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JUL 19 2010

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

July 19, 2010

VIA FEDERAL EXPRESS

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

Re: Joint Application of West Penn Power Company doing business as Allegheny Power, Trans-Allegheny Interstate Line Company and FirstEnergy 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, A-2010-2176732

Dear Secretary Chiavetta:

Enclosed for filing in the above-referenced proceeding are an original and three copies of the Answer of West Penn Power Company, Trans-Allegheny Interstate Line Company, and FirstEnergy Corp. In Opposition To Direct Energy Services' Motion To Dismiss Objections And Compel Response To Its Set I Interrogatories. Pursuant to 52 Pa. Code § 1.11(a)(2), the enclosed Answer shall be deemed filed on July 19, 2010, which is the date it was deposited with Federal Express as shown on the Federal Express delivery receipt.

As evidenced by the attached Certificate of Service, copies of the Answer are being served on the Administrative Law Judges and all parties of record. Also enclosed is an additional copy of this letter and of the Answer, which we request be date-stamped as evidence of filing and returned to us in the stamped, pre-addressed envelope provided.

Very truly yours,



Thomas P. Gadsden

Enclosures

c: Per Certificate of Service (w/encls.)

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**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

JUL 19 2010

**PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU**

**JOINT APPLICATION OF WEST PENN
POWER COMPANY doing business as
ALLEGHENY POWER, TRANS-
ALLEGHENY INTERSTATE LINE
COMPANY AND FIRSTENERGY 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
A-2010-2176732**

**ANSWER OF WEST PENN POWER COMPANY, TRANS-ALLEGHENY INTERSTATE
LINE COMPANY, AND FIRSTENERGY CORP.
IN OPPOSITION TO DIRECT ENERGY SERVICES' MOTION TO DISMISS
OBJECTIONS AND TO COMPEL RESPONSE TO ITS SET I INTERROGATORIES**

Pursuant to 52 Pa. Code § 5.342(g)(1), West Penn Power Company ("West Penn"), Trans-Allegheny Interstate Line Company ("TrAILCo"), and FirstEnergy Corp. ("FirstEnergy"; collectively, the "Companies" or "Joint Applicants") hereby submit this Answer opposing Direct Energy Services' ("Direct Energy") Motion to Dismiss the Companies' Objections to Direct Energy Set I Interrogatory Nos. 1, 2(a), 5(b), 5(c), 5(d), (10)(a)(ii), 13, 14, 17, 18, 19(b)(i), 21, 22 and 24(b) and to Compel the Companies to Answer ("Motion"). A copy of the Interrogatories and Objections was appended to Direct Energy's Motion.

I. INTRODUCTION AND OVERVIEW

On July 12, 2010, the Companies filed Objections to certain Interrogatories propounded by Direct Energy citing the Commission regulations which limit discovery to information relevant to the subject matter of the proceeding, 52 Pa. Code § 5.321, and prohibit discovery which would "cause unreasonable annoyance, embarrassment, oppression, burden or expense" to

a party. 52 Pa. Code § 5.361. As explained below, Direct Energy's Motion should be denied because its Interrogatories request information that is clearly outside the scope of this proceeding and which Direct Energy is not entitled to obtain.

II. RESPONSE TO DIRECT ENERGY'S CONTENTIONS REGARDING SET I INTERROGATORIES 1 AND 2(A)

The Joint Applicants have objected to Direct Energy's Interrogatories on two primary bases, neither of which Direct Energy has demonstrated in its Motion support its requested relief. First, Direct Energy is seeking detailed information about a potential transaction involving West Penn and TrAILCo and an unrelated third-party referred to as "Company A." The transaction with Company A did not take place and is completely unrelated to the relief sought in this proceeding. Thus, any information sought in discovery relating to Company A is neither relevant to this proceeding nor likely to lead to evidence admissible in this proceeding which relates to a different transaction involving a different party.

Direct Energy responds to this relevance objection in the Motion with one sentence saying that the transaction is "relevant to the competitive electricity markets in the Joint Applicants' territories." Motion, p. 2. Direct Energy makes no effort to demonstrate how a transaction that never took place has any impact on competitive electricity in markets anywhere. This proceeding is not about the Commission "picking and choosing" whether control of West Penn and TrAILCo will be acquired by FirstEnergy or Company A. Instead, the fundamental issue in this proceeding is whether FirstEnergy should be authorized to acquire control of West Penn and TrAILCo. Direct Energy's argument that the identity of Company A is relevant to the competitive electricity markets after FirstEnergy acquires such control stretches relevance in the context of discovery too far, particularly in light of two additional facts.

First, Allegheny Energy, Inc., the parent company of West Penn and TrAILCo, entered into an agreement with Company A that expressly prohibits revealing the identity of Company A. To comply with Direct Energy's interrogatories would cause West Penn and TrAILCo to knowingly violate the terms of that agreement and incur potential liability thereunder. Given the absence of any relevance of this requested information, the Commission should be loathe to require the Joint Applicants to reveal the identity of or provide any information about Company A knowing that it will cause West Penn and TrAILCo to be in violation of the terms of a separate business agreement. Second, to require the Joint Applicants to respond to these Direct Energy interrogatories will have a chilling effect on any entities in the future desiring to commence business discussions that could lead to public benefits. This is clearly an undesirable result. It is certainly reasonable to expect that parties exploring possible business transactions that ultimately do not materialize will not be subjected to detailed scrutiny later in regulatory or other proceedings involving entirely separate and actual proposed transactions.

Finally, the Joint Applicants objected to these Direct Energy interrogatories due to the unreasonable burden and expense they would incur in responding to them. While Direct Energy responds that the interrogatories are "not overly complex or detailed," that argument misses the point. It is not the nature of the question that is relevant to this aspect of the Joint Applicants' objection, but the amount of work and cost to be incurred to respond. Here, the Joint Applicants have advised Direct Energy of the massive amount of documents that are potentially responsive to these seemingly simple requests. The Joint Applicants' objection is fully supported by the facts and, given the complete irrelevance of these interrogatories, there is no rational basis supporting why they should be answered in this proceeding.

III. RESPONSE TO DIRECT ENERGY'S CONTENTIONS REGARDING SET I INTERROGATORIES 5(B), 5(C), 5(D), 10(A)(II), 13, 14, 17, 18, 21, 22

The Joint Applicants have also objected to Direct Energy's Interrogatories 5(b), 5(c), 5(d), 10(a)(ii), 13, 14, 17, 18, 21 and 22 because the Interrogatories also seek information that is not relevant to the approvals sought in this proceeding. Among other documents, these Interrogatories seek highly sensitive and competitive information about the percentage of retail market share of the retail marketing affiliates of the Companies (Interrogatories 5(b), 5(c), 5(d), and (10)(a)(ii)), the current marketing plans of those affiliates (Interrogatories 13, 14, 17(a), and 18), and copies of contracts entered into by those affiliates (21 and 22), including material from other jurisdictions (e.g., Ohio) which have no nexus to the Commonwealth of Pennsylvania.

In its Motion, Direct Energy generally contends that the information sought is "relevant and necessary to determine understand [sic] the current state of the market as the starting point for assessing changes to the post-merger market." Motion, pp. 3-4. Regarding the request for information from other jurisdictions, including details about FirstEnergy's experiences with municipal aggregation in Ohio, Direct Energy argues the information is relevant because it "*may* form the basis for a similar post-merger competitive enhancement appropriate in Pennsylvania." *Id.* at 4 (emphasis added).

Direct Energy's generic relevancy arguments are without support and are insufficient to justify the production of such sensitive and competitive information. Information regarding "the current state" of the Pennsylvania retail market, including electric supplier shopping statistics, is readily available.¹ Direct Energy does not address or even attempt to articulate any reason why the available information is insufficient to "understand" or "determine" the current market. Nor does Direct Energy provide any tangible link between the competitive materials it seeks from

¹ <http://www.oca.state.pa.us/Industry/Electric/elecstats/ElectricStats.htm>

other jurisdictions and the findings and approvals sought in this proceeding, a link that is tenuous at best because municipal aggregation programs that the Companies' affiliates may offer in other jurisdictions are pursuant to different statutory provisions which are applicable in only those states. The mere possibility that information on the Companies' programs from other jurisdictions "may" be considered by the Commission should not entitle Direct Energy to obtain highly sensitive commercial and competitive information about those programs.²

Furthermore, the sensitive information at issue here is being requested *by a direct competitor* of the Companies' affiliates. No other parties have sought this information or suggested it is necessary to the findings and approvals sought in this proceeding. The discovery process in a merger proceeding should not be an opportunity for a direct competitor to explore the competitive strategy and business activities of the Joint Applicants' affiliates. Simply put, the Companies' competitor should not be allowed to exploit this proceeding to obtain highly proprietary and valuable business strategies of its competitor which it could not obtain by any other means.

While a protective order has been entered that addresses highly sensitive confidential information, it is not intended to cover all situations. *See* Protective Order ¶9 (providing parties with the right "to seek additional measures of protection for Confidential Information beyond those provided" in the Order). In the light of the failure of Direct Energy to demonstrate the relevance of the information it seeks, and in order to prevent unfair economic harm, the Companies believe that Direct Energy's Motion with respect to these Interrogatories should also be denied.

² Even if the requested aggregation information were relevant, the Public Utilities Commission of Ohio posts information about aggregation programs, including quarterly activity reports. <http://www.puco.ohio.gov/PUCO/StatisticalReports/Report.cfm?id=5740>

IV. RESPONSE TO DIRECT ENERGY'S CONTENTIONS REGARDING SET I INTERROGATORY NO. 19(B)(I)

Direct Energy's Motion with respect to Interrogatory No. 19(b)(i) should be denied because the Interrogatory is overly broad and burdensome. Interrogatory No. 19(b)(i) requires FirstEnergy to identify each employee who provides services to more than one affiliate. In its Motion, Direct Energy argues that its request is "narrow" and that, because the Company should have "controls" in place to prevent cross-subsidization, "the requested information should be readily available." Motion, p. 4. Direct Energy also states that is willing to work with the Companies on an alternative response. *Id.* p. 5.

As explained in the Companies' Objections (p. 3), there are several departments which provide services to more than one affiliate (e.g., communications, records management, human resources, etc.), and this response would require the identification and position of more than 350 individual employees in Pennsylvania and their positions. Thus, the information requested is not "readily available" as Direct Energy contends. Further, in response to Interrogatory No. 19(a), FirstEnergy has already provided information on individuals who have moved from a regulated transmission or distribution company affiliated with FirstEnergy to an unregulated affiliate. Finally, the Companies offered in their Objections to work with Direct Energy on an alternative response, but have received no response other than this Motion. The Companies remain prepared to work with Direct Energy, but, as currently stated, Interrogatory No. 19(b)(i) is overly broad and burdensome.

V. RESPONSE TO DIRECT ENERGY'S CONTENTIONS REGARDING SET I INTERROGATORY NO. 24(B)

Direct Energy's Motion with respect to Interrogatory No. 24(b) should be denied because the Interrogatory is unduly burdensome. Interrogatory No. 24(b) requests that the Companies

produce copies of any information provided previously or provided in the future to the Federal Energy Regulatory Commission (“FERC”). As explained in the Companies’ Objections (p. 3), non-privileged information relating to this proceeding that is provided by the Companies to FERC is readily available on FERC’s website at Docket No. EC10-68-000. In fact, Direct Energy’s affiliate, Direct Energy Business, LLC, has filed a motion to intervene in that proceeding and therefore is well aware of the activities in that docket. Requiring the Companies to provide additional copies to Direct Energy (and other parties in the proceeding) is both unnecessary and unduly burdensome in light of the immediate availability and ease of access to this information through FERC.

VI. CONCLUSION

WHEREFORE, for the reasons set forth above, the Commission should deny Direct Energy's Motion and grant the Companies' Objections to Direct Energy's Set I Interrogatories Nos. 1, 2(a), 5(b), 5(c), 5(d), (10)(a)(ii), 13, 14, 17, 18, 19(b)(i), 21, 22 and 24(b).

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Respectfully submitted,



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BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

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SECRETARY'S BUREAU

JOINT APPLICATION OF WEST PENN :
POWER COMPANY doing business as :
ALLEGHENY POWER, TRANS- :
ALLEGHENY INTERSTATE LINE :
COMPANY AND FIRSTENERGY CORP. :
FOR A CERTIFICATE OF PUBLIC : DOCKET NOS. A-2010-2176520
CONVENIENCE UNDER SECTION : 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 :

CERTIFICATE OF SERVICE

I hereby certify and affirm that I have this day served a copy of the **Answer of West Penn Power Company, Trans-Allegheny Interstate Line Company and FirstEnergy Corp. In Opposition To Direct Energy Services' Motion To Dismiss Objections And Compel Response To Its Set I Interrogatories** on the following persons in the matter specified in accordance with the requirements of 52 Pa. Code § 1.54:

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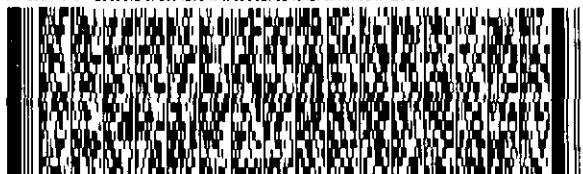
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