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File #: 2267/126931

June 11, 2010

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: Joint Application of West Penn Power Company d/b/a Allegheny Power, Trans-Allegheny Interstate Line Company and FirstEnergy Corp. for a Certificate of Public Convenience Under Section 1102(A)(3) of the Public Utility Code Approving a Change of Control of West Penn Power Company and Trans-Allegheny Interstate Line Company; Docket Nos. A-2010-2176520 and A-2010-2176732

Dear Secretary Chiavetta:

Enclosed for filing with the Commission on behalf of Duquesne Light Company ("Duquesne") are an original and three (3) copies of its Petition to Intervene in the above-captioned proceeding. Copies of this document have been served in accordance with the attached Certificate of Service.

If you have any questions regarding this filing, please direct them to me. Please date-stamp the extra copy and return it with our messenger. Thank you for your attention to this matter.

Sincerely,

Michael W. Gang
Anthony D. Kanagy
Counsel for *Duquesne Light Company*

MWG/ADK/kmg
Enclosures

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

JOINT APPLICATION OF WEST PENN	:	
POWER COMPANY doing business as	:	
ALLEGHENY POWER, TRANS-	:	
ALLEGHENY INTERSTATE LINE	:	
COMPANY AND FIRSTENERGY CORP.	:	
FOR A CERTIFICATE OF PUBLIC	:	DOCKET NOS. A-2010-2176520
CONVENIENCE UNDER SECTION	:	A-2010-2176732
1102(A)(3) OF THE PUBLIC UTILITY	:	
CODE APPROVING A CHANGE OF	:	
CONTROL OF WEST PENN POWER	:	
COMPANY AND TRANS-ALLEGHENY	:	
INTERSTATE LINE COMPANY	:	

**PETITION TO INTERVENE OF
DUQUESNE LIGHT COMPANY**

Pursuant to 52 Pa. Code § 5.71, *et seq.*, and the Pennsylvania Public Utility Commission (“Commission”) notice published on May 29, 2010 in the Pennsylvania Bulletin, Duquesne Light Company (“Duquesne Light”) hereby petitions to intervene in the above-captioned proceeding. In support of its intervention, Duquesne Light submits as follows:

INTRODUCTION

1. Duquesne Light is a public utility and an electric distribution company (“EDC”) as defined in Sections 102 and 2803 of the Pennsylvania Public Utility Code, 66 Pa. C.S. §§ 102, 2803, subject to the regulatory jurisdiction of the Commission. Duquesne Light furnishes electric distribution and provider of last resort (“POLR”) electric supply services to approximately 589,000 customers throughout its certificated service territory, which includes all or portions of the City of Pittsburgh and Allegheny and Beaver Counties, Pennsylvania.

2. Duquesne Light’s principal address is 411 Seventh Avenue, 16-4, Pittsburgh, Pennsylvania 15219.

3. Duquesne Light's attorneys are:

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Duquesne Light's attorneys are authorized to accept service on behalf of Duquesne Light in this proceeding.

4. On May 14, 2010, West Penn Power Company ("West Penn"), doing business as Allegheny Power, Trans-Allegheny Interstate Line Company ("TrAILCo") and FirstEnergy Corp. ("FirstEnergy") filed a Joint Application ("Joint Application") to obtain approval of the Commission for a change of control of West Penn and TrAILCo to be effected by the merger of Allegheny Energy, Inc. ("Allegheny") with Element Merger Sub., Inc. ("Merger Sub"), a wholly-owned subsidiary of FirstEnergy.

5. As set forth in the Joint Application, West Penn is a public utility and EDC as defined in Sections 102 and 2803 of the Pennsylvania Public Utility Code, 66 Pa. C.S. §§ 102, 2803 and is subject to regulation by the Commission. West Penn is engaged in the business of

supplying and distributing electricity to approximately 715,000 retail customers in a 10,400 square mile area of western and central Pennsylvania.

6. TrAILCo is engaged in the business of transmitting electricity in interstate commerce. It is also a public utility under Section 102 of the Public Utility Code, 66 Pa. C.S. § 102, and, therefore, is subject to regulation by the Commission.

7. FirstEnergy is a diversified energy services holding company. It is a corporation organized and existing under the laws of the State of Ohio and qualified to do business in Pennsylvania. The FirstEnergy Utilities¹ comprised the nation’s fifth largest investor-owned electric system based on customers served, with 4.5 million customers in Ohio, Pennsylvania, New Jersey and New York.

8. Allegheny is a public utility holding company and has three direct public utility subsidiaries that conduct business as Allegheny Power. The Allegheny Power Utilities² serve 1.6 million customers in four states.

STANDARDS FOR INTERVENTION

9. The Commission’s regulations at 52 Pa. Code §§ 5.71-5.76 establish the standards and requirements for a party to intervene in an action before the Commission. Section 5.72 sets forth the eligibility requirements for a party to intervene, which provides, in pertinent part, as follows:

¹ FirstEnergy owns directly or indirectly all of the outstanding common stock of seven electric utility operating subsidiaries in four states: Metropolitan Edison Company (“Met-Ed”), Pennsylvania Electric Company (“Penelec”), and Pennsylvania Power Company (“Penn Power”), in Pennsylvania and, in the case of Penelec, The Waverly Electric Light and Power Company in New York; Ohio Edison Company, The Cleveland Electric Illuminating Company and The Toledo Edison Company, in Ohio; and Jersey Central Power & Light Company (“JCP&L”), in New Jersey (collectively, the FirstEnergy Utilities).

² Allegheny has three direct public utility subsidiaries that conduct business as Allegheny Power: West Penn, in Pennsylvania; Monongahela Power Company (“Mon Power”), in West Virginia; and The Potomac Edison Company (“Potomac Edison”), in Maryland, West Virginia, and Virginia (collectively, the Allegheny Power Utilities).

(a) Persons. A petition to intervene may be filed by a person claiming a right to intervene or an interest of such nature that intervention is necessary or appropriate to the administration of the statute under which the proceeding is brought. The right or interest may be one of the following:

- (1) A right conferred by statute of the United States or of the Commonwealth.
- (2) An interest which may be directly affected and which is not adequately represented by existing participants, and as to which the petitioner may be bound by the action of the Commission in the proceeding.
- (3) Another interest of such nature that participation of the petitioner may be in the public interest.

52 Pa. Code § 5.72.

DUQUESNE LIGHT'S INTEREST IN THE PROCEEDING

10. Duquesne Light's service territory is in Allegheny and Beaver counties, Pennsylvania and is almost completely surrounded by both West Penn and Penn Power, a subsidiary of FirstEnergy.

11. Duquesne Light has five 345 kilovolt ("kV") interconnections with FirstEnergy and it presently has four 138 kV interconnections (two of these 138 kV interconnections serve a West Penn distribution substation wholly from the Duquesne Light transmission system) with West Penn. Furthermore, two additional 138 kV interconnections with West Penn are pending before the Commission.

12. Given the proximity of Duquesne Light's service territory with the service territories of West Penn and Penn Power, Duquesne Light has an interest in making sure that the proposed transaction does not adversely impact its customers, reliability, or the costs of Duquesne Light. As a regulated EDC operating in Pennsylvania, with a service territory that will be almost completely surrounded by FirstEnergy's subsidiaries if this merger takes place, Duquesne Light has an interest in determining how the merger will affect service in its service

territory and whether it will be consistent with and further the goals of electric competition in Pennsylvania. Therefore, Duquesne Light desires to evaluate and monitor the effects, if any, of the proposed transaction on its customers and its service territory.

13. Additionally, Duquesne Light has agreements with both FirstEnergy and Allegheny related to power supply and delivery and wants to assure that Duquesne Light and its customers are adequately protected and are not adversely impacted by the proposed merger.

14. Finally, Duquesne Light has an interest in reviewing any likely benefits of the proposed transaction.

GROUNDS FOR DUQUESNE LIGHT'S INTERVENTION

15. Duquesne Light has grounds to intervene in this proceeding to address the merger's impact on reliability, power supply, transmission, Duquesne Light's present agreements with FirstEnergy and Allegheny, and whether the merger will be consistent with and further the goals of electric competition in Pennsylvania.

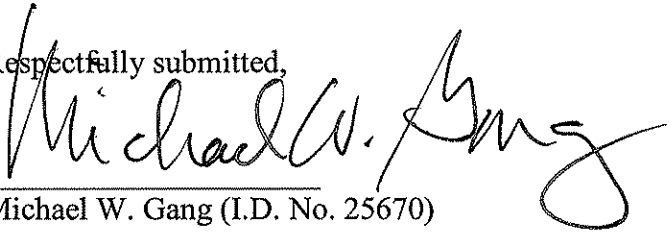
16. As explained above, Duquesne Light's interests may be directly affected by the proposed merger. Duquesne Light's interests are of such a nature that its participation would be in the public interest. Moreover, Duquesne Light's interest is not adequately represented by any other potential participant, and Duquesne Light may be bound by the action of the Commission in this proceeding. Accordingly, pursuant to Section 5.72 of the Commission's regulations, Duquesne Light should be permitted to intervene in this proceeding.

DUQUESNE LIGHT'S POSITION

17. Duquesne Light is reviewing the Joint Application to determine how it impacts Duquesne Light's interests as described above. Duquesne Light reserves its rights to present

evidence and/or address issues that affect Duquesne Light's interests at the appropriate time in this proceeding.

WHEREFORE, Duquesne Light Company requests that the Pennsylvania Public Utility Commission grant this petition and authorize its intervention and participation in this proceeding as a full and active party.

Respectfully submitted,


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Attorneys for Duquesne Light Company

Dated: June 11, 2010

VERIFICATION

I, Megan E. Sullivan, state that I am authorized to make this Verification on behalf of Duquesne Light Company, being the Manager of Transmission Planning for the Company, and that the facts set forth above are true and correct to the best of my knowledge, information and belief, and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to penalties relating to unsworn falsification.

6/11/2010

Date

Megan E. Sullivan
Megan E. Sullivan

CERTIFICATE OF SERVICE
Docket No. A-2010-2176520 and A-2010-2176732

I hereby certify that I have this day served a true copy of the foregoing Petition to Intervene upon the parties, listed below, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a party).

VIA E-MAIL AND FIRST CLASS MAIL

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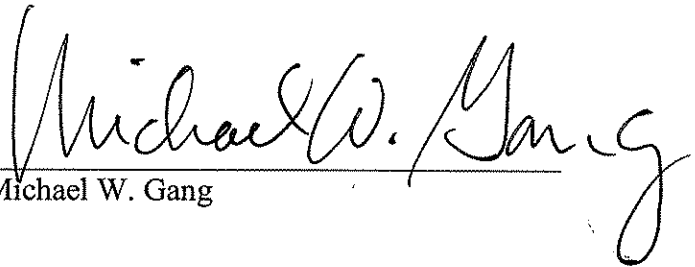
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