

FILE

**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

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MOTION TO INTERVENE OF THE CITY OF DAYTON, OHIO

The City of Dayton, Ohio ("Dayton") on behalf of itself and its residential and commercial citizens hereby moves the Public Utility Commission of Ohio ("Commission") to intervene as a full party of record in the above captioned proceedings pursuant to Ohio Revised Code ("R.C.") Section 4903.221 and Ohio Administrative Code ("O.A.C") Rule 4901-1-11.

As set forth in the attached Memorandum in Support, Dayton submits that it has a real and substantial interest in these proceedings, that its interests cannot be adequately represented by any other party, and that the Commission's disposition of the proceedings will impair or impede its ability to protect those interests. Dayton further submits that the legal positions and issues that it will advance are relevant to the merits of the proceedings and that it intends to contribute in a unique manner to the full development and equitable resolution of the proceedings. Finally, Dayton submits that granting this Motion will not unduly delay the proceedings or unjustly prejudice any existing party.

For these reasons, as explained more fully herein, Dayton respectfully requests that the Commission grant its motion to intervene in the above captioned proceedings.

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Respectfully Submitted,



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**MEMORANDUM IN SUPPORT OF THE MOTION TO INTERVENE OF THE CITY OF
DAYTON, OHIO**

I. PROCEDURAL BACKGROUND

This proceeding was initiated by the AES Corporation ("AES"), Dolphin Sub, Inc., DPL Inc. and The Dayton Power & Light Company ("DP&L") (collectively the "Applicants") through the Applicants' filing of an Application for Consent and Approval for a Change of Control of The Dayton Power & Light Company (the "Application"). The Applicants, through the Application, seek Commission approval for the merger of DPL Inc., the parent corporation of DP&L, with AES. The merger purports to result in AES acquiring all shares of DPL Inc., the holding company parent of DP&L.

II. BASIS FOR INTERVENTION

a. Standard of Review

R.C. Section 4903.221 and O.A.C Rule 4901-1-11 set forth the standards pursuant to which Dayton may intervene in the above-captioned Commission proceedings. R.C. Section 4903.221 confers the statutory right to intervene in a Commission proceeding to any party "who may be adversely affected by a proceeding." Additionally, O.A.C Rule 4901-1-11 provides that:

Upon timely motion, any person shall be permitted to intervene in a proceeding upon a showing that: . . . [t]he person has a real and substantial interest in the proceeding, and the person is so situated that the disposition of the proceeding may, as a practical matter, impair or impede his or her ability to protect that interest, unless the person's interest is adequately represented by existing parties.

Upon filing a timely motion demonstrating a real and substantial interest and upon demonstrating that the proceeding will impair or impede the ability to protect the interest, a party

is entitled to an Order granting its intervention request. In determining whether a party is entitled to intervene, the Commission shall consider:

(1) the nature and extent of the prospective intervenor's interest; (2) the legal position advanced by the prospective intervenor and its probable relation to the merits of the case; (3) whether the intervention by the prospective intervenor will unduly prolong or delay the proceeding; (4) whether the prospective intervenor will significantly contribute to full development and equitable resolution of the factual issues; and (5) the extent to which the person's interest is represented by existing parties.

(See R.C. 4903.221(B) and O.A.C 4901-1-11(B)).

b. Dayton Has A Real And Substantial Interest In This Proceeding That Cannot Be Represented By Any Other Party, And The Disposition Of These Proceedings Will Impair Those Interests.

Currently, Dayton utilizes electric service from DP&L to illuminate municipal traffic signals, a number of proprietary street lights, as well as to power certain municipal buildings and facilities including its water and sewer facilities. On an annual basis, Dayton expends a materially significant amount on just the first two aforementioned electric uses. Upon information and belief, Dayton is the second largest single consumer of electric services in the DP&L service territory.

The above captioned proceedings will also have a real, substantial, and adverse impact on Dayton's residential and business citizens. Almost the entirety of Dayton's residential and commercial electricity consumers rely upon DP&L for electric service. Similar to residents and businesses in many Ohio cities and metropolitan areas, Dayton's electricity consumers are currently dealing with high unemployment rates, low wages, and a sluggish economy. The proposed merger could have an impact on service and rates, which would naturally have an impact on Dayton's efforts to retain jobs and promote economic development.

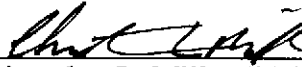
Dayton's residential and commercial citizens should receive reliable and dependable electric service from a provider that is adequately managed and funded. As the proposed merger will significantly change the ownership structure of DP&L, Dayton has a special interest, if not a duty, to ensure that the electricity requirements of its citizens are continually served by readily available, dependable electric service which is attainable under reasonable terms and conditions and at reasonable prices.

For all of these reasons, Dayton will contribute to the full development and equitable resolution of the factual issues at hand, and based upon Dayton's unique position as a consumer and the voice of its citizenry, no other party can represent Dayton's interests. Furthermore, Dayton has been involved in Commission proceedings in the past, and Dayton's involvement will not unduly prolong or delay these proceedings.

III. CONCLUSION

For the reasons set forth above, Dayton respectfully requests that the Commission grant its request to intervene in the above-captioned proceedings. Again, the City itself is the second highest consumer of electricity in the DP&L region, and its commercial and residential citizens represent the greatest number of customers who exist in a single constituency in the DP&L region. The merger contemplated by the Applicants through the Application could significantly impact Dayton and its citizens in a number of ways, and as such, Dayton respectfully requests that it be allowed to intervene in this case.

Respectfully Submitted,



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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 30 day of June, 2011 via first class mail and electronic mail.



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