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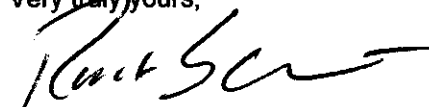
Renee Jenkins  
Secretary  
Public Utilities Commission of Ohio  
180 East Broad Street  
Columbus, OH 43215-3793

RE: In the Matter of the Application for Fremont Energy  
Center LLC, Case No. 00-1527-EL-BGN

Dear Ms. Jenkins:

Please find enclosed one (1) original and (10) ten copies of the Joint Application to Transfer a Certificate to American Municipal Power, Inc. filed on behalf of FirstEnergy Generation Corp. and American Municipal Power, Inc. If you have any questions or require anything further, please do not hesitate to contact me.

Very truly yours,



Robert J. Schmidt, Jr.

RJS:clk  
Enclosures

cc: Rick Giannantonio  
Morgan Parke  
Christopher Schraff

COLUMBUS/1587717v.1

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**BEFORE  
THE OHIO POWER SITING BOARD**

In the Matter of the Application of	:	
Fremont Energy Center LLC for a	:	
Certificate of Environmental Compatibility	:	Case No. 00-1527-EL-BGN
and Public Need for a Merchant,	:	
Combined Cycle, 704 – Megawatt Power	:	
Plant	:	

**JOINT APPLICATION TO TRANSFER A CERTIFICATE  
TO AMERICAN MUNICIPAL POWER, INC.**

Pursuant to R.C. §4906.04, FirstEnergy Generation Corp. ("FirstEnergy"), holder of a Certificate of Environmental Compatibility and Public Need ("Certificate") granted by the Ohio Power Siting Board ("OPSB") to Fremont Energy Center LLC ("Fremont") on May 1, 2001, and transferred to FirstEnergy on March 3, 2008, for the construction of a 704 MW natural gas-fired combined-cycle electric generating facility ("Freemont Energy Center"), and American Municipal Power, Inc. ("AMP"), the proposed transferee (together "Joint Applicants"), jointly move the OPSB for an Order transferring the Certificate for the Fremont Energy Center to AMP. In its Opinion, Order and Certificate, the OPSB approved the construction of the Freemont Energy Center in Sandusky County, near Fremont, Ohio. The generating facility is now approximately ninety nine percent (99%) complete.

FirstEnergy and AMP have entered into an agreement whereby all the assets of this project, including the Certificate, permits and other authorizations necessary for the construction of the Fremont Energy Center, will be transferred to AMP. AMP will promptly complete any remaining construction of the Fremont Energy Center and will do so in full compliance with the terms and conditions of the Certificate issued by the Board on May 1, 2001, as subsequently amended, and as transferred on March 3, 2008. The

attached letter from Jolene Thompson, Senior Vice President of Member Services and External Affairs of AMP, confirms that AMP accepts and will comply with the terms and conditions in the Certificate, as amended.

Ohio Revised Code Section ("R.C.") 4906.04 permits the OPSB to approve a change in ownership of a Certificate where a new third-party entity proposes to acquire the Certificate and the third-party agrees to comply with the terms, conditions and any modifications of a Certificate. AMP has agreed to comply with the Certificate, as amended, and as such meets the requirements for the transfer of the Certificate for the Freemont Energy Center.

WHEREFORE, Joint Applicants respectfully request that pursuant to R.C. §4906.04, the Board find that AMP has agreed to accept the terms and conditions of the Certificate for the Freemont Energy Center and that based on such finding it issue an Order transferring the Certificate to AMP.

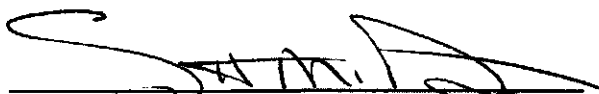
FIRSTENERGY GENERATION CORP



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*Counsel for FirstEnergy Generation Corp.*

AMERICAN MUNICIPAL POWER, INC.



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Email: zkravitz@cwsllaw.com

*Counsel for  
American Municipal Power, Inc.*

## CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing *Joint Application to Transfer a Certificate to American Municipal Power, Inc.* was served via U.S. First Class mail, postage prepaid and/or electronic correspondence on this 23<sup>rd</sup> day of May, 2011 upon the following:

Christopher R. Schraff  
Porter, Wright, Morris, & Arthur  
41 South High St.  
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*Counsel for First Energy Corp.*

  
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Attorney at Law



May 19, 2011

The Honorable Todd Snitchler  
Chairman  
Ohio Power Siting Board  
180 East Broad Street  
Columbus, Ohio 43215-3793

Re: In the Matter of the Application of Fremont Energy Center LLC  
Case No. 00-1527-EL-BGN

Dear Chairman Snitchler:

This letter is filed in support of the Application to Transfer a Certificate to American Municipal Power, Inc. ("AMP") filed May 19, 2011, in the above-referenced matter.

On behalf of AMP, I am authorized to state that AMP, as the proposed transferee of the Certificate issued by the Ohio Power Siting Board on May 1, 2001, to the Fremont Energy Center LLC and transferred to FirstEnergy Generation Corporation on March 3, 2008 (the "Certificate"), pledges to comply with the terms, conditions and modifications contained in the Certificate. As part of fulfilling that commitment, AMP plans to complete the course of construction initiated by FirstEnergy. AMP will ensure that these activities continue immediately following closing and AMP intends to commence commissioning and operation of the facility upon completion of construction.

Sincerely,

Jolene Thompson  
AMP Senior Vice President and OMEA Executive Director

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