



**Duquesne Light**

*Our Energy...Your Power*

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**Gary A. Jack**  
**Assistant General Counsel**

June 15, 2010

**Via Electronic Filing**

Rosemary Chiavetta, Secretary  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building, 2<sup>nd</sup> Floor  
400 North Street  
Harrisburg, PA 17120

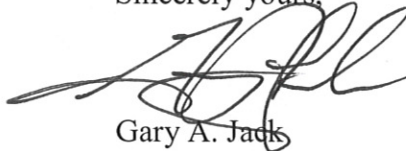
**Re: JOINT APPLICATION OF WEST PENN POWER COMPANY doing  
business as ALLEGHENY POWER, TRANS-ALLEGHENY INTERSTATE  
LINE COMPANY AND FIRSTENERGY CORP. FOR A CERTIFICATE  
OF PUBLIC CONVENIENCE UNDER SECTION 1102(A)(3) OF THE  
PUBLIC UTILITY CODE APPROVING A CHANGE OF CONTROL OF  
WEST PENN POWER COMPANY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

**DOCKET NOS. A-2010-2176520, A-2010-2176732**

Dear Secretary Chiavetta:

Enclosed for filing is the original Prehearing Memorandum of Duquesne Light Company in the above-captioned proceeding. Copies have been provided to the parties in the manner indicated by the Certificate of Service.

Sincerely yours,



Gary A. Jack

Enclosures

cc: Hon. Wayne L. Weismandel  
Hon. Mary D. Long  
All Parties on Certificate of Service

**CERTIFICATE OF SERVICE**  
**Docket Nos. A-2010-2176520 and A-2010-2176732**

I hereby certify that I have this day served a true copy of the foregoing 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**

Honorable Wayne L. Weismandel  
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DATE: June 15, 2010

  
\_\_\_\_\_  
Gary A. Jack

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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

**PREHEARING MEMORANDUM OF  
DUQUESNE LIGHT COMPANY**

Duquesne Light Company (“Duquesne Light”) hereby submits this Prehearing Memorandum in compliance with the Prehearing Conference Order issued by Administrative Law Judge Wayne L. Weismandel (the “ALJ”) on May 24, 2010.

**I. BACKGROUND**

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 Pennsylvania Public Utility Commission (“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.

On May 24, 2010, the ALJ issued a Prehearing Conference Order which directed the parties to file prehearing conference memoranda on or before June 15, 2010. Duquesne Light

filed a Petition to Intervene on June 11, 2010. Pursuant to the ALJ's Order, Duquesne Light hereby submits its Prehearing Conference Memorandum.

## **II. COUNSEL**

Duquesne Light's attorneys in this proceeding are:

Michael W. Gang (I.D. No. 25670) (Primary)  
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Kelly L. Geer (I.D. No. 206556)  
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Pursuant to Paragraph No. 2 of the Prehearing Conference Order, Duquesne Light requests that Anthony D. Kanagy be listed on the service list on behalf of Duquesne Light. The Company also requests that Michael W. Gang, Gary A. Jack and Kelly L. Geer be included on all electronic mail sent in this proceeding. Duquesne Light agrees to receive service of documents electronically.

## **III. SETTLEMENT**

Duquesne Light is amenable to pursuing settlement negotiations with the parties.

#### **IV. DISCOVERY**

Duquesne Light does not propose any discovery rules that are different than those provided in the Commission's regulations and, therefore, does not propose any special orders with regard to discovery in this proceeding. However, Duquesne Light will cooperate with other parties to negotiate revised discovery rules consistent with the schedule in the proceeding. Duquesne Light is willing to participate in informal discovery with the other parties.

#### **V. PROCEDURAL SCHEDULE**

Duquesne Light will work with the other parties to attempt to reach a mutually agreeable litigation schedule for this proceeding.

#### **VI. WITNESSES**

At this time, Duquesne Light currently does not expect to present any witness in this proceeding. However, Duquesne Light reserves its right to call witnesses as appropriate to address issues that affect Duquesne Light's interests in this proceeding. If Duquesne Light determines that a witness or witnesses are necessary, Duquesne Light will notify the presiding Administrative Law Judges and the parties as soon as the witness is identified.

#### **VII. ISSUES**

Duquesne Light intends to review the effect of the proposed transaction on its interconnections and power supply agreements with FirstEnergy, Allegheny and West Penn. Duquesne Light has five 345 kilovolt ("kV") interconnections with FirstEnergy and it presently has four 138 kV interconnections with West Penn. Furthermore, two additional 138 kV interconnections with West Penn are pending before the Commission. Duquesne Light has numerous distribution interconnections with both FirstEnergy and West Penn. Additionally, Duquesne Light has standard power supply agreements with both FirstEnergy and Allegheny.

In addition, 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 (and completely surrounds Duquesne Light in Pennsylvania), Duquesne Light intends to evaluate 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.

#### **VIII. EVIDENCE TO PRESENT AT HEARING**

Duquesne Light is reviewing the Joint Application and the testimony submitted by the Applicants and will review discovery to determine if it is necessary for Duquesne Light to present evidence at hearing in this proceeding.

Respectfully submitted,



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Dated: June 15, 2010