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November 24, 2014

Via Electronic Filing

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor
Harrisburg, PA 17120

**Re: Pennsylvania Public Utility Commission v. West Penn Power Company,
Pennsylvania Electric Company, Pennsylvania Power Company, Metropolitan
Edison Company
Docket Nos. R-2014-2428742, R-2014-2428743, R-2014-2428744, R-2014-2428745,
M-2013-2341991, M-2013-2341994, M-2013-2341993, M-2013-2341990**

Dear Secretary Chiavetta:

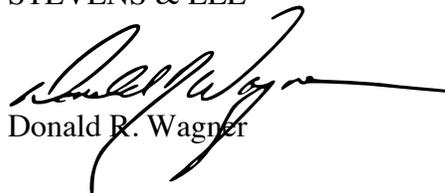
On behalf of Wal-Mart Stores East, LP and Sam's East, Inc. (collectively, "Walmart"), please find enclosed for filing with the Pennsylvania Public Utility Commission ("PaPUC" or "Commission") the Prehearing Memorandum of Wal-Mart Stores East, LP and Sam's East, Inc. in the above-captioned matters.

This document was filed electronically with the Commission on this date. All parties are being served a copy of this document in accordance with the enclosed Certificate of Service.

Please contact me if you have any questions concerning this filing.

Very truly yours,

STEVENS & LEE



Donald R. Wagner

Enclosure

cc: Certificate of Service

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**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Pennsylvania Public Utility Commission	:	Docket Nos.
v.	:	
West Penn Power Company	:	R-2014-2428742; M-2013-2341991
Pennsylvania Electric Company	:	R-2014-2428743; M-2013-2341994
Pennsylvania Power Company	:	R-2014-2428744; M-2013-2341993
Metropolitan Edison Company	:	R-2014-2428745; M-2013-2341990

**PREHEARING MEMORANDUM OF
WAL-MART STORES EAST, LP AND SAM'S EAST, INC.**

Wal-Mart Stores East, LP and Sam's East, Inc. (collectively, "Walmart"), hereby respectfully, by their attorneys, submit this Prehearing Memorandum in connection with the further prehearing conference to be held on November 25, 2014 in the above-captioned matters.

1. On August 4, 2014, Metropolitan Edison Company ("Met-Ed"), Pennsylvania Electric Company ("Penelec"), Pennsylvania Power Company ("Penn Power"), and West Penn Power Company ("West Penn") (collectively, the "FirstEnergy Companies") each filed with the Pennsylvania Public Utility Commission ("PaPUC" or "Commission") a Distribution Base Rate Filing pursuant to Section 1308(d) of the Public Utility Code, 66 Pa.C.S. § 1308(d).

2. By Order entered October 2, 2014, the Commission acted to allow the tariff filings to be suspended by operated of law and instituted an investigation into the lawfulness, justness and reasonableness of FirstEnergy Companies' existing and proposed rates, rules and regulations.

3. A Prehearing Conference was held on October 8, 2014 in Harrisburg, Pennsylvania, at which time a litigation schedule was established and modifications to the Commission's rules of discovery were accepted, among other matters.

4. On October 14, 2014, Walmart filed a Petition to Intervene in the above-captioned rate cases.
5. On October 22, 2014, the Presiding Officers issued a Second Prehearing Order in the above-captioned matters.
6. On November 7, 2014, Walmart's Petition to Intervene was granted.
7. The name, business address and contract information of counsel for Walmart are:

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Walmart agrees to accept electronic service of documents, but asks that electronic service be followed by regular mail service of a paper copy to counsel addressed as set forth above.

8. With respect to the proposed litigation schedule, Walmart will cooperate with the schedule issued by the Presiding Officers for the submission of testimony, hearings and briefs in the Second Prehearing Order, as may be subsequently amended.

9. Walmart anticipates addressing issues related to, but not limited to, cost of equity, revenue requirement, cost of service, revenue allocation, and rate design. Walmart will cooperate with the Presiding Officers and the parties regarding the procedural schedule,

discovery rules and any directive issued by the Presiding Officers in accordance with the Commission's regulations.

10. Walmart expects to sponsor testimony, Direct as well as Rebuttal and Surrebuttal as necessary, to address issues related to, but not limited to, cost of equity, revenue requirement, cost of service, revenue allocation, and rate design. Walmart reserves the right to address other issues that arise through the course of litigation and discovery. Walmart expects to call one witness whose name, business address and contact information is as follows:

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11. Walmart is willing and ready to engage in settlement discussions in an attempt to resolve or narrow the issues in the above-captioned proceedings, with any and all parties.

WHEREFORE, Walmart respectfully submits this Prehearing Conference Memorandum.

Respectfully submitted,

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*Attorneys for Wal-Mart Stores East, LP and Sam's
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Dated: November 24, 2014

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Pennsylvania Public Utility Commission	:	Docket Nos.
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Pennsylvania Power Company	:	R-2014-2428744; M-2013-2341993
Metropolitan Edison Company	:	R-2014-2428745; M-2013-2341990

CERTIFICATE OF SERVICE

I hereby certify that I served a true and correct copy of the Prehearing Memorandum on behalf of Wal-Mart Stores East, LP and Sam’s East, Inc. (collectively, “Walmart”), on the following persons in the matter specified in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a participant):

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Dated: November 24, 2014