



17 North Second Street  
12th Floor  
Harrisburg, PA 17101-1601  
717-731-1970 Main  
717-731-1985 Fax  
www.postschell.com

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David P. Zambito

dzambito@postschell.com  
717-612-6052 Direct  
717-731-1985 Fax  
File #: 3287/138946

June 5, 2009

**VIA ELECTRONIC AND OVERNIGHT DELIVERY**

Honorable Marlane R. Chestnut  
Pennsylvania Public Utility Commission  
1302 State Office Building  
Broad & Spring Garden Streets  
Philadelphia, PA 19130

**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, 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 Transaction Described in the Application; Docket Nos. A-2009-2093057, A-2009-2093058 and A-2009-2093059; **PREPARED DIRECT TESTIMONY OF JAN P. SOCKEL, TIMOTHY W. MERRILL, A. J. GOULDING AND JULIA FRAYER ON BEHALF OF THE NRG COMPANIES**

Dear Judge Chestnut:

Enclosed on behalf of the NRG Companies are the following prepared direct testimonies in the above-referenced matter:

- Direct Testimony of Jan P. Sockel, General Manager and Vice President, NRG Energy Center Harrisburg LLC (NRG Statement No.1) (**Highly Confidential and Public Versions**);
- Direct Testimony of Timothy W. Merrill, General Manager and Vice President, NRG Energy Center Pittsburgh LLC (NRG Statement No. 2);
- Direct Testimony of A. J. Goulding, Consultant, London Economics International LLC (NRG Statement No. 3) (**Highly Confidential and Public Versions**); and,

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- Direct Testimony of Julia Frayer, Consultant, London Economics International LLC (NRG Statement No. 4).

Please be advised that the NRG Companies reserve the right to file supplemental direct testimony because of Exelon's denial of access to information that may be material to the NRG Companies' case. In particular, on May 28, 2009, the NRG Companies filed an Amended Motion to Compel Responses to Certain Interrogatories and Requests for Production of Documents that were first propounded upon Exelon on May 5, 2009. Exelon filed an Answer to the Motion to Compel on June 1, 2009; however, there has not yet been a ruling on the Motion. Further, despite nearly a month of negotiations, Exelon and the NRG Companies could not reach an agreement regarding interpretation of the Protective Order. Without such an agreement, Exelon refused to allow NRG Energy, Inc.'s in-house counsel access to Exelon's Highly Confidential discovery responses. Even after NRG Energy, Inc.'s in-house counsel became counsel of record, Exelon refused to allow access to certain information that may have been significant in developing a strategy for direct testimony. Finally, Exelon refused to permit the NRG Companies' expert witnesses to have access to Exelon's Highly Confidential discovery responses until two days before the NRG Companies' direct testimony was due. As such, the NRG Companies' expert witnesses have not, at this time, had a meaningful opportunity to review the Highly Confidential information and, therefore, were unable to use it in the preparation of their direct testimonies. For these reasons, the NRG Companies reserve the right to file supplemental direct testimony in this proceeding.

Copies of the aforementioned direct testimonies have been served on the other parties in accordance with the enclosed Certificate of Service. Per your request, hard copies will also be hand-delivered to ALJ Wayne L. Weisman in Harrisburg.

Thank you for your attention to this matter. Should you have any questions, please do not hesitate to contact me.

Sincerely,



David P. Zambito

DPZ/kmg

Enclosures

Counsel for *NRG Energy Center Pittsburgh LLC* and *NRG Energy Center Harrisburg LLC*

cc: Per Certificate of Service

Honorable Wayne L. Weisman (Hard Copies by Hand Delivery)

Kathy Niesborella, ALJ Assistant

James J. McNulty (Letter and Certificate of Service only)

**CERTIFICATE OF SERVICE**

**Docket Nos. A-2009-2093057, A-2009-2093058, and A-2009-2093059**

I hereby certify that I have this day served true copies of the foregoing Prepared Direct Testimonies of Jan P. Sockel (**Public and Highly Confidential**), Timothy W. Merrill, A. J. Goulding (**Public and Highly Confidential**) and Julia Frayer, upon the parties, listed below, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a party).

**VIA ELECTRONIC AND FIRST CLASS MAIL**

Tanya J. McCloskey, Esquire  
Shaun A. Sparks, Esquire  
Jennedy S. Johnson, Esquire  
Office of Consumer Advocate  
555 Walnut Street  
Forum Place, 5<sup>th</sup> Floor  
Harrisburg, PA 17101-1923  
E-mail: [tmccloskey@paoca.org](mailto:tmccloskey@paoca.org)  
E-mail: [jjohnson@paoca.org](mailto:jjohnson@paoca.org)  
E-mail: [ssparks@paoca.org](mailto:ssparks@paoca.org)  
**(Public and Highly Confidential Versions)**

Richard Hahn, Consultant  
LaCapra Associates  
9th Floor  
One Washington Mall  
Boston, MA 02108  
E-mail: [rhahn@lacapra.com](mailto:rhahn@lacapra.com)  
**(Public and Highly Confidential Versions)**

Johnnie E. Simms, Chief Prosecutor  
Richard A. Kanaskie, Senior Prosecutor  
Office of Trial Staff  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building  
400 North Street – 2 West  
PO Box 3265  
Harrisburg, PA 17105-3265  
E-mail: [josimms@state.pa.us](mailto:josimms@state.pa.us)  
E-mail: [rkanaskie@state.pa.us](mailto:rkanaskie@state.pa.us)  
**(Public and Highly Confidential Versions)**

William R. Lloyd, Esquire  
Steven C. Gray, Esquire  
Office of Small Business Advocate  
Commerce Building, Suite 1102  
300 North Second Street  
Harrisburg, PA 17101-1303  
E-mail: [willlloyd@state.pa.us](mailto:willlloyd@state.pa.us)  
E-mail: [sgray@state.pa.us](mailto:sgray@state.pa.us)  
**(Public and Highly Confidential Versions)**

Paul R. Bonney, Esquire  
Vice President and Deputy General Counsel  
Regulatory East  
Exelon Business Services Company  
2301 Market Street, S26-2  
Philadelphia, PA 19101-8699  
E-mail: [paul.bonney@exeloncorp.com](mailto:paul.bonney@exeloncorp.com)  
**(Public and Highly Confidential Versions)**

Robert C. Gerlach, Esquire  
Ballard Spahr Andrews & Ingersoll, LLP  
1735 Market Street – 51<sup>st</sup> Street  
Philadelphia, PA 19103-7599  
E-mail: [Gerlach@ballardspahr.com](mailto:Gerlach@ballardspahr.com)  
**(Public and Highly Confidential Versions)**

Kevin J. McKeon, Esquire  
Thomas J. Sniscak, Esquire  
Katherine E. Lovette, Esquire  
Hawke McKeon & Sniscak LLP  
100 N. 10th Street  
P. O. Box 1778  
Harrisburg, PA 17105-1778  
E-mail: [kjmckeon@hmslegal.com](mailto:kjmckeon@hmslegal.com)  
E-mail: [tjsniscak@hmslegal.com](mailto:tjsniscak@hmslegal.com)  
E-mail: [kelovette@hmslegal.com](mailto:kelovette@hmslegal.com)  
**(Public and Highly Confidential Versions)**

Matthew W. S. Estes, Esquire  
Clifford M. Naeve, Esquire  
John S. Moot, Esquire  
Skadden, Arps, Slate, Meagher  
& Flom, LLP  
1440 New York Avenue, N.W.  
Washington, DC 20005  
E-mail: [Matthew.estes@skadden.com](mailto:Matthew.estes@skadden.com)  
E-mail: [Mike.Naeve@skadden.com](mailto:Mike.Naeve@skadden.com)  
E-mail: [John.moot@skadden.com](mailto:John.moot@skadden.com)  
**(Public Versions ONLY)**

Daniel Clearfield, Esquire  
Mark S. Stewart, Esquire  
Carl R. Shultz, Esquire  
Eckert Seamans Cherin & Mellott, LLC  
213 Market Street - 8th Floor  
P.O. Box 1248  
Harrisburg, PA 17108-1248  
E-mail: [dclearfield@eckertseamans.com](mailto:dclearfield@eckertseamans.com)  
E-mail: [mstewart@eckertseamans.com](mailto:mstewart@eckertseamans.com)  
E-mail: [cshultz@eckertseamans.com](mailto:cshultz@eckertseamans.com)  
**(Public and Highly Confidential Versions)**

David M. Kleppinger, Esquire  
Barry A. Naum, Esquire  
Charis Mincavage Esquire  
McNees Wallace & Nurick LLC  
100 Pine Street, P.O. Box 1166  
Harrisburg, PA 17108-1166  
Telephone: (717) 232-8000  
Facsimile: (717) 237-5300  
E-mail: [dkleppinger@mwn.com](mailto:dkleppinger@mwn.com)  
E-mail: [bnaum@mwn.com](mailto:bnaum@mwn.com)  
E-mail: [cmincavage@mwn.com](mailto:cmincavage@mwn.com)  
**(Public and Highly Confidential Versions)**

DATED: June 5, 2009



David P. Zambito