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**BEFORE
THE PUBLIC UTILITIES COMMISSION OF OHIO**

In the Matter of the Application of)	
The Dayton Power and Light Company for)	Case No. 12-426-EL-SSO
Approval of Its Electric Security Plan)	
 In the Matter of the Application of)	
The Dayton Power and Light Company for)	Case No. 12-427-EL-ATA
Approval of Revised Tariffs)	
 In the Matter of the Application of)	
The Dayton Power and Light Company for)	Case No. 12-428-EL-AAM
Approval of Certain Accounting Authority)	
 In the Matter of the Application of)	
The Dayton Power and Light Company for)	Case No. 12-429-EL-WVR
the Waiver of Certain Commission Rules)	
 In the Matter of the Application of)	
The Dayton Power and Light Company)	Case No. 672-EL-RDR
to Establish Tariff Riders)	

**MOTION OF INDUSTRIAL ENERGY USERS-OHIO TO COMPEL DISCOVERY
RESPONSES FROM THE DAYTON POWER AND LIGHT COMPANY**

On March 30, 2012, Industrial Energy Users-Ohio ("IEU-Ohio") moved to intervene in the above-captioned matter. On October 5, 2012, The Dayton Power and Light Company ("DP&L") filed its application to establish a standard service offer ("SSO") in the form of an electric security plan ("ESP"). IEU-Ohio has served four sets of discovery upon DP&L relevant to its ESP application ("Application") and testimony.

To date, DP&L has failed to comply with the Public Utilities Commission of Ohio's ("Commission") discovery rules, including the applicable response times established by Commission rule and later shortened by a Commission Entry. As detailed in the attached memorandum in support and attached affidavit, IEU-Ohio has attempted in

good faith to resolve its discovery disputes with DP&L but those efforts have failed. It is clear that DP&L will not participate in meaningful discovery unless the Commission intervenes and grants this motion. Accordingly, IEU-Ohio moves the Commission for an order compelling DP&L to respond to IEU-Ohio's discovery requests identified herein.

Respectfully submitted,



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The Dayton Power and Light Company)	Case No. 672-EL-RDR
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MEMORANDUM IN SUPPORT

I. INTRODUCTION

On March 30, 2012, DP&L initiated this proceeding and filed an application to establish an SSO in the form of a market rate offer ("MRO"). After months of settlement discussions, on September 7, 2012, DP&L unilaterally decided to withdraw its MRO application and indicated that it would file an application to establish an SSO in the form of an ESP. On October 5, 2012, DP&L filed its Application and supporting testimony.

On October 23, 2012, IEU-Ohio served its First Set of Interrogatories, Requests for Production of Documents and Requests for Admission ("IEU-Ohio's First Set") upon

DP&L. On November 5, 2012, DP&L requested an extension of time, which IEU-Ohio agreed to. Despite being afforded additional time, DP&L's responses to IEU-Ohio's First Set were incomplete. IEU-Ohio notified DP&L of the deficiencies, and on November 16, 2012 DP&L filed supplemental responses ("Attachment A") to IEU-Ohio's First Set. These supplemental responses are still deficient and DP&L's objections are without merit.

On November 14, 2012, the Commission issued a procedural entry in this proceeding which, among other things, shortened the discovery response time to 10 days.

On November 20, 2012, IEU-Ohio served its Second Set of Interrogatories and Requests for Production of Documents ("IEU-Ohio's Second Set") upon DP&L. On November 30, 2012, DP&L served IEU-Ohio with an incomplete set of responses ("Attachment B"). DP&L's responses to IEU-Ohio's Second Set contained meritless objections, and largely ignored the mandatory 10-day timeframe to supply discovery responses. Instead, DP&L indicated that it would supplement the responses at some undisclosed time in the future. Counsel for IEU-Ohio contacted DP&L to inquire why DP&L failed to ask for an extension to provide complete answers, and when DP&L planned to supplement its answers. During this conversation, counsel for DP&L indicated that by Thursday, November 29, 2012, DP&L had uncovered a serious flaw with its own testimony and Application and indicated that providing discovery responses at that time would not be helpful because DP&L was going to have to refile its Application and supporting testimony.

Commission Rule 4901-1-16(E), Ohio Administrative Code ("O.A.C."), requires parties to supplement their responses within five business days after the discovery of new information. Despite the 5-day supplemental timeframe and overall shortened discovery response time and condensed procedural schedule, DP&L waited until December 12, 2012 to file its amended application ("Supplemental Application") and testimony. DP&L has still not provided IEU-Ohio with corrected supplemental discovery responses to IEU-Ohio's First Set or IEU-Ohio's Second Set.¹

On November 28, 2012, IEU-Ohio served DP&L with IEU-Ohio's Third Set of Interrogatories and Requests for Production of Documents ("IEU-Ohio's Third Set"). On the day the discovery responses were due, Monday, December 10, 2012, counsel for DP&L contacted counsel for IEU-Ohio and indicated that DP&L had inadvertently deleted IEU-Ohio's Third Set and would not be able to respond to discovery in the allowable timeframe. Despite DP&L's failure to provide IEU-Ohio complete or timely responses to IEU-Ohio's First Set or IEU-Ohio's Second Set, IEU-Ohio agreed to provide DP&L another week to provide discovery responses to IEU-Ohio's Third Set.²

Despite unilaterally withdrawing its MRO application, and unilaterally withdrawing and supplementing its ESP Application and supporting testimony, DP&L has opposed intervenors' attempts to set a reasonable procedural schedule that would allow the Commission's Staff ("Staff") and intervenors a meaningful opportunity to review DP&L's

¹ Counsel for DP&L indicated that supplemental responses would be: (1) provided along with the supplemented application and then subsequently indicated that the supplemental responses would be forthcoming; however, DP&L has far exceeded the Commission's five business day supplement timeframe, and has still not provided IEU-Ohio with supplemental responses to its first two sets of discovery requests. Responses to these requests were originally due on November 12, 2012 and November 30, 2012, respectively.

² If DP&L does not provide complete discovery responses to IEU-Ohio's Third Set by the close of business on Tuesday, December 18, 2012, IEU-Ohio reserves the right to move the Commission for an order compelling DP&L to provide complete and accurate responses to IEU-Ohio's Third Set.

claims. And along the way, DP&L has refused to provide the supporting documents and information at the level of specificity necessary to accurately understand DP&L's claims, including DP&L's financial integrity claim which is the heart of its ESP applications. As discussed below, this information makes up much of the information DP&L has objected to and failed to provide.

And now DP&L has supplemented its ESP Application to request even more money based upon a financial integrity claim. However, DP&L's Supplemental Application and testimony provided on December 12, 2012, still fail to provide the level of detail necessary to review DP&L's claims. By granting this motion to compel, the Commission will require DP&L to provide IEU-Ohio, Staff, and other intervenors access to the information necessary to review DP&L's claims. Without this information, the Commission will have to rely on DP&L's information as presented by DP&L, and as demonstrated by DP&L that information may or may not be completely accurate.

On December 18, 2012, as IEU-Ohio was on the verge of filing this motion to compel, DP&L filed supplemental responses to IEU-Ohio's First Set ("Attachment E"). However, this supplement still fails to completely answer the discovery requests that are the subject of the motion. Furthermore, it appears that the only question that is the subject of this motion that was supplemented was Interrogatory No. ESP INT 1-23 (it is not readily clear which responses were supplemented because DP&L failed to indicate anywhere which responses were being supplemented, or distinguish original responses from supplemented responses). Accordingly, IEU-Ohio has been compelled to file this motion.

II. DISCOVERY STANDARDS

Rule 4901-1-16(B), O.A.C. (General provisions and scope of discovery), states:

any party to a commission proceeding may obtain discovery of any matter, not privileged, which is relevant to the subject matter of the proceeding. ... It is not a ground for objection that the information sought would be inadmissible at the hearing, if the information sought appears reasonably calculated to lead to the discovery of admissible evidence. Discovery may be obtained through interrogatories, requests for the production of documents and things or permission to enter upon land or other property, depositions, and requests for admission.

Rule 4901-1-19(B), O.A.C. (Interrogatories and response time), provides:

Subject to the scope of discovery set forth in rule 4901-1-16 of the Administrative Code, interrogatories may elicit facts, data, or other information known or readily available to the party upon whom the interrogatories are served. An interrogatory which is otherwise proper is not objectionable merely because it calls for an opinion, contention, or legal conclusion

Additionally, Rule 4901-1-20(A)(2), O.A.C. (Production of documents and things; entry upon land or other property), provides that, subject to the scope of discovery in Rule 4901-1-16, O.A.C., a party may request another party to “[p]roduce for inspection, copying, sampling, or testing any tangible things which are in the possession, control, or custody of the party upon whom the request is served.” (emphasis added).

Finally, Rule 4901-1-23, O.A.C., governs motions to compel and provides that any party may file a motion to compel with respect to:

- (1) Any failure of a party to answer an interrogatory served under rule 4901-1-19 of the Administrative Code.
- (2) Any failure of a party to produce a document or tangible thing or permit entry upon land or other property as requested under rule 4901-1-20 of the Administrative Code.
- (3) Any failure of a deponent to appear or to answer a question propounded under rule 4901-1-21 of the Administrative Code.

(4) Any other failure to answer or respond to a discovery request made under rules 4901-1-19 to 4901-1-22 of the Administrative Code.

The Rule also treats evasive answers as a failure to answer.³ Finally, before the Commission allows a motion to compel to be filed, the party seeking discovery must exhaust all other reasonable means of obtaining discovery.

III. **ARGUMENT**

DP&L's discovery responses make it apparent that it does not intend to engage in meaningful discovery. It has refused to answer questions seeking supporting documents to the return on equity ("ROE") information contained in its testimony, instead referring back to the testimony itself. It has refused to answer questions on the basis that the information is related to its affiliates; it has not claimed that it does not know the answers or does not have access to the answers. It has objected to certain questions claiming the information was too confidential to disclose despite the fact that IEU-Ohio has executed a protective agreement with DP&L. It has objected on grounds that questions called for a legal conclusion despite the prohibition contained in Rule 4901-1-19(B), O.A.C., on using that as a basis for an objection. It has claimed that it will not produce information segregated by generation, distribution, and transmission functions. And as mentioned above, DP&L has failed to provide its responses within the required time: requesting extensions, giving itself additional time by claiming it will supplement the responses in the future, and by accidentally deleting discovery requests and obtaining last-minute extensions. The effect of DP&L's actions has been to frustrate IEU-Ohio's attempts to understand the claims DP&L has made in its

³ Rule 4901-1-23(B), O.A.C.

Application. And as DP&L's need to supplement its Application and testimony to correct its mathematical errors has made clear, there is a need to scrutinize and review DP&L's claims for their accuracy.

IEU-Ohio has contacted DP&L numerous times in attempts to amicably resolve its discovery dispute.⁴ But DP&L has refused to properly supplement its responses. As demonstrated below, IEU-Ohio's requests are within the scope of discovery, DP&L's general objections are without merit, as are DP&L's specific responses to the discovery requests. Because DP&L's objections are meritless, the Commission should grant this motion and compel DP&L to provide complete and accurate responses to IEU-Ohio's discovery.

A. IEU-Ohio's discovery requests are within the scope of discovery because they are reasonably calculated to lead to discovery of admissible evidence.

IEU-Ohio's discovery requests that are the subject of this motion to compel seek information that can be broken into five categories: (1) total company ROE; (2) DP&L's wholesale revenue, which affects its total company ROE; (3) DP&L's financial statements broken down by business function; (4) the legal basis for the Service Stability Rider ("SSR"); and (5) DP&L's, or its affiliates', statements that relate to non-bypassable charges to prop up an electric distribution utility's ("EDU") earnings. As explained below, these categories of requests are within the proper scope of discovery because they are reasonably calculated to lead to discovery of admissible evidence.

IEU-Ohio's request (ESP INT 2-10) in the first category is undeniably relevant. DP&L's Application revolves around its financial integrity claim, which DP&L measures

⁴ See Attachment D (affidavit of Matthew R. Pritchard).

in terms of its total company ROE. To the extent DP&L is permitted to put forth testimony and an Application based on a financial claim calculated on DP&L's total company ROE, questions on that subject are reasonably calculated to lead to the discovery of admissible evidence.

IEU-Ohio's requests (ESP INT 1-27, ESP INT 1-29, and ESP INT 1-34 and ESP RFA 1-6 and ESP RFA 1-12) in the second category related to wholesale revenue are also relevant and within the proper scope of discovery. Again, DP&L's financial integrity claim is premised upon its total company ROE, which is calculated based upon wholesale revenue, among other items. Therefore, to the extent DP&L's total company ROEs are admissible, discovery requests about that same information are likely to lead to the discovery of admissible information.

IEU-Ohio's third category of requests (ESP INT 1-23, 2-4(c), 2-8, 2-9, 2-11, 2-12, 2-13, 2-14, and 2-15) related to financial information segregated by business function are properly within the scope of discovery. These requests seek information related to DP&L's financial claims, but instead of analyzing DP&L's claim on a total company basis, the requests seek information segregated by business unit; which is the level of detail in which the Commission's rules require DP&L to maintain the information.⁵ IEU-Ohio's discovery not only can help shed light on what the actual cause of DP&L's financial harm is (to the extent DP&L is actually suffering from financial harm), but it merely seeks information at the granularity that the information is stored. Thus, IEU-Ohio's requests seek what should be the source of the information DP&L aggregated and included in its Application. If this information was relied upon to

⁵ Rule 4901:1-37-04(B), O.A.C.

calculate DP&L's total company financial information, then discovery requests related to the information are likely to lead to the discovery of admissible evidence.

IEU-Ohio's fourth category of requests (ESP INT 1-13) is also proper because it directly relates to a proposal contained in DP&L's ESP, its SSR. If DP&L is permitted to put on evidence on the SSR (*i.e.* it is admissible), then IEU-Ohio's discovery request related to the SSR is likely to lead to the discovery of admissible evidence.

IEU-Ohio's fifth category of requests (ESP INT 1-17 and 1-20 and ESP RFA 1-16) relates to information about an AES Corporation ("AES") presentation ("Attachment C") that discussed DP&L's ESP Application. DP&L has made countless statements in its Application and testimony about the importance of its ROE. DP&L's sole shareholder is DPL Inc. ("DPL"), and DPL's sole shareholder is AES; therefore the issue of ROE is really about the return AES can expect to obtain through its ownership of DP&L. Accordingly, AES', DPL's, and DP&L's statements regarding DP&L's ESP Application are a proper subject for discovery because such statements could reasonably be anticipated to be admissible.

Additionally, statements by a party opponent (or its agent) are admissible to impeach a party. Thus, IEU-Ohio's fifth category of requests is within the proper scope of discovery because they are reasonably calculated to lead to admissible evidence (*i.e.* impeachment evidence).

B. DP&L's General Objections

1. Proprietary

DP&L objects to multiple discovery requests on grounds that the information is "proprietary, competitively sensitive or valuable, or constitutes trade secrets."⁶ For support, DP&L cites Rule 4901-1-24(A), O.A.C., which governs motions for protective orders. Division (A) allows a movant to seek a protective order that limits discovery in various manners. DP&L, however, did not seek to invoke Division (A) when it filed its motion for protective order along with its Application, instead filing its motion pursuant to Division (D) of that Rule. Moreover, in its motion DP&L only sought to "exempt from public disclosure certain information that is confidential, and competitively sensitive and trade secret information."⁷ IEU-Ohio would note that it has signed a stipulated protective agreement with DP&L, and therefore any information IEU-Ohio receives would not be disclosed to the public.⁸ Because DP&L's motion for protective order did not seek to limit discovery in any manner pursuant to Rule 4901-1-24(A), O.A.C., nor has the Commission imposed any restrictions under that Rule, it is improper for DP&L to claim that Rule as a basis for any objection.

2. Narrative Responses.

DP&L objects to multiple discovery requests on grounds that the request calls for a detailed or narrative response:

DP&L objects to each and every interrogatory that can be answered more efficiently by the production of documents or by the taking

⁶ Attachment A at 2.

⁷ Memorandum in Support of The Dayton Power and Light Company's Motion for Protective Order at 1 (Oct. 5, 2012).

⁸ IEU-Ohio, however, reserves the right to challenge DP&L's claim of confidentiality as to any information IEU-Ohio does not believe is appropriately categorized as confidential or proprietary.

of depositions. Under the comparable Ohio Civil Rules, “[a]n interrogatory seeks an admission or it seeks information of major significance in the trial or in the preparation for trial. It does not contemplate an array of details or outlines of evidence, a function reserved by rules for depositions.” Penn. Cent. Transp. Co. v. Armco Steel Corp., 27 Ohio Misc. 76, 77, 272 N.E.2d 877, 878 (Montgomery Ctr. 1971). As Penn further noted, interrogatories that ask one to “describe in detail,” “state in detail,” or “describe in particulars” are “open end invitation[s] without limit on its comprehensive nature with no guide for the court to determine if the voluminous response is what the party sought in the first place.” Id., 272 N.E.2d at 878.⁹

The scope of discovery is not limited to responses that seek one word answers nor does it prohibit narrative responses, as DP&L would have it. The scope of discovery includes anything that might reasonably lead to the discovery of admissible information.¹⁰ Interrogatories may seek to “elicit facts, data, or other information known or readily available to the party upon whom the interrogatories are served.”¹¹ Nothing in the Commission’s rules limits the scope of an interrogatory to that which could be answered in one word. In fact, DP&L provided narrative responses to multiple interrogatories.¹²

DP&L claims that *Penn Central Transportation Co. v. Armco Steel Corp.*, 272 N.E.2d 877, 878 (Montgomery Cty. 1971) is controlling here, but DP&L is incorrect. The case does not control discovery in Commission proceedings. Section 4903.082, Revised Code, provides that “[w]ithout limiting the commission’s discretion the Rules of Civil Procedure should be used wherever practicable.” However, in previous cases the Commission has exercised its discretion and compelled parties to produce detailed

⁹ Attachment A at 3.

¹⁰ Rule 4901-1-16(B), O.A.C.

¹¹ Rule 4901-1-19(B), O.A.C.

¹² See, e.g., Attachment A at 7, 12, 14, 43.

responses to interrogatories.¹³ Thus, in the Commission's discretion, it has held that parties may seek "detailed" information through discovery means outside of a deposition.

Regardless, *Penn Central* is no longer controlling in Ohio courts. Ohio courts have rejected the narrow interpretation on the applicable scope of interrogatories espoused in *Penn Central*:

Penn Cent. was written by Judge Robert L. McBride of the Montgomery County Court of Common Pleas, who decided the case under the new Rules of Civil Procedure that he had helped draft as a member of the Rules Advisory Committee. McBride gave a very narrow construction of what was proper in an interrogatory. He believed that questions that called for more than brief answers ought to be made in depositions, not interrogatories. After being elevated to the Second District Court of Appeals, Judge McBride had cause to comment on his own decision when he said that an interrogatory that asked a party to identify certain things was perfectly proper. Likewise, other Ohio courts have rejected the narrow use of interrogatories Judge McBride felt was proper.

The court declines to follow the narrow construction of *Penn Cent.* urged by plaintiff.¹⁴

Additionally, the District Court for the Southern District of Ohio also rejected the narrow scope of interrogatories espoused in *Penn Central*:

With all respect to Judge McBride's opinion, this Court does not believe that the *Penn Central* decision accurately reflects federal discovery law.

¹³ See, e.g., *In the Matter of Ohio Edison Company, The Cleveland Electric Illuminating Company, and The Toledo Edison Company for Authority to Provide for a Standard Service Offer Pursuant to Section 4928.143, Revised Code, in the Form of an Electric Security Plan*, Case No. 12-1230-EL-SSO, Entry at 4 (May 17, 2012). In this case, Direct Energy Services, LLC and Direct Energy Business, LLC ("Direct") moved Ohio Edison Company, the Cleveland Electric Illuminating Company, and the Toledo Edison Company (collectively, "FirstEnergy") to produce "detailed information relating to [FirstEnergy's] handling of accounts receivable." Direct's request that the Commission compel FirstEnergy to produce detailed information was granted. *Id.*

¹⁴ *Hudson v. United Servs. Auto. Assn. Ins. Co.*, 902 N.E.2d 101, 2008-Ohio-7084 at ¶¶ 34-35 (Greene Cty.).

Moreover, its adoption by this Court would unwisely constrict available discovery methods.¹⁵

Accordingly, DP&L's objections under its claim that the request calls for a detailed or narrative response is meritless and should be rejected.

3. Business Records

DP&L objected to IEU-Ohio Interrogatory No. ESP INT 2-5(E) on grounds that it requests information that could be derived from DP&L's business records and the burden for deriving such information is the same for DP&L as it would be for IEU-Ohio. Although DP&L gave this objection, it did not make the raw information available for IEU-Ohio to "derive" the responsive information. Moreover, DP&L Witness Chambers had to derive the referenced revenue category from some source, and is likely (or at least should be) more familiar with the source documents than IEU-Ohio would be. Therefore, the burden would not be the same. Accordingly, DP&L's objection lacks merit.

4. The Information is Not in DP&L's Possession

DP&L objected to various discovery requests on grounds that the information was not in DP&L's possession.¹⁶ DP&L claimed that DPL Inc. ("DPL"), AES Corporation ("AES"), and DPLER (its affiliate) are not parties to this proceeding and are in possession of the relevant information or documents. The fact that these three entities are not parties to this proceeding or might have access to or possess certain information or documents does not insulate DP&L from its responsibility for responding to appropriate discovery requests.

¹⁵ *Babcock Swine, Inc. v. Shelbco, Inc.*, 126 F.R.D. 43, 45 (S.D. Ohio 1989) (emphasis added).

¹⁶ Attachment A at 3-4.

Section 4928.145, Revised Code, for example, requires DP&L to “make available to the requesting party every contract or agreement that is between the utility or any of its affiliates and a party to the proceeding, consumer, electric services company, or political subdivision and that is relevant to the proceeding, subject to such protection for proprietary or confidential information as is determined appropriate by the public utilities commission.” (emphasis added). Further, the Commission in the past has required parties to produce information and documents in the possession of an affiliate that the party had access to.¹⁷ Thus, it is clear that the General Assembly and the Commission allow parties in a Commission proceeding to seek discovery from a party’s affiliates.

5. Calls for a Legal Conclusion

DP&L objects to certain requests on grounds that the request calls for a legal conclusion.¹⁸ Rule 4901-1-19, O.A.C (which governs interrogatories), states that “[a]n interrogatory which is otherwise proper is not objectionable merely because it calls for an opinion, contention, or legal conclusion.” (emphasis added). Thus, DP&L’s objections based upon this claim are meritless.

6. Privileged or Work Product

DP&L objects to various requests on grounds that the request seeks information that is privileged or work product. The work-product doctrine offers a qualified protection against discovery of documents prepared in preparation of litigation.¹⁹ The Commission has also held that conversations between counsel and a utility’s

¹⁷ *In the Matter of the Complaint of The Manchester Group, LLC v. Columbia Gas of Ohio, Inc.*, Case No. 08-360-GA-CSS, Entry at 2 (Oct. 2, 2009) (granting the motion to compel “to the extent Columbia has access” to the relevant information sought in discovery).

¹⁸ Attachment A at 17.

¹⁹ 23 Am. Jur. 2d § 45.

employees and the associated “notes, correspondence, and email created in anticipation of litigation ... would ordinarily be protected ... under attorney-client privilege and attorney work product doctrines.”²⁰ The Commission, however, distinguished these types of communications from those not protected under either attorney-client privilege or under the work-product doctrine.²¹ The latter unprotected category includes documents related to the litigation produced by utility employees to, among other things, verify the accuracy of events alleged in the lawsuit.²² It is hard to comprehend how the general financial information sought by IEU-Ohio could be work product. Various laws, Commission rules, and Commission orders require DP&L to account for this information, *i.e.* the information is kept as part of DP&L’s routine operations and is not prepared in preparation for trial.²³ DP&L cannot hide information related to this case simply because it deals with this case or almost all discoverable and relevant information would be subsumed by the work-product doctrine. (IEU-Ohio will address DP&L’s specific claims of privilege and work product in its analysis of the individual requests below). For the reasons described herein, DP&L’s claim of privilege and work product are without merit.

²⁰ *In the Matter of the Regulation of the Purchased Gas Adjustment Clause Contained Within the Rate Schedules of the East Ohio Gas Company d.b.a Dominion East Ohio and Related Matters*, Case No. 05-219-GA-GCR, Entry at 7 (July 28, 2006).

²¹ *Id.*

²² *Id.*

²³ See, *e.g.*, Rule 4901:1-37-04(B), O.A.C. (“Each electric utility and its affiliates shall maintain, in accordance with generally accepted accounting principles and an applicable uniform system of accounts, books, records, and accounts that are separate from the books, records, and accounts of its affiliates.”).

C. DP&L Has Claimed on Multiple Occasions it Would Supplement its Responses but Has Failed to Do So.

On multiple occasions, DP&L indicated it would supplement various responses to IEU-Ohio's Second Set. However, IEU-Ohio has not yet received any response to these requests (either original responses or supplemented responses). Currently, there is a 10-day timeframe to provide discovery responses. Commission Rule 4901-1-16(E), O.A.C., requires parties to supplement their discovery responses within five business days after discovering an error. As discussed above in the Introduction, five business days has long since passed. Despite numerous requests for supplemented responses, IEU-Ohio has not obtained any supplement. Thus, DP&L has not yet provided any responses to the following interrogatories—ESP INT 2-4(C), ESP INT 2-4(D), ESP INT 2-4(E), ESP INT 2-4(F), ESP INT 2-5(E), ESP INT 2-5(F), ESP INT 2-5(G)—or supplemented any response to IEU-Ohio's First Set that might need supplemented in light of DP&L's Supplemental Application.

D. Interrogatories

1. ESP INT 1-11

This Interrogatory seeks information related to the market value of DP&L's generation assets. DP&L objected on grounds that the information that was sought was privileged and work product as well as proprietary. As discussed above, DP&L's general objection as to the information's propriety is without merit. Additionally, after following up with DP&L, DP&L indicated it withheld certain responsive documents under a claim of privilege and work product. DP&L indicated that the withheld information related to a non-testifying expert's opinion regarding demands by certain parties for DP&L to separate its generating assets. This sort of information is the same that the

Commission required disclosed in *In the Matter of the Regulation of the Purchased Gas Adjustment Clause Contained Within the Rate Schedules of the East Ohio Gas Company d.b.a Dominion East Ohio and Related Matters*, Case No. 05-219-GA-GCR, Entry at 7 (July 28, 2006). Accordingly, IEU-Ohio would move the Commission to compel DP&L to provide the document withheld under a claim of privilege or work product.

2. ESP INT 1-13

IEU-Ohio's Interrogatory No. ESP INT 1-13 relates to a claim DP&L made regarding its proposed SSR. Specifically, at page 22 of the original Rate Blending Plan, DP&L stated that the SSR promotes stable retail electric prices and ensures customer certainty regarding retail electric service. IEU-Ohio's interrogatory asked DP&L to explain how the SSR will ensure customer certainty regarding retail electric service and how the SSR will promote stable prices.

As discussed above, this request is relevant and DP&L's objections on grounds that the request is irrelevant, calls for a narrative response and calls for a legal conclusion are without merit. Additionally, DP&L objected to the request on grounds that the request was unduly burdensome. IEU-Ohio's request asks for an explanation on how the proposed SSR meets the statutory criteria: criteria that DP&L bears a statutory burden to satisfy. However, DP&L's testimony does not address these two issues.

DP&L did, however, provide a response subject to its objections. But, DP&L's response and the citation to Witness Chambers' testimony do not address the discovery request. The request asked DP&L to demonstrate how the SSR would "ensure customer certainty regarding electric service" and how the SSR would "promote stable

retail electric service prices.” DP&L’s response and Witness Chambers’ testimony state that DP&L “needs” the SSR to maintain financial integrity (neither the response nor Witness Chambers’ testimony discuss either question IEU-Ohio asked).

3. ESP INT 1-17

This interrogatory seeks information about an AES financial presentation (“Attachment C”) that discussed DP&L’s ESP Application. DP&L did not claim the request was irrelevant, but did object on grounds that the request was unduly burdensome, privileged and work product, the request seeks a legal conclusion, and was in the possession of an affiliate. As discussed above, these general objections are without merit. The request asks DP&L to identify documents that were relied upon for the public presentation, thus it is not readily apparent how the documents that support the public presentation are covered by the attorney client privilege or work product (and if they were ever subject to those protections, DP&L waived them by making the public presentation). While DP&L provided an answer subject to the objections (which referenced the Commission’s August 8, 2012 Opinion and Order in Case Nos. 11-346-EL-SSO, *et al.*), IEU-Ohio’s request asked DP&L to identify any documents relied upon. To the extent DP&L has access to this information, the Commission should compel DP&L to respond to IEU-Ohio’s discovery request.

4. ESP INT 1-20

Like the previous Interrogatory, this interrogatory seeks information about an AES financial presentation (“Attachment C”) that discussed DP&L’s ESP Application. As described above, the requests seek information reasonably calculated to lead to the discovery of admissible evidence. DP&L objected to the request on grounds that it sought information that was privileged or work product, and was proprietary. The

request merely seeks the names of any person who helped prepare the presentation, it does not seek privileged communications or any material prepared in anticipation of litigation. It seeks information related to a public presentation. As discussed above as well, DP&L's proprietary objection is meritless. Accordingly, the Commission should compel DP&L to respond.

5. ESP INT 1-23

This interrogatory seeks financial information related to DP&L's distribution function. DP&L provided general objections on grounds of relevance, privilege and work product, production would be an undue burden, and the information is proprietary. As discussed above, financial information segregated by business function is relevant. Additionally, DP&L's propriety claim is meritless and moot. As to DP&L's burden, DP&L already produced a document containing financial information segregated by DP&L's distribution business function for years 2009 and 2010. While DP&L indicated it discontinued the report beginning in 2011, DP&L has not demonstrated that producing additional reports in that form would be an undue burden. Finally, this information is not work product or attorney client privilege. As discussed above, the Commission has held that internal reports generated by employees (even when those reports relate to ongoing litigation) are not privileged or protected material and are subject to discovery. Moreover, if this type of information was covered under the attorney client privilege or work-product doctrine, DP&L waived any such claim by producing the report for 2009 and 2010.

On December 18, 2012 DP&L supplemented its response to this Interrogatory. However, the supplemented information only address contribution to net margin and does not address the distribution function's ROE, the contributions to net income

associated with the distribution function, or the contributions to earnings per share. Accordingly, the Commission should compel DP&L fully respond to this discovery request.

6. ESP INT 1-27

This interrogatory requests information related to wholesale agreements between DP&L and DPLER prior to their 2010 wholesale agreement. DP&L objected on grounds of relevance, that production would be an undue burden, that the response is privileged and work product, the information is proprietary, and in the possession of an affiliate. As discussed above, this information is relevant, and production of the document is required by Section 4928.145, Revised Code. DP&L has not yet produced this document; however, after repeated exchanges with counsel for DP&L, DP&L agreed to provide copies of the request. Given that the response was originally due on November 12, 2012, and DP&L has now for a month indicated it would make the documents available, IEU-Ohio would move the Commission to compel DP&L to finally produce the document.

7. ESP INT 1-29

This interrogatory seeks information related to the power DP&L sells its competitive affiliate and the associated revenue with that transaction. As discussed above, this question is relevant. DP&L objects to this interrogatory on grounds of relevance, on grounds that the request is unduly burdensome, on grounds that the response is privileged and work product, on the grounds that the response is proprietary, and because the information is in the possession of DP&L's affiliate. As discussed above, DP&L's general objections are without merit. Accordingly, to the

extent DP&L has access to the information, the Commission should compel DP&L to respond.

8. ESP INT 1-34

This Interrogatory seeks information related to DP&L's wholesale transactions with DPLER. DP&L objected on grounds of relevance, that the request was an undue burden, privileged and work product, and that the response sought proprietary information. As discussed above, this type of information is relevant and DP&L's general objections are without merit. IEU-Ohio would note that after weeks of trying to view the documents DP&L identified as responsive, and obtain copies of those documents, DP&L has finally allowed IEU-Ohio to view the documents²⁴ and has agreed to produce copies of the documents. However, the documents that DP&L made available for inspection and which DP&L has agreed to produce did not explicitly respond to IEU-Ohio's interrogatory. Specifically, the documents did not describe the manner in which the price of electricity was established. Because DP&L made the documents available to IEU-Ohio to view, any claim of privilege or work product has been waived. Although DP&L has finally reached agreement with IEU-Ohio, the process has been drug out for over a month. Due to the significant delay IEU-Ohio has already experienced in just being able to view the responsive documents, IEU-Ohio would move the Commission to compel DP&L to immediately produce copies of the documents, and would move the Commission to compel DP&L to produce any other

²⁴ Despite the fact that the response was originally due November 12, 2012, on December 17, 2012, IEU-Ohio was finally able to view the documents DP&L identified as responsive.

documents that reference the manner in which the wholesale price of electricity was established.²⁵

9. ESP INT 1-35

This request seeks information related to DPLER wholesale obligations. Although DP&L objected to this interrogatory on grounds of relevance, this information is within the scope of discovery because DP&L sales of electricity to DPLER and the wholesale revenue associated with those sales impacts DP&L's financial integrity claim, and this is reasonably calculated to lead to the discovery of admissible evidence. DP&L also objected to this interrogatory on grounds the request was an undue burden, privileged and work product and the information sought was proprietary. DP&L's general objections are without merit. The information sought regarding DPLER is information that would be kept in the ordinary course of business and would not be related to conversations with counsel or material prepared in anticipation of litigation. Additionally, DP&L has not offered any reason why the request is an undue burden. Finally, DP&L has claimed that it would make certain documents between it and DPLER available for viewing (which occurred on December 17, 2012) and agreed to produce copies of those documents on Wednesday, December 19, 2012; however, the documents that DP&L made available do not directly respond to the information sought in this request. Accordingly, IEU-Ohio would move the Commission to compel DP&L to provide responsive documents to this request.

²⁵ DP&L indicated these documents would be forthcoming on Wednesday, December 19, 2012. If DP&L produces complete responses, IEU-Ohio will withdraw the applicable portions of the motion.

10. ESP INT 1-41

This interrogatory seeks information related to the compensation DP&L receives as a winning bidder in Duke Energy Ohio, Inc.'s ("Duke") SSO auctions. DP&L objected on grounds that it is irrelevant, unduly burdensome, privileged and work product, and proprietary. The information IEU-Ohio seeks is relevant to DP&L's total company revenue that comprises its total company financial integrity claim. As discussed above, DP&L's general objections are without merit. Additionally, DP&L claims the information (documents that describe or discuss the compensation DP&L receives as a winning bidder) is not in its possession, a confounding response. DP&L surely would keep records of the compensation it receives from all sources, and it is not apparent why another party would be the custodian of such documents. Finally, the response DP&L did provide does not fully respond to IEU-Ohio's discovery request. IEU-Ohio sought all documents that describe or discuss the compensation DP&L receives as a winning bidder in Duke's SSO auction: DP&L merely cited to the Auction Manager Report in Case No. 11-6000-EL-UNC, which only lists the winning bidders, the winning price, and the number of tranches won. This information does not answer IEU-Ohio's discovery request. While DP&L has agreed to supplement this response, IEU-Ohio has not yet received any supplement. Accordingly, the Commission should compel DP&L to respond to IEU-Ohio's discovery request.

11. ESP INT 2-4(C)

This interrogatory seeks a breakdown of certain information contained in Witness Jackson's Exhibit CLJ-2. DP&L objects to ESP INT 2-4(C) on grounds that it is irrelevant, unduly burdensome, privileged and work product, proprietary, and calls for a narrative response. For the reasons discussed above, these general objections are

without merit. As discussed above, this type of information is relevant. Moreover, much of the information referenced in DP&L's workpapers are derived from internal source documents that have not yet been made available. Without access to all of DP&L's documents, including the source documents, DP&L's calculations are occurring in a black box. Without access inside all parties have to rely on the information presented by DP&L without an ability to review it.. Accordingly, the Commission should compel DP&L to respond.

12. ESP INT 2-4(D)

This interrogatory seeks a breakdown of certain information contained in Witness Jackson's Exhibit CLJ-2. DP&L objects to ESP INT 2-4(D) on grounds that it is irrelevant, unduly burdensome, privileged and work product, proprietary, calls for a narrative response, and claims the information is in the possession of an affiliate. For the reasons discussed above, these general objections are without merit. As discussed above, the Commission should compel DP&L to respond.

13. ESP INT 2-4(E)

This interrogatory seeks a breakdown of certain information contained in Witness Jackson's Exhibit CLJ-2. DP&L objects to ESP INT 2-4(E) on grounds that it is irrelevant, unduly burdensome, privileged and work product, proprietary, calls for a narrative response, and claims the information is in the possession of an affiliate. For the reasons discussed above, these general objections are without merit, and the Commission should compel DP&L to respond.

14. ESP INT 2-4(F)

This interrogatory seeks a breakdown of certain information contained in Witness Jackson's Exhibit CLJ-2. DP&L objects to ESP INT 2-4(F) on grounds that it is

irrelevant, unduly burdensome, privileged and work product, proprietary, calls for a narrative response, and claims the information is in the possession of an affiliate. For the reasons discussed above, these general objections are without merit, and the Commission should compel DP&L to respond.

15. ESP INT 2-5(D)

This interrogatory seeks a breakdown of certain information contained in Witness Chambers' Exhibits WJC-3A through WJC3-D. DP&L objects to ESP INT 2-5(D) on grounds that it is irrelevant, unduly burdensome, privileged and work product, proprietary, calls for a narrative response, and claims the information is in the possession of an affiliate. For the reasons discussed above, these general objections are without merit, and the Commission should compel DP&L to respond.

16. ESP INT 2-5(E)

This interrogatory seeks a breakdown of certain information contained in Witness Chambers' Exhibits WJC-3A through WJC3-D. DP&L objects to ESP INT 2-5(E) on grounds that it is irrelevant, unduly burdensome, privileged and work product, proprietary, calls for a narrative response, claims the information is in the possession of an affiliate and calls for a legal conclusion. For the reasons discussed above, these general objections are without merit. Additionally, DP&L claims the interrogatory is vague and undefined. The interrogatory reads:

Referencing the financial statements attached to witness Chambers' testimony in exhibit WJC-3A through D

...

E. Provide supporting details for Operating Revenues – Wholesale for the periods 2011, and 2013-2017.

IEU-Ohio referenced the workpaper that this information appears on and the title of the row that the information is contained in. IEU-Ohio asked for the details that support years 2013-2017 (the columns on Exhibit WJC-3B) and additional information for 2011. The request is clear; it asks for the documentation that would support the figures contained on Witness Chambers' workpaper. Accordingly, the Commission should compel DP&L to respond.

17. ESP INT 2-5(F)

This interrogatory seeks a breakdown of certain information contained in Witness Chambers' Exhibits WJC-3A through WJC-3D. DP&L objects to ESP INT 2-5(F) on grounds that it is irrelevant, unduly burdensome, privileged and work product, proprietary, calls for a narrative response, and claims the information is in the possession of an affiliate. For the reasons discussed above, these general objections are without merit. Accordingly, the Commission should compel DP&L to respond.

18. ESP INT 2-5(G)

This interrogatory seeks a breakdown of certain information contained in Witness Chambers' Exhibits WJC-3A through WJC-3D. DP&L objects to ESP INT 2-5(G) on grounds that it is irrelevant, unduly burdensome, privileged and work product, proprietary, calls for a narrative response, and claims the information is in the possession of an affiliate. For the reasons discussed above, these general objections are without merit. Accordingly, the Commission should compel DP&L to respond.

19. ESP INT 2-8

This interrogatory seeks information related to DP&L's ROE and seeks that information segregated by business function. DP&L objected on grounds of relevance, claimed the request was unduly burdensome, privileged and work product, proprietary,

and calls for a narrative answer. As discussed above, this type of information is properly within the scope of admissible evidence as it is likely to lead to the discovery of admissible evidence. Furthermore, any claim of privilege or work product has been waived because DP&L produced information relating to DP&L's financial performance for its distribution function for years 2009 and 2010 (and regardless, it is doubtful that this type of information is protected by those doctrines²⁶). Additionally, DP&L's production of financial information segregated by its business function for 2009 and 2010 indicates that it is within DP&L's ability to produce financial information segregated by function. DP&L has not demonstrated that producing similar documents to the Business Unit Report identified in this interrogatory would be unduly burdensome and, moreover, DP&L is the only party that could compile such information. Accordingly, IEU-Ohio would move the Commission to compel DP&L to fully comply with the request and require DP&L to provide ROEs by business segment for the years 2009, 2010, and 2011; or at least direct DP&L to produce reports similar to the Business Unit Report for the distribution, generation, and transmission functions and for all three years identified.

20. ESP INT 2-9

This information seeks the same information requested in Interrogatory No. ESP INT 2-8, except this interrogatory requests projected information by business segment for the years 2012 through 2017. For the reasons described in the above interrogatory, the Commission should compel DP&L to provide the ROEs by business function or provide reports similar to the Business Unit Report for each function for the years 2012 through 2017.

²⁶ *In the Matter of the Regulation of the Purchase Gas Adjustment Clause Contained Within the Rate Schedules of the East Ohio Gas Company d.b.a Dominion East Ohio and Related Matters*, PUCO Case No. 05-219-GA-GCR, Entry at 7 (July 28, 2006).

21. ESP INT 2-10

This interrogatory seeks information related to DP&L's total company ROE for the years 2009 through 2012. DP&L objects to Interrogatory No. ESP INT 2-10 on grounds that it is irrelevant, privileged and work product, and proprietary. Instead of identifying any calculations or analysis related to the 2009 through 2012 ROEs, DP&L cited to Witness Jackson's testimony and the total company ROEs provided in response to ESP INT 2-7. IEU-Ohio requested that DP&L identify any document that contained a calculation of its 2009 through 2012 ROE as well as documents that contained an analysis of those ROEs. While Witness Jackson's testimony and DP&L's response to Interrogatory No. ESP INT 2-7 might contain responsive answers, IEU-Ohio requested DP&L to identify "any calculations or analysis" and not just that which DP&L prepared for this proceeding. For the reasons discussed above, DP&L's general objections are without merit. Accordingly, the Commission should compel DP&L to respond.

22. ESP INT 2-11

This interrogatory requests DP&L to identify any documents that describe or discuss DP&L's ROE by business segment for the years 2009 through 2017. For the reasons described in Interrogatory Nos. ESP INT 2-8 and 2-9, the Commission should compel DP&L to provide the ROEs by business function or provide reports similar to the Business Unit Report for each function for the years 2009 through 2017.

23. ESP INT 2-12

This interrogatory requests DP&L to identify any documents that describe or discuss DP&L's annual contribution to net income or net margin by business segment for the years 2009 through 2017. For the reasons described in Interrogatory Nos. ESP INT 2-8 and ESP INT 2-9, the Commission should compel DP&L to provide the ROEs

by business function or provide reports similar to the Business Unit Report for each function for the years 2009 through 2017.

24. ESP INT 2-13

Similar to Interrogatory No. ESP INT 2-12, this interrogatory requests DP&L to identify any documents that describe or discuss DP&L's contributions to net margin by business segment, but this request specifically references the comments made by DP&L Witness Jackson at the November 9, 2012 technical conference. As described above and in Interrogatory Nos. ESP INT 2-8 and ESP INT 2-9, DP&L's relevance, burden, privilege and work product, propriety, and narrative response objections are meritless. On November 30, 2012, DP&L responded to IEU-Ohio's Second Set and indicated it would supplement this response, but has not yet done so. Accordingly, for the reasons described in Interrogatory Nos. ESP INT 2-8 and ESP INT 2-9, the Commission should compel DP&L to finally supplement its response and provide the contributions to net margin by business function.

25. ESP INT 2-14

This request is the same as Interrogatory No. ESP INT 2-13, except that this request seeks the information on a total company basis. DP&L objected for the same reasons, which as described above are without merit, and indicated it would supplement the response. Accordingly, the Commission should compel DP&L to finally supplement its response.

26. ESP INT 2-15

This request is similar to Interrogatory Nos. ESP INT 2-12 and ESP INT 2-13, except that those requests asked DP&L to identify responsive documents and this request asked DP&L what the contribution to margin by business segment was. For the

reasons described in Interrogatory Nos. ESP INT 2-12 and ESP INT 2-13, the Commission should compel DP&L to respond.

E. Requests for Admission

27. ESP RFA 1-6

This request seeks information related to the cost of capital of DPL and DPLER. DP&L objects on relevance grounds, but the cost of capital of DP&L affiliates could potentially affect DP&L's cost of capital, which would then impact DP&L's financial projections. Accordingly, this request is reasonably calculated to lead to the discovery of admissible evidence. DP&L also objects that the information is within the possession of DP&L's affiliates. To the extent DP&L knows the answer to the request or has access to the information, the Commission should compel DP&L to respond.

28. ESP RFA 1-12

This request for admission asks DP&L to admit that DPLER serves customers outside of DP&L's territory. DP&L objects on grounds of relevance, but as mentioned above DP&L sells power to DPLER and therefore DPLER's actions as a competitive retail electric service ("CRES") provider impact DP&L's finances. Thus, this question is reasonably calculated to lead to the discovery of admissible evidence.

DP&L also objects on grounds that the information is in its affiliate's possession. As discussed above, this alone does not insulate DP&L from responding to proper discovery. Accordingly, to the extent DP&L knows the answer or has access to the information requested, the Commission should compel DP&L to respond.

29. ESP RFA 1-16

This request seeks information related to an AES financial presentation (Attachment C") that discussed DP&L's ESP proposal. As discussed above, this

information relates to DP&L's Application and the effect that the ESP will have on DP&L's financial integrity. Thus, the request is likely to lead to the discovery of admissible evidence and would be substantively admissible and admissible for impeachment purposes. Thus, this request is reasonably calculated to lead to the discovery of admissible evidence. DP&L also objects on grounds that the information is in its affiliate's possession. Again, to the extent DP&L knows the answer or has access to the information, the Commission should compel DP&L to respond.

30. ESP RFA 1-25

This request seeks information related to wholesale sales made by either DP&L or DPL. As discussed above, DP&L's wholesale revenue directly affects its financial integrity claims, and accordingly discovery on this topic is reasonably calculated to lead to the discovery of admissible evidence. Although DP&L did provide certain responses to the question, it did not answer the question asked which was about selling power "in the wholesale market when there are opportunities to do so that provide a positive margin." Accordingly, to the extent DP&L knows the answer or has access to the information, the Commission should compel DP&L to respond.

31. ESP RFA 1-28

This request seeks information related to the revenue DPLER collects for reselling to retail customers the wholesale power DP&L provides to it. DP&L objected on grounds of relevance, but because this transaction affects DP&L's wholesale revenue, discovery requests on the topic is reasonably calculated to lead to the discovery of admissible evidence. DP&L also objects to this request on grounds that the information is proprietary and in the possession of an affiliate. As discussed herein,

both responses are without merit. Accordingly, the Commission should compel DP&L to comply with the request to the extent it knows the answer or has access to the answer.

IV. CONCLUSION

For the reasons described herein, the Commission should compel DP&L to respond to IEU-Ohio's Interrogatory Nos. ESP INT 1-11, ESP INT 1-13, ESP INT 1-17, ESP INT 1-20, ESP INT 1-23, ESP INT 1-27, ESP INT 1-29, ESP INT 1-34, ESP INT 1-35, ESP INT 2-4(C), ESP INT 2-4(D), ESP INT 2-4(E), ESP INT 2-4(F), ESP INT 2-5(E), ESP INT 2-5(F), ESP INT 2-5(G), ESP INT 2-8, ESP INT 2-9, ESP INT 2-10, ESP INT 2-11, ESP INT 2-12, ESP INT 2-13, ESP INT 2-14, ESP INT 2-15 and IEU-Ohio's Requests for Admission Nos. ESP RFA 1-6, ESP RFA 1-12, ESP RFA 1-16, ESP RFA 1-25, ESP RFA 1-28.

Respectfully submitted,



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CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing *Motion of Industrial Energy Users-Ohio to Compel Discovery Responses from the Dayton Power and Light Company and Memorandum in Support* was served upon the following parties of record this 18th day of December 2012, via hand-delivery, electronic transmission, or first class mail, U.S. postage prepaid.



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Attachment A

BEFORE THE PUBLIC UTILITIES COMMISSION OF OHIO

In the Matter of the Application of	:	Case No. 12-426-EL-SSO
The Dayton Power and Light Company for	:	
Approval of Its Electric Security Plan	:	
	:	
In the Matter of the Application of	:	Case No. 12-427-EL-ATA
The Dayton Power and Light Company for	:	
Approval of Revised Tariffs	:	
	:	
In the Matter of the Application of	:	Case No. 12-428-EL-AAM
The Dayton Power and Light Company for	:	
Approval of Certain Accounting Authority	:	
	:	
In the Matter of the Application of	:	Case No. 12-429-EL-WVR
The Dayton Power and Light Company for	:	
the Waiver of Certain Commission Rules	:	
	:	
In the Matter of the Application of	:	Case No. 12-672-EL-RDR
The Dayton Power and Light Company	:	
to Establish Tariff Riders	:	

**AMENDED OBJECTIONS AND RESPONSES OF
THE DAYTON POWER AND LIGHT COMPANY TO
INDUSTRIAL ENERGY USERS-OHIO'S
INTERROGATORIES, REQUESTS FOR PRODUCTION OF DOCUMENTS,
AND REQUESTS FOR ADMISSION UPON DAYTON POWER AND
LIGHT COMPANY ESP FIRST SET, OCTOBER 23, 2012**

The Dayton Power and Light Company ("DP&L") amends its objections and responses to Industrial Energy Users-Ohio's ("IEU-Ohio") Interrogatories, Request for Production of Documents, and Requests for Admission Upon Dayton Power and Light Company ESP First Set, October 23, 2012 to DP&L (initially responded to by DP&L on 11/8/2012) as follows.

GENERAL OBJECTIONS

1. DP&L objects to and declines to respond to each and every discovery request to the extent that it seeks information that is irrelevant and is not reasonably calculated to lead to the discovery of admissible evidence. Ohio Admin. Code § 4901-1-16(B).

2. DP&L objects to and declines to respond to each and every discovery request to the extent that it is harassing, unduly burdensome, oppressive or overbroad. Ohio Admin. Code §§ 4901-1-16(B) and 4901-1-24(A).

3. DP&L objects to each and every discovery request to the extent that it seeks information that is privileged by statute or common law, including privileged communications between attorney and client or attorney work product. Ohio Admin. Code § 4901-1-16(B). Such material or information shall not be provided, and any inadvertent disclosure of material or information protected by the attorney-client privilege, the attorney work product doctrine or any other privilege or protection from discovery is not intended and should not be construed to constitute a waiver, either generally or specifically, with respect to such information or material or the subject matter thereof.

4. DP&L objects to each and every discovery request to the extent that it seeks information that is proprietary, competitively sensitive or valuable, or constitutes trade secrets. Ohio Admin. Code § 4901-1-24(A).

5. To the extent that interrogatories seek relevant information that may be derived from the business records of DP&L or from an examination or inspection of such records and the burden of deriving the answer is the same for IEU-Ohio as it is for DP&L, DP&L may specify

the records from which the answer may be derived or ascertained and afford IEU-Ohio the opportunity to examine or inspect such records. Ohio Admin. Code § 4901-1-19(D).

6. DP&L objects to each and every interrogatory that can be answered more efficiently by the production of documents or by the taking of depositions. Under the comparable Ohio Civil Rules, "[a]n interrogatory seeks an admission or it seeks information of major significance in the trial or in the preparation for trial. It does not contemplate an array of details or outlines of evidence, a function reserved by rules for depositions." Penn Cent. Transp. Co. v. Armco Steel Corp., 27 Ohio Misc. 76, 77, 272 N.E.2d 877, 878 (Montgomery Cty. 1971). As Penn further noted, interrogatories that ask one to "describe in detail," "state in detail," or "describe in particulars" are "open end invitation[s] without limit on its comprehensive nature with no guide for the court to determine if the voluminous response is what the party sought in the first place." Id., 272 N.E.2d at 878.

7. DP&L objects to each and every discovery request to the extent that it calls for information that is not in DP&L's current possession, custody, or control or could be more easily obtained through third parties or other sources. Ohio Admin. Code §§ 4901-1-19(C) and 4901-1-20(D). DP&L also objects to each and every discovery request that seeks information that is already on file with the Public Utilities Commission of Ohio or the Federal Energy Regulatory Commission. To the extent that each and every discovery request seeks information available in pre-filed testimony, pre-hearing data submissions and other documents that DP&L has filed with the Commission in the pending or previous proceedings, DP&L objects to it. Ohio Admin. Code § 4901-1-16(G).

8. DP&L reserves its right to redact confidential or irrelevant information from documents produced in discovery. All documents that have been redacted will be stamped as such.

9. DP&L objects to each and every discovery request to the extent that it is vague or ambiguous or contains terms or phrases that are undefined and subject to varying interpretation or meaning, and may, therefore, make responses misleading or incorrect.

10. DP&L objects to any discovery request to the extent that it calls for information not in its possession, but in the possession of DP&L's unregulated affiliates.

RESPONSES TO INTERROGATORIES

ESP INT. 1-1. Referencing the Reliability Pricing Model ("RPM") rider rates set forth for each year of the Electric Security Plan ("ESP") on Schedule 4, are actual RPM clearing prices reflected in the development of the proposed RPM rider rates through the June 2015 – May 2016 period of the ESP?

RESPONSE: Subject to all general objections, DP&L states: No.

WITNESS RESPONSIBLE: Claire Hale

ESP INT. 1-2. If the answer to ESP INT. 1-1 is yes, provide the supporting calculations for the RPM rider rate development.

RESPONSE: General Objections Nos. 2 (unduly burdensome) and 6 (calls for narrative answer). Subject to all general objections, DP&L states: Inapplicable.

WITNESS RESPONSIBLE: Claire Hale

ESP INT. 1-3. If the answer to ESP INT. 1-1 is negative, explain why actual clearing prices were not used in development of the RPM rider rates.

RESPONSE: General Objections Nos. 2 (unduly burdensome) and 6 (calls for narrative answer). Subject to all general objections, DP&L states that the RPM rider rates shown on Schedule 4 simply show current RPM rider rates at the applicable blend percent. The actual RPM clearing prices will be accounted for in the quarterly development of RPM rider rates throughout the ESP.

WITNESS RESPONSIBLE: Claire Hale

ESP INT. 1-4. Regarding the testimony of witness Jackson and the proposed Switching Tracker, on what basis does DP&L propose to allocate the deferrals and related carrying costs to the customer classes from which it proposes to recover these amounts?

RESPONSE: General Objections Nos. 2 (unduly burdensome) and 6 (calls for narrative answer). Subject to all general objections, DP&L states that the proposed switching tracker will follow the Service Stability Rider's rate design.

WITNESS RESPONSIBLE: Dona Seger-Lawson

ESP INT. 1-5. Regarding ESP INT. 1-4 above, how will the tariff rates to recover the deferrals and related carrying costs be designed for each affected customer class, (*e.g.* demand charge, energy charge, etc.)

RESPONSE: General Objections Nos. 2 (unduly burdensome) and 6 (calls for narrative answer). Subject to all general objections, DP&L states: See response to INT 1-4.

WITNESS RESPONSIBLE: Dona Seger-Lawson

ESP INT. 1-6. Regarding the switching tracker testimony of witness Jackson at page 9, it is indicated that the cost subject to the Switching Tracker will equal the difference between the Blended Standard Service Offer ("SSO") rate and the competitive bid ("CB") rate in effect based on tariff class. Using the ESP rates proposed to be effective on January 1, 2013, please indicate on which Schedules (and in which columns) the Blended SSO rates and CB rates can be obtained in making the calculation of the costs subject to the Switching Tracker.

RESPONSE: General Objections Nos. 2 (unduly burdensome) and 6 (calls for narrative answer). Subject to all general objections, DP&L states that the blended SSO rate is located on Schedule 4, column (G) and the CB rate is located on Schedule 5, column (C).

WITNESS RESPONSIBLE: Dona Seger-Lawson

ESP INT. 1-7. Since 1999, has DP&L discontinued regulatory accounting for any unbundled function or business segment?

RESPONSE: General Objections Nos. 1 (relevance). DP&L further objects because "unbundled function or business segment" is undefined and vague. Subject to all general objections, DP&L states: Yes, the generation business unit discontinued being regulated.

WITNESS RESPONSIBLE: Craig Jackson

ESP INT. 1-8. If the answer to ESP INT. 1-7 is yes, identify each unbundled function and business segment for which DP&L discontinued regulatory accounting, the date on which such discontinuation was initially effective, any changes DP&L made to the initial discontinuation, and the effective date of any changes to such initial discontinuation.

RESPONSE: General Objections No. 1 (relevance). DP&L further objects because "unbundled function or business segment" is undefined and vague. Subject to all general objections, DP&L states that per the calendar year 2000 annual report:

During 1999, legislation was enacted in Ohio restructuring the state's electric utility industry causing DP&L's generation business unit to discontinue being regulated. DP&L filed a three-year transition plan at the PUCO in 1999 with final PUCO approval coming in September 2000. The three-year transition plan began in January 2001 and ended on December 31, 2003, at which time DP&L's generation business unit was fully merchant.

DP&L further states that it discontinued regulatory accounting for part of its generation function in September 2000.

WITNESS RESPONSIBLE: Craig Jackson

ESP INT. 1-9. Regarding witness Sobecki's testimony at page 4, has the Company written down the value (due to an impairment of value) of any of the assets that it plans to transfer to a separate legal entity?

RESPONSE: General Objections Nos. 3 (privileged and work product) and 4 (proprietary). Subject to all general objections, DP&L states: Yes.

WITNESS RESPONSIBLE: Craig Jackson

ESP INT. 1-10. If the answer to ESP INT. 1-9 is yes, please identify the accounting entries used to record the impairment loss.

RESPONSE: General Objections Nos. 3 (privileged and work product) and 4 (proprietary). Subject to all general objections, DP&L states: On October 31, 2012, DP&L concluded it would recognize an impairment charge of \$80.8 million pre-tax (\$52.5 million net of tax) on its property, plant and equipment balance associated with its Conesville and Hutchings generating plants.

Accounting entries to record the impairment loss and tax effects (in thousands):

Plant impairment and tax entry (35% tax rate) for Conesville:

Account	Description	Debit	Credit
108	Accumulated Provision for Depreciation of Electric Utility Plant	\$36,351	
403	Depreciation Expense	\$72,460	
101	Electric Plant In Service		\$108,811

Account	Description	Debit	Credit
282	Accumulated Deferred Income Taxes – Other Property	\$25,361	
411.1	Provision for Deferred Income Taxes-Credit		\$25,361

Plant impairment and tax entry (35% tax rate) for Hutchings:

Account	Description	Debit	Credit
108	Accumulated Provision for Depreciation of Electric Utility Plant	\$116,679	
403	Depreciation Expense	\$8,321	
101	Electric Plant In Service		\$125,000

Account	Description	Debit	Credit
282	Accumulated Deferred Income Taxes – Other Property	\$2,912	
411.1	Provision for Deferred Income Taxes-Credit		\$2,912

WITNESS RESPONSIBLE: Craig Jackson

ESP INT. 1-11. Has the Company performed any studies or caused any studies to be performed, in order to determine the market value of its generation assets that will be transferred as part of the legal separation of its generation assets? This should include any studies performed to determine transition cost recovery as defined by Amended Substitute Senate Bill 3.

RESPONSE: General Objections Nos. 3 (privileged and work product) and 4 (proprietary). DP&L further states that certain responsive information is work product and proprietary, and DP&L objects to providing it. Subject to all objections, DP&L will produce responsive non-privileged documents.

WITNESS RESPONSIBLE: Craig Jackson

ESP INT. 1-12. If the answer to ESP INT. 1-11 is yes, please identify the studies and supporting documentation.

RESPONSE: General Objections Nos. 3 (privileged and work product) and 4 (proprietary). DP&L further states that certain responsive information is work product and proprietary, and DP&L objects to providing it. Subject to all objections, DP&L will produce responsive non-privileged documents.

WITNESS RESPONSIBLE: Craig Jackson

ESP INT. 1-13. Referring to page 22 of the Rate Blending Plan, it is stated that the proposed Service Stability Rider ("SSR") promotes stable retail electric service prices and ensures customer certainty regarding retail electric service.

- a. Please explain how the SSR will ensure customer certainty regarding electric service; and,

RESPONSE: General Objections Nos. 2 (unduly burdensome) and 6 (calls for narrative answer); in addition, this interrogatory calls for a legal conclusion. Subject to all general objections, DP&L states that as described in the testimony of William Chambers, DP&L needs the SSR to maintain its financial integrity.

- b. Please explain how the SSR will promote stable retail electric service prices.

RESPONSE: General Objections Nos. 2 (unduly burdensome) and 6 (calls for narrative answer); in addition, this interrogatory calls for a legal conclusion. Subject to all general objections, DP&L states that as described in the testimony of William Chambers, DP&L needs the SSR to maintain its financial integrity.

WITNESS RESPONSIBLE: William Chambers

ESP INT. 1-14. Please define "financial integrity" as the term is used in Mr. Chambers' testimony at 49, lines 5-9.

RESPONSE: Subject to all general objections, DP&L states: See the testimony of William Chambers, p. 9, ll. 1-13.

WITNESS RESPONSIBLE: William Chambers

ESP INT. 1-15. Regarding the proposed Reconciliation Rider ("RR"), please identify how the Company intends to establish the RR rates on a customer class-by-customer class basis, including how the RR tariff rates will be designed for each affected customer class.

RESPONSE: General Objections Nos. 2 (unduly burdensome) and 6 (calls for narrative answer). Subject to all general objections, DP&L states that as shown on the proposed Tariff Sheet No. D29 Reconciliation Rider, the Reconciliation Rider will be assessed on a kilowatt-hour (kWh) basis. This same kWh rate will be charged to all customers.

WITNESS RESPONSIBLE: Emily Rabb

ESP INT. 1-16. Identify the legal basis upon which DP&L is requesting approval of the Switching Tracker.

RESPONSE: DP&L objects because this interrogatory calls for a legal conclusion.

Subject to all general objections, DP&L states that the legal bases includes Ohio Rev. Code § 4928.143(B)(2)(d); DP&L reserves the right to identify other legal bases for the switching tracker.

WITNESS RESPONSIBLE: None

ESP INT. 1-17. Identify any documents relied upon by AES, DPL or DP&L to support the statement in the attached September 20, 2012 presentation at page 14 (Attachment 1-17), that it is the "Commission view that non-bypassable charge designed to maintain utility's financial integrity can be authorized in context of an ESP."

RESPONSE: General Objections Nos. 2 (unduly burdensome), 3 (privileged and work product), and 10 (possession of DP&L's unregulated affiliate); in addition, this interrogatory calls for a legal conclusion. DP&L further objects because neither DPL Inc. nor AES are parties to this proceeding, and they are not subject to discovery. DP&L further objects because the request calls for attorney work product. Subject to all general objections, DP&L states: See the Commission's Opinion and Order approving AEP's ESP.

WITNESS RESPONSIBLE: None

ESP INT. 1-18. Is the ESP Application filed on October 5, 2012 by DP&L part of an effort by AES, DPL or DP&L that is intended to frame "...discussions in light of recent developments" and the "Commission view that non-bypassable charge designed to maintain utility's financial integrity can be authorized in context of an ESP."

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 6 (calls for narrative answer), 9 (vague or undefined), and 10 (possession of DP&L's unregulated affiliate); in addition, this interrogatory calls for a legal conclusion. DP&L further objects because neither DPL Inc. nor AES are parties to this proceeding, and they are not subject to discovery. Subject to all general objections, DP&L states that it cannot respond because this Interrogatory is unintelligible.

WITNESS RESPONSIBLE: None

ESP INT. 1-19. Identify any non-bypassable charges included in the ESP filed by DP&L on October 5, 2012 that are were so included in whole or part based on the opinion that it is the Commission's view that a non-bypassable charge designed to maintain utility's financial integrity can be authorized in context of an ESP.

RESPONSE: General Objections Nos. 2 (unduly burdensome), 3 (privileged and work product), and 9 (vague or undefined); in addition, this interrogatory calls for a legal conclusion. DP&L objects to and declines to respond to this Interrogatory because it seeks legal advice and work product.

WITNESS RESPONSIBLE: None

ESP INT. 1-20. Identify the person or persons responsible for preparing the September 20, 2012 presentation contained in Attachment 1-17.

RESPONSE: General Objections Nos. 3 (privileged and work product) and 4 (proprietary). DP&L further objects because AES is not a party to this proceeding, and has no duty to respond to discovery requests.

WITNESS RESPONSIBLE: None

ESP INT. 1-21. Identify any documents that describe or discuss the return on equity ("ROE") associated with each DPL business segment from 2009 through 2017 including but not limited to the Utility segment and Competitive Retail segment.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), and 4 (proprietary). DP&L further objects because the terms "business segment," "Utility segment," and "Competitive Retail segment" are undefined and subject to varying interpretations. DP&L further objects to this request because DPL is not a party to this case and is not subject to discovery.

Subject to all general objections, DP&L states that the support for DP&L's forecasted ROE are included in Witness Chamber's and Witness Jackson's testimonies and related exhibits, schedules, and workpapers.

WITNESS RESPONSIBLE: Craig Jackson

ESP INT. 1-22. Identify any documents that describe or discuss the contribution to net income, earnings per share or margin associated with each of DP&L's business segments including but not limited to the Utility segment and Competitive Retail segment

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), and 4 (proprietary). DP&L further objects because the terms "business segment," "Utility segment," and "Competitive Retail segment" are undefined and subject to varying interpretations. DP&L further objects to the request for the Competitive Retail Segment because DP&L's unregulated affiliate is not a party to this case and thus, not subject to discovery. Subject to all general objections, DP&L states that the documents supporting the DP&L's forecasted gross margin, operating income, and net income are included in Witness Chamber's and Witness Jackson's testimonies and related exhibits, schedules, and workpapers. Earnings per share data is not applicable to DP&L.

WITNESS RESPONSIBLE: Craig Jackson

ESP INT. 1-23. Identify any documents that describe or discuss the ROE, contribution to net income, contribution to earnings per share or contribution to margin provided by DP&L's distribution function.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), and 4 (proprietary). Subject to all general objections, DP&L states that that it will produce the Business Unit Report for the DP&L distribution operations for the calendar year 2010, which includes the results for both 2010 and 2009. During calendar 2011, the maintenance of these reports was discontinued. DP&L further states that the financial results in the Business Unit Report for calendar years 2010 and 2009 are not exact and cannot be relied upon to produce accurate results.

WITNESS RESPONSIBLE: Craig Jackson

ESP INT. 1-24. Identify any documents that describe or discuss the accounting treatment of any non-bypassable charge collected by DP&L in its capacity as an electric distribution utility ("EDU") including but not limited to the Rate Stability Charge ("RSC").

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), and 4 (proprietary). Subject to all general objections, DP&L states that there are no such documents.

WITNESS RESPONSIBLE: Craig Jackson

ESP INT. 1-25. Identify any documents that describe or discuss the expense incurred by DP&L in its status as an EDU for which the revenue provided by the RSC provides compensation.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), and 4 (proprietary). Subject to all general objections, DP&L states that the RSC compensates DP&L for the risks that it is subject to by standing ready to serve customers at a fixed-price SSO.

WITNESS RESPONSIBLE: Dona Seger-Lawson

ESP INT. 1-26. Identify any documents that describe or discuss any non-bypassable charges paid by DPLER to DPL or DP&L as part of the new 2010 wholesale agreement between DPLER and DP&L.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary), and 10 (possession of DP&L's unregulated affiliate). DP&L further objects because DPL and DPLER are not parties to this case and are not subject to discovery. Subject to all general objections, DP&L states that DPLER does not pay any non-bypassable charges to DPL or DP&L as part of the 2010 wholesale agreement.

WITNESS RESPONSIBLE: Teresa Marrinan

ESP INT. 1-27. Identify any documents that describe or discuss the wholesale agreement that existed between DP&L and DPLER prior to the new 2010 wholesale agreement.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary), and 10 (possession of DP&L's unregulated affiliate). Subject to all general objections, DP&L will produce copies of the agreements between it and DPLER, with irrelevant and highly confidential pricing and related data redacted.

WITNESS RESPONSIBLE: None

ESP INT. 1-28. Identify any documents that describe or discuss the accounting by DP&L for power sales and purchases reported on a net hourly basis as revenues or purchased power on statements reflecting the results of operations.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), and 4 (proprietary). Subject to all general objections, DP&L states that there are no specific documents that discuss this matter. Hourly revenues are recorded in FERC Account 447, Sales for Resales, while purchased power is recorded in FERC Account 555, Purchased Power.

WITNESS RESPONSIBLE: Craig Jackson

ESP INT. 1-29. Identify any documents that describe or discuss the pricing of generation supply between DP&L and DPL's Competitive Retail segment or show the average price or gross margin per kilowatt hour ("kWh") associated with any generation supplied to DP&L's Competitive Retail segment?

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary), and 10 (possession of DP&L's unregulated affiliate). Subject to all objections, DP&L will produce copies of the agreements between it and DPLER, with irrelevant and highly confidential pricing and related data redacted.

WITNESS RESPONSIBLE: None

ESP INT. 1-30. Identify any documents that describe or discuss the Commission's view that a non-bypassable charge designed to maintain a utility's financial integrity can be authorized in the context of an ESP.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), and 9 (vague or undefined); in addition, this interrogatory calls for a legal conclusion. DP&L further objects because the request calls for attorney work product. Subject to all general objections, DP&L states: See the Commission's recent Opinion and Order approving AEP's ESP.

WITNESS RESPONSIBLE: None

ESP INT. 1-31. Identify any documents that describe or discuss the Commission's view that a non-bypassable charge designed to maintain a utility's financial integrity cannot be authorized except in the context of an ESP.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), and 9 (vague or undefined); in addition, this interrogatory calls for a legal conclusion. DP&L further objects because the request calls for attorney work product.

WITNESS RESPONSIBLE: None

ESP INT. 1-32. Identify any documents that describe or discuss the pricing of generation supply procured by DP&L to meet its SSO generation supply obligations under Section 4928.141, Revised Code, or show the average price per kWh as between DP&L's generation business segment and DP&L's EDU business segment.

RESPONSE: General Objections Nos. 2 (unduly burdensome), 3 (privileged and work product), and 4 (proprietary). Subject to all general objections, DP&L states that it does not have responsive documents. The pricing of the generation portion of SSO service is discussed in the Rate Blending Plan that was filed in Book I of this filing.

WITNESS RESPONSIBLE: Dona Seger-Lawson

ESP INT. 1-33. Identify any documents associated with the establishment of the market-based price that is, pursuant to the ESP I settlement, available to aggregation customers returning to SSO supply where the aggregation program has elected the option provided in the ESP I settlement.

RESPONSE: General Objections Nos. 2 (unduly burdensome), 3 (privileged and work product), and 4 (proprietary). Subject to all general objections, DP&L states that no such documents exist. Further, DP&L states the Company filed a market based option in PUCO Case No. 10-826-EL-ATA.

WITNESS RESPONSIBLE: Dona Seger-Lawson

ESP INT. 1-34. Identify any documents that describe or discuss a competitive bidding process undertaken or other price discovery tool employed by DP&L or DPLER for purposes of establishing the price for the generation supply to meet the requirements of DPLER's retail customers.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), and 4 (proprietary). DP&L further objects because DPLER is not a party to this case and is not subject to discovery. Subject to all objections, DP&L will produce copies of the agreements between it and DPLER, with irrelevant and highly confidential pricing and related data redacted.

WITNESS RESPONSIBLE: None

ESP INT. 1-35. Identify any documents that describe or discuss the means by which DPLER's resource adequacy or capacity obligation stemming from its status as a load serving entity is satisfied.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), and 4 (proprietary). DP&L further objects because DPLER is not a party to this case and is not subject to discovery. Subject to all objections, DP&L will produce copies of the agreements between it and DPLER, with irrelevant and highly confidential pricing and related data redacted.

WITNESS RESPONSIBLE: None

ESP INT. 1-36. Of the communities in DP&L's distribution service area that have enacted legislation authorizing electric aggregation programs, how many aggregation programs have elected the market-based price SSO option?

RESPONSE: Subject to all general objections, DP&L states that zero aggregation programs have elected the market-based price SSO option.

PERSON RESPONSIBLE: John Hemmert

ESP INT. 1-37. Identify any documents that describe or discuss any impairment analysis associated with or related to the generation assets owned or controlled by DP&L pursuant to Accounting Standards Codification 980 ("ASC").

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), and 4 (proprietary). Subject to all general objections, DP&L states that that it issued an SEC Form 8k on November 1, 2012. The 8k provided details related to DP&L's generation plant impairment analysis. A copy of the 8k is being produced.

WITNESS RESPONSIBLE: Craig Jackson

ESP INT. 1-38. Identify any documents that describe or discuss the contribution to earnings per share, margin or net income that is attributed to the non-bypassable charges for which DP&L is seeking approval in its October 5, 2012 application for approval of an ESP.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary), and 10 (possession of DP&L's unregulated affiliate). Subject to all general objections, DP&L states that the Service Stability Rider contributes \$120 million towards gross margin and operating income annually from 2013 through 2017. This is shown on Exhibit CLJ-1, line 3. Assuming a 35.8% effective income tax rate, this would equate to approximately \$77 million of net income.

WITNESS RESPONSIBLE: Craig Jackson

ESP INT. 1-39. Which, if any, of the proposed non-bypassable charges identified in the application for approval of an ESP filed on October 5, 2012 are charges that are designed to provide compensation for generation-related service?

RESPONSE: Subject to all general objections, DP&L states that the Reconciliation Rider may be recovering some generation-related costs if or when the FUEL, RPM, TCRR-B, AER or CBT exceed 10% or when the FUEL, RPM, and TCRR-B riders are phased out at the time DP&L's SSO is procured 100% through competitive bid. DP&L's Service Stability Rider ("SSR") is designed to ensure DP&L's financial integrity, and therefore may provide compensation for generation costs. DP&L's proposed AER-N is designed to recover the revenue requirements associated with renewable energy and therefore is compensation for generation related costs. DP&L's switching tracker would defer costs associated with the difference between the Blended SSO price and the CB rider and therefore may be compensating DP&L for generation related costs.

WITNESS RESPONSIBLE: Dona Seger-Lawson

ESP INT. 1-40. Identify any documents that describe or discuss offers made to DPL or DP&L to supply, on a firm basis, the requirements sufficient to meet the competitive retail service needs of SSO customers.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary), and 10 (possession of DP&L's unregulated affiliate). DP&L further objects because DPL is not a party to this proceeding and is not subject to discovery. Subject to all general objections, DP&L states that there are no such documents.

WITNESS RESPONSIBLE: Teresa Marrinan

ESP INT. 1-41. Identify any documents that describe or discuss the winning bid price that is providing DP&L with compensation for providing full service requirements for a portion of Duke Energy's Ohio's SSO load.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary), and 7 (not in DP&L's possession). Subject to all general objections, DP&L states that this is publicly available in the updated Auction Manager Report filed on January 5, 2012 in PUCO case 11-6000-EL-UNC.

WITNESS RESPONSIBLE: Teresa Marrinan

ESP INT. 1-42. Identify any documents that describe or discuss the effect of the non-bypassable charge proposal made by Duke Energy Ohio in PUCO Case Nos. 12-2400-EL-UNC, *et al.*, which claim that the proposal could harm DP&L because the proposal may have a negative impact on the health of the competitive markets both within Duke Energy's Ohio's territory and throughout the state.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary), and 7 (not in DP&L's possession). Subject to all general objections, DP&L states: See the "Motion to Intervene and Memorandum in Support" filed in PUCO Case No. 12-2400-EL-UNC on 10/15/2012.

WITNESS RESPONSIBLE: Teresa Marrinan

ESP INT. 1-43. Identify any documents that discuss or describe DP&L's or DPL's financial integrity as it relates to the establishment of a successor SSO either under an ESP or Market Rate Offer option.

RESPONSE: General Objections Nos. 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary), 9 (vague or undefined), 10 (possession of DP&L's unregulated affiliate); in addition, this interrogatory calls for a legal conclusion. DP&L further objects because DPL is not a party to this case and is not subject to discovery. Subject to all general objections, DP&L states that the discussion of financial integrity is included in Witness Chambers' and Witness Jackson's testimonies and related exhibits, schedules, and workpapers.

WITNESS RESPONSIBLE: Craig Jackson

ESP INT. 1-44. If your answer to any of the requests for admission below is anything other than an unqualified admission, explain the basis for your answer.

RESPONSE: DP&L incorporates its objections to Requests for Admissions 1-1 through 1-29; General Objections Nos. 2 (unduly burdensome) and 6 (calls for narrative answer). DP&L further incorporates its objections and responses to those requests for admissions.

WITNESS RESPONSIBLE: None

ESP INT. 1-45. Does DP&L maintain separate ledgers for generation service, transmission service, and distribution service?

RESPONSE: General Objections Nos. 1 (relevance), 3 (privileged and work product), and 4 (proprietary). Subject to all general objections, DP&L states that DP&L maintains ledgers for Unit 02 (Transmission and Distribution) and Unit 06 (Generation). The financial results of these two units are not exact and are merely a rough approximation.

WITNESS RESPONSIBLE: Craig Jackson

RESPONSES TO REQUESTS FOR PRODUCTION OF DOCUMENTS

ESP RPD 1-1. Produce all documents identified in the response to each Interrogatory above.

RESPONSE: DP&L incorporates its objections to Interrogatories 1-1 through 1-45; General Objections Nos. 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary), and 7 (not in DP&L's possession). Subject to all general objections, DP&L states that it will produce responsive unprivileged documents.

ESP RPD 1-2. Produce an electronic version of witness Jackson's confidential exhibits and supporting workpapers, in Microsoft Excel format and with formulas intact.

RESPONSE: General Objection No. 4 (proprietary). DP&L states that it will produce responsive unprivileged documents, subject to a Stipulated Protective Agreement.

ESP RPD 1-3. If not included in your response to ESP RPD 1-2, provide supporting calculations and workpapers for the 2012 ROE figure provided on Exhibit CLJ-1.

RESPONSE: General Objection No. 4 (proprietary). DP&L states that it will produce responsive unprivileged documents, subject to a Stipulated Protective Agreement.

ESP RPD 1-4. Produce all discovery requests received by DP&L from any other party in this proceeding, including formal and informal data requests received from Commission Staff, and answers to all discovery and data requests.

RESPONSE: DP&L incorporates all of its objections to all of the other discovery requests. Subject to all general objections, DP&L states that it will produce responsive unprivileged documents.

RESPONSES TO REQUESTS FOR ADMISSION

ESP RFA 1-1. Admit that DPL is a holding company and parent of DP&L and other subsidiaries.

RESPONSE: General Objections No. 1 (relevance). DP&L further objects because DPL is not a party to this case and is not subject to discovery. Subject to all general objections, DP&L admits.

ESP RFA 1-2. Admit that DPL's cash flow is dependent on the operating cash flows of DP&L and its other subsidiaries and their ability to pay cash to DPL.

RESPONSE: General Objections Nos. 1 (relevance) and 10 (possession of DP&L's unregulated affiliate). DP&L further objects because DPL is not a party to this case and is not subject to discovery. Subject to all general objections, DP&L admits that DPL's cash flow is dependant, at least in part, on those items.

ESP RFA 1-3. Admit that all of the outstanding common stock of DPL is owned indirectly by AES and directly by an AES wholly-owned subsidiary.

RESPONSE: General Objections Nos. 1 (relevance) and 10 (possession of DP&L's unregulated affiliate). DP&L further objects because DPL and AES are not parties to this case and are not subject to discovery. Subject to all general objections, DP&L admits.

ESP RFA 1-4. Admit that DPL is not listed for trading on any stock exchange.

RESPONSE: General Objections Nos. 1 (relevance) and 10 (possession of DP&L's unregulated affiliate). DP&L further objects because DPL is not a party to this case and is not subject to discovery. Subject to all general objections, DP&L admits.

ESP RFA 1-5. Admit that as a result of the AES-DPL merger, including the assumption of merger-related debt, DPL and DP&L were downgraded by all three major credit rating agencies

RESPONSE: General Objections Nos. 1 (relevance) and 10 (possession of DP&L's unregulated affiliate). DP&L further objects because DPL is not a party to this case and is not subject to discovery. Subject to all general objections, DP&L admits.

ESP RFA 1-6. Admit that as a result of the AES-DPL merger DPL and DPLER have represented that they expect their cost of capital to increase.

RESPONSE: General Objections Nos. 1 (relevance) and 10 (possession of DP&L's unregulated affiliate). DP&L further objects because DPL and DPLER are not parties to this case and are not subject to discovery.

ESP RFA 1-7. Admit that DP&L's common stock is held solely by DPL.

RESPONSE: General Objections No. 1 (relevance). DP&L further objects because DPL is not a party to this case and is not subject to discovery. Subject to all general objections, DP&L admits.

ESP RFA 1-8. Admit that DP&L is not listed for trading on any stock exchange.

RESPONSE: General Objections No. 1 (relevance). Subject to all general objections, DP&L admits.

ESP RFA 1-9. Admit that as of December 31, 2011, there were 14 competitive retail electric service ("CRES") providers in DP&L's Ohio distribution service area and that DPLER, owned by DP&L, was one of the 14.

RESPONSE: General Objections No. 7 (not in DP&L's possession). Subject to all general objections, DP&L admits.

ESP RFA 1-10. Admit that during 2011, DPLER accounted for approximately 5,731 million kWh of the total 6,593 million kWh supplied by CRES providers within DP&L's service territory.

RESPONSE: General Objections Nos. 7 (not in DP&L's possession) and 10 (possession of DP&L's unregulated affiliate). Subject to all general objections, DP&L admits.

ESP RFA 1-11. Admit that in 2011 the kWh volume supplied by DPLER to retail customers in DP&L's distribution service area represented approximately 41% of DP&L's total distribution volume.

RESPONSE: General Objections No. 10 (possession of DP&L's unregulated affiliate). Subject to all general objections, DP&L admits.

ESP RFA 1-12. Admit that in 2010, DPLER began providing CRES services to business customers located outside DP&L's distribution service area.

RESPONSE: General Objections Nos. 1 (relevance) and 10 (possession of DP&L's unregulated affiliate). DP&L further objects because DPLER is not a party to this case and is not subject to discovery.

ESP RFA 1-13. Admit that DPL is a regional electric energy and utility company.

RESPONSE: General Objections Nos. 1 (relevance), 9 (vague or undefined), and 10 (possession of DP&L's unregulated affiliate). DP&L further objects because DPL is not a party to this case and is not subject to discovery. DP&L further objects because the terms "regional

electric energy" and "utility company" are undefined and subject to varying meanings. Subject to all general objections, DP&L denies because it is not sure what the terms "regional electric energy" and "utility company" mean.

ESP RFA 1-14. Admit that DPL has two reporting segments: the Utility segment comprised of its DP&L subsidiary, and the Competitive Retail segment, comprised of its DPLER subsidiary and DPLER's subsidiary, MC Squared, LLC.

RESPONSE: General Objections Nos. 1 (relevance) and 10 (possession of DP&L's unregulated affiliate). DP&L further objects because DPL is not a party to this case and is not subject to discovery. DP&L further objects because the term "reporting segment" is undefined and subject to varying meanings. Subject to all general objections, DP&L denies because it is not sure what the term "reporting segment" means.

ESP RFA 1-15. Admit that in 2011 and previously, the electric energy used to meet the sales obligations of DPL's Competitive Retail segment, was purchased from DP&L and PJM Interconnection LLC ("PJM").

RESPONSE: General Objections Nos. 1 (relevance) and 10 (possession of DP&L's unregulated affiliate). DP&L further objects because DPL is not a party to this case and is not subject to discovery. Subject to all general objections, DP&L admits that electric energy to meet sales obligations for DPL's Competitive Retail segment was purchased from DP&L and/or PJM.

ESP RFA 1-16. Admit that the copy of a September 20, 2012 presentation, attached as Attachment 1-17, is an accurate copy and that the presentation was given on September 20, 2012 by AES.

RESPONSE: DP&L objects because AES is not a party to this case and is not subject to discovery.

ESP RFA 1-17. Admit that the ROEs presented in the application and testimony are based on total company net income and common equity balances.

RESPONSE: Subject to all general objections, DP&L admits the ROEs presented in the application and testimony are based on total DP&L net income and common equity balances.

ESP RFA 1-18. Admit that since January 2001, DP&L's retail electric customers have been permitted to choose their retail electric supplier.

RESPONSE: Subject to all general objections, DP&L admits.

ESP RFA 1-19. Admit that the financial integrity objective identified in the application and discussed in the testimony is a total company objective.

RESPONSE: General Objections No. 9 (vague or undefined). Subject to all general objections, DP&L admits that the ROEs portrayed in the application and testimony reflect the financial performance of DP&L, which includes its regulated operations and wholesale transactions. DP&L denies that the ROEs portrayed in the application and testimony include MC Squared or DPLER's profitability.

ESP RFA 1-20. Admit that the total company ROEs portrayed in the application and testimony reflect financial performance across all lines of DP&L's retail, wholesale, regulated and unregulated business activity, including but not limited to the business activity of DPLER and MC Squared.

RESPONSE: General Objections No. 10 (possession of DP&L's unregulated affiliate). Subject to all general objections, DP&L admits that the ROEs portrayed in the application and testimony reflect the financial performance of DP&L, which includes its regulated operations

and wholesale transactions. DP&L denies that the ROEs portrayed in the application and testimony include MC Squared or DPLER's profitability.

ESP RFA 1-21. Admit that during 2010, a new wholesale agreement was established between DP&L and DPLER.

RESPONSE: General Objections No. 1 (relevance) and 10 (possession of DP&L's unregulated affiliate). Subject to all general objections, DP&L states see response to INT 1-29.

ESP RFA 1-22. Admit that the new 2010 wholesale agreement between DP&L and DPLER calls for intercompany sales to be based on market prices for wholesale power.

RESPONSE: General Objections Nos. 1 (relevance), 4 (proprietary), and 10 (possession of DP&L's unregulated affiliate). Subject to all general objections, DP&L states see response to INT 1-29.

ESP RFA 1-23. Admit that in 2011 all power produced at DPL and DP&L generating plants is sold to a regional transmission organization ("RTO") and, in turn, purchased back from the RTO to supply customers and that these power sales and purchases are reported on a net hourly basis as revenues or purchased power on statements reflecting the results of operations.

RESPONSE: General Objections No. 10 (possession of DP&L's unregulated affiliate). DP&L further objects because DPL is not a party to this case and is not subject to discovery. Subject to all general objections, DP&L admits that all power produced at DPL and DP&L generating plants is sold to an RTO. DP&L also admits that all power supply requirements it has as a Load Serving Entity (LSE) in PJM are purchased from the RTO.

ESP RFA 1-24. Admit that approximately 17% of DPL's and 35% of DP&L's electric revenues for the year ended December 31, 2011, were from sales of excess energy and capacity in the wholesale market and that DP&L's electric revenues in the wholesale market were reduced for sales to DPLER.

RESPONSE: General Objections Nos. 1 (relevance) and 10 (possession of DP&L's unregulated affiliate). DP&L further objects because DPL is not a party to this case and is not subject to discovery. Subject to all general objections, DP&L admits.

ESP RFA 1-25. Admit that DPL or DP&L sells energy in excess of the needs of retail customers in the wholesale market when there are opportunities to do so that provide a positive margin.

RESPONSE: General Objections Nos. 1 (relevance) and 10 (possession of DP&L's unregulated affiliate). DP&L further objects because DPL is not a party to this case and is not subject to discovery. Subject to all general objections, DP&L admits that all power produced at DPL and DP&L generating plants is sold to an RTO. DP&L also admits that all power supply requirements it has as a Load Serving Entity (LSE) in PJM are purchased from the RTO.

ESP RFA 1-26. Admit that DP&L was a winning bidder in the SSO auction conducted by Duke Energy Ohio.

RESPONSE: General Objections Nos. 1 (relevance), 4 (proprietary), and 7 (not in DP&L's possession). Subject to all general objections, DP&L admits it was a winning bidder in the SSO auction conducted by Duke Energy Ohio.

ESP RFA 1-27. Admit that DP&L is currently providing full service requirements for a portion of Duke Energy Ohio's SSO load.

RESPONSE: General Objections Nos. 1 (relevance), 4 (proprietary), and 7 (not in DP&L's possession). Subject to all general objections, DP&L that it is providing service per the

SSO Master Agreement filed in PUCO case 11-6000-EL-UNC for the portion of Duke Energy Ohio's SSO load that DP&L is obligated to serve as a winning bidder in the SSO auction conducted by Duke Energy Ohio.

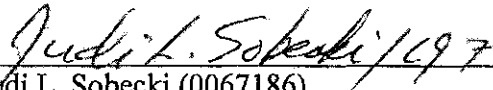
ESP RFA 1-28. Admit that DPLER's compensation for providing competitive retail electric service in DP&L's distribution service territory is based on market-based prices.

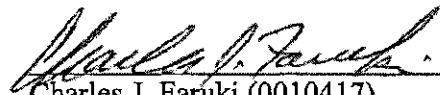
RESPONSE: General Objections Nos. 1 (relevance), 4 (proprietary), and 10 (possession of DP&L's unregulated affiliate). DP&L further objects because DPLER is not a party to this case and is not subject to discovery.

ESP RFA 1-29. Admit that as a result of the Commission's final approval of DP&L's transition plan, which provided for a three-year transition period ending December 31, 2003, that DP&L discontinued the application of FASB Statement of Financial Accounting Standard No. 71, "Accounting for the Effects of Certain Types of Regulation" (SFAS No. 71) for generation-related assets in 2001.

RESPONSE: General Objections No. 1 (relevance). Subject to all general objections, DP&L denies.

Respectfully submitted,


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CERTIFICATE OF SERVICE

I certify that a copy of the foregoing Objections and Responses of The Dayton Power and Light Company to Industrial Energy Users-Ohio's Industrial Energy Users-Ohio's Interrogatories, Request for Production of Documents, and Requests for Admission Upon Dayton Power and Light Company, ESP First Set, October 23, 2012, has been served via electronic mail upon the following counsel of record, this 16th day of November, 2012:

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Attachment B

BEFORE THE PUBLIC UTILITIES COMMISSION OF OHIO

In the Matter of the Application of The Dayton Power and Light Company for Approval of Its Electric Security Plan	: : : :	Case No. 12-426-EL-SSO
In the Matter of the Application of The Dayton Power and Light Company for Approval of Revised Tariffs	: : : :	Case No. 12-427-EL-ATA
In the Matter of the Application of The Dayton Power and Light Company for Approval of Certain Accounting Authority	: : : :	Case No. 12-428-EL-AAM
In the Matter of the Application of The Dayton Power and Light Company for the Waiver of Certain Commission Rules	: : : :	Case No. 12-429-EL-WVR
In the Matter of the Application of The Dayton Power and Light Company to Establish Tariff Riders	: : : :	Case No. 12-672-EL-RDR

**OBJECTIONS AND RESPONSES OF
THE DAYTON POWER AND LIGHT COMPANY TO
INDUSTRIAL ENERGY USERS-OHIO'S
INTERROGATORIES AND REQUESTS FOR PRODUCTION
OF DOCUMENTS, UPON DAYTON POWER AND
LIGHT COMPANY ESP SECOND SET, NOVEMBER 20, 2012**

The Dayton Power and Light Company ("DP&L") objects and responds to Industrial Energy Users-Ohio's ("IEU-Ohio") Interrogatories and Requests for Production of Documents Upon Dayton Power and Light Company ESP Second Set, November 20, 2012 to DP&L as follows.

GENERAL OBJECTIONS

1. DP&L objects to and declines to respond to each and every discovery request to the extent that it seeks information that is irrelevant and is not reasonably calculated to lead to the discovery of admissible evidence. Ohio Admin. Code § 4901-1-16(B).

2. DP&L objects to and declines to respond to each and every discovery request to the extent that it is harassing, unduly burdensome, oppressive or overbroad. Ohio Admin. Code §§ 4901-1-16(B) and 4901-1-24(A).

3. DP&L objects to each and every discovery request to the extent that it seeks information that is privileged by statute or common law, including privileged communications between attorney and client or attorney work product. Ohio Admin. Code § 4901-1-16(B). Such material or information shall not be provided, and any inadvertent disclosure of material or information protected by the attorney-client privilege, the attorney work product doctrine or any other privilege or protection from discovery is not intended and should not be construed to constitute a waiver, either generally or specifically, with respect to such information or material or the subject matter thereof.

4. DP&L objects to each and every discovery request to the extent that it seeks information that is proprietary, competitively sensitive or valuable, or constitutes trade secrets. Ohio Admin. Code § 4901-1-24(A).

5. To the extent that interrogatories seek relevant information that may be derived from the business records of DP&L or from an examination or inspection of such records and the burden of deriving the answer is the same for IEU-Ohio as it is for DP&L, DP&L may specify

the records from which the answer may be derived or ascertained and afford IEU-Ohio the opportunity to examine or inspect such records. Ohio Admin. Code § 4901-1-19(D).

6. DP&L objects to each and every interrogatory that can be answered more efficiently by the production of documents or by the taking of depositions. Under the comparable Ohio Civil Rules, "[a]n interrogatory seeks an admission or it seeks information of major significance in the trial or in the preparation for trial. It does not contemplate an array of details or outlines of evidence, a function reserved by rules for depositions." Penn Cent. Transp. Co. v. Armco Steel Corp., 27 Ohio Misc. 76, 77, 272 N.E.2d 877, 878 (Montgomery Cty. 1971). As Penn further noted, interrogatories that ask one to "describe in detail," "state in detail," or "describe in particulars" are "open end invitation[s] without limit on its comprehensive nature with no guide for the court to determine if the voluminous response is what the party sought in the first place." Id., 272 N.E.2d at 878.

7. DP&L objects to each and every discovery request to the extent that it calls for information that is not in DP&L's current possession, custody, or control or could be more easily obtained through third parties or other sources. Ohio Admin. Code §§ 4901-1-19(C) and 4901-1-20(D). DP&L also objects to each and every discovery request that seeks information that is already on file with the Public Utilities Commission of Ohio or the Federal Energy Regulatory Commission. To the extent that each and every discovery request seeks information available in pre-filed testimony, pre-hearing data submissions and other documents that DP&L has filed with the Commission in the pending or previous proceedings, DP&L objects to it. Ohio Admin. Code § 4901-1-16(G).

8. DP&L reserves its right to redact confidential or irrelevant information from documents produced in discovery. All documents that have been redacted will be stamped as such.

9. DP&L objects to each and every discovery request to the extent that it is vague or ambiguous or contains terms or phrases that are undefined and subject to varying interpretation or meaning, and may, therefore, make responses misleading or incorrect.

10. DP&L objects to any discovery request to the extent that it calls for information not in its possession, but in the possession of DP&L's unregulated affiliates.

RESPONSES TO INTERROGATORIES

ESP INT 2-1: Referring to the financial statements attached to Craig L. Jackson's testimony, CLJ-2, CLJ-3 and CLJ-4, were there any other adjustments to the "normal operating forecast" beyond the adjustments described in the testimony of either witness Jackson or Chambers?

RESPONSE: Subject to all general objections, DP&L states that no other changes were made apart from those spelled out in the testimony and thus no additional document or workpapers exist.

WITNESS RESPONSIBLE: Craig Jackson and William Chambers.

ESP INT 2-2: If the response to ESP INT 2-1 is affirmative, provide a description of each adjustment and the related amounts reflected.

RESPONSE: Subject to all general objections, DP&L states that no other changes were made apart from those spelled out in the testimony and thus no additional documents or workpapers exist.

WITNESS RESPONSIBLE: Craig Jackson.

ESP INT 2-3: Identify any documents that support any adjustments identified in ESP
INT 2-2.

RESPONSE: Subject to all general objections, DP&L states that no other changes were
made apart from those spelled out in the testimony and thus no additional documents or
workpapers exist

WITNESS RESPONSIBLE: Craig Jackson.

ESP INT 2-4: Referring to the financial statements attached to witness Jackson's testimony in Exhibit CLJ-2:

- A. What are the amounts of sales in kilowatt hours ("kWh") for distribution service that were reflected for the periods 2013-2017?

RESPONSE: Subject to all general objections, DP&L states that the annual distribution service sales totaled 13,822,395 megawatt hours annually for the 2013 to 2017 period.

- B. What are the amounts of sales in kWh for standard service offer that were reflected for the periods 2013-2017?

RESPONSE: Subject to all general objections, DP&L states that the annual standard service offer sales totaled 5,293,868 megawatt hours in 2013 and 5,294,623 megawatt hours annually for the 2014 to 2017 period.

- C. Provide a breakdown by category and amount of Operating Revenues – Retail by distribution, transmission, and generation business segments for 2013-2017.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary), 6 (calls for narrative answer), and 10 (possession of DP&L's unregulated affiliate). Subject to all general objections, DP&L states that it will supplement this response.

- D. What are the annual amounts of sales in kWh for Operating Revenues – Wholesale reflected for the periods 2013-2017?

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary), 6 (calls for narrative answer), and 10 (possession of DP&L's unregulated affiliate). Subject to all general objections, DP&L states that it will supplement this response.

E. Provide supporting details, for Operating Revenues – Wholesale for the periods 2013-2017.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary), 6 (calls for narrative answer), and 10 (possession of DP&L's unregulated affiliate). Subject to all general objections, DP&L states that it will supplement this response.

F. Provide supporting details, for Operating Revenues – RTO Capacity and Other RTO Revenues for the periods 2013-2017.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary), 6 (calls for narrative answer), and 10 (possession of DP&L's unregulated affiliate). Subject to all general objections, DP&L states that it will supplement this response.

WITNESS RESPONSIBLE: Craig Jackson.

ESP INT 2-5: Referring to the financial statements attached to witness Chambers' testimony in exhibit WJC-3A through D:

A. What are the amounts of sales in kWh for distribution service that were reflected for the periods 2011, and 2013-2017?

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary), and 6 (calls for narrative answer). Subject to all general objections, DP&L states that the 2011 annual distribution sales volumes totaled 13,159,000,000 kilowatt hours (note: these sales are as reported in our 2011 SEC Form 10-K and were not weather adjusted). The 2013 to 2017 annual forecasted distribution sales were identified in response to ESP-INT 2-4 A above.

B. What are the amounts of sales in kWh for standard service offer that were reflected for the periods 2011, and 2013-2017?

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary), and 6 (calls for narrative answer). Subject to all general objections, DP&L states that the 2011 annual standard service sales volumes totaled 7,569,306,000 kilowatt hours (note: these sales are as reported in our 2011 SEC Form 10-K and were not weather adjusted). The 2013 to 2017 annual forecasted distribution sales were identified in response to ESP INT 2-4 B above.

C. Provide a breakdown by category and amount of Operating Revenues – Retail by distribution, transmission and generation for the periods 2011, and 2013-2017.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary), 6 (calls for narrative answer), and 10 (possession of DP&L's unregulated affiliate). Subject to all general objections, DP&L states that the sales volumes were the same as those identified to response ESP-INT 2-4 C above.

D. What are the amounts of sales in kWh for Operating Revenues – Wholesale reflected for the periods 2013-2017?

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary), 6 (calls for narrative answer), and 10 (possession of DP&L's unregulated affiliate). Subject to all general objections, DP&L states that it will supplement this response.

E. Provide supporting details, for Operating Revenues – Wholesale for the periods 2011, and 2013-2017.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary), 5 (inspection of business records), 6 (calls for narrative answer), 7 (not in DP&L's possession or available on PUCO website), 9 (vague or undefined), and 10 (possession of DP&L's unregulated affiliate); in addition, this interrogatory calls for a legal conclusion. Subject to all general objections, DP&L states that it will supplement this response.

F. Provide supporting details, for Operating Revenues – RTO Capacity and Other RTO Revenues for the periods 2011, and 2013-2017.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary), 6 (calls for narrative answer), and 10 (possession of DP&L's unregulated affiliate). Subject to all general objections, DP&L states that it will supplement this response.

G. How much of the "Wholesale Revenues" and "RTO capacity and other RTO revenues" are from an affiliate company for the periods 2011, and 2013-2017?

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary), 6 (calls for narrative answer), and 10 (possession of DP&L's unregulated affiliate). Subject to all general objections, DP&L objects to this request because it seeks material that is confidential, proprietary, and trade secret information.

WITNESS RESPONSIBLE: Craig Jackson.

ESP INT 2-6: Referencing DP&L's response to IEU-Ohio ESP INT 1-10, provide an explanation for why Account 403 - Depreciation Expense was charged for a portion of the plant impairment charge, rather than debiting the entire plant impairment to Account 108 – Accumulated depreciation.

RESPONSE: Subject to all general objections, DP&L states that the earnings impact of the impairment write-down of the assets was recorded as an acceleration of book depreciation.

Also, a portion of the original cost of the impaired facilities was retired which resulted in the elimination of the reserve account.

WITNESS RESPONSIBLE: Craig Jackson.

ESP INT 2-7: What was DP&L's total company return on equity ("ROE") for the years 2009, 2010, and 2011?

RESPONSE: Subject to all general objections, DP&L states that DP&L's average annual ROE was as follows:

2009: 17.9%

2010: 20.1%

2011: 14.2%.

WITNESS RESPONSIBLE: Craig Jackson.

ESP INT 2-8: What was DP&L's ROE by business segment for the years 2009, 2010, and 2011?

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary), 6 (calls for narrative answer). Subject to all general objections, DP&L states that it will produce the Business Unit Report for the distribution operations for the calendar year 2010, which includes the results for both 2010 and 2009. During calendar 2011, the maintenance of these reports was discontinued. DP&L further states that the financial results of the Business Unit Report for calendar years 2010 and 2009 are not exact and cannot be relied upon to produce accurate results.

Additionally, ROE is not calculated by business segment. However, the net income (\$ in millions) by business segments, as reported in our SEC Form 10-K are as follows:

	Utility	Competitive Retail	Other	Adjustments and Eliminations	DPL Consolidated
2009	258.9	(2.7)	(21.4)	(5.7)	229.1
2010	277.7	18.8	(3.5)	(2.7)	290.3
2011	193.2	25.8	(74.7)	0.0	144.3

WITNESS RESPONSIBLE: Craig Jackson.

ESP INT 2-9: What is DP&L's projected ROE by business segment for the years 2012 through 2017?

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary), 6 (calls for narrative answer). Subject to all general objections, DP&L states that this information is not available.

WITNESS RESPONSIBLE: Craig Jackson.

ESP INT 2-10: Identify any calculations or analysis that describe or discuss DP&L's total company ROE for the years 2009 through 2012.

RESPONSE: General Objections Nos. 1 (relevance), 3 (privileged and work product), and 4 (proprietary). Subject to all general objections, DP&L states that Exhibit CLJ-1, included in Mr. Jackson's testimony provides an overview of the historical return on equity for the 2010 to 2012 period. Additionally, the response to ESP INT 2-7 above provides the total company ROEs for 2009 through 2011. The calculated ROE is based on the following formula:

$$\text{ROE} = \text{Current Year Net Income} / ((\text{Current Year Ending Equity} + \text{Prior Year Ending Equity})/2)$$

WITNESS RESPONSIBLE: Craig Jackson.

ESP INT 2-11: Identify any calculations or analysis that describe or discuss the annual ROE associated with each DP&L business segment from 2009 through 2017.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary), 6 (calls for narrative answer). Subject to all general objections, DP&L states: See the response to ESP INT 2-8 above.

WITNESS RESPONSIBLE: Craig Jackson.

ESP INT 2-12: Identify any documents that describe or discuss the annual contribution to net income or margin associated with each of DP&L's business segments for the years 2009 through 2017.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary), 6 (calls for narrative answer). Subject to all general objections, DP&L states that that DPL's SEC Form 10-K financial statements have a section that reports DPL's reportable business segments. These are located in the notes of the "DPL Inc. - Notes to Consolidated Financial Statements."

WITNESS RESPONSIBLE: Craig Jackson.

ESP INT 2-13: As discussed by witness Jackson at the November 9, 2012 technical conference, has the Company performed any analysis regarding the contributions to margins for the generation, transmission, and distribution by individual business segment? If so, identify those documents.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary), 6 (calls for narrative answer). Subject to all general objections, DP&L states that it will supplement this response.

WITNESS RESPONSIBLE: Craig Jackson.

ESP INT 2-14: As discussed by witness Jackson at the November 9, 2012 technical conference, has the Company performed any analysis regarding the contributions to margins for the generation, transmission, and distribution on a combined basis? If so, identify those documents.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary), 6 (calls for narrative answer). Subject to all general objections, DP&L states that it will supplement this response.

WITNESS RESPONSIBLE: Craig Jackson.

ESP INT 2-15: What is the contribution to margins for the generation business segment and for the transmission and distribution business segments?

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary), 6 (calls for narrative answer). Subject to all general objections, DP&L states: See the response to ESP-INT 2-13.

WITNESS RESPONSIBLE: Craig Jackson.

ESP INT 2-16: Referencing the response to IEU-Ohio ESP INT 1-4, DP&L responded that the proposed Switching Tracker will follow the Service Stability Rider's rate design. On what basis will DP&L allocate the switching tracker deferrals and related carrying costs to the customer classes, prior to collection from customers based on the Service Stability Rider's rate design?

RESPONSE: Subject to all general objections, DP&L states that the switching tracker will be calculated by Tariff class as stated in witness Seger-Lawson's testimony. There is no additional allocation to Tariff classes.

WITNESS RESPONSIBLE: Dona Seger-Lawson.

ESP INT 2-17: The DP&L 2011 SEC Form 10-K/A reports 2011 DP&L revenues and operating income at \$1,677.7(00,000) and \$319.9(00,000), respectively (page 146). These figures are included in Exhibit WJC-1A through WJC-5A of William J. Chambers. The Dayton Power and Light 2011 FERC Form 1 reports DP&L revenues and operating income at \$1,741,894,070 and \$231,974,484, respectively. What is the basis for the difference between the revenues and operating income reported in the 2011 SEC Form 10-K/A filing and the revenues and operating income reported in the FERC Form 1?

RESPONSE: Subject to all general objections, DP&L states that the difference in revenues is due to a couple of factors. Coal Sales (\$8.8M) and Heating Oil (\$2.2M) are included in Fuel for SEC; Power Derivative \$0.5M other Misc Income for FERC; (\$53.7M) Excise taxes in General Taxes for FERC. This accounts for the total difference of (\$64.2M). When calculating the income statement down to operating income there are other reporting differences between SEC and FERC. These differences are seen in costs of revenues as well as operating expenses which is why the difference in operating income occurs.

WITNESS RESPONSIBLE: Craig Jackson.

RESPONSES TO REQUESTS FOR PRODUCTION OF DOCUMENTS

ESP RPD 2-1: Provide any documents identified in response to ESP INT 2-3.

RESPONSE: DP&L incorporates its Objections and Response to Interrogatory 2-3.

Subject to all general objections, DP&L states that it does not possess responsive documents.

ESP RPD 2-2: Provide any documents identified in response to ESP INT 2-10.

RESPONSE: DP&L incorporates its Objections and Response to Interrogatory 2-10.

Subject to all general objections, DP&L states that it does not possess responsive documents.

ESP RPD 2-3: Provide any documents identified in response to ESP INT 2-11.

RESPONSE: DP&L incorporates its Objections and Response to Interrogatory 2-11.

Subject to all general objections, DP&L states that it does not possess responsive documents.

ESP RPD 2-4: Provide any documents identified in response to ESP INT 2-12.

RESPONSE: DP&L incorporates its Objections and Response to Interrogatory 2-12.

Subject to all general objections, DP&L states that it does not possess responsive documents.

ESP RPD 2-5: Provide any documents identified in response to ESP INT 2-13.

RESPONSE: DP&L incorporates its Objections and Response to Interrogatory 2-13.

Subject to all general objections, DP&L states that it does not possess responsive documents.

ESP RPD 2-6: Provide any documents identified in response to ESP INT 2-14.

RESPONSE: DP&L incorporates its Objections and Response to Interrogatory 2-14.

Subject to all general objections, DP&L states that it does not possess responsive documents.

ESP RPD 2-7: Provide pro forma financial statements (such as previously provided by witnesses Chambers and Jackson) by business segment for DP&L and by FERC account for the period 2009 through 2017.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary). Subject to all general objections, DP&L states that it does not possess responsive documents.

ESP RPD 2-8: Referencing the response to IEU-Ohio ESP INT 1-45, provide the ledgers for Unit 02 (transmission and distribution) and Unit 06 (generation) for the 12 months ended December 31, 2011.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary). Subject to all general objections, DP&L states that it will supplement this response.

Respectfully submitted,

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CERTIFICATE OF SERVICE

I certify that a copy of the foregoing Objections and Responses of The Dayton Power and Light Company to Industrial Energy Users-Ohio's Industrial Energy Users-Ohio's Interrogatories and Requests for Production of Documents Upon Dayton Power and Light Company, ESP Second Set, November 20, 2012, has been served via electronic mail upon the following counsel of record, this 30th day of November, 2012:

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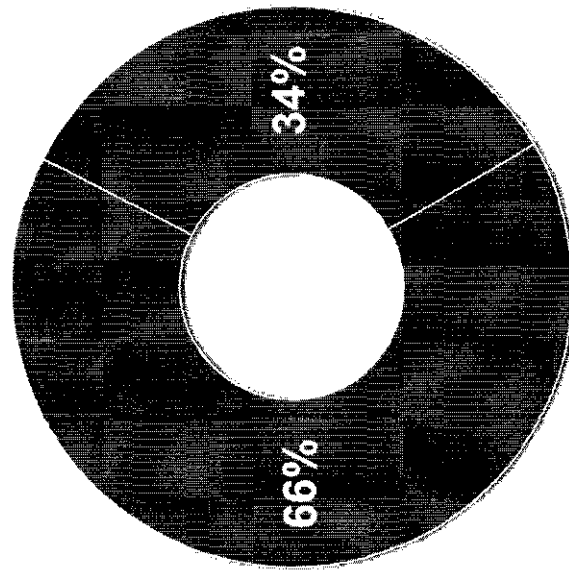


Safe Harbor Disclosure

Certain statements in the following presentation regarding AES' business operations may constitute "forward-looking statements." Such forward-looking statements include, but are not limited to, those related to future earnings growth and financial and operating performance. Forward-looking statements are not intended to be a guarantee of future results, but instead constitute AES' current expectations based on reasonable assumptions. Forecasted financial information is based on certain material assumptions. These assumptions include, but are not limited to accurate projections of future interest rates, commodity prices and foreign currency pricing, continued normal or better levels of operating performance and electricity demand at our distribution companies and operational performance at our generation businesses consistent with historical levels, as well as achievements of planned productivity improvements and incremental growth from investments at investment levels and rates of return consistent with prior experience. For additional assumptions see Slide 26 and the Appendix to this presentation. Actual results could differ materially from those projected in our forward-looking statements due to risks, uncertainties and other factors. Important factors that could affect actual results are discussed in AES' filings with the Securities and Exchange Commission including but not limited to the risks discussed under Item 1A "Risk Factors" in AES' 2011 Annual Report on Form 10-K, as well as our other SEC filings. AES undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Who We Are: A Diversified Power Generation & Distribution Company

2012 Proportional Adjusted Gross Margin: \$8.6 Billion



Generation

- 37 Generation businesses
- 34 GW of generating capacity

Utilities

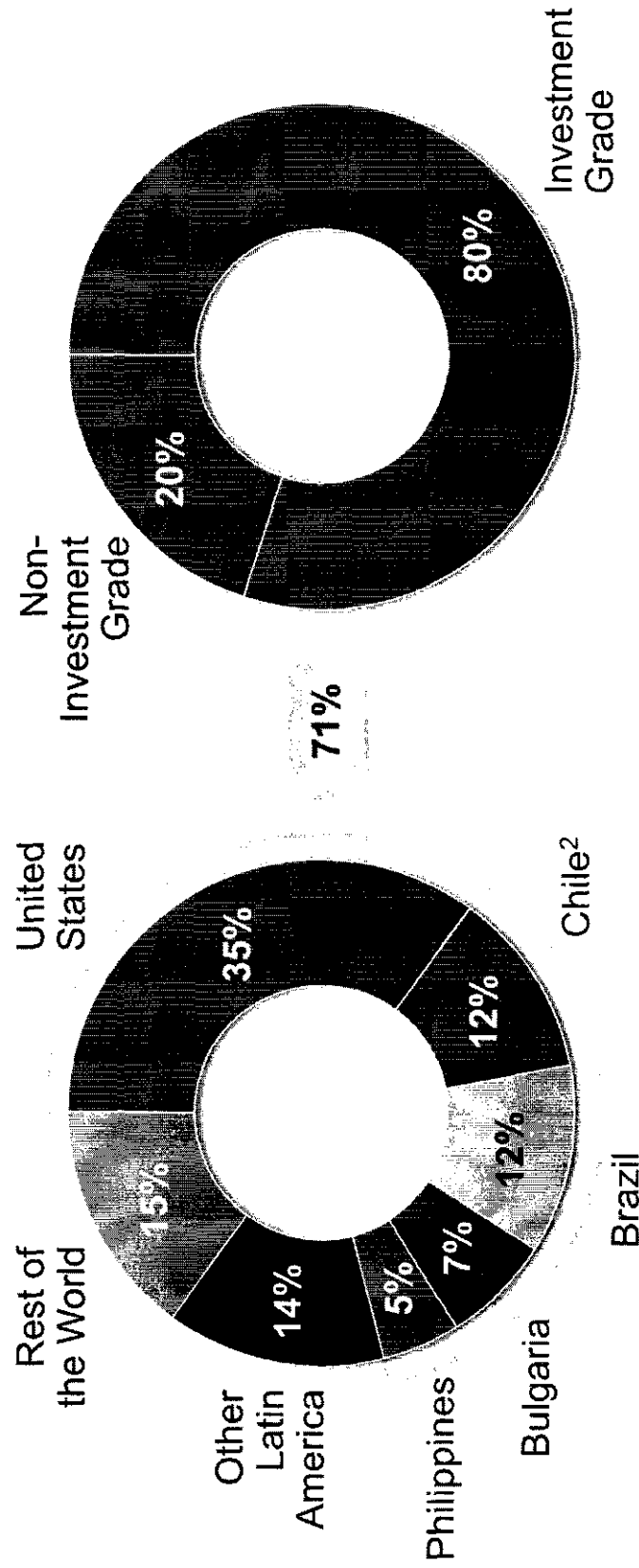
- 13 Utilities companies serving 12 million customers
- Operate 8 GW of generating capacity

Commodity and Currency Risks Limited by Contracts & Regulatory Structures, as well as Diversification Across Geographies, Asset & Fuel Types

1. A non-GAAP financial measure. Midpoint of 2012 guidance given August 6, 2012. See Appendix for definition and reconciliation.

Who We Are: Significant Presence in U.S. & Key Latin American Markets

2012 Proportional Adjusted Gross Margin: \$3.5 Billion



Faster Demand Growth in Emerging Markets Combined with Cash Flow Stability of Developed Markets

1. A non-GAAP financial measure as reconciled above. Midpoint of 2012 guidance given August 6, 2012. See Appendix for definition and reconciliation.

2. AES' operations in Chile refers to AES Gener, which is publicly listed in Chile, with businesses in Chile, Colombia and Argentina.

Plan to Unlock Shareholder Value



1. Optimize capital allocation

- Invest cash to maximize total returns

2. Improve profitability

- Cut costs and leverage footprint

3. Narrow our geographic focus

- Exit non-strategic assets to simplify story
- Grow in markets of choice where we have a competitive advantage

Focus on Delivering Attractive Risk-Adjusted Total Shareholder Return

Update on Plan to Unlock Shareholder Value: Optimize Capital Allocation

Investment Allocation Execution September 2011 Through August 2012

1. Debt repayment

- \$492 million repaid
 - ◆ \$295 million Recourse debt
 - ◆ \$197 million Non-Recourse debt (Brasilia)¹

2. Share buyback

- 29.5 million shares repurchased by investing \$341 million (average price of \$11.57/share)

3. Dividend

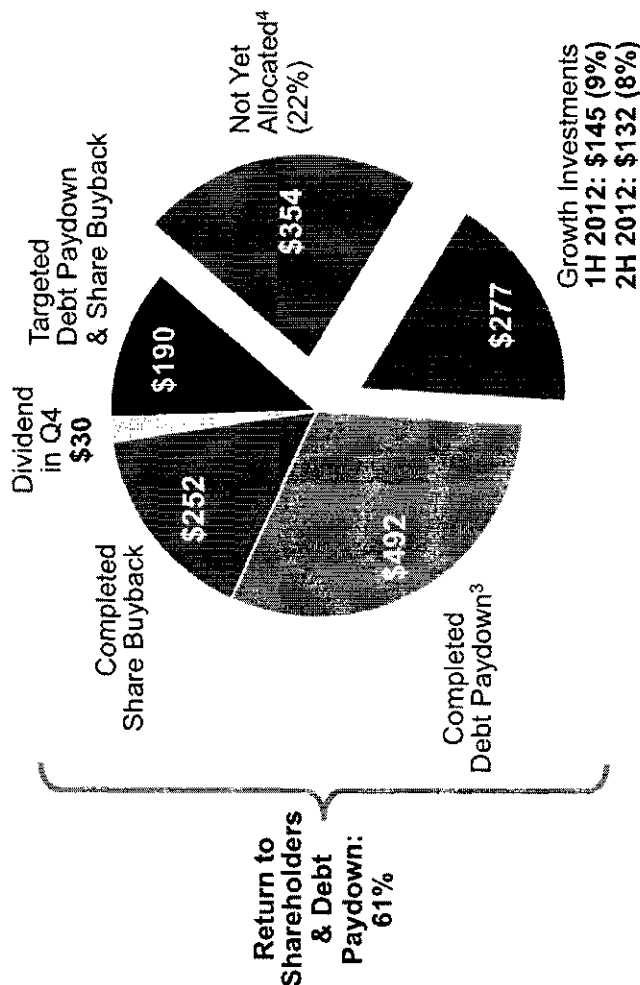
- First cash dividend since 1993
- \$0.04/share to be paid in November 2012
- Annual basis: \$120 million or approximately 1.3% yield

Since September 2011, Invested \$833 Million in Our Balance Sheet

¹ AES owns 46% of its Brasilia subsidiary. Debt reflects AES' ownership percentage.

Balanced Approach to Capital Allocation in 2012

\$ in Millions

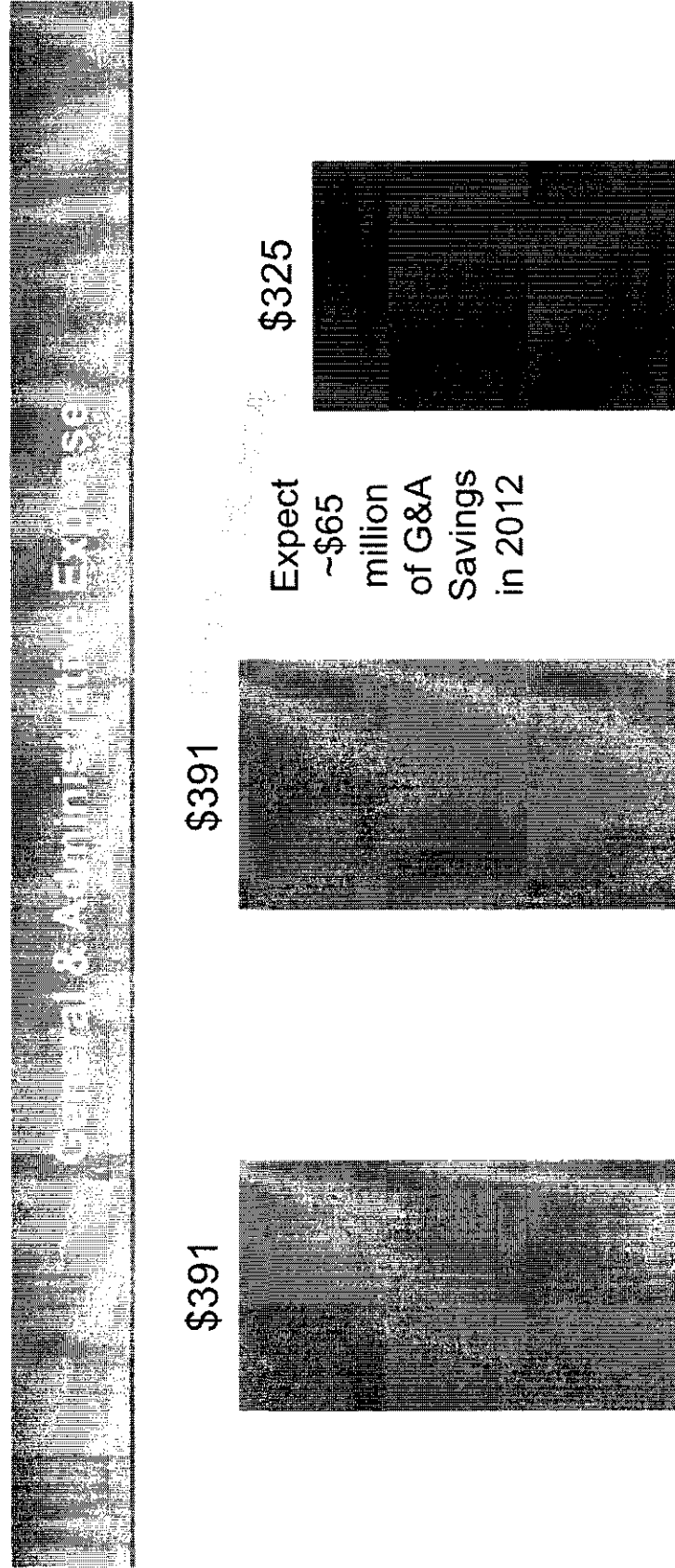


Unallocated Cash to Be Invested According to Capital Allocation Framework to Achieve Total Return Targets

1. Excludes (\$87 million) dividend related to Atimus (Brazil Telecom), which is included in Parent Free Cash Flow.
2. Low end of 2012 parent free cash flow guidance range given on August 6, 2012. A non-GAAP financial measure.
3. Completed \$492 million debt paydown: \$295 million corporate revolver and \$197 million non-recourse debt.
4. Not yet allocated \$354 million will be used for investment in growth, stock buyback and/or debt repayment.

Update on Plan to Unlock Shareholder Value: Improve Profitability

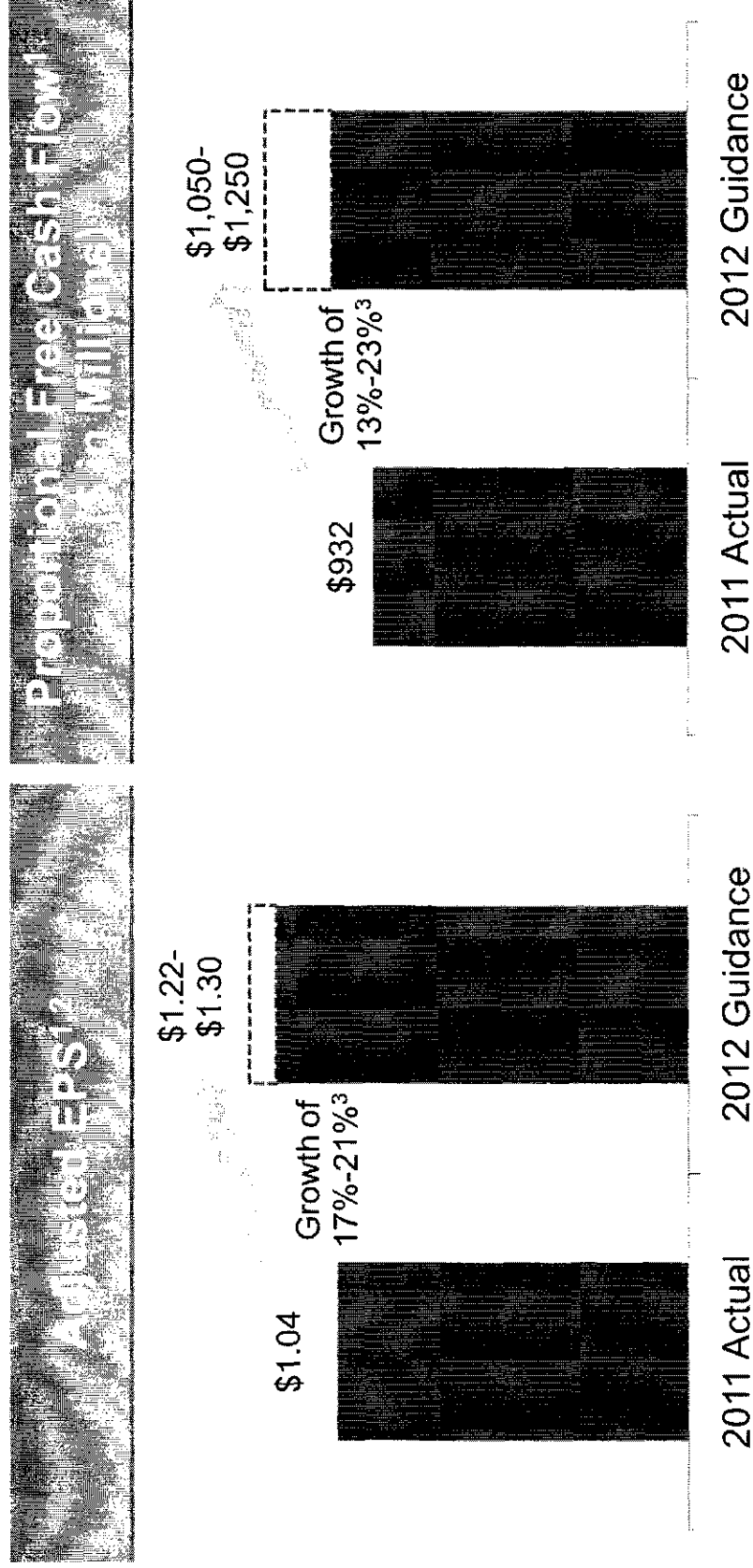
\$ in Millions



Projected 2012 Savings Increased to \$65 Million; Cumulative Target of \$100 Million¹ in Annual Savings by End of 2013

1. \$100 million in savings will include savings realized in cost of sales in addition to G&A.

Delivering Results: Expect to Achieve Significant Growth in Adjusted EPS¹ & Proportional Free Cash Flow¹ in 2012



2012 Growth Largely Driven by Contributions from New Businesses Added in 2011

1. A non-GAAP financial measure. See Appendix for definition and reconciliation.
2. Diluted earnings per share from continuing operations was \$0.59 in 2011.
3. Based on the lower end and midpoint of the guidance range.

Modest Growth Outlook for 2013; Stronger Growth Expected in 2014 and 2015

2013 Drivers: Modest Growth

- Lower capacity prices in PJM (set by earlier capacity auctions)
- Foreign exchange headwinds
- DP&L (lower gas prices and cumulative impact of customer switching)
- + Capital allocation (including share repurchases done in 2012)
- + Cost reductions (full year of 2012 reductions; partial year of incremental reductions in 2013)
- ? Unknown – DP&L rate case settlement

2014-2015 Drivers: Stronger Growth

- + Higher capacity prices in PJM (set by earlier capacity auctions)
- + Contributions from construction projects
 - Campiche and Kribi in 2013
 - Tunjita in 2014
 - Mong Duong in 2015
- + Improved earnings profile of wind portfolio
- + Organic growth, including recovery in Brazil, Chile and Colombia
- + Value creation through capital allocation

Plan to Provide 2013 Guidance No Later Than Q4 2012 Earnings Call (February 2013)

Targeting Average Annual Total Return of 8% to 10% (2013-2015)¹

Expected Total Return to be Achieved Through a Combination of:

- Adjusted EPS² growth of 7% to 9% on average (may be higher/lower in some years)
- Organic growth at existing businesses
 - Completion of construction pipeline through 2015
 - Planned cost reductions
 - Discretionary cash invested in debt paydown and share repurchases
 - Discretionary cash investments and acquisitions would need to be accretive to the base case

Adjusted EPS¹ Growth

+

- ~1.3% dividend yield
- \$120 million annual dividend — first quarterly dividend of \$0.04 to be paid in November 2012

Dividend Yield

Committed to Delivering 8% to 10% Total Return CAGR (2013-2015)¹ Through Earnings Growth & Dividend Yield

1. Off 2012 base.

2. A non-GAAP financial measure. Guidance given August 6, 2012. See Appendix for definition and reconciliation.

Key Takeaways

- Unlocking the value of our stock by executing on a comprehensive plan to:
 - Optimize capital allocation
 - Narrow geographic focus
 - Grow profitability
- Committed to delivering attractive risk-adjusted returns to shareholders
 - Declared a dividend in Q3 2012, with first payment in November 2012
 - Targeting 8%-10% average 3-year annual total return target (CAGR for 2013 through 2015)

Appendix

Update on DPL Standard Service Offer (SSO)	Slide 14
Regulatory Developments in Brazil	Slide 15
Asset Sales	Slide 16
Key Assumptions for 2012 Guidance	Slide 17
Drivers of 2012 Adjusted EPS Guidance	Slide 18
Year-Over-Year Growth in 2H 2012 Adjusted EPS	Slide 19
2012 Guidance Estimated Sensitivities	Slide 20
Reconciliation of 2012 Guidance	Slide 21
Contributions of New Businesses by Quarter	Slide 22
Construction & Development	Slides 23-25
Assumptions & Definitions	Slides 26-28

Update on DPL Standard Service Offer (SSO) Filing

- Withdraw Market Rate Offer (MRO) on September 7th
 - Plan to submit an Electric Security Plan (ESP) by October 8th
- Expect more constructive outcome
 - Address PUCO Staff's clear preference for an ESP, consistent with outcomes for all other Ohio utilities
- Frame discussions in light of recent developments
 - Commission view that non-bypassable charge designed to maintain utility's financial integrity can be authorized in context of an ESP (AEP ESP settlement)
 - Updated view of commodity prices and customer switching
- Proposed schedule seeks a decision before year-end
 - Hearings November 13th-20th
 - PUCO decision sought by December
 - New rates to be applicable from January 1, 2013
- If no resolution by then, requesting existing rates would remain in effect until outcome is decided

Regulatory Developments in Brazil

On September 11th, in order to stimulate the economy and contain inflation, the Brazilian Government announced its plan to lower average electricity tariffs by ~20% through:

- Reduction in sector charges (indirect taxes)

Defining new conditions for concession contract renewal for those Transmission, Generation and Distribution businesses expiring in 2015-2017

- Transmission: Cost of service model rather than tariff methodology
- Generation: Cost of service model rather than market-based prices
- Distribution: Conditions not yet defined

Impact on our Brazilian businesses should be minimal in the near to intermediate term

New policy is expected to go into full effect no earlier than February 2013; no impact on our 2012 guidance

- Two of our three businesses are distribution businesses (Sul and Eletropaulo, which hold concessions expiring in 2027 and 2028, respectively)

- Our generation business, Tiete, has a concession expiring in 2029

Tiete has a long-term contract to supply power to Eletropaulo through December 2015

New policy may result in lower power prices; minimal impact on Tiete through 2015; impact in 2016 and beyond dependent on future prices (some of which has been previously anticipated)

Asset Sales: Successfully Narrowing Our Geographic Focus, While Creating Shareholder Value

Business	AES Share of Proceeds (Millions)	Remarks
Atimus (Brazil Telecom)	\$284 ²	Non-core asset; Paid down \$197 million ² in debt at Brasileira subsidiary
Bohemia (Czech Republic)	\$12	Completed exit from non-core Market
Edes and Edelap (Argentina)	\$4	Underperforming business
Cartagena ¹ (Spain)	\$229	No expansion potential
Red Oak (U.S.)	\$142	No expansion potential
Ironwood (U.S.)	\$85	
French Wind (France)	\$42	Non-core market
Yangcheng & China Wind (China)	\$86	Non-core market
JHRH (China)	\$48	Non-core market; expected to close late 2012
Total	\$932	

Businesses Sold at a P/E Multiple of More Than 20x 2011 Adjusted Earnings³

1. Sold 80% of our interest to GDF Suez in February 2012. GDF Suez has the option to buy the remaining 20% interest in 2013.
2. AES owns 46% of its Brasileira subsidiary. Proceeds and debt reflect AES' ownership percentage.
3. Excludes China asset sales, as these businesses reported \$9 million in losses in 2011.

Key Assumptions for 2012 Guidance¹

- Foreign currency and commodity assumptions from the forward curve as of June 30, 2012
- Effective tax rate in low 30% range, generally in line with 2011, which includes anticipated extension of CFC look-thru benefits
- Includes the impacts of announced and closed asset sales as of August 3, 2012, including Argentine utilities, Brazil Telecom, 80% of our interest in the Cartagena plant in Spain, Bohemia plant in the Czech Republic, Red Oak and Ironwood in the United States, China wind, coal and hydro assets and French wind portfolio
- Allocation of discretionary cash consistent with Slide 7

¹Guidance updated August 6, 2012.

Drivers of 2012 Adjusted EPS¹ Guidance

Reaffirming 2012 Adjusted EPS¹ Guidance of \$1.22 to \$1.30 – Expect Low End of Guidance Range

Since Q1 2012 Earnings Call Key Drivers of 2012 Guidance

Positive

- + Accelerated capital allocation
- + Increase in 2012 cost cutting
- + Operational improvements

Negative

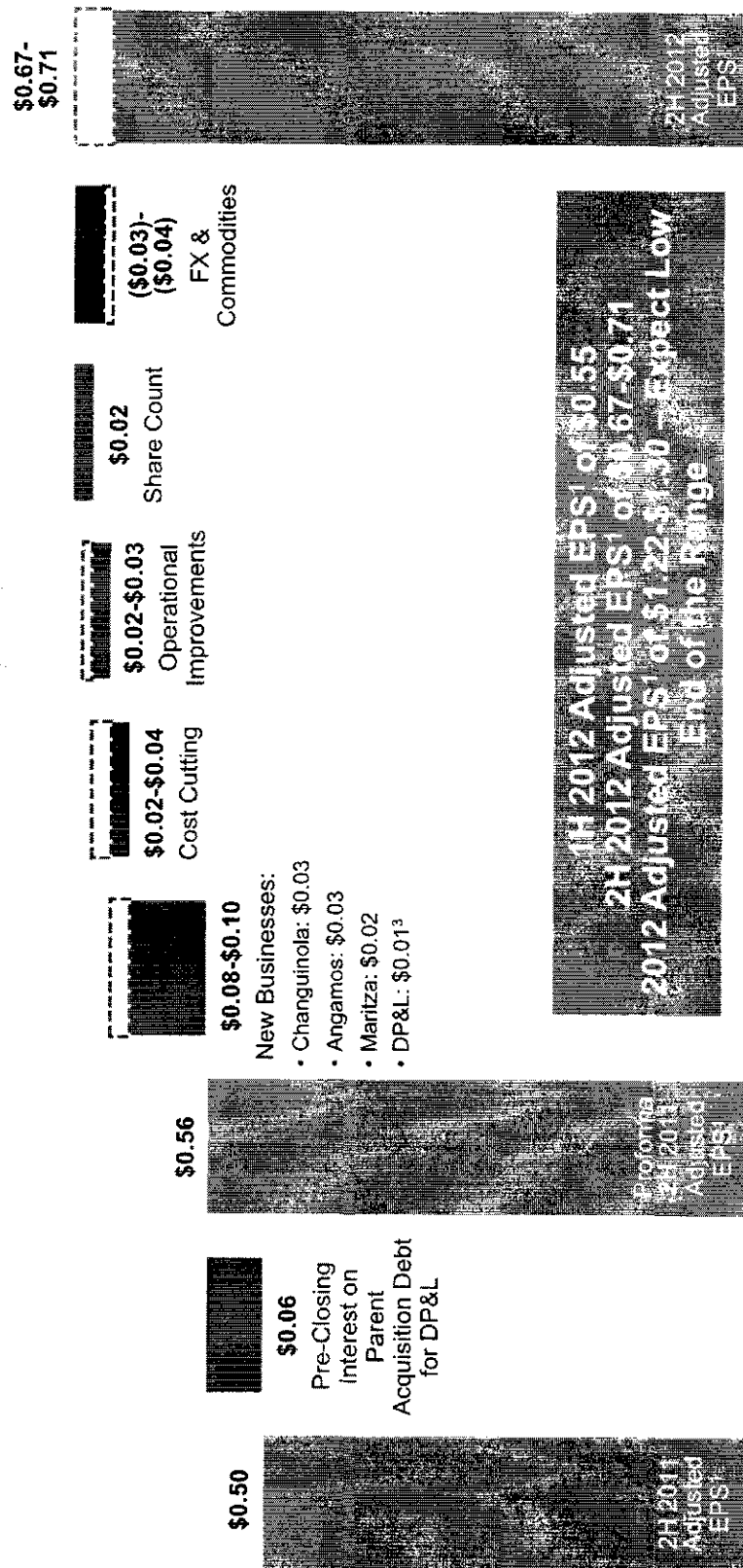
- FX and commodity movements
- Eletropaulo tariff final outcome

For key assumptions, see Slide 17

1. A non-GAAP financial measure. See Appendix for definition and reconciliation.

Year-Over-Year Growth in 2H 2012 Adjusted EPS¹ Driven by New Businesses Added in Late 2011 & Corporate Initiatives²

+\$0.11-\$0.15
2H 2012 Over 2H 2011



2H 2012

2H 2011

1. A non-GAAP financial measure. See Appendix for definition and reconciliation.
2. Drivers are subject to uncertainties and there can be no assurance that they can be achieved. For further discussion of risks associated with our business, see Risk Factors in our Form 10-K and MD&A in Form 10-Q.
3. Net of approximately \$0.06 of interest on Parent acquisition debt; excludes one-time non-cash purchase accounting impact.

2012 Guidance Estimated Sensitivities

100 bps move in interest rates over a 12-month period is equal to change in EPS of approximately \$0.02

10% appreciation in USD against the following key currencies is equal to the following negative EPS impacts:

Brazilian Real (BRL)	2.04	\$0.010
Argentine Peso (ARS)	5.03	\$0.005
Euro (EUR)	1.27	\$0.005
Philippine Peso (PHP)	42.1	\$0.005

Newcastle Coal (Sensitivity \$10/ton)	\$92/ton	\$0.010 negative correlation
NYMEX Coal (Sensitivity \$10/ton)	\$57/ton	
IPE Brent Crude Oil (Sensitivity \$10/barrel)	\$98/bbl	\$0.005 positive correlation
NYMEX WTI Crude Oil (Sensitivity \$10/barrel)	\$86/bbl	
Henry Hub Natural Gas (Sensitivity \$1/mmbtu)	\$2.9/mmbtu	
UK National Balancing Point Gas (Sensitivity \$1/mmbtu)	£0.59/therm	\$0.020 positive correlation

Note: Guidance given August 6, 2012. Sensitivities are provided on a standalone basis, assuming no change in the other factors, to illustrate the magnitude and direction of changing market factors on AES results. Estimates show the impact on 2012 adjusted EPS. Actual results may differ from the sensitivities provided due to execution of risk management strategies, local market dynamics and operational factors. 2012 guidance is based on currency and commodity forward curves and forecasts as of June 30, 2012. There are inherent uncertainties in the forecasting process and actual results may differ from projections. The Company undertakes no obligation to update the guidance presented today. Please see Item 3A of the Form 10-Q for a more complete discussion of this topic. AES has exposure to multiple coal, oil, and natural gas indices; forward curves are provided for representative liquid markets. Sensitivities are rounded to the nearest ½ cent per share.

1. The move is applied to the floating interest rate portfolio balances as of June 30, 2012.

Reconciliation of 2012 Guidance, Including Proportional Metrics

Income Statement Elements		
Diluted Earnings Per Share from Continuing Operations	\$1.22-\$1.30	
Adjusted Earnings Per Share Factors ²	(\$0.00) ³	
Adjusted Earnings Per Share ²	\$1.22-\$1.30 ³	
Cash Flow Elements		
Net Cash from Operating Activities	\$2,900-\$3,100	\$975
Operational Capital Expenditures (a)	\$1,050-\$1,125	\$300
Environmental Capital Expenditures (b)	\$100-\$125	\$25
Maintenance Capital Expenditures (a + b)	\$1,150-\$1,250	\$325
Free Cash Flow ²	\$1,700-\$1,900	\$650
Subsidiary Distributions ⁴	\$1,325-\$1,525	
Reconciliation of Parent Free Cash Flow		
Subsidiary Distributions ⁴ (c)	\$1,325-\$1,525	
Cash Interest (d)	\$450-\$500	
Cash for Development, General & Administrative and Tax (e)	\$325-\$375	
Parent Free Cash Flow (c - d - e)	\$550-\$650	
Reconciliation of Free Cash Flow ²		
Net Cash from Operating Activities	\$2,900-\$3,100	\$975
Less: Maintenance Capital Expenditures	\$1,150-\$1,250	\$325
Free Cash Flow ²	\$1,700-\$1,900	\$650
Reconciliation of Adjusted Gross Margin ²		
Gross Margin	\$3,600-\$3,800	\$950
Plus: Depreciation & Amortization	\$1,400-\$1,500	\$350
Less: General & Administrative	\$300-\$350	-
Adjusted Gross Margin ²	\$4,725-\$4,925	\$1,300

1. 2012 guidance is based on expectations for future foreign exchange rates and commodity prices as of June 30, 2012.

2. A non-GAAP financial measure as reconciled above. See "definitions."

3. Reconciliation of Adjusted EPS includes derivative losses of \$0.07, currency losses of \$0.02, debt retirement losses of \$0.01, impairment losses of \$0.08, and disposition gains of \$0.18.

4. See "definitions."

Year-Over-Year Adjusted EPS¹ Contributions of New Businesses by Quarter

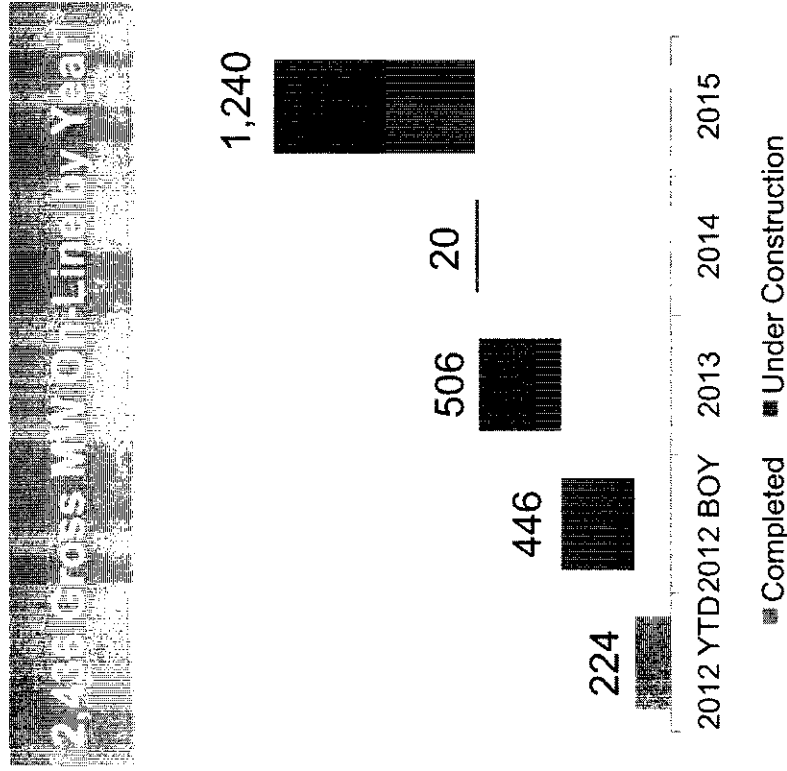
	Q1 2012 Actual	Q2 2012 Actual	2H 2012 Estimate	Total
Maritza (Bulgaria)	\$0.04	\$0.02	\$0.02	\$0.08
Angamos (Chile)	\$0.00	(\$0.015)	\$0.03	\$0.01
Changuinola (Panama)	\$0.01	\$0.04	\$0.03	\$0.08
DP&L (U.S.) ²	\$0.01	(\$0.005)	\$0.01	\$0.01
Total	\$0.06	\$0.04	\$0.09	\$0.19

1. A Non-GAAP financial measure. See "definitions".

2. Net of Parent interest costs; excludes one-time non-cash purchase accounting charge.

Construction Program Contributes Near-Term Growth

Long-Term Debt Committed; AES Equity Contributions Funded



- 2012 additions include:
 - 394 MW Trinidad Unit 2, of which AES owns 10%
 - 276 MW renewable projects
- 2013 additions include:
 - 270 MW Campiche (Chile)
 - 216 MW Kribi (Cameroon)
 - 20 MW Sixpenny Wood (UK)
- 2014 addition represents 20 MW Tunjita (Colombia)
- 2015 addition represents 1,240 MW Mong Duong II (Vietnam)

1. As of August 24, 2012; 1,136 proportional MW. See Slide 24 for details of projects under construction.

Note: The totals represent projections and there can be no assurance that we will complete construction of these projects or that completion will occur in the timeframes set forth above. For discussion of risks involved in the development process, see Item 1-A: Risk Factors – Our business is subject to substantial development uncertainties in our 2011 Form 10-K.

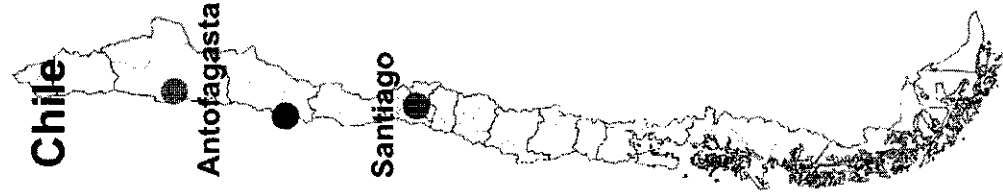
2,212 MW Under Construction as of August 24, 2012

Project	Trinidad		Campiche		Kribi		Mong Duong II		AES Solar		Drone Hill		Sixpenny Wood		Tunjita	
	% Owned		% Owned		% Owned		% Owned		% Owned		% Owned		% Owned		% Owned	
Type	Gas		Coal		Gas		Coal		Solar		Wind		Wind		Hydro	
Gross MW	394 MW ¹		270 MW		216 MW		1,240 MW		24 MW		28.6 MW		20 MW		20 MW	
Expected Commercial Operations Date	2H 2012		1H 2013		2013		2H 2015		2H 2012		2H 2012		2013		2H 2014	

1.394 MW Unit 1 came on-line during Q3 2011.

Note: These are some of our construction projects. Other projects not currently on this slide, whether developed through acquisitions or otherwise, may be brought on-line before these projects. In addition, some of these examples may not close or be completed as anticipated, or they may be delayed, due to uncertainty inherent in the development process.

Future Growth Examples: Strong Near-Term Growth Pipeline in Chile (AES Gener)



Cochabamba (632 MW Coal-Fired)



- Adjacent to Angamos facility; plant site owned by Angamos
- Includes 20 MW battery storage facility (BESS)
- Environmental permit and maritime concession granted
- Preliminary works in progress

Guacolda V (152 MW Coal-Fired)



- Environmental permit for plant granted
- Adjacent to existing four Guacolda units; plant site owned by Guacolda
- Preliminary works in progress

Alto Maipo (531 MW Run-of-River Hydro)



- 50 km East of Santiago
- Environmental, water and civil works permits obtained
- Preliminary works in progress

Note: For discussion of risks involved in the development process, see Item 1-A: Risk Factors – Our business is subject to substantial development uncertainties in our 2011 Form 10-K.

Assumptions

Forecasted financial information is based on certain material assumptions. Such assumptions include, but are not limited to: (a) no unforeseen external events such as wars, depressions, or economic or political disruptions occur; (b) businesses continue to operate in a manner consistent with or better than prior operating performance, including achievement of planned productivity improvements including benefits of global sourcing, and in accordance with the provisions of their relevant contracts or concessions; (c) new business opportunities are available to AES in sufficient quantity to achieve its growth objectives; (d) no material disruptions or discontinuities occur in the Gross Domestic Product (GDP), foreign exchange rates, inflation or interest rates during the forecast period; and (e) material business-specific risks as described in the Company's SEC filings do not occur individually or cumulatively. In addition, benefits from global sourcing include avoided costs, reduction in capital project costs versus budgetary estimates, and projected savings based on assumed spend volume which may or may not actually be achieved. Also, improvement in certain KPIs such as equivalent forced outage rate and commercial availability may not improve financial performance at all facilities based on commercial terms and conditions. These benefits will not be fully reflected in the Company's consolidated financial results.

The cash held at qualified holding companies ("QHCs") represents cash sent to subsidiaries of the Company domiciled outside of the U.S. Such subsidiaries had no contractual restrictions on their ability to send cash to AES, the Parent Company, however, cash held at qualified holding companies does not reflect the impact of any tax liabilities that may result from any such cash being repatriated to the Parent Company in the U.S. Cash at those subsidiaries was used for investment and related activities outside of the U.S. These investments included equity investments and loans to other foreign subsidiaries as well as development and general costs and expenses incurred outside the U.S. Since the cash held by these QHCs is available to the Parent, AES uses the combined measure of subsidiary distributions to Parent and QHCs as a useful measure of cash available to the Parent to meet its international liquidity needs. AES believes that unconsolidated parent company liquidity is important to the liquidity position of AES as a parent company because of the non-recourse nature of most of AES' indebtedness.

Definitions



Adjusted Earnings Per Share (a non-GAAP financial measure) is defined as diluted earnings per share from continuing operations excluding gains or losses of the consolidated entity due to (a) mark-to-market amounts related to derivative transactions, (b) unrealized foreign currency gains or losses, (c) significant gains or losses due to dispositions and acquisitions of business interests, (d) significant losses due to impairments, and (e) costs due to the early retirement of debt. The GAAP measure most comparable to Adjusted EPS is diluted earnings per share from continuing operations. AES believes that adjusted earnings per share better reflects the underlying business performance of The AES Corporation (the "Company"), and is considered in the Company's internal evaluation of financial performance. Factors in this determination include the variability due to mark-to-market gains or losses related to derivative transactions, currency gains or losses, losses due to impairments and strategic decisions to dispose of or acquire business interests or retire debt which affect results in a given period or periods. Adjusted earnings per share should not be construed as an alternative to diluted earnings per share from continuing operations, which is determined in accordance with GAAP.

For the three and six months ended June 30, 2012, the Company refined its process for computing the tax effects of adjusted EPS items for interim periods. Accordingly, the Company has also reflected the refined process in the comparative three and six months ended June 30, 2011.

Adjusted Gross Margin (a non-GAAP financial measure) is defined as gross margin plus depreciation and amortization less general and administrative expenses. AES believes adjusted gross margin is a useful measure for evaluating and comparing the operating performance of its businesses because it includes the direct operating costs of its business including overhead related expenses and excludes potential differences caused by variations in capital structures affecting interest income and expense, tax positions, such as the impact of changes in effective tax rates and the impact of depreciation and amortization expense.

Free Cash Flow (a non-GAAP financial measure) is defined as net cash from operating activities less maintenance capital expenditures (including environmental capital expenditures), net of reinsurance proceeds from third parties. AES believes that free cash flow is a useful measure for evaluating our financial condition because it represents the amount of cash provided by operations less maintenance capital expenditures as defined by our businesses, that may be available for investing or for repaying debt. Free cash flow should not be construed as an alternative to net cash from operating activities, which is determined in accordance with GAAP.

Net Debt (a non-GAAP financial measure) is defined as current and non-current recourse and non-recourse debt less cash and cash equivalents, restricted cash, short term investments, debt service reserves and other deposits. AES believes that net debt is a useful measure for evaluating our financial condition because it is a standard industry measure that provides an alternate view of a company's indebtedness by considering the capacity of cash. It is also a required component of valuation techniques used by management and the investment community.

Parent Company Liquidity (a non-GAAP financial measure) is defined as cash at the Parent Company plus availability under corporate credit facilities plus cash at qualified holding companies ("QHCs"). AES believes that unconsolidated Parent Company liquidity is important to the liquidity position of AES as a Parent Company because of the non-recourse nature of most of AES' indebtedness.

Parent Free Cash Flow (a non-GAAP financial measure) should not be construed as an alternative to Net Cash Provided by Operating Activities which is determined in accordance with GAAP. Parent Free Cash Flow is equal to Subsidiary Distributions less cash used for interest costs, development, general and administrative activities, and tax payments by the Parent Company. Parent Free Cash Flow is used for dividends, share repurchases, growth investments, recourse debt repayments, and other uses by the Parent Company.

Proportional Metrics – The Company is a holding company that derives its income and cash flows from the activities of its subsidiaries, some of which are not wholly-owned by the Company. Accordingly, the Company has presented certain financial metrics which are defined as Proportional (a non-GAAP financial measure) to account for the Company's ownership interest.

Proportional metrics present the Company's estimate of its share in the economics of the underlying metric. The Company believes that the Proportional metrics are useful to investors because they exclude the economic share in the metric presented that is held by non-AES shareholders. For example, Operating Cash Flow is a GAAP metric which presents the Company's cash flow from operations on a consolidated basis, including operating cash flow allocable to noncontrolling interests. Proportional Operating Cash Flow removes the share of operating cash flow allocable to noncontrolling interests and therefore may act as an aid in the valuation of the Company.

Proportional metrics are reconciled to the nearest GAAP measure. Certain assumptions have been made to estimate our proportional financial measures. These assumptions include: (i) the Company's economic interest has been calculated based on a blended rate for each consolidated business when such business represents multiple legal entities; (ii) the Company's economic interest may differ from the percentage implied by the recorded net income or loss attributable to noncontrolling interests or dividends paid during a given period; (iii) the Company's economic interest for entities accounted for using the hypothetical liquidation at book value method is 100%; (iv) individual operating performance of the Company's equity method investments is not reflected and (v) inter-segment transactions are included as applicable for the metric presented.

Subsidiary Liquidity (a non-GAAP financial measure) is defined as cash and cash equivalents and bank lines of credit at various subsidiaries.

Definitions, Cont'd.

* **Subsidiary Distributions** should not be construed as an alternative to Net Cash Provided by Operating Activities which is determined in accordance with GAAP. Subsidiary Distributions are important to the Parent Company because the Parent Company is a holding company that does not derive any significant direct revenues from its own activities but instead relies on its subsidiaries' business activities and the resultant distributions to fund the debt service, investment and other cash needs of the holding company. The reconciliation of the difference between the Subsidiary Distributions and Net Cash Provided by Operating Activities consists of cash generated from operating activities that is retained at the subsidiaries for a variety of reasons which are both discretionary and non-discretionary in nature. These factors include, but are not limited to, retention of cash to fund capital expenditures at the subsidiary, cash retention associated with non-recourse debt covenant restrictions and related debt service requirements at the subsidiaries, retention of cash related to sufficiency of local GAAP statutory retained earnings at the subsidiaries, retention of cash for working capital needs at the subsidiaries, and other similar timing differences between when the cash is generated at the subsidiaries and when it reaches the Parent Company and related holding companies.

AFFIDAVIT OF MATTHEW R. PRITCHARD

State of Ohio : S.S.

County of Franklin :

I, Matthew R. Pritchard, counsel for the Industrial Energy Users-Ohio ("IEU-Ohio"), in the above-captioned case, being first duly sworn, depose and say:

1. On October 23, 2012 IEU-Ohio served IEU-Ohio's First Set upon the Dayton Power and Light Company ("DP&L").
2. On November 5, 2012, counsel for DP&L requested an extension of time to file discovery responses to IEU-Ohio's First Set, which IEU-Ohio agreed to.
3. On November 9, 2012, counsel for IEU-Ohio contacted DP&L by email and informed DP&L that IEU-Ohio did not believe DP&L's responses to IEU-Ohio's First Set were complete.
4. On November 20, 2012, IEU-Ohio served IEU-Ohio's Second Set upon DP&L.
5. On November 27, 2012, November 29, 2012, and December 6, 2012, counsel for IEU-Ohio contacted counsel for DP&L in an attempt to view the responsive documents identified in DP&L's supplemented response to IEU-Ohio's First Set that DP&L indicated it would make available.
6. On November 30, 2012, DP&L provided responses to IEU-Ohio's Second Set. These responses were largely incomplete.
7. On December 3, 2012, I contacted counsel for DP&L and inquired why DP&L failed to provide complete responses to IEU-Ohio's Second Set and requested DP&L identify when DP&L would supplement its responses. During this conversation, counsel for DP&L indicated that by November 29, 2012, DP&L had discovered a material error with its Application and testimony and indicated DP&L would need to supplement its original Application and testimony. Counsel for DP&L indicated that, in light of this error, providing responses to IEU-Ohio's Second Set at that time would be pointless because they would already be outdated and incorrect. Counsel for DP&L indicated that DP&L would likely be filing updates the week of December 10, 2012 and indicated DP&L would provide supplemental discovery at that time.
8. On December 6, 2012, counsel for IEU-Ohio contacted DP&L by email and indicated that IEU-Ohio had issues with several of DP&L's responses

to IEU-Ohio's Second Set (in addition to the need to supplement the responses).

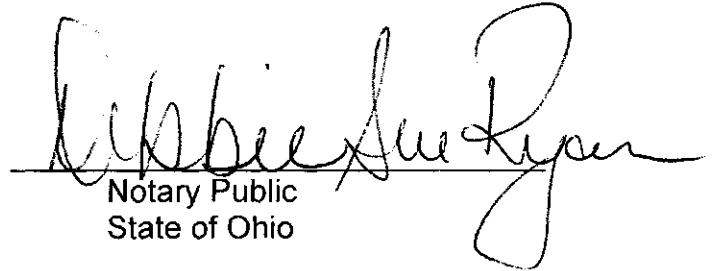
9. On December 10, 2012, counsel for DP&L contacted counsel for IEU-Ohio and requested an extension of time to respond to IEU-Ohio's Third Set. Counsel for DP&L indicated that IEU-Ohio's email containing the third set of requests had been inadvertently deleted. IEU-Ohio agreed to extend the discovery deadline for this set of responses until Tuesday, December 18, 2012.
10. On December 11, 2012, I contacted counsel for DP&L by email and provided DP&L a comprehensive list of the discovery issues that remained outstanding. Later on December 11, 2012, counsel for DP&L responded to my email and indicated various responses would likely be supplemented early in the week of December 17, 2012.
11. On December 12, 2012, DP&L filed the Supplemental Application and revised testimony and workpapers. DP&L did not provide IEU-Ohio with supplemental discovery responses on this date.
12. On December 14, 2012, I contacted counsel for DP&L by email and notified DP&L of the discovery issues that IEU-Ohio believed remained outstanding, regarding both IEU-Ohio's First Set and IEU-Ohio's Second Set. I indicated that IEU-Ohio would be forced to file a motion to compel if the discovery responses were not forthcoming.
13. On December 17, 2012, DP&L made certain documents available for inspection, which were identified in responses to IEU-Ohio's First Set. Also on December 17, 2012, I contacted counsel for DP&L by email and again notified DP&L of the outstanding discovery issues and IEU-Ohio's forthcoming motion to compel.
14. DP&L's responses to IEU-Ohio's First Set were originally due on November 5, 2012 and by agreement that deadline was extended to November 8, 2012. DP&L's responses to IEU-Ohio's Second Set were due on November 30, 2012. As of the filing of this Motion to Compel, DP&L's responses to IEU-Ohio's First Set and IEU-Ohio's Second Set are largely incomplete. IEU-Ohio has made reasonable attempts to obtain the discovery requests, but those efforts have been to no avail. Based upon the actions that have occurred thus far in this proceeding, I do not believe IEU-Ohio can obtain complete and meaningful discovery without the Commission intervening and granting this motion to compel.
15. The procedural deadlines are quickly approaching, with Intervenor Testimony due on January 28, 2012, and an Evidentiary Hearing scheduled to begin February 11, 2013.

16. On December 18, 2012, as IEU-Ohio was preparing to file this motion to compel, DP&L served supplemental responses to IEU-Ohio's First Set. Prior to filing this motion, I reviewed the discovery responses to the requests that are subject to this motion to compel and conclude they are still incomplete. It appears the only supplement to the requests in this motion from IEU-Ohio's First Set is in response to IEU-Ohio Interrogatory No. ESP INT 1-23. This document, however, does not address all of the information requested in the interrogatory. Following DP&L's supplemental responses, it has become even more apparent that DP&L will not provide complete responses without Commission intervention.



Matthew R. Pritchard

Sworn before me and subscribed in my presence this 18th day of December 2012.



Notary Public
State of Ohio

DEBBIE SUE RYAN
NOTARY PUBLIC • STATE OF OHIO
Recorded in Knox County
My commission expires Nov. 14, 2016

BEFORE
THE PUBLIC UTILITIES COMMISSION OF OHIO

In the Matter of the Application of	:	Case No. 12-426-EL-SSO
The Dayton Power and Light Company for	:	
Approval of Its Electric Security Plan	:	
	:	
In the Matter of the Application of	:	Case No. 12-427-EL-ATA
The Dayton Power and Light Company for	:	
Approval of Revised Tariffs	:	
	:	
In the Matter of the Application of	:	Case No. 12-428-EL-AAM
The Dayton Power and Light Company for	:	
Approval of Certain Accounting Authority	:	
	:	
In the Matter of the Application of	:	Case No. 12-429-EL-WVR
The Dayton Power and Light Company for	:	
the Waiver of Certain Commission Rules	:	
	:	
In the Matter of the Application of	:	Case No. 12-672-EL-RDR
The Dayton Power and Light Company	:	
to Establish Tariff Riders	:	

**AMENDED OBJECTIONS AND RESPONSES OF
THE DAYTON POWER AND LIGHT COMPANY TO
INDUSTRIAL ENERGY USERS-OHIO'S
INTERROGATORIES, REQUESTS FOR PRODUCTION OF DOCUMENTS,
AND REQUESTS FOR ADMISSION UPON DAYTON POWER AND
LIGHT COMPANY ESP FIRST SET, OCTOBER 23, 2012**

The Dayton Power and Light Company ("DP&L") amends its objections and responses to Industrial Energy Users-Ohio's ("IEU-Ohio") Interrogatories, Request for Production of Documents, and Requests for Admission Upon Dayton Power and Light Company ESP First Set, October 23, 2012 to DP&L (initially responded to by DP&L on 11/8/2012) as follows.

GENERAL OBJECTIONS

1. DP&L objects to and declines to respond to each and every discovery request to the extent that it seeks information that is irrelevant and is not reasonably calculated to lead to the discovery of admissible evidence. Ohio Admin. Code § 4901-1-16(B).

2. DP&L objects to and declines to respond to each and every discovery request to the extent that it is harassing, unduly burdensome, oppressive or overbroad. Ohio Admin. Code §§ 4901-1-16(B) and 4901-1-24(A).

3. DP&L objects to each and every discovery request to the extent that it seeks information that is privileged by statute or common law, including privileged communications between attorney and client or attorney work product. Ohio Admin. Code § 4901-1-16(B). Such material or information shall not be provided, and any inadvertent disclosure of material or information protected by the attorney-client privilege, the attorney work product doctrine or any other privilege or protection from discovery is not intended and should not be construed to constitute a waiver, either generally or specifically, with respect to such information or material or the subject matter thereof.

4. DP&L objects to each and every discovery request to the extent that it seeks information that is proprietary, competitively sensitive or valuable, or constitutes trade secrets. Ohio Admin. Code § 4901-1-24(A).

5. To the extent that interrogatories seek relevant information that may be derived from the business records of DP&L or from an examination or inspection of such records and the burden of deriving the answer is the same for IEU-Ohio as it is for DP&L, DP&L may specify

the records from which the answer may be derived or ascertained and afford IEU-Ohio the opportunity to examine or inspect such records. Ohio Admin. Code § 4901-1-19(D).

6. DP&L objects to each and every interrogatory that can be answered more efficiently by the production of documents or by the taking of depositions. Under the comparable Ohio Civil Rules, "[a]n interrogatory seeks an admission or it seeks information of major significance in the trial or in the preparation for trial. It does not contemplate an array of details or outlines of evidence, a function reserved by rules for depositions." Penn Cent. Transp. Co. v. Armco Steel Corp., 27 Ohio Misc. 76, 77, 272 N.E.2d 877, 878 (Montgomery Cty. 1971). As Penn further noted, interrogatories that ask one to "describe in detail," "state in detail," or "describe in particulars" are "open end invitation[s] without limit on its comprehensive nature with no guide for the court to determine if the voluminous response is what the party sought in the first place." Id., 272 N.E.2d at 878.

7. DP&L objects to each and every discovery request to the extent that it calls for information that is not in DP&L's current possession, custody, or control or could be more easily obtained through third parties or other sources. Ohio Admin. Code §§ 4901-1-19(C) and 4901-1-20(D). DP&L also objects to each and every discovery request that seeks information that is already on file with the Public Utilities Commission of Ohio or the Federal Energy Regulatory Commission. To the extent that each and every discovery request seeks information available in pre-filed testimony, pre-hearing data submissions and other documents that DP&L has filed with the Commission in the pending or previous proceedings, DP&L objects to it. Ohio Admin. Code § 4901-1-16(G).

8. DP&L reserves its right to redact confidential or irrelevant information from documents produced in discovery. All documents that have been redacted will be stamped as such.

9. DP&L objects to each and every discovery request to the extent that it is vague or ambiguous or contains terms or phrases that are undefined and subject to varying interpretation or meaning, and may, therefore, make responses misleading or incorrect.

10. DP&L objects to any discovery request to the extent that it calls for information not in its possession, but in the possession of DP&L's unregulated affiliates.

RESPONSES TO INTERROGATORIES

ESP INT. 1-1. Referencing the Reliability Pricing Model ("RPM") rider rates set forth for each year of the Electric Security Plan ("ESP") on Schedule 4, are actual RPM clearing prices reflected in the development of the proposed RPM rider rates through the June 2015 – May 2016 period of the ESP?

RESPONSE: Subject to all general objections, DP&L states: No.

WITNESS RESPONSIBLE: Claire Hale

ESP INT. 1-2. If the answer to ESP INT. 1-1 is yes, provide the supporting calculations for the RPM rider rate development.

RESPONSE: General Objections Nos. 2 (unduly burdensome) and 6 (calls for narrative answer). Subject to all general objections, DP&L states: Inapplicable.

WITNESS RESPONSIBLE: Claire Hale

ESP INT. 1-3. If the answer to ESP INT. 1-1 is negative, explain why actual clearing prices were not used in development of the RPM rider rates.

RESPONSE: General Objections Nos. 2 (unduly burdensome) and 6 (calls for narrative answer). Subject to all general objections, DP&L states that the RPM rider rates shown on Schedule 4 simply show current RPM rider rates at the applicable blend percent. The actual RPM clearing prices will be accounted for in the quarterly development of RPM rider rates throughout the ESP.

WITNESS RESPONSIBLE: Claire Hale

ESP INT. 1-4. Regarding the testimony of witness Jackson and the proposed Switching Tracker, on what basis does DP&L propose to allocate the deferrals and related carrying costs to the customer classes from which it proposes to recover these amounts?

RESPONSE: General Objections Nos. 2 (unduly burdensome) and 6 (calls for narrative answer). Subject to all general objections, DP&L states that it plans to use the same revenue distribution as the SSR for recovery of the switching tracker.

WITNESS RESPONSIBLE: Dona Seger-Lawson

ESP INT. 1-5. Regarding ESP INT. 1-4 above, how will the tariff rates to recover the deferrals and related carrying costs be designed for each affected customer class, (e.g. demand charge, energy charge, etc.)

RESPONSE: General Objections Nos. 2 (unduly burdensome) and 6 (calls for narrative answer). Subject to all general objections, DP&L states: See response to INT 1-4.

WITNESS RESPONSIBLE: Dona Seger-Lawson

ESP INT. 1-6. Regarding the switching tracker testimony of witness Jackson at page 9, it is indicated that the cost subject to the Switching Tracker will equal the difference between the Blended Standard Service Offer ("SSO") rate and the competitive bid ("CB") rate in effect based on tariff class. Using the ESP rates proposed to be effective on January 1, 2013, please indicate on which Schedules (and in which columns) the Blended SSO rates and CB rates can be obtained in making the calculation of the costs subject to the Switching Tracker.

RESPONSE: General Objections Nos. 2 (unduly burdensome) and 6 (calls for narrative answer). Subject to all general objections, DP&L states that the blended SSO rate is located on Schedule 4, column (G) and the CB rate is located on Schedule 5, starting on column (C). The system average of these rates will be used each month.

WITNESS RESPONSIBLE: Dona Seger-Lawson

ESP INT. 1-7. Since 1999, has DP&L discontinued regulatory accounting for any unbundled function or business segment?

RESPONSE: General Objections Nos. 1 (relevance). DP&L further objects because "unbundled function or business segment" is undefined and vague. Subject to all general objections, DP&L states: Yes, the generation business unit discontinued being regulated.

WITNESS RESPONSIBLE: Craig Jackson

ESP INT. 1-8. If the answer to ESP INT. 1-7 is yes, identify each unbundled function and business segment for which DP&L discontinued regulatory accounting, the date on which such discontinuation was initially effective, any changes DP&L made to the initial discontinuation, and the effective date of any changes to such initial discontinuation.

RESPONSE: General Objections No. 1 (relevance). DP&L further objects because "unbundled function or business segment" is undefined and vague. Subject to all general objections, DP&L states that per the calendar year 2000 annual report:

During 1999, legislation was enacted in Ohio restructuring the state's electric utility industry causing DP&L's generation business unit to discontinue being regulated. DP&L filed a three-year transition plan at the PUCO in 1999 with final PUCO approval coming in September 2000. The three-year transition plan began in January 2001 and ended on December 31, 2003, at which time DP&L's generation business unit was fully merchant.

DP&L further states that it discontinued regulatory accounting for part of its generation function in September 2000.

WITNESS RESPONSIBLE: Craig Jackson

ESP INT. 1-9. Regarding witness Sobecki's testimony at page 4, has the Company written down the value (due to an impairment of value) of any of the assets that it plans to transfer to a separate legal entity?

RESPONSE: General Objections Nos. 3 (privileged and work product) and 4 (proprietary). Subject to all general objections, DP&L states: Yes.

WITNESS RESPONSIBLE: Craig Jackson

ESP INT. 1-10. If the answer to ESP INT. 1-9 is yes, please identify the accounting entries used to record the impairment loss.

RESPONSE: General Objections Nos. 3 (privileged and work product) and 4 (proprietary). Subject to all general objections, DP&L states: On October 31, 2012, DP&L concluded it would recognize an impairment charge of \$80.8 million pre-tax (\$52.5 million net of tax) on its property, plant and equipment balance associated with its Conesville and Hutchings generating plants.

Accounting entries to record the impairment loss and tax effects (in thousands):

Plant impairment and tax entry (35% tax rate) for Conesville:

Account	Description	Debit	Credit
108	Accumulated Provision for Depreciation of Electric Utility Plant	\$36,351	
403	Depreciation Expense	\$72,460	
101	Electric Plant In Service		\$108,811

Account	Description	Debit	Credit
282	Accumulated Deferred Income Taxes – Other Property	\$25,361	
411.1	Provision for Deferred Income Taxes-Credit		\$25,361

Plant impairment and tax entry (35% tax rate) for Hutchings:

Account	Description	Debit	Credit
108	Accumulated Provision for Depreciation of Electric Utility Plant	\$116,679	
403	Depreciation Expense	\$8,321	
101	Electric Plant In Service		\$125,000

Account	Description	Debit	Credit
282	Accumulated Deferred Income Taxes – Other Property	\$2,912	
411.1	Provision for Deferred Income Taxes-Credit		\$2,912

WITNESS RESPONSIBLE: Craig Jackson

ESP INT. 1-11. Has the Company performed any studies or caused any studies to be performed, in order to determine the market value of its generation assets that will be transferred as part of the legal separation of its generation assets? This should include any studies performed to determine transition cost recovery as defined by Amended Substitute Senate Bill 3.

RESPONSE: General Objections Nos. 3 (privileged and work product) and 4 (proprietary). DP&L further states that certain responsive information is work product and proprietary, and DP&L objects to providing it. Subject to all objections, DP&L will produce responsive non-privileged documents.

WITNESS RESPONSIBLE: Craig Jackson

ESP INT. 1-12. If the answer to ESP INT. 1-11 is yes, please identify the studies and supporting documentation.

RESPONSE: General Objections Nos. 3 (privileged and work product) and 4 (proprietary). DP&L further states that certain responsive information is work product and proprietary, and DP&L objects to providing it. Subject to all objections, DP&L will produce responsive non-privileged documents.

WITNESS RESPONSIBLE: Craig Jackson

ESP INT. 1-13. Referring to page 22 of the Rate Blending Plan, it is stated that the proposed Service Stability Rider ("SSR") promotes stable retail electric service prices and ensures customer certainty regarding retail electric service.

- a. Please explain how the SSR will ensure customer certainty regarding electric service; and,

RESPONSE: General Objections Nos. 2 (unduly burdensome) and 6 (calls for narrative answer); in addition, this interrogatory calls for a legal conclusion. Subject to all general objections, DP&L states that as described in the testimony of William Chambers, DP&L needs the SSR to maintain its financial integrity.

- b. Please explain how the SSR will promote stable retail electric service prices.

RESPONSE: General Objections Nos. 2 (unduly burdensome) and 6 (calls for narrative answer); in addition, this interrogatory calls for a legal conclusion. Subject to all general objections, DP&L states that as described in the testimony of William Chambers, DP&L needs the SSR to maintain its financial integrity.

WITNESS RESPONSIBLE: William Chambers

ESP INT. 1-14. Please define "financial integrity" as the term is used in Mr. Chambers' testimony at 49, lines 5-9.

RESPONSE: Subject to all general objections, DP&L states: See the testimony of William Chambers, p. 9, ll. 1-13.

WITNESS RESPONSIBLE: William Chambers

ESP INT. 1-15. Regarding the proposed Reconciliation Rider ("RR"), please identify how the Company intends to establish the RR rates on a customer class-by-customer class basis, including how the RR tariff rates will be designed for each affected customer class.

RESPONSE: General Objections Nos. 2 (unduly burdensome) and 6 (calls for narrative answer). Subject to all general objections, DP&L states that as shown on the proposed Tariff Sheet No. D29 Reconciliation Rider, the Reconciliation Rider will be assessed on a kilowatt-hour (kWh) basis. This same kWh rate will be charged to all customers.

WITNESS RESPONSIBLE: Emily Rabb

ESP INT. 1-16. Identify the legal basis upon which DP&L is requesting approval of the Switching Tracker.

RESPONSE: DP&L objects because this interrogatory calls for a legal conclusion.

Subject to all general objections, DP&L states that the legal bases includes Ohio Rev. Code § 4928.143(B)(2)(d); DP&L reserves the right to identify other legal bases for the switching tracker.

WITNESS RESPONSIBLE: None

ESP INT. 1-17. Identify any documents relied upon by AES, DPL or DP&L to support the statement in the attached September 20, 2012 presentation at page 14 (Attachment 1-17), that it is the "Commission view that non-bypassable charge designed to maintain utility's financial integrity can be authorized in context of an ESP."

RESPONSE: General Objections Nos. 2 (unduly burdensome), 3 (privileged and work product), and 10 (possession of DP&L's unregulated affiliate); in addition, this interrogatory calls for a legal conclusion. DP&L further objects because neither DPL Inc. nor AES are parties to this proceeding, and they are not subject to discovery. DP&L further objects because the request calls for attorney work product. Subject to all general objections, DP&L states: See the Commission's Opinion and Order approving AEP's ESP.

WITNESS RESPONSIBLE: None

ESP INT. 1-18. Is the ESP Application filed on October 5, 2012 by DP&L part of an effort by AES, DPL or DP&L that is intended to frame "...discussions in light of recent developments" and the "Commission view that non-bypassable charge designed to maintain utility's financial integrity can be authorized in context of an ESP."

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 6 (calls for narrative answer), 9 (vague or undefined), and 10 (possession of DP&L's unregulated affiliate); in addition, this interrogatory calls for a legal conclusion. DP&L further objects because neither DPL Inc. nor AES are parties to this proceeding, and they are not subject to discovery. Subject to all general objections, DP&L states that it cannot respond because this Interrogatory is unintelligible.

WITNESS RESPONSIBLE: None

ESP INT. 1-19. Identify any non-bypassable charges included in the ESP filed by DP&L on October 5, 2012 that are were so included in whole or part based on the opinion that it is the Commission's view that a non-bypassable charge designed to maintain utility's financial integrity can be authorized in context of an ESP.

RESPONSE: General Objections Nos. 2 (unduly burdensome), 3 (privileged and work product), and 9 (vague or undefined); in addition, this interrogatory calls for a legal conclusion. DP&L objects to and declines to respond to this Interrogatory because it seeks legal advice and work product.

WITNESS RESPONSIBLE: None

ESP INT. 1-20. Identify the person or persons responsible for preparing the September 20, 2012 presentation contained in Attachment 1-17.

RESPONSE: General Objections Nos. 3 (privileged and work product) and 4 (proprietary). DP&L further objects because AES is not a party to this proceeding, and has no duty to respond to discovery requests.

WITNESS RESPONSIBLE: None

ESP INT. 1-21. Identify any documents that describe or discuss the return on equity ("ROE") associated with each DPL business segment from 2009 through 2017 including but not limited to the Utility segment and Competitive Retail segment.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), and 4 (proprietary). DP&L further objects because the terms "business segment," "Utility segment," and "Competitive Retail segment" are undefined and subject to varying interpretations. DP&L further objects to this request because DPL is not a party to this case and is not subject to discovery.

Subject to all general objections, DP&L states that the document entitled DPL Equity.xls provides the average ROE for DP&L for the years ending 2009, 2010 and 2011 as well as the 12 months ended June 2012. Additionally, DP&L's forecasted ROE for the 2013 – 2017 ESP period are included in Witness Chamber's and Witness Jackson's testimonies and related exhibits, schedules, and workpapers.

WITNESS RESPONSIBLE: Craig Jackson

ESP INT. 1-22. Identify any documents that describe or discuss the contribution to net income, earnings per share or margin associated with each of DP&L's business segments including but not limited to the Utility segment and Competitive Retail segment

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), and 4 (proprietary). DP&L further objects because the terms "business segment," "Utility segment," and "Competitive Retail segment" are undefined and subject to varying interpretations. DP&L further objects to the request for the Competitive Retail Segment because DP&L's unregulated affiliate is not a party to this case and thus, not subject to discovery. Subject to all general objections, the document entitled *Gross Margin Report.pdf* includes monthly gross margin contributions from the transmission, distribution and generation lines of business within DP&L). This report is unaudited and cannot be relied upon for accuracy. Additionally, DP&L states that the documents supporting the DP&L's forecasted gross margin, operating income, and net income are included in Witness Chamber's and Witness Jackson's testimonies and related exhibits, schedules, and workpapers. Earnings per share data is not applicable to DP&L.

WITNESS RESPONSIBLE: Craig Jackson

ESP INT. 1-23. Identify any documents that describe or discuss the ROE, contribution to net income, contribution to earnings per share or contribution to margin provided by DP&L's distribution function.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), and 4 (proprietary). Subject to all general objections, DP&L states that that it will produce the Business Unit Report for the DP&L distribution operations for the calendar year 2010, which includes the results for both 2010 and 2009. During calendar 2011, the maintenance of these reports was discontinued. DP&L further states that the financial results in the Business Unit Report for calendar years 2010 and 2009 are not exact and cannot be relied upon to produce accurate results. Additionally, see the document identified Gross Margin Report.pdf, in response to ESP INT. 1-22 above.

WITNESS RESPONSIBLE: Craig Jackson

ESP INT. 1-24. Identify any documents that describe or discuss the accounting treatment of any non-bypassable charge collected by DP&L in its capacity as an electric distribution utility ("EDU") including but not limited to the Rate Stability Charge ("RSC").

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), and 4 (proprietary). Subject to all general objections, DP&L states that there are no such documents.

WITNESS RESPONSIBLE: Craig Jackson

ESP INT. 1-25. Identify any documents that describe or discuss the expense incurred by DP&L in its status as an EDU for which the revenue provided by the RSC provides compensation.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), and 4 (proprietary). Subject to all general objections, DP&L states that the RSC compensates DP&L for the risks that it is subject to by standing ready to serve customers at a fixed-price SSO.

WITNESS RESPONSIBLE: Dona Seger-Lawson

ESP INT. 1-26. Identify any documents that describe or discuss any non-bypassable charges paid by DPLER to DPL or DP&L as part of the new 2010 wholesale agreement between DPLER and DP&L.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary), and 10 (possession of DP&L's unregulated affiliate). DP&L further objects because DPL and DPLER are not parties to this case and are not subject to discovery. Subject to all general objections, DP&L states that DPLER does not pay any non-bypassable charges to DPL or DP&L as part of the 2010 wholesale agreement.

WITNESS RESPONSIBLE: Teresa Marrinan

ESP INT. 1-27. Identify any documents that describe or discuss the wholesale agreement that existed between DP&L and DPLER prior to the new 2010 wholesale agreement.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary), and 10 (possession of DP&L's unregulated affiliate). Subject to all general objections, DP&L will produce copies of the agreements between it and DPLER, with irrelevant and highly confidential pricing and related data redacted.

WITNESS RESPONSIBLE: None

ESP INT. 1-28. Identify any documents that describe or discuss the accounting by DP&L for power sales and purchases reported on a net hourly basis as revenues or purchased power on statements reflecting the results of operations.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), and 4 (proprietary). Subject to all general objections, DP&L states that there are no specific documents that discuss this matter. Hourly revenues are recorded in FERC Account 447, Sales for Resales, while purchased power is recorded in FERC Account 555, Purchased Power.

We do not have any internal accounting memorandums on this subject. However, the following are sections from the Federal Energy Regulatory Commission's Uniform System of Accounts regarding Accounts 447 and 555, which discuss net billing and net settlement:

447 Sales for resale.

A. This account shall include the net billing for electricity supplied to other electric utilities or to public authorities for resale purposes.

B. Records shall be maintained so as to show the quantity of electricity sold and the revenue received from each customer.

Note: Revenues from electricity supplied to other public utilities for use by them and not for distribution, shall be included in account 442, Commercial and Industrial Sales, unless supplied under the same contract as and not readily separable from revenues includible in this account.

555 Purchased power.

A. This account shall include the cost at point of receipt by the utility of electricity purchased for resale. It shall include, also, net settlements for exchange of electricity or power, such as economy energy, off-peak energy for on-peak energy, spinning reserve capacity, etc. In addition, the account shall include the net settlements for transactions under pooling or interconnection agreements wherein there is a balancing of debits and credits for energy, capacity, etc. Distinct purchases and sales shall not be recorded as exchanges and net amounts only recorded merely because debit and credit amounts are combined in the voucher settlement.

B. The records supporting this account shall show, by months, the demands and demand charges, kilowatt-hours and prices thereof under each purchase contract and the charges and credits under each exchange or power pooling contract.

Also included is a copy of FERC Order No. 668, beginning on Page 39, it indicates that Regional Transmission Operator energy transactions must be recorded on a net basis.

WITNESS RESPONSIBLE: Craig Jackson

ESP INT. 1-29. Identify any documents that describe or discuss the pricing of generation supply between DP&L and DPL's Competitive Retail segment or show the average price or gross margin per kilowatt hour ("kWh") associated with any generation supplied to DP&L's Competitive Retail segment?

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), 3 (privileged and work product), 4 (proprietary), and 10 (possession of DP&L's unregulated affiliate). Subject to all objections, DP&L will produce copies of the agreements between it and DPLER, with irrelevant and highly confidential pricing and related data redacted.

WITNESS RESPONSIBLE: None

ESP INT. 1-30. Identify any documents that describe or discuss the Commission's view that a non-bypassable charge designed to maintain a utility's financial integrity can be authorized in the context of an ESP.

RESPONSE: General Objections Nos. 1 (relevance), 2 (unduly burdensome), and 9 (vague or undefined); in addition, this interrogatory calls for a legal conclusion. DP&L further objects because the request calls for attorney work product. Subject to all general objections, DP&L states: See the Commission's recent Opinion and Order approving AEP's ESP.

WITNESS RESPONSIBLE: None