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717-612-6026 Direct
File #: 2267-130298

December 7, 2006

VIA FIRST CLASS MAIL & E-MAIL

Darryl Lawrence
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RECEIVED - 7 PM 3:49
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

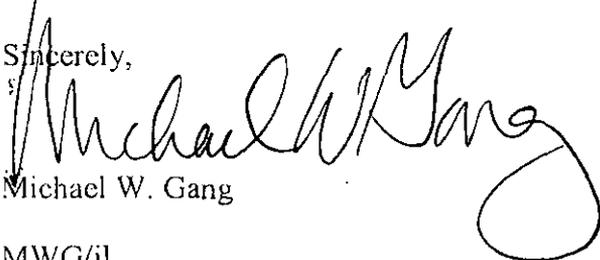
Dear Mr. Lawrence:

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

OCA Set III - 3

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

Sincerely,


Michael W. Gang

KJR

MWG/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).

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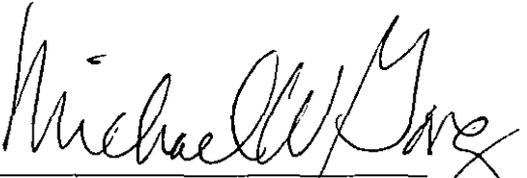
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Date: December 7, 2006



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2006 DEC -7 PM 3:49
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 Ms. Polacek:

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

DII Set I - 3

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

Yours truly,

Michael W. Gang

MWG/jl

Enclosures

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

CERTIFICATE OF SERVICE

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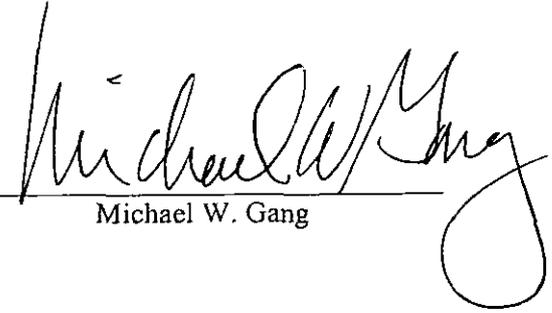
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Date: December 7, 2006



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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Darryl Lawrence
Assistant Consumer Advocate
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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 VI - 4, 5, 6 & 7

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

Sincerely,

Michael W. Gang

MWG/jl

Enclosures

cc: James J. McNulty, Secretary (letter and certificate of service only for filing)
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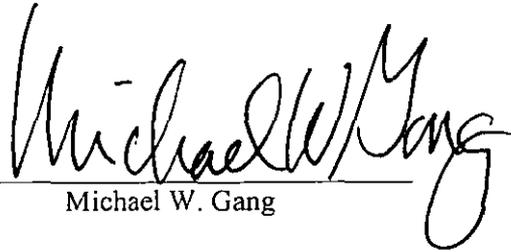
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Date: December 7, 2006


Michael W. Gang



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December 7, 2006

ORIGINAL

**DOCUMENT
FOLDER**

VIA FEDEX

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

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, et al., Docket Nos. A-110150F0035, et al.*

Dear Secretary McNulty:

In accordance with 52 Pa. Code § 5.341(b), enclosed are the original and three copies of a certificate of service for the Initial Interrogatories of Citizen Power, Inc. to Duquesne Light Company in the referenced proceeding. Kindly date stamp the two extra enclosed copies and return them to the undersigned in the enclosed envelope.

If there are any problems with this submission, please contact the undersigned at the number above. Thank you.

Respectfully yours,

STINSON MORRISON HECKER LLP

John E. McCaffrey

Enclosures

cc: Certificate of service

KANSAS CITY
OMAHA
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PHOENIX
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WASHINGTON, D.C.
WICHITA

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DEC 07 2006

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

**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 :
Holding, Inc. by Merger :

and

Application of DQE Communications Network :
Services, LLC, for a Certificate of Public :
Convenience under Section 1101(a)(3) of the : A-311233F0002
Public Utility Code approving the acquisition of :
Duquesne Light Holding, Inc. by Merger :

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the Initial Interrogatories of Citizen Power, Inc. to Duquesne Light Company upon the participants listed below, in accordance with the requirements of § 1.54 (relating to service by a participant) and the Presiding Administrative Law Judge's November 29, 2006 Prehearing Order.

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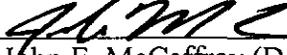
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Gary A. Jeffries, Esquire
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1201 Pitt Street
Pittsburgh, PA 15221

Dated at Washington, D.C., this 7th day of December, 2006.

By: 
John E. McCaffrey (D.C. Bar #457829)
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December 13, 2006

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VIA FEDEX

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

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, et al., Docket Nos. A-110150F0035, et al.*

Dear Secretary McNulty:

In accordance with 52 Pa. Code § 5.341(b), enclosed are the original and three copies of a certificate of service for the Second Interrogatories of Citizen Power, Inc. to Duquesne Light Company in the referenced proceeding. Kindly date stamp the two extra enclosed copies and return them to the undersigned in the enclosed envelope.

If there are any problems with this submission, please contact the undersigned at the number above. Thank you.

Respectfully yours,

STINSON MORRISON HECKER LLP

John E. McCaffrey

Enclosures

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

**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	:	
Holding, Inc. by Merger	:	
	:	
and	:	
	:	
Application of DQE Communications Network	:	
Services, LLC, for a Certificate of Public	:	
Convenience under Section 1101(a)(3) of the	:	A-311233F0002
Public Utility Code approving the acquisition of	:	
Duquesne Light Holding, Inc. by Merger	:	

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the Second Interrogatories of Citizen Power, Inc. to Duquesne Light Company upon the participants listed below, in accordance with the requirements of § 1.54 (relating to service by a participant) and the Presiding Administrative Law Judge's November 29, 2006 Prehearing Order.

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

Dated at Washington, D.C., this 13th day of December, 2006.

By: 
John E. McCaffrey (D.C. Bar #457829)
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December 13, 2006

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

VIA FEDEX

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

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, et al., Docket Nos. A-110150F0035, et al.*

Dear Secretary McNulty:

In accordance with 52 Pa. Code § 5.341(b), enclosed are the original and three copies of a certificate of service for the Third Interrogatories of Citizen Power, Inc. to Duquesne Light Company in the referenced proceeding. Kindly date stamp the two extra enclosed copies and return them to the undersigned in the enclosed envelope.

If there are any problems with this submission, please contact the undersigned at the number above. Thank you.

Respectfully yours,

STINSON MORRISON HECKER LLP

John E. McCaffrey

Enclosures

cc: Certificate of service

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OVERLAND PARK
PHOENIX
ST. LOUIS
WASHINGTON, D.C.
WICHITA

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BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

PA 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 Utility Code :
approving the acquisition of Duquesne Light :
Holding, Inc. by Merger :

A-110150F0035

and

Application of DQE Communications Network :
Services, LLC, for a Certificate of Public :
Convenience under Section 1101(a)(3) of the :
Public Utility Code approving the acquisition of :
Duquesne Light Holding, Inc. by Merger :

A-311233F0002

ORIGINAL

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the Third Interrogatories of Citizen Power, Inc. to Duquesne Light Company upon the participants listed below, in accordance with the requirements of § 1.54 (relating to service by a participant) and the Presiding Administrative Law Judge's November 29, 2006 Prehearing Order.

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Gary A. Jeffries, Esquire
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1201 Pitt Street
Pittsburgh, PA 15221

Dated at Washington, D.C., this 13th day of December, 2006.

By: 

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December 15, 2006

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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 III - 14
OCA Set VI - 1 & 2

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

Sincerely,

Signature of Andrew S. Tubbs
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).

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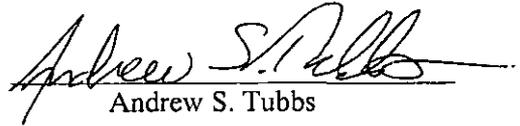
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Date: December 15, 2006


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December 15, 2006

VIA E-MAIL

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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

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2006 DEC 18 AM 10:31
PAUL J. SHERMAN
SECRETARY'S OFFICE

Dear Ms. Creahan:

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

STRATEGIC-I-4

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).

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December 15, 2006

VIA E-MAIL

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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. McCaffrey:

KIR

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

- CP Set I – 1, 2 and 3
- CP Set III – 11, 12 and 13

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

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

A PENNSYLVANIA PROFESSIONAL CORPORATION

CERTIFICATE OF SERVICE

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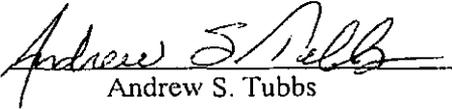
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VIA FIRST CLASS MAIL

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Date: December 15, 2006


Andrew S. Tubbs



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December 18, 2006

VIA FEDEX

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

ORIGINAL

DOCUMENT
FOLDER

RECEIVED

DEC 18 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 Holdings, Inc. by Merger, et al., Docket Nos. A-110150F0035, et al.*

Dear Secretary McNulty:

At the time of the initial prehearing conference in the referenced proceeding, Citizen Power, Inc. ("Citizen Power") had not yet determined whether it would offer the testimony of any witnesses. This letter is to advise the Presiding Administrative Law Judge and all parties that Citizen Power now intends to present the testimony of David Hughes, the Executive Director of Citizen Power. It is expected that Mr. Hughes will address whether, as proposed, the acquisition for which approval is sought in this proceeding will affirmatively benefit the public interest in some substantial way, and, if not, whether conditions could be placed on the transaction that would allow it to meet this legal standard. In particular, Mr. Hughes' testimony will focus on low-income and environmental matters.

A copy of this letter is being served on the Presiding Administrative Law Judge and all parties, in accordance with the enclosed certificate of service.

Kindly date stamp the two extra enclosed copies and return them to the undersigned in the enclosed envelope.

KANSAS CITY
OMAHA
OVERLAND PARK
PHOENIX
ST. LOUIS
WASHINGTON, D.C.
WICHITA

82

James J. McNulty, Secretary
December 18, 2006
Page 2

If there are any problems with this submission, please contact the undersigned at the number above. Thank you.

Respectfully yours,

STINSON MORRISON HECKER LLP



John E. McCaffrey

Attachment

cc: The Honorable Robert P. Meehan
Certificate of service

RECEIVED

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

DEC 18 2006

PA 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 Utility Code :
approving the acquisition of Duquesne Light :
Holding, Inc. by Merger :

A-110150F0035

and

Application of DQE Communications Network :
Services, LLC, for a Certificate of Public :
Convenience under Section 1101(a)(3) of the :
Public Utility Code approving the acquisition of :
Duquesne Light Holding, Inc. by Merger :

A-311233F0002

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the forgoing letter identifying the witness of Citizen Power, Inc. upon the participants listed below, in accordance with the requirements of § 1.54 (relating to service by a participant) and the Presiding Administrative Law Judge's November 29, 2006 Prehearing Order.

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

Dated at Washington, D.C., this 18th day of December, 2006.

By: 
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File #: 2267-130298

December 18, 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 III - 16

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 DEC 20 AM 11:43
SECRETARY'S BUREAU

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

A PENNSYLVANIA PROFESSIONAL CORPORATION

CPH 378271V1

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).

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(Retail Energy Supply Association)

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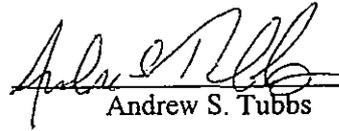
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VIA FIRST CLASS MAIL

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(Consultant for Office of Consumer Advocate)

Date: December 18, 2006


Andrew S. Tubbs

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

RECEIVED
2006 DEC 19 PM 1:37
PA PUC
SECRETARY'S BUREAU

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

**DOCUMENT
FOLDER**

**PREHEARING MEMORANDUM
OF THE
OFFICE OF TRIAL STAFF**

DOCKETED
DEC 20 2006

TO ADMINISTRATIVE LAW JUDGE ROBERT P. MEEHAN:

The Office of Trial Staff ("OTS") of the Pennsylvania Public Utility Commission ("Commission") respectfully submits the following Prehearing Memorandum in the above-captioned application proceedings in response to the Corrected Hearing Notice of the Office of Administrative Law Judge ("OALJ") dated October 24, 2006.

The Office of Trial Staff Prosecutors in these proceedings are Charles Daniel Shields and Robert V. Eckenrod. All correspondence directed to the Office of Trial Staff regarding these proceedings should be addressed as follows:

Charles Daniel Shields, Senior Prosecutor
Robert V. Eckenrod, Prosecutor
Office of Trial Staff
Pennsylvania Public Utility Commission
Post Office Box 3265
Harrisburg, Pennsylvania 17105-3265

Senior Prosecutor Shields can be reached directly during normal business hours by telephone at (717) 783-6151 and by electronic mail at chshields@state.pa.us. Prosecutor Eckenrod can be reached directly during normal business hours by telephone at (717) 783-6155 and by electronic mail at roeckenrod@state.pa.us. The OTS fax number is (717) 772-2677.

Per the Corrected Notice, the Initial Prehearing Conference is scheduled for 10:00 a.m. on Tuesday, November 28, 2006, in Hearing Room No. 2 in the Commonwealth Keystone Building for the Harrisburg parties and Your Honor presiding telephonically from the 11th floor Hearing Room in the Pittsburgh State Office Building.

I. INTRODUCTION

On September 6, 2006, Duquesne Light Company (“Duquesne”) and DQE Communications Network Services LLC (collectively referred to as “Applicants”) filed separately docketed Applications seeking Commission approval for the acquisition of their corporate parent, Duquesne Light Holdings, Inc. by DQE Holdings LLC, a Delaware limited liability company owned by the Macquarie Consortium (a group of investment

funds the majority of which are managed by Macquarie Bank Limited and its subsidiaries).

On September 12, 2006, OTS filed a Notice of Appearance. The original OALJ Notice of October 18, 2006, sent to the parties established the November 28th Initial Prehearing Conference date and identified Larry Gesoff as the presiding Administrative Law Judge (“ALJ”). By the subsequent OALJ Corrected Notice of October 24th, Your Honor was so identified.¹

OTS Prosecutors Shields and Eckenrod will fully participate in the Initial Prehearing Conference and all phases of the litigation and expect to have individual and group settlement conferences with counsel for the other parties. OTS has already submitted a number of interrogatories to the Applicants and received responses.

II. ISSUES

The following list represents OTS’s preliminary determination of the potential major issues in this case. The listing is as complete as can be made by the OTS at this time. OTS specifically reserves the right to address other issues, as it deems appropriate when any such relevant issues arise. This present listing of OTS potential issues are as follows:

¹ Since the OALJ Notices listed both application dockets together, it is presumed that the proceedings will be consolidated for hearing, briefing and decision. At the initial Prehearing Conference and/or during these proceedings, OTS is prepared to assist in identifying any issues that need to be separated out as relevant or applicable to only one of the two application dockets.

Affirmative Public Benefit
Lack Of Adequate Ring-Fencing To Protect Duquesne Light
Potential Adverse Affect On Duquesne Light's Future Capital Costs
Effect Upon Future Rate Levels

III. WITNESSES

It is currently expected that OTS may call the following expert witness, without being limited thereto:²

Michael Gruber, Fixed Utility Valuation Engineer
mgruber@state.pa.us

Kevan Deardorff, Fixed Utility Analyst
kdeardorff@state.pa.us

OTS reserves the right to call additional witnesses or delete the name of the witness listed above. The above listing is provided without the benefit of complete discovery or analysis of the positions of potential other parties to these proceedings. As a result of the OTS analysis of the Applicants responses to the OTS and other parties' interrogatories and to any other relevant information or documents, prepared direct testimony may be submitted by either or both of the identified OTS expert witnesses.

² OTS would ask the active parties to include the e-mail address of these OTS Technical Witnesses in their respective E-mail distribution list (in addition to OTS Prosecutors Shields and Eckenrod) for **any and all** e-mail messages distributed regarding this proceeding.

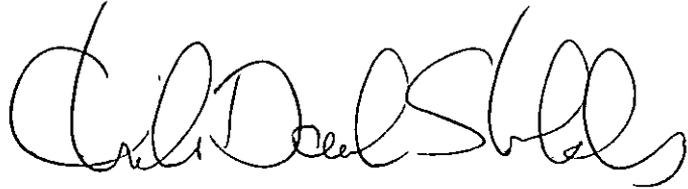
IV. CONCLUSION

For purposes of satisfying in-hand requirements for discovery responses, prepared testimony and briefs, OTS will accept electronic delivery of documents with a follow-up hard copy provided by regular first class mail.

OTS represents that we will make all good faith efforts to attempt to successfully resolve this matter through settlement. In the event such discussions and/or any other efforts fail to result in a full and complete resolution of the matter, OTS is prepared to fully litigate these two consolidated application proceedings.

The proposed litigation schedule attached to the Applicants prehearing conference memorandum as Appendix A has previously been agreed to by OTS.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Charles Daniel Shields", written over a horizontal line.

Charles Daniel Shields
Robert V. Eckenrod
Prosecutors
Office of Trial Staff

Pennsylvania Public Utility Commission
Post Office 3265
Harrisburg, Pennsylvania 17105-3265

Dated: November 27, 2006



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December 19, 2006

VIA E-MAIL

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**DOCUMENT
FOLDER**

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2006 DEC 20 AM 11:41
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 Mr. McCaffrey:

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

CP Set II – 9 and 10

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

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).

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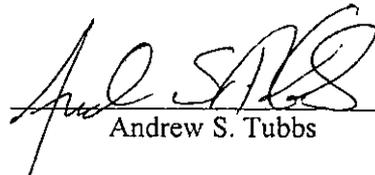
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Date: December 19, 2006



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SECRETARY'S BUREAU

2006 DEC 20 AM 11:17

December 19, 2006

**DOCUMENT
FOLDER**

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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 - 7

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

Yours truly,

Andrew S. Tubbs

AST/skr

Enclosures

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

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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

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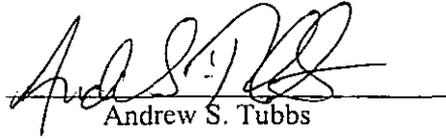
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Date: December 19, 2006



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December 20, 2006

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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 - 10

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).

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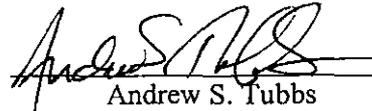
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Date: December 20, 2006


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December 20, 2006

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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 Mr. MacGregor, Mr. Gang, and Mr. Tubbs:

On behalf of Strategic Energy, LLC, enclosed please find its Interrogatories, Set II addressed to Duquesne Light Company and Macquarie Consortium/Group.

Sincerely,

Erin H. Creahan
Associate Counsel

EHC:cab
Enclosure

cc: Cert. Of Service w/enc.
James McNulty w/cert of service only

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).

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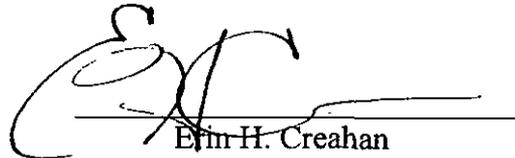
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Dated: December 20, 2006



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December 21, 2006

DOCUMENT
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VIA FEDEX

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

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, et al., Docket Nos. A-110150F0035, et al.*

Dear Secretary McNulty:

In accordance with 52 Pa. Code § 5.412(f), enclosed are the original and three copies of a certificate of service for the Direct Testimony of David Hughes on Behalf of Citizen Power, Inc. in the referenced proceeding. Kindly date stamp the two extra enclosed copies and return them to the undersigned in the enclosed envelope.

If there are any problems with this submission, please contact the undersigned at the number above. Thank you.

Respectfully yours,

STINSON MORRISON HECKER LLP

John E. McCaffrey

Enclosures

cc: Certificate of service

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DEC 21 2006

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

KANSAS CITY
OMAHA
OVERLAND PARK
PHOENIX
ST. LOUIS
WASHINGTON, D.C.
WICHITA

**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 :
Holding, Inc. by Merger :

A-110150F0035

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and :

DEC 21 2006

Application of DQE Communications Network :
Services, LLC, for a Certificate of Public :
Convenience under Section 1101(a)(3) of the :
Public Utility Code approving the acquisition of :
Duquesne Light Holding, Inc. by Merger :

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU
A-311233F0002

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the forgoing Direct Testimony of David Hughes on Behalf of Citizen Power, Inc. upon the participants listed below, in accordance with the requirements of § 1.54 (relating to service by a participant) and the Presiding Administrative Law Judge's November 29, 2006 Prehearing Order.

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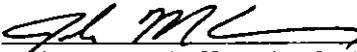
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The Honorable Robert P. Meehan
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1103 State Office Building
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Pittsburgh, PA 15222

Dated at Washington, D.C., this 21st day of December, 2006.

By: 
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December 21, 2006

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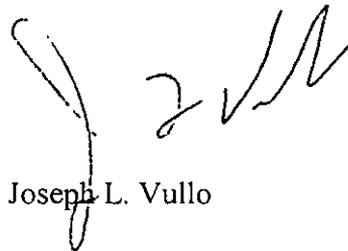
RE: In Re: Duquesne Light Company and DOE Communication Network
Services, LLC - Application for Merger
Docket Nos: A-110150F0035 and A-311233F0002

Dear Secretary McNulty:

Enclosed please find an original and two copies of a Certificate of Service indicating service of Community Action Association of Pennsylvania's Statement No. 1, the Direct Testimony of John A. Wilson, on the presiding officers and all parties of record.

If you need anything further in order to effect filing, please do not hesitate to contact me.

Respectfully submitted,



Joseph L. Vullo

JLV/jar
encls.

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

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**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 : Docket No. A-110150F0035
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

The undersigned hereby certifies that he served a copy of the Community Action Association of Pennsylvania Statement No. 1, Direct Testimony of John A. Wilson upon the following participants this 21st day of December, 2006, via first-class mail and electronic mail:

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December 26, 2006

VIA FEDERAL EXPRESS

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

**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 Administrative Law Judge Meehan:

Enclosed, for filing, are an original and three (3) copies of the Objections of Duquesne Light Company and DQE Communications Network Services LLC to Strategic Energy, LLC's Request for the Production of Documents – Second Set 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,

Michael W. Gang
Michael W. Gang

MWG/jl

Enclosures

cc: James J. McNulty, Secretary (for filing)
Certificate of Service

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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).

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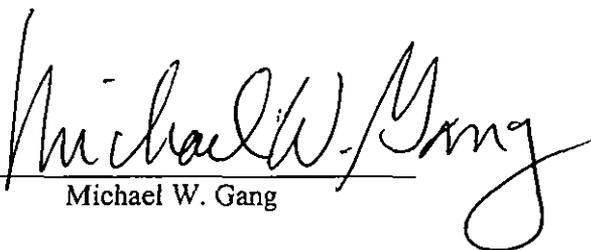
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Date: December 26, 2006


Michael W. Gang

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**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	:	A -311233F0002
1102(a)(3) of the Public Utility Code	:	
Approving the Acquisition of Duquesne	:	
Light Holdings, Inc. by Merger	:	

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**OBJECTIONS OF
DUQUESNE LIGHT COMPANY AND DQE COMMUNICATIONS
NETWORK SERVICES LLC TO STRATEGIC ENERGY, LLC'S REQUEST FOR THE
PRODUCTION OF DOCUMENTS - SECOND SET**

Duquesne Light Company and DQE Communications Network Services LLC

("Duquesne" or the "Company"), pursuant to 52 Pa. Code § 5.342(c), hereby files with the Pennsylvania Public Utility Commission ("PUC" or the "Commission") these Objections to the December 20, 2006 Request for the Production of Documents Directed to Duquesne - Second Set ("Document Request") of the Strategic Energy, LLC's ("Strategic") in the above-captioned

proceeding. In support thereof, Duquesne avers as follows:

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**DOCUMENT
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I. INTRODUCTION

1. By letter dated December 20, 2006, Strategic served its Interrogatories-Second Set ("Interrogatories") and Document Request. The Interrogatories posed and the documents requested in Interrogatories 5, 6, 7(b), 8 and 9 seek to obtain information far beyond the scope of this proceeding and are not relevant to this proceeding. Instead, the information sought by the identified Strategic interrogatories concerns the pre merger, existing contractual

arrangements between Duquesne Power and Duquesne Light Energy to obtain power for sale to retail customers by Duquesne Light Energy as an electric generation supplier (“EGS”). Strategic allegedly seeks discovery as to such contract because Duquesne Light Company also obtains power from Duquesne Power to provide Provider of Last Resort Service and Strategic believes there “must be” subsidies in such existing arrangement. Because there are no proposals in this merger proceeding to change such existing arrangements, the discovery is not relevant to the merger proceeding. The proposed merger transaction at issue in this proceeding simply does not address such issues. Indeed, such arrangements would continue if there were no merger. Instead, the issues raised and discovery that is sought are specifically the subject of Duquesne Light Company’s 2007 POLR filing as a result of a settlement of Duquesne Light Company’s rate case, to which Strategic is a signatory party. As a result, the matters as to which Strategic seeks discovery are not subject to discovery in this proceeding and address matters more appropriate for review by interested parties in Duquesne’s upcoming POLR IV filing. A copy of Strategic’s Interrogatory Set II is attached hereto as Appendix A.

2. Discussions between Duquesne and Strategic relative to the objectionable interrogatories were limited due to the timing of their submittal on December 20, 2006 and the holiday season. However, the Company previously informed counsel for Strategic that the Company found that Strategic’s Set I interrogatories, which more generally addressed similar issues, to be objectionable but due to their general nature the Company agreed to provide limited responses. At that time, the Company also informed Strategic’s counsel that further inquiry into these topics would likely lead to more formal objections.

3. Duquesne has discussed its objections with counsel for Strategic but the timing of Strategic’s interrogatories and the holiday have limited the amount of time to discuss

these objections. Duquesne will continue its efforts to resolve its objections related to discovery on an informal basis. However, the objections go to the appropriate scope of the merger proceeding. The deadline for objections set forth at 52 Pa. Code § 5.342 requires the Company to file these objections at this time in order to protect its rights.

II. OBJECTIONS

4. Interrogatory Set II, No. 5 states as follows:
 5. Please refer to Duquesne's responses to Strategic's Interrogatories to Duquesne/Macquarie, Set I, Question 5. This response refers to a Master Power Purchase and Sale Agreement that governs the wholesale power supply transactions between Duquesne Light Energy and Duquesne Power.
 - a. Please provide a copy of the Master Power Purchase and Sale Agreement (Master Agreement).
 - b. Has Duquesne Light Energy purchased 100 percent of the power needed to fulfill its load obligation during each of the years 2005 and 2006 in the Duquesne service territory from Duquesne Power pursuant to the Master Agreement? If not, please identify the other counterparties from which Duquesne Light Energy purchased power during each of the years 2005 and 2006, and specify the percentage purchased from each counterparty for each of the three years.
 - c. Please provide a summary for each of the years 2005 and 2006, of the transactions executed between Duquesne Light Energy and Duquesne Power, pursuant to the Master Power Purchase and Sale Agreement. In this summary, please include a year-to-date total for 2006 and an annual total for 2005 of the number of megawatt-hours that Duquesne Light Energy purchased from Duquesne Power under the Master Agreement. Also, in this summary, please include a year-to-date total for 2006 and an annual total for 2005 of the amount paid by Duquesne Light Energy to Duquesne Power for the power purchase transactions under the Master Agreement.

5. Duquesne objects to Interrogatory Set II, No. 5 because it seeks information that is wholly irrelevant to the pending proceeding, is unduly burdensome and would amount to an unreasonable investigation. Requesting a copy of the existing Master Power Purchase and Sale Agreement (“Master Agreement”) and the transactions executed by and between Duquesne Light and Duquesne Power under the Master Agreement are not issues relevant to the pending merger proceeding. Since the contract currently exists and existed prior to announcement of the merger, it is not the result of and has nothing to do with the merger transaction. In this regard, it is to be noted that Section 2811(e)(1) provides as follows:

“In the exercise of authority the commission otherwise may have to approve the mergers or consolidations by electric utilities or electricity suppliers, or the acquisition or disposition of assets or securities of other public utilities or electricity suppliers, the commission shall consider whether 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.”

This provision is focused on the effects of the merger on retail competition.

Strategic’s attempts to convert this proceeding into an investigation of current pre merger practices is clearly beyond the scope of this proceeding.

In addition to the lack of probative value in the pending proceeding, Strategic, a licensed EGS in Pennsylvania and competitor of Duquesne Light Energy seeks by this discovery to receive and review the competitively sensitive information contained in the Master Agreement. Finally, it is noted that Strategic alleges in its direct testimony filed in this proceeding on December 21, 2006, (attached as Appendix B) one day after service of the interrogatory, that it wishes to pursue issues relating to alleged subsidies of Duquesne Light

Energy in this merger proceeding. However, as tacitly admitted on page 13 of such testimony, Strategic, with full knowledge that there would be a merger proceeding, joined in a Settlement of Duquesne Light Company's base rate proceeding, in which Strategic agreed as follows:

As part of Duquesne Light's filing to establish Default Service (i.e. POLR) rates effective January 1, 2008, Duquesne Light will submit an analysis addressing whether any portion of Duquesne Light's operations is subsidizing its affiliates, including its affiliate EGS, Duquesne Light Energy. Duquesne Light may also include an analysis of whether any portion of Duquesne Light's operations is subsidizing other EGSs. (Joint Petition for Settlement, at R-00061346, filed September 14 2006, ¶ 17, o.

The rate case Settlement, which was approved by the Commission by Order entered December 1, 2006, clearly provides for an examination of such issues in the upcoming POLR proceeding. Further, in its testimony in this proceeding, Strategic requests an investigation of such alleged subsidies and consolidation of the merger proceeding with the POLR proceeding (Testimony of Richard Hudson, at p. 16, Appendix B). Again, Strategic has recognized that the appropriate place for examination of the issues it seeks to raise is the POLR proceeding.

The primary thrust of Strategic's interest in this proceeding as stated in its Protest is to ensure that the proposed transaction continues to advance the development of the competitive markets in Pennsylvania. Despite this, Strategic improperly attempts to expand this merger proceeding to include an examination of already existing procedures used by Duquesne Light Company and Duquesne Light Energy to obtain power. Strategic's attempt to review and change current power procurement procedures is not relevant to a merger proceeding and is contrary to Strategic's agreement that these matters are to be addressed in Duquesne's upcoming POLR IV proceeding. As such, this request broadly encompasses information that has no

relevance whatsoever to the merger and therefore Duquesne believes that Strategic Set II No. 6 is overbroad and outside the proper scope of discovery established at 52 Pa. Code § 5.321.

6. Interrogatory Set II, No. 6 states as follows:

6. Please refer to Duquesne's responses to Strategic's Interrogatories to Duquesne/Macquarie, Set I, Question 7. This response states that Duquesne Light Energy "has a full requirements supply agreement with Duquesne Power to serve its customer load obligation."

a. Is the "full requirements supply agreement" referenced above the same as the Master Power Purchase and Sale Agreement referenced in Duquesne's responses to Strategic's Interrogatories to Duquesne/Macquarie, Set I, Question 5? If not, please provide a copy of the "full requirements supply agreement" and a summary for 2005 and 2006 of the number of megawatt-hours and of the amounts paid therefore by Duquesne Light Energy to Duquesne Power pursuant to this "full requirements supply agreement."

b. Does this "full requirements supply agreement", the Master Agreement referenced above, or any other agreement provide for Duquesne Power to perform the necessary scheduling, forecasting and PJM settlement reconciliation functions for Duquesne Light Energy's customer load obligation? If not, then who performs these functions?

7. Duquesne objects to Interrogatory Set II, No. 6 for all the reasons set forth above, as overboard, unduly burdensome and seeking information that is irrelevant and not reasonably calculated to lead to the discovery of relevant information.

8. Interrogatory Set II, No. 11 states as follows:

7. Please refer to Duquesne's response to Strategic's Interrogatories to Duquesne/Macquarie, Set I, Question 7. The response states that "[o]ther support functions are charged pursuant to the Administrative Services Agreement approved by the PUC."

b. Please provide an itemized listing of all items and/or functions charged to Duquesne Light Energy and Duquesne Power pursuant to the Administrative Services Agreement during each of the years 2005 and 2006, and include the amount charged for each item and/or

function. For purposes of this response, please provide year-to-date information for 2006.

9. Duquesne objects to Interrogatory Set II, No. 7(b) for all the reasons set forth above, as overbroad, unduly burdensome and seeking information that is irrelevant and not reasonably calculated to lead to the discovery of relevant information.

10. Interrogatory Set II, No. 8 states as follows:

8. Does Duquesne Power receive any financial or credit support, such as letters of credit, loan guarantees, or other credit facilities, from Duquesne Light Holdings, Duquesne Light Company, or any other affiliate or subsidiary company? If so, please provide copies of the terms and/or conditions, internal corporate policies, or any other descriptive documentation related to such financial or credit support. In addition, please indicate the amount, if any, that Duquesne Power pays to other affiliate companies as compensation for use of such credit facilities.

11. Duquesne objects to Interrogatory Set II, No. 8 for all the reasons set forth above, as overbroad, unduly burdensome and seeking information that is irrelevant and not reasonably calculated to lead to the discovery of relevant information.

12. Interrogatory, Set II No. 9 states as follows:

9. Please refer to Duquesne's response to Strategic's Interrogatories to Duquesne/Macquarie, Set I, Questions 5, 6 and 7.

a. Does Duquesne Light Energy post any collateral with Duquesne Power associated with the power purchase transactions executed pursuant to the "full requirements supply agreement" or "Master Power Purchase and Sale Agreement"? If so, please provide the amount of collateral that Duquesne Light Energy posted with Duquesne Power for each of the years 2005 and 2006.

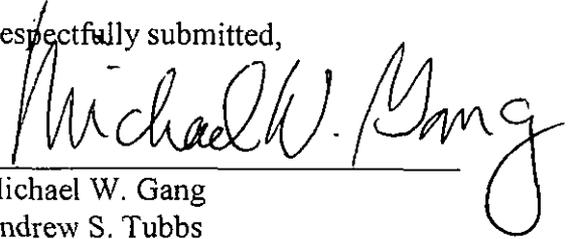
b. Duquesne's response to Strategic's Interrogatories to Duquesne/Macquarie, Set I, Question 6, states that "Duquesne Light Holdings provides parent guarantees on behalf of Duquesne Light Energy in support of its membership in the PJM Regional Transmission Organization and the Midwest

Independent Transmission System Operator.” Please explain how Duquesne Light Energy compensates Duquesne Light Holdings for these parent guarantees.

13. Duquesne objects to Interrogatory Set II, No. 9 for all the reasons set forth above, as overbroad, unduly burdensome and seeking information that is irrelevant and not reasonably calculated to lead to the discovery of relevant information.

THEREFORE, for the reasons set forth above, Duquesne Light Company and DQE Communications Network Services LLC's objections to the Strategic Interrogatories Set II should be sustained.

Respectfully submitted,



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DQE Holdings LLC

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Duquesne Light Company for a Certificate of Public Convenience	:	Docket Nos. A-11050F0035
Approving the Acquisition of Duquesne Light Holdings, Inc. by Merger	:	
Application of DQE Communications Network Services LLC for a Certificate of Public Convenience Approving the Acquisition of Duquesne Light Holdings, Inc. by Merger	:	A-311233F002

**INTERROGATORIES OF STRATEGIC ENERGY, ADDRESSED TO
DUQUESNE LIGHT COMPANY AND MACQUARIE CONSORTIUM/GROUP**

SET II

Pursuant to 52 Pa. Code §§ 5.341, 5.342 and 5.349, Strategic Energy, LLC ("Strategic") hereby propounds the following interrogatories and requests for documents upon Duquesne Light Company ("Duquesne" or the "Company") and Macquarie Group ("Macquarie"), to be answered by those officers, employees or agents of Duquesne and Macquarie as may be cognizant of the requested information and who are authorized to answer on behalf of Duquesne and Macquarie. These interrogatories and requests for documents are propounded on a continuing basis so as to require you to submit supplemental answers and/or documents should additional information become known that would have been includable in your answers and document production had they been known or available, or should information and/or documents supplied in the answers or production prove to be incorrect or incomplete. Strategic reserves the right to propound additional interrogatories and to request additional documents as and if additional

information is required. In accordance with 52 Pa. Code §§ 5.342(d) and 5.349(d), the interrogatories are to be answered in writing under oath and documents are to be furnished and served in-hand upon the undersigned within the time period prescribed by the Commission for this docket.

The Instructions and Definitions from Strategic's First Set of Interrogatories to Duquesne/Macquarie, propounded on November 21, 2006, are applicable herein.

**INTERROGATORIES AND REQUEST FOR PRODUCTION OF DOCUMENTS
OF STRATEGIC ENERGY**

SET II

1. Please refer to Morgan O'Brien's direct testimony, page 10, lines 14-23.
 - a. Please explain the role that Duquesne Light Energy has in the "Back to Basics" strategy described by Mr. O'Brien.
 - b. Mr. O'Brien's testimony refers to a new management philosophy that focuses on Duquesne's "core" business and reflects Duquesne's role as a "wires" company. Please explain how Duquesne Light Energy's activities in the competitive retail supply business are consistent with the new management philosophy of focusing on Duquesne's role as a "wires" company.

ANSWER:

2. Please refer to Duquesne's Responses to Strategic's Interrogatories to Duquesne/Macquarie, Set 1, Question 2.

Under the document titled, "WRITTEN PROCEDURES IMPLEMENTING FERC STANDARDS OF CONDUCT FOR TRANSMISSION PROVIDERS FOR DUQUESNE LIGHT COMPANY AND ITS MARKETING AND ENERGY AFFILIATES," item "b. *Shared Facilities*" under "Required OASIS Postings," states that Duquesne posts to its OASIS a "list of facilities shared by the Company and any Marketing of Energy Affiliate, including for each such facility the type of facility and its address."

Please provide the list described above and any accompanying information that is presently posted to Duquesne's OASIS along with the list.

ANSWER:

3. Please refer to Duquesne's Responses to Strategic's Interrogatories to Duquesne/Macquarie, Set 1, Question 2.

Under the document titled, "WRITTEN PROCEDURES IMPLEMENTING FERC STANDARDS OF CONDUCT FOR TRANSMISSION PROVIDERS FOR DUQUESNE LIGHT COMPANY AND ITS MARKETING AND ENERGY AFFILIATES," item "c. *Organizational Charts and Job Descriptions*" under "Required OASIS Postings," states that Duquesne posts to its OASIS a series of organizational charts and other information describing business functions of various business units.

- a. Please provide an exact copy as presently posted on Duquesne's OASIS of Charts 1, 2, 3, and 4, described in item "c. *Organizational Charts and Job Descriptions*" referenced above.
- b. Please provide the "descriptions of various functions performed by those business units of the Company constituting shared resources," referred to in "c. *Organizational Charts and Job Descriptions*" referenced above.

ANSWER:

4. Please refer to Duquesne's Responses to Strategic's Interrogatories to Duquesne/Macquarie, Set 1, Question 2.

Under the document titled, "WRITTEN PROCEDURES IMPLEMENTING FERC STANDARDS OF CONDUCT FOR TRANSMISSION PROVIDERS FOR DUQUESNE LIGHT COMPANY AND ITS MARKETING AND ENERGY AFFILIATES," item "d. *Potential Merger Partners*" under "Required OASIS Postings," states that Duquesne will posts to its OASIS information on any pending mergers.

Please provide copies of any information that is presently posted, or has previously been posted, to Duquesne's OASIS related to the Duquesne-Macquarie acquisition.

ANSWER:

5. Please refer to Duquesne's responses to Strategic's Interrogatories to Duquesne/Macquarie, Set I, Question 5. This response refers to a Master Power Purchase and Sale Agreement that governs the wholesale power supply transactions between Duquesne Light Energy and Duquesne Power.
- a. Please provide a copy of the Master Power Purchase and Sale Agreement (Master Agreement).
 - b. Has Duquesne Light Energy purchased 100 percent of the power needed to fulfill its load obligation during each of the years 2005 and 2006 in the Duquesne service territory from Duquesne Power pursuant to the Master Agreement? If not, please identify the other counterparties from which Duquesne Light Energy purchased power during each of the years 2005 and 2006, and specify the percentage purchased from each counterparty for each of the three years.
 - c. Please provide a summary for each of the years 2005 and 2006, of the transactions executed between Duquesne Light Energy and Duquesne Power, pursuant to the Master Power Purchase and Sale Agreement . In this summary, please include a year-to-date total for 2006 and an annual total for 2005 of the number of megawatt-hours that Duquesne Light Energy purchased from Duquesne Power under the Master Agreement. Also, in this summary, please include a year-to-date total for 2006 and an annual total for 2005 of the amount paid by Duquesne Light Energy to Duquesne Power for the power purchase transactions under the Master Agreement.

ANSWER:

6. Please refer to Duquesne's responses to Strategic's Interrogatories to Duquesne/Macquarie, Set I, Question 7. This response states that Duquesne Light Energy "has a full requirements supply agreement with Duquesne Power to serve its customer load obligation."
- a. Is the "full requirements supply agreement" referenced above the same as the Master Power Purchase and Sale Agreement referenced in Duquesne's responses to Strategic's Interrogatories to Duquesne/Macquarie, Set I, Question 5? If not, please provide a copy of the "full requirements supply agreement" and a summary for 2005 and 2006 of the number of megawatt-hours and of the amounts paid therefore by Duquesne Light Energy to Duquesne Power pursuant to this "full requirements supply agreement."
 - b. Does this "full requirements supply agreement", the Master Agreement referenced above, or any other agreement provide for Duquesne Power to perform the necessary scheduling, forecasting and PJM settlement reconciliation functions for Duquesne Light Energy's customer load obligation? If not, then who performs these functions?

ANSWER:

7. Please refer to Duquesne's response to Strategic's Interrogatories to Duquesne/Macquarie, Set I, Question 7. The response states that "[o]ther support functions are charged pursuant to the Administrative Services Agreement approved by the PUC."
- a. Please provide a copy of the presently effective, PUC approved Administrative Services Agreement.
 - b. Please provide an itemized listing of all items and/or functions charged to Duquesne Light Energy and Duquesne Power pursuant to the Administrative Services Agreement during each of the years 2005 and 2006, and include the amount charged for each item and/or function. For purposes of this response, please provide year-to-date information for 2006.
 - c. What changes are anticipated by Duquesne or Macquarie to the Administrative Services Agreement if the proposed acquisition closes? Please provide a red-lined copy of the Administrative Services Agreement indicating the changes.

ANSWER:

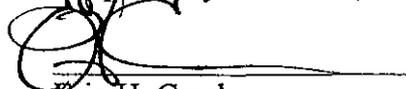
8. Does Duquesne Power receive any financial or credit support, such as letters of credit, loan guarantees, or other credit facilities, from Duquesne Light Holdings, Duquesne Light Company, or any other affiliate or subsidiary company? If so, please provide copies of the terms and/or conditions, internal corporate policies, or any other descriptive documentation related to such financial or credit support. In addition, please indicate the amount, if any, that Duquesne Power pays to other affiliate companies as compensation for use of such credit facilities.

ANSWER:

9. Please refer to Duquesne's response to Strategic's Interrogatories to Duquesne/Macquarie, Set I, Questions 5, 6 and 7.
- a. Does Duquesne Light Energy post any collateral with Duquesne Power associated with the power purchase transactions executed pursuant to the "full requirements supply agreement" or "Master Power Purchase and Sale Agreement"? If so, please provide the amount of collateral that Duquesne Light Energy posted with Duquesne Power for each of the years 2005 and 2006.
 - b. Duquesne's response to Strategic's Interrogatories to Duquesne/Macquarie, Set I, Question 6, states that "Duquesne Light Holdings provides parent guarantees on behalf of Duquesne Light Energy in support of its membership in the PJM Regional Transmission Organization and the Midwest Independent Transmission System Operator." Please explain how Duquesne Light Energy compensates Duquesne Light Holdings for these parent guarantees.

ANSWER:

Respectfully submitted,



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