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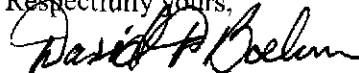
In re: Case No. 11-3002-EL-MER

Dear Sir/Madam:

Please find enclosed an original and twenty (20) copies of the MOTION TO INTERVENE AND MEMORANDUM IN SUPPORT OF THE OHIO ENERGY GROUP filed today in the above-referenced matter.

Copies have been served on all parties on the attached certificate of service. Please place this document of file.

Respectfully yours,



David F. Boehm, Esq.

Michael L. Kurtz, Esq.

BOEHM, KURTZ & LOWRY

DFBkew

Encl.

Cc: Certificate of Service

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CERTIFICATE OF SERVICE

I hereby certify that true copy of the foregoing was served by electronic mail (when available) or ordinary mail, unless otherwise noted, this 5th day of July, 2011 to the following:



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**BEFORE THE
PUBLIC UTILITY COMMISSION OF OHIO**

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In the Matter of the Application of The AES Corporation,	:	
Dolphin Sub., Inc., DPL Inc. And The Dayton Power And Light	:	
Company For Approval Of A Change Of Control Of The Dayton	:	Case No. 11-3002-EL-MER
Power And Light Company	:	

**THE OHIO ENERGY GROUP'S
MOTION FOR LEAVE TO INTERVENE**

Pursuant to the Ohio Rev. Code §4903.221 and Ohio Admin. Code §4901-1-11, the Ohio Energy Group. ("OEG") moves for leave to intervene in the above-captioned proceeding with the full powers and rights granted by the Public Utility Commission of Ohio ("Commission") specifically by statute or by the provisions of the Ohio Administrative Code, to intervening parties.

On May 18, 2011, the AES Corporation, Dolphin Sub, Inc., DPL Inc. and The Dayton Power and Light Company filed an Application for Consent and Approval for a Change of Control of The Dayton Power and Light Company.

As demonstrated further in the Memorandum in Support attached hereto and incorporated herein, OEG has a direct, real, and substantial interest in the issues and matters involved in the above-captioned proceeding, and is so situated that the disposition of this proceeding may, as a practical matter, impair or impede its ability to protect that interest. OEG believes that its participation will not unduly prolong or delay this proceeding and that it will significantly contribute to the full development and equitable resolution of the factual and other issues in the proceeding. The interests of OEG will not be adequately represented by other parties to the proceeding and,

as such, OEG is entitled to intervene with the full powers and rights granted by the Commission, specifically by statute and by the provisions of the Ohio Administrative Code, to intervening parties.

Respectfully submitted,



David F. Boehm, Esq.

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July 5, 2011

COUNSEL FOR OHIO ENERGY GROUP

**BEFORE THE
PUBLIC UTILITY COMMISSION OF OHIO**

In the Matter of the Application of The AES Corporation, :
Dolphin Sub., Inc., DPL Inc. And The Dayton Power And Light : Case No. 11-3002-EL-MER
Company For Approval Of A Change Of Control Of The Dayton :
Power And Light Company :

**MEMORANDUM IN SUPPORT OF
THE OHIO ENERGY GROUP'S MOTION TO INTERVENE**

In support of this Motion to Intervene, OEG states that it is a non-profit entity organized to represent the interests of large industrial customers in electric and gas regulatory proceedings before the Commission. OEG's members who are currently participating in this intervention are: Cargill Incorporated., E.I. duPont de Nemours and Company, General Motors LLC, The Procter & Gamble Co. and The Timken Co. These companies purchase electric distribution services from Dayton Power & Light. Therefore, the interests of OEG's members may be directly affected by the outcome of this proceeding. OEG intends to play a constructive role in this case and provide information which will assist the Commission.

No other party to this proceeding can adequately represent OEG's interest. Intervention would not unduly delay the proceeding nor unjustly prejudice any existing party.

Accordingly, OEG has a real and substantial interest and is entitled to intervene in this action under Ohio Rev. Code §4903.221 and Ohio Admin. Code §4901-1-11.

Respectfully submitted,



David F. Boehm, Esq.

Michael L. Kurtz, Esq.

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July 5, 2011