an electronic data room as the means for electronic service, which facilitates service, particularly the service of large attachments. The electronic data room also maintains all of the Company's responses in a single, accessible location for the duration of this case. All parties and their designees have been given access to the electronic data room, and all parties that have executed Stipulated Protective Agreements and their designees that executed acknowledgments of the Stipulated Protective Agreement have been given access to the "confidential" folders in the electronic data room for material that has been designated as confidential. The Company will continue to employ the electronic data room for electronic service of discovery responses and will provide access to the confidential folders to all parties and their designees that acknowledge and agree to be bound by the Protective Order.

locations within its service territory: Greensburg (afternoon and evening); Washington (afternoon or evening to be coordinated with the Greensburg hearing); and State College (afternoon and evening).[2] The OCA has represented that it is in agreement with this proposal. To the extent that the scheduling staff of the Office of Administrative Law Judge would find it useful, the Company is willing to assist in identifying available venues, dates, or locally relevant information.

VII. SETTLEMENT

West Penn is willing to pursue with the parties the possible stipulation of individual issues and/or more far-ranging settlement discussions that might lead to a comprehensive resolution of this matter.

VIII. SERVICE LIST

West Penn requests that the official service list entry for the Company be as follows:

Tori L. Giesler (Pa. No. 207742)
FirstEnergy Service Company
2800 Pottsville Pike
P.O. Box 16001
Reading, PA 19612-6001
610.921.6658 (bus)
610.939.8655 (fax)
tgiesler@firstenergycorp.com

West Penn also requests that a copy of all correspondence, discovery, testimony and other materials sent to the Company be provided to:

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[2] The Company's affiliates, based on discussions with the OCA, are proposing public input hearings in locations within their respective service territories, as follows:
Metropolitan Edison Company– Reading (afternoon and evening) and East Stroudsburg (afternoon and evening).
Pennsylvania Electric Company – Erie (afternoon and evening) and Mansfield (afternoon and evening).
Pennsylvania Power Company – New Castle (afternoon and evening)

Thomas P. Gadsden (Pa. No. 28478)
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Catherine G. Vasudevan (Pa. No. 210254)
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IX. REQUEST FOR CONSOLIDATION

West Penn's filing was made contemporaneously with general rate increase filings by West Penn's Pennsylvania affiliates at the docket numbers identified below:

METROPOLITAN EDISON COMPANY	**R-2016-2537349**
PENNSYLVANIA ELECTRIC COMPANY	**R-2016-2537352**
PENNSYLVANIA POWER COMPANY	**R-2016-2537355**

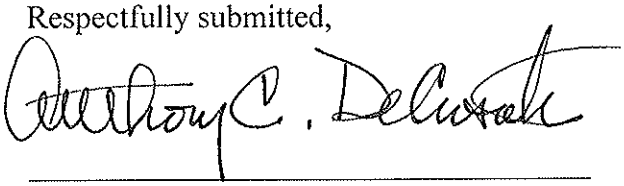
Pursuant to 52 Pa. Code § 5.81, West Penn, by this Prehearing Memorandum, and Met-Ed, Penelec and Penn Power, in their respective Prehearing Memoranda, request that proceedings initiated with regard to their rate filings be consolidated for purposes of hearing, briefing and decision. Although each Company has developed its revenue requirement and proposed rates separately, there is a fundamental commonality to most of the components of the Companies' revenue requirements, cost of service methodology, and approach to revenue allocation and rate design. As a consequence, there are a substantial number of common questions of law and fact. Thus, the resources of the Commission and all parties would be used most efficiently and cost effectively by the requested consolidation.

Additionally, it is requested that all the Complaints filed in respective base rate cases be consolidated with the Commission's investigation, as is customary in base rate proceedings.

X. CONCLUSION

Based on the evidence referenced above, West Penn submits that the rates proposed in Supplement Nos. 10 and 15 are just, reasonable and lawful in all respects. Accordingly, the requested rate increase should be approved by the Administrative Law Judge and the Commission at the close of this proceeding.

Respectfully submitted,



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Counsel for West Penn Power Company

Dated: June 16, 2016

EXHIBIT A

Protective Order

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

PENNSYLVANIA PUBLIC UTILITY COMMISSION	:	
v.	:	
METROPOLITAN EDISON COMPANY	:	**Docket No. R-2016-2537349**
PENNSYLVANIA ELECTRIC COMPANY	:	**Docket No. R-2016-2537352**
PENNSYLVANIA POWER COMPANY	:	**Docket No. R-2016-2537355**
WEST PENN POWER COMPANY	:	**Docket No. R-2016-2537359**

PROTECTIVE ORDER

Upon consideration of the Motion for entry of a Protective Order made by Metropolitan Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company and West Penn Power Company (the "Companies") and the parties participating in the June 17, 2016 Prehearing Conference in this matter:

IT IS ORDERED THAT:

1. The Motion is hereby granted and this Protective Order is issued to establish procedures for the protection of all materials and information identified in Paragraphs 2 and 3 below, which are or will be filed with the Commission, produced in discovery, or otherwise presented during the above-captioned proceeding and all proceedings consolidated with it. All persons now or hereafter granted access to the materials and information identified in Paragraphs 2 and 3of this Protective Order shall use and disclose such information only in accordance with this Order.

2. The information subject to this Protective Order is all correspondence, documents, data, information, studies, methodologies and other materials, in whatever form produced, stored or contained, including computerized memory, magnetic, electronic or optical media, furnished

in this proceeding that the producing party believes to be of a proprietary or confidential nature and are so designated by being stamped "CONFIDENTIAL" or "HIGHLY CONFIDENTIAL" protected material. Such materials are referred to in this Protective Order as "Proprietary Information." When a statement or exhibit is identified for the record, the portions thereof that constitute Proprietary Information shall be designated as such for the record.

3. For purposes of this Protective Order, there are two categories of Proprietary Information: "CONFIDENTIAL" and "HIGHLY CONFIDENTIAL" protected material. A producing party may designate as "CONFIDENTIAL" those materials that are customarily treated by that party as sensitive or proprietary, that are not available to the public, and that, if generally disclosed, would subject that party to the risk of competitive disadvantage or other business injury. A producing party may designate as "HIGHLY CONFIDENTIAL" those materials that are of such a commercially sensitive nature, relative to the business interests of parties to this proceeding, or of such a private or personal nature, that the producing party is able to justify a heightened level of confidential protection with respect to those materials. The parties shall endeavor to limit the information designated as "HIGHLY CONFIDENTIAL" protected material.

4. Subject to the terms of this Protective Order, Proprietary Information shall be provided to counsel for a party who meets the criteria of a "Reviewing Representative" as set forth below. Such counsel shall use or disclose the Proprietary Information only for purposes of preparing or presenting evidence, testimony, cross-examination, argument, or settlement discussions in this proceeding. To the extent required for participation in this proceeding, such counsel may allow others to have access to Proprietary Information only in accordance with the conditions and limitations set forth in this Protective Order.

5. Nothing in this Protective Order precludes the use by the Commission and its Staff, consistent with this Protective Order, of Proprietary Information produced in this proceeding and made part of the record.

6. Information deemed "CONFIDENTIAL" shall be provided to a "Reviewing Representative." For purposes of "CONFIDENTIAL" Proprietary Information, a "Reviewing Representative" is a person who has signed a Non-Disclosure Certificate and is:

i. An attorney who has formally entered an appearance in this proceeding on behalf of a party;

ii. An attorney, paralegal, or other employee associated for purposes of this case with an attorney described in subparagraph (i) above;

iii. An expert or an employee of an expert retained by a party for the purpose of advising that party or testifying in this proceeding on behalf of that party; or

iv. Employees or other representatives of a party who have significant responsibility for developing or presenting that party's positions in this docket.

7. Information deemed "HIGHLY CONFIDENTIAL" protected material shall be provided to a Reviewing Representative, provided, however that a Reviewing Representative, for purposes of "HIGHLY CONFIDENTIAL" protected material, is limited to a person who has signed a Non-Disclosure Certificate and is:

i. An attorney who has formally entered an appearance in this proceeding on behalf of a party;

ii. An attorney, paralegal, or other employee associated for purposes of this case with an attorney described in subparagraph (i) above;

iii. An outside expert or an employee of an outside expert retained by a party for the purpose of advising that party or testifying in this proceeding on behalf of that party; or

iv. A person designated as a Reviewing Representative for purposes of HIGHLY CONFIDENTIAL protected material pursuant to Paragraph 12.

8. For purposes of this Protective Order, a Reviewing Representative may not be a "Restricted Person" absent agreement of the party producing the Proprietary Information pursuant to Paragraph 12. A "Restricted Person" shall mean: (a) an officer, director, stockholder, partner, or owner of any competitor of the parties or an employee of such an entity if the employee's duties involve marketing or pricing of the competitor's products or services or advising another person who has such duties: (b) an officer, director, stockholder, partner, or owner of any affiliate of a competitor of the parties (including any association of competitors of the parties) or an employee of such an entity if the employee's duties involve marketing or pricing of the competitor's products or services or advising another person who has such duties; (c) an officer, director, stock holder, owner, agent or employee of a competitor of a customer of or vendor to the parties if the Proprietary Information concerns a specific, identifiable customer of or vendor of the parties; and (d) an officer, director, stockholder, owner or employee of an affiliate of a competitor of a customer of the parties if the Proprietary Information concerns a specific, identifiable customer of the parties; provided, however, that no expert shall be disqualified on account of being a stockholder, partner, or owner unless that expert's interest in the business would provide a significant motive for violating the limitations of permissible use of the Proprietary Information. For purposes of this Protective Order, stocks, partnership or other ownership interests valued at more than $10,000 or constituting more than a 1% interest in a business establish a significant motive for violation.

9. If an expert for a party, another member of the expert's firm or the expert's firm generally also serves as an expert for, or as a consultant or advisor to, a Restricted Person, that expert must: (1) identify for the parties each Restricted Person and all personnel in or associated

with the expert's firm that work on behalf of the Restricted Person; (2) take all reasonable steps to segregate those personnel assisting in the expert's participation in this proceeding from those personnel working on behalf of a Restricted Person; and (3) if segregation of such personnel is impractical, the expert shall give to the producing party a written assurances that the lack of segregation will in no way adversely affect the interest of the parties or their customers. The parties retain the right to challenge the adequacy of the written assurances that the parties' or their customers' interests will not be adversely affected. No other persons may have access to the Proprietary Information except as authorized by order of the Commission or the presiding Administrative Law Judge(s).

10. Reviewing Representatives qualified to receive "HIGHLY CONFIDENTIAL" protected material may discuss HIGHLY CONFIDENTIAL protected material with their client or with the entity with which they are employed or associated, to the extent that the client or entity is not a "Restricted Person," but may not share with, or permit the client or entity to review or have access to, the HIGHLY CONFIDENTIAL protected material. Counsel for the Office of Consumer Advocate, Office of Small Business Advocate and Bureau of Investigation and Enforcement ("I&E") may share Proprietary Information with the Consumer Advocate, Small Business Advocate, or I&E Director, respectively, without obtaining a Non-Disclosure Certificate from the Consumer Advocate, Small Business Advocate, or I&E Director, provided however, that the Consumer Advocate, Small Business Advocate, or I&E Director otherwise abides by the terms of this Protective Order.

11. Proprietary Information shall be treated by the parties and by the Reviewing Representative in accordance with the terms of this Protective Order, which are hereby expressly incorporated into the certificate that must be executed pursuant to Paragraph 13(a). Proprietary

Information shall be used as necessary, for the conduct of this proceeding and for no other purpose. Proprietary Information shall not be disclosed in any manner to any person except a Reviewing Representative who is engaged in the conduct of this proceeding and who needs to know the information in order to carry out that person's responsibilities in this proceeding.

12. Reviewing Representatives may not use anything contained in any Proprietary Information obtained through this proceeding to give any party or any competitor of any party a commercial advantage. In the event that a party wishes to designate as a Reviewing Representative a person not described in Paragraph 7(i) through (iii) above, as qualified by Paragraph 8 above, the party must first seek agreement to do so from the party providing the Proprietary Information. If an agreement is reached, the designated individual shall be a Reviewing Representative pursuant to Paragraph 7(iv) above with respect to those materials. If no agreement is reached, the party seeking to have a person designated a Reviewing Representative shall submit the disputed designation to the presiding Administrative Law Judge(s) for resolution.

13. (a) A Reviewing Representative shall not be permitted to inspect, participate in discussions regarding, or otherwise be permitted access to Proprietary Information pursuant to this Protective Order unless that Reviewing Representative has first executed a Non-Disclosure Certificate in the form provided in Appendix A, provided, however, that if an attorney or expert qualified as a Reviewing Representative has executed such a certificate, the paralegals, secretarial and clerical personnel under the attorney's instruction, supervision or control need not do so. A copy of each executed Non-Disclosure Certificate shall be provided to counsel for the party asserting confidentiality prior to disclosure of any Proprietary Information to that Reviewing Representative.

(b) Attorneys and outside experts qualified as Reviewing Representatives are responsible for ensuring that persons under their supervision or control comply with this Protective Order.

14. The parties shall designate data or documents as constituting or containing Proprietary Information by stamping the documents "CONFIDENTIAL" or "HIGHLY CONFIDENTIAL" protected material. Where only part of data compilations or multi-page documents constitutes or contains Proprietary Information, the parties, insofar as reasonably practicable within discovery and other time constraints imposed in this proceeding, shall designate only the specific data or pages of documents which constitute or contain Proprietary Information.

15. The Commission and all parties, including the statutory advocates and any other agency or department of state government, will consider and treat the Proprietary Information as within the definition of "confidential proprietary information" in Section 102 of the Pennsylvania Right-to-Know Law of 2008, 65 P.S. § 67.102 and subject to the exemptions from disclosure provided in the Pennsylvania Right-to-Know Act (65 P.S. § 67.101 et seq.) until such information is found by a tribunal with jurisdiction to be not confidential or subject to one or more exemptions.

16. Any public reference to Proprietary Information by a party or its Reviewing Representative shall be to the title or exhibit reference in sufficient detail to permit persons with access to the Proprietary Information to understand fully the reference and not more. The Proprietary Information shall remain a part of the record, to the extent admitted, for all purposes of administrative or judicial review.

17. The part(s) of any record of this proceeding containing Proprietary Information, including but not limited to all exhibits (including discovery responses made part of the record), writings, testimony, cross examination, and argument, and including reference thereto as mentioned in Paragraph 16 above, shall be sealed for all purposes, including administrative and judicial review, unless such Proprietary Information is released from the restrictions of this Protective Order, either through the agreement of the parties to this proceeding or pursuant to an order of the Commission.

18. The parties shall retain the right to question or challenge the confidential or proprietary nature of Proprietary Information and to question or challenge the admissibility of Proprietary Information. If a party challenges the designation of a document or information as proprietary, the producing party retains the burden of demonstrating that the designation is appropriate.

19. The parties shall retain the right to object to the production of Proprietary Information on any proper ground, to refuse to produce Proprietary Information pending the adjudication of the objection, and to seek additional measures of protection of Proprietary Information beyond those provided in this Protective Order.

20. Within 30 days after a Commission final order is entered in the above-captioned proceedings, or in the event of appeals, within thirty days after appeals are finally decided, the receiving party, upon request, shall either destroy or return to the producing party all copies of all documents and other materials not entered into the record, including notes, which contain any Proprietary Information. This provision, however, shall not apply to I&E, the Office of Consumer Advocate, or the Office of Small Business Advocate, or any other party receiving the

consent of the producing party; except, however, that HIGHLY CONFIDENTIAL protected material provided to any party shall be returned to the producing party or destroyed in all cases. In the event that a receiving party elects to destroy all copies of documents and other materials containing Proprietary Information instead of returning the copies of documents and other materials containing Proprietary Information to the producing party, upon request, the receiving party shall certify in writing to the producing party that the Proprietary Information has been destroyed.

Date:_____.

_____
Mary D. Long
Administrative Law Judge

APPENDIX A

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

PENNSYLVANIA PUBLIC UTILITY COMMISSION	:	
v.	:	
METROPOLITAN EDISON COMPANY	:	**Docket No. R-2016-2537349**
PENNSYLVANIA ELECTRIC COMPANY	:	**Docket No. R-2016-2537352**
PENNSYLVANIA POWER COMPANY	:	**Docket No. R-2016-2537355**
WEST PENN POWER COMPANY	:	**Docket No. R-2016-2537359**

TO WHOM IT MAY CONCERN:

The undersigned is the _____ of _____ (the receiving party).

The undersigned has read and understands the Protective Order executed in the above-captioned proceedings that deals with the treatment of Proprietary Information. The undersigned agrees to be bound by, and comply with, the terms and conditions of said Protective Order, which are incorporated herein by reference.

_____
SIGNATURE

_____
PRINT NAME

_____
ADDRESS

_____
EMPLOYER

DATE: _____, 2016

EXHIBIT B

Proposed Schedule

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

PENNSYLVANIA PUBLIC UTILITY COMMISSION	:	
v.	:	**Docket No. R-2016-2537359**
WEST PENN POWER COMPANY	:	

PROPOSED SCHEDULE

Filing Date	April 28, 2016
Prehearing Conference	June 17, 2016
Complainant and Intervenor Direct Testimony	July 22, 2016
All Parties' Rebuttal Testimony	August 17, 2016
All Parties' Surrebuttal Testimony	August 31, 2016
Outline of Rejoinder	September 2, 2016
Evidentiary Hearings and Oral Rejoinder	September 6-9, 2016 (1:00 PM through 6:00 PM on September 6, and 9:00 AM through 6:00 PM on September 7-9, to be adjusted as hearings approach, as necessary or appropriate)
Main Briefs	September 30, 2016
Reply Briefs	October 14, 2016
End of Suspension Period	January 27, 2017