

ALLEGHENY ENERGY, INC

Form 425

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Subject Company: Allegheny Energy, Inc.  
Commission File No: 333-165640*

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FOR CUSTOMERS IN MARYLAND

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**MORE RESOURCES WHEN OUR CUSTOMERS NEED THEM MOST** With the merger of FirstEnergy and Allegheny Energy, the combined company will have more people, equipment and other resources to respond when major storms interrupt service. By bringing together crews from other regions that share similar processes and procedures, the combined company will be able to work more effectively to repair damage and get customers back in service more quickly. **POSITIVE ENERGY BETTER RESPONSE TO STORMS**

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FOR CUSTOMERS IN MARYLAND

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**SAVING CUSTOMERS MONEY** We believe the combination of FirstEnergy and Allegheny Energy will offer customers in Maryland the benefits of a larger, stronger company. And, we re putting our money on it. Following completion of the merger, residential customers in Maryland will receive rate credits totaling approximately \$2.5 million over a two-year period. And, because the combined company is expected to result in greater efficiencies, we believe customers will have the benefit of better rates than the companies could offer separately over the long term. **POSITIVE ENERGY LOWER ELECTRIC BILLS**

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FOR CUSTOMERS IN MARYLAND

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**HELPING MAKE COMPETITION WORK FOR CUSTOMERS** When it comes to shopping for electric generation service, choice is important. It's why we've promised to take an active role in Maryland's marketplace following completion of the merger of FirstEnergy and Allegheny Energy. FirstEnergy Solutions—the competitive subsidiary of FirstEnergy—will become a certified retail supplier for residential customers in Maryland and continue to actively participate in other markets. It's part of our efforts to provide options that promote competition and better prices for customers throughout Maryland.

**POSITIVE ENERGY MORE CHOICES FOR CUSTOMERS**

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FOREMPLOYEESINMARYLAND

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**HOLDING THE LINE ON UTILITY JOBS** Utility workers are the backbone of FirstEnergy and Allegheny Energy. The combined company will use all the resources necessary to ensure continued safe and reliable service. As a result, there will be no net reductions in employment levels at the utility operating companies for at least two years due to involuntary attrition related to the integration of the companies. And, FirstEnergy has made a commitment to honor Allegheny Energy's collective bargaining agreements following the merger of our companies. **POSITIVE ENERGY UTILITY JOBS**

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FOREMPLOYEESINMARYLAND

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SAFETY IS OUR #1 PRIORITY... AND IT SHOWS FirstEnergy and Allegheny Energy share a strong commitment to safety. Over the past 10 years, FirstEnergy has ranked nationally in the top quartile or better for safety performance in the utility industry with an average OSHA\* recordable rate of 1.22 injuries per 200,000 hours worked. Allegheny Power also achieved top quartile safety performance in 2009 with an OSHA rate of 1.40. Our companies are proud of that record and will work to ensure that safety remains a top priority for our utility operations in Maryland. \*Occupational Safety and Health Administration POSITIVE ENERGY EMPLOYEE SAFETY

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FOR COMMUNITIES IN MARYLAND

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LOCAL PRESENCE, LOCAL FOCUS You can't stay in touch with the local community if you're not part of the local community. That's why, after the merger is complete, FirstEnergy plans to establish a regional headquarters for Potomac Edison within the utility's Maryland service area. As part of the FirstEnergy family of companies, Potomac Edison will have a management structure that supports local authority and decision-making throughout its service territory. We think that's the best way to ensure we make the right choices for our customers and our communities. POSITIVE ENERGY REGIONAL HEADQUARTERS

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FOR COMMUNITIES IN MARYLAND

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MAKING A DIFFERENCE, ONE COMMUNITY AT A TIME Building strong communities takes teamwork. FirstEnergy and Allegheny Energy share a commitment to economic development and charitable organizations in their communities. We've helped agencies such as United Way and Habitat for Humanity provide critical services in our region. And we do our part to bring new jobs and opportunities to the communities we're privileged to serve. We'll maintain Allegheny Energy's level of charitable giving for three years following the merger and build on these efforts in the years ahead as part of a larger, stronger company. POSITIVE ENERGY COMMUNITY INVOLVEMENT

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**INFORMATION CONCERNING FORWARD-LOOKING STATEMENTS** In addition to historical information, this publication may contain a number of forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. Words such as anticipate, expect, project, intend, plan, believe, and words and terms of similar substance used in connection with any discussion of future plans, actions, or events identify forward-looking statements. Forward-looking statements relating to the proposed merger include, but are not limited to: statements about the benefits of the proposed merger involving FirstEnergy and Allegheny Energy, including future financial and operating results; FirstEnergy's and Allegheny Energy's plans, objectives, expectations and intentions; the expected timing of completion of the transaction; and other statements relating to the merger that are not historical facts. Forward-looking statements involve estimates, expectations and projections and, as a result, are subject to risks and uncertainties. There can be no assurance that actual results will not materially differ from expectations. Important factors could cause actual results to differ materially from those indicated by such forward-looking statements. With respect to the proposed merger, these factors include, but are not limited to: risks and uncertainties relating to the ability to obtain the requisite FirstEnergy and Allegheny Energy shareholder approvals; the risk that FirstEnergy or Allegheny Energy may be unable to obtain governmental and regulatory approvals required for the merger, or required governmental and regulatory approvals may delay the merger or result in the imposition of conditions that could reduce the anticipated benefits from the merger or cause the parties to abandon the merger; the risk that a condition to closing of the merger may not be satisfied; the length of time necessary to consummate the proposed merger; the risk that the businesses will not be integrated successfully; the risk that the cost savings and any other synergies from the transaction may not be fully realized or may take longer to realize than expected; disruption from the transaction making it more difficult to maintain relationships with customers, employees or suppliers; the diversion of management time on merger-related issues; the effect of future regulatory or legislative actions on the companies; and the risk that the credit ratings of the combined company or its subsidiaries may be different from what the companies expect. These risks, as well as other risks associated with the merger, are more fully discussed in the preliminary joint proxy statement/prospectus that is included in the amended Registration Statement on Form S-4 (Registration No. 333-165640) that was filed by FirstEnergy with the SEC in connection with the merger. Additional risks and uncertainties are identified and discussed in FirstEnergy's and Allegheny Energy's reports filed with the SEC and available at the SEC's website at [www.sec.gov](http://www.sec.gov). Forward-looking statements included in this document speak only as of the date of this document. Neither FirstEnergy nor Allegheny Energy undertakes any obligation to update its forward-looking statements to reflect events or circumstances after the date of this document.

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**ADDITIONAL INFORMATION AND WHERE TO FIND IT** In connection with the proposed merger, FirstEnergy filed an amended Registration Statement on Form S-4 (Registration No. 333-165640) with the SEC that includes a preliminary joint proxy statement of FirstEnergy and Allegheny Energy and that also constitutes a preliminary prospectus of FirstEnergy. FirstEnergy and Allegheny Energy will mail the definitive joint proxy statement/prospectus to their respective shareholders. FirstEnergy and Allegheny Energy urge investors and shareholders to read the definitive joint proxy statement/prospectus regarding the proposed merger when it becomes available, as well as other documents filed with the SEC, because they will contain important information. You may obtain copies of all documents filed with the SEC regarding this proposed transaction, free of charge, at the SEC's website ([www.sec.gov](http://www.sec.gov)). You may also obtain these documents, free of charge, from FirstEnergy's website ([www.firstenergycorp.com](http://www.firstenergycorp.com)) under the tab "Investors" and then under the heading "Financial Information" and then under the item "SEC Filings." You may also obtain these documents, free of charge, from Allegheny Energy's website ([www.allegheny-energy.com](http://www.allegheny-energy.com)) under the tab "Investors" and then under the heading "SEC Filings."

**PARTICIPANTS IN THE MERGER SOLICITATION** FirstEnergy, Allegheny Energy and their respective directors, executive officers and certain other members of management and employees may be soliciting proxies from FirstEnergy and Allegheny Energy shareholders in favor of the merger and related matters. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of FirstEnergy and Allegheny Energy shareholders in connection with the proposed merger is set forth in the preliminary joint proxy statement/prospectus contained in the above-referenced amended Registration Statement on Form S-4. You can find information about FirstEnergy's executive officers and directors in its definitive proxy statement filed with the SEC on April 1, 2010 and Annual Report on Form 10-K filed with the SEC on February 19, 2010. You can find information about Allegheny Energy's executive officers and directors in its definitive proxy statement filed with the SEC on March 19, 2010 and Annual Report on Form 10-K filed with the SEC on March 1, 2010. Additional information about FirstEnergy's executive officers and directors and Allegheny Energy's executive officers and directors can be found in the above-referenced amended Registration Statement on Form S-4. You can obtain free copies of these documents from FirstEnergy and Allegheny Energy using the website information above.