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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' MEMORANDUM IN OPPOSITION TO
MOTION TO INTERVENE OF FIRSTENERGY SOLUTIONS CORP.**

The Commission should deny the Motion to Intervene of the FirstEnergy Solutions Corp. for the reasons stated in the May 26, 2011 Joint Motion of Applicants to Establish Deadlines for Initial and Reply Comments and to Hold Motions to Intervene in Abeyance, which is incorporated by reference. The Commission established a comment period in its June 1, 2011 Entry (as requested in the Applicants' Motion), and the Commission should hold motions to intervene in abeyance until the Commission has reviewed the comments.

Respectfully submitted,

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CERTIFICATE OF SERVICE

I certify that a copy of the foregoing Applicants' Memorandum in Opposition to the Intervention of FirstEnergy Solutions Corp. has been served via electronic mail upon the following counsel of record, this 16th day of June, 2011:

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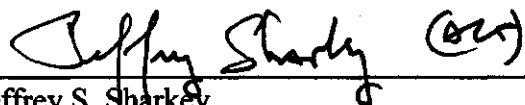
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