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June 15, 2010

**VIA ELECTRONIC FILING**

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

In re: Dockets Nos. A-2010-2176520 and A-2010-2176732  
Joint Application of West Penn Power Company, d/b/a Allegheny Power, Trans  
Allegheny Interstate Line Company and FirstEnergy Corporation

Dear Secretary Chiavetta:

Enclosed for filing on behalf of The Pennsylvania Rural Electric Association ("PREA") is an original of its Prehearing Memorandum, which was filed electronically this day in the above matter. The electronic filing receipt is attached. Copies of PREA's Prehearing Memorandum are being served upon the persons and in the manner set forth on the certificate of service attached to it.

Very truly yours,

THOMAS, LONG, NIESEN & KENNARD

By

  
Charles E. Thomas, Jr.

Enclosure

cc: Certificate of Service (w/encl.)  
David J. Dulick, Esq. (w/encl.)

100815-Chiavetta (Prehearing Memorandum).wpd

**Before The  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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Joint Application of West Penn Power :  
Company d/b/a Allegheny Power, Trans- :  
Allegheny Interstate Line Company and :  
FirstEnergy Corp. for a Certificate of : Docket No. A-2010-2176520  
Public Convenience Under Section : Docket No. A-2010-2176732  
1102(A)(3) of the Public Utility Code :  
Approving A Change of Control Of West :  
Penn Power Company and Trans- :  
Allegheny Interstate Line Company :

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**PREHEARING MEMORANDUM OF  
THE PENNSYLVANIA RURAL ELECTRIC ASSOCIATION**

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AND NOW, comes The Pennsylvania Rural Electric Association, individually and on behalf of its 13 Pennsylvania rural electric distribution member cooperatives and on behalf of its member, Allegheny Electric Cooperative, Inc. (collectively "PREA"), by its attorneys, submits this memorandum in connection with Ordering Paragraph No. 3 of the Prehearing Conference Order dated May 24, 2010 and the Prehearing Conference scheduled to be held in the above captioned matter on Tuesday, June 22, 2010.

**Entry on the Service List for PREA**

Charles E. Thomas, Jr., Esquire  
PA ID 07262  
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**Possibility of Settlement**

PREA is willing to participate in settlement discussions.

### **A Proposed Plan and Schedule of Discovery**

PREA is not seeking any modifications to the Commission's discovery rules and regulations. It is willing to abide by the Commission's rules regarding discovery and accommodate the proposed discovery plans and schedules of other parties.

### **Other Proposed Orders with Respect to Discovery**

PREA is not proposing any orders with respect to discovery.

### **A Proposed Schedule for the Submission of Written Testimony, Conducting A Public Input Hearing, Conducting An In-Person Hearing and Submission of Briefs**

PREA is willing to work with the other parties to arrive at a mutually agreeable schedule for the litigation of the proceeding including dates for the submission of written testimony, the holding of hearings and the submission of briefs.

### **Names, Business Addresses, and Telephone Numbers of Witnesses PREA Expects to Call and the Subject Matter of Each Witnesses' Testimony**

PREA does not anticipate the need for any witnesses on its behalf at this stage of the proceeding, but respectfully reserves the right to present witnesses as the matter progresses and if the need arises.

### **A List of the Issues and Sub-Issues Which PREA Intends to Address and a Statement of PREA's Position on Each Issue**

PREA's main issue is the reliability of service to rural areas of Pennsylvania and to its delivery points from Pennsylvania Electric Company/Metropolitan Edison Company and West Penn Power Company. PREA will support improvements to service and reliability as a measure of an affirmative public benefit for the proposed transaction and expects that reliability issues will be effectively addressed through the merger.

**A Statement Describing the Evidence PREA Proposes to Present at Hearing, Relating the Evidence to Each of the Issues and Sub-Issues the Party Intends to Address**

As indicated above, PREA does not anticipate the need to present any witnesses, but respectfully reserves the right to do so. PREA may introduce evidence through the presentation of a witness or through the cross examination of other witnesses as the need arises following further review of the filing, discovery, and testimony submitted in the proceeding.

Respectfully submitted,

By 

Charles E. Thomas, Jr., Esquire

PA ID 07262

Thomas T. Niesen, Esquire

PA ID 31379

Jennifer M. Sultzaberger, Esquire

PA ID 200993

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Attorneys for

The Pennsylvania Rural Electric Association

Dated: June 15, 2010

**Before The  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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**Joint Application of West Penn Power :  
Company d/b/a Allegheny Power, Trans- :  
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Allegheny Interstate Line Company :**

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**CERTIFICATE OF SERVICE**

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I hereby certify that I have on this 15<sup>th</sup> day of June, 2010, served a true and correct copy of the Prehearing Memorandum of The Pennsylvania Rural Electric Association upon the persons listed below via first class mail, postage prepaid, as follows:

Honorable Wayne L. Weismandel  
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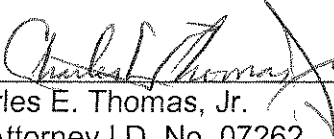
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