

COMMONWEALTH OF PENNSYLVANIA
PUBLIC UTILITY COMMISSION

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Joint Application of
PECO Energy Company and
Public Service Electric
& Gas Co. for Approval of
the Merger of Public Service
Enterprise Group, Inc., with
and into Exelon Corporation

Docket No.:
A-110550F0160

**DOCUMENT
FOLDER**

Pre-Hearing

Pages: 1 - 101

DOCKETED
MAY 10 2005

State Office Building
Hearing Room 1
13th Floor
1400 Spring Garden Street
Philadelphia, PA 19130

March 29, 2005
Commencing at 10:00 a.m.

BEFORE:

Marlane R. Chestnut, Administrative Law Judge

Reporter: Sharon M. Marsh

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APR 13 2005

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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APR 13 2005

A P P E A R A N C E S

PA PUBLIC UTILITY COMMISSION
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3 THOMAS GADSDEN, ESQ., for PECO, EXELON
4 KENNETH MICKENS, ESQ., for OTS
5 TANYA MCCLOSKEY, ESQ., for OCA
6 KAREN MILLER, ESQ., for OSBA
7 JESSE DILLON, ESQ., and DONALD KAPLAN, ESQ. for PPL
8 CHARLES MCPHEDRAN, ESQ., for PennFuture
9 CHARIS MINCAVAGE, ESQ. and DAVID KLEPPINGER, ESQ., for
10 PAIEUG
11 CRAIG DOLL, ESQ., for PHI (Pepco) Holdings Inc.
12 SCOTT PERRY, PAM BISHOP and RICK MATHER, ESQ., for DEP
13 BARNETT SATINSKY, ESQ., THEODORE JOBES, ESQ., and MR.
14 STEVEN GOLDENBERG, ESQ., for NJLEUC, Mid-
15 Atlantic Power Supply Association
16 ERIC EPSTEIN, ESQ., pro se
17 TODD STEWARD, ESQ., for Direct Energy Services, L.L.C.
18 JAN PADEN, DAVID FRANCIS, ESQ., for Amerada Hess
19 EDWIN OGDEN, ESQ., for FirstEnergy
20 BRIAN VAYDA, for Strategic Energy
21 PHILIP BERTOCCI, ESQ., THU TRAN, ESQ. and JONATHAN
22 STEIN, ESQ., for Community Legal Services;
23 Action Alliance of Senior Citizens of Greater
24 Philadelphia; ACORN; Tenant Action Group
25

A P P E A R A N C E S (cont.)

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ROGER CLARK, ESQ., for TRF/SDF
HAROLD COMMONS, ESQ. for Energy Coordinating Agency of
Philadelphia, Inc. (ECA)
CHARLES THOMAS, JR., ESQ. and THOMAS T. NIESEN, ESQ.,
for PGW
SCOTT RUBIN, ESQ., for Exelon Utility Coordinating
Council; Labor Parties
DANIEL CLEARFIELD, ESQ., RICHARD BONNIFIELD, ESQ. and
R. EDWIN SELOVER, ESQ., for PSEG
KENT MURPHY, ESQ., for PECO Energy Company

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<u>NUMBER</u>	<u>FOR IDENTIFICATION</u>	<u>IN EVIDENCE</u>
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For the Complainant:

NONE OFFERED

<u>NUMBER</u>	<u>FOR IDENTIFICATION</u>	<u>IN EVIDENCE</u>
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For the Respondent:

NONE OFFERED

P R O C E E D I N G S

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JUDGE CHESTNUT:

4

Okay. We'll get started. This is the pre-hearing conference scheduled at Docket Number A-110550F0160. For the record, let me state that I am Administrative Law Judge Marlane R. Chestnut. I would like the Counsel present to identify themselves, and I'll go through the assignment sheet. And if I've left off anybody, please tell me. And I'd also want you to tell me who's going to speak for each party. Okay? Now, I have Mr. Mickens from OTS.

13

MR. MICKENS:

14

Good morning.

15

JUDGE CHESTNUT:

16

I believe you will speak first; is that correct?

18

MR. MICKENS:

19

Yes, that's correct.

20

JUDGE CHESTNUT:

21

Okay. Thank you. Good morning. Mr. Kleppinger and Mr. Mincavage.

23

MR. KLEPPINGER:

24

Mr. Kleppinger will be the speaker today, Your Honor.

25

1 JUDGE CHESTNUT:

2 Okay. Nice to see you, Mr. Kleppinger.

3 ATTORNEY KLEPPINGER:

4 Nice to see you.

5 JUDGE CHESTNUT:

6 And then we have Mr. Dillon for PPL
7 parties?

8 ATTORNEY DILLON:

9 Yes, Your Honor. With me today however,
10 who will not be speaking, is Mr. Donald Kaplan of the
11 firm of Preston, Gates, Ellis & Rouvelas Meeds. We did
12 file a motion for *pro hac*, but I'll be speaking.

13 JUDGE CHESTNUT:

14 Okay. That's fine. That takes us to Mr.
15 Epstein.

16 ATTORNEY EPSTEIN:

17 Mr. Epstein will be speaking for Mr.
18 Epstein.

19 JUDGE CHESTNUT:

20 Okay. Unless somebody else wants to
21 volunteer. Mr. Rubin.

22 MR. RUBIN:

23 I'm here, Your Honor.

24 JUDGE CHESTNUT:

25 Ms. McCloskey.

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ATTORNEY MCCLOSKEY:

Good morning, Your Honor. I'll be speaking for the Office of Consumer Advocate.

JUDGE CHESTNUT:

Okay. And do you have somebody else listed on here?

ATTORNEY MCCLOSKEY:

Not today.

JUDGE CHESTNUT:

Okay. So that takes us to Ms. Miller.

ATTORNEY MILLER:

Good morning, Your Honor. I'm the only person listed for the OSBA.

JUDGE CHESTNUT:

Okay. Mr. Bonney?

ATTORNEY BONNEY:

Good morning, Your Honor. Paul Bonney on behalf of PECO Energy. With me today is Tom Gadsden from Morgan, Lewis; Kent Murphy from PECO/Exelon; Lisa Crutchfield and Betsey Miller. I will be speaking on behalf of the company.

JUDGE CHESTNUT:

Okay. Now, is that on behalf of PECO or the joint applicants or what?

ATTORNEY BONNEY:

1 On behalf of PECO. Mr. Clearfield is
2 here representing Public Service Electric and Gas.

3 JUDGE CHESTNUT:

4 Okay. Mr. Jobes, Mr. Satinsky?

5 ATTORNEY JOBES:

6 Good morning, Your Honor. Ted Jobes
7 along with Barnett Satinsky. We'd also move the
8 admission of Steven Goldenberg, who filed *pro hac vice*
9 papers.

10 JUDGE CHESTNUT:

11 We'll get to that later.

12 ATTORNEY JOBES:

13 Okay. Thank you.

14 JUDGE CHESTNUT:

15 So will you be speaking Mr. Jobes, or Mr.
16 Goldenberg?

17 ATTORNEY JOBES:

18 With your indulgence, Mr. Goldenberg.

19 JUDGE CHESTNUT:

20 Okay. Scott Perry, Pam Bishop?

21 ATTORNEY PERRY:

22 Good morning, Your Honor. Scott Perry
23 with Pam Bishop and Rick Mather. Mr. Mather will be
24 speaking on behalf of the Department.

25 JUDGE CHESTNUT:

1 Okay. Mr. Gadsden has been introduced
2 already. Okay. Mr. Goldenberg. That brings us to
3 Mr. Stewart.

4 ATTORNEY STEWART:

5 Good morning, Your Honor.

6 JUDGE CHESTNUT:

7 Now, you're going to be representing
8 Direct Energy?

9 ATTORNEY STEWART:

10 Yes, Your Honor.

11 JUDGE CHESTNUT:

12 Okay. Good morning, Mr. Doll.

13 ATTORNEY DOLL:

14 Good morning, Your Honor. I'm
15 representing Pepco Holdings and its subsidiaries and
16 I'll be speaking for those companies.

17 JUDGE CHESTNUT:

18 Okay. Mr. Vayda?

19 MR. VAYDA:

20 Good morning, Your Honor. Yes, myself.

21 JUDGE CHESTNUT:

22 Okay. I didn't see anything with your
23 name on it, Mr. Vayda. Are you going to be ---?

24 MR. VAYDA:

25 I'm here for Strategic Energy.

1 JUDGE CHESTNUT:

2 Just for today?

3 MR. VAYDA:

4 Counsel couldn't be here today.

5 JUDGE CHESTNUT:

6 Okay. Mr. Clark?

7 ATTORNEY CLARK:

8 Good morning, Your Honor. I'm speaking
9 for the Sustainable Development Fund / Reinvestment
10 Fund.

11 JUDGE CHESTNUT:

12 Okay. Mr. Clearfield, we already met
13 you. Good morning.

14 ATTORNEY CLEARFIELD:

15 Yes, Your Honor, and Mr. Bonnifield from
16 PSEG is also here on behalf of PSEG, but I'll be
17 speaking.

18 JUDGE CHESTNUT:

19 Okay. Who's Mr. Bonnifield?

20 MR. BONNIFIELD:

21 Right here, Your Honor.

22 JUDGE CHESTNUT:

23 Okay. Mr. Francis.

24 ATTORNEY FRANCIS:

25 Good morning, Your Honor. David Francis

1 for the Amerada Hess Corporation. I will be speaking
2 here today.

3 JUDGE CHESTNUT:

4 Well, I don't know if you will, because I
5 didn't get a pre-hearing memo from you. Did you file
6 one?

7 ATTORNEY FRANCIS:

8 We did file one, Your Honor. We filed it
9 electronically with you, and also served it.

10 JUDGE CHESTNUT:

11 I'm really surprised because I didn't get
12 it.

13 ATTORNEY FRANCIS:

14 Yes, we sent it to everybody
15 electronically.

16 JUDGE CHESTNUT:

17 Do you have an extra copy with you?

18 UNIDENTIFIED SPEAKER:

19 I have one, Your Honor.

20 JUDGE CHESTNUT:

21 Okay. Do you have anything unusual in
22 it?

23 ATTORNEY FRANCIS:

24 Pardon me?

25 JUDGE CHESTNUT:

1 Is there anything unusual in it?

2 ATTORNEY FRANCIS:

3 Yes, ma'am. If I could just beg your
4 indulgence.

5 JUDGE CHESTNUT:

6 Sure.

7 ATTORNEY FRANCIS:

8 Also in the courtroom is Mr. Ed Selover
9 who's the General Counsel for PSEG. And again, I'll
10 be speaking.

11 JUDGE CHESTNUT:

12 Okay. Did he sign in?

13 ATTORNEY FRANCIS:

14 No, he hasn't.

15 JUDGE CHESTNUT:

16 Do you want to let him sign in during the
17 break if you wish?

18 ATTORNEY FRANCIS:

19 Okay.

20 JUDGE CHESTNUT:

21 Let me check and make sure that I didn't
22 get it.

23 ATTORNEY FRANCIS:

24 There's more, Your Honor. I can just get
25 a copy of it.

1 JUDGE CHESTNUT:

2 Yes. I got one from everybody but you
3 actually, Mr. Francis. Okay. That takes us to --- is
4 that Harold Commons?

5 ATTORNEY COMMONS:

6 Good morning, Your Honor. Elizabeth
7 Robinson is with me.

8 JUDGE CHESTNUT:

9 Okay. Ms. Robinson, you're not an
10 attorney are you, or are you?

11 MS. ROBINSON:

12 I'm sorry?

13 JUDGE CHESTNUT:

14 Are you an attorney?

15 MS. ROBINSON:

16 No, I'm not.

17 JUDGE CHESTNUT:

18 Okay. Then you don't need to be
19 introduced. Mr. Commons, I assume you'll be speaking
20 for ECA; right? Mr. Thomas, Mr. Niesen.

21 ATTORNEY NIESEN:

22 Good morning, Your Honor. Tom Niesen and
23 with me is Mr. Charles Thomas, Jr., representing
24 Philadelphia Gas Works. And I believe I'll be doing
25 the speaking.

1 JUDGE CHESTNUT:

2 Okay. Mr. Stein, Mr. Bertocci, Ms. Tran?

3 ATTORNEY BERTOCCI:

4 Good morning, Your Honor. Phillip
5 Bertocci. With me is Jonathan Stein and Thu Tran.
6 And we represent ACORN, Action Alliance for Senior
7 Citizens and Tenant Action Group. I'll be speaking
8 for Action Alliance today.

9 JUDGE CHESTNUT:

10 Okay. Mr. Kaplan?

11 ATTORNEY DILLON:

12 Your Honor, Mr. Dillon. I started
13 signing in, but I ---.

14 JUDGE CHESTNUT:

15 Yes. I'll let you finish that.

16 ATTORNEY DILLON:

17 Thank you.

18 JUDGE CHESTNUT:

19 Mr. Ogden.

20 ATTORNEY OGDEN:

21 Yes, good morning, Your Honor. I'm here
22 on behalf of FirstEnergy Companies.

23 JUDGE CHESTNUT:

24 Okay. Mr. McPhedran.

25 ATTORNEY MCPHEDRAN:

1 McPhedran. For the PennFuture parties.

2 JUDGE CHESTNUT:

3 Ms. Crutchfield, we know you. Mr.
4 Murphy, we know you. Okay. Does that take care of
5 everybody?

6 ATTORNEY HEEP:

7 I'm Darlene Heep for the City of
8 Philadelphia. Mr. Kleppinger will speak on our
9 behalf.

10 JUDGE CHESTNUT:

11 Did you say Mr. Kleppinger is going to
12 speak on your behalf.

13 MS. HEEP:

14 Yes.

15 JUDGE CHESTNUT:

16 Wow. Okay. I just didn't think I could
17 do them this quick. Okay. Like I said, if you
18 haven't signed in or are not completely signed in, you
19 can do that during the break.

20 Let me state that in accordance with my
21 pre-hearing order number one, dated December 6th, 2005
22 (sic) I received pre-hearing memoranda from the
23 following parties: OSBA, OTS, the PPL Companies,
24 PennFuture parties, the labor parties, OCA, Direct
25 Energy, PHI, Mr. Epstein, TRF/SDF, PAIEUG, The City of

1 Philadelphia, FirstEnergy Companies, NJLEUC, the DEP
2 and MAPSA. Is there somebody here from MAPSA? I got
3 a pre-hearing memorandum from them. Is that going to
4 be you?

5 ATTORNEY SATINSKY:

6 Your Honor, we're here on behalf of
7 MAPSA. Mr. Goldenberg, if he's admitted *pro hac vice*.

8 JUDGE CHESTNUT:

9 Okay. Mr. Goldenberg, you're going to
10 speak for MAPSA and NJLEUC?

11 ATTORNEY GOLDENBERG:

12 Yes, Your Honor.

13 JUDGE CHESTNUT:

14 Okay. Strategic Energy, ECA, Action
15 Alliance, et al., the Joint Applicants of PGW. And
16 again, Mr. Francis, we talked about not getting yours.

17 ATTORNEY FRANCIS:

18 I have it if you'd like to have it now,
19 Your Honor.

20 JUDGE CHESTNUT:

21 I would at some point. Why don't you
22 wait until the break and give it to me.

23 ATTORNEY FRANCIS:

24 Okay.

25 JUDGE CHESTNUT:

1 Okay. We're going to talk about the
2 procedural issues to be used in this proceeding. What
3 I intend to do is --- I'm sure you all know, is I will
4 be putting this in writing and sending out an order
5 that pertains to these various rulings and schedules.
6 So if you have an issue, wait until I finish going
7 through my issues then we'll address it because I do
8 have a particular order that I want to go through
9 things.

10 What we'll go through now are the
11 Petitions to Intervene, plus the debated answers and
12 motions. Then the motions *pro hac vice*, and then
13 we'll talk about other things; okay?

14 The first one I have is a Petition to
15 Intervene filed on February 16th, 2005 by PAIEUG. Any
16 objection? Okay. That petition is granted.

17 Second is the Petition to Intervene filed
18 on March 2nd, 2005 by PHI. Any objection? That's
19 granted.

20 The Petition to Intervene filed on March
21 4th, 2005 by the PennFuture parties. Any objection?
22 That's granted.

23 The Petition to Intervene filed on March
24 4th, 2005 by the City of Philadelphia. Any objection?
25 That's granted.

1 Now, there's a Petition to Intervene
2 filed on March 4th, 2005 by TRF/SDF. Any objection?
3 That's granted.

4 There was a Petition to Intervene filed
5 on March 7th, 2005 by DEP. Any objection? That is
6 granted.

7 There's a Petition to Intervene filed on
8 March 7th, 2005 by the NJLEUC. I will note that on
9 March 24th, 2005 the Joint Applicants filed an Answer
10 in Opposition to this petition alleging a lack of
11 standing. Did you want to respond to that, Mr.
12 Goldenberg?

13 ATTORNEY GOLDENBERG:

14 Yes, Your Honor. Your Honor, the New
15 Jersey Large Energy Users Coalition is a group
16 comprised of the large end-use customers in New Jersey
17 of PSE&G and there are several of our members that are
18 located in the PECO service territory as well. Those
19 members, as far as I know today, include Macallen,
20 which has multiple locations, Johnson Matthey, which
21 has two production facilities, one in Wayne and one in
22 West Chester. And Lenox China, which has a
23 distribution center in Langhorne.

24 Others who are members and prospective
25 members of NJLEUC have also expressed an interest in

1 intervening in this matter. Unfortunately, the wheels
2 of justice had spun a little bit quicker than
3 corporate decision-making processes, but they would
4 include, generically, some of the larger food chains
5 and big box retailers, all of which are significant
6 customers of PECO.

7 JUDGE CHESTNUT:

8 Well, since you didn't file a list of
9 members, I don't see how I could possibly grant your
10 petition.

11 ATTORNEY GOLDENBERG:

12 Your Honor, I am prepared to supplement
13 that at Your Honor's convenience.

14 JUDGE CHESTNUT:

15 Well, you should have had it done by
16 today. Of course you could add members later, but you
17 should have given me a list at this point.

18 ATTORNEY GOLDENBERG:

19 I'm prepared to that, Your Honor.

20 JUDGE CHESTNUT:

21 Okay. Mr. Bonney or Mr. Clearfield, do
22 you want to respond?

23 ATTORNEY BONNEY:

24 Yes, Your Honor. We would like to
25 examine our customer records to see whether, indeed,

1 these customers that have now been listed are, in
2 fact, customers. As far as --- and this is the first
3 time we've heard the list.

4 As far as prospective members of a
5 coalition I think that they too should be identified
6 and added and they should be customers of the company
7 to have a direct and immediate interest. I don't
8 think the coalition should be permitted to add members
9 unilaterally and litigate on their behalf. As far as
10 the New Jersey customers that are not members of the
11 --- or I'm sorry, that are not PECO customers, I would
12 think that their interests are not direct enough to be
13 relevant to the proceeding.

14 JUDGE CHESTNUT:

15 Yes. I don't know how you set this up
16 Mr. Goldenberg, but I'm going to grant the petition
17 only insofar as it addresses --- I'm going to grant
18 the petition only for customers of PECO. Okay?

19 ATTORNEY GOLDENBERG:

20 That's fine, Your Honor.

21 JUDGE CHESTNUT:

22 Perhaps you could get together with Mr.
23 Bonney and work out and then submit a list to me ---

24 ATTORNEY GOLDENBERG:

25 Okay.

1 JUDGE CHESTNUT:

2 --- of the companies that comprise that
3 group.

4 ATTORNEY GOLDENBERG:

5 I will do that.

6 JUDGE CHESTNUT:

7 Okay.

8 ATTORNEY GOLDENBERG:

9 Thank you.

10 JUDGE CHESTNUT:

11 Okay. There's a Petition to Intervene
12 filed on March 7th, 2005 by the labor parties. I'll
13 note that on March 24th, 2005 the Joint Applicants
14 filed an Answer in Opposition to this petition
15 alleging lack of standing on the part of the
16 non-PECO Energy employees, and issues raised that are
17 outside scope of this proceeding and outside the
18 Commission's jurisdiction. Mr. Rubin, do you want to
19 address that, or do you agree with it?

20 ATTORNEY RUBIN:

21 Yes, I would like to address it, but I'm
22 moving closer because I don't have much voice left
23 this morning. I'm sorry. We strongly disagree with
24 the company's characterization that we're attempting
25 to raise issues that are beyond the scope of the

1 proceeding. We believe that the company's application
2 defines the scope of the proceeding and the company's
3 application goes on for many pages in discussing the
4 alleged benefits of the transaction. And they discuss
5 benefits to Generation. They discuss benefits to
6 employees not only at PECO Energy, but to employees
7 throughout the Exelon footprint, which includes
8 Illinois, the generation side, as well as New Jersey.

9 If you'd like I can point you to specific
10 paragraphs within the application that does that. But
11 the company has defined the scope of benefits from
12 this transaction as being much broader than just
13 impacts on PECO Energy itself. In particular Local
14 777 of IBEW represents employees at Three Mile Island,
15 which, of course, is owned by Exelon Generation.
16 They're all within the State of Pennsylvania. We
17 believe that that is all part of the public interest
18 standard which the company must meet. So it's not
19 only the impact on the particular utility, but also on
20 the Commonwealth as a whole.

21 As far as the Exelon Utility Coordinating
22 Council, that's an umbrella organization. It's an ad
23 hoc group that tries to coordinate activities among
24 all of Exelon's labor unions throughout their
25 footprint. The Pennsylvania unions are members of

1 that coalition, as well as, obviously out of state.
2 But we believe it's certainly appropriate for that
3 umbrella group to, you know, be part of this case. As
4 I said, the company has talked about impacts and elect
5 benefits ---.

6 JUDGE CHESTNUT:

7 Okay. Thank you very much, Mr. Rubin.

8 ATTORNEY RUBIN:

9 Yes.

10 JUDGE CHESTNUT:

11 I hear you're having a problem.

12 ATTORNEY RUBIN:

13 I am. I'm sorry.

14 JUDGE CHESTNUT:

15 The Petition to Intervene is granted, but
16 on the other hand I will not allow you to bring up
17 issues that are outside the scope of these
18 proceedings.

19 ATTORNEY RUBIN:

20 I understand.

21 JUDGE CHESTNUT:

22 I'd be very careful about the issues that
23 you raise.

24 ATTORNEY RUBIN:

25 We certainly will. Thank you, Your

1 Honor.

2 JUDGE CHESTNUT:

3 Okay. That takes us to the Petition to
4 Intervene a protest filed on March 7th, 2005 by Mr.
5 Epstein. I will note that on March 24th, 2005 the
6 Joint Applicants filed an Answer in Opposition to the
7 petition and a motion to dismiss the protest alleging
8 a lack of standing, and also alleging that the issues
9 are outside the scope of this proceeding and outside
10 the Commission's jurisdiction. Mr. Epstein, would you
11 like to respond to that?

12 ATTORNEY EPSTEIN:

13 Yes. Is it okay if I sit at the table
14 and talk?

15 JUDGE CHESTNUT:

16 Sure. I mean, I don't think there's room
17 for you at the table, but ---.

18 ATTORNEY EPSTEIN:

19 No, at this ---?

20 JUDGE CHESTNUT:

21 Oh, this table. Sure.

22 ATTORNEY EPSTEIN:

23 I'll be brief.

24 JUDGE CHESTNUT:

25 Okay. Go ahead.

1 ATTORNEY EPSTEIN:

2 I prepared some notes and I believe I do
3 have an established, direct, immediate and a
4 substantial interest under Chapter Five of the formal
5 proceedings 5.72, both under two, an interest which
6 may be directly affected and which is not adequately
7 represented by existing participants and as to which
8 the petitioner may be bound by the action of the
9 Commission in the proceeding. And also three, another
10 interest of such nature that the petitioner may be in
11 the public interest.

12 I would point, I don't know if you have
13 it, to Appendix B of the settlement that I personally
14 have with this company. That agreement, and I have a
15 copy if you'd like to see it after my presentation, of
16 course, deals with Peach Bottom, Limerick, Salem,
17 that's Codicil A. In fact, the company has recognized
18 explicitly in their agreement and I'll quote, PECO
19 recognizes that Mr. Epstein and the EFMR monitoring
20 group at Peach Bottom, here referred to as the group,
21 have a special interest in the continued safe
22 operation of the Peach Bottom atomic plant. They go
23 on to say that PECO will recognize the group. Further
24 on in the agreement they say on point six ---.

25 JUDGE CHESTNUT:

1 Wait. Wait. You're not here for the
2 group, you're here for yourself; right?

3 ATTORNEY EPSTEIN:

4 The group and myself are one in the same
5 according to the agreement and I was just --- if you'd
6 let me finish.

7 JUDGE CHESTNUT:

8 Now, I'm looking at your petition to
9 intervene here.

10 ATTORNEY EPSTEIN:

11 Right.

12 JUDGE CHESTNUT:

13 Wasn't that just filed on behalf of you?

14 ATTORNEY EPSTEIN:

15 Yes.

16 JUDGE CHESTNUT:

17 Okay.

18 ATTORNEY EPSTEIN:

19 Point 16 of the agreement, under
20 successors, says the agreement is binding upon and the
21 benefit of Mr. Epstein and PECO. Point 17 subject to
22 the provision of 16 is the intention of the parties.
23 Conditions of the provision are the sole benefit of
24 Mr. Epstein and PECO.

25 In addition to that, part of the

1 agreement, which was part of the settlement, but
2 between myself and PECO, has to do with the use of
3 mixed uranium fuel, which they've more had the
4 likelihood that they may want to look at now that they
5 are a larger nuclear fleet, has to do with community
6 investment in our community, which they committed to
7 me to be five percent annually, has to do with the
8 storage of spent radioactive fuel in our community.
9 And this agreement has the potential to reopen or
10 renegotiate issues that if I'm not here to protect I
11 don't have the ability to advocate for one way or
12 against. And I think there's been a number of
13 parties, including the DEP, as well as OCA, PAIEUG who
14 have raised other nuclear issues. In fact, as you're
15 aware last year I was a principal negotiator with
16 PAIEUG, OCA, OTS on the nuclear decommissioning
17 tariff.

18 In addition to that, I would just point
19 out that I have certain agreements with the company
20 relating to staffing levels, which may be affected as
21 a result of the agreement which is on page ten of my
22 agreement. Community investment. I also represent
23 the community on the LIVRP advisory committee, so I
24 think I've established this.

25 The final point I would make is that I

1 have an expertise in the field of nuclear power
2 production. And according to my conversations with
3 Mr. Bonney, they have not factored into their
4 mitigation plans license extensions or power upgrades.
5 And according to the NRC, they're on the docket in
6 June of 2007 and July of 2007 for upgrades at Hope
7 Creek and Salem. So I think I bring an expertise to
8 this and I also have an interest that I think only I
9 can protect, Your Honor.

10 JUDGE CHESTNUT:

11 Okay. Did you want to respond?

12 ATTORNEY BONNEY:

13 Yes, Your Honor. The fact that the
14 company has settlement agreements with Mr. Epstein in
15 other unrelated matters doesn't give him a direct
16 interest in the merger case at hand. Those monitoring
17 agreements, in fact, on the face of them were not
18 submitted for PUC approval. They deal with nuclear
19 generation issues that outside the scope of the
20 Commission's jurisdiction.

21 The issues that Mr. Epstein raises are
22 perhaps relevant before the Nuclear Regulatory
23 Commission, which is also reviewing elements of this
24 merger. So for those reasons we think that Mr.
25 Epstein, and as we stated in our papers, does not have

1 a substantial, direct and immediate interest in the
2 issues at hand in the merger case.

3 JUDGE CHESTNUT:

4 Okay. I'm inclined to agree with PECO.
5 I don't see how you have standing here. Unlike
6 jurisdiction, standing is waivable. The fact that you
7 participated in prior cases really doesn't mean too
8 much in terms of ---. But I'm going to think it over
9 in light of what you had to say.

10 ATTORNEY EPSTEIN:

11 Okay.

12 JUDGE CHESTNUT:

13 At this point I'm inclined to grant that
14 motion.

15 ATTORNEY EPSTEIN:

16 Well, if you do grant it, I would ask
17 that you would certify it for interlocutory ---?

18 JUDGE CHESTNUT:

19 No. I'm not going to do that.

20 ATTORNEY EPSTEIN:

21 Okay.

22 JUDGE CHESTNUT:

23 But I will try to get my decision as
24 quickly as possible to you.

25 ATTORNEY EPSTEIN:

1 Okay. I do appreciate it. Would you
2 like a copy of the agreement I have with the company?

3 JUDGE CHESTNUT:

4 No, you can keep it. Okay. The next is
5 the Petition to Intervene filed on March 7th, 2005 by
6 PPL Companies. Any objection? It's granted.

7 There was a motion to intervene, I
8 believe, filed on March 7th, 2005 by Direct Energy.
9 I'll note that on March 24th, 2005 the Joint
10 Applicants filed an Answer in Opposition to this
11 petition alleging lack of standing. Mr. Stewart, did
12 you want to address that?

13 ATTORNEY STEWART:

14 Thank you, Your Honor. A couple things.
15 First of all, I think the cases cited by PECO in their
16 opposition are factually inapplicable in this case.
17 They both cite --- they're customer standing cases,
18 Your Honor, both dealing with the customers that said
19 we might become customers in the future, and what
20 we're dealing with here is someone who is actually in
21 the process of filing an application and was in the
22 process of hoping to be granted an application as a
23 licensed electric generation supplier in PECO's
24 service territory. That's scheduled to be on the
25 Commission's docket on April the 23rd. So it's not

1 speculative. They are in the process of obtaining a
2 license. They are a licensed natural gas supplier.
3 Admittedly they do not serve in PECO service
4 territory, but the standards for doing that are not so
5 stringent that they couldn't do that even within a
6 couple days if the opportunity arose.

7 JUDGE CHESTNUT:

8 Okay. Thank you. Your motion to
9 intervene is granted.

10 ATTORNEY STEWART:

11 Thank you, Your Honor.

12 JUDGE CHESTNUT:

13 There was a Petition to Intervene filed
14 on March 7th, 2005 by AHC. Any objection? That is
15 granted.

16 There was a Petition to Intervene filed
17 on March 7th, 2005 by ECA. Any objection? That is
18 granted.

19 Now, there was a late-filed Petition to
20 Intervene filed on March 11th, 2005 by the FirstEnergy
21 Companies. Any objection? That was granted.

22 There was a late-filed Petition to
23 Intervene a protest filed on March 11th, 2005 by
24 Strategic. On March 24th, 2005 the Joint Applicants
25 filed an Answer in Opposition to this petition, as

1 well as a motion to dismiss the protest alleging a
2 lack of standing and untimeliness. Mr. Vayda, do you
3 want to address that?

4 MR. VAYDA:

5 Yes, Your Honor. Strategic Energy is a
6 licensed electric generation supplier in Pennsylvania.
7 Our petition was opposed on the grounds that we don't
8 serve any load in the PECO zone when, in fact, we do
9 serve nearly 400 commercial customers.

10 JUDGE CHESTNUT:

11 Okay. Then your Petition to Intervene is
12 granted.

13 Now, there was a late-filed protest filed
14 on March 26th, 2005 by MAPSA.

15 ATTORNEY BONNEY:

16 I object, Your Honor.

17 JUDGE CHESTNUT:

18 On the grounds of?

19 ATTORNEY BONNEY:

20 MAPSA lists six members in the coalition
21 of marketers, three of whom have already directly
22 intervened in this case and have separate counsel.
23 Two of whom we've opposed, but whose interventions
24 you've now granted, so those three interveners are
25 already in the case. I think a limit should be placed

1 on the duplicate intervention and participation of
2 these parties and we'd ask that they be represented by
3 one counsel and have one set of witnesses and conduct
4 cross examination, et cetera. I think it would be
5 confusing to the case to have multiple parties
6 represented in various capacities.

7 JUDGE CHESTNUT:

8 Well?

9 ATTORNEY SATINSKY:

10 Your Honor, if I may. I was retained by
11 MAPSA to serve as the Association's trial counsel in
12 this proceeding. We did file a protest. It is the
13 Association's intention to participate fully as a
14 party, to call witnesses, to cross examine witnesses,
15 as the Association and for the individual members. I
16 recognize that others for their own reasons have filed
17 separately and it's not an uncommon procedure for the
18 other companies to do that. And I certainly will work
19 cooperatively with them. There are no cross purposes
20 here. I ask that the protest be granted.

21 JUDGE CHESTNUT:

22 Okay. I'll allow you to participate in
23 this case, but please try not to duplicate issues.

24 ATTORNEY SATINSKY:

25 No, Your Honor.

1 JUDGE CHESTNUT:

2 Let me go back to Mr. Epstein. I don't
3 think I made myself clear. I'm really leaning toward
4 kicking you out, but I haven't made my mind up yet.
5 I'm going to think about it some more and what you
6 said; all right?

7 ATTORNEY EPSTEIN:

8 Thank you, Your Honor.

9 JUDGE CHESTNUT:

10 Okay. Next is the late-filed Petition to
11 Intervene filed on March 28th, 2005 by PGW. Any
12 objection? That's granted. Okay.

13 That's it as far as participation. Now,
14 I want to talk about the various motions for
15 admission. Did I leave somebody out?

16 ATTORNEY BONNEY:

17 I don't believe so, but before you move
18 off that subject or unless if you wanted to circle
19 back to it whatever your pleasure is.

20 JUDGE CHESTNUT:

21 Did I miss somebody here?

22 ATTORNEY BERTOCCI:

23 Yes.

24 JUDGE CHESTNUT:

25 Oh, I forgot you didn't I? I beg your

1 pardon.

2 ATTORNEY BERTOCCI:

3 Yes. Your Honor, we filed a protest.

4 JUDGE CHESTNUT:

5 Yes, you did. I assume there's no
6 objection to that? The Action Alliance, et al.?
7 Okay.

8 Did I leave out anybody else here? Okay.
9 Mr. Bonney, what were you going to say?

10 ATTORNEY BONNEY:

11 We had some suggestions about orderly
12 processing of the case.

13 JUDGE CHESTNUT:

14 Oh, we're not up to that yet.

15 ATTORNEY BONNEY:

16 Very good.

17 JUDGE CHESTNUT:

18 At this point I want to talk about, like
19 I said, the motion for admission. There was a motion
20 for admission *pro hac vice* filed on February 24th,
21 2005 by Daniel Clearfield, Esquire, on behalf of
22 Richard P. Bonnifield, Esquire. Is there any
23 objection? That is granted. Mr. Bonnifield is
24 therefore admitted *pro hac vice* to represent PSE&G in
25 this proceeding.

1 ATTORNEY BONNIFIELD:

2 Thank you, Your Honor.

3 JUDGE CHESTNUT:

4 In accordance with PA B.A.R. 301
5 Subsection (a). Mr. Clearfield remains Counsel of
6 Record for PSE&G.

7 ATTORNEY CLEARFIELD:

8 Thank you, Your Honor.

9 JUDGE CHESTNUT:

10 There was a motion for admission for *pro*
11 *hac vice* filed on March 23rd, 2005 by Jesse Dillon,
12 Esquire on behalf of Melanie Stabler, Esquire. Is
13 there any objection to this? Okay.

14 Therefore, Ms. Stabler is, therefore,
15 again *pro hac vice* to represent the PPL Companies in
16 this proceeding in accordance with PA B.A.R. 301(a).
17 Mr. Dillon remains Counsel of Record.

18 There was a motion for admission *pro hac*
19 *vice* filed on March 24th, 2005 by a --- you know what,
20 why don't I just to these together. Okay. Mr. Dillon
21 filed various motions *pro hac vice* on behalf of Donald
22 Kaplan and Richard Rosen and Mr. Weiss. Are there any
23 objections to any of those? Okay. They are all
24 granted with the same caveat. Okay.

25 Now, Mr. Jobes filed two motions for

1 admission. One on behalf of Mr. Goldenberg. One on
2 behalf --- well, actually they're both on behalf of
3 Mr. Goldenberg. One to represent NJLEUC and one to
4 represent MAPSA. Are there any objections to these
5 motions? Okay. They are granted.

6 And let me state generally that Petitions
7 to Intervene and Motions for Admission *pro hac vice* if
8 not defective on the face will be deemed granted if
9 not objected to within three business days after
10 filing. If objected to, then such pleadings will be
11 addressed by me in the order. Everybody understands
12 that? Okay.

13 The next thing to address then is the
14 active versus inactive listing of parties. As I'm
15 sure you're all aware, pursuant to the 52 Pa.C.,
16 Section 1.55, each party, whether they're active or
17 inactive, is limited to one entry on the service list,
18 although, there can be more than one name listed. And
19 there are certain parties who have filed multiple
20 listings of attorneys. So I need you to identify for
21 me who you want to have listed on the official service
22 list. Now, I will let you have multiple entries on my
23 e-mail listing, which is a departure for me. But in
24 terms of the actual service list itself, who do you
25 want to have represent PECO? Who should that be?

1 ATTORNEY BONNEY:

2 I think you can put me on the service
3 list.

4 JUDGE CHESTNUT:

5 Okay.

6 ATTORNEY BONNEY:

7 Thank you, Your Honor.

8 JUDGE CHESTNUT:

9 And how about PSE&G?

10 ATTORNEY CLEARFIELD:

11 That would be me, Your Honor.

12 JUDGE CHESTNUT:

13 Okay. NJLEUC? Would that be you, Mr.
14 Goldenberg?

15 ATTORNEY GOLDENBERG:

16 Yes, Your Honor.

17 JUDGE CHESTNUT:

18 And the FirstEnergy companies?

19 ATTORNEY OGDEN:

20 I'll be the one, Your Honor.

21 JUDGE CHESTNUT:

22 And PPL Companies?

23 ATTORNEY DILLON:

24 That would be me, Your Honor, Jesse
25 Dillon.

1 JUDGE CHESTNUT:

2 Is there anybody else on the list here
3 who's had multiple entries?

4 ATTORNEY KLEPPINGER:

5 Your Honor, for the Philadelphia Area
6 Industrial Energy Users Group it would be myself, David
7 Kleppinger, and for the City of Philadelphia on the
8 hand-delivered service list it would be Dan Cantu-
9 Hertzler, at the City Solicitor's office.

10 ATTORNEY STEIN:

11 And, Judge, I'm for the Action Alliance
12 of Senior Citizens of Greater Philadelphia, Jonathan
13 Stein from Community Legal Services.

14 JUDGE CHESTNUT:

15 Okay. You can have more than one listing
16 if you have the same address. As long as I notice of
17 all three of you.

18 ATTORNEY STEIN:

19 Okay.

20 JUDGE CHESTNUT:

21 Is that a problem for you in terms of
22 distributing things internally?

23 ATTORNEY STEIN:

24 No.

25 JUDGE CHESTNUT:

1 Okay. It was more if there were
2 different addresses, that's why I was concerned.

3 ATTORNEY NIESEN:

4 Your Honor, in our Petition to Intervene
5 we also asked that copies be served on Mr. Hershey and
6 Ms. Edinucci (phonetic) for the purpose of the
7 additional service list please show me and Mr. Thomas
8 as the official service people.

9 JUDGE CHESTNUT:

10 Okay.

11 ATTORNEY EPSTEIN:

12 Thank you.

13 JUDGE CHESTNUT:

14 Of course, you understand this different
15 from service between parties. You can work out
16 whatever arrangements you want among each other; okay?
17 So if parties want to serve multiple entities, that's
18 fine.

19 ATTORNEY NIESEN:

20 And are we speaking now also about your
21 e-mails service?

22 JUDGE CHESTNUT:

23 Well, that's the next one.

24 ATTORNEY NIESEN:

25 All right.

1 JUDGE CHESTNUT:

2 Let me get this straightened up first.
3 Mr. Francis?

4 ATTORNEY FRANCIS:

5 Your Honor, David Francis for Amerada
6 Hess. In our pre-trial memo, which you didn't receive
7 yesterday, we had indicated that our firm, as well as
8 Mr. Cooper, from Amerada Hess, should be served.
9 Please have David Francis be the party of record to be
10 served. Thank you.

11 JUDGE CHESTNUT:

12 Is there anybody else who needs to
13 clarify this? Because if not, I'll get to pick.

14 ATTORNEY BONNEY:

15 Your Honor, with your indulgence, if we
16 could add Kent Murphy at the same address as me to
17 your list, I'd appreciate that.

18 JUDGE CHESTNUT:

19 Okay. All right. If I have any
20 questions, I will e-mail you to clarify it further. I
21 will put on the list --- I will put on the service
22 list, like I said, everybody at one address. So if
23 you have more have one listed, I think Ms. McCloskey
24 you had some other of your colleagues listed.

25 ATTORNEY MCCLOSKEY:

1 Yes, that's correct.

2 JUDGE CHESTNUT:

3 I would include them.

4 ATTORNEY MCCLOSKEY:

5 Thank you.

6 JUDGE CHESTNUT:

7 Okay. Now, let's talk about the e-mail
8 list. Like I said you can have a few extra entries on
9 here, but not a whole lot; okay? And I'm going to
10 limit it to attorneys, not to company people or
11 experts, because that's your responsibility.

12 Okay. So for PECO Mr. Bonney, I assume
13 you?

14 ATTORNEY BONNEY:

15 Yes. And Mr. Murphy, please, as well as
16 Tom Gadsden, please.

17 JUDGE CHESTNUT:

18 So PSE&G, Mr. Clearfield, would that be
19 you?

20 ATTORNEY CLEARFIELD:

21 Yes, and Mr. Bonnifield.

22 JUDGE CHESTNUT:

23 All right. I need your e-mail address.

24 ATTORNEY CLEARFIELD:

25 Mr. Bonnifield's e-mail address?

1 JUDGE CHESTNUT:

2 Yes.

3 ATTORNEY CLEARFIELD:

4 Can I get that to you?

5 JUDGE CHESTNUT:

6 Sure. Let me just state a general
7 matter. When you file your pleadings you're pretty
8 good about putting your name and your address and your
9 fax number, but try to remember to put your e-mail
10 address also. And also your PA attorney ID number.

11 ATTORNEY CLEARFIELD:

12 Your Honor, I do have that address on the
13 pre-hearing memo. It's richard.bonnifield ---.

14 JUDGE CHESTNUT:

15 I'm sorry. Who did you start with?

16 ATTORNEY CLEARFIELD:

17 Richard.

18 JUDGE CHESTNUT:

19 That's the e-mail? Okay.

20 Richard.Bonnifield?

21 ATTORNEY CLEARFIELD:

22 b-o-n-n-i-f-i-e-l-d@pseg.com.

23 JUDGE CHESTNUT:

24 pseg.com.

25 ATTORNEY CLEARFIELD:

1 No ampersand.

2 JUDGE CHESTNUT:

3 Okay. And of course, if you're already
4 participating in the proceedings before the Commission
5 you are listed in our attorney listing, so check out
6 your contact information.

7 OSBA, would that be you, Ms. Miller?

8 ATTORNEY MILLER:

9 Yes, it would, Your Honor.

10 JUDGE CHESTNUT:

11 OTS, Mr. Mickens, I assume that's you?

12 ATTORNEY MICKENS:

13 Yes, and Robert Eckenrod, Your Honor.

14 JUDGE CHESTNUT:

15 Okay. OCA, Ms. McCloskey, that's you.

16 Is there anybody else?

17 ATTORNEY MCCLOSKEY:

18 That would be me and Mr. Mullens, James
19 Mullens.

20 JUDGE CHESTNUT:

21 Okay. It's jmullens@paoca.org?

22 ATTORNEY MCCLOSKEY:

23 Yes, that's correct.

24 JUDGE CHESTNUT:

25 PHI, Mr. Doll, I assume you and you

1 yourself; right?

2 ATTORNEY DOLL:

3 Yes. You can e-mail me. If you have any
4 space left there is a company attorney, Mr. David
5 Rosenstein.

6 JUDGE CHESTNUT:

7 Wait. Hold on a second. And how do you
8 spell that last name.

9 ATTORNEY DOLL:

10 R-O-S ---.

11 JUDGE CHESTNUT:

12 Is it in your pre-hearing memo?

13 ATTORNEY DOLL:

14 Yes, it's in my pre-hearing memorandum,
15 including the e-mail address.

16 JUDGE CHESTNUT:

17 Okay. I'll get it off of that, then.

18 ATTORNEY DOLL:

19 Thank you, Your Honor.

20 JUDGE CHESTNUT:

21 DEP, do you want all three of you?

22 ATTORNEY MATHER:

23 Yes.

24 JUDGE CHESTNUT:

25 All right. Let me make sure I have yours

1 right though. That would be rmather@state.pa.us?

2 ATTORNEY MATHER:

3 Right.

4 JUDGE CHESTNUT:

5 pbishop@state.pa.us and scperry?

6 ATTORNEY PERRY:

7 That's correct, Your Honor.

8 JUDGE CHESTNUT:

9 PAIEUG?

10 ATTORNEY KLEPPINGER:

11 Yes, Your Honor. If we could on the
12 e-mail distribution list include myself and also
13 include Charis Mincavage.

14 JUDGE CHESTNUT:

15 Sure.

16 ATTORNEY KLEPPINGER:

17 And for the City of Philadelphia Dan
18 Cantu-Hertzler.

19 JUDGE CHESTNUT:

20 Okay. Wait. I'm not up to the City of
21 Philadelphia yet.

22 ATTORNEY KLEPPINGER:

23 Oh, okay. I thought we'd do it all at
24 once. We'll wait.

25 JUDGE CHESTNUT:

1 Okay. NJLEUC, Mr. Goldenberg.

2 ATTORNEY GOLDENBERG:

3 Your Honor, if you would add Mr. Jobes to
4 the list. Well, I need your e-mail address first
5 because I didn't see it anywhere.

6 ATTORNEY GOLDENBERG:

7 I'm sorry. It's sgoldenberg,
8 g-o-l-d-e-n-b-e-r-g@foxrothschild with an S.

9 JUDGE CHESTNUT:

10 F-O-X, R-O what?

11 ATTORNEY GOLDENBERG:

12 F-O-X-R-O-T-H-S-C-H-I-L-D.

13 JUDGE CHESTNUT:

14 I thought it was a little easier for you
15 Mr. Satinsky. Okay. So you want yourself and I'm
16 sorry, did you say somebody else?

17 ATTORNEY GOLDENBERG:

18 Mr. Jobes.

19 JUDGE CHESTNUT:

20 Mr. Jobes, okay. Now, do I have his
21 e-mail address anywhere?

22 ATTORNEY JOBES:

23 It's tjobes@foxrothschild.com.

24 JUDGE CHESTNUT:

25 Okay. Now, Mr. Rubin, is yours still

1 scott@publicutilityhome.com?

2 ATTORNEY RUBIN:

3 Yes, Your Honor, and it's just me.

4 JUDGE CHESTNUT:

5 Okay. Mr. Epstein, I will point that on
6 your Petition to Intervene, you had the wrong e-mail
7 two times. It's ericepstein@comcast.net?

8 ATTORNEY EPSTEIN:

9 Yes, ma'am.

10 JUDGE CHESTNUT:

11 You left out the E on Epstein.

12 ATTORNEY EPSTEIN:

13 Okay.

14 JUDGE CHESTNUT:

15 I wanted you to be aware of that.

16 ATTORNEY EPSTEIN:

17 Hopefully I'll have time to ---.

18 JUDGE CHESTNUT:

19 PPL Company, Mr. Dillon?

20 ATTORNEY DILLON:

21 Yes, Your Honor. If you could add just
22 Mr. Kaplan and Mr. Rosen. Their e-mail addresses are
23 in our Petition to Intervene.

24 JUDGE CHESTNUT:

25 Okay. ECA, Mr. Commons?

1 ATTORNEY COMMONS:

2 Do you have our e-mail?

3 JUDGE CHESTNUT:

4 I do not.

5 ATTORNEY COMMONS:

6 lawyers@commonslaw.com.

7 JUDGE CHESTNUT:

8 Now, who should I be putting down here,

9 Carolyn Commons or you?

10 ATTORNEY COMMONS:

11 It will come to both of us.

12 JUDGE CHESTNUT:

13 Well, who should I be putting down as the
14 person?

15 ATTORNEY COMMONS:

16 What did you say?

17 JUDGE CHESTNUT:

18 I need a name.

19 ATTORNEY COMMONS:

20 Carolyn Commons would be the one.

21 JUDGE CHESTNUT:

22 Okay.

23 ATTORNEY COMMONS:

24 And could you add Liz Robinson?

25 JUDGE CHESTNUT:

1 No. I'm not doing non-lawyers. I told
2 you that. Client communication is your
3 responsibility.

4 ATTORNEY COMMONS:

5 Thank you.

6 JUDGE CHESTNUT:

7 Mr. Francis, how about AHC?

8 ATTORNEY FRANCIS:

9 It is in the pre-hearing memo, which I'm
10 going to give to you. The people should be --- which
11 I did serve honestly by the way. And it should be
12 dfrancis@roads-simon.com. Would you like me to spell
13 that?

14 JUDGE CHESTNUT:

15 No. I have that.

16 ATTORNEY FRANCIS:

17 And Jan Paden as well, jpaden.

18 JUDGE CHESTNUT:

19 Okay.

20 ATTORNEY FRANCIS:

21 Thank you.

22 JUDGE CHESTNUT:

23 Mr. Stewart.

24 ATTORNEY STEWART:

25 Yes, Your Honor.

1 JUDGE CHESTNUT:

2 Anybody else?

3 ATTORNEY STEWART:

4 No. Just me, Your Honor.

5 JUDGE CHESTNUT:

6 Okay. And that's tsstewart@hmsk-law.com.

7 ATTORNEY STEWART:

8 That's correct, Your Honor.

9 JUDGE CHESTNUT:

10 Okay. The City of Philadelphia you
11 wanted yourself, Mr. Kleppinger, and somebody else?

12 ATTORNEY KLEPPINGER:

13 Well, I'll already be on the list, Your
14 Honor. For the City Dan Cantu-Hertzler and Darlene
15 Heep, both of whose e-mail addresses are in our pre-
16 hearing memo.

17 JUDGE CHESTNUT:

18 Well, Ms. Heep's I have. They're not
19 actually --- are they in the pre-hearing memo?

20 ATTORNEY KLEPPINGER:

21 Yes.

22 JUDGE CHESTNUT:

23 Okay. Because I have blank here.

24 ATTORNEY KLEPPINGER:

25 Below the signature lines.

1 JUDGE CHESTNUT:

2 So for Philadelphia it's Mr. Kleppinger,
3 Mr. Cantu-Hertzler and Ms. Heep?

4 ATTORNEY KLEPPINGER:

5 Correct.

6 JUDGE CHESTNUT:

7 And you're sure that Mr. Cantu-Hertzler's
8 e-mail address is somewhere?

9 ATTORNEY KLEPPINGER:

10 I'm looking at my pre-hearing memo and
11 it's right there.

12 JUDGE CHESTNUT:

13 Okay. That takes us to FirstEnergy, Mr.
14 Ogden, that's you?

15 ATTORNEY OGDEN:

16 Yes, Your Honor. If we could add Mr.
17 Feld.

18 JUDGE CHESTNUT:

19 Okay.

20 ATTORNEY OGDEN:

21 His e-mail address is on the Petition to
22 Intervene.

23 JUDGE CHESTNUT:

24 Yes. fields@firstenergycorp.com?

25 ATTORNEY OGDEN:

1 That's correct, Your Honor.

2 JUDGE CHESTNUT:

3 Okay. Strategic, Mr. Vayda?

4 MR. VAYDA:

5 Ms. Coletti, Your Honor.

6 JUDGE CHESTNUT:

7 Ms. Coletti. Okay. Action Alliance, Mr.
8 Bertocci, I assume that's you?

9 ATTORNEY BERTOCCI:

10 Yes, Your Honor. There are there on
11 there.

12 JUDGE CHESTNUT:

13 Everybody?

14 ATTORNEY BERTOCCI:

15 Yes, the three.

16 JUDGE CHESTNUT:

17 And did you have your e-mail addresses
18 for ---?

19 ATTORNEY BERTOCCI:

20 Yes. They were on our protest.

21 JUDGE CHESTNUT:

22 Okay. Because I know I had yours from
23 other cases.

24 ATTORNEY BERTOCCI:

25 Yes.

1 JUDGE CHESTNUT:

2 Okay. Mr. Clark?

3 ATTORNEY CLARK:

4 Just me, Your Honor. Thank you.

5 JUDGE CHESTNUT:

6 That's roger.clark@trfund.com?

7 ATTORNEY CLARK:

8 Correct.

9 JUDGE CHESTNUT:

10 Now, that's MAPSA, Mr. Goldenberg; right?

11 MR. GOLDENBERG:

12 Yes, Your Honor. And also add Mr. Jobes,
13 please.

14 JUDGE CHESTNUT:

15 Sure. PGW, Mr. Niesen and Mr. Thomas?

16 ATTORNEY NIESEN:

17 Yes, Your Honor. And also as shown in
18 both our Petition to Intervene and in our pre-hearing
19 memo, Mr. Hershey and Ms. Edinucci.

20 JUDGE CHESTNUT:

21 You can have one. I mean, three is as
22 much as I can do here.

23 ATTORNEY NIESEN:

24 All right. Then Mr. Hershey, please.

25 JUDGE CHESTNUT:

1 Okay. I assume his e-mail address is
2 somewhere?

3 ATTORNEY NIESEN:

4 Yes. In the pre-hearing memo we filed.

5 JUDGE CHESTNUT:

6 Okay. Now, obviously on your e-mail
7 address you need to include me. My e-mail address is
8 machestnut@state.pa.us. Ma Chestnut. Yes, I've
9 turned into my mother. And I also want you to include
10 my secretary, Kathleen Niesborella.

11 And her e-mail address --- let me spell
12 her last name for you. It's N-I-E-S-B-O-R-E-L-L-A.
13 And her e-mail address is kniesborel@state.pa.us.

14 And let me state generally, if you have
15 procedural questions and you've read the regs and
16 still have a question, feel free to contact Kathy
17 because she knows a lot and she's probably going to be
18 very helpful to you. And if you still have a question
19 then e-mail me. All right? Mr. Bertocci?

20 ATTORNEY BERTOCCI:

21 Your Honor, I do have a question. E-mail
22 addresses were on the pre-hearing memo, not on the
23 protest.

24 JUDGE CHESTNUT:

25 Okay. Yes, I didn't think they were on

1 the protest, because that's where I got my listing
2 from.

3 ATTORNEY BERTOCCI:

4 Thank you.

5 JUDGE CHESTNUT:

6 Okay. Is there anything else in terms of
7 the e-mail list? Now, I will be sending this to you,
8 so if you have corrections or changes, please let me
9 know. Okay?

10 Let's talk about active versus inactive.
11 Do I need to go through the definition here or does
12 everybody know that? I guess I'll go through it.

13 Active parties will receive documents all
14 documents and must copy all other active parties, and
15 any inactive party that requests it, and documents
16 they send to the Commission or to the presiding
17 officer. They are expected to attend hearings,
18 present witnesses and conduct discovery and cross
19 examination.

20 Inactive parties will receive only
21 hearing notices and orders. Inactive participants may
22 testify at public input hearing. Briefs, reply
23 briefs, exceptions, reply exceptions and other
24 pleadings may be filed by both active and inactive
25 parties. Any party that files a Petition to Intervene

1 and was not present at this pre-hearing conference can
2 be granted active party status only upon written
3 request to me.

4 Of course, a party's designation as
5 active or inactive is irrelevant to whether it is
6 invited to participate in settlement discussions which
7 are conducted by the parties themselves.

8 Now, is there anybody who wants to be
9 inactive? Does everybody want to be active then?
10 Yes? I'll assume everybody's active then. Okay. But
11 like I said if there are future filings and future
12 parties they will deemed inactive unless granted
13 active status. Okay.

14 The next issue that I have on my list
15 here is discovery. Now, it's very common in these
16 kinds of cases to modify the Commission's rules of
17 discovery and I have a standard modification, which is
18 a little bit different, I think, from the
19 modifications that, Ms. McCloskey, you proposed in
20 your pre-hearing memo.

21 ATTORNEY MCCLOSKEY:

22 Yes, Your Honor.

23 JUDGE CHESTNUT:

24 So let's go through that and frankly
25 I don't really care about the timing because that's

1 something that you have the best interest --- you're
2 in the best position to know how best to suit your
3 interests. But let's go through that; okay?

4 First off, what I'm going to go through,
5 I'm going to read my order and let's do it that way.
6 Now, generally when an interrogatory or a motion is
7 circulated Friday or the day before a holiday, the
8 appropriate response period is due to start on the
9 next business day. So many of these Friday afternoon
10 --- you know, dumps. Okay. Now, the response period
11 for replying to written interrogatories --- hold on a
12 second. Let me find the right memo here --- was set
13 at 20 days. I usually make that ten calendar days. I
14 think you have something different, Ms. McCloskey.
15 Don't you?

16 ATTORNEY MCCLOSKEY:

17 Yes, Your Honor. I had used ---.

18 JUDGE CHESTNUT:

19 You had 15 calendar days.

20 ATTORNEY MCCLOSKEY:

21 Fifteen (15) calendar days.

22 JUDGE CHESTNUT:

23 Does anybody have a preference? Mr.
24 Bonney, you really look like you want to respond.

25 ATTORNEY BONNEY:

1 Yes, Your Honor. We would prefer 15
2 calendar days. In addition to the normal process, we
3 have a review process with Public Service in this case
4 that requires some additional times.

5 JUDGE CHESTNUT:

6 Okay. Well, I'm sure I don't have to
7 tell you that I expect everybody to act in good faith
8 here. You people are all experienced Counsel. You
9 know what the limits of permissible discovery are.
10 You should know what the permissible issues are and
11 I'm sure you all know if you've ever had me in a case
12 I really hate having to deal with motions to compel.
13 Because if it gets to that point then somebody's not
14 acting in good faith. I expect you to resolve these
15 things. But we'll get to that later. Objections to
16 interrogatories and oral objections. You're more
17 generous than I was here. Well, I was more generous
18 to you because I have five days, but you have three
19 business days of receipt and writing within in five
20 calendar days. Do you have a problem with that, Mr.
21 Bonney?

22 ATTORNEY BONNEY:

23 No, Your Honor.

24 JUDGE CHESTNUT:

25 Okay.

1 ATTORNEY MCCLOSKEY:

2 No, I'm sorry. I have oral objections in
3 five calendar days and written in seven.

4 JUDGE CHESTNUT:

5 Oh, yes, I beg your pardon. I was
6 looking at my own schedule here. No wonder it sounded
7 so good. All right. We'll say oral objections within
8 five calendar days and then in writing ---.

9 BRIEF INTERRUPTION

10 JUDGE CHESTNUT:

11 All right. We'll take a five-minute
12 break.

13 SHORT BREAK TAKEN

14 JUDGE CHESTNUT:

15 We were talking about discovery
16 notifications, objections to interrogatories that can
17 be communicated orally to the propounder within five
18 calendar days of receipt and in writing with seven
19 calendar days of receipt.

20 Now, here's something new. I've always
21 directed people to do it, but I'm actually formally
22 putting this in now. At that point the parties are
23 directed to confer either by telephone or by e-mail to
24 resolve it. I really don't want you filing motions to
25 compel, but if you need to do that then you need to

1 file it with the Commission and serve it on me within
2 five calendar days after receipt of the written
3 objections.

4 ATTORNEY MCCLOSKEY:

5 Your Honor, I had --- let me just say. I
6 had put in five calendar days, but if you are
7 requiring it in exchange between the sort of oral
8 written objections and the motion to compel --- I was
9 assuming that might have occurred beforehand, but
10 maybe some additional time might be appropriate.

11 JUDGE CHESTNUT:

12 Six calendar days? All right. Let's
13 see, we're talking about receipt of the objections.
14 You're right. Why don't we make that ten days. That
15 give you three extra to settle.

16 ATTORNEY MCCLOSKEY:

17 Correct.

18 JUDGE CHESTNUT:

19 Is that okay with you, Mr. Bonney?

20 ATTORNEY BONNEY:

21 Yes, Your Honor.

22 JUDGE CHESTNUT:

23 So that's ten calendar days. These are
24 all calendar days to be consistent. And then answers
25 to the motion would be due, I had within three

1 business days, but I will make that three calendar
2 days. No, I'm going to say four calendar days.

3 Now, at that point I also want you to
4 confer after you've looked at the motion because a lot
5 of things happen between the original interrogatory.
6 And if you're not able to resolve, just let me know
7 that you still want me to go ahead and resolve this
8 motion, let me know by e-mail or telephone of the need
9 for a ruling and I will schedule a conference call
10 between those particular parties and myself. And
11 we'll try to resolve it and I'll make a ruling over
12 the phone and I will not reduce it to writing unless
13 requested to do so. Okay? Everybody understands the
14 process?

15 I hope some of this is really you'll be
16 able to work together to arrive at a mutual agreeable
17 response. And one approach that, a utility whose name
18 I won't mention, although they have a very large
19 footprint in this case, is to have a whole lot of
20 objections, but then they provide the answer anyway,
21 so think about that. Okay.

22 Interrogatories which are not objected to
23 --- I'm sorry. Interrogatories which are objected to,
24 but which are not made the subject of a motion to
25 compel, will be deemed withdrawn. Now, I'm sure you

1 all know this, but there are violators anyway. So I'm
2 going to repeat it strongly. Pursuant to 52 Pa.C.,
3 Section 5.341(b), neither interrogatories nor
4 responses are to be served on the Commission --- I'm
5 sorry, filed with the Commission, or served on me,
6 although a certificate of service may be filed with
7 the Commission secretary. I don't want to see the
8 stuff until it's actually part of the record or I have
9 to deal with it in a motion. Okay?

10 Responses to requests for document
11 production, entering for inspection or other purposes,
12 must be served in hand within ten calendar days. I'm
13 not sure how that ties in with our previous, but it's
14 part of the standard here. Is that okay with you, Mr.
15 Bonney?

16 ATTORNEY BONNEY:

17 I'm not sure I quite understood that.

18 JUDGE CHESTNUT:

19 I don't either. I even know why that is
20 in there. Why don't I just take it out because I
21 think it's not necessary. Again, let me state the
22 parties are expected to resolve discovery issues
23 amongst themselves. Motion to compel should be used
24 rarely and only when such efforts have failed.

25 And also as a general matter, I'll assume

1 you all do this anyway, but interrogatories are to be
2 provided electronically, as well as on paper, or you
3 might not need the paper. Just make an agreement among
4 yourselves in terms of how you're going to serve the
5 interrogatories. And I also urge you to use alternate
6 means of discovery, such as discovery conferences or
7 depositions. Again, I want to urge everybody to know
8 really what are the boundaries of permissible
9 discovery. If you have a reasonable request, then I
10 would hope that the party upon whom you're doing the
11 discovery will respond appropriately and reasonably;
12 okay? Is there anything else about discovery in
13 particular that anybody ---? Yes?

14 ATTORNEY KLEPPINGER:

15 Your Honor, I've received some of the
16 discovery requests people have filed, but can we ask
17 that all of the discovery questions be sent around
18 electronically? They do not need to be paper, but
19 anything that's been filed to date be sent around to
20 everybody.

21 JUDGE CHESTNUT:

22 I think that's a very good idea. In
23 fact, I would urge you to do that. I think that would
24 cut down on duplicative questions.

25 ATTORNEY KLEPPINGER:

1 Duplication.

2 JUDGE CHESTNUT:

3 Yes, Mr. Bonney?

4 ATTORNEY BONNEY:

5 I had two short things. One, we
6 circulated to parties a confidentiality agreement.

7 JUDGE CHESTNUT:

8 Yes.

9 ATTORNEY BONNEY:

10 Which is, I think, a standard form that's
11 been used. And folks have signed it or are in the
12 process of signing it, so that we can convey
13 confidential information.

14 JUDGE CHESTNUT:

15 Okay.

16 ATTORNEY BONNEY:

17 Second, we'd like to propose a target
18 date for good faith ---.

19 JUDGE CHESTNUT:

20 Well, I was going to talk about that in
21 terms of the schedule.

22 ATTORNEY BONNEY:

23 Okay.

24 JUDGE CHESTNUT:

25 Is there anything else specifically about

1 discovery? All right.

2 Now, my next issue, and I hope you're on
3 to this already is that the parties are directed to
4 confer themselves and attempt to resolve all or some
5 of the issues associated with the companies' filing.
6 Now, is kind of case is a little different from --- I
7 see my role as being a little bit different in this
8 kind of case than I do in, for example, a complaint
9 proceeding where there's some alleged violation. And
10 as opposed to making a lot of decisions, which of
11 course I will, I see myself more as a facilitator
12 here. Because to me a settlement of all issues by all
13 parties is a win/win for everybody.

14 And to do that you have to put some work
15 into it. You have to be realistic in what you expect
16 to get out of this and not be greedy, frankly. But if
17 I can assist you in doing that if you need, for
18 example, a mediator or if you need a place to meet or
19 some kind of document thing, let me know.

20 Or if you want to talk to me, you know,
21 sometimes I'll do kind of informal rules. It doesn't
22 take it to the point of actually being a written
23 ruling, but I'll let you know what I'm thinking on an
24 issue. And that may help in terms of giving you
25 guidance, but really I urge you resolve this. I think

1 that's the best result for everybody. But that
2 doesn't mean that, you know, it's Christmas time.

3 I agree very strongly with the company's
4 statement, I forget what in. But it must have been in
5 your pre-hearing memorandum paragraph ten, page six.
6 The matters that do not affect whether the merger will
7 have an anti-competitive affect or will impair the
8 technical, managerial or financial fitness of the
9 public utility and its ability to continue to provide
10 adequate service, just and reasonable rates, is really
11 the parameters of this case.

12 So those are all the issues and make sure
13 that what you're seeking to obtain is within those
14 parameters. Okay. Does anybody have any comments? I
15 assume you're all willing to talk to the Applicants
16 and see about resolving this; right? Is anybody not
17 willing to do that?

18 ATTORNEY CLEARFIELD:

19 Is anybody willing to admit it?

20 JUDGE CHESTNUT:

21 Okay. I'm sure you're all way too
22 professional to put, for example, your law firm's
23 interest ahead of your client's interest in terms of
24 billable hours here. So just keep that in mind, too.

25 Okay. Let's talk about the schedule

1 then. I know there was a schedule attached to the
2 company's pre-hearing memo. And there's also one in
3 the PPL company's pre-hearing memo.

4 ATTORNEY BONNEY:

5 Your Honor, I think the Consumer Advocate
6 has one.

7 JUDGE CHESTNUT:

8 And you have one, too. I don't know if
9 these are competing schedules or well ---. Okay.
10 Hold on a second. Okay. I've already rejected the
11 Joint Applicants' --- well, in my mind, I had rejected
12 the Joint Applicants' schedule because it doesn't give
13 me enough time to prepare and issue a decision and I
14 don't think it gives the Commission enough time
15 either. I did run and page through the quote, rate
16 case calculator. And there's a bit of a problem, not
17 too much of one, but ---.

18 At first I thought I should be flattered
19 that you thought I was so efficient in getting this
20 done so quickly, but then I got kind of insulted
21 because you gave yourselves plenty of time, but you
22 didn't consider me. Of course, if there's a
23 settlement that could be different, you know, that's a
24 different story.

25 Now, I don't care about your discovery

1 dates, your service dates. I only care about the
2 hearings, to tell you the truth, because that affects
3 you more than it affects me. I do care about that
4 there be enough time at the back end of the schedule.
5 And I think you're right to front load the schedule.
6 I think you do need time for discovery and I think you
7 need time for settlement talks. And even if you can't
8 settle all the issues, at least you can resolve some
9 of them or maybe stipulate to some things. But as it
10 stands now, I don't like being constrained by the
11 schedule that was presented by the Joint Applicants,
12 which of course is why I like PPL schedule because it
13 doesn't even address any of that.

14 ATTORNEY BONNEY:

15 Your Honor, if I could.

16 JUDGE CHESTNUT:

17 Sure.

18 ATTORNEY BONNEY:

19 If I may note, just for clarification.
20 We allowed, I think, four weeks between the conclusion
21 and recommended decision. And as I understand it, you
22 were interested in something more like five or six
23 weeks for the ---.

24 JUDGE CHESTNUT:

25 Five, yes. I mean, I can write it and

1 obviously I'll do my best to do it as quickly and
2 thoroughly as I can.

3 But you have to keep something in mind
4 here, which is that, the parties who are going to be
5 addressing all of the issues have a lot more help than
6 I do. You have platoons of people, both lawyers and
7 non-lawyers. I have me and my secretary and I can't
8 ask her to start drafting this stuff. So you know,
9 keep that in mind. Usually if a party is represented
10 by one attorney that's because they're not going to
11 address all the issues in any kind of depth that's
12 going to lead to the addressed in my decision.
13 Speaking of the decision, it's an initial decision not
14 a recommended decision.

15 ATTORNEY BONNEY:

16 Okay.

17 JUDGE CHESTNUT:

18 And the way you keep that in mind, as in
19 any kind of question, are recommended --- are equal
20 rates and real rates. Rates being standard for
21 tariff, of course. Okay? So, yes, like I said, I was
22 kind of offended by that. So what I'm going to do is
23 give you guys a break here and come up with a
24 consensus schedule. I don't think there's that much
25 difference really between the three schedules here in

1 terms of accommodating people. You might have a
2 particular time constraints. So I would like you all
3 to address that. I can either give you a break now
4 like 10 minutes or 15 minutes to do that or you can do
5 it after the pre-hearing conference and get back to
6 me. Yes, you have a question?

7 ATTORNEY MCCLOSKEY:

8 Before we go forward on that, did you
9 have any constraints in terms of hearing dates?

10 JUDGE CHESTNUT:

11 No, I'm usually scheduled all the time to
12 be honest. I am scheduled all the time, but I can
13 move them to accommodate this thing because I
14 understand there's a lot of parties and a lot of
15 witnesses. But no, the constraint that I have will be
16 if we have any public input hearings. But we can talk
17 about that. And that constraint is just that I can't
18 drive at night. So that has to be accommodated. But
19 really, no. I don't have any vacations planned,
20 unfortunately. So whatever you work out. Do you want
21 to take a break since you're all here in the same room
22 to try and do it, or do you want to get together after
23 this or do it via e-mail? I'd like to have a schedule
24 by, you know, soon. Today would be great. How about
25 if I give you maybe a 15 minute break or give you a

1 break and see what you can come up with. Okay. And
2 why don't we go through it and like maybe see what ---
3 let's go through the rest of this. I think there are
4 other issues that we can address now and they may need
5 to be addressed by you amongst yourselves. Okay.

6 So we'll talk about the schedule after
7 you've had a chance to talk about what the actual
8 dates will be. But let me state generally with
9 respect to the schedule, and this is my standard pre-
10 hearing order language. In accordance with the
11 schedule that we're going to adopt, testimony is to be
12 served and received in hand no later than 4:30 p.m. on
13 the dates listed. As you all know do not file your
14 testimony. Don't do that because I'll just have to
15 direct Secretary McNulty to through it out. Because
16 it's not of the record until it's admitted into the
17 record. What you may file is a certificate of service
18 with him. Now, technically you shouldn't be sending
19 it to me either, but obviously I need a chance to read
20 it before the hearing. So that's why I get served
21 even though it's not filed. Okay.

22 Now, also serve your testimony
23 electronically. Talk amongst yourselves in terms of
24 if you want to make particular arrangements in terms
25 of who gets this. That's fine. That's not my

1 concern. Don't fax anything to me, please. If you
2 have a problem with your due date, in terms of getting
3 it to me or the parties, talk to the parties or talk
4 to me and say, you know, something's come up. And
5 I'll say, oh, okay, sorry. But it's obviously less
6 important that I get the testimony on the date than it
7 is that the other parties who will have to respond to
8 it.

9 Now, testimony should be pre-marked with
10 the numerical sequential statement numbers. You all
11 know how to do that. It would help if you had a
12 common system of issue identification to identify the
13 issues that you address on the cover sheet of
14 testimony, and you could talk about that. That's not
15 all that important in this case I don't think. But
16 generally, if you're talking about, you know, benefits
17 of the merger or labor issues or something, put that
18 on the cover sheet if you can.

19 I want to bring to your attention 52
20 Pa.C., Section 5.243(e), which prohibits the
21 introduction of evidence during rebuttal or
22 surrebuttal which should have been included in the
23 active participant's case in chief, or which
24 substantially varies from the active participant's
25 case in chief unless the evidence is introduced in

1 support of a proposed settlement. In other words, no
2 sandbagging. Okay.

3 Again, in this kind of case I don't
4 expect that you're looking to damage other parties as
5 much as you are building a record to support your own
6 position. All hearings will be held in Philadelphia
7 and will commence --- normally what I do is we start
8 the first day at 10:00 and then subsequent days at
9 9:00. But again, we can talk about that when we do
10 the schedule.

11 I do want to mention what I call the
12 witness grid. Now, some of you have done this. Some
13 of you have not. But when we get to the point when
14 we're closer to determining whether or not we need to
15 have a hearing and what is going to be presented at
16 the hearing, I'm going to direct you to supply ---
17 well, let me back up.

18 What I do is I will send you a listing of
19 witnesses of parties and you will indicate on there
20 how much cross examination you have for each of those
21 witnesses. And of course, this is your best estimate,
22 recognizing that obviously that could change. But I
23 want you to let me know if you have a lot or a little
24 on anything proffered after the schedule and what the
25 daily witness line-up is going to be. And it also

1 forces you to think about your cross prior to the
2 actual date of hearing.

3 Now, I know none of you will actually do
4 this because you're all way too good, way too
5 experienced, but I've had experience people literally
6 sit there at the hearing and look through somebody's
7 statement asking questions that stick out. And I'm
8 not going to allow that. Okay. You all know ---
9 well, anybody who knows me and has had hearing with me
10 I really hate to waste hearing time. I really do. I
11 will not let you have some witness read his testimony
12 into the record as a basis for your question. You
13 know, I just don't think it's a good idea. I think
14 it's very sloppy practice.

15 So I really expect you to be prepared
16 when you come to the hearing and this witness grid is
17 a way to do that. When everybody fills it out it may
18 be obvious that nobody has any questions for the
19 witness. So you don't have to bring him or her. You
20 can just have their testimony admitted by stipulation.
21 Okay?

22 Does anybody have any questions about
23 that? I think most of you have done this. Okay? But
24 if you haven't, we can talk about it. I think it's a
25 good idea. If you don't think it's a good idea, let

1 me know. Okay?

2 Talking generally about briefs. I assume
3 you know enough to file original and nine copies.
4 Now, that is filed with the Secretary, not just served
5 on the parties. And they have to be received also by
6 4:30 on the date that we've indicated.

7 In addition, each party is directed to e-
8 mail its briefs in Microsoft Word 2002, or a readable
9 equivalent, to all active parties and me. I noticed
10 there are holdouts here, but it's really a problem ---
11 I mean, obviously I could open it in Adobe, but if you
12 want me to cut and paste and use your language, send
13 to me in an editable format. I can convert from Word
14 perfectly well, you know the formatting problems. And
15 I know there's a text wrap in Adobe, but frankly, I
16 don't have to deal with that. So if you want me to
17 really cut and paste your stuff and feel better about
18 you.

19 Again, if that's a problem, let me know.
20 But you all should have the capability of doing that.
21 If you don't e-mail your briefs to me, if you have a
22 problem, send it on a disc. Now, I'll be getting the
23 transcript electronically also and that might be
24 something you want to talk about to the court
25 reporter. Because what I do is I put it all in a zip

1 or, you know, or a flash drive. I have everybody's
2 briefs and I have the transcripts and I have my notes
3 and it makes it a lot easier.

4 As for the contents of briefs, as you all
5 know they have to comply with 52 Pa.C, Sections 5.501
6 and 5.502. And in addition to the mandatory contents,
7 and this is regardless of length, they all must
8 contain a table of contents. Now, I know --- you
9 know, when I was learning one thing that stuck in my
10 mind was you really need to take every opportunity to
11 present your case. And it's not just your brief, it's
12 your table of contents in your brief, as well as your
13 pre-hearing memo. Instead of just, you know, listing
14 an issue by one word or two, say it.

15 You know, if you don't have a table of
16 contents, I can tell you right now, I'm not going to
17 read it. Well, I may read it, but I'm not going to
18 think about it and I'm not going to use it. It's just
19 too confusing. In fact, it would be helpful if you
20 could get together and come up with some kind of
21 common issue listing so that everybody addresses the
22 issues in the same order.

23 But we could talk about that later on
24 after the hearing when we have a better feel for what
25 the issues actually are. But it's very helpful to me

1 and to the Commission employees who have to address
2 this case if that's done.

3 Now, in addition to the table of
4 contents, there needs to be a history of the
5 proceeding. And you can get together on that. That
6 can be done jointly. I can't imagine you would, but I
7 thought I would mention it. There needs to be a
8 discussion, obviously, of the issues. There's needs
9 to be proposed --- especially since this an initial
10 decision. We need to have proposed findings of fact
11 with record citations to transcript pages or exhibits
12 where the supporting evidence appears. You need to
13 have proposed conclusions of law, the citations for
14 supporting statutes, regulations or relevant case law.
15 I need to have a proposed order in paragraphs
16 specifically identifying the relief sought. And I
17 can't stress how important that one is. Okay?

18 Does anybody have any questions about the
19 contents of briefs? Again, make it easy for me to cut
20 and paste your stuff and your chance of success is
21 greatly increased. And the other thing I wanted to
22 mention --- I'll get to you in a second. I just want
23 to state this before I forget. You cannot summarize
24 enough. If you could have like a one sentence, we
25 believe the company's claim that X should be rejected

1 because Y, put that in there. Remember the audience
2 that you're writing for and I'm not talking just about
3 myself here. Okay.

4 Yes, Mr. Doll?

5 ATTORNEY DOLL:

6 Should we submit on disc the briefs to
7 Secretary McNulty?

8 JUDGE CHESTNUT:

9 Oh, yes. I'm sorry. Yes, I should have
10 that. Thank you for bringing that up. That's
11 actually in the language. You obviously can't e-mail
12 it to Secretary McNulty, so put it on a disc and
13 they'll distribute it, make copies and distribute it,
14 I guess. Okay?

15 And this is new, so --- not new, it's
16 something I've always done, but I thought I should
17 emphasize it. And so it's new language here. Now, if
18 you choose not to file a reply brief, I'm going to
19 assume that you do not dispute the assertions,
20 contentions, or arguments that were made by the other
21 parties in its own brief. I'm not going to have to
22 sit here and try to figure out what you would have
23 said. It's not necessary in a reply brief to repeat a
24 particular argument or discussion in the main brief,
25 but you do need to note where it is and what the

1 position is in response to the other party's
2 arguments. Okay? Does everybody understand that?

3 Also, don't file correspondence instead
4 of pleadings. As you may or may not know,
5 correspondence is not a pleading. It's put in a
6 different file in the file room. I don't know why
7 people do that. They file a letter in lieu of a reply
8 brief. It doesn't save you any money and it's so
9 unprofessional and very counter to your client's
10 interest. Okay?

11 Any brief not filed or served on or
12 before the date fixed for that will not be accepted
13 for filing, except by special permission of the
14 presiding ALJ. That's me, of course. Again, the due
15 dates are dates of receipt for the main briefs.
16 There's a little slack I give people for the reply
17 briefs. As long as I get it on the day, I don't think
18 anybody would have a problem receiving it, you know,
19 on a date-of-receipt basis. But again, you can work
20 that out. Anything else then before we go back to the
21 schedule? Anything about briefs in particular?

22 Again, if you have a question about how
23 to do something, what's your first --- what do you do
24 first? Does anybody know here? Read the regs. All
25 right. Does everybody know how to read the regs? If

1 you don't have a copy, you know you can find it online
2 and here is the site. It's <http://www.pacode.com>.
3 And I think there's a link on the Commission's home
4 page for that. I can't remember if that's still there
5 or not.

6 Now, the second thing you do if you have
7 a question, ask a colleague. The third thing you do,
8 ask my secretary. The fourth thing you should do, ask
9 me. I don't like to get phone calls because I'm not
10 good at thinking of answers right away. So I really
11 prefer to have e-mail. That way everybody knows
12 what's been asked. You know, I'm thinking procedural
13 things here, so it's not technically ex parte, but I'm
14 much more comfortable if you e-mail me than if you
15 call me. Okay? Anything else anybody wants to raise
16 before we go on to talking specifically about the
17 schedules? Mr. Bonney?

18 ATTORNEY BONNEY:

19 Your Honor, I had some process points and
20 I could raise those now or after we schedule?

21 JUDGE CHESTNUT:

22 Sure.

23 ATTORNEY BONNEY:

24 Okay. As you noted in our pre-hearing
25 conference memo we've argued that some of the issues

1 that have been identified are in our view outside the
2 scope of the Commission's jurisdiction in review of
3 the merger. We anticipate voicing objections as
4 appropriate to discovery, testimony, cross examination
5 and the like as it occurs.

6 JUDGE CHESTNUT:

7 Why do you feel the need to say that? Of
8 course you can take whatever, you know, avenues are
9 appropriate to respond to things. Is there some point
10 to your saying that?

11 ATTORNEY BONNEY:

12 Yes.

13 JUDGE CHESTNUT:

14 Okay.

15 ATTORNEY BONNEY:

16 It goes to the second point I was going
17 to raise. Under the regs, as you well know, Your
18 Honor, you have the authority to set appropriate
19 limits on the case, including limiting the number of
20 witnesses that testify on certain issues.

21 We have, for example, some 12 witnesses
22 that have been identified on environmental issues,
23 which we believe are outside the scope of the case in
24 the first instance. The City, for example, has raised
25 the prospect of potentially 11 witnesses on its own.

1 We would ask that the parties and Your Honor consider
2 grouping some of the issues together for an orderly
3 process to the case.

4 And so, for example, and this would
5 involve discovery, testimony and cross examination and
6 perhaps briefing as well, we think the case breaks
7 down based on the issues that have been identified
8 into three categories, perhaps more subsets. But
9 first being customers, employees, savings, rate and
10 service issues.

11 JUDGE CHESTNUT:

12 Customers, employees, rate and service.

13 ATTORNEY BONNEY:

14 Yes.

15 JUDGE CHESTNUT:

16 Did you say rate and service issues?

17 ATTORNEY BONNEY:

18 Correct.

19 JUDGE CHESTNUT:

20 And I thought you said savings somewhere?

21 ATTORNEY BONNEY:

22 Savings in rates. I believe I identified
23 savings that we anticipate from the merger. Second,
24 markets and competition. And third, environmental
25 issues. And I think these could probably be sliced

1 different ways, but that seemed like a --- some topics
2 that fell out from the issues that were identified.
3 We would ask that the parties limit the presentation
4 in those areas. Right now we have some 21 parties
5 that have identified 60 witnesses, so I don't think we
6 need, you know, perhaps more than three or four
7 witnesses on environmental issues.

8 So we would also ask the witnesses that
9 have not been identified to date, not be permitted to
10 participate in the case unless there's some special
11 exception for that or reason for that. We would also
12 ask that only one or two counsel conduct cross in
13 these areas, so we don't have duplicative or
14 repetitive cross examination.

15 JUDGE CHESTNUT:

16 I'm sorry. The last one was limit cross
17 to what?

18 ATTORNEY BONNEY:

19 One or two counsel on particular issues,
20 so we try to avoid duplicative or repetitive cross
21 examination.

22 JUDGE CHESTNUT:

23 I think this approach has been used. I
24 mean, it's not uncommon especially in
25 telecommunications types of cases, where I think you

1 refer to them as affiliations, like issue
2 affiliations. I'm not sure --- well, does anybody
3 have a comment on this. Because generally I think
4 it's a very good approach and I think it would be
5 helpful to the non-applicant parties as well. Does
6 anybody have a comment about this idea generally or
7 how it would be implemented? Mr. Kleppinger?

8 JUDGE CHESTNUT:

9 Mr. Kleppinger, I think you were going to
10 --- or was it somebody else?

11 ATTORNEY KLEPPINGER:

12 Yes. Thank you, Your Honor. In terms of
13 the efficient operations of the proceeding, I
14 understand Mr. Bonney's concerns and we have taken
15 that approach in other proceedings. However, just a
16 cautionary note, there are due process implications
17 for that and there are experienced Counsel in this
18 proceeding, which can, I think, work together to try
19 to organize cross examination in a way that it's not
20 repetitive without injuring any party's due process
21 rights. But I think we have to be a little bit
22 careful in a proceeding like this that every party
23 does have their opportunity to present their case
24 appropriately. And I'm concerned about too severe a
25 limitation on grouping parties together, but

1 conceptually it has worked in the past, as long as
2 there's an understanding that if a question isn't
3 asked by that group representative that people can
4 chime in as needed.

5 JUDGE CHESTNUT:

6 Okay. Mr. Niesen, did you have something
7 to say?

8 ATTORNEY NIESEN:

9 Yes, Your Honor. We have a specific
10 concern about one of the items mentioned by Mr.
11 Bonney. In our pre-hearing memorandum we identified
12 --- when we said that we were anticipating having one
13 witness and we did not identify the name of the
14 witness and we do not the name of that witness. And I
15 think that it's rather premature to insist that we
16 have a name today. We've identified and stated for
17 the record that we'll have one witness and you have
18 for the schedule we created to accommodate that one
19 witness and then we will identify the witness.

20 JUDGE CHESTNUT:

21 Well, I don't think that's what Mr.
22 Bonney was referring to. I mean, obviously you were
23 supposed to have used your best efforts to identify
24 the witnesses you intend to call as of today. And I
25 think Mr. Bonney is concerned about having a lot more

1 witnesses than what is listed whether or not the name
2 is plugged into your generic identification or not;
3 weren't you?

4 ATTORNEY BONNEY:

5 Correct, Your Honor.

6 JUDGE CHESTNUT:

7 Yes. I mean, that can obviously be
8 addressed and obviously some people are in the
9 position to really know for sure what witnesses you're
10 --- although you really should. By now it's been
11 months since this thing was filed.

12 ATTORNEY BONNEY:

13 Your Honor, if I may comment on that too.
14 We did file February 4th and you did direct that
15 witnesses be identified today. I think it's just a
16 general statement about the orderly processing of the
17 case. It goes to discovery and other elements of the
18 case. If we have a host of new witnesses and experts
19 come in a couple of weeks from now and are inundated
20 with discovery, we may have difficulty responding to
21 that.

22 JUDGE CHESTNUT:

23 Well, obviously if anybody retains a
24 witness or intends to present a witness who is not
25 listed or identified in the pre-hearing memorandum,

1 they are required to update the pre-hearing
2 memorandum. You all know that; right? And you will
3 do that as soon as you can. At that point the other
4 parties can deal with it as they feel is appropriate.

5 Now, generally you're right, Mr.
6 Kleppinger, there due process concerns, but on the
7 other hand this affiliation listing really has worked
8 and is an excellent idea. So what I'm going to do is
9 I'm going to let you organize yourselves and see if
10 you can do it. If you can't, then you can't, you
11 know. Yes, Ms. McCloskey?

12 ATTORNEY MCCLOSKEY:

13 I'm sorry. I just wanted to add a point
14 to Mr. Kleppinger.

15 JUDGE CHESTNUT:

16 Sure.

17 ATTORNEY MCCLOSKEY:

18 There has been a concern raised
19 particularly as to statutory parties and that we have
20 a statutory obligation to address.

21 JUDGE CHESTNUT:

22 Well, nothing says you can't be in more
23 than one group.

24 ATTORNEY MCCLOSKEY:

25 Yes. To address a number of areas. So I

1 just wanted to add that caution.

2 JUDGE CHESTNUT:

3 Sure. Well, I don't think it's intended
4 to limit it that way.

5 ATTORNEY MCCLOSKEY:

6 Yes. I think I'd note as well as Mr.
7 Kleppinger, that a lot of the attorneys here have
8 worked together and have been able to avoid
9 duplicative cross examination in many other cases.

10 JUDGE CHESTNUT:

11 Well, I'd expect that to be done more
12 than just informally here. I really would like to see
13 you make an effort to see if you can do that or not.
14 Okay? Because that's something I'll address prior to
15 the hearing. Yes, Mr. Dillon?

16 ATTORNEY DILLON:

17 Your Honor, just one thing I would
18 add ---

19 JUDGE CHESTNUT:

20 Sure.

21 ATTORNEY DILLON:

22 --- to Mr. Kleppinger's comments. That
23 one of the areas identified by Mr. Bonney was
24 competition and marketing. I believe that's the term
25 he used. And in that area we do intend to work very

1 closely with the parties who are going to present
2 witnesses on that issue and PPL is one of those
3 parties. That however you should be aware that as we
4 form this and as we have these discussions that
5 sometimes you will see parties who are testifying
6 about the same issue, competition and marketing being
7 one, having different perspectives or issues on that.
8 And that could potentially complicate the ability to
9 really get down to one or two witnesses.

10 JUDGE CHESTNUT:

11 We understand that, Mr. Dillon. I think
12 we all understand that. Now, what I'm directing you
13 to do is as much as you can, see if you can form
14 yourself into groups and approach it that way. I
15 think it makes sense for everybody, frankly. And it
16 would obviously be a big help in getting your message
17 across if you can do it in a consistent, unified
18 fashion like that instead of having five different
19 people talking about the same issue in slightly
20 different respects. If you can --- you know, I mean,
21 it just seems to me it would be in everybody's
22 interest to do that. And I think there is some
23 concern that we do have a nice organized --- that we
24 have a reasonable hearing process. Obviously we don't
25 want to tramp on anybody's due process rights. On the

1 other hand thinking about the purpose of this hearing
2 and what it is you intend to accomplish. Okay?

3 Is there anything else on then before ---
4 I want to take a break and let me talk about the
5 schedule and scheduling issues and then we'll go back
6 on the record and conclude this. Is there anything
7 else then? Yes, Mr. Bertocci?

8 ATTORNEY BERTOCCI:

9 Your Honor, I did have one question that
10 was really in the nature of a clarification. Philip
11 Bertocci for Action Alliance. Most of the discussions
12 I've heard --- I'm not familiar with what was done in
13 the telecommunications area, but most of the
14 discussions that I've heard seems to focus on what
15 happens at the time of the hearing in this case.

16 At this point were at a point where
17 people are doing discovery with the idea of
18 essentially developing pre-filed or pre-submitted
19 testimony. Which that's the time in which many of the
20 parties develop their issues and it seems to me that
21 that's an appropriate way to proceed in the first
22 instance. Although once the parties have developed
23 their positions then there may be --- it seems to me
24 at that point that's where efforts to coordinate and
25 to plan for how to have a orderly hearing would be

1 appropriate.

2 JUDGE CHESTNUT:

3 Well, I'm not sure I agree with you, Mr.
4 Bertocci. Actually I think the sooner you can get
5 together with parties of similar interest the better,
6 so that you can coordinate your discovery. I think
7 that's a real ripe area in which duplication could be
8 avoided and I think that would save money for
9 everybody, as well as time and effort. But yes, I
10 mean, I'm certainly not going to force people to give
11 up presenting what case they feel is appropriate here,
12 whether it's in the discovery stage or at the hearing.

13 But what I'm telling you is, I would like
14 you to organize yourselves, both for discovery, for
15 the hearing, and maybe for the brief as well. I mean,
16 I'd rather read five good briefs than 20 other briefs.
17 I don't mean to say that they wouldn't all be good,
18 but obviously it would be a lot easier for me if there
19 were some coordination in terms of being able to
20 address the issues. Okay?

21 ATTORNEY BERTOCCI:

22 Thank you.

23 JUDGE CHESTNUT:

24 All right. Why don't we take a break. I
25 want you people to work out a consensus schedule,

1 keeping in mind that I'm not going to kill myself, you
2 know, to get this decision out. If you have external
3 factors relating to the schedule, you know, that's
4 something that needs to be addressed. But otherwise,
5 plug me into a time here; okay? All right.

6 SHORT BREAK TAKEN

7 JUDGE CHESTNUT:

8 Okay. We'll go back on the record. We
9 were talking about a schedule. Mr. Bonney or
10 somebody?

11 ATTORNEY BONNEY:

12 Ms. McCloskey was going to report.

13 JUDGE CHESTNUT:

14 Okay.

15 ATTORNEY MCCLOSKEY:

16 I'll report on it, Your Honor. The
17 parties were able to discuss a litigation schedule off
18 the record and agreed to the following schedule, which
19 I will try to capture and if anyone else wants to jump
20 in if I make a mistake, I would appreciate it.

21 JUDGE CHESTNUT:

22 Okay. Now, which schedule are you
23 working off of?

24 ATTORNEY MCCLOSKEY:

25 We are going to work off of the OCA

1 proposed litigation schedule.

2 JUDGE CHESTNUT:

3 Okay. Let me sure I have that. Okay.

4 ATTORNEY MCCLOSKEY:

5 The parties have agreed to a May 1st
6 initial discovery date as had been proposed and
7 described by Mr. Bonney. Opposing party testimony
8 will be due June 28th, 2005. Rebuttal testimony will
9 be due by all parties, July 29th, 2005. There would
10 be an accelerated discovery period after the filing of
11 rebuttal, with best efforts to answer interrogatories
12 within ten days and coordination with informal
13 discovery meetings and conferences.

14 JUDGE CHESTNUT:

15 And I guess after the submittal of
16 rebuttal testimony by all?

17 ATTORNEY MCCLOSKEY:

18 After the submittal of rebuttal
19 testimony.

20 JUDGE CHESTNUT:

21 So it will be accelerated discovery.

22 ATTORNEY MCCLOSKEY:

23 On a best efforts basis at ten days'
24 response time. Surrebuttal testimony would be due
25 August 19th. Hearings would be scheduled beginning

1 August 23rd through September 2nd. And Your Honor, I
2 guess for those of us who have statutory parties, we
3 would ask that you request expedited transcripts of
4 the hearings. I would suspect three days would be
5 sufficient, a three-day turnaround.

6 JUDGE CHESTNUT:

7 Okay.

8 ATTORNEY MCCLOSKEY:

9 Initial briefs would be due September
10 23rd, 2005. Reply briefs would be due September 30th,
11 2005. And an initial decision, November 7th. We
12 would request of the Commission a shortened exception
13 and reply exception period, with 14 days for
14 exceptions and ten days for reply exceptions.

15 JUDGE CHESTNUT:

16 Which, of course, there will be no
17 exceptions; right?

18 ATTORNEY MCCLOSKEY:

19 And then as to public input hearings, we
20 would suggest they be scheduled the first week in
21 June. And the parties who are interested in the
22 public input hearings would like to work together to
23 try and arrive at some locations and a proposed
24 schedule, which would be sent to you.

25 JUDGE CHESTNUT:

1 Okay. I don't mind having a public input
2 in Philadelphia, for example, but frankly, we've
3 gotten no request for any. I don't know if you have or
4 not. And I'm not sure what that --- what people could
5 testify that would be relevant to these issues. So
6 let's not go overboard in terms of scheduling public
7 inputs if they may not be useful. Okay? But the
8 first week in June is good for me except for Friday.

9 ATTORNEY MCCLOSKEY:

10 Okay.

11 JUDGE CHESTNUT:

12 And Monday and maybe Tuesday. It depends
13 where it is. Like I told you, I have trouble driving
14 at night, so I take public transportation. I live in
15 Chester County, so I'll have to keep that in mind when
16 we talk about a particular location and time. Okay.

17 ATTORNEY MCCLOSKEY:

18 And for your information, I don't know if
19 it's part of the schedule or not, but the parties have
20 agreed to utilize the time between May 9th and May
21 20th, as originally proposed by the company, to engage
22 in settlement negotiations on the case.

23 JUDGE CHESTNUT:

24 Yes. I'm not going to include that in
25 the schedule because that's something that's internal.

1 Well, something that's set up by all of you. But
2 obviously the sooner the better and the more
3 comprehensive the better. I want to make sure I have
4 these all right. May 1st is discovery deadline
5 basically.

6 ATTORNEY MCCLOSKEY:

7 With an initial discovery deadline.

8 JUDGE CHESTNUT:

9 Yes. Which I think is a good idea
10 actually. Opposing party testimony June 28th.
11 Rebuttal by all July 29th. Accelerated discovery,
12 which I'm not going to put in the schedule because
13 that's something you can do yourselves. Well, maybe I
14 will, I'm not sure. I haven't decided. Surrebuttal
15 testimony August 19th?

16 ATTORNEY MCCLOSKEY:

17 That's correct.

18 JUDGE CHESTNUT:

19 Hearings August 23rd to September 2nd.
20 Are you going to have oral sur or responsive testimony
21 because obviously the Applicants open and close since
22 they have the burden of proof. But I assume that
23 would be very limited?

24 ATTORNEY BONNEY:

25 Correct.

1 JUDGE CHESTNUT:

2 You would provide, at least, an outline
3 if possible?

4 ATTORNEY BONNEY:

5 Yes.

6 JUDGE CHESTNUT:

7 Hearings August 23rd to September 2nd.
8 Initial briefs or we call them main briefs, September
9 23rd. Reply briefs, September 30th. And then my
10 initial decision November 7th, we hope. And then
11 exceptions, reply exceptions 14 and 10 days,
12 respectively. Yes. I did try and find out what
13 public meetings were scheduled in January and the
14 schedule hasn't been set. So the person I was talking
15 to was trying to do it backwards by looking at what
16 weeks they weren't available. I guess there's a
17 conference in there. But I didn't get any different
18 information about that.

19 ATTORNEY BONNEY:

20 For what it's worth, we would hope that
21 there'd be some possibility of a Commission
22 consideration by December 15th public meeting that's
23 been scheduled, but obviously the Commission will
24 determine when it decides the case.

25 JUDGE CHESTNUT:

1 Well, that is not going to happen because
2 I ran December 1st and December 15th through the
3 scheduling calculator. Now, this is for rate cases,
4 so I'm not sure, you know, how that applies here, but
5 I assume it's the same number of days required. And
6 to comply with that schedule, the decision would have
7 to be out October 16th, which is why I was concerned
8 because, obviously, I would get in a lot of trouble if
9 I cut off Commission time. And you'll get in trouble
10 by cutting off my time.

11 But to comply with the 12/1 public
12 meeting the decision would have to be out by October -
13 -- this is issued, it's not even me signing it, by
14 October 12th. I will tell you I will give my best
15 effort to get this out earlier and if necessary maybe
16 a shorter exception and reply exception period, maybe
17 ten and five. Yes, ten and five instead of 14 and 10.
18 I don't know. We can see. I mean, again, maybe
19 there'll be a settlement of all the issues and it will
20 be a very brief decision. Okay?

21 Thank you very much for everybody's
22 efforts. Now, you're getting together about clumping
23 yourselves into affiliated interest groups or maybe
24 you have a specific proposal to present to everybody.
25 But I would like everyone to keep that in mind and

1 try and do that as early in the process as you feel
2 comfortable.

3 Now, is there anything else then before
4 we adjourn? Anybody want to say anything?

5 JUDGE CHESTNUT:

6 Your Honor, can I ---?

7 JUDGE CHESTNUT:

8 Yes.

9 ATTORNEY BONNEY:

10 We've offered and some parties have
11 requested that we have informal conferences for
12 discussion of Bill Arndt (phonetic) and Bill Brown's
13 two witnesses. We're happy to do that in mid April.
14 I think folks generally heard that, but for those who
15 didn't we'll schedule dates that make sense with the
16 parties and make them available probably in
17 Harrisburg.

18 JUDGE CHESTNUT:

19 Okay. Anything else for anybody? No.
20 Thank you very much for attending. I appreciate your
21 best efforts here.

22 ATTORNEY BONNEY:

23 Thank you, Your Honor.

24

25 ***HEARING CONCLUDED AT 12:25 P.M.***

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C E R T I F I C A T E

I hereby certify, as the
stenographic reporter, that the foregoing
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