



Duquesne Light

Our Energy... Your Power

Legal Department
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June 20, 2014

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

VIA OVERNIGHT MAIL

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building, 2nd Floor
400 North Street
Harrisburg, PA 17105

RE: Securities Certificate of Duquesne Light Company in Respect to the Issuance of
Financial Instruments – Docket No. S-2014-_____

Dear Secretary Chiavetta:

Enclosed for filing on behalf of Duquesne Light Company is a request for approval and issuance of a Securities Certificate with respect to the issuance of financial instruments in an amount not to exceed \$600 million through December 31, 2017. Please note that I have also enclosed a check in the amount of \$350 representing the filing fee for the certificate, and a CD with an electronic copy of the filing.

If you have any questions regarding this matter, please contact me at 412-393-1058 or rhoaglund@duqlight.com.

Respectfully submitted,

Robert H. Hoaglund II
Assistant General Counsel

RHH/plg

Enclosures

cc: Certificate of Service

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**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

In re: Securities Certificate of :
DUQUESNE LIGHT COMPANY : Securities Certificate
in respect to the issuance of :
Financial Instruments in an : No. S-2014-_____
Aggregate Principal Amount Not :
to Exceed \$600 Million :

SECURITIES CERTIFICATE

TO THE PENNSYLVANIA PUBLIC UTILITY COMMISSION:

1. Name and address of the public utility filing this securities certificate:

Duquesne Light Company
411 Seventh Avenue
Pittsburgh, PA 15219-1905

2. Duquesne Light Company ("Duquesne Light") is a duly incorporated Pennsylvania public utility that was formed in 1912 and is engaged in the distribution of electric service to the public, primarily within Allegheny and Beaver Counties in Pennsylvania. Duquesne Light is a subsidiary of Duquesne Light Holdings, Inc. ("DLH") and DLH is a wholly owned subsidiary of DQE Holdings LLC (Duquesne Light's ultimate parent). Duquesne Light's principal business is the transmission and distribution of electricity to customers within its service territory. Duquesne Light delivers electricity to approximately 591,000 customers, of which nearly 89% are residential customers. The Company's transmission and delivery system consists of approximately 45,000 miles of overhead power lines, 212,000 utility poles and 103,000 transformers over a territory of approximately 817 square miles.

3. On April 18, 2013, the Pennsylvania Public Utility Commission registered a Securities Certificate for Duquesne Light (S-2013-2353620) allowing it to issue debt in the form of First Mortgage Bonds (“FMBs”), remarketed Pollution Control Revenue Refunding Bonds (“PCRRBs”), and long-term intercompany loans from its parent, DLH, in an aggregated amount not to exceed \$450,000,000 through December 31, 2015 (the “April 18 Order”). Currently there is \$160,000,000 remaining available under the existing certificate which is insufficient for Duquesne Light’s near term needs. Accordingly, Duquesne Light desires to replace and cancel the existing Securities Certificate and have a new Certificate issued with an authorization of \$600,000,000 of new debt. Duquesne Light requests authority to issue debt under this Securities Certificate through December 31, 2017.

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

- To help defray a portion of the significant upcoming capital expenditures currently estimated at approximately \$1 billion from 2014-2017, including capital expenditures associated with the Company’s Advanced Metering Infrastructure (“AMI”);
- To potentially redeem or repurchase up to \$108 million of outstanding preferred stock;
- to potentially refinance up to \$300 million of intercompany loans from DLH to Duquesne Light; and
- general corporate purposes, including funding of the pension plan

Duquesne Light's financing needs are discussed in detail below:

(a) Duquesne Light expects capital expenditures to average approximately \$250 million annually from 2014 to 2017. The estimated capital expenditures are for the significant transmission and distribution infrastructure improvements that the Company has planned which are necessary to maintain reliability for customers and meet regulatory requirements. Please refer to Exhibit C for more detail on the upcoming major capital expenditures. A portion of these capital expenditures would need to be financed by debt from this Securities Certificate.

(b) Given the current low interest rate environment, it may be economical for Duquesne Light to consider redeeming or repurchasing approximately \$108 million of currently outstanding preferred stock with the proceeds from a long-term debt issuance. Likewise, it may also be economical for Duquesne Light to consider refinancing all or a portion of its \$300 million of intercompany loans with longer dated first mortgage bonds, unsecured notes or other securities.

(c) As shown in Exhibit G, as of December 31, 2013, Duquesne Light maintained a ratio of equity to total capitalization of approximately 54%. Further debt issuances will allow Duquesne Light to maintain an appropriate capital structure.

(d) All funds issued under this Securities Certificate will be used for utility purposes.

5. As of the date of this request, the Security Certificate at S-2013-2353620, registered by the Commission on April 18, 2013 and referenced above, represents the

most recent permission to issue debt. Pursuant to that authority, \$290,000,000 of debt has been issued. Duquesne Light issued \$160,000,000 of FMBs on November 14, 2013 and \$130,000,000 of FMBs in two separate tranches on February 4, 2014. Total debt outstanding as of December 31, 2013 included FMBs in the amount of \$490,000,000, PCRRBs in the amount of \$109,905,000, and \$300,000,000 of long term intercompany loans through its parent, DLH.

The Company's current intercompany loan affiliated interest agreement that was approved by the Commission at Docket No. G-2010-2162823 provides for a maximum intercompany borrowing limit of \$300 million between Duquesne Light (as borrower) and DLH (as lender). On June 17, 2013, Duquesne Light filed for approval of a revised intercompany loan affiliated interest agreement at Docket Nos. G-2013-2369348 and S-2013-2353620 wherein Duquesne Light requested approval to increase its intercompany borrowing unit from \$300 million to \$500 million and clarification that approval to acquire new intercompany debt extended through December 31, 2015. Duquesne Light will continue to abide by the terms of its existing intercompany loan affiliate agreement at Docket No. G-2010-2162823 until the Commission rules on the Company's revised intercompany loan affiliated interest agreement at Docket Nos. G-2013-2369348 and S-2013-2353620.

6. The particulars of debt issuances are as follows:

(a) Exact title of security:

The title of each series of FMBs, PCRRBs or unsecured notes will be determined at the time of the establishment of such series. A

listing of currently outstanding debt and available PCRRBs is provided in Exhibit B.

(b) Aggregate amount to be issued:

Up to \$600,000,000 of FMBs, unsecured notes, PCRRBs, and/or affiliate borrowings.

(c) In the case of FMBs, unsecured notes and PCRRBs:

(i) Nominal date(s) of issuance:

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

(ii) Date(s) of maturity:

Varying, to be determined by market conditions at the time of the debt offering(s).

(iii) Interest rate and payment dates:

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

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

None.

(v) Callability provisions:

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

(vi) Conversion provisions:

Conversion provisions will depend on market conditions at the time.

(vii) Maintenance, depreciation and sinking fund provisions:

To be determined.

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

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

7. Subject to the approval of the Commission, as evidenced by the registration of this Securities Certificate, the Company proposes to issue and sell the new debt in one or more series from time to time directly to investors, through agents or to one or more underwriters for public offering, in private placements directly to one or more institutional investors or through agents, or through the execution of a promissory note in the event of intercompany debt, in each case on terms to be determined by

market conditions at the time of the sale and Commission requirements. As necessary, Duquesne Light will enter into one or more underwriting agreements, agency agreements or purchase agreements with underwriters, agents, or other purchasers. The price to be paid to the Company by the underwriters, agents or other purchasers of any bonds and the compensation received by such parties will be determined at the time of sale.

Consistent with the terms of its existing Affiliated Interest Agreement (G-2010-2162823), in order to set the debt rate for intercompany debt, Duquesne Light will request indicative rates for a similarly structured external borrowing from at least three independent investment banks and will use the lowest rate received from the banks. In addition, the maximum borrowing rate from DLH will be 7.5%. These provisions are also consistent with the terms of the Company's revised loan intercompany affiliated interest agreement that is pending Commission approval at Docket Nos. G-2013-2369348 and S-2013-2353620.

8. While the exact type of debt to be issued is not known at this time and will be determined at a later date after comparing market rates, issuance costs, and other factors, the Company, at the time of this filing, expects to issue the debt in the following forms: First Mortgage Bonds - \$450 million and reissuance of Pollution Control Bonds - \$150 million.

With regard to issuance expenses, assuming two FMB issuances without registration rights of \$300 million and \$150 million, and one PCRRB remarketing of \$150 million, the overall issuance expenses to be incurred are estimated as follows:

<i>Placement Fees</i>	\$	4,825,000
<i>Legal Fees</i>		2,150,000
<i>Trustee Fees</i>		50,000
<i>Printing Fees</i>		50,000
<i>Rating Agency Fees</i>		500,000
<i>Miscellaneous</i>		300,000
<i>Total</i>	\$	7,875,000

Expenses will vary with the number of sales of debt securities and the type of debt securities sold.

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

- EXHIBIT A Balance sheets of Duquesne Light Company as of December 31, 2013 and December 31, 2012, and statements of operations and cash flows for the year ended December 31, 2013 both on a comparative basis with the year ended December 31, 2012
- EXHIBIT B Duquesne Light Company outstanding long term debt, available PCRRBs, and outstanding preferred stock
- EXHIBIT C Estimated capital expenditures from 2014 to 2017
- EXHIBIT D Statement of Utility Plant by Classified Accounts of Duquesne Light as of December 31, 2013
- EXHIBIT E Journal entries showing all charges and credits to be made on the books of account of Duquesne Light as a result of a proposed issuance
- EXHIBIT F Source and Uses of Funds estimate 2014 to 2017


- EXHIBIT G Duquesne Light Company capital structure as of December 31, 2013 and the December 31, 2013 capital structure adjusted to reflect the securities activity contemplated in this petition
- EXHIBIT H Duquesne Light Company three-year history of credit ratings
- EXHIBIT I Current and projected selected financial ratios for Duquesne Light Company
- EXHIBIT J Unregulated affiliates of Duquesne Light Company
- EXHIBIT K Duquesne Light Company Pension Update
- EXHIBIT L Responses to Standard Data Requests

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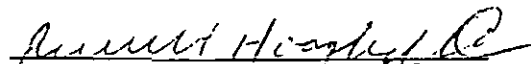
Wherefore, Duquesne Light Company requests issuance of a Securities Certificate authorizing the issuance of debt in the amount of \$600,000,000 through December 31, 2017, to grant authority to enter into any act incidental to related issuances and to grant such other relief as may be required or appropriate to conduct the transactions described herein.

Dated this 20th day of June, 2014.

DUQUESNE LIGHT COMPANY

By: 
Mark E. Kaplan
Senior Vice President and
Chief Financial Officer

By Counsel:


Robert H. Hoaglund II (ID# 313383)
Duquesne Light Company
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Pittsburgh, PA 15219
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Duquesne Light Company and Subsidiaries
Consolidated Statements of Operations (Millions of Dollars)

	Years Ended December 31,	
	2013	2012
Operating Revenues:		
Retail sales of electricity	\$ 760.5	\$ 829.0
Other	21.4	21.8
Total Operating Revenues	781.9	850.8
Operating Expenses:		
Purchased power	162.2	201.7
Change in fair value of energy contracts	(12.7)	(22.0)
Other operating and maintenance	213.9	214.3
Depreciation and amortization	113.3	109.7
Taxes other than income taxes	46.6	55.5
Total Operating Expenses	523.3	559.2
Operating Income	258.6	291.6
Investment and Other Income	7.2	8.5
Interest and Other Charges	(41.7)	(41.6)
Income Before Income Taxes	224.1	258.5
Income Tax Expense	94.4	105.1
Net Income	129.7	153.4
Dividends on Preferred Stock	6.2	6.2
Earnings Available for Common Stock	\$ 123.5	\$ 147.2

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Duquesne Light Company and Subsidiaries
Consolidated Balance Sheets (Millions of Dollars)

Assets	As of December 31,	
	2013	2012
Current Assets:		
Cash and cash equivalents	\$ 63.4	\$ 12.4
Restricted cash	1.2	1.6
Receivables:		
Electric customers	83.7	90.9
Unbilled electric customers	39.4	42.6
Other	11.4	8.8
Affiliate receivables	8.3	7.9
Less: Allowance for uncollectible accounts	(17.6)	(20.0)
Total Receivables - Net	125.2	130.2
Deferred income taxes - net	15.1	25.6
Materials and supplies (at average cost)	23.4	20.3
Regulatory assets	0.1	2.3
Derivative instruments	-	1.1
Other	4.0	3.6
Total Current Assets	232.4	197.1
Long-Term Investments	2.5	2.5
Property, Plant and Equipment:		
Electric plant in service	3,298.5	3,126.4
Construction work in progress	202.8	171.0
Gross property, plant and equipment	3,501.3	3,297.4
Less: Accumulated depreciation and amortization	(1,048.2)	(968.9)
Total Property, Plant and Equipment - Net	2,453.1	2,328.5
Other Non-Current Assets:		
Regulatory assets	556.2	738.1
Other	6.5	5.6
Total Other Non-Current Assets	562.7	743.7
Total Assets	\$ 3,250.7	\$ 3,271.8

Duquesne Light Company and Subsidiaries
Consolidated Balance Sheets (Millions of Dollars)

Liabilities and Capitalization	As of December 31,	
	2013	2012
Current Liabilities:		
Current debt maturities	\$ -	\$ 50.0
Accounts payable	64.6	44.5
Payable to affiliates	21.4	28.0
Accrued taxes	29.0	16.1
Accrued compensation	12.4	14.0
Derivative instruments	-	12.6
Accrued interest	9.2	8.6
Regulatory liabilities	2.1	6.7
Other	47.7	50.5
Total Current Liabilities	186.4	231.0
Non-Current Liabilities:		
Deferred income taxes - net	715.2	694.3
Pension liability	177.9	366.6
Other postretirement benefits	58.6	51.1
Legacy liabilities	27.0	31.1
Regulatory liabilities	5.1	2.5
Other	9.3	7.9
Total Non-Current Liabilities	993.1	1,153.5
Capitalization:		
Long-term debt	569.9	419.9
Long-term borrowings from affiliates	300.0	300.0
Preferred stock	108.1	108.1
Common Shareholder's Equity:		
Common stock (authorized - 90,000,000 shares; issued and outstanding 10 :	-	-
Capital surplus	986.3	986.3
Retained earnings	119.3	85.8
Accumulated other comprehensive loss	(12.4)	(12.8)
Total Common Shareholder's Equity	1,093.2	1,059.3
Total Capitalization	2,071.2	1,887.3
Total Liabilities and Capitalization	\$ 3,250.7	\$ 3,271.8

Duquesne Light Company and Subsidiaries
Consolidated Statements of Cash Flows (Millions of Dollars)

	Years Ended December 31,	
	2013	2012
Cash Flows From Operating Activities:		
Net income	\$ 129.7	\$ 153.4
Adjustments to reconcile net income to net cash provided from operating activities:		
Depreciation and amortization	113.3	109.7
Unrealized gains on derivative instruments	(12.7)	(22.0)
Deferred taxes and non-current taxes	31.9	106.5
Pension contribution	(55.0)	(43.5)
Other	46.8	36.7
Changes in working capital other than cash	24.9	(6.5)
Changes in affiliate receivable/payable	2.9	(11.6)
Net Cash Provided from Operating Activities	281.8	322.7
Cash Flows From Investing Activities:		
Capital expenditures	(221.2)	(194.1)
Other	(1.7)	(3.7)
Net Cash Used in Investing Activities	(222.9)	(197.8)
Cash Flows From Financing Activities:		
Issuance of long-term debt obligations	160.0	200.0
Repayments of long-term debt obligations	(50.0)	(200.0)
Revolving credit facility borrowings	70.0	85.0
Revolving credit facility repayments	(80.0)	(75.0)
Distributions to parent	(90.0)	(170.5)
Affiliated borrowings from parent	10.0	23.0
Affiliated borrowing repayments to parent	(20.0)	(13.0)
Dividends on preferred stock	(6.2)	(7.8)
Debt issuance costs	(1.7)	(1.4)
Net Cash Used in Financing Activities	(7.9)	(159.7)
Net (decrease) increase in cash and cash equivalents	51.0	(34.8)
Cash and cash equivalents at beginning of year	12.4	47.2
Cash and cash equivalents at end of year	\$ 63.4	\$ 12.4
Supplemental Cash Flow Information		
Cash paid during the year:		
Interest (net of amount capitalized)	\$ 38.1	\$ 40.0
Income taxes paid (refunded) - net	\$ 40.5	\$ 6.5

Duquesne Light Company and Subsidiaries
Consolidated Statements of Common Shareholder's Equity (Millions of Dollars)

	Capital Surplus	Retained Earnings	Accumulated Other Comprehensive Loss	Total
Balances at December 31, 2011	\$ 986.3	\$ 79.1	\$ (9.5)	\$ 1,055.9
Net income	-	153.4	-	153.4
Dividends on preferred stock	-	(6.2)	-	(6.2)
Distributions to parent	-	(140.5)	-	(140.5)
Other comprehensive loss	-	-	(3.3)	(3.3)
Balances at December 31, 2012	\$ 986.3	\$ 85.8	\$ (12.8)	\$ 1,059.3
Net income	\$ 986.3	\$ 85.8	\$ (12.8)	\$ 1,059.3
Dividends on preferred stock	-	129.7	-	\$ 129.7
Distributions to parent	-	(6.2)	-	\$ (6.2)
Other comprehensive loss	-	(90.0)	0.4	\$ (89.6)
Balances at December 31, 2013	\$ 986.3	\$ 119.3	\$ (12.4)	\$ 1,093.2

Duquesne Light Company - Long-term Debt

Instrument Type	CUSIP	Amount	Term	Maturity	Optional Redemption	Rate	Authority
4.76% Series S First Mortgage Bond	266228C@2	\$200,000,000	30	2/3/2042	Make Whole	4.76%	N/A
4.97% Series T First Mortgage Bond	266228C#0	\$160,000,000	30	11/14/2043	Make Whole	4.97%	N/A
5.02% Series U First Mortgage Bond	266228D*3	\$45,000,000	30	2/4/2044	Make Whole	5.02%	N/A
5.12% Series V First Mortgage Bond	266228D@1	\$85,000,000	40	2/4/2054	Make Whole	5.12%	N/A
4.50% PCRB BCIDA Series 1999D	074876GD9	\$44,250,000	30	11/1/2029	Callable at Par	4.50%	BCIDA
4.75% PCRB BCIDA Series 1999B	074876GZ0	\$13,700,000	7	5/1/2018	Extraordinary	4.75%	BCIDA
4.75% PCRB BCIDA Series 1999C	074876FJ7	\$18,000,000	7	5/1/2018	Extraordinary	4.75%	BCIDA
4.75% PCRB OWDA Series 1999C	677660SA1	\$33,955,000	7	5/1/2018	Extraordinary	4.75%	OWDA
Intercompany Loan A	N/A	\$100,000,000	10	7/1/2020	No Penalty	4.71%	N/A
Intercompany Loan B	N/A	\$50,000,000	10	9/29/2020	No Penalty	4.25%	N/A
Intercompany Loan C	N/A	\$150,000,000	10	6/30/2021	No Penalty	4.53%	N/A
PCRB BCIDA Series 1999A	074876FL2	\$25,000,000	TBD	4/1/2031	Per Mode	TBD	BCIDA (A)
PCRB BCIDA Series 1999E	074876FH1	\$75,500,000	TBD	3/1/2031	Per Mode	TBD	BCIDA (A)
PCRB OWDA Series 1999A	677660RY0	\$49,500,000	TBD	3/1/2031	Per Mode	TBD	OWDA (A)
PCRB OWDA Series 1999B	677660RZ7	\$13,500,000	TBD	3/1/2031	Per Mode	TBD	OWDA (A)
PCRB OAQDA Series 1999A	677525PN1	\$21,500,000	TBD	3/1/2031	Per Mode	TBD	OAQDA (A)
PCRB OAQDA Series 1999B	677525PJ0	\$20,500,000	TBD	10/1/2027	Per Mode	TBD	OAQDA (A)
PCRB OAQDA Series 1999C	677525PP6	\$4,655,000	TBD	3/1/2031	Per Mode	TBD	OAQDA (A)

(A) Bond currently owned by Duquesne Light Company.

Duquesne Light Company - Preferred Stock

Instrument Type	CUSIP	Amount	\$/Share	# of Shares	Maturity	Mode	Rate
DLC 3.75% Series	266228303	\$7,400,000	\$50	148,000	Perpetual	Fixed	3.75%
DLC 4.10% Series	266228501	\$5,993,000	\$50	119,860	Perpetual	Fixed	4.10%
DLC 4.15% Series	266228600	\$6,622,500	\$50	132,450	Perpetual	Fixed	4.15%
DLC 4.20% Series	266228709	\$5,000,000	\$50	100,000	Perpetual	Fixed	4.20%
DLC 6.50% Series	266228824	\$74,950,000	\$50	1,499,000	Perpetual	Fixed	6.50%
DLC \$2.10 Series	266228204	\$7,970,000	\$50	159,400	Perpetual	Fixed	\$2.10

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Duquesne Light Company - Estimated Capital Expenditures

(\$ In millions)

Business Plan Category	Additional Description	2014	2015	2016	2017	Total 2014-	Average 2014-
Capital Programs							
Restoration of Service	Restoration of service resulting from major storms, weather, equipment failure, and other events that cause damage to our system.	\$ 37.2	\$ 37.8	\$ 42.1	\$ 43.3	\$ 160.4	\$ 40.1
Customer Comments	Capital work to meet customer requests ranging from simple overhead services to complex commercial and industrial installations.	22.8	23.1	25.4	26.2	\$ 97.5	\$ 24.4
Overhead Programs	Overhead distribution and transmission programs including replacement of failed equipment or equipment that is approaching end of life and extension of distribution circuits with available capacity to relieve overloaded circuits.	11.3	14.7	16.3	16.8	\$ 59.1	\$ 14.8
Pole Replacement Program	Replace poles that are identified as needing replacement through our routine inspection program.	6.3	8.8	9.8	10.1	\$ 35.0	\$ 8.8
URD Rehabilitation Program	Rehabilitate older Underground Residential Distribution plans. Generally this involves replacing submersible transformer units with aboveground pad mounted transformers.	0.9	0.9	1.0	1.0	\$ 3.8	\$ 0.9
Underground Programs	Underground distribution programs including the replacement of failed underground equipment or equipment that is approaching end of life.	4.2	4.1	4.6	4.7	\$ 17.7	\$ 4.4
Substation Programs	Substation transmission and distribution programs including the replacement of failed substation equipment or equipment that is approaching end of life.	10.4	10.7	10.5	10.8	\$ 42.4	\$ 10.6
Breaker Replacements	Replacement of transmission and distribution breakers due to age or to meet increasing load requirements.	2.2	2.2	2.4	2.9	\$ 9.7	\$ 2.4
Subtotal - Capital Programs		\$ 95.3	\$ 102.4	\$ 112.1	\$ 115.9	\$ 425.6	\$ 106.4
Capital Projects							
Eliminate Eirama Substation	Eliminate equipment at Eirama Substation and upgrade equipment at the Wilson Substation to rectify operational issues due to the closing of the Eirama Power Station.	\$ 8.1	\$ -	\$ -	\$ -	\$ 8.1	\$ 1.5
Upgrade Eirama-Mitchell Z-11	Increase capacity on the Eirama-Mitchell Z-11 line by reconductoring.	2.4	-	-	-	2.4	0.6
Overhead Transmission Corrective Repairs	Replacement or upgrade of transmission line equipment and facilities.	1.6	-	-	-	1.6	0.4
Carson Street Underground Rehabilitation	Replace existing duct bank, cable, manholes, and telecommunication equipment due to PennDot project.	9.2	-	-	-	9.2	2.3
Crescent Substation	Install third transformer at the Crescent Substation to address potential overload conditions.	3.2	-	-	-	3.2	0.8
4kV Oil Circuit Breaker Retrofits	Replace end of life oil type distribution circuit breakers with new equipment.	1.1	-	-	-	1.1	0.3
Rebuild McKeesport Service Center	Replace existing aged Service Center in McKeesport area with a new facility.	2.2	-	-	-	2.2	0.6
345kV Underground Transmission Line	Creation of new 345kV underground transmission circuit (B1-Carson 302) from Brunot Island Substation to Carson Substation.	38.4	36.1	6.8	-	63.3	20.8
345 kV Shunt Reactors	Address high voltage on the 345 kV buses and underground circuits in the Pittsburgh area.	0.2	13.5	5.7	-	19.4	4.9
Universal - Plum 138 kV Transmission Line	Transmission line to provide 3rd source to Universal Substation and 2nd source to Plum Substation	-	-	0.6	22.4	23.0	5.8
Reconductor and Tower Replacement on BL-Crescent Arsenal Sixth Circuit	Reconductor four transmission lines to increase capacity and replace 100 aged transmission towers	6.1	14.1	13.0	5.1	38.5	9.6
Arsenal Sixth Circuit	Relieve overloads on Arsenal distribution circuit and provide capacity for new business developments and 4 kV conversions in the Strip District and North Side/Troy Hill	4.1	-	-	-	4.1	1.0
Aged Infrastructure	Projects designed to address aging distribution infrastructure including: 4kV eliminations, URD rehabilitations, underground duct banks, aerial cable replacement, etc.	-	-	31.5	34.7	66.2	16.5
Other		5.4	2.1	0.9	0.5	8.9	2.2
Subtotal - Capital Projects		\$ 80.1	\$ 67.9	\$ 58.5	\$ 62.7	\$ 269.2	\$ 67.3
Utility Support							
Facilities	Rehabilitation and installation of buildings and related assets.	\$ 5.7	\$ 8.0	\$ 7.0	\$ 7.3	\$ 28.1	\$ 6.5
Transportation Services	Replacement of vehicles that are at or approaching end of life.	3.9	5.5	5.8	5.9	21.1	5.3
Metering	Replacement or installation of customer meters.	3.2	2.7	3.0	3.1	12.1	3.0
Subtotal - Utility Support		\$ 12.8	\$ 14.3	\$ 15.9	\$ 16.3	\$ 59.3	\$ 14.8
Information Technology							
Information Technology	Replacement or installation of information technology systems to support business operations.	\$ 4.0	\$ 3.5	\$ 2.5	\$ 2.5	\$ 12.5	\$ 3.1
Telecommunications	Replacement or installation of business communication systems as well as transmission and distribution system communication systems.	9.7	11.1	12.2	12.2	45.3	11.3
Outage Management System	Electric model and Outage Management System	-	-	5.0	10.0	15.0	3.8
Smart Meters	Project to implement smart meters including installation of infrastructure and billing system conversion required for communications and data management.	37.0	37.7	36.3	27.4	138.4	34.6
Independent Alternate Operations Center	Install physical and IT infrastructure.	1.0	-	-	-	1.0	0.2
Subtotal - Information Technology		\$ 51.7	\$ 52.4	\$ 56.0	\$ 52.1	\$ 212.2	\$ 53.1
Total Capital Plan		\$ 239.9	\$ 237.0	\$ 242.5	\$ 247.0	\$ 966.3	\$ 241.6
Non-cash capitalized pension costs		(12.8)	(9.6)	(7.0)	(6.3)	(35.7)	(8.9)
Total Utility Capital (per Northstar Report)		\$ 227.1	\$ 227.4	\$ 235.5	\$ 240.7	\$ 930.6	\$ 232.7
AFUDC		9.3	9.5	8.2	9.6	36.6	9.1
* Total Utility Capital (including AFUDC)		\$ 236.4	\$ 236.8	\$ 243.7	\$ 250.3	\$ 967.2	\$ 241.8

*Exhibit C reflects the Company's current projections of capital spending from 2014-2017. These projections are subject to change.

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Exhibit D

Duquesne Light Company - Statement of Utility Plant

		12/31/13
		Plant In Service
301.0	Organization	100,275
302	Franchises and Consents	6,830
303	Miscellaneous Intangible Plant	23,104,265
INTANGIBLE PLANT		23,211,370
350.0	Land and Land Rights	14,135,318
352.0	Structures and Improvements	20,889,986
353.0	Station Equipment	342,201,853
354.0	Towers and Fixtures	67,088,341
355.0	Poles and Fixtures	49,873,966
356.0	Overhead Conductors and Devices	79,264,513
357.0	Underground Conduit	67,266,397
358.0	Underground Conductors and Devices	91,352,247
359.0	Roads and Trails	9,139,829
TRANSMISSION PLANT		741,212,450
360.0	Land and Land Rights	13,038,454
361.0	Structures and Improvements	62,702,895
362.0	Station Equipment	414,884,897
364.0	Poles, Towers, and Fixtures	388,929,263
365.0	Overhead Conductors and Devices	406,437,970
366.0	Underground Conduit	116,081,543
367.0	Underground Conductors and Devices	301,615,388
368.0	Line Transformers	328,111,833
369.0	Services	89,421,066
370.0	Meters	99,163,329
373.0	Street Lighting and Signal Systems	39,796,561
DISTRIBUTION PLANT		2,260,183,199
389.1	Land and Land Rights	6,144,796
390.1	Structures and Improvements	105,332,667
391.0	Office Furniture and Equipment	7,889,338
392.0	Transportation Equipment	63,538,584
393.0	Stores Equipment	2,435,721
394.0	Tools, Shop, and Garage Equipment	15,003,982
395.0	Laboratory Equipment	3,530,428
396.0	Power Operated Equipment	3,085,065
397.0	Communication Equipment	59,341,820
398.0	Miscellaneous Equipment	364,002
SUB-TOTAL General plant		266,666,403
399.0		
GENERAL PLANT		266,666,403
Plant Purchased or sold		0
TOTAL PLANT-IN-SERVICE		3,291,273,422

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Exhibit E

Duquesne Light Company - Pro Forma Journal Entries

	<u>Debit</u>	<u>Credit</u>
Current Assets:		
Cash and Cash Equivalents	\$ 592,725,000	
Deferred Credits:		
Debt Issuance Costs	\$ 7,275,000	
Capitalization:		
Long-Term Debt		\$ 600,000,000

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

	<u>Debit</u>	<u>Credit</u>
Capitalization:		
Retained Earnings	\$ 16,224,000	
Current Liabilities:		
Accrued Taxes	\$ 11,504,000	
Current Assets:		
Cash and Cash Equivalents		\$ 27,000,000
Deferred Credits:		
Debt Issuance Costs		\$ 727,500

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

	<u>Debit</u>	<u>Credit</u>
Interest on Long-Term Debt:		
Annual increase in interest requirements resulting from the proposed financing of \$600,000,000 of 10 Year debt with an interest rate of 4.50%		\$ 27,000,000
Other Interest Expense:		
Annual amortization of debt issuance costs		\$ 727,500
		<u>\$ 27,727,500</u>
Income Taxes:		
Annual decrease in state and federal income taxes based on 9.99% and 35.00% state and federal tax rates, respectively, and the net increase in interest expense.	\$ 11,504,000	
	<u>\$ 11,504,000</u>	
Decrease in net income:		<u>\$ 16,223,500</u>

* Numbers above only represent the \$600 million of new debt and do not consider the net effect of the refinancing of approximately \$410 million of currently outstanding debt and preferred stock.

Exhibit F

Duquesne Light Company - Sources and Uses Statement

(\$ in millions)	2014	2015	2016	2017	TOTAL
Application of Funds					
Capital Expenditures (excluding AFUDC)	\$ 225	\$ 227	\$ 236	\$ 241	\$ 929
Pension Contributions	37	38	42	23	141
Long-Term Debt Redemptions/Maturities	400	-	-	-	400
Preferred Stock Redemptions	109	-	-	-	109
Short-Term Debt Refinancing	-	-	-	120	120
Dividends	105	130	133	135	502
Financing Costs	45	46	46	54	190
Working Capital Requirements/Other	43	6	35	12	96
Total Applications	\$ 965	\$ 447	\$ 491	\$ 584	\$ 2,488
Sources of Funds					
EBITDA	\$ 358	\$ 382	\$ 401	\$ 411	\$ 1,552
Long-term Debt - Affiliated	\$ -	\$ -	\$ -	\$ -	\$ -
Long-term Debt - FMB	430	-	-	150	580
Long-term Debt - PCRRB	150	-	-	-	150
Subtotal Long-term Debt	\$ 580	\$ -	\$ -	\$ 150	\$ 730
Short-Term Debt - Affiliated	\$ -	\$ -	\$ -	\$ -	\$ -
Short-Term Debt - Non-Affiliated	15	40	65	-	120
Subtotal Short-Term Debt	\$ 15	\$ 40	\$ 65	\$ -	\$ 120
Other Sources	\$ 12	\$ 25	\$ 25	\$ 24	\$ 86
Total Sources	\$ 965	\$ 447	\$ 491	\$ 584	\$ 2,488

Note: actual long-term debt maturity of \$100 million and long-term debt issuance - FMB of \$130 million are included within 2014 line items

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Duquesne Light Company - Capital Structure

	ACTUAL As of December 31, 2013		AS ADJUSTED (1)*		AS ADJUSTED (2)**	
	Amount Outstanding	Percent	Amount Outstanding	Percent	Amount Outstanding	Percent
Long Term Debt:						
Total Long-term Debt Before Adjustment	\$ 869,905,000		\$ 1,169,905,000		\$ 1,019,905,000	
Unamortized Loss on Reacquired Debt	(31,509,869)		\$ (31,509,869)		\$ (31,509,869)	
Total Adjusted Long Term Debt	\$ 838,395,131	41.10%	\$ 1,138,395,131	51.01%	\$ 988,395,131	45.14%
Preferred Stock:						
Total Preferred Stock	\$ 107,935,500	5.29%	\$ -	0.00%	\$ 107,935,500	4.93%
Common Equity:						
Capital Surplus	\$ 986,264,247		\$ 986,264,247		\$ 986,264,247	
Retained Earnings	119,557,609		\$ 119,557,609		\$ 119,557,609	
Accumulated Other Comprehensive Income (AOCI)	(12,334,186)		\$ (12,334,186)		\$ (12,334,186)	
Total Common Equity	\$ 1,093,487,670	53.61%	\$ 1,093,487,670	48.99%	\$ 1,093,487,670	49.94%
Total Book Capitalization	\$ 2,039,818,301	100.00%	\$ 2,231,882,801	100.00%	\$ 2,189,818,301	100.00%

* The 'As Adjusted (1)' numbers assume the issuance of \$600 million of new debt and the redemption of \$300 million of currently outstanding debt, for a net increase of \$300 million of long-term debt outstanding. The 'As Adjusted' numbers also reflect the redemption of \$108 million of preferred stock.

** The 'As Adjusted (2)' numbers assume the issuance of \$450 million of new debt and the redemption of \$300 million of currently outstanding debt, for a net increase of \$150 million of long-term debt outstanding and assumes no refinancing of the preferred stock.

Note: The pro forma capitalization is based on the December 31, 2013 balance sheet. The Company believes the actual projected capital structure of Duquesne Light Company will be as shown on Exhibit I.

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Exhibit H

Duquesne Light Company - Historical Credit Ratings

S&P	Rating	Date of Change
Issuer Credit Rating	BBB-	12/17/2009
Outlook	Positive	6/13/2013
	Stable	12/17/2009
Senior Secured	BBB+	12/15/2010
Preferred Stock	BB	5/29/2007

Moody's	Rating	Date of Change
Issuer Credit Rating	A3	1/30/2014
	Baa1	3/4/2013
	Baa2	2/13/2002
Outlook	Stable	1/30/2014
	Review for Upgrade	11/8/2013
	Stable	3/4/2013
	Review for Upgrade	11/8/2012
	Stable	5/22/2007
Senior Secured	A1	1/30/2014
	A2	3/4/2013
	A3	8/3/2009
Preferred Stock	Baa2	1/30/2014
	Baa3	3/4/2013
	Ba1	2/13/2002

DBRS	Rating	Date of Change
Issuer Credit Rating	A(low)	9/11/2013
Outlook	Stable	9/11/2013
Senior Secured	A(low)	9/11/2013
Preferred Stock	Pfd-2(low)	9/11/2013

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Exhibit I

Duquesne Light Company - Selected Financial Ratios

(in millions)

	<i>Actual (Year-End)</i>			<i>Projected (Year-End)</i>		
	2012	2013	2014	2015	2016	2017
Dividend Payout Ratio						
Net Income (normalized)	140.4	116.0	115.8	127.5	132.6	134.9
Dividend Payout	140.5	90.0	98.4	108.4	112.7	114.7
Dividend Payout Ratio	100.0%	77.6%	85.0%	85.0%	85.0%	85.0%
Capital Expenditures to Depreciation and Amortization						
Capital Expenditures	194.1	211.2	225.1	227.4	235.5	240.8
Depreciation & Amortization	109.7	113.3	119.5	124.7	125.4	131.5
Capital Expenditures to Depreciation and Amortization	1.8x	1.9x	1.9x	1.8x	1.9x	1.8x
Capitalization Ratio						
Debt	725.9	838.4	905.6	907.7	909.8	1,061.9
Preferred Stock	107.9	107.9	107.9	107.9	107.9	107.9
Common Equity	1,059.3	1,093.5	1,105.9	1,104.6	1,104.8	1,105.9
Capitalization	1,893.1	2,039.8	2,119.4	2,120.2	2,122.5	2,275.7
Debt/Capitalization	38.3%	41.1%	42.7%	42.8%	42.9%	46.7%
Pref. Stock/Capitalization	5.7%	5.3%	5.1%	5.1%	5.1%	4.7%
Equity/Capitalization	56.0%	53.6%	52.2%	52.1%	52.0%	48.5%
Interest Coverage Ratio						
Operating Income	291.6	258.6	238.8	257.1	275.4	279.4
Depreciation & Amortization	109.7	113.3	119.5	124.7	125.4	131.5
EBITDA	181.9	145.3	119.3	132.4	150.0	147.9
Interest and Other Charges	27.4	27.8	37.0	36.5	36.7	44.6
EBITDA / Interest (x)	6.6x	5.2x	3.2x	3.6x	4.1x	3.3x

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Exhibit J

Duquesne Light Company - Affiliated Unregulated Companies

	<u>Jurisdiction of Organization</u>
DQE Holdings LLC	Delaware
Duquesne Light Holdings, Inc.	Pennsylvania
AquaSource, LLC	Delaware
DQE Capital Corporation	Delaware
DQE Enterprises, Inc.	Pennsylvania
BodyMedia, Inc.	Delaware
Lab Cor, Inc.	Oregon
NWP Services Corp.	Delaware
DQE Financial LLC	Delaware
Duquesne Power, LLC	Delaware
Mariner Investment Strategies, LLC	Delaware
Duquesne Fiber Co. f/k/a Diemen-Flevo Co.	Delaware
DQE Systems, Inc.	Pennsylvania
DQE Communications LLC	Pennsylvania
DQE Communications Network Services LLC	Pennsylvania
Duquesne Broadband, LLC	Delaware
Montauk Synfuels, LLC	Delaware
North Shore Affordable Housing, LLC	Delaware
Duquesne Energy Solutions, LLC	Delaware
DES Corporate Services, Inc.	Delaware
DH Energy, L.P.	Pennsylvania
DQE Synfuels LLC	Delaware
DH Canada Holdings, LLC	Delaware
DH Canada Corporation	Nova Scotia
DQE Synfuels, L.P.	Pennsylvania
Duquesne Generation, LLC	Pennsylvania
Duquesne Conemaugh LLC	Delaware
Duquesne Keystone LLC	Delaware
Duquesne Light Energy, LLC	Delaware
Monongahela Light and Power Company*	Pennsylvania
DataCom Information Systems, LLC*	Delaware
Maglev, Inc.*	Pennsylvania

*Monongahela Light and Power Company ("Monongahela") is wholly owned by Duquesne Light, DataCom Information Systems, LLC is wholly owned by Monongahela and Monongahela owns a minority interest in Maglev, Inc.

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Exhibit K

Duquesne Light Company - Pension Update

(in millions - as of 3/31/14)

Pension Benefit Obligation	\$	1,170.1
Fair Value of Plan Assets	\$	958.9
Current Funded Percentage		82.0%

Historical and Projected Contributions

2008A	\$	10.0
2009A	\$	20.0
2010A	\$	50.0
2011A	\$	66.5
2012A	\$	43.5
2013A	\$	55.0
2014P	\$	32.5
2015P	\$	38.4
2016P	\$	42.4
2017P	\$	22.6

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Exhibit L

Duquesne Light Company - Responses to Standard Data Requests

1. Previous registration balances. Provide docket numbers, initial registration amount, issuances by type, amount and date and current remaining balance. Plans for these balances vis-à-vis the current registration.

Please refer to pages 2-4 of the Securities Certificate.

2. What effect will this issuance have upon the capital structure of the utility? Show calculations?

Please refer to Exhibit G.

3. Current and three year projections:

Sources and uses of funds

Please refer to Exhibit F.

Capital expenditures

Please refer to Exhibit C.

Ratio of capital expenditures to depreciation and amortization

Please refer to Exhibit I.

Capitalization ratios

Please refer to Exhibit I.

Dividend payout ratio

Please refer to Exhibit I.

Interest coverage ratio

Please refer to Exhibit I.

4. Three year history of credit ratings – by rating agency and class.

Please refer to Exhibit H.

5. Projected refinancing savings or costs, if applicable.

Please refer to page 8 of the Securities Certificate.

6. Affiliated interest agreement applicable to instant registration, if financing involves affiliate.

Please refer to page 4 of the Securities Certificate.

7. List all unregulated affiliates of the applicant.

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Please refer to Exhibit J.

8. List all debt for which the applicant is a guarantor of affiliated company debt instruments.

Not applicable.

9. For any corporate money pool from which applicant may potentially borrow, lend or deposit excess cash to, provide appropriate information.

Not applicable.

10. Describe historical reliance by type of both corporate internal and external sources of financing.

Please refer to pages 3-4 of the Securities Certificate.

11. Where current dividend payout ratio exceeds 75%, provide three year history and plan for future dividend payouts.

Please refer to Exhibit I.

12. Where debt to total capital ratio exceeds 55%, provide plan for managing future debt to total capital levels.

Not applicable.

13. With respect to the purpose for which you propose to issue or assume securities;

- A. If the purpose is the purchase of construction of new facilities or the betterment of existing facilities, provide:

Estimated final cost

Brief description of the new facilities and betterments

Date when it is expected that the purchase or construction or betterment will be completed

Estimated amount of AFUDC included in project costs

Please refer to Exhibit C.

- B. If the purpose is to obtain working capital, explain any unusual condition which exists, or will exist, in the public utility's current assets or current liabilities.

Not applicable.

C. If the purpose is to refund obligations, describe obligations in detail:

Explain the purpose for which the obligations were issued or refer to the number of the securities certificate in which the purpose appears

State whether refunding is to meet maturity or to effect saving in interest and other annual charges.

Please refer to pages 2-3 of the Securities Certificate.

D. If the purpose is for the payment of dividends, please justify the use of funds from the registration to pay dividends.

Not applicable.

E. If the purpose is to fund pension obligations;

Provide ABO, PBO, current fair value of plan assets, and the percent of current benefit obligation is funded.

Provide annual contributions to the plan from 2006 to present and projected contributions for the next 5 years.

Please refer to Exhibit K.

14. Reconcile total capitalization with total rate base for ratemaking purposes. Are any funds to be issued for a non-utility purpose? If so, describe that purpose.

Please refer to page 3 of the Securities Certificate. All funds will be used for utility purposes.

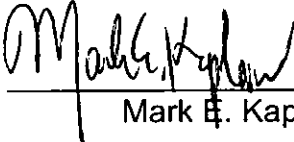
15. Three year history and three year projections for ratio of capital expenditures to depreciation expense.

Please refer to Exhibit I.

VERIFICATION

I, Mark Kaplan, being the Senior Vice President and Chief Financial Officer at Duquesne Light Company, hereby state that the facts above set forth are true and correct (or are true and correct to the best of my knowledge, information and belief) and that I expect that Duquesne Light Company will be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 PA C.S. §4904 (relating to unsworn falsification to authorities).

Date: June 20, 2014



Mark E. Kaplan

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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 52 Pa. § 1.54 (relating to service by a participant).

FIRST CLASS MAIL

Johnnie E. Simms, Esquire
Bureau of Investigation & Enforcement
Commonwealth Keystone Building
400 North Street, 2nd Floor West
PO Box 3265
Harrisburg, PA 17105-3265

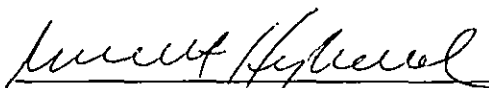
Tanya J. McCloskey, Esquire
Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1923

Sharon E. Webb, Esquire
Office of Small Business Advocate
300 North Second Street, Suite 1102
Harrisburg, PA 17101

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Robert H. Hoaglund II
Assistant General Counsel
Duquesne Light Company
411 Seventh Avenue, 16-1
Pittsburgh, PA 15222
412-393-1058
rhoaglund@duqlight.com

Date: June 20, 2014

UPS CampussShip: View/Print Label

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2. **Fold the printed sheet containing the label at the line so that the entire shipping label is visible.** Place the label on a single side of the package and cover it completely with clear plastic shipping tape. Do not cover any seams or closures on the package with the label. Place the label in a UPS Shipping Pouch. If you do not have a pouch, affix the folded label using clear plastic shipping tape over the entire label.

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	PA 171 9-20 		
UPS NEXT DAY AIR		1	
TRACKING #: 1Z A5V 029 01 9563 3438			
			
BILLING: P/P		Cost Center: 006	
CS 16.2.03.		WNTE90 51.0A 04/2014	
			

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