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Gary A. Jack
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November 2, 2010

VIA ELECTRONIC FILING & OVERNIGHT MAIL

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

**Re: Securities Certificate of Duquesne Light Company
in Respect to the Issuance of Financial Instruments
Docket No. _____**

Dear Secretary Chiavetta:

Enclosed by electronic filing is a request by Duquesne Light Company for approval and issuance of a Securities Certificate to issue financial instruments in an amount not to exceed \$600 million through 2013.

If you have any questions regarding the information contained in this filing, please contact me at 412-393-1541 or gjack@duqlight.com.

Respectfully submitted,

A handwritten signature in black ink, appearing to be 'G. Jack', written over a rectangular box.

Gary A. Jack
Assistant General Counsel

Enclosures

3. On May 20th, 2010 the Pennsylvania Public Utility Commission (the "Commission") registered a Securities Certificate (S-2010-2161163) and Affiliated Interest Agreement (G-2010-2162823) for Duquesne allowing it to issue debt securities in the form of First Mortgage Bonds ("FMBs"), long-term Intercompany Loans from its parent, Duquesne Light Holdings, Inc. ("DLH"), and remarketed Pollution Control Revenue Refunding Bonds ("PCRRBs") in an aggregate principal amount not to exceed \$300,000,000 through December 31, 2013 (the "May 20 Order"). Currently there is remaining an available amount of \$150 million under the existing certificate which is insufficient for Duquesne's near term business needs and refinancings. Accordingly, Duquesne desires to replace and cancel the existing Securities Certificate and have a new Certificate issued with an authorization of \$600,000,000 of new debt. Consistent with the May 20 Order, Duquesne requests authority to issue debt under this Securities Certificate through December 31, 2013.

4. The purposes of Duquesne's proposed aggregate debt issuances of up to \$600 million are as follows:

- To partially finance pension contributions required by federal law estimated at approximately \$215 million from 2011 to 2013
- To refinance \$98 million of PCRRBs maturing from 2011 to 2013
- To refinance \$200 million of FMBs maturing in April 2012
- To refinance \$55 million of short term intercompany borrowings to long term debt

- To help defray a portion of the significant upcoming construction expenditures currently estimated at approximately \$534 million from 2011 to 2013
- To adjust the Company's capital structure to levels employed by comparable companies
- General corporate purposes

Duquesne's financing needs are discussed in detail below:

(a) In accordance with the minimum funding requirements under the Pension Protection Act of 2006, the Company currently estimates that it will be required to make the following annual pension plan contributions from 2011 to 2013:

Estimated Pension Contributions		
<i>(in millions)</i>		
<u>2011</u>	<u>2012</u>	<u>2013</u>
\$103	\$63	\$50

These amounts are the Company's estimate as of September 30, 2010 and represent an increase in expected contributions over what was submitted to the Commission earlier in the year due to multiple factors.

(b) Duquesne requires the ability to issue approximately \$300 million of new debt to refinance the following currently outstanding securities:

- \$47.9 million – 4.05% ACIDA Series 1999B PCRRB maturing on September 1, 2011
- \$200.0 million – 6.70% Series O FMB maturing on April 15, 2012
- \$50.0 million – 4.35% ACIDA Series 1999A PCRRB maturing on December 1, 2013

(c) In addition, the Company intends to refinance \$55 million of short term intercompany debt incurred to finance recent significant capital expenditures into long term debt to better align the long term life of the capital assets with the debt term.

(d) Duquesne expects capital expenditures to average approximately \$178 million annually from 2011 to 2013. The estimated capital expenditures are for the significant transmission and distribution infrastructure improvements necessary to maintain reliability for customers. Please refer to Exhibit C for more detail on the upcoming major capital expenditures. A portion of these capital expenditures would need to be financed by debt from this Securities Certificate.

(e) As shown in Exhibit G, as of September 30, 2010, Duquesne maintained an equity to total capitalization ratio of approximately 61%. Further debt issuances, including intercompany loans from its parent DLH, will move Duquesne towards a more levelized capital structure and benefit ratepayers by decreasing the capital component of equity, which is the more expensive form of financing. The source of funds to DLH is cash flow retained in the business and funds provided by investors.

5. As of the date of this request, S-2010-2161163, registered by the Commission on May 20, 2010 and referenced above, represents the most recent permission to issue bonds. Pursuant to that authority, \$150,000,000 of debt has been issued pursuant to that Certificate. Duquesne issued \$100,000,000 and \$50,000,000 of new debt through intercompany loans from its parent on July 1, 2010 and September 29, 2010, respectively. As of September 30, 2010, FMBs in the amount of

\$300,000,000 were outstanding, and PCRRBs in the amount of \$142,175,000 were outstanding.

The Company requests no modifications to the terms of the long term Affiliated Interest Agreement (G-2010-2162823) issued by the Commission on May 20, 2010 as part of the prior Securities Certificate.

6. The particulars of the debt issuances are as follows:

(a) Exact title of security:

Each title of each series of FMBs will be determined at the time of the establishment of such series. A listing of currently outstanding debt and available PCRRBs is provided in Exhibit B.

(b) Aggregate amount to be issued:

Up to \$600,000,000 of FMBs, PCRRBs, and/or intercompany borrowings.

(c) In the case of FMBs and PCRBs:

(i) Nominal date(s) of issuance:

To be determined based on overall market conditions at the time of issuance.

(ii) Date(s) of maturity:

Varying; up to 33 years in length.

(iii) Interest rate and payment dates:

The actual interest rate and payment dates will be determined by market conditions at the time of the debt offering.

(iv) Extent to which taxes on securities are assumed by the issuer:

None.

(v) Callability provisions:

The callable provisions will depend on market conditions at the time of issuance.

(vi) Conversion provisions:

None

(vii) Maintenance, depreciation and sinking fund provisions:

None

(viii) Name and address of Trustee for FMBs and whether affiliated:

The Trustee for the outstanding FMBs and PCRRBs is The Bank of New York Mellon (successor by acquisition from J.P. Morgan Chase Bank, which was successor by merger to the Chase Manhattan Bank, successor in Trust to Mellon Bank, N.A.), 525 William Penn Place, 7th Floor, Pittsburgh, PA 15259. The Bank of New York Mellon is not an "affiliated interest" of Duquesne as that term is defined in Section 2101 of the Public Utility code, 66 Pa. C.S. § 2101. The Trustee of any future FMBs or PCRRBs will be determined at the time of issuance.

7. Subject to the approval of the Commission, as evidenced by the registration of this Securities Certificate, the Company proposes to issue and sell the new debt in one or more series from time to time directly to investors, through agents or to one or more underwriters for public offering, in private placements directly to one or

more institutional investors or through agents, or through the execution of a promissory note in the event of intercompany debt, in each case on terms to be determined by market conditions at the time of sale and Commission requirements. As necessary, Duquesne will enter into one or more underwriting agreements, agency agreements or purchase agreements with underwriters, agents, or other purchasers. The price to be paid to the Company by the underwriters, agents or other purchasers of any bonds and the compensation received by such parties will be determined at the time of sale.

Consistent with the May 20 Order, in order to set the debt rate for intercompany debt, Duquesne will request indicative rates for a similarly structured external borrowing from at least three independent investment banks and will use the lowest rate received from the banks. In addition, the maximum borrowing rate from DLH will be 7.5%.

8. While the exact type of debt to be issued is not known at this time and will be determined at a later date after comparing market rates, issuance costs, and other factors, the Company, at the time of this filing, expects to issue the debt in the following forms: First Mortgage Bonds -- \$300 million, reissuance of Pollution Control Bonds of \$180 million, and intercompany debt of \$120 million.

With regard to issuance expenses, assuming the debt is comprised of \$120 million of long term intercompany borrowings, two PCRRB remarketings of \$90 million each, and one FMB issuance without registration rights of \$300 million, the issuance expenses to be incurred are estimated as follows:

Legal Fees	\$1,500,000
Printing Fees	60,000
Rating Agency Fees	542,000
Underwriting Fees	4,200,000
Trustee Fees	10,500
Accounting Fees	150,000
Miscellaneous	<u>70,000</u>
TOTAL	\$6,532,500

Expenses will vary with the number of sales of debt securities and the type of debt securities sold. No expenses are assumed in relation to intercompany borrowings.

9. The following exhibits are attached and made part of this Securities Certificate:

- EXHIBIT A Balance sheets of Duquesne Light Company as of September 30, 2010 and December 31, 2009, and statements of operations and cash flows for the nine months ended September 30, 2010 both on a comparative basis with the nine months ended September 30, 2009.
- EXHIBIT B Duquesne Light Company outstanding long term debt and available PCRRBs.
- EXHIBIT C Estimated capital expenditures from 2011 to 2013
- EXHIBIT D Statement of Utility Plant by Classified Accounts of Duquesne as of June 30, 2010
- EXHIBIT E Journal entries showing all charges and credits to be made on the books of account of Duquesne as a result of the proposed issuance
- EXHIBIT F Source and Uses of Funds estimate from 2011 to 2013
- EXHIBIT G Duquesne Light Company capital structure as of September 30, 2010 and the September 30, 2010 capital structure

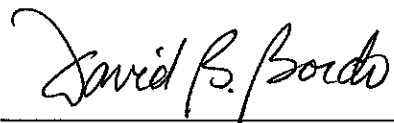
adjusted to reflect the securities activity contemplated in this petition.

10. The estimated 2011 to 2013 uses of funds of \$1,357 million, as shown in Exhibit F, greatly exceed the \$600 million authority requested herein. It is anticipated that internally generated funds, such as operating income and retained earnings, will be used to fund a significant portion of required financing needs.

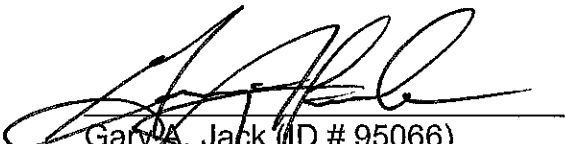
Wherefore, Duquesne Light Company requests issuance of a Securities Certificate in the amount of \$600,000,000 through December 31, 2013, to grant authority to enter into any act incidental to related issuances, and to grant such other relief as may be required or appropriate.

Dated this 2nd day of November, 2010.

DUQUESNE LIGHT COMPANY

By: 
David B. Bordo
Treasurer

By counsel:


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Exhibit A

Duquesne Light Company
 Condensed Consolidated Statements of Income (Unaudited)
 (Millions of Dollars)

	Nine Months Ended September 30, 2010	2009
Operating Revenues:		
Retail sales of electricity	\$ 691.6	\$ 647.0
Other	16.7	17.4
Total Operating Revenues	708.3	664.4
Operating Expenses:		
Fuel and purchased power	320.0	303.9
Change in fair value of energy contracts	35.5	-
Other operating and maintenance	145.5	122.2
Depreciation and amortization	65.9	61.0
Taxes other than income taxes	45.4	41.4
Total Operating Expenses	612.3	528.5
Operating Income	96.0	135.9
Investment and Other Income	2.8	2.5
Interest and Other Charges	(25.4)	(21.3)
Income Before Income Taxes	73.4	117.1
Income Tax Expense	17.9	49.2
Net Income	55.5	67.9
Dividends on Preferred Stock	4.7	4.7
Earnings Available for Common Stock	\$ 50.8	\$ 63.2

Exhibit A

Duquesne Light Company
 Condensed Consolidated Statements of Income (Unaudited)
 (Millions of Dollars)

	Three Months Ended September 30,	
	2010	2009
Operating Revenues:		
Retail sales of electricity	\$ 256.6	\$ 219.2
Other	5.7	5.7
	<u>262.3</u>	<u>224.9</u>
Total Operating Revenues		
Operating Expenses:		
Fuel and purchased power	124.9	98.9
Change in fair value of energy contracts	17.2	-
Other operating and maintenance	50.8	43.0
Depreciation and amortization	22.7	20.0
Taxes other than income taxes	16.5	14.1
	<u>232.1</u>	<u>176.0</u>
Total Operating Expenses		
Operating Income	30.2	48.9
Investment and Other Income	1.0	0.9
Interest and Other Charges	<u>(9.6)</u>	<u>(7.4)</u>
Income Before Income Taxes	21.6	42.4
Income Tax Expense	<u>8.4</u>	<u>17.2</u>
Net Income	13.2	25.2
Dividends on Preferred Stock	1.6	1.6
Earnings Available for Common Stock	<u>\$ 11.6</u>	<u>\$ 23.6</u>

Exhibit A

Duquesne Light Company
Condensed Consolidated Balance Sheets
(Millions of Dollars)

	September 30, 2010 (Unaudited)	December 31, 2009
Assets		
Current Assets:		
Cash and cash equivalents	\$ 31.4	\$ 21.2
Restricted cash	1.2	1.2
Receivables	140.5	123.4
Prepaid expenses	4.7	2.1
Other	30.4	27.2
Total Current Assets	<u>208.2</u>	<u>175.1</u>
Long-Term Investments	<u>0.6</u>	<u>0.6</u>
Property, Plant & Equipment:		
Property, plant and equipment	2,915.7	2,768.1
Less: Accumulated depreciation and amortization	(873.3)	(836.4)
Property, Plant and Equipment - Net	<u>2,042.4</u>	<u>1,931.7</u>
Other Non-Current Assets:		
Regulatory assets	553.8	562.4
Derivative Instruments	0.4	-
Other	3.1	2.4
Total Other Non-Current Assets	<u>557.3</u>	<u>564.8</u>
Total Assets	<u>\$ 2,808.5</u>	<u>\$ 2,672.2</u>
Liabilities and Capitalization		
Current Liabilities:		
Short-term borrowings and current debt maturities	\$ 47.9	\$ -
Payable to affiliates	115.9	102.8
Accounts payable	59.2	68.1
Derivative Instruments	6.5	-
Accrued liabilities	78.2	67.3
Total Current Liabilities	<u>307.7</u>	<u>238.2</u>
Non-Current Liabilities:		
Deferred income taxes - net	437.9	419.8
Derivative Instruments	30.8	12.0
Other	356.9	379.8
Total Non-Current Liabilities	<u>825.6</u>	<u>811.6</u>
Capitalization:		
Long-term debt	394.2	442.1
Long-term payable to affiliates	150.0	-
Preferred Stock	108.1	108.1
Common Shareholder's Equity:		
Common stock (authorized - 90,000,000 shares; Issued and outstanding - 10 shares)	-	-
Capital surplus	986.3	986.3
Retained earnings	46.6	96.8
Accumulated other comprehensive loss	(10.0)	(10.9)
Total Common Shareholder's Equity	<u>1,022.9</u>	<u>1,072.2</u>
Total Capitalization	<u>1,525.2</u>	<u>1,622.4</u>
Total Liabilities and Capitalization	<u>\$ 2,658.5</u>	<u>\$ 2,672.2</u>

Exhibit A

Duquesne Light Company
Condensed Consolidated Statements of Cash Flows (Unaudited)
(Millions of Dollars)

	Nine Months Ended September 30,	
	2010	2009
Cash Flows from Operating Activities:		
Net Income	\$ 55.5	\$ 67.9
Adjustments to reconcile net income to net cash provided from operating activities	112.1	50.1
Changes to working capital other than cash	(18.6)	24.5
Changes to affiliate receivable/payable	(2.1)	(37.3)
Net Cash Provided from Operating Activities	<u>146.9</u>	<u>105.2</u>
Cash Flows from Investing Activities:		
Construction expenditures	(190.0)	(134.9)
Other	(1.0)	(1.3)
Net Cash Used in Investing Activities	<u>(191.0)</u>	<u>(136.2)</u>
Cash Flows from Financing Activities:		
Revolving credit facility borrowings	10.0	85.0
Revolving credit facility repayments	(10.0)	(90.0)
Issuance of long-term debt	-	100.0
Affiliated borrowings	160.0	-
Repayment of affiliated borrowings	-	(30.0)
Dividend to parent	(101.0)	(41.9)
Dividends on preferred stock	(4.7)	(4.7)
Other	-	-
Net Cash Provided from Financing Activities	<u>54.3</u>	<u>18.4</u>
Net (decrease) Increase in cash and cash equivalents	10.2	(12.6)
Cash and cash equivalents at beginning of period	21.2	21.6
Cash and cash equivalents at end of period	<u>\$ 31.4</u>	<u>\$ 9.0</u>
Supplemental Cash Flow Information:		
Change in capital expenditures included in accounts payable	\$ 16.8	\$ 4.4
Cash paid during the period:		
Interest	\$ 17.8	\$ 13.5
Income taxes	\$ 14.5	\$ 40.9

The 2009 condensed consolidated statement of cash flows has been reclassified to conform with the 2010 presentation.

Duquesne Light Company Long-term Debt

Instrument Type	CUSIP	Amount	Term	Maturity	Optional Redemption	Rate	Authority
6.7% Series O First Mortgage Bond	266228CR4	\$200,000,000	10	4/15/2012	Make Whole	6.70%	N/A
6.57% Series R First Mortgage Bond	266228 C*4	\$100,000,000	5	2/15/2014	Make Whole	6.57%	N/A
4.5% PCRB BCIDA Series 1999D	074876GD9	\$44,250,000	30	11/1/2029	Callable at Par	4.50%	BCIDA
4.35% PCRB ACIDA Series 1999A	017292UJ0	\$50,000,000	14	12/1/2013	Extraordinary	4.35%	ACIDA
4.05% PCRB ACIDA Series 1999B	017292UK7	\$47,925,000	12	9/1/2011	Extraordinary	4.05%	ACIDA
4.25% Intercompany Loan A	N/A	\$50,000,000	10	9/29/2020	No Penalty	4.25%	N/A
4.71% Intercompany Loan A	N/A	\$100,000,000	10	7/1/2020	No Penalty	4.71%	N/A
PCRB BCIDA Series 1999A	074876FL2	\$25,000,000	TBD	4/1/2031	Per Mode	TBD	BCIDA (A)
PCRB BCIDA Series 1999B	074876FF5	\$13,700,000	TBD	8/1/2020	Per Mode	TBD	BCIDA (A)
PCRB BCIDA Series 1999C	074876FJ7	\$18,000,000	TBD	8/1/2033	Per Mode	TBD	BCIDA (A)
PCRB BCIDA Series 1999E	074876FH1	\$75,500,000	TBD	3/1/2031	Per Mode	TBD	BCIDA (A)
PCRB OWDA Series 1999A	677660RY0	\$49,500,000	TBD	3/1/2031	Per Mode	TBD	OWDA (A)
PCRB OWDA Series 1999B	677660RZ7	\$13,500,000	TBD	3/1/2031	Per Mode	TBD	OWDA (A)
PCRB OWDA Series 1999C	677660SA1	\$33,955,000	TBD	3/1/2031	Per Mode	TBD	OWDA (A)
PCRB OAQDA Series 1999A	677525PN1	\$21,500,000	TBD	3/1/2031	Per Mode	TBD	OAQDA (A)
PCRB OAQDA Series 1999B	677525PJ0	\$20,500,000	TBD	10/1/2027	Per Mode	TBD	OAQDA (A)
PCRB OAQDA Series 1999C	677525PP6	\$4,655,000	TBD	3/1/2031	Per Mode	TBD	OAQDA (A)

(A) Bond currently owned by Duquesne Light Company.

EXHIBIT C

**Duquesne Light Company
Estimated Capital Expenditures
(\$ in millions)**

Business Plan Category		2011	2012	2013	Total 2010-2013	Average 2010-2013
Distribution						
Restoration of Service	Restoration of service to our customer outages resulting from major storms, weather, equipment failure, and other events that cause damage to our system.	\$ 24.9	\$ 26.1	\$ 26.5	\$ 77.5	\$ 25.8
Customer Commitments	Capital work to meet customer requests ranging from simple overhead services to complex commercial and industrial installations.	22.9	23.9	24.4	71.1	23.7
Corrective Repairs	Replacement of failed equipment or equipment that is approaching failure. Includes replacement of spare major power transformers used for equipment failures.	6.8	6.8	6.6	20.2	6.7
Sectionalizer Replacement Program	Replacement of automated 23 kv distribution sectionalizers that are antiquated with new state of the art devices.	4.1	-	-	4.1	1.4
Pole Replacement Program	Replace poles that are identified as needing replacement through our routine inspection program.	4.4	3.3	3.3	11.0	3.7
Mobile Substation and Spare Transformer Purchases	Purchase mobile substations for use in response to equipment failures and to provide ability to perform major maintenance activities in substations. Also includes purchase of spare transformers for response to failures.	2.0	2.1	2.1	6.1	2.0
Replace Transformers at Forbes Substation	Replacement of three transformers and a spare transformer that are approaching end of life as part of conversion of Forbes substation to being supplied by 138-KV transmission source. Forbes Substation is a major source of power to downtown Pittsburgh.	5.7	0.0	-	5.7	1.9
West Deer Substation	Provide distribution/subtransmission capacity for area load that has been steadily growing, including additional capacity to support Wildwood Substation which is projected to be overtopped by 5, 1% in the summer of 2014.	1.1	4.9	7.4	13.3	4.4
URD Rehabilitation Program	Rehabilitate older Underground Residential Distribution plans. Generally this involves replacing submersible transformer units with aboveground pad mounted transformers. 2010 includes rehabilitation of 12 URD plans. Future year budgets allow for rehabilitation of 1 to 2 URD plans per year.	1.3	0.8	0.8	3.0	1.0
Midland Substation Upgrades	Convert to 138kv supply, eliminate all antiquated, potentially troublesome 69KV equipment and consolidate the converted station into one site. This Funding Project budget is for the distribution work associated with this project.	12.5	-	-	12.5	4.2
Circuit Overload Relief	Extension of distribution circuits with available capacity to relieve overloaded circuits.	1.5	1.6	1.6	4.7	1.6
Aerial Cable Rehabilitation	Replacement of troublesome aerial cable sections.	1.7	1.3	1.4	4.4	1.5
Second Transformer at Carson Substation	Addition of a second transformer and associated switchgear at Carson Substation to provide more capacity in response to growing demand.	2.5	3.6	-	6.0	2.0
Rehabilitation of Aged Distribution Infrastructure	Replacement of aging underground distribution ductwork and cables in the Pittsburgh city area.	2.2	1.4	1.4	5.0	1.7
Elimination of Ambridge Substation	Installation of two distribution circuits and two sub transmission circuits to serve load from alternate substations to allow for demolition of Ambridge Substation as part of the Western Area Rehabilitation projects.	0.7	-	-	0.7	0.2
Install 23 KV Switchgear at Arsenal Substation	Installation of switchgear and associated equipment to maintain reliability of service to major customers during certain equipment failure scenarios.	0.1	-	-	0.1	0.0
Other		23.4	30.6	28.8	82.8	27.6
Subtotal - Distribution		\$ 117.9	\$ 106.3	\$ 104.1	\$ 328.4	\$ 109.5

EXHIBIT C

**Duquesne Light Company
Estimated Capital Expenditures
(\$ in millions)**

Business Plan Category		2011	2012	2013	Total 2010-2013	Average 2010-2013
Additional Description						
Transmission						
DTEP	Duquesne Light Transmission Expansion Plan - comprehensive plan to upgrade and improve the reliability of transmission systems in Duquesne Light's service territory.	\$ 28.4	\$ -	\$ -	\$ 28.4	\$ 9.5
	Installation of 138 kv underground pipe type cable to replace aging 69 kv cable and supply Forbes Substation.	19.1	5.4	-	24.5	8.2
	Replacing aging 69 kv equipment at Forbes substation with 138 kv equipment.	13.9	0.1	-	14.0	4.7
	Replacement of failed equipment or equipment that is approaching failure.	2.4	2.6	2.6	7.6	2.5
	Replacement of breakers due to age or to meet increasing load requirements.	2.5	2.7	2.7	7.8	2.6
	Other	12.9	8.3	17.4	38.7	12.9
	Subtotal - Transmission	79.2	19.0	22.7	120.9	40.3
Utility Support						
Smart Meters	Project to implement smart meters including installation of infrastructure required for communications and data management.	7.1	10.3	3.0	20.5	6.8
Facilities	Rehabilitation and installation of buildings and related assets.	6.7	7.2	7.5	21.3	7.1
Transportation Services	Replacement of vehicles that are at or approaching end of life.	4.0	4.2	4.3	12.6	4.2
Information Technology	Replacement or installation of information technology systems to support business operations.	3.8	3.2	3.2	10.2	3.4
Telecommunications	Replacement or installation of business communication systems as well as transmission and distribution system communication systems.	3.4	3.2	3.2	9.8	3.3
Metering	Replacement or installation of customer meters.	3.3	3.5	3.3	10.0	3.3
Other		-	-	-	-	-
	Subtotal - Utility Support	\$ 28.3	\$ 31.6	\$ 24.6	\$ 84.5	\$ 28.2
	Total Capital Plan	\$ 225.4	\$ 157.0	\$ 151.3	\$ 533.7	\$ 177.9

Duquesne Light Company Estimated Capital Expenditures 2010-2014

Business Plan Category		Additional Description					2010	2011	2012	2013	2014	Average
Distribution												
Restoration of Service	Restoration of service to our customers after storms and equipment failure.	24.2	24.9	26.1	26.5	27.3	25.8					
Customer Commitments	Customer needs and upgrades.	22.8	22.9	23.9	24.4	25.1	23.8					
Corrective Repairs		9.4	6.8	6.8	6.6	6.7	7.3					
Sectionalizer Replacement Program	Replacement of automated 23 kv distribution sectionalizers that are antiquated.	22.4	4.1	-	-	-	5.3					
Pole Replacement Program		5.1	4.4	3.3	3.3	3.4	3.9					
Mobile Substation and Spare Transformer Purchases	Mobile substation and spare transformer purchases to assist in restoring power outages more quickly.	8.0	2.0	2.1	2.1	2.1	3.3					
Replace Transformers at Forbes Substation	Replacement of transformers at Forbes substation, a major supplier of power to downtown Pittsburgh, the University of Pittsburgh, and Carnegie Mellon.	9.4	5.7	0.0	-	-	3.0					
West Deer Substation		0.2	1.1	4.9	7.4	1.5	3.0					
URD Rehabilitation Program	Upgrade and replacement of underground Residential Development systems that are at the end of their useful life with new and more intelligent units.	10.4	1.3	0.8	0.8	0.9	2.8					
Midland Substation Upgrades		-	12.5	-	-	-	2.5					
Circuit Overload Relief		1.8	1.5	1.6	1.6	1.6	1.6					
Aerial Cable Rehabilitation		1.7	1.7	1.3	1.4	1.4	1.5					
Second Transformer at Carson Substation		1.0	2.5	3.6	-	-	1.4					
Rehabilitation of Aged Infrastructure		0.7	2.2	1.4	1.4	1.4	1.4					
DTEP Related	Distribution work associated with Duquesne Light Transmission Expansion Plan.	6.0	0.7	-	-	-	1.4					
Replace Elwyn Substation Transformers		6.6	-	-	-	-	1.3					
Install 23 kv Switchgear at Arsenal Substation		5.0	0.1	-	-	-	1.0					
Other		23.0	23.4	30.6	28.8	26.5	26.5					
Subtotal - Distribution		157.8	117.9	106.3	104.1	98.0	116.8					
Transmission												
DTEP	Duquesne Light Transmission Expansion Plan - comprehensive plan to upgrade and improve the reliability of transmission systems in and around the city of Pittsburgh.	36.2	28.4	-	-	-	12.9					
HPFF Pipe Cable System	Installation of 138 kv underground pipe type cable to replace aging 69 kv cable and supply Forbes Substation.	13.7	19.1	5.4	-	-	7.6					
Forbes Substation Upgrades	Replacing aging 69 kv equipment at Forbes substation with 138 kv equipment.	12.8	13.9	0.1	-	-	5.4					
Corrective Repairs		2.9	2.4	2.6	2.6	2.6	2.6					
Breaker Replacements		1.5	2.5	2.7	2.7	2.8	2.4					
Other		17.6	12.9	8.3	17.4	12.2	13.7					
Subtotal - Transmission		84.8	79.2	19.0	22.7	17.6	44.6					
Utility Support												
Smart Meters		8.7	7.1	10.3	3.0	22.4	10.3					
Facilities		7.0	6.7	7.2	7.5	9.3	7.5					
Transportation Services		3.9	4.0	4.2	4.3	4.5	4.2					
Information Technology		5.0	3.8	3.2	3.2	3.3	3.7					
Telecommunications		3.6	3.4	3.2	3.2	3.3	3.3					
Metering		3.2	3.3	3.5	3.3	3.4	3.3					
Other		0.4	-	-	-	-	0.1					
Subtotal - Utility Support		31.8	28.3	31.6	24.6	46.2	32.5					
Total Capital Plan		274.4	225.4	157.0	151.3	161.8	194.0					

Exhibit D

		6/30/2010
		Plant In Service
301.0	Organization	100,275
302	Franchises and Consents	6,830
303	Miscellaneous Intangible Plant	16,904,366
INTANGIBLE PLANT		17,011,471
350.0	Land and Land Rights	16,861,392
352.0	Structures and Improvements	8,931,549
353.0	Station Equipment	259,700,539
354.0	Towers and Fixtures	69,986,762
355.0	Poles and Fixtures	12,704,895
356.0	Overhead Conductors and Devices	78,845,601
357.0	Underground Conduit	62,451,786
358.0	Underground Conductors and Devices	42,247,498
359.0	Roads and Trails	0
TRANSMISSION PLANT		551,730,022
360.0	Land and Land Rights	11,070,431
361.0	Structures and Improvements	52,830,720
362.0	Station Equipment	363,132,852
364.0	Poles, Towers, and Fixtures	317,707,893
365.0	Overhead Conductors and Devices	338,484,768
366.0	Underground Conduit	107,666,511
367.0	Underground Conductors and Devices	245,265,229
368.0	Line Transformers	260,178,218
369.0	Services	87,206,264
370.0	Meters	103,288,619
370.1	Meter Communication Devices	0
373.0	Street Lighting and Signal Systems	34,777,928
DISTRIBUTION PLANT		1,921,609,433
389.1	Land and Land Rights	5,892,928
390.1	Structures and Improvements	104,904,309
391.0	Office Furniture and Equipment	11,338,152
392.0	Transportation Equipment	52,295,603
393.0	Stores Equipment	2,734,946
394.0	Tools, Shop, and Garage Equipment	13,426,704
395.0	Laboratory Equipment	4,931,506
396.0	Power Operated Equipment	1,285,304
397.0	Communication Equipment	58,729,734
398.0	Miscellaneous Equipment	469,398
SUB-TOTAL General plant		256,008,584
399.0		
GENERAL PLANT		256,008,584
Plant Purchased or sold		0
TOTAL PLANT-IN-SERVICE		2,746,359,510

General Ledger at 06/30/2010

101
106

2,528,903,971
217,455,539
2,746,359,510

Exhibit E

**Duquesne Light Company
Pro Forma Journal Entries**

	Debit	Credit
Current Assets:		
Cash and Cash Equivalents	\$ 593,467,000	
Deferred Credits:		
Debt Issuance Costs	\$ 6,533,000	
Capitalization:		
Long-Term Debt		\$ 600,000,000

To record the proposed issuance of \$600,000,000 of 10 Year debt with an interest rate of 4.50%

	Debit	Credit
Capitalization:		
Retained Earnings	\$ 16,180,000	
Current Liabilities:		
Accrued Taxes	\$ 11,473,000	
Current Assets:		
Cash and Cash Equivalents		\$ 27,000,000
Deferred Credits:		
Debt Issuance Costs		\$ 653,000

To record the annual effect on retained earnings resulting from the increase in interest requirements associated with the above transaction.

	Debit	Credit
Interest on Long-Term Debt:		
Annual increase in interest requirements resulting from the proposed financing of \$600,000,000 of 10 Year debt with an interest rate of 4.50%		\$ 27,000,000
Other Interest Expense:		
Annual amortization of debt issuance costs		\$ 653,000
		\$ 27,653,000
Income Taxes:		
Annual decrease in state and federal income taxes based on 9.99% and 35.00% state and federal tax rates, respectively, and the net increase in interest expense.	\$ 11,473,000	
	\$ 11,473,000	
Decrease in net income:		\$ 16,180,000

* Numbers above only represent the \$600 million of new debt and do not consider the net effect of the refinancing of approximately \$300 million of currently outstanding debt.

Exhibit F

(\$ in millions)

	2011	2012	2013	TOTAL
Application of Funds				
Capital Expenditures	\$ 225	\$ 157	\$ 151	\$ 534
Pension Contributions	\$ 103	\$ 63	\$ 50	\$ 215
Long-Term Debt Redemptions/Maturities	\$ 48	\$ 200	\$ 50	\$ 298
Preferred Stock Redemptions	\$ -	\$ -	\$ -	\$ -
Short-Term Debt Refinancing	\$ 30	\$ 25	\$ -	\$ 55
Dividends	\$ 75	\$ 75	\$ 75	\$ 225
Cash Balance	\$ -	\$ 27	\$ 3	\$ 30
Working Capital Requirements/Other	\$ -	\$ -	\$ -	\$ -
Total Applications	\$ 481	\$ 548	\$ 329	\$ 1,357
Sources of Funds				
Net Income	\$ 88	\$ 115	\$ 128	\$ 331
Add:				
Depreciation	\$ 91	\$ 96	\$ 98	\$ 284
Deferred Taxes	\$ 30	\$ 38	\$ 37	\$ 105
Other Changes in Working Capital	\$ -	\$ -	\$ -	\$ -
Internally Generated Funds, Net	\$ 209	\$ 248	\$ 263	\$ 720
Long-term Debt - Affiliated	\$ 120	\$ -	\$ -	\$ 120
Long-term Debt - FMB	\$ -	\$ 300	\$ -	\$ 300
Long-term Debt - PCRRB	\$ 141	\$ -	\$ 39	\$ 180
Subtotal Long-term Debt	\$ 262	\$ 300	\$ 39	\$ 600
Short-Term Debt - Affiliated	\$ -	\$ -	\$ -	\$ -
Short-Term Debt - Non-Affiliated	\$ -	\$ -	\$ -	\$ -
Subtotal Short-Term Debt	\$ -	\$ -	\$ -	\$ -
Other Sources	\$ 10	\$ -	\$ 27	\$ 37
Total Sources	\$ 481	\$ 548	\$ 329	\$ 1,357

Exhibit G

	ACTUAL		AS ADJUSTED*	
	As of September 30, 2010			
	Amount	Percent	Amount	Percent
Long Term Debt:				
Total Long-term Debt Before Adjustment	\$ 592,175,000		\$ 894,250,000	
Unamortized Loss on Reacquired Debt (189 Account)	\$ (39,845,558)		\$ (46,378,058)	
Total Adjusted Long Term Debt	\$ 552,329,442	32.62%	\$ 847,871,942	42.63%
Preferred Stock:				
Total Preferred Stock	\$ 107,935,500	6.37%	\$ 107,935,500	5.43%
Common Equity:				
Common Stock	\$ 10		\$ 10	
Capital Surplus	\$ 986,264,237		\$ 986,264,237	
Retained Earnings	\$ 46,610,123		\$ 46,610,123	
Accumulated Other Comprehensive Income (AOCI)	\$ (9,987,513)		\$ (9,987,513)	
Total Common Equity	\$ 1,022,886,857		\$ 1,022,886,847	
Regulatory Adjustments:				
AOCl -- Unrealized holding loss on DLH stock	\$ 2		\$ 2	
AOCl -- Minimum pension liability adjustment	\$ 9,987,511		\$ 9,987,511	
Regulatory Common Equity	\$ 1,032,874,370	61.00%	\$ 1,032,874,360	51.94%
Total Book Capitalization	\$ 1,693,139,312	100.00%	\$ 1,988,681,802	100.00%

* As adjusted numbers assume the redemption of \$298 million of currently outstanding debt and the issuance of \$120 million in long-term intercompany loans, \$300 million in FMBs, and \$180 million in PCRRBs. No assumptions are included regarding increases or decreases in equity or preferred stock.

VERIFICATION

I, David B. Bordo, state that I am authorized to make this Verification on behalf of Duquesne Light Company, being a Director of Finance for the Company, and that the facts set forth above are true and correct to the best of my knowledge, information and belief, and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to penalties relating to unsworn falsification.

11/1/10
Date

David B. Bordo

David B. Bordo