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September 16, 2009

Secretary James J. McNulty
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 and
Pennsylvania Power Company for Approval Of Smart Meter Technology Procurement
and Installation Plan
Docket No. M-2009-2123950

Dear Secretary McNulty:

On behalf of Metropolitan Edison Company, Pennsylvania Electric Company, and
Pennsylvania Power Company, please find a Petition for Protective Order in the above-captioned
matter. This Petition was electronically filed today. Copies have been served in accordance with
the attached Certificate of Service.

If you have any questions, please feel free to contact me.

Very truly yours,

STEVENS & LEE


Michael A. Gruin

cc: ALJ Colwell

Certificate of Service

Philadelphia • Reading • Valley Forge • Lehigh Valley • Harrisburg • Lancaster • Scranton
Williamsport • Wilkes-Barre • Princeton • Cherry Hill • New York • Wilmington

A PROFESSIONAL CORPORATION

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Petition of Metropolitan Edison Company, :
Pennsylvania Electric Company and : Docket No. M-2009-2123950
Pennsylvania Power Company for Approval :
Of Smart Meter Technology Procurement and :
Installation Plan :

**JOINT PETITION OF METROPOLITAN EDISON COMPANY,
PENNSYLVANIA ELECTRIC COMPANY AND
PENNSYLVANIA POWER COMPANY FOR A PROTECTIVE ORDER GOVERNING
PRODUCTION OF CONFIDENTIAL MATERIAL**

In accordance with 52 Pa. Code §5.423, Metropolitan Edison Company (“Met-Ed”), Pennsylvania Electric Company (“Penelec”) and Pennsylvania Power Company (“Penn Power”) (collectively, the “FirstEnergy Companies” or “Companies”) hereby file this Joint Petition For A Protective Order Governing Production of Confidential Material. In support of this Petition, the FirstEnergy Companies aver as follows:

1. In connection with this proceeding, the FirstEnergy Companies anticipate that they may be required to file with the Commission and/or furnish to the parties through formal and informal discovery non-public, proprietary information and documents that contain sensitive information, including but not limited to (i) information concerning electric service facilities; (ii) consultant and/or other vendor prices/fees/salaries; (iii) analytical tools and other proprietary information of third parties; (iv) inspection or maintenance practices or policies that may be security-sensitive, proprietary or otherwise confidential; and (v) 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 are ordinarily considered and treated as confidential by the producing party

2. The FirstEnergy Companies, as well as certain of its consultants, vendors, and/or other third party experts (collectively “Third Parties”), would be substantially harmed if this information were filed and/or provided to parties without restriction, because it would then become public information available for review by actual or potential competitors of the FirstEnergy Companies or Third Parties. For example, if the material is not kept in a proprietary folder in the Secretary’s office and, instead made public, then competitors of either the FirstEnergy Companies or Third Parties could obtain copies of such information to the detriment of the owner of such information. Also, information not marked proprietary could be publicly released in orders or other official documents available on the Commission’s website. Given the sensitive nature of certain information, the FirstEnergy Companies seek herein to prevent such public disclosure.

3. This proceeding involves evaluation of the Smart Meter Technology Procurement and Installation Plans (“the Plans”) of the FirstEnergy Companies. The issuance of a Protective Order is consistent with the aforesaid Commission policies regarding treatment of confidential and proprietary information. Moreover, such an issuance will facilitate timely discovery, which, given the relatively aggressive procedural schedule, will be necessary.

4. The FirstEnergy Companies believe the evaluation of the Plans and the litigation of this matter will be facilitated by the adoption, at the earliest possible time, of the Protective Order attached as Exhibit A hereto to govern the treatment of proprietary materials. This Order would protect all proprietary materials from disclosure to the public.

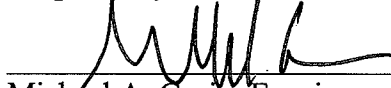
5. The text of the Protective Order is substantially similar to other Protective Orders routinely issued by the Commission, including the Protective Order issued in the FirstEnergy Act 129 EE&C Plan Proceeding at Docket Numbers M-2009-2092222, M-2009-2112952 and M-2009-2112956.

6. The Office of Consumer Advocate and the Office of Trial Staff are the only two Interveners in the proceeding to date, and they have reviewed the language of the Protective Order and have no objection to the entry of the Order as drafted.

WHEREFORE, the FirstEnergy Companies respectfully request that the Protective Order attached as Exhibit A hereto be entered.

Dated: September 16, 2009

Respectfully submitted,



Michael A. Gruin, Esquire

PA ID No.78625

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17 North Second Street, 16th Floor

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Counsel for Metropolitan Edison Company,
Pennsylvania Electric Company and Pennsylvania
Power Company

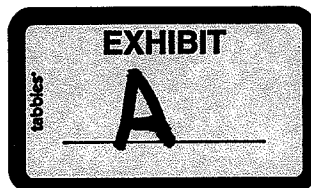
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PROTECTIVE ORDER

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

2. The materials subject to this Order are all correspondence, documents, data, information, studies, methodologies and other materials which a party or an affiliate or agent of a party ("the producing party") furnishes in this proceeding pursuant to the Commission's filing, discovery, and evidentiary rules and regulations, or otherwise provides as a courtesy to the Office of Trial Staff ("OTS"), the Office of Consumer Advocate ("OCA"), the Office of Small Business Advocate ("OSBA") or any other party, which are claimed to be of a security sensitive, proprietary or confidential nature and which are designated "CONFIDENTIAL" or "HIGHLY CONFIDENTIAL" Information. Confidential and Highly Confidential Information may include, but is not limited to, (i) information concerning electric service facilities; (ii) consultant and/or other vendor prices/fees/salaries; (iii) analytical tools and other proprietary information of third parties; (iv) inspection or maintenance practices or policies that may be security-sensitive, proprietary or otherwise confidential; and (v) 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 are ordinarily considered and treated as confidential by the producing party.

3. Confidential Information shall be disclosed solely to the Commission, its Staff, counsel to the parties to 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".

4. In addition, parties may designate extremely sensitive information as "HIGHLY CONFIDENTIAL" (hereinafter referred to as "Highly Confidential Information") and thus secure the additional protections set forth in this Order pertaining to such material. Highly Confidential Information may be made available for copying but only for the limited purpose of review by a party's outside expert or consultant. In such cases, the information shall be clearly designated as "Highly Confidential" on the face of the information. 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 in this Ordering Paragraph, and shall be returned as provided for in Ordering Paragraph 10, below. For purposes of this paragraph, the producing party shall provide to the Office of Trial Staff, Office of Consumer Advocate, and Office of Small Business Advocate, and their outside expert or consultants, a copy of the Highly Confidential Information. Highly Confidential Information may not be viewed by the counsel, employees, or consultants of an inspecting party who are involved in competitive activities.

5. Confidential Information shall be made available to the Commission and its Staff for use in this proceeding and for all internal Commission analyses, studies, or investigations related to the same. For purposes of filing, to the extent that Confidential Information is placed in the Commission's report folders, testimony folders or other document folders, such information shall be handled in accordance with routine Commission procedures inasmuch as the folders are not subject to public disclosure. Such information shall be separately

bound, conspicuously marked, and accompanied by a copy of this Order. Any federal agency which has access to and/or receives copies of the Confidential Information will consider and treat the Confidential Information as within the exemption from disclosure provided in the Freedom of Information Act as set forth at 5 U.S.C.A. §552(b)(4) until such time as the information is found to be non-proprietary. Any state agency which has access to and/or receives copies of the Confidential Information will consider and treat the Confidential Information as within the exemptions from disclosure provided in the Pennsylvania Right-to-Know Act as set forth at 65 P.S. §67.01 et seq. until such time as the information is found to be non-proprietary.

6. Confidential Information and Highly Confidential 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 counsel, expert, employee, officer, or member (as applicable) will be afforded access to Confidential Information or Highly Confidential Information until a signed acknowledgement of this Protective Order in the form attached to this Order as Appendix A, from each such individual, has been returned to the producing party, except that the OTS Prosecutor may afford access to such Confidential Information or Highly Confidential Information to its assigned OTS experts, all of whom are full-time employees of OTS and thereby bound by all the provisions of this Order, without the need for each OTS expert to execute an individual acknowledgment form. No other persons may have access to the Confidential Information or Highly Confidential 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 is afforded access to any Confidential or Highly Confidential Information shall possess, use or disclose Confidential Information for the purpose of business or competition or any purpose other than the presentation for, and conduct of, this proceeding or any administrative or judicial review thereof.

7. A 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 such data or documents. Where only part of data compilations or multi-page documents constitutes or contains Confidential Information or Highly

Confidential Information, the producing party, 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 Confidential Information or Highly Confidential Information.

8. Any public reference to Confidential Information or Highly Confidential 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 Confidential or Highly Confidential Information to fully understand the reference and not more. Confidential Information and Highly Confidential 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 Confidential Information or Highly Confidential Information, including but not limited to all exhibits, writings, testimony, cross examination, argument, and responses to discovery, and including reference thereto as mentioned in the above Ordering Paragraphs, shall be sealed for all purposes, including administrative and judicial review, unless such Confidential Information and Highly Confidential Information is released from the restrictions of this Order, either through the agreement of the parties or pursuant to an Order of an Administrative Law Judge or the Commission.

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

10. Upon completion of this proceeding, including any administrative or judicial review, all copies of all documents and other materials, including notes, which contain any Confidential Information or Highly Confidential Information shall be immediately returned, upon request, to the party furnishing such Confidential Information or Highly Confidential Information. This provision shall not apply to the Commission, its Staff, the Office of Trial Staff, 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 Information provided to any party shall, upon written request, be returned to the producing party in all cases.

Date:

Susan D. Colwell
Administrative Law Judge

APPENDIX A

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Petition of Metropolitan Edison Company, :
Pennsylvania Electric Company and : Docket No. M-2009-2123950
Pennsylvania Power Company for Approval :
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TO WHOM IT MAY CONCERN:

The undersigned is the expert officer, member, employee or counsel

of _____ (the retaining party).

The undersigned has read and understands the Protective Order issued in the above captioned proceeding, which Order deals with the treatment of Confidential and Highly Confidential Information. The undersigned agrees to be bound by, and comply with, the terms and conditions of said Order. The undersigned agrees that any Confidential and Highly Confidential 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 any other purposes whatsoever.

Signature

Print Name

Address

Employer

Date: _____

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**Joint Petition of Metropolitan Edison
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Approval of Smart Meter Technology
Procurement and Installation Plan** : :
: : **Docket No. M-2009-2123950**
: :

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true and correct copy of the foregoing document upon the individuals listed below, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a participant).

VIA Electronic Mail and First Class U.S. Mail

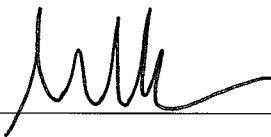
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Harrisburg, PA 17105-3265

Dated: September 16, 2009



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