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December 6, 2012

VIA ELECTRONIC FILING

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

**Re: Petition of PPL Electric Utilities Corporation for Approval of Its Act 129
Phase II Energy Efficiency and Conservation Plan;
Docket No. M-2012-2334388**

Dear Secretary Chiavetta:

Please find enclosed for filing with the Pennsylvania Public Utility Commission ("PUC" or "Commission") the Prehearing Memorandum of Wal-Mart Stores East, LP and Sam's East, Inc. (collectively, "Walmart") in the above-referenced matter.

This document was filed electronically with the Commission on this date. All parties are being served a copy of this document in accordance with the enclosed Certificate of Service.

Please contact me if you have any questions concerning this filing.

Sincerely,

SPILMAN THOMAS & BATTLE, PLLC

By

Derrick Price Williamson
Barry A. Naum

BAN/lhi
Enclosures

c: Administrative Law Judge Dennis J. Buckley (via Electronic and First Class Mail)
Certificate of Service

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

PETITION OF PPL ELECTRIC UTILITIES :
CORPORATION FOR APPROVAL OF :
ITS ACT 129 PHASE II ENERGY EFFICIENCY : DOCKET NO. M-2012-2334388
AND CONSERVATION PLAN :

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing document upon the following parties to this proceeding in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by participant).

VIA FIRST CLASS MAIL

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Barry A. Naum

Dated: December 6, 2012

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Petition of PPL Electric Utilities Corporation :
for Approval of Its Act 129 Phase II : Docket No. M-2012-2334388
Energy Efficiency and Conservation Plan :

**PREHEARING CONFERENCE MEMORANDUM OF
WAL-MART STORES EAST, LP AND SAM'S EAST, INC.**

Pursuant to the Prehearing Conference Order issued on November 28, 2012, by Administrative Law Judge ("ALJ") Dennis J. Buckley, Wal-Mart Stores East, LP and Sam's East, Inc. ("Walmart"), hereby submits this Prehearing Memorandum in the above-captioned proceeding.

I. HISTORY OF THE PROCEEDING

On November 15, 2012, PPL Electric Utilities Corporation ("PPL") filed with the Pennsylvania Public Utility Commission ("PUC" or "Commission") its Phase II Energy Efficiency and Conservation ("EE&C") Plan ("Phase II Plan" or "Plan"), pursuant to the requirements of Act 129 of 2008, 66 Pa. C.S. § 2806.1 ("Act 129") and the PUC's Implementation Order entered on August 3, 2012, at Docket Nos. M-2008-2069887 and M-2012-2289411. On December 6, 2012, Walmart filed a Petition to Intervene to participate in this proceeding. A description of Walmart is set forth in its Petition to Intervene.

II. REPRESENTATION AND SERVICE CONTACT

Walmart is represented by counsel with contact information as follows:

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III. ANTICIPATED ISSUES AND SUB-ISSUES

Walmart is still evaluating PPL's Phase II Plan and anticipates being informed by the record created in this case. At this preliminary stage, however, Walmart plans to pay careful attention to the issue of whether the Phase II Plan will have any impact on Walmart's ability to continue to participate in and benefit from energy efficiency and demand response programs. Walmart anticipates pursuing this issue during this proceeding and reserves the right to raise further issues and to respond to all matters raised by other parties.

IV. PROPOSED WITNESSES AND EVIDENCE

Walmart is still in the process of evaluating whether it will sponsor testimony in this proceeding. In the event Walmart decides to sponsor testimony, Walmart will promptly inform parties and the ALJ of its witness(es) and topics of testimony. Walmart, however, reserves the right to participate in this proceeding and adduce evidence through the submission of discovery, cross-examination of other parties' witnesses, and the submission of briefs, exceptions and reply exceptions, if necessary.


V. PROPOSED SCHEDULE AND DISCOVERY RULES

Walmart will cooperate with the ALJ and the parties to formulate a reasonable procedural schedule and discovery rules in accordance with the Commission's regulations and ALJ directives.

VI. SETTLEMENT

Walmart is willing to participate in settlement discussions so as to narrow or resolve issues in dispute among the parties.

Respectfully submitted,

By 

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Dated: December 6, 2012