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BEFORE

THE PUBLIC UTILITIES COMMISSION OF OHIO

In the Matter of the Application of Ohio)
Edison Company, The Cleveland Electric)
Illuminating Company, and The Toledo)
Edison Company for Authority to)
Establish a Standard Service Offer)
Pursuant to R.C. § 4928.143 in the form)
of an Electric Security Plan)

Case No. 08-935-EL-SSO

In the Matter of the Application of Ohio)
Edison Company, The Cleveland Electric)
Illuminating Company and The Toledo)
Edison Company for Authority to)
Establish and SSO Price Under a Market)
Rate Offer Pursuant to R.C. § 4928.142)

Case No. 08-936-EL-SSO

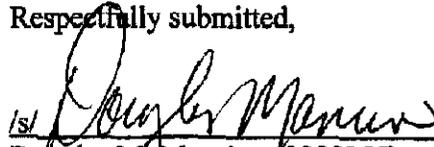
**MOTION TO INTERVENE AND MEMORANDUM IN SUPPORT OF
MORGAN STANLEY CAPITAL GROUP INC.**

Now comes Morgan Stanley Capital Group Inc., who, pursuant to Section 4903.221, Revised Code and Rule 4901-1-11 of the Ohio Administrative Code moves for intervention in the above styled proceeding as a full party of record. The reasons supporting the intervention are contained in the accompanying Memorandum in Support.

By separate motion, a request for admission *Pro Hac Vice* for Gregory K. Lawrence, of the firm of McDermott Will & Emery, LLP, has been filed in the above captioned proceeding. Morgan Stanley Capital Group Inc. asks that if approved he be added to the official service list along with Steven Huhman, Vice President of Morgan Stanley Capital Group Inc. Contact information for the additional counsel and vice president are provided in the attached *Memorandum in Support*.

WHEREFORE, Morgan Stanley Capital Group Inc. respectfully requests that the Commission grant this motion for leave to intervene and that Morgan Stanley Capital Group Inc. be made a full party of record.

Respectfully submitted,


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Morgan Stanley Capital Group Inc.**

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Rate Offer Pursuant to R.C. § 4928.142)

**MEMORANDUM IN SUPPORT OF THE MOTION TO INTERVENE OF
MORGAN STANLEY CAPITAL GROUP INC.**

Section 4903.221, Revised Code and Rule 4901-1-11 of the Ohio Administrative Code, establish the standard for intervention in the above-styled proceeding as a full party of record.

Rule 4901-1-11 of the Ohio Administrative Code states in part:

Upon timely motion, any person shall be permitted to intervene in a proceeding upon a showing that:

(2) The person has a real and substantial interest in the proceeding, and the person is so situated that the disposition of the proceeding may, as a practical matter, impair or impede his or her ability to protect that interest, unless the person's interest is adequately represented by existing parties.

In addition to establishment of a direct interest, the factors that the Public Utilities Commission of Ohio (the "Commission") considers in implementing the above rule are the nature of the intervenor's interest, the extent that interest is represented by existing parties, the intervenor's potential contribution to a just and expeditious resolution of the issues involved,

and whether intervention would result in an undue delay of the proceeding.¹ A review of these factors in light of following facts supports granting Morgan Stanley Capital Group Inc.'s ("MSCG") request for intervention.

MSCG, a wholly-owned subsidiary of Morgan Stanley, is a corporation organized under the laws of Delaware with its principal place of business in New York, New York. Pursuant to its authorization from the Commission to sell wholesale power at market-based rates,² MSCG buys and sells wholesale power in various markets throughout the United States.

In the instant matter, the Ohio Edison Company ("OE"), The Cleveland Electric Illuminating Company ("CEI"), and the Toledo Edison Company ("TE") (collectively, "FirstEnergy" or "FE"), filed an application (the "Application") for authority to establish a Standard Service Offer in the form of an Electric Security Plan pursuant to R.C. § 4928.143 to be effective on January 1, 2009.

MSCG is a potential wholesale provider in the electricity market in the State of Ohio. MSCG has business interests in the State that will be affected by the outcome of the proceeding. As a potential supplier of electric power and energy in the State, MSCG has an interest in the instant proceeding as the Commission assesses whether the Application is consistent with Senate Bill 221, which became law effective July 31, 2008, and makes other decisions that will affect the viability of the competitive electric market in Ohio. MSCG's experience and insights are substantial and unique and cannot adequately be represented by other parties to the proceeding, the outcome of which may be binding and have a substantial and direct impact on MSCG.

This motion for intervention precedes all discovery or other procedural termination dates. The Motion is also being filed more than five days before the hearing deadline established in Rule 4901-1-29. Thus, the intervention is timely and should not unduly delay the instant

¹ See also R.C. 4903.221(B) upon which the above rule is authorized.

² *Morgan Stanley Capital Group Inc.*, 69 FERC ¶ 61,175 (1994).

proceedings. Finally, because of its unique expertise and participation in the competitive retail and wholesale markets in Ohio and across the country, MSCG will be able to assist in the development of a full and complete record to assist the Commission in its consideration of the Application.

WHEREFORE, Morgan Stanley Capital Group Inc. respectfully requests that the Commission grant this motion for leave to intervene and Morgan Stanley Capital Group Inc. be made a fully party of record. For purposes of receiving service in the proceeding, in addition to the undersigned, MSCG requests that the following persons be place on the official service list.

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Respectfully submitted,



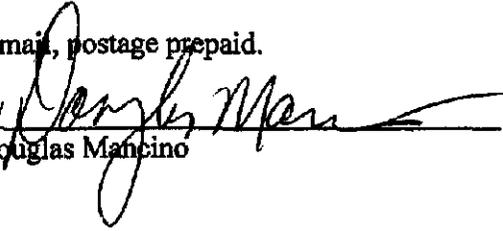
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Attorneys for
Morgan Stanley Capital Group Inc.

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing Motion to Intervene and Memorandum in Support of Morgan Stanley Capital Group Inc.. was served upon the following parties of record this 4th day of September, 2008, via first class mail, postage prepaid.

/s/ 
Douglas Mancino

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