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March 12, 2012

VIA ELECTRONIC FILING

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
P.O. Box 3265
Harrisburg, PA 17105-3265

Re: Petition of PECO Energy Company for Approval of a Default Service Program
Docket No. P-2012-2283641

Dear Secretary Chiavetta:

Enclosed for filing on behalf of Noble Americas Energy Solutions LLC is its Prehearing Conference Memorandum in the above-referenced matter. Copies of the Memorandum are being served upon the persons and in the manner set forth in the certificate of service attached to it.

Should you have any questions or require additional information, please do not hesitate to contact me.

Very truly yours,

THOMAS, LONG, NIESEN & KENNARD

By

Charles E. Thomas, III

Encl.

cc: Certificate of Service (w/encl.)
Becky Merola (w/encl.)

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Petition of PECO Energy Company :
for Approval of Its Default Service Program : Docket No. P-2012-2283641

**PREHEARING CONFERENCE MEMORANDUM
OF
NOBLE AMERICAS ENERGY SOLUTIONS LLC**

AND NOW, comes Noble Americas Energy Solutions LLC (“Noble”), by its attorneys, and submits this Prehearing Conference Memorandum in accordance with the Prehearing Order of Administrative Law Judge Dennis J. Buckley, dated March 6, 2012, and in connection with the Prehearing Conference scheduled to be held in the above-captioned matter on March 13, 2012.

I. Introduction

On or about January 13, 2012, PECO Energy Company (“PECO”) filed a petition seeking Pennsylvania Public Utility Commission (“Commission”) approval of its second Default Service Program (“Program”) to establish terms and conditions under which PECO will acquire and supply default service for the period from June 1, 2013 through May 31, 2015. PECO requests Commission approval of its Program by October 11, 2012

Noble is a California Limited Liability Company authorized to conduct business in the Commonwealth of Pennsylvania. Noble is licensed by the Commission as an electric generation supplier (“EGS”) at Docket No. A-2011-2237924 to offer, render, furnish or supply electricity and electric generation supplier services to residential, small commercial (25kW and under), large

commercial (over 25kW), industrial, and governmental customers throughout the Commonwealth, including PECO's service territory.

On February 13, 2012, Noble filed a Petition to Intervene ("Petition") in this proceeding. Noble incorporates by reference the statements and information provided in its Petition and respectfully requests that Judge Buckley grant its intervention.

The name, business addresses, telephone and fax numbers, and email address of Noble's counsel are:

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II. Noble's Participation

Noble will participate in this proceeding as an active party. It requests that copies of all discovery responses, including any discovery responses that may have already been distributed, be provided to counsel for Noble. As necessary and appropriate, Noble will conduct its own discovery, present testimony, cross examine witnesses, and submit briefs for Commission consideration.

III. Witnesses

Noble is in the process of identifying any potential witnesses it may call and their intended subject matter. Noble agrees to notify Judge Buckley and the participants whether it will be submitting direct testimony in this proceeding and reserves the right to submit rebuttal

and surrebuttal testimony as it deems appropriate. Noble will comply with all deadlines established in the proceeding for the service of testimony.

IV. Issues

Noble is in the process of identifying the issues it may pursue in this proceeding. Upon completing its review of PECO's filing and direct testimony, Noble may support, oppose or propose modifications to PECO's proposed Program. Noble reserves the right to present its position in accordance with the litigation schedule which will be determined at the Prehearing Conference.

V. Evidence

Because Noble is still identifying the issues it may pursue and the witnesses it may call, it has not determined what evidence, if any, it would present at hearing. Noble anticipates that any evidence it would submit in the proceeding would consist of the prepared direct testimony and accompanying exhibits of any witnesses. Noble also reserves the right to present additional evidence including, but not limited to, rebuttal and surrebuttal testimony and exhibits related thereto.

VI. Discovery

Noble is prepared to cooperate with Judge Buckley and all other parties at the Prehearing Conference to develop any reasonable and appropriate modifications to the Commission's Rules of Practice and Procedure for the conduct of discovery as are necessary.

VII. Schedule of Proceeding

Noble is prepared to cooperate at the Prehearing Conference in the finalization of a procedural schedule acceptable to Judge Buckley and all other parties.

VIII. Service of Documents

Noble agrees to accept electronic discovery of documents with a follow-up hard copy provided by regular first class mail. Noble requests all electronic correspondence be provided to the following individuals:

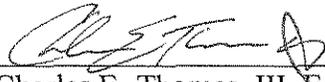
Charles E. Thomas, III (cet3@thomaslonglaw.com)

Becky Merola (bmerola@noblesolutions.com)

IX. Settlement

Noble is willing to participate in settlement discussions.

Respectfully submitted,

By 

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*Attorneys for
Noble Americas Energy Solutions LLC*

DATED: March 12, 2012

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Petition of PECO Energy Company :
for Approval of Its Default Service Program : Docket No. P-2012-2283641

CERTIFICATE OF SERVICE

I hereby certify that I have this 12th day of March, 2012, served a true and correct copy of the foregoing Prehearing Conference Memorandum of Noble Americas Energy Solutions LLC, upon the persons and in the manner set forth below:

Electronic Mail and First Class Mail, Postage Prepaid

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