

R-00974104



COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P.O. BOX 3265, HARRISBURG, PA 17105-3265

REFER TO OUR FILE

OCTOBER 3, 1997

A-110150F.0015

DOCUMENT
FOLDER

JOHN L MUNSCH ESQUIRE
ALLEGHENY POWER COMPANY
800 CABIN HILL DRIVE
GREENSBURG PA 15601-1689

KJR

Joint Application of DQE. Inc., and Allegheny Power Systems, Inc., and AYP Sub, Inc. for approval of the transfer by merger of the property and rights of Duquesne Light Company to Allegheny Power Systems, Inc.

To Whom It May Concern:

This is to advise you that an Opinion and Order has been adopted by the Commission in Public Meeting on October 2, 1997, in the above entitled proceeding.

An Opinion and Order has been enclosed for your records.

Very truly yours,

James J. McNulty,
Acting Secretary

smk
Encls.
Cert.Mail

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
Harrisburg, PA 17105-3265

Public Meeting held: October 2, 1997

Commissioners Present:

John M. Quain, Chairman
Robert K. Bloom, Vice Chairman
John Hanger
David W. Rolka
Nora Mead Brownell

DOCUMENT
FOLDER

Joint Application Of DQE. Inc., And
Allegheny Power Systems, Inc., And AYP : Docket No. A-110150F.0015
Sub, Inc. For Approval Of The Transfer :
By Merger Of The Property And Rights :
Of Duquesne Light Company to :
Allegheny Power Systems, Inc. :
:

OPINION AND ORDER

BY THE COMMISSION:

Before the Commission is a Petition to Withdraw the Petition of the Pennsylvania Office of Attorney General for Reconsideration. The Office of Attorney General ("OAG") filed its petition to withdraw on September 19, 1997.

By order entered August 29, 1997, this Commission directed concurrent scheduling of this proceeding with the restructuring proceedings of Duquesne Light Company ("Duquesne") and West Penn Power Company ("West Penn"), now known as

Allegheny Power System, Inc. ("APS"). Although none of the proceedings have been consolidated, all follow the same schedule to allow Commission deliberation of each proceeding to occur concurrently. On September 5, 1997, the OAG filed a petition for reconsideration requesting either an extension of a minimum of 90 days to the nine month review period required for the restructuring proceedings or the removal of the merger application from concurrent scheduling with the restructuring proceedings, thus allowing the merger proceeding to proceed at its own pace.

Since that time, the OAG has entered into a settlement agreement with the Joint Applicants, DQE and APS, which would extend the merger proceeding thirty days. The Joint Applicants also have agreed to extend the restructuring proceedings thirty days in order to keep both proceedings on the same time line. The OAG appears satisfied with the agreed-upon thirty-day extension and has petitioned the Commission to withdraw its reconsideration petition.

The Commission commends the parties for reaching an amicable resolution of this issue. Because the OAG was the only party requesting the extension, the Commission has no objection to permitting the OAG to withdraw its pleading.

THEREFORE,

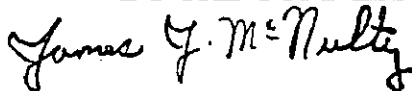
IT IS ORDERED:

1. That the Petition to Withdraw the Petition of the Office of Attorney General for Reconsideration is granted.

2. That the Office of Attorney General's Petition for Reconsideration is deemed withdrawn.

3. That a copy of this order shall be served on all parties of record in this docket and in the restructuring proceedings at R-00973981 and R-00974104.

BY THE COMMISSION,



James J. McNulty
Acting Secretary

(SEAL)

ORDER ADOPTED: October 2, 1997

ORDER ENTERED: **OCT -3 1997**

JOHN L MUNSCH ESQUIRE
THERESA COLECCHIA ESQUIRE
ALLEGHENY POWER COMPANY
800 CABIN HILL DRIVE
PITTSBURGH PA 15601-1689

DONARD W BELTER &
RAYMOND B WUSLICH ESQUIRE
WINSTON & STRAWN
ALLEGHENY POWER SYSTEM INC
1400 L STREET NW
WASHINGTON DC 20005-3502

RENCE R CRAYNE
RICHARD HERSKOVITZ ESQ
DUQUENSE LIGHT COMPANY
4117 TH AVENUE
PITTSBURGH PA 15219

JIM FERLO COUNCILMAN
DISTRICT 7
CITY OF PITTSBURGH
510 COUNTY BUILDING
PITTSBURGH PA 15219

SCOTT J RUBIN ESQUIRE
IBEW SYSTEM COUNCIL U-10
3 LOST CREEK DRIVE
SELINGROVE PA 17870-9357

TIMOTHY MORAN
IBEW SYSTEM COUNCIL U-10
986 GREENTREE ROAD
PITTSBURGH PA 15520

GREGORY BERTONE
118 MAPLEWOOD DRIVE
IRWIN PA 15642

RONALD BRIGGS
111 PENN WOODS COURT
IRWIN PA 15642

WARREN DEMOSS
800 OPTIC STREET
MONESSEN PA 15062

STEPHEN F BAICKER-MCKEE
ESQUIRE
BABST CALLAND CLEMENTS
& ZOMNIR
TWO GATEWAY CENTER
PITTSBURGH PA 15222

R A REEDY
407 FIRST STREET
SALTSBURG PA 15681-8954

MARYANNE LASKO
RD #1 BOX 339
CHAMPION PA 15622

VICTOR SULKOWSKI
156 ADLIN AVENUE
HOUSTON PA 15342

DENIECE COVERT ZEVE
DEPUTY ATTN GENERAL
PA ATTORNEY GENERAL OFFICE
ANTITRUST SECTION
14TH FLOOR STRAWBERRY SQ
HARRISBURG PA 17120

CYNTHIA S BOGRADE ESQUIRE
ETAL
LOCAL 102-UTIL WORKERS
SPIEGEL & MCDIARMID
SUITE 1100
1350 NEW YORK AVENUE NW
WASHINGTON DC 20005-4789

MICHAEL L KURTZ ESQ
BOEHM KURTZ & LOWRY
ARMCO INC
2110 CLD CENTER
36 SEVENTH STREET
CINCINNATI OH 45202

DERRICK P WILLIAMSON ESQ
MCNEES WALLACE & NURICK
APS ENERGY USERS GROUP
100 PINE STREET
PO BOX 1166
HARRISBURG PA 17108-1166

BRADLEY R & MARILY S TEETS
BRADLEY R TEETS CPA/PFS
PO BOX 13113
PITTSBURGH PA 15243

JOHN P COLPO
11 REAR HARMER DRIVE
CHESWICK PA 15024-1021

DONALD CAREY
690 ROUTE 271 N
LIGONIER PA 15658

CHARLES A PITYLK
176 WATSON ROAD
APOLLO PA 15613

WILLIAM J POWIS
208 MCCOMBS ROAD
VENETIA PA 15367

JUANITA MCCLAY
RD #1 BOX 70
MARKLEYSBURG PA 15459

JOANNA LONG
8709 NOBLESTOWN ROAD
MCDONALD PA 15057

LEE ANN SILVAGNI
801 GILL HALL ROAD
CLAIRTON PA 15025-3235

MICHAEL T. O'DOWD
PO BOX 79030
PITTSBURGH PA 15216

GOLD S PATTERSON
BUTLER TWP MANGER
BUTLER BOARD OF COMM
6 CHEASPEAKE STREET
LYNDORA PA 16045

RODNEY AKERS ESQUIRE
CITY OF PITTSBURGH
313 CITY COUNTY BLDG
414 GRANT STREET
PITTSBURGH PA 15219

KENNETH MICRENS ESQUIRE
PA PUC OFFICE OF TRIAL STAFF
PO BOX 3265
HARRISBURG PA 17105-3265

KATHRYN SOPHY ESQUIRE
PA PUC LAW BUREAU
PO BOX 3265
HARRISBURG PA 17105-3265

STEVEN STEINMETZ
OFFICE OF CONSUMER ADVOCATE
1425 STRAWBERRY SQUARE
HARRISBURG PA 17120

KAREN GILL MOURY ESQUIRE
SMALL BUSINESS ADVOCATE
STE 1102
300 NORTH SECOND STREET
HARRISBURG PA 17101

CLEO L JONES
234 CECELIA STREET
BUTLER PA 16001

LOUIS BOSCARDIN
1125 WILLOWBROOK ROAD
BELLE VERNON PA 15012

PATRICIA ARMSTRONG ESQUIRE
THOMAS THOMAS ARMSTRONG &
NIESEN
PO BOX 9500
HARRISBURG PA 17108-9500

ROBERT YOUNG ESQUIRE
212 LOCUST STREET
PO BOX 1266
HARRISBURG PA 17108-1266

HENRY KRISTOBAK
2680 BROAD STREET
BETHEL PARK PA 15102

JACK C HILL
103 CLAY STREET
TEMPLETON PA 16259-0124

MRS ONEITA BAKER
RR 1 BOX 2-K
AVONMORE PA 15618-9601

LEONARD L KORHNAK
201 PLANTATION DRIVE
GREENSBURG PA 15601

M BERCHOK
5805 KING SCHOOL ROAD
BETHEL PARK PA 15102-3309

H M ZIMMERMAN
RD 2
FORD CITY PA 16226

JOHN E STEMBER ESQUIRE
1705 ALLEGHENY BLDG
429 FORBES AVENUE
PITTSBURGH PA 15219

ALAN J BARAK ESQUIRE
1417 BLUE MOUNTAIN PARKWAY
HARRISBURG PA 17112

RONALD HELSEL
107 GEORGETOWN PLACE
ELIZABETH TWP PA 15135

LAWRENCE E MONCRIEF ESQUIRE
1364 SILVERTON AVENUE
PITTSBURGH PA 15206

NICHOLAS W FELS ESQUIRE
COVINGTON & BURLING
1201 PENNSYLVANIA AVE NW
PO BOX 7566
WASHINGTON DC 2004-7566

WILLIAM T HAWKE ESQUIRE
MALATESTA HAWKE & MCKEON
PO BOX 1778
HARRISBURG PA 17105-1778

E E TROUT
R #11 BOX 846
GREENSBURG PA 15601

DONALD BROWN
WALDEN WAY
IMPERIAL PA 15126

PAUL E RUSSELL ESQUIRE
PENNSYLVANIA POWER & LIGHT
TWO NORTH NINTH STREET
ALLENTOWN PA 18101-1179

DONALD A KAPLAN ESQUIRE
PRESTON GATES ELLIS &
ROUVELAS MEEDS LLP
1735 NEW YORK AVE NW STE500
WASHINGTON DC 20006-4759

CYNTHIA L BRICKER
1816 LEISMAN AVENUE
ARNOLD PA 15068

FRED HEVIA
95 DONORA PLACE PLAN
DONORA PA 15033

DENISE JONES
2204 HALL DRIVE
EXPORT PA 15632

DAVID HUGHES
4037 LUDWICK STREET
PITTSBURGH PA 15217

MARY MCFALL HOPPER ESQUIRE
PECO ENERGY COMPANY
2301 MARKET STREET
PO BOX 8699
PHILADELPHIA PA 19101-8699

ALLEGHENY TELEDYNE INC
10TH FLOOR
1000 SIX PPG PLACE
PITTSBURGH PA 1522

STEPHEN L FELD ESQUIRE
PENNSYLVANIA POWER COMPANY
1 EAST WASHINGTON STREET
PO BOX 891
NEW CASTLE PA 16103-0891

DOUGLAS F JOHN ESQUIRE
JOHN & HENGERER
1200 17TH ST NW STE 600
WASHINGTON DC 20036-3006

JOHN R ORR ESQUIRE
ONE WESTCHASE CENTER
10777 WESTHEIMER STE 650
HOUSTON TX 77040

VICKIREN AESCHLEMAN
DIRECTOR
QST ENERGY INC
300 HAMILTON BLVD STE 300
PEORIA IL 61602

SHEILA HOLLIS ESQUIRE
MARY ANN RALLS
1667 K STREET NW SSTE 700
WASHINGTON DC 20006-1608

BRIAN A RIDER PRESIDENT
PENNSYLVANIA RETAILERS
ASSOC
224 PINE STREET
HARRISBURG PA 17101-1325

DANIEL CLEARFIELD ESQUIRE
ROBERT LONGWELL ESQUIRE
305 N FRONT STREET STE 401
HARRISBURG PA 17101

DAVID CRUTHIRDS
ELECTRIC CLEARINGHOUSE
1000 LOUISIANA STE 5800
HOUSTON TX 77002-5050

DOUGLAS ROBINSON ESQUIRE
SKADDEN ARPS SLATE MEAGHER
& FLOM
1440 NEW YORK AVE NW
WASHINGTON DC 20005-2111

MARGARET PETTERS ESQUIRE
PEOPLES NATURAL GAS
COMPANY
625 LIBERTY AVENUE
PITTSBURGH PA 15222-3197

GARY A JEFFRIES ESQUIRE
CNG ENERGY SER CORP
ONE PARK RIDGE CENTER
PO BOX 15746
PITTSBURGH PA 15244-0746

DAVID M BOONIN
NEW ENERGY VENTURE EAST
200 S BROAD STREET STE 800
PHILADELPHIA PA 19102

EMMITT HOUSE ESQUIRE
OFFICE OF GENERAL COUNSEL
701 EAST 22ND STREET
LOMBARD IL 60148

MARK MCGUIRE ESQUIRE
JENNER & BLOCK
601 13TH STREET NW 12TH FL
WASHINGTON DC 20005

E E TROUT
R #11 BOX 846
GREENSBURG PA 15601

GENE BROWN
18 WALDEN WAY
IMPERIAL PA 15126

PAUL E RUSSELL
PENNSYLVANIA POWER
TWO NORTH NINTH STREET
ALLENTOWN PA 18101-1179

DONALD A KAPLAN ESQUIRE
PRESTON GATES ELLIS &
ROUVELAS MEEDS LLP
1735 NEW YORK AVE NW STE500
WASHINGTON DC 20006-4759

CYNTHIA L BRICKER
1816 LEISMAN AVENUE
ARNOLD PA 15068

FRED HEVIA
95 DONORA PLACE PLAN
DONORA PA 15033

DENISE JONES
2204 HALL DRIVE
EXPORT PA 15632

DAVID HUGHES
4037 LUDWICK STREET
PITTSBURGH PA 15217

MARY MCFALL HOPPER ESQUIRE
PECO ENERGY COMPANY
2301 MARKET STREET
PO BOX 8699
PHILADELPHIA PA 19101-8699

ALLEGHENY TELEDYNE INC
10TH FLOOR
1000 SIX PPG PLACE
PITTSBURGH PA 1522

STEPHEN L FELD ESQUIRE
PENNSYLVANIA POWER COMPANY
1 EAST WASHINGTON STREET
PO BOX 891
NEW CASTLE PA 16103-0891

DOUGLAS F JOHN ESQUIRE
JOHN & HENGERER
1200 17TH ST NW STE 600
WASHINGTON DC 20036-3006

JOHN R ORR ESQUIRE
ONE WESTCHASE CENTER
10777 WESTHEIMER STE 650
HOUSTON TX 77040

VICKIREN AESCHLEMAN
DIRECTOR
QST ENERGY INC
300 HAMILTON BLVD STE 300
PEORIA IL 61602

SHEILA HOLLIS ESQUIRE
MARY ANN RALLS
1667 K STREET NW SSTE 700
WASHINGTON DC 20006-1608

BRIAN A RIDER PRESIDENT
PENNSYLVANIA RETAILERS
ASSOC
224 PINE STREET
HARRISBURG PA 17101-1325

DANIEL CLEARFIELD ESQUIRE
ROBERT LONGWELL ESQUIRE
305 N FRONT STREET STE 401
HARRISBURG PA 17101

DAVID CRUTHIRDS
ELECTRIC CLEARINGHOUSE
1000 LOUISIANA STE 5800
HOUSTON TX 77002-5050

DOUGLAS ROBINSON ESQUIRE
SKADDEN ARPS SLATE MEAGHER
& FLOM
1440 NEW YORK AVE NW
WASHINGTON DC 20005-2111

MARGARET PETERS ESQUIRE
PEOPLES NATURAL GAS
COMPANY
625 LIBERTY AVENUE
PITTSBURGH PA 15222-3197

GARY A JEFFRIES ESQUIRE
CNG ENERGY SER CORP
ONE PARK RIDGE CENTER
PO BOX 15746
PITTSBURGH PA 15244-0746

DAVID M BOONIN
NEW ENERGY VENTURE EAST
200 S BROAD STREET STE 800
PHILADELPHIA PA 19102

EMMITT HOUSE ESQUIRE
OFFICE OF GENERAL COUNSEL
701 EAST 22ND STREET
LOMBARD IL 60148

MARK MCGUIRE ESQUIRE
JENNER & BLOCK
601 13TH STREET NW 12TH FL
WASHINGTON DC 20005

CRAIG NIFONG
MIDCON CORPORATION
3200 SOUTHWEST FREEWAY
HOUSTON TX 77027

HARD LOUIK
WELLSFARGO BANK
ALLEGHENY COUNTY
300 FORT PITT COMMONS
445 FORT PITT BLVD
PITTSBURGH PA 15219

THOMAS GADSDEN ESQUIRE
MARGAN LEWIS & BOCKIUS
2000 ONE LOGAN SQUARE
PHILADELPHIA PA 19103-6993

CINDY DATIG
PO BOX 42329
PITTSBURGH PA 15203

DONALD AYERSMAN
IBEW LOCAL 2357
1125 DENVER AVENUE
MORGANTOWN WV 26505

GPU ENERGY
2800 POTTSVILLE PIKE
PO BOX 16001
READING PA 19640

DAVID M DESALLE ESQUIRE
RYAN RUSSELL OGDEN &
SELTZER
800 N THIRD STREET STE 101
HARRISBURG PA 17102-2025

EXETER ASSOCIATES
SUITE 350
12510 PROSPERITY DRIVE
SILVER SPRING MD 20904

JOSEPH DWORETZKY ESQUIRE
HANGLEY ARONCHICK SEGAL &
BUDLIK
ONE LOGAN SQUARE 12TH FL
PHILADELPHIA PA 19103

JIM SELECKY BRUBAKER &
ASSOCIATES INC
SUITE 208
1215 FERN RIDGE PARKWAY
ST LOUIS MO 63141-2000

TIM MERRILL ESQUIRE
COMPETITIVE ENERGY
STRATEGIES COMPANY
4 PENN CENTER WEST STE 200
PITTSBURGH PA 15276

STEPHEN BARON
J KENNEDY & ASSOCIATES INC
STE 475
35 GLENLAKE PARKWAY
ALTANTA GA 30328

JAMES STEFFEN
ENRON POWER MARKETING
1400 SMITH STREET
BOX 4428
HOUSTON TX 77002

ROBERT KNECHT
INDUSTRIAL ECONOMICS INC
2067 MASSACHUSETTS AVENUE
CAMBRIDGE MA 02140

ROGER CLARK ESQUIRE
THE ENVIRONMENTALISTS
905 DENSTON DRIVE
ANDLER PA 19002-3901

JOHN O'BRIEN ESQUIRE
SUITE 207
CHARLES LINDBURGH BLVD
UNIONDALE NY 11553

WILLIAM STERNER PRESIDENT
AFL-CIO SYSTEM LOCAL 102
333 STATE STREET
CHARLEROI PA 15022

RAYMOND J HOEHLER ESQUIRE
CHAMPION PROCESSING INC
STE 200
12 EAST OTTERMAN ST
GREENSBURG PA 15601

R BRUCE WHITNEY ESQUIRE
AIR PRODUCTS & CHEMICALS
LAW GROUP-LITIGATION
701 HAMILTON BLVD
ALLENTOWN PA 18195-1501

ALBERT M BENINCASA DIR
SKIPPING STONE
46 9TH AVENUE
SEA CLIFF NY 11579

KENNETH WISEMAN ESQUIRE
ANDREWS & KURTH LLP
1701 PENNSYLVANIA AVE NW
WASHINGTON DC 20006

ROBERT WEISENMILLER
MRW & ASSOCIATES
1999 HARRISON STR STE 1440
OAKLAND CA 94612-3517

MICHAEL REID DIR
ADMINISTRATIVE RESOURCES
500 COMMONWEALTH DRIVE
WARRENDALE PA 15086-7513

KENNETH MAIMAN ESQUIRE
ANDREWS & KURTH LLP
425 LEXINGTON AVENUE
NEW YORK NY 10017-3903

JOHN MOOT ESQUIRE
DUQUESNE LIGHT COMPANY
1440 NEW YORK AVE NW
WASHINGTON DC 20005

ROBERT STEFANKO ESQUIRE
SCHOOL DISTRICT
341 S BELLEFIELD AVE
PITTSBURGH PA 15213

BRIAN KALCIC
ECONOMICS CONSULTANTING
STE 720-T
225 S MERAMEC AVENUE
ST LOUIS MO 63105