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April 7, 2009

VIA ELECTRONIC FILING

James McNulty, Secretary
PA Public Utility Commission
Commonwealth Keystone Bldg.
2nd FL., 400 North Street
P.O. Box 3265
Harrisburg, PA 17105-3265

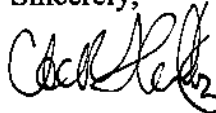
**Re: Application of Exelon Corporation, Exelon Xchange Corporation and PECO Energy Company for Certificates of Public Convenience Evidencing Approval of the Transfer of Ultimate Control of NRG Energy Center Pittsburgh, LLC and NRG Energy Center Harrisburg, LLC;
Docket Nos. A-2009-2093057; A-2009-2093058; A-2009-2093059**

Dear Secretary McNulty:

Enclosed is the original Prehearing Memorandum of The Harrisburg Authority, which was electronically filed in the above matter. As evidenced by the attached Certificate of Service, the parties of record have been served in the manner indicated.

If you have any questions regarding this letter, please contact us at your convenience.

Sincerely,



Carl R. Shultz
For WolfBlock LLP

CRS/dmk
Enclosure

cc: Certificate of Service (w/enc)
Hon. Marlane R. Chestnut

HAR:89502.1/1-102049

CERTIFICATE OF SERVICE

I hereby certify that this day I served a copy of the Authority's Prehearing Memorandum upon the persons listed below in the manner indicated and in accordance with the requirements of 52 Pa. Code Section 1.54.

VIA E-MAIL &/OR FIRST CLASS MAIL

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Date: April 7, 2009



Mark S. Stewart, Esquire

Daniel Clearfield, Esquire

Carl R. Shultz, Esquire

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Application of Exelon Corporation, Exelon Xchange Corporation and PECO Energy Company for certificates of public convenience evidencing approval of the transfer of ultimate control of NRG Energy Center Pittsburgh, LLC and NRG Energy Center Harrisburg, LLC, approval of the related affiliated transactions, and all other approvals or certificates appropriate, customary or necessary under the public utility code to carry out the transactions described in the application.	:	Docket Nos.	A-2009-2093057
	:		A-2009-2093058
	:		A-2009-2093059

**PREHEARING MEMORANDUM OF
THE HARRISBURG AUTHORITY**

The Harrisburg Authority (“Authority”) submits this prehearing memorandum pursuant to Section 333 of the Public Utility Code, 66 Pa. C.S. § 333, and the prehearing conference order issued by the Honorable Marlane R. Chestnut (“ALJ” or “Judge”).

I. HISTORY OF PROCEEDING

On February 26, 2009, Exelon, Exelon Xchange, a wholly owned subsidiary of Exelon, and PECO, a wholly owned indirect subsidiary of Exelon (PECO, Exelon and Exelon Xchange are collectively referred to as the “Applicants”), filed an Application for the Transfer of Ultimate Control (“Application”) of the NRGP and NRGH (collectively referred to as the “Energy Centers”) to the Applicants from NRG Thermal, LLC (“NRG Thermal”), which is an NRG Energy Inc. (“NRG”) company.

NRGH is a jurisdictional public utility providing steam heat and other services to customers in portions of the City of Harrisburg (“City”). NRGH generates and distributes steam for use in space heating, domestic hot water heating, humidification and industrial processes. It

also purchases steam under a steam purchase agreement with the Authority. The Authority owns and operates a Municipal Waste Combustion facility in the City, which is known as the “Harrisburg Resource Recovery Facility” (“Facility”). The Facility, which converts waste to steam and electricity, is the oldest operating Energy-from-Waste Facility in the United States and is financially guaranteed by the City.

II. SERVICE LIST

The Authority’s attorneys in this matter are:

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Daniel Clearfield, Esquire
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III. ISSUES

The Authority is interested and concerned that the transaction proposed by the Application may have an adverse effect upon the Authority, the Authority’s Facility and the public interest. The Authority has preliminarily identified the following issues concerning the transaction:

- The steam generated by the Facility has been sold to NRGH under a steam purchase agreement between the Authority and NRGH, and the Authority desires to continue selling steam to NRGH. Thus, the Authority has a direct business relationship with NRGH, which relates directly to the jurisdictional service being provided by NRGH. An order approving the transaction, and the related post-transaction intentions of the Applicants, could affect the purchase of steam from the Facility, the Facility’s financial conditions and the trash rates for residents of the City of Harrisburg and other municipalities.

The Authority reserves the right to address other issues identified through its continued review and analysis of the filing or through discovery. The Authority also reserves the right to address other issues raised by other parties as they may affect the Authority's interests in this matter.

IV. WITNESSES AND SUBJECTS OF TESTIMONY

The Authority has tentatively identified the following witness for this proceeding:

Michele T. V. Torres, J.D.
Executive Director
The Harrisburg Authority
212 Locust Street, Suite 302
Harrisburg, PA 17101
michele.torres@hbgauthority.com

Ms. Torres will provide testimony on the issues identified by the Authority and reserves the right to address other issues as developed in this proceeding. The Authority reserves the right to add additional witnesses or change the identify of its witnesses at any time.

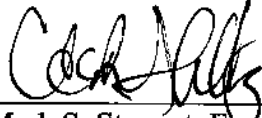
V. PROPOSED LITIGATION SCHEDULE AND DISCOVERY

The Authority will participate in the development of a litigation schedule that is acceptable to the ALJ and the parties. The Authority does not oppose reasonable modifications to the Commission's discovery rules to facilitate resolution of this proceeding in a timely manner.

VI. SETTLEMENT DISCUSSIONS

The Authority is willing to participate in settlement discussions.

Respectfully submitted,



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Date: April 7, 2009

Attorneys for The Harrisburg Authority