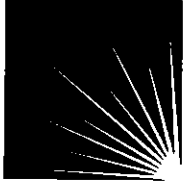


Clean Air Council



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**VIA ELECTRONIC DELIVERY**

June 14, 2010

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

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Wilmington  
Community Service Building  
100 West 10<sup>th</sup> St.  
Suite 106  
Wilmington, DE 19801  
302.691.0112

**RE: Joint Application of West Penn Power Company d/b/a Allegheny Power, Trans-Allegheny Interstate Line Company and First Energy Corp. for a Certificate of Public Convenience Under Section 1102(A)(3) of the Public Utility Code Approving a Change of Control of West Penn Power Company and Trans-Allegheny Interstate Line Company; Docket Nos. A-2010-2176520 and A-2010-2176732**

Dear Secretary Chiavetta:

Enclosed for filing please find the Prehearing Memorandum of the Clean Air Council in the above referenced proceeding. The document was filed electronically with the Commission on this date.

Sincerely,

Joseph Otis Minott, Esq.

Enclosure

cc: Wayne L. Weismandel, Administrative Law Judge  
Mary D. Long, Administrative Law Judge

**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 Corporation for approval of a Change of Control of West Penn Power Company and Trans-Allegheny Interstate Line Company.	:	:
	:	Docket No. A-2010-2176520
	:	and
	:	A-2010-2176732
	:	:

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**PREHEARING MEMORANDUM  
OF THE CLEAN AIR COUNCIL**

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Pursuant to 52 Pa. Code § 5.222 and the Prehearing Conference Order entered on May 24, 2010 by Administrative Law Judge Wayne L. Weismandel, Clean Air Council (“CAC”) submits this Initial Prehearing Conference Memorandum.

1. BACKGROUND

On May 14, 2010, West Penn Power Company (“West Penn”) d/b/a Allegheny Power, Trans-Allegheny Interstate Line Company (“TrAILCo”) and FirstEnergy Corp. (“FirstEnergy”) (Collectively, the “Joint Applicants”) filed a Joint Application to obtain approval of the Pennsylvania Public Utility Commission (“Commission”) for their proposed merger.

On May 24, 2010, Administrative Judge Wayne L. Weismandel issued a Prehearing Conference Order which directed parties to file prehearing conference memoranda on or before June 15, 2010. CAC filed a Petition to Intervene on June 14, 2010. Pursuant to the Administrative Judge’s order, CAC hereby submits its Prehearing Conference Memorandum.

2. COUNSEL

CAC is represented in this matter by:

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Email: echeung@cleanair.org

Pursuant to 52 Pa. Code § 1.54(b)(3) and Paragraph No. 2 of the Prehearing Order, CAC requests that Joseph O. Minott be listed on the service list for CAC. CAC consents to receive service of all documents electronically.

3. SETTLEMENT

CAC is willing to participate in settlement discussions with any party in the above referenced proceeding.

4. DISCOVERY

CAC will cooperate with the other parties in this matter to adopt a reasonable discovery plan and schedule, including any necessary modifications to the Commission's discovery rules. CAC is willing to participate in informal discovery with the other parties.

5. PROCEDURAL SCHEDULE

CAC will cooperate with the other parties in this matter to adopt a reasonable litigation schedule.

6. WITNESSES

CAC has not determined the need for any witnesses at this time and does not expect to present any witnesses in this proceeding. CAC reserves the right to present witnesses as necessary upon proper notice to the Administrative Law Judges and the other involved parties in this matter.

7. ISSUES

The CAC advocates for a level of air quality which protects human health. The CAC avers that the ability to achieve a protective level of air quality depends in substantial part upon the profile of a region's electric generation supply. A competitive market for electric power promotes opportunities for renewable energy generation to grow in the FirstEnergy and Allegheny service territories and other areas of the Commonwealth which would serve to reduce degradation of air quality from electric power. It is averred that the FirstEnergy/Allegheny Joint Application may adversely affect the competitive market so described.

Based upon CAC's initial review of the Joint Applicant's filing, CAC provides the following preliminary list of issues to be investigated:

- a) Whether the proposed merger will result in affirmative public benefits, as required by *City of York v. Pa. PUC*, 295 A.2d 825, 828 (Pa. 1972) and *Popowsky v. Pa. PUC*, 594 Pa. 583, 937 A.2d 1040 (Pa. 2007).

b) Whether the Joint Applicants will make improvements to the environmental performance and regulatory compliance of FirstEnergy, specifically:

i) the adoption and development of additional alternative/clean energy sources;

ii) regulatory compliance plans to address any current violations of environmental law by the company's generating facilities;

iii) plans for future compliance with Pennsylvania's Act 129 requirements and Pennsylvania's Alternative Energy Portfolio Requirements;

iv) a commitment to reducing emissions at generating plants.

c) Whether the Joint Applicants will address the specific needs of its low-income customers as a result of this transaction or will ensure that programs benefiting low income customers, such as the Pennsylvania Low Income Home Energy Assistance

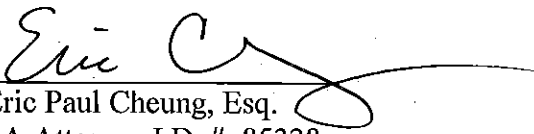
Program (LIHEAP), continue to receive appropriate funding, as required by 52 Pa. C.S. §58.3 Residential Low Income Usage Reduction Programs (LIURP).

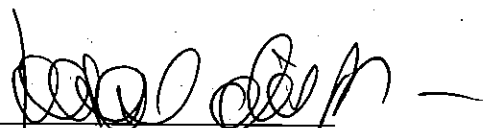
8. EVIDENCE

CAC is reviewing the Joint Application and related materials submitted by the Joint Applicants and will review discovery to determine if it is necessary for CAC to present evidence at the hearing.

Dated: June 15, 2010

Respectfully submitted,

  
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**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of West Penn Power	:	
Company d/b/a Allegheny Power,	:	
Trans-Allegheny Interstate Line Company	:	Docket No. A-2010-2176520
and FirstEnergy Corporation for approval	:	and
of a Change of Control of West Penn	:	A-2010-2176732
Power Company and Trans-Allegheny	:	
Interstate Line Company.	:	

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**CERTIFICATE OF SERVICE**

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I hereby certify that I have this day served a true copy of the foregoing Prehearing Memorandum upon the parties, listed below, in accordance with the requirements of § 1.54 (relating to service by a party).

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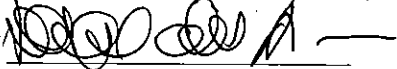
**Service by Federal Express**

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Dated this 14<sup>th</sup> day of June, 2010 -

  
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