

**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)	Case No. 14-1297-EL-SSO
Edison Company for Authority to Provide)	
For a Standard Service Offer Pursuant to)	
R.C. 4928.143 in the Form of an Electric)	
Security Plan		

**MOTION TO INTERVENE OF WAL-MART STORES EAST, LP
AND SAM'S EAST, INC.**

Now comes Wal-Mart Stores East, LP and Sam's East, Inc. (collectively, "Walmart"), by its attorneys, and respectfully moves the Public Utilities Commission of Ohio ("Commission") pursuant to Section 4903.221 of the Ohio Revised Code and Rule 4901-1-11 of the Ohio Administrative Code, for leave to intervene in the above-captioned matter with the full powers and rights granted by the Commission, specifically by statute or by the provisions of the Ohio Administrative Code, to intervening parties.

On August 4, 2014, Ohio Edison Company, The Cleveland Electric Illuminating Company, and The Toledo Edison Company (collectively, "Companies") filed an application for a standard service offer ("SSO") pursuant to Section 4928.141 of the Ohio Revised Code. The Commission adopted a procedural schedule that included October 1, 2014, as the deadline for intervention. Walmart seeks to participate in this proceeding as an intervenor, and its Motion to Intervene in this proceeding is timely filed.

As demonstrated further in the Memorandum in Support attached hereto and incorporated herein, Walmart has a direct, real and substantial interest in the issues and matters involved in the above-captioned proceeding, and is so situated that the disposition of this proceeding may, as a practical matter, impair or impede its ability to protect that interest. Walmart's real and substantial interest in this proceeding is not adequately represented by any other party, and as such, Walmart is entitled to intervene with the full powers and rights granted by the

Commission. Further, Walmart's participation will not unduly delay the proceeding or prejudice any other party thereto.

If this Motion is granted, Walmart will file Motions for Admission *Pro Hac Vice* for Derrick Price Williamson and Jessica K. Burr, of Spilman Thomas & Battle, PLLC, in this proceeding. Walmart requests that, if approved, Mr. Williamson and Ms. Burr be added to the official service list. Additional contact information for counsel and representatives are provided in the attached Memorandum in Support.

WHEREFORE, Walmart respectfully requests this Commission grant its Motion to Intervene for these reasons and those set forth in more detail in the attached Memorandum in Support.

Respectfully submitted,

SPILMAN THOMAS & BATTLE, PLLC

/s/ Lisa M. Hawrot

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Counsel to Wal-Mart Stores East, LP and Sam's East, Inc.

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

On August 4, 2014, Ohio Edison Company, The Cleveland Electric Illuminating Company, and The Toledo Edison Company (collectively, "Companies") filed an application for a standard service offer ("SSO") pursuant to Section 4928.141 of the Ohio Revised Code. The Public Utilities Commission of Ohio ("Commission") adopted a procedural schedule that included October 1, 2014, as the deadline for intervention. Wal-Mart Stores East, LP and Sam's East, Inc. (collectively, "Walmart") seeks to participate in this proceeding as an intervenor and its Motion to Intervene in this proceeding is timely filed.

Section 4903.221 of the Ohio 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. In examining whether a party should be permitted to intervene in a proceeding, the Commission considers, among other factors, the direct interests of the party, whether the intervention by the prospective party will unduly prolong or delay the proceeding, and whether the party will significantly contribute to the full development and equitable resolution of the factual issues. A review of these factors in light of the following facts supports granting Walmart's intervention.

Walmart is a national retailer of goods and services throughout the United States. Walmart has offices at 2001 SE 10th Street, Bentonville, Arkansas 72716-0550. Walmart has

the privilege of providing its retail services in the State of Ohio. Walmart has approximately 59 facilities in the Companies' service territories. These facilities include Supercenters, Sam's Clubs, Discount Stores, distribution centers, and gas stations. Walmart is a large customer of the Companies, purchasing approximately 230 million kWh annually from the Companies. The outcome of this proceeding is likely to (1) impact the price, reliability, and adequacy of the electric service Walmart receives from the Companies to use in its Ohio operations and (2) impact the price paid for electric service by customers who are supplied by competitive suppliers. In other words, Walmart has a direct and substantial interest in the outcome of this proceeding that is unique in that it is a single commercial customer that purchases substantial amounts of electric and related services from the Companies pursuant to multiple accounts. Further, Walmart submits that its participation will not delay the proceeding nor prejudice any parties. Finally, Walmart intends to submit testimony, participate in hearings, and brief issues in a manner that will assist with the development of a full evidentiary record.

Wherefore, Walmart respectfully requests that the Commission grant its Motion to Intervene and that the rights of a full party of record be conferred upon it. For purposes of receiving service in the proceeding, in addition to the undersigned, Walmart requests that the following persons be placed on the official service list:

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Accordingly, Walmart has a real and substantial interest and is entitled to intervene in this action under Ohio Revised Code Section 4903.22.1 and Ohio Administrative Code Rule 4901-1-11.

Respectfully submitted,

SPILMAN THOMAS & BATTLE, PLLC

/s/ Lisa M. Hawrot

By

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E-mail: dwilliamson@spilmanlaw.com
(willing to accept service by e-mail)

Counsel to Wal-Mart Stores East, LP and Sam's East, Inc.

Dated: September 15, 2014

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the foregoing Motion to Intervene and Memorandum in Support, submitted on behalf of Wal-Mart Stores East, LP and Sam's East, Inc., was served by electronic mail, upon the following Parties of Record on this 15th day of September, 2014.

/s/ Lisa M. Hawrot

Lisa M. Hawrot (Ohio Bar ID 0080098)

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Certificate of Service

September 15, 2014

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Summary: Motion Motion to Intervene and Memorandum in Support of Wal-Mart Stores East, LP, and Sam's East, Inc. electronically filed by Derrick P Williamson on behalf of Wal-Mart Stores East, LP and Sam's East, Inc.