

FILE

BEFORE
THE PUBLIC UTILITIES COMMISSION OF OHIO

In the Matter of the Application of Ohio
Power Company and Columbus Southern
Power Company For Authority to Merge
and Related Approvals.

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Case No. 10-2376-EL-UNC

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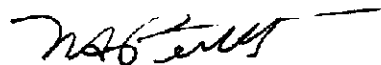
**MOTION FOR LEAVE TO INTERVENE OF
CONSTELLATION NEWENERGY, INC.**

Pursuant to Section 4903.221, Revised Code and Rule 4901-1-11 of the Ohio Administrative Code, Constellation NewEnergy, Inc. ("Constellation" or "CNE") 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, filed contemporaneously with this motion for intervention, is a request for admission *Pro Hac Vice* for Cynthia Fonner Brady, Senior Counsel for Constellation, has been filed in the above-styled proceeding. Constellation asks that if approved she be added to the official service list along with David Fein, who is a representative corporate officer. Contact information for the additional counsel and corporate representative are provided in the attached Memorandum in Support.

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

Respectfully Submitted,



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**MEMORANDUM IN SUPPORT OF
THE MOTION TO INTERVENE OF
CONSTELLATION NEWENERGY, 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. (See also R.C. 4903.221(B) upon which the above rule is authorized). A review of these factors in light of following facts supports granting Constellation's intervention.

Constellation provides electricity and energy-related services to retail customers in Ohio as well as in 15 other states, the District of Columbia and two Canadian provinces and serves more than 15,000 megawatts of load and more than 10,000 customers. CNE holds a certificate as a competitive retail electric supplier ("CRES") from the Commission to engage in the competitive sale of electric service to retail customers in Ohio. CNE currently provides service

to retail electric customers in the Columbus Southern Power and Ohio Power service territories in Ohio. CNE is a subsidiary of Constellation Energy Group, Inc.

On October 18, 2010, Ohio Power Company ("Ohio Power") and Columbus Southern Power Company ("Columbus Southern") filed an application seeking Commission authority to consummate and fully implement a merger of Ohio Power and Columbus Southern Power. The joint applicants indicated that they intended to enter into an agreement and plan of merger which would provide for the merger of Columbus Southern into Ohio Power with Ohio Power being the surviving corporation. Ohio Power, as the surviving corporation, would succeed to and possess and enjoy all of Columbus Southern's rights, privileges, powers and franchises and Ohio Power would become subject to all the restrictions, disabilities, liabilities and duties of Columbus Southern. The joint applicants allege that the merger will produce additional incremental efficiencies that they are not currently able to realize such as eliminating the need to keep two separate sets of records and prepare two separate sets of audited annual financial statements, tax returns, and other financial and regulatory reports. The joint applicants also allege that the additional scale that will result from the merger will provide the merged Company with greater flexibility and, potentially a more efficient basis for meeting the advanced energy portfolio standards in the energy efficiency and peak demand reduction requirements of Ohio law, as well as current and future mandates for environmental controls.

While the joint applicants allege that approval of the merger will not affect Columbus Southern's and Ohio Power's rates, the applicants do indicate it is their intent to blend their retail rates in future proceedings. The Companies are asking for expeditious approval of the merger by the Commission as they will be filing their next Standard Service Offer application soon and also plan to file a general distribution rate case within the next several months.

Constellation has business interests in the State that will be affected by the outcome of the proceeding. As a supplier of electric power and energy in the State, Constellation has an interest in the instant proceeding. Constellation's interest is not being adequately represented by any other party.

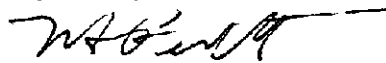
This motion is being filed prior to any deadline yet established. Thus, the intervention is timely and should not unduly delay the instant proceedings. Because of its unique expertise and participation in the competitive retail and wholesale markets in Ohio and across the country, Constellation will be able to assist in the development of a full and complete record to assist the Commission in its consideration of the Application.

WHEREFORE, Constellation respectfully requests that the Commission grant this motion for leave to intervene and that CNE be made a full party of record. For purposes of receiving service in the proceeding, in addition to the undersigned, Constellation requests that the following persons be placed on the official service list:

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Respectfully Submitted,



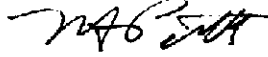
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CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and accurate copy of the foregoing document was served this 28th day of October, 2010 by electronic mail, upon the persons listed below.



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