



McNeese
Wallace & Nurick LLC

100 Pine Street • PO Box 1166 • Harrisburg, PA 17108-1166
Tel: 717.232.8000 • Fax: 717.237.5300

Carl J. Zwick
Direct Dial: 717.237.5271
Direct Fax: 717.260.1788
czwick@mwn.com

June 7, 2010

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor
Harrisburg, PA 17120

VIA HAND DELIVERY

RE: Philadelphia Area Industrial Energy Users Group v. PECO Energy Company (Electric); Docket Nos. R-2010-2161575 and C-2010-2177849

Dear Secretary Chiavetta:

Enclosed for filing with the Pennsylvania Public Utility Commission ("PUC" or "Commission") are the original and three (3) copies of the Prehearing Memorandum of the Philadelphia Area Industrial Energy Users Group ("PAIEUG"), in the above-referenced proceeding.

As shown by the attached Certificate of Service, all parties to this proceeding are being duly served. Please date stamp an extra copy of this transmittal letter and Prehearing Memorandum, and kindly return it for our filing purposes. Thank you.

Sincerely,

McNEESE WALLACE & NURICK LLC

By

Carl J. Zwick

Counsel to the Philadelphia Area Industrial
Energy Users Group

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CJZ/sds

Enclosures

- c: Administrative Law Judge Marlane R. Chestnut (via E-mail and First-Class Mail)
- Administrative Law Judge Christopher Pell (via E-mail and First-Class Mail)
- Certificate of Service

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**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

PENNSYLVANIA PUBLIC UTILITY COMMISSION	:	
	:	
	:	
v.	:	DOCKET NO. R-2010-2161575
	:	
PECO ENERGY COMPANY (ELECTRIC)	:	
	:	
PHILADELPHIA AREA INDUSTRIAL ENERGY USERS GROUP	:	DOCKET NO. C-2010-2177849
	:	
	:	
v.	:	
	:	
PECO ENERGY COMPANY (ELECTRIC)	:	

**PREHEARING MEMORANDUM OF THE PHILADELPHIA AREA
INDUSTRIAL ENERGY USERS GROUP**

As requested by Administrative Law Judges ("ALJs") Marlane R. Chestnut and Christopher Pell in their May 21, 2010, Prehearing Conference Order, the Philadelphia Area Industrial Energy Users Group ("PAIEUG") hereby submits this Prehearing Memorandum.

I. HISTORY OF THE PROCEEDING

On March 31, 2010, PECO Energy Company ("PECO" or "Company") filed with the Pennsylvania Public Utility Commission ("PUC" or "Commission") Supplement No. 2 to Tariff Electric Pa. P.U.C. No. 4 ("Supplement No. 2"), which requests a general rate increase of approximately \$316 million over its present annual revenues. PECO's filing includes the Direct Testimony of several witnesses, responses to filing requirements, and documentation regarding the Company's proposals.

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On May 20, 2010, PAIEUG filed a Complaint in this proceeding. A description of PAIEUG is set forth in Paragraph 5 of the Complaint. A Prehearing Conference has been scheduled in this proceeding for June 9, 2010, before ALJs Chestnut and Pell.

II. ANTICIPATED ISSUES AND SUB-ISSUES

PAIEUG's preliminary review of the Company's filing indicates the need for the Commission to investigate at least the following issues:

- (a) whether the size of the requested rate increase is appropriate;
- (b) whether the expenses claimed by PECO were prudently incurred;
- (c) whether the allocation of the proposed increase among customer classes is just, reasonable, and non-discriminatory;
- (d) whether the return on equity proposed by the Company results in a fair rate of return;
- (e) whether the rate design and rate structure proposed by PECO are appropriate;
- (f) whether PECO's claimed Cost of Service Study ("COSS") is accurate and legitimate;
- (g) whether the proposed tariff changes for Rates HT and PD are just, reasonable, and non-discriminatory; and
- (h) whether the proposed transmission service charge ("TSC") recovers appropriate transmission-related costs and results in just, reasonable, and non-discriminatory rates.

III. PROPOSED WITNESSES

PAIEUG has retained Mr. Stephen J. Baron as a consultant in this proceeding. Mr. Baron's information is as follows:

Stephen J. Barron
J. Kennedy and Associates Inc.
570 Colonial Park Drive
Suite 305
Roswell, GA 30075
E-mail: sbaron@jkenn.com

PAIEUG requests that Mr. Baron be added to the service list in this proceeding. PAIEUG reserves the right to modify or supplement this witness list during the course of this proceeding. In the event that PAIEUG decides to modify or supplement its witness list, PAIEUG will inform the parties and the ALJ as soon as possible of the intended witnesses. PAIEUG also intends to participate in this proceeding through the submission of discovery, cross-examination of other parties' witnesses, and the submission of briefs, exceptions and reply exceptions, if necessary.

IV. PROPOSED SCHEDULE AND DISCOVERY RULES

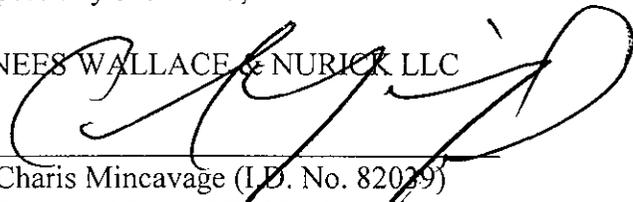
PAIEUG will cooperate with the ALJs and the parties at the Prehearing Conference to develop an appropriate procedural schedule and discovery rules in accordance with the Commission's regulations and any directives issued by the ALJs.

V. POSSIBILITY OF SETTLEMENT

PAIEUG is willing to continue to participate in discussions with the other parties to amicably resolve the issues in this proceeding.

Respectfully submitted,

McNEES WALLACE & NURICK, LLC

By 

Charis Mincavage (I.D. No. 82029)

Barry A. Naum (I.D. No. 204869)

Carl J. Zwick (I.D. No. 306554)

100 Pine Street, P.O. Box 1166

Harrisburg, PA 17108-1166

Phone: (717) 232-8000

Fax: (717) 237-5300

cmincavage@mwn.com

bnaum@mwn.com

czwick@mwn.com

Counsel to the Philadelphia Area Industrial
Energy Users Group

Dated: June 7, 2010

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing document upon the participants listed below in accordance with the requirements of Section 1.54 (relating to service by a participant).

VIA E-MAIL AND FIRST-CLASS MAIL

Anthony E. Gay, Esq.
Jack Garfinkle, Esq.
PECO Energy Company
2301 Market Street, S23-1
P.O. Box 8699
Philadelphia, PA 19101-8699
anthony.gay@exeloncorp.com
jack.garfinkle@exeloncorp.com

Tanya McCloskey, Esq.
Candis Tunilo, Esq.
Office of Consumer Advocate
555 Walnut Street
5th Floor, Forum Place
Harrisburg, PA 17101-1923
tmccloskey@paoca.org
ctunilo@paoca.org

Johnnie E. Simms, Esq.
Adeolu A. Bakare, Esq.
Pennsylvania Public Utility Commission
Office of Trial Staff
P.O. Box 3265
Harrisburg, PA 17105-3265
josimms@state.pa.us
abakare@state.pa.us

Philip Bertocci, Esq.
Thu B. Tran, Esq.
Jonathan M. Stein, Esq.
George D. Gould, Esq.
Community Legal Services Inc.
1424 Chestnut Street
Philadelphia, PA 19103
pbertocci@clsphila.org
tran@clsphila.org

Thomas P. Gadsden, Esq.
Anthony C. DeCusatis, Esq.
Catherine G. Vasudevan, Esq.
Morgan, Lewis & Bockius LLP
1701 Market Street
Philadelphia, PA 19103-2921
tgadsden@morganlewis.com
adecusatis@morganlewis.com
cvasudevan@morganlewis.com

Sharon E. Webb, Esq.
Office of Small Business Advocate
Suite 1102, Commerce Building
300 North Second Street
Harrisburg, PA 17101
swebb@state.pa.us

J. Barry Davis, Esq.
Scott J. Schwarz, Esq.
City of Philadelphia Law Department
One Parkway Building, 16th Floor
1515 Arch Street
Philadelphia, PA 19102-1595
j.barry.davis@phila.gov
scott.schwarz@phila.gov

Richard N. Lipow, Esq.
629 Swedesford Road
Malvern, PA 19355
Richard@lipowlaw.com

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Charles T. Joyce, Esq.
Spear Wilderman, P.C.
230 S. Broad Street
Suite 1400
Philadelphia, PA 19102
Ctjoyce@spearwilderman.com

Todd S. Stewart, Esq.
Hawke McKeon & Sniscak LLP
P.O. Box 1778
1000 N. Tenth Street
Harrisburg, PA 17105
tsstewart@hmslegal.com

Gary A. Jeffries, Esq.
Assistant General Counsel
Dominion Retail, Inc.
501 Martindale Street, Suite 400
Pittsburgh, PA 15212-5817
Gary.A.Jeffries@dom.com

Charles McPhedran, Esquire
John Baillie, Esquire
PennFuture
1518 Walnut Street, Suite 1100
Philadelphia, PA 19102
mcp hedran@pennfuture.org
baillie@pennfuture.org

David Zambito, Esq.
Christopher Wright, Esq.
17 North Second Street
12th Floor
Harrisburg, PA 17101-1601
dzambito@postschell.com
cwright@postschell.com

VIA FIRST-CLASS MAIL

Ryan Miller
9912 Medway Road
Philadelphia, PA 19115

Craig Vorwald
600 Exmoor Drive
Collegeville, PA 19426

Cynthia Gallagher
1130 Fanshawe Street
Philadelphia, PA 19111



Carl J. Zwick

Dated this 7th day of June, 2010, in Harrisburg, Pennsylvania.