

SECURITIES AND EXCHANGE COMMISSION

FORM POS AMC

Post-effective amendments for application or declaration

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MONONGAHELA POWER CO /OH/

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 6

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. By deleting the last seven paragraphs of Item 1. Description of Proposed Transactions, and adding the following material in place thereof:

The County Commission of Pleasants County, West Virginia (the "County Commission") proposes to issue \$77,500,000 aggregate principal amount in three new series of long-term bonds (each series to be designated as "Series C Bonds", collectively hereinafter referred to as the "Series C Bonds"), the proceeds of which will be used to refund the County Commission's Series B Pollution Control Revenue Bonds currently outstanding as follows: (i) \$11,500,000 principal amount of Pollution Control Revenue Bonds 6.95% (West Penn Power Company Pleasants Power Station Project), 1978 Series B; (ii) \$20,000,000 principal amount of Pollution Control Revenue Bonds 7.00% (West Penn Power Company Pleasants Power Station Project), 1978 Series B; (iii) \$21,000,000 principal amount of Pollution Control Revenue Bonds 7.30% (The Potomac Edison Company Pleasants Power Station Project), 1978 Series B; and (iv) \$25,000,000 principal amount of Pollution Control Revenue Bonds 7.75% (Monongahela Power Company Pleasants Power Station Project), 1979 Series B (collectively, the "Series B Bonds").

Monongahela Power Company ("Monongahela"), The Potomac Edison Company ("Potomac Edison") and West Penn Power Company ("West Penn") (collectively, the "Companies") request authority until December 31, 1995 to enter into the proposed transaction and to issue new promissory notes which will be substituted for and replace the promissory notes presently outstanding. The presently outstanding notes will be canceled. The Series C Bonds will be issued under a supplemental trust indenture with a corporate trustee, approved by the Companies, and sold at such time, at such interest rate and for such price as shall be approved by the Companies. However, the interest rate for each series of Series C Bonds will not exceed the interest rate of the corresponding series of Series B Bonds presently outstanding. The timing of the financing will depend upon a subjective determination by the Companies of market conditions. The Series C Bonds will mature no later than the year 2020.

The Companies also request an exception from the

competitive bidding requirements of Rule 50 for this transaction, as compliance is not necessary or appropriate for the protection of investors or consumers.

Each Company will deliver concurrently with the issuance of the Series C Bonds, its non-negotiable Pollution Control Note (collectively, the "Notes") corresponding to such series of Bonds in respect of principal amount, interest rate and redemption provisions (which may include a special right of the holder to require the redemption or repurchase of the Bond at stated intervals) and having installments of principal corresponding to any mandatory sinking fund payments and stated maturities. The Notes will be secured by a second lien on the Facilities and certain other properties, pursuant to the Deed of Trust and Security Agreement dated November 1, 1977, as supplemented by a First Supplement thereto dated August 1, 1978 as to West Penn and Potomac Edison and a First Supplemental thereto dated February 1, 1979 as to Monongahela, delivered by the Companies to the trustee creating a mortgage and security interest in the Facilities and certain other property (subject to the lien securing each Company's first mortgage bonds). Payment on the Notes will be made to the Trustee under the Second Supplemental Indentures described below, copies of which are attached as Exhibit G-1-C, and shall be applied by the Trustee to pay the maturing principal and redemption price of and interest and other costs on the Series C Bonds as the same become due. Each Company also proposes to pay any trustees' fees or other expenses incurred by the County Commission.

It is expected that the County Commission will engage an underwriter or underwriters to provide financial advice and underwrite the sale of the Series C Bonds. Fees, commissions and expenses of the underwriters and legal counsel in connection with the proposed transaction will be filed by amendment. The

Companies have been informed that the County Commission has legal authority to issue tax exempt revenue bonds in accordance with the proposed documents and the Companies understand that legal opinions to that effect will be delivered to appropriate parties at, or prior to, the closing date. The Series C Bonds will be in registered form and will bear interest semi-annually at rates to be determined. The Series C Bonds will be issued pursuant to supplemental indentures which will provide for redemption, no-call and other appropriate provisions to be determined. The supplemental indentures will also provide that all of the proceeds from the sale of the Series C Bonds by the County Commission must be applied to the cost of the Facilities, including the cost of refunding the Series B Bonds.

The Series C Bonds will be secured by the Notes and

will be supported by various covenants of each Company contained in the original Pollution Control Financing Agreement dated as of November 1, 1977, (the "Agreement") copies of which have previously been filed as Exhibit G-2. A copy of the form of Indenture has previously been filed as Exhibit G-1(A), copies of the First Supplemental Indentures have previously been filed as Exhibit G-1(B), and a copy of the form of the Second Supplemental Indentures will be filed as Exhibit G-1(C).

Applicants desire to consummate the proposed transactions and refund the Series B Bonds to provide the lowest cost of permanent financing for non-revenue-producing pollution control equipment which the Companies have been required to install to meet environmental standards. The Companies have been advised that the annual interest rate on tax exempt bonds has been approximately 1% to 3% lower than the interest rate on taxable obligations of comparable quality, depending upon the type to be sold by the County Commission.

2. Applicants hereby amend Item 3. Applicable Statutory Provisions, and replace it with the following:

The Companies are informed by counsel that the proposed transactions may be subject to Sections 6(a), 7, 9(a), 10 and 12(c) of the Public Utility Holding Company Act of 1935 and Rule 50(a)(5) thereunder.

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 18, 1994