

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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In re:	) Chapter 11
	)
FRIENDLY ICE CREAM	) Case No. 11-13167 (KG)
CORPORATION, et al.,	)
	) Jointly Administered
Debtors.	)
	) Re: Docket Nos. 14, 55
	)
	) Objection Deadline: 10/17/11, 4:00 p.m.
	) Hearing Date: 10/24/11, 3:00 p.m.
	)

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**JOINDER OF JERSEY CENTRAL POWER & LIGHT COMPANY,  
 METROPOLITAN EDISON COMPANY, POTOMAC EDISON COMPANY, AND  
 FIRSTENERGY SOLUTIONS CORP. TO THE OBJECTION  
 OF CERTAIN UTILITY COMPANIES TO THE DEBTORS' MOTION FOR  
 ENTRY OF INTERIM AND FINAL ORDERS DETERMINING ADEQUATE  
ASSURANCE OF PAYMENT FOR FUTURE UTILITY SERVICES**

Jersey Central Power & Light Company ("JCP&L"), Metropolitan Edison Company ("Met-Ed"), Potomac Edison Company ("Potomac Edison") and FirstEnergy Solutions Corp. ("FES") (collectively, the "Joinder Utilities"), by counsel, hereby join in the *Objection of Certain Utility Companies* (the "Objection") to the *Debtors' Motion For Entry of Interim and Final Orders Determining Adequate Assurance of Payment For Future Utility Services* (the "Utility Motion"), and set forth the following:

**Introduction**

The Joinder Utilities adopt and incorporate by reference herein the *Introduction* section set forth in the Objection.

**Facts**

The Joinder Utilities adopt and incorporate by reference herein the *Facts* section set forth in the Objection.

**Facts Concerning the Utilities**

1. The Joinder Utilities adopt and incorporate by reference herein the *Facts Concerning the Utilities* section set forth in the Objection.

2. In order to avoid the need to bring witnesses and have lengthy testimony regarding the Joinder Utilities' regulated billing cycles, the Joinder Utilities request that this Court, pursuant to Rule 201 of the Federal Rules of Evidence, take judicial notice of the Joinder Utilities' billing cycles. Pursuant to the foregoing request and based on the voluminous size of the applicable documents, the Joinder Utilities are providing the following web site links to their tariffs:

JCP&L:

[http://www.firstenergycorp.com/Residential\\_and\\_Business/Customer\\_Choice/Tariff\\_Information/New\\_Jersey\\_Tariffs.html](http://www.firstenergycorp.com/Residential_and_Business/Customer_Choice/Tariff_Information/New_Jersey_Tariffs.html)

Met-Ed:

[http://www.firstenergycorp.com/Residential\\_and\\_Business/Customer\\_Choice/Tariff\\_Information/Pennsylvania\\_Tariffs.html](http://www.firstenergycorp.com/Residential_and_Business/Customer_Choice/Tariff_Information/Pennsylvania_Tariffs.html)

Potomac Edison:

<http://www.allegHENypower.com/Tariffs/MD/Attachments/MDRetailTariff.pdf>

**Facts Concerning FES**

3. Pursuant to the COSE Electric Program Agreement

between the Debtors and FES and COSE Terms and Conditions (collectively, the "Agreement"), FES provided the Debtors with prepetition electric generation service and has continued to provide the Debtor with electric generation service since the Petition Date.

4. Under the billing cycle established by the terms of the Agreement, the Debtors receive approximately one month of utility goods and/or services before FES issues a bill for such charges.

Once a bill is issued, the Debtor has thirty (30) days from the date of issuance to pay the applicable bill. If the Debtor fails to timely pay the bill by the due date of the bill, a late fee may be imposed on the account. If the Debtor fails to pay the bill after fourteen (14) days' written notice from FES, FES has the right to terminate the Agreement and cease providing electricity generation service to the Debtors. Accordingly, under the FES billing cycle with the Debtors, the Debtors could receive more than two months of electricity from FES before FES could take action for a post-petition payment default.

5. Subject to a reservation of the Joinder Utilities' rights to supplement its post-petition deposit request if additional accounts belonging to the Debtors are subsequently identified, the Joinder Utilities' estimated prepetition debt and post-petition deposit requests are as follows:

<u>Utility</u>	<u>No. of Accts.</u>	<u>Est. Prepet. Debt</u>	<u>Dep. Request</u>
JCP&L	2	\$1,518.03	\$3,610 (2-month)
Med-Ed	4	\$43,683.32	\$57,044 (2-month)
Potomac Edison	1	n/a	\$5,756 (2-month)
FES	7	\$9,176.00	\$22,100 (2-month)

6. Potomac Edison held a prepetition deposit of \$4,544 on the Debtors' prepetition accounts that it recouped against the Debtors' prepetition debt pursuant to Section 366(c)(4) of the Bankruptcy Code. After recoupment, there is a remaining deposit of \$2,751.72 that can be applied to Potomac Edison's post-petition deposit request.

#### Discussion

The Joinder Utilities incorporate and adopt by reference the legal and factual arguments set forth in the Objection.

WHEREFORE, the Joinder Utilities respectfully request that this Court enter an order:

1. Denying the Utility Motion as to the Joinder Utilities;
2. Awarding the Joinder Utilities the post-petition adequate assurance of payment pursuant to Section 366 in the amount and form satisfactory to the Joinder Utilities; and
3. Providing such other and further relief as the Court deems just and appropriate.

Dated: October 17, 2011

**McCARTER & ENGLISH, LLP**

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