

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

ORIGINAL

Application of PECO Energy Company, :
Pursuant to Chapters 11, 19, 21, 22, & :
and 28 of the Public Utility Code, for :
Approval of (1) A Plan of Corporate : Application Docket No.
Restructuring, Including the Creation : A-110550F0147
of A Holding Company and (2) The :
Merger of the Newly Formed Holding :
Company and Unicom Corporation :

092632

PREHEARING CONFERENCE MEMORANDUM
of ERIC JOSEPH EPSTEIN, *Pro se*
4100 Hillsdale Road
Harrisburg, PA 17112

James J. McNulty, Secretary
Pennsylvania Public Utility Commission
Room B-20, North Office Building
P.O. Box 3265
Harrisburg, PA 17105-3265

DOCUMENT
FOLDER

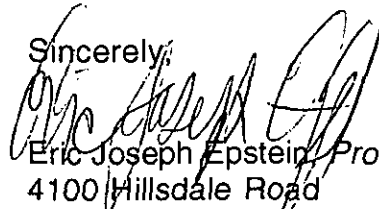
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00 JAN 10 AM 9:07

Dear Secretary McNulty:

Enclosed please find for filing an original and three (3) copies of Eric Epstein's, *Pro Se*, Prehearing Conference Memorandum in the above-captioned proceeding.

Copies have been served upon all parties of record as shown on the attached Certificate of Service.

Sincerely,



Eric Joseph Epstein, *Pro se*
4100 Hillsdale Road
Harrisburg, PA 17112

DATED: January 7, 2000

65

SRB

**PRE HEARING MEMORANDUM
of Eric Joseph Epstein, *Pro se***

1. Eric Joseph Epstein's, ("Epstein" or the "Petitioner"), active participation in this proceeding will focus on nuclear decommissioning and nuclear waste isolation, employee levels at nuclear generating stations, community investment, and rate payer equity;

2. Mr. Epstein's participation will include, but not be limited to, direct and rebuttal testimony and the cross examination of witnesses presented by PECO Energy and other parties;

3. Epstein is planning to produce an expert witnesses on nuclear decommissioning from the United States Nuclear Regulatory Commission and/or the the United States General Accounting Office. Mr. Epstein reserves the right to call expert witnesses on as needed basis to address the following issues: rate payer equity and nuclear economics, and the physical properties of nuclear power plant . Mr. Epstein also reserves the right to submit his publications, research, and testimony as an expert;

4) The Petitioner supports an exhaustive and in-depth proceeding;

5) Evidentiary hearings, which will be quite extensive, should take place in Harrisburg and Philadelphia so that no party or entity, especially low-income, public interest, and consumer advocates, will be disadvantaged;

6) Mr. Epstein also suggests public hearings in reasonably accessible locations where PECO Energy, or its subsidiaries, currently operate within Pennsylvania, including, but not limited to: Chester, Coatsville, Delta, Downingtown, Harrisburg, Lancaster, Middletown, Philadelphia and surrounding environs, Pottstown and York;

Furthermore, such public meetings should be announced in billing inserts and advertised in area newspapers;

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JAN 10 2000

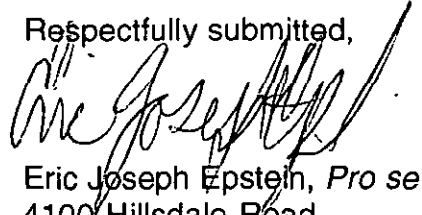
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7) Given the magnitude and impact of this proposed merger, the Petitioner respectfully requests the Administrative Law Judge and the Pennsylvania Public Utility Commission act in a studied and deliberative fashion;

8) The Petitioner requests that transcripts recorded and transcribed on a same-day basis during the Evidentiary proceedings be made available to all parties at an accessible location in Philadelphia and Harrisburg. The cost to procure same-day transcription of records, that are public property but only available to those parties with substantial resources, creates an unfair advantage that can be adequately redressed by the above mentioned remedy.

Respectfully submitted,



Eric Joseph Epstein, *Pro se*
4100 Hillsdale Road
Harrisburg, PA 17110
(717)-541-1101

DATED: JANUARY 7, 2000

Before the
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of PECO Energy Company, Pursuant to Chapters 11, 19, 21 and 28 of the Public Utility Code, for Approval of (1) A Plan of Corporate Restructuring, Including the Creation of A Holding Company and (2) The Merger of the Newly Formed Holding Company and Unicom Corporation :
: Application No. **A-110550F0147**
:
:
:
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:
:
:

CERTIFICATION OF SERVICE

I hereby certify that I have this day served a true and correct copy of the foregoing document upon the active participants named below by US mail or hand delivery in accordance with the requirements of 52 Pa. Code § Section 1.54.

The Honorable Judge Charles E. Rainey
Administrative Law Judge
Pennsylvania Public Utility Commission
1302 Philadelphia State Office Bldg.
1400 West Spring Garden Street
Philadelphia, PA 19130

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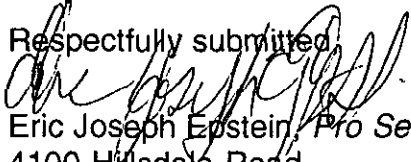
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Respectfully submitted,


Eric Joseph Epstein, Pro Se
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DATE: January 7, 2000

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FOLDER

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

DOCKETED

JAN 11 2000

092983

Application of PECO Energy Company
Pursuant to Chapters 11, 19, 21, 22 and :
28 of the Public Utility Code for Approval
of (1) a Plan of Corporate Restructuring, :
Including the Creation of a Holding : Docket Number
Company and (2) the Merger of the Newly :
Formed Holding Company and Unicom :
Corporation : A-110550F0147

PREHEARING CONFERENCE MEMORANDUM

RECEIVED
SECRETARY'S BUREAU
00 JAN 11 10 24

Pursuant to the Prehearing Conference Order of Charles E. Rainey, Jr., Administrative Law Judge, East Brandywine Township, Chester County, Pennsylvania, Intervenor in the above proceeding, does hereby file the following Prehearing Conference Memorandum:

1. Status of settlement discussions: Unknown.
2. Status of discovery: Unknown.
3. Proposed discovery rules: No suggestions.
4. Proposed schedule for discovery: No suggestions.
5. Admissions or stipulations: Unknown as of this time.
6. Issues to be addressed in this proceeding: Impact of proposed merger or corporate restructuring on quality, consistency and level of service to suburban and rural areas, particularly East Brandywine Township, Chester County, Pennsylvania.
7. Preliminary witness list: The following list is preliminary and will be supplemented.

Hudson L. Voltz, Esquire - Township Supervisor
East Brandywine Township
The Woods, Suite 705
987 Old Eagle School Road
Wayne, PA

SRB

Scott T. Piersol - Township Administrator
East Brandywine Township
1214 Horseshoe Pike
Downingtown, PA 19335

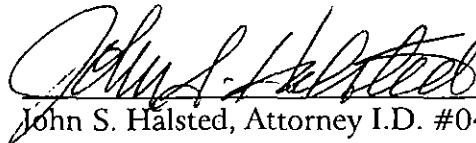
Chief Raymond W. Copp - Chief of Police
Brandywine Regional Police
1212 Horseshoe Pike
Downingtown, PA 19335

8. Issues which will be addressed by witnesses: Quality, consistency and level of service and impact on public safety.
9. through 14. East Brandywine Township is not at this time prepared to suggest a procedural schedule in this matter, believing that the parties with a broader interest in these proceedings should be left to develop the same.
15. Other pertinent information: None.

Respectfully submitted,

GAWTHROP, GREENWOOD & HALSTED,
A Professional Corporation

BY:



John S. Halsted, Attorney I.D. #04918
119 N. High St.
West Chester, PA 19381-0562
610- 696-8225

Attorneys for East Brandywine Township

CERTIFICATE OF SERVICE

I hereby certify that I have served a copy of the foregoing Prehearing Conference Memorandum upon the individuals on the attached service list by U.S. first-class mail, postage prepaid, on January 6, 2000.

GAWTHROP, GREENWOOD & HALSTED,
A Professional Corporation

BY:



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Attorneys for East Brandywine Township

Application of PECO Energy Company
Docket Number A-110550F0147

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ORIGINAL

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January 11, 2000

James J. McNulty, Secretary
Pennsylvania Public Utility Commission
Room B-20, North Office Building
Harrisburg, PA 17120

VIA HAND DELIVERY

Re: Application of Peco Energy Company, Pursuant to Chapters 11, 19, 21, 22 and 28 of the Public Utility Code, For Approval of (1) a Plan of Corporate Restructuring, Including the Creation of a Holding Company and (2) the Merger of the Newly Formed Holding Company and Unicom Corporation; Docket No.A-110550F0147

Dear Secretary McNulty:

Enclosed for filing with the Commission are the original and three (3) copies of a *Prehearing Memorandum of the Industrial Energy Consumers of Pennsylvania* 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 the extra copy of this transmittal letter and kindly return it for our filing purposes.

Very truly yours,

MCNEES, WALLACE & NURICK

EEF

By *Charis M. Burak*
Charis M. Burak

Counsel to the Industrial Energy Consumers
of Pennsylvania

CMB/map
Enclosures

c: Administrative Law Judge Charles E. Rainey, Jr. (via facsimile & first class mail)
Certificate of Service

DOCUMENT
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CERTIFICATE OF SERVICE

ORIGINAL

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

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Charis M. Burak

Dated this 11th of January, 2000, in Harrisburg, Pennsylvania.

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

ORIGINAL

APPLICATION OF PECO ENERGY :
COMPANY, PURSUANT TO :
CHAPTERS 11, 19, 21, 22 AND 28 OF :
THE PUBLIC UTILITY CODE, FOR :
APPROVAL OF (1) A PLAN OF :
CORPORATE RESTRUCTURING, :
INCLUDING THE CREATION OF A :
HOLDING COMPANY AND (2) THE :
MERGER OF THE NEWLY FORMED :
HOLDING COMPANY AND UNICOM :
CORPORATION :

Docket No. A-110550F0147

PREHEARING MEMORANDUM OF THE
INDUSTRIAL ENERGY CONSUMERS OF PENNSYLVANIA

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SECRETARY'S BUREAU

As requested by Administrative Law Judge Charles E. Rainey, Jr. ("ALJ Rainey") in his Prehearing Conference Order of December 28, 1999, the Industrial Energy Consumers of Pennsylvania ("IECPA") hereby submit this Prehearing Memorandum.

DOCKETED

JAN 11 2000

I. HISTORY OF THE PROCEEDING

On November 22, 1999, PECO Energy Company ("PECO") filed an Application with the Pennsylvania Public Utility Commission ("PUC" or "Commission") requesting approval of (1) a plan of corporate restructuring, including the creation of a holding company, and (2) the merger of the newly formed holding company and Unicom Corporation ("Unicom"), the parent company of Commonwealth Edison Company ("ComEd").

On December 22, 1999, IECPA filed a Petition to Intervene in this proceeding. IECPA is a forty-two member association of energy-intensive industrial customers of electricity and

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natural gas, and a description of IECPA is set forth in Paragraph 3 of IECPA's Late-Filed Petition to Intervene in this proceeding. IECPA's Petition to Intervene is outstanding and awaits ALJ disposition.

II. ANTICIPATED ISSUES AND SUB-ISSUES

Generally, IECPA is concerned with the precedential value of the Commission's deliberations and decision in this proceeding, as this is the first merger of major magnitude decided by the PUC under the Electricity Generation Customer Choice and Competition Act ("Competition Act"). In addition, IECPA is concerned with the public interest issues to be addressed in this proceeding, such as the Commission's consideration of whether the proposed merger is likely to result in anticompetitive or discriminatory conduct, including the unlawful exercise of market power. IECPA also reserves the right to raise other issues and respond to issues raised by other parties.

III. PROPOSED WITNESSES

IECPA is in the process of evaluating whether it will sponsor testimony in this proceeding. In the event that IECPA decides to sponsor testimony, it will inform the parties and ALJ Rainey as soon as possible of the intended witness and topics of testimony. IECPA 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

At this point in time, IECPA has not yet proffered any discovery requests; however, IECPA is still in the process of reviewing PECO's filing and evaluating possible discovery

requests. IECPA is willing to work with the other parties and ALJ Rainey in an attempt to formulate a procedural schedule, including scheduling and rules for discovery, which will ensure all parties' due process rights are adequately addressed.

V. SETTLEMENT

IECPA is will to participate in discussions with the other parties to amicably resolve the issues in this proceeding.

Respectfully submitted,

McNEES, WALLACE & NURICK

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Charis M. Burak
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Counsel to the Industrial Energy Consumers of
Pennsylvania

Dated: January 11, 2000

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Dear Secretary McNulty:

Enclosed for filing with the Commission are the original and three (3) copies of the Prehearing Memorandum of the Philadelphia Area Industrial Energy Users Group 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 the extra copy of this transmittal letter and kindly return it for our filing purposes.

Very truly yours,

McNEES, WALLACE & NURICK

By *Charis M. Burak*
Charis M. Burak

EEF

Counsel to the Philadelphia Area Industrial Energy
Users Group

CMB/map
Enclosures

c: Administrative Law Judge Charles E. Rainey, Jr. (via facsimile and first class mail)
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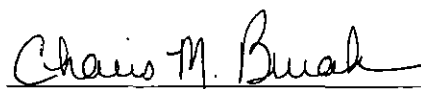
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Charis M. Burak

Dated this 11th of January, 2000, in Harrisburg, Pennsylvania.

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

ORIGINAL

APPLICATION OF PECO ENERGY
COMPANY, PURSUANT TO
CHAPTERS 11, 19, 21, 22 AND 28 OF
THE PUBLIC UTILITY CODE, FOR
APPROVAL OF (1) A PLAN OF
CORPORATE RESTRUCTURING,
INCLUDING THE CREATION OF A
HOLDING COMPANY AND (2) THE
MERGER OF THE NEWLY FORMED
HOLDING COMPANY AND UNICOM
CORPORATION

Docket No. A-110550F0147

DOCKETED

JAN 12 2000

DOCUMENT

PREHEARING MEMORANDUM OF THE
PHILADELPHIA AREA INDUSTRIAL ENERGY USERS GROUP

PA P.U.C. BUREAU
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As requested by Administrative Law Judge Charles E. Rainey, Jr. ("ALJ Rainey") in his Prehearing Conference Order of December 28, 1999, the Philadelphia Area Industrial Energy Users Group ("PAIEUG") hereby submits this Prehearing Memorandum.

I. HISTORY OF THE PROCEEDING

On November 22, 1999, PECO Energy Company ("PECO") filed an Application with the Pennsylvania Public Utility Commission ("PUC" or "Commission") requesting approval of (1) a plan of corporate restructuring, including the creation of a holding company, and (2) the merger of the newly formed holding company and Unicom Corporation ("Unicom"), the parent company of Commonwealth Edison Company ("ComEd").

On December 16, 1999, PAIEUG filed a Petition to Intervene in this proceeding. PAIEUG was a party to previous proceedings involving PECO, and a description of PAIEUG is

set forth in Paragraph 3 of PAIEUG's Petition to Intervene in this proceeding. PAIEUG's Petition to Intervene is outstanding and awaits ALJ disposition.

II. ANTICIPATED ISSUES AND SUB-ISSUES

Generally, PAIEUG members use substantial volumes of electricity and natural gas, and a number of issues regarding the proposed merger concern and may directly impact the interest of PAIEUG members. The following is a preliminary list of potential issues to be examined by PAIEUG.

- a. The effect of the proposed merger on retail competition and the retail market in the Commonwealth of Pennsylvania;
- b. The effect of the proposed merger on transmission and distribution service rates;
- c. The calculation of the anticipated savings created by the synergy of the merger, and the manner in which the realized savings would be apportioned among customers; and,
- d. The effect of the merger on the terms and conditions of PECO's electric restructuring settlement, which was entered into pursuant to the Electricity Generation Customer Choice and Competition Act.

PAIEUG also reserves the right to address other issues and respond to issues raised by other parties.

III. PROPOSED WITNESSES

PAIEUG is in the process of evaluating whether it will sponsor testimony in this proceeding. In the event that PAIEUG decides to sponsor testimony, it will inform the parties and ALJ as soon as possible of the intended witness and topics of testimony. 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

At this point in time, PAIEUG has not yet proffered any discovery requests; however, PAIEUG is still in the process of reviewing PECO's filing and evaluating possible discovery requests. PAIEUG is willing to work with the other parties and ALJ Rainey in an attempt to formulate a procedural schedule, including scheduling and rules for discovery, which will ensure all parties' due process rights are adequately addressed.

V. SETTLEMENT

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

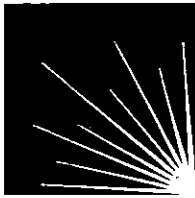
Respectfully submitted,

McNEES, WALLACE & NURICK

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Counsel to the Philadelphia Area Industrial
Energy Users Group

Dated: January 11, 2000



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James J. McNulty, Secretary
Pennsylvania Public Utility Commission
P.O. Box 3265
Harrisburg, PA 17105-3265

RE: Application of PECO Energy Company
Docket No.: A-110550F0147

Dear Mr. McNulty:

Enclosed for filing please find an original and three (3) copies of the Prehearing Conference Memorandum of Clean Air Council, et al, in the above-referenced proceeding.

A copy of this document has been served on the parties of record and as required by rule as shown on the attached certificate of service.

DOCUMENT
FOLDER

Sincerely,

Michael Fiorentino, Esq.
Staff Attorney

Enclosures

cc: The Honorable Charles E. Rainey, Jr.
See Certificate of Service

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00 JAN 12 AM 11:53
PA P.U.C.
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ORIGINAL

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

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SECRETARY'S BUREAU

APPLICATION OF PECO ENERGY :
COMPANY, PURSUANT TO CHAPTERS :
11, 19, 21, 22 AND 28 OF THE PUBLIC :
UTILITY CODE, FOR APPROVAL :
OF (1) A PLAN OF CORPORATE :
RESTRUCTURING, INCLUDING THE :
CREATION OF A HOLDING COMPANY :
AND (2) THE MERGER OF THE NEWLY :
FORMED HOLDING COMPANY :
AND UNICOM CORPORATION :

DOCKET NO. A-110550F0147

PREHEARING CONFERENCE MEMORANDUM
OF CLEAN AIR COUNCIL, et al

Pursuant to the December 28, 1999 Prehearing Conference Order of Charles E. Rainey, Jr., Administrative Law Judge, Clean Air Council, Andrew Altman, Dennis Winters, and Amy Hammersmith, by and through counsel, do hereby submit the following:

Settlement

1. The Council and above-named petitioners and protestants have had no settlement communications with PECO Energy Company as of this date, but are willing to participate in discussions with PECO and the other parties to this proceeding in an attempt to reach accord.

Discovery

2. The Council and above-named petitioners and protestants are preparing discovery requests, but have issued none as of this date. No discovery requests have been received from the Applicant as of this date.

3. No special discovery rules are suggested.

4. Discovery should be permitted throughout the evidentiary phase of this proceeding. PECO should be ordered to respond to discovery requests in a diligent and timely fashion, but in any case within 20 days of the date upon which the request is propounded.

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JAN 12 2000

Issues

5. No admissions or stipulations are known at this time.

6. The Council and above-named petitioners and protestants intend to address the following issues in this proceeding: the effect of the merger on the emerging retail marketplace, with specific focus upon renewable energy electricity products and the entities which may produce, aggregate or sell them; the effect of the merger on the safety of operation and decommissioning of nuclear power plants; the effect of the merger on the quality and reliability of service and integrity of the transmission and distribution system; the effect of the merger on the restructuring settlement; any other issue raised in the Council's Protest and Petition to Intervene.

This is a preliminary issues list and the Council and above-named petitioners and protestants reserve their right to raise additional issues including but not limited to those which are raised by other parties to this proceeding.

Witnesses

7-8. The Council and above-named petitioners and protestants are evaluating whether to sponsor testimony in this proceeding, and reserve the right to do so. In the event testimony will be sponsored, this prehearing memorandum will be supplemented to reflect witness information.

Procedural Schedule


9-14. The following proposed schedule reflects a reasonable pace for the expeditious resolution of this matter that should not prejudice the parties nor the public at large.

March 2000	Public Input Hearings to be held in several cities and communities in locations reasonably accessible by mass transit: Chester, Doylestown, Harrisburg, Media, Norristown, and Philadelphia (Center City and one additional neighborhood).
3/24/00	Intervenor Direct Testimony
4/14/00	PECO/Unicom Rebuttal Testimony
5/3/00	Intervenor Surrebuttal Testimony

5/15-17/00	Evidentiary Hearings
6/12/00	Main Brief
7/3/00	Reply Brief
7/24/00	ALJ Recommended Decision
	Exceptions and Reply Exceptions to be Scheduled by Office of Special Assistants
September, 2000	Commission Decision

In the event that any settlement negotiations entered into by the parties should break down, any schedule which had been adopted should be extended to prevent unfair prejudice to any party which could occur if negotiations cease in close proximity to a deadline, such as the due date for testimony.

Respectfully submitted,



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**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

APPLICATION OF PECO ENERGY :
COMPANY, PURSUANT TO CHAPTERS :
11, 19, 21, 22 AND 28 OF THE PUBLIC :
UTILITY CODE, FOR APPROVAL :
OF (1) A PLAN OF CORPORATE :
RESTRUCTURING, INCLUDING THE :
CREATION OF A HOLDING COMPANY : DOCKET NO. A-110550F0147
AND (2) THE MERGER OF THE NEWLY :
FORMED HOLDING COMPANY :
AND UNICOM CORPORATION :

CERTIFICATE OF SERVICE:

I hereby certify that I have this 12th day of January, 2000, served a true copy of the foregoing Prehearing Conference Memorandum upon the parties listed below, in accordance with the requirements of § 1.54 (relating to service by a participant).

The Honorable Charles E. Rainey
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1302 Philadelphia State Office Building.
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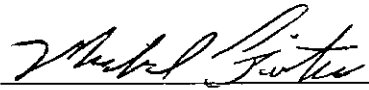
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January 12, 2000

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JAN 12 2000

James J. McNulty, Esquire
Secretary
Pennsylvania Public Utility Commission
North Office Building
North Street & Commonwealth Avenue
Harrisburg, Pennsylvania 17105-3265

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

**Re: Application of PECO Energy Company,
Pursuant to Chapters 11, 19, 21, 22 and 28
of the Public Utility Code, for Approval of
(1) a Plan of Corporate Restructuring, Including
the creation of a Holding Company and
(2) the Merger of the Newly Formed Holding
Company and Unicom Corporation
Docket No. A-110550 F0147**

Dear Mr. McNulty:

Enclosed for filing on behalf of PP&L, Inc. ("PP&L") are an original and three (3) copies of PP&L's Prehearing Conference Memorandum, submitted pursuant to Administrative Law Judge Rainey's Prehearing Conference Order dated December 28, 1999.

As indicated on the attached certificate of service, PP&L has served these documents on all parties included on the Commission's service list.

Pursuant to 52 Pa. Code § 1.11, the enclosed document is to be deemed filed on January 12, 2000, which is the date it was deposited with an overnight express delivery service as shown on the delivery receipt attached to the mailing envelope.

In addition, please date and time-stamp the enclosed extra copy of this letter and return it to me in the envelope provided.

SRB

James J. McNulty, Esquire

- 2 -

January 12, 2000

If you have any questions regarding the enclosed documents, please call.

Very truly yours,

A handwritten signature in black ink, appearing to read "Paul E. Russell". The signature is written in a cursive style with a large initial "P" and "R".

Paul E. Russell

Enclosures

cc: Certificate of Service

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**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

JAN 12 2000

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Application of PECO Energy Company,
Pursuant to Chapters 11, 19, 21, 22
and 28 of the Public Utility Code, for
Approval of (1) a Plan of Corporate
Restructuring, Including the Creation of
a Holding Company and (2) the Merger
of the Newly Formed Holding Company
and Unicom Corporation

**DOCUMENT
FOLDER**

Docket No. A-110550 F0147

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JAN 13 2000

Prehearing Conference Memorandum of PP&L, Inc.

As directed by Administrative Law Judge Charles E. Rainey, Jr. ("ALJ Rainey") in his Prehearing Conference Order dated December 28, 1999, PP&L, Inc. ("PP&L") hereby submits this Prehearing Conference Memorandum in the above-captioned proceeding involving the application of PECO Energy Company ("PECO") for approval of a plan of corporate restructuring, including the creation of a holding company ("Restructuring"), and the merger of the newly formed holding company and Unicom Corporation ("Merger"):

1. **Settlement Discussions.** At this time, PP&L has not participated in and is not aware of any settlement discussions. However, PP&L requests that it be given notice of and an opportunity to participate in any such discussions.
2. **Discovery.** PP&L has not at this time submitted any discovery requests in this proceeding, and is still in the process of determining whether it will submit any such requests. While PP&L has no suggestions at this time concerning

proposed discovery rules and a proposed discovery schedule, PP&L is prepared to cooperate with the other parties and ALJ Rainey in formulating such discovery rules and schedule.

3. **Admissions, Stipulations.** At this time, PP&L is not seeking any admissions or proposing any stipulations.

4. **Issues to Be Addressed.** PP&L is generally concerned with the manner in which the *Public Utility Commission* ("Commission") may address the issues raised by the Applicants and other intervenors in this proceeding, and the precedential effect of the Commission's determination of whether the proposed Restructuring and Merger are in the public interest. PP&L is not at this time separately raising specific issues, but reserves the right to raise issues and to respond to issues raised by other parties as this proceeding goes forward.

5. **Witnesses/Testimony.** At this time, PP&L does not expect to present witnesses and/or testimony in this proceeding. However, PP&L expressly reserves the right to present witnesses, and/or to submit both direct and rebuttal testimony should it determine that it is necessary to do so to protect and advance its position. Whether PP&L presents witnesses and/or files direct or rebuttal testimony and the nature of that testimony will depend upon the positions developed by PP&L and positions taken by the other parties on the major issues raised by this proceeding. Accordingly, PP&L cannot identify, at this time, the witnesses that it may present, or the issues that may be raised in any testimony it might submit. As soon as PP&L identifies these issues and witnesses, it will notify ALJ Rainey and all parties.

6. **Hearings.** At this time PP&L has no suggestions concerning a proposed schedule for evidentiary hearings or a proposed schedule and proposed places for public input hearings. PP&L is prepared, however, to cooperate with the other parties and ALJ Rainey in establishing such schedules and places.

7. **Briefing Schedule and ALJ Initial Opinion.** PP&L has no objection at this time to PECO's request in the cover letter accompanying its Application that this matter, should it proceed to full litigation, be briefed directly to the Commission without resort to an initial round of Briefs to ALJ Rainey, the issuance of a Recommended Decision and the filing of Exceptions and Replies to Exceptions thereto. In the event the Commission does not grant PECO's request, at this time PP&L has no suggestions concerning a proposed schedule for briefing or concerning a proposed date for ALJ Rainey's initial decision. PP&L is prepared, however, to cooperate with the other parties and ALJ Rainey in establishing such schedules.

8. **Commission Final Decision.** At this time PP&L has no suggestions concerning a proposed date for the Commission's final decision. PP&L is prepared, however, to cooperate with the other parties and ALJ Rainey in developing such a date.

Respectfully submitted,



Paul E. Russell
Associate General Counsel
PP&L, Inc.
Two North Ninth Street
Allentown, Pennsylvania 18101

Dated: January 12, 2000
at Allentown, Pennsylvania

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BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

JAN 12 2000

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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Merger of the Newly Formed Holding :
Company and Unicom Corporation :

Docket No. A-110550 F0147

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CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing documents upon the participant(s), listed below, in accordance with the requirements of §1.54 (relating to service by a participant):

Via Federal Express

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Via First Class Mail

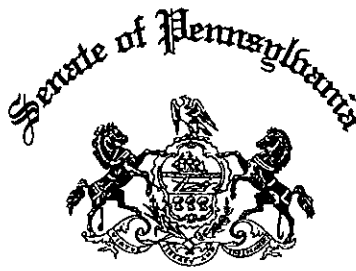
Amy Gold
P.O. Box 4402
Houston, TX 77210

Dated this 12th day of January, 2000.



Paul E. Russell
Attorney ID #21643
Associate General Counsel

Counsel for:
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VINCENT J. FUMO
Chairman

PAUL S. DLUGOLECKI
Executive Director

DEMOCRATIC COMMITTEE ON APPROPRIATIONS

January 12, 2000

Via Hand Delivery or First Class Mail

James J. McNulty, Secretary
Pennsylvania Public Utility Commission
Room B20, North Office Building
North Street & Commonwealth Avenue
Harrisburg, Pennsylvania 17120

DOCUMENT
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Re: Application of PECO Energy Company, Pursuant to Chapters 11, 19, 21, 22 and 28 of the Public Utility Code, for Approval of (1) A Plan of Corporate Restructuring, Including the Creation of a Holding Company and (2) the Merger of the Newly Formed Holding Company and Unicom Corporation; PUC Dkt. No. A-110550 F0147.

Dear Secretary McNulty;

Attached for your consideration and filing is an original and two (2) copies of the Pre-hearing Memorandum of Senator Vincent J. Fumo in the above captioned matter. A copy of the foregoing has been served on Administrative Law Judge Rainey and each party of record.

Thank you for your assistance in this matter. Please do not hesitate to contact me if I can provide any additional information.

Sincerely,

Christopher B. Craig
Counsel

cc: All parties of record.

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SECRETARY'S BUREAU
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BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

ORIGINAL

APPLICATION OF PECO ENERGY
COMPANY, PURSUANT TO CHAPTERS
11, 19, 21, 22 AND 28 OF THE PUBLIC
UTILITY CODE, FOR APPROVAL OF
(1) A PLAN OF CORPORATE
RESTRUCTURING, INCLUDING THE
CREATION OF A HOLDING COMPANY
AND (2) THE MERGER OF THE NEWLY
FORMED HOLDING COMPANY AND
UNICOM CORPORATION

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+ JAN 13 2000

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PRE-HEARING MEMORANDUM OF
STATE SENATOR VINCENT J. FUMO

Pursuant to the Pre-hearing Conference Order of December 28, 1999, by Administrative Law Judge Charles E. Rainey, Jr., State Senator Vincent J. Fumo, by and through his undersigned counsel, hereby submits this Pre-hearing Memorandum.

I. Preliminary Statement.

On November 22, 1999, PECO Energy Company (hereinafter "PECO") filed an application requesting Public Utility Commission approval of a plan of corporate reorganization involving the creation of a separate holding company and the merger of the new holding company with Unicom Corporation, a regulated public utility company organized and existing under the law of the state of Illinois. In response to the aforesaid application, Senator Fumo, individually as a PECO utility ratepayer, and in his official capacity as a duly elected member of the Pennsylvania

State Senate, filed a timely Application for Leave to Intervene pursuant to 52 Pa. Code §§ 5.71 - 5.74.

It remains Senator Fumo's principle objective to – (1) ensure that the duties and obligations imposed on PECO and the tangible benefits provided to ratepayers as part of the final resolution of the company's Restructuring Plan (PUC Dkt. No. R-00973953) are not adversely compromised by the proposed corporate reorganization and merger with Unicom; (2) ensure that PECO ratepayers are provided a substantial level of merger related benefits in the form of rate reductions; and, (3) ensure that the development of the competitive marketplace for electricity generation in the Commonwealth is not curtailed.

II. Settlement.

It is the position of Senator Fumo that a negotiated, settled resolution of this matter would present the most efficient means of ensuring the delivery of merger related benefits to PECO ratepayers. As such, it is Senator Fumo's intention to facilitate and support a negotiated resolution to this matter between the company and ratepayers that provides guaranteed rate reductions and assurances that existing ratepayer benefits will not be compromised upon consummation of the merger. To date, Senator Fumo has not taken part in any formal settlement discussions.

III. Issues to be Addresses.

The following is a preliminary list of issues, though not exhaustive, to be examined by Senator Fumo:

- the impact of the proposed merger on the terms and conditions of PECO electric restructuring settlement and by consequence the benefits provided to ratepayers;
- the amount of merger related savings to be shared with PECO ratepayers in the form of additional rate reductions;
- the impact of the proposed merger on the development of electric generation competition in the Commonwealth; and
- the impact of the proposed merger on employment, service quality, corporate development and charitable contributions in the southeastern region of Pennsylvania.

Senator Fumo reserves the right to address other issues as they may arise during the pendency of this application.

IV. Witnesses.

Because Senator Fumo is committed to seeking a negotiated resolution to this matter, at this time it is not anticipated any witness testimony will be sponsored in this proceeding.

However, to the extent that other parties raise issues to which a response would be necessary, Senator Fumo reserves the right to submit expert testimony – direct or rebuttal. Under such circumstances, Senator Fumo will inform all parties and the Commission of the witness and the intended testimony in an effort to avoid any prejudicial surprise.

V. Proposed Schedule.

Senator Fumo strongly supports the schedule jointly sponsored by the Office of Consumer Advocate and PECO. It is Senator Fumo's position that a deliberative and expeditious consideration of the merger application is in the best interest of ratepayers who seek an equitable

sharing of merger related savings -- and by consequence a quick delivery of such benefits. In particular, Senator Fumo supports a final resolution of this matter by the Commission on or before June 31, 2000, without the issuance of a Recommended Decision and the filing of Exceptions. It is worthwhile noting that similar procedural schedules were followed in the various electric restructuring proceedings which involved significantly more complex issues.

VI. Other Pertinent Information.

Proposed intervener, Eric Epstein, has raised the issue of access to Commission transcripts of the proceedings in this matter. Senator Fumo has experienced similar difficulties in prior Commission proceedings and strongly supports any effort to provide copies of written transcripts of the proceedings to parties representing the public interest and private individuals. The existing fees charged by Commission reporters for transcript copies creates an unfair barrier to the effective exercise of due process rights.

Respectfully Submitted,



Christopher B. Craig

Counsel, Senate Democratic Appropriations Committee
Room 545, Main Capitol Building
Harrisburg, Pennsylvania 17120
(717) 787-5662

Counsel for Senator Vincent J. Fumo

Dated: January 12, 2000

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

APPLICATION OF PECO ENERGY	+	
COMPANY, PURSUANT TO CHAPTERS	+	
11, 19, 21, 22 AND 28 OF THE PUBLIC	+	
UTILITY CODE, FOR APPROVAL OF	+	PUC Dkt. No. A-110550 F0147
(1) A PLAN OF CORPORATE	+	
RESTRUCTURING, INCLUDING THE	+	
CREATION OF A HOLDING COMPANY	+	
AND (2) THE MERGER OF THE NEWLY	+	
FORMED HOLDING COMPANY AND	+	
UNICOM CORPORATION	+	

CERTIFICATION OF SERVICE

I, Christopher B. Craig, attorney for Senator Vincent J. Fumo, hereby certify that a copy of the foregoing document has been served in person or by first class mail at the addresses indicated below. I further certify that the manner of service satisfies the requirements of 52 Pa.Code §§ 5.74 and 1.54.

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Philadelphia, Pennsylvania 19101

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Anthony C. DeCusatis, Esq.
Morgan, Lewis & Bockius LLP
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Irwin Popowsky, Esq.
Pennsylvania Office of Consumer Advocate
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Harrisburg, Pennsylvania 17101

Joseph Dworetzky, Esq.
Hangley, Aronchick, Esq.
1 Logan Square
Philadelphia, Pennsylvania 19101

Bernard Ryan, Esq.
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Harrisburg, Pennsylvania 17101

Charles Hoffman, Esq.
Pennsylvania Public Utility Commission
Office of Trial Staff
901 North 7th Street
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John L. Munsch, Esq.
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Donald A. Kaplan, Esq.
Leanne M. Borber, Esq.
Preston, Gates, Ellis & Rouvelas - Meeds, LLP
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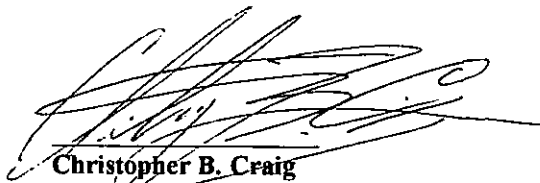
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Christopher B. Craig

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Counsel for Senator Vincent J. Fumo

1424 Chestnut Street, Philadelphia, PA 19102-2505
Phone: 215.981.3700, Fax: 215.981.0434
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January 12, 2000

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James J. McNulty, Secretary
Pennsylvania Public Utility Commission
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JAN 12 2000

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PA PUBLIC UTILITY COMMISSION
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By Federal Express

Re: Application of PECO Energy Company ... For Approval of (1) a Plan of Corporate Restructuring, Including the Creation of a Holding Company and (2) the Merger of the Newly Formed Holding company and Unicom Corporation, Docket No. A110550F0147.

Dear Secretary McNulty:

Enclosed please find for filing an original and three (3) copies of CEPA et al.'s Prehearing Conference Memorandum in the above-captioned matter.

Copies have been served upon all parties of record as shown on the attached Certificate of Service.

Very truly yours,



PHILIP A. BERTOCCI

cc: Service List

Enclosure

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

ORIGINAL

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JAN 12 2000

Application of PECO Energy Company
Pursuant to Chapter 11, 19, 21, 22 and 28
of the Public Utility Code for Approval
of (1) a Plan of Corporate Restructuring,
Including the Creation of a Holding
Company and (2) the Merger of the Newly
Formed Holding Company and
Unicom Corporation

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Docket No. A110550F0147

DOCKETED
JAN 13 2000

**Pre-hearing Conference Memorandum of
Consumers Education and Protective Association, Association of Community
Organizations for Reform Now, Action Alliance of
Senior Citizens and Tenants' Action Group**

Consumers Education and Protective Association (CEPA), Association of
Community Organizations for Reform Now, Action Alliance of Senior Citizens and
Tenants' Action Group hereby submit the following Pre-hearing Conference
Memorandum pursuant to Administrative Law Judge Charles E. Rainey, Jr.'s Order dated
December 28, 1999.

1. Status of Settlement Discussions: unknown.
- 2.-4. Discovery Matters: The parties should have ample opportunity to conduct
discovery prior to the date for submission of Intervenor Direct Testimony. The due date
for submission of Intervenor Direct Testimony should be no earlier than March 24, 2000.
5. None at the present time.
6. CEPA et al. believe that this proceeding should address, inter alia, whether

PECO has met the public interest standards for approval of the merger, including but not limited to: whether there has been a showing of substantial affirmative ratepayer benefits from the merger including immediate rate reductions and a strengthening of PECO Energy's universal service programs; whether PECO has provided sufficient safeguards that the merger will not foster anti-competitive or discriminatory conduct, including the unlawful exercise of market power, by the new holding company and its affiliates, in the market for electricity generation; whether PECO has provided safeguards to assure that the quality of service to PECO Energy's jurisdictional customers will improve, and not decline as a result of the merger; whether PECO has shown that the merger will benefit the economy of southeastern Pennsylvania, and not lead to further loss of jobs; whether PECO has shown that the merger will not place the public and PECO ratepayers at greater and not diminished risk that presently unforeseen nuclear decommissioning costs will fall back on their shoulders.

7.-8. CEPA et al. have not determined their witnesses at this time.

9-14. CEPA et al. propose the following schedule:

March 24, 2000	Intervenor Direct Testimony Due
April 10, 2000	PECO/Unicom Rebuttal Testimony Due
Early-mid April	Public Input Meetings in Philadelphia and Surrounding Counties
April 20, 2000	Intervenor Surrebuttal Due
April 25-27, 2000	Evidentiary Hearings in Philadelphia
May 18, 2000	Main Brief Due
May 31, 2000	Reply Brief Due
June 30, 2000	ALJ Recommended Decision
August, 2000	Commission Decision

15. CEPA et al. request that transcripts recorded and transcribed on a same-day basis during the evidentiary proceedings be made available to all parties at an accessible location in Philadelphia and Harrisburg. The cost to procure same-day transcription of records, that are public property but only available to those parties with substantial resources creates an unfair advantage that can be adequately redressed in this way.

Adequate notice of public meetings should be provided by public advertisement in area newspapers, and by billing inserts. The notice should inform the

public that the issue before the Commission is whether the proposed merger will affirmatively and substantially promote the public interest.

Respectfully submitted,

Philip A Bertocci

PHILIP A. BERTOCCHI, ESQUIRE
EDWARD A. MCCOOL, ESQUIRE

Attorneys for CEPA, Action Alliance, ACORN
and TAG

COMMUNITY LEGAL SERVICES, INC.
1424 Chestnut Street, 4th Floor
Philadelphia, PA 19102
(215) 981-3702

CERTIFICATE OF SERVICE

I hereby certify that I have this day served by U.S. First Class Mail a true and correct copy of the foregoing document upon the participants, listed below, in accordance with the requirements of 52 Pa. Code §1.54:

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The Honorable Allyson Y. Swartz
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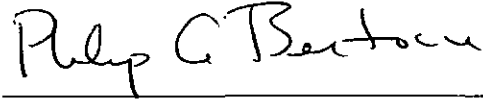
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Harrisburg, PA 17108-1181
(Counsel for Amtrak)

1/13/00

By:



PHILIP A. BERTOCCI
Counsel for Action Alliance, ACORN, CEPA
and TAG

COMMONWEALTH OF PENNSYLVANIA



OFFICE OF CONSUMER ADVOCATE

555 Walnut Street 5th Floor, Forum Place
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(717) 783-5048

IRWIN A. POPOWSKY
Consumer Advocate

FAX (717) 783-7152
E-Mail: paoca@ptd.net

January 12, 2000

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JAN 26 2000

Charles E. Rainey, Jr.,
Administrative Law Judge
PA Public Utility Commission
1302 Philadelphia State Office Bldg.
1400 West Spring Garden Street
Philadelphia, PA 19130

Via Federal Express

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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Re: Application of PECO Energy Company, Pursuant
To Chapters 11, 19, 21, 22 and 28 of the Public
Utility Code for Approval of (1) A Plan of
Corporate Restructuring, Including the Creation
of a Holding Company and (2) The Merger of the
Newly Formed Holding Company and Unicom
Corporation
Docket No. A-110550F0147

Dear Judge Rainey:

Enclosed please find an original and (2) copies of the Office of Consumer Advocate's
Prehearing Memorandum in the above-captioned proceeding.

Copies have been served upon all parties of record as shown on the attached
Certificate of Service.

Sincerely,

A handwritten signature in cursive script that reads 'Tanya J. McCloskey'.

Tanya J. McCloskey
Senior Assistant Consumer Advocate

Enclosures

cc: All parties of record
56313

EEF

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Application of PECO Energy Company Pursuant :
To Chapters 11, 19, 21, 22 and 28 Of The :
Public Utility Code For Approval Of (1) A Plan :
Of Corporate Restructuring, Including Creation :
Of A Holding Company And (2) The Merger :
Of The Newly Formed Holding Company And :
Unicom Corporation

Docket No. A-110550F.0147

**DOCUMENT
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**PREHEARING MEMORANDUM
OF THE
OFFICE OF CONSUMER ADVOCATE**

JAN 26 2000

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Pursuant to Section 333 of the Public Utility Code, 66 Pa.C.S. §333, and in response to the prehearing conference notice issued in the above-captioned matter, the Office of Consumer Advocate (OCA) provides the following information:

I. INTRODUCTION

PECO Energy Company filed an Application on November 22, 1999, requesting Pennsylvania Public Utility Commission ("PUC" or "Commission") approval of (1) a plan of corporate restructuring, including the creation of a holding company and (2) the merger of the newly formed holding company and Unicom Corporation. In addition, in its filing PECO seeks approval of various affiliated interest agreements between it and other members of the newly formed holding company with Unicom. Lastly, PECO requests the Commission to make the necessary findings to allow its new generating affiliate to obtain exempt wholesale generator ("EWG") status and to

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engage in certain affiliated power sales under Sections 32(c) and 32(k) of the Public Utility Holding Company Act of 1935 (“PUHCA”).

On December 20, 1999, the OCA filed a Notice of Intervention and Protest in order to ensure that the restructuring and merger are approved by the Commission only if (1) it is found to be in the public interest; (2) it provides substantial, affirmative benefits to PECO’s ratepayers; (3) it does not adversely affect retail competition in Pennsylvania; and (4) it is in accordance with the Public Utility Code.

II. ISSUES AND SUB-ISSUES

Based upon the OCA’s preliminary review of the Application, the OCA believes that the Application raises a number of important issues that must be resolved by the Commission before this corporate restructuring and merger are approved. The OCA has identified the following areas that require further consideration by the Commission:

- a. Affirmative Ratepayer Benefits: The OCA will examine whether the proposed merger will provide substantial, affirmative ratepayer benefits. The OCA will examine conditions that may be necessary to ensure that ratepayers receive substantial, affirmative benefits if the merger is approved.
- b. Merger Savings: PECO has identified merger savings over a five year period totaling approximately \$556 million. PECO estimates that approximately 60% of these savings are allocable to regulated operations. The OCA will examine PECO’s estimate and calculation of merger savings, its allocation of the savings between

PECO and Unicom, and its allocation of the savings between regulated operations and unregulated operations.

- c. Costs to Achieve: The OCA will examine the Company's claim for costs to achieve the merger to assure that such costs are reasonable and prudently incurred. In addition, the OCA will examine the allocation of the costs to achieve between the ratepayers and shareholders and between corporate functions and subsidiaries.
- d. Quality of Service: The OCA will examine PECO's commitment to improve quality of service in its service territory. The OCA anticipates that it will propose quality of service standards and benchmarks to ensure that this commitment is met. The OCA will also examine issues regarding local management of distribution system operations and appropriate levels of local staffing for all regulated operations.
- e. Universal Service: PECO's Application and Testimony do not discuss the management and continuation of PECO's universal service programs. The OCA will examine PECO's universal service programs to assure that these programs receive appropriate funding and local management attention in the restructured company and to assure that PECO's programs continue to improve to meet the need in PECO's service territory.
- f. Additional Nuclear Risks to PECO's Ratepayers: This merger will bring Commonwealth Edison's nuclear plants, totaling 9,214 MW, under one corporate control with PECO's nuclear plants. This presents significant risks, such as the costs and uncertainties of unforeseen nuclear decommissioning and waste management costs, the costs and uncertainties of major outages, the potential significant liabilities

that could result from increased safety requirements, and the significant costs of future capital additions. The OCA will examine the risks to ratepayers posed by the combination of nuclear plants under one corporate structure. In addition, the OCA will examine conditions that may be necessary to protect PECO ratepayers from these additional risks.

- g. Diversion of Capital: The concentration of nuclear plant ownership entail substantial risks that must be isolated from ratepayers. In addition, the distribution system reliability improvements required of Commonwealth Edison will require substantial capital. The OCA will examine what risks are involved and what conditions may be necessary to assure that PECO regulated operations will not be harmed by the merger or by a diversion of capital.
- h. Corporate Structure: The proposed corporate structure raises several issues that should be explored and resolved prior to approval of the reorganization and merger. For example, the OCA will examine accounting protocols to prevent cross subsidization, Codes of Conduct to govern the relationships between the operating companies, and potential adverse tax consequences that may result from the corporate structure.
- i. Continuation of PUC Jurisdiction: The OCA will examine whether, after the proposed merger is to commence, the Commission would retains sufficient jurisdiction, as well as access to appropriate books and records of all subsidiaries, to ensure the continued provision of safe, adequate and reliable service in Pennsylvania after the corporate restructuring occurs.

- j. Market Power and Effects On Competitive Markets: The OCA will examine the effect of this merger on the competitive retail electric market and the competitive retail natural gas market under both Section 2811 and 2210.

III. WITNESSES

The OCA intends to present the direct, rebuttal, and surrebuttal testimony, as may be necessary, of the following witnesses in this proceeding:

Merger Policy; Merger Benefits, Costs, Risks and Savings; Merger Conditions

Richard LaCapra
LaCapra Associates, Inc.
The Providence Bldg.
Suite 855
333 Washington Street
Boston, Massachusetts 02108

Market Power Analysis

Dr. William Sheperd
LaCapra Associates, Inc.
The Providence Bldg.
Suite 855
333 Washington Street
Boston, Massachusetts 02108

Quality of Service

Barbara R. Alexander
15 Wedgewood Drive
Winthrop, ME 04364

These witnesses will present testimony in written form and will also attach various exhibits, documents, and explanatory information which will assist in the presentation of the OCA's case. In order to expedite the resolution of this proceeding, the OCA requests that copies of all

interrogatories, testimony, and answers to interrogatories be mailed directly to the expert witnesses listed above as well as counsel for the OCA.

The OCA specifically reserves the right to call additional witnesses, as necessary. As soon as the OCA has determined whether an additional witness or witnesses will be necessary for any portion of its case, all parties of record will be notified.

IV. PUBLIC INPUT HEARINGS

The OCA requests that public input hearings be scheduled throughout PECO's service territory. The OCA recommends the following areas for public input hearings: City of Philadelphia, Chester County, Montgomery County, Delaware County, and Bucks County. These are the locations where public input hearings were held in PECO's electric restructuring proceeding. The OCA recommends that public input hearings be scheduled in late March and early April.

V. PROPOSED SCHEDULE

A proposed schedule is attached to this Prehearing Memorandum. The OCA has discussed scheduling issues with several parties, including PECO. It is the OCA's understanding that PECO intends to seek a waiver of the ALJ's Recommended Decision if this case is fully litigated so that a Commission decision can be rendered in June, 2000. The proposed schedule attached to this Prehearing Memorandum presumes that PECO's request for waiver is granted. If PECO's request is not granted, the OCA would propose that time be added at the end of the schedule for the ALJ's review and for Exceptions and Reply Exceptions. The OCA is willing to discuss these further scheduling matters if necessary.

VI. SETTLEMENT

The OCA envisions that the parties will engage in settlement discussions once the parties have had an opportunity to review PECO's responses to discovery requests and to develop positions on the issues raised by this Application. The OCA would support establishing a schedule of settlement conferences during the month of February and early March.

VII. DISCOVERY

To date, the OCA has served five sets of discovery upon PECO. Under the Commission's regulations allowing for 20 days for interrogatory responses in non-rate cases, PECO's responses to the first set of discovery will not be due until January 19, 2000. Based on the proposed schedule, the OCA requests that an expedited discovery schedule be established for PECO's responses to interrogatories. The OCA proposes the following modifications:

Responses Due	10 calendar days
Oral Objections Due	3 calendar days
Written Objections Due	5 calendar days
Motions to Compel Due	3 calendar days after receipt of written objections

To expedite the discovery process and meet the OCA's proposed schedule, the OCA requests that PECO be required to respond to all outstanding discovery on an expedited basis rather than on the twenty day schedule.

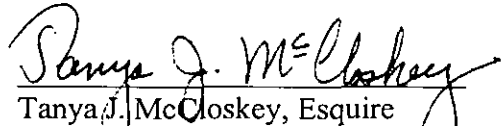
VIII. SERVICE ON OCA

The OCA will be represented in this case by Senior Assistant Consumer Advocate Tanya J. McCloskey and Assistant Consumer Advocates James A. Mullins, Stephen E. Keene, and Denise R. Foster. Two copies of all documents should be served on the OCA as follows:

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Senior Assistant Consumer Advocate
Office of Consumer Advocate
555 Walnut Street, 5th Floor, Forum Place
Harrisburg, PA 17101-1923

Telephone: (717) 783-5048
Telecopier: (717) 783-7152
E-mails: tmccloskey@paoca.org

Respectfully submitted,


Tanya J. McCloskey, Esquire
Senior Assistant Consumer Advocate
Denise R. Foster, Esquire
Assistant Consumer Advocate

Counsel For:
Irwin A. Popowsky
Consumer Advocate

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DATED: January 12, 2000
00056138.wpd

PROPOSED SCHEDULE
PECO MERGER PROCEEDING
DOCKET NO. A-110550F.0147

March 24, 2000	Intervenor Direct Testimony Due In-Hand
April 10, 2000	PECO/Unicom Rebuttal Testimony Due In-Hand
April 21, 2000	Intervenor Surrebuttal Due In-Hand
April 25-28	Evidentiary Hearings
May 18, 2000	Main Brief Due In-Hand
May 31, 2000	Reply Brief Due At Commission, Mail Date for other parties
June 2000	Commission Decision

CERTIFICATE OF SERVICE

Re: Application of PECO Energy Company, Pursuant to Chapters 11, 19, 21, 22, and 28 of the Public Utility Code for Approval of (1) A Plan of Corporate Restructuring, Including the Creation of a Holding Company and (2) The Merger of the Newly Formed Holding Company and Unicom Corporation
Docket No. A-110550F0147

I hereby certify that I have this day served a true copy of the foregoing document, OCA's Prehearing Memorandum, upon parties of record in this proceeding in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a participant), in the manner and upon the persons listed below:

Dated this 12th day of January, 2000

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Kandy Melillo, Esq.
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Greensburg, PA 15601

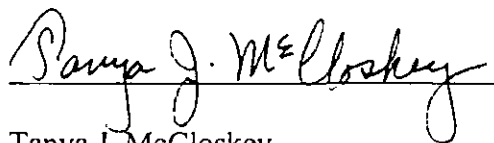
Audrey Van Dyke, Esq.
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Senior Assistant Consumer Advocate

Counsel For
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55995

COMMONWEALTH OF PENNSYLVANIA



OFFICE OF SMALL BUSINESS ADVOCATE
Suite 1102, Commerce Building
300 North Second Street
Harrisburg, Pennsylvania 17101

ORIGINAL

Bernard A. Ryan, Jr
Small Business Advocate

January 13, 2000

(717) 783-3525
(717) 783-2831 (FAX)

HAND DELIVERED

James J. McNulty, Secretary
Pennsylvania Public Utility Commission
Room B-20, North Office Building
P. O. Box 3265
Harrisburg, PA 17105-3265

Re: Application of PECO Energy Company
Docket No. A-110550F0147

RECEIVED
00 JAN 13 PM 2:44
PA P.U.C.
SECRETARY'S BUREAU

Dear Mr. McNulty:

I am delivering for filing today the original plus three copies of the:

1. Notice of Intervention of the Small Business Advocate in the above captioned matter; and
2. Public Statement of the Small Business Advocate relating to the filing of that Complaint.

Copies of each of the documents listed above are being served today on all known parties in this proceeding. A Certificate of Service to that effect is enclosed.

Sincerely,

Bernard A. Ryan, Jr.
Bernard A. Ryan, Jr.
Small Business Advocate

Enclosures

cc: Hon. Charles E. Rainey, Jr.
Administrative Law Judge
Parties of Record
Stanford L. Levin, Ph.D
Mr. Brian Kalcic

23

DOCUMENT
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BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

ORIGINAL

Application of PECO Energy Company :
Pursuant to Chapters 11, 19, 21, 22 :
and 28 of the Public Utility Code, :
For Approval of (1) a Plan of : Docket No. A-110550F0147
Corporate Restructuring, Including :
the Creation of a Holding Company :
and (2) the Merger of the Newly :
Formed Holding Company and Unicom :
Corporation :

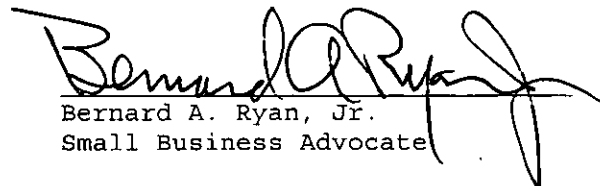
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SECRETARY'S BUREAU

Office of
Small Business Advocate
Notice_of_Intervention

The Office of Small Business Advocate, an agency of the Commonwealth authorized by the Small Business Advocate Act (Act 181 of 1988, 73. P.S. §§399.41 - 399.50) to represent the interest of small business consumers as a party in proceedings before the Pennsylvania Public Utility Commission, files this Notice of Intervention in this proceeding pursuant to the provisions of 52 Pa. Code §5.71(a)(1).

Representing the Office of Small Business Advocate in this proceeding are:

Bernard A. Ryan, Jr.
Office of Small Business Advocate
Suite 1102, Commerce Building
300 North Second Street
Harrisburg, Pennsylvania 17101
(717) 783-2525


Bernard A. Ryan, Jr.
Small Business Advocate

Dated: January 13, 2000

DOCKETED

JAN 14 2000

DOCUMENT
FOLDER

PUBLIC STATEMENT OF
SMALL BUSINESS ADVOCATE
CONCERNING THE INTEREST
OF SMALL BUSINESS CONSUMERS
TO BE PROTECTED BY THE FILING OF A
NOTICE OF INTERVENTION
IN THE APPLICATION OF
PECO ENERGY COMPANY
AT DOCKET NO. A-110550E0147

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SECRETARY'S BUREAU
ORIGINAL

The Small Business Advocate is authorized and directed to represent the interest of small business consumers of utility services in Pennsylvania under the provisions of the Small Business Advocate Act, Act 181 of 1988, 73 P.S. §§399.41 - 399.50 (the "Act"). The Act further provides that the Small Business Advocate is to issue publicly a written statement setting forth the specific interest of small business consumers to be protected by the intervention in any proceeding involving those interests before the Public Utility Commission ("PUC" or "Commission"). This public statement relates to the filing today by the Small Business Advocate of a notice of intervention in the application proceeding to approve the (1) Plan of Corporate restructuring, Including the Creation of a Holding Company and (2) the Merger of the Newly Formed Holding Company and Unicom Corporation of PECO Energy Company ("PECO" or "Company") filed on November 22, 1999.

The Office of Small Business Advocate ("OSBA") has intervened in this proceeding to assure that the interests of PECO's small business customers are adequately represented and protected. While the OSBA intends to review all aspects of PECO's application, the OSBA will particularly focus on any issue where the impact on the interests of the Company's small business consumers is significantly and unjustifiably different from the impact on other classes of customers.

In order to represent and protect the interests of PECO's small business customers, the OSBA intends to participate actively in this proceeding. The OSBA will evaluate all aspects of PECO's application to ensure that the needs and

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JAN 14 2000

interests of small business customers are protected. To the extent that any features of PECO's proposal would adversely affect small businesses, the OSBA intends to raise such issues.

Finally, the OSBA will review all items submitted by other parties to this proceeding. As necessary to protect the interests of small businesses, the OSBA also will respond to or endorse the positions of other parties.

Date: January 13, 2000

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of PECO Energy Company :
Pursuant to Chapters 11, 19, 21, 22 :
and 28 of the Public Utility Code, :
For Approval of (1) a Plan of : Docket No. A-110550F0147
Corporate Restructuring, Including :
the Creation of a Holding Company :
and (2) the Merger of the Newly :
Formed Holding Company and Unicom :
Corporation :

Certificate_of_Service

I certify that I am serving a copy of the Notice of Intervention and Public Statement and Prehearing Memorandum on behalf of the Office of Small Business Advocate by first class mail upon the persons addressed below:

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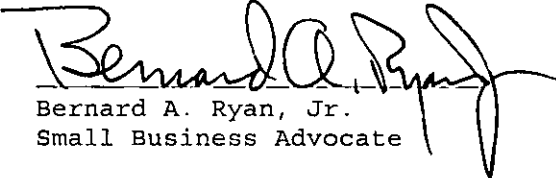
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Bernard A. Ryan, Jr.
Small Business Advocate

Dated: January 13, 2000

ORIGINAL



January 13, 2000

Secretary James McNulty
Pennsylvania Public Utility Commission
P.O. Box 3265
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Harrisburg, Pennsylvania 17105-3265

DOCUMENT FOLDER

RECEIVED
00 JAN 13 PM 4:21
PA.P.U.C.
SECRETARY'S BUREAU

RE: Application of PECO Energy
Docket No. A-110550F0147

Dear Secretary McNulty:

Enclosed for filing please find an original and three copies of the Prehearing Memorandum on behalf of Citizens for Pennsylvania's Future, et al, (the "PennFuture Parties") that has been provided to ALJ Rainey and served on the parties as indicated on the attached Certificate of Service.

Sincerely,

Peter Meadows Adels

Citizens for Pennsylvania's Future
212 Locust Street - Suite 410
Harrisburg, PA 17101
Tele: 717-214-7920
Fax: 717-214-7927
e-mail: info@pennfuture.org

SRB

ORIGINAL

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

**APPLICATION OF PECO ENERGY :
COMPANY, PURSUANT TO CHAPTERS :
11, 19, 21, 22 AND 28 OF THE PUBLIC :
UTILITY CODE, FOR APPROVAL :
OF (1) A PLAN OF CORPORATE :
RESTRUCTURING, INCLUDING THE :
CREATION OF A HOLDING COMPANY :
AND (2) THE MERGER OF THE NEWLY :
FORMED HOLDING COMPANY AND :
UNICOM CORPORATION**

DOCKET NO. A-110550F0147

DOCKETED

JAN 18 2000

**PA.P.U.C.
SECRETARY'S BUREAU**

00 JAN 13 PM 4:21

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PREHEARING CONFERENCE MEMORANDUM

Pursuant to the Prehearing Conference Order of Administrative Law Judge Charles Rainey dated December 28, 1999, Citizens for Pennsylvania's Future, d/b/a PennFuture, Liz Robinson, Ron Celentano, Roger Clark, Julie Dugery, Lonnie Golden, June Cairns, Felicia Coward, Gertrude Weaver, Darryl Jones, and Donna Henry, (hereafter the "PennFuture Parties"), Protestors and Intervenors in the referenced proceeding, hereby submit the following Prehearing Conference Memorandum:

1,2. Status of discovery and settlement discussions:

Shortly after filing the Application, PECO informally offered the PennFuture Parties the opportunity to engage in informal discovery prior to the commencement of formal proceedings in this case, with the hope that parameters for settlement discussions could be identified. On December 15, 1999, PennFuture submitted an extensive list of matters to be the subject of informal discovery sessions, including specific data requests. PennFuture and PECO engaged in two informal discovery sessions on December 17, 1999 and December 20, 1999.

**DOCUMENT
FOLDER**

As agreed during the informal discovery sessions, on January 7, 2000, PennFuture presented PECO with a document concluding that the merger application as filed did not meet the statutory standards required for approval by the Commission. The PennFuture document included an "Itemization of Potential Public Service Benefits for PECO/Unicom Merger Approval." PennFuture developed the Itemization after informal consultation with several other parties in this proceeding, as well as interested parties in the Unicom service territory, but the Itemization is not intended to reflect the views of any other party or potential party. While the Itemization included suggestions for settlement discussions, it was not a settlement proposal. As of January 12, 2000, there has been no discussion with PECO since presentation of the Itemization.

The PennFuture Parties conclude that settlement of this proceeding is possible and that the discovery rules and procedural schedule adopted should facilitate the opportunity for productive settlement discussions. The PennFuture Parties will distribute the Itemization to all participating parties upon the commencement of such discussions.

The PennFuture Parties have not as yet submitted any formal discovery requests.

3.4. Proposed discovery schedule and rules:

The PennFuture Parties support adoption of discovery rules and a schedule that facilitate the earliest communication of information about the merger proposal as practical, so that settlement discussions might be productive. Generally, the PennFuture Parties support the proposals of the Office of Consumer Advocate concerning discovery. The PennFuture Parties suggest that discovery must be continuing throughout the proceeding, especially after the conclusion of any settlement discussions, but propose a rule that proscribes discovery requests during the two-week period prior to scheduled

filing of testimony so that parties, especially those with limited resources, will not be disadvantaged.

The PennFuture Parties encourage use of e-mail for written discovery requests and responses, relying on delivery of materials only to parties so requesting or as required by the nature of the materials.

The PennFuture Parties also suggest encouraging service of documents by e-mail unless a party requests receipt of a physical document.

5. Admissions or stipulations:

None at this time.

6. Issues to be addressed:

Since the PUC is statutorily permitted to approve the merger only upon finding that the merger is necessary and proper for public service, the broad issue to be addressed in the proceeding is whether the merger, as it may be modified, can be approved as necessary and proper for public service. More specifically, the issue presented is whether the merger is a necessary or proper proposal to improve safe, reliable, clean and affordable service from Applicant. If not, the merger may be desirable for other corporate purposes but will not meet the statutory requirement.

The PennFuture Parties have identified several issues concerning whether the merger is detrimental, neutral, or necessary for public service. However, the PennFuture Parties reserve the right to address other issues raised as the proceeding progresses:

- a. whether the merger will provide rate reductions or protections for consumers or share any potential benefits of the proposed merger with customers;
- b. whether the merger will improve, prevent deterioration, and correct existing problems with distribution and customer service quality and reliability;

- c. whether the merger will improve, prevent deterioration, and correct existing problems with PECO's universal service and conservation programs;
- d. whether the merger will preclude the risk to public safety or PECO ratepayer financial or service exposure due to the financial and management responsibility for the operation, shutdown, and decommissioning of all nuclear plants currently owned and/or operated by PECO or Unicom, or those that become owned, operated and/or otherwise the responsibility of PECO, Unicom or any related entities in the future;
- e. whether the merger will permit PECO to improve its public service and public health by reducing emissions at its fossil fuel generation plants;
- f. whether the merger will facilitate interconnection of new competitive generation facilities and renewable projects, including distributed generation, with PECO's transmission and distribution systems; and
- g. whether the proposed merger can be completed because of the legal requirements of the Public Utilities Holding Company Act.

7, 8. Witnesses:

The PennFuture Parties have not definitively selected witnesses at this time and reserve the right to present other witnesses to be identified as required in advance of the filing of testimony. At this time, the PennFuture Parties expect to call the following as witnesses:

- a. John Rohrbach, Chief Economist, Citizens for Pennsylvania's Future, 212 Locust Street, Suite 410, Harrisburg, PA 17101. Rate issues, merger savings, nuclear decommissioning, system reliability.
- b. Liz Robinson, 566 Jamestown St., Philadelphia, PA 19128. Ms. Robinson, who is the Executive Director of the Energy Coordinating Agency, is participating in her individual capacity. Universal Service and Energy Conservation, Customer Service.
- c. Ron Celentano, principal, Celentano Energy Consulting, 7821 Flourtown Ave., Wyndmoor, PA 19038. Interconnection, net metering, system reliability.
- d. Roger Clark, 905 Denston Dr., Ambler, PA 19002. Mr. Clark, who is the Director of NESIP, the Non-Profit Energy Savings Investment Program, is participating in his individual capacity. Renewable generation and emissions.

9,10,12,13,14. Proposed Schedule:

The PennFuture Parties accept the March 24, 2000 filing date for Intervenor testimony as proposed by OCA. In our view, that filing date provides adequate time to explore settlement of this proceeding, an essential consideration in the scheduling of this proceeding. However, Intervenors cannot and should not be expected to prepare to file direct testimony while engaging in time-consuming efforts to settle this proceeding. If the parties agree that productive settlement discussions continue as of February 24, 2000, the March 24, 2000 filing date should be adjusted to a date not less than one month following the conclusion of settlement discussions. Other scheduled dates would then be extended comparably.

In addition, the PennFuture Parties accept the PECO proposal for a schedule that excludes an ALJ recommendation, but only on the condition that the Commissioners agree to hear the testimony in the proceeding en banc. The substantial record likely to be developed in these proceeding requires the active consideration of the Commissioners if no ALJ assessment of the record and recommendation, Exceptions, or Reply Exceptions will be available. If the Commissioners choose not to hear the case en banc, the PennFuture Parties propose to extend the proposed OCA schedule to include an ALJ Recommended decision approximately one month after the submission of Reply Briefs, Exceptions about two weeks thereafter, Reply Exceptions about one week thereafter, and a Commission decision not less than one month thereafter.

11. Public input hearings:

Public input hearings should be held throughout the PECO service territory as proposed by OCA.

15. Other information:

The PennFuture Parties have no other pertinent information to submit at this time.

Respectfully submitted,

A handwritten signature in black ink that reads "Peter Meadows Adels". The signature is written in a cursive style with a large initial "P".

Peter Meadows Adels
Citizens for Pennsylvania's Future
117 S. 17th Street, Suite 1801
Philadelphia, PA 19103
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Certificate of Service

I hereby certify that I have this day served the foregoing document on the following in the matter of PECO Energy Company's Application For Approval of (1) A Plan of Corporate Restructuring, Including the Creation of a Holding Company and (2) The Merger of the Newly Formed Holding Company and Unicom Corporation; by e-mail and/or fax as indicated and by First Class Mail:

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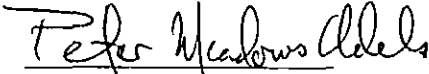
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January 13, 2000

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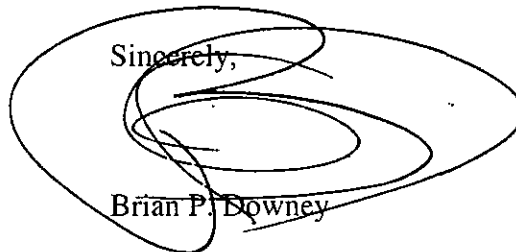
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Re: Application of PECO Energy Company Pursuant to Chapters 11, 19, 21, 22, and 28 of the Public Utility Code for Approval of (1) a Plan of Corporate Restructuring, Including the Creation of a Holding Company and (2) Merger of the Newly Formed Holding Company and Unicom Corporation:
Docket No. A-110550F0147

Dear Secretary McNulty:

Enclosed for filing with the Commission are the original and three (3) copies of the Prehearing Conference Memorandum of the National Railroad Passenger Corporation in the above-referenced proceeding.

As shown by the attached Certificate of Service, all parties to this proceeding are being duly served. Please time-stamp the extra copies and return them with our messenger. Thank you for your assistance with this matter.

Sincerely,

Brian P. Downey

Enclosures

cc: All counsel of Record
Charles E. Rainey, Jr., Administrative Law Judge

SRB

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

ORIGINAL

APPLICATION OF PECO ENERGY
COMPANY, PURSUANT TO
CHAPTERS 11, 19, 21, 22 AND 28 OF
THE PUBLIC UTILITY CODE, FOR
APPROVAL OF (1) A PLAN OF
CORPORATE RESTRUCTURING,
INCLUDING THE CREATION OF A
HOLDING COMPANY AND (2) THE
MERGER OF THE NEWLY FORMED
HOLDING COMPANY AND UNICOM
CORPORATION

Docket No. A-110550F0147

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PREHEARING CONFERENCE MEMORANDUM OF THE
NATIONAL RAILROAD PASSENGER CORPORATION

Pursuant to the order issued December 28, 1999 by Administrative Law Judge Charles E. Rainey, Jr., the National Railroad Passenger Corporation ("Amtrak") hereby submits this prehearing memorandum. Amtrak reserves the right to amend or supplement this memorandum. Any identification of Amtrak's witnesses or of the issues that Amtrak intends to raise is preliminary in nature and is based upon the limited information now available.

Judge Rainey specifically required that all parties address 15 specific items.

Amtrak addresses each item in sequence, as follows:

1. The Status Of Any Settlement Discussions. Amtrak is prepared to begin negotiating with PECO immediately. Amtrak anticipates that its first settlement meeting with PECO relating to this proceeding will be held within a matter of days.

2. The Status Of Discovery. Amtrak has not yet filed any discovery requests. Amtrak does intend to seek information from PECO in the future, both formally and informally.

3. Proposed Discovery Rules. Any pre-hearing order issued by Judge Rainey or by the Public Utility Commission (“PUC” or “Commission”) should strongly encourage all parties to negotiate and promptly resolve discovery disputes whenever possible. In any motion to compel, the moving party should be required to certify that prior to filing of the motion, an effort was made to resolve the discovery dispute through negotiations. If disputes arise that require resolution by Judge Rainey or by PUC, Amtrak recommends use of the PUC rules for formal proceedings, as modified with expedited deadlines. If necessary, case law under those rules and under the Federal Rules of Civil Procedure can be relied upon as a source of guidance in interpreting the PUC’s rules.

To avoid unnecessary delay, discovery requests should be served in written form and in e-mail. In addition, responses to interrogatories and document requests

should be due within seven (7) calendar days of e-mail receipt of the request. If a motion to compel is filed, the response should then be due within five (5) calendar days. In addition, all discovery pleadings, including all responses, should be served by e-mail and by either overnight mail or by telecopier. Finally, any discovery pleading received after 3:00 p.m. shall be deemed to have been received the following business day.

In addition, within the next thirty (30) days, a standardized protective order should be developed to allow the release of confidential information and documents subject to appropriate restrictions. Parties or counsel seeking access to confidential data should be required to execute and abide by the protective order.

To ensure that pertinent information is shared by all parties, discovery pleadings, including all responses to interrogatories and all related objections, and all objections to other discovery requests, should be served upon counsel for all parties of record. Documents should be produced to the requesting party and should be made available to all parties.

4. Proposed Schedule For Discovery. The discovery process has already begun. In Amtrak's view, absent good cause, the period for discovery should end prior to the start of the evidentiary hearings. Under Amtrak's proposed schedule, which is set forth in Appendix A to this memorandum, discovery would end by May 31, 2000.

5. Any Admissions Or Stipulations. Amtrak offers no proposed stipulations at this time.

6. The Issues To Be Addressed In This Case. The fundamental issue in this proceeding is whether PECO has met its burden of establishing that approval of the proposed merger is “necessary or proper for the service, accommodation, convenience, or safety of the public.” (66 Pa. C.S. § 1103(a) (emphasis added).) A closely related question is whether the proposed merger “is likely to result in anticompetitive or discriminatory conduct” which will prevent the utility’s customers “from obtaining the benefits of a properly functioning and workable competitive retail electricity market.” (66 Pa. C.S. § 2811(e)(1).) Ultimately, in addressing these issues, the PUC may approve or disapprove the proposed transaction or may authorize the transaction subject to appropriate conditions. The PUC has authority to impose any conditions that are “just and reasonable” or that are necessary “to preserve the benefits” of a competitive and properly functioning market. (66 Pa. C.S. §§ 1103(a), 2811(e)(2).)

Specific issues, among others, that are likely to arise in this proceeding are:

(a) whether PECO should pass through to its ratepayers all or a substantial portion of the cost savings attributable to this merger; (b) whether this pass-through should be implemented immediately or as the cost savings arise; (c) whether PECO has accurately estimated the cost savings that will be obtained from this merger; (d) whether cost

savings passed through to ratepayers should be used solely to reduce transmission and distribution rates or should also be used to reduce PECO's competitive transition charges ("CTCs"); (e) whether costs savings obtained by PECO's unregulated affiliates should be taken into account by the PUC in deciding upon the pass-through of cost-savings in PECO's regulated operations; (f) whether the proposed merger alters prior estimates, determinations, or settlement arrangements relating to PECO's stranded costs; (g) whether PECO's commitment to improve its service and reliability in connection with this merger should be enforced by having the PUC establish objective service or reliability standards; (h) whether PECO should commit specifically to improving its operation and maintenance of the frequency converters used in delivering electric traction power to Amtrak; (i) whether PECO should maintain or establish accounting systems that prevent a diversion of revenue from PECO to the Unicom Corporation ("Unicom") and that prevent cross-subsidization of Unicom or its customers in Illinois; (j) whether PECO has engaged in anticompetitive conduct and will, after consummation of any merger, continue to engage in such conduct by failing to establish transparent and reasonable interconnection standards for generating units operated by rival firms; (k) whether PECO has engaged in anticompetitive conduct and will continue to engage in anticompetitive conduct by refusing to interconnect with Amtrak's interstate transmission system on reasonable terms and by refusing to allow Amtrak to transmit surplus power into PECO's distribution or transmission system; and (l) whether PECO

has engaged in anticompetitive conduct and will continue to engage in anticompetitive conduct by failing to provide energy consumption and billing data to rival generation suppliers on a timely basis.

7. The Identities Of Amtrak's Witnesses. Amtrak has not made a final decision on who will provide testimony in this proceeding. While reserving the right to alter or expand its witness list, Amtrak identifies the following witnesses on a provisional basis:

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8. The Issues That Each Witness Will Address. Amtrak's witnesses will address the issues identified in the response to item no. 6 above. No decision has been made regarding the allocation of these issues among the Amtrak witnesses. Amtrak also anticipates that other issues are likely to arise as new information is developed, and this may affect the division of responsibility among the witnesses.

9. A Proposed Schedule For The Submission Of Written Testimony. Amtrak is prepared to negotiate a schedule for this proceeding that meets the needs of all the parties. Amtrak encourages PECO and all other parties to complete such negotiations prior to the prehearing conference scheduled for January 20, 2000. In the meantime,

pursuant to the Order issued by Judge Rainey, Amtrak sets forth an initial proposal in Appendix A to this memorandum. Amtrak proposes that intervenors file written testimony on April 14, 2000. PECO should be permitted to file written rebuttal testimony on May 15, 2000. Finally, intervenors and protestants should then file written surrebuttal testimony on May 31, 2000.

10. A Proposed Schedule For Evidentiary Hearings. Judge Rainey or the PUC should set aside approximately six days for the hearings in this case. The hearings should begin soon after all written testimony has been filed. Under Amtrak's proposed schedule, the hearings would begin on June 5, 2000 and continue through June 12, 2000, as necessary.

11. A Proposed Schedule And Proposed Places For Public Input Hearings. Amtrak takes no position on the scheduling of public input hearings.

12. A Proposed Briefing Schedule. Initial post-hearing briefs of PECO and all other parties should be filed approximately four weeks after the close of the evidentiary hearings. Under Amtrak's proposed schedule, these opening briefs would be due July 7, 2000.

Reply briefs would then be due three weeks later, or by July 28, 2000.

13. A Proposed Date For The Administrative Law Judge's Initial Decision. PECO has requested that the Commission eliminate the step of having an initial decision by the Administrative Law Judge. Amtrak takes no position on this request. If an initial decision is issued, Amtrak proposes a date of September 8, 2000 or approximately five weeks after the close of record.

14. A Proposed Date For The Commission's Final Decision. If the Commission eliminates the step of having the Administrative Law Judge issue an initial decision, the Commission should have at least six weeks after the close of briefing to issue its decision. Under Amtrak's proposed schedule, this would result in a decision date of approximately September 15, 2000.

Alternatively, if an initial decision is issued by the Administrative Law Judge on September 8, 2000, the parties would need at least 30 days to file briefs with the Commission. These briefs would then be due on October 9, 2000. The Commission could then issue a final decision by November 17, 2000.

15. Other Pertinent Information. Amtrak encourages PECO and all other parties to begin substantive negotiations as soon as possible. Amtrak's view is that if all the parties devote the necessary time and energy to the settlement process, it should be possible to negotiate a global settlement within approximately 90 days.

Respectfully submitted,



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Dated: January 13, 2000

Counsel for National Railroad Passenger
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APPENDIX A

PROPOSED SCHEDULE FOR PECO/UNICOM
MERGER PROCEEDING -- DOCKET NO. A-110550F0147

April 14, 2000	Written Direct Testimony Of Intervenors
May 15, 2000	Written Rebuttal Testimony Of PECO And Unicom
May 31, 2000	Written Surrebuttal Testimony Of Intervenors
June 5-12, 2000	Evidentiary Hearings
July 7, 2000	Opening Post-Hearing Briefs Of All Parties
July 28, 2000	Reply Briefs Of All Parties
September 2000	Decision By Commission Or Initial Decision By Administrative Law Judge
November 2000	Decision, If Necessary, By Commission On Appeals From Any Initial Decision Issued By The Administrative Law Judge

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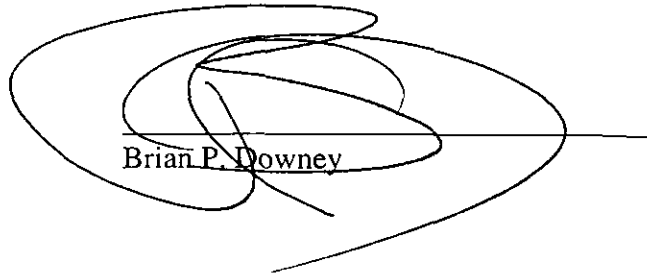
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January 13, 2000

VIA HAND DELIVERY

DOCUMENT
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Honorable Charles E. Rainey, Jr.
Administrative Law Judge
PA Public Utility Commission
1302 Philadelphia State Office Building
1400 West Spring Garden Street
Philadelphia, PA 19130

RE: Application of PECO Energy Company, Pursuant to
Chapters 11, 19, 21, 22 and 28 of the Public Utility
Code for Approval of (1) A Plan of Corporate
Restructuring, Including the Creation of a Holding
Company and (2) The Merger of the Newly Formed
Holding Company and Unicom Corporation
Docket No. A-110550F0147

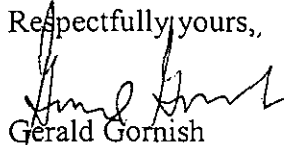
EEF

Dear Judge Rainey:

Enclosed please find an original and (2) copies of the Prehearing Memorandum of
Enron Energy Services, Inc. in the above-captioned proceeding.

Copies have been served upon all parties of record as shown on the attached
Certificate of Service.

Respectfully yours,



Gerald Gornish

For WOLF, BLOCK, SCHORR and SOLIS-COHEN LLP

GG/kc
Enclosures
cc: All parties of Record
James J. McNulty, Secretary

DSB:681959.1

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION
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SECRETARY'S BUREAU

Application of PECO Energy Company
Pursuant to Chapters 11, 19, 21, 22 and 28
of the Public Utility Code, for Approval of
(1) A Plan of Corporate Restructuring,
Including the Creation of a Holding
Company and (2) The Merger of the Newly
Formed Holding Company and Unicom
Corporation

Docket No: A-110550F0147

DOCKETED
JAN 19 2000

PREHEARING MEMORANDUM OF
ENRON ENERGY SERVICES, INC.

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Pursuant to 52 Pa. Code §§5.221-5.223 and the Prehearing Conference Order of
Administrative Law Judge Rainey dated December 28, 1999, Enron Energy Services, Inc.
("Enron) provides the following information as requested by such Order:

(1)-(2) There is nothing to report regarding settlement discussions or discovery.

Enron expects to issue its first set of interrogatories imminently.

(3)-(4) Enron adopts the proposed discovery rules and discovery schedule
proposed by the Office of Consumer Advocate ("OCA").

(5) There are no admissions or stipulations at this time.

(6) Enron has not yet identified the specific issues that it will address in this case, but expects to do so after further review of the filing and discovery. At the present time, Enron's principal concern is to assure that PECO demonstrates that its requested restructuring and merger are not "likely to result in anticompetitive or discriminatory conduct, including the unlawful exercise of market power, which will prevent retail. . . customers in this Commonwealth from obtaining the benefits of a properly functioning and workable competitive retail. . . market" under both Sections 2811(e) and 2210 of the Public Utility Code. In addition, in Enron's view, PECO/Unicom must demonstrate that the merger will provide affirmative benefits, including competitive benefits. Accordingly, Enron will examine the effect of the proposed merger on both the competitive retail electric market and the competitive retail natural gas market to determine whether or not PECO has satisfied its burden of proof.

Enron will also examine the relationship between PECO and its newly-formed affiliates to require PECO to demonstrate that the codes of conduct that govern the relationships between these companies will be strictly followed and adhered to.

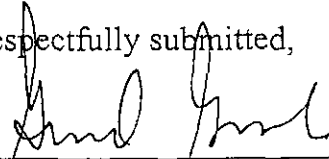
Enron reserves the right to add and address additional issues raised by the proposed merger.

(7)-(8) Enron is still reviewing this matter and has not yet determined the witnesses, if any, Enron will sponsor.

(9)-(14) Enron is willing to adopt the schedule proposed by the OCA.

(15) Enron is willing to participate in any meaningful settlement discussions or conferences that may be appropriate to narrow or resolve any or all of the issues prior to the hearing in this matter.

Respectfully submitted,



Daniel Clearfield
Gerald Gornish
Kevin Moody

Attorneys for Enron Energy Services, Inc.

Of Counsel:

WOLF, BLOCK, SCHORR AND SOLIS-COHEN LLP
212 Locust Street, Suite 300
Harrisburg, PA 17101
(717) 237-7160

Dated: January 13, 2000

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of PECO Energy Company
Pursuant to Chapters 11, 19, 21, 22 and 28
of the Public Utility Code, for Approval of
(1) A Plan of Corporate Restructuring,
Including the Creation of a Holding
Company and (2) The Merger of the Newly
Formed Holding Company and Unicom
Corporation

Docket No. A-110550F0147

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing documents upon
the participants, listed below, in accordance with the requirements of 52 Pa. Code § 1.54:

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Gerald Gornish

Dated: January 13, 2000

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January 13, 2000

JOYCE COLLIER BRONG
Of Counsel

VIA HAND DELIVERY

The Honorable Charles E. Rainey
Administrative Law Judge
Pennsylvania Public Utilities Commission
1302 Philadelphia State Office Bldg.
1400 West Spring Garden Street
Philadelphia, PA 19130

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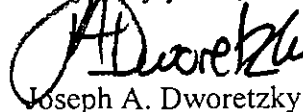
**Re: In re: Application of PECO Energy Company, Pursuant to
Chapters 11, 19, 21, 22 and 28 of the Public Utility Code, for
Approval of (1) a Plan of Corporate Restructuring, Including
the Creation of a Holding Company, and (2) the Merger of the
Newly Formed Holding Company and Unicom Corporation;
Application Docket No. A-110550F0147**

EEF

Dear Judge Rainey:

Enclosed are the original and three copies of the Mid-Atlantic Power Supply Association's Prehearing Conference Memorandum in the above-captioned proceeding. Thank you.

Very truly yours,


Joseph A. Dworetzky

Enclosure

cc: Certificate of Service
Pennsylvania Public Utilities Commission

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

In re: Application of PECO Energy Company, :
Pursuant to Chapters 11, 19, 21, 22 and 28 of :
the Public Utility Code, for Approval of (1) a :
Plan of Corporate Restructuring, Including the :
Creation of a Holding Company, and (2) the :
Merger of the Newly Formed Holding :
Company and Unicom Corporation :

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Application Docket No. A-110550F0147

DOCKETED

JAN 19 2000

PREHEARING CONFERENCE MEMORANDUM
OF MID-ATLANTIC POWER SUPPLY ASSOCIATION

Mid-Atlantic Power Supply Association ("MAPSA") respectfully submits this Prehearing Conference Memorandum in the above-captioned matter in accordance with the Prehearing Conference Order dated December 28, 1999. MAPSA filed its Protest and Petition to Intervene on December 20, 1999.

I. ISSUES IN THIS PROCEEDING

The issues MAPSA believes need to be resolved in this proceeding are set forth in MAPSA's Protest and Petition to Intervene. There are two separate transactions that are part of PECO's application. The first is PECO's proposed corporate restructuring (the "Restructuring"). The second is the proposed merger with Unicom (the "Merger"). The Restructuring and the Merger each raise important issues in Pennsylvania's newly deregulated competitive retail market. MAPSA's primary focus with respect to both the Merger and the Restructuring is to ensure a level playing field for suppliers seeking to compete for customers in the retail market.

The major categories of issues are:

- Benefits of merger to retail competition.
- Proper allocation of merger savings.
- Impact on reliability.

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- Nuclear decommissioning costs.
- Market power.
- Cross subsidization and propriety of inter-company allocations.
- Codes of conduct.

Because many of the details of the Restructuring and Merger are yet unknown, the parties must have an opportunity to discover and understand the manner in which the transactions will impact the competitive market. These issues are complicated, and will best be explored through comprehensive discovery and thorough hearings on a schedule of the sort proposed below.

PECO has recently filed a securitization proceeding. MAPSA is in the process of analyzing the relationship of that filing to these proceedings and may wish to address that issue at the prehearing conference.

II. SETTLEMENT DISCUSSIONS

MAPSA at present has not participated in, and is unaware of, any settlement discussions in this proceeding.

III. WITNESSES

At this time, MAPSA intends to present the testimony of one or more witnesses at hearings on the Application. Each witness will present testimony in the form and at the times determined by the Administrative Law Judges assigned to this case. The identity of specific witnesses who will provide testimony on behalf of MAPSA has not yet been determined. This information, however, will be provided to all active parties of record as soon as it becomes available. MAPSA specifically reserves the right to call additional witnesses, as may be necessary, based on its continued analysis of the Application, based on ongoing discovery, and based on testimony to be presented by the parties to this proceeding.

IV. STATUS OF DISCOVERY

On January 6, 2000, MAPSA served its First Set of Interrogatories and Requests for Documents to PECO Energy Company by telecopier and first-class mail, and its second set on January 13, 2000. PECO, pursuant to the Rules of Procedure of the Public Utilities Commission, must respond to these discovery requests within twenty days of service, i.e., at the end of January and early February respectively. MAPSA is also aware that other parties have served interrogatories on PECO. In light of the complicated nature of the Application and the issues raised thereby, MAPSA respectfully suggests that no limitations be placed on discovery, and that discovery proceed according to the usual rules of the Public Utilities Commission.

V. STIPULATIONS AND ADMISSIONS

Given the limited extent of discovery completed thus far and the lack of settlement negotiations to date, MAPSA is not prepared to enter into any stipulations or admissions at this time.

VI. SCHEDULE

PECO proposes an expedited litigation schedule for this proceeding, to be concluded by April. It suggests that "[s]uch a schedule would be consistent with the time taken by the Commission to review and act upon recent merger applications."

MAPSA categorically opposes such an expedited schedule. The issues raised by this proceeding are numerous and complicated, as set forth in MAPSA's Protest and Petition to Intervene. Much detail concerning the Restructuring and Merger yet remains to be revealed. In addition, MAPSA believes that the Application raises many concerns about market power and competition in the wholesale and retail electrical service markets. Accordingly, MAPSA proposes the following schedule for discovery, written testimony, evidentiary hearings, public-

input hearings, briefing and decisions:

March 24, 2000	Intervenor Direct Testimony Due In-Hand
April 21, 2000	PECO/Unicom Rebuttal Testimony Due In-Hand
May 12, 2000	Intervenor Surrebuttal Due In-Hand
May 23-26, 2000	Evidentiary Hearings
June 28, 2000	Main Brief Due In-Hand
July 19, 2000	Reply Brief Due In Hand to ALJ, Mailing Date for all other parties
Week of August 21, 2000	ALJ Recommended Decision Exceptions and Reply Exceptions As Scheduled
October, 2000	Commission Decision

VII. LOCATION

MAPSA suggests that all evidentiary hearings be held in Philadelphia.

HANGLEY, ARONCHICK, SEGAL & PUDLIN

By:



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DATED: January 13, 2000

CERTIFICATE OF SERVICE

I hereby certify that on January 13, 2000 I served a true and correct copy of the foregoing Prehearing Conference Memorandum of Mid-Atlantic Power Supply Association on the following active participants and parties of record by first-class mail, postage prepaid:

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January 13, 2000

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and General Counsel

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Deputy General Counsel

Sandra H. Byrne
Legal Administrator

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Ellen M. Cavanaugh
Jessica N. Cone
Todd D. Cutler
Harvey B. Dikter
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Vina Waldron Gaston
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Assistant General Counsel

By Hand Delivery

Honorable Charles E. Rainey, Jr.
Administrative Law Judge
1302 Philadelphia State Office Building
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Philadelphia, PA 19130

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Re: Application of PECO Energy Company, Pursuant to Chapters 11, 19, 21, 22 and 28 of the Public Utility Code, for Approval of (1) A Plan of Corporate Restructuring, Including the Creation of a Holding Company and (2) The Merger of the Newly Formed Holding Company and Unicom Corporation;
Docket No. A-110550F0147

Dear Judge Rainey:

Enclosed is PECO Energy Company's Prehearing Memorandum in the above-referenced matter.

Sincerely,

Paul Bonney

EEF

PRB/mbo
Enclosures

cc: Certificate of Service (via email & fax)
James J. McNulty, Secretary (first class mail)

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

003794
APPLICATION OF PECO ENERGY
COMPANY, PURSUANT TO CHAPTERS
11, 19, 21, 22 AND 28 OF THE PUBLIC
UTILITY CODE, FOR APPROVAL
OF (1) A PLAN OF CORPORATE
RESTRUCTURING, INCLUDING THE
CREATION OF A HOLDING COMPANY
AND (2) THE MERGER OF THE NEWLY
FORMED HOLDING COMPANY AND
UNICOM CORPORATION

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APPLICATION
DOCKET NO. A-110550F0147

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JAN 19 2000

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PREHEARING MEMORANDUM
OF
PECO ENERGY COMPANY

I. INTRODUCTION

1. On November 22, 1999, PECO filed the above-captioned Application requesting that the Commission issue an Order approving a plan of corporate restructuring, including the creation of a holding company ("Restructuring"), and the merger of the newly formed holding company and Unicom Corporation ("Merger"). More specifically, PECO asked that the Commission authorize: (1) the formation of a holding company and the transfer of certain assets and common facilities from PECO to its newly established corporate affiliates; and (2) the merger of the newly formed holding company with Unicom Corporation ("Unicom"). In addition, PECO sought approval of various affiliated interest agreements between it and other members of the new holding company system. Finally, PECO asked the Commission to make the

findings needed for its new generating company affiliate to obtain "exempt wholesale generator" ("EWG") status and to engage in certain affiliated power sales under Sections 32(c) and 32(k) of the Public Utility Holding Company Act of 1935 ("PUHCA").

2. Notice of PECO's Application was published in the *Pennsylvania Bulletin* on December 4, 1999 and interested parties were given until December 20, 1999 to file formal Protests and/or Petitions to Intervene. To date, PECO has been served with nineteen Protests and Petitions to Intervene from the following parties: Allegheny Energy Supply Company, LLC; Allegheny Power; Citizens For Pennsylvania's Future ("CPF"); Clean Air Council, et al. ("CAC"); Conectiv Energy; Consumers Education and Protective Association, et al. ("CEPA"); East Brandywine Township; Enron Energy Services, Inc.; Eric Joseph Epstein; Senator Vincent J. Fumo; Industrial Energy Consumers of Pennsylvania ("IECPA"); Patricia McNamara; Mid- Atlantic Power Supply Association ("MAPSA"); National Railroad Passenger Corporation ("Amtrak"); the Office of Consumer Advocate ("OCA"); Philadelphia Area Industrial Energy Users Group ("PAIEUG"); PP&L, Inc.; Shell Energy Services, L.L.C.; and Wallace Township. In addition, the Commission's Office of Trial Staff has initiated discovery.

3. Although PECO does not object to the participation of the foregoing parties at this time, PECO does not agree that all of the issues raised by such parties in their Protests and Petitions are relevant to PECO's Application. Indeed, and as briefly discussed below, PECO believes that certain matters presented by certain parties go far beyond the scope of this proceeding and are simply designed to extract

concessions that, in many instances, are totally unrelated to the Application itself. Accordingly, PECO intends to oppose efforts -- be they through discovery, cross-examination or written testimony -- to burden this record with issues that are not properly before the Commission.

II. DISCOVERY

4. By the Prehearing Conference, PECO will have answered or made a good-faith effort to answer substantially all of the written interrogatories received to date. In addition, PECO has met with and provided extensive data to parties on an informal basis.

5. As set forth in a letter to the parties dated December 28, 1999, PECO encourages the free exchange of information and is prepared to meet with the parties at any time to discuss substantive issues they might have. Moreover, PECO will continue to make a good-faith effort to respond promptly to all discovery requests. In light of that undertaking and the fact that nearly two months have elapsed since the Application was filed, PECO requests that the Administrative Law Judge fix a date certain, February 3, 2000, by which time all discovery directed to PECO's case-in-chief must be completed. PECO also encourages the parties to utilize e-mail to facilitate discovery exchanges.

III. STIPULATIONS AND SETTLEMENT

6. Following its review of the Prehearing Memoranda submitted by the parties, PECO hopes to promptly resolve certain issues through stipulation and thereby narrow the scope of disputed issues for this proceeding. PECO also intends to pursue a comprehensive settlement of this case and to work expeditiously with all parties to that end.

IV. WITNESSES

7. PECO submitted with its Application the direct and accompanying exhibits of five witnesses:

Kenneth G. Lawrence (PECO St. 1) is President of PECO Energy Distribution, 2301 Market Street, Philadelphia, PA 19101, and is responsible for managing PECO's natural gas and electric delivery functions. Mr. Lawrence makes clear that the proposed Restructuring and Merger will not adversely affect PECO's regulated operations, the employees who staff those operations or the local communities and organizations that have enjoyed PECO's support over the years.

Richard G. White (PECO St. 2) is PECO's Vice President of Corporate Planning, 2301 Market Street, Philadelphia, PA 19101. Mr. White describes the proposed Restructuring and Merger and identifies the

principal factors that PECO considered in deciding to pursue a merger with Unicom.

Thomas P. Hill, Jr. (PECO St. 3) is PECO's Vice President, Regulatory and External Affairs, 2301 Market Street, Philadelphia, PA 19103. Mr. Hill underscores PECO's unwavering commitment to honor all aspects of its Restructuring Settlement and explains how various provisions of that Settlement will apply following consummation of the Restructuring and Merger proposed herein. Mr. Hill also discusses the impact of merger-related synergies on future regulated rates.

Thomas J. Flaherty (PECO St. 4) is the National Partner - Energy Consulting in the Deloitte & Touche Consulting Group LLC, 2200 Ross Avenue, Suite 1600, Dallas, Texas 75201. Mr. Flaherty presents the results of a study that he conducted to assist PECO and Unicom in identifying and quantifying the potential cost savings in regulated operations that will likely arise from the proposed Merger.

William H. Hieronymus (PECO St. 5) is Senior Vice President of PHB Hagler Bailly, Inc., One Memorial Drive, Cambridge, Massachusetts 02142. Dr. Hieronymus analyzes the Merger in light of the FERC's Merger Policy Statement and concludes that the Merger will have no adverse competitive impact on Pennsylvania's retail energy markets.

8. PECO filed additional supporting information with its Application, including (1) the most recent PECO and Unicom annual reports to shareholders and (2) pro forma balance sheet and income statement data. PECO reserves the right to supplement its initial case-in-chief in response to the presentations of, or cross-examination by, other parties and with respect to any specific issues that might be raised by such parties.

V. ISSUES

9. The principal issues that must be addressed in this case are relatively straightforward: (1) whether the proposed corporate reorganization, including the creation of a holding company structure, is in the public interest and (2) whether the proposed merger with Unicom is likely to result in anticompetitive or discriminatory conduct, including the unlawful exercise of market power. With respect to the first issue, PECO has described the numerous benefits to the public of separating the generation, regulated delivery and support services functions (see Application, ¶ 35, pp. 18-20). As to the second issue, PECO has demonstrated that the merger with Unicom will not have an adverse competitive impact on Pennsylvania's retail energy markets and instead will have positive effects in terms of reliability, customer service and the introduction of new goods and services (Application, ¶ 36, pp. 20-22).

10. The parties' Protests and Petitions enumerate various concerns and desires. PECO is confident that many of those concerns reflect a misunderstanding of the facts or PECO's intentions, or both, and can be amicably resolved through

stipulation. As important, certain parties seem determined to inject wholly tangential "issues" into the mix for the sole purpose of extracting concessions that have little or nothing to do with the Restructuring or the Merger. On that point, however, the Commission has spoken: matters that "do not affect whether [the] merger will have an anti-competitive effect or will impair the technical, managerial or financial fitness of [the public utility and its ability] to continue to provide adequate service at just and reasonable rates" will not be heard. *Joint Application of PG Energy, Inc., et al.*, Docket No. A-310200F002 (Order entered September 15, 1999, p. 7). Simply put, issues which are merely speculative, which can be raised in other Commission proceedings, or which are unrelated to the merger may not be raised in merger cases. With that in mind, PECO offers the following comments on the appropriate scope of this proceeding:

A. **Service Quality and Reliability.** Several parties express concern that the Merger might adversely affect the quality and/or reliability of service to PECO customers in southeastern Pennsylvania. PECO agrees that service-related issues may properly be examined in this proceeding, but submits that the parties' fears are unwarranted for the reasons discussed by Mr. Lawrence in his direct testimony (PECO St. 1). PECO is committed to maintaining and, indeed, improving the quality and reliability of its energy delivery systems and is willing to explore reasonable stipulations, if necessary, to provide assurance in this regard. PECO further notes that consummation of the Restructuring and Merger will in no way diminish the

Commission's ongoing regulatory authority over the terms and conditions of retail electric and natural gas service.

B. Competition and Market Power. Sections 2210 and 2811(e) impose an affirmative duty on the Commission to consider the potential impact of the proposed transactions on competition and market power to ensure that retail customers are not deprived the benefits of "properly functioning and workable competitive" retail energy markets. PECO believes that the comprehensive analysis presented by Dr. Hieronymus (PECO St. 5), coupled with PECO's ongoing commitment to abide by the terms of the Code of Conduct and Competitive Safeguards already in place (PECO St. 3, pp. 4-6), is more than sufficient for the Commission to determine that the Restructuring and Merger will not have an adverse competitive effect on Pennsylvania's retail energy markets. PECO recognizes that Dr. Hieronymus' findings will have to be reviewed and tested before the parties are comfortable with his conclusions. However, the Administrative Law Judge should not allow the parties to utilize that inquiry to revisit issues that the Commission previously addressed and resolved.

C. Retail Rates. The effect on future rates is a factor that the Commission must consider in weighing the benefits of a proposed transaction. *City of York v. Pa. P.U.C.*, 449 Pa. 136, 295 A.2d 825 (1972). In this instance, however, PECO's generation rates are capped through December 31, 2010, and its transmission and distribution rates are capped through June 30, 2005. In addition, as Mr. Flaherty's

study shows (PECO St. 4), the Merger will have a positive impact on PECO's retail rates once those caps are lifted.

Several parties (e.g., CPF, OCA) complain that PECO has not offered to reduce its retail rates to reflect projected merger-related synergies. In so doing, they have ignored controlling Commission precedent. Indeed, as recently as four months ago, the Commission rejected similar attempts to obtain rate concessions in a merger application proceeding, reasoning that the pass-through of merger savings "does not address whether the merger itself is in the public interest but rather . . . is more properly addressed in a future ratemaking case when the savings are real and not speculative as they are now." *PG Energy, supra* (Order, p. 8).

D. **Nuclear Safety.** Mr. Epstein would have the Commission delve into a host of matters relating to the operation and eventual decommissioning of PECO's and Unicom's nuclear generating plants. However, this Commission is not equipped or empowered to adjudicate nuclear safety issues -- that is the role and responsibility of the Nuclear Regulatory Commission ("NRC"). Accordingly, any operational concerns should be addressed to the NRC. With regard to the funding issues raised by Mr. Epstein and others, Mr. Hill states emphatically in his direct testimony that PECO's customers will not bear any of the costs of decommissioning the Unicom facilities (PECO St. 3, p. 9). To the extent necessary, PECO is willing to memorialize that commitment in a formal stipulation.

E. **Environmental Issues.** Citizens For Pennsylvania's Future and the Clean Air Council have identified a number of environmental issues that they would like to pursue. This, however, is not the proper forum for debating fossil emissions policies or the relative merits of renewable resources -- those matters can be taken up with legislators, environmental regulators or, with the emergence of competitive markets, the investment community. PECO therefore intends to oppose any efforts to develop and litigate environmental issues unless it is shown that such issues are directly implicated by the proposed Restructuring or Merger.

VI. SCHEDULING

11. Attached to this Prehearing Memorandum as Appendix "A" is a proposed schedule for the submission of written testimony, evidentiary and public input hearings and the filing of Initial and Reply Briefs that was developed after discussions with various parties. This schedule provides ample time for discovery and development of parties' positions as well as for settlement discussions in advance of the submission of intervenor testimony.

12. The schedule anticipates that this matter, should it proceed to full litigation, be briefed directly to the Commission without resort to an initial round of Briefs to the presiding Administrative Law Judge, the issuance of a Recommended Decision and the filing of Exceptions and Replies to Exceptions thereto. This procedure, which was outlined by PECO in its Application (¶ 50, p. 27), was utilized successfully in PECO's electric restructuring proceedings and yielded substantial

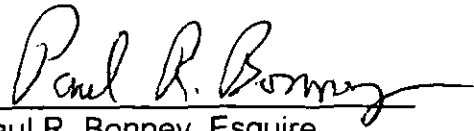
savings in terms of time and litigation expense. PECO intends to seek Commission approval of this proposal by making the appropriate filing in the next several days.

13. While the attached schedule is somewhat longer than PECO would prefer, we are willing to accept it. Time is inherently "of the essence" in mergers -- regulatory delay and uncertainty simply are not conducive to closing or to the financial health of the utilities involved. In addition, long review and litigation periods are contrary to the public interest due to, among other things, uncertainty for employees and delay in realization of benefits from the merger. Regulatory delay is also inconsistent with the fast-moving competitive electric markets that Pennsylvania has created.

14. In addition, the issues the parties have raised in this proceeding are, in our view, considerably less complex and broad than the issues typically raised in rate cases and litigated in recent electric and gas restructuring cases. Moreover, the number of witnesses is likely to be substantially fewer. Significantly, those proceedings

have been handled on similar or even faster schedules than the attached schedule, which we ask the Administrative Law Judge to adopt here.

Respectfully submitted,



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Counsel for PECO Energy Company

Dated: January 13, 2000

PECO'S PROPOSED SCHEDULE FOR PROCEEDING BEFORE THE PAPUC

September 23 - Merger announced

November 22 - Application and Supporting Testimony filed

November, December, January, February, March - Discovery

January 13 - Prehearing Conference Memos Identifying Witnesses and Issues due

January 20 - Prehearing Conference

March 1-2 - Settlement Meetings in Philadelphia

March 24 - Intervenor Testimony due

April 10 - PECO Rebuttal Testimony due

April 21 - Intervenor Surrebuttal due

April 25-28 - Hearings

March or April - Three Public Input Sessions

May 18 - Initial Briefs due

May 31 - Reply Briefs due

June - Commission Decision

Note: All service dates are in-hand.

Certificate of Service

I hereby certify that I have this day served the foregoing document on the following in the matter of PECO Energy Company's Application For Approval of (1) A Plan of Corporate Restructuring, Including the Creation of a Holding Company and (2) The Merger of the Newly Formed Holding Company and Unicom Corporation; by hand delivery, fax or overnight mail:

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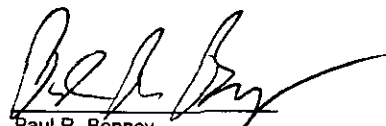
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RE: Application of PECO Energy Company to Chapters 11, 19, 21, 22 and 28
of the Public Utility Code, for Approval of (1) A Plan of Corporate
Restructuring, including the creation of a Holding Company and (2) the
Merger of the Newly Formed Holding Company and Unicom Corporation,
Docket No. A-110550F0147

Dear Ms. Melillo:

Enclosed, you will find PECO Energy's response to OTS interrogatory #3.

Very truly yours,

Paul Bonney / RHS
Paul R. Bonney
Assistant General Counsel

EEF

/rhs

Enclosure

cc: James J. McNulty, Secretary (cover letter & certificate of service only)
Certificate of Service

Certificate of Service

I hereby certify that I have this day served the foregoing document on the following in the matter of PECO Energy Company's Application For Approval of (1) A Plan of Corporate Restructuring, Including the Creation of a Holding Company and (2) The Merger of the Newly Formed Holding Company and Unicom Corporation; by hand delivery, fax or overnight mail:

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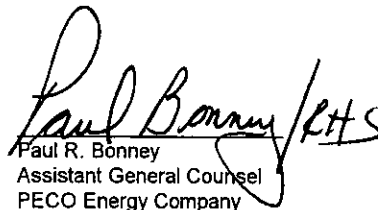
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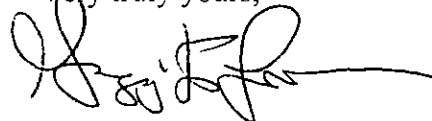
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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

RE: *Application of PECO Energy Company, Pursuant to Chapters 11, 19, 21, 22 and 28 of the Public Utility Code, for Approval of (1) A Plan of Corporate Restructuring, Including the Creation of a Holding Company and (2) the Merger of the Newly Formed Holding Company and Unicom Corporation*

Enclosed for filing please find an original and two copies of a Prehearing Conference Memorandum ("Memorandum") in the above referenced case to be filed on behalf of Shell Energy Services Co., L.L.C. ("Shell Energy"). This Memorandum is filed late due to an internal administrative error. If you have any questions regarding this filing, please contact me.

Very truly yours,



Gregory K. Lawrence
Attorney for
Shell Energy Services Co., L.L.C.

cc: Service List

Enclosures

EEF

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**BEFORE THE
COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

JAN 18 2000

**PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU**

Application of PECO Energy Company,)
Pursuant to Chapters 11, 19, 21, 22)
and 28 of the Public Utility Code,)
for Approval of (1) A Plan of Corporate)
Restructuring, Including the Creation)
of a Holding Company and (2) the)
Merger of the Newly Formed Holding)
Company and Unicom Corporation)

Docket No. A-110550F0147

**PREHEARING CONFERENCE MEMORANDUM
OF SHELL ENERGY SERVICES COMPANY, L.L.C.**

Pursuant to the Prehearing Conference Order of Charles E. Rainey, Jr., Administrative Law Judge, Shell Energy Services Co., L.L.C. ("Shell Energy"), Intervenor in the above proceeding, does hereby file the following Prehearing Conference Memorandum.

At this time, the status of settlement discussions, discovery and admissions or stipulations is unknown or in its nacent stages. Shell Energy currently has no suggestions for proposed discovery rules, no suggestions for the proposed schedule for discovery, and does not, at this time, propose to introduce witnesses. In regard to issues to be addressed in this proceeding, as stated in its petition to intervene, Shell Energy seeks to address and monitor the impact of the proposed merger or corporate restructuring on the competitive electric service market in PECO Energy Company's service territory.

**DOCUMENT
FOLDER**

DOCKETED
JAN 19 2000

Shell Energy is not at this time prepared to suggest a procedural schedule in this matter, believing that the parties with a broader interest in these proceedings should be left to develop such a schedule.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Paul F. Forshay", written over a horizontal line.

Paul F. Forshay, Esq.

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Gregory K. Lawrence, Esq.

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Attorneys for

Shell Energy Services Co., L.L.C.

January 18, 2000

CERTIFICATE OF SERVICE

In accordance with 52 Pa. Code § 5.75, I hereby certify that I have this day served a copy of the foregoing document upon each person to this proceeding as reflected on the list below:

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Dated at Washington, D.C. this 18th day of January, 2000.



Gregory K. Lawrence



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Direct Dial: 215 841 4252

January 18, 2000

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RE: Application of PECO Energy Company to Chapters 11, 19, 21, 22 and 28
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Restructuring, including the creation of a Holding Company and (2) the
Merger of the Newly Formed Holding Company and Unicom Corporation,
Docket No. A-110550F0147

2
110550
9
2

Dear Mr. Hamermesh:

Enclosed, please find PECO's response to MAPSA-I interrogatory 1, D-17 and D-20.

Very truly yours,

Paul Bonney /rhs
Paul R. Bonney
Assistant General Counsel

/rhs

Enclosure

cc: James J. McNulty, Secretary (cover letter & certificate of service only)
Certificate of Service

00 JAN 24 AM 9:17
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Certificate of Service

I hereby certify that I have this day served the foregoing document on the following in the matter of PECO Energy Company's Application For Approval of (1) A Plan of Corporate Restructuring, Including the Creation of a Holding Company and (2) The Merger of the Newly Formed Holding Company and Unicom Corporation; by hand delivery, fax or overnight mail:

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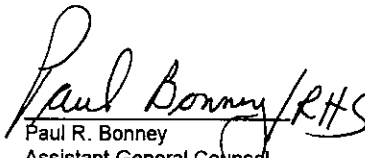
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Dated: January 18, 2000



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RE: Application of PECO Energy Company to Chapters 11, 19, 21, 22 and 28 of the Public Utility Code, for Approval of (1) A Plan of Corporate Restructuring, including the creation of a Holding Company and (2) the Merger of the Newly Formed Holding Company and Unicom Corporation, Docket No. A-110550F0147

094369

Dear Ms. McCloskey:

Enclosed, please find PECO's response to OCA-I interrogatories # 12,14 & 16. And to OCA-II interrogatories #3 and 9.

Very truly yours,

Paul Bonney/RHS
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/rhs

Enclosure

RECEIVED
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00 JAN 21 AM 8:49

cc: James J. McNulty, Secretary (cover letter & certificate of service only)
Certificate of Service

Certificate of Service

I hereby certify that I have this day served the foregoing document on the following in the matter of PECO Energy Company's Application For Approval of (1) A Plan of Corporate Restructuring, Including the Creation of a Holding Company and (2) The Merger of the Newly Formed Holding Company and Unicom Corporation; by hand delivery, fax or overnight mail:

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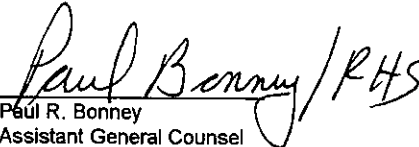
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Dated: January 19, 2000



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0091672

Dear Ms. McCloskey:

Enclosed, please find PECO's response to OCA-I interrogatory # 7 and to OCA-II interrogatory #2.

Very truly yours,

Paul Bonney /rhs
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00 JAN 24 AM 9:19
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/rhs

Enclosure

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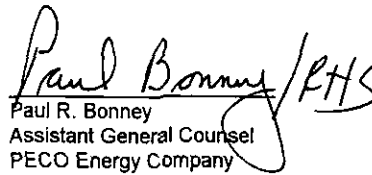
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Dated: January 19, 2000



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January 19, 2000

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RE: Application of PECO Energy Company to Chapters 11, 19, 21, 22 and 28 of the Public Utility Code, for Approval of (1) A Plan of Corporate Restructuring, including the creation of a Holding Company and (2) the Merger of the Newly Formed Holding Company and Unicom Corporation, Docket No. A-110550F0147

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Dear Ms. McCloskey:

Enclosed, please find PECO's response to OCA-I interrogatories # 30,32 and 35.

Very truly yours,

Paul Bonney /rhs
Paul R. Bonney

Assistant General Counsel

/rhs

Enclosure

cc: James J. McNulty, Secretary (cover letter & certificate of service only)
Certificate of Service

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I hereby certify that I have this day served the foregoing document on the following in the matter of PECO Energy Company's Application For Approval of (1) A Plan of Corporate Restructuring, Including the Creation of a Holding Company and (2) The Merger of the Newly Formed Holding Company and Unicom Corporation; by hand delivery, fax or overnight mail:

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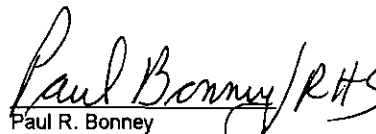
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Dated: January 19, 2000



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RE: Application of PECO Energy Company to Chapters 11, 19, 21, 22 and 28 of the Public Utility Code, for Approval of (1) A Plan of Corporate Restructuring, including the creation of a Holding Company and (2) the Merger of the Newly Formed Holding Company and Unicom Corporation, Docket No. A-110550F0147

Dear Ms. McCloskey:

Enclosed, please find PECO's response to OCA-I interrogatories # 1,4,8,10.

Very truly yours,

Paul R. Bonney
Assistant General Counsel

/rhs

Enclosure

cc: James J. McNulty, Secretary (cover letter & certificate of service only)
Certificate of Service

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Certificate of Service

I hereby certify that I have this day served the foregoing document on the following in the matter of PECO Energy Company's Application For Approval of (1) A Plan of Corporate Restructuring, Including the Creation of a Holding Company and (2) The Merger of the Newly Formed Holding Company and Unicom Corporation; by hand delivery, fax or overnight mail:

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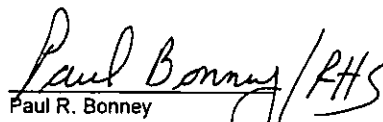
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Dated: January 19, 2000



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CITY COUNCIL

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COMMITTEES
Chairman
Law & Government
Vice Chairman
Streets and Services
Member
Rules
Labor and Civil Service
Transportation and Public Utilities
Public Safety
Education
Ethics

January 19, 2000

James J. McNulty, Secretary
Pennsylvania Public Utility Commission
Room 206
North Office Building
Harrisburg, Pennsylvania 17120

DOCUMENT
FOLDER

RE: Application of PECO Energy
Docket No. A-110550F0147

Dear Sir:

Enclosed please find an original and three copies of Councilman David Cohen's Petition to Intervene in the above-captioned matter.

Copies have been served upon all parties of record as indicated on the attached Certificate of Service.

Sincerely,

Robert Jaffe, Esq.
Special Counsel to
Councilman David Cohen

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JAN 19 2000

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

EEF

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PENNSYLVANIA PUBLIC UTILITY COMMISSION

JAN 19 2000

**APPLICATION OF PECO ENERGY :
COMPANY, PURSUANT TO CHAPTERS :
11, 19, 21, 22 AND 28 OF THE PUBLIC :
UTILITY CODE, FOR APPROVAL :
OF (1) A PLAN OF CORPORATE :
RESTRUCTURING, INCLUDING THE :
CREATION OF A HOLDING COMPANY :
AND (2) THE MERGER OF THE NEWLY :
FORMED HOLDING COMPANY AND :
UNICOM CORPORATION :**

**PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU**

**APPLICATION
DOCKET NO. A-
110550F0147**

DOCKETED

JAN 24 2000

PROTEST AND PETITION TO INTERVENE

**DOCUMENT
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Petitioner David Cohen hereby protests the Application of PECO Energy Company (the "Applicant") for approval of (1) a plan of corporate restructuring, including the creation of a holding company and (2) the merger of the newly formed holding company and Unicom Corporation ("Unicom") (the "Application") and petitions the Pennsylvania Public Utility Commission ("Commission") to grant Petitioner, status as an Intervenor in the proceedings of the Commission concerning the Application pursuant to 52 Pa. Code Sections 5.51 et seq. and 5.71 et seq.

The Commission's power to approve, reject, or modify the proposed merger is pursuant to Section 1102(3) of the Code, which directs that "a certificate of public convenience shall be granted by order of the commission, only if the commission shall find or determine that the granting of such certificate is necessary or proper for the service, accommodation, convenience or safety of the public. Section 1102(3) further provides that "[T]he commission, in granting such certificate, may impose such conditions as it may deem to be just and reasonable." Petitioner contends that the granting of the certificate is decidedly not necessary or proper to protect and serve the public and thus opposes the

petition in its entirety. In support of his petition to intervene, he avers the following:

1. Petitioner is a residential customer of PECO Energy who is also Councilman-At-Large for the City of Philadelphia, elected to that position by all the voters of the City. In the latter capacity he is charged with the responsibility of reviewing, from time to time, contracts for provision of electric services to the City of Philadelphia, and its agencies, and is charged otherwise to take all measures available to him to protect the health welfare and security of the people of the City, all of which is jeopardized by PECO's filing in this matter.

2. As a ratepayer and elected representative of all the citizens of Philadelphia, Councilman Cohen's participation in these proceedings as an Intervenor is essential to the Commission's consideration of all relevant matters of concern to such citizens. To Petitioner's knowledge and belief, no other elected public official of the City has sought intervention in this matter as a party. Only by granting Councilman Cohen's petition will the PUC have before it a party who can speak for all City residents. Petitioner may therefore intervene in this proceeding pursuant to 52 Pa. Code Sections 5.51 et seq. and 5.71 et seq.

3. Petitioner's protest is based, *inter alia*, on the following grounds:

a. The two companies both have a record of imposing huge costs on their customers through excessive reliance on nuclear energy. New costs likely to be imposed in the immediate future relate to the decommissioning of existing nuclear plants, along with the planned acquisition and eventual decommissioning of additional plants currently owned by other companies. The proposed merger substantially increases the likelihood that these costs -- and the accompanying health dangers associated with reliance on nuclear energy -- will grow well beyond what PECO customers may reasonably expect to sustain from PECO's nuclear program at the present time.

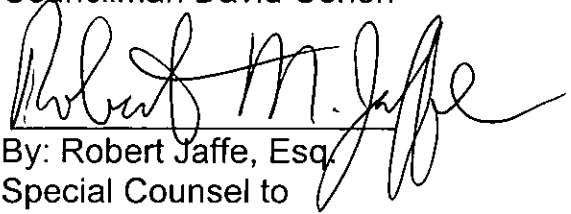
b. PECO is under an obligation to preserve and enhance its capacity for reliable distribution service as a result of electric deregulation in Pennsylvania. The company's ability to meet that responsibility will be severely diminished by the proposed location of the merged company's headquarters in Chicago, and by the poor record of Unicom in providing adequate distribution service to its own local customers.

c. The proposed merger offers no rate relief to the citizens or institutions of the City of Philadelphia to allow them to share the savings alleged to be presented by the merger, or to offset the additional risks and costs that the citizens of the City will face from the decreased service levels, and possible dangers to their health and welfare, presented by the proposed merger.

4. If granted intervenor status in this proceeding, Petitioner will seek to ensure that the Application is rejected unless enforceable provisions are included in the final Order of the Commission which insure the safety health and financial well-being of the citizens of Philadelphia.

For the foregoing reasons and based on the foregoing information and belief, Petitioner requests that the Commission accept Petitioner's protest and confers status upon him as an Intervenor in these proceedings.

Respectfully submitted,
Councilman David Cohen

A handwritten signature in black ink, appearing to read "Robert M. Jaffe", written over a horizontal line.

By: Robert Jaffe, Esq.
Special Counsel to
Councilman David Cohen
Room 588, City Hall
Philadelphia, PA 19107
lagranger@aol.com

VERIFICATION

I, Robert M. Jaffe hereby state and verify that I am authorized to execute this Verification on behalf of Petitioner and the facts set forth herein are true and correct to the best of my knowledge, information and belief. I understand that the statements made herein are subject to the penalties of 18 Pa. C.S. Section 4907 concerning unsworn falsification to authorities.

By Robert M. Jaffe

David Cohen
1/19/2000

Certificate of Service

I hereby certify that I have this day served the foregoing document on the following in the matter of PECO Energy Company's Application For Approval of (1) A Plan of Corporate Restructuring, Including the Creation of a Holding Company and (2) The Merger of the Newly Formed Holding Company and Unicom Corporation; by e-mail and/or fax as indicated and by First Class Mail:

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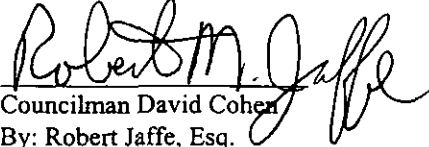
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Councilman David Cohen
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Dated: January 19, 2000

Hearing Report

Docket No.	A-00110550F0147	Check Those Blocks Which Apply:			
Case Name	Application of PECO Energy	Prehearing Held	<input checked="" type="checkbox"/>	YES	NO
Company		Hearing Held	<input type="checkbox"/>	YES	NO
		Testimony Taken	<input type="checkbox"/>	YES	NO
		Transcript Due	<input type="checkbox"/>	YES	NO
		Hearing Concluded	<input type="checkbox"/>	YES	NO
Location	Philadelphia	Further Hearing Needed *	<input checked="" type="checkbox"/>	YES	NO
Date	January 20, 2000	Estimated Add'l Days			
ALJ	Charles E. Rainey, Jr.	RECORD CLOSED	<input type="checkbox"/>	YES	NO
Reporting Firm	Commonwealth Reporting	DATE			
<p>* Evidentiary hearings are scheduled for April 25-28, 2000. Evidentiary hearings will be held in the Phila. State Office Building in an available hearing room on the 13th Floor. Evidentiary hearings will begin at 10:00 A.M.</p>		Briefs to be Filed	<input type="checkbox"/>	YES	NO
		DATE			
		Bench Decision	<input type="checkbox"/>	YES	NO
REMARKS:		<p>DOCUMENT DOCKETED FOLDER FEB 02 2000</p>			

Names, Addresses and Telephone Numbers of Parties or Counsel of Record
PLEASE PRINT CLEARLY

Incomplete Information may Result in Delay of Processing

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<p>Tanya J. McCloskey James A. Mullins Telephone No. 717-783-5048</p>	<p>555 Walnut St 5th Floor, Forum Place City Hbg State PA Zip 17101-1923</p>	<p>Office of Consumer Advocate</p>

Check this box if additional parties or counsel of record appear on back of form.

RECEIVED
OFFICE OF C.A.L.J.
JAN 26 11:06 AM '00

Robert J. Stonaker
Reporter

SRB

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Hearing Report

Docket No.	A-1110550F0147	Check Those Blocks Which Apply:				
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Company		Hearing Held	<input type="checkbox"/>	YES	<input type="checkbox"/>	NO
		Testimony Taken	<input type="checkbox"/>	YES	<input type="checkbox"/>	NO
		Transcript Due	<input type="checkbox"/>	YES	<input type="checkbox"/>	NO
		Hearing Concluded	<input type="checkbox"/>	YES	<input type="checkbox"/>	NO
Location	Philadelphia	Further Hearing Needed	<input type="checkbox"/>	YES	<input type="checkbox"/>	NO
Date	January 20, 2000	Estimated Add'l Days				
ALJ	Charles E. Rainey, Jr.	RECORD CLOSED	<input type="checkbox"/>	YES	<input type="checkbox"/>	NO
Reporting Firm	Commonwealth Reporting	DATE				
		Briefs to be Filed	<input type="checkbox"/>	YES	<input type="checkbox"/>	NO
		DATE				
		Bench Decision	<input type="checkbox"/>	YES	<input type="checkbox"/>	NO
		REMARKS:				

Names, Addresses and Telephone Numbers of Parties or Counsel of Record
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Check this box if additional parties or counsel of record appear on back of form.

Reporter

SRB

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MICHAEL FLORENTINO	CLEAN AIR COUNCIL 105 N. FRONT ST. Ste. 106			Clean Air Council, Altman, Winters, Hammersmith
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ALJ APPEARANCE SHEET

3 of 3

Hearing Report

Docket No.	A- 11 110550F0147	Check Those Blocks Which Apply:				
		Prehearing Held	<input type="checkbox"/>	YES	<input type="checkbox"/>	NO
Case Name	Application of PECO Energy	Hearing Held	<input type="checkbox"/>	YES	<input type="checkbox"/>	NO
Company		Testimony Taken	<input type="checkbox"/>	YES	<input type="checkbox"/>	NO
		Transcript Due	<input type="checkbox"/>	YES	<input type="checkbox"/>	NO
		Hearing Concluded	<input type="checkbox"/>	YES	<input type="checkbox"/>	NO
Location	Philadelphia	Further Hearing Needed	<input type="checkbox"/>	YES	<input type="checkbox"/>	NO
Date	January 20, 2000	Estimated Add'l Days				
ALJ	Charles E. Rainey, Jr.	RECORD CLOSED	<input type="checkbox"/>	YES	<input type="checkbox"/>	NO
Reporting Firm	Commonwealth Reporting	DATE				
		Briefs to be Filed	<input type="checkbox"/>	YES	<input type="checkbox"/>	NO
		DATE				
		Bench Decision	<input type="checkbox"/>	YES	<input type="checkbox"/>	NO
		REMARKS:				

Names, Addresses and Telephone Numbers of Parties or Counsel of Record
PLEASE PRINT CLEARLY

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Name and Telephone Number	Address			Appearing for
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Telephone No.	City	State	Zip	
Telephone No.	City	State	Zip	

Check this box if additional parties or counsel of record appear on back of form.

Reporter

SRB

DATE: January 21, 2000
SUBJECT: A-110550F0147
TO: Office of Administrative Law Judge
FROM: James J. McNulty, Secretary

LAF

DOCKETED

JAN 24 2000

DOCUMENT
FOLDER

Application of PECO Energy Company, Pursuant to Chapters 11, 19, 21, 22 and 28 of the Public Utility Code, for Approval of (1) a Plan of Corporate Restructuring, Including the Creation of a Holding Company, and (2) the Merger of the Newly Formed Holding Company and Unicom Corporation.

Attached is copy of a Protest and Petition to Intervene filed by City of Philadelphia Councilman David Cohen, in connection with the above docketed proceeding.

This matter is assigned to your Office for appropriate action.

Attachment

cc: OTS
LAW

EEF

laf



PECO ENERGY

PECO Energy Company
2301 Market Street
PO Box 8699
Philadelphia, PA 19101-8699
215 841 5544
Fax 215 568 3389

A-110550F0147

January 21, 2000

HAND DELIVERED

DOCUMENT
FOLDER
ORIGINAL

James J. McNulty, Secretary
Pennsylvania Public Utility Commission
North Office Building, Room B-18
Commonwealth Avenue and North Street
Harrisburg, Pennsylvania 17105-3265

RE: Application of PECO Company, Pursuant to Chapters 11, 19, 21, 22 and 28 Of The Public Utility Code, For Approval of (1) A Plan of Corporate Restructuring, Including The Creation Of A Holding Company and (2) The Merger Of The Newly Formed Holding Company And Unicom Corporation

Dear Secretary McNulty:

Enclosed for filing in the above-captioned matter are an original and three copies of the Petition Of PECO Energy Company For Certification Of The Record To The Commission For Decision Pursuant To 66 Pa.C.S. §335 (a). As evidenced by the attached Certificate of Service, copies of the enclosed Petition have been served upon all parties. Because of the implications of the requested certification upon the schedule for this proceeding, PECO Energy Company requests that the Commission expedite its review of the enclosed Petition.

Additional copies of this letter and of the Petition are enclosed, which we request be date-stamped and returned to us.

Sincerely,

Paul R. Bonney

PRB/mbo

Enclosures

cc: Certificate of Service

EEF

RECEIVED
00 JAN 21 PM 4: 30
PA.P.U.C.
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- Edward J. Cullen, Jr.
Deputy General Counsel
- Sandra H. Byrne
Legal Administrator
- Paul R. Bonney
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Certificate of Service

I hereby certify that I have this day served the foregoing document on the following in the matter of PECO Energy Company's Application For Approval of (1) A Plan of Corporate Restructuring, Including the Creation of a Holding Company and (2) The Merger of the Newly Formed Holding Company and Unicom Corporation; by hand delivery, fax or overnight mail:

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Paul R. Bonney
Assistant General Counsel
PECO Energy Company
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Philadelphia, PA 19103
(215) 841-4252

Dated: January 21, 2000

ORIGINAL
BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

APPLICATION OF PECO ENERGY :
COMPANY, PURSUANT TO CHAPTERS :
11, 19, 21, 22 AND 28 OF THE PUBLIC :
UTILITY CODE, FOR APPROVAL :
OF (1) A PLAN OF CORPORATE :
RESTRUCTURING, INCLUDING THE :
CREATION OF A HOLDING COMPANY :
AND (2) THE MERGER OF THE NEWLY :
FORMED HOLDING COMPANY AND :
UNICOM CORPORATION :

APPLICATION
DOCKET NO. A-110550F0147

DOCKETED
JAN 24 2000

**DOCUMENT
FOLDER**

PETITION OF PECO ENERGY COMPANY
FOR CERTIFICATION OF THE RECORD TO
THE COMMISSION FOR DECISION
PURSUANT TO 66 PA.C.S. §335(A)

RECEIVED
00 JAN 21 PM 4:30
PA.P.U.C.
SECRETARY'S BUREAU

PECO Energy Company requests that the Pennsylvania Public Utility Commission exercise the authority granted under Section 335(a) of the Public Utility Code (66 Pa.C.S. §335(a)) to dispense with an initial decision in the above-captioned matter and certify the record therein for final decision. In support of its request, PECO states as follows:

1. On November 22, 1999, PECO filed the above-captioned Application requesting that the Commission issue an Order, *inter alia*, approving a plan of corporate restructuring, including the creation of a holding company ("Restructuring"), and the merger of the newly formed holding company and Unicom Corporation ("Merger").

2. Notice of PECO's Application was published in the *Pennsylvania Bulletin* on December 4, 1999, and interested parties were given until December 20, 1999 to file formal Protests and/or Petitions to Intervene. To date, PECO has been served with twenty-one Protests and Petitions to Intervene.

3. On December 21, 1999, the Commission assigned this matter to its Office of Administrative Law Judge and scheduled a Prehearing Conference to be held on January 20, 2000. Prehearing Memoranda were filed on January 13, 2000.

4. At the Prehearing Conference Administrative Law Judge Rainey adopted the schedule set forth in the OCA's Prehearing Memorandum (attached). That schedule was developed after discussions with PECO and with several other parties. The schedule agreed to by the OCA, PECO and others reflects a procedure that dispenses with an initial decision and the filing of exceptions and reply exceptions. This procedure was also outlined by PECO in its Application (¶50, p. 27). This Petition is filed to obtain Commission approval to implement that procedure.

5. Section 335(a) of the Public Utility Code (66 Pa.C.S. §335(a)) provides, in pertinent part, as follows:

When the commission does not preside at the reception of evidence, the presiding officer shall initially decide the case, *unless the commission requires, either in specific cases or by general rule, the entire record to be certified to it for decision.* (Emphasis added.)

6. PECO requests that the Commission enter an Order directing that: (a) evidentiary hearings be conducted before the presiding Administrative Law Judge; (b) upon its close, the record be certified to the Commission; (c) briefs and reply briefs be filed directly with the Commission; and (d) the Commission render a final decision based upon the certified record and the briefs and reply briefs filed by the parties.

7. The procedure proposed herein has been used successfully on various occasions, including litigation involving pilot programs established under the authority of the Electricity Generation Customer Choice and Competition Act (66 Pa.C.S. §§2801 *et seq.*) (the “Electric Competition Act”) at Docket No. P-00971170^{1/}, litigation involving PECO’s restructuring plan at Docket Nos. R-00973953 and P-00971265^{2/} and the litigation resolving interrelated proceedings concerning the introduction of competition to local telecommunications markets at Docket Nos. P-00991548 and P-00991649.^{3/}

8. The proposed procedure will yield substantial savings in terms of time and litigation expense. Moreover, the use of the proposed procedure will ensure timely review of the PECO’s Application, which is essential to avoid prolonged uncertainty for employees and delays

^{1/} *Re PECO Energy Company*, Docket No. P-00971170 (August 21, 1997).
See also Petition of Pennsylvania Power & Light Company, Docket No. P-00971183 (December 16, 1999)

^{2/} *Pa. P.U.C. v. PECO Energy Company*, Docket Nos. R-00973953 and P-00971265, Orders entered October 9, 1997 (p. 5) and November 6, 1997 (p. 8).

^{3/} *Re Nextlink Pennsylvania, Inc. et al*, Docket Nos. P-00991648 and P-00991649 (September 30, 1999), 196 P.U.R.4th 172, 185-186 (1999).

in the realization of benefits from the proposed merger. Additionally, and as explained in detail in PECO's Prehearing Memorandum, it is in the interest of all parties and in the public interest to resolve as many issues as possible through stipulation and, indeed, to attempt to achieve a comprehensive settlement of this case, if possible. The proposed schedule furthers that goal by providing sufficient time, at an early stage in the proceeding, for the parties to engage in substantive discussions and negotiations without unduly prolonging the overall length of the proceeding in the event full litigation is necessary.

For the reasons set forth above, PECO respectfully requests that the Commission issue an Order pursuant to Section 335(a) of the Public Utility Code directing that: (1) evidentiary hearings be conducted before the presiding Administrative Law Judge; (2) upon its close, the record be certified to the Commission; (3) briefs and reply briefs be filed directly with the Commission; and (4) the Commission render a final decision based upon the certified record and the briefs and reply briefs filed by the parties.

Respectfully submitted,

Paul Bonney /mwh

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Counsel for PECO Energy Company

Dated: January 21, 2000

RECEIVED
00 JAN 21 PM 4: 31
PA.P.U.C.
SECRETARY'S BUREAU

PROPOSED SCHEDULE
PECO MERGER PROCEEDING
DOCKET NO. A-110550F.0147

March 24, 2000	Intervenor Direct Testimony Due In-Hand
April 10, 2000	PECO/Unicom Rebuttal Testimony Due In-Hand
April 21, 2000	Intervenor Surrebuttal Due In-Hand
April 25-28	Evidentiary Hearings
May 18, 2000	Main Brief Due In-Hand
May 31, 2000	Reply Brief Due At Commission, Mail Date for other parties
June 2000	Commission Decision



COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Office Of Administrative Law Judge
P.O. Box 3265, Harrisburg, PA 17105-3265

IN REPLY PLEASE
REFER TO OUR FILE

January 21, 2000

In Re: **A-110550F0147**

(See letter of 12-28-99)

Application of PECO Energy Company

Pursuant to Chapters 11, 19, 21, 22 and 28 of the Public Utility Code, for Approval of (1) a Plan of Corporate Restructuring, Including the Creation of a Holding Company, and (2) the Merger of the Newly Formed Holding Company and Unicom Corporation.

Hearing Notice

This is to inform you that hearings on the above-captioned case will be held as follows:

Type, Date: **Initial Hearing - Tuesday, April 25, 2000**
 Further Hearing - Wednesday, April 26, 2000
 Further Hearing - Thursday, April 27, 2000
 Further Hearing - Friday, April 28, 2000

Time: **10:00 a.m. - all days**

Location: **In an available hearing room**
 Philadelphia State Office Building
 Broad and Spring Garden Streets
 Philadelphia, Pennsylvania

Presiding: **Administrative Law Judge Charles E. Rainey, Jr.**
 1302 Philadelphia State Office Building
 1400 West Spring Garden Street
 Philadelphia, PA 19130
 Telephone: (215) 560-2105
 Fax: (215) 560-3133

DOCUMENT
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DOCKETED
JAN 25 2000

SRB

Attention: You may lose the case if you not come to this hearing and present facts on the issues raised.

If you intend to file exhibits, 2 copies of all hearing exhibits to be presented into evidence must be submitted to the reporter. An additional copy must be furnished to the Presiding Officer. A copy must also be provided to each party of record.

Except for those individuals representing themselves, the Commission's rules require that all parties have an attorney; therefore, you should have an attorney of your choice file an entry of appearance before the scheduled hearing.

If you are a person with a disability, and you wish to attend the hearing, we may be able to make arrangements for your special needs. Please call Norma Lewis at the Public Utility Commission:

- Scheduling Office: 717-787-1399
- AT&T Relay Service number for persons who are deaf or hearing impaired: 1-800-654-5988.

pc: Judge Rainey
June Perry - LA 111
Eric Levis - BPL 101
Office of Trial Staff (2)
Consumer Advocate
Small Business Advocate
Bill Barrett - FUS
Norma Lewis
Susan Licon
Beth Plantz
Docket Section
Calendar File

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ORIGINAL

January 21, 2000

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A-110550 F0147

By Express Mail

RECEIVED

James S. McNulty, Secretary
Office of the Secretary
Pennsylvania Public Utility Commission
P.O. Box 3265
North Office Building
North Street and Commonwealth Avenue
Harrisburg, PA 17105-3265

JAN 21 2000

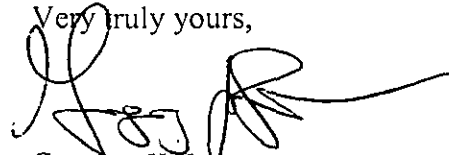
PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

RE: *Application of PECO Energy Company, Pursuant to Chapters 11, 19, 21, 22 and 28 of the Public Utility Code, for Approval of (1) A Plan of Corporate Restructuring, Including the Creation of a Holding Company and (2) the Merger of the Newly Formed Holding Company and Unicom Corporation*

Enclosed for filing please find an original and two copies of a compliance filing designating lead counsel in the above referenced case to be filed on behalf of Shell Energy Services Co., L.L.C. ("Shell Energy"). If you have any questions regarding this filing, please contact me.

EEF

Very truly yours,



Gregory K. Lawrence
Attorney for
Shell Energy Services Co., L.L.C.

cc: Charles E. Rainey, Jr., Administrative Law Judge
Service List

Enclosures



BEFORE THE
COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION

ORIGINAL

Application of PECO Energy Company,)
Pursuant to Chapters 11, 19, 21, 22)
and 28 of the Public Utility Code,)
for Approval of (1) A Plan of Corporate)
Restructuring, Including the Creation)
of a Holding Company and (2) the)
Merger of the Newly Formed Holding)
Company and Unicom Corporation)

Docket No. A-110550F0147

**COMPLIANCE FILING DESIGNATING LEAD COUNSEL
OF SHELL ENERGY SERVICES COMPANY, L.L.C.**

On January 20, 2000, Charles E. Rainey, Jr., Administrative Law Judge, convened a prehearing conference in the above referenced proceeding. At that conference, all parties were ordered to designate one person as lead counsel to be listed on the official service list. Shell Energy Services Co., L.L.C. ("Shell Energy"), Intervenor in the above proceeding, hereby designates Gregory K. Lawrence as its lead counsel in this proceeding. The following information, therefore, should be included on the official service list:

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FOLDER

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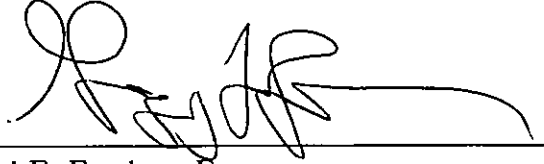
DOCKETED
JAN 27 2000

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JAN 21 2000

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Paul F. Forshay', written over a horizontal line.

Paul F. Forshay, Esq.

Carol A. Weiser, Esq. (#43810)

Gregory K. Lawrence, Esq.

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Attorneys for

Shell Energy Services Co., L.L.C.

January 21, 2000

CERTIFICATE OF SERVICE

In accordance with 52 Pa. Code § 5.75, I hereby certify that I have this day served a copy of the foregoing document upon each person to this proceeding as reflected on the list below:

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JAN 21 2000

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Charles E. Rainey
Administrative Law Judge
Pennsylvania Public Utility Commission
1302 Philadelphia State Office Bldg.
1400 West Spring Garden Street
Philadelphia, PA 19130

Dated at Washington, D.C. this 21st day of January, 2000.

A handwritten signature in black ink, appearing to read 'Gregory K. Lawrence', written over a horizontal line.

Gregory K. Lawrence

DATE: January 24, 2000
SUBJECT: A-110550F0147
TO: Office of Administrative Law Judge
FROM: James J. McNulty, Secretary

DOCKETED
JAN 24 2000

DOCUMENT
FOLDER

LAF

Application of PECO Energy Company, Pursuant to Chapters 11, 19, 21, 22 and 28 of the Public Utility Code, for Approval of a (1) Plan of Corporate Restructuring, Including the Creation of a Holding Company; and (2) the Merger of the Newly Formed Holding Company and Unicom Corporation

Attached is a copy of a Petition of PECO Energy Company for Certification of the Record to the Commission for Decision Pursuant to 66 Pa. C.S. §335(A), in connection with the above docketed proceeding.

This matter is assigned to your Office for appropriate action.

Attachment

cc: LAW
OTS

EEF

laf

COMMONWEALTH OF PENNSYLVANIA

DATE: January 24, 2000
SUBJECT: A-110550F0147
TO: Law Bureau
FROM: James J. McNulty, Secretary

JOCKETED
JAN 24 2000

DOCUMENT
FOLDER

LAF

Application of PECO Energy Company,
Pursuant to Chapters 11, 19, 21, 22 and 28 of
the Public Utility Code, for Approval of (1)
Plan of Corporate Restructuring, Including the
Creation of a Holding Company; and (2) the
Merger of the Newly Formed Holding
Company and Unicom Corporation

The attached Petition of PECO Energy
Company for Certification of the Record to the
Commission for Decision Pursuant to 66 Pa.
C.S. §335(A) is hereby re-assigned to your
Bureau for appropriate action.

laf

pc: OSA

EEF

>

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DOCUMENT January 24, 2000
FOLDER

JAN 24 2000

James J. McNulty, Secretary
Pennsylvania Public Utility Commission
Room B-20, North Office Building
Harrisburg, PA 17105

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

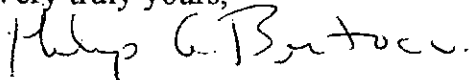
Filed by FedEx

Re: Application of PECO Energy Company Pursuant to Chapters 11, 19, 21, 22 and 28 of the Public Utility Code, for Approval of (1) a Plan of Corporate Restructuring, Including the Creation of a Holding Company and (2) the Merger of the Newly Formed Holding Company and Unicom Corporation, Docket No. A-110550F0147.

Dear Secretary McNulty:

Enclosed please find for filing an original and three (3) copies of a document entitled Designation of Lead Counsel for Purposes of Service List.

Very truly yours,



PHILIP A. BERTOCCI

Counsel for CEPA, ACORN
Action Alliance and TAG

EEF

cc: Honorable Charles E. Rainey, Jr
Attached Service List

Enclosures

74

ORIGINAL RECEIVED
BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION
JAN 24 2000

Application of PECO Energy Company :
Pursuant to Chapter 11, 19, 21, 22 and 28 :
of the Public Utility Code for Approval :
of (1) a Plan of Corporate Restructuring, :
Including the Creation of a Holding :
Company and (2) the Merger of the Newly : Docket No. A110550F0147
Formed Holding Company and :
Unicom Corporation :

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

DESIGNATION OF LEAD COUNSEL FOR PURPOSES OF SERVICE LIST

Pursuant to Administrative Law Judge Charles E. Rainey, Jr.'s directive at the January 20, 2000 prehearing conference in this matter, Intervenor Consumers Education and Protective Association (CEPA), the Association of Community Organizations for Reform Now (ACORN), Action Alliance of Senior Citizens of Greater Philadelphia (Action Alliance), and the Tenants' Action Group (TAG) hereby designate Philip A. Bertocci, Esquire as their lead counsel in this proceeding. The following information should be included on the official service list:

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Date: January 24, 2000

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JAN 24 2000

Respectfully submitted,

Philip A. Bertocci

PHILIP A. BERTOCCI, ESQUIRE
EDWARD A. MCCOOL, ESQUIRE
Attorneys for CEPA, ACORN, Action Alliance
and TAG

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(215) 981-3702

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JAN 24 2000

CERTIFICATE OF SERVICE

I hereby certify that I have this day served by U.S. First Class Mail, true and correct copy of the foregoing document upon the participants, listed below, in accordance with the requirements of 52 Pa. Code §1.54:

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Users group & Counsel to the Industrial Energy
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Company, L.L.C.)

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Allentown, PA 18101-1179
(Counsel for PP&L)

Gerald Gornish
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1650 Arch Street, 22nd Floor
Philadelphia, PA 19103-2097
(Counsel for Enron Energy Services, Inc.)

John Halsted, Esquire
Gawthrop, Greenwood & Halsted
119 North High Street
West Chester, PA 19381-0562
(Counsel for East Brandywine Township)

James H. Cawley, Esquire
Roads & Sinon, 12th Floor
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(Counsel for Mid-Atlantic Power Supply)

Kenneth L. Mickens, Esquire
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P.O. Box 3265
Harrisburg, PA 17105-3265

The Honorable Allyson Y. Swartz
Senate 203004
Harrisburg, PA 17120-3004

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Andrew Altman
400 S. Camac Street
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Gregory J. Pastore
619 Pemberton Street
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Thomas Schmidt, III, Esquire
Brian B. Downey, Esquire
Pepper Hamilton LLP
200 One Keystone Plaza
North Front and Market Streets
Harrisburg, PA 17108-1181
(Counsel for Amtrak)

1/24/00

By:



PHILIP A. BERTOCCI
Counsel for Action Alliance, ACORN, CEPA
and TAG

LEGAL SERVICES

RECEIVED

JAN 24 2000



Writer's Direct Dial No. 724-838-6210

E-mail: jmunsch@allegHENyenergy.com

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

January 24, 2000

VIA FEDERAL EXPRESS

James J. McNulty, Secretary
Pennsylvania Public Utility Commission
North Office Building, Room B20
Harrisburg, PA 17105-3265

DOCUMENT
FOLDER

**Re: Application of PECO Energy Company Pursuant to Chapters 11, 19
21, 22 and 28 of the Public Utility Code for Approval of (1) a Plan of
Corporate Restructuring, Including the Creation of a Holding Company
and (2) the Merger of the Newly Formed Holding Company and
Unicom Corporation; Docket No. A-110550F0147**

Dear Secretary McNulty:

In accordance with the request of Administrative Law Judge Charles E. Rainey for the designation of one attorney to receive pleadings, discovery and other matter on behalf of each party, Allegheny Power designates Attorney Munsch. The name and address are:

John L. Munsch
800 Cabin Hill Drive
Greensburg, PA 15601
Phone: 724-838-6210
FAX: 724-838-6177
E-mail: jmunsch@allegHENyenergy.com
Attorney for Allegheny Power

DOCKETED

JAN 26 2000

Respectfully submitted,

John L. Munsch
John L. Munsch
Senior Attorney

cc: Certificate of Service
Charles E. Rainey, Jr.
PA Pennsylvania Public Utility Commission
1302 State Office Bldg., 1400 W. Spring Garden St.
Philadelphia, PA 19130

EEF

JAN 24 2000

Application of PECO Energy Company :
Pursuant to Chapters 11, 19, 21, 22 and 28 of :
the Public Utility Code for Approval of (1) a :
Plan of Corporate Restructuring, Including :
the Creation of a Holding Company and (2) :
the Merger of the Newly Formed Holding :
Company and Unicom Corporation :

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Docket No. A-110550F0147

CERTIFICATE OF SERVICE

I hereby certify that on the 24th day of January 2000, a true and correct copy of
the foregoing was served by first-class mail, postage prepaid upon the following:

Thomas P. Gadsen, Esquire
Morgan, Lewis & Bockius, LLP
1701 Market Street
Philadelphia, PA 19103-2921

C. A. Weiser, Esquire
Sutherland, Asbill & Brennan, LLP
1275 Pennsylvania Avenue, NW
Washington, DC 20004-2415

Honorable Allyson Y. Schwartz
Senate 203004
Harrisburg, PA 17120-3004

Paul R. Bonney, Esquire
PECO Energy Company
2301 Market Street
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Peter Meadows Adels
Charles McPhedran
Citizens for Pennsylvania's Future
117 S. 17th Street, Suite 1801
Philadelphia, PA 19103

John Hanger, Esquire
Citizens for Pennsylvania's Future
212 Locust Court, Suite 410
Harrisburg, PA 17101

Christopher B. Craig, Esquire
Honorable Vincent J. Fumo
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Harrisburg, PA 17120

Eric Joseph Epstein
4100 Hillsdale Road
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Kevin Moody, Esquire
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Daniel Clearfield, Esquire
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Craig A. Doll, Esquire
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Joseph Otis Minott, Esquire
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Dennis Waters
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Pepper Hamilton LLP
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John L. Hall, Esquire
Unruh Turner Burke & Frees PC
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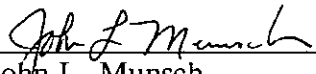
Tanya J. McCloskey, Esquire
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Philip A. Bertocci, Esquire
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Gerald Gornish, Esquire
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Rhoads & Sinon
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Dauphin Building
P.O. Box 1146
Harrisburg, PA 17108



John L. Munsch
Attorney for
ALLEGHENY POWER

DOCKETED
JAN 26 2000

 **Allegheny Energy Supply**
an Allegheny Energy company

800 Cabin Hill Drive
Greensburg, PA 15601-1689

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January 14 2000

JAN 24 2000

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

VIA FEDERAL EXPRESS

James J. McNulty, Secretary
Pennsylvania Public Utility Commission
North Office Building, Room B20
Harrisburg, PA 17105-3265

**Re: Application of PECO Energy Company Pursuant to Chapters 11, 19
21, 22 and 28 of the Public Utility Code for Approval of (1) a Plan of
Corporate Restructuring, Including the Creation of a Holding Company
and (2) the Merger of the Newly Formed Holding Company and
Unicom Corporation; Docket No. A-110550F0147**


Dear Secretary McNulty:

In accordance with the request of Administrative Law Judge Charles E. Rainey for the designation of one attorney to receive pleadings, discovery and other matter on behalf of each party, Allegheny Energy Supply Company, LLC designates Attorney Clark. The name and address are:

Patricia J. Clark
800 Cabin Hill Drive
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Phone: 724-838-6217
FAX: 724-830-5184
E-mail: pclark@alleghenyenergy.com
Attorney for Allegheny Energy Supply Company, LLC

**DOCUMENT
FOLDER**

Respectfully submitted,


Patricia J. Clark

cc: Certificate of Service
Charles E. Rainey, Jr.
PA Pennsylvania Public Utility Commission
1302 State Office Bldg., 1400 W. Spring Garden St.
Philadelphia, PA 119130

EEF

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Application of PECO Energy Company :
Pursuant to Chapters 11, 19, 21, 22 and 28 of :
the Public Utility Code for Approval of (1) a :
Plan of Corporate Restructuring, Including : Docket No. A-110550F0147
the Creation of a Holding Company and (2) :
the Merger of the Newly Formed Holding :
Company and Unicom Corporation :

CERTIFICATE OF SERVICE

I hereby certify that on the 24th day of January 2000, a true and correct copy of
the foregoing was served by first-class mail, postage prepaid upon the following:

Thomas P. Gadsen, Esquire
Morgan, Lewis & Bockius, LLP
1701 Market Street
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PECO Energy Company
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John Hanger, Esquire
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Eric Joseph Epstein
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Daniel Clearfield, Esquire
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JAN 24 2000

**PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU**

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Rubin & Rudman LLP
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Community Legal Services, Inc.
1424 Chestnut Street, 4th Floor
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Patricia McNamara
6048 Ogontz Avenue
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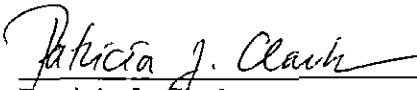
Gerald Gornish, Esquire
Wolf, Block, Schorr & Solis-Cohen
1650 Arch Street, 22nd Floor
Philadelphia, PA 19103-2097

RECEIVED

JAN 24 2000

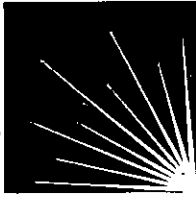
PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

James H. Cawley, Esquire
Rhoads & Sinon
One South Market Street, 12th Floor
Dauphin Building
P.O. Box 1146
Harrisburg, PA 17108



Patricia J. Clark
Attorney for
ALLEGHENY ENERGY SUPPLY
COMPANY, LLC

Clean Air Council



James J. McNulty, Secretary
Pennsylvania Public Utility Commission
P.O. Box 3265
Harrisburg, PA 17105-3265

January 24, 2000

ORIGINAL

Philadelphia
135 South 19th Street.
Suite 300
Philadelphia, PA 19103
215-567-4004
Fax 215-567-5791
E-Mail members@cleanair.org
www.cleanair.org

Harrisburg
105 N. Front St.
Suite 106
Harrisburg, PA 17101
717-230-8807
Fax 717-230-8808

Wilmington
Community Service Building
100 W. 10th St.
Suite 704
Wilmington, DE 19801
302-691-0112 ext. 226

**RE: Application of PECO Energy Company
Docket No.: A-110550F0147**

094785

Dear Mr. McNulty:

Enclosed for filing please find an original and three (3) copies of Clean Air Council, et al.'s statement of principal address for receipt of service in the above-referenced proceeding pursuant to the request of Judge Rainey.

A copy of this document has been served on the parties of record and as required by rule as shown on the attached certificate of service.

RECEIVED
SECRETARY'S BUREAU
JAN 25 AM 8:22

**DOCUMENT
FOLDER**

Sincerely,

Michael Fiorentino, Esq.
Staff Attorney

Enclosures

cc: The Honorable Charles E. Rainey, Jr.
See Certificate of Service

EEF

11

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

ORIGINAL

APPLICATION OF PECO ENERGY :
COMPANY, PURSUANT TO CHAPTERS :
11, 19, 21, 22 AND 28 OF THE PUBLIC :
UTILITY CODE, FOR APPROVAL :
OF (1) A PLAN OF CORPORATE :
RESTRUCTURING, INCLUDING THE :
CREATION OF A HOLDING COMPANY :
AND (2) THE MERGER OF THE NEWLY :
FORMED HOLDING COMPANY :
AND UNICOM CORPORATION :

DOCKET NO. A-110550F0147

CLEAN AIR COUNCIL, ET AL., STATEMENT OF PRINCIPAL ADDRESS
FOR RECEIPT OF SERVICE

9478

On January 20, 2000, Judge Rainey ordered each party to select a single location for the receipt of service in order to streamline the service list. Clean Air Council, Andrew Altman, Dennis Winters, and Amy Hammersmith, protestants and intervenors in the above-captioned matter, do hereby designate the following individual and location to receive service on their behalf:

Clean Air Council
Michael Fiorentino, Esq.
106 N. Front St. Suite 106
Harrisburg, PA 17101
Fax: (717)-230-8808

DOCUMENT
FOLDER

DOCKETED
RECEIVED
SECRETARIAL BUREAU
JAN 27 2000

00 JAN 25 AM 8:22

Respectfully submitted,



Michael Fiorentino, Esq.
Counsel for Protestants

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

APPLICATION OF PECO ENERGY :
COMPANY, PURSUANT TO CHAPTERS :
11, 19, 21, 22 AND 28 OF THE PUBLIC :
UTILITY CODE, FOR APPROVAL :
OF (1) A PLAN OF CORPORATE :
RESTRUCTURING, INCLUDING THE :
CREATION OF A HOLDING COMPANY :
AND (2) THE MERGER OF THE NEWLY :
FORMED HOLDING COMPANY :
AND UNICOM CORPORATION :

DOCKET NO. A-110550F014

094790

CERTIFICATE OF SERVICE

I hereby certify that I have this 24th day of January, 2000, served a true copy of the foregoing document upon the parties listed below, in accordance with the requirements of § 1.54 (relating to service by a participant).

The Honorable Charles E. Rainey
Administrative Law Judge
Pennsylvania Public Utility Commission
1302 Philadelphia State Office Building.
1400 West Spring Garden St.
Philadelphia, PA 19130

Honorable Allyson Y. Schwartz
Senate 203004
Harrisburg, PA 17120-3004

Dan Clearfield, Esq.
Kevin Moody, Esq.
212 Locust St. Suite 300
Harrisburg, PA 17101

Paul R. Bonney, Esq.
Ward L. Smith, Esq.
Kent D. Murphy, Esq.
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Philadelphia, PA 19101-8699

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Thomas P. Gadsden, Esq.
Anthony C. DeCusatis, Esq.
Morgan, Lewis & Bockius LLP
1701 Market Street

Amy Gold
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Houston, TX 77210

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00 JAN 25 AM 8:23

Philadelphia, PA 19103-2921

Tanya McCloskey, Esq.
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West Chester, PA 19381

Phillip A. Bertocci, Esq.
1424 Chestnut St., 4th Fl.
Philadelphia, PA 19102

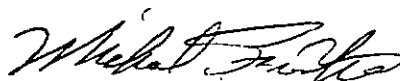
Patricia McNamara
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Harrisburg, PA 17108



Michael Fiorentino, Esq.
Counsel for Protestants and Intervenors

094940
Penn
FUTURE

ORIGINAL

January 24, 2000

Secretary James McNulty
Pennsylvania Public Utility Commission
P.O. Box 3265
North Office Building
Harrisburg, Pennsylvania 17105-3265

DOCKETED
JAN 31 2000
RECEIVED
SECRETARY'S BUREAU

00 JAN 26 AM 9:04

RE: Application of PECO Energy
Docket No. A-110550F0147

DOCUMENT
FOLDER

Dear Secretary McNulty:

At the Prehearing Conference on January 20, 2000, ALJ Rainey directed that each party identify a single person to receive official service in the referenced proceeding. Citizens for Pennsylvania's Future, et al., (the "PennFuture Parties") hereby request that the official service be provided to:

Peter Meadows Adels
PennFuture
117 S. 17th Street, Suite 1801
Philadelphia, PA 19103

A copy of this filing has been served on the other parties as indicated on the attached Certificate of Service.

Sincerely,

Peter Meadows Adels

EEF

10

ORIGINAL

Certificate of Service

I hereby certify that I have this day served the foregoing document on the following in the matter of PECO Energy Company's Application For Approval of (1) A Plan of Corporate Restructuring, Including the Creation of a Holding Company and (2) The Merger of the Newly Formed Holding Company and Unicom Corporation by First Class Mail:

Paul Bonney
PECO Energy Company
2301 Market Street
P.O. Box 8699
Philadelphia, PA 19101-8699
(Counsel for PECO)

Christopher B. Craig
Senate Democratic Appropriations Committee
Room 545, Main Capitol Building
Harrisburg, PA 17120
(Counsel for Senator Fumo)

Paul R. Forshay
Gregory K. Lawrence
Sutherland Asbill & Brennan LLP
1275 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2415
(Counsel for Shell Energy Services Company, L.L.C.)

Amy Gold
Shell Energy Services Co., L.L.C.
P.O. Box 4402
Houston, TX 77210
(Counsel for Shell Energy Services Company, L.L.C.)

David Kleppinger, Charis M. Burak
McNees, Wallace & Nurick
100 Pine Street
Harrisburg, PA 17108
(Counsel for Philadelphia Area Industrial Energy Users Group & Counsel to the Industrial Energy Consumers of Pennsylvania)

Eric Epstein
4100 Hillsdale Road
Harrisburg, PA 17112

Paul E. Russell
PP&L, Inc.
Two North Ninth Street
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(Counsel for PP&L)

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(Counsel for PP&L)

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(Counsel for Enron Energy Services, Inc.)

Daniel Clearfield
Kevin Moody
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1650 Arch Street - 22nd Fl.
Philadelphia, PA 19103
(Counsel for Enron Energy Services, Inc.)

094954

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00 JUN 26 AM 9:05

John Halsted
Gawthrop, Greenwood & Halsted
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(Counsel for East Brandywine Township)

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(Counsel for Office of Consumer Advocate)

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(Counsel for Clean Air Council)

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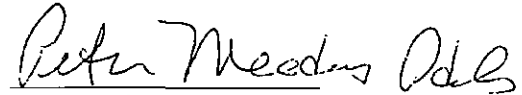
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Dated: January 24, 2000

COMMONWEALTH OF PENNSYLVANIA



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January 24, 2000

Honorable Charles E. Rainey, Jr.
Administrative Law Judge
PA Public Utility Commission
1302 Philadelphia State Office Building
1400 West Spring Garden Street
Philadelphia, PA 19130

DOCKETED
JAN 28 2000

RECEIVED
00 JAN 24 PM 3:50
PA.P.U.C.
SECRETARY'S BUREAU

Re: Application of PECO Energy Company for
Approval of (1) A Plan of Corporate
Restructuring, Including Creation of a
Holding Company and (2) the Merger of the
Newly Formed Holding Company and
Unicom Corporation,
Docket No. A-110550F.0147

DOCUMENT
FOLDER

Dear Judge Rainey:

As requested at the Prehearing Conference, the Office of Consumer Advocate provides the following information for the official Service List in the above-captioned matter. All documents in the proceeding should be served on the OCA as follows:

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EEF

Honorable Charles E. Rainey, Jr.
January 24, 2000
Page 2

If you have any questions, please do not hesitate to contact me. A copy of this letter has also been provided to Secretary McNulty's office and the parties on the attached Certificate of Service.

Sincerely,

A handwritten signature in cursive script that reads "Tanya J. McCloskey". The signature is written in black ink and is positioned above the printed name.

Tanya J. McCloskey
Senior Assistant Consumer Advocate

cc: Secretary James McNulty
Parties of Record

CERTIFICATE OF SERVICE

Re: Application of PECO Energy Company, Pursuant to Chapters 11, 19, 21, 22, and 28 of the Public Utility Code for Approval of (1) A Plan of Corporate Restructuring, Including the Creation of a Holding Company and (2) The Merger of the Newly Formed Holding Company and Unicom Corporation
Docket No. A-110550F0147

I hereby certify that I have this day served a true copy of the foregoing document, OCA's Official Service List, upon parties of record in this proceeding in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a participant), in the manner and upon the persons listed below:

Dated this 24th day of January, 2000

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00 JAN 24 PM 3:50
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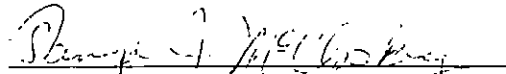
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January 25, 2000

Via Messenger Delivery

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DOCUMENT
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00 JAN 25 AM 11:51
PA.P.U.C.
SECRETARY'S BUREAU

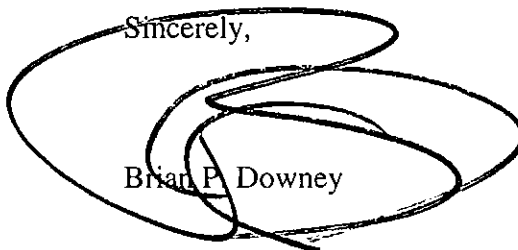
Re: Application of PECO Energy Company Pursuant to Chapters 11, 19, 21, 22, and 28 of the Public Utility Code for Approval of (1) a Plan of Corporate Restructuring, Including the Creation of a Holding Company and (2) Merger of the Newly Formed Holding Company and Unicom Corporation: Docket No. A-110550F0147

Dear Secretary McNulty:

Enclosed for filing with the Commission are the original and three (3) copies of the National Railroad Passenger Corporation's filing designating lead counsel in the above-referenced proceeding.

As shown by the attached Certificate of Service, all parties to this proceeding are being duly served. Please time-stamp the extra copies and return them with our messenger. Thank you for your assistance with this matter.

Sincerely,



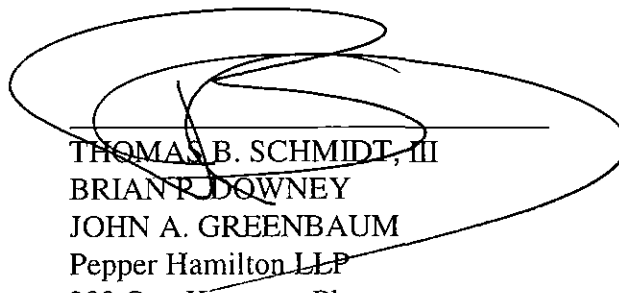
Brian P. Downey

EEF

Enclosures

cc: All counsel of Record
Charles E. Rainey, Jr., Administrative Law Judge

Respectfully submitted,

A large, stylized handwritten signature in black ink, appearing to be "TBS", is written over a horizontal line. The signature is enclosed within a large, hand-drawn oval.

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Counsel for National Railroad Passenger
Corporation

Dated: January 25, 2000

CERTIFICATE OF SERVICE

I hereby certify that I have this 25th day of January, 2000, served a true and correct copy of the foregoing document upon the parties listed below, in accordance with the requirements of 52 Pa. Code § 1.54, and in the manner listed below:

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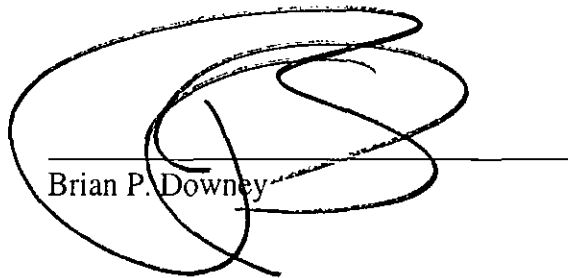
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Brian P. Downey

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January 26, 2000

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VIA FEDERAL EXPRESS

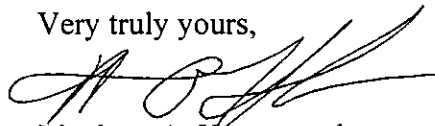
Secretary James McNulty
Pennsylvania Public Utility Commission
P.O. Box 3265
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Harrisburg, PA 17105-3265

Re: Application of PECO Energy
Docket No. A-110550F0147

Dear Secretary McNulty:

Enclosed for filing are the original and four copies of Mid-Atlantic Power Supply Association's Motion to Compel Responses to Interrogatories. Please date-stamp one of the copies and return it to me in the enclosed, self-addressed, stamped envelope. Thank you.

Very truly yours,



Matthew A. Hamermesh

EEF

Enclosures

cc: Hon. Charles E. Rainey, Jr. (via hand delivery)
Paul R. Bonney, Esquire (via hand delivery)
Thomas P. Gadsden, Esquire (via hand delivery)
certificate of service (via first-class mail)

DOCUMENT
FOLDER
3

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JAN 26 2000

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

ORIGINAL
BEFORE THE

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PENNSYLVANIA PUBLIC UTILITY COMMISSION

JAN 26 2000

In re: Application of PECO Energy Company,	:	PA PUBLIC UTILITY COMMISSION
Pursuant to Chapters 11, 19, 21, 22 and 28 of	:	SECRETARY'S BUREAU
the Public Utility Code, for Approval of (1) a	:	
Plan of Corporate Restructuring, Including the	:	
Creation of a Holding Company, and (2) the :	:	Application Docket No. A-110550F0147
Merger of the Newly Formed Holding	:	
Company and Unicom Corporation	:	

ORDER

AND NOW, this ____ day of _____, 2000, upon consideration of Mid-Atlantic Power Supply Association's Motion to Compel Responses to Interrogatories, it is hereby ORDERED that said Motion is GRANTED.

Applicant PECO Energy Company is hereby directed to provide full, complete and sufficient answers to Interrogatories 2, 3, 11, 16, 23, 27, 28 and 36 from Mid-Atlantic Power Supply Association's First Set of Interrogatories and Document Requests within ten (10) days.

Charles E. Rainey, Jr.
Administrative Law Judge

RECEIVED

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

JAN 26 2000

In re: Application of PECO Energy Company, :
Pursuant to Chapters 11, 19, 21, 22 and 28 of :
the Public Utility Code, for Approval of (1) a :
Plan of Corporate Restructuring, Including the :
Creation of a Holding Company, and (2) the :
Merger of the Newly Formed Holding :
Company and Unicom Corporation :

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Application Docket No. A-110550F0147

**MID-ATLANTIC POWER SUPPLY ASSOCIATION'S MOTION TO
COMPEL RESPONSES TO INTERROGATORIES**

DOCKETED
JAN 28 2000

Protestant/Intervenor Mid-Atlantic Power Supply Association ("MAPSA") hereby moves the Commission for an Order compelling Applicant PECO Energy Company ("PECO") to provide full, complete and sufficient answers to Interrogatories 2, 3, 11, 16, 23, 27, 28 and 36 from MAPSA's First Set of Interrogatories and Requests for Documents to PECO Energy Company in this matter. In support of its Motion, MAPSA states as follows:

1. PECO filed its Application on November 22, 1999, seeking approval from the Public Utility Commission under the Public Utilities Code for a restructuring of PECO and a merger with Unicom Corporation.

2. On December 20, 1999, MAPSA filed its Protest and Petition to Intervene in this proceeding. At the Prehearing Conference held on January 20, 2000, MAPSA was granted authority to participate as an active party in this proceeding.

3. In order to explore the Application and the claims and allegations made therein, MAPSA served upon PECO its First Set of Interrogatories and Requests for Production on January 6, 2000.

DOCUMENT
FOLDER

4. To date, PECO has replied to some, but not all, of MAPSA's Discovery Requests.

5. PECO's responses so far have, in certain respects, not provided full, complete and sufficient answers to the Interrogatories, as set forth below.

MAPSA-I-I2 and -I3

6. In Interrogatories MAPSA-I-I2 and MAPSA-I-I3, MAPSA requested that PECO identify "all documents that PECO has provided to" and "all documents received by PECO from" any outside consultants identified in PECO's response to Interrogatory MAPSA-I-I1 relating to the proposed Restructuring and Merger.

7. PECO responded to both requests that "The Company does not keep record [sic] of all documents [received from and sent to, respectively] persons and entities connected with the proposed restructuring and merger."

8. In addition, PECO stated, with respect to the request relating to documents provided by PECO to any of the referenced individuals, that "Response to this request would involve literally hundreds of documents and would be extremely burdensome."

9. True and correct copies of these Interrogatories and PECO's responses thereto are attached hereto as Exhibit A.

10. PECO's responses to these Interrogatories are incomplete and insufficient in that they do not provide the information requested. The Interrogatories did not ask for records relating to the referenced documents; rather, they asked for the actual documents. The fact that PECO may not have records of such documents is irrelevant to whether PECO actually has such documents.

11. In addition, PECO has not objected to these interrogatories on any permissible grounds.

MAPSA-I-116, -123, -127

12. In Interrogatories MAPSA-I-116, MAPSA-I-123, MAPSA-I-127 and MAPSA-I-128, MAPSA requested that PECO "identify and describe in detail all steps, measures, covenants, contracts, clauses, agreements and other provisions included in the proposed restructuring and merger":

- a. "to ensure or require that PECO will abide by the Code of Conduct and Competitive Safeguards incorporated in the Settlement, or to encourage PECO to do so";
- b. "designed to ensure or require that PECO will not engage in any conduct that is anti-competitive and against the public interest, including, without limitation, false and misleading advertising of the sort at issue in PECO Energy Co. v. Pennsylvania PUC, Docket No. 1714 C.D. 1999 (Pa. Cmwlth. Ct.), or that will prevent PECO from engaging in such conduct";
- c. "to ensure that PECO will not seek, will be prevented from seeking, or will be otherwise unable to seek, an exception under section 2804(4)(iii) of the Public Utility Code, 66 Pa. C.S. § 2804(4)(iii), to the rate caps established under the Settlement and the Public Utility Code, including, without limitation, an exception sought as a result of the various circumstances referred to in paragraph 28 of MAPSA's Protest and Petition to Intervene" and
- d. "relating to the funding of the decommissioning of Unicom's nuclear power plants and other nuclear assets [and] designed or intended to ensure or require or having the effect of ensuring, that the costs of such decommissioning will not be funded, passed on to, or otherwise paid by PECO's present customers."

13. In response to the first of these Interrogatories, PECO referred MAPSA to certain testimony attached to the Application, discussing the Code of Conduct and Competitive Safeguards and stating that PECO would continue to observe them, and stated "The fact that the Company signed the Settlement should provide reasonable assurance that it will abide by the Codes [sic] of Conduct and Competitive Safeguards." PECO also stated, entirely gratuitously, that it "presume[d]

that MAPSA's signature to the Settlement assures that its members will abide by the Settlement."

14. In response to the second interrogatory, PECO stated that "Commission regulations as well as state laws prohibit PECO . . . from acting in a manner contrary to law." Again, entirely gratuitously, PECO noted that these same laws apply to "MAPSA's members [and] other suppliers."

15. In response the third interrogatory, PECO stated that "As noted in testimony, PECO Energy remains bound by the restructuring settlement, associated rate caps and exceptions thereto. PECO cannot at this time conceive of how any PECO filing for relief under any of the rate cap exceptions presented in Paragraph 28 to the MAPSA protest could result from closing the proposed merger with Unicom."

16. In response to the fourth interrogatory, PECO referred to testimony accompanying the Application, discussing primarily the treatment of PECO's pre-existing decommissioning costs under the proposed restructuring and merger, but also stating that "Unicom's decommissioning liability will in no way affect PECO Energy or its customers. The merger will cause no shift in that liability from Commonwealth Edison. PECO Energy distribution customers are only responsible for funding the decommissioning cost of the nuclear plants that were built to serve them." Application, Testimony of Thomas P. Hill, Jr. at 9.

17. True and correct copies of these Interrogatories and PECO's responses thereto are attached hereto as Exhibit B.

18. PECO's responses to these Interrogatories are incomplete and insufficient in that they do not provide the information requested.

19. The Interrogatories asked whether the restructuring and merger contained any "steps, measures, covenants, contracts, clauses, agreements and other provisions" designed to ensure that

PECO would not breach these obligations as a result of the proposed Restructuring and Merger, and what those provisions were.

20. PECO responded, instead, that it would continue to abide by its pre-existing obligations under, inter alia, the Settlement of the Restructuring Proceeding, Commission regulations and state law. In addition, PECO stated that it "cannot conceive" how it would violate these obligations as a result of the Restructuring and Merger.

21. PECO's answers imply that, in fact, the proposer restructuring and merger contain no provisions to ensure that PECO will meet its obligations. An answer by implication, however, is not a sufficient response to an Interrogatory. PECO must state whether or not any such provisions are included in the proposed Restructuring and Merger.

22. Likewise, in response to the fourth of these interrogatories, PECO simply asserted, without support, that no Unicom decommissioning costs would be passed on to PECO customers. This is not responsive to the question of what provisions are included in the proposed restructuring and merger that this does not occur. Although it implies that there are not specific provisions to prevent this eventually, it does not so state, as PECO must.

MAPSA-I-I36

23. In Interrogatory MAPSA-I-I36, MAPSA asked PECO to "Identify all persons who answered, assisted in answering or in any other way contributed to the answering of these Interrogatories."

24. PECO responded that "The Company has designated the responsible witness in each interrogatory response."

25. A true and correct copy of this Interrogatory and PECO's response thereto is attached

hereto as Exhibit C.

26. PECO's response is *incomplete* and insufficient in that it provides only a small part of the information requested. Specifically, it identifies PECO's witness concerning the matters referenced in the Interrogatories. PECO is already required to provide this information under the Rules of Procedure of the Commission. See 52 Pa. Code § 5.342(a).

27. PECO's response only identified one person who "answered, assisted in answering or in any other way contributed to the answering" of the Interrogatories, not all such persons, as requested.

28. As PECO has raised no objection to this Interrogatory, all objections thereto must be deemed waived, including, without limitation, objections on the grounds of attorney-client privilege or work-product doctrine.

MAPSA-I-I11

29. In Interrogatory MAPSA-I-I11, MAPSA asked PECO to:

Describe in detail how prices, including, without limitation, Energy Charges and Capacity Charges, will be calculated under any Power Purchase Agreement, or any other agreement of similar purpose and substance, including, without limitation, agreements of the form attached to the Application as Exhibit H3, to be entered into by PECO with any PECO affiliate, including, without limitation, GenCo.

30. PECO responded that:

Historically, the underlying basis for the energy price is the over-the-counter ("OTC") forward energy outlook for PJM. We adapt those prices to expected load curves and assess the transmission constraint risk depending on delivery points. Load factor risk is shared by the development of a load factor-based rate design. Relative to unforced capacity value, we assess the public markets (the PJM clearing markets), the OTC broker market, and the bilateral market. These pricing principles may evolve as the market evolves.

31. A true and correct copy of this Interrogatory and PECO's response thereto is attached

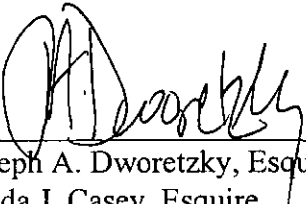
hereto as Exhibit D.

32. PECO's response is incomplete and insufficient in that it provides a general description of how prices under Power Purchase Agreements were calculated in the past, not a detailed description of how such prices will be calculated in the future under Power Purchase Agreements between PECO and its affiliates, as MAPSA requested. PECO's response provides no basis for determining whether the prices established in such agreements will be fair, market-based and procompetitive.

WHEREFORE, MAPSA respectfully requests that the Commission enter an Order in the form attached hereto requiring PECO to provide full, complete and sufficient answers to the above-referenced Interrogatories within ten (10) days.

HANGLEY ARONCHICK SEGAL & PUDLIN

By:



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Attorneys for Mid-Atlantic Power Supply Association

Dated: January ____, 2000

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

In re: Application of PECO Energy Company, :
Pursuant to Chapters 11, 19, 21, 22 and 28 of :
the Public Utility Code, for Approval of (1) a :
Plan of Corporate Restructuring, Including the :
Creation of a Holding Company, and (2) the : Application Docket No. A-110550F0147
Merger of the Newly Formed Holding :
Company and Unicom Corporation :

CERTIFICATE OF SERVICE

I hereby certify that on January 26, 2000 I served a true and correct copy of the foregoing Mid-Atlantic Power Supply Association's Second Set of Interrogatories and Requests For Documents to PECO Energy Company on the following active participants and parties of record by first-class mail, postage prepaid:

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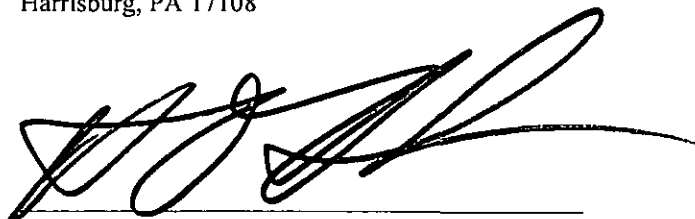
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Harrisburg, PA 17108



Matthew A. Hamermesh

MAPSA-I -2 Question:

Identify all documents that PECO has provided to any of the persons or entities identified in connection with PECO's response to interrogatory MAPSA-1(a) through 1(e) that

- (a) Describe, discuss or relate to the proposed restructuring; and
- (b) Describe, discuss or relate to the proposed merger.

MAPSA-I -2 Answer:

The Company does not keep record of all documents sent to persons and entities connected with the proposed restructuring and merger. Response to this request would involve literally hundreds of documents and would be extremely burdensome.

Responsible Witness: Richard G. White

PECO Energy Company
Docket No. A-110550F0147

MAPSA-I -3 Question:

Identify all documents received by PECO from any of the persons or entities identified in connection with PECO's response to interrogatory MAPSA-a(a) through 1(e) that:

- (a) Describe, discuss ore relate to the proposed
- (b) Describe, discuss or relate to the proposed merger.

MAPSA-I -3 Answer:

The Company does not keep record of all documents received from persons and entities connected with the proposed restructuring and merger.

Responsible Witness: Richard G. White

PECO Energy Company
Docket No. A-110550F0147

MAPSA-I -16 Question:

Identify and describe in detail all steps, measures, covenants, contracts, clauses, agreements and other provisions included in the proposed restructuring and merger to ensure or require that PECO will abide by the Code of Conduct and Competitive Safeguards incorporated in the Settlement, or to encourage PECO to do so.

MAPSA-I -16 Answer:

Refer to pages 3 to 7 of PECO Statement No. 3, Testimony of Thomas P. Hill, Jr.. The fact that the Company signed the Settlement should provide reasonable assurance that it will abide by the Codes of Conduct and Competitive Safeguards. PECO presumes that MAPSA's signature to the Settlement assures that its members will abide by the Settlement.

Responsible Witness: T. P. Hill, Jr.

PECO Energy Company
Docket No. A-110550F0147

MAPSA-I -23 Question:

Identify and describe in detail any steps, measures, covenants, contracts, clauses, agreements and other provisions included in the proposed restructuring and merger designed to ensure or require that PECO will not engage in any conduct that is anti-competitive and against the public interest, including, without limitation, false and misleading advertising of the sort at issue in PECO Energy Co. v. Pennsylvania PUC, Docket No. 1714 C.D. 1999 (Pa. Cmwlth. Ct.) or that will prevent PECO from engaging in such conduct.

MAPSA-I -23 Answer:

Commission regulations as well as state laws prohibit PECO or MAPSA's members or other suppliers from acting in a manner contrary to law.

Responsible Witness: T. P. Hill, Jr.

PECO Energy Company
Docket No. A-110550F0147

MAPSA-I -27 Question:

Identify and describe in detail all steps, measures, covenants, contracts, clauses, agreements and other provisions included in the proposed restructuring and merger to ensure that PECO will not seek, will be prevented from seeking, or will be otherwise unable to seek, an exception under section 2804(4)(iii) of the Public Utility Code, 66 Pa. C.S. § 2804(4)(iii), to the rate caps established under the Settlement and the Public Utility Code, including, without limitations, an exception sought as a result of the various circumstances referred to in paragraph 28 of MAPSA's Protest and Petition to Intervene.

MAPSA-I -27 Answer:

As noted in testimony, PECO Energy remains bound by the restructuring settlement, associated rate caps and exceptions thereto. PECO cannot at this time conceive of how any PECO filing for relief under any of the rate cap exceptions presented in Paragraph 28 to the MAPSA protest could result from closing the proposed merger with Unicom.

Responsible Witness: T. P. Hill, Jr.

PECO Energy Company
Docket No. A-110550F0147

MAPSA-I -28 Question:

Identify and describe in detail all steps, measures, covenants, contracts, clauses, agreements and other provisions incorporated or otherwise included in the proposed merger relating to the funding of the decommissioning of Unicom's nuclear power plants and other nuclear assets. *In particular, identify and describe in detail all such steps, measures, covenants, contracts, clauses, agreements and other provisions designed or intended to ensure or require or having the effect of ensuring, that the costs of such decommissioning will not be funded, passed on to, or otherwise paid by PECO's present customers.*

MAPSA-I -28 Answer:

Refer to pages 7 to 9 of PECO Statement No. 3, Testimony of Thomas P. Hill, Jr.

Responsible Witness: T. P. Hill, Jr.

PECO Energy Company
Docket No. A-110550F0147

MAPSA-I -36 Question:

Identify all persons who answered, assisted in answering or in any other way contributed to the answering of these Interrogatories.

MAPSA-I -36 Answer:

The Company has designated the responsible witness in each interrogatory response.

Responsible Witness: T. P. Hill, Jr.

MAPSA-I -11 Question:

Describe in detail how prices, including, without limitation, Energy Charges and Capacity Charges, will be calculated under any Power Purchase Agreement, or any other agreement of similar purpose and substance, including, without limitation, agreements of the form attached to the Application as Exhibit H3, to be entered into by PECO with any PECO affiliate, including, without limitation, GenCo.

MAPSA-I -11 Answer:

Historically, the underlying basis for the energy price is the over-the-counter ("OTC") forward energy outlook for PJM. We adapt those prices to expected load curves and assess the transmission constraint risk depending on delivery points. Load factor risk is shared by the development of a load factor-based rate design. Relative to unforced capacity value, we assess the public markets (the PJM clearing markets), the OTC broker market, and the bilateral market. These pricing principles may evolve as the market evolves.

Responsible Witness: Richard G. White

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

ORIGINAL

Application of PECO Energy Company :
Pursuant to Chapters 11, 19, 21, 22 :
and 28 of the Public Utility Code, :
For Approval of (1) a Plan of : Docket No. A-110550F0147
Corporate Restructuring, Including :
the Creation of a Holding Company. :
and (2) the Merger of the Newly :
Formed Holding Company and Unicom :
Corporation :

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JAN 26 2000

OFFICE OF SMALL BUSINESS ADVOCATE
PREHEARING MEMORANDUM

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

I. INTRODUCTION

The Office of Small Business Advocate ("OSBA") is authorized to represent the interests of small business consumers of utility services before the Pennsylvania Public Utility Commission pursuant to the provisions of the Small Business Advocate Act, Act 181 of 1988, 73 P.S. §§399.41 - 399.50 ("the Act"). In order to discharge this statutory duty, the Small Business Advocate deems it necessary to participate as a party to this proceeding. Representing the OSBA in this matter are Small Business Advocate Bernard A. Ryan, Jr. Please address all correspondence as follows:

Bernard A. Ryan, Jr.
Small Business Advocate
Office of Small Business Advocate
Suite 1102, Commerce Building
300 North Second Street
Harrisburg, Pennsylvania 17101
(717) 783-2525

**DOCUMENT
FOLDER**

DOCKETED
JAN 28 2000

EEF

II. FILING_BACKGROUND

On November 22, 1999, PECO Energy Company ("PECO" or "Company") filed an Application Pursuant to Chapters 11, 19, 21, 22 and 28 of the Public Utility Code, for Approval of (1) a Plan of Corporate Restructuring, including the Creation of a Holding Company and (2) the Merger of the Newly Formed Holding Company and Unicom Corporation. The OSBA filed a Notice of Intervention and Public Statement on January 13, 2000.

III. IDENTIFICATION_OF_ISSUES_AND_WITNESSES

Assisting in the development and presentation of the OSBA's case in this proceeding will be:

Stanford L. Levin, Ph.D.
Southern Illinois University
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Mr. Brian Kalcic
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(314) 725-2511
(314) 725-2022 - Fax

The OSBA requests that all parties serve copies of all documents, including discovery, testimony and briefs, upon Dr. Levin and Mr. Kalcic, simultaneously with service upon the OSBA. The OSBA does not now expect to present testimony by either Dr. Levin or Mr. Kalcic in this proceeding unless it becomes necessary to do so in rebuttal to testimony subsequently filed in this proceeding.

This proceeding involves important and novel issues that may be seen again as the move to introduce more competition into the public utility field continues. The OSBA is particularly interested in how the expected public benefits of these transactions will be determined and how they will in turn benefit PECO's small business customers.

The OSBA will participate in the case to assure that the interests of small business customers of PECO are adequately represented and protected. As

appropriate and necessary, the OSBA will investigate and analyze the claims and proposals of the Company and other parties, primarily through the cross-examination of witnesses appearing for those parties and through briefing. The OSBA will particularly focus on any issue where the impact on the interests of PECO's small business consumers would be unjustifiably different than or disproportionate to the impact on another class of customers, or otherwise lacking in reasonableness or basic fairness. The OSBA reserves the right to pursue additional issues as they arise throughout the proceeding.

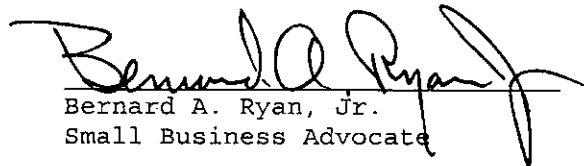
IV. **SETTLEMENT**

The OSBA is willing to enter into settlement discussions at any phase of this proceeding.

V. **PROCEDURAL SCHEDULE**

The OSBA will work with the Presiding Officer and the other parties to develop a mutually acceptable procedural schedule for this case.

Respectfully submitted,


Bernard A. Ryan, Jr.
Small Business Advocate

Office of Small Business Advocate
Suite 1102, Commerce Building
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Harrisburg, PA 17101
(717) 783-2525

Dated: January 13, 2000

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of PECO Energy Company :
Pursuant to Chapters 11, 19, 21, 22 :
and 28 of the Public Utility Code, :
For Approval of (1) a Plan of : Docket No. A-110550F0147
Corporate Restructuring, Including :
the Creation of a Holding Company :
and (2) the Merger of the Newly :
Formed Holding Company and Unicom :
Corporation :

Certificate of Service

I certify that I am serving a copy of the Notice of Intervention and Public Statement and Prehearing Memorandum on behalf of the Office of Small Business Advocate by first class mail upon the persons addressed below:

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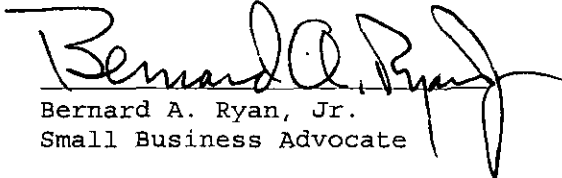
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Bernard A. Ryan, Jr.
Small Business Advocate

Dated: January 13, 2000

COMMONWEALTH OF PENNSYLVANIA



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January 26, 2000

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Pennsylvania Public Utility Commission
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Harrisburg, PA 17105-3265

DOCKETED

JAN 31 2000

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00 JAN 26 PM 2:53
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SECRETARY'S BUREAU

Re: Application of PECO Company, Pursuant to Chapters 11, 19, 21, 22 and 28 of the Public Utility Code, For Approval of (1) A Plan of Corporate Restructuring, Including the Creation of a Holding Company and (2) the Merger of the Newly Formed Holding Company and Unicom Corporation
Docket No. A-110550F0147

DOCUMENT
FOLDER

Dear Secretary McNulty:

The Office of Small Business Advocate (OSBA) is an Intervenor in the above proceeding involving proposals for the restructuring of PECO Energy Company (PECO), to be followed by the merger of PECO's newly formed holding company and Unicom Corporation. I write today to state the OSBA's support for the Petition of PECO Energy Company for Certification of the Record to the Commission for Decision Pursuant to 66 Pa. C.S. §335(a) that was filed January 21, 2000 at this docket.

The OSBA participated in the prehearing conference for this matter held by Administrative Law Judge Charles Rainey on January 20, 2000. At that conference we agreed, along with the other parties, to a schedule that provides for the presentation of these matters directly to the Commission for its decision. That schedule calls for a certified record of the evidentiary hearings that will be conducted by Judge Rainey to go to the Commission without an initial decision by the Judge or the filing of exceptions and replies by the active parties. Briefs would then be filed by the parties with the Commission rather than with the Administrative Law Judge.

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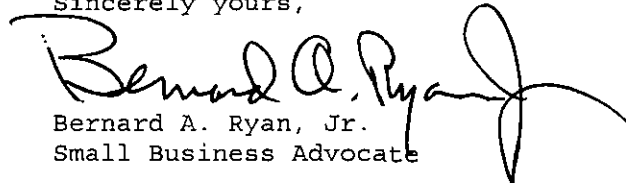
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January 26, 2000

Page Two

PECO's proposed modifications to the usual post-hearing procedure in matters before the Commission will facilitate the expedited review and disposition of these complex proposals while affording all interested parties a full opportunity to present their positions for consideration by the Commission when it reaches its decision. The OSBA, therefore, joins in the prayer of the PECO petition that was filed with the Commission on January 21, 2000.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Bernard A. Ryan, Jr.", with a long, sweeping flourish extending to the right.

Bernard A. Ryan, Jr.
Small Business Advocate

cc: Hon. John M. Quain, Chairman
Hon. Robert K. Bloom, Vice Chairman
Hon. Nora Mead Brownell, Commissioner
Hon. Aaron Wilson, Jr., Commissioner
Hon. Terrance Fitzpatrick, Commissioner
Hon. Robert A. Christianson
Hon. Charles Rainey

Parties of Record

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of PECO Energy Company :
Pursuant to Chapters 11, 19, 21, 22 :
and 28 of the Public Utility Code, :
For Approval of (1) a Plan of : Docket No. A-110550F0147
Corporate Restructuring, Including :
the Creation of a Holding Company :
and (2) the Merger of the Newly :
Formed Holding Company and Unicom :
Corporation :

Certificate_of_Service

I certify that I am serving a copy of the foregoing document on behalf of the Office of Small Business Advocate by first class mail upon the persons addressed below:

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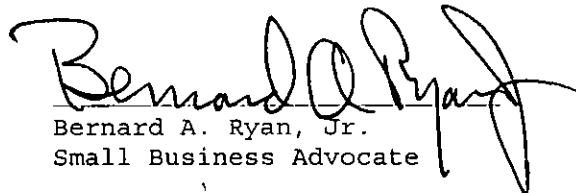
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Bernard A. Ryan, Jr.
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Dated: January 26, 2000