

FILE

BEFORE
THE PUBLIC UTILITIES COMMISSION OF OHIO

5
RECEIVED-DOCKETING DIV
2011 JUN -3 PM 3:31
PUCO

In the Matter of the Application of The AES)
Corporation, Dolphin Sub, Inc., DPL Inc. and)
The Dayton Power and Light Company for)
Consent and Approval for a Change of)
Control of The Dayton Power and Light)
Company.)

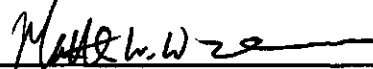
Case No. 11-3002-EL-MER

MOTION TO INTERVENE OF THE OMA ENERGY GROUP

Pursuant to Ohio Revised Code Section ("R.C.") 4903.221 and Ohio Administrative Code ("OAC") Rule 4901-1-11, the OMA Energy Group ("OMAEG") hereby respectfully moves for leave to intervene in the above-captioned proceeding. The Public Utilities Commission of Ohio ("Commission") should grant the motion to intervene because the OMAEG has a real and substantial interest in this proceeding, and the Commission's disposition of this proceeding may impair or impede the OMAEG's ability to protect that interest. OMAEG believes that its participation will not unduly prolong or delay this proceeding and that OMAEG will significantly contribute to the full development and equitable resolution of the issues in this proceeding. Additionally, OMAEG's interests will not be adequately represented by other parties to this proceeding. Accordingly, for these reasons and as set forth in the Memorandum in Support attached hereto and incorporated herein, OMAEG respectfully requests that the Commission grant this Motion to Intervene.

This is to certify that the images appearing are an
accurate and complete reproduction of a case file
document delivered in the regular course of business.
Technician SMA Date Processed JUN-06-2011

Respectfully submitted on behalf of
THE OMA ENERGY GROUP



Lisa G. McAlister
Matthew W. Warnock
BRICKER & ECKLER LLP
100 South Third Street
Columbus, OH 43215-4291
Telephone: (614) 227-2300
Facsimile: (614) 227-2390
E-mail: lmcalister@bricker.com
mwarnock@bricker.com

**BEFORE
THE PUBLIC UTILITIES COMMISSION OF OHIO**

In the Matter of the Application of The AES)
Corporation, Dolphin Sub, Inc., DPL Inc. and)
The Dayton Power and Light Company for)
Consent and Approval for a Change of)
Control of The Dayton Power and Light)
Company.)

Case No. 11-3002-EL-MER

MEMORANDUM IN SUPPORT

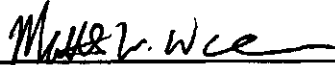
On May 18, 2011, the AES Corporation (AES) and its subsidiary Dolphin Sub, Inc. ("Merger Sub"), as well as DPL Inc. and its subsidiary, The Dayton Power and Light Company (DP&L), jointly filed an application for approval of a merger of Merger Sub and DPL Inc., with DPL, Inc. emerging as a wholly-owned subsidiary of AES. The members of the OMA Energy Group ("OMAEG") will be affected by the Commission's determination of the matters raised in the merger application, and the OMAEG should be permitted to intervene in the above-captioned proceeding.

The OMAEG is a non-profit entity created by the Ohio Manufacturers' Association for the purpose of educating and providing information to energy consumers, regulatory boards and suppliers of energy; advancing energy policies to promote adequate, reliable and efficient supply of energy at reasonable prices; and, advocating in critical cases before the Commission. The OMAEG's members are all members of the Ohio Manufacturers' Association. The OMAEG members purchase electric power services from Dayton Power & Light, and will be affected by the

Commission's determination in this matter. Accordingly, the OMAEG should be permitted to intervene in the above-captioned proceeding.

Consistent with the requirements of R.C. 4903.221, and OAC Rule 4901-1-11(B), the OMAEG submits that: it is a real party in interest herein; its interest is not now represented, or adequately addressed, by existing parties; it will contribute to the just and expeditious resolution of the issues and concerns set forth in this proceeding; and its participation in this proceeding will not cause undue delay or unjustly prejudice any existing party. The OMAEG's participation will enhance the effectiveness of the above proceeding, and ensure that the proceeding is fair to its membership. Accordingly, the OMAEG respectfully requests the Commission grant its Motion to Intervene pursuant to R.C. 4903.221 and OAC Rule 4901-1-11.


Respectfully submitted on behalf of
THE OMA ENERGY GROUP



Lisa G. McAlister
Matthew W. Warnock
BRICKER & ECKLER LLP
100 South Third Street
Columbus, OH 43215-4291
Telephone: (614) 227-2300
Facsimile: (614) 227-2390
E-mail: lmcaster@bricker.com
mwarnock@bricker.com

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the foregoing Motion to Intervene was served upon the parties of record listed below this 3rd day of June 2011 via first class mail.



Matthew W. Warnock

Daniel R. Conway
Andrew C. Emerson
Porter Wright Morris & Arthur
41 South High Street, Suites 2800 - 3200
Columbus, Ohio 43215-6194
Email: dconway@porterwright.com

Arthur G. Meyer
The Dayton Power and Light Company
1065 Woodman Drive
Dayton, Ohio 45432
Email: arthur.meyer@dplinc.com

Charles J. Faruki
Jeffrey S. Sharkey
Faruki Ireland & Cox, P.L.L.
500 Courthouse Plaza, S.W.
10 North Ludlow Street
Dayton, Ohio 45402
Email: cfaruki@ficlaw.com

Samuel Randazzo
Joseph Oilker
McNees Wallace & Nurick LLC
21 East State Street, 17th Floor
Columbus, OH 43215
sam@mwncmh.com
joliker@mwncmh.com

Colleen L. Mooney
Ohio Partners for Affordable Energy
231 West Lima Street
Findlay, OH 45839
cmooney2@columbus.rr.com