

October 23, 2015

Via Electronic Filing

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
P.O. Box 3265
Harrisburg, PA 17105-3265

Re: Joint Application of Mid-Atlantic Interstate Transmission, LLC,
Metropolitan Edison Company, and Pennsylvania Electric Company;
Docket Nos. A-2015-2488903, A-2015-2488904, A-2015-2488905,
G-2015-2488906, G-2015-2488907, G-2015-2489542, G-2015-2489543,
G-2015-2489544, G-2015-2489545, G-2015-2489547, G-2015-2490801,
and G-2015-2490802

Dear Secretary Chiavetta:

Enclosed for filing on behalf of Noble Americas Energy Solutions LLC is its Prehearing Conference Memorandum in the above-referenced matter. Copies of the Memorandum are being served upon the persons and in the manner set forth on the certificate of service attached to it.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

THOMAS, NIESEN & THOMAS, LLC

By



Charles E. Thomas, III

Enclosure

cc: Certificate of Service (w/encl.)
Becky Merola (w/encl.)

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of Mid-Atlantic Interstate Transmission, LLC (MAIT), Metropolitan Edison Company (Met-Ed), and Pennsylvania Electric Company (Penelec) :	Dockets Nos. A-2015-2488903
for: (1) a certificate of public convenience under 66 Pa.C.S. § 1102(a)(3) authorizing the transfer of certain transmission assets from Met-Ed and Penelec to MAIT; (2) a certificate of public convenience conferring upon MAIT the status of a Pennsylvania Public Utility under 66 Pa.C.S. § 102; and (3) approval of certain affiliated interest agreements under 66 Pa. C.S. § 2102 :	A-2015-2488904 A-2015-2488905 G-2015-2488906 G-2015-2488907 G-2015-2489542 G-2015-2489543 G-2015-2489544 G-2015-2489545 G-2015-2489547 G-2015-2490801 G-2015-2490802

**PREHEARING CONFERENCE MEMORANDUM
OF NOBLE AMERICAS ENERGY SOLUTIONS LLC**

AND NOW, comes Noble Americas Energy Solutions LLC (“Noble”), by its attorneys, and submits this Prehearing Conference Memorandum in accordance with the Prehearing Conference Order of Administrative Law Judges Mark D. Hoyer and Mary D. Long, dated October 13, 2015, and in connection with the Initial Call-In Prehearing Conference scheduled to be held in the above-captioned matter on October 27, 2015.

I. Introduction

On or about June 19, 2015, Mid-Atlantic Interstate Transmission, LLC (“MAIT”), Metropolitan Edison Company (“Met-Ed”), and Pennsylvania Electric Company (“Penelec”) (MAIT, Met-Ed, and Penelec are collectively referred to herein as the “Joint Applicants”) filed a Joint Application with the Commission seeking approval for: (1) a certificate of public convenience under 66 Pa.C.S. § 1102(a)(3) authorizing the transfer of certain transmission assets from Met-Ed and Penelec to MAIT; (2) a certificate of public convenience conferring

upon MAIT the status of a Pennsylvania Public Utility under 66 Pa.C.S. § 102; and (3) approval of certain affiliated interest agreements under 66 Pa.C.S. § 2102. Notice of the filing of the Joint Application was published in the *Pennsylvania Bulletin* on July 4, 2015, 45 Pa.B. 3643.

Noble timely filed a Petition to Intervene in this proceeding on August 3, 2015. Noble incorporates by reference the statements and information provided in its Petition to Intervene and respectfully requests that Judges Hoyer and Long grant its intervention.

II. Counsel for Noble

The name, business addresses, telephone and fax numbers, and email address of counsel for Noble are:

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III. Issues

By Secretarial Letter issued August 10, 2015, the Commission set forth various issues raised by the Joint Applicants' filing that should be addressed by the parties in this proceeding. The issues cover a range of topics, including the transmission assets to be transferred, the anti-competitive impacts of the transaction, reliability of electric service, the operation of the ground lease, financing arrangements, the Energizing the Future Program and the reliability enhancement process, rate impacts, and potential conditions.

The August 10, 2015 Secretarial Letter issues notwithstanding, Noble continues to examine the Joint Application and the accompanying direct testimony, as well as Joint Applicants' responses to the data requests propounded by the Commission's Bureau of Technical

Utility Services, which recently were made part of the case file in this proceeding. Noble is also awaiting Joint Applicants' forthcoming supplemental direct testimony. Consequently, Noble is not able to identify at this time the particular issues it may pursue in this proceeding, but notes it is interested in the potential rate impacts the proposed transaction will have on transmission costs. Noble reserves the right to present its position and address any appropriate issues in accordance with the litigation schedule established at the prehearing conference.

IV. Witnesses

Noble is in the process of identifying any potential witnesses it might call and their intended subject matter. Noble agrees to notify the presiding officers and the parties whether it will be submitting direct testimony in this proceeding and reserves the right to submit rebuttal and surrebuttal testimony as it deems appropriate. Noble will comply with all deadlines established in the proceeding for the service of testimony.

V. Proposed Procedural Schedule

Noble will cooperate with the presiding officers and the other parties at the prehearing conference to finalize a schedule for the submission of testimony, hearings, and briefs.

VI. Discovery

Noble will also cooperate with the presiding officers and all parties at the prehearing conference to develop a proposed plan and schedule for discovery, as well as any reasonable and appropriate modifications to the Commission's Rules of Practice and Procedure for the conduct of discovery as are necessary.

VII. Settlement

Noble will actively participate in settlement discussions as they may occur.

VIII. Email Distribution List

In addition to the undersigned counsel, Noble requests that Becky Merola, Government Affairs East for Noble (bmerola@noblesolutions.com), be included on the email distribution list established for this proceeding.

Respectfully submitted,



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Counsel for Noble Americas Energy Solutions LLC

DATED: October 23, 2015

Joint Application of Mid-Atlantic Interstate	:	Dockets Nos. A-2015-2488903
Transmission, LLC (MAIT), Metropolitan	:	A-2015-2488904
Edison Company (Met-Ed), and	:	A-2015-2488905
Pennsylvania Electric Company (Penelec)	:	G-2015-2488906
for: (1) a certificate of public convenience	:	G-2015-2488907
under 66 Pa.C.S. § 1102(a)(3) authorizing	:	G-2015-2489542
the transfer of certain transmission assets	:	G-2015-2489543
from Met-Ed and Penelec to MAIT; (2) a	:	G-2015-2489544
certificate of public convenience conferring	:	G-2015-2489545
upon MAIT the status of a Pennsylvania	:	G-2015-2489547
Public Utility under 66 Pa.C.S. § 102; and	:	G-2015-2490801
(3) approval of certain affiliated interest	:	G-2015-2490802
agreements under 66 Pa. C.S. § 2102	:	

CERTIFICATE OF SERVICE

I hereby certify that I have this 23rd day of October, 2015, served a true and correct copy of the foregoing Prehearing Conference Memorandum of Noble Americas Energy Solutions LLC, upon the persons and in the manner listed below in accordance with the requirements of 52 Pa. Code § 1.54:

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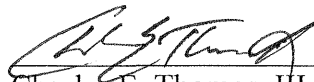
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