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Vernon J. Edwards
Manager, Regulatory Affairs

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July 18, 2012

Ms. Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
P. O. Box 3265
Harrisburg, Pennsylvania 17105-3265

**Re: Cash Pool 2nd Quarter 2012 – Duquesne Light Company
Docket No. G-00051141**

Dear Secretary Chiavetta:

Enclosed for filing are the original and four copies of Duquesne Light Company's report for the Second Quarter of 2012 on the use of funds borrowed from the Cash Pool by Duquesne Light Holdings pursuant to the Commission's Order issued March 2, 2007 in the above referenced case.

Sincerely,

Vernon J. Edwards
Manager, Regulatory Affairs

Enclosures

cc: Bureau of Fixed Utility Services

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Intercompany Activity Detail

Pool: CAPLOANS - DQE Capital Corp. Intercompany Loan
Company: DQEINC - Duquesne Light Holdings, Inc.

| Date | Opening Balance | Cash Contributions | Cash Drawn | Adjustments | Net Daily Change | Outstanding Balance | Daily Interest Expense / Income | Interest Rate |
|--------------------------------------|-----------------|--------------------|---------------------|-------------|--------------------|------------------------|---------------------------------|-------------------|
| 04/01/2012 | -206,864,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -206,864,938.77 | -8,579.15 | 0.01493 |
| 04/02/2012 | -206,864,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -206,864,938.77 | -8,569.09 | 0.0149125 |
| 04/03/2012 | -206,864,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -206,864,938.77 | -8,569.09 | 0.0149125 |
| 04/04/2012 | -206,864,938.77 | 0.00 | 100,000.00 (2) | 0.00 | -100,000.00 | -206,964,938.77 | -8,573.24 | 0.0149125 |
| 04/05/2012 | -206,964,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -206,964,938.77 | -8,573.24 | 0.0149125 |
| 04/06/2012 | -206,964,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -206,964,938.77 | -8,573.24 | 0.0149125 |
| 04/07/2012 | -206,964,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -206,964,938.77 | -8,573.24 | 0.0149125 |
| 04/08/2012 | -206,964,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -206,964,938.77 | -8,573.24 | 0.0149125 |
| 04/09/2012 | -206,964,938.77 | 0.00 | 200,000.00 (2) | 0.00 | -200,000.00 | -207,164,938.77 | -8,581.52 | 0.0149125 |
| 04/10/2012 | -207,164,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,164,938.77 | -8,581.52 | 0.0149125 |
| 04/11/2012 | -207,164,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,164,938.77 | -8,581.52 | 0.0149125 |
| 04/12/2012 | -207,164,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,164,938.77 | -8,581.52 | 0.0149125 |
| 04/13/2012 | -207,164,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,164,938.77 | -8,581.52 | 0.0149125 |
| 04/14/2012 | -207,164,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,164,938.77 | -8,581.52 | 0.0149125 |
| 04/15/2012 | -207,164,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,164,938.77 | -8,581.52 | 0.0149125 |
| 04/16/2012 | -207,164,938.77 | 0.00 | 400,000.00 (2) | 0.00 | -400,000.00 | -207,564,938.77 | -8,598.09 | 0.0149125 |
| 04/17/2012 | -207,564,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,564,938.77 | -8,598.09 | 0.0149125 |
| 04/18/2012 | -207,564,938.77 | 0.00 | 100,000.00 (2) | 0.00 | -100,000.00 | -207,664,938.77 | -8,602.23 | 0.0149125 |
| 04/19/2012 | -207,664,938.77 | 700,000.00 | 0.00 | 0.00 | 700,000.00 | -206,964,938.77 | -8,573.24 | 0.0149125 |
| 04/20/2012 | -206,964,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -206,964,938.77 | -8,573.24 | 0.0149125 |
| 04/21/2012 | -206,964,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -206,964,938.77 | -8,573.24 | 0.0149125 |
| 04/22/2012 | -206,964,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -206,964,938.77 | -8,573.24 | 0.0149125 |
| 04/23/2012 | -206,964,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -206,964,938.77 | -8,573.24 | 0.0149125 |
| 04/24/2012 | -206,964,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -206,964,938.77 | -8,573.24 | 0.0149125 |
| 04/25/2012 | -206,964,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -206,964,938.77 | -8,573.24 | 0.0149125 |
| 04/26/2012 | -206,964,938.77 | 0.00 | 100,000.00 (2) | 0.00 | -100,000.00 | -207,064,938.77 | -8,577.38 | 0.0149125 |
| 04/27/2012 | -207,064,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,064,938.77 | -8,577.38 | 0.0149125 |
| 04/28/2012 | -207,064,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,064,938.77 | -8,577.38 | 0.0149125 |
| 04/29/2012 | -207,064,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,064,938.77 | -8,577.38 | 0.0149125 |
| 04/30/2012 | -207,064,938.77 | 0.00 | 400,000.00 (1) | 0.00 | -400,000.00 | -207,464,938.77 | -8,593.95 | 0.0149125 |
| Total: | | 700,000.00 | 1,300,000.00 | 0.00 | -600,000.00 | -207,464,938.77 | -257,368.73 | |
| Average: | | 23,333.33 | 43,333.33 | 0.00 | | -207,094,938.77 | -8,578.96 | 0.01491308 |
| Closing Balance Plus Interest | | | | | | -207,722,307.50 | | |

Footnotes:

(1) Debt Service / Payoff

(2) General Corporate Purposes - includes check clearings, payroll and payroll taxes, intercompany settlements and other miscellaneous payments.

Intercompany Activity Detail

Pool: CAPLOANS - DQE Capital Corp. Intercompany Loan
Company: DQEINC - Duquesne Light Holdings, Inc.

| Date | Opening Balance | Cash Contributions | Cash Drawn | Adjustments | Net Daily Change | Outstanding Balance | Daily Interest Expense / Income | Interest Rate |
|--------------------------------------|-----------------|--------------------|---------------------|-------------|----------------------|------------------------|---------------------------------|---------------|
| 05/01/2012 | -207,464,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,464,938.77 | -8,579.54 | 0.0148875 |
| 05/02/2012 | -207,464,938.77 | 0.00 | 100,000.00 (2) | 0.00 | -100,000.00 | -207,564,938.77 | -8,583.68 | 0.0148875 |
| 05/03/2012 | -207,564,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,564,938.77 | -8,583.68 | 0.0148875 |
| 05/04/2012 | -207,564,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,564,938.77 | -8,583.68 | 0.0148875 |
| 05/05/2012 | -207,564,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,564,938.77 | -8,583.68 | 0.0148875 |
| 05/06/2012 | -207,564,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,564,938.77 | -8,583.68 | 0.0148875 |
| 05/07/2012 | -207,564,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,564,938.77 | -8,583.68 | 0.0148875 |
| 05/08/2012 | -207,564,938.77 | 0.00 | 100,000.00 (2) | 0.00 | -100,000.00 | -207,664,938.77 | -8,587.81 | 0.0148875 |
| 05/09/2012 | -207,664,938.77 | 0.00 | 200,000.00 (2) | 0.00 | -200,000.00 | -207,864,938.77 | -8,596.08 | 0.0148875 |
| 05/10/2012 | -207,864,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,864,938.77 | -8,596.08 | 0.0148875 |
| 05/11/2012 | -207,864,938.77 | 500,000.00 | 0.00 | 0.00 | 500,000.00 | -207,364,938.77 | -8,575.40 | 0.0148875 |
| 05/12/2012 | -207,364,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,364,938.77 | -8,575.40 | 0.0148875 |
| 05/13/2012 | -207,364,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,364,938.77 | -8,575.40 | 0.0148875 |
| 05/14/2012 | -207,364,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,364,938.77 | -8,575.40 | 0.0148875 |
| 05/15/2012 | -207,364,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,364,938.77 | -8,575.40 | 0.0148875 |
| 05/16/2012 | -207,364,938.77 | 0.00 | 100,000.00 (2) | 0.00 | -100,000.00 | -207,464,938.77 | -8,579.54 | 0.0148875 |
| 05/17/2012 | -207,464,938.77 | 0.00 | 100,000.00 (2) | 0.00 | -100,000.00 | -207,564,938.77 | -8,583.68 | 0.0148875 |
| 05/18/2012 | -207,564,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,564,938.77 | -8,583.68 | 0.0148875 |
| 05/19/2012 | -207,564,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,564,938.77 | -8,583.68 | 0.0148875 |
| 05/20/2012 | -207,564,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,564,938.77 | -8,583.68 | 0.0148875 |
| 05/21/2012 | -207,564,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,564,938.77 | -8,583.68 | 0.0148875 |
| 05/22/2012 | -207,564,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,564,938.77 | -8,583.68 | 0.0148875 |
| 05/23/2012 | -207,564,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,564,938.77 | -8,583.68 | 0.0148875 |
| 05/24/2012 | -207,564,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,564,938.77 | -8,583.68 | 0.0148875 |
| 05/25/2012 | -207,564,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,564,938.77 | -8,583.68 | 0.0148875 |
| 05/26/2012 | -207,564,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,564,938.77 | -8,583.68 | 0.0148875 |
| 05/27/2012 | -207,564,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,564,938.77 | -8,583.68 | 0.0148875 |
| 05/28/2012 | -207,564,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -207,564,938.77 | -8,583.68 | 0.0148875 |
| 05/29/2012 | -207,564,938.77 | 0.00 | 100,000.00 (2) | 0.00 | -100,000.00 | -207,664,938.77 | -8,587.81 | 0.0148875 |
| 05/30/2012 | -207,664,938.77 | 0.00 | 400,000.00 (1) | 0.00 | -400,000.00 | -208,064,938.77 | -8,604.35 | 0.0148875 |
| 05/31/2012 | -208,064,938.77 | 0.00 | 2,800,000.00 (1) | 0.00 | -2,800,000.00 | -210,864,938.77 | -8,720.14 | 0.0148875 |
| Total: | | 500,000.00 | 3,900,000.00 | 0.00 | -3,400,000.00 | -210,864,938.77 | -266,234.59 | |
| Average: | | 16,129.03 | 125,806.45 | 0.00 | | -207,674,616.19 | -8,588.21 | |
| Closing Balance Plus Interest | | | | | | -211,131,173.36 | | |

Footnotes:

(1) Debt Service / Payoff

(2) General Corporate Purposes - includes check clearings, payroll and payroll taxes, intercompany settlements and other miscellaneous payments.

Intercompany Activity Detail

Pool: CAPLOANS - DQE Capital Corp. Intercompany Loan
Company: DQEINC - Duquesne Light Holdings, Inc.

| Date | Opening Balance | Cash Contributions | Cash Drawn | Adjustments | Net Daily Change | Outstanding Balance | Daily Interest Expense / Income | Interest Rate |
|--------------------------------------|-----------------|---------------------|---------------------|-------------|---------------------|------------------------|---------------------------------|--------------------|
| 06/01/2012 | -210,864,938.77 | 0.00 | 400,000.00 (1) | 0.00 | -400,000.00 | -211,264,938.77 | -8,742.55 | 0.0148975 |
| 06/02/2012 | -211,264,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -211,264,938.77 | -8,742.55 | 0.0148975 |
| 06/03/2012 | -211,264,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -211,264,938.77 | -8,742.55 | 0.0148975 |
| 06/04/2012 | -211,264,938.77 | 200,000.00 | 0.00 | 0.00 | 200,000.00 | -211,064,938.77 | -8,734.28 | 0.0148975 |
| 06/05/2012 | -211,064,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -211,064,938.77 | -8,734.28 | 0.0148975 |
| 06/06/2012 | -211,064,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -211,064,938.77 | -8,734.28 | 0.0148975 |
| 06/07/2012 | -211,064,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -211,064,938.77 | -8,734.28 | 0.0148975 |
| 06/08/2012 | -211,064,938.77 | 0.00 | 200,000.00 (2) | 0.00 | -200,000.00 | -211,264,938.77 | -8,742.55 | 0.0148975 |
| 06/09/2012 | -211,264,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -211,264,938.77 | -8,742.55 | 0.0148975 |
| 06/10/2012 | -211,264,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -211,264,938.77 | -8,742.55 | 0.0148975 |
| 06/11/2012 | -211,264,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -211,264,938.77 | -8,742.55 | 0.0148975 |
| 06/12/2012 | -211,264,938.77 | 500,000.00 | 0.00 | 0.00 | 500,000.00 | -210,764,938.77 | -8,721.86 | 0.0148975 |
| 06/13/2012 | -210,764,938.77 | 0.00 | 100,000.00 (2) | 0.00 | -100,000.00 | -210,864,938.77 | -8,726.00 | 0.0148975 |
| 06/14/2012 | -210,864,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -210,864,938.77 | -8,726.00 | 0.0148975 |
| 06/15/2012 | -210,864,938.77 | 0.00 | 400,000.00 (2) | 0.00 | -400,000.00 | -211,264,938.77 | -8,742.55 | 0.0148975 |
| 06/16/2012 | -211,264,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -211,264,938.77 | -8,742.55 | 0.0148975 |
| 06/17/2012 | -211,264,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -211,264,938.77 | -8,742.55 | 0.0148975 |
| 06/18/2012 | -211,264,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -211,264,938.77 | -8,742.55 | 0.0148975 |
| 06/19/2012 | -211,264,938.77 | 0.00 | 200,000.00 (2) | 0.00 | -200,000.00 | -211,464,938.77 | -8,750.83 | 0.0148975 |
| 06/20/2012 | -211,464,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -211,464,938.77 | -8,750.83 | 0.0148975 |
| 06/21/2012 | -211,464,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -211,464,938.77 | -8,750.83 | 0.0148975 |
| 06/22/2012 | -211,464,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -211,464,938.77 | -8,750.83 | 0.0148975 |
| 06/23/2012 | -211,464,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -211,464,938.77 | -8,750.83 | 0.0148975 |
| 06/24/2012 | -211,464,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -211,464,938.77 | -8,750.83 | 0.0148975 |
| 06/25/2012 | -211,464,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -211,464,938.77 | -8,750.83 | 0.0148975 |
| 06/26/2012 | -211,464,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -211,464,938.77 | -8,750.83 | 0.0148975 |
| 06/27/2012 | -211,464,938.77 | 5,000,000.00 | 0.00 | 0.00 | 5,000,000.00 | -206,464,938.77 | -8,543.92 | 0.0148975 |
| 06/28/2012 | -206,464,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -206,464,938.77 | -8,543.92 | 0.0148975 |
| 06/29/2012 | -206,464,938.77 | 2,500,000.00 | 0.00 | 0.00 | 2,500,000.00 | -203,964,938.77 | -8,440.47 | 0.0148975 |
| 06/30/2012 | -203,964,938.77 | 0.00 | 0.00 | 0.00 | 0.00 | -203,964,938.77 | -8,440.47 | 0.0148975 |
| Total: | | 8,200,000.00 | 1,300,000.00 | 0.00 | 6,900,000.00 | 0.00 | -261,254.45 | |
| Average: | | 273,333.33 | 43,333.33 | 0.00 | | -203,653,166.55 | -8,708.48 | 0.014416935 |
| Closing Balance Plus Interest | | | | | | -261,254.45 | | |

Footnotes:

(1) Debt Service / Payoff

(2) General Corporate Purposes - includes check clearings, payroll and payroll taxes, intercompany settlements and other miscellaneous payments.

Explanation of the Intercompany Activity Detail report:

- Column 1 – Date = Transaction date
- Column 2 – Opening Balance = Holdings Loan balance at start of day
- Column 3 – Cash Contributions = Holdings Loan paybacks to Capital Corp
- Column 4 – Cash Drawn = Holdings Loans from Capital Corp including footnotes – see legend at bottom of report
- Column 5 – Adjustments = Corrections
- Column 6 – Net Daily Change = Net result of Daily transactions
- Column 7 – Outstanding Balance = Holdings Loan Balance at end of day
- Column 8 – Daily Interest Expense = Outstanding balance times daily interest rate
- Column 9 – Daily Interest Rate

Recap:

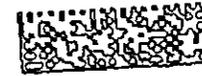
On April 1, 2012 Holdings' loan balance was \$206,864,938.77. During the quarter ended June 30, 2012 Holdings borrowed \$6,500,000.00 (total of Cash Drawn column) and made loan repayments of \$9,400,000.00 (total of Cash Contributions column). On June 30, 2012 Holdings' loan balance was \$203,964,938.77.

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411 7th Avenue
Mail Drop 16-4
Pittsburgh, PA 15219

Return Service Requested

Ms. Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
P.O. Box 3265
Harrisburg, PA 17105-3265

