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June 11, 2010

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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 are an original and three (3) copies of its Petition to Intervene in the above matter. Copies of the Petition to Intervene 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.

Encl.

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

100611-Chiavetta (Intervention).wpd

Before The
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Joint Application of West Penn : Docket No. A-2010-2176520
Power Company d/b/a Allegheny : Docket No. A-2010-2176732
Power, Trans-Allegheny Interstate :
Line Company and FirstEnergy Corp. :
for a Certificate of Public :
Convenience Under Section :
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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**PETITION TO INTERVENE OF
THE PENNSYLVANIA RURAL ELECTRIC ASSOCIATION**

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, and, pursuant to 52 Pa. Code §5.71, *et seq.*, files this Petition to Intervene in the above captioned Joint Application proceeding. In support thereof, PREA represents as follows:

I. INTRODUCTION

1. This proceeding concerns the Joint Application of West Penn Power Company ("West Penn"), Trans-Allegheny Interstate Line Company ("TrAILCo") and FirstEnergy Corp. ("FirstEnergy") (collectively "Joint Applicants") for a certificate of public convenience approving a change in control of West Penn and TrAILCo. The change in control would be accomplished through an Agreement and Plan of Merger whereby Allegheny Energy, Inc. ("Allegheny") and its subsidiaries, including West Penn and TrAILCo, would be merged into FirstEnergy with Allegheny becoming a first tier subsidiary of FirstEnergy.

2. Notice of the filing of the joint application was published in the *Pennsylvania Bulletin* on May 29, 2010. The published Notice advises that formal protests to and petitions to intervene in the joint application proceeding should be filed on or before June 14, 2010.

3. PREA's address for the purpose of this proceeding is:

Pennsylvania Rural Electric Association
212 Locust Street
P.O. Box 1266
Harrisburg, PA 17108-1266

4. The names, postal addresses, voice and fax numbers and email addresses of PREA's attorneys are:

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PREA'S INTEREST IN THE PROCEEDING

5. PREA is a trade association representing 13 Pennsylvania rural electric distribution cooperatives and Allegheny Electric Cooperative, Inc.¹ that provide electricity

¹ There are 13 Pennsylvania member cooperatives of PREA: Adams Electric Cooperative, Inc., Bedford Rural Electric Cooperative, Inc., Central Electric Cooperative, Inc., Claverack Rural Electric Cooperative, Inc., New Enterprise Rural Electric Cooperative, Inc., Northwestern Rural Electric Cooperative Association, Inc., REA Energy Cooperative, Inc., Somerset Rural Electric Cooperative, Inc., Sullivan County Rural Electric Cooperative, Inc., Tri-County Rural Electric Cooperative, Inc., United Electric Cooperative, Inc., Valley Rural Electric Cooperative, Inc. and Warren Electric Cooperative, Inc. Sussex Rural Electric Cooperative, Inc., a New Jersey rural electric distribution cooperative, is also a member of PREA as is Allegheny Electric Cooperative, Inc., which

in the Commonwealth of Pennsylvania to more than 200,000 consumer-members representing approximately 600,000 Pennsylvanians. The combined geographical area of the service territory of the 13 Pennsylvania rural electric distribution cooperatives is largely coterminous with the Pennsylvania service areas of subsidiaries of FirstEnergy and Allegheny.

6. PREA's member cooperatives receive retail electric service from FirstEnergy at 18 locations in the Commonwealth of Pennsylvania.

7. PREA and its member cooperatives receive electric generation supply through 205 delivery points located throughout the Commonwealth of Pennsylvania. Of the total 205 delivery points, only 2 are not served through facilities owned and operated by either Pennsylvania Electric Company ("Penelec")/Metropolitan Edison Company ("MetEd") or West Penn Power Company ("West Penn"); 166 are with Penelec; 19 are with MetEd and 18 are with West Penn.² Each of the 13 Pennsylvania member cooperatives has at least one delivery point served from either Penelec/MetEd or West Penn facilities. Most have several or numerous delivery points served by the Joint Applicants. PREA relies on these delivery points for delivery of generation to meet the electric service needs of its more than 200,000 Pennsylvania consumer-members and approximately 600,000 Pennsylvania residents.

8. Over the past several years, PREA has been an active protestant and intervenor in several Penelec/MetEd/GPU Energy ("GPUE")/FirstEnergy proceedings before this Commission. PREA was an active participant in the restructuring proceedings of both Penelec and MetEd at Docket No. R-00974009 and R-00974008,

is a non-profit generation and transmission cooperative formed under Pennsylvania law. Allegheny Electric is owned by its distribution cooperative members and provides or secures generation supply and transmission service for its members.

² The remaining 2 delivery points are with PPL Electric Utilities.

respectively. In settlement of those proceedings, the interests of PREA were addressed at length in Section E - Transmission and Distribution System Reliability, of the Joint Petition for Full Settlement approved by the Commission.

9. Subsequently, in 2004, PREA was an active protestant and intervenor in the Commission's Investigation of MetEd/Penelec's Reliability Performance at Docket No. I-00040102.

10. PREA also was an active participant in the petition of MetEd/Penelec to amend its benchmarks for electric distribution reliability at Docket No. P-00042115.

11. Most recently, as part of a settlement of the consolidated GPUE (i.e. Penelec/MetEd) rate proceeding at Docket No. R-00061366, GPUE and PREA modified and clarified certain parts of the Joint Planning Process ("JPP") established in the Restructuring Settlement and in the further related provisions in the Benchmark Settlement. Notably, for the purpose of this Joint Application proceeding, the JPP was continued for "planning" years 2008 through 2012 and annual JPP budgets were based on past performance.

PREA'S INTEREST AND GROUNDS FOR INTERVENTION


12. PREA, its member cooperatives and the approximately 600,000 rural Pennsylvanians that they serve, rely on over 200 Penelec/MetEd/West Penn delivery points for the reliable delivery of electricity. PREA therefore has an obvious continuing interest in the reliability of service to and through the delivery points. This interest will be directly affected by the outcome of this application proceeding. This interest is not adequately represented by any other potential participant and PREA and its members will be bound and affected by the action of the Commission in this proceeding.

PREA'S POSITION REGARDING ISSUES

13. Joint Applicants aver that FirstEnergy mergers have built upon the resources of the combining companies to strengthen operating utilities, leading to significant improvements in operating metrics. Although PREA is not opposed to the proposed merger, PREA seeks intervention in this proceeding to assure that the merger and proposed combination of companies leads to significant improvements in service and, specifically, *reliability metrics, related to the delivery of electricity to PREA's member cooperatives and the approximately 600,000 rural Pennsylvanians that rely on Penelec/MetEd/West Penn delivery points.* PREA will advocate what is in the best interest of its members, consistent with the public interest, and oppose any efforts to place conditions on the merger that are in conflict with those interests.

WHEREFORE, The Pennsylvania Rural Electric Association, individually and on behalf of its 13 Pennsylvania rural electric distribution member cooperatives and its member, Allegheny Electric Cooperative, Inc. requests that the Pennsylvania Public Utility Commission grant this petition to intervene.

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

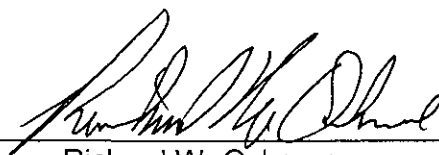
The Pennsylvania Rural Electric Association

Dated: June 11, 2010

PREA Pet to Intervene (Final).wpd

VERIFICATION

I, Richard W. Osborne, Vice President of the Pennsylvania Rural Electric Association, hereby state that the facts set forth in the foregoing Petition to Intervene are true and correct to the best of my knowledge, information and belief and that I expect the Pennsylvania Rural Electric Association to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).



Richard W. Osborne
Vice President

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CERTIFICATE OF SERVICE

I hereby certify that I have on the 11th day of June, 2010, served a true and correct copy of the Petition to Intervene of The Pennsylvania Rural Electric Association upon the parties listed below via first class mail, postage prepaid, as follows:

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