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May 24, 2012

Via Email and Hand Delivery

Administrative Law Judge Susan D Colwell
PO Box 3265
Harrisburg, PA 17105-3265

Re: PPL Electric Utilities Corporation Supplement No. 118 to Tariff Electric PA PUC No. 201 (Rate Increase Filing); Docket No. R-2012-2290597; **PREHEARING CONFERENCE MEMORANDUM OF DOMINION RETAIL, INC.**

Dear Honorable Colwell:

Enclosed for filing with the Commission are the original and three (3) copies of the Prehearing Conference Memorandum of Dominion Retail, Inc. in the above-captioned docket. Copies of this Memorandum have been served in accordance with the attached Certificate of Service.

Thank you for your attention to this matter. If you have any questions related to this filing, please contact the undersigned.

Very truly yours,

Todd S. Stewart
Counsel for Dominion Retail, Inc.

TSS/alh
Enclosures

cc: Secretary Rosemary Chiavetta (via electronic filing)

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing document upon the parties, listed below, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a party).

VIA ELECTRONIC AND FIRST CLASS MAIL

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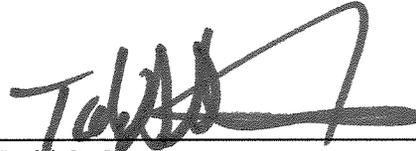
WILLIAM ANDREWS
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CARBONDALE PA 18407

JOHN LUCAS
112 JESSUP AVENUE
JESSUP PA 18434

HELEN SCHWIKI
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WHITE HAVEN PA 18661

DAVE KENNEY
577 SHANE DRIVE
EFFORT PA 18330

DONALD LEVENTRY
1145 RIVER ROAD
HOLTWOOD PA 17532

A handwritten signature in black ink, appearing to read "Todd S. Stewart", written over a horizontal line.

Todd S. Stewart
Counsel for Dominion Retail, Inc.

Date: May 24, 2012

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

PPL Electric Utilities Corporation	:	
Supplement No. 118 to Tariff Electric	:	Docket No. R-2012-2290597
PA PUC No. 201 (Rate Increase Filing)	:	

**PREHEARING CONFERENCE MEMORANDUM
OF DOMINION RETAIL, INC.**

NOW COMES Dominion Retail, Inc. d/b/a Dominion Energy Solutions, (“DES”) and hereby offers its Prehearing Conference Memorandum in satisfaction of the presiding Administrative Law Judge’s Prehearing Conference Order issued May 17, 2012. DES states as follows:

I. PROCEDURAL HISTORY

1. On or about March 30, 2012 PPL Electric Utilities Corporation (“PPL”) filed the above captioned Rate Increase filing with the Pennsylvania Public Utility Commission (“Commission”).
2. On April 9, 2012 DES filed a Petition to Intervene in the above captioned proceeding.
3. Several other parties have intervened in this proceeding.
4. By Notice issued May 17, 2012, this matter was assigned to Presiding Administrative Law Judge Susan D. Colwell and a prehearing conference was scheduled for May 31, 2012.

5. Also on May 17, Your Honor issued a Prehearing Conference Order, that among other items, required parties to submit Prehearing Memoranda on or before noon on Friday, May 25, 2012.

II. ISSUES

6. DES continues to review the filing and has so far identified the primary issue to be addressed as PPL's proposed increase of the POR discount by .53%. However, DES reserves the right to address additional issues as they arise in the course of litigation and in response to other issues raised by other parties to this proceeding.

III. WITNESS

7. At this time DES intends to present the following witness to testify in this matter, however it reserves the right to call additional witnesses as may be warranted upon proper notice to Your Honor and the parties:

Thomas J. Butler
Director of New Business Development
501 Martindale Street
Suite 400
Pittsburgh, PA 15212-5817
(412) 237- 4765
Thomas.J.Butler@dom.com.

Mr. Butler will address the issues identified above and any other issues that may arise in the course of this proceeding.

IV. SCHEDULE

8. Included in Your Honor's Prehearing Order is a proposed litigation schedule that was submitted by PPL. DES will work cooperatively with the parties and Your Honor to develop a litigation schedule that is acceptable to all concerned.

V. DISCOVERY

9. DES has not yet engaged in discovery, but, if necessary, will do so at the earliest possible date, so as not to impede the procedural schedule in this case.

VI. EVIDENCE

10. DES intends to present the testimony of the witness above as well as any exhibits and other evidence that may be pertinent thereto.

VII. SETTLEMENT

11. DES is willing and ready to engage in settlement discussions in an attempt to resolve or narrow the issues in this proceeding, with any and all parties, and encourage the parties to engage in settlement early in the process.

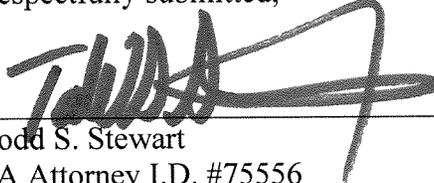
VIII. REPRESENTATION

12. DES will be represented in the above-captioned matter by the following counsel. Please serve counsel copies of all pleadings hereafter filed in this matter and should be included on the service list as the entry for both parties.

Todd S. Stewart, Attorney I.D. No. 75556
William E. Lehman, Attorney I.D. No. 83936
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WHEREFORE, DES respectfully submits this Prehearing Conference Memorandum in satisfaction of Your Honor's Prehearing Order dated May 17, 2012.

Respectfully submitted,



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PA Attorney I.D. #75556
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*Counsel for Dominion Retail, Inc., and, Interstate
Gas Supply, Inc.*

DATED: May 24, 2012