Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [X] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [X]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
ALLEGHENY ENERGY RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/01/1933

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

ALLEGHENY ENERGY SERVICE CORPORATION
ALLEGHENY ENERGY

800 CABIN HILL DRIVE
GREENSBURG, PA 15601

2b Employer Identification Number (EIN)
13-1993896

2c Sponsor's telephone number
724-837-3000

2d Business code (see instructions)
221100

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	04/12/2013	CHRISTINE WALKER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
EMPLOYEE BENEFITS COMMITTEE ALLEGHENY ENERGY

800 CABIN HILL DRIVE
GREENSBURG, PA 15601

3b Administrator's EIN
13-1993896

3c Administrator's telephone number
724-837-3000

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	8143
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	0
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	0
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	0
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	0
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	54
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
1A

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	X	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X		**H** (Financial Information)
(2)			**I** (Financial Information – Small Plan)
(3)	X	1	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)	X		**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012

A Name of plan
ALLEGHENY ENERGY RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ALLEGHENY ENERGY SERVICE CORPORATION

D Employer Identification Number (EIN)
13-1993896

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
METROPOLITAN LIFE INSURANCE CO.

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
13-5581829	65978	GAC 370		07/01/2011	06/30/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	335226401
5	Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☒ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			7b	584467
c	Additions: (1) Contributions deposited during the year	7c(1)			
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	223		
	(4) Transferred from separate account	7c(4)	29975589		
	(5) Other (specify below)	7c(5)			
	▶				
	(6) Total additions			7c(6)	29975812
d	Total of balance and additions (add **b** and **c(6)**).			7d	30560279
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	29432502		
	(2) Administration charge made by carrier	7e(2)	554055		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)	61227		
	▶ RISK CHARGE				
	(5) Total deductions			7e(5)	30047784
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	512495

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
ALLEGHENY ENERGY RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
ALLEGHENY ENERGY SERVICE CORPORATION

D Employer Identification Number (EIN)
13-1993896

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1	Enter the valuation date: Month 07 Day 01 Year 2011			
2	Assets:			
a	Market value	**2a**		1246123448
b	Actuarial value	**2b**		1173352123
3	Funding target/participant count breakdown:		**(1)** Number of participants	**(2)** Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	4980	689222509
b	For terminated vested participants	**3b**	1762	68249816
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		67567336
	(2) Vested benefits	**3c(2)**		374535463
	(3) Total active	**3c(3)**	4136	442102799
d	Total	**3d**	10878	1199575124
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
a	Funding target disregarding prescribed at-risk assumptions	**4a**		
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**		
5	Effective interest rate	**5**		5.83 %
6	Target normal cost	**6**		31458579

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Signature of actuary	Date: 03/28/2013
PETER R. HORSTMAN	11-06241
Type or print name of actuary	Most recent enrollment number
HEWITT ASSOCIATES LLC	216-573-9700
Firm name	Telephone number (including area code)
CROWN CENTRE, 5005 ROCKSIDE ROAD INDEPENDENCE, OH 44131-6808	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	2791871	35259435
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	2791871	29754940
9	Amount remaining (line 7 minus line 8)	0	5504495
10	Interest on line 9 using prior year's actual return of 17.17%	0	945122
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		245595970
b	Interest on (a) using prior year's effective rate of 6.54% except as otherwise provided (see instructions)		19521702
c	Total available at beginning of current plan year to add to prefunding balance		265117672
d	Portion of (c) to be added to prefunding balance		213692000
12	Other reductions in balances due to elections or deemed elections	0	6449617
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	213692000

Part III Funding percentages

14	Funding target attainment percentage	14	80.00 %
15	Adjusted funding target attainment percentage	15	80.00 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	80.25 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
			Totals ► 18(b)	0	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b	Contributions made to avoid restrictions adjusted to valuation date	19b	0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
2.67%	5.69%	6.44 %	☐ N/A, full yield curve used

b Applicable month (enter code) **21b** 4

22 Weighted average retirement age **22** 61

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ..... ☒ Yes ☐ No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ..... ☐ Yes ☒ No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment..... ☒ Yes ☐ No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment..... **27**

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years **28** 0

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)..... **29** 0

30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29) **30** 0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)..... **31a** 31458579

b Excess assets, if applicable, but not greater than 31a **31b** 0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	239915001	47839173
b Waiver amortization installment.....		

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount **33**

34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)... **34** 79297752

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	79297752	79297752

36 Additional cash requirement (line 34 minus line 35)..... **36** 0

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)..... **37** 0

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36) **38a** 0

b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances **38b** 0

39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)..... **39** 0

40 Unpaid minimum required contributions for all years..... **40** 0

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:

a Schedule elected ..... ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ..... ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment **42**

43 Excess installment acceleration amount to be carried over to future plan years **43**

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2011** **This Form is Open to Public Inspection.**

For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012

A Name of plan
ALLEGHENY ENERGY RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ALLEGHENY ENERGY SERVICE CORPORATION

D Employer Identification Number (EIN)
13-1993896

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

METROPOLITAN LIFE INS CO

13-5581829

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	NONE	662508	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

STATE STREET RESEARCH

13-3142135

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	444060	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

UBS GLOBAL ASSET

36-3718331

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	690136	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

CALFEE, HALTER, & GRISWOLD

23-0891050

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	97358	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

SSGA

04-1867445

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
18 19 51 52 68 99	NONE	73164	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

BNY MELLON

25-0066530

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
25	NONE	58967	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

ENNIS KNUPP & ASSOC.

36-3109431

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	44375	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

AON HEWITT

36-2235791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	NONE	28686	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

SCHNEIDER DOWNS

25-1408703

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	24917	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

XEROX

16-0468020

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16	NONE	20400	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

MERCER

13-2836954

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
17	NONE	12379	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

TOWERS WATSON

23-1159360

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	NONE	11270	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012

A Name of plan
ALLEGHENY ENERGY RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
ALLEGHENY ENERGY SERVICE CORPORATION

D Employer Identification Number (EIN)
13-1993896

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: US HIGH YIELD BOND INDEX NL COMMON

b Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
04-3508891-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: RUSSELL 100 INDEX NL FUND

b Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
04-0025081-702	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: TUCKERMAN US REIT INDEX NL FUND

b Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-0025081-327	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: DAILY MSCI EAFE NL FUND

b Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-0025081-182	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: RUSSELL 2000 INDEX NL FUND

b Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-0025081-013	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: DAILY MSCI EMG MKTS NL FUND

b Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3508891-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: LONG US GOVT/CRDIT BOND INDEX

b Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-0025081-142	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: COLLECTIVE US GOVT STIF FUND

b Name of sponsor of entity listed in (a): BANK OF NEW YORK MELLON

c EIN-PN 13-6154008-012	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012

A Name of plan
ALLEGHENY ENERGY RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ALLEGHENY ENERGY SERVICE CORPORATION

D Employer Identification Number (EIN)
13-1993896

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	300453999	
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	1542784	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	629074788	
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	322850672	
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	1253922243	0
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h	389176	
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	389176	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	1253533067	0

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)		
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		0
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)	513999	
	(C) Corporate debt instruments	2b(1)(C)	4058048	
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)	12895202	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		17467249
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	67869	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		67869
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	290947712	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	288755843	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		2191869

			(a) Amount	(b) Total
2b	(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	35539270	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		35539270
	(6) Net investment gain (loss) from common/collective trusts	2b(6)		20933193
	(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
	(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
	(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
	(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c	Other income	2c		
d	Total income. Add all **income** amounts in column (b) and enter total	2d		76199450
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	71070404	
	(2) To insurance carriers for the provision of benefits	2e(2)		
	(3) Other	2e(3)		
	(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		71070404
f	Corrective distributions (see instructions)	2f		
g	Certain deemed distributions of participant loans (see instructions)	2g		
h	Interest expense	2h		
i	Administrative expenses: (1) Professional fees	2i(1)	162231	
	(2) Contract administrator fees	2i(2)	47227	
	(3) Investment advisory and management fees	2i(3)	1251735	
	(4) Other	2i(4)	981234	
	(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2442427
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		73512831
	Net Income and Reconciliation			
k	Net income (loss). Subtract line 2j from line 2d	2k		2686619
l	Transfers of assets:			
	(1) To this plan	2l(1)		
	(2) From this plan	2l(2)		1256219686

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: SCHNEIDER DOWNS (2) EIN: 25-1408703

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) **4a**		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) **4b**		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) **4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) **4d**		X	
e	Was this plan covered by a fidelity bond? **4e**	X		15000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? **4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? **4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? **4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) **4i**		X	
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) **4j**	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? **4k**	X		
l	Has the plan failed to provide any benefit when due under the plan? **4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) **4m**			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. **4n**			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)
FIRSTENERGY CORP PENSION PLAN	34-1843785	001

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012

A Name of plan
ALLEGHENY ENERGY RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ALLEGHENY ENERGY SERVICE CORPORATION

D Employer Identification Number (EIN)
13-1993896

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 13-5581829

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3** 18

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☒ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: 100%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

SCHNEIDER DOWNS

INSIGHT ▪ INNOVATION ▪ EXPERIENCE

INDEPENDENT AUDITORS' REPORT

To the Participants and Administrator of
Allegheny Energy Retirement Plan

We were engaged to audit the accompanying statements of net assets available for benefits and of accumulated plan benefits of the Allegheny Energy Retirement Plan (Plan) as of June 30, 2012 and 2011, and the related statement of changes in net assets available for benefits and of changes in accumulated plan benefits for the year ended June 30, 2012 and the supplemental schedule of reportable transactions for the year ended June 30, 2012. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information described in Note 7, which was certified by Bank of New York Mellon (Trustee) and Metropolitan Life Insurance Company, both custodians of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the custodians hold the Plan's investment assets and execute investment transactions. The Plan administrator has obtained certification from the custodians as of June 30, 2012 and 2011 and for the year ended June 30, 2012, that the information provided to the Plan administrator by the custodians is complete and accurate.

As discussed in Note 1 to the financial statements, the Plan merged into the FirstEnergy Corp. Pension Plan.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements, but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodians, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement and Income Security Act of 1974.

Schneider Downs & Co., Inc.

Pittsburgh, Pennsylvania
April 11, 2013

Schneider Downs & Co., Inc
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PrimeGlobal

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Schedule SB Attachment (Form 5500)—2011 Plan Year
Allegheny Energy Retirement Plan
EIN: 13-1993896 PN: 001

Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55.5	10.00%	1.0000	5.55
56.5	5.00%	0.9000	2.54
57.5	5.00%	0.8550	2.46
58.5	5.00%	0.8123	2.38
59.5	10.00%	0.7716	4.59
60.5	15.00%	0.6945	6.30
61.5	20.00%	0.5903	7.26
62.5	40.00%	0.4722	11.81
63.5	30.00%	0.2833	5.40
64.5	30.00%	0.1983	3.84
65.5	50.00%	0.1388	4.55
66.5	30.00%	0.0694	1.38
67.5	30.00%	0.0486	0.98
68.5	30.00%	0.0340	0.70
69.5	30.00%	0.0238	0.50
70	100.00%	0.0167	1.17
		Weighted Average	61.41

Schedule SB Attachment (Form 5500)—2011 Plan Year
Allegheny Energy Retirement Plan
EIN: 13-1993896 PN: 001

Schedule SB, line 24—Change in Actuarial Assumptions

The funding valuation reflects the following assumption change:

- A change in the assumed expenses payable from the trust from $2,756,775 to $2,500,000.

Approval of the Commissioner is not required.

Schedule SB Attachment (Form 5500)—2011 Plan Year
Allegheny Energy Retirement Plan
EIN: 13-1993896 PN: 001

Schedule SB, line 32—Schedule of Amortization Bases

Type Of Base	Present Value of Installments	Valuation Date Established	Remaining Years in Amortization Period	Amortization Amount
Shortfall	$82,437,262	January 1, 2008	4	$21,430,903
Shortfall	($6,430,420)	January 1, 2009	5	($1,354,737)
Shortfall	$67,852,188	January 1, 2010	6	$12,325,779
Shortfall	$96,055,971	January 1, 2011	7	$15,437,228

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan

Allegheny Energy Retirement Plan

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

Allegheny Energy Service Corp

D Employer Identification Number (EIN)

13-1993896

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1	Enter the valuation date: Month 7 Day 1 Year 2011			
2	Assets:			
	a Market value	2a		1,246,123,448
	b Actuarial value	2b		1,173,352,123
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	4,980	689,222,509
	b For terminated vested participants	3b	1,762	68,249,816
	c For active participants:			
	(1) Non-vested benefits	3c(1)		67,567,336
	(2) Vested benefits	3c(2)		374,535,463
	(3) Total active	3c(3)	4,136	442,102,799
	d Total	3d	10,878	1,199,575,124
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions	4a		
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5		5.83 %
6	Target normal cost	6		31,458,579

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Peter R. Horstman

Signature of actuary

03/28/2013

Date

Peter R. Horstman

Type or print name of actuary

11-06241

Most recent enrollment number

Hewitt Associates LLC

Firm name

(216) 573-9700

Telephone number (including area code)

Crown Centre, 5005 Rockside Road

Independence OH 44131-6808

Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	2,791,871	35,259,435
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	2,791,871	29,754,940
9	Amount remaining (line 7 minus line 8)	0	5,504,495
10	Interest on line 9 using prior year's actual return of 17.17 %	0	945,122
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		245,595,970
b	Interest on (a) using prior year's effective rate of 6.54 % except as otherwise provided (see instructions)		19,521,702
c	Total available at beginning of current plan year to add to prefunding balance		265,117,672
d	Portion of (c) to be added to prefunding balance		213,692,000
12	Other reductions in balances due to elections or deemed elections	0	6,449,617
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	213,692,000

Part III Funding percentages

14	Funding target attainment percentage	14	80.00 %
15	Adjusted funding target attainment percentage	15	80.00 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	80.25 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
			Totals • 18(b)	0	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b	Contributions made to avoid restrictions adjusted to valuation date	19b	0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:	1st segment: 2.67 %	2nd segment: 5.69 %	3rd segment: 6.44 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	61

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes	☐ No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	**31a**		31,458,579
b Excess assets, if applicable, but not greater than 31a	**31b**		0
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment		239,915,001	47,839,173
b Waiver amortization installment			
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**		79,297,752

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	79,297,752	79,297,752

36 Additional cash requirement (line 34 minus line 35)	**36**	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	0
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	**38a**	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

Schedule SB Attachment (Form 5500)—2011 Plan Year
Allegheny Energy Retirement Plan
EIN: 13-1993896 PN: 001

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest rates	Based on segment rates with a four-month look-back (as of March 2011)
1st segment rate	2.67%
2nd segment rate	5.69%
3rd segment rate	6.44%
Salary increases	See Table 1
Social security wage base increases	Future wage indices are based on a national wage increase of 3.30% per year
Optional payment form election percentage	Participants are assumed to elect the normal form
Retirement age	
Active participants	See Table 2
Terminated vested participants	Age 65
Mortality rates	
Healthy and disabled	2011 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
Withdrawal rates	See Table 3
Disability rates	None assumed
Decrement timing	Middle of year decrements, with 100% retirement occurring at beginning of year
Surviving spouse benefit	It is assumed that 85% of males and 85% of females have an eligible spouse, and that males are three years older than their spouses
Valuation compensation	2010 pensionable earnings rolled forward one year with the salary increase assumption
Benefit and compensation limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of $195,000 and the 401(a)(17) compensation limit of $245,000

Valuation of plan assets	Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value. A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).
Expected return on assets	
2009 plan year	6.84%
2010 plan year	6.74%
Trust expenses included in target normal cost	Based on prior year expenses rounded to the nearest $100,000
Actuarial method	Standard unit credit cost method
Valuation date	July 1, 2011

Table 1

Salary Merit Increase Rates

Age	Rate	Age	Rate
15	6.50%	45	3.00%
16	6.50%	46	3.00%
17	6.50%	47	3.00%
18	6.50%	48	3.00%
19	6.50%	49	3.00%
20	6.50%	50+	2.50%
21	6.50%		
22	6.50%		
23	6.50%		
24	6.50%		
25	5.50%		
26	5.50%		
27	5.50%		
28	5.50%		
29	5.50%		
30	4.50%		
31	4.50%		
32	4.50%		
33	4.50%		
34	4.50%		
35	3.50%		
36	3.50%		
37	3.50%		
38	3.50%		
39	3.50%		
40	3.00%		
41	3.00%		
42	3.00%		
43	3.00%		
44	3.00%		

Table 2

Retirement Rates

Age	Rate
55	10.00%
56	5.00%
57	5.00%
58	5.00%
59	10.00%
60	15.00%
61	20.00%
62	40.00%
63	30.00%
64	30.00%
65	50.00%
66	30.00%
67	30.00%
68	30.00%
69	30.00%
70+	100.00%

Table 3—Page 1 of 2

Withdrawal Rates

	Years of Service	
Age	**0–4**	**5+**
15	30.00%	25.00%
16	28.00%	23.00%
17	26.00%	21.00%
18	24.00%	19.00%
19	22.00%	17.00%
20	20.00%	15.00%
21	19.00%	14.00%
22	18.00%	13.00%
23	17.00%	12.00%
24	16.00%	11.00%
25	15.00%	10.00%
26	14.40%	9.40%
27	13.80%	8.80%
28	13.20%	8.20%
29	12.60%	7.60%
30	12.00%	7.00%
31	11.60%	6.60%
32	11.20%	6.20%
33	10.80%	5.80%
34	10.40%	5.40%
35	10.00%	5.00%
36	9.60%	4.60%
37	9.20%	4.20%
38	8.80%	3.80%
39	8.40%	3.40%
40	8.00%	3.00%
41	7.80%	2.80%
42	7.60%	2.60%
43	7.40%	2.40%
44	7.20%	2.20%

Table 3—Page 2 of 2

Withdrawal Rates

	Years of Service	
Age	**0–4**	**5+**
45	7.00%	2.00%
46	6.80%	1.80%
47	6.60%	1.60%
48	6.40%	1.40%
49	6.20%	1.20%
50	6.00%	1.00%
51	5.80%	0.80%
52	5.60%	0.60%
53	5.40%	0.40%
54	5.20%	0.20%
55+	0.00%	0.00%

Schedule SB Attachment (Form 5500)—2011 Plan Year
Allegheny Energy Retirement Plan
EIN: 13-1993896 PN: 001

Schedule SB, line 26—Schedule of Active Participant Data as of July 1, 2011

Number of Participants and Average Compensation

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25	11	50 $51,647								
25-29	11	132 $54,248	44 $61,096							
30-34	9	89 $57,066	115 $60,489	39 $65,799						
35-39	10	89 $61,197	108 $64,327	100 $62,408	17	3				
40-44	4	78 $64,522	115 $67,292	108 $63,829	123 $75,618	106 $79,827	3			
45-49	7	49 $61,424	73 $66,464	87 $65,071	111 $68,959	264 $75,216	157 $82,383	34 $66,555		
50-54	2	26 $75,484	72 $60,509	68 $65,710	87 $64,891	157 $69,122	263 $74,241	355 $74,482	11	
55-59	1	20 $70,168	36 $74,285	49 $64,116	43 $64,099	84 $67,536	113 $69,910	253 $76,942	106 $77,664	4
60-64	1	8	13	15	20 $62,926	36 $59,874	45 $69,829	30 $60,673	22 $73,590	29 $67,820
65-69		1		2	1	2	3	2	2	2
70+				1				1		4

N-4,136

Schedule SB Attachment (Form 5500)—2011 Plan Year
Allegheny Energy Retirement Plan
EIN: 13-1993896 PN: 001

Schedule SB, Part V—Summary of Plan Provisions

Effective Date	Originally effective July 1, 1933. Restated and amended July 1, 2006.
Date of Participation	Upon completion of 1,000 hours of employment in the 12-month period beginning with the date of employment. Members of a unit covered by a collective bargaining agreement are not eligible to participate unless that agreement provides for their participation.
Normal Retirement Eligibility	The first day of the month coincident with or next following age 65.
Accrued Benefit	The greatest of: (a) The sum of: (i) 1.1% of Base Annual Rate below Covered Compensation Level for each year of Service Credit, up to a maximum of 35 years. (ii) 1.5% of Base Annual Rate in excess of Covered Compensation Level for each year of Service Credit, up to a maximum of 35 years. plus (iii) 1.3% of Base Annual Rate for each year of Service Credit in excess of 35 years. (b) The sum of: (i) The benefit accrued under the Plan as of June 30, 1989. (ii) 1.5% of annual Compensation of each Plan Year thereafter, or portion thereof.

Annual compensation used in (b)(ii) is the greater of:

(A) Annualized base rate of pay for that year

or

(B) Compensation for the prior calendar year.

(c) Retirement benefit accrued under any prior plan through June 30, 1989, based upon Service Credit and Earnings, as defined under that plan.

(d) Retirement benefit accrued under any prior plan on or after July 1, 1990, based upon Service Credit and Earnings, as defined under that given plan, through June 30 of the applicable plan year.

Benefits described in (b) and (c) applied only to employees covered under this plan prior to July 1, 1989.

Minimum Benefit

Annual benefit of $200 times years of service up to 15 years.

Late Retirement Benefit

Accrued Benefit at Deferred Commencement Date.

Early Retirement Eligibility

The first day of any month coincident with or following age 55.

Benefit

The greatest of:

(a) The benefit calculated under Part (a) of the Normal Retirement Benefit, except that Parts (ii) and (iii) are reduced by 3% for each year that the participant retires before age 62.

(b) The benefit calculated under Part (b) of the Normal Retirement Benefit, except that Parts (i) and (ii) of the formula will be based upon a percentage of annual earnings in accordance with the table below. The benefit is also reduced by 4% for each year that the participant retires before age 60, until the participant attains age 65.

Age	Part (i)	Part (ii)	Age	Part (i)	Part (ii)
55	1.27%	1.645%	59	1.11%	1.395%
56	1.24%	1.605%	60	1.05%	1.295%
57	1.21%	1.545%	61	0.88%	1.125%
58	1.16%	1.475%	62-65	0.85%	1.125%

(c) The benefit calculated under Part (c) of the Normal Retirement Benefit, adjusted according to the early retirement provisions of the applicable plan.

(d) The benefit calculated under Part (d) of the Normal Retirement Benefit, adjusted according to the early retirement provisions of the applicable plan.

Deferred Vested Termination

Eligibility — After the earlier of five years of service and first of month coincident or following age 55.

Benefit — The Normal Retirement Benefit, payable at age 65, with actuarial reductions to commencement age.

Preretirement Death Benefit

Eligibility — The spouse is eligible for a benefit if the participant was vested and death occurs prior to early or normal retirement.

Benefit — The participant will be treated as having retired immediately preceding the date of death. If no election was made the benefit will be in the form of a 50% Joint and Survivor Annuity. The annuity will begin no sooner than the first day of the month following the month in which the participant would have attained age 55.

Normal Forms of Payment — For married participants: 50% joint and survivor annuity

For unmarried participants: single life annuity.

Optional Forms of Payment — Life annuity, 50% joint and survivor annuity, or the contingent annuitant option. The optional forms are actuarially equivalent to the Normal Form.

Former Mountaineer Gas participants are eligible to receive the portion of their benefit attributable to their Mountaineer Gas service as a lump sum.

Employee Contributions	They are not required or permitted.
Plan Year	The 12-month period ending June 30.
Definitions	
Credited Service	All periods of employment for which an Employee is paid or entitled to payment for service rendered.
Vesting Service	Plan year during which a Controlled Group Employee has at least 1,000 Hours of Employment. A participant is 100% vested after the earlier of five years of vesting service or the first day of the month coincident with or next following age 55.
Compensation (Base Annual Rate)	The lesser of (1) and (2): (1) Highest July 1st base salary plus any lump sum payment received under the annual base salary administration program. (2) Highest average Earnings for any 60 consecutive months of Earnings.
Earnings	All wages and salaries payable by the Company including base pay, commissions, lump sums, payments under a non-executive variable or incentive compensation plan, and other similar items as the Employment Benefits Committee may determine.
Covered Compensation	Determined as of each July 1st, equal to the average Social Security Wage Base during the 35-year period ending on the last day of the calendar year, rounded to the nearest multiple of $600.

Plan Changes Since the Prior Year

The funding and plan reporting valuations do not reflect any plan changes.

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

As a result of a change in the firms providing actuarial services, the Enrolled Actuary has changed.

Allegheny Energy Retirement Plan
Statements of Net Assets Available for Benefits

	As of June 30, 2012	As of June 30, 2011
Assets		
Investments, at fair value:		
Collective trust funds	$ -	$ 629,074,788
Group annuity contract	-	322,850,672
Total investments	-	951,925,460
Receivables:		
Contributions receivable from employer	-	300,453,999
Group annuity contract accrued interest	-	1,542,660
Other	-	124
Total receivables	-	301,996,783
Total assets	-	1,253,922,243
Liabilities		
Payable for securities purchased	-	148,098
Accrued expenses	-	241,078
Net assets available for benefits	$ -	$ 1,253,533,067

See accompanying Notes to Financial Statements.

Allegheny Energy Retirement Plan
Statement of Changes in Net Assets Available for Benefits

	For the year ended June 30, 2012
Additions	
Investment income, including net appreciation in fair value of investments:	
Group annuity contract	$ 29,622,687
Collective trust funds	20,933,193
Fixed income	8,108,452
Subtotal	58,664,332
Interest income	17,467,249
Dividend income	67,869
Net investment income	76,199,450
Total additions	76,199,450
Deductions	
Benefits paid to participants or their beneficiaries	71,070,404
Administrative expenses	2,442,427
Total deductions	73,512,831
Increase in net assets available for benefits prior to asset transfer	2,686,619
Transfer of net assets to FirstEnergy Corp. Pension Plan (FE Plan)	(1,256,219,686)
Net assets available for benefits:	
Beginning of year	1,253,533,067
End of year	$ -

See accompanying Notes to Financial Statements.

Allegheny Energy Retirement Plan
Statements of Accumulated Plan Benefits

	As of June 30, 2012	As of June 30, 2011
Actuarial present value of accumulated plan benefits (Note 2):		
Vested benefits:		
Participants currently receiving payments	$ -	$ 563,347,371
Other participants	-	314,690,926
Total vested benefits	-	878,038,297
Nonvested benefits	-	54,205,898
Total actuarial present value of accumulated plan benefits	$ -	$ 932,244,195

See accompanying Notes to Financial Statements.

Allegheny Energy Retirement Plan
Statement of Changes in Accumulated Plan Benefits

	For the year ended June 30, 2012
Actuarial present value of accumulated plan benefits at beginning of year	$ 932,244,195
Increase (decrease) during the year attributable to:	
Benefits accumulated and actuarial experience	62,613,168
Interest due to the decrease in the discount period	71,791,708
Benefits paid	(71,070,404)
Net increase in actuarial present value of accumulated plan benefits	63,334,472
Actuarial present value of accumulated plan benefits prior to assumption of benefits by the FE Plan	995,578,667
Actuarial present value of accumulated plan benefits assumed by the FE Plan	(995,578,667)
Actuarial present value of accumulated plan benefits at end of year	$ -

See accompanying Notes to Financial Statements.

NOTE 1 – DESCRIPTION OF PLAN

The following brief description of the Allegheny Energy Retirement Plan (Plan) is intended to give a general summary of its principal provisions. Participants should refer to the plan description for more complete information. Effective June 30, 2012, the Plan was merged into the FirstEnergy Corp. Pension Plan (FE Plan). As a result, net assets of the Plan in the amount of $1,256,219,686 were transferred into the FE Plan as of June 30, 2012, along with the Plan's actuarial present value of accumulated plan benefits of $995,578,667.

Allegheny Energy, Inc. Merger

On February 25, 2011, Allegheny Energy Inc. (Allegheny) completed its previously announced merger with FirstEnergy Corp. (FirstEnergy), with Allegheny surviving the merger and becoming a wholly-owned subsidiary of FirstEnergy. Subsequent to the merger date, FirstEnergy became the sponsor and plan administrator.

Allegheny employees continued to accrue pension benefits under the provisions of the Plan through December 31, 2011. Effective January 1, 2012, service under the Plan was frozen for Plan participants, other than members of Utility Workers Union of America (UWUA) System Local 102-AFL-CIO (Local 102) and UWUA Local 304 (Local 304), and eligible Allegheny employees became participants in the FE Plan. The Plan is currently being maintained as a separate plan document under the FE Plan.

General

The Plan is a trusteed, non-contributory defined benefit pension plan under which contribution requirements are developed by actuarial computation. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility and Vesting

All regular and probationary employees who have completed 1,000 hours of service during a twelve-month period are eligible to participate in the Plan. All plan participants become 100 percent vested upon completing five years of service or attainment of age 55.

Plan Benefits

Under plan provisions, the base annual rate of benefits payable at the normal retirement age of 65 are credited based on:

(a) 1.1 percent of base annual rate up to covered compensation times years of service up to 35 years, plus
(b) 1.5 percent of base annual rate in excess of covered compensation times years of service up to 35 years, plus
(c) 1.3 percent of base annual rate times years of service in excess of 35 years.

Covered compensation is the average of the average annual Social Security wage bases during the 35 years preceding the participant's retirement.

The base annual rate benefit is based on the lesser of the participant's average annual compensation during the 60 highest-paid consecutive months or the participant's highest base rate of pay as of any July 1. For this purpose, the participant's earnings are restricted by the limits placed on pensionable earnings by the Internal Revenue Code (IRC).

Early Retirement

A plan participant may elect early retirement any time after age 55. Plan benefits are determined using the percentages of earnings set forth in the Plan for this purpose and are reduced 3 percent each year prior to age 62 for benefits as shown under Plan Benefits (parts b and c) above.

Terminated Vested

A vested plan participant who leaves the Company prior to age 55 is eligible to receive a benefit as early as age 55. Any benefit that commences prior to age 65 is subject to an actuarial reduction.

Death Benefits

When a vested active participant who has been married at least one year dies, a survivor's benefit is payable to the eligible spouse. The survivor's benefit is determined as if the employee had elected a joint and survivor annuity on the day preceding death. The annuity will begin no sooner than the first day of the month following the month in which the employee would have attained age 55.

When a retired participant dies, a survivor annuity is payable to a surviving spouse unless the participant elected to receive a single life annuity. The amount of the survivor annuity is based on the option chosen by the participant at the time of retirement.

Exempt Party-in-Interest Transactions

The Plan invested in a temporary investment collective trust fund and cash equivalents managed by the Trustee and a custodian and paid trustee and investment management fees to the Trustee and the custodian. These transactions were exempt party-in-interest transactions that are allowable under ERISA. Fees paid by the Plan for these services were approximately $1.2 million for the year ended June 30, 2012.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Plan's financial statements are presented on the accrual basis of accounting and in accordance with accounting principles generally accepted in the United States of America (GAAP). Management has evaluated subsequent events through April 11, 2013, the date on which the financial statements were issued.

Use of Estimates

The preparation of the Plan's financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, the disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits and changes in accumulated plan benefits as of the date of the financial statements. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan had investments in various investment securities that included collective trust funds and a group annuity contract that had underlying investments comprised of U.S. government securities, corporate debt instruments, and interest-bearing cash. Investment securities are exposed to a number of risks, such as interest rate risk, market risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is reasonably possible that changes in the fair value of investments could materially affect the amounts reported in the financial statements.

The actuarial present value of accumulated plan benefits is reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term could be material to the financial statements.

Investments

The Plan's investments are stated at fair value. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. As of June 30, 2012, the Plan merged into the FE Plan, and as such, transferred the investments.

Purchases and sales of securities were recorded on a trade-date basis. Dividend income was recorded on the ex-dividend date and interest income was recorded on an accrual basis. Net appreciation in fair value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Management fees and operating expenses charged to the Plan for investments in collective trust funds were deducted from income earned on a daily basis and were reflected as a reduction of the investment return on such investments.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits, as determined by the plan's actuary, are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to an employee's level of compensation and length of service rendered to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of deceased employees, and (c) present employees or their beneficiaries. Benefits payable under all circumstances – retirement, death, and

termination of employment – are included to the extent they are deemed attributable to employee service rendered through the valuation date.

The actuarial present value of accumulated plan benefits is that amount which results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as those for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions used in the actuarial valuations as of June 30, 2012 and 2011 were as follows:

a) the 2012 static mortality table for annuitants and non-annuitants per Internal Revenue Service (IRS) Regulation §1.430(h)(3)-1(e) was used for 2012 and the Retirement Plan - 2000 Combined Healthy Mortality Table (RP-2000) projected to 2007 using scale AA was used for 2011 and
b) a discount rate of 8.00 percent was used as of June 30, 2012 and 2011, and
c) in 2012 and 2011, the present value of accumulated plan benefits was determined by applying the Standard Unit Credit Cost Method.

The foregoing assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits. As of June 30, 2012, the Plan merged into the FE Plan and as such, transferred the actuarial present value of accumulated plan benefits.

Contributions Receivable

Contributions receivable to the Plan are amounts due as of the date of the financial statements from the employer.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Administrative expenses of the Plan are paid from Plan assets.

NOTE 3 – FUNDING POLICY

The objective for contributions in each year is that they be made in such amounts as are necessary to maintain the Plan on a sound actuarial basis and to at least meet the minimum funding standards prescribed by ERISA or other applicable law. The Plan has met or exceeded the minimum funding requirements as specified by ERISA and other applicable law for the plan years ended June 30, 2012 and 2011.

NOTE 4 - INVESTMENTS

Trustee and Custodians:

The Bank of New York Mellon Corporation, the designated Trustee and a custodian of the Plan's assets, provides accounting and investment performance information. State Street Bank and Trust Company on behalf of Metropolitan Life Insurance Company (MetLife) has custody of the Plan's group annuity contract managed by State Street Research and Management Company.

Group Annuity Contract

The Plan has a fully participating group annuity contract with MetLife. The assets contained in the group annuity contract were primarily comprised of highly-rated debt securities that were used to provide pension benefit payments to certain retirees and beneficiaries. The assets contained in the group annuity contract had a fair value of $322.9 million as of June 30, 2011. As of June 30, 2012, the Plan merged into the FE Plan, and as such, transferred the group annuity contract. Under the terms of the contract, the Plan maintained the underlying assets at a level sufficient to meet the present value of all annuities guaranteed under the contract, otherwise known as the Minimum Balance Requirement. The group annuity contract included in the accompanying Statements of Net Assets Available for Benefits and in the Statement of Changes in Net Assets Available for Benefits is at the fair value of the underlying securities within the participating annuity contract. The benefit obligations associated with the benefits covered under this contract are included in the accompanying Statements of Accumulated Plan Benefits and in the Statement of Changes in Accumulated Plan Benefits.

Investments of Five Percent or More of Plan Assets

As of June 30, 2012, the Plan merged into the FE Plan and as such, transferred the investments. The Plan's investments that represented five percent or more of the Plan's net assets available for benefits as of June 30, 2011 were as follows:

	2011
MetLife Group Annuity Contract	$ 322,850,672
State Street Bank and Trust Company collective trust funds:	
Russell 1000 Index Non Lending Fund	216,034,731
Daily MSCI EAFE Index Non Lending Fund	141,214,754
S & P 500 FLagship Non Lending Fund	83,370,091

NOTE 5 – FAIR VALUE MEASUREMENTS

Authoritative accounting guidance establishes a fair value hierarchy that prioritizes the inputs used to measure fair values. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy are as follows:

Level 1 – Quoted prices for identical instruments in active markets.

Level 2 – Quoted prices for similar instruments in active markets;
– quoted prices for identical or similar instruments in markets that are not active; and
– model-derived valuations for which all significant inputs are observable market data.

Level 3 – Valuation inputs are unobservable and significant to the fair value measurement.

An investment's fair value measurement level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

The following table sets forth, by level within the fair value hierarchy, the fair value of the Plan's investments by asset class as of June 30, 2011. As of June 30, 2012, the Plan merged into the FE Plan and as such, transferred the investments.

	June 30, 2011			
	Level 1	Level 2	Level 3	Total
Collective trust funds:				
Cash equivalents (a)	$ -	$ 32,810,120	$ -	$ 32,810,120
Equity securities:				
U.S. large-cap (b)	-	299,404,822	-	299,404,822
International large-cap (c)	-	141,214,754	-	141,214,754
U.S. mid-cap growth (d)	-	53,458,918	-	53,458,918
Domestic real estate (e)	-	25,619,027	-	25,619,027
Fixed income securities:				
Corporate bonds (f)	-	55,963,499	-	55,963,499
Government securities (g)	-	20,603,648	-	20,603,648
Sub-total	-	629,074,788	-	629,074,788
Group annuity contract (h)	-	322,850,672	-	322,850,672
Total investments measured at fair value	$ -	$ 951,925,460	$ -	$ 951,925,460

(a) This class sought to generate a reasonable rate of return by investing in securities that were either issued or guaranteed by the U.S. Treasury and/or U.S. Government Agencies.

(b) This class sought to match the returns of the Russell 1000 Index and the S&P 500 Index. Approximately 75% of these assets were invested to match the Russell 1000 Index and approximately 25% were invested to match the S&P 500 Index.

(c) This class sought to match the performance of the Morgan Stanley Capital International EAFE Index while providing low cost, broadly diversified, non-U.S. exposure.

(d) This class sought to match the return of the Russell 2000 Index.

(e) This class sought to match the return of the Dow Jones U.S. Select REIT Index.

(f) This class primarily sought to match the return of the High Yield $200 Million Very Liquid Index, a customized Barclays Capital Index.

(g) This class sought to match the return of the Barclays Capital U.S. Long Government/Credit Bond Index.

(h) A participating group annuity contract with MetLife. Valued at a price per unit that is based upon the underlying value of the domestic fixed income securities.

NOTE 6 – PLAN TERMINATION PROVISIONS

The Plan sponsor has the right to amend or terminate the Plan, subject to the provisions of ERISA, without the consent of any employee, participant or other person, provided that no such amendment or other modification to the Plan shall make it possible for any part of the Plan's funds to be used for, or diverted to, purposes other than for the exclusive benefit of participants under the Plan (other than such part as is required to pay administrative expenses). In the event of plan termination, the assets then remaining in the trust will be used to the benefit of the participants in the Plan.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits should a pension plan be terminated at some future time will depend on the sufficiency, at that time, of the pension plan's net assets to provide those benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

NOTE 7 – CERTIFIED FINANCIAL DATA (UNAUDITED)

The following information as of June 30, 2012 and 2011, and for the year ended June 30, 2012 have been certified by the plan's custodians as complete and accurate in accordance with Section 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA:

- Investments, at fair value
- Net appreciation in fair value of investments
- Interest income
- Dividend income
- Schedule of Reportable Transactions
- Accrued interest

NOTE 8 – FEDERAL INCOME TAX STATUS

The Plan obtained its latest determination letter dated November 29, 2012, in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of June 30, 2012 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

Allegheny Energy Retirement Plan

Plan number: 001
Employer Identification Number: 13-1993896

Form 5500, Schedule H, Part IV, Line 4(j) - Schedule of Reportable Transactions
for the Year Ended June 30, 2012

	(a)	(b)	(c)	(d)	(g)	(h)	(i)
	Identity of party Involved	Description of asset	Purchase price	Selling price	Cost of Asset	Current value of asset on transaction date	Net gain or (loss)
Single security transactions in excess of 5% of plan assets							
*	The Bank of New York Mellon	Collective US Govt Stif 3	$ 67,000,000	$ -	$ 67,000,000	$ 67,000,000	$ -
*	The Bank of New York Mellon	Collective US Govt Stif 3	$ -	$ 67,000,000	$ 67,000,000	$ 67,000,000	$ -
*	The Bank of New York Mellon	Collective US Govt Stif 3	$ 165,600,000	$ -	$ 165,600,000	$ 165,600,000	$ -
*	The Bank of New York Mellon	Collective US Govt Stif 3	$ -	$ 84,201,757	$ 84,201,757	$ 84,201,757	$ -
*	State Street Global Advisors	S&P 500 Flagship NL	$ -	$ 78,913,021	$ 65,652,161	$ 78,913,021	$ 13,260,860
*	State Street Global Advisors	Daily EAFE NL	$ 64,708,677	$ -	$ 64,708,677	$ 64,708,677	$ -
Series of security transactions in excess of 5% of plan assets							
*	The Bank of New York Mellon	Collective US Govt Stif 3	$ 538,261,842 (A)	$ -	$ 538,261,842	$ 538,261,842	$ -
*	The Bank of New York Mellon	Collective US Govt Stif 3	$ -	$ 554,333,357 (B)	$ 554,333,357	$ 554,333,357	$ -
	UBS	UBS US Group Tr US Pens Liab	$ 109,950,000 (C)	$ -	$ 109,950,000	$ 109,950,000	$ -
	UBS	US Treasury bond	$ 77,177,649 (D)	$ -	$ 77,177,649	$ 77,177,649	$ -
	UBS	US Treasury bond	$ -	$ 77,120,306 (E)	$ 77,177,650	$ 77,120,306	$ (57,344)
*	State Street Global Advisors	Daily MSCI Emg Mkt Index	$ 68,400,000 (F)	$ -	$ 68,400,000	$ 68,400,000	$ -
*	State Street Global Advisors	Daily EAFE NL	$ 75,108,677 (G)	$ -	$ 75,108,677	$ 75,108,677	$ -

(A) Consists of 99 purchase transactions
(B) Consists of 104 sale transactions
(C) Consists of 5 purchase transactions
(D) Consists of 24 purchase transactions
(E) Consists of 103 sale transactions
(F) Consists of 3 purchase transactions
(G) Consists of 2 purchase transactions

* Represents a party-in-interest for which a statutory exemption exists.