

Duquesne Light and Affiliates

Guidelines for Ethical Conduct

Our Company is committed to maintaining the highest standards of business and common sense ethics. Behaving in accordance with these standards and in a manner that avoids any appearance of impropriety is crucial to support the Company's mission.

In general, our Company is committed to complying with the laws, rules and regulations governing our activities. However, compliance with the law is just the beginning of ethical conduct. We all must do our jobs in compliance with all applicable federal, state, and local laws, agency regulations, and judicial decrees. Each of us must be familiar with those that apply to our individual work assignments.

Usually you can rely on your conscience and your common sense when faced with questions about the "right" way to act. Written guidelines help to clarify what is expected of you as you carry out your responsibilities.

Because business is complex, you may have questions about what is appropriate conduct. In such cases, first ask yourself, "How would my actions look to customers and regulators? Would I be comfortable if my actions were known to the general public? Could my actions appear to be inappropriate even if they are ethical?" Are your actions, for example, in the best interest of the Company in protecting available or potential business opportunities or confidential technological and business information?

If you still are unsure or uncomfortable about a particular situation, whether it involves you or someone else, immediately discuss it with your supervisor. More detailed information about our Guidelines for Ethical Conduct is available through your Human Resources manager.

All of us are responsible for following these guidelines. Violation of these guidelines and common sense ethical standards will result in disciplinary action, including the very real prospect of discharge and criminal and/or civil prosecution depending upon the assessment of the severity of the misconduct on a case-by-case basis.

1. Public Communications

Our Company regularly communicates with the public (including, among other things, by making periodic filings with various governmental agencies). If you are involved in the preparation of these communications, you are responsible for ensuring that the disclosures made are full, fair and accurate, are made on a timely basis, and are made in a manner understandable to the public.

2. Environment

Our Company is committed to protect the environment and preserve our natural resources. Our Company and its employees collectively and individually will take appropriate measures to protect all those resources within our control and to foster responsible environmental awareness, policies and practices. We will comply with all laws, rules and regulations designated to safeguard our environment.

3. Protecting Company Property and Assets

We all share the responsibility for protecting Company assets, both physical and intellectual. We all are responsible for helping prevent direct and indirect misuse, theft, unauthorized disclosure, and waste of Company

property. This includes, in addition to facilities, equipment and information concerning technologies, business and financial data pertaining to sales, earnings, balance sheet items, market forecasts, business plans, acquisition strategies, customers, suppliers, and other confidential information.

In general, all Company assets should be used for legitimate business purposes. If you want to make personal use of Company property (whether tangible or intangible), facilities, or equipment, you must first obtain written permission from your supervisor, vice president, president or the Board of the Company, as applicable.

4. Use of Company Funds and Facilities for Political Purposes

In most cases, the law does not allow us to use Company money for political purposes. However, under certain circumstances, general treasury funds may be used to solicit voluntary political contributions from employees and shareholders.

If you want to use Company funds for a political purpose, you must first obtain the written authorization of the Company's president. You must also submit reports through the Corporate Secretary to the Board of Directors (or Audit Committee of the Board, if applicable) that describe the amount of money spent, the reason for its expenditure, and the procedures followed.

5. Payments or Gifts to Government Officials

You may not use the Company's name or assets to try to improperly influence federal, state or local government officials, including any direct or indirect form of promise, bribe, kickback, gift, or loan. Similarly, you must not offer indirect payments or favors that are intended to influence a public official's judgments or decisions.

6. Payment or Gifts within a Business Relationship

You may not offer, solicit or accept anything of value to improperly influence, or appear to improperly influence, any person in a business relationship with the Company.

This includes, but is not limited to, bribes, kickbacks, or loans to or from any person or company with whom you do business on behalf of the Company. Likewise, neither you nor any member of your immediate family should offer, solicit or accept cash, gifts, or favors from vendors, lessors, customers, or competitors.

This policy does not apply to business-related meals and events, nor to ordinary business courtesies that are considered generally accepted industry practices. However, you also should remember that offering or accepting many small gifts or favors from the same individual or business could appear improper over a period of time.

7. Honesty in Business Communications

You have a responsibility for honesty and fair dealing in your relations with and on behalf of the Company. You are expected to be honest and forthright in your spoken and written communications with Company personnel and others with whom you conduct business. This expectation applies to written and verbal dealings, including reports, proposals, bids, price negotiations, and all other Company documents.

If you are responsible for Company records and financial accounts, you must be sure that they conform to generally accepted accounting principles. You must not prepare, accept, transmit, or copy off-book transactions or records that intentionally or otherwise falsify, obscure, or disguise the true nature of transactions.

8. Fair Dealing

You should endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. You should refrain from taking unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

9. Conflicts of Interest

Naturally, you have interests in addition to your work. However, sometimes your outside interests, or those of your family, could cause divided loyalties. You are to avoid any situation that might interfere or appear to interfere with your obligations to the Company.

If you are involved in any activity that could be considered a conflict of interest (or could simply appear to be a conflict of interest), you should discuss the matter with your supervisor or your Human Resources manager, or report it to the Compliance Hotline, immediately.

10. Financial Interest in Company Transactions or Other Business

You may invest in publicly traded securities of firms with which the Company conducts business, so long as you have no material inside information and your investments are not large enough to affect any business activities or raise an appearance of impropriety. If you are unsure or uncomfortable with the situation, discuss it immediately with your supervisor.

You or your family may not have a financial interest in a non-publicly traded corporation, partnership, or other firm with which the Company conducts or is likely to conduct business unless you have obtained the written approval of your vice-president, president or the Board of the Company, as applicable.

Depending on the specific circumstances, it may be appropriate for you to sell or otherwise give up your interest. If you are unsure about the situation, discuss it with your supervisor.

11. Outside Employment

Generally, you are prohibited from competing with the Company. You may be employed by another organization only if that organization is not an actual or potential competitor of the Company and does not have an actual or significant business relationship with the Company, and if your employment with that organization does not interfere with or adversely influence your job performance for the Company. Similarly, you must end your other employment if and when, in the future, it becomes an actual or potential competitor. A potential competitor is a business that by action or words displays an intent to compete with the Company.

Employees must obtain the written approval of their vice-president or president before accepting outside employment.

Outside employment may not be conducted from Company facilities, or involve the use of Company time, equipment, supplies or other resources.

12. Public Service

While our Company encourages public service, be sure that volunteer work does not interfere with your job performance. You also must not make promises or create obligations on behalf of the Company while engaging in volunteer activity. For example, you must not make any commitment for financial or physical resources to a volunteer organization without first seeking appropriate Company approvals.

13. Use of Company Position

You may not use your Company position to promote your personal interests. Avoid any conduct which could cast doubt on your impartiality. Do not, for instance, use your position for personal financial profit, favor, or advantage, and avoid any conduct which could create that impression. Do not take for yourself any opportunity discovered through the use of Company property or information. Do not put yourself in the position of competing with the Company.

14. Personal Relationship

You may not permit personal relationships with individuals inside or outside the Company to influence your business judgments. You are expected always to ensure that your decisions about matters such as work assignments, promotions, purchases, and awards of contracts are made on the basis of merit, not personal feeling, and are above reproach and raise no appearance of impropriety.

15. Confidential Information

At the Company, you may have access to non-public information concerning the Company's and its customer's technology, business transactions, finances, operations, or people. Confidential information should only be disclosed internally and only on a "need to know" basis. Do not use such information for your personal benefit or for the benefit of others during or after your employment with the Company. The Company has a major investment in intellectual property, such as trade secrets and confidential information, and protecting these properties is a high priority for the Company, which is committed to the aggressive pursuit of violators by proper legal means. Should your employment with the Company terminate, you must return all materials, documents or other written information obtained during your employment other than employee benefit information distributed by the Company for your personal use. Any request for confidential information from outside sources should be refused without first obtaining specific written approval from your supervisor, vice president, president or the Board of the Company, as applicable.

16. Copyrights

Just as the Company expects its intellectual property rights to be observed, it respects the property rights of others. You may not intercept, duplicate, or appropriate through electronic or other means such materials as computer software, video or audio recordings, publications, or other protected intellectual property except by prior permission of the owner of that property.

17. Disclosure of Information

Within the Company, you may reveal confidential information only to individuals with an official need to know and only what they need to know. No one working for the Company is to disclose to unauthorized persons, whether inside or outside the Company, any information that could conceivably compromise the Company's confidential information or other intellectual property. In this regard, every reasonable precaution must be taken to prevent the inadvertent disclosure of such information. Maintaining confidentiality of Company information applies even after you leave the Company's employment.

Outside the Company, you may reveal confidential information and other intellectual property only when required to do so by law, subpoena, or other legal or administrative process that compels disclosure. Even then you may only do so with proper legal protection to maintain the confidentiality and protection of the information. In these cases, you must obtain written approval of your vice president, president or the Board of the Company, as applicable.

Except as described above, requests for employment information should include only the name, job title, and length of service of the individual. Other information about current or former Company personnel is not to be disclosed outside the Company without the employee's written approval.

18. Insider Trading

Both ethical standards and federal law prohibit you from using non-public information when trading or recommending the trading of securities of the Company or its customers, suppliers or other corporations with which the Company has contractual relationships or may be negotiating transactions. Such inside information includes any knowledge you may have about dividend changes, earnings estimates, significant changes in operations, upcoming mergers or acquisitions, major litigation, new discoveries, products, and services, and any other information which could influence a person to sell, buy or otherwise trade in a company's securities.

If you have insider information, you must not buy, sell, or recommend transactions involving a company's securities until after the company has made the information public.

19. Drug and Alcohol Policy

The Company is committed to maintaining a drug-free work environment, including a workforce free from the effects of drug and alcohol abuse. Impairment of your capacity to perform your work through the use of alcohol, drugs or other intoxicants will not be tolerated. In addition to potentially diminishing your own work capacity, and jeopardizing your safety and health, the abuse of such substances can seriously jeopardize the safety of others and the welfare of the Company's business.

It is a violation of Company policy for you to use, possess, sell, or transfer illegal or medically unauthorized drugs or be under the influence of such drugs while at work or otherwise engaging in Company business. Any violation of this policy will subject you to disciplinary action.

If you or a family member have a problem with drug or alcohol use, the Company provides confidential help

through the Employee Assistance Program (EAP). Please contact your Human Resources manager for more information on this program.

20. Harassment

Our Company is committed to maintaining a work environment free of harassment based on sex, race, national origin, sexual orientation, religion or color. We do not condone or tolerate any conduct that constitutes this kind of behavior. Specifically, the Company and its management prohibit conduct that has the purpose or effect of creating an intimidating, hostile or offensive working environment including any unwelcome sexual advances or requests for sexual favors. All reported or suspected acts of harassment will be investigated in confidence. Appropriate action will be taken whenever it is determined that such harassment has occurred.

21. Waivers

Any waiver of these Guidelines for Ethical Conduct for any executive officer or director of the Company may be made only by the Board of Directors of the Company, or a committee thereof, and must promptly be disclosed to shareholders of the Company.

21. Reporting Violations

If you are aware of a violation of these Guidelines for Ethical Conduct, you must promptly report it to your supervisor through the Company's Open Door Policy, or if more appropriate, through your Human Resources manager. Your identity will be held in the strictest confidence, except to the extent you allow disclosure or as is required by law. It is very important that employees speak up promptly. You will not be retaliated against for raising a matter that you believe to be a legitimate issue or concern.

In addition, if you prefer, you may report compliance or ethical concerns on the Company's Compliance Hotline by calling 1-800-681-9880. However a report is made, the person receiving it is responsible for ensuring the correct handling of the matter. Reports of suspected misconduct or impropriety involving accounting, internal accounting controls or auditing are promptly communicated to, and investigated by, the Company's Audit Committee.