

Gary A. Jack  
Senior Corporate Counsel

Telephone: 304.534.7409  
Fax: 330.315.9939  
gjack@firstenergycorp.com

February 5, 2018

**VIA FAX and FEDEX OVERNIGHT**

Ms. Ingrid Ferrell  
Executive Secretary  
Public Service Commission of West Virginia  
201 Brooks Street  
PO Box 812  
Charleston, WV 25323

02:13 PM FEB 06 2018 PSC EXEC SEC DIV

**Re: Monongahela Power Company and The Potomac Edison Company  
Petition for Approval of Generation Resource Transaction and Related Relief  
Case No. 17-0296-E-PC**

Dear Ms. Ferrell:

Monongahela Power Company ("Mon Power") and The Potomac Edison Company ("Companies") have reviewed the Commission's January 26, 2018 Order. As the Commission knows, FERC rejected the application filed by Mon Power and Allegheny Energy Supply Company LLC on January 12, 2018. After further review and consideration, those companies have decided not to file a Request for Rehearing with FERC.

Additionally, the Companies will not accept the conditions included in the Commission Order that would result in Mon Power assuming exposure and significant commodity risk, which is inconsistent with FirstEnergy's announced corporate strategy.

Therefore, the Asset Purchase Agreement between the Companies and Allegheny Energy Supply Company LLC will be terminated in accordance with its terms, and the proposed Transaction will not be consummated. The Companies do not believe that the Commission's requirements for them to file recalculated revenue requirements, proposed tariff sheets, and indemnity agreements, within thirty days of the date of the Order or by Monday, February 26, are needed in light of these circumstances.

We appreciate the Commission's time and effort devoted to review this matter.

Sincerely,



Gary A. Jack  
Senior Corporate Counsel  
WV State Bar No. 1855

cc: Certificate of Service

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**CERTIFICATE OF SERVICE**

I hereby certify that on this 5th day of February 2018, a copy of the foregoing Notice was placed in the U.S. Mail, First Class, to:

John R. Auville, Staff Attorney  
Public Service Commission of WV  
PO Box 812  
Charleston, WV 25323

Carrie M. Harris  
Spilman Thomas & Battle, PLLC  
310 First Street, Suite 1100  
PO Box 90  
Roanoke, VA 24002-0090

Jackie L. Roberts, Director  
Heather B. Osborn, Esquire  
Bobby Lipscomb, Esquire  
Tom White, Esquire  
Consumer Advocate Division  
700 Union Building  
723 Kanawha Boulevard, East  
Charleston, WV 25301

Derrick Price Williamson, Esquire  
Barry A. Naum, Esquire  
Counsel, WVEUG  
Spilman Thomas & Battle, PLLC  
1100 Bent Creek Blvd., Suite 101  
Mechanicsburg, PA 17050

Christopher L. Callas, Esquire  
Nicklaus A. Presley, Esquire  
Jackson Kelly PLLC  
PO Box 553  
Charleston, WV 25322

Evan D. Johns, Esquire  
Counsel, Sierra Club  
Appalachian Mountain Advocates  
415 Seventh Street, Northeast  
Charlottesville, VA 22902

Susan J. Riggs, Esquire  
Counsel, WVEUG  
Spilman Thomas & Battle, PLLC  
Spilman Center  
300 Kanawha Boulevard, East  
Charleston, WV 25301

Mike Becher, Esquire  
Counsel, Sierra Club  
Appalachian Mountain Advocates  
PO Box 507  
Lewisburg, WV 24901

Emmett Pepper, Esquire  
Counsel  
Solar United Neighborhoods and CAG  
1500 Dixie Street  
Charleston, WV 25311

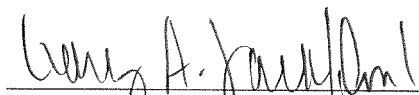
John McCuskey  
Shuman, McCuskey & Slicer, PLLC  
1411 Virginia Street, East  
Suite 200  
Charleston, WV 25301

David B. Hanna, Esquire  
Thomas N. Hanna, Esquire  
Counsel, ESC Harrison County, LLC  
and ESC Brooke County I, LLC  
Hanna & Hanna, PLLC  
PO Box 3967  
Charleston, WV 25339

Michael Soules, Esquire  
Counsel  
Community Power Network/WV Solar  
United Neighborhoods Earthjustice  
1625 Massachusetts Ave. NW Suite 702  
Washington, DC 20036

Benjamin Locke  
Earthjustice  
1617 John F. Kennedy Boulevard  
Suite 1130  
Philadelphia, PA 19103

Jill M. Tauber  
Earthjustice  
1625 Massachusetts Avenue NW  
Suite 702  
Washington, DC 20036

  
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Gary A. Jack