



McNees Wallace & Nurick LLC

attorneys at law

DOCUMENT FOLDER

PAMELA C. POLACEK
DIRECT DIAL: (717) 237-5368
E-MAIL ADDRESS: PPOLACEK@MWN.COM

November 14, 2006

Michael W. Gang, Esquire
Andrew S. Tubbs, Esquire
Post & Schell, P.C.
17 North Second Street
Harrisburg, PA 17101-1601

VIA HAND DELIVERY

RE: Applications of Duquesne Light Company and DQE Communications Network Services LLC, For Certificates of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light and Holdings, Inc. by Merger; Docket Nos. A-110150F0035 and A-311233F0002

Dear Mr. Gang and Mr. Tubbs:

Enclosed are two copies of the Duquesne Industrial Intervenors ("DII") Interrogatories Set I to Duquesne Light Company in the above-referenced proceeding.

Copies of this document have been served upon all parties of record as indicated on the enclosed Certificate of Service.

Very truly yours,

McNEES WALLACE & NURICK LLC

By 

Pamela C. Polacek

PCP:nk

Enclosures

c: James McNulty, Secretary (transmittal letter and Certificate of Service only)
Certificate of Service

REC'D
2005 NOV 14 PM 2:36
SECRETARY'S BUREAU

CERTIFICATE OF SERVICE

I hereby certify that I am this day serving a true copy of the foregoing document upon the participants listed below in accordance with the requirements of Section 1.54 (relating to service by a participant):

VIA E-MAIL AND FIRST CLASS MAIL

Tanya McCloskey
Darryl Lawrence
Jessica Horner
Office of Consumer Advocate
555 Walnut Street
Forum Place - 5th Floor
Harrisburg, PA 17101-1923

Daniel G. Asmus
Office of Small Business Advocate
Commerce Building – Suite 1102
300 North Second Street
Harrisburg, PA 17101

David B. MacGregor
Post & Schell, P.C.
Four Penn Center
1600 John F. Kennedy Blvd.
Philadelphia, PA 19103-2808

Daniel Clearfield
Kevin J. Moody
Wolf, Block, Schorr and Solis-Cohen LLP
213 Market Street, 9th Floor
Harrisburg, PA 17108-0865

Paul F. Forshay
Sutherland Asbill & Brennan LLP
1275 Pennsylvania Avenue, NW
Washington, DC 20004-2415

Scott J. Rubin
3 Lost Creek Drive
Selinsgrove, PA 17870

Harvey L. Reiter
John e. McCaffrey
Jamie S. Dibble
Stinson Morrison Hecker LLP
1150 18th Street, N. W., Suite 800
Washington, DC 20036-3816

Charles D. Shields
Robert V. Eckenrod
Office of Trial Staff
Commonwealth Keystone Building
400 North Street, 2nd Floor West
P. O. Box 3265
Harrisburg, PA 17105-3265

Todd S. Stewart
Hawke McKeon Sniscak & Kennard LLP
100 North Tenth Street
Harrisburg, PA 17101

Theodore H. Jobes
Fox Rothschild LLP
2000 Market Street, 10th Floor
Philadelphia, PA 19103-3291

Steven S. Goldenberg
Fox Rothschild LLP
Princeton Pike Corporation Center
997 Lenox Drive, Building 3
Lawrenceville, NJ 08648-4586

Julie Coletti
Erin Crehan
Two Gateway Center
Pittsburgh, PA 15222-1458

Joseph L. Vullo
1460 Wyoming Avenue
Forty Fort, PA 18704

Michael Gruber
Kevan Deardorff
Office of Trial Staff
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105

PA PUBL
SECRETARY'S BUREAU

2006 NOV 14 PM 2:36

SECRETARY

Eugene M. Brady
Community Action Association of Pennsylvania
165 Amber Lane
P. O. Box 1127
Wilkes-Barre, PA 18703-1127

Barbara Alexander
15 Wedgewood Drive
Winthrop, ME 04364



Pamela C. Polacek

Dated this 14th day of November, 2006, at Harrisburg, Pennsylvania.



17 North Second Street
12th Floor
Harrisburg, PA 17101-1601
717-731-1970 Main
717-731-1985 Fax
www.postschell.com

DOCUMENT
FOLDER

November 15, 2006

VIA FIRST CLASS MAIL & E-MAIL

Darryl Lawrence
Assistant Consumer Advocate
Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1923

Andrew S. Tubbs

atubbs@postschell.com
717-612-6057 Direct
File #: 2267-130298

SECRETARY'S BUREAU

2006 NOV 15 PM 4:04

RE: Application of Duquesne Light Company for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holding, Inc. by Merger - Docket No. A-110510F0035

Application of DQE Communications Network Services LLC for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holding, Inc. by Merger - Docket No. A-311233F0002

Dear Mr. Lawrence:

Enclosed are two copies of the responses of Duquesne Light Company to the following Interrogatories:

OCA Set III – 5, 10, 12 & 18

As indicated on the certificate of service, copies have been served on all parties in the manner indicated.

Sincerely,

Andrew S. Tubbs

AST/jl

Enclosures

cc: James J. McNulty, Secretary (letter and certificate of service only for filing)
Certificate of Service

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing has been served upon the following persons, in the manner indicated, in accordance with the requirements of § 1.54 (relating to service by a participant).

VIA E-MAIL AND FIRST CLASS MAIL

Charles D. Shields
Robert V. Eckenrod
Office of Trial Staff
PO Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265
chshields@state.pa.us
roeckenrod@state.pa.us

Brian Kalcic
Excel Consulting
225 S. Meramec Avenue, Suite 720-T
St. Louis, MO 63108
(Consultant for Office of Small Business Advocate)
bkalcic@mindspring.com

Daniel G. Asmus
Office of Small Business Advocate
Commerce Building
300 North Second Street, Suite 1102
Harrisburg, PA 17101
dasmus@state.pa.us

Thomas S. Catlin
Matthew I. Kahal
Exeter Associates, Inc.
5565 Sterrett Place, Suite 310
Columbia, MD 21044
tcatlin@exeterassociates.com
mkahal@exeterassociates.com
(Consultants for Office of Consumer Advocate)

Tanya McCloskey
Darryl Lawrence
Jessica Horner
Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1923
tmccloskey@paoca.org
dlawrence@paoca.org
JHorner@paoca.org

NOV 15 PM 4:04
PA PUC
SECRETARY'S BUREAU

VIA E-MAIL

Todd S. Stewart
Hawke McKeon Sniscak & Kennard LLP
100 North Tenth Street
Harrisburg, PA 17101
tsstewart@hmsk-law.com
(Dominion Retail, Inc.)

Daniel Clearfield
Kevin J. Moody
Wolf, Block, Schorr and Solis-Cohen LLP
213 Market Street, 9th Floor
P.O. Box 865
Harrisburg, PA 17108-0865
dclearfield@wolfblock.com
kmoody@wolfblock.com
(Strategic Energy, LLC)
(Retail Energy Supply Association)

Theodore H. Jobs
Fox Rothschild LLP
2000 Market Street, 10th Floor
Philadelphia, PA 19103-3291
tjobs@foxrothschild.com
(Pennsylvania Large Energy Users Coalition)

Paul F. Forshay
Sutherland Asbill & Brennan LLP
1275 Pennsylvania Avenue, NW
Washington, DC 20004-2415
pforshay@sablaw.com
(*Pennsylvania Large Energy Users Coalition*)

Steven S. Goldenberg
Fox Rothschild LLP
Princeton Pike Corporation Center
997 Lenox Drive, Building 3
Lawrenceville, NJ 08648-4586
sgoldenberg@foxrothschild.com
(*Pennsylvania Large Energy Users Coalition*)

Scott J. Rubin
3 Lost Creek Drive
Selinsgrove, PA 17870
Scott@publicutilityhome.com
(*International Brotherhood of Electrical Workers Local 29*)

Harvey L. Reiter
John E. McCaffrey
Jaime S. Dibble
Stinson Morrison Hecker LLP
1150 18th Street N.W., Suite 800
Washington, DC 20036-3816
hreiter@stinsonmoheck.com
jmccaffrey@stinsonmoheck.com
jdibble@stinsonmoheck.com
(*Citizen Power, Inc.*)

Julie Coletti
Erin Creahan
Two Gateway Center
Pittsburgh, PA 15222-1458
jcoletti@sel.com
(*Strategic Energy, LLC*)

Michael Gruber
Kevan Deardorff
Office of Trial Staff
PO Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265
mgruber@state.pa.us
kdeardorff@state.pa.us
(*Consultants for Office of Trial Staff*)

Pamela C. Polacek
Adam L. Benshoff
McNees Wallace & Nurick LLC
100 Pine Street
PO Box 1166
Harrisburg, PA 17108-1166
ppolacek@mwn.com
abenshoff@mwn.com
(*Duquesne Industrial Intervenors*)

Eugene M. Brady
Community Action Association of Pennsylvania
165 Amber Lane
PO Box 1127
Wilkes-Barre, PA 18703-1127
hebegebe@sunlink.net
(*Community Action Association of Pennsylvania*)

Joseph L. Vullo
1460 Wyoming Avenue
Forty Fort, PA 18704
jlvullo@aol.com
(*Community Action Association of Pennsylvania*)

VIA FIRST CLASS MAIL

Barbara Alexander
15 Wedgewood Drive
Winthrop, ME 04364
barbalex@ctel.net
(*Consultant for Office of Consumer Advocate*)

Date: November 15, 2006



Andrew S. Tubbs



17 North Second Street
12th Floor
Harrisburg, PA 17101-1601
717-731-1970 Main
717-731-1985 Fax
www.postschell.com

DOCUMENT FOLDER

Andrew S. Tubbs
atubbs@postschell.com
717-612-6057 Direct
File #: 2267-130298

November 15, 2006

VIA FIRST CLASS MAIL & E-MAIL

Charles Daniel Shields
Office of Trial Staff
PO Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265

2006 NOV 15 PM 4:04
SECRETARY'S BUREAU

RE: Application of Duquesne Light Company for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holding, Inc. by Merger - Docket No. A-110510F0035

Application of DQE Communications Network Services LLC for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holding, Inc. by Merger - Docket No. A-311233F0002

Dear Mr. Shields:

Enclosed are two copies of the responses of Duquesne Light Company to the following Interrogatories:

OTS Set 1 - 4, 7, 8 & 9

As indicated on the certificate of service, copies have been served on all parties in the manner indicated.

Sincerely,

Andrew S. Tubbs

AST/jl

Enclosures

cc: James J. McNulty, Secretary (letter and certificate of service only for filing)
Certificate of Service

ALLENTOWN HARRISBURG LANCASTER PHILADELPHIA PITTSBURGH PRINCETON WASHINGTON, D.C.

A PENNSYLVANIA PROFESSIONAL CORPORATION

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing has been served upon the following persons, in the manner indicated, in accordance with the requirements of § 1.54 (relating to service by a participant).

VIA E-MAIL AND FIRST CLASS MAIL

Charles D. Shields
Robert V. Eckenrod
Office of Trial Staff
PO Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265
chshields@state.pa.us
roeckenrod@state.pa.us

Daniel G. Asmus
Office of Small Business Advocate
Commerce Building
300 North Second Street, Suite 1102
Harrisburg, PA 17101
dasmus@state.pa.us

Tanya McCloskey
Darryl Lawrence
Jessica Horner
Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1923
tmccloskey@paoca.org
dlawrence@paoca.org
JHorner@paoca.org

Brian Kalcic
Excel Consulting
225 S. Meramec Avenue, Suite 720-T
St. Louis, MO 63108
(Consultant for Office of Small Business Advocate)
bkalcic@mindspring.com

Thomas S. Catlin
Matthew I. Kahal
Exeter Associates, Inc.
5565 Sterrett Place, Suite 310
Columbia, MD 21044
tcatlin@exeterassociates.com
mkahal@exeterassociates.com
(Consultants for Office of Consumer Advocate)

RECORDED
2006 NOV 15 PM 4:04
PA POC
SECRETARY'S BUREAU

VIA E-MAIL

Todd S. Stewart
Hawke McKeon Sniscak & Kennard LLP
100 North Tenth Street
Harrisburg, PA 17101
tsstewart@hmsk-law.com
(Dominion Retail, Inc.)

Theodore H. Jobs
Fox Rothschild LLP
2000 Market Street, 10th Floor
Philadelphia, PA 19103-3291
tjobs@foxrothschild.com
(Pennsylvania Large Energy Users Coalition)

Daniel Clearfield
Kevin J. Moody
Wolf, Block, Schorr and Solis-Cohen LLP
213 Market Street, 9th Floor
P.O. Box 865
Harrisburg, PA 17108-0865
dclearfield@wolfblock.com
kmoody@wolfblock.com
(Strategic Energy, LLC)
(Retail Energy Supply Association)

Paul F. Forshay
Sutherland Asbill & Brennan LLP
1275 Pennsylvania Avenue, NW
Washington, DC 20004-2415
pforshay@sablaw.com
(*Pennsylvania Large Energy Users Coalition*)

Steven S. Goldenberg
Fox Rothschild LLP
Princeton Pike Corporation Center
997 Lenox Drive, Building 3
Lawrenceville, NJ 08648-4586
sgoldenberg@foxrothschild.com
(*Pennsylvania Large Energy Users Coalition*)

Scott J. Rubin
3 Lost Creek Drive
Selinsgrove, PA 17870
Scott@publicutilityhome.com
(*International Brotherhood of Electrical Workers Local 29*)

Harvey L. Reiter
John E. McCaffrey
Jaime S. Dibble
Stinson Morrison Hecker LLP
1150 18th Street N.W., Suite 800
Washington, DC 20036-3816
hreiter@stinsonmoheck.com
jmccaffrey@stinsonmoheck.com
jdibble@stinsonmoheck.com
(*Citizen Power, Inc.*)

Julie Coletti
Erin Creahan
Two Gateway Center
Pittsburgh, PA 15222-1458
jcoletti@sel.com
(*Strategic Energy, LLC*)

Michael Gruber
Kevan Deardorff
Office of Trial Staff
PO Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265
mgruber@state.pa.us
kdeardorff@state.pa.us
(*Consultants for Office of Trial Staff*)

Pamela C. Polacek
Adam L. Benschhoff
McNees Wallace & Nurick LLC
100 Pine Street
PO Box 1166
Harrisburg, PA 17108-1166
ppolacek@mwn.com
abenschhoff@mwn.com
(*Duquesne Industrial Intervenors*)

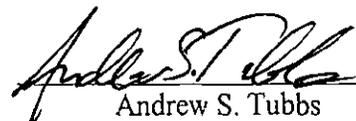
Eugene M. Brady
Community Action Association of Pennsylvania
165 Amber Lane
PO Box 1127
Wilkes-Barre, PA 18703-1127
hebegebe@sunlink.net
(*Community Action Association of Pennsylvania*)

Joseph L. Vullo
1460 Wyoming Avenue
Forty Fort, PA 18704
jlvullo@aol.com
(*Community Action Association of Pennsylvania*)

VIA FIRST CLASS MAIL

Barbara Alexander
15 Wedgewood Drive
Winthrop, ME 04364
barbalex@ctel.net
(*Consultant for Office of Consumer Advocate*)

Date: November 15, 2006


Andrew S. Tubbs



17 North Second Street
12th Floor
Harrisburg, PA 17101-1601
717-731-1970 Main
717-731-1985 Fax
www.postschell.com

DOCUMENT
FOLDER

Andrew S. Tubbs

atubbs@postschell.com
717-612-6057 Direct
File #: 2267-130298

2006 NOV 15 PM 4:05
SECRETARY'S BUREAU

November 15, 2006

VIA FIRST CLASS MAIL & E-MAIL

Darryl Lawrence
Assistant Consumer Advocate
Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1923

RE: Application of Duquesne Light Company for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holding, Inc. by Merger - Docket No. A-110510F0035

Application of DQE Communications Network Services LLC for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holding, Inc. by Merger - Docket No. A-311233F0002

Dear Mr. Lawrence:

Enclosed are two copies of the responses of Duquesne Light Company to the following Interrogatories:

OCA Set I - 31 - CONFIDENTIAL
OCA Set III - 21 - CONFIDENTIAL

As indicated on the certificate of service, copies have been served on all parties in the manner indicated.

Sincerely,

Andrew S. Tubbs

AST/jl

Enclosures

cc: James J. McNulty, Secretary (letter and certificate of service only for filing)
Certificate of Service

CERTIFICATE OF SERVICE

I hereby certify that true and correct copies of the foregoing **CONFIDENTIAL INTERROGATORY RESPONSES** have been served upon the following persons, in the manner indicated, in accordance with the requirements of § 1.54 (relating to service by a participant).

VIA E-MAIL AND FIRST CLASS MAIL

Charles D. Shields
Robert V. Eckenrod
Office of Trial Staff
PO Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265
chshields@state.pa.us
roeckenrod@state.pa.us

Tanya McCloskey
Darryl Lawrence
Jessica Horner
Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1923
tmccloskey@paoca.org
dlawrence@paoca.org
JHorner@paoca.org

Daniel G. Asmus
Office of Small Business Advocate
Commerce Building
300 North Second Street, Suite 1102
Harrisburg, PA 17101
dasmus@state.pa.us

Thomas S. Catlin
Matthew I. Kahal
Exeter Associates, Inc.
5565 Sterrett Place, Suite 310
Columbia, MD 21044
tcatin@exeterassociates.com
mkahal@exeterassociates.com
(Consultants for Office of Consumer Advocate)

VIA E-MAIL

Todd S. Stewart
Hawke McKeon Sniscak & Kennard LLP
100 North Tenth Street
Harrisburg, PA 17101
tsstewart@hmsk-law.com
(Dominion Retail, Inc.)

Daniel Clearfield
Kevin J. Moody
Wolf, Block, Schorr and Solis-Cohen LLP
213 Market Street, 9th Floor
P.O. Box 865
Harrisburg, PA 17108-0865
dclearfield@wolfblock.com
kmoody@wolfblock.com
(Strategic Energy, LLC)
(Retail Energy Supply Association)

Scott J. Rubin
3 Lost Creek Drive
Selinsgrove, PA 17870
Scott@publicutilityhome.com
(International Brotherhood of Electrical Workers Local 29)

Pamela C. Polacek
McNees Wallace & Nurick LLC
100 Pine Street
PO Box 1166
Harrisburg, PA 17108-1166
ppolacek@mwn.com
abenshoff@mwn.com
(Duquesne Industrial Intervenors)

Joseph L. Vullo
1460 Wyoming Avenue
Forty Fort, PA 18704
jlvullo@aol.com
(Community Action Association of Pennsylvania)

2006 NOV 15 PM 4:05
SECRETARY'S BUREAU

RECEIVED

Michael Gruber
Kevan Deardorff
Charles T. Weakley
Timothy Wallick
Office of Trial Staff
PO Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265
mgruber@state.pa.us
kdeardorff@state.pa.us
cweaklev@state.pa.us
twallick@state.pa.us
(Consultants for Office of Trial Staff)

VIA FIRST CLASS MAIL

Barbara Alexander
15 Wedgewood Drive
Winthrop, ME 04364
barbalex@ctel.net
(Consultant for Office of Consumer Advocate)

Date: November 15, 2006


Andrew S. Tubbs



17 North Second Street
12th Floor
Harrisburg, PA 17101-1601
717-731-1970 Main
717-731-1985 Fax
www.postschell.com

DOCUMENT
FOLDER

Andrew S. Tubbs

atubbs@postschell.com
717-612-6057 Direct
File #: 2267-130298

2006 NOV 15 PM 4:05
SECRETARY'S BUREAU

REC'D

November 15, 2006

VIA E-MAIL

Kevin J. Moody
Wolf Block Schorr and Solis-Cohen LLP
PO Box 865
213 Market Street, 9th Floor
Harrisburg, PA 17108-0865

RE: Application of Duquesne Light Company for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holding, Inc. by Merger - Docket No. A-110510F0035

Application of DQE Communications Network Services LLC for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holding, Inc. by Merger - Docket No. A-311233F0002

Dear Mr. Moody:

Enclosed are the responses of Duquesne Light Company to the following Interrogatories:

RESA Set III - 1 - CONFIDENTIAL

As indicated on the certificate of service, copies have been served on all parties in the manner indicated.

Sincerely,

Andrew S. Tubbs

AST/jl

Enclosures

cc: James J. McNulty, Secretary (letter and certificate of service only for filing)
Certificate of Service

VERIFICATION

COMMONWEALTH OF PENNSYLVANIA)
: SS
COUNTY OF ALLEGHENY)

I, John R. Howells, (Affiant), Manager, Rates & Regulatory Projects, being duly sworn (affirmed) according to law, depose and say that I am authorized to make this affidavit on behalf of Duquesne Light Company and that the facts set forth in the enclosed responses to interrogatories are true and correct to the best of my knowledge, information and belief and the corporation expects to be able to prove the same at any hearing hereof.



2006 NOV 15 PM 4:05
PA FLD
SECRETARY'S BUREAU

RECORDED

CERTIFICATE OF SERVICE

I hereby certify that true and correct copies of the foregoing **CONFIDENTIAL INTERROGATORY RESPONSES** have been served upon the following persons, in the manner indicated, in accordance with the requirements of § 1.54 (relating to service by a participant).

VIA E-MAIL AND FIRST CLASS MAIL

Charles D. Shields
Robert V. Eckenrod
Office of Trial Staff
PO Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265
chshields@state.pa.us
roeckenrod@state.pa.us

Daniel G. Asmus
Office of Small Business Advocate
Commerce Building
300 North Second Street, Suite 1102
Harrisburg, PA 17101
dasmus@state.pa.us

Tanya McCloskey
Darryl Lawrence
Jessica Horner
Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1923
tmccloskey@paoca.org
dlawrence@paoca.org
JHorner@paoca.org

Thomas S. Catlin
Matthew I. Kahal
Exeter Associates, Inc.
5565 Sterrett Place, Suite 310
Columbia, MD 21044
tcatlin@exeterassociates.com
mkahal@exeterassociates.com
(Consultants for Office of Consumer Advocate)

VIA E-MAIL

Todd S. Stewart
Hawke McKeon Sniscak & Kennard LLP
100 North Tenth Street
Harrisburg, PA 17101
tsstewart@hmsk-law.com
(Dominion Retail, Inc.)

Scott J. Rubin
3 Lost Creek Drive
Selinsgrove, PA 17870
Scott@publicutilityhome.com
(International Brotherhood of Electrical Workers Local 29)

Joseph L. Vullo
1460 Wyoming Avenue
Forty Fort, PA 18704
jlvullo@aol.com
(Community Action Association of Pennsylvania)

Daniel Clearfield
Kevin J. Moody
Wolf, Block, Schorr and Solis-Cohen LLP
213 Market Street, 9th Floor
P.O. Box 865
Harrisburg, PA 17108-0865
dclearfield@wolfblock.com
kmoody@wolfblock.com
(Strategic Energy, LLC)
(Retail Energy Supply Association)

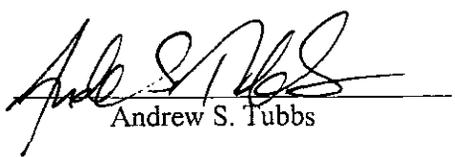
Pamela C. Polacek
McNees Wallace & Nurick LLC
100 Pine Street
PO Box 1166
Harrisburg, PA 17108-1166
ppolacek@mwn.com
abenshoff@mwn.com
(Duquesne Industrial Intervenors)

Michael Gruber
Kevan Deardorff
Charles T. Weakley
Timothy Wallick
Office of Trial Staff
PO Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265
mgruber@state.pa.us
kdeardorff@state.pa.us
cweaklev@state.pa.us
twallick@state.pa.us
(Consultants for Office of Trial Staff)

VIA FIRST CLASS MAIL

Barbara Alexander
15 Wedgewood Drive
Winthrop, ME 04364
barbalex@ctel.net
(Consultant for Office of Consumer Advocate)

Date: November 15, 2006



Andrew S. Tubbs

NOV 15 2006
PA PUC
SECRETARY'S BUREAU
2006 NOV 15 PM 4:05



DOCUMENT FOLDER

17 North Second Street
12th Floor
Harrisburg, PA 17101-1601
717-731-1970 Main
717-731-1985 Fax
www.postschell.com

Andrew S. Tubbs

atubbs@postschell.com
717-612-6057 Direct
File #: 2267-130298

2006 NOV 15 PM 4:05
SECRETARY'S BUREAU

November 15, 2006

VIA FIRST CLASS MAIL & E-MAIL

Darryl Lawrence
Assistant Consumer Advocate
Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1923

RE: Application of Duquesne Light Company for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holding, Inc. by Merger - Docket No. A-110510F0035

Application of DQE Communications Network Services LLC for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holding, Inc. by Merger - Docket No. A-311233F0002

Dear Mr. Lawrence:

Enclosed are two copies of the responses of Duquesne Light Company to the following Interrogatories:

OCA Set III - 8

As indicated on the certificate of service, copies have been served on all parties in the manner indicated.

Sincerely,

Andrew S. Tubbs

KJR

AST/jl

Enclosures

cc: James J. McNulty, Secretary (letter and certificate of service only for filing)
Certificate of Service

VERIFICATION

COMMONWEALTH OF PENNSYLVANIA)
: SS
COUNTY OF ALLEGHENY)

I, John R. Howells, (Affiant), Manager, Rates & Regulatory Projects, being duly sworn (affirmed) according to law, depose and say that I am authorized to make this affidavit on behalf of Duquesne Light Company and that the facts set forth in the enclosed responses to interrogatories are true and correct to the best of my knowledge, information and belief and the corporation expects to be able to prove the same at any hearing hereof.



PA PUC
SECRETARY'S BUREAU

2006 NOV 15 PM 4:05

RECORDED

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing has been served upon the following persons, in the manner indicated, in accordance with the requirements of § 1.54 (relating to service by a participant).

VIA E-MAIL AND FIRST CLASS MAIL

Charles D. Shields
Robert V. Eckenrod
Office of Trial Staff
PO Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265
chshields@state.pa.us
roeckenrod@state.pa.us

Daniel G. Asmus
Office of Small Business Advocate
Commerce Building
300 North Second Street, Suite 1102
Harrisburg, PA 17101
dasmus@state.pa.us

Tanya McCloskey
Darryl Lawrence
Jessica Horner
Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1923
tmccloskey@paoca.org
dlawrence@paoca.org
JHorner@paoca.org

Brian Kalcic
Excel Consulting
225 S. Meramec Avenue, Suite 720-T
St. Louis, MO 63108
(Consultant for Office of Small Business Advocate)
bkalcic@mindspring.com

Thomas S. Catlin
Matthew I. Kahal
Exeter Associates, Inc.
5565 Sterrett Place, Suite 310
Columbia, MD 21044
tcatlin@exeterassociates.com
mkahal@exeterassociates.com
(Consultants for Office of Consumer Advocate)

VIA E-MAIL

Todd S. Stewart
Hawke McKeon Sniscak & Kennard LLP
100 North Tenth Street
Harrisburg, PA 17101
tsstewart@hmsk-law.com
(Dominion Retail, Inc.)

Theodore H. Jobs
Fox Rothschild LLP
2000 Market Street, 10th Floor
Philadelphia, PA 19103-3291
tjobs@foxrothschild.com
(Pennsylvania Large Energy Users Coalition)

Daniel Clearfield
Kevin J. Moody
Wolf, Block, Schorr and Solis-Cohen LLP
213 Market Street, 9th Floor
P.O. Box 865
Harrisburg, PA 17108-0865
dclearfield@wolfblock.com
kmoody@wolfblock.com
(Strategic Energy, LLC)
(Retail Energy Supply Association)

RECEIVED
2016 NOV 15 PM 4:05
PA PUC
SECRETARY'S BUREAU

Paul F. Forshay
Sutherland Asbill & Brennan LLP
1275 Pennsylvania Avenue, NW
Washington, DC 20004-2415
pforshay@sablaw.com
(Pennsylvania Large Energy Users Coalition)

Steven S. Goldenberg
Fox Rothschild LLP
Princeton Pike Corporation Center
997 Lenox Drive, Building 3
Lawrenceville, NJ 08648-4586
sgoldenberg@foxrothschild.com
(Pennsylvania Large Energy Users Coalition)

Scott J. Rubin
3 Lost Creek Drive
Selinsgrove, PA 17870
Scott@publicutilityhome.com
(International Brotherhood of Electrical Workers Local 29)

Harvey L. Reiter
John E. McCaffrey
Jaime S. Dibble
Stinson Morrison Hecker LLP
1150 18th Street N.W., Suite 800
Washington, DC 20036-3816
hreiter@stinsonmoheck.com
jmccaffrey@stinsonmoheck.com
jdibble@stinsonmoheck.com
(Citizen Power, Inc.)

Julie Coletti
Erin Creahan
Two Gateway Center
Pittsburgh, PA 15222-1458
jcoletti@sel.com
(Strategic Energy, LLC)

Michael Gruber
Kevan Deardorff
Charles T. Weakley
Timothy Wallick
Office of Trial Staff
PO Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265
mgruber@state.pa.us
kdeardorff@state.pa.us
cweakley@state.pa.us
twallick@state.pa.us
(Consultants for Office of Trial Staff)

Pamela C. Polacek
Adam L. Benschhoff
McNees Wallace & Nurick LLC
100 Pine Street
PO Box 1166
Harrisburg, PA 17108-1166
ppolacek@mwn.com
abenschhoff@mwn.com
(Duquesne Industrial Intervenors)

Eugene M. Brady
Community Action Association of Pennsylvania
165 Amber Lane
PO Box 1127
Wilkes-Barre, PA 18703-1127
hebegebe@sunlink.net
(Community Action Association of Pennsylvania)

Joseph L. Vullo
1460 Wyoming Avenue
Forty Fort, PA 18704
jlvullo@aol.com
(Community Action Association of Pennsylvania)

VIA FIRST CLASS MAIL

Barbara Alexander
15 Wedgewood Drive
Winthrop, ME 04364
barbalex@ctel.net
(Consultant for Office of Consumer Advocate)

Date: November 15, 2006


Andrew S. Tubbs



17 North Second Street
12th Floor
Harrisburg, PA 17101-1601
717-731-1970 Main
717-731-1985 Fax
www.postschell.com

Andrew S. Tubbs

atubbs@postschell.com
717-612-6057 Direct
File #: 2267-130298

November 17, 2006

ORIGINAL

VIA HAND DELIVERY

James J. McNulty
Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor North
PO Box 3265
Harrisburg, PA 17105-3265

DOCUMENT
FOLDER

20061107 17 PM 3:41
SECRETARY'S BUREAU

RE: Application of Duquesne Light Company for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holding, Inc. by Merger - Docket No. A-110150F0035

Application of DQE Communications Network Services LLC for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holding, Inc. by Merger - Docket No. A-311233F0002

Dear Secretary McNulty:

Enclosed, for filing, are an original and three (3) copies of the Prehearing Conference Memorandum of Duquesne Light Company in the above-referenced proceeding.

As indicated on the certificate of service, copies have been served on the parties in the manner indicated.

Respectfully submitted,

Andrew S. Tubbs

AST/jl

Enclosures

cc: Certificate of Service

KJR

ORIGINAL

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

2006 NOV 17 PM 3:41
SECRETARY'S BUREAU

Application of Duquesne Light Company :
 for a Certificate of Public Convenience :
 Under Section 1102(a)(3) of the Public : Docket No. A-110150F0035
 Utility Code Approving the Acquisition of :
 Duquesne Light Holdings, Inc. by Merger :
 :
 Application of DQE Communications :
 Network Services LLC for a Certificate of :
 Public Convenience Under Section : Docket No. A-311233F0002
 1102(a)(3) of the Public Utility Code :
 Approving the Acquisition of Duquesne :
 Light Holdings, Inc. by Merger :

DOCUMENT
FOLDER

**PREHEARING CONFERENCE MEMORANDUM OF
DUQUESNE LIGHT COMPANY**

TO ADMINISTRATIVE LAW JUDGE LARRY GESOFF:

Duquesne Light Company and DQE Communications Network Services LLC ("Duquesne") hereby submits this Prehearing Conference Memorandum for the Initial Prehearing Conference scheduled for November 28, 2006, in the above-captioned matter.

I. INTRODUCTION

On September 6, 2006, Duquesne filed an Application requesting all necessary approvals from the Pennsylvania Public Utility Commission ("Commission") authorizing the transfer of control of their parent, Duquesne Light Holdings, Inc. Specifically, it is requested that the Commission: (1) issue certificates of public convenience under Section 1102(a)(3) of the Public Utility Code, 66 Pa.C.S. §1102(a)(3), evidencing the Commission's approval of the transfer of ownership and control of Duquesne and Network to DQE Holdings LLC (the "Transaction"); (2) register Securities Certificates under Chapter 19 of the Public Utility Code described herein

and to be filed separately; (3) approve certain agreements with affiliates under Chapter 21 of the Public Utility Code described herein and to be filed separately; and (4) grant all other approvals as may be appropriate, customary or necessary to carry out the transactions contemplated in this Application in a lawful manner.

The proceeding was assigned to the Office of Administrative Law Judge for hearings and the issuance of a Recommended Decision. Administrative Law Judge Larry Gesoff (the "ALJ") was assigned to the proceeding.

On October 24, 2006, the ALJ issued a Hearing Notice scheduling an Initial Prehearing Conference for November 28, 2006.

II. WITNESSES AND ISSUES

As part of its direct case, Duquesne will present the following witnesses who will testify as to the matters explained in the following prefiled statements and exhibits:

| | | |
|-----------------------|-----------------|---|
| Morgan K. O'Brien | Statement No. 1 | Overview of Duquesne and its reasons for and benefits from merging with Macquarie. |
| Christopher J. Leslie | Statement No. 2 | Overview of the Macquarie Group and the plans for the future operations of Duquesne |

Duquesne is unable to provide further identification of the issues at this time because the issues that will be litigated in this proceeding ultimately will be identified at least initially by other parties. Duquesne may present additional witnesses, testimony and exhibits on matters arising during the course of the proceeding, including matters raised by other parties.

III. SETTLEMENT

Duquesne stands ready to enter into settlement discussions with the other parties on all issues. It is premature, however, to predict the likelihood of achieving either an overall settlement or settlements of any issues because the proceeding is in its early stages.

IV. PROPOSED SCHEDULE

Duquesne held a conference call on October 12, 2006 with all available parties to discuss the proposed schedule. Counsel for the Office of Consumer Advocate, Office of Trial Staff, Office of Small Business Advocate, Duquesne Industrial Intervenors, the Pennsylvania Large Users Coalition, Citizen Power, the Retail Electric Supply Association, Strategic Energy LLC, the International Brotherhood of Electrical Workers, participated in the call. During the conference call and confirmed later with the parties, Duquesne and these parties agreed to a proposed schedule which is provided as Attachment A hereto.

V. DISCOVERY SCHEDULE

As part of the agreement regarding the proposed schedule described above, the parties also agreed that they would endeavor, subject to their best efforts, to respond to discovery within 10 days until rebuttal testimony is due. After this date, the parties will endeavor to respond to discovery within 7 days. The parties also agreed that if discovery is served after noon on Friday, it will be treated as if served on the following Monday.

Respectfully submitted,



Michael W. Gang (ID # 25670)

Andrew S. Tubbs (ID # 80310)

Post & Schell, P.C.

17 North Second Street

12th Floor

Harrisburg, PA 17101-1601

Phone: 717-731-1970

Fax: 717-731-1985

E-mail: mgang@postschell.com

E-mail: atubbs@postschell.com

David B. MacGregor (ID # 28804)

Post & Schell, P.C.

Four Penn Center

1600 John F. Kennedy Boulevard

Philadelphia, PA 19103-2808

Phone: 215-587-1000

Fax: 215-320-4879

E-mail: dmacgregor@postschell.com

Gary A. Jack

Duquesne Light Company

411 Seventh Avenue Mail Drop 8-2

Pittsburgh, PA 15219

Phone: 412-393-1541

Fax: 412-393-1418

E-mail: gjack@duqlight.com

Of Counsel:

Post & Schell, P.C.

Date: November 17, 2006

Attorneys for Duquesne Light Company

ATTACHMENT A

| | |
|-------------------------------|---|
| September 6, 2006 | Application filed |
| September 15, 2006 | Company Testimony filed |
| September 16, 2006 | Application Published |
| October 3, 2006 | Protests and Interventions Due |
| November 8, 2006 | Prehearing Conference(date to be set by ALJ's office) |
| December 21, 2006 | Other Parties' Testimony Due |
| January 10, 2007 | Rebuttal Testimony Due |
| January 23, 2007 | Surrebuttal Testimony Due |
| January 30 – February 1, 2007 | Hearings |
| February 20, 2007 | Main Briefs Due |
| March 2, 2007 | Reply Briefs Due |
| April 2, 2007 | Recommended Decision |
| April 12, 2007 | Exceptions Due |
| April 19, 2007 | Replies to Exceptions Due |

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing has been served upon the following persons, in the manner indicated, in accordance with the requirements of § 1.54 (relating to service by a participant).

VIA E-MAIL AND FIRST CLASS MAIL

Daniel G. Asmus
Office of Small Business Advocate
Commerce Building
300 North Second Street, Suite 1102
Harrisburg, PA 17101
willloyd@state.pa.us
dasmus@state.pa.us

Charles D. Shields
Robert V. Eckenrod
Office of Trial Staff
PO Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265
chshields@state.pa.us
josimms@state.pa.us
roeckenrod@state.pa.us

Tanya McCloskey
Darryl Lawrence
Jessica Horner
Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1923
spopowsky@paoca.org
tmccloskey@paoca.org
dlawrence@paoca.org

Todd S. Stewart
Hawke McKeon Sniscak & Kennard LLP
100 North Tenth Street
Harrisburg, PA 17101
tstewart@hmsk-law.com
(Dominion Retail, Inc.)

Daniel Clearfield
Kevin J. Moody
Wolf, Block, Schorr and Solis-Cohen LLP
213 Market Street, 9th Floor
P.O. Box 865
Harrisburg, PA 17108-0865
dclearfield@wolfblock.com
kmoody@wolfblock.com
(Strategic Energy, LLC)
(Retail Energy Supply Association)

Theodore H. Jobses
Fox Rothschild LLP
2000 Market Street, 10th Floor
Philadelphia, PA 19103-3291
tjobses@foxrothschild.com
(Pennsylvania Large Energy Users Coalition)

Paul F. Forshay
Sutherland Asbill & Brennan LLP
1275 Pennsylvania Avenue, NW
Washington, DC 20004-2415
pforshay@sablaw.com
(Pennsylvania Large Energy Users Coalition)

Steven S. Goldenberg
Fox Rothschild LLP
Princeton Pike Corporation Center
997 Lenox Drive, Building 3
Lawrenceville, NJ 08648-4586
sgoldenberg@foxrothschild.com
(Pennsylvania Large Energy Users Coalition)

Scott J. Rubin
3 Lost Creek Drive
Selinsgrove, PA 17870
Scott@publicutilityhome.com
(International Brotherhood of Electrical Workers Local 29)

SECRETARY'S BUREAU
2005 NOV 17 PM 3:41

Harvey L. Reiter
John E. McCaffrey
Jaime S. Dibble
Stinson Morrison Hecker LLP
1150 18th Street N.W., Suite 800
Washington, DC 20036-3816
hreiter@stinsonmoheck.com
jmccaffrey@stinsonmoheck.com
jdibble@stinsonmoheck.com
(Citizen Power, Inc.)

Julie Coletti
Erin Creahan
Two Gateway Center
Pittsburgh, PA 15222-1458
jcoletti@sel.com
ecreahan@sel.com
(Strategic Energy, LLC)

Barbara Alexander
15 Wedgewood Drive
Winthrop, ME 04364
barbalex@ctel.net
(Consultant for Office of Consumer Advocate)

Thomas S. Catlin
Matthew I. Kahal
Exeter Associates, Inc.
5565 Sterrett Place, Suite 310
Columbia, MD 21044
tcatlin@exeterassociates.com
mkahal@exeterassociates.com
(Consultants for Office of Consumer Advocate)

Brian Kalcic
Excel Consulting
225 S. Meramec Avenue, Suite 720-T
St. Louis, MO 63108
bkalcic@mindspring.com
(Consultant for Office of Small Business Advocate)

Michael Gruber
Kevan Deardorff
Charles T. Weakley
Timothy Wallick
Office of Trial Staff
PO Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265
mgruber@state.pa.us
kdeardorff@state.pa.us
cweakley@state.pa.us
twallick@state.pa.us
(Consultants for Office of Trial Staff)

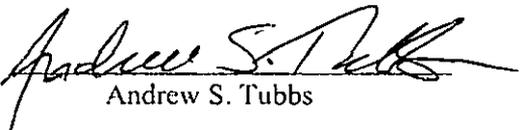
Pamela C. Polacek
Adam L. Benschhoff
McNees Wallace & Nurick LLC
100 Pine Street
PO Box 1166
Harrisburg, PA 17108-1166
ppolacek@mwn.com
abenschhoff@mwn.com
(Duquesne Industrial Intervenors)

Eugene M. Brady
Community Action Association of Pennsylvania
165 Amber Lane
PO Box 1127
Wilkes-Barre, PA 18703-1127
hebegebe@sunlink.net
(Community Action Association of Pennsylvania)

Joseph L. Vullo
1460 Wyoming Avenue
Forty Fort, PA 18704
jlvullo@aol.com
(Community Action Association of Pennsylvania)

David Hughes
Citizen Power, Inc.
2121 Murray Avenue
Pittsburgh, PA 15217
Hughes@citizenpower.com
(Citizen Power, Inc.)

Date: November 17, 2006


Andrew S. Tubbs



17 North Second Street
12th Floor
Harrisburg, PA 17101-1601
717-731-1970 Main
717-731-1985 Fax
www.postschell.com

DOCUMENT
FOLDER

Andrew S. Tubbs

atubbs@postschell.com
717-612-6057 Direct
File #: 2267-130298

November 17, 2006

RECEIVED

NOV 17 2006

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

VIA E-MAIL

Pamela C. Polacek
McNees, Wallace & Nurick
PO Box 1166
100 Pine Street
Harrisburg, PA 17108-1166

RE: Application of Duquesne Light Company for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holding, Inc. by Merger - Docket No. A-110150F0035

Application of DQE Communications Network Services LLC for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holding, Inc. by Merger - Docket No. A-311233F0002

Dear Ms. Polacek:

Enclosed is a copy of the responses of Duquesne Light Company to the following Interrogatories:

DII Set I - 4 & 5

As indicated on the certificate of service, copies have been served on all parties in the manner indicated.

Yours truly,

Andrew S. Tubbs

AST/jl

Enclosures

cc: James J. McNulty, Secretary (letter and certificate of service only for filing)
Certificate of Service

KJR

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing has been served upon the following persons, in the manner indicated, in accordance with the requirements of § 1.54 (relating to service by a participant).

VIA E-MAIL AND FIRST CLASS MAIL

Charles D. Shields
Robert V. Eckenrod
Office of Trial Staff
PO Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265
chshields@state.pa.us
roeckenrod@state.pa.us

Daniel G. Asmus
Office of Small Business Advocate
Commerce Building
300 North Second Street, Suite 1102
Harrisburg, PA 17101
dasmus@state.pa.us

Tanya McCloskey
Darryl Lawrence
Jessica Horner
Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1923
tmccloskey@paoca.org
dlawrence@paoca.org
JHorner@paoca.org

Brian Kalcic
Excel Consulting
225 S. Meramec Avenue, Suite 720-T
St. Louis, MO 63108
(Consultant for Office of Small Business Advocate)
bkalcic@mindspring.com

Thomas S. Catlin
Matthew I. Kahal
Exeter Associates, Inc.
5565 Sterrett Place, Suite 310
Columbia, MD 21044
tcatlin@exeterassociates.com
mkahal@exeterassociates.com
(Consultants for Office of Consumer Advocate)

VIA E-MAIL

Todd S. Stewart
Hawke McKeon Sniscak & Kennard LLP
100 North Tenth Street
Harrisburg, PA 17101
tsstewart@hmsk-law.com
(Dominion Retail, Inc.)

Theodore H. Jobs
Fox Rothschild LLP
2000 Market Street, 10th Floor
Philadelphia, PA 19103-3291
tjobs@foxrothschild.com
(Pennsylvania Large Energy Users Coalition)

Daniel Clearfield
Kevin J. Moody
Wolf, Block, Schorr and Solis-Cohen LLP
213 Market Street, 9th Floor
P.O. Box 865
Harrisburg, PA 17108-0865
dclearfield@wolfblock.com
kmoody@wolfblock.com
(Strategic Energy, LLC)
(Retail Energy Supply Association)

Paul F. Forshay
Sutherland Asbill & Brennan LLP
1275 Pennsylvania Avenue, NW
Washington, DC 20004-2415
pforshay@sablaw.com
(Pennsylvania Large Energy Users Coalition)

Steven S. Goldenberg
Fox Rothschild LLP
Princeton Pike Corporation Center
997 Lenox Drive, Building 3
Lawrenceville, NJ 08648-4586
sgoldenberg@foxrothschild.com
(Pennsylvania Large Energy Users Coalition)

Scott J. Rubin
3 Lost Creek Drive
Selinsgrove, PA 17870
Scott@publicutilityhome.com
(International Brotherhood of Electrical Workers Local 29)

Harvey L. Reiter
John E. McCaffrey
Jaime S. Dibble
Stinson Morrison Hecker LLP
1150 18th Street N.W., Suite 800
Washington, DC 20036-3816
hreiter@stinsonmoheck.com
jmccaffrey@stinsonmoheck.com
jdibble@stinsonmoheck.com
(Citizen Power, Inc.)

Julie Coletti
Erin Creahan
Two Gateway Center
Pittsburgh, PA 15222-1458
jcoletti@scl.com
ecreahan@scl.com
(Strategic Energy, LLC)

David Hughes
Citizen Power, Inc.
2121 Murray Avenue
Pittsburgh, PA 15217
Hughes@citizenpower.com
(Citizen Power, Inc.)

Michael Gruber
Kevan Deardorff
Charles T. Weakley
Timothy Wallick
Office of Trial Staff
PO Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265
mgruber@state.pa.us
kdeardorff@state.pa.us
cweakley@state.pa.us
twallick@state.pa.us
(Consultants for Office of Trial Staff)

Pamela C. Polacek
Adam L. Benshoff
McNees Wallace & Nurick LLC
100 Pine Street
PO Box 1166
Harrisburg, PA 17108-1166
ppolacek@mwn.com
abenshoff@mwn.com
(Duquesne Industrial Intervenors)

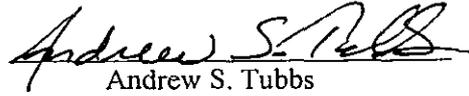
Eugene M. Brady
Community Action Association of Pennsylvania
165 Amber Lane
PO Box 1127
Wilkes-Barre, PA 18703-1127
hebegebe@sunlink.net
(Community Action Association of Pennsylvania)

Joseph L. Vullo
1460 Wyoming Avenue
Forty Fort, PA 18704
jlvullo@aol.com
(Community Action Association of Pennsylvania)

VIA FIRST CLASS MAIL

Barbara Alexander
15 Wedgewood Drive
Winthrop, ME 04364
barbalex@ctel.net
(Consultant for Office of Consumer Advocate)

Date: November 17, 2006


Andrew S. Tubbs

Andrew S. Tubbs

atubbs@postschell.com
717-612-6057 Direct
File #: 2267-130298

November 17, 2006

VIA HAND DELIVERY

ORIGINAL

James J. McNulty
Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor North
PO Box 3265
Harrisburg, PA 17105-3265

NOV 17 PM 3:41
SECRETARY'S BUREAU

RE: Application of Duquesne Light Company for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holding, Inc. by Merger - Docket No. A-110150F0035

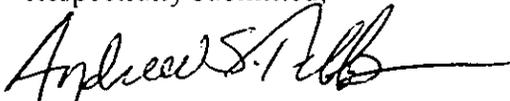
Application of DQE Communications Network Services LLC for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holding, Inc. by Merger - Docket No. A-311233F0002

Dear Secretary McNulty:

Enclosed, for filing, are an original and three (3) copies of the Prehearing Conference Memorandum of Duquesne Light Company in the above-referenced proceeding.

As indicated on the certificate of service, copies have been served on the parties in the manner indicated.

Respectfully submitted,



Andrew S. Tubbs

DOCUMENT
FOLDER

AST/jl

Enclosures

cc: Certificate of Service

ORIGINAL

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

RECEIVED
NOV 17 11 31 AM '06
SECRETARY'S BUREAU

| | | | |
|--|---|---|--------------------------|
| Application of Duquesne Light Company for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holdings, Inc. by Merger | : | : | Docket No. A-110150F0035 |
| | : | : | |
| Application of DQE Communications Network Services LLC for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holdings, Inc. by Merger | : | : | Docket No. A-311233F0002 |
| | : | : | |

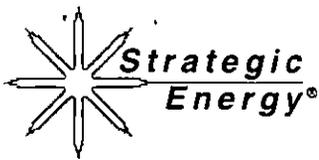
**PREHEARING CONFERENCE MEMORANDUM OF
DUQUESNE LIGHT COMPANY**

TO ADMINISTRATIVE LAW JUDGE LARRY GESOFF:

Duquesne Light Company and DQE Communications Network Services LLC ("Duquesne") hereby submits this Prehearing Conference Memorandum for the Initial Prehearing Conference scheduled for November 28, 2006, in the above-captioned matter.

I. INTRODUCTION

On September 6, 2006, Duquesne filed an Application requesting all necessary approvals from the Pennsylvania Public Utility Commission ("Commission") authorizing the transfer of control of their parent, Duquesne Light Holdings, Inc. Specifically, it is requested that the Commission: (1) issue certificates of public convenience under Section 1102(a)(3) of the Public Utility Code, 66 Pa.C.S. §1102(a)(3), evidencing the Commission's approval of the transfer of ownership and control of Duquesne and Network to DQE Holdings LLC (the "Transaction"); (2) register Securities Certificates under Chapter 19 of the Public Utility Code described herein



Corporate Headquarters
Two Gateway Center
Ninth Floor
Pittsburgh, PA 15222

T: 1.800.830.5923
E: sales@sel.com
W: www.sel.com

ORIGINAL November 20, 2006

James J. McNulty
Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor North
P. O. Box 3265
Harrisburg, PA 17105-3265

RECEIVED

NOV 20 2006

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

RE: **Application of Duquesne Light Company for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holding, Inc. By Merger – Docket No. A-110150F0035**

Application of DQE Communications Network Services LLC for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holding, Inc. by merger – Docket No. A-311233F0002

Dear Secretary McNulty:

Enclosed for filing are an original and three (3) copies of the Praecipe for Entry of Appearance of Erin H. Creahan, Esquire, Associate Counsel, of Strategic Energy, LLC. A copy has been sent to the individuals on the Service List via First Class Mail and E-Mail.

Sincerely,

Erin H. Creahan
Associate Counsel
ecreahan@strategicenergy.com
(412) 258-2036
(412) 394-6681 (fax)

KJR

**DOCUMENT
FOLDER**

EHC:cab

15

RECEIVED

NOV 20 2006

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION
PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Application of Duquesne Light Company :
for a Certificate of Public Convenience :
Under Section 1102(a)(3) of the Public : Docket No. A-110150F0035
Utility Code Approving the Acquisition of :
Duquesne Light Holdings, Inc. by Merger :

Application of DQE Communications :
Network Services LLC for a Certificate of :
Public Convenience Under Section :
1102(a)(3) of the Public Utility Code : Docket No. A-311233F0002
Approving the Acquisition of Duquesne :
Light Holdings, Inc. by Merger :

PRAECIPE FOR ENTRY OF APPEARANCE

TO: James McNulty, Secretary

Please enter my appearance on behalf of Strategic Energy, L.L.C. in the above-captioned action. On the basis of this notice, I request a copy of each document hereafter issued by the Commission in this matter.

DOCUMENT
FOLDER

DOCKETED
NOV 22 2006

Respectfully submitted,



Erin H. Creahan, Esquire
Associate Counsel
Pennsylvania Bar No. 91534
Strategic Energy, L.L.C.
Two Gateway Center, 9th Floor
Pittsburgh, PA 15222
(412) 258-2036 (phone)
(412) 394-6681 (fax)
ecreahan@strategicenergy.com

Dated: November 20, 2006

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing document upon the participants listed below in accordance with the requirements of § 1.54 (relating to service by a participant).

VIA E-MAIL & FIRST CLASS MAIL

David B. MacGregor, Esquire
Post and Schell, PC
Four Penn Center
1600 JFK Blvd.
Philadelphia, PA 19103-2921

Tanya J. McCloskey, Esquire
Darryl Lawrence, Esquire
Office of Consumer Advocate
5th Floor, Forum Place Bldg.
555 Walnut Street
Harrisburg, PA 17101-1923

Paul F. Forshay, Esquire
Sutherland, Asbill & Brennan LLP
1275 Pennsylvania Avenue, NW
Washington, DC 20004

Daniel G. Asmus, Esquire
Assistant Small Business Advocate
Office of Small Business Advocate
Commerce Bldg Suite 1102
300 North 2nd Street
Harrisburg, PA 17101

Steven S. Goldenberg, Esquire
Fox Rothschild, LLP
Princeton Pike Corporate Center
997 Lenox Drive, Bldg 3
Lawrenceville, NJ 08648-2311

Michael W. Gang, Esquire
Andrew S. Tubbs, Esq.
Post and Schell, PC
17 North Second Street, 12th Floor
Harrisburg, PA 17101-1601

Charles Shields, Esquire
Robert V. Eckenrod, Esquire
Office of Trial Staff
Commonwealth Keystone Bldg.
400 North Street, P. O. Box 3265
Harrisburg, PA 17105-3265

Julie Coletti, Esquire
Strategic Energy, LLC
Two Gateway Center, 9th Floor
Pittsburgh, PA 15222

Scott Rubin, Counsel
International Brotherhood of Electric Workers
Three Lost Creek Drive
Selinsgrove, PA 17870

Todd S. Stewart, Esquire
Hawke, McKeon, Sniscak & Kennard, LLP
100 North Tenth Street
Harrisburg, PA 17101

RECEIVED

NOV 20 2006

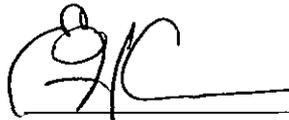
PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Theodore H. Jobes, Esquire
Fox Rothschild, LLP
2000 Market Street, Tenth Floor
Philadelphia, PA 19103-3291

Gary A. Jeffries, Esquire
Senior Counsel
Dominion Resource Services, Inc.
1201 Pitt Street
Pittsburgh, PA 15221

Pamela C. Polacek, Esquire
Adam L. Benshoff, Esquire
McNees Wallace & Nurick, LLC
100 Pine Street, P. O. Box 1166
Harrisburg, PA 18108-1166

Dated: November 20, 2006

A handwritten signature in black ink, appearing to read 'Erin H. Creahan', written over a horizontal line.

Erin H. Creahan, Esq.



17 North Second Street
12th Floor
Harrisburg, PA 17101-1601
717-731-1970 Main
717-731-1985 Fax
www.postschell.com

DOCUMENT FOLDER

Andrew S. Tubbs

atubbs@postschell.com
717-612-6057 Direct
File #: 2267-130298

November 21, 2006

VIA E-MAIL

Scott J. Rubin
Public Utility Consulting
3 Lost Creek Drive
Selinsgrove, PA 17870-9357

2006 NOV 22 AM 11:07
SECRETARY'S BUREAU

RE: Application of Duquesne Light Company for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holding, Inc. by Merger - Docket No. A-110150F0035

Application of DQE Communications Network Services LLC for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holding, Inc. by Merger - Docket No. A-311233F0002

Dear Mr. Rubin:

Enclosed are the responses of Duquesne Light Company to the following Interrogatories:

IBEW Set I - 3 - CONFIDENTIAL

As indicated on the certificate of service, copies have been served on all parties in the manner indicated.

Sincerely,

Andrew S. Tubbs

AST/jl

Enclosures

cc: James J. McNulty, Secretary (letter and certificate of service only for filing)
Certificate of Service

CERTIFICATE OF SERVICE

I hereby certify that true and correct copies of the foregoing **CONFIDENTIAL INTERROGATORY RESPONSES** have been served upon the following persons, in the manner indicated, in accordance with the requirements of § 1.54 (relating to service by a participant).

VIA E-MAIL AND FIRST CLASS MAIL

Charles D. Shields
Robert V. Eckenrod
Office of Trial Staff
PO Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265
chshields@state.pa.us
roeckenrod@state.pa.us

Daniel G. Asmus
Office of Small Business Advocate
Commerce Building
300 North Second Street, Suite 1102
Harrisburg, PA 17101
dasmus@state.pa.us

Tanya McCloskey
Darryl Lawrence
Jessica Horner
Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1923
tmccloskey@paoca.org
dlawrence@paoca.org
JHorner@paoca.org

Thomas S. Catlin
Matthew I. Kahal
Exeter Associates, Inc.
5565 Sterrett Place, Suite 310
Columbia, MD 21044
tcatlin@exeterassociates.com
mkahal@exeterassociates.com
(Consultants for Office of Consumer Advocate)

VIA E-MAIL

Todd S. Stewart
Hawke McKeon Sniscak & Kennard LLP
100 North Tenth Street
Harrisburg, PA 17101
tsstewart@hmsk-law.com
(Dominion Retail, Inc.)

Scott J. Rubin
3 Lost Creek Drive
Selinsgrove, PA 17870
Scott@publicutilityhome.com
(International Brotherhood of Electrical Workers Local 29)

Joseph L. Vullo
1460 Wyoming Avenue
Forty Fort, PA 18704
jlvullo@aol.com
(Community Action Association of Pennsylvania)

Daniel Clearfield
Kevin J. Moody
Wolf, Block, Schorr and Solis-Cohen LLP
213 Market Street, 9th Floor
P.O. Box 865
Harrisburg, PA 17108-0865
dclearfield@wolfblock.com
kmoody@wolfblock.com
(Strategic Energy, LLC)
(Retail Energy Supply Association)

Pamela C. Polacek
McNees Wallace & Nurick LLC
100 Pine Street
PO Box 1166
Harrisburg, PA 17108-1166
ppolacek@mwn.com
abenshoff@mwn.com
(Duquesne Industrial Intervenors)

Michael Gruber
Kevan Deardorff
Charles T. Weakley
Timothy Wallick
Office of Trial Staff
PO Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265
mgruber@state.pa.us
kdeardorff@state.pa.us
cweakley@state.pa.us
twallick@state.pa.us
(Consultants for Office of Trial Staff)

Paul F. Forshay
Sutherland Asbill & Brennan LLP
1275 Pennsylvania Avenue, NW
Washington, DC 20004-2415
pforshay@sablaw.com
(*Pennsylvania Large Energy Users Coalition*)

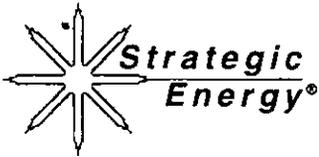
Frank Lacey
Director, Government and Regulatory Affairs
Direct Energy
263 Tresser Blvd
8th Floor
Stamford, CT 06901
frank.lacey@directenergy.com
(*Retail Energy Supply Association*)

VIA FIRST CLASS MAIL

Barbara Alexander
15 Wedgewood Drive
Winthrop, ME 04364
barbalex@ctel.net
(*Consultant for Office of Consumer Advocate*)

Date: November 21, 2006


Andrew S. Tubbs



Corporate Headquarters
Two Gateway Center
Ninth Floor
Pittsburgh, PA 15222

T: 1.800.830.5923
E: sales@sel.com
W: www.sel.com

ORIGINAL

November 21, 2006

Via FedEx

James J. McNulty, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor North
P. O. Box 3265
Harrisburg, PA 17105-3265

RECEIVED

NOV 21 2006

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Re: Application of Duquesne Light Company for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holding, Inc. by Merger – Docket No. A-110150F0035

Application of DQE Communications Network Services LLC for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holding, Inc. by Merger - Docket No. A-311233F0002

Dear Secretary McNulty:

Enclosed, for filing, are an original and three (3) copies of the Prehearing Conference Memorandum of Strategic Energy, LLC in the above-referenced proceeding.

As indicated on the certificate of service, copies have been served on the parties in the manner indicated.

Respectfully submitted,

Erin H. Creahan
Associate Counsel

DOCUMENT
FOLDER

EHC:cab

Enclosure

cc: Certificate of Service (E-Mail and First Class Mail)
ALJ Meehan (E-Mail and First Class Mail)

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

| | | |
|---|---|-------------------------|
| Application of Duquesne Light Company for a Certificate of Public Convenience Approving the Acquisition of Duquesne Light Holdings, Inc. by Merger | : | Docket No. A-11050F0035 |
| | : | |
| | : | |
| | : | |
| | : | |
| Application of DQE Communications Network Services LLC for a Certificate of Public Convenience Approving the Acquisition of Duquesne Light Holdings, Inc. by Merger | : | Docket No. A-311233F002 |
| | : | |
| | : | |
| | : | |
| | : | |

**PREHEARING CONFERENCE MEMORANDUM OF
STRATEGIC ENERGY, LLC**

TO ADMINISTRATIVE LAW JUDGE ROBERT MEEHAN:

Strategic Energy, LLC (“Strategic”) hereby submits this Pre-hearing Memorandum for the initial pre-hearing conference scheduled for November 28, 2006.

I. Background and History

On September 6, 2006, Duquesne Light Company and DQE Communications Network Services LLC (Duquesne) filed an application for a Certificate of Public Convenience to approve the proposed acquisition of Duquesne Light Holdings, Inc. by a consortium of investors lead by the Macquarie Group. Strategic filed a timely petition to intervene and protest as did its trade association, the Retail Energy Supply Association (RESA). On October 24, 2006, Administrative Law Judge Robert Meehan issued a Hearing Notice scheduling an initial pre-hearing conference for November 28, 2006.

**DOCUMENT
FOLDER**

RECEIVED

NOV 21 2006

DOCKETED
NOV 30 2006

**PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU**

II. Strategic's Position and List of Issues

Strategic plans to coordinate its position with that of the Retail Energy Supply Association (RESA), of which, Strategic is a member. Strategic also plans to address the following issues in this proceeding:

1. Whether and to what extent the proposed transaction will impact the competitive marketplace in the Duquesne service territory.
2. Whether and to what extent the proposed transaction will result in or perpetuate cross-subsidies between the Duquesne companies, including, but not limited to, Duquesne Light Holdings, Duquesne Light Company, Duquesne Power, and Duquesne Light Energy.
3. Whether and to what extent the cross-subsidization of Duquesne Light Energy by other Duquesne companies harms the competitive landscape in Duquesne's service territory.
4. Whether the proposed transaction will result in, or perpetuate, an undue competitive advantage for Duquesne Light Energy.

Strategic reserves the right to address other issues that are identified in this proceeding and to respond to the positions taken by other parties.

III. Witnesses To Be Called at Hearing.

Strategic has not definitively decided whether it will call any witnesses. However, Strategic may call the following witness:

Richard J. Hudson Jr.
Market Manager, Regulatory Affairs
Strategic Energy

Strategic reserves the right to identify additional witnesses.

IV. Proposed Litigation Schedule

None. Strategic Energy will cooperate in the development of a reasonable litigation schedule.

V. Settlement

Strategic is willing and eager to discuss options with other parties for an amicable resolution of the issues in this proceeding.

Respectfully submitted,



Dated: November 21, 2006

Erin Creahan
Associate Counsel
Strategic Energy, L.L.C.
Two Gateway Center, 9th Floor
Pittsburgh, PA 15222
(412) 258-2036 (phone)
(412) 394-6681 (facsimile)
ecreahan@strategicenergy.com

RECEIVED

NOV 21 2006

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing document upon the participants listed below in accordance with the requirements of § 1.54 (relating to service by a participant).

VIA E-MAIL & FIRST CLASS MAIL

David B. MacGregor, Esquire
Post and Schell, PC
Four Penn Center
1600 JFK Blvd.
Philadelphia, PA 19103-2921
dmacgregor@postschell.com

Michael W. Gang, Esquire
Andrew S. Tubbs, Esq.
Post and Schell, PC
17 North Second Street, 12th Floor
Harrisburg, PA 17101-1601
mgang@postschell.com
atubbs@postschell.com

Tanya J. McCloskey, Esquire
Darryl Lawrence, Esquire
Jessica Horner
Office of Consumer Advocate
5th Floor, Forum Place Bldg.
555 Walnut Street
Harrisburg, PA 17101-1923
tmccloskey@paoca.org
dlawrence@paoca.org
jhorner@paoca.org

Charles Shields, Esquire
Robert V. Eckenrod, Esquire
Office of Trial Staff
Commonwealth Keystone Bldg.
400 North Street, P. O. Box 3265
Harrisburg, PA 17105-3265
chshields@state.pa.us
roeckenrod@state.pa.us

Paul F. Forshay, Esquire
Sutherland, Asbill & Brennan LLP
1275 Pennsylvania Avenue, NW
Washington, DC 20004
pforshay@sablaw.com

Scott Rubin, Counsel
Three Lost Creek Drive
Selinsgrove, PA 17870
Scott@publicutilityhome.com

Daniel G. Asmus, Esquire
Office of Small Business Advocate
Commerce Bldg Suite 1102
300 North 2nd Street
Harrisburg, PA 17101
dasmus@state.pa.us

Todd S. Stewart, Esquire
Hawke, McKeon, Sniscak & Kennard, LLP
100 North Tenth Street
Harrisburg, PA 17101
tsstewart@hmsk-law.com

Steven S. Goldenberg, Esquire
Fox Rothschild, LLP
Princeton Pike Corporate Center
997 Lenox Drive, Bldg 3
Lawrenceville, NJ 08648-2311
sgoldenberg@foxrothschild.com

Harvey L. Reiter
John E. McCaffrey
Jaime S. Dibble
Stinson Morrison Hecker LLP
1150 18th Street N.W. Suite 800
Washington, DC 20036-3816
hreiter@stinsonmoheck.com
jmccaffrey@stinsonmoheck.com
jdibble@stinsonmoheck.com

Michael Gruber
Kevan Deardorff
Charles T. Weakley
Timothy Wallick
Office of Trial Staff
P. O. Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265
mgruber@state.pa.us
kdeardorff@state.pa.us
cweakely@state.pa.us
twallick@state.pa.us

Daniel Clearfield
Kevin J. Moody
Wolf, Block, Schorr and Solis-Cohen LLP
213 Market Street, 9th Floor
Harrisburg, PA 17108-0865
dclearfield@wolfblock.com
kmoody@wolfblock.com

Theodore H. Jobes, Esquire
Fox Rothschild, LLP
2000 Market Street, Tenth Floor
Philadelphia, PA 19103-3291
tjobes@foxrothschild.com

Pamela C. Polacek, Esquire
Adam L. Benshoff, Esquire
McNees Wallace & Nurick, LLC
100 Pine Street, P. O. Box 1166
Harrisburg, PA 18108-1166
ppolacek@mwn.com
abenshoff@mwn.com

Thomas S. Catlin
Matthew I. Kahal
Exeter Associates, Inc.
5565 Sterrett Place, Suite 310
Columbia, MD 21044
tcatlin@exeterassociates.com
mkahal@exeterassociates.com

David Hughes
Citizen Power, Inc.
2121 Murray Avenue
Pittsburgh, PA 15217
Hughes@citizenpower.com

Brian Kalcic
Excel Consulting
225 S. Meramec Avenue, Suite 720-T
St. Louis, MO 63108
bkalcic@mindspring.com

Barbara Alexander
15 Wedgewood Drive
Winthrop, ME 04364
barbalex@ctel.net

Joseph L. Vullo
1460 Wyoming Avenue
Forty Fort, PA 18704
jlvullo@aol.com

Eugene M. Brady
165 Amber Lane
PO Box 1127
Wilkes-Barre, PA 18703-1127
hebegebe@sunlink.net



Erin H. Creahan

Dated: November 21, 2006

RECEIVED

NOV 21 2006

**PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU**

Scott J. Rubin
Attorney ❖ Consultant

3 Lost Creek Drive ❖ Selinsgrove, PA 17870 ❖ (570)743-2233 ❖ Fax: (570)743-8145 ❖ scott@publicutilityhome.com

November 21, 2006

James McNulty, Secretary
Pa. Public Utility Commission
P.O. Box 3265
Harrisburg PA 17105-3265

ORIGINAL

Re: Application of Duquesne Light Company
Docket No. A-110150F0035

Application of DQE Communications Network
Services LLC, Docket No. A-311233F0002

Dear Secretary McNulty:

Enclosed for filing please find an original and three copies of the Prehearing Memorandum of International Brotherhood of Electrical Workers Local 29 in the above-referenced matter.

I have served a copy of this document on all parties of record, as shown on the attached Certificate of Service, as well as on the Administrative Law Judge.

I also have enclosed an extra copy of the document that I would appreciate having time-stamped and returned in the enclosed envelope.

Sincerely,


Scott J. Rubin

Enclosure

cc: Robert Meehan, Administrative Law Judge
All parties

RECEIVED
NOV 22 2006 11:11

DOCUMENT
FOLDER

34

ORIGINAL

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

NOV 22 11:11
SECRETARY'S BUREAU

Application of Duquesne Light Company :
for a Certificate of Public Convenience :
Under Section 1102(a)(3) of the Public : Docket No. A-110150F0035
Utility Code Approving the Acquisition of :
Duquesne Light Holdings, Inc. by Merger :

Application of DQE Communications :
Network Services LLC for a Certificate of :
Public Convenience Under Section : Docket No. A-311233F0002
1102(a)(3) of the Public Utility Code :
Approving the Acquisition of Duquesne :
Light Holdings, Inc. by Merger :

PREHEARING MEMORANDUM OF
INTERNATIONAL BROTHERHOOD OF ELECTRICAL WORKERS
LOCAL 29

Pursuant to 52 Pa. Code § 5.222(d), International Brotherhood of Electrical Workers Local 29 (Local 29) hereby files this Prehearing Memorandum.

1. Party Identification: Local 29 is the authorized collective bargaining representative for approximately 1,000 employees of Duquesne Light Company (Duquesne), most of whom are also customers of Duquesne. Local 29 filed a Petition to Intervene on September 14, 2006, to which Duquesne has not responded. Local 29 is represented by the undersigned counsel, upon whom all documents should be served.

2. Issues: Local 29 is participating in this proceeding to ensure that the interests of its members are fully and adequately represented. Local 29 anticipates issues being raised in this proceeding that will or may affect its interests as a Duquesne customer and as a representative of

DOCUMENT
FOLDER

DOCKETED
NOV 30 2006



17 North Second Street
12th Floor
Harrisburg, PA 17101-1601
717-731-1970 Main
717-731-1985 Fax
www.postschell.com

Andrew S. Tubbs

atubbs@postschell.com
717-612-6057 Direct
File #: 2267-130298

November 21, 2006

VIA E-MAIL

Kevin J. Moody
Wolf Block Schorr and Solis-Cohen LLP
PO Box 865
213 Market Street, 9th Floor
Harrisburg, PA 17108-0865

DOCUMENT
FOLDER

RE: Application of Duquesne Light Company for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holding, Inc. by Merger - Docket No. A-110150F0035

Application of DQE Communications Network Services LLC for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holding, Inc. by Merger - Docket No. A-311233F0002

Dear Mr. Moody:

Enclosed are the responses of Duquesne Light Company to the following Interrogatories:

- RESA Set I - 1
- RESA Set II - 3

As indicated on the certificate of service, copies have been served on all parties in the manner indicated.

Sincerely,

Andrew S. Tubbs

AST/jl

Enclosures

cc: James J. McNulty, Secretary (letter and certificate of service only for filing)
Certificate of Service

SECRETARY'S BUREAU

2006 NOV 22 AM 11:10

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing has been served upon the following persons, in the manner indicated, in accordance with the requirements of § 1.54 (relating to service by a participant).

VIA E-MAIL AND FIRST CLASS MAIL

Charles D. Shields
Robert V. Eckenrod
Office of Trial Staff
PO Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265
chshields@state.pa.us
roeckenrod@state.pa.us

Daniel G. Asmus
Office of Small Business Advocate
Commerce Building
300 North Second Street, Suite 1102
Harrisburg, PA 17101
dasmus@state.pa.us

Tanya McCloskey
Darryl Lawrence
Jessica Horner
Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1923
tmccloskey@paoca.org
dlawrence@paoca.org
JHorner@paoca.org

Brian Kalcic
Excel Consulting
225 S. Mcramec Avenue, Suite 720-T
St. Louis, MO 63108
(Consultant for Office of Small Business Advocate)
bkalcic@mindspring.com

Thomas S. Catlin
Matthew I. Kahal
Exeter Associates, Inc.
5565 Sterrett Place, Suite 310
Columbia, MD 21044
tcatlin@exeterassociates.com
mkahal@exeterassociates.com
(Consultants for Office of Consumer Advocate)

VIA E-MAIL

Todd S. Stewart
Hawke McKeon Sniscak & Kennard LLP
100 North Tenth Street
Harrisburg, PA 17101
tsstewart@hmsk-law.com
(Dominion Retail, Inc.)

Theodore H. Jobses
Fox Rothschild LLP
2000 Market Street, 10th Floor
Philadelphia, PA 19103-3291
tjobses@foxrothschild.com
(Pennsylvania Large Energy Users Coalition)

Daniel Clearfield
Kevin J. Moody
Wolf, Block, Schorr and Solis-Cohen LLP
213 Market Street, 9th Floor
P.O. Box 865
Harrisburg, PA 17108-0865
dclearfield@wolfblock.com
kmoody@wolfblock.com
(Strategic Energy, LLC)
(Retail Energy Supply Association)

Paul F. Forshay
Sutherland Asbill & Brennan LLP
1275 Pennsylvania Avenue, NW
Washington, DC 20004-2415
pforshay@sablaw.com
(Pennsylvania Large Energy Users Coalition)

Steven S. Goldenberg
Fox Rothschild LLP
Princeton Pike Corporation Center
997 Lenox Drive, Building 3
Lawrenceville, NJ 08648-4586
sgoldenberg@foxrothschild.com
(Pennsylvania Large Energy Users Coalition)

Scott J. Rubin
3 Lost Creek Drive
Selinsgrove, PA 17870
Scott@publicutilityhome.com
(International Brotherhood of Electrical Workers Local 29)

Harvey L. Reiter
John E. McCaffrey
Jaime S. Dibble
Stinson Morrison Hecker LLP
1150 18th Street N.W., Suite 800
Washington, DC 20036-3816
hreiter@stinsonmoheck.com
jmccaffrey@stinsonmoheck.com
jdibble@stinsonmoheck.com
(Citizen Power, Inc.)

Julie Coletti
Erin Creahan
Two Gateway Center
Pittsburgh, PA 15222-1458
jcoletti@sel.com
ecreahan@sel.com
(Strategic Energy, LLC)

David Hughes
Citizen Power, Inc.
2121 Murray Avenue
Pittsburgh, PA 15217
Hughes@citizenpower.com
(Citizen Power, Inc.)

Michael Gruber
Kevan Deardorff
Charles T. Weakley
Timothy Wallick
Office of Trial Staff
PO Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265
mgruber@state.pa.us
kdeardorff@state.pa.us
cweakley@state.pa.us
twallick@state.pa.us
(Consultants for Office of Trial Staff)

Pamela C. Polacek
Adam L. Benshoff
McNees Wallace & Nurick LLC
100 Pine Street
PO Box 1166
Harrisburg, PA 17108-1166
ppolacek@mwn.com
abenshoff@mwn.com
(Duquesne Industrial Intervenors)

Eugene M. Brady
Community Action Association of Pennsylvania
165 Amber Lane
PO Box 1127
Wilkes-Barre, PA 18703-1127
hebegebe@sunlink.net
(Community Action Association of Pennsylvania)

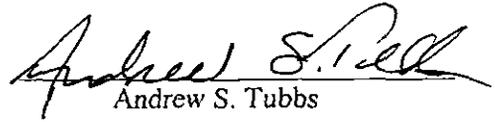
Joseph L. Vullo
1460 Wyoming Avenue
Forty Fort, PA 18704
jlvullo@aol.com
(Community Action Association of Pennsylvania)

Frank Lacey
Director, Government and Regulatory Affairs
Direct Energy
263 Tresser Blvd
8th Floor
Stamford, CT 06901
frank.lacey@directenergy.com
(Retail Energy Supply Association)

VIA FIRST CLASS MAIL

Barbara Alexander
15 Wedgewood Drive
Winthrop, ME 04364
barbalex@ctel.net
(Consultant for Office of Consumer Advocate)

Date: November 21, 2006


Andrew S. Tubbs

November 21, 2006

James McNulty, Secretary
Pa. Public Utility Commission
P.O. Box 3265
Harrisburg PA 17105-3265

ORIGINAL

Re: Application of Duquesne Light Company
Docket No. A-110150F0035

Application of DQE Communications Network
Services LLC, Docket No. A-311233F0002

Dear Secretary McNulty:

Enclosed for filing please find an original and three copies of the Prehearing Memorandum of International Brotherhood of Electrical Workers Local 29 in the above-referenced matter.

I have served a copy of this document on all parties of record, as shown on the attached Certificate of Service, as well as on the Administrative Law Judge.

I also have enclosed an extra copy of the document that I would appreciate having time-stamped and returned in the enclosed envelope.

Sincerely,


Scott J. Rubin

Enclosure

cc: Robert Meehan, Administrative Law Judge
All parties

2006 NOV 22 AM 11:11
P.U.C.
SECRETARY'S BUREAU

ORIGINAL

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

2006 NOV 22 AM 11:11
SECRETARY'S BUREAU

Application of Duquesne Light Company :
for a Certificate of Public Convenience :
Under Section 1102(a)(3) of the Public : Docket No. A-110150F0035
Utility Code Approving the Acquisition of :
Duquesne Light Holdings, Inc. by Merger :

Application of DQE Communications :
Network Services LLC for a Certificate of :
Public Convenience Under Section : Docket No. A-311233F0002
1102(a)(3) of the Public Utility Code :
Approving the Acquisition of Duquesne :
Light Holdings, Inc. by Merger :

PREHEARING MEMORANDUM OF
INTERNATIONAL BROTHERHOOD OF ELECTRICAL WORKERS
LOCAL 29

Pursuant to 52 Pa. Code § 5.222(d), International Brotherhood of Electrical Workers
Local 29 (Local 29) hereby files this Prehearing Memorandum.

1. Party Identification: Local 29 is the authorized collective bargaining representative
for approximately 1,000 employees of Duquesne Light Company (Duquesne), most of whom are
also customers of Duquesne. Local 29 filed a Petition to Intervene on September 14, 2006, to
which Duquesne has not responded. Local 29 is represented by the undersigned counsel, upon
whom all documents should be served.

2. Issues: Local 29 is participating in this proceeding to ensure that the interests of its
members are fully and adequately represented. Local 29 anticipates issues being raised in this
proceeding that will or may affect its interests as a Duquesne customer and as a representative of

its members' interests, including but not limited to the impact of the proposed transaction on Duquesne's employees.

3. Discovery: Local 29 has issued one set of data requests to which Duquesne has responded.

4. Witnesses: Local 29 has not yet determined if it will be filing testimony and, therefore, it has not determined if it will have a witness. If Local 29 decides to call a witness, it will immediately provide notice to the parties and the ALJ of the identity of the witness and the anticipated subject matter of the testimony.

5. Settlement: Local 29 is willing to participate in settlement negotiations concerning any and all issues that affect its interests in this case.

6. Schedule: Local 29 participated in discussions with the other parties concerning a schedule for this proceeding, and it does not object to the schedule appended to Duquesne's Prehearing Conference Memorandum.

Respectfully submitted,



Scott J. Rubin
3 Lost Creek Drive
Selinsgrove, PA 17870
phone: (570) 743-2233
email: scott.j.rubin@gmail.com

Counsel for:
IBEW Local 29

Dated: November 21, 2006

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing upon the following parties to this proceeding by first class mail.

Charles Shields / Robert Eckenrod
Office of Trial Staff
Pa. Public Utility Commission
P.O. Box 3265
Harrisburg, PA 17105-3265

Daniel Asmus
Office of Small Business Advocate
300 North Second St., Suite 1102
Harrisburg, PA 17101

Theodore Jobes
Fox Rothschild LLP
2000 Market St., 10th Floor
Philadelphia, PA 19103-3291

Julie Coletti
Strategic Energy LLC
Two Gateway Center
Pittsburgh, PA 15222

Tanya McCloskey / Darryl Lawrence
Office of Consumer Advocate
555 Walnut Street, 5th Floor Forum Place
Harrisburg, PA 17101-1923

John McCaffrey
Stinson Morrison Hecker LLP
1150 18th Street, NW, Suite 800
Washington, DC 20036

David MacGregor
Post & Schell PC
1600 John F. Kennedy Blvd.
Philadelphia, PA 19103-2808

Kevin Moody / Daniel Clearfield
Wolf Block Schorr & Solis-Cohen LLP
P.O. Box 865
Harrisburg, PA 17108-0865

Michael Gang
Post & Schell PC
17 N. Second St., 12th Floor
Harrisburg, PA 17101-1601

Todd Stewart
Hawke McKeon Sniscak & Kennard LLP
100 North Tenth St.
Harrisburg, PA 17101

Paul Forshay
Sutherland Asbill & Brennan LLP
1275 Pennsylvania Avenue, NW
Washington, DC 20004

Gary Jeffries
Dominion Resources Services Inc.
1201 Pitt Street
Pittsburgh, PA 15221

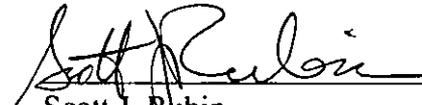
Eugene Brady
Community Action Assoc. of PA
P.O. Box 1127
Wilkes Barre, PA 18703-1127

Steven Goldenberg
Fox Rothschild LLP
997 Lenox Drive, Building 3
Lawrenceville, NJ 08648-2311

Pamela Polacek / Adam Benshoff
McNees Wallace & Nurick LLC
P.O. Box 1166
Harrisburg, PA 17108-1166

Joseph Vullo
1460 Wyoming Avenue
Forty Fort, PA 18704

2006 NOV 22 6:11:12
SECRETARY'S BUREAU


Scott J. Rubin
Counsel for IBEW Local 29

Dated: November 21, 2006



RECEIVED
2006 NOV 22 11:11
SECRETARY'S BUREAU

17 North Second Street
12th Floor
Harrisburg, PA 17101-1601
717-731-1970 Main
717-731-1985 Fax
www.postschell.com

Andrew S. Tubbs
atubbs@postschell.com
717-612-6057 Direct
File #: 2267-130298

November 21, 2006

VIA FIRST CLASS MAIL & E-MAIL

Darryl Lawrence
Assistant Consumer Advocate
Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1923

DOCUMENT
FOLDER

RE: Application of Duquesne Light Company for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holding, Inc. by Merger - Docket No. A-110150F0035

Application of DQE Communications Network Services LLC for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holding, Inc. by Merger - Docket No. A-311233F0002

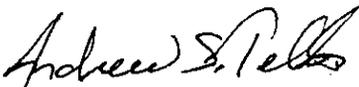
Dear Mr. Lawrence:

Enclosed are two copies of the responses of Duquesne Light Company to the following Interrogatories:

OCA Set I - 37, 40 & 41

As indicated on the certificate of service, copies have been served on all parties in the manner indicated.

Sincerely,


Andrew S. Tubbs

AST/jl

Enclosures

cc: James J. McNulty, Secretary (letter and certificate of service only for filing)
Certificate of Service

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing has been served upon the following persons, in the manner indicated, in accordance with the requirements of § 1.54 (relating to service by a participant).

VIA E-MAIL AND FIRST CLASS MAIL

Charles D. Shields
Robert V. Eckenrod
Office of Trial Staff
PO Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265
chshields@state.pa.us
rocckenrod@state.pa.us

Daniel G. Asmus
Office of Small Business Advocate
Commerce Building
300 North Second Street, Suite 1102
Harrisburg, PA 17101
dasmus@state.pa.us

Tanya McCloskey
Darryl Lawrence
Jessica Horner
Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1923
tmccloskey@paoca.org
dlawrence@paoca.org
JHorner@paoca.org

Brian Kalcic
Excel Consulting
225 S. Meramec Avenue, Suite 720-T
St. Louis, MO 63108
(Consultant for Office of Small Business Advocate)
bkalcic@mindspring.com

Thomas S. Catlin
Matthew I. Kahal
Exeter Associates, Inc.
5565 Sterrett Place, Suite 310
Columbia, MD 21044
tcatlin@exeterassociates.com
mkahal@exeterassociates.com
(Consultants for Office of Consumer Advocate)

VIA E-MAIL

Todd S. Stewart
Hawke McKeon Sniscak & Kennard LLP
100 North Tenth Street
Harrisburg, PA 17101
tsstewart@hmsk-law.com
(Dominion Retail, Inc.)

Theodore H. Jobes
Fox Rothschild LLP
2000 Market Street, 10th Floor
Philadelphia, PA 19103-3291
tjobes@foxrothschild.com
(Pennsylvania Large Energy Users Coalition)

Daniel Clearfield
Kevin J. Moody
Wolf, Block, Schorr and Solis-Cohen LLP
213 Market Street, 9th Floor
P.O. Box 865
Harrisburg, PA 17108-0865
dclearfield@wolfblock.com
kmoody@wolfblock.com
(Strategic Energy, LLC)
(Retail Energy Supply Association)

Paul F. Forshay
Sutherland Asbill & Brennan LLP
1275 Pennsylvania Avenue, NW
Washington, DC 20004-2415
pforshay@sablaw.com
(*Pennsylvania Large Energy Users Coalition*)

Steven S. Goldenberg
Fox Rothschild LLP
Princeton Pike Corporation Center
997 Lenox Drive, Building 3
Lawrenceville, NJ 08648-4586
sgoldenberg@foxrothschild.com
(*Pennsylvania Large Energy Users Coalition*)

Scott J. Rubin
3 Lost Creek Drive
Selinsgrove, PA 17870
Scott@publicutilityhome.com
(*International Brotherhood of Electrical Workers Local 29*)

Harvey L. Reiter
John E. McCaffrey
Jaime S. Dibble
Stinson Morrison Hecker LLP
1150 18th Street N.W., Suite 800
Washington, DC 20036-3816
hreiter@stinsonmoheck.com
jmccaffrey@stinsonmoheck.com
jdibble@stinsonmoheck.com
(*Citizen Power, Inc.*)

Julie Coletti
Erin Creahan
Two Gateway Center
Pittsburgh, PA 15222-1458
jcoletti@sel.com
ecreahan@sel.com
(*Strategic Energy, LLC*)

David Hughes
Citizen Power, Inc.
2121 Murray Avenue
Pittsburgh, PA 15217
Hughes@citizenpower.com
(*Citizen Power, Inc.*)

Michael Gruber
Kevan Deardorff
Charles T. Weakley
Timothy Wallick
Office of Trial Staff
PO Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265
mgruber@state.pa.us
kdeardorff@state.pa.us
cweakley@state.pa.us
twallick@state.pa.us
(*Consultants for Office of Trial Staff*)

Pamela C. Polacek
Adam L. Benshoff
McNees Wallace & Nurick LLC
100 Pine Street
PO Box 1166
Harrisburg, PA 17108-1166
ppolacek@mwn.com
abenshoff@mwn.com
(*Duquesne Industrial Intervenors*)

Eugene M. Brady
Community Action Association of Pennsylvania
165 Amber Lane
PO Box 1127
Wilkes-Barre, PA 18703-1127
hebegebe@sunlink.net
(*Community Action Association of Pennsylvania*)

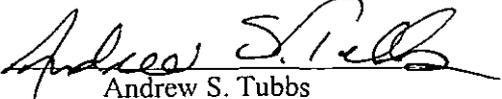
Joseph L. Vullo
1460 Wyoming Avenue
Forty Fort, PA 18704
jlvullo@aol.com
(*Community Action Association of Pennsylvania*)

Frank Lacey
Director, Government and Regulatory Affairs
Direct Energy
263 Tresser Blvd
8th Floor
Stamford, CT 06901
frank.lacey@directenergy.com
(*Retail Energy Supply Association*)

VIA FIRST CLASS MAIL

Barbara Alexander
15 Wedgewood Drive
Winthrop, ME 04364
barbalex@ctel.net
(Consultant for Office of Consumer Advocate)

Date: November 21, 2006


Andrew S. Tubbs

DOCUMENT
FOLDER

Hawke

McKeon

Sniscak &

Kennard LLP

ATTORNEYS AT LAW

William T. Hawke
Kevin J. McKeon
Thomas J. Sniscak
Norman James Kennard
Lillian Smith Harris
Scott T. Wyland
Todd S. Stewart
Craig R. Burgraff

Steven D. Snyder
Janet L. Miller
Steven K. Haas
William E. Lehman
Rikardo J. Hull
Katherine E. Lovette
Amy A. Whitney

100 North Tenth Street, Harrisburg, PA 17101 Phone: 717.236.1300 Fax: 717.236.4841 www.hmsk-law.com

November 22, 2006

VIA HAND DELIVERY

James J. McNulty, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street – Filing Room (2 North)
P.O. Box 3265
Harrisburg, PA 17105-3265

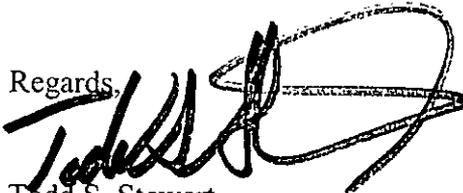
ORIGINAL
KUR

Re: Application of Duquesne Light Company, *et al.*; Docket Nos. A-110150F0035 and A-311233F0002; **PREHEARING CONFERENCE MEMORANDUM OF DOMINION RETAIL, INC.**

Dear Secretary McNulty:

Enclosed for filing with the Commission are the original and three (3) copies of Dominion Retail Inc.'s Prehearing Conference Memorandum. Copies have been served upon parties per the attached Certificate of Service.

If you have any questions with regard to this filing, please direct them to me. Thank you for your attention to this matter.

Regards,


Todd S. Stewart
Counsel for Dominion Retail Inc.

TSS/kml/bks

Enclosures

cc: Per attached Certificate of Service

2006 NOV 22 PM 1:29
SECRETARY'S BUREAU

MAILING ADDRESS: P.O. BOX 1778 HARRISBURG, PA 17105

bed

ORIGINAL

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

2006-10-17 22:11:29
SECRETARY'S BUREAU

Administrative Law Judge Robert P. Meehan

Application of Duquesne Light Company, *et al.* :
: Docket Nos. A-110150F0035
: A-311233F0002
:

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

Dominion Retail, Inc., (“Dominion Retail”) hereby submits this Prehearing Conference Memorandum for the Initial Prehearing Conference currently scheduled for November 28, 2006, in the above-captioned matter.

1. Introduction

On September 6, 2006, Duquesne Light Company and DQE Communications Network Services, LLC (collectively “Duquesne”) filed an application requesting all necessary approvals from the Pennsylvania Public Utility Commission (“Commission”) for the transfer of the control of Duquesne Light Holdings, Inc., among other things. On October 2, 2006, Dominion Retail filed a Petition to Intervene wherein Dominion Retail averred that it is a licensed electric generation supplier in Pennsylvania, and has a large number of customers in the Duquesne Light Company’s service territory. Dominion Retail averred that its rights will be directly affected by the merger because of this large customer base and because it will be subject to the policies and rules adopted by Duquesne and its merger partner if the merger is approved.

By Notice dated October 18, 2006, this matter was scheduled for an Initial Prehearing Conference before an Administrative Law Judge Larry Gesso. By corrected hearing Notice issued October 24, 2006, this matter was scheduled to be heard by Presiding Administrative Law Judge Robert P. Meehan.

2. Witnesses and Issues

At the present time, Dominion Retail has not identified whether it will call a witness or what issues that witness may address in testimony. Dominion Retail reserves the right to call a witness by providing appropriate notice to the parties and Presiding Administrative Law Judge as required, at any stage of this matter as may be appropriate. Similarly, Dominion Retail has not yet identified specific issues which may be addressed through a witness at this time.

3. Settlement

Dominion Retail stands ready to enter into settlement discussions with any and all parties on any and all issues at any reasonable time.

4. Proposed Schedule

The parties had a conference call on November 12, 2006, hosted by Duquesne, for the purpose of discussing a proposed schedule. The parties agreed, during that call, to a proposed schedule which is attached to the Prehearing Conference Memorandum of Duquesne as **Attachment "A"**. Dominion Retail agrees with the schedule as proposed in **Attachment "A"**.

5. **Discovery Schedule**

Dominion Retail concurs in the proposed schedule discovery as discussed in the Prehearing Conference Memorandum of Duquesne.

Respectfully submitted,



Todd S. Stewart (Attorney ID No. 75556)
Hawke McKeon Sniscak & Kennard LLP
Harrisburg Energy Center
100 North Tenth Street
P.O. Box 1778
Harrisburg, PA 17105-1778
717-236-1300
717-236-4841 (Facsimile)
tsstewart@hmsk-law.com

DATED: November 22, 2006

Counsel for Dominion Retail, Inc.

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).

Daniel G. Asmus
Office of Small Business Advocate
Commerce Building
300 North Second Street, Suite 1102
Harrisburg, PA 17101
willoyd@state.pa.us
dasmus@state.pa.us

Charles D. Shields
Robert V. Eckenrod
Office of Trial Staff
P.O. Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265
chshields@state.pa.us
josimms@state.pa.us
roeckenrod@state.pa.us

Tanya J. McCloskey
Darryl Lawrence
Jessica Horner
Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1923
spopowsky@paoca.org
tmcloskey@paoca.org
dlawrence@pocoa.org

Daniel Clearfield
Kevin J. Moody
Wolf, Block, Schorr and Solis-Cohen, LLP
213 Market Street, 9th Floor
P.O. Box 865
Harrisburg, PA 17107-0865
dclearfield@wolfblock.com
kmoody@wolfblock.com
(Stategic Energy, LLC)
(Retail Energy Supply Association)

Theodore H. Jobs
Fox Rothchilds, LLP
2000 Market Street, 10th Floor
Philadelphia, PA 19103-3291
tjobs@foxrothschildf.com
(Pennsylvania Large Energy Users
Coalition)

Paul F. Forshay
Sutherland Asbill & Brennan, LLP
1275 Pennsylvania Avenue, NW
Washington, DC 20004-2415
pforshay@sablaw.com
(Pennsylvania Large Energy Users
Coalition)

2006 NOV 22 PM 1:29
SECRETARY'S BUREAU

Steven S. Goldenberg
Fox Rothschild, LLP
Princeton Pike Corporation Center
997 Lenox Drive, Building 3
Lawrenceville, NJ 08648-4586
sgoldenberg@foxrothschild.com
(Pennsylvania Large Energy Users
Coalition)

Scott J. Rubin
3 Lost Creek Drive
Selinsgrove, PA 17870
Scott@publicutilityhome.com
(International Brotherhood of Electrical
Workers Local 29)

Harvey L. Reiter
John E. McCaffrey
Jaime S. Dibble
Stinson Morrison Hecker, LLP
1150 18th Street, N.W., Suite 800
Washington, D.C. 20036-3816
hreiter@stinsonmoheck.com
jmccaffrey@stinsonmoheck.com
jdibble@stinsonmoheck.com
(Citizen Power, Inc.)

Julie Coletti
Erin Crehan
Two Gateway Center
Pittsburgh, PA 15222-1458
jcoletti@sel.com
ecreahan@sel.com
(Strategic Energy, LLC)

Barbara Alexander
15 Wedgewood Drive
Winthrop, ME 04364
barbalex@atel.net
(Consultant for Office of Consumer
Advocate)

Thomas S. Catlin
Matthew I. Kahal
Exeter Associates, Inc.
5565 Sterrett Place, Suite 310
Columbia, MD 21044
tcatlin@exeterassociates.com
mkahal@exeterassociates.com
(Consultants for Office of Consumer
Advocate)

Brian Kalcic
Excel Consulting
225 S. Meramec Avenue, Suite 720-T
St. Louis, MO 63108
bkalcic@mindspring.com
(Consultant for Office of Small Business
Advocate)

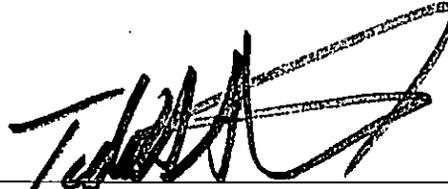
Michael Bruber
Kevan Deardorff
Charles T. Weakley
Timothy Wallick
Office of Trial Staff
P.O. Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265
mgruber@state.pa.us
kdeardorff@state.pa.us
cweakley@state.pa.us
twallick@state.pa.us
(Consultant for Office of Trial Staff)

Pamela C. Polacek
Adam L. Benshoff
McNees, Wallace & Nurick, LLC
100 Pine Street
P.O. Box 1166
Harrisburg, PA 17108-1166
ppolacek@mwn.com
abenshoff@mwn.com
(Duquesne Industrial Intervenors)

Eugene M. Brady
Community Action Association of
Pennsylvania
165 Amber Lane
P.O. Box 1127
Wilkes-Barre, PA 18703-1127
hebegebe@sunlink.net
(Community Action Association of
Pennsylvania)

Joseph L. Vullo
1460 Wyoming Avenue
Forty Fort, PA 18704
jlvullo@aol.com
(Community Action Association of
Pennsylvania)

David Hughes
Citizen Power, Inc.
2121 Murray Avenue
Pittsburgh, PA 15217
Hughes@citizenpower.com
(Citizen Power, Inc.)



Todd S. Stewart
Counsel for Dominion Retail, Inc.

Dated this 22nd day of November, 2006.



McNees Wallace & Nurick LLC
attorneys at law

ORIGINAL

ADAM L. BENSHOFF
DIRECT DIAL: (717) 237-5298
E-MAIL ADDRESS: ABENSHOFF@MWN.COM

November 22, 2006

VIA HAND DELIVERY

James J. McNulty, Secretary
Pennsylvania Public Utility Commission
The Commonwealth Keystone Building
400 North Street, 2nd Floor
Harrisburg, PA 17120

2006 NOV 22 PM 4:02
SECRETARY'S BUREAU

**Re: Application of Duquesne Light Company;
Docket No. A-110150F0035**

**Application of DQE Communications Network Services;
Docket No. A-311233F0002**

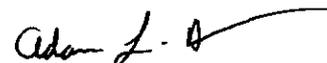
Dear Secretary McNulty:

Enclosed for filing with the Commission are the original and three (3) copies of the Prehearing Memorandum on behalf of the Duquesne Industrial Intervenors ("DII"), concerning the above-referenced proceedings.

As shown by the attached Certificate of Service, all parties to these proceedings are being duly served. Please date stamp the extra copy of this transmittal letter and document, and kindly return it for our filing purposes. Thank you.

Very truly yours,

McNEES WALLACE & NURICK LLC

By 
Pamela C. Polacek
Adam L. Benshoff

Counsel to Duquesne Industrial Intervenors

DOCUMENT
FOLDER

ALB/lhi
Enclosures

c: Administrative Law Judge Robert P. Meehan (via E-mail and First Class Mail)
Certificate of Service

63

CERTIFICATE OF SERVICE

I hereby certify that I am this day serving a true copy of the foregoing document upon the participants listed below in accordance with the requirements of Section 1.54 (relating to service by a participant):

VIA E-MAIL AND FIRST CLASS MAIL

Tanya McCloskey
Darryl Lawrence
Jessica Horner
Office of Consumer Advocate
555 Walnut Street
Forum Place - 5th Floor
Harrisburg, PA 17101-1923
spopowsky@paoca.org
tmccloskey@paoca.org
dlawrence@paoca.org

Daniel G. Asmus
Office of Small Business Advocate
Commerce Building – Suite 1102
300 North Second Street
Harrisburg, PA 17101
willoyd@state.pa.us
dasmus@state.pa.us

David B. MacGregor
Post & Schell, P.C.
Four Penn Center
1600 John F. Kennedy Blvd.
Philadelphia, PA 19103-2808
dmacgregor@postschell.com

Daniel Clearfield
Kevin J. Moody
Wolf, Block, Schorr and Solis-Cohen LLP
213 Market Street, 9th Floor
Harrisburg, PA 17108-0865
dclearfield@wolfblock.com
kmoody@wolfblock.com
(Strategic Energy, LLC)
(Retail Energy Supply Association)

Paul F. Forshay
Sutherland Asbill & Brennan LLP
1275 Pennsylvania Avenue, NW
Washington, DC 20004-2415
pforshay@sablaw.com
(Pennsylvania Large Energy Users
Coalition)

Scott J. Rubin
3 Lost Creek Drive
Selinsgrove, PA 17870
Scott@publicutilityhome.com
(International Brotherhood of Electrical
Workers Local 29)

Harvey L. Reiter
John e. McCaffrey
Jamie S. Dibble
Stinson Morrison Hecker LLP
1150 18th Street, N. W., Suite 800
Washington, DC 20036-3816
hreiter@stinsonmoheck.com
jmccaffrey@stinsonmoheck.com
jdibble@stinsonmoheck.com
(Citizens Power, Inc.)

Charles D. Shields
Robert V. Eckenrod
Office of Trial Staff
Commonwealth Keystone Building
400 North Street, 2nd Floor West
P. O. Box 3265
Harrisburg, PA 17105-3265
chshields@state.pa.us
josimms@state.pa.us
roeckenrod@state.pa.us

SECRETARY'S BUREAU
2006 NOV 22 PM 4:02

Certificate of Service

Docket Nos. A-110150F0035; A-311233F0002

Page 2

Todd S. Stewart
Hawke McKeon Sniscak & Kennard LLP
100 North Tenth Street
Harrisburg, PA 17101
tsstewart@hmsk-law.com
(*Dominion Retail, Inc.*)

Theodore H. Jobes
Fox Rothschild LLP
2000 Market Street, 10th Floor
Philadelphia, PA 19103-3291
tjobes@foxrothschild.com
(*Pennsylvania Large Energy Users
Coalition*)

Michael W. Gang, Esquire
Andrew S. Tubbs, Esquire
Post & Schell, PC
17 North Second Street
Harrisburg, PA 17101-1601
mgang@postschell.com
atubbs@postschell.com
(*Duquesne Light Company; Duquesne Light
Holdings; DQE Communication Network
Services LLC; and DQE Holding LLC*)

Steven S. Goldenberg
Fox Rothschild LLP
Princeton Pike Corporation Center
997 Lenox Drive, Building 3
Lawrenceville, NJ 08648-4586
sgoldenberg@foxrothschild.com
(*Pennsylvania Large Energy Users
Coalition*)

Julie Coletti
Erin Crehan
Two Gateway Center
Pittsburgh, PA 15222-1458
jcoletti@sel.com
ecreahan@sel.com
(*Strategic Energy, LLC*)

Michael Gruber
Kevan Deardorff
Charles T. Weakley
Office of Trial Staff
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105
mgruber@state.pa.us
kdeardorff@state.pa.us
cweakley@state.pa.us
twallick@state.pa.us
(*Consultants for Office of Trial Staff*)

Barbara Alexander
15 Wedgewood Drive
Winthrop, ME 04364
barbalex@ctel.com
(*Consultant for Office of Consumer
Advocate*)

Thomas S. Catlin
Mathew I. Kahal
Exeter Associates, Inc.
5565 Sterrett Place, Suite 310
Columbia, MD 21044
tcatlin@exeterassociates.com
mkahal@exeterassociates.com
(*Consultants for Office of Consumer
Advocate*)

Brian Kalcic
Excel Consulting
225 S. Meramec Avenue, Suite 720-T
St. Louis, MO 63108
bkalcic@mindspring.com
(*Consultant for Office of Small Business
Advocate*)

Certificate of Service

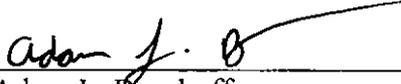
Docket Nos. A-110150F0035; A-311233F0002

Page 3

Eugene M. Brady
Community Action Association of
Pennsylvania
165 Amber Lane
P.O. Box 1127
Wilkes-Barre, PA 18703-1127
hebegebe@sunlink.net
*(Community Action Association of
Pennsylvania)*

Joseph L. Vullo
1460 Wyoming Avenue
Forty Fort, PA 18704
jlullo@aol.com
*(Community Action Association of
Pennsylvania)*

David Hughes
Citizen Power, Inc.
2121 Murray Avenue
Pittsburgh, PA 15217
Hughes@citizenpower.com
(Citizen Power, Inc.)



Adam L. Benshoff

Dated this 22nd day of November, 2006, at Harrisburg, Pennsylvania.

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

2006/10/22 PM 4:02
SECRETARY'S BUREAU

Applications of Duquesne Light Company and :
DQE Communications Network Services LLC, :
For Certificates of Public Convenience Under :
Section 1102(a)(3) of the Public Utility Code : Docket No. A-110150F0035
Approving the Acquisition of Duquesne Light :
Holdings, Inc. by Merger :

Application of DQE Communications :
Network Services LLC for a Certificate of Public :
Convenience Under Section 1102(a)(3) of the : Docket No. A-311233F0002
Public Utility Code Approving the Acquisition of :
Duquesne Light Holdings, Inc. by Merger :

**PREHEARING MEMORANDUM
OF THE DUQUESNE INDUSTRIAL INTERVENORS**

The Duquesne Industrial Intervenors ("DII") hereby submit this Prehearing Memorandum in the above-captioned proceedings. DII intends to participate in this proceeding as an "active" party.

I. HISTORY OF THE PROCEEDING

On September 6, 2006, Duquesne Light Company ("Duquesne") and DQE Communications Network Services LLC, filed with the Pennsylvania Public Utility Commission ("Commission") an application seeking approval of the transfer of control of their parent organization, Duquesne Light Holdings, Inc. ("DLH") (the "Application"). Duquesne seeks certificates of public convenience evidencing the Commission's approval of the transfer of ownership and control of Duquesne to DQE Holdings LLC, a newly formed holding company wholly-owned by the Australia-based Macquarie Consortium ("Macquarie"). Notice of Duquesne's application for approval was published in the Pennsylvania Bulletin on September

16, 2006. On October 2, 2006, DII filed a Protest and Petition to Intervene ("Protest") in the above-captioned proceedings. A description of DII is set forth in Paragraph 4 of the Protest.

II. ANTICIPATED ISSUES AND SUB-ISSUES

DII seeks to participate in this proceeding to protect the interests of its members, some of Duquesne's largest customers. Specifically, DII seeks to evaluate whether the "City of York"¹ standard is satisfied by this transaction, including whether the design of the Economic Development Plan provides an affirmative public benefit sufficient to warrant approval of the transaction. DII anticipates pursuing these issues during this proceeding, and reserves the right to raise and address other issues of concern and to respond to issues raised by other parties.

III. PROPOSED WITNESSES

DII is still in the process of evaluating the need to present witnesses in this proceeding. DII will inform the parties and the Administrative Law Judge ("ALJ") as soon as possible of its intended witnesses. DII also intends to participate in this proceeding through the submission of discovery, cross-examination of other parties' witnesses, and the submission of briefs, exceptions and reply exceptions, if necessary.

IV. PROPOSED SCHEDULE AND DISCOVERY RULES

DII participated in the discussions to develop the schedule and discovery rules included with Duquesne's Prehearing Memorandum.

¹ As stated in Duquesne's Application, the "City of York Standard" requires "those seeking approval of a utility merger" to "demonstrate more than the mere absence of any adverse effect on the public" by showing that "the merger will affirmatively promote the 'service, accommodation, convenience, or safety of the public' in some substantial way." *City of York v. Pa. P.U.C.*, 449 Pa. 136, 295 A.2d 825 (1972).

V. POSSIBILITY OF SETTLEMENT

DII is willing to participate in discussions with the other parties to amicably resolve the issues in this proceeding.

Respectfully submitted,

McNEES WALLACE & NURICK LLC

By Adam J. B
Pamela C. Polacek (PA I.D. #78276)
Adam L. Benshoff (PA I.D. #200498)
100 Pine Street
P.O. Box 1166
Harrisburg, PA 17108-1166
(717) 232-8000
(717) 237-5300 (fax)

Counsel to the Duquesne Industrial Intervenors

November 22, 2006

213 Market Street, 9th Floor, P.O. Box 865, Harrisburg, PA 17108-0865
Tel: (717) 237-7160 ■ Fax: (717) 237-7161 ■ www.WolfBlock.com

Kevin J. Moody
Direct Dial: (717) 237-7187
Direct Fax: (717) 237-2767
E-mail: kmoody@wolfblock.com

ORIGINAL

November 22, 2006

2006 NOV 22 PM 3:05
PA PUC
SECRETARY'S BUREAU

RECEIVED

VIA HAND DELIVERY

James McNulty
Secretary
PA Public Utility Commission
Commonwealth Keystone Bldg.
2nd Fl., 400 North Street
P.O. Box 3265
Harrisburg, PA 17105-3265

Re: Application of Duquesne Light Company for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving Acquisition of Duquesne Light Holdings, Inc. by Merger; Docket No. A-110150F0035

Application of DQE Communications Network Services, LLC for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving Acquisition of Duquesne Light Holdings, Inc. by Merger; Docket No. A-311233F0002

Dear Secretary McNulty:

On behalf of the Retail Energy Supply Association, enclosed for filing please find an original and three copies of its Prehearing Memorandum with regard to the above-referenced matter. A copy has been served in accordance with the Certificate of Service.

**DOCUMENT
FOLDER**

DOCKETED
NOV 30 2006

Sincerely,

Kevin J. Moody
Kevin J. Moody

For WOLF, BLOCK, SCHORR and SOLIS-COHEN LLP

KJM/lww

cc: Hon. Robert Meehan w/enc.
Cert. of Service w/enc.

HAR.69838.1/MID051-239866

CERTIFICATE OF SERVICE

I hereby certify that this day I served a copy of the foregoing Prehearing Memorandum, upon the persons listed below in the manner indicated in accordance with the requirements of 52 Pa. Code Section 1.54.

VIA E-MAIL & FIRST CLASS MAIL

David B. MacGregor, Esquire
Post and Schell, PC
Four Penn Center
1600 JFK Blvd.
Philadelphia, PA 19103-2921

Michael W. Gang, Esquire
Andrew S. Tubbs, Esquire
Post and Schell, PC
17 North Second Street, 12th Floor
Harrisburg, PA 17101-1601

Tanya J. McCloskey, Esquire
Darryl Lawrence, Esquire
Office of Consumer Advocate
5th Floor, Forum Place Bldg.
555 Walnut Street
Harrisburg, PA 17101-1923

Charles Shields, Esquire
Robert V. Eckenrod, Esquire
Office of Trial Staff
Commonwealth Keystone Building
400 North Street
P.O. Box 3265
Harrisburg, PA 17105-3265

Paul F. Forshay, Esquire
Sutherland, Asbill & Brennan LLP
1275 Pennsylvania Avenue, NW
Washington, DC 20004

Julie Coletti, Esquire
Strategic Energy, LLC
Two Gateway Center
Pittsburgh, PA 15222

Daniel G. Asmus, Esquire
Assistant Small Business Advocate
Office of Small Business Advocate
Commerce Building Suite 1102
300 North 2nd Street
Harrisburg, PA 17101

Scott Rubin, Counsel
International Brotherhood Electric Workers
Three Lost Creek Drive
Selinsgrove, PA 17870

Steven S. Goldenberg, Esquire
Fox Rothschild, LLP
Princeton Pike Corporate Center
997 Lenox Drive, Bldg. 3
Lawrenceville, NJ 08648-2311

Todd S. Stewart, Esquire
Hawke, McKeon, Sniscak & Kennard, LLP
100 North Tenth Street
Harrisburg, PA 17101

Theodore H. Jobses, Esquire
Fox Rothschild, LLP
2000 Market Street, Tenth Floor
Philadelphia, PA 19103-3291

Gary A. Jeffries, Esquire
Senior Counsel
Dominion Resource Services, Inc.
1201 Pitt Street
Pittsburgh, PA 15221

SECRETARY'S BUREAU
2006 NOV 22 PM 3:05

Pamela C. Polacek, Esquire
Adam L. Benshoff, Esquire
McNees Wallace & Nurick, LLC
100 Pine Street
P.O. Box 1166
Harrisburg, PA 18108-1166

Date: November 22, 2006



Kevin J. Moody

BURKE VULLO REILLY ROBERTS

ATTORNEYS AT LAW

1460 Wyoming Avenue
Forty Fort, PA 18704
Phone (570) 288-6441 ♦ Fax (570) 288-4598

*Formerly Burke & Burke
Thomas F. Burke, Sr. (1932-1972)*

JOSEPH L. VULLO
jlvullo@bvrrlaw.com

www.bvrrlaw.com

November 22, 2006

ORIGINAL

Mr. James J. McNulty, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, Second Floor
Harrisburg, PA 17120

RE: In Re: Duquesne Light Company and DQE Communication Network
Services, LLC - Application for Merger
Docket Nos: A-110150F0035 and A-311233F0002

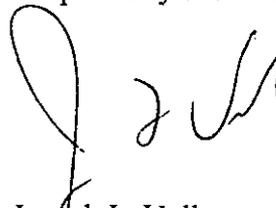
Dear Secretary McNulty:

Enclosed for filing please find an original and three (3) copies of Community Action Association of Pennsylvania's Prehearing Statement in the above-referenced proceeding.

By copy of this correspondence, I am serving all parties of record as noted on the enclosed Certificate of Service.

If you need anything further from me, please do not hesitate to contact me.

Respectfully submitted,



Joseph L. Vullo

**DOCUMENT
FOLDER**

JLV/jar
encls.

cc: ALJ Robert P. Meehan (w/encl.)
All Parties of Record (w/encl.)

RECEIVED
2006 NOV 27 AM 9:48
PA P.U.C.
SECRETARY'S BUREAU

59

ORIGINAL

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

SECRETARY'S BUREAU

2006 NOV 27 AM 9:48

RECEIVED

| | | |
|---|---|--------------------------|
| Application of Duquesne Light Company for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holdings, Inc. by Merger | : | |
| | : | Docket No. A-110150F0035 |
| | : | |
| Application of DQE Communications Network Services LLC for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holdings, Inc. by Merger | : | |
| | : | Docket No. A-311233F0002 |
| | : | |

PREHEARING MEMORANDUM OF COMMUNITY ACTION ASSOCIATION OF PENNSYLVANIA

The Community Action Association of Pennsylvania (CAAP) hereby files this Prehearing Memorandum:

1. Party Identification: CAAP is a statewide association representing Pennsylvania's community action agencies that provide anti-poverty planning and community development activities for low income communities and services to individuals and families. For more than 25 years, one of CAAP's primary missions has been to represent the energy interests of low income citizens in proceedings before the Pennsylvania Public Utility Commission. CAAP is comprised of 43 member agencies including agencies in the Duquesne Light Co. service areas. CAAP filed a Petition to Intervene in this matter by correspondence dated September 29, 2006.

2. Issues: CAAP is participating in this proceeding to address whether the interests of its clients, the low income population of Pennsylvania will receive any benefit to the proposed

DOCUMENT FOLDER

DOCKETED NOV 30 2006

merger. Additionally, CAAP is interested in the resulting Company's plans regarding universal service programs.

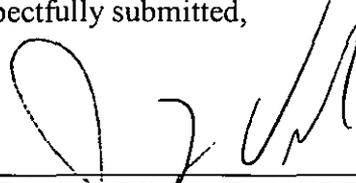
3. Discovery: CAAP has not yet issued any discovery requests but intends to do so shortly on a limited basis.

4. Witnesses: CAAP will present the direct testimony of its Executive Director, John Wilson.

5. Settlement: CAAP is willing to participate in settlement negotiations concerning all issues.

6. Schedule: CAAP and other parties have agreed to the schedule set for in Duquesne's Prehearing Conference Memorandum.

Respectfully submitted,



JOSEPH L. VULLO, ESQUIRE

I.D. No. 41279

1460 Wyoming Avenue

Forty Fort, PA 18704

(570) 288-0700

email: jlvullo@bvrrlaw.com

Attorney for Community Action Association
of Pennsylvania

ORIGINAL

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Duquesne Light Company for a :
Certificate of Public Convenience Under Section :
1102(a)(3) of the Public Utility Code Approving :
the Acquisition of Duquesne Light Holdings, Inc. :
by Merger :

Docket No. A-110150F0035

Application of DQE Communications Network :
Services LLC for a Certificate of Public :
Convenience Under Section 1102(a)(3) of the :
Public Utility Code Approving the Acquisition of :
Duquesne Light Holdings, Inc. by Merger :

Docket No. A-311233F0002

RECEIVED
2006 NOV 27 PM 2:50
SECRETARY'S BUREAU
P.U.C.

CERTIFICATE OF SERVICE

The undersigned hereby certifies that he served a copy of the Community Action Association of Pennsylvania's Pre-Hearing Statement upon the following participants this 22nd day of November, 2006, via first-class mail:

Andrew S. Tubbs
Post & Schell
17 North Second Street
12th Floor
Harrisburg, PA 17101

Tanya McCloskey
Darryl Lawrence
Jessica Horner
Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1923

Daniel G. Amus
Office of Small Business Advocate
Commerce Building
300 North Second Street
Suite 1102
Harrisburg, PA 17101

Todd S. Stewart
Hawke, McKeon, Sniscak & Kennard, LLP
100 North Tenth Street
Harrisburg, PA 17101

Charles D. Shields
Robert V. Eckenrod
Office of Trial Staff
P.O. Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265

Daniel Clearfield
Kevin Moody
Wolf, Block, Schorr and Solis-Cohen, LLP
213 Market Street, 9th Floor
P.O. Box 865
Harrisburg, PA 17108-0865

Theodore H. Jobes
Fox Rothchild, LLP
2000 Market Street, 10th Floor
Philadelphia, PA 19103-3291

Paul F. Forshay
Sutherland, Asbill & Brennan, LLP
1275 Pennsylvania Avenue NW
Washington, DC 20004-2415

Steven S. Goldenberg
Fox Rothchild, LLP
Princeton Pike Corporation Center
997 Lenox Drive, Building 3
Lawrenceville, NJ 08648-4586

Scott J. Rubin
3 Lost Creek Drive
Selinsgrove, PA 17870

Harvey L. Reiter
John E. McCaffrey
Jamie S. Dibble
Stinson, Morrison, Hecker LLP
1150 18th Street NW, Suite 800
Washington, DC 20036-3816

Julie Coletti
Erin Creahan
Two Gateway Center
Pittsburgh, PA 15222-1458

Barbara Alexander
15 Wedgewood Drive
Winthrop, ME 04364
Thomas S. Catlin
Matthew I. Kahal
Exeter Associates, Inc.
5565 Sterrett Place, Suite 310
Columbia, MD 21044

Brian Kalcic
Excel Consulting
225 S. Meramec Avenue
Suite 720-T
St. Louis, MO 63108

Michael Gruber
Kevan Deardorff
Charles T. Weakley
Timothy Wallick
Office of Trial Staff
P.O. Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265

Pamela C. Polacek
Adam L. Benschhoff
McNees, Wallace & Nurick, LLC
100 Pine Street
P.O. Box 1166
Harrisburg, PA 17108-1166

David Hughes
Citizens Power, Inc.
2121 Murray Avenue
Pittsburgh, PA 15217

JOSEPH L. VULLO, ESQUIRE
I.D. No. 41279
1460 Wyoming Avenue
Forty Fort, PA 18704
(570) 288-0700
email: jlvullo@bvrrlaw.com
Attorney for Community Action Association
of Pennsylvania



McNees Wallace & Nurick LLC
attorneys at law

ORIGINAL

ADAM L BENSHOFF
DIRECT DIAL: (717) 237-5298
E-MAIL ADDRESS: ABENSHOFF@MWN.COM

November 22, 2006

VIA HAND DELIVERY

James J. McNulty, Secretary
Pennsylvania Public Utility Commission
The Commonwealth Keystone Building
400 North Street, 2nd Floor
Harrisburg, PA 17120

RECEIVED
2006 NOV 22 PM 4:02
PA PUC
SECRETARY'S BUREAU

**Re: Application of Duquesne Light Company;
Docket No. A-110150F0035**

**Application of DQE Communications Network Services;
Docket No. A-311233F0002**

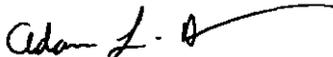
Dear Secretary McNulty:

Enclosed for filing with the Commission are the original and three (3) copies of the Prehearing Memorandum on behalf of the Duquesne Industrial Intervenors ("DII"), concerning the above-referenced proceedings.

As shown by the attached Certificate of Service, all parties to these proceedings are being duly served. Please date stamp the extra copy of this transmittal letter and document, and kindly return it for our filing purposes. Thank you.

Very truly yours,

McNEES WALLACE & NURICK LLC

By 
Pamela C. Polacek
Adam L. Benshoff

Counsel to Duquesne Industrial Intervenors

**DOCUMENT
FOLDER**

DOCKETED
NOV 30 2006

ALB/lhi
Enclosures

c: Administrative Law Judge Robert P: Meehan (via E-mail and First Class Mail)
Certificate of Service

CERTIFICATE OF SERVICE

I hereby certify that I am this day serving a true copy of the foregoing document upon the participants listed below in accordance with the requirements of Section 1.54 (relating to service by a participant):

VIA E-MAIL AND FIRST CLASS MAIL

Tanya McCloskey
Darryl Lawrence
Jessica Horner
Office of Consumer Advocate
555 Walnut Street
Forum Place - 5th Floor
Harrisburg, PA 17101-1923
spopowsky@paoca.org
tmccloskey@paoca.org
dlawrence@paoca.org

Daniel G. Asmus
Office of Small Business Advocate
Commerce Building – Suite 1102
300 North Second Street
Harrisburg, PA 17101
willoyd@state.pa.us
dasmus@state.pa.us

David B. MacGregor
Post & Schell, P.C.
Four Penn Center
1600 John F. Kennedy Blvd.
Philadelphia, PA 19103-2808
dmacgregor@postschell.com

Daniel Clearfield
Kevin J. Moody
Wolf, Block, Schorr and Solis-Cohen LLP
213 Market Street, 9th Floor
Harrisburg, PA 17108-0865
dclearfield@wolfblock.com
kmoody@wolfblock.com
(Strategic Energy, LLC)
(Retail Energy Supply Association)

Paul F. Forshay
Sutherland Asbill & Brennan LLP
1275 Pennsylvania Avenue, NW
Washington, DC 20004-2415
pforshay@sablaw.com
(Pennsylvania Large Energy Users
Coalition)

Scott J. Rubin
3 Lost Creek Drive
Selinsgrove, PA 17870
Scott@publicutilityhome.com
(International Brotherhood of Electrical
Workers Local 29)

Harvey L. Reiter
John e. McCaffrey
Jamie S. Dibble
Stinson Morrison Hecker LLP
1150 18th Street, N. W., Suite 800
Washington, DC 20036-3816
hreiter@stinsonmoheck.com
jmccaffrey@stinsonmoheck.com
jdibble@stinsonmoheck.com
(Citizens Power, Inc.)

Charles D. Shields
Robert V. Eckenrod
Office of Trial Staff
Commonwealth Keystone Building
400 North Street, 2nd Floor West
P. O. Box 3265
Harrisburg, PA 17105-3265
chshields@state.pa.us
josimms@state.pa.us
roeckenrod@state.pa.us

SECRETARY'S BUREAU
2006 NOV 22 PM 4:02

Certificate of Service

Docket Nos. A-110150F0035; A-311233F0002

Page 2

Todd S. Stewart
Hawke McKeon Sniscak & Kennard LLP
100 North Tenth Street
Harrisburg, PA 17101
tsstewart@hmsk-law.com
(*Dominion Retail, Inc.*)

Theodore H. Jobes
Fox Rothschild LLP
2000 Market Street, 10th Floor
Philadelphia, PA 19103-3291
tjobes@foxrothschild.com
(*Pennsylvania Large Energy Users
Coalition*)

Michael W. Gang, Esquire
Andrew S. Tubbs, Esquire
Post & Schell, PC
17 North Second Street
Harrisburg, PA 17101-1601
mgang@postschell.com
atubbs@postschell.com
(*Duquesne Light Company; Duquesne Light
Holdings; DQE Communication Network
Services LLC; and DQE Holding LLC*)

Steven S. Goldenberg
Fox Rothschild LLP
Princeton Pike Corporation Center
997 Lenox Drive, Building 3
Lawrenceville, NJ 08648-4586
sgoldenberg@foxrothschild.com
(*Pennsylvania Large Energy Users
Coalition*)

Julie Coletti
Erin Crehan
Two Gateway Center
Pittsburgh, PA 15222-1458
jcoletti@sel.com
ecreahan@sel.com
(*Strategic Energy, LLC*)

Michael Gruber
Kevan Deardorff
Charles T. Weakley
Office of Trial Staff
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105
mgruber@state.pa.us
kdeardorff@state.pa.us
cweakley@state.pa.us
twallick@state.pa.us
(*Consultants for Office of Trial Staff*)

Barbara Alexander
15 Wedgewood Drive
Winthrop, ME 04364
barbalex@ctel.com
(*Consultant for Office of Consumer
Advocate*)

Thomas S. Catlin
Mathew I. Kahal
Exeter Associates, Inc.
5565 Sterrett Place, Suite 310
Columbia, MD 21044
tcatlin@exeterassociates.com
mkahal@exeterassociates.com
(*Consultants for Office of Consumer
Advocate*)

Brian Kalcic
Excel Consulting
225 S. Meramec Avenue, Suite 720-T
St. Louis, MO 63108
bkalcic@mindspring.com
(*Consultant for Office of Small Business
Advocate*)

Certificate of Service

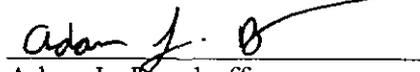
Docket Nos. A-110150F0035; A-311233F0002

Page 3

Eugene M. Brady
Community Action Association of
Pennsylvania
165 Amber Lane
P.O. Box 1127
Wilkes-Barre, PA 18703-1127
hebegebe@sunlink.net
*(Community Action Association of
Pennsylvania)*

Joseph L. Vullo
1460 Wyoming Avenue
Forty Fort, PA 18704
jlvullo@aol.com
*(Community Action Association of
Pennsylvania)*

David Hughes
Citizen Power, Inc.
2121 Murray Avenue
Pittsburgh, PA 15217
Hughes@citizenpower.com
(Citizen Power, Inc.)


Adam L. Benshoff

Dated this 22nd day of November, 2006, at Harrisburg, Pennsylvania.

Sutherland
■ Asbill & ■
Brennan LLP
ATTORNEYS AT LAW

PAUL F. FORSHAY
DIRECT LINE: 202.383.0708
E-mail: paul.forshay@sablaw.com

1275 Pennsylvania Avenue, NW
Washington, DC 20004-2415
202.383.0100
fax 202.637.3593
www.sablaw.com

ORIGINAL

November 22, 2006

RECEIVED

NOV 22 2006

VIA FEDERAL EXPRESS

James J. McNulty, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor North
P.O. Box 3265
Harrisburg, PA 17105-3265

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Re: Application of Duquesne Light Company for a Certificate of Public
Convenience Under Section 1102(a)(3) of the Public Utility Code
Approving the Acquisition of Duquesne Light Holding, Inc. by Merger –
Docket No. A-110150F0035

Application of DQE Communications Network Services LLC for a
Certificate of Public Convenience Under Section 1102(a)(3) of the Public
Utility Code Approving the Acquisition of Duquesne Light Holding, Inc.
by Merger – Docket No. A-311233F0002

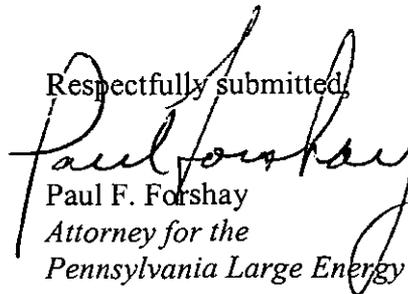
Dear Secretary McNulty:

Enclosed for filing are an original and three (3) copies of the Prehearing Conference Memorandum of the Pennsylvania Large Energy Users Coalition in the above-referenced proceeding.

As indicated on the certificate of service, copies have been served on the parties in the manner indicated.

DOCUMENT
FOLDER

Respectfully submitted,


Paul F. Forshay
Attorney for the
Pennsylvania Large Energy Users Coalition

Enclosure

cc: Certificate of Service (Email and First Class Mail)
ALJ Meehan (Email and First Class Mail)

ORIGINAL

RECEIVED

NOV 22 2006

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION** PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Application of Duquesne Light Company for a)
Certificate of Public Convenience Approving)
the Acquisition of Duquesne Light Holdings, Inc.)
by Merger)

Docket No. A-11050F0035

Application of DQE Communications Network)
Services LLC for a Certificate of Public)
Convenience Approving the Acquisition of)
Duquesne Light Holdings, Inc. by Merger)

Docket No. A-311233F0002

**PREHEARING CONFERENCE MEMORANDUM OF
THE PENNSYLVANIA LARGE ENERGY USERS COALITION**

TO ADMINISTRATIVE LAW JUDGE ROBERT MEEHAN:

The Pennsylvania Large Energy Users Coalition ("PALEUC") hereby submits this Prehearing Conference Memorandum for the initial pre-hearing conference scheduled in this matter for November 28, 2006.

I. Background

On September 6, 2006, Duquesne Light Company and DQE Communications Network Services LLC (collectively "Duquesne") filed an application for a Certificate of Public Convenience to approve the proposed acquisition of Duquesne Light Holdings, Inc. by a consortium of investors led by the Macquarie Group. PALEUC, an association of large end-use customers of Duquesne, filed a timely protest and sought full participation rights in any Commission proceedings initiated to investigate the proposed merger. By corrected hearing

**DOCUMENT
FOLDER**

DOCKETED
NOV 30 2006

Notice issued October 24, 2006, this matter was scheduled to be heard by Presiding Administrative Law Judge Robert P. Meehan.

II. Issues

PALEUC intends to address whether the proposed merger “will affirmatively promote the ‘service, accommodation, convenience, or safety of the public’ in some substantial way” as required by *York v. Pa. P.U.C.*, 449 Pa. 136, 295 A.2d 825, 828 (1972).

III. Witnesses

At this time, PALEUC has not determined whether it will call any witnesses, but reserves its right to call witnesses in this matter.

IV. Proposed Schedule

PALEUC is among the parties that agreed to the proposed procedural schedule appended as Attachment A to Duquesne’s Prehearing Conference Memorandum. PALEUC will work with the other parties to accommodate any changes deemed necessary to that proposed schedule.

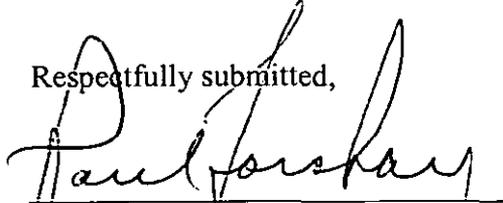
V. Settlement

PALEUC stands ready and willing to work with the other parties to this proceeding toward a settlement of all issues presented by the proposed merger.

VI. Discovery Schedule

PALEUC agrees with the proposed discovery schedule set forth in Duquesne's Prehearing Conference Memorandum.

Respectfully submitted,



Steven S. Goldenberg
FOX ROTHSCHILD LLP
Princeton Pike Corporate Center
997 Lenox Drive, Building 3
Lawrenceville, NJ 08648-2311
Phone: (609) 896-4586
Fax: (609) 896-1469
sgoldenberg@foxrothschild.com

Paul F. Forshay
SUTHERLAND ASBILL & BRENNAN LLP
1275 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
Phone: (202) 383-0708
Fax: (202) 637-3593
paul.forshay@sablaw.com

*Attorneys for the
Pennsylvania Large Energy Users Coalition*

November 22, 2006

ORIGINAL

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing document upon the participants listed below in accordance with the requirements of § 1.54 (relating to service by a participant).

VIA EMAIL & FIRST CLASS MAIL

Erin H. Creahan, Esquire
Strategic Energy, L.L.C.
Two Gateway Center, 9th Floor
Pittsburgh, PA 15222
ecreahan@strategicenergy.com

David B. MacGregor, Esquire
Post and Schell, PC
Four Penn Center
1600 JFK Blvd.
Philadelphia, PA 19103-2921
dmacgregor@postschell.com

Michael W. Gang, Esquire
Andrew S. Tubbs, Esquire
Post and Schell, PC
17 North Second Street, 12th Floor
Harrisburg, PA 17101-1601
mgang@postschell.com
atubbs@postschell.com

Tanya J. McCloskey, Esquire
Darryl Lawrence, Esquire
Jessica Horner
Office of Consumer Advocate
5th Floor, Forum Place Bldg.
555 Walnut Street
Harrisburg, PA 17101-1923
tmccloskey@paoca.org
dlawrence@paoca.org
jhorner@paoca.org

Charles Shields, Esquire
Robert V. Eckenrod, Esquire
Office of Trial Staff
Commonwealth Keystone Bldg.
400 North Street, PO Box 3265
Harrisburg, PA 17105-3265
chshields@state.pa.us
roeckenrod@state.pa.us

Scott Rubin, Counsel
Three Lost Creek Drive
Selinsgrove, PA 17870
Scott@publicutilityhome.com

Daniel G. Asmus, Esquire
Office of Small Business Advocate
Commerce Building, Suite 1102
300 North 2nd Street
Harrisburg, PA 17101
dasmus@state.pa.us

Todd S. Stewart, Esquire
Hawke, McKeon, Sniscak & Kennard, LLP
100 North Tenth Street
Harrisburg, PA 17101
tsstewart@hmsk-law.com

Daniel Clearfield
Kevin J. Moody
Wolf, Block, Schorr and Solis-Cohen LP
213 Market Street, 9th Floor
Harrisburg, PA 17108-0865
dclearfield@wolfblock.com
kmoody@wolfblock.com

Pamela C. Polacek, Esquire
Adam L. Benshoff, Esquire
McNees Wallace & Nurick, LLC
100 Pine Street, PO Box 1166
Harrisburg, PA 18108-1166
ppolacek@mwn.com
abenshoff@mwn.com

RECEIVED

NOV 22 2006

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Harvey L. Reiter
John E. McCaffrey
Jaime S. Dibble
Stinson Morrison Hecker LLP
1150 18th Street, NW, Suite 800
Washington, DC 20036-3816
hreiter@stinsonmoheck.com
jmccaffrey@stinsonmoheck.com
jdibble@stinsonmoheck.com

Thomas S. Catlin
Matthew I. Kahal
Exeter Associates, Inc.
5565 Sterrett Place, Suite 310
Columbia, MD 21044
tcatlin@exeterassociates.com
mkahal@exeterassociates.com

Brian Kalcic
Excel Consulting
225 S. Meramec Avenue, Suite 720-T
St. Louis, MO 63108
bkalcic@mindspring.com

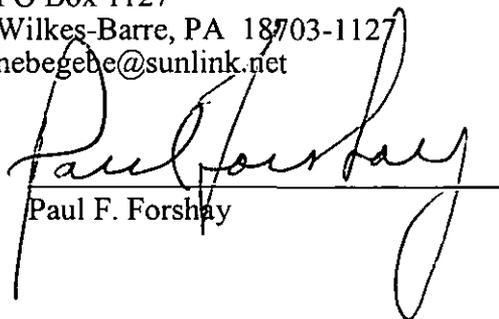
Joseph L. Vullo
1460 Wyoming Avenue
Forty Fort, PA 18704
jlvullo@aol.com

Michael Gruber
Kevan Deardorff
Charles T. Weakley
Timothy Wallick
Office of Trial Staff
PO Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265
mgruber@state.pa.uc
kdeardorff@state.pa.us.
cweakely@state.pa.us
twallick@state.pa.us

David Hughes
Citizen Power, Inc.
2121 Murray Avenue
Pittsburgh, PA 15217
Hughes@citizenpower.com

Barbara Alexander
15 Wedgewood Drive
Winthrop, ME 04364
barbalex@ctel.net

Eugene M. Brady
165 Amber Lane
PO Box 1127
Wilkes-Barre, PA 18703-1127
hebegebe@sunlink.net



Paul F. Forshay

Dated: November 22, 2006

Hawke
 Mckeon
 Sniscak &
 Kennard LLP
ATTORNEYS AT LAW

William T. Hawke
Kevin J. McKeon
Thomas J. Sniscak
Norman James Kennard
Lillian Smith Harris
Scott T. Wyland
Todd S. Stewart
Craig R. Burgraff

Steven D. Snyder
Janet L. Miller
Steven K. Haas
William E. Lehman
Rikardo J. Hull
Katherine E. Lovette
Amy A. Whitney

100 North Tenth Street, Harrisburg, PA 17101 Phone: 717.236.1300 Fax: 717.236.4841 www.hmsk-law.com

November 22, 2006

VIA HAND DELIVERY

James J. McNulty, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street - Filing Room (2 North)
P.O. Box 3265
Harrisburg, PA 17105-3265

ORIGINAL

Re: Application of Duquesne Light Company, *et al.*; Docket Nos. A-110150F0035 and A-311233F0002; **PREHEARING CONFERENCE MEMORANDUM OF DOMINION RETAIL, INC.**

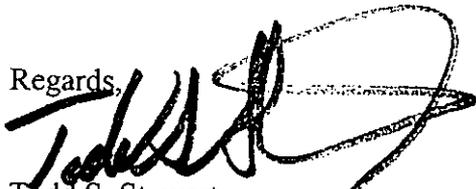
Dear Secretary McNulty:

Enclosed for filing with the Commission are the original and three (3) copies of Dominion Retail Inc.'s Prehearing Conference Memorandum. Copies have been served upon parties per the attached Certificate of Service.

If you have any questions with regard to this filing, please direct them to me. Thank you for your attention to this matter.

DOCUMENT
FOLDER

Regards,


Todd S. Stewart
Counsel for Dominion Retail Inc.

TSS/kml/bks

Enclosures

cc: Per attached Certificate of Service

RECEIVED
NOV 22 06 11:25
SECRETARY'S BUREAU

MAILING ADDRESS: P.O. BOX 1778 HARRISBURG, PA 17105

led

ORIGINAL

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

2006-11-22 09:11:29
SECRETARY'S JUDGE

Administrative Law Judge Robert P. Meehan

Application of Duquesne Light Company, *et* :
al. : Docket Nos. A-110150F0035
: A-311233F0002
:

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

Dominion Retail, Inc., ("Dominion Retail") hereby submits this Prehearing Conference Memorandum for the Initial Prehearing Conference currently scheduled for November 28, 2006, in the above-captioned matter.

1. Introduction

On September 6, 2006, Duquesne Light Company and DQE Communications Network Services, LLC (collectively "Duquesne") filed an application requesting all necessary approvals from the Pennsylvania Public Utility Commission ("Commission") for the transfer of the control of Duquesne Light Holdings, Inc., among other things. On October 2, 2006, Dominion Retail filed a Petition to Intervene wherein Dominion Retail averred that it is a licensed electric generation supplier in Pennsylvania, and has a large number of customers in the Duquesne Light Company's service territory. Dominion Retail averred that its rights will be directly affected by the merger because of this large customer base and because it will be subject to the policies and rules adopted by Duquesne and its merger partner if the merger is approved.

**DOCUMENT
FOLDER**

DOCKETED
NOV 30 2006



OFFICE OF CONSUMER ADVOCATE

555 Walnut Street, 5th Floor, Forum Place
Harrisburg, Pennsylvania 17101-1923
(717) 783-5048
800-684-6560 (in PA only)

IRWINA. POPOWSKY
Consumer Advocate

FAX (717) 783-7152
consumer@paoca.org

November 22, 2006

Honorable Robert P. Meehan
Administrative Law Judge
1103 Pittsburgh State Office Building
300 Liberty Avenue
Pittsburgh, PA 15222

RE: Application of Duquesne Light Company
for a Certificate of Public Convenience
Under Section 1102(a)(3) of the Public
Utility Code Approving the Acquisition of
Duquesne Light Holding, Inc. by Merger
Docket No. A-110150F0035

**DOCUMENT
FOLDER**

Application of DQE Communications
Network Services LLC for a Certificate of
Public Convenience Under Section
1102(a)(3) of the Public Utility Code
Approving the Acquisition of Duquesne
Light Holding, Inc. by Merger
Docket No. A-311233F0002

Dear Judge Meehan:

Enclose please find two copies of the Prehearing Memorandum of the Office of
Consumer Advocate, in the above-referenced proceeding.

Copies have been served on the parties of record as indicated on the enclosed
Certificate of Service.

Sincerely,

Darryl Lawrence
Assistant Consumer Advocate
PA Attorney I.D. # 82388

Enclosures
cc: Parties of Record

00091663.DOC

RECEIVED
2006 DEC 19 PM 1:36
PA PUC BUREAU
SECRETARY'S

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

| | | |
|---|---|---------------|
| Application of Duquesne Light Company for a | : | |
| Certificate of Public Convenience Under | : | |
| Section 1102(a)(3) of the Public Utility Code | : | A-110150F0035 |
| Approving the Acquisition of Duquesne Light | : | |
| Holdings, Inc., by Merger | : | |
| | : | |
| Application of DQE Communications | : | |
| Network Services LLC for a Certificate of | : | |
| Public Convenience Under Section 1102(a)(3) | : | A-311233F0002 |
| of the Public Utility Code Approving the | : | |
| Acquisition of Duquesne Light Holdings, Inc., | : | |
| by Merger | : | |

PREHEARING MEMORANDUM
OF THE
OFFICE OF CONSUMER ADVOCATE

Pursuant to Section 333 of the Public Utility Code, 66 Pa.C.S. § 333, and in response to the prehearing conference notice issued in the above-captioned matter, the Office of Consumer Advocate (OCA) provides the following information:

I. Introduction

On September 6, 2006, Duquesne Light Company (Duquesne) and DQE Communications Network Services LLC (Network) collectively (Applicants) filed this Application. Applicants seek Commission approval for the transfer of control of their parent company, Duquesne Light Holdings, Inc., (DLH) to DQE Holdings LLC (DQE LLC). DQE LLC is a wholly owned subsidiary of the Macquarie Consortium (Macquarie), which is an entity comprised of six separate investment funds.

**DOCUMENT
FOLDER**

DOCKETED
DEC 20 2006

The Application provides that Macquarie, through DQE LLC, will acquire all of the outstanding stock of DLH for \$20 per share. DQE LLC also owns another Pennsylvania corporation, DQE Merger Sub, Inc. DQE LLC will cause DLH and DQE Merger Sub, Inc., to merge, with DLH remaining as the surviving corporation. The effect of this transaction is that DQE LLC's members, Macquarie, will then privately control the only asset left under DQE LLC – DLH, and thereby DQE LLC will control Duquesne.

On October 2, 2006, the OCA filed its Notice of Intervention and Protest in this matter, and the Office of Small Business Advocate (OSBA) filed its Notice of Intervention and Protest. The Office of Trial Staff filed a Notice of Appearance in this matter. Numerous other parties also filed Protests and/or Petitions to Intervene in this matter, including: the International Brotherhood of Electrical Workers; the Community Action Association of Pennsylvania; the Retail Energy Supply Association; Duquesne Industrial Intervenors; Dominion Retail Inc.; Citizen Power Inc.; Strategic Energy LLC; and the Pennsylvania Large Energy Users Coalition.

Administrative Law Judge Robert P. Meehan was assigned to this proceeding. A Prehearing Conference is scheduled for November 28, 2006.

II. Issues and Sub-issues

Based on the OCA's preliminary review of the Application, the OCA has identified a number of issues, which it anticipates will be included in its investigation of this merger. It is anticipated that other issues may arise and may be pursued once all answers to the OCA's interrogatories have been received and analyzed. As soon as the OCA has received the necessary information, and has had the opportunity to review the answers to the interrogatories, it is anticipated that informal discovery meetings can be scheduled. At those meetings, the OCA will be able to narrow the scope of additional information requests. Once the discovery process

has been completed, the OCA will file direct testimony, which will set forth the specific issues to be addressed in this proceeding. At that time, the OCA will also be able to make its specific recommendations.

Preliminarily, the OCA has identified the following areas that require further consideration:

a. Affirmative Ratepayer Benefits: The OCA will examine whether this acquisition will provide substantial, affirmative ratepayer benefits in accordance with Pennsylvania law.

b. Savings/Synergies: The OCA will examine the proposed transaction to determine if there are any synergies or savings that will provide benefits to ratepayers.

c. Costs to Achieve: The OCA will examine the costs to achieve this acquisition and whether those costs are recoverable from ratepayers.

d. Quality of Service: The OCA will examine Duquesne's quality of service, including reliability, customer service, and billing service, and will examine whether such service will be enhanced as a result of the acquisition.

e. Impact on Rates: The OCA will examine the impact the proposed acquisition will have on the eventual capital structure of the utility to determine any adverse effect on rates through high levels of equity. The OCA will also examine the expenses incurred through the redemption of the \$340 million in First Mortgage Bonds to determine the cost effectiveness of this activity as to the ratepayers.

f. Market Power and Effects on Competitive Markets: Under Section 2811, the Commission must examine the effect of this acquisition on the competitive retail electric market. The possible impact on the market should be further explored to assure that the acquisition does not negatively impact the retail electric market.

g. Corporate Structure: The OCA will examine several issues raised by the proposed corporate structure, including: appropriate accounting protocols; appropriate Codes of Conduct; any adverse tax effects; and, reporting requirements and transparencies.

h. Governance: The OCA will examine the proposed governance structure including the managerial expertise and relevant utility experience of the individuals who will comprise the Board, as well as the overall Board composition. The OCA will also examine information as to the new Board Members' relevant utility experience and also to consider whether the goals of these fund managers are the same as a more traditionally-structured utility's board.

i. Universal Service: The OCA will examine Duquesne's universal service programs to ensure that these programs receive appropriate funding and local management attention and to assure that the programs continue to improve to meet the needs of low-income and payment troubled customers in Duquesne's service territories. The OCA will also examine the participation of local community-based organizations in the development and implementation of these programs.

j. Continuation of PUC Jurisdiction: Post corporate-restructuring, the OCA will seek to ensure that the Commission retains sufficient jurisdiction, as well as access to appropriate books and records of all subsidiaries, to ensure the continued provision of safe,

adequate and reliable service in Pennsylvania, and to ensure against inappropriate cross subsidies at the expense of Pennsylvania consumers.

The OCA reserves the right to raise additional issues as the case proceeds and further information is obtained from the Company.

III. Witnesses

The OCA intends to present the direct, rebuttal and surrebuttal testimony, as may be necessary, of expert witnesses in this proceeding. At this time, the OCA has identified the following potential witnesses in the identified areas:

Policy/Savings, Capital Structure/Debt Costs, Cost of Common Equity, Ratepayer Protections:

Matthew Kahal
Exeter Associates, Inc.
5565 Sterrett Place
Suite 310
Columbia, MD 21044
E-mail: mkahal@exeterassociates.com

General Accounting and Regulatory Policy:

Thomas Catlin
Exeter Associates, Inc.
5565 Sterrett Place
Suite 310
Columbia, MD 21044
E-mail: TopCat@ExeterAssociates.com

Quality of Service/Universal Services Issues:

Barbara R. Alexander
15 Wedgewood Dr.
Winthrop, ME 04364
E-mail: barbalex@ctel.net

The OCA's witnesses will present testimony in written form and will also attach various exhibits, documents and explanatory information which will assist in the presentation of the OCA's case. In order to expedite the resolution of this proceeding, the OCA requests that copies of all interrogatories, testimony and answers to interrogatories be provided directly to the expert witnesses listed above as well as counsel for the OCA.

If the OCA determines that an additional witness or witnesses will be necessary for any portion of its case, the OCA will notify Your Honor and all parties of record promptly.

IV. Public Input Hearings

The OCA has not had any requests for public input hearings at this time. To the extent public interest in such hearings arises, the OCA will notify your Honor and the Parties immediately.

V. Proposed Schedule

A consensus schedule was agreed to by several of the parties, including the OCA. The Company is presenting this schedule.

VI. Discovery

As part of the agreement as to the proposed schedule in this proceeding, the OCA and several of the parties agreed to an expedited discovery process, as follows:

- Answers to written interrogatories propounded prior to the submission of Rebuttal Testimony be served in-hand within ten (10) calendar days of service of the interrogatories.
- Interrogatories served after 12 o'clock noon on a Friday shall be deemed to have been served the following Monday.

- Answers to written interrogatories propounded after the submission of Rebuttal Testimony be served in-hand within seven (7) calendar days of service of the interrogatories.

To date, the OCA has propounded five (5) sets of interrogatories to the Company.

VII. Settlement

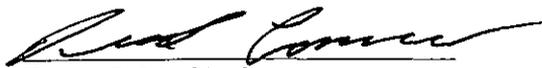
The OCA is willing to participate in settlement negotiations concerning all issues raised by this case.

VIII. Service on the OCA

The OCA will be represented in this case by Senior Assistant Consumer Advocate Tanya J. McCloskey and Assistant Consumer Advocates Jennedy E. Santolla and Darryl Lawrence. Two copies of all documents should be served on the OCA as follows:

Jennedy E. Santolla
E-Mail: JSantolla@paoca.org
Darryl Lawrence
E-Mail: DLawrence@paoca.org
Office of Consumer Advocate
5th Floor, Forum Place
555 Walnut Street
Harrisburg, PA 17101-1923
Telephone: (717) 783-5048
Fax: (717) 783-7152

Respectfully Submitted,



Tanya J. McCloskey
Senior Assistant Consumer Advocate
PA Attorney I.D. # 50044
E-Mail: TMcCloskey@paoca.org
Jennedy E. Santolla
PA Attorney I.D. # 203098
E-mail: JSantolla@paoca.org
Darryl Lawrence
PA Attorney I.D. # 93682
E-Mail: DLawrence@paoca.org
Assistant Consumer Advocates

Counsel for:
Irwin A. Popowsky
Consumer Advocate

Office of Consumer Advocate
555 Walnut Street 5th Floor, Forum Place
Harrisburg, PA 17101-1923
Phone: (717) 783-5048
Fax: (717) 783-7152
Dated: November 22, 2006
91662.doc

CERTIFICATE OF SERVICE

Application of Duquesne Light Company :
for a Certificate of Public Convenience :
Under Section 1102(a)(3) of the Public : Docket No. A-110150F0035
Utility Code Approving the Acquisition :
of Duquesne Light Holding, Inc. by Merger :

Application of DQE Communications :
Network Services LLC for a Certificate :
of Public Convenience Under Section : Docket No. A-311233F0002
1102(a)(3) of the Public Utility Code :
Approving the Acquisition of Duquesne :
Light Holding, Inc. by Merger :

I hereby certify that I have this day served a true copy of the foregoing document, the Prehearing Memorandum of the Office of Consumer Advocate, upon parties of record in this proceeding in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a participant), in the manner and upon the persons listed below:

Dated this 22nd day of November, 2006.

SERVICE BY E-MAIL and INTEROFFICE MAIL

Charles D. Shields, Esquire
Robert V. Eckenrod, Esquire
Office of Trial Staff
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
P.O. Box 3265
400 North Street
Harrisburg, PA 17105-3265
Counsel For: *Office of Trial Staff*

SERVICE BY E-MAIL and FIRST CLASS MAIL

Michael W. Gang, Esquire
Post & Schell, P.C.
17 North Second Street
12th Floor

Harrisburg, PA 17101-1601
Counsel For: *Duquesne Light Company; Duquesne Light Holdings; DQE Communication Network Services LLC; and DQE Holding LLC*

David B. MacGregor
Post & Schell, P.C.
Four Penn Center
1600 John F. Kennedy Boulevard
Philadelphia, PA 19103-2808

Counsel For: *Duquesne Light Company; Duquesne Light Holdings; DQE Communication Network Services LLC; and DQE Holding LLC*

Scott J. Rubin, Esquire
Attorney ❖ Consultant
3 Lost Creek Drive
Selinsgrove, PA 17870
Counsel For: *International Brotherhood of Electrical Workers Local 29*

Theodore H. Jobes, Esquire
Fox ♦ Rothschild, LLP
2000 Market Street, Tenth Floor
Philadelphia, PA 19103-3291
Counsel For: *Pennsylvania Large Energy Users Coalition*

Steven S. Goldenberg, Esquire
Fox ♦ Rothschild, LLP
Princeton Pike Corporate Center
997 Lenox Drive, Building 3
Lawrenceville, NJ 08648-2311
Counsel For: *Pennsylvania Large Energy Users Coalition*

Paul F. Forshay, esquire
Sutherland, Asbill & Brennan, LLP
1275 Pennsylvania Avenue, NW
Washington, DC 20004
Counsel For: *Pennsylvania Large Energy Users Coalition*

Daniel G. Asmus
Assistant Small Business Advocate
Office of Small Business Advocate
Commerce Building, Suite 1102
300 North Second Street
Harrisburg, PA 17101
Counsel for: *Office of Small Business Advocate*

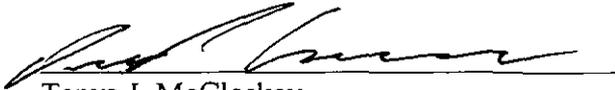
Kevin J. Moody, Esquire
Daniel Clearfield, Esquire
Wolf, Block, Schorr and Solis-Cohen, LLP
213 Market Street, 9th Floor
P. O. box 865
Harrisburg, PA 17108-0865
Counsel For: *Strategic Energy, LLC and RESA*

Todd S. Stewart, Esquire
Hawke, McKeon, Sniscak & Kennard, LLP
100 North Tenth Street
Harrisburg, PA 17101
Counsel For: *Dominion Retail, Inc.*

Julie Coletti, Esquire
Erin Creahan, Esquire
Strategic Energy, LLC
Two Gateway Center
Pittsburgh, PA 15222
For: *Strategic Energy, LLC*

Gary A. Jeffries, Esquire
Senior Counsel
Dominion Resource Services, Inc.
1201 Pitt Street
Pittsburgh, PA 15221
For: *Dominion Retail, Inc.*

Pamela C. Polacek, Esquire
Adam L. Benshoff, Esquire
McNees Wallace & Nurick, LLC
100 Pine Street, P.O. Box 1166
Harrisburg, PA 18108-1166
Counsel For: *Duquesne Industrial Intervenors*



Tanya J. McCloskey
Senior Assistant Consumer Advocate
PA Attorney I.D. # 50044
E-Mail: TMcCloskey@paoca.org
Darryl Lawrence
Assistant Consumer Advocate
PA Attorney I.D. # 93682
E-Mail: DLawrence@paoca.org
Jennedy Santolla
Assistant Consumer Advocate
PA Attorney I.D. # 203098
E-Mail: JSantolla@paoca.org

Counsel for
Office of Consumer Advocate
555 Walnut Street
5th Floor, Forum Place
Harrisburg, PA 17101-1923
Phone: (717) 783-5048
Fax: (717) 783-7152

00090989.DOC

COMMONWEALTH OF PENNSYLVANIA



OFFICE OF SMALL BUSINESS ADVOCATE
Suite 1102, Commerce Building
300 North Second Street
Harrisburg, Pennsylvania 17101

William R. Lloyd, Jr.
Small Business Advocate

November 22, 2006

(717) 783-2525
(717) 783-2831 (FAX)

E-mail and First Class Mail

Hon. Robert Meehan
Administrative Law Judge
Pennsylvania Public Utility Commission
1103 Pittsburgh State Office Building
300 Liberty Avenue
Pittsburgh, PA 15222

**Re: Application of Duquesne Light Company for a Certificate of Public Convenience under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holdings, Inc. By Merger
Docket No. A-110150F0035**

**Application of DQE Communications Network Services LLC for a Certificate of Public Convenience under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holdings, Inc. By Merger
Docket No. A-311233F0002**

Dear Judge Meehan:

Enclosed are two copies of the Prehearing Memorandum on behalf of the Office of Small Business Advocate in the above-captioned proceeding.

As evidenced by the enclosed certificate of service, all parties have been served as indicated.

Sincerely,

**DOCUMENT
FOLDER**

Handwritten signature of Daniel G. Asmus in cursive.

Daniel G. Asmus
Assistant Small Business Advocate
Attorney ID No. 83788

Enclosures

cc: James J. McNulty, Secretary
Parties of Record

SECRETARY'S BUREAU
PA PUC

2006 DEC 19 PM 1:37

RECEIVED

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Application of Duquesne Light Company for a :
Certificate of Public Convenience under :
Section 1102(a)(3) of the Public Utility Code :
Approving the Acquisition of Duquesne Light : Docket No. A-110150F0035
Holdings, Inc. by Merger :

Application of DQE Communications Network :
Services LLC for a Certificate of Public :
Convenience under Section 1102(a)(3) of the :
Public Utility Code Approving the Acquisition of : Docket No. A-311233F0002
Duquesne Light Holdings, Inc. by Merger :

**OFFICE OF SMALL BUSINESS ADVOCATE
PREHEARING MEMORANDUM**

I. INTRODUCTION

The Office of Small Business Advocate (“OSBA”) is authorized to represent the interests of small business consumers of utility services before the Pennsylvania Public Utility Commission (the “Commission”) pursuant to the provisions of the Small Business Advocate Act, Act 181 of 1988, 73 P.S. §§399.41 – 399.50 (“the Act”). In order to discharge this statutory duty, the Small Business Advocate deems it necessary to participate as a party to this proceeding. Please address all correspondence as follows:

**DOCUMENT
FOLDER**

Daniel G. Asmus, Esq.
Assistant Small Business Advocate
Office of Small Business Advocate
Suite 1102, Commerce Building
300 North Second Street
Harrisburg, PA 17101
(717) 783-2525
(717) 783-2831 (fax)
dasmus@state.pa.us

DOCKETED
DEC 20 2006

II. BACKGROUND

On September 6, 2006, an Application was filed by Duquesne Light Company (“DLC”) and DQE Communications Network Services LLC (“DQE Communications”) (collectively, the “Joint Applicants”), seeking approval under Chapters 11 and 28 of the Public Utility Code, 66 Pa. C.S. Ch. 11 and 28, of the acquisition of their parent company—Duquesne Light Holdings, Inc. (“DLH”)—by the Macquarie Consortium.

DLC is a Commission-certificated electric distribution company (“EDC”) which provides transmission and distribution service to all classes of customers in its service territory. DLC also is the provider of last resort (“POLR”) for purposes of providing generation service within its service territory. The Macquarie Consortium is comprised of numerous investment funds, most of which are managed by Macquarie Bank Limited. Macquarie Bank Limited is headquartered in Australia.

Section 1102(a) of the Public Utility Code, 66 Pa. C.S. § 1102(a), permits a public utility to undertake certain actions only upon Commission approval evidenced by a certificate of public convenience. Among the activities that require Commission approval is the following:

(3) For any public utility or an affiliated interest of a public utility . . . to acquire from, or to transfer to, any person or corporation . . . by any method or device whatsoever, including the sale or transfer of stock and including a consolidation, merger, sale or lease, the title to, or the possession or use of, any tangible or intangible property used or useful in the public service.

66 Pa. C.S. § 1102(a)(3).

The Joint Applicants are seeking certificates of public convenience under Section 1102. Section 1103(a) of the Public Utility Code, 66 Pa. C.S. § 1103(a), allows the

Commission to issue a certificate only upon a finding or determination that the granting of such certificate is “necessary or proper for the service, accommodation, convenience, or safety of the public.” Satisfying this standard requires the Commission to find that a proposed acquisition would “affirmatively promote the ‘service, accommodation, convenience, or safety of the public’ in some substantial way.” City of York v. Pennsylvania Public Utility Commission, 449 Pa. 136, 141, 295 A.2d 825, 828 (Pa. 1972). In addition, Section 1103(a) allows the Commission to impose upon its issuance of a certificate of public convenience “such conditions as it may deem to be just and reasonable.”

The Commission also has authority over the proposed transaction under Section 2811 of the Public Utility Code, 66 Pa. C.S. § 2811, which is a provision of the Electricity Generation Customer Choice and Competition Act. Specifically, Section 2811(e)(1) requires the Commission to consider “[w]hether the proposed merger, consolidation, acquisition or disposition is likely to result in anticompetitive or discriminatory conduct, including the unlawful exercise of market power, which will prevent retail electricity customers in this Commonwealth from obtaining the benefits of a properly functioning and workable competitive retail electricity market.” Pursuant to Section 2811(e)(2), the Commission is permitted to approve a proposed transaction with “such terms and conditions as it finds necessary to preserve the benefits of a properly functioning and workable competitive retail electricity market.”

The OSBA filed a Notice of Intervention and Protest in this proceeding on October 2, 2006.

III. WITNESS

Assisting in the development and presentation of OSBA's position in this proceeding will be:

Brian Kalcic
Excel Consulting
Suite 720
225 S. Meramec Ave.
St. Louis, MO 63105
(314) 725-2511
bkalcic@mindspring.com

The OSBA requests that all parties serve copies of all documents, including discovery, testimony and briefs, upon Mr. Kalcic, simultaneously with service upon the OSBA. The OSBA anticipates that it will present testimony by Mr. Kalcic.

IV. IDENTIFICATION OF ISSUES

The OSBA is participating in this case to ensure that the interests of small business customers of DLC are adequately represented and protected. As appropriate and necessary, the OSBA will investigate and analyze the claims and proposals of the Joint Applicants and other parties, primarily through discovery, cross-examination of witnesses appearing for those parties, and briefing of the issues that arise in this proceeding.

The OSBA will particularly focus on issues where the impact upon the interests of DLC's small business customers would be unjustifiably different from or disproportionate to the impact on other classes of customers, or is otherwise lacking in reasonableness or basic fairness. Based upon preliminary review, the Application raises

several issues of concern that may require the Commission to reject the proposed transaction or to approve it only after imposing conditions. These issues include:

- a. Whether transferring ownership of a Pennsylvania EDC to an overseas entity would be consistent with Commission policy;
- b. Whether ratepayers would benefit from the predicted enhanced access to capital; and
- c. Whether ownership by an equity fund would result in the excessive diversion of DLC revenues to investors.

The OSBA reserves the right to pursue additional issues as they may arise throughout the course of the proceeding.

V. DISCOVERY

Extensive discovery is ongoing.

VI. SERVICE OF DOCUMENTS

The OSBA agrees to accept electronic delivery of documents on the due date as satisfying the in-hand requirement, if followed by hard copy delivery to OSBA and its witness by first class mail. Electronic service only is not acceptable.

VII. SETTLEMENT

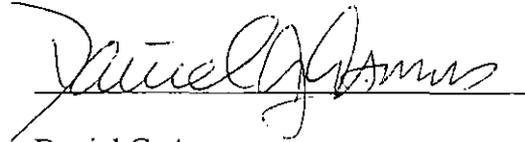
The OSBA is willing to enter into settlement discussions at any phase of this proceeding.

VIII. PROCEDURAL SCHEDULE

The parties have developed a mutually acceptable schedule for the remainder of this case, as follows:

| | |
|------------------|--------------------------|
| Dec 21 | Other parties' testimony |
| Jan 10 | Rebuttal |
| Jan 23 | Surrebuttal |
| Jan 30-31, Feb 1 | Hearings |
| Feb 20 | Briefs |
| Mar 2 | Reply Briefs |

Respectfully submitted,



Daniel G. Asmus
Assistant Small Business Advocate
Attorney ID No. 83789

For:

William R. Lloyd, Jr.
Small Business Advocate
Attorney ID No. 16452

Office of Small Business Advocate
300 North Second Street – Suite 1102
Harrisburg, PA 17101
(717) 783-2525
(717) 783-2831 (fax)

Dated: November 22, 2006

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Duquesne Light Company for :
a Certificate of Public Convenience Under : Docket No. A-110150F0035
Section 1102(a)(3) of the Public Utility Code :
Approving the Acquisition of Duquesne Light :
Holdings, Inc. By Merger :

Application of DQE Communications Network :
Services LLC for a Certificate of Public :
Convenience Under Section 1102(a)(3) of the : Docket No. A-311233F0002
Public Utility Code Approving the Acquisition :
of Duquesne Light Holdings, Inc. By Merger :

Certificate of Service

I certify that I am serving two copies of the Prehearing Memorandum, on behalf of the Office of Small Business Advocate by e-mail and first class mail (unless otherwise noted) upon the persons addressed below:

Hon. Robert Meehan
Administrative Law Judge
Pennsylvania Public Utility Commission
1103 Pittsburgh State Office Building
300 Liberty Avenue
Pittsburgh, PA 15222
(412) 565-3550
(412) 565-5692 (fax)
rmeehan@state.pa.us

Johnnie E. Simms, Esquire
Charles Daniel Shields, Esquire
Robert V. Eckenrod, Esquire
Office of Trial Staff
Pennsylvania Public Utility Commission
P. O. Box 3265
Harrisburg, PA 17105-3265
(717) 787-4886
(717) 772-2677 (fax)
Josimms@state.pa.us
chshields@state.pa.us
roeckenrod@state.pa.us
(E-mail and Hand Delivery)

Theodore H. Jobes, Esquire
Fox Rothschild LOLP
2000 Market Street - 10th Floor
Philadelphia, PA 19103
(215) 299-2000
(215) 299-2150 (fax)
tjobes@foxrothschild.com

Paul F. Forshay, Esquire
Sutherland Asbill & Brennan LLP
1275 Pennsylvania Avenue, N.W.
Washington, DC 20004
(202) 383-0100
(202) 637-3593 (fax)
paul.forshay@sablaw.com

Tanya McCloskey, Esquire
Darryl Lawrence, Esquire
Office of Consumer Advocate
555 Walnut Street 5th FL Forum Place
Harrisburg, PA 17101-1923
(717) 783-5048
(717) 783-7152
tmccloskey@paoca.org
dlawrence@paoca.org
(E-mail and Hand Delivery)

Michael W. Gang, Esquire
Post & Schell PC
17 North Second Street - 12th Floor
Harrisburg, PA 17101-1601
(717) 731-1970
(717) 731-1985 (fax)
mgang@postschell.com

Scott J. Rubin, Esquire
3 Lost Creek Drive
Selinsgrove, PA 17870
(570) 743-2233
(570) 743-8145 (fax)
scott@publicutilityhome.com

Todd S. Stewart, Esquire
Hawke McKeon Sniscak & Kennard LLP
100 North Tenth Street
Harrisburg, PA 17101
(717) 236-1300
(717) 236-4841 (fax)
tsstewart@hmsk-law.com

Tom Catlin
TopCat@exeterassociates.com
(E-mail only)

Matt Kahal
mkahal@exeterassociates.com
(E-mail only)

Joseph L. Vullo, Esquire
1460 Wyoming Avenue
Forty Fort, PA 18704
(570) 288-0700
(570) 288-4598 (fax)
jlvullo@aol.com

jmccaffrey@stinsonmoheck.com
(E-mail only)

jcoletti@sel.com
(E-mail only)

Jessica Horner
jhorner@paoca.org
(E-mail only)

Daniel Clearfield, Esquire
Kevin J. Moody, Esquire
Wolf Block Schorr and Solis-Cohen LLP
P. O. Box 865
Harrisburg, PA 17108-0865
(717) 237-7160
(717) 237-7161
dclearfield@wolfblock.com
kmoody@wolfblock.com

Pamela C. Polacek, Esquire
Adam L. Benshoff, Esquire
McNees Wallace & Nurick LLC
P. O. Box 1166
Harrisburg, PA 17108-1166
(717) 232-8000
(717) 237-5300 (fax)
ppolacek@mwn.com
abenshoff@mwn.com

David Hughes
Citizen Power
hughes@citizenpower.com
(E-mail only)

Eugene M. Brady
Community Action Association of PA
P. O. Box 1127
Wilkes-Barre, PA 18703-1127
(570) 826-0510
(570) 829-1665 (fax)
hebegebe@sunlink.net

feichenmiller@duqlight.com
(E-mail only)

gjack@duqlight.com
(E-mail only)

hreiter@stinsonmoheck.com
(E-mail only)

jdibble@stinsonmoheck.com
(E-mail only)

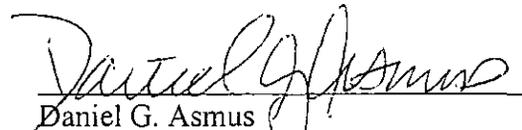
kdeardorff@state.pa.us
(E-mail only)

David MacGregor, Esquire
Post & Schell
Four Penn Center
1600 John F. Kennedy Blvd.
Philadelphia, PA 19103
(215) 587-1197
dmacgregor@postschell.com

mgruber@state.pa.us
(E-mail only)

Rob.Kupchak@macquarie.com
(E-mail only)

sgoldenberg@foxrothschild.com
(E-mail only)


Daniel G. Asmus
Assistant Small Business Advocate
Attorney ID No. 83789

Dated: November 22, 2006

213 Market Street, 9th Floor, P.O. Box 865, Harrisburg, PA 17108-0865
Tel: (717) 237-7160 ■ Fax: (717) 237-7161 ■ www.WolfBlock.com

Kevin J. Moody
Direct Dial: (717) 237-7187
Direct Fax: (717) 237-2767
E-mail: kmoody@wolfblock.com

ORIGINAL

November 22, 2006

VIA HAND DELIVERY

James McNulty
Secretary
PA Public Utility Commission
Commonwealth Keystone Bldg.
2nd Fl., 400 North Street
P.O. Box 3265
Harrisburg, PA 17105-3265

DOCUMENT FOLDER

2006 NOV 22 PM 3:05
SECRETARY'S BUREAU

Re: Application of Duquesne Light Company for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving Acquisition of Duquesne Light Holdings, Inc. by Merger; Docket No. A-110150F0035

Application of DQE Communications Network Services, LLC for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving Acquisition of Duquesne Light Holdings, Inc. by Merger; Docket No. A-311233F0002

Dear Secretary McNulty:

On behalf of the Retail Energy Supply Association, enclosed for filing please find an original and three copies of its Prehearing Memorandum with regard to the above-referenced matter. A copy has been served in accordance with the Certificate of Service.

Sincerely,



Kevin J. Moody

For WOLF, BLOCK, SCHORR and SOLIS-COHEN LLP

KJM/lww

cc: Hon. Robert Meehan w/enc.
Cert. of Service w/enc.

HAR:69838.1/MID051-239866

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

2006103122 PH 3:05
SECRETARY'S BUREAU

Application of Duquesne Light Company for a
Certificate of Public Convenience Approving
the Acquisition of Duquesne Light Holdings,
Inc. by Merger

Docket No. A-11050F0035

Application of DQE Communications Network
Services LLC for a Certificate of Public
Convenience Approving the Acquisition of
Duquesne Light Holdings, Inc. by Merger

Docket No. A-311233F002

**PREHEARING MEMORANDUM OF
THE RETAIL ENERGY SUPPLY ASSOCIATION**

Pursuant to Section 333 of the Public Utility Code, 66 Pa. C.S. § 333, Section 5.222 of the Commission's regulations, 52 Pa. Code § 5.222, and in response to the corrected prehearing conference notice issued October 24, 2006, the Retail Energy Supply Association ("RESA") submits this Prehearing Memorandum.

I. HISTORY OF PROCEEDING

On September 6, 2006, the PUC-regulated subsidiaries (collectively "Duquesne") of Duquesne Light Holdings, Inc. ("DLH") filed an application for the Commission approvals necessary to authorize the acquisition of DLH by merger with the Macquarie Consortium, a group of investment funds managed primarily by Macquarie Bank Limited and its subsidiaries (collectively "Macquarie"). Under the proposed merger, all of DLH's common stock will be transferred to a company (DQE Holdings LLC) owned by the Macquarie Consortium, and DLH's stock will no longer be publicly traded. DQE Holdings will also assume all of DLH's preferred and preference stock, long-term debt and short-term debt. Duquesne and the unregulated subsidiaries of DLH will remain wholly-owned subsidiaries of DLH, but controlled by Macquarie.

RESA is a non-profit organization and trade association of retail energy suppliers who share the common vision that competitive retail energy markets deliver more efficient, customer-oriented outcomes than regulated utility structures.¹ RESA represents the interests of its members in the Mid-Atlantic, New England and Great Lakes regions in advocating for the development of robust and sustainable competitive retail electric markets. RESA members include several companies that are licensed electric generation suppliers ("EGSs") in the Commonwealth of Pennsylvania and sell, or are authorized to sell, electric energy in Duquesne Light Company's service territory. RESA intervened in this matter to ensure that the development of retail competition in Duquesne's service territory is not adversely affected by the merger² and that the merger provides affirmative benefits to the affected public.³ RESA opposes the merger as it is currently proposed, and can support approval of the merger only if the Commission imposes conditions to eliminate the potential anticompetitive consequences of the transaction.

This proceeding has been assigned to Administrative Law Judge ("ALJ") Robert P. Meehan for hearings and issuance of a Recommended Decision, with the initial prehearing conference scheduled for November 28, 2006.

¹ RESA's members include Consolidated Edison Solutions, Inc; Direct Energy Services, LLC; Hess Corporation; Reliant Energy Solutions; Sempra Energy Solutions; Strategic Energy, LLC; SUEZ Energy Resources NA, Inc.; and US Energy Savings Corp. The opinions expressed in this filing may not represent the view of all members of RESA.

² 66 Pa. C.S. § 2811.

³ *City of York v. Pa. P.U.C.*, 295 A.2d 825, 828 (Pa. 1972).

II. ISSUES

RESA intends to coordinate its litigation with its individual member company parties and other parties with similar interests, and intends to address the following issues that have potential anticompetitive consequences:

1. Cross-subsidization between or among Duquesne and its unregulated affiliates;
2. Subsidy of the proposed "below market" economic development program;
3. Effect of the reduction of Duquesne's collateral requirements associated with power for POLR service through the Macquarie Consortium's access to capital; and
4. Incentives for increasing the profit potential of POLR service and maximizing profit from POLR service.

RESA reserves the right to address other issues raised by other parties as they may affect RESA's interests in this matter.

III. WITNESS(ES)/SUBJECT OF TESTIMONY

RESA continues to evaluate the prepared testimony of Duquesne and Macquarie and has not yet decided whether it will address the issues through its own witness(es) or through witness(es) sponsored jointly with other parties.

IV. PROPOSED LITIGATION AND DISCOVERY SCHEDULE

RESA participated in a conference call on October 12, 2006 with other parties and agreed to the proposed schedule attached to Duquesne's prehearing memorandum. RESA also agreed to the modifications to the Commission's discovery rules set forth in Duquesne's prehearing memorandum. RESA has served three (3) sets of discovery on Duquesne and Macquarie, to which the companies have responded.

V. SETTLEMENT

RESA is willing to engage in settlement discussions with the concerning all issues that affect its interests in this matter.

Respectfully submitted,



Daniel Clearfield, Esq.
Kevin J. Moody, Esq.
Wolf, Block, Schorr and Solis-Cohen LLP
213 Market Street, 9th Fl.
Harrisburg, PA 17108-0865
(717) 237-7173

Dated: November 22, 2006

Attorneys for the Retail Energy Supply
Association

CERTIFICATE OF SERVICE

I hereby certify that this day I served a copy of the foregoing Prehearing Memorandum, upon the persons listed below in the manner indicated in accordance with the requirements of 52 Pa. Code Section 1.54.

VIA E-MAIL & FIRST CLASS MAIL

David B. MacGregor, Esquire
Post and Schell, PC
Four Penn Center
1600 JFK Blvd.
Philadelphia, PA 19103-2921

Michael W. Gang, Esquire
Andrew S. Tubbs, Esquire
Post and Schell, PC
17 North Second Street, 12th Floor
Harrisburg, PA 17101-1601

Tanya J. McCloskey, Esquire
Darryl Lawrence, Esquire
Office of Consumer Advocate
5th Floor, Forum Place Bldg.
555 Walnut Street
Harrisburg, PA 17101-1923

Charles Shields, Esquire
Robert V. Eckenrod, Esquire
Office of Trial Staff
Commonwealth Keystone Building
400 North Street
P.O. Box 3265
Harrisburg, PA 17105-3265

Paul F. Forshay, Esquire
Sutherland, Asbill & Brennan LLP
1275 Pennsylvania Avenue, NW
Washington, DC 20004

Julie Coletti, Esquire
Strategic Energy, LLC
Two Gateway Center
Pittsburgh, PA 15222

Daniel G. Asmus, Esquire
Assistant Small Business Advocate
Office of Small Business Advocate
Commerce Building Suite 1102
300 North 2nd Street
Harrisburg, PA 17101

Scott Rubin, Counsel
International Brotherhood Electric Workers
Three Lost Creek Drive
Selinsgrove, PA 17870

Steven S. Goldenberg, Esquire
Fox Rothschild, LLP
Princeton Pike Corporate Center
997 Lenox Drive, Bldg. 3
Lawrenceville, NJ 08648-2311

Todd S. Stewart, Esquire
Hawke, McKeon, Sniscak & Kennard, LLP
100 North Tenth Street
Harrisburg, PA 17101

Theodore H. Jobes, Esquire
Fox Rothschild, LLP
2000 Market Street, Tenth Floor
Philadelphia, PA 19103-3291

Gary A. Jeffries, Esquire
Senior Counsel
Dominion Resource Services, Inc.
1201 Pitt Street
Pittsburgh, PA 15221

SECRETARY'S BUREAU
2016 NOV 22 PM 3:05

Pamela C. Polacek, Esquire
Adam L. Benshoff, Esquire
McNees Wallace & Nurick, LLC
100 Pine Street
P.O. Box 1166
Harrisburg, PA 18108-1166

Date: November 22, 2006



Kevin J. Moody

OALJ Hearing Report

Please check Those Blocks Which Apply

| | | | | |
|---|--|--|-------------------------------------|-------------------------------------|
| Docket No.: | A-110150F0035 and A-311233F0002 | | YES | NO |
| | | Prehearing Held: | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| Case Name: | Application of Duquesne Light Company | Hearing Held: | <input type="checkbox"/> | <input type="checkbox"/> |
| | Application of DQE Communications Network Services LLC | Testimony Taken: | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| | | Transcript Due: | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| | | Hearing Concluded: | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| Location: | Pittsburgh | Further Hearing Needed: | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| | | Estimated Add'l Days: | 3 day | |
| Date: | November 28, 2006 | | | |
| | | RECORD CLOSED: | <input type="checkbox"/> | <input type="checkbox"/> |
| ALJ: | Robert P. Meehan | DATE: | | |
| | | Briefs to be Filed: | <input type="checkbox"/> | <input type="checkbox"/> |
| Reporting Firm: | Commonwealth Reporting | DATE: | | |
| | | Bench Decision: | <input type="checkbox"/> | <input type="checkbox"/> |
| <div style="border: 1px solid black; padding: 5px; width: fit-content; margin: 0 auto;"> <p style="font-size: 1.5em; margin: 0;">RECEIVED</p> <p style="margin: 0;">JAN - 2 2007</p> <p style="font-size: 0.8em; margin: 0;">PA PUBLIC UTILITY COMMISSION CONSUMER'S BUREAU</p> <p style="font-size: 0.7em; margin: 0;">PLEASE PRINT CLEARLY - Incomplete Information may result in delay of processing.</p> </div> | | REMARKS: | | |
| | | <p><i>Hearings in Harrisburg Jan 30, 2007 at 10:00 AM Jan 31 and Feb 1, at 9:00 AM</i></p> | | |

| Name and Telephone Number | Address | Who are you representing? | | | | | | |
|--|--|---------------------------|-------|-----|-------------------|-----------|--------------|---|
| <p><i>Fin Creahan</i></p> <p>Telephone: 412-258-2036</p> | <p><i>Two Gateway Center</i></p> <table style="width: 100%; font-size: 0.8em;"> <tr> <td style="text-align: center;">City</td> <td style="text-align: center;">State</td> <td style="text-align: center;">Zip</td> </tr> <tr> <td style="text-align: center;"><i>Pittsburgh</i></td> <td style="text-align: center;"><i>PA</i></td> <td style="text-align: center;"><i>15222</i></td> </tr> </table> | City | State | Zip | <i>Pittsburgh</i> | <i>PA</i> | <i>15222</i> | <p><i>Strategic Energy, L.L.C</i></p> <p>Fax Number: 412-399-6181</p> |
| | City | State | Zip | | | | | |
| <i>Pittsburgh</i> | <i>PA</i> | <i>15222</i> | | | | | | |
| <p>E-mail Address: <i>ecreahan@strategicenergy.com</i></p> | | | | | | | | |
| <p><i>Gary A. Jack</i></p> <p>Telephone: <i>412 393 1541</i></p> | <p><i>411 Seventh Ave</i></p> <table style="width: 100%; font-size: 0.8em;"> <tr> <td style="text-align: center;">City</td> <td style="text-align: center;">State</td> <td style="text-align: center;">Zip</td> </tr> <tr> <td style="text-align: center;"><i>Pittsburgh</i></td> <td style="text-align: center;"><i>PA</i></td> <td style="text-align: center;"><i>15219</i></td> </tr> </table> | City | State | Zip | <i>Pittsburgh</i> | <i>PA</i> | <i>15219</i> | <p><i>Duquesne Light Co.</i></p> <p>Fax Number: <i>412 393 1541</i></p> |
| | City | State | Zip | | | | | |
| <i>Pittsburgh</i> | <i>PA</i> | <i>15219</i> | | | | | | |
| <p>E-mail Address: <i>GJack@duqlight.com</i></p> | | | | | | | | |
| <p>Telephone:</p> | <p>E-mail Address:</p> | <p>Fax Number:</p> | | | | | | |
| <table style="width: 100%; font-size: 0.8em;"> <tr> <td style="text-align: center;">City</td> <td style="text-align: center;">State</td> <td style="text-align: center;">Zip</td> </tr> <tr> <td style="text-align: center;"> </td> <td style="text-align: center;"> </td> <td style="text-align: center;"> </td> </tr> </table> | | City | State | Zip | | | | <div style="border: 2px solid black; padding: 10px; font-size: 1.5em; font-weight: bold;"> <p style="margin: 0;">DOCUMENT FOLDER</p> </div> |
| City | State | Zip | | | | | | |
| | | | | | | | | |

Check this box if additional parties or attendees appear on back of form.

Reporter's Signature

Note: Completion of this form does not constitute an entry of appearance, see 52 Pa. Code §§1.24 and 1.25.



DOCUMENT FOLDER

17 North Second Street
12th Floor
Harrisburg, PA 17101-1601
717-731-1970 Main
717-731-1985 Fax
www.postschell.com

Andrew S. Tubbs

atubbs@postschell.com
717-612-6057 Direct
File #: 2267-130298

November 28, 2006

VIA E-MAIL

Erin Creahan
Two Gateway Center
Pittsburgh, PA 15222-1458

RE: Application of Duquesne Light Company for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holding, Inc. by Merger - Docket No. A-110150F0035

Application of DQE Communications Network Services LLC for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holding, Inc. by Merger - Docket No. A-311233F0002

Dear Ms. Creahan:

Enclosed are the responses of Duquesne Light Company to the following Interrogatories:

STRATEGIC-I-1

As indicated on the certificate of service, copies have been served on all parties in the manner indicated.

Sincerely,

Andrew S. Tubbs

AST/jl
Enclosures

cc: James J. McNulty, Secretary (letter and certificate of service only for filing)
Certificate of Service

2006 NOV 28 PM 3:25
SECRETARY'S BUREAU

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing has been served upon the following persons, in the manner indicated, in accordance with the requirements of § 1.54 (relating to service by a participant).

VIA E-MAIL AND FIRST CLASS MAIL

Charles D. Shields
Robert V. Eckenrod
Office of Trial Staff
PO Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265
chshields@state.pa.us
roeckenrod@state.pa.us

Daniel G. Asmus
Office of Small Business Advocate
Commerce Building
300 North Second Street, Suite 1102
Harrisburg, PA 17101
dasmus@state.pa.us

Tanya McCloskey
Darryl Lawrence
Jessica Horner
Jennedy E. Santolla
Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1923
tmccloskey@paoca.org
dlawrence@paoca.org
JHorner@paoca.org
jsantolla@paoca.org

Todd S. Stewart
Hawke McKeon Sniscak & Kennard LLP
100 North Tenth Street
Harrisburg, PA 17101
tsstewart@hmsk-law.com
(*Dominion Retail, Inc.*)

Theodore H. Jobs
Fox Rothschild LLP
2000 Market Street, 10th Floor
Philadelphia, PA 19103-3291
tjobs@foxrothschild.com
(*Pennsylvania Large Energy Users Coalition*)

Brian Kalcic
Excel Consulting
225 S. Meramec Avenue, Suite 720-T
St. Louis, MO 63108
(*Consultant for Office of Small Business Advocate*)
bkalcic@mindspring.com

Thomas S. Catlin
Matthew I. Kahal
Exeter Associates, Inc.
5565 Sterrett Place, Suite 310
Columbia, MD 21044
tcatlin@exeterassociates.com
mkahal@exeterassociates.com
(*Consultants for Office of Consumer Advocate*)

VIA E-MAIL

Daniel Clearfield
Kevin J. Moody
Wolf, Block, Schorr and Solis-Cohen LLP
213 Market Street, 9th Floor
P.O. Box 865
Harrisburg, PA 17108-0865
dclearfield@wolfblock.com
kmoody@wolfblock.com
(*Strategic Energy, LLC*)
(*Retail Energy Supply Association*)

2006 NOV 28 PM 3:25
SECRETARY'S BUREAU

Paul F. Forshay
Sutherland Asbill & Brennan LLP
1275 Pennsylvania Avenue, NW
Washington, DC 20004-2415
pforshay@sablaw.com
(*Pennsylvania Large Energy Users Coalition*)

Steven S. Goldenberg
Fox Rothschild LLP
Princeton Pike Corporation Center
997 Lenox Drive, Building 3
Lawrenceville, NJ 08648-4586
sgoldenberg@foxrothschild.com
(*Pennsylvania Large Energy Users Coalition*)

Scott J. Rubin
3 Lost Creek Drive
Selinsgrove, PA 17870
Scott@publicutilityhome.com
(*International Brotherhood of Electrical Workers Local 29*)

Harvey L. Reiter
John E. McCaffrey
Jaime S. Dibble
Stinson Morrison Hecker LLP
1150 18th Street N.W., Suite 800
Washington, DC 20036-3816
hreiter@stinsonmoheck.com
jmccaffrey@stinsonmoheck.com
jdibble@stinsonmoheck.com
(*Citizen Power, Inc.*)

Julie Coletti
Erin Creahan
Two Gateway Center
Pittsburgh, PA 15222-1458
jcoletti@sel.com
ecreahan@sel.com
(*Strategic Energy, LLC*)

David Hughes
Citizen Power, Inc.
2121 Murray Avenue
Pittsburgh, PA 15217
Hughes@citizenpower.com
(*Citizen Power, Inc.*)

Michael Gruber
Kevan Deardorff
Charles T. Weakley
Timothy Wallick
Office of Trial Staff
PO Box 3265
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17105-3265
mgruber@state.pa.us
kdeardorff@state.pa.us
cweakley@state.pa.us
twallick@state.pa.us
(*Consultants for Office of Trial Staff*)

Pamela C. Polacek
Adam L. Benshoff
McNees Wallace & Nurick LLC
100 Pine Street
PO Box 1166
Harrisburg, PA 17108-1166
ppolacek@mwn.com
abenshoff@mwn.com
(*Duquesne Industrial Intervenors*)

Eugene M. Brady
Community Action Association of Pennsylvania
165 Amber Lane
PO Box 1127
Wilkes-Barre, PA 18703-1127
hebegebe@sunlink.net
(*Community Action Association of Pennsylvania*)

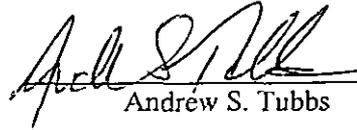
Joseph L. Vullo
1460 Wyoming Avenue
Forty Fort, PA 18704
jlvullo@aol.com
(*Community Action Association of Pennsylvania*)

Frank Lacey
Director, Government and Regulatory Affairs
Direct Energy
263 Tresser Blvd
8th Floor
Stamford, CT 06901
frank.lacey@directenergy.com
(*Retail Energy Supply Association*)

VIA FIRST CLASS MAIL

Barbara Alexander
15 Wedgewood Drive
Winthrop, ME 04364
barbalex@ctel.net
(Consultant for Office of Consumer Advocate)

Date: November 28, 2006



Andrew S. Tubbs

OALJ Hearing Report

Please Check Those Blocks Which Apply

| | | | | |
|---|---|-------------------------|--------------------------|--------------------------|
| Docket No.: | A-110150F0035 & A-311233F0002 | | YES | NO |
| | | Prehearing Held: | <input type="checkbox"/> | <input type="checkbox"/> |
| Case Name: | Application of Duquesne Light Company & DQE Communications Network Services LLC | Hearing Held: | <input type="checkbox"/> | <input type="checkbox"/> |
| | | Testimony Taken: | <input type="checkbox"/> | <input type="checkbox"/> |
| | | Transcript Due: | <input type="checkbox"/> | <input type="checkbox"/> |
| | | Hearing Concluded: | <input type="checkbox"/> | <input type="checkbox"/> |
| Location: | HBG | Further Hearing Needed: | <input type="checkbox"/> | <input type="checkbox"/> |
| | | Estimated Add'l Days: | | |
| Date: | November 28, 2006 | | | |
| | | RECORD CLOSED: | <input type="checkbox"/> | <input type="checkbox"/> |
| ALJ: | Robert P. Meehan | DATE: | | |
| | | Briefs to be Filed: | <input type="checkbox"/> | <input type="checkbox"/> |
| Reporting Firm: | Commonwealth Reporting | DATE: | | |
| | | Bench Decision: | <input type="checkbox"/> | <input type="checkbox"/> |
| <div style="font-size: 2em; font-weight: bold; margin-bottom: 10px;">RECEIVED</div> <div style="font-size: 1.2em; margin-bottom: 10px;">DEC - 5 2006</div> <div style="font-size: 0.8em; font-weight: bold; margin-bottom: 5px;">PA PUBLIC UTILITY COMMISSION SECRETARY'S BUREAU</div> <div style="font-size: 0.7em; font-weight: bold;">PLEASE PRINT CLEARLY - Incomplete Information may result in delay of processing.</div> | | REMARKS: | | |
| | | DOCUMENT FOLDER | | |
| | | | | |
| | | | | |

| Name and Telephone Number | Address | Who are you representing? |
|---|--|---|
| Charles Daniel Shields Robert V. Eckenrood | P.O. Box 3265 <small>City: HBG State: PA Zip: 17105-3265</small> | Office of Trial Staff |
| Telephone: 717-787-1976 | E-mail Address: chshields@state.pa.us | Fax Number: 717-772-2677 |
| Michael W Gang Andrew S Tubbs Post & Schell PC | 17 N 2nd St <small>City: Harrisburg PA State: Pa Zip: 17101</small> | Duquesne Light Co Macquarie Construction |
| Telephone: | E-mail Address: mgang@postschell.com | Fax Number: |
| Danny Lawrence Jennedy Santolli Office of Consumer Advocate | 555 Forum Place <small>City: Hbs. State: PA Zip: 17110</small> | Office of Consumer Advocate |
| Telephone: | E-mail Address: dlawrence@paoca.org | Fax Number: |

Check this box if additional parties or attendees appear on back of form.

KJR

John A. Kelly CRC Inc
 Reporter's Signature

Note: Completion of this form does not constitute an entry of appearance, see 52 Pa. Code §§1.24 and 1.25.

| Name and Telephone Number | Address | Who are you representing? |
|---|---|---|
| DANIEL G. ASMUS | 300 N. 2nd St. Commerce Bldg. City: H36 State: PA Zip: 17101 | OSBA |
| Telephone: 717-783-2525 | E-mail Address: dasmus@state.pa.us | Fax Number: 717-783-2831 |
| Joseph L. Vullo | 1460 Wyoming Ave. City: Forty Fort State: PA Zip: 18704 | CAAP |
| Telephone: 570-288-6441 | E-mail Address: JLVullo@aol.com | Fax Number: 570-288-4598 |
| Scott J. Rubin | 3 Lost Creek Dr. City: Selinsgrove State: PA Zip: 17870 | IBEW, Local 29 |
| Telephone: 570-743-2233 | E-mail Address: scott.j.rubin@gmail.com | Fax Number: 570-743-8145 |
| TODD S. STEWART Hawthorne Johnson Smircich & Bennett LLP | PO Box 1778 100 N. 10 St. City: Harrisburg State: PA Zip: 17101 | Dominion Retail |
| Telephone: 717 236 1360 | E-mail Address: tdstewart@hmsk-law.com | Fax Number: 717 236 4841 |
| Adam L. Benshoff | PO Box 1166 100 Pine St. City: Harrisburg State: PA Zip: 17108 | OII |
| Telephone: (717) 237-5298 | E-mail Address: abenshoff@mwn.com | Fax Number: (717) 237-5300 |
| Paul F. Forshey | Sutherland Asbill & Brennan LLP 1275 Pennsylvania Ave. N.W. City: Washington, D.C. State: Zip: 20004 | Pennsylvania Large Energy Users Coalition |
| Telephone: 202/383-0708 | E-mail Address: paul.forshey@sahlaw.com | Fax Number: 202/637-3593 |
| John E. McCaffrey | Stinson Morrison Hecker LLP 1150 18th Street, N.W. Suite 800 City: Washington State: DC Zip: 20036 | Citizen Power, Inc |
| Telephone: 202/785-9100 | E-mail Address: jmccaffrey@stinsonmohel.com | Fax Number: 202-785-9163 |
| Kevin J. Moody | 213 Market St, 9th Fl. P.O. Box 865 City: H36 State: PA Zip: 17108-0865 | RESA (Retail Energy Supply Association) |
| Wolf, Block, Schorr and Silis-Gibson LLP | E-mail Address: kmoody@wolfblock.com | Fax Number: 717-277-2767 |

Note: Completion of this form does not constitute an entry of appearance, see 52 Pa. Code §§1.24 and 1.25.

#194147 David B. MacGregor Four Penn Center Dugan 215-587-1080
Post + Schell, P.C. 1600 John F. Kennedy Blvd. dmacgregor@postschell.com
Philadelphia, PA 19103-2808