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September 5, 2014

Via Electronic Filing

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Post Office Box 3265
Harrisburg, PA 17105-3265

In Re: Docket Nos. A-2014-2435752 and A-2014-2435833
Joint Application of PPL Interstate Energy Company
and PPL Electric Utilities Corporation

Dear Secretary Chiavetta:

We are counsel to Allegheny Electric Cooperative, Inc. and are submitting via electronic filing its Petition to Intervene in the above referenced Joint Application of PPL Interstate Energy Company and PPL Electric Utilities Corporation. Copies of the Petition to Intervene are being served upon the persons and in the manner set forth on the certificate of service attached to it.

Very truly yours,

THOMAS, NIESEN & THOMAS, LLC

By

Thomas T. Niesen

Enclosure

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

Before the
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Joint Application of PPL Interstate : Docket No. A-2014-2435752
Energy Company and PPL Electric : Docket No. A-2014-2435833
Utilities Corporation for All of the :
Necessary Authority, Approvals, and :
Certificates of Public Convenience: (1) :
for the Transfer of PPL Corporation's :
Ownership Interests in PPL Interstate :
Energy Company to Talen Energy :
Corporation, and Certain Post Closing :
Transactions Associated therewith; (2) :
for the Transfer of Certain Property :
Interests Between PPL Electric Utilities :
Corporation and PPL Energy Supply, :
LLC and its Subsidiaries in :
Conjunction with the Transfer of All of :
the Interests of PPL Energy Supply, :
LLC and its Subsidiaries to Talen :
Energy Corporation; (3) for any :
Modification or Amendment of :
Associated Affiliated Interest :
Agreements; and (4) for any Other :
Approvals Necessary to Complete the :
Contemplated Transactions :

**PETITION OF ALLEGHENY ELECTRIC
COOPERATIVE, INC. TO INTERVENE**

AND NOW, comes Allegheny Electric Cooperative, Inc. (“Allegheny”), individually and on behalf of its 14 rural electric distribution member cooperatives, by its attorneys, and, pursuant to 52 Pa. Code §5.71, *et seq.*, files this Petition to Intervene in the above captioned Joint Application of PPL Interstate Energy Company and PPL Electric Utilities Corporation.

In support thereof, Allegheny represents as follows:

INTRODUCTION

1. PPL Interstate Energy Company ("PPL IEC") and PPL Electric Utilities Corporation ("PPL EU") assert that this proceeding concerns their Joint Application for the necessary authority, approvals and certificates of public convenience authorizing: (1) the transfer, through a series of intermediate steps of all of PPL Corporation's ("PPL Corp.") ownership interests in PPL IEC to Talen Energy Corporation ("Talen Energy"), and certain post-closing transactions associated therewith; (2) the transfer of certain property interests between PPL EU and subsidiaries of PPL Energy Supply, LLC ("PPL Energy Supply") in order to fully separate and define certain property rights among PPL EU and the PPL Energy Supply subsidiaries; and (3) to the extent required, any modifications or amendments to affiliated interest agreements among and between PPL EU, PPL Energy Supply and its subsidiaries, including PPL IEC. Joint Applicants also assert that their Joint Application seeks all other approvals and certificates as appropriate, customary, or necessary under the Public Utility Code to carry out the contemplated transactions in a lawful manner.

2. Notice of the filing of the Joint Application was published in the *Pennsylvania Bulletin* on August 16, 2014. The published Notice advises that formal protests to and petitions to intervene in the joint application proceeding should be filed on or before September 5, 2014.

3. Allegheny's address for the purpose of this proceeding is as follows:

Allegheny Electric Cooperative, Inc.
212 Locust Street
P.O. Box 1266
Harrisburg, PA 17108-1266

4. The names, postal addresses, voice and fax numbers and email addresses of

Allegheny's attorneys are:

David J. Dulick, Esquire
General Counsel
PA ID 27842
Allegheny Electric Cooperative, Inc.
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THE INTEREST OF ALLEGHENY IN THIS PROCEEDING

5. Allegheny is a non-profit electric generation and transmission cooperative organized under The Electric Cooperative Law of 1990, 15 Pa. C.S. § 7301, *et seq.* Allegheny is owned by its distribution cooperative members in Pennsylvania and New Jersey and provides or secures generation supply and transmission service for these members. Its Pennsylvania cooperatives provide electricity in the Commonwealth of Pennsylvania to more than 200,000 customers representing approximately 600,000 Pennsylvanians.¹

6. Allegheny owns a 10% undivided interest in the Susquehanna Steam Electric Station (“Susquehanna”), an approximate 2600 MW nuclear power plant located near Berwick, Pennsylvania. Susquehanna is one of the assets that PPL is including as part of its proposed transfer or “spin-off” of unregulated assets to Talen Energy Corporation.

¹ There are 13 Pennsylvania member cooperatives of Allegheny: Adams Electric Cooperative, Inc., Bedford Rural Electric Cooperative, Inc., Central Electric Cooperative, Inc., Claverack Rural Electric Cooperative, Inc., New Enterprise Rural Electric Cooperative, Inc., Northwestern Rural Electric Cooperative Association, Inc., Somerset Rural Electric Cooperative, Inc., REA Energy Cooperative, Inc., Sullivan County Rural Electric Cooperative, Inc., Tri-County Rural Electric Cooperative, Inc., United Electric Cooperative, Inc., Valley Rural Electric Cooperative, Inc. and Warren Electric Cooperative, Inc. Sussex Rural Electric

Susquehanna directly provides supply for approximately 60% of Allegheny's member loads, so Susquehanna is a highly important and critical part of Allegheny's generation supply portfolio.

7. Allegheny is reviewing the Joint Application to understand the details of Joint Applicants' proposed transaction and to determine the extent of any effects on Allegheny's interests. Allegheny is specifically mentioned several times in the Joint Application:

Paragraph 5 of Appendix H lists Allegheny as a co-owner of forty-one tracts of land that are the subject of the Joint Application.

Paragraph 5 of Appendix J lists Allegheny as a co-owner of four tracts of land where PPL substations are located.

Appendices I, K and L list properties related to Susquehanna in which Allegheny may have an ownership interest.

GROUNDS FOR INTERVENTION

8. Allegheny has not been able to determine from the information provided by Joint Applicants in the Joint Application whether and/or to what extent Allegheny will or may be affected by the numerous transfers that are part of this broad transaction. Allegheny would intervene in this proceeding with the intention of actively participating in it and with the objective of receiving a complete understanding of the transaction and its impact on Allegheny, and in protecting Allegheny's property and legal interests in the transactions listed in the Joint Application. Having legal interests in numerous properties identified in the Joint Application, Allegheny has clear grounds to participate in this proceeding.

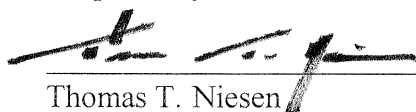
Cooperative, Inc., a New Jersey rural electric distribution cooperative, is also a member of Allegheny.

ALLEGHENY'S POSITION

9. Allegheny is not able at this time to identify its position in regard to the proposed transactions in the Joint Application. As set forth above, Allegheny could not determine from the information provided in the Joint Application whether and/or to what extent Allegheny will or may be affected by the numerous transfers and other matters contained in the Joint Application. Allegheny will present positions as necessary to protect its interests and the interests of its member cooperatives in the transfers or other actions related to property or rights related to the transactions that involve or may affect Allegheny.

WHEREFORE, Allegheny Electric Cooperative, Inc., individually and on behalf of its 14 rural electric distribution member cooperatives respectfully requests that the Pennsylvania Public Utility Commission grant this Petition to Intervene in the Joint Application of PPL Interstate Energy Company and PPL Electric Utilities Corporation.

Respectfully submitted,



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Charles E. Thomas, III
Thomas, Niesen & Thomas, LLC
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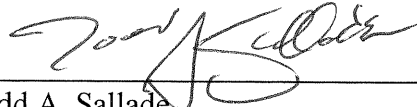
David J. Dulick
General Counsel
Allegheny Electric Cooperative, Inc.
212 Locust Street
P.O. Box 1266
Harrisburg, PA 17108-1266

Attorneys for
Allegheny Electric Cooperative, Inc.

DATED: September 5, 2014

VERIFICATION

I, Todd A. Sallade, Vice President – Power Supply & Engineering, Allegheny Electric Cooperative, Inc., hereby state that the facts set forth in the foregoing Petition to Intervene are true and correct to the best of my knowledge, information and belief and that I expect the said Allegheny Electric Cooperative, Inc. to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa.C.S. ' 4904 (relating to unsworn falsification to authorities).



Todd A. Sallade
Vice President - Power Supply & Engineering
Allegheny Electric Cooperative, Inc.

**Before the
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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Modification or Amendment of :
Associated Affiliated Interest :
Agreements; and (4) for any Other :
Approvals Necessary to Complete the :
Contemplated Transactions**

CERTIFICATE OF SERVICE

I hereby certify that I am this 5th day of September, 2014, serving a true and correct copy of the foregoing Petition of Allegheny Electric Cooperative, Inc. to Intervene upon the persons and in the manner indicated below:

VIA FIRST CLASS AND ELECTRONIC MAIL

Honorable Susan D. Colwell,
Administrative Law Judge
Pennsylvania Public Utility Commission
Post Office Box 3265
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A handwritten signature in black ink, appearing to read "Thomas T. Niesen", written over a horizontal line.

Thomas T. Niesen
PA Attorney I.D. No. 31379