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June 15, 2010

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

VIA HAND DELIVERY

**RE: Joint Application of West Penn Power Company doing business as Allegheny 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;
Docket Nos. A-2010-2176520 and A-2010-2176732**

Dear Secretary Chiavetta:

Enclosed for filing with the Pennsylvania Public Utility Commission ("PUC" or "Commission") are the original and three (3) copies of the Prehearing Memorandum of the West Penn Power Industrial Intervenors ("WPPII"), in the above-referenced proceeding.

As shown by the attached Certificate of Service, all parties to this proceeding are being duly served. Please date stamp an extra copy of this transmittal letter and Prehearing Memorandum, and kindly return them for our filing purposes. Thank you.

Sincerely,

McNEES WALLACE & NURICK LLC

By *Vasiliki Karandrikas*
Vasiliki Karandrikas

Counsel to the West Penn Power Industrial Intervenors

VK/sds
Enclosures

- c: Administrative Law Judge Wayne L. Weismandel (via Hand Delivery and E-mail)
- Administrative Law Judge Mary D. Long (via First-Class Mail and E-mail)
- Certificate of Service

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**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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JOINT APPLICATION OF WEST PENN :
POWER COMPANY doing business as :
ALLEGHENY POWER, TRANS- :
ALLEGHENY INTERSTATE LINE COMPANY :
AND FIRSTENERGY CORP. FOR A : Docket Nos. A-2010-2176520
CERTIFICATE OF PUBLIC CONVENIENCE : A-2010-2176732
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 :

**PREHEARING MEMORANDUM OF THE
WEST PENN POWER INDUSTRIAL INTERVENORS**

As requested by Administrative Law Judge ("ALJ") Wayne L. Weismandel in the May 24, 2010, *Prehearing Conference Order, the West Penn Power Industrial Intervenors* ("WPPII") hereby submit this Prehearing Memorandum.

I. HISTORY OF THE PROCEEDING

On May 14, 2010, West Penn Power Company d/b/a Allegheny Power ("West Penn"), Trans-Allegheny Interstate Line Company ("TrAILCo"), and FirstEnergy Corp. ("FirstEnergy") (collectively, "Applicants"), applied for a Certificate of Public Convenience under Section 1102(a)(3) of the Public Utility Code, 66 Pa. C.S. § 1102(a)(3), requesting, among other things, that the Pennsylvania Public Utility Commission ("PUC" or "Commission") approve a "change in control" of West Penn and TrAILCo ("Merger Application"). Through the Merger Application, the Applicants request that the control of West Penn and TrAILCo be transferred from Allegheny Energy, Inc. ("Allegheny Energy"), the parent company of West Penn and

TrAILCo, to FirstEnergy, via a merger of Allegheny Energy with Element Merger Sub., Inc. ("Merger Sub"), a wholly-owned subsidiary of FirstEnergy.

On June 14, 2010, WPPII filed a Petition to Intervene in this proceeding. A description of WPPII is set forth in Paragraph 3 of its Petition to Intervene. A Prehearing Conference has been scheduled in this proceeding for June 22, 2010, before ALJs Wayne L. Weismandel and Mary D. Long. WPPII's Petition to Intervene awaits disposition by the ALJs.

II. ANTICIPATED ISSUES AND SUB-ISSUES

WPPII is concerned with issues regarding the terms and conditions of their electricity service. Specifically, WPPII is concerned that the proposed merger could adversely impact service reliability in the West Penn service territory and may also result in a negative impact on its transmission and distribution rates. WPPII also questions whether the merger is prudent and in the public interest. In addition, WPPII is concerned that the proposed merger will have anticompetitive effects on Pennsylvania's retail electricity markets and PJM Interconnection, L.L.C.'s ("PJM") wholesale electricity markets. WPPII anticipates pursuing these issues during this proceeding, and also reserves the right to raise further issues and to respond to issues raised by other parties.

III. PROPOSED WITNESSES

WPPII is still evaluating whether it will present any witnesses in this proceeding. If WPPII determines that it will present such witnesses, WPPII will inform the ALJs and the other parties as soon as possible. WPPII also intends to participate in this proceeding through the submission of discovery, cross-examination of other parties' witnesses, and the submission of briefs, exceptions and reply exceptions, if necessary.

IV. PROPOSED SCHEDULE AND DISCOVERY RULES

WPPII will cooperate with the ALJs and the parties at the Prehearing Conference to develop an appropriate procedural schedule and discovery rules in accordance with the Commission's regulations and any directives issued by the ALJs.

V. POSSIBILITY OF SETTLEMENT

WPPII is willing to participate in discussions with the other parties to amicably resolve the issues in this proceeding.

Respectfully submitted,

McNEES WALLACE & NURICK LLC

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Dated: June 15, 2010

CERTIFICATE OF SERVICE

I hereby certify that I am this day serving a true copy of the foregoing document upon the participants listed below in accordance with the requirements of 52 Pa. Code Section 1.54 (relating to service by a participant).

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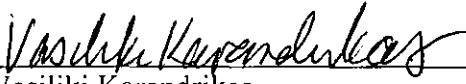
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Dated this 15th day of June, 2010, at Harrisburg, Pennsylvania.