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File #: 145610

March 12, 2012

BY E-FILE

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor North
P.O. Box 3265
Harrisburg, PA 17105-3265

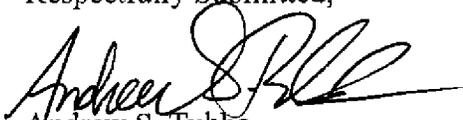
RE: Petition of PECO Energy Company for Approval of a Default Service Program
Docket No. P-2012-2283641

Dear Secretary Chiavetta:

Enclosed for filing is the Prehearing Memorandum of PPL EnergyPlus, LLC for the above-referenced proceeding.

Copies will be provided to the persons as indicated in the certificate of service.

Respectfully Submitted,



Andrew S. Tubbs

AST/jl

Enclosures

cc: Honorable Dennis J. Buckley
Certificate of Service

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing has been served upon the following persons, in the manner indicated, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a participant).

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Date: March 12, 2012

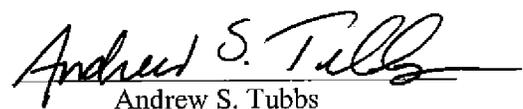
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PECO Energy Company


Andrew S. Tubbs

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Petition of PECO Energy Company For :
Approval of its Default Service Company : Docket No. P-2012-2283641

**PREHEARING MEMORANDUM OF
PPL ENERGYPLUS, LLC**

TO ADMINISTRATIVE LAW JUDGE DENNIS J. BUCKLEY:

Pursuant to 52 Pa. Code § 5.224(c), PPL EnergyPlus, LLC (“PPL EnergyPlus”) hereby submits its Prehearing Conference Memorandum in the above-captioned proceeding.

I. BACKGROUND

On January 13, 2012, PECO Energy Company (“PECO”) filed a Petition for Approval of its Default Service Program (“DSP Petition”). In its DSP Petition, PECO proposes to establish the terms and conditions under which PECO will procure default service supply, provide default service to non-shopping customers, and recover all costs on a full and current basis for the period from June 1, 2013 through May 31, 2015.

The Office of Consumer Advocate (“OCA”) and the Office of Small Business Advocate (“OSBA”) filed Answers to the DSP Petition. The OCA and OSBA also filed Notices to Intervene. In addition, the Pennsylvania Public Utility Commission’s (“Commission”) Bureau of Investigations and Enforcement filed a Notice of Appearance.

On February 14, 2012, PPL EnergyPlus filed its Notice of Intervention. In addition, Petitions to Intervene have also been filed by Constellation NewEnergy, Inc. and Constellation Energy Commodities Group, Inc., FirstEnergy Solutions Corp., Retail Energy Supply Association, Green Mountain Energy Company, Noble Americas Energy Solutions LLC, ChoosePAWind.com, Coalition of Affordable Utility Services and Energy Efficiency in

Pennsylvania, Metropolitan Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company and West Penn Power Company, Tenant Union Representative Network and Action Alliance of Senior Citizens of Greater Philadelphia, Direct Energy Services, Philadelphia Area Industrial Energy Users Group, Exelon Generation Company LLC and Exelon Energy Company, Dominion Retail, Inc. d/b/a Dominion Energy Solutions and Interstate Gas Supply, Inc., Washington Gas Energy Services, Inc., UGI Energy Services, NextEra Energy Services Pennsylvania, LLC and NextEra Energy Power Marketing, LLC.

II. COUNSEL

PPL EnergyPlus requests that all documents be served on:

Andrew S. Tubbs (ID #80310)
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PPL EnergyPlus' attorney is authorized to receive all notices and communications regarding this proceeding. PPL EnergyPlus agrees to receive service of documents electronically in this proceeding. In addition, PPL EnergyPlus requests that Jesse A. Dillon (jadillon@pplweb.com) be added to the electronic service list.

III. ISSUES

At this time, PPL EnergyPlus continues to evaluate PECO's proposed DSP proposal. However, as an active EGS in PECO's service territory, PPL EnergyPlus will need to compete against the Company's DSP rates and abide by the terms of any market-enhancements approved by the Commission. Therefore, PPL EnergyPlus is determining the potential impact that PECO's DSP Petition will have on PPL EnergyPlus and its operations.

IV. WITNESSES AND ISSUES

PPL EnergyPlus has not yet determined whether they will present testimony. However, PPL EnergyPlus reserves the right to call witnesses as necessary or appropriate. As soon as PPL EnergyPlus determines whether a witness or witnesses will be necessary, PPL EnergyPlus will notify Your Honor and all parties of record.

V. SCHEDULE

PPL EnergyPlus is willing to work with the other parties to establish a mutually acceptable procedural schedule for this proceeding.

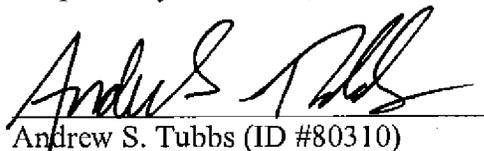
VI. DISCOVERY

PPL EnergyPlus does not propose any modifications to the Commission's discovery rules.

VII. SETTLEMENT

At this time, no settlement discussions have been held. PPL EnergyPlus is open and available for settlement discussions and would support initiatives to begin settlement discussions at the earliest possible date.

Respectfully submitted,



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Of Counsel:

Post & Schell, P.C.

Date: March 12, 2012

Attorney for PPL EnergyPlus, LLC