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February 12, 2007

VIA HAND DELIVERY

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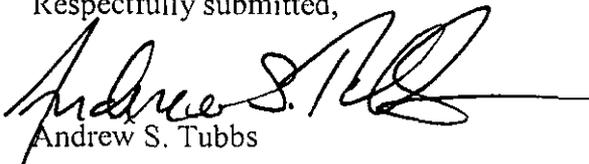
RE: Application of Duquesne Light Company for a Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Approving the Acquisition of Duquesne Light Holding, Inc. by Merger - Docket No. A-110150F0035

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 Secretary McNulty:

Enclosed please find the original and three (3) copies of All Parties Stipulation for the Admission of Testimony and Exhibits into the Record in the above-referenced proceeding. As indicated on the certificate of service, copies have been served on the parties in the manner indicated.

Respectfully submitted,


Andrew S. Tubbs

AST/jl
Enclosures

cc: Honorable Robert P. Meehan
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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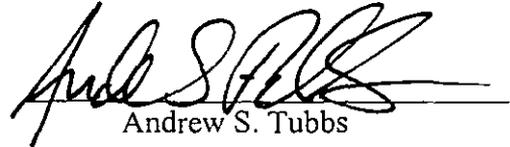
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Date: February 12, 2007



Andrew S. Tubbs

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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

Docket No. A-110750F0035

Docket No. A-311233F0002

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**ALL PARTIES STIPULATION FOR THE ADMISSION OF TESTIMONY AND
EXHIBITS INTO THE RECORD**

TO ADMINISTRATIVE LAW JUDGE ROBERT P. MEEHAN:

Duquesne Light Company (“Duquesne”), DQE Communications Network Services LLC (“Network”),¹ the Office of Trial Staff (“OTS”), the Office of Consumer Advocate (“OCA”), the Office of Small Business Advocate (“OSBA”), the International Brotherhood of Electrical Workers, Local 29 (“IBEW 29”), Community Action Association of Pennsylvania (“CAAP”), Dominion Retail, Inc. (“Dominion”), Duquesne Industrial Intervenors (“DII”), Retail Energy Supply Association (“RESA”), Strategic Energy, LLC (“Strategic”), Pennsylvania Large Energy Users Coalition (“PALEUC”) and Citizen Power, Inc. (hereinafter collectively referred to as “Parties”), file this All Parties Stipulation for the Admission of Testimony and Exhibits into the

¹ DQE Communications Network Services LLC (“Network”) holds a Certificate of Public Convenience to provide service as a Competitive Access Provider throughout the Commonwealth of Pennsylvania. Network and its parents are wholly owned by DLH. *Application of DQE Communications Network Services LLC for approval to offer, render, furnish or supply telecommunication services as a Competitive Access Provider to the Public in the Commonwealth of Pennsylvania*, Docket No. A-311233 (Order entered on November 23, 2004).

Record in the above-captioned proceeding (“Stipulation”). In support of their request, the Parties state as follows:

1. On September 6, 2006, Duquesne and Network filed, with the Commission, a joint application (the “Application”) requesting all necessary approvals authorizing the transfer of control of their parent, Duquesne Light Holdings, Inc. (“DLH”) to the Macquarie Consortium, a group of six infrastructure investment funds, the majority of which are managed by the Macquarie Group.

2. The Application was docketed at A-110150F0035 and A-311233F0002. Notice of the filing of the Application was published in the *Pennsylvania Bulletin* on September 16, 2006, 26 Pa.B. 5854. The notice specified that protests to the Application or Petitions to Intervene were to be filed on or before October 2, 2006.

3. OTS filed a Notice of Appearance. Timely protests and notices of intervention were filed by OCA and OSBA. In addition, timely Petitions to Intervene/Protests were filed by IBEW 29, CAAP, Dominion, DII, RESA, Strategic, PALEUC and Citizen Power.

4. On September 15, 2006, Duquesne and Network filed their direct testimony.

5. On November 28, 2006, a Prehearing Conference was held by the ALJ. No objections were raised to any of the Protests/Petitions to Intervene, and all were granted party status. At the Prehearing Conference, various other procedural matters were addressed, including the establishment of a litigation schedule.

6. Substantial discovery was undertaken by the parties, and the OTS, OCA, OSBA, Strategic/RESA, CAAP and Citizen Power submitted direct testimony on December 21, 2006. In addition, Duquesne and the OSBA submitted rebuttal testimony on January 10, 2007. Also, OTS, OCA, OSBA, Strategic/RESA, CAAP and Citizen Power filed surrebuttal testimony on

January 23, 2007.

7. Settlement discussions were held that produced a settlement in principle of all issues eliminating the need for evidentiary hearings. The Settlement is embodied in the Settlement Petition and was submitted to the ALJ and filed with the Commission on February 9, 2007. In support of the Settlement Petition², the Parties have entered into this Stipulation to offer into the record without hearing the following previously distributed testimony and exhibits, organized by submitting party and listed as Sections A through G:

A. Duquesne Light Company and DQE Holdings LLC Statements and Exhibits

Application and Direct Testimony

DLC Exhibit No. 1	Application 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
Duquesne Light Company Statement No. 1	Direct Testimony of Morgan K. O'Brien including Exhibit MKO-1
DQE Holdings, LLC Statement No. 2	Direct Testimony of Christopher J. Leslie including Exhibits CJL-1 and CJL-2

Rebuttal Testimony

Duquesne Light Company Statement No. 1R	Rebuttal Testimony of Morgan K. O'Brien including Exhibits MKO-2 through MKO-4
DQE Holdings LLC Statement No. 2R	Rebuttal Testimony of Christopher J. Leslie including Exhibits CJL-3 through CJL-5
Duquesne Light Company Statement No. 3R	Rebuttal Testimony of Joseph G. Sauvage including Exhibits JGS-1 through JGS-5
Duquesne Light Company Statement No. 4R	Rebuttal Testimony of Frederick J. Eichenmiller including Exhibits FJR-1 and FJR-2

² Citizen Power neither supports nor opposes the Settlement Petition.

Duquesne Light Company
Statement No. 5R

Rebuttal Testimony of Susan S. Betta

Duquesne Light Company
Statement No. 6R

Rebuttal Testimony of Neil S. Fisher

Duquesne Light Company
Statement No. 7R

Rebuttal Testimony of Michele R. Sandoe

B. OTS Statements and Exhibits

Direct Testimony

OTS Statement No. 1

Direct Testimony of Kevan Deardorff
including Appendix A and OTS Exhibit No.
1, Schedules 1 and 2

Surrebuttal Testimony

OTS Statement No. 1-SR

Surrebuttal Testimony of Kevan Deardorff

C. OCA Statements and Exhibits

Direct Testimony

OCA Statement No. 1

Direct Testimony of Matthew I. Kahal
including Appendices A and B

OCA Statement No. 2

Direct Testimony of Barbara R. Alexander
including Exhibit

Surrebuttal Testimony

OCA Statement No. 1S

Surrebuttal Testimony of Matthew I. Kahal

OCA Statement No. 2S

Surrebuttal Testimony of Barbara R.
Alexander

D. OSBA Statements and Exhibits

Direct Testimony

OSBA Statement No. 1 Direct Testimony of Brian Kalcic including Appendix

Rebuttal Testimony

OSBA Statement No. 2 Rebuttal Testimony of Brian Kalcic

Surrebuttal Testimony

OSBA Statement No. 3 Surrebuttal Testimony of Brian Kalcic

E. Community Action Association of Pennsylvania Statements and Exhibits

Direct Testimony

CAAP Statement No. 1 Direct Testimony of John A. Wilson

F. Strategic Energy/Retail Energy Supply Association Statements and Exhibits

Direct Testimony

Strategic/RESA Statement No. 1 (Highly Confidential) Direct Testimony of Richard J. Hudson, Jr. including Exhibit RH-1, RH-2 (Highly Confidential), and RH-3 through RH-10

Surrebuttal Testimony

Strategic/RESA Statement No. 1SR Surrebuttal Testimony of Richard J. Hudson, Jr. including Exhibit RH-11

G. Citizen Power, Inc.

Direct Testimony

CP Statement No. 1 Direct Testimony of David Hughes including Exhibits DH-1 and DH-2

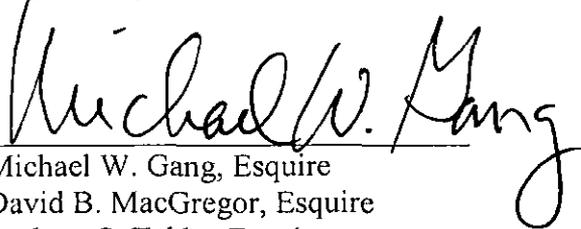
Surrebuttal Testimony

CP Statement No. 2 Surrebuttal Testimony of David Hughes including Exhibit DH-3

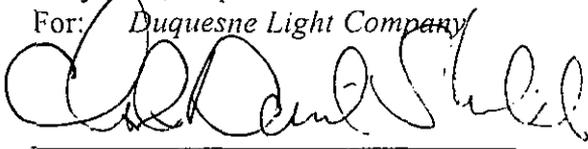
8. The Parties stipulation of the foregoing testimony and exhibits into the instant record is subject to and contingent upon the Commission's approval of the Settlement Petition without modification. As set forth in the Settlement Petition, if the Commission does not approve the Settlement and the proceedings continue to further hearings, the Parties reserve their respective rights to conduct full cross-examination and briefing.

WHEREFORE, the Parties, by their respective counsel, respectfully request that Administrative Law Judge Meehan admit the foregoing testimony and exhibits into the record in this proceeding.

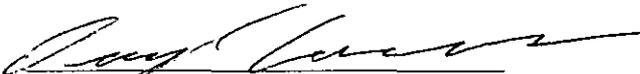
Respectfully submitted,



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David B. MacGregor, Esquire
Andrew S. Tubbs, Esquire
Gary Jack, Esquire
For: *Duquesne Light Company*

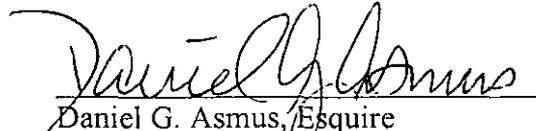


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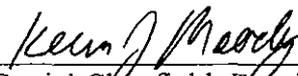
Date: 2/12/07



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Pamela C. Polacek, Esquire
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Daniel Clearfield, Esquire
Kevin J. Moody, Esquire
For: *Retail Energy Supply Association*



Todd S. Stewart, Esquire
For: *Dominion Retail, Inc.*



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Joseph L. Vullo, Esquire

For: *Community Action Association of Pennsylvania*

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Julie Coletti, Esquire

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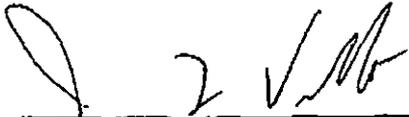
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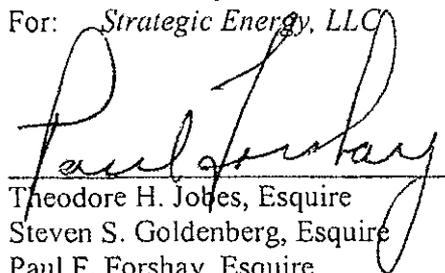
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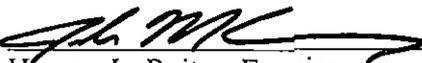
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