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December 18, 2012

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

VIA ELECTRONIC FILING

**RE: Petition of Metropolitan Edison Company For Approval of its Act 129 Phase II
Energy Efficiency and Conservation Plan; Docket No. M-2012-2334387**

**Petition of Pennsylvania Electric Company For Approval of its Act 129 Phase II
Energy Efficiency and Conservation Plan; Docket No. M-2012-2334392**

**Petition of Pennsylvania Power Company For Approval of its Act 129 Phase II
Energy Efficiency and Conservation Plan; Docket No. M-2012-2334395**

**Petition of West Penn Power Company For Approval of its Act 129 Phase II
Energy Efficiency and Conservation Plan; Docket No. M-2012-2334398**

Dear Secretary Chiavetta:

Please find enclosed for filing with the Pennsylvania Public Utility Commission ("PUC" or "Commission") the signed original of the Prehearing Memorandum on behalf of the Met-Ed Industrial Users Group ("MEIUG"), the Penelec Industrial Customer Alliance ("PICA"), the Penn Power Users Group ("PPUG"), and the West Penn Power Industrial Intervenors ("WPPII") in the above-referenced proceeding.

As evidenced by the attached Certificate of Service, all parties to this proceeding are being duly served with a copy of this document. Please date stamp the extra copy of this transmittal letter and Prehearing Memorandum, and kindly return them to our messenger for our filing purposes.

Sincerely,

McNEES WALLACE & NURICK LLC

By 
Teresa K. Schmittberger

Counsel to the Met-Ed Industrial Users Group,
the Penelec Industrial Customer Alliance,
the Penn Power Users Group, and
the West Penn Power Industrial Intervenors

Enclosures

c: Administrative Law Judge Elizabeth H. Barnes (via First Class Mail and E-Mail)
Certificate of Service

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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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Certificate of Service

Docket Nos. M-2012-2334387, M-2012-2334392,

M-2012-2334395 and M-2012-2334398

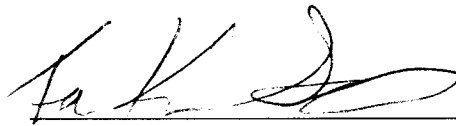
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Penelec Industrial Customer Alliance, and
Penn Power Users Group, and West Penn Power
Industrial Intervenors

Dated this 18th day of December, 2012, at Harrisburg, Pennsylvania

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Petition of Metropolitan Edison Company	:	
For Approval of its Act 129 Phase II	:	Docket No. M-2012-2334387
Energy Efficiency and Conservation Plan	:	
	:	
Petition of Pennsylvania Electric Company	:	
For Approval of its Act 129 Phase II	:	Docket No. M-2012-2334392
Energy Efficiency and Conservation Plan	:	
	:	
Petition of Pennsylvania Power Company	:	
For Approval of its Act 129 Phase II	:	Docket No. M-2012-2334395
Energy Efficiency and Conservation Plan	:	
	:	
Petition of West Penn Power Company	:	
For Approval of its Act 129 Phase II	:	Docket No. M-2012-2334398
Energy Efficiency and Conservation Plan	:	

**PREHEARING MEMORANDUM OF
THE MET-ED INDUSTRIAL USERS GROUP,
THE PENELEC INDUSTRIAL CUSTOMER ALLIANCE,
THE PENN POWER USERS GROUP, AND
THE WEST PENN POWER INDUSTRIAL INTERVENORS**

As requested by Administrative Law Judge ("ALJ") Elizabeth H. Barnes in the November 29, 2012, Prehearing Conference Order, the Med-Ed Industrial Users Group ("MEIUG"), the Penelec Industrial Customer Alliance ("PICA"), the Penn Power Users Group ("PPUG"), and the West Penn Power Industrial Intervenors ("WPPII") (collectively, "Industrial Customer Groups") hereby submit this Prehearing Memorandum.

I. HISTORY OF THE PROCEEDING

On November 13, 2012, Metropolitan Edison Company ("Met-Ed"), Pennsylvania Electric Company ("Penelec"), Pennsylvania Power Company ("Penn Power"), and West Penn

Power Company ("West Penn") (collectively, "Companies") petitioned the Pennsylvania Public Utility Commission ("PUC" or "Commission") for approval of their Phase II Energy Efficiency & Conservation ("EE&C") Plans ("Phase II Plans"). The Companies' Joint Petition for Approval of their Phase II Plans ("Joint Petition") identifies and describes the Companies' programs to be implemented to achieve the additional consumption reduction targets adopted by the Commission's Phase II Implementation Order entered August 3, 2012, at Docket Nos. M-2008-2069887 and M-2012-2289411 ("Implementation Order"), and requests authorization to implement proposed tariff riders for cost recovery purposes.

On December 11, 2012, the Industrial Customer Groups filed a Joint Petition to Intervene and Answer in this proceeding. A description of the Industrial Customer Groups is set forth in Paragraph 1 of the Industrial Customer Groups' Joint Petition to Intervene and Answer. The Industrial Customer Groups' Joint Petition to Intervene and Answer awaits disposition by the ALJ.

The names and address of the Industrial Customer Groups' attorneys are:

Susan E. Bruce (I.D. No. 80146)
Charis Mincavage (I.D. No. 82039)
Vasiliki Karandrikas (I.D. No. 89711)
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II. ANTICIPATED ISSUES AND SUB-ISSUES

The Industrial Customer Groups are concerned with issues regarding the terms and conditions of their electricity service, including any rate increases imposed as a result of the Companies' Phase II Plans. The Industrial Customer Groups anticipate pursuing these issues during this proceeding, and also reserve the right to raise further issues and to respond to all matters raised by other parties.

III. PROPOSED WITNESSES

The Industrial Customer Groups are still evaluating whether they will present any witnesses in this proceeding. If the Industrial Customer Groups determine that they will present such witnesses, the Industrial Customer Groups will inform the ALJ and the other parties as soon as possible. The Industrial Customer Groups intend 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

The Industrial Customer Groups will cooperate with the ALJ 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 ALJ.

V. POSSIBILITY OF SETTLEMENT

The Industrial Customer Groups are willing to participate in discussions with the other parties to amicably resolve the issues in this proceeding.

Respectfully submitted,

McNEES WALLACE & NURICK LLC

By 

Susan E. Bruce (I.D. No. 80146)
Charis Mincavage (I.D. No. 82039)
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Dated: December 18, 2012