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BEFORE
THE PUBLIC UTILITIES COMMISSION OF OHIO

PUCO

In the Matter of the Application of the)
The Toledo Edison Company for Approval) Case No. 05-1258-EL-ATA
Of an Experimental Market-Based Tariff (MBT))

**Ohio Edison Company, The Cleveland Electric Illuminating Company, and The
Toledo Edison Company Memorandum Contra
Air Liquide America Corporation Motion to Intervene**

Comes now The Toledo Edison Company ("Company"), by counsel, and hereby files its Memorandum Contra Air Liquide America Corporation ("Air Liquide") Motion to Intervene in the aforementioned proceeding.

Air Liquide filed a motion to intervene in this proceeding on November 23, 2005. The Companies oppose the intervention of Air Liquide. First, Air Liquide has not participated in the Real Time Pricing tariff in the past, which the Market-Based Tariff is designed to replace.

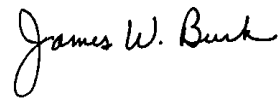
Second, the Market-Based Tariff proposed by the Companies in this proceeding is purely optional on the part of the customer. No customer is compelled or required to take service under the tariff, but the tariff does offer customers the ability to experiment with market-based rates on a different basis than offered under other Company standard service offer rate schedules. If Air Liquide disagrees with the provisions of the Market-Based Tariff, it simply may choose not to participate. It is not harmed by the Company's proposed tariff.

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Exhibit Ann Date Processed 12/8/05

Finally, it is not uncommon for the Commission to deny interventions, where, as here, no hearing is required. Time is of the essence to have the Market-Based Tariff approved so that it is available to customers in January 2006 to avoid a gap between the expiration of the Real Time Pricing tariff and the effective date of the new Market-Based Tariff.

The Company urges the Commission to deny Air Liquide's motion to intervene and to approve at its earliest convenience the Market-Based Tariff as proposed by the Company.

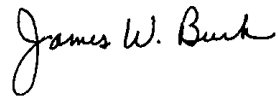
Respectfully submitted,



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CERTIFICATE OF SERVICE

THIS IS TO CERTIFY that a copy of the foregoing Memorandum Contra Motion to Intervene was served by regular U.S. Mail, postage prepaid, upon the attached service list, this 8th day of December, 2005.



James W. Burk
Senior Attorney

Service List

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