

**File No. 70-9917  
(IPO and Distribution)**

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**AMENDMENT NO. 1 to FORM U-1**

**APPLICATION OR DECLARATION**

**UNDER THE**

**PUBLIC UTILITY HOLDING COMPANY ACT OF 1935**

Allegheny Energy, Inc.  
10435 Downsville Pike  
Hagerstown, MD 21740

Allegheny Energy Supply Company, LLC  
10435 Downsville Pike  
Hagerstown, MD 21740

Allegheny Energy Service Corporation  
10435 Downsville Pike  
Hagerstown, MD 21740

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

Monongahela Power Company  
1310 Fairmont Avenue  
Fairmont, WV 26554

The Potomac Edison Company  
10435 Downsville Pike  
Hagerstown, MD 21740

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

Allegheny Energy, Inc.

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

The Commission is requested to mail signed copies of all orders, notices and communications in connection with this Application to:

Thomas K. Henderson, Esq.  
Vice President and General Counsel  
Allegheny Energy, Inc.  
10435 Downsville Pike  
Hagerstown, MD 21740

Terence A. Burke, Esq.  
Deputy General Counsel  
Allegheny Energy Service Corporation  
10435 Downsville Pike  
Hagerstown, MD 21740

Anthony Wilson, Esq.  
Senior Counsel  
Allegheny Energy Service Corporation  
10435 Downsville Pike  
Hagerstown, MD 21740

Robert E. Buckholz, Jr., Esq.  
Sullivan & Cromwell  
125 Broad Street  
New York, NY 10004-2498

**Applicants hereby amend the following sections of this application - declaration as follows.**

**Item 1, Description of the Transaction, the second paragraph of section 3.1(d), Rule 54, which reads:**

Allegheny is in compliance with all requirements of Rule 53(a). With reference to Rule 53(a)(1), Allegheny's "aggregate investment" (as defined in Rule 53(a)(1)(i)) in all EWGs and FUCOs at March 31, 2001 was approximately \$462 million, or about 49% of Allegheny's "consolidated retained earnings" (as defined in Rule 53(a)(1)(ii)) of \$929 million for the four quarters ended March 31, 2001. With reference to Rule 53(a)(2), Allegheny maintains books and records in conformity with, and otherwise adheres to, the requirements thereof. With reference to Rule 53(a)(3), no more than 2% of the employees of Allegheny's public utility companies render services, at any one time, directly or indirectly, to EWGs or FUCOs in which Allegheny directly or indirectly holds an interest.

**is deleted and replaced with the following paragraph.**

Allegheny is in compliance with all requirements of Rule 53(a). Allegheny's aggregate investment (as defined in Rule 53(a)(1)(i) in all EWGs and FUCOs at June 30, 2001 was approximately \$460 million, or about 48% of Allegheny's consolidated retained earnings of \$965 million for the four quarters ended June 30, 2001 as defined in Rule 53(a)(1)(ii). In addition, Allegheny has complied and will comply with the record-keeping requirements of Rule 53(a)(2), the employee limitation under Rule 53(a)(3), and the limitation under Rule 53(a)(4) concerning the submission of copies of certain filings under the Act to retail regulatory commissions. Finally, with reference to Rule 53(b), none of the circumstances enumerated in subparagraphs (1), (2) and (3) thereunder have occurred or are continuing. Because Rule 53(a) and Rule 53(b) are satisfied, Rule 53(c) does not need to be addressed.

**Item 6, Exhibits and Financial Statements, is amended as follows.**

**(a) Exhibits**

- B-2 Employee Matters Agreement  
(filed Sept. 5, 2001)
- B-3 Tax Indemnification Agreement  
(filed Sept. 5, 2001)
- B-4 Transitional Services Agreement  
(filed Sept. 5, 2001)
- B-5 Confidential Disclosure Agreement  
(filed Sept. 5, 2001)

B-6 Intellectual Property Ownership Agreement  
(filed Sept. 5, 2001)

B-7 Indemnification and Insurance Matters Agreement  
(filed Sept. 5, 2001)

(b) Financial Statements as of June 30, 2001

FS-1 Allegheny Energy, Inc. and Allegheny Energy Supply Company, LLC  
balance sheet, per books and pro forma (filed confidentially Sept.5, 2001  
on Form SE)

FS-2 Allegheny Energy, Inc. and Allegheny Energy Supply Company, LLC  
statement of income and retained earnings, per books and pro forma  
(filed confidentially Sept. 5, 2001 on Form SE)

FS-3 Capital Structure Analysis Charts (filed confidentially Sept. 5, 2001 on  
Form SE)

**SIGNATURE**

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

**ALLEGHENY ENERGY, INC.  
ALLEGHENY ENERGY SUPPLY COMPANY, LLC  
ALLEGHENY ENERGY SERVICE CORPORATION  
WEST PENN POWER COMPANY  
MONONGAHELA POWER COMPANY  
THE POTOMAC EDISON COMPANY**

By: \_\_\_\_\_  
Thomas K. Henderson

Dated: September 5, 2001