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January 16, 2019

VIA ELECTRONIC FILING

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor
Harrisburg, PA 17120

RE: Joint Application of Aqua America Inc., Aqua Pennsylvania Inc., Aqua Pennsylvania Wastewater Inc., and Peoples Natural Gas Company LLC for All of the Authority and Necessary Certificates of Public Convenience to Approve a Change in Control of Peoples Natural Gas Company LLC and Peoples Gas Company, LLC by Way of the Purchase of All of LDC Funding LLC's Membership Interests by Aqua America Inc.
Docket Nos. A-2018-3006061, A-2018-3006062, and A-2018-3006063

Dear Secretary Chiavetta:

Enclosed for filing is the Prehearing Conference Memorandum of Duquesne Light Company in the above-captioned matters.

Copies of the Memorandum have been served in accordance with the attached Certificate of Service. Should you have any questions, please feel free to contact me.

Best Regards,

STEVENS & LEE



Michael A. Gruin

Enclosure

cc: Certificate of Service
Honorable Mary D. Long, Administrative Law Judge

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of Aqua America Inc., Aqua : Docket Nos. A-2018-3006061
Pennsylvania Inc., Aqua Pennsylvania : A-2018-3006062
Wastewater Inc., and Peoples Natural Gas : A-2018-3006063
Company LLC for All of the Authority and :
Necessary Certificates of Public Convenience to :
Approve a Change in Control of Peoples :
Natural Gas Company LLC and Peoples Gas :
Company, LLC by Way of the Purchase of All :
of LDC Funding LLC's Membership Interests :
by Aqua America Inc. :

**PREHEARING CONFERENCE MEMORANDUM
OF DUQUESNE LIGHT COMPANY**

Pursuant to 52 Pa. Code §5.22, and the Prehearing Conference Order issued by Administrative Law Judge Mary A. Long on January 4, 2019, Duquesne Light Company (“Duquesne Light”), by and through the undersigned counsel, hereby submits its Prehearing Conference Memorandum in the above-captioned matter.

I. BACKGROUND

On November 13, 2018, Aqua America, Inc. (“Aqua America”) and its subsidiaries, Aqua Pennsylvania, Inc. (“Aqua PA”) and Aqua Pennsylvania Wastewater, Inc. (“Aqua PA Wastewater”) and the Peoples Natural Gas Company, LLC (“Peoples Natural Gas”) and Peoples Gas Company, LLC (“Peoples Gas”) (collectively the “Applicants”) filed a Joint Application requesting all necessary approvals from the Pennsylvania Public Utility Commission (“Commission”) to authorize the change in control of Peoples Natural Gas and Peoples Gas (collectively, the “Peoples Companies”) to Aqua America.

On December 26, 2018, Duquesne Light filed its Petition to Intervene in this proceeding.

On January 4, 2018, the presiding Administrative Law Judges issued the Prehearing Conference Order for this proceeding.

II. ISSUES AND WITNESSES

Issues

Duquesne Light has identified the following issues in connection with the proposed transfer of control:

- How the proposed change in control will impact the Peoples Companies' distribution rates, reliability, customer service, and quality of service
- Whether the proposed change in control will provide affirmative benefits to the Peoples Companies' customers

Duquesne Light may identify other issues of concern which may arise as the proceeding develops, and reserves the right to address such issues as they arise.

Witnesses

Duquesne Light expects to submit the Testimony of the following witnesses, all of whom work for Duquesne Light Company at 411 Seventh Avenue Pittsburgh, PA 15219:

1. Katherine Scholl, Duquesne Light's Director of Customer Experience. Ms. Scholl is expected to testify regarding issues related to customer service, the proposed affirmative customer benefits for the transaction, and customer-related conditions proposed, if any, for the transaction.
2. Jason Harchick, Duquesne Light's General Manager, System Planning. Mr. Harchick is expected to testify regarding the natural gas services received by Duquesne Light at its various locations, the rate classifications and tariff provisions relevant to those services, and the transaction's potential impact on Peoples' natural gas service in its service territory.

3. C. James Davis, Duquesne Light's Director of Rates, Energy Procurement and FERC/RTO Affairs. Mr. Davis is expected to testify regarding the proposed transaction's impact on rates and purported affirmative benefits of the transaction.

Duquesne Light reserves the right to identify and present the testimony of additional witnesses, as necessary, depending on the additional issues raised by other parties to the proceeding.

III. SERVICE OF DOCUMENTS

Duquesne Light's attorneys in this proceeding are:

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Duquesne Light's attorneys are authorized to receive all notices and communications regarding this proceeding.

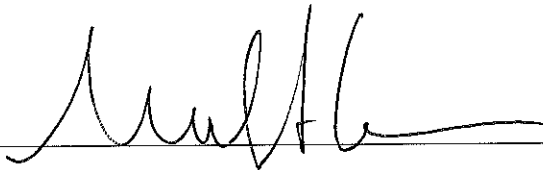
IV. PROPOSED PROCEDURAL SCHEDULE

Duquesne Light will work with the other parties to the proceeding to develop a mutually agreeable procedural schedule

V. DISCOVERY

Duquesne Light will confer with the other parties on proposed modifications to the Commission's procedural rules regarding discovery.

Respectfully submitted,



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**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of Aqua America Inc., Aqua	:	Docket Nos. A-2018-3006061
Pennsylvania Inc., Aqua Pennsylvania Wastewater	:	A-2018-3006062
Inc., and Peoples Natural Gas Company LLC for	:	A-2018-3006063
All of the Authority and Necessary Certificates of	:	
Public Convenience to Approve a Change in	:	
Control of Peoples Natural Gas Company LLC and	:	
Peoples Gas Company, LLC by Way of the	:	
Purchase of All of LDC Funding LLC's	:	
Membership Interests by Aqua America Inc.	:	
	:	
	:	
	:	

CERTIFICATE OF SERVICE

I hereby certify that on this 16th day of January, 2019, copies of the foregoing Prehearing Conference Memorandum have been served upon the persons listed below via Electronic Mail and First Class U.S. Mail in accordance with the requirements of 52 Pa. Code Sections 1.54 and 1.55.

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Michael A. Guin

DATE: January 16, 2019

Michael A. Guin