

# SECURITIES AND EXCHANGE COMMISSION

## FORM POS AMC

Post-effective amendments for application or declaration

Filing Date: **1994-03-02**  
SEC Accession No. **0000067646-94-000015**

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### FILER

#### **MONONGAHELA POWER CO /OH/**

CIK: **67646** | IRS No.: **135229392** | State of Incorp.: **OH** | Fiscal Year End: **1231**  
Type: **POS AMC** | Act: **35** | File No.: **070-06179** | Film No.: **94514250**  
SIC: **4911** Electric services

Mailing Address  
*ALLEGHENY POWER  
SERVICE CORP  
800 CABIN HILL DR  
GREENSBURG PA 15601*

Business Address  
*1310 FAIRMONT AVE  
FAIRMONT WV 26555  
3043663000*

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 5

TO

APPLICATION OR DECLARATION

UNDER

THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

Monongahela Power Company  
1310 Fairmont Avenue  
Fairmont, WV 26554

The Potomac Edison Company  
10435 Downsville Pike  
Hagerstown, MD 21740-1766

West Penn Power Company  
800 Cabin Hill Drive  
Greensburg, PA 15601

(Name of company or companies filing this statement and addresses  
of principal executive offices)

Allegheny Power System, Inc.

(Name of top registered holding company parent of each applicant  
or declarant)

Nancy H. Gormley, Esq.  
Allegheny Power System, Inc.  
12 East 49th Street  
New York, NY 10017

(Name and address of agent for service)

The undersigned Applicants hereby amend their Application or Declaration as previously amended as follows:

1. The Applicants hereby amend Item 6. Exhibits and Financial Statements, by filing the following:

(b) Financial Statements as of December 31, 1993

- 1-A(i) Balance sheets of Monongahela per books and pro forma.
- 2-A(i) Balance sheets of Potomac Edison per books and pro forma.
- 3-A(i) Balance sheets of West Penn per books and pro forma.
- 4-A(i) APS and subsidiaries consolidated balance sheet, per books and pro forma.
- 1-B(i) Statements of income and retained earnings of Monongahela per books and pro forma.
- 2-B(i) Statements of income and retained earnings of Potomac Edison per books and pro forma.
- 3-B(i) Statements of income and retained earnings of West Penn per books and pro forma.
- 4-B(i) APS and subsidiaries consolidated statements of income and retained earnings, per books and pro forma.

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the undersigned companies have duly caused this statement to be signed on their behalf by the undersigned

thereunto duly authorized.

MONONGAHELA POWER COMPANY

By NANCY H. GORMLEY  
Nancy H. Gormley  
Counsel

THE POTOMAC EDISON COMPANY

By NANCY H. GORMLEY  
Nancy H. Gormley  
Counsel

WEST PENN POWER COMPANY

By NANCY H. GORMLEY  
Nancy H. Gormley  
Counsel

Dated: March 2, 1994

CONTENTS

Statement  
No.

Balance sheets at December 31, 1993, and pro forma giving effect as at that date to the adjustments set forth herein:

Monongahela Power Company	1-A(i)
The Potomac Edison Company	2-A(i)
West Penn Power Company and Subsidiaries	3-A(i)
Allegheny Power System, Inc. and Subsidiaries	4-A(i)

Statements of income and retained earnings for twelve months ended December 31, 1993, and pro forma giving effect as at beginning of period to the adjustments set forth herein:

Monongahela Power Company	1-B(i)
The Potomac Edison Company	2-B(i)
West Penn Power Company and Subsidiaries	3-B(i)
Allegheny Power System, Inc. and Subsidiaries	4-B(i)

These financial statements have been prepared for Form U-1 purposes and are unaudited.

Reference is made to the Notes to Financial Statements in the Allegheny Power System companies combined Annual Report on Form 10-K for the year ended December 31, 1992, and to the Form 10-Q's for the quarters ended March 31, 1993, June 30, 1993, and September 30, 1993.

The income statements do not reflect any additional income from investments which may be made with the proceeds from the transactions set forth in this application-declaration.

Statement 1-A(i)

MONONGAHELA POWER COMPANY

BALANCE SHEET - DECEMBER 31, 1993 PER BOOKS AND PRO FORMA GIVING EFFECT AS AT THAT DATE TO THE ADJUSTMENTS SET FORTH HEREIN

<TABLE>  
<CAPTION>

	Per Books	(Thousands) Adjustments*	Pro Forma
Assets			
Property, plant, and equipment:			
<S>	<C>		<C>
At original cost	1,684,322		1,684,322
Accumulated depreciation	(664,947)		(664,947)

</TABLE>  
<TABLE>

Investments and other assets:  
Allegheny Generating Company -

<S>	<C>	<C>	<C>
common stock at equity	61,698		61,698
Other	595		595
</TABLE>			
<TABLE>			
Current assets:			
<S>	<C>	<C>	<C>
Cash	135	(24,385) (1)	
		24,250 (2)	
</TABLE>			
<TABLE>			
Accounts receivable:			
<S>	<C>		<C>
Electric service	50,079		50,079
Affiliated and other	14,596		14,596
Allowance for uncollectible accounts	(1,084)		(1,084)
Materials and supplies--at average cost:			
Operating and construction	22,393		22,393
Fuel	19,904		19,904
Prepaid taxes	19,788		19,788
Deferred power costs	10,823		10,823
Other	3,772		3,772
</TABLE>			
<TABLE>			
Deferred charges:			
<S>	<C>	<C>	<C>
Regulatory assets	162,842		162,842
Unamortized loss on reacquired debt	12,229	125 (1)	12,354
Other	10,308	750 (2)	11,058
</TABLE>			
<TABLE>			
<S>	<C>	<C>	<C>
Total Assets	1,407,453	740	1,408,193
</TABLE>			

\*Adjustments:

- (1) Proposed retirement by the Company of \$25,000,000 principal amount of existing Pollution Control Revenue Bonds, plus optional redemption premium.
- (2) Proposed sale by the Company of \$25,000,000 principal amount of New Pollution Control Revenue Bonds, less estimated issuance expenses.

Statement 1-A(i)  
(continued)

MONONGAHELA POWER COMPANY

BALANCE SHEET - DECEMBER 31, 1993 PER BOOKS  
AND PRO FORMA GIVING EFFECT AS AT THAT DATE  
TO THE ADJUSTMENTS SET FORTH HEREIN

<TABLE>  
<CAPTION>

	(Thousands)	
Per Books	Adjustments*	Pro Forma

Capitalization and Liabilities

Capitalization:

Common stock:

Common stock - par value \$50 per share,  
authorized 8,000,000 shares, outstanding  
5,891,000 shares (no change)

<S>	<C>	<C>	<C>	<C>
since 1-1-93)	294,550			294,550
Other paid-in capital (no change since 1-1-93)	2,994			2,994
Retained earnings	185,486			185,486
</TABLE>				
<TABLE>				
Preferred stock:				
Cumulative preferred stock - par value \$100 per share, authorized 1,500,000 shares, outstanding 640,000 shares:				
<S>	<C>			<C>
Not subject to mandatory redemption	64,000			64,000
</TABLE>				
<TABLE>				
<S>	<C>	<C>	<C>	<C>
Long-term debt	460,129	(25,000)	(1)	460,129
		25,000	(2)	
</TABLE>				
<TABLE>				
Current liabilities:				
<S>	<C>	<C>	<C>	<C>
Short-term debt	63,100	740	(1)	63,840
Accounts payable	31,752			31,752
Accounts payable to affiliates	8,184			8,184
Taxes accrued - Other	21,261			21,261
Interest accrued	10,641			10,641
Other	18,994			18,994
</TABLE>				
<TABLE>				
Deferred credits and other liabilities:				
<S>	<C>			<C>
Unamortized investment credit	26,883			26,883
Deferred income taxes	192,466			192,466
Regulatory liabilities	19,179			19,179
Other	7,834			7,834
</TABLE>				
<TABLE>				
<S>	<C>	<C>	<C>	<C>
Total Capitalization and Liabilities	1,407,453	740		1,408,193
</TABLE>				

Statement 2-A(i)

THE POTOMAC EDISON COMPANY

BALANCE SHEET - DECEMBER 31, 1993 PER BOOKS  
AND PRO FORMA GIVING EFFECT AS AT THAT DATE  
TO THE ADJUSTMENTS SET FORTH HEREIN

<TABLE>  
<CAPTION>

	Per Books	(Thousands) Adjustments*	Pro Forma
Assets			
Property, plant, and equipment:			
<S>	<C>		<C>
At original cost	1,857,961		1,857,961
Accumulated depreciation	(632,269)		(632,269)
</TABLE>			
<TABLE>			

Investments and other assets:

Allegheny Generating Company -				
<S>	<C>		<C>	
common stock at equity	63,983			63,983
Other	819			819

</TABLE>

<TABLE>

Current assets:

<S>	<C>	<C>	<C>	<C>
Cash	1,489	(21,105)	(1)	754
		20,370	(2)	
Accounts receivable:				
Electric service	45,782			45,782
Affiliated and other	6,383			6,383
Allowance for uncollectible accounts	(1,207)			(1,207)
Notes receivable from affiliates	4,600			4,600
Materials and supplies--at average cost:				
Operating and construction	26,153			26,153
Fuel	18,596			18,596
Prepaid taxes	12,523			12,523
Other	4,000			4,000

</TABLE>

<TABLE>

Deferred charges:

<S>	<C>	<C>	<C>	<C>
Regulatory assets	76,962			76,962
Unamortized loss on reacquired debt	9,188	105	(1)	9,293
Other	24,800	630	(2)	25,430

</TABLE>

<TABLE>

<S>	<C>		<C>
Total Assets	1,519,763		1,519,763

</TABLE>

\*Adjustments:

- (1) Proposed retirement by the Company of \$21,000,000 principal amount of existing Pollution Control Revenue Bonds, plus optional redemption premium.
- (2) Proposed sale by the Company of \$21,000,000 principal amount of New Pollution Control Revenue Bonds, less estimated issuance expenses.

Statement 2-A(i)  
(continued)

THE POTOMAC EDISON COMPANY

BALANCE SHEET - DECEMBER 31, 1993 PER BOOKS  
AND PRO FORMA GIVING EFFECT AS AT THAT DATE  
TO THE ADJUSTMENTS SET FORTH HEREIN

<TABLE>

<CAPTION>

	Per Books	(Thousands) Adjustments*	Pro Forma
Capitalization and Liabilities			
Capitalization:			
Common stock:			
Common stock - no par value, authorized			
23,000,000 shares, outstanding			
22,385,000 shares (issued 2,500,000			
<S>	<C>		<C>
shares since 1-1-93)	447,700		447,700
Other paid-in capital (no change			
since 1-1-93)	2,714		2,714
Retained earnings	176,053		176,053



</TABLE>				
<TABLE>				
Preferred stock:				
Cumulative preferred stock - par value				
\$100 per share, authorized 5,400,046				
shares, outstanding 639,784 shares:				
<S>		<C>		<C>
Not subject to mandatory redemption		36,378		36,378
Subject to mandatory redemption		26,400		26,400
</TABLE>				
<TABLE>				
<S>		<C>	<C>	<C>
Long-term debt		517,910	(21,000) (1)	517,910
			21,000 (2)	
</TABLE>				
<TABLE>				
Current liabilities:				
Long-term debt and preferred stock				
<S>		<C>		<C>
due within one year		17,200		17,200
Accounts payable		41,986		41,986
Accounts payable to affiliates		15,606		15,606
Taxes accrued:				
Federal and state income		2,970		2,970
Other		13,552		13,552
Interest accrued		8,632		8,632
Other		22,445		22,445
</TABLE>				
<TABLE>				
Deferred credits and other liabilities:				
<S>		<C>		<C>
Unamortized investment credit		30,308		30,308
Deferred income taxes		133,027		133,027
Regulatory liabilities		18,490		18,490
Other		8,392		8,392
</TABLE>				
<TABLE>				
	<S>	<C>		<C>
	Total Capitalization and Liabilities	1,519,763		1,519,763
</TABLE>				

Statement 3-A(i)

WEST PENN POWER COMPANY AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEET - DECEMBER 31, 1993 PER BOOKS  
AND PRO FORMA GIVING EFFECT AS AT THAT DATE  
TO THE ADJUSTMENTS SET FORTH HEREIN

<TABLE>  
<CAPTION>

	Per Books	(Thousands) Adjustments*	Pro Forma
Assets			
Property, plant, and equipment:			
<S>	<C>		<C>
At original cost	2,803,811		2,803,811
Accumulated depreciation	(962,623)		(962,623)

</TABLE>  
<TABLE>

Investments and other assets:  
Allegheny Generating Company -

<S>	<C>	<C>
common stock at equity	102,830	102,830
Other	1,537	1,537

</TABLE>

<TABLE>

Current assets:

<S>	<C>	<C>	<C>
Cash and temporary cash investments	565	(31,120)	(1)
		30,555	(2)

</TABLE>

<TABLE>

Accounts receivable:

<S>	<C>	<C>
Electric service	95,696	95,696
Affiliated and other	22,372	22,372
Allowance for uncollectible accounts	(1,126)	(1,126)
Notes receivable from affiliates	24,900	24,900
Materials and supplies--at average cost:		
Operating and construction	36,030	36,030
Fuel	32,892	32,892
Prepaid and other	17,954	17,954

</TABLE>

<TABLE>

Deferred charges:

<S>	<C>	<C>	<C>
Regulatory assets	331,755		331,755
Unamortized loss on reacquired debt	11,645	158	(1) 11,803
Other	26,525	945	(2) 27,470

</TABLE>

<TABLE>

<S>	<C>	<C>	<C>
Total Assets	2,544,763	538	2,545,301

</TABLE>

\*Adjustments:

- (1) Proposed retirement by the Company of \$31,500,000 principal amount of existing Pollution Control Revenue Bonds, plus optional redemption premium.
- (2) Proposed sale by the Company of \$31,500,000 principal amount of New Pollution Control Revenue Bonds, less estimated issuance expenses.

Statement 3-A(i)  
(continued)

WEST PENN POWER COMPANY AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEET - DECEMBER 31, 1993 PER BOOKS  
AND PRO FORMA GIVING EFFECT AS AT THAT DATE  
TO THE ADJUSTMENTS SET FORTH HEREIN

<TABLE>

<CAPTION>

	Per Books	(Thousands) Adjustments*	Pro Forma
Capitalization and Liabilities			

Capitalization:

Common stock:

Common stock - no par value, authorized  
28,902,923 shares, outstanding  
22,361,586 shares (issued 5,000,000  
<S>

<C>

<C>

shares since 1-1-93)	425,994			425,994
Other paid-in capital (decrease of \$145,000 since 1-1-93)	55,687			55,687
Retained earnings	412,288			412,288
</TABLE>				
<TABLE>				
Preferred stock:				
Cumulative preferred stock - par value \$100 per share, authorized 3,097,077 shares, outstanding 1,497,077 shares:				
<S>	<C>			<C>
Not subject to mandatory redemption	149,708			149,708
</TABLE>				
<TABLE>				
<S>	<C>	<C>	<C>	<C>
Long-term debt	782,369	(31,500)	(1)	782,369
		31,500	(2)	
</TABLE>				
<TABLE>				
Current liabilities:				
<S>	<C>	<C>	<C>	<C>
Short-term debt		538	(1)	538
Accounts payable	105,493			105,493
Accounts payable to affiliates	9,451			9,451
Taxes accrued:				
Federal and state income	11,533			11,533
Other	22,823			22,823
Interest accrued	13,855			13,855
Other	20,954			20,954
</TABLE>				
<TABLE>				
Deferred credits and other liabilities:				
<S>	<C>			<C>
Unamortized investment credit	55,524			55,524
Deferred income taxes	424,000			424,000
Regulatory liabilities	40,834			40,834
Other	14,250			14,250
</TABLE>				
<TABLE>				
<S>	<C>	<C>	<C>	<C>
Total Capitalization and Liabilities	2,544,763	538		2,545,301
</TABLE>				

ALLEGHENY POWER SYSTEM, INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEET - DECEMBER 31, 1993  
PER BOOKS AND PRO FORMA GIVING EFFECT AS AT  
THAT DATE TO THE ADJUSTMENTS SET FORTH HEREIN

Statement 4-A(i)

<TABLE>  
<CAPTION>

	Per Books	(Thousands) Adjustments*	Pro Forma
Assets			
Property, plant, and equipment:			
<S>	<C>		<C>
At original cost	7,176,847		7,176,847
Accumulated depreciation	(2,388,758)		(2,388,758)
	4,788,089		4,788,089

</TABLE>

<TABLE>

Investments and other assets:

Subsidiaries consolidated--excess of cost

<S>	<C>	<C>	<C>	<C>
over book equity at acquisition	15,077			15,077
Securities of associated company--at cost, which approximates equity	1,250			1,250
Other	24,357			24,357
	40,684			40,684

</TABLE>

<TABLE>

Current assets:

<S>	<C>	<C>	<C>	<C>
Cash and temporary cash investments	2,417	(76,610)	(1)	982
Accounts receivable:		75,175	(2)	
Electric service	191,557			191,557
Other	7,736			7,736
Allowance for uncollectible accounts	(3,418)			(3,418)
Materials and supplies--at average cost:				
Operating and construction	86,766			86,766
Fuel	71,392			71,392
Prepaid taxes	43,139			43,139
Deferred power costs	14,054			14,054
Other	10,391			10,391
	424,034	(1,435)		422,599

</TABLE>

<TABLE>

Deferred charges:

<S>	<C>	<C>	<C>	<C>
Regulatory assets	577,817			577,817
Unamortized loss on reacquired debt	44,435	388	(1)	44,823
Other	74,109	2,325	(2)	76,434
	696,361	2,713		699,074

</TABLE>

<TABLE>

<S>	<C>	<C>	<C>	<C>
Total Assets	5,949,168	1,278		5,950,446

</TABLE>

Capitalization and Liabilities

<TABLE>

Capitalization:

<S>	<C>	<C>	<C>	<C>
Common stock	147,079			147,079
Other paid-in capital	931,063			931,063
Retained earnings	877,673			877,673
	1,955,815			1,955,815

</TABLE>

<TABLE>

Preferred stock:

<S>	<C>	<C>	<C>	<C>
Not subject to mandatory redemption	250,086			250,086
Subject to mandatory redemption	26,400			26,400
		(77,500)	(1)	
Long-term debt of subsidiaries	2,008,104	77,500	(2)	2,008,104
	4,240,405	0		4,240,405

</TABLE>

<TABLE>

Current liabilities:

<S>	<C>	<C>	<C>	<C>
Short-term debt	130,636	1,278		131,914
Long-term debt and preferred stock due within one year	27,200			27,200

Accounts payable	187,690		187,690
Taxes accrued:			
Federal and state income	14,689		14,689
Other	57,758		57,758
Interest accrued	38,626		38,626
Other	73,467		73,467
	530,066	1,278	531,344

</TABLE>

<TABLE>

Deferred credits and other liabilities:

<S>	<C>		<C>
Unamortized investment credit	166,328		166,328
Deferred income taxes	873,695		873,695
Regulatory liabilities	107,372		107,372
Other	31,302		31,302
	1,178,697		1,178,697

</TABLE>

<TABLE>

<S>	<C>	<C>	<C>
Total Capitalization and Liabilities	5,949,168	1,278	5,950,446

</TABLE>

\*Adjustments:

- (1) Proposed retirement by the subsidiaries of \$77,500,000 principal amount of existing Pollution Control Revenue Bonds, plus optional redemption premium.
- (2) Proposed sale by the subsidiaries of \$77,500,000 principal amount of New Pollution Control Revenue Bonds, less estimated issuance expenses.

Statement 1-B(i)

MONONGAHELA POWER COMPANY

STATEMENT OF INCOME FOR YEAR ENDED DECEMBER 31, 1993

PER BOOKS AND PRO FORMA GIVING EFFECT AS AT BEGINNING OF PERIOD

TO THE ADJUSTMENTS SET FORTH HEREIN

<TABLE>

<CAPTION>

	(Thousands)		
	Per Books	Adjustments*	Pro Forma
<S>	<C>		<C>
ELECTRIC OPERATING REVENUES	641,844		641,844

</TABLE>

<TABLE>

OPERATING EXPENSES:

Operation:

<S>	<C>	<C>	<C>
Fuel	144,408		144,408
Purchased power and exchanges, net	155,602		155,602
Deferred power costs, net	(2,489)		(2,489)
Other	66,506		66,506
Maintenance	67,770		67,770
Depreciation	56,056		56,056
Taxes other than income taxes	34,076		34,076
Federal and state income taxes	33,612	176	33,788
Total Operating Expenses	555,541	176	555,717
Operating Income	86,303	(176)	86,127

</TABLE>

<TABLE>

OTHER INCOME AND DEDUCTIONS:

Allowance for other than borrowed funds

<S>	<C>	<C>	<C>
used during construction	3,092		3,092

Other income, net	7,203		7,203
Total Other Income and Deductions	10,295		10,295
Income Before Interest Charges	96,598	(176)	96,422

</TABLE>

<TABLE>

INTEREST CHARGES:

<S>	<C>	<C>	<C>
Interest on first mortgage bonds	29,427		29,427
Interest on other long-term obligations	6,128	(438)	5,690
Other interest	2,033		2,033
Allowance for borrowed funds used during construction	(2,688)		(2,688)
Total Interest Charges	34,900	(438)	34,462

</TABLE>

<TABLE>

<S>	<C>	<C>	<C>
Net Income	61,698	262	61,960

</TABLE>

<TABLE>

\*Adjustments:

Retirement of \$25,000,000 existing Pollution Control Revenue Bonds -			
<S>			<C>
interest rate of 7.75%			1,938
Sale of \$25,000,000 New Pollution Control Revenue Bonds -			
assumed rate of 6%			1,500
Decrease in interest on Pollution Control Revenue Bonds			438
Increase in federal and state income taxes			176
Increase in Net Income			262

</TABLE>

Statement 1-B(i)  
(continued)

MONONGAHELA POWER COMPANY

STATEMENT OF RETAINED EARNINGS  
FOR YEAR ENDED DECEMBER 31, 1993

<TABLE>

<CAPTION>

(Thousands)

<S>	<C>
Balance at January 1, 1993	178,084

</TABLE>

<TABLE>

Add:

<S>	<C>
Net income	61,698
	239,782

</TABLE>

<TABLE>

Deduct:

Dividends on capital stock:	
<S>	<C>
Preferred stock	4,458
Common stock	49,838
Total deductions	54,296

</TABLE>  
 <TABLE>  
 <S> <C>  
 Balance at December 31, 1993 185,486  
 </TABLE>

Statement 2-B(i)

THE POTOMAC EDISON COMPANY

STATEMENT OF INCOME FOR YEAR ENDED DECEMBER 31, 1993  
 PER BOOKS AND PRO FORMA GIVING EFFECT AS AT BEGINNING OF PERIOD  
 TO THE ADJUSTMENTS SET FORTH HEREIN

<TABLE>  
 <CAPTION>

	(Thousands)		
	Per Books	Adjustments*	Pro Form
<S>	<C>		<C>
ELECTRIC OPERATING REVENUES	712,585		712,585
</TABLE>			
<TABLE>			
OPERATING EXPENSES:			
Operation:			
<S>	<C>	<C>	<C>
Fuel	143,587		143,587
Purchased power and exchanges, net	205,073		205,073
Deferred power costs, net	(9,953)		(9,953)
Other	74,438		74,438
Maintenance	64,376		64,376
Depreciation	56,449		56,449
Taxes other than income taxes	46,813		46,813
Federal and state income taxes	30,086	101	30,187
Total Operating Expenses	610,869	101	610,970
Operating Income	101,716	(101)	101,615

</TABLE>  
 <TABLE>

OTHER INCOME AND DEDUCTIONS:

Allowance for other than borrowed funds			
<S>	<C>	<C>	<C>
used during construction	4,329		4,329
Other income, net	8,419		8,419
Total Other Income and Deductions	12,748		12,748
Income Before Interest Charges	114,464	(101)	114,363

</TABLE>  
 <TABLE>

INTEREST CHARGES:

<S>	<C>	<C>	<C>
Interest on first mortgage bonds	37,296		37,296
Interest on other long-term obligations	5,399	(273)	5,126
Other interest	1,107		1,107
Allowance for borrowed funds used during construction	(2,805)		(2,805)
Total Interest Charges	40,997	(273)	40,724

</TABLE>  
 <TABLE>

<S>	<C>	<C>	<C>
Net Income	73,467	172	73,639

</TABLE>  
 <TABLE>

\*Adjustments:

Retirement of \$21,000,000 existing Pollution Control Revenue Bonds -

<S>	<C>
interest rate of 7.30%	1,533
Sale of \$21,000,000 New Pollution Control Revenue Bonds - assumed rate of 6%	1,260
Decrease in interest on Pollution Control Revenue Bonds	273
Increase in federal and state income taxes	
Increase in Net Income	101
	172

</TABLE>

Statement 2-B(i)  
(continued)

THE POTOMAC EDISON COMPANY

STATEMENT OF RETAINED EARNINGS  
FOR YEAR ENDED DECEMBER 31, 1993

<TABLE>  
<CAPTION>

(Thousands)

<S>	<C>
Balance at January 1, 1993	167,412

</TABLE>

<TABLE>

Add:

<S>	<C>
Net income	73,467
	240,879

</TABLE>

<TABLE>

Deduct:

Dividends on capital stock:	
<S>	<C>
Preferred stock	4,434
Common stock	60,386
Charges on redemption of preferred stock	6
Total deductions	64,826

</TABLE>

<TABLE>

<S>	<C>
Balance at December 31, 1993	176,053

</TABLE>

Statement 3-B(i)

WEST PENN POWER COMPANY AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF INCOME FOR YEAR ENDED DECEMBER 31, 1993  
PER BOOKS AND PRO FORMA GIVING EFFECT AS AT BEGINNING OF PERIOD  
TO THE ADJUSTMENTS SET FORTH HEREIN

<TABLE>  
<CAPTION>

(Thousands)  
Per Books                      Adjustments\* Pro Forma



<S>	<C>	<C>	<C>
ELECTRIC OPERATING REVENUES	1,084,977		1,084,977
</TABLE>			
<TABLE>			
OPERATING EXPENSES:			
Operation:			
<S>	<C>	<C>	<C>
Fuel	256,664		256,664
Purchased power and exchanges, net	235,772		235,772
Deferred power costs, net	979		979
Other	131,854		131,854
Maintenance	96,706		96,706
Depreciation	80,872		80,872
Taxes other than income taxes	89,249		89,249
Federal and state income taxes	51,529	130	51,659
Total Operating Expenses	943,625	130	943,755
Operating Income	141,352	(130)	141,222
</TABLE>			
<TABLE>			
OTHER INCOME AND DEDUCTIONS:			
Allowance for other than borrowed funds			
<S>	<C>	<C>	<C>
used during construction	5,077		5,077
Other income, net	12,728		12,728
Total Other Income and Deductions	17,805		17,805
Income Before Interest Charges	159,157	(130)	159,027
</TABLE>			
<TABLE>			
INTEREST CHARGES:			
<S>	<C>	<C>	<C>
Interest on first mortgage bonds	45,603		45,603
Interest on other long-term obligations	13,254	(309)	12,945
Other interest	1,728		1,728
Allowance for borrowed funds used during construction	(3,489)		(3,489)
Total Interest Charges	57,096	(309)	56,787
</TABLE>			
<TABLE>			
<S>	<C>	<C>	<C>
Consolidated Net Income	102,061	179	102,240
</TABLE>			
<TABLE>			
*Adjustments:			
Retirement of \$11,500,000 existing Pollution Control Revenue Bonds -			
<S>			<C>
interest rate of 6.95%			799
Retirement of \$20,000,000 existing Pollution Control Revenue Bonds -			
interest rate of 7%			1,400
Sale of \$31,500,000 New Pollution Control Revenue Bonds -			
assumed rate of 6%			1,890
Decrease in interest on Pollution Control Revenue Bonds			309
Increase in federal and state income taxes			130
Increase in Consolidated Net Income			179
</TABLE>			

Statement 3-B(i)  
(continued)

CONSOLIDATED STATEMENT OF RETAINED EARNINGS  
FOR YEAR ENDED DECEMBER 31, 1993

<TABLE>  
<CAPTION>

(Thousands)

<S>	<C>
Balance at January 1, 1993	400,515

</TABLE>

<TABLE>

Add:

<S>	<C>
Consolidated net income	102,061
	502,576

</TABLE>

<TABLE>

Deduct:

Dividends on capital stock:

<S>	<C>
Preferred stock	8,206
Common stock	82,082
Total deductions	90,288

</TABLE>

<TABLE>

<S>	<C>
Balance at December 31, 1993	412,288

</TABLE>

Statement 4-B(i)

ALLEGHENY POWER SYSTEM, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF INCOME FOR YEAR ENDED DECEMBER 31, 1993  
PER BOOKS AND PRO FORMA GIVING EFFECT AS AT BEGINNING OF PERIOD  
TO THE ADJUSTMENTS SET FORTH HEREIN

<TABLE>  
<CAPTION>

(Thousands)  
Per Books      Adjustments\*      Pro Forma

<S>	<C>	<C>
ELECTRIC OPERATING REVENUES	2,331,526	2,331,526

</TABLE>

<TABLE>

OPERATING EXPENSES:

Operation:

<S>	<C>	<C>	<C>
Fuel	544,659		544,659
Purchased power and exchanges, net	417,449		417,449
Deferred power costs, net	(11,462)		(11,462)
Other	257,732		257,732
Maintenance	231,163		231,163
Depreciation	210,428		210,428
Taxes other than income taxes	178,788		178,788
Federal and state income taxes	128,130	407	128,537
Total Operating Expenses	1,956,887	407	1,957,294
Operating Income	374,639	(407)	374,232

</TABLE>

<TABLE>

OTHER INCOME AND DEDUCTIONS:

Allowance for other than borrowed funds			
<S>	<C>	<C>	<C>
used during construction	12,499		12,499
Other income, net	(6)		(6)
Total Other Income and Deductions	12,493		12,493
Income Before Interest Charges and Preferred Dividends	387,132	(407)	386,725

</TABLE>

<TABLE>

INTEREST CHARGES AND PREFERRED DIVIDENDS:

<S>	<C>	<C>	<C>
Interest on first mortgage bonds	112,326		112,326
Interest on other long-term obligations	45,123	(1,020)	44,103
Other interest	5,812		5,812
Allowance for borrowed funds used during construction	(8,983)		(8,983)
Dividends on preferred stock of subsidiaries	17,098		17,098
Total Interest Charges and Preferred Dividends	171,376	(1,020)	170,356

</TABLE>

<TABLE>

<S>	<C>	<C>	<C>
Consolidated Net Income	215,756	613	216,369

</TABLE>

<TABLE>

\*Adjustments\*

Retirement of \$77,500,000 existing Pollution Control Revenue Bonds -			
<S>			<C>
interest rates of 6.95% to 7.75%			5,670
Sale of \$77,500,000 New Pollution Control Revenue Bonds -			
assumed rate of 6%			4,650
Decrease in interest on Pollution Control Revenue Bonds			1,020
Increase in federal and state income taxes			407
Increase in Consolidated Net Income			613

</TABLE>

Statement 4-B(i)  
(continued)

ALLEGHENY POWER SYSTEM, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF RETAINED EARNINGS  
FOR YEAR ENDED DECEMBER 31, 1993

<TABLE>  
<CAPTION>

(Thousands)

<S>	<C>
Balance at January 1, 1993	849,398

</TABLE>

<TABLE>

Add:

<S>	<C>
Consolidated net income	215,756
	1,065,154

</TABLE>

<TABLE>

Deduct:

Dividends on common stock of Allegheny	
<S>	<C>
Power System, Inc. (cash)	187,475
Charges on redemption of preferred stock	6
Total Deductions	187,481

</TABLE>

<S>	<C>
Balance at December 31, 1993	877,673

</TABLE>