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File #: 194562

August 9, 2023

VIA ELECTRONIC FILING

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor North
P.O. Box 3265
Harrisburg, PA 17105-3265

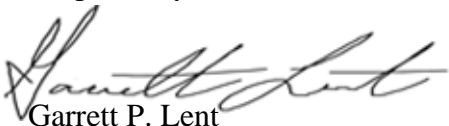
**Re: Joint Application of Metropolitan Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company, West Penn Power Company, Keystone Appalachian Transmission Company, Mid-Atlantic Interstate Transmission, LLC, and FirstEnergy Pennsylvania Electric Company
Docket Nos. A-2023-3038771, et al.**

Dear Secretary Chiavetta:

Attached for filing please find the Motion for Protective Order on behalf of Metropolitan Edison Company (“Met-Ed”), Pennsylvania Electric Company (“Penelec”), Pennsylvania Power Company (“Penn Power”), West Penn Power Company (“West Penn”), Keystone Appalachian Transmission Company (“KATCo”), Mid-Atlantic Interstate Transmission, LLC (“MAIT”), and FirstEnergy Pennsylvania Electric Company (“FE PA”), collectively, the “Joint Applicants,” in the above-referenced proceeding.

Copies of this letter will be provided as indicated on the Certificate of Service.

Respectfully submitted,


Garrett P. Lent

GPL/dmc
Attachment

cc: The Honorable Conrad A. Johnson (*via email; w/attachments*)

Rosemary Chiavetta, Secretary
August 9, 2023
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The Honorable Emily I. Devoe (*via email; w/attachments*)
Certificate of Service

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing has been served upon the following persons, in the manner indicated, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a participant).

VIA E-MAIL ONLY

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Date: August 9, 2023


Garrett P. Lent

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of Metropolitan Edison	:	
Company, Pennsylvania Electric	:	
Company, Pennsylvania Power Company,	:	Docket Nos. A-2023-3038771
West Penn Power Company, Keystone	:	A-2023-3038792
Appalachian Transmission Company, Mid-	:	A-2023-3038793
Atlantic Interstate Transmission, LLC, and	:	A-2023-3038794
FirstEnergy Pennsylvania Electric	:	A-2023-3038795
Company for All of the Necessary	:	A-2023-3038807
Authority, Approvals, and Certificates of	:	A-2023-3038808
Public Convenience for (1) the Agreements	:	G-2023-3038818
and Plans of Merger; (2) the Establishment	:	G-2023-3038819
of FirstEnergy Pennsylvania Holding	:	G-2023-3038820
Company LLC as an Intermediate Holding	:	G-2023-3038821
Company in the Chain of Ownership of	:	G-00020956
FirstEnergy Pennsylvania Electric	:	
Company; (3) the Merger of Metropolitan	:	
Edison Company, Pennsylvania Electric	:	
Company, Pennsylvania Power Company,	:	
and West Penn Power Company with and	:	
into FirstEnergy Pennsylvania Electric	:	
Company; (4) the Initiation by FirstEnergy	:	
Pennsylvania Electric Company of Electric	:	
Service in All Territories in this	:	
Commonwealth where Metropolitan	:	
Edison Company, Pennsylvania Electric	:	
Company, Pennsylvania Power Company,	:	
and West Penn Power Company Do or May	:	
Provide Electric Service; (5) the	:	
Abandonment by Metropolitan Edison	:	
Company, Pennsylvania Electric	:	
Company, Pennsylvania Power Company,	:	
and West Penn Power Company of All	:	
Electric Service in this Commonwealth; (6)	:	
the Adoption by FirstEnergy Pennsylvania	:	
Electric Company of Metropolitan Edison	:	
Company, Pennsylvania Electric	:	
Company, Pennsylvania Power Company,	:	
and West Penn Power Company's Existing	:	
Tariffs and their Application within New	:	
Service and Rate Districts of FirstEnergy	:	
Pennsylvania Electric Company	:	
Corresponding to their Existing Service	:	
Territories as the Met-Ed Rate District,	:	

Penelec Rate District, Penn Power Rate :
District, West Penn Rate District, and The :
Pennsylvania State University Rate :
District, Respectively; (7) the sale of Class :
B Membership Interests in Mid-Atlantic :
Interstate Transmission, LLC held by Met- :
Ed and Penelec to FirstEnergy Corp.; (8) :
the Contribution of West Penn Power :
Company’s Transmission Assets to :
Keystone Appalachian Transmission :
Company; (9) a Certificate of Public :
Convenience Conferring Upon Keystone :
Appalachian Transmission Company the :
Status of a Pennsylvania Public Utility; :
(10) Where Necessary, Associated :
Affiliated Interest Agreements; and (11) :
Any Other Approvals Necessary to :
Complete the Contemplated Transaction :
:

MOTION FOR PROTECTIVE ORDER

TO ADMINISTRATIVE LAW JUDGES CONRAD A. JOHNSON AND EMILY I. DEVOE:

Metropolitan Edison Company (“Met-Ed”), Pennsylvania Electric Company (“Penelec”), Pennsylvania Power Company (“Penn Power”), West Penn Power Company (“West Penn”), Keystone Appalachian Transmission Company (“KATCo”), Mid-Atlantic Interstate Transmission, LLC (“MAIT”) and FirstEnergy Pennsylvania Electric Company (“FE PA”), collectively, the “Joint Applicants,” hereby request that the Honorable Administrative Law Judges Conrad A. Johnson and Emily I. Devoe (the “ALJs”) enter the attached Protective Order in this proceeding pursuant to the provisions of 52 Pa. Code §§ 5.362(a)(7) and 5.365(a), and in support thereof state as follows:

1. The above captioned proceedings were initiated on March 6, 2023, when Met-Ed,

Penelec, Penn Power, West Penn, KATCo, MAIT, and FE PA filed the “Joint Application of Metropolitan Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company, West Penn Power Company, Keystone Appalachian Transmission Company, Mid-Atlantic Interstate Transmission, LLC, and FirstEnergy Pennsylvania Electric Company for All of the Necessary Authority, Approvals, and Certificates of Public Convenience for (1) the Agreements and Plans of Merger; (2) the Establishment of FirstEnergy Pennsylvania Holding Company LLC as an Intermediate Holding Company in the Chain of Ownership of FirstEnergy Pennsylvania Electric Company; (3) the Merger of Metropolitan Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company, and West Penn Power Company with and into FirstEnergy Pennsylvania Electric Company; (4) the Initiation by FirstEnergy Pennsylvania Electric Company of Electric Service in All Territories in this Commonwealth where Metropolitan Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company, and West Penn Power Company Do or May Provide Electric Service; (5) the Abandonment by Metropolitan Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company, and West Penn Power Company of All Electric Service in this Commonwealth; (6) the Adoption by FirstEnergy Pennsylvania Electric Company of Metropolitan Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company, and West Penn Power Company’s Existing Tariffs and their Application within New Service and Rate Districts of FirstEnergy Pennsylvania Electric Company Corresponding to their Existing Service Territories as the Met-Ed Rate District, Penelec Rate District, Penn Power Rate District, West Penn Rate District, and The Pennsylvania State University Rate District, Respectively; (7) the sale of Class B Membership Interests in Mid-Atlantic Interstate Transmission, LLC held by Met-Ed and Penelec to FirstEnergy Corp.; (8) the Contribution of West Penn Power Company’s Transmission Assets to Keystone Appalachian

Transmission Company; (9) a Certificate of Public Convenience Conferring Upon Keystone Appalachian Transmission Company the Status of a Pennsylvania Public Utility; (10) Where Necessary, Associated Affiliated Interest Agreements; and (11) Any Other Approvals Necessary to Complete the Contemplated Transaction” at Docket Nos. A-2023-3038771, A-2023-3038792, A-2023-3038793, A-2023-3038794, A-2023-3038795, A-2023-3038807, A-2023-3038808, G-2023-3038818, G-2023-3038819, G-2023-3038820, G-2023-3038821, G-00020956 (the “Joint Application”). The Joint Applicants requested that the Joint Application and any related dockets be consolidated for purposes of discovery, litigation, and disposition.

2. The Joint Application seeks certain approvals from the Commission associated with: (1) the proposed merger of Met-Ed, Penelec, Penn Power, and West Penn with and into FE PA (“Proposed Consolidation”); (2) the proposed sale of Class B membership interests in MAIT held by Met-Ed and Penelec to FirstEnergy Corp. (“FirstEnergy”) (“Proposed Sale of MAIT Class B Interests”); and (3) the proposed contribution of West Penn’s Transmission Assets to KATCo (“Proposed Transmission Contribution”). These three items are collectively referred to as the “Transaction.”

3. On March 8, 2023, the Commission issued a Secretarial Letter, which: (1) scheduled an initial telephonic prehearing conference for April 25, 2023, at 1:30 PM before Administrative Law Judges Conrad A. Johnson and Emily I. DeVoe (the “ALJs”); and (2) enclosed a copy of the Public Notice that would appear in the *Pennsylvania Bulletin*.

4. On March 16, 2023, the Coalition for Affordable Utility Services and Energy Efficiency in Pennsylvania (“CAUSE-PA”) filed a Petition to Intervene and Answer.

5. On March 23, 2023, the Office of Small Business Advocate (“OSBA”) filed a Notice of Appearance, Protest, and Notice of Intervention.

6. On March 29, 2023, the Commission's Bureau of Investigation and Enforcement ("I&E") filed its Notice of Appearance.

7. On April 4, 2023, the Office of Consumer Advocate ("OCA") filed a Protest.

8. On April 5, 2023, the Industrial Energy Consumers of Pennsylvania ("IECPA") filed a Petition to Intervene.

9. On April 13, 2023, the Commission issued a Prehearing Conference Order, which: (1) confirmed the telephonic prehearing conference would be held on April 25, 2023, at 1:30 p.m. before the ALJs; and (2) directed the parties to file Prehearing Conference Memoranda on or before 4:00 p.m. on Friday, April 21, 2023.

10. On April 14, 2023, the Met-Ed Industrial Users Group ("MEIUG"), Penelec Industrial Customer Alliance ("PICA"), and West Penn Power Industrial Intervenors ("WPPII") (collectively, "Industrial Customer Groups") filed a Joint Petition to Intervene and Protest.

11. On April 17, 2023, the Joint Applicants filed their Proofs of Publication evidencing that the notice of the Joint Application was published as directed by the Commission.

12. On April 17, 2023, Calpine Retail Holdings, LLC ("Calpine") filed a Petition to Intervene.

13. Also on April 17, 2023, the Retail Energy Supply Association ("RESA") filed a Petition to Intervene.

14. Also on April 17, 2023, The Pennsylvania State University ("PSU") filed a Petition to Intervene.

15. On April 21, 2023, the Joint Applicants filed their Prehearing Memorandum.

16. Also on April 21, 2023, OCA, OSBA, I&E, CAUSE-PA, the Industrial Customer Groups, RESA, PSU, Calpine, and IECPA filed their Prehearing Memoranda.

17. On April 25, 2023, a prehearing conference was held as scheduled. The Joint Applicants, OCA, I&E, OSBA, CAUSE-PA, Industrial Customer Groups, PSU, Calpine, RESA, and IECPA were represented at the conference. The parties discussed the Petitions to Intervene, discovery rule modifications, and the litigation schedule.

18. On April 27, 2023, the Commission issued an Evidentiary Hearing Notice, which scheduled an Initial In-Person Evidentiary Hearing for August 10, 2023, and August 11, 2023, before the ALJs at the Commission's Office of Administrative Law Judge in Pittsburgh, PA.

19. A Prehearing Order was entered on April 28, 2023, which, among other things, granted the Petitions to Intervene, consolidated the above-captioned cases at Docket No. A-2023-3038771, established a litigation schedule, and modified the discovery rules.

20. On June 15, 2023, the Industrial Customer Groups and IECPA (collectively, "Industrial Customers"), OCA, CAUSE-PA, and PSU served their written direct testimony and exhibits.

21. Also on June 15, 2023, I&E, OSBA, RESA, and Calpine filed letters stating they would not be serving direct testimony.

22. On July 14, 2023, the Joint Applicants served their written rebuttal testimony and exhibits.

23. Also on July 14, 2023, OCA, CAUSE-PA, OSBA, Industrial Customers, PSU, I&E, RESA, and Calpine filed letters stating they would not be serving rebuttal testimony.

24. On August 1, 2023, OCA, CAUSE-PA, and Industrial Customers served their written surrebuttal testimony.

25. Also on August 1, 2023, the Joint Applicants, I&E, and PSU filed letters stating they would not be serving surrebuttal testimony.

26. Confidential and Proprietary Information within the scope of 52 Pa. Code § 5.365 has been requested during the course of this proceeding, which justifies the issuance of a Protective Order. This motion requests that such Proprietary Information be appropriately protected against public disclosure throughout the course of this proceeding. Treatment of such information as set forth in the attached proposed Protective Order is justified because unrestricted disclosure of such information is not in the public interest. These considerations constitute cause for the restrictions specified in 52 Pa. Code § 5.365 and in Administrative Law Judge or Commission Orders granting relief pursuant to said regulation.

27. Under 52 Pa. Code §§ 5.632(a)(7) and 5.635, the Office of Administrative Law Judge or the Commission may issue a Protective Order to limit or prohibit disclosure of confidential commercial information where the potential harm to a participant would be substantial and outweighs the public's interest in having access to the confidential information. In applying this standard, relevant factors to be considered include: (1) the extent to which disclosure would cause unfair economic or competitive damage; (2) the extent to which the information is known by others and used in similar activities; and (3) the worth or value of the information to the party and to the party's competitors. 52 Pa. Code § 5.365(a)(1)-(3).

28. The documents sought to be protected by the Proposed Order may also contain proprietary information as described in 66 Pa.C.S. § 335(d), which provides:

[I]f a document contains trade secrets or proprietary information and it has been determined by the commission that harm to the person claiming the privilege would be substantial or if a document required to be released under this section contains identifying information which would operate to the prejudice or impairment of a person's reputation or personal security, or information that would lead to the disclosure of a confidential source or subject a person to potential economic retaliation as a result of their cooperation with a commission investigation, or information which, if disclosed to the public, could be used for criminal or terroristic purposes, the

identifying information may be expurgated from the copy of the document made part of the public record.

Therefore, treatment of such information as set forth in the attached proposed Protective Order is justified under 66 Pa.C.S. § 335(d).

29. The attached proposed Protective Order defines two categories of protected information. The first is “CONFIDENTIAL” information, which is defined in Paragraph 3 of the attached proposed Protective Order as “those materials which customarily are treated by that party as sensitive or proprietary, which are not available to the public, and which, if disclosed freely, would subject that party or its clients to risk of competitive disadvantage or other business injury.” The second is “HIGHLY CONFIDENTIAL MATERIAL,” which is defined in Paragraph 3 of the attached proposed Protective Order as “those materials that are of such a commercially sensitive nature among the parties or of such a private, personal nature that the producing party is able to justify a heightened level of confidential protection with respect to those materials.”

30. Paragraph 17 of the attached proposed Protective Order guards against overly broad designations of protected information by giving all parties the right to question or challenge the confidential or proprietary nature of the information deemed “CONFIDENTIAL” or “HIGHLY CONFIDENTIAL MATERIAL.”

31. Limitation on the disclosure of information deemed “CONFIDENTIAL,” or “HIGHLY CONFIDENTIAL MATERIAL” will not prejudice the rights of the participants, nor will such limitation frustrate the prompt and fair resolution of this proceeding. The proposed Protective Order balances the interests of the parties, the public, and the Commission.

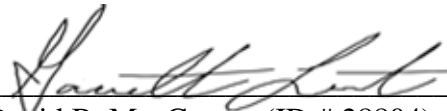
32. The attached Protective Order sought by the Joint Applicants will also protect the proprietary nature of competitively valuable information while allowing the parties to use such information for purposes of the instant litigation. The proposed Protective Order applies the least

restrictive means of limitation that will provide the necessary protections from disclosure.

33. The Joint Applicants have consulted with the active parties and intervenors in this proceeding: OCA, OSBA, I&E, CAUSE-PA, the Industrial Customer Groups, RESA, PSU, Calpine, and IECPA. At the time of this filing, no parties have objected to the proposed Protective Order.

WHEREFORE, for all the reasons set forth above, Metropolitan Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company, West Penn Power Company, Keystone Appalachian Transmission Company, Mid-Atlantic Interstate Transmission, LLC, and FirstEnergy Pennsylvania Electric Company respectfully request that Your Honors issue the attached Protective Order.

Respectfully submitted,



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Dated: August 9, 2023

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FirstEnergy Pennsylvania Electric Company*

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of Metropolitan Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company, West Penn Power Company, Keystone Appalachian Transmission Company, Mid-Atlantic Interstate Transmission, LLC, and FirstEnergy Pennsylvania Electric Company for All of the Necessary Authority, Approvals, and Certificates of Public Convenience for (1) the Agreements and Plans of Merger; (2) the Establishment of FirstEnergy Pennsylvania Holding Company LLC as an Intermediate Holding Company in the Chain of Ownership of FirstEnergy Pennsylvania Electric Company; (3) the Merger of Metropolitan Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company, and West Penn Power Company with and into FirstEnergy Pennsylvania Electric Company; (4) the Initiation by FirstEnergy Pennsylvania Electric Company of Electric Service in All Territories in this Commonwealth where Metropolitan Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company, and West Penn Power Company Do or May Provide Electric Service; (5) the Abandonment by Metropolitan Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company, and West Penn Power Company of All Electric Service in this Commonwealth; (6) the Adoption by FirstEnergy Pennsylvania Electric Company of Metropolitan Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company, and West Penn Power Company's Existing Tariffs and their Application within New Service and Rate Districts of FirstEnergy Pennsylvania Electric Company Corresponding to their Existing Service Territories as the Met-Ed Rate District,	:	
	:	Docket Nos. A-2023-3038771
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 Any Other Approvals Necessary to :
 Complete the Contemplated Transaction :
 :

PROTECTIVE ORDER

Upon consideration of the Motion for a Protective Order that was filed by Metropolitan Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company, West Penn Power Company, Keystone Appalachian Transmission Company, Mid-Atlantic Interstate Transmission, LLC, and FirstEnergy Pennsylvania Electric Company on August __, 2023:

IT IS ORDERED THAT:

1. The Motion is hereby granted with respect to all materials and information identified in Paragraphs 2 – 3 below.

2. The information subject to this Protective Order is all correspondence, documents, data, information, studies, methodologies and other materials, furnished in this proceeding, which are believed by the producing party to be of a proprietary or confidential nature and which are so designated by being marked “CONFIDENTIAL” or “HIGHLY CONFIDENTIAL.” Such materials will be collectively referred to below as “Proprietary Information.” When a statement

or exhibit is identified for the record, the portions thereof that constitute Proprietary Information shall be designated as such for the record.

3. The parties may designate as “CONFIDENTIAL” those materials which customarily are treated by that party as sensitive or proprietary, which are not available to the public, and which, if disclosed freely, would subject that party or its clients to risk of competitive disadvantage or other business injury. The parties may designate as “HIGHLY CONFIDENTIAL” those information and materials that are of such a commercially sensitive nature among the parties or of such a private, personal nature that the producing party is able to justify a heightened level of confidential protection with respect to those materials. The parties shall endeavor to limit their designation of information and materials as HIGHLY CONFIDENTIAL. The parties agree that materials containing specific, individual customer information shall be identified as HIGHLY CONFIDENTIAL and that access to these materials may be further restricted by the producing party.

4. Proprietary Information shall be made available to counsel for a party, subject to the terms of this Protective Order. Such counsel shall use or disclose the Proprietary Information only for purposes of preparing or presenting evidence, cross examination, argument, or settlement in this proceeding. To the extent required for participation in this proceeding, counsel for a party may afford access to Proprietary Information subject to the conditions set forth in this Protective Order.

5. Information and materials deemed as “CONFIDENTIAL”, shall be made available to a “Reviewing Representative” who is a person that has signed a Non-Disclosure Certificate attached as Appendix A or Appendix B, and who is:

- (a) An attorney who has entered an appearance in this proceeding for a party or a statutory advocate pursuant to 52 Pa. Code § 1.8, if not an attorney;

- (b) Attorneys, paralegals, and other employees associated for purposes of this case with an attorney described in subparagraph 5(a);
- (c) An expert or an employee of an expert retained by a party for the purpose of advising, preparing for or testifying in this proceeding; or
- (d) Employees or other representatives of a party appearing in this proceeding with significant responsibility for this docket.

With regard to the Bureau of Investigation and Enforcement (“I&E”), information and materials deemed as “CONFIDENTIAL” shall be made available to I&E Prosecutors subject to the terms of this Protective Order. The I&E Prosecutors shall use or disclose the CONFIDENTIAL information and materials only for purposes of preparing or presenting evidence, cross examination, argument, or settlement in this proceeding. To the extent required for participation in this proceeding, the I&E Prosecutors may afford access to CONFIDENTIAL information and materials only to I&E’s experts, supervisors of experts, Chief Prosecutor, Deputy Chief Prosecutor, and administrative support staff without the need for the execution of a Non-Disclosure Certificate, who are full-time employees of the Commission and bound by all the provisions of this Protective Order by virtue of the I&E Prosecutors’ execution of a Non-Disclosure Certificate(s).

6. Information and materials deemed as “HIGHLY CONFIDENTIAL”, may be provided to a “Reviewing Representative” who has signed a Non-Disclosure Certificate attached as Appendix B and who is:

- (a) An attorney who has entered an appearance in this proceeding for a party or a statutory advocate pursuant to 52 Pa. Code § 1.8, if not an attorney;
- (b) An attorney, paralegal, or other employee associated for purposes of this case with an attorney described in subparagraph 6(a);

- (c) An outside expert or an employee of an outside expert retained by a party for the purposes of advising, preparing for or testifying in this proceeding; or
- (d) A person designated as a Reviewing Representative for purposes of HIGHLY CONFIDENTIAL information and materials.

With regard to I&E, information and materials deemed as “HIGHLY CONFIDENTIAL” shall be made available to the I&E Prosecutors subject to the terms of this Protective Order. The I&E Prosecutors shall use or disclose the HIGHLY CONFIDENTIAL information and materials only for purposes of preparing or presenting evidence, cross examination, argument, or settlement in this proceeding. To the extent required for participation in this proceeding, the I&E Prosecutors may afford access to HIGHLY CONFIDENTIAL information and materials, only to I&E’s experts, supervisors of experts, Chief Prosecutor, Deputy Chief Prosecutor, and administrative support staff without the need for the execution of a Non-Disclosure Certificate, who are full-time employees of the Commission and bound by all the provisions of this Protective Order by virtue of the I&E Prosecutors’ execution of a Non-Disclosure Certificate(s).

Provided, further, that in accordance with the provisions of Sections 5.362 and 5.365(e) of the Commission’s Rules of Practice and Procedure, 52 Pa. Code §§ 5.362, 5.365(e), any party may, by subsequent objection or motion, seek further protection with respect to HIGHLY CONFIDENTIAL information and materials, including, but not limited to, total prohibition of disclosure or limitation of disclosure only to particular parties.

7. For purposes of this Protective Order, a Reviewing Representative may not be a “Restricted Person.”

- (a) A “Restricted Person” shall mean: (i) an officer, director, stockholder, partner, or owner of any competitor of the parties or an employee of such an entity if the employee’s duties involve marketing or pricing of the competitor’s products

or services; (ii) an officer, director, stockholder, partner, or owner of any affiliate of a competitor of the parties (including any association of competitors of the parties) or an employee of such an entity if the employee's duties involve marketing or pricing of the competitor's products or services; (iii) an officer, director, stockholder, owner or employee of a competitor of a customer of the parties if the Proprietary Information concerns a specific, identifiable customer of the parties; or (iv) an officer, director, stockholder, owner or employee of an affiliate of a competitor of a customer of the parties if the Proprietary Information concerns a specific, identifiable customer of the parties; provided, however, that no expert shall be disqualified on account of being a stockholder, partner, or owner unless that expert's interest in the business would provide a significant motive for violation of the limitations of permissible use of the Proprietary Information. For purposes of this Protective Order, stocks, partnership or other ownership interests valued at more than \$10,000 or constituting more than a 1% interest in a business establishes a significant motive for violation.

(b) If an expert for a party, another member of the expert's firm or the expert's firm generally also serves as an expert for, or as a consultant or advisor to, a Restricted Person, said expert must: (i) identify for the parties each Restricted Person and each expert or consultant; (ii) make reasonable attempts to segregate those personnel assisting in the expert's participation in this proceeding from those personnel working on behalf of a Restricted Person; and (iii) if segregation of such personnel is impractical, the expert shall give to the producing party written assurances that the lack of segregation will in no way jeopardize the interests of the

parties or their customers. The parties retain the right to challenge the adequacy of the written assurances that the parties' or their customers' interests will not be jeopardized. No other persons may have access to the Proprietary Information except as authorized by order of the Commission.

8. In the event that a party wishes to designate as a Reviewing Representative a person not described in Paragraphs 5(a)-(d) or 6(a)-(c), above, or a person that is a Restricted Person under Paragraph 7, the party shall seek agreement from the party providing the Proprietary Information. If an agreement is reached, that person shall be a Reviewing Representative with respect to those information and materials. If no agreement is reached, the party shall submit the disputed designation to the presiding Administrative Law Judges for resolution.

9. A qualified "Reviewing Representative" for "HIGHLY CONFIDENTIAL" information and materials may review and discuss "HIGHLY CONFIDENTIAL" information and materials with their client or with the entity with which they are employed or associated, to the extent that the client or entity is not a "Restricted Person," but may not share with or permit the client or entity to review the "HIGHLY CONFIDENTIAL" information and materials. Such discussions must be general in nature and not disclose specific "HIGHLY CONFIDENTIAL" information and materials, provided however that counsel for I&E, the Office of Consumer Advocate ("OCA"), and the Office of Small Business Advocate ("OSBA") may share proprietary information with the I&E Director, Consumer Advocate, Deputy Consumer Advocate, and Small Business Advocate, respectively, without obtaining a Non-Disclosure Certificate from these individuals, provided however, that these individuals otherwise abide by the terms of the Protective Order.

10. Information deemed Proprietary Information shall not be used except as necessary

for the conduct of this proceeding, nor shall it be disclosed in any manner to any person except a Reviewing Representative who is engaged in the conduct of this proceeding and who needs to know the information in order to carry out that person's responsibilities in this proceeding. Reviewing Representatives may not use information contained in any Proprietary Information obtained through this proceeding to give any party or any competitor of any party a commercial advantage.

11. Reviewing Representatives shall execute a Non-Disclosure Certificate in order to obtain access to Proprietary Information and will be subject to the following conditions:

(a) A Reviewing Representative shall not be permitted to inspect, participate in discussions regarding, or otherwise be permitted access to Proprietary Information pursuant to this Protective Order unless that Reviewing Representative has first executed a Non-Disclosure Certificate, provided that if an attorney qualified as a Reviewing Representative has executed such a certificate, the paralegals, secretarial and clerical personnel under the attorney's instruction, supervision or control need not do so, nor do Commission employees assisting I&E as noted above in Paragraphs 5 and 6. A copy of each Non-Disclosure Certificate shall be provided to counsel for the Parties asserting confidentiality prior to disclosure of any Proprietary Information to that Reviewing Representative.

(b) Attorneys and outside experts qualified as Reviewing Representatives are responsible for ensuring that persons under their supervision or control comply with the Protective Order.

12. None of the parties waive their right to pursue any other legal or equitable remedies that may be available in the event of actual or anticipated disclosure of Proprietary Information.

13. The parties shall designate data or documents as constituting or containing Proprietary Information by marking the documents “CONFIDENTIAL” or “HIGHLY CONFIDENTIAL.” Where only part of data compilations or multi-page documents constitutes or contains Proprietary Information, the parties, insofar as reasonably practicable within discovery and other time constraints imposed in this proceeding, shall designate only the specific data or pages of documents that constitute or contain Proprietary Information. The Proprietary Information shall be served upon the parties hereto only and the materials shall be separate from the nonproprietary materials and conspicuously marked “CONFIDENTIAL” or “HIGHLY CONFIDENTIAL.” For filing purposes, Proprietary Information shall be filed separately from the nonproprietary materials and conspicuously marked “CONFIDENTIAL” or “HIGHLY CONFIDENTIAL.”

14. The parties will consider and treat the Proprietary Information as within the exemptions from disclosure provided in Section 335(d) of the Public Utility Code, 66 Pa.C.S. § 335(d), and the Pennsylvania Right-to-Know Law, 65 P.S. §§ 67.101 *et seq.*, until such time as the information is found to be non-proprietary. In the event that any person or entity seeks to compel the disclosure of Proprietary Information, the non-producing party shall promptly notify the producing party in order to provide the producing party an opportunity to oppose or limit such disclosure.

15. Any public reference to Proprietary Information by a party or its Reviewing Representatives shall be to the title or exhibit reference in sufficient detail to permit persons with access to the Proprietary Information to understand fully the reference and not more. The Proprietary Information shall remain a part of the record, to the extent admitted, for all purposes of administrative or judicial review.

16. Part of any record of this proceeding containing Proprietary Information, including, but not limited to, all exhibits, writings, testimony, cross examination, arguments, and responses to discovery, and including reference thereto as mentioned in Paragraph 15 above, shall be sealed for all purposes, including administrative and judicial review, unless such Proprietary Information is released from the restrictions of this Protective Order, either through the agreement of the parties to this proceeding or pursuant to an order of the Commission.

17. The parties shall retain the right to question or challenge the confidential or proprietary nature of Proprietary Information and to question or challenge the admissibility of Proprietary Information. If a party challenges the designation of a document or information as proprietary, the party providing the information retains the burden of demonstrating that the designation is appropriate.

18. The parties shall retain the right to question or challenge the admissibility of Proprietary Information; to object to the production of Proprietary Information on any proper ground; and to refuse to produce Proprietary Information pending the adjudication of the objection.

19. Within 30 days after a Commission final order is entered in the above-captioned proceeding, or in the event of appeals, within 30 days after appeals are finally decided, the parties, upon request, shall either destroy or return to the parties all copies of all documents and other materials not entered into the record, including notes, which contain any Proprietary Information. In the event that a party elects to destroy all copies of documents and other materials containing Proprietary Information instead of returning the copies of documents and other materials containing Proprietary Information to the parties, the party shall certify in writing to the producing party that the Proprietary Information has been destroyed.

Dated: _____

The Hon. Administrative Law Judge Conrad A. Johnson
The Hon. Administrative Law Judge Emily I. Devoe

APPENDIX A

Joint Application of Metropolitan Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company, West Penn Power Company, Keystone Appalachian Transmission Company, Mid-Atlantic Interstate Transmission, LLC, and FirstEnergy Pennsylvania Electric Company for All of the Necessary Authority, Approvals, and Certificates of Public Convenience for (1) the Agreements and Plans of Merger; (2) the Establishment of FirstEnergy Pennsylvania Holding Company LLC as an Intermediate Holding Company in the Chain of Ownership of FirstEnergy Pennsylvania Electric Company; (3) the Merger of Metropolitan Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company, and West Penn Power Company with and into FirstEnergy Pennsylvania Electric Company; (4) the Initiation by FirstEnergy Pennsylvania Electric Company of Electric Service in All Territories in this Commonwealth where Metropolitan Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company, and West Penn Power Company Do or May Provide Electric Service; (5) the Abandonment by Metropolitan Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company, and West Penn Power Company of All Electric Service in this Commonwealth; (6) the Adoption by FirstEnergy Pennsylvania Electric Company of Metropolitan Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company, and West Penn Power Company's Existing Tariffs and their Application within New Service and Rate Districts of FirstEnergy Pennsylvania Electric Company Corresponding to their Existing Service Territories as the Met-Ed Rate District, Penelec Rate District, Penn Power Rate	<p style="margin: 0;">:</p> <p style="margin: 0;">:</p> <p style="margin: 0;">Docket Nos. A-2023-3038771</p> <p style="margin: 0;">A-2023-3038792</p> <p style="margin: 0;">A-2023-3038793</p> <p style="margin: 0;">A-2023-3038794</p> <p style="margin: 0;">A-2023-3038795</p> <p style="margin: 0;">A-2023-3038807</p> <p style="margin: 0;">A-2023-3038808</p> <p style="margin: 0;">G-2023-3038818</p> <p style="margin: 0;">G-2023-3038819</p> <p style="margin: 0;">G-2023-3038820</p> <p style="margin: 0;">G-2023-3038821</p> <p style="margin: 0;">G-00020956</p>
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District, West Penn Rate District, and The :
 Pennsylvania State University Rate :
 District, Respectively; (7) the sale of Class :
 B Membership Interests in Mid-Atlantic :
 Interstate Transmission, LLC held by Met- :
 Ed and Penelec to FirstEnergy Corp.; (8) :
 the Contribution of West Penn Power :
 Company's Transmission Assets to :
 Keystone Appalachian Transmission :
 Company; (9) a Certificate of Public :
 Convenience Conferring Upon Keystone :
 Appalachian Transmission Company the :
 Status of a Pennsylvania Public Utility; :
 (10) Where Necessary, Associated :
 Affiliated Interest Agreements; and (11) :
 Any Other Approvals Necessary to :
 Complete the Contemplated Transaction :
 :

**NON-DISCLOSURE CERTIFICATE FOR
 CONFIDENTIAL INFORMATION AND MATERIALS**

TO WHOM IT MAY CONCERN:

The undersigned is the _____ of
 _____ (the retaining party). The undersigned has
 read and understands the Protective Order and the required treatment of Proprietary Information.
 The undersigned agrees to be bound by and comply with the terms and conditions of said Protective
 Order.

 SIGNATURE

 NAME (Printed)

ADDRESS

EMPLOYER

District, West Penn Rate District, and The :
 Pennsylvania State University Rate :
 District, Respectively; (7) the sale of Class :
 B Membership Interests in Mid-Atlantic :
 Interstate Transmission, LLC held by Met- :
 Ed and Penelec to FirstEnergy Corp.; (8) :
 the Contribution of West Penn Power :
 Company’s Transmission Assets to :
 Keystone Appalachian Transmission :
 Company; (9) a Certificate of Public :
 Convenience Conferring Upon Keystone :
 Appalachian Transmission Company the :
 Status of a Pennsylvania Public Utility; :
 (10) Where Necessary, Associated :
 Affiliated Interest Agreements; and (11) :
 Any Other Approvals Necessary to :
 Complete the Contemplated Transaction :
 :

**NON-DISCLOSURE CERTIFICATE FOR
 HIGHLY CONFIDENTIAL INFORMATION**

TO WHOM IT MAY CONCERN:

The undersigned is the _____ of
 _____ (the retaining party). The undersigned
 has read and understands the Protective Order and the required treatment of information and
 materials designated as “CONFIDENTIAL” or “HIGHLY CONFIDENTIAL,” as defined in the
 Protective Order. The undersigned agrees to be bound by and comply with the terms and
 conditions of said Protective Order. The undersigned understands and agrees that, pursuant to
 Paragraphs 6, 7, and 8, a party providing HIGHLY CONFIDENTIAL information and materials,
 may seek further protection, including, but not limited to, total prohibition of disclosure as to
 particular individuals, even where Appendix B has been executed.

 SIGNATURE

 NAME (Printed)

ADDRESS

EMPLOYER