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June 15, 2010

VIA ELECTRONIC FILING

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

In re: Dockets Nos. A-2010-2176520 and A-2010-2176732
Joint Application of West Penn Power Company, d/b/a Allegheny Power, Trans
Allegheny Interstate Line Company and FirstEnergy Corporation

Dear Secretary Chiavetta:

Enclosed for filing on behalf of ARIPPA is its Prehearing Memorandum in the above matter. A copy of the electronic filing receipt is enclosed. Copies of the Prehearing Memorandum are being served upon the persons and in the manner set forth on the certificate of service attached to it.

Very truly yours,

THOMAS, LONG, NIESEN & KENNARD

By 
Regina L. Matz

Enclosure

c: Certificate of Service (w/encl.)
Jeff A. McNelly (w/encl.)

100615-Chiavetta (Prehearing Memorandum).wpd

**Before The
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

**Joint Application of West Penn Power :
Company d/b/a Allegheny Power, Trans- :
Allegheny Interstate Line Company and :
FirstEnergy Corp. for a Certificate of : Docket No. A-2010-2176520
Public Convenience Under Section : Docket No. A-2010-2176732
1102(A)(3) of the Public Utility Code :
Approving A Change of Control Of West :
Penn Power Company and Trans- :
Allegheny Interstate Line Company :**

PREHEARING MEMORANDUM OF ARIPPA

AND NOW, comes ARIPPA, by its attorneys, and submits this memorandum in connection with Ordering Paragraph No. 3 of the Prehearing Conference Order dated May 24, 2010 and the Prehearing Conference scheduled to be held in the above captioned matter on June 22, 2010.

Entry on the Service List for ARIPPA

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As a courtesy, ARIPPA also requests parties to include ARIPPA's Executive Director, Jeff A. McNelly, on all parties' electronic service lists, at the following email address:
jamcnelly1@arippa.org.

Possibility of Settlement

ARIPPA has intervened in this proceeding to ensure that proposals by the Joint Applicants or any other parties do not negatively impact the interests of ARIPPA's members, including in their continued sales of energy and capacity to MetEd and Penelec, their receipt of payment for the same in compliance with federal and state law regarding NUG contracts and future compliance with FirstEnergy's NUG stranded cost recovery. ARIPPA believes the above assurances can be achieved through settlement and is willing to participate in settlement discussions with parties.

A Proposed Plan and Schedule of Discovery

ARIPPA is not seeking any modifications to the Commission's discovery rules and regulations. It is willing to abide by the Commission's rules regarding discovery and accommodate the proposed discovery plans and schedules of other parties.

Other Proposed Orders With Respect to Discovery

ARIPPA is not proposing any orders with respect to discovery.

A Proposed Schedule for the Submission of Written Testimony, Conducting A Public Input Hearing, Conducting An In-Person Hearing and Submission of Briefs

ARIPPA is willing to work with the other parties to arrive at a mutually agreeable schedule for the litigation of the proceeding including the submission of written testimony, scheduling of hearings and submission of briefs.

Names, Business Addresses, and Telephone Numbers of Witnesses ARIPPA Expects to Call and the Subject Matter of Each Witness' Testimony

ARIPPA currently does not anticipate the presentation of a witness but respectfully reserves the right to do so. Should ARIPPA call a witness, the subject of the testimony will be the impact of the proposed merger on ARIPPA's members. ARIPPA may also address in

testimony, as may become necessary, any other matter from any other party that may impact ARIPPA's members.


A List of the Issues and Sub-Issues Which ARIPPA Intends to Address and a Statement of ARIPPA's Position on Each Issue

As stated above, ARIPPA has intervened in this proceeding to ensure that proposals by the Joint Applicants or any other parties do not negatively impact the interests of ARIPPA's members, including their continued sales of energy and capacity to MetEd and Penelec, their receipt of payment for the same in compliance with federal and state law regarding NUG contracts, and future compliance with FirstEnergy's NUG stranded cost recovery.

A Statement Describing the Evidence ARIPPA Proposes to Present At Hearing, Relating the Evidence to Each of The Issues and Sub-Issues The Party Intends to Address

As stated above, ARIPPA does not anticipate the presentation of a witness but respectfully reserves the right to do so. ARIPPA may introduce evidence through the presentation of a witness or through the cross examination of other witnesses as the need arises following further review of the filing, discovery, and testimony submitted in the case.

Respectfully submitted,

By  _____

Thomas T. Niesen, Esquire

PA ID 31379

Regina L. Matz, Esquire

PA ID 42498

THOMAS, LONG, NIESEN & KENNARD

212 Locust Street, Suite 500

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Harrisburg, PA 17108-9500

Attorneys for ARIPPA

Dated: June 15, 2010

**Before The
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

**Joint Application of West Penn Power :
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Allegheny Interstate Line Company :**

CERTIFICATE OF SERVICE

I hereby certify that I have this 15th day of June, 2010, served a true and correct copy of the Prehearing Memorandum of ARIPPA, upon the persons listed below via first class mail, postage prepaid, as follows:

Honorable Wayne L. Weismandel
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Honorable Mary D. Long
Administrative Law Judge
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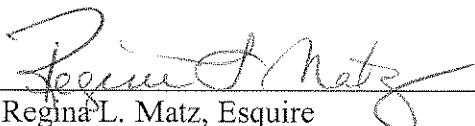
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