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July 24, 2014

VIA ELECTRONIC FILING

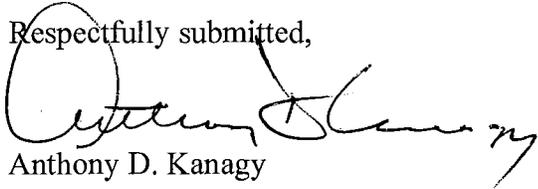
Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor North
P.O. Box 3265
Harrisburg, PA 17105-3265

Re: Petition of Duquesne Light Company for Approval of Default Service Plan for the Period June 1, 2015 through May 31, 2017 - Docket No. P-2014-2418242

Dear Secretary Chiavetta:

Enclosed for filing is the Motion of Duquesne Light Company for a Protective Order in the above-referenced proceeding. Copies will be provided as indicated on the Certificate of Service.

Respectfully submitted,


Anthony D. Kanagy

ADK/jl
Enclosures

cc: Honorable Katrina L. Dunderdale
Certificate of Service

CERTIFICATE OF SERVICE

Docket No. P-2014-2418242

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. Code § 1.54 (relating to service by a participant).

VIA E-MAIL & FIRST CLASS MAIL

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NextEra Energy Power Marketing, LLC

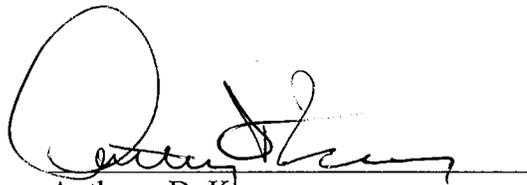
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Office of Small Business Advocate

Date: July 24, 2014



Anthony D. Kanagy

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Petition of Duquesne Light Company :
For Approval of Default Service Plan :
For The Period June 1, 2015 : Docket No. P-2014-2418242
Through May 31, 2017 :

**MOTION OF DUQUESNE LIGHT COMPANY
FOR A PROTECTIVE ORDER**

TO ADMINISTRATIVE LAW JUDGE KATRINA L. DUNDERDALE:

Duquesne Light Company (“Duquesne Light” or the “Company”) hereby requests that the attached Protective Order be entered in the above-captioned proceeding pursuant to the provisions of 52 Pa. Code § 5.365(a). In support thereof, Duquesne Light states as follows:

1. On April 24, 2014, Duquesne Light filed with the Pennsylvania Public Utility Commission (“Commission”) the Petition of Duquesne Light for Approval of Default Service Plan for the Period June 1, 2015 through May 31, 2017 (“Default Service Plan”), which sought approval of the Default Service Plan, approval of a Time-of-Use (“TOU”) Program, and other approvals required for implementation of the Default Service Plan.

2. On May 2, 2014, a Notice was issued scheduling an initial prehearing conference for June 2, 2014.

3. On May 7, 2014, Administrative Law Judge Katrina L. Dunderdale (“ALJ”) issued a Prehearing Conference Order.

4. On May 12, 2014, a Notice of Intervention, Public Statement, and Answer were filed by the Office of Consumer Advocate (“OCA”).

5. On May 15, 2014, a Notice of Intervention, Public Statement, Notice of Appearance, and Answer were filed by the Office of Small Business Advocate (“OSBA”).

6. On May 19, 2014, a Petition to Intervene and Answer were filed by the Coalition for Affordable Utility Services and Energy Efficiency in Pennsylvania (“CAUSE-PA”).

7. On May 19, 2014, a Petition to Intervene was filed by FirstEnergy Solutions Corp. (“FES”).

8. On May 20, 2014, a Notice of Appearance was filed by the Commission’s Bureau of Investigation and Enforcement (“I&E”).

9. On May 23, 2014, a Petition to Intervene was filed by Noble Americas Energy Solutions LLC (“Noble Americas”).

10. On May 23, 2014, a Petition to Intervene was filed by Citizens for Pennsylvania’s Future (“PennFuture”).

11. On May 27, 2014, a Petition to Intervene was filed by the Duquesne Industrial Intervenors (“DII”).

12. On May 27, 2014, a Petition to Intervene was filed by NextEra Energy Power Marketing, LLC (“NextEra”).

13. On May 27, 2014, a Notice of Appearance and Petition to Intervene were filed by Exelon Generation Company, LLC (“ExGen”).

14. On May 29, 2014, the Retail Energy Supply Association (“RESA”) filed a Notice of Appearance, Petition to Intervene, and Motion for Admission Pro Hac Vice.

15. Parties filed Prehearing Memoranda pursuant to the ALJ’s Prehearing Conference Order. A prehearing conference was held on Monday, June 2, 2014. All of the Parties participated in the prehearing conference. At the prehearing conference, the ALJ, among other things, established a litigation schedule for the proceeding and adopted modified discovery rules.

16. The Parties are engaging in the discovery process in this proceeding.

17. Proprietary Information within the definition of 52 Pa. Code § 5.365 has been requested during the course of this proceeding, which justifies the issuance of a Protective Order. Parties have sought information that is customarily treated as sensitive, proprietary, or highly confidential, including alternative energy credit bid prices and information regarding the identity of Electric Generation Suppliers (“EGSs”) that are or have participated in the Company’s Standard Offer Customer Referral Program. Treatment of such information as set forth in the attached proposed Protective Order is justified because unrestricted disclosure of such information would not be in the public interest. These considerations constitute cause for the restrictions specified in 52 Pa. Code § 5.365 and in Administrative Law Judge or Commission Orders granting relief pursuant to said regulation.

18. Under 52 Pa. Code §§ 5.362(a)(7) and 5.365, the Office of Administrative Law Judge or the Commission may issue a Protective Order to limit or prohibit disclosure of confidential commercial information where the potential harm to a participant would be substantial and outweighs the public’s interest in having access to the confidential information. In applying this standard, relevant factors to be considered include: the extent to which disclosure would cause unfair economic or competitive damage; the extent to which the information may already be known by others; and the potential value of such information to the party and the party’s competitors. 52 Pa. Code §§ 5.365(a)(1)-(3).

19. The attached proposed Protective Order defines two categories of protected information. The first is “Confidential,” which is defined in Paragraph 3 of the attached proposed Protective Order as “those materials which customarily are treated by that Party as sensitive or proprietary, which are not available to the public, and which, if disclosed freely, would subject that Party or its clients to risk of competitive disadvantage or other business

injury.” The second is “Highly Confidential,” which is defined in Paragraph 3 of the attached proposed Protective Order as “those materials that are of such a commercially sensitive nature or of such a private, personal nature that the producing Party is able to justify a heightened level of confidential protection with respect to those materials.”

20. Paragraph 17 of the attached proposed Protective Order protects against overly broad designations of protected information by giving all Parties the right to question or challenge the confidential or proprietary nature of the “Confidential” or “Highly Confidential” information.

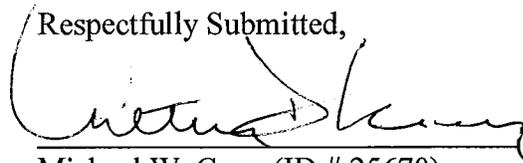
21. Limitation on the disclosure of “Confidential” or “Highly Confidential” information will not prejudice the rights of the participants, nor will such limitation frustrate the prompt and fair resolution of this proceeding. The proposed Protective Order balances the interests of the Parties, the public, and the Commission.

22. Duquesne Light notes that it has provided an advance copy of this Motion and Protective Order to the Parties in this proceeding. Several of the Parties have stated that they do not oppose the Motion, however, not all of the Parties have stated their position.

23. The attached proposed Protective Order will protect the confidential information while allowing the Parties to use such information for purposes of the instant litigation.

WHEREFORE, Duquesne Light Company respectfully requests that Administrative Law Judge Katrina L. Dunderdale grant this Motion for Protective Order and issue the attached Protective Order pursuant to 52 Pa. Code § 5.365(a).

Respectfully Submitted,



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Date: July 24, 2014

Counsel for Duquesne Light Company

(a) The producing Party may designate as “CONFIDENTIAL” those materials which customarily are treated by that Party as sensitive or proprietary, which are not available to the public, and which, if disclosed freely, would subject that Party or its clients to risk of competitive disadvantage or other business injury;

(b) The producing Party may designate as “HIGHLY CONFIDENTIAL” those materials that are of such a commercially sensitive nature or of such a private, personal nature that the producing Party is able to justify a heightened level of confidential protection with respect to those materials. Each of the Parties shall endeavor to limit its designation of information as HIGHLY CONFIDENTIAL.

4. Proprietary Information shall be made available to counsel for the non-producing Party, subject to the terms of this Protective Order. Such counsel shall use or disclose the Proprietary Information only for purposes of preparing or presenting evidence, cross examination or argument in this proceeding. To the extent required for participation in this proceeding, counsel for a non-producing Party may afford access to Proprietary Information subject to the conditions set forth in this Protective Order.

5. Proprietary Information produced in this proceeding shall be made available to the Commission and its Staff. For purposes of filing, to the extent that Proprietary Information is placed in the Commission’s report folders, such information shall be handled in accordance with routine Commission procedures inasmuch as the report folders are not subject to public disclosure. To the extent that Proprietary Information is placed in the Commission’s testimony or document folders, such information shall be separately bound, conspicuously marked, and accompanied by a copy of this Protective Order. Public inspection of Protected Information shall be permitted only in accordance with this Protective Order.

6. Proprietary Information shall be made available to a Reviewing Representative in this proceeding pursuant to the following procedures:

- (a) Information deemed as “CONFIDENTIAL,” shall be made available to a “Reviewing Representative” who is a person who has signed a Non-Disclosure Certificate and who is:
 - (i) an attorney who has made an appearance in this proceeding for a Party;
 - (ii) attorneys, paralegals, and other employees associated for purposes of this case with an attorney described in Paragraph (i);
 - (iii) an expert or an employee of an expert retained by a Party for the purpose of advising, preparing for or testifying in this proceeding;
 - (iv) employees or other representatives of a Party appearing in this proceeding with significant responsibility for the docket;
 - (v) a person designated as a Reviewing Representative for purposes of Confidential information pursuant to Paragraph 11.
- (b) Information deemed as “HIGHLY CONFIDENTIAL,” may be provided to a “Reviewing Representative” who has signed a Non-Disclosure Certificate and who is:
 - (i) an attorney for a statutory advocate pursuant to 52 Pa. Code § 1.8 or an outside counsel who has made an appearance in this proceeding for a Party;
 - (ii) an attorney, paralegal, or other employee associated for purposes of this case with an attorney described in Paragraph (i);
 - (iii) an outside expert or an employee of an outside expert retained by a Party for the purposes of advising, preparing for or testifying in this proceeding;
 - (iv) a person designated as a Reviewing Representative for purposes of Highly Confidential Information pursuant to Paragraph 11.

Provided, further, that in accordance with the provisions of Sections 5.362 and 5.365(e) of the Commission’s Rules of Practice and Procedure, 52 Pa. Code §§ 5.362, 5.365(e), the producing

Party may, by subsequent motion or objection, seek further protection with respect to HIGHLY CONFIDENTIAL material, including but not limited to, total prohibition of disclosure or limitation of disclosure only to particular parties.

7. A Reviewing Representative may not be a “Restricted Person.” For the purpose of this Protective Order, “Restricted Person” shall mean: (a) an officer, director, stockholder, partner, or owner of any competitor of the Parties or an employee of such an entity if the employee’s primary duties involve the development, marketing or pricing of the competitor’s products or services; (b) an officer, director, stockholder, partner, or owner of any affiliate of a competitor of the Parties (including any association of competitors of the Parties) or an employee of such an entity if the employee’s primary duties involve the development, marketing or pricing of the competitor’s products or services; (c) an officer, director, stockholder, owner or employee of a competitor of a customer of the Parties if the Proprietary Information concerns a specific, identifiable customer of the Parties; and (d) an officer, director, stockholder, owner or employee of an affiliate of a competitor of a customer of the Parties if the Proprietary Information concerns a specific, identifiable customer of the Parties; provided, however, that no expert shall be disqualified on account of being a stockholder, partner, or owner unless that expert’s interest in the business would provide a significant motive for violation of the limitations of permissible use of the Proprietary Information. For purposes of this Protective Order, stocks, partnership or other ownership interests valued at more than \$10,000 or constituting more than 1% interest in a business establish a significant motive for violation.

8. If an expert for a Party, another member of the expert’s firm or the expert’s firm generally also serves as an expert for, or as a consultant or advisor to, a Restricted Person, said expert must: (1) identify for the Parties each Restricted Person and each expert or consultant; (2)

make reasonable attempts to segregate those personnel assisting in the expert's participation in this proceeding from those personnel working on behalf of a Restricted Person; and (3) if segregation of such personnel is impractical, the expert shall give to the producing Party written assurances that the lack of segregation will in no way jeopardize the interests of the Parties or their customers. The Parties retain the right to challenge the adequacy of the written assurances that the Parties' or their customers' interests will not be jeopardized. No other persons may have access to the Proprietary Information except as authorized by order of the Commission.

9. A qualified "Reviewing Representative" for "HIGHLY CONFIDENTIAL" material may review and discuss "HIGHLY CONFIDENTIAL" material with his or her client or with the entity with which he or she is employed or associated, to the extent that the client or entity is not a "Restricted Person," but may not share with or permit the client or entity to review the "HIGHLY CONFIDENTIAL" material. Further, if specific pricing or load data information is designated as "Highly Confidential," it may not be disclosed with the client or entity. However, counsel for the Bureau of Investigation and Enforcement ("I&E"), Office of Consumer Advocate and Office of Small Business Advocate may share Proprietary Information with the I&E Director, Consumer Advocate and Small Business Advocate, respectively, without obtaining a Non-Disclosure certificate from these individuals, provided that these individuals otherwise abide by the terms of the Protective Order.

10. Proprietary Information shall be treated by the non-producing Party and by the Reviewing Representative in accordance with the certificate executed pursuant to Paragraph 12(a). Information deemed Proprietary Information shall not be used except as necessary for the conduct of this proceeding, nor shall it be disclosed in any manner to any person except a Reviewing Representative who is engaged in the conduct of this proceeding and who needs to

know the information in order to carry out that person's responsibilities in this proceeding and shall be subject to the provisions of this Protective Order. For I&E, the I&E Prosecutor may afford access to Proprietary Information made available by Duquesne Light only to I&E's assigned and identified internal expert(s) who are full-time I&E employees and, therefore, subject to the terms of this Protective Order by virtue of the signature of the I&E Prosecutor affixed to his executed Non-Disclosure Certificate. Prior to making the provided Proprietary Information available to its full-time employed expert as provided above, the I&E Prosecutor shall notify said internal expert of the existence of the Protective Order and shall provide a copy of it to that expert with an admonition that he or she is bound by its provisions for the duration of the proceeding. Said I&E Prosecutor is responsible for ensuring that each and every full-time employed expert provided with Proprietary Information complies with all terms and conditions of the Protective Order.

11. Reviewing Representatives may not use information contained in any Proprietary Information obtained through this proceeding to give any Party or any competitor of any Party a commercial advantage. In the event that the non-producing Party wishes to designate as a Reviewing Representative a person not described in Paragraph 6 above, that Party shall seek agreement from the Party producing the Proprietary Information. If an agreement is reached, that person shall be a Reviewing Representative pursuant to Paragraph 6 above with respect to those materials. If no agreement is reached, the Party shall submit the disputed designation to the presiding Administrative Law Judge for resolution.

12. (a) A Reviewing Representative shall not be permitted to inspect, participate in discussions regarding, or otherwise be permitted access to Proprietary Information pursuant to this Protective Order unless that Reviewing Representative has first executed a Non-Disclosure

Certificate set forth in Appendix A hereto, provided that if an attorney qualified as a Reviewing Representative has executed such a certificate, the paralegals, secretarial and clerical personnel under the attorney's instruction, supervision or control need not do so. A copy of each Non-Disclosure Certificate shall be provided to counsel for the Party asserting confidentiality prior to disclosure of any Proprietary Information to that Reviewing Representative.

(b) Attorneys and outside experts qualified as Reviewing Representatives are responsible for ensuring that persons under their supervision or control comply with this Protective Order.

13. The Parties shall designate data or documents as constituting or containing Proprietary Information by stamping the documents "CONFIDENTIAL" or "HIGHLY CONFIDENTIAL." Where only part of data compilations or multi-page documents constitutes or contains Proprietary Information, the producing Party, insofar as reasonably practicable within discovery and other time constraints imposed in this proceeding, shall designate only the specific data or pages of documents which constitute or contain Proprietary Information. Upon request from another party, the producing Party shall produce a redacted (public) version of any such partially confidential compilation or multi-page document within a reasonable period of time. The Proprietary Information shall be served upon the Parties hereto only in an envelope separate from the non-proprietary materials, and the envelope shall be conspicuously marked "CONFIDENTIAL" or "HIGHLY CONFIDENTIAL."

14. The non-producing Party will consider and treat the Proprietary Information as within the exemptions from disclosure provided in the Pennsylvania Right-to-Know Law as set forth at 65 P.S. §§ 67.101 *et seq.* until such time as the information is found to be non-proprietary. In the event that any person or entity seeks to compel the disclosure of Proprietary

Information, the non-producing Party shall promptly notify the producing Party in order to provide the producing Party an opportunity to oppose or limit such disclosure.

15. Any public reference to Proprietary Information by a Party or its Reviewing Representatives shall be to the title or exhibit reference in sufficient detail to permit persons with access to the Proprietary Information to understand fully the reference and not more. The Proprietary Information shall remain a part of the record, to the extent admitted, for all purposes of administrative or judicial review.

16. Part of any record of this proceeding containing Proprietary Information, including but not limited to all exhibits, writings, testimony, cross examination, argument and responses to discovery, and including references thereto as mentioned in Paragraph 15 above, shall be sealed for all purposes, including administrative and judicial review, unless such Proprietary Information is released from the restrictions of this Protective Order, either through the agreement of the Parties or pursuant to an order the Commission.

17. The non-producing Party shall retain the right to question or challenge the confidential or proprietary nature of Proprietary Information. If a non-producing Party challenges the designation of a document or information as Proprietary, the Party providing the information retains the burden of demonstrating that the designation is appropriate.

18. The Parties shall retain the right to question or challenge the admissibility of Proprietary Information; to object to the production of Proprietary Information on any proper ground; to refuse to produce Proprietary Information pending the adjudication of the objection; and to seek additional measures of protection of Proprietary Information beyond those provided in this Protective Order.

19. Within 30 days after a Commission final order is entered in the above-captioned proceeding, or in the event of appeals, within 30 days after appeals are finally decided, the non-producing Party, upon request, shall either destroy or return to the producing Party all copies of all documents and other materials not entered into the record, including notes, which contain any Proprietary Information. In the event that the non-producing Party elects to destroy all copies of documents and other materials containing Proprietary Information instead of returning the copies of documents and other materials containing Proprietary Information to the producing Party, the non-producing Party shall certify in writing to the producing Party that the Proprietary Information has been destroyed.

Dated: _____

Administrative Law Judge
Katrina L. Dunderdale

APPENDIX A
BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Petition of Duquesne Light Company :
For Approval of Default Service Plan :
For The Period June 1, 2015 : Docket No. P-2014-2418242
Through May 31, 2017 :

NON-DISCLOSURE CERTIFICATE

TO WHOM IT MAY CONCERN:

The undersigned is a Reviewing Representative of _____, a Party to this proceeding (“Party”), and is not, or has no knowledge or basis for believing that he/she is a “Restricted Person” as that term is defined in Paragraph 7, page 4 of the Protective Order executed on behalf of the Party with regard to the above-referenced proceeding. The undersigned has read and understands the Protective Order in the above-referenced proceeding, which Protective Order deals with the treatment of Proprietary Information. The undersigned agrees to be bound by, and comply with, the terms and conditions of said Protective Order.

SIGNATURE

PRINT NAME

ADDRESS

EMPLOYER

DATE: _____