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June 7, 2010

VIA HAND-DELIVERY

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

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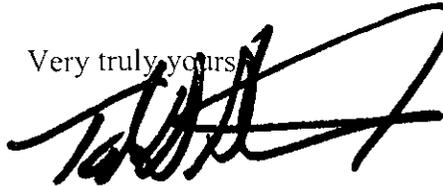
RE: Pennsylvania Public Utility Commission, *et al.* v. PECO Energy Company -
Electric Division; Docket No. R-2010-2161575; **PREHEARING
CONFERENCE MEMORANDUM OF DOMINION RETAIL, INC.**

Dear Secretary Chiavetta:

Enclosed for filing with the Commission are the original and three (3) copies of a Prehearing Conference Memorandum of Dominion Retail, Inc., in the above-captioned matter.

If you have any questions, please do not hesitate to contact me.

Very truly yours,



Todd S. Stewart
Counsel for Dominion Retail, Inc.

TSS/bks
Enclosures
cc: The Honorable Marlane R. Chestnut, ALJ

MAILING ADDRESS: P.O. BOX 1778 HARRISBURG, PA 17105

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Pennsylvania Public Utility Commission, :
et al. :
v. : Docket No. R-2010-2161575
: :
PECO Energy Company - Electric :
Division :

**PREHEARING CONFERENCE
MEMORANDUM OF
DOMINION RETAIL, INC.**

AND NOW, comes Dominion Retail, Inc. (“Dominion Retail”) by and through its counsel, Hawke McKeon & Sniscak LLP, and hereby submits this Prehearing Conference Memorandum in the above-captioned matter in compliance with the Prehearing Conference Order issued by Presiding Administrative Law Judge Marlane R. Chestnut (“ALJ”) on May 21, 2010.

A. REPRESENTATIVE

1. Dominion Retail will be represented in this matter by the following counsel:

Todd S. Stewart
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Please include above listed counsel on both electronic and paper copy service list and please serve him with copies of all documents in the above-captioned matter.

B. DISCOVERY

2. To the extent that Dominion Retail engages in any discovery it will do so as expeditiously as possible. Dominion Retail will work with the other parties to develop a schedule for discovery and, to the extent necessary, will work with the other parties to develop appropriate modifications to discovery rules in order to ease the process of discovery in this proceeding.

C. SCHEDULE

3. Dominion Retail has worked with the parties in this proceeding to develop a schedule that appears to be acceptable to all parties. Dominion Retail continues to support that schedule.

D. WITNESS

4. To the extent Dominion Retail requires a witness in this proceeding, its present intent is to call Thomas J. Butler, Director of Business and Development for Dominion Retail. Mr. Butler's business address is 501 Martindale Street, Suite 400, Pittsburgh, Pennsylvania, 15212, and his telephone number is (412) 237-4765. Mr. Butler will address any issues related to the impact of PECO's proposed rate increase and other proposed changes on the competitive environment in PECO's service territory.

E. ISSUES

5. Dominion Retail continues to review PECO's rate filing and to the extent necessary will address any issues related to the competitive impacts of PECO's proposed rate increase on retail markets in its service territory. Dominion Retail reserves the right to address

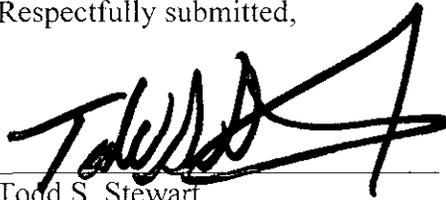
additional issues that may become apparent in this ongoing review of the filing or that may arise in the ongoing proceeding.

F. SETTLEMENT

6. Dominion Retail is going to engage in settlement discussions in an attempt to resolve or narrow the issues in this proceeding.

WHEREFORE, Dominion Retail respectfully submits this Prehearing Conference Memorandum in satisfaction of Presiding Administrative Law Judge's May 21, 2010, Prehearing Conference Order.

Respectfully submitted,



Todd S. Stewart

Attorney ID # 75556

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Counsel for Dominion Retail, Inc.

Dated: June 7, 2010

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CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing document upon the parties, listed below, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a party).

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Todd S. Stewart

Dated this 7th day of June 2010