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BEFORE
THE PUBLIC UTILITIES COMMISSION OF OHIO

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In the Matter of the Application of The AES) CASE NO. 11-3002-EL-MER
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.)

**APPLICANTS' REPLY MEMORANDUM ON JOINT MOTION
TO ESTABLISH DEADLINES FOR INITIAL AND REPLY COMMENTS
AND TO HOLD MOTIONS TO INTERVENE IN ABEYANCE**

In the Joint Motion of Applicants to Establish Deadlines for Initial and Reply Comments and to Hold Motions to Intervene in Abeyance, Applicants demonstrated that the Commission should hold motions to intervene in abeyance until after the Commission has had an opportunity to review comments from interested persons regarding Applicants' request for merger approval. Applicants do not believe that either discovery or a hearing will be necessary in this matter.¹ By implementing the process suggested by Applicants, the Commission can ensure an orderly process and that the Commission is informed of concerns of interested persons.

In its Memorandum Contra, IEU-Ohio argues (pp. 2-3) that it meets the criteria for intervention and should be permitted to intervene. However, whether IEU-Ohio (or any other party) should be permitted to intervene is not the issue raised by Applicants' motion. The issue is

¹ On June 1, 2011, the Commission issued an Entry establishing a deadline for interested persons to file comments on the Application. IEU-Ohio contends (p. 2) that the schedule established in the Commission's Entry somehow establishes that the Commission should "allow intervention at this stage of the proceeding." However, the Entry is silent as to whether intervention should be granted or not, and does not support IEU-Ohio's request for intervention. Indeed, by establishing dates for comments and not ruling on IEU's pending motion to intervene, the Entry is consistent with the Joint Motion of Applicants to Establish Deadlines for Initial and Reply Comments and to Hold Motions to Intervene in Abeyance.

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the nature of the process that the Commission should establish to review the Application.

Applicants are now asking only that the Commission hold the motions to intervene in abeyance for decision at a later date.²

Significantly, IEU-Ohio has not identified a single reason – not one – that motions to intervene need to be decided now. IEU-Ohio would suffer no prejudice if its motion to intervene were held in abeyance and decided only after the Commission has had an opportunity to review comments from IEU-Ohio and other interested persons.

In short, Applicants believe that discovery and a hearing will not be necessary in this matter. The Commission should hold motions to intervene in abeyance until after the Commission has reviewed comments from interested persons. By implementing such a procedure, the Commission can ensure an orderly procedure.

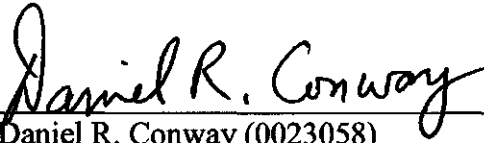
² To assist interested persons to evaluate the Application, the Applicants have sent the following materials to OCC, IEU-Ohio, OPAE and OMA Energy Group:

1. AES Press Release
2. AES Corporation 10-K 2010
3. DP&L Corporate Separation Plan
4. DP&L Electric Distribution Tariff
5. DP&L Electric Generation Tariff
6. DP&L FERC Form-1
7. DPL Press Release
8. DP&L PUCO Order from DP&L's ESP case (08-1094)
9. DP&L PUCO Stipulation from DP&L's ESP case (08-1094)
10. DPL SEC Form 10-K 2010
11. DPL SEC Form 10-Q Q1-2011

OF COUNSEL:

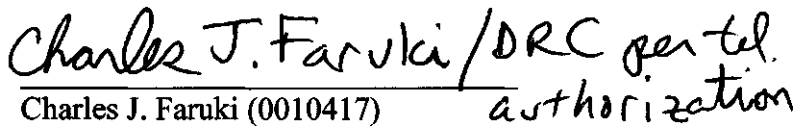
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CERTIFICATE OF SERVICE

I certify that a copy of the foregoing Applicants' Reply Memorandum on Joint Motion to Establish Deadlines for Initial and Reply Comments and to Hold Motions to Intervene in Abeyance has been served via electronic mail upon the following counsel of record, this 10th day of June, 2011:

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