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ORIGINAL

February 2, 2000

**DOCUMENT
FOLDER**

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

RECEIVED
By Federal Express

FEB 02 2000

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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. A-110550F0147

Answer to Petition of PECO Energy Company for Certification of the Record for Decision pursuant to 66 Pa.C.S. §335(a)

Dear Secretary McNulty:

Enclosed please find an original and three (3) copies of the Answer of Consumers Education and Protective Association, Association of Community Organizations for Reform Now, Action Alliance of Senior Citizens and Tenants' Action Group to Petition of PECO Energy Company for Certification of the Record for Decision pursuant to 66 Pa.C.S. §335(a).

Copies of this filing have been sent this date to parties listed on the Certificate of Service by First Class Mail, postage prepaid.

Very truly yours,

Philip A. Bertocci

PHILIP A. BERTOCCHI
Supervising Attorney

cc: Service List

Honorable Charles Rainey, Administrative Law Judge

56

BEFORE THE ORIGINAL RECEIVED
PENNSYLVANIA PUBLIC UTILITY COMMISSION

FEB 02 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. A110550F0147

DOCKETED

FEB 04 2000

Answer of Consumers Education and Protective Association,
Association of Community Organizations for Reform Now,
Action Alliance of Senior Citizens and Tenants' Action Group
to Petition of PECO Energy Company for Certification of the Record
for Decision pursuant to 66 Pa.C.S. §335(a)

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Consumers Education and Protective Association (CEPA), Association of
Community Organizations for Reform Now (ACORN), Action Alliance of Senior
Citizens and Tenants' Action Group (TAG) hereby answer the Petition of PECO Energy
for Certification of the Record for Decision pursuant to 66 Pa.C.S. §335(a) as follows:

- 1.-6 Admitted.
7. Admitted in part; denied in part. It is admitted that a procedure involving certification of the record was used in the proceedings that PECO cites. It is denied that use of such procedures was successful, because by adopting such processes, the Commission deprived the public the opportunity to become involved in the process of

witnessing hearings through the press and media, anticipating a decision by a judge acting in an adjudicatory way (taking testimony, evaluating first hand the credibility of witnesses, and rendering a considered decision) and participating in a public appraisal of the judge's decision, pending further action by the Commission. The proposed procedures substitute instead a faceless process, which provides little focus for public attention and understanding, and ultimately ends in a collective decision by the Public Utility Commission. PECO has shown no compelling reason for adopting a process which suspends the normal processes and stifles democratic participation. In fact, as the experience in the proceedings involving PECO Energy Company's Application for Issuance of a Qualified Rate Order under Sections 2808 and 2812 of the Public Utility Code, Docket No. R-009732877 suggests, maximum public focus and a public trial atmosphere is needed at the beginning of a process like this one, where a desirable goal is to bring parties of differing weights and interests to find common grounds for settlement.

8. Denied in part; admitted in part.

It is denied that the merger as proposed by PECO Energy is in the public interest.

It is denied the question of whether there is adequate time before formal hearings for settlement discussions is relevant to whether once settlement discussions have proved unsuccessful, there should be a process which limits the ability of non-settling parties to fully develop their issues before a judge empowered to make an initial decision in the public eye. The Commission could provide this opportunity by agreeing, if settlement can not be reached, to hear the testimony in this proceeding en banc in Philadelphia. The

Commission's participation in the hearings would give formal recognition to the paramount importance of the issues under consideration, and provide a needed focus for public attention. The substantial record likely to be developed in this proceeding requires the active consideration of the Commissioners, if no ALJ assessment of the record and recommendation, Exceptions, or Reply Exceptions will be available.

It is admitted that it is in the public interest for the parties to attempt to achieve a comprehensive settlement of this case.

WHEREFORE, CEPA et al. respectfully request that the Commission:

(A) deny the Petition;

(B) in the alternative, grant the Petition, with the proviso that the hearings will be conducted en banc by the full Commission;

(C) make such other order as is just and proper.

Respectfully submitted,



PHILIP A. BERTOCCI, ESQUIRE
EDWARD A. MCCOOL, ESQUIRE

Attorneys for CEPA, ACORN, Action Alliance
and TAG

COMMUNITY LEGAL SERVICES, INC.
1424 Chestnut Street, 4th Floor
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Dated: February 2, 2000

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FEB 02 2000

CERTIFICATE OF SERVICE

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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

Dear Secretary McNulty:

At the Prehearing Conference on January 20, 2000, ALJ Rainey directed that each party identify a single person to receive service in the above captioned matter. PECO Energy Company hereby requests that official service be provided to:

Paul R. Bonney, Esq.
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I would appreciate it, however, if the parties would also serve copies directly on:

Tom Gadsden, Esquire
Morgan Lewis & Bockius
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In turn, we will be happy to provide copies of documents directly to the parties' additional counsel and consultants as they so designate.

Sincerely,



Paul Bonney

cc: Honorable Charles E. Rainey, Jr.
Parties of Record

SRB

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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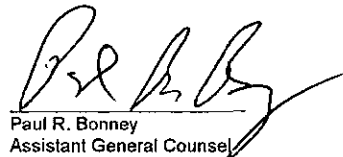
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Dated: February 2, 2000

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**DOCUMENT
FOLDER**

February 4, 2000

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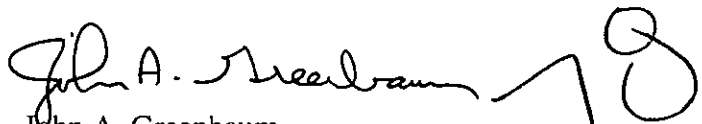
Re: Application of PECO Energy Company, Pursuant to Chapters 11, 19, 21, 22 and 28 of the Public Utility Code, for Approval of (1) a Plan of Corporate Restructuring, Including the Creation of a Holding Company and (2) the Merger of the Newly Formed Holding Company and Unicom Corporation; Application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

Dear Mr. McNulty:

I enclose for filing the original and five copies of the Response of the National Railroad Passenger Corporation' ("Amtrak") to the Petition of PECO Energy Company for Certification Pursuant to 66 Pa.C.S. § 335(A). Amtrak indicates in its Response that it takes no position on PECO's request.

Please return two time-stamped copies with our messenger. Thank you for your attention in this matter.

Sincerely,


John A. Greenbaum

Enclosures

cc: The Honorable Charles E. Rainey, Jr. (w/enc.)

SRB

James J. McNulty, Secretary

Page 2

February 4, 2000

cc: John M. Quain, Chairman (w/enc.)
Robert K. Bloom, Vice Chairman (w/enc.)
Nora Mead Brownell (w/enc.)
Aaron Wilson, Jr. (w/enc.)
Terrance J. Fitzpatrick (w/enc.)
Service List (w/enc.)

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

ORIGINAL
SECRETARY'S BUREAU
03 FEB - 11 PM 14:08
Application
Docket No. A-110550147

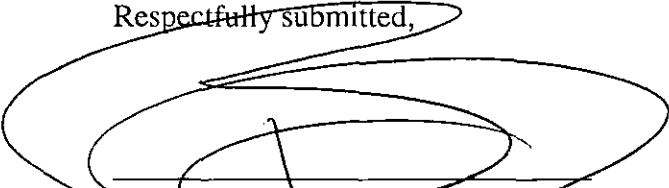
**DOCUMENT
FOLDER**

DOCKETED
FEB 08 2000

**RESPONSE OF NATIONAL RAILROAD PASSENGER CORPORATION
TO THE PETITION OF PECO ENERGY COMPANY FOR CERTIFICATION
OF THE RECORD TO THE COMMISSION FOR DECISION
PURSUANT TO 66 PA.C.S. § 335(A)**

On or about January 21, 2000, PECO Energy Company ("PECO") filed a Petition with the Pennsylvania Public Utility Commission ("Commission") requesting that the Commission dispense with an initial decision in the above-captioned matter and certify the record therein for final decision. The National Railroad Passenger Corporation takes no position on PECO's request.

Respectfully submitted,



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Dated: February 4, 2000

CERTIFICATE OF SERVICE

I hereby certify that I have this 4th day of February, 2000, served the foregoing document upon the parties listed below via first class mail delivery, postage prepaid:

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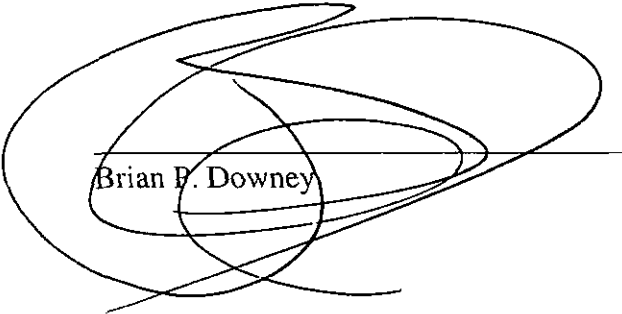
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RE: 00 FEB - 9 AM 8: 26

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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-IV # 3,6,19 and response to OCA-V-11.

Very truly yours,

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Enclosure

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

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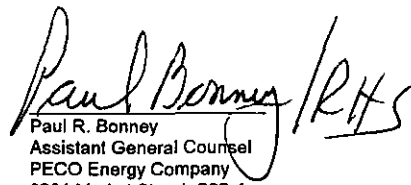
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RE: Application of PECO Energy Company to Chapters 11, 19, 21, 22 and 28 of the Public Utility Code, for Approval of (1) A Plan of Corporate Restructuring, including the creation of a Holding Company and (2) the Merger of the Newly Formed Holding Company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

Dear Ms. McCloskey:

Enclosed, please find PECO's CONFIDENTIAL responses to OCA-IV # 15, MAPSA-I-D-11 and MAPSA I-D-8.

Very truly yours,

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

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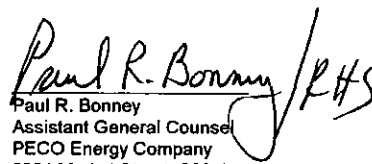
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RE: Application of PECO Energy Company to Chapters 11, 19, 21, 22 and 28 of the Public Utility Code, for Approval of (1) A Plan of Corporate Restructuring, including the creation of a Holding Company and (2) the Merger of the Newly Formed Holding Company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

Dear Ms. McCloskey:

Enclosed, please find PECO's response to OCA-IV # 26.

Very truly yours,

Paul R. Bonney / RHS
Paul R. Bonney
Assistant General Counsel

/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.

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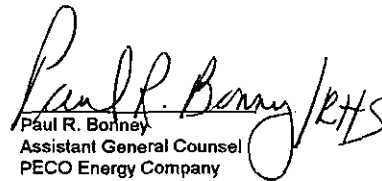
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Dated: February 4, 2000



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February 4, 2000

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Dear Ms. McCloskey:

Enclosed, please find PECO's response to OCA-VI # 10, EE-I-1 and EE-I-12.

Very truly yours,

Paul R. Bonney
Assistant General Counsel

/rhs

Enclosure

cc: James J. McNulty, Secretary (cover letter & certificate of service only)
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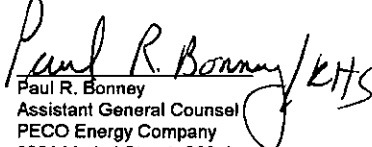
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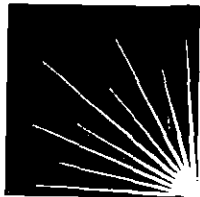
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Dated: February 4, 2000



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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 Answer to the Petition of PECO Energy Company by Clean Air Council, et al, in the above-referenced proceeding.

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

Sincerely,

Michael Fiorentino, Esq.
Staff Attorney

DOCUMENT
FOLDER

Enclosures

cc: See Certificate of Service

The Honorable Charles E. Rainey, Jr.

- Via Hand Delivery:
- The Honorable John M. Quain, Chairman
 - The Honorable Robert K. Bloom, Vice Chairman
 - The Honorable Nora Mead Brownell
 - The Honorable Aaron Wilson, Jr.
 - The Honorable Terence Fitzpatrick

40

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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 :

**ANSWER OF CLEAN AIR COUNCIL, ET AL., TO THE PETITION
OF PECO ENERGY COMPANY FOR CERTIFICATION OF THE RECORD
TO THE COMMISSION FOR DECISION PURSUANT TO 66 PA.C.S. §335(A)**

On January 20, 2000, Administrative Law Judge Charles E. Rainey, Jr. held a Prehearing Conference to, *inter alia*, establish a schedule for this proceeding and identify the formal parties thereto. Clean Air Council, Andrew Altman, Dennis Winters and Amy Hammersmith were admitted by Judge Rainey as protestants and intervenors at the Conference. PECO informed the Judge and the parties of its intention to file the instant Petition. Clean Air Council, et al., now respond to PECO Energy Company's request to certify the record to the Commission in the above-captioned matter without a Recommended Decision by the Administrative Law Judge, and hereby state as follows:

1-3. Admitted.

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4. Admitted in Part, Denied in Part. It is admitted that PECO's proposed schedule was included in its application. The statement that Judge Rainey adopted OCA's schedule in their Prehearing Memorandum is denied in so far as Judge Rainey merely partially adopted OCA's schedule, leaving the issue of a Recommended Decision for this Petition process. It is admitted that PECO did not discuss the elimination of the Recommended Decision with all parties. PECO's Petition should not be read so as to imply that there is an agreement among all the parties that the Recommended Decision could be eliminated, because no such agreement exists.

5. Admitted. PECO correctly cites Section 335(a) of the Public Utility Code (66 Pa.C.S. §335(a)) in pertinent part.

6. This paragraph contains the following request by PECO: "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." Clean Air Council, et al., oppose PECO's request for several reasons. In this proceeding, PECO must demonstrate the Merger and Restructuring affirmatively promotes the service, accommodation, convenience and safety of the public. Because of the very complex nature of the proposed merger and restructuring and their consequences, the determination of whether PECO has met its burden will be equally complex. The default arrangement for Commission decision-making provided by the Public Utility Code at 66 Pa.C.S. 331(b) should be employed in this proceeding. The ALJ's careful consideration of the arguments of the parties after he has listened to the testimony of the witnesses is an irreplaceable facet of this process. The Commission's ultimate decision would benefit from the thorough analysis in the Recommended Decision and any Exceptions submitted by the parties. Furthermore, the ALJ will have heard the thoughtful views of customers in PECO service territory during the public input hearings, and therefore will be in a position to draw upon actual public concerns which the Commissioners by

contrast will not have heard. The public interest is best served by maintaining the ALJ's role as initial decision maker.

7. Admitted in Part, Denied in Part. PECO notes in its Petition that Recommended Decision elimination has been used in other cases. However, the Council believes and therefore avers that PECO's proposed procedure was not adopted in the only analogous case since passage of the Electricity Generation Customer Choice and Competition Act (66 Pa.C.S. §§2801 *et seq.*)-the merger between Allegheny Power Systems, Inc. and DQE, Inc. (Duquesne Light) (PUC Docket No. A-110150 F0015). The ramifications upon electric service and public safety from the instant merger and restructuring are far-reaching and thus require a thorough analysis by the Commission, one which includes a Recommended Decision. It is therefore denied that the proposed procedure has been successful in analogous matters.

8. Admitted in Part, Denied in Part. It is admitted that some litigation expense would be avoided if the instant Petition is granted. It is denied that a granted petition will result in a more rapid completion of this proceeding. It is certainly possible that without a Recommended Decision and Exceptions to guide its analysis and provide a basis for decision, the Commission would require substantially longer to issue an Opinion and Order. More importantly, the public interest requires and the obligation of the Commission remains the careful consideration of whether PECO's Application meets the legal standard for approval. This process is paramount and outweighs the effects PECO raises regarding employee uncertainty and merger benefits. There is no public purpose urgency here which would require departure from the full and proper decision making process, and therefore PECO's expectations must remain secondary. It is admitted that stipulations and or comprehensive settlement may be in the public interest, provided the terms thereof so serve. The implication that the opportunity to engage in productive settlement negotiations is impeded by the presence of a Recommended Decision is denied.

WHEREFORE, Clean Air Council, et al., respectfully request that this Commission deny PECO's Petition and require an Administrative Law Judge's Recommended Decision be issued subsequent to the close of the Record, or in the alternative, that the Commission determine to preside *en banc* at the evidentiary hearings in this matter as requested by CEPA, et al., in their Answer to PECO's Petition and in the Prehearing Memorandum of Citizens for Pennsylvania's Future.

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 5th day of February, 2000, served a true copy of the foregoing Answer to the Petition of PECO Energy upon the parties listed below, in accordance with the requirements of § 1.54 (relating to service by a participant).

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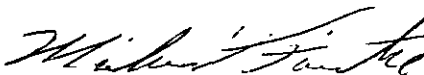
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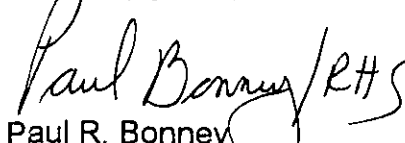
DOCUMENT
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Dear Ms. McCloskey:

Enclosed, please find PECO's response to OCA-I-2,I-5 and I-32.

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

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.

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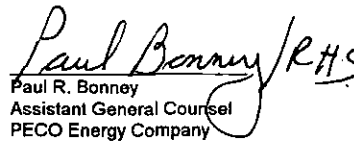
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Dated: February 7, 2000



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February 7, 2000

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**DOCUMENT
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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 CONFIDENTIAL response to OCA-III #5 and OCA-IV 20-repeat.

Very truly yours.

Paul R. Bonney
Assistant General Counsel

/rhs

Enclosure

cc: James J. McNulty, Secretary (cover letter & certificate of service only)
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Dear Ms. McCloskey:

Enclosed, please find PECO's CONFIDENTIAL response to OCA-IV # 11 and #23.

Very truly yours,

Paul R. Bonney
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Dear Ms. McCloskey:

Enclosed, please find PECO's CONFIDENTIAL response to OCA-IV # 1 and #2.

Very truly yours,

Paul Bonney/RTS
Paul R. Bonney
Assistant General Counsel

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Dear Ms. McCloskey:

Enclosed, please find PECO's CONFIDENTIAL response to MAPSA-I-D-18.

Very truly yours,

Paul Bonney / Rhs

Paul R. Bonney
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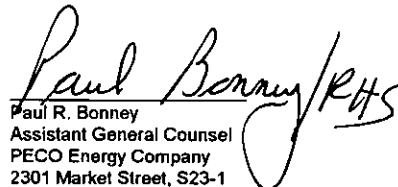
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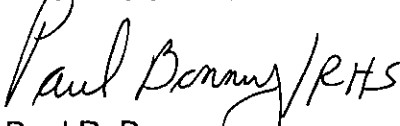
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Dear Ms. McCloskey:

Enclosed please find PECO's response to OCA-II-2, IV-16 and V-27.

Very truly yours,


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/rhs

Enclosure

cc: James J. McNulty, Secretary (cover letter & certificate of service only)
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00 FEB - AM 8:27
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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.

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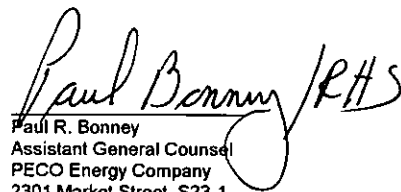
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Dated: February 7, 2000



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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 CONFIDENTIAL response to MAPSA-I-D-14.

Very truly yours,

Paul Bonney /rhs
Paul R. Bonney
Assistant General Counsel
/rhs

~~DOCKETED~~
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Enclosure

cc: James J. McNulty, Secretary (cover letter & certificate of service only)
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Dear Mr. Hamermesh:

Enclosed please find PECO's response to MAPSA-I-7 and MAPSA-I-D-7.

Very truly yours,

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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.

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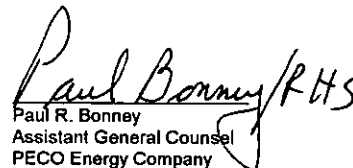
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(215) 841-4252

Dated: February 7, 2000



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Fax 215 568 3389

James W. Durham
Senior Vice President
and General Counsel

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Deputy General Counsel

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Sandra H. Byrne
Legal Administrator

~~CONFIDENTIAL~~

February 7, 2000

Paul R. Bonney
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Todd D. Cutler
Susan Sciamanna Foeht
Vilna Waldron Gaston
Gregory Golazeski
John C. Halderman
Conrad O. Kattner
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Kent D. Murphy
Jeffrey J. Norton
Mark B. Peabody
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Saundra M. Yaklin
Ronald L. Zack
Assistant General Counsel

Tanya McCloskey
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555 Walnut Street, 5th Floor, Forum Place
Harrisburg, PA 17101-5048

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 CONFIDENTIAL response to OCA-IV-28, V-55 and VI-6.

Very truly yours,

Paul Bonney / rhs
Paul R. Bonney
Assistant General Counsel

DOCUMENT
FOLDER

/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.

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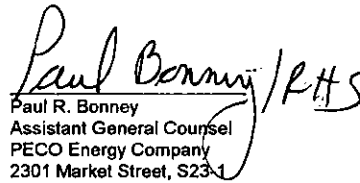
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Dated: February 7, 2000



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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 Mr. Gornish:

Enclosed, please find PECO's CONFIDENTIAL response to Enron-I-25 and PECO's response to Enron-I-19.

Very truly yours,

Paul Bonney/RHS
Paul R. Bonney
Assistant General Counsel

DOCUMENT
FOLDER

/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.

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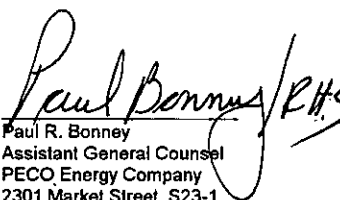
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Dated: February 8, 2000

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February 8, 2000

Via Messenger Delivery

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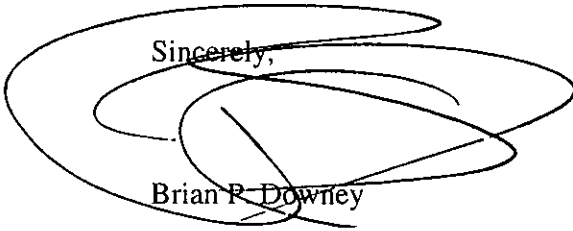
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PA.P.U.C.
SECRETARY'S BUREAU

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) the Merger of the Newly Formed Holding Company and Unicom Corporation; Application Docket No. A-110550F0147

Dear Mr. McNulty:

I enclose for filing the original and five copies of the Motion of the National Railroad Passenger Corporation ("Amtrak") for the admission *pro hac vice* of its counsel John W. Ongman, Esquire, Marc D. Machlin, Esquire, and Wayne R. Frigard, Esquire.

Please return two time-stamped copies with our messenger. Thank you for your attention in this matter.

Sincerely,

Brian P. Downey

Enclosures

cc: The Honorable Charles E. Rainey, Jr. (w/enc.)
Service List (w/enc.)

ORIGINAL

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

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

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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
RESTRUCTURING, INCLUDING THE	:	Docket No. A-110550F0147
CREATION OF A HOLDING COMPANY	:	
AND (2) THE MERGER OF THE NEWLY	:	
FORMED HOLDING COMPANY AND	:	
UNICOM CORPORATION	:	

DOCUMENT MOTION FOR ADMISSION PRO HAC VICE

FOLDER

Pursuant to Pennsylvania Bar Admission Rule 301 and Rule 1.22 of the Commission's Rules of Practice and Procedure, the undersigned attorneys of record for the National Railroad Passenger Corporation ("Amtrak") respectfully move this Commission for an Order granting leave for John Will Ongman, Esq., Marc D. Machlin, Esq. and Wayne R. Frigard, Esq., to appear pro hac vice as co-counsel for purpose of representing Amtrak in the above-captioned proceeding.

In support of this motion, the undersigned recite the following facts:

- The undersigned attorneys with Pepper Hamilton LLP are members in good standing of the bar in the Commonwealth of Pennsylvania and are qualified to practice in the Courts and administrative agencies of the Commonwealth. These attorneys are: Thomas B. Schmidt, III (19196), Brian P. Downey (59891), and John A. Greenbaum (76113), all of whom are located at: 200 One Keystone Plaza, North Front and Market Streets, Harrisburg, PA 17108-1181, telephone (717) 255-1155.

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FEB 10 2000

2. The undersigned attorneys represent Amtrak in this matter and are Amtrak's counsel of record.

3. Amtrak desires that John Will Ongman and Marc D. Machlin of the Washington, D.C. office of Pepper Hamilton LLP represent Amtrak as co-counsel before this Commission in this proceeding. Amtrak also desires that the law firm of Rubin and Rudman LLP and its partner Wayne R. Frigard represent Amtrak as co-counsel in this proceeding.

4. John Will Ongman, Esq., Marc D. Machlin, Esq., and Wayne R. Frigard, Esq., seek admission pro hac vice on behalf of Amtrak.

5. Mr. Ongman is (a) a member of the bars of the District of Columbia, and the State of New York and the State of Illinois, (b) a partner in the law firm of Pepper Hamilton LLP, 600 Fourteenth Street, N.W., Washington D.C. 20005, (202) 220-1415, and (c) a graduate of the Northwestern University Law School. (See Affidavit of John Will Ongman, Esq., attached as Exhibit A).

6. Mr. Machlin is (a) a member of the bar of the District of Columbia, (b) a partner in the law firm of Pepper Hamilton LLP, 600 Fourteenth Street, N.W., Washington, D.C. 20005, (202) 220-1439, and (c) a graduate of Harvard Law School. (See Affidavit of Marc D. Machlin, Esq., attached as Exhibit B).

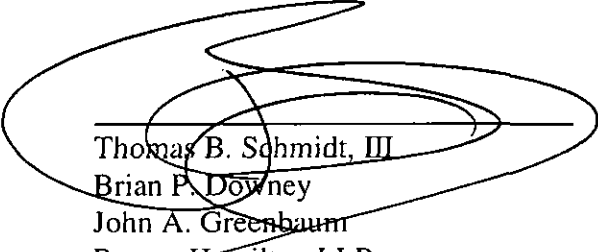
7. Mr. Frigard is (a) a member of the bar of the Commonwealth of Massachusetts, (b) a partner in the law firm of Rubin and Rudman LLP, 50 Rowes Wharf, Boston, MA 02110, (617) 330-7006, and (c) a graduate of the Northeastern University School of Law. (See Affidavit of Wayne R. Frigard, attached as Exhibit C).

8. The admission of John Will Ongman, Marc D. Machlin, and Wayne R. Frigard pro hac vice will materially advance the conduct of this matter on behalf of Amtrak and will prejudice no one.

9. Pursuant to Pa. B.A.R. 301(a), the undersigned attorneys will continue to act as attorneys of record for Amtrak in the above-captioned proceeding.

WHEREFORE, the undersigned attorneys ask that the Commission enter an order admitting John Will Ongman, Esq., Marc D. Machlin, Esq., and Wayne R. Frigard, Esq., to appear as co-counsel for Amtrak in the above-captioned proceeding.

Respectfully submitted,



Thomas B. Schmidt, III

Brian P. Downey

John A. Greenbaum

Pepper-Hamilton LLP

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North Front and Market Streets

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February 8, 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 : Application
RESTRUCTURING, INCLUDING THE : Docket No. A-110550F0147
CREATION OF A HOLDING COMPANY :
AND (2) THE MERGER OF THE NEWLY :
FORMED HOLDING COMPANY AND :
UNICOM CORPORATION :

AFFIDAVIT OF JOHN WILL ONGMAN, ESQUIRE
IN SUPPORT OF MOTION FOR SPECIAL ADMISSION PRO HAC VICE

I, John Will Ongman, Esquire, having been duly sworn, make this Affidavit in support of the foregoing motion for admission of co-counsel on behalf of the National Railroad Passenger Corporation ("Amtrak"), as follows:

1. I am a graduate of the Northwestern University Law School and am a member in good standing of the Illinois bar, having been duly admitted to practice in 1976. I am also a member in good standing of the bar of the District of Columbia, having been duly admitted to practice in 1984. Finally, I am a member in good standing of the New York bar, having been duly admitted to practice in 1990.

2. I regularly practice before federal and state regulatory agencies. I am also admitted to practice before the U.S. Supreme Court, the U.S. Court of Appeals for the D.C.

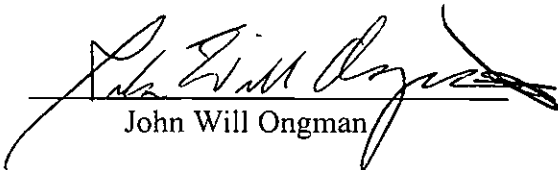
Circuit, all other U.S. Courts of Appeals other than the U.S. Court of Appeals for the First Circuit, the U.S. District Court of the District of Columbia, and many other federal courts.

3. I am a partner with the law firm of Pepper Hamilton LLP, 600 Fourteenth Street, N.W., Washington, D.C. 20005, and my telephone number is (202) 220-1415.

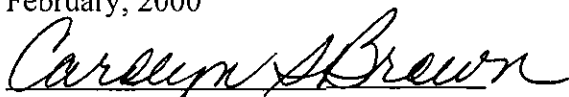
4. I have previously represented Amtrak in other matters. In this proceeding, I am associated with local counsel, specifically, Thomas B. Schmidt, III, Brian P. Downey, and John A. Greenbaum.

5. Mr. Schmidt, Mr. Downey and Mr. Greenbaum desire that I participate in the hearing and in all phases of this proceeding before the Pennsylvania Public Utility Commission.

6. I understand that I will be bound by the Pennsylvania Rules of Procedure and Professional Conduct.


John Will Ongman

Sworn to and subscribed
before me this 7th day of
February, 2000


Notary Public

Carolyn S. Brown
Notary Public, District of Columbia
My Commission Expires March 14, 2002

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 : Application
RESTRUCTURING, INCLUDING THE : Docket No. A-110550F0147
CREATION OF A HOLDING COMPANY :
AND (2) THE MERGER OF THE NEWLY :
FORMED HOLDING COMPANY AND :
UNICOM CORPORATION :

AFFIDAVIT OF MARC D. MACHLIN, ESQUIRE
IN SUPPORT OF MOTION FOR SPECIAL ADMISSION PRO HAC VICE

I, Marc D. Machlin, Esquire, having been duly sworn, make this Affidavit in support of the foregoing motion for admission of co-counsel on behalf of the National Railroad Passenger Corporation ("Amtrak"), as follows:

1. I graduated from Harvard Law School in 1981, and I am a member in good standing of the bar of the District of Columbia, having been duly admitted to practice in 1981.

2. I regularly practice before many federal and state agencies, and I am admitted to practice before the United States Supreme Court, U.S. Court of Appeals for the District of Columbia Circuit, U.S. Court of Appeals for the Third Circuit, the U.S. District Court for the District of Columbia, and many other courts.

3. I am a partner with the law firm of Pepper Hamilton LLP, 600 Fourteenth Street, N.W., Washington, D.C. 20005, and my telephone number is (202) 220-1439.

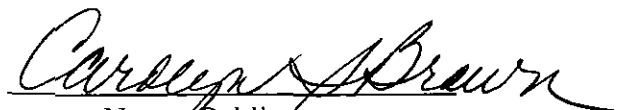
4. I have previously represented Amtrak in other matters. In this proceeding, I am associated with local counsel, specifically, Thomas B. Schmidt, III, Brian P. Downey, and John A. Greenbaum.

5. Mr. Schmidt, Mr. Downey, and Mr. Greenbaum desire that I participate in the hearing and in all phases of this proceeding before the Pennsylvania Public Utility Commission.

6. I understand that I will be bound by the Pennsylvania Rules of Procedure and Professional Conduct.


Marc D. Machlin

Sworn to and subscribed
before me this 7th day of
February, 2000


Notary Public

Carolyn S. Brown
Notary Public, District of Columbia
My Commission Expires March 14, 2002

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	:	Application
RESTRUCTURING, INCLUDING THE	:	Docket No. A-110550F0147
CREATION OF A HOLDING COMPANY	:	
AND (2) THE MERGER OF THE NEWLY	:	
FORMED HOLDING COMPANY AND	:	
UNICOM CORPORATION	:	

AFFIDAVIT OF WAYNE R. FRIGARD
IN SUPPORT OF MOTION FOR SPECIAL ADMISSION PRO HAC VICE

I, Wayne R. Frigard, having been duly sworn, make this Affidavit in support of the foregoing motion for admission of co-counsel on behalf of the National Railroad Passenger Corporation ("Amtrak"), as follows:

1. I graduated from Northeastern University School of Law and am a member in good standing of the bar of the Commonwealth of Massachusetts, having been duly admitted to practice in 1977.

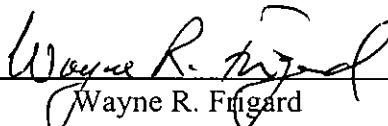
2. I regularly practice before federal and state regulatory agencies, and I am admitted to practice before the U.S. Court of Appeals for the First Circuit, the U.S. Court of Appeals for the D.C. Circuit, the U.S. District Court for the District of Massachusetts, and many other courts.

3. I am a partner with the law firm of Rubin and Rudman LLP, 50 Rowes Wharf, Boston, Massachusetts 02110, and my telephone number is (617) 330-7006.

4. I have previously represented Amtrak in other matters. In this proceeding, I am associated with local counsel, Thomas B. Schmidt, III, Esquire, Brian P. Downey, Esquire, and John A. Greenbaum, Esquire.

5. Mr. Schmidt, Mr. Downey and Mr. Greenbaum desire that I participate in the hearing and in all phases of this proceeding before the Pennsylvania Public Utility Commission.

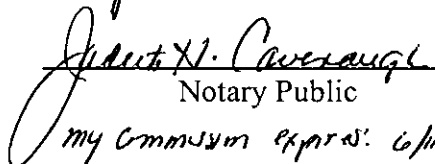
6. I understand that I will be bound by the Pennsylvania Rules of Procedure and Professional Conduct.



Wayne R. Frigard

Sworn to and subscribed
before me this 7th day of
~~January~~, 2000

February



Notary Public
my commission expires: 6/1/2004

CERTIFICATE OF SERVICE

I hereby certify that I have this 8th day of February, 2000, served the foregoing document upon the parties listed below via first class mail delivery, postage prepaid:

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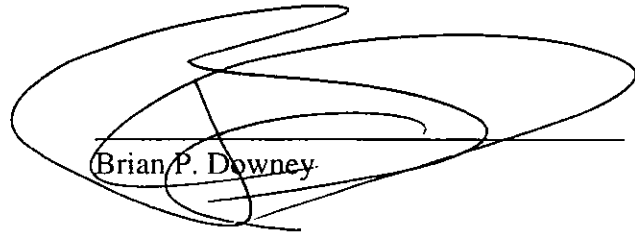
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Brian P. Downey

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James W. Durham
Senior Vice President
and General Counsel

Edward J. Cullen, Jr.
Deputy General Counsel

Sandra H. Byrne
Legal Administrator

Paul R. Bonney
Jessica N. Cone
Todd D. Cutler
Susan Sciamanna Foeht
Vilna Waldron Gaston
Gregory Golazeski
John C. Halderman
Conrad O. Kattner
Kristopher Keys
Kent D. Murphy
Jeffrey J. Norton
Mark B. Peabody
Roslyn G. Pollack
H. Alfred Ryan
Richard S. Schlegel
Jenny P. Shulbank
Ward L. Smith
Delia W. Stroud
Saundra M. Yaklin
Ronald L. Zack
Assistant General Counsel

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Direct Dial: 215 841 4252

February 8, 2000

~~CONFIDENTIAL~~

Tanya McCloskey
Office of Consumer Advocate
555 Walnut Street, 5th Floor, Forum Place
Harrisburg, PA 17101-5048

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 CONFIDENTIAL response to OCA-III-6.

Very truly yours,

Paul Bonney /RHS
Paul R. Bonney
Assistant General Counsel

DOCUMENT
FOLDER

/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.

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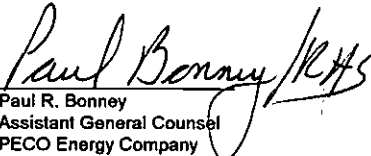
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~~CONFIDENTIAL~~

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 CONFIDENTIAL response to OCA-IV-22.

Very truly yours,

Paul R. Bonney
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/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.

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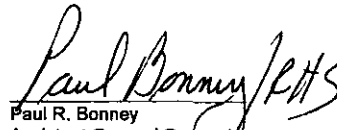
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Dear Ms. McCloskey:

Enclosed, please find PECO's CONFIDENTIAL response to OCA-I-2.

Very truly yours,

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cc: James J. McNulty, Secretary (cover letter & certificate of service only)
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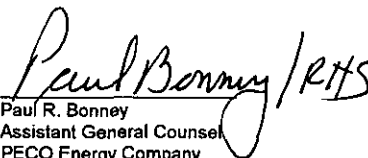
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Enclosed, please find PECO's response to OCA-V-4.

Very truly yours,


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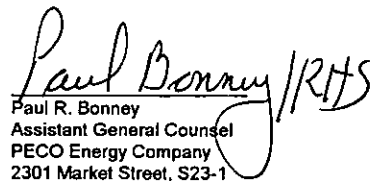
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Dated: February 9, 2000



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February 9, 2000

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BLIND

By Fed. Ex
RMJ

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

Re: Application of PECO Energy, 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 # A110550F0147

Answer of the Honorable David Cohen to the Petition of PECO Energy Company for Certification of the Record for Decision pursuant to 66 Pa.C.S. Section 335(a).

Dear Secretary McNulty:

Please find enclosed an original and three (3) copies of the Answer to the Petition of PECO served upon Councilman David Cohen on January 27, 2000.

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

Sincerely,

Robert Jaffe, Esquire
Special Counsel to
Councilman David Cohen

cc: Service List
Honorable Charles Rainey

56

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 # A110550F0147

Answer of the Honorable David Cohen
to the Petition of PECO Energy Company for
Certification of the Record for Decision
pursuant to 66 Pa.C.S. Section 335(a)

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

1-6. Admitted.

7. Denied. On the contrary, PECO in support of their Petition, rely upon three examples where this Commission, allegedly, granted the procedure PECO now requests. In one of the three cited cases, however, this Commission did not use the procedure now requested by PECO. A review of the record of, In re Nextlink Pennsylvania, Inc., 1999 WL 1041892, 196 P.U.R. 4th 172, (PA PUC, September 30, 1999), demonstrates that en banc hearings took place before the Commission on June 22-24, 1999, and July 1, 2 and 6, 1999. Similarly, Councilman Cohen strongly requests that the Commission sit en banc, to hear all testimony in Philadelphia, if the Administrative Law Judge is not to fully assess the record, provide recommendations as well as review Exceptions and Reply Exceptions in this matter. By further answer, as the only Intervenor in this matter representing the entire City of Philadelphia as an elected official,

Councilman Cohen strongly asserts that the interests of the City and its residents

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FEB 10 2000

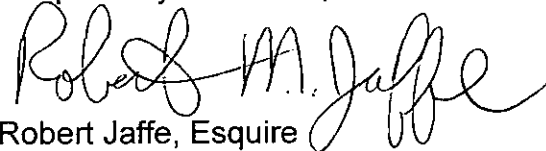
will suffer if this Commission approves the procedure requested by PECO that will minimize information disclosure, public understanding, media review and *democratic processes*. *It is proper and important for this Commission to encourage public understanding and interest when the basic standard of review underlying this matter is whether the granting of the PECO application is specifically necessary or proper for the service, accommodation, convenience or safety of the public*. This matter warrants, as a result, the equivalent of a public trial with concomitant public review and interest that will not occur if this Commission adopts the PECO proposal.

8. Denied. On the contrary, the PECO proposal does not benefit the public interest. PECO fails to set forth a compelling argument for diminishing the media exposure as well as public anticipation, involvement and education that will flow from an *Administrative Judge's findings* or the whole Commission's en banc participation. Furthermore, the PECO proposal will not maximize judicial efficiency and saving of litigation costs in the long run if the procedure adopted in this matter makes it harder for the Commission to evaluate testimony and evidence. Specifically, PECO's Petition hinders this Commission from fully hearing and evaluating witness testimony first hand by proposing a procedure whereby evidentiary hearings occur before the *Administrative Law Judge* followed by Commission decision making from a certified record and written briefs.

WHEREFORE, the Honorable David Cohen respectfully requests that the Commission issue an Order that will deny the PECO Petition or in the alternative,

grant the Petition upon the condition that the Commission sitting en banc, will
conduct hearings in Philadelphia.

Respectfully submitted,

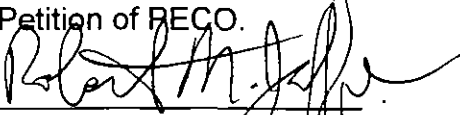
A handwritten signature in cursive script that reads "Robert M. Jaffe". The signature is written in black ink and is positioned above the printed name.

Robert Jaffe, Esquire
Attorney for Councilman David Cohen

Dated: 2-8-00 .

Certificate of Service

I hereby certify that I have this day served by First Class Mail to the Service List, the foregoing Answer to the Petition of RECO.


Robert Jaffe, Esquire
Attorney for Councilman
David Cohen
Room 588, City Hall
Philadelphia, PA 19107

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Dated: February 9, 2000

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Application of PECO Energy Company
Docket Number A-110550F0147

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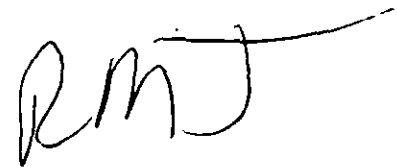
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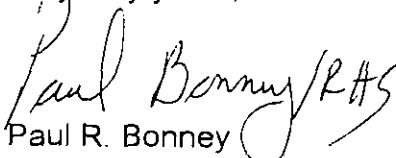
DOCUMENT FOLDER

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-V-3.

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

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.

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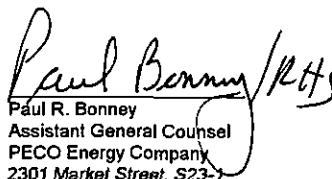
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February 9, 2000

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Tanya McCloskey
Office of Consumer Advocate
555 Walnut Street, 5th Floor, Forum Place
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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 CONFIDENTIAL response to OCA-IV-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

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.

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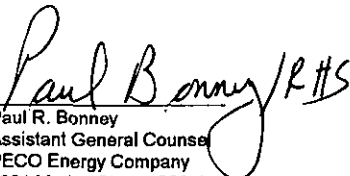
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Dated: February 9, 2000



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A-110550 F0147

James J. McNulty, Secretary
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North Office Building, Room B-18
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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:

By Motion dated February 7, 2000, Intervenor Eric Epstein has requested that the Commission schedule an additional Public Input Hearing in York, Pennsylvania. PECO Energy supports Mr. Epstein's request.

Sincerely,

Paul Bonney/mb0

Paul R. Bonney

PRB/mb0

Enclosures

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

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FEB 16 2000

097213

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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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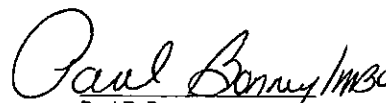
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Dear Ms. McCloskey:

Enclosed, please find PECO's CONFIDENTIAL response to OCA-VI-13.

Very truly yours,

Paul Bonney/KHS
Paul R. Bonney
Assistant General Counsel

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Enclosure

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

A-110550F0147

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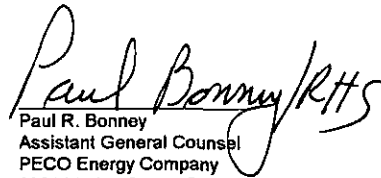
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Application of PECO Energy Company to Chapters 11, 19, 21, 22 and 28
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Merger of the Newly Formed Holding Company and Unicom Corporation,
Docket No. A-110550F0147

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Dear Ms. McCloskey:

Enclosed, please find PECO's response to OCA-VI-9 and PECO's
CONFIDENTIAL response to OCA-VI- 4 and 5.

Very truly yours,

EEF

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cc: James J. McNulty, Secretary (cover letter & certificate of service only)
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A-110550F0147

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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.

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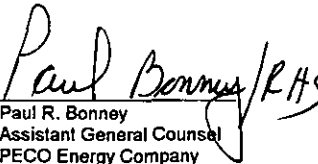
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RE: Application of PECO Energy Company to Chapters 11, 19, 21, 22 and 28 of the Public Utility Code, for Approval of (1) A Plan of Corporate Restructuring, including the creation of a Holding Company and (2) the Merger of the Newly Formed Holding Company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

Dear Ms. McCloskey:

Enclosed, please find PECO's response to OCA-I-4 and 8.

Very truly yours,

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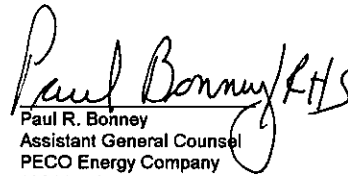
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February 10, 2000

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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 CONFIDENTIAL response to MAPSA-II-2.

Very truly yours,

Paul Bonney
Paul R. Bonney
Assistant General Counsel

DOCUMENT
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/rhs

Enclosure

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

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A-110550F0147

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.

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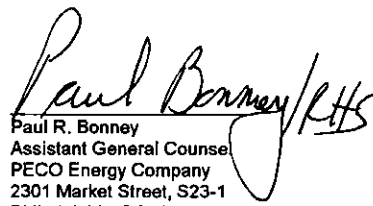
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Dear Mr. Hamermesh:

Enclosed, please find PECO's response to MAPSA-I-D-26.

Very truly yours,

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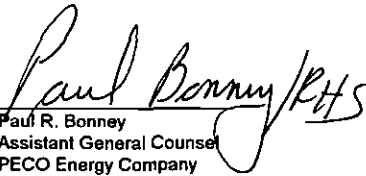
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Dear Ms. McCloskey:

Enclosed, please find PECO's response to OCA-VII-1.

Very truly yours,

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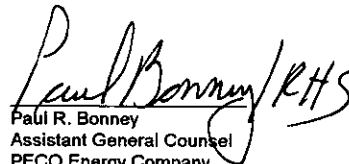
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RE: Application of PECO Energy Company to Chapters 11, 19, 21, 22 and 28 of the Public Utility Code, for Approval of (1) A Plan of Corporate Restructuring, including the creation of a Holding Company and (2) the Merger of the Newly Formed Holding Company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

Dear Ms. McCloskey:

Enclosed, please find PECO's CONFIDENTIAL response to OCA-VII-16,17,18.

Very truly yours,

Paul Bonney / RHS
Paul R. Bonney
Assistant General Counsel

DOCUMENT
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/rhs

Enclosure

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

EEF

A-110550F0147

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.

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A-110550 FO147

Certificate of Service

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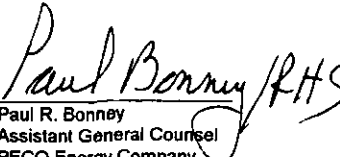
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Dear Ms. McCloskey:

Enclosed, please find PECO's CONFIDENTIAL Amendment and Supplement response to OCA-V-55.

Very truly yours,

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Paul R. Bonney
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Enclosure

cc: James J. McNulty, Secretary (cover letter & certificate of service only)
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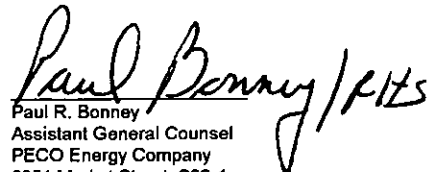
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Dated: February 14, 2000



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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Matthew Hamermesh
Hangley Aronchick Segal & Pudlin
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Philadelphia, PA 19103

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 Mr. Hamermesh:

Enclosed, please find PECO's response to MAPSA-I-D-9.

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

SRB

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.

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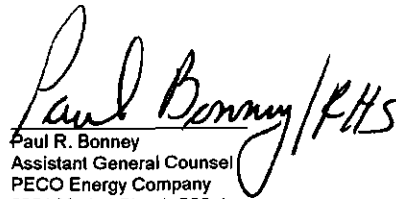
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Dated: February 14, 2000

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 :

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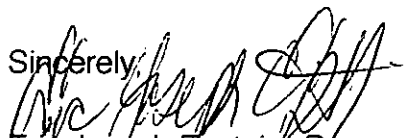
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James J. McNulty, Secretary
Pennsylvania Public Utility Commission
Room B-20, North Office Building
P.O. Box 3265
Harrisburg, PA 17105-3265

Dear Secretary McNulty:

Enclosed please find for filing an original and three (3) copies of Eric Epstein's, *Pro se*, Witness List, 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

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DATED: February 14, 2000

SRB

1) Eric Joseph Epstein, (Petitioner"), is an active participant in the Application of PECO Energy Company, Pursuant to Chapters 11, 19, 21, 22, and 28 of the Public Utility Code, for the 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;

2) The Petitioner filed Protests and a Motion to Intervene on December 13, 1999;

3) Mr. Epstein has submitted Two Sets of Interrogatories in the present case on January 4 and 18, 2000;

4) Mr. Epstein submitted a Pre-Hearing Memorandum on January 7, 2000, and attended and participated in the Pre-Hearing Conference held in Philadelphia Pennsylvania on January 27, 2000;

5) The Petitioner's Pre-Hearing Memorandum indicated he would be utilizing expert testimony;

6) The following witnesses may supply testimony in the above captioned case:

- Dr. Michio Kaku, internationally recognized author on theoretical physics and the environment. Dr. Kaku holds the Henry Semat Professorship in Theoretical Physics at the City College and the Graduate Center of the City University of New York;

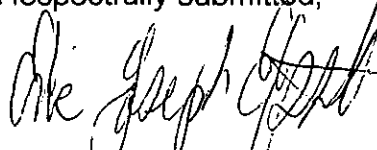
- Mr. Eric Joseph Epstein, Coordinator of the EFMR Monitoring Group at Three Mile Island. Mr. Epstein's credentials were enclosed in his Protests and Motion to Intervene on December 13, 1999;

7) Mr. Epstein has also been in contact with a tenured economist who may produce testimony related to nuclear economics, community investment, and rate payer equity;

8) At this time, there is no need to burden other parties with including Dr. Kaku on their mailing lists.

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Respectfully submitted,

A handwritten signature in black ink, appearing to read "Eric Joseph Epstein". The signature is written in a cursive style with some overlapping letters.

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

Dated: February 14, 2000

The

EFMR Monitoring Group at Three Mile Island

2308 Brandywine Drive • Harrisburg, PA 17110 • (717) 541-1101 • FAX (717) 541-5487 • eepstein@igc.apc.org

EFMR MONITORING GROUP at THREE MILE ISLAND

The EFMR Monitoring Network is a non-profit, non-partisan organization which monitors radiation trends in the Three Mile Island (TMI) area. The Group was formed out of a settlement between Eric Epstein and GPU Nuclear. EFMR has deployed 60 Rad Alerts radiation monitors at 50 stations in an eight county area around Three Mile Island, including seven high schools and three colleges. Before any individual or entity receives a Rad Alert they must complete a three hour training provided by the physics department at Dickinson College.

EFMR has worked closely with Los Alamos National Laboratories SWOOPE Program, GPU Nuclear, the Nuclear Regulatory Commission, and the Bureau of Radiation Protection, Pennsylvania Department of Environmental Protection. In addition, EFMR received a grant from the Rex Foundation to construct a control station at Dickinson College (low-volume air sampler.)

EFMR has five low-volume air samplers installed on the East and West shores of the Susquehanna River opposite of TMI. Dickinson College Physics Department collects the filters and cartridges of these monitors on a weekly basis. Analyses performed include, but are not limited to, weekly gross beta and alpha measurements, monthly gamma isotopic analysis, weekly Iodine-131 analysis, and semi-annual Strontium-90 analysis.

EFMR also has on-line access to General Public Utilities Reuter-Stokes, gamma monitoring system; an on-line subscription to Accu-Weather, State College, PA; access to information from the remote temperature detector installed at the base of the TMI-2 reactor vessel; and, access to NRC exit meetings after inspections at TMI-2.

As part of the Agreement with Epstein, GPU spent \$890,000 over seven years on decommissioning research via robotics.

* The Monitoring Group is the result of a settlement between Eric Epstein and GPU Nuclear. The initials for the group are derived from Epstein's grandfather, Emanuel Fievish and his uncle, Max Rosenberg.

Before the
PENNSYLVANIA PUBLIC UTILITY COMMISSION

ORIGINAL

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-

97401

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
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Philadelphia, PA 19130

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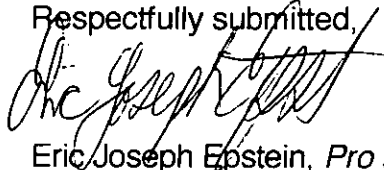
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Respectfully submitted,



Eric Joseph Epstein, *Pro se*
4100 Hillside Road
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DATE: February 14, 2000



PECO ENERGY

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February 14, 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-V-27 and OCA-VI-16.

Very truly yours,

Paul Bonney / r/s
Paul R. Bonney

Assistant General Counsel

/r/s

Enclosure

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

RECEIVED

FEB 16 2000

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

SRB

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.

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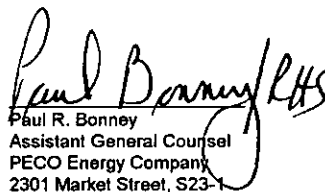
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Dated: February 14, 2000



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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 Mr. Downey:

Enclosed, please find PECO's response to AMTRAK-I-D-2.

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

DOCUMENT
FOLDER
RECEIVED
SECRETARY'S BUREAU
00193 22 AM 8:44
1979

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.

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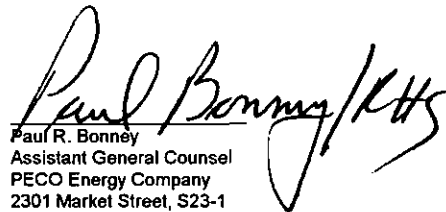
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Dated: February 16, 2000

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(1932-1957)
W. EDWARD GREENWOOD
(1943-1982)

February 17, 2000

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

ORIGINAL


Re: Application of PECO Energy Company
East Brandywine Township, Intervenor
Docket No. A-110550F0147

**DOCUMENT
FOLDER**

Dear Secretary McNulty:

I enclose herewith an original and three copies of a notice to all parties in the above captioned matter on behalf of East Brandywine Township, an intervening party.

Very truly yours,


John S. Halsted

JSH/cb
pc: East Brandywine Township
Honorable Charles E. Rainey, Jr.
Parties of Record

G:\DOCS\CHRISTELEBRANDY\PECOM\MCNULTY.LTR

RECEIVED
SECRETARY'S BUREAU
00 FEB 22 AM 10:56

198108

58

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 : Docket Number
Company and (2) the Merger of the Newly :
Formed Holding Company and Unicom : A-110550F0147
Corporation :

NOTICE TO ALL PARTIES

DOCKETED

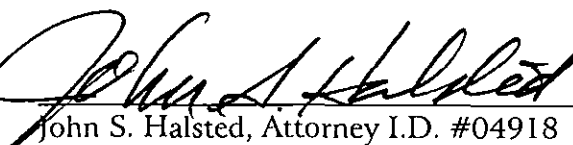
FEB 29 2000

Re: Service by Electronic Mail

East Brandywine Township, Intervenor in the above-captioned matter, will no longer accept service of pleadings and documents by electronic mail.

GAWTHROP, GREENWOOD & HALSTED,
A Professional Corporation

BY:


John S. Halsted, Attorney I.D. #04918

119 N. High St.
West Chester, PA 19381-0562
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Attorneys for East Brandywine Township

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00 FEB 22 AM 10:56

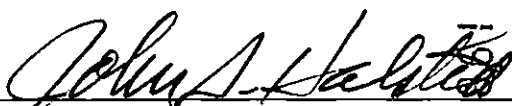
198110

DOCUMENT
FOLDER

CERTIFICATE OF SERVICE

I hereby certify that I have served a copy of the foregoing Notice on the individuals on the attached service list by U.S. first-class mail, postage prepaid, on February 17, 2000.

GAWTHROP, GREENWOOD & HALSTED,
A Professional Corporation

BY: 
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Attorneys for East Brandywine Township

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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 Mr. Downey:

Enclosed, please find PECO's AMTRAK-I-D-36.

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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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.

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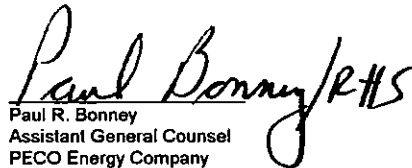
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ORIGINAL

February 18, 1999

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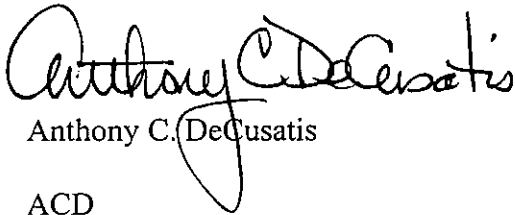
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Re: Application Of PECO Energy Company, Pursuant To Chapters 11, 19, 21, 22 and 28
Of The Public Utility Code, For Approval Of (1) A Plan Of Corporate Restructuring,
Including The Creation Of A Holding Company, And (2) The Merger Of The Newly
Formed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

Dear Secretary McNulty:

Enclosed are an original and two copies of PECO Energy Company's ("PECO") Objections to Interrogatory (Set III) Nos. 2-11 of the Mid-Atlantic Power Supply Association ("MAPSA"). Pursuant to 52 Pa. Code §1.11(a)(2), the enclosed Objections shall be deemed filed with the Commission on the date hereof, when they were deposited with Federal Express, as shown on the delivery receipt. As evidenced by the enclosed Certificate of Service, copies of PECO's Objections have been served upon the Administrative Law Judge and all parties of record.

Very truly yours,


Anthony C. DeCusatis
ACD

cc: Per Certificate of Service

DOCUMENT
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SRB

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Philadelphia Washington New York Los Angeles Miami Harrisburg Pittsburgh Princeton
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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 : APPLICATION
CREATION OF A HOLDING COMPANY : DOCKET NO. A-110550F0147
AND (2) THE MERGER OF THE NEWLY :
FORMED HOLDING COMPANY AND :
UNICOM CORPORATION :

**PECO ENERGY COMPANY'S OBJECTIONS
TO THE INTERROGATORIES (SET III) OF THE
MID-ATLANTIC POWER SUPPLY ASSOCIATION**

PECO Energy Company ("PECO" or the "Company"), pursuant to 66 Pa. C.S. § 333(d) and 52 Pa. Code §§ 5.342 and 5.361, hereby objects to Interrogatory (Set III) Nos. 2-11 of the Mid-Atlantic Power Supply Association ("MAPSA") and, in support of its objections, states as follows:

1. This proceeding involves a request, pursuant to Chapters 11, 19, 21, 22 and 28 of the Public Utility Code, for approval of a plan of corporate restructuring, including the creation of a holding company, and the merger of the newly formed holding company with Unicom Corporation. The nature of PECO's request is set forth in detail in its Application filed with the Commission on November 22, 1999.

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2. On February 11, 2000, MAPSA, a Protestant in this proceeding, served upon PECO its Set III Interrogatories, consisting of 11 separately-numbered questions. A copy of the Set III Interrogatories is attached as Appendix A to these Objections.

3. Interrogatory Nos. 2 through 8 seek to elicit all (1) communications by or among PECO or Unicom employees concerning the “possibility” of acquiring transmission, distribution or generation entities or assets in the geographic area between the PECO and Unicom; (2) any internal analyses or proposals considered by PECO or Unicom employees “however tentative and initial” concerning the “possibility” of acquiring any such entities or assets; and (3) detailed information regarding any expression of “interest” by PECO officials concerning the possibility of acquiring any such entities or assets. Interrogatory Nos. 9 and 10 seek production of “all documents” relating to the information requested in Interrogatory Nos. 2-8. Interrogatory No. 11 asks PECO to identify all persons who answer, assist in answering or contribute in any way to answering such Interrogatories.

4. PECO objects to MAPSA Interrogatory Nos. 2-10, and to No. 11 to the extent applicable to such prior Interrogatories, on the grounds that the requested information is entirely irrelevant to this proceeding and, in accordance with Section 333(d) of the Public Utility Code (66 Pa.C.S. §333(d)), is beyond the scope of permissible discovery. The matter presented for Commission approval in this case, and the subject of regulatory inquiry, is the proposed merger of PECO and Unicom, and not the possibility of future acquisitions, if any, by either of the Applicants. Moreover, any acquisitions along the lines described in the MAPSA Interrogatories would trigger the need for appropriate regulatory filings and could not be consummated without

required regulatory approvals specific to those transactions, all of which are outside the scope of this proceeding.

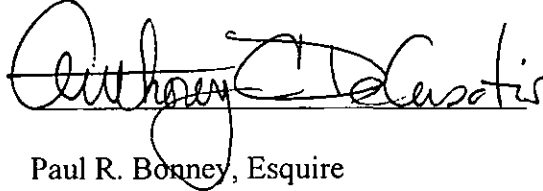
5. Additionally, PECO objects to MAPSA Interrogatory Nos. 2-10 and 11 on the grounds that they are overbroad, unreasonably burdensome and would require an unreasonable investigation. As noted above, the Interrogatories request detailed information about, *inter alia*, any communications by or among employees at any level within PECO and Unicom with regard to mere “possibilities” of future acquisitions as well as any analyses or consideration of such “possibilities,” without regard to how “tentative or initial” they may be. Such requests clearly fit the definition of an impermissible “fishing expedition.” Narrowly drawn requests for information about specific, established future plans of the Applicants that clearly pertain to the issues in this case (e.g., post-merger system reliability) may well be permissible. However, the Commission should not permit the discovery process to be used by competitors of PECO and Unicom to eavesdrop on internal conversations and discussions concerning subjects unrelated to this proceeding.

6. Even if it were assumed, *arguendo*, that some tangential connection were to exist between the MAPSA Interrogatories and the issues presented by the Application, the commercial harm to the Applicants from disclosing such information far outweighs any public interest (or parochial MAPSA interest) in turning it over. This commercial harm includes: (1) a chilling effect on confidential discussions concerning potential business transactions (e.g., who would consent to even speak with PECO or Unicom if the substance of their conversations were to be disclosed); (2) access to highly confidential and proprietary competitive information that could

be used to the commercial advantage of the Applicants' competitors, including MAPSA's membership (simply knowing who may or may not be interested in buying or selling is sensitive competitive information); and (3) disclosure of such information could have stock market and Securities and Exchange Commission rule implications, since it clearly constitutes "inside" information as to both the Applicants and any third-parties involved. Additionally, disclosure could raise other confidentiality issues, insofar as the information sought may be subject to confidentiality commitments to third parties that are not parties to the instant proceeding.

NOW, THEREFORE, for the reasons set forth above, PECO Energy Company objects to Interrogatory (Set III) Nos. 2-11 of MAPSA.

Respectfully submitted,



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Counsel for PECO Energy Company

Dated: February 18, 2000

CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing Objections to MAPSA's

Interrogatories (Set III) on the following persons in the manner provided in 52 Pa. Code § 1.54.

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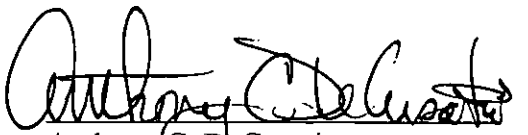
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Anthony C. DeCusatis
Counsel for PECO Energy Company

Dated: February 18, 2000



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February 18, 2000

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Via Federal Express

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FEB 18 2000

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

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Re: *In re the 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

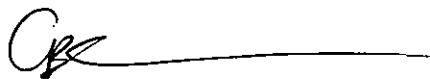
Dear Mr. McNulty:

Attached for your consideration and filing is an original and four (4) copies of the Protest and Petition to Intervene of NewEnergy East, L.L.C. in the above captioned matter. Kindly date stamp and return one (1) copy in the enclosed return envelope.

Thank you for your attention to this matter. Please do not hesitate to contact me if you have any questions or require any additional information.

Sincerely,

EEF



Carville B. Collins
Counsel for NewEnergy East, L.L.C.
Attorney No. 55169

54

CBC:mes
Enclosures
cc: Parties of Record

ORIGINAL

RECEIVED

FEB 18 2000

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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	:	

PROTEST AND PETITION TO INTERVENE OF NEWENERGY EAST, L.L.C.

Pursuant to 52 Pa. Code § 5.51 et seq., Petitioner, NewEnergy East, L.L.C. ("NewEnergy" or "Petitioner"), by and through its attorneys Piper Marbury Rudnick & Wolfe, hereby submits this Protest and Petition to the Pennsylvania Public Utility Commission ("Commission") to grant Petitioner status as Intervenor in the proceedings of the Commission concerning the 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 (the "Application").

The Commission will consider the Application for compliance with the Pennsylvania Public Utility Code, Title 66 of the Pennsylvania Consolidated Statutes Annotated (the "Code"). Petitioners provide the following in support of their Protest to the Application and their Petition to Intervene in the above-referenced proceeding:

1. The Applicant is PECO Energy Company ("PECO").

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FEB 23 2000

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2. The name, business address and telephone number of the Petitioner is as follows:

NewEnergy East, L.L.C.
2 Penn Center
1500 JFK Blvd.
Suite 1040
Philadelphia, Pennsylvania 19102
(215) 563-9290

3. The name, business address and telephone number of the Protestant's attorneys are as follows:

Carville B. Collins, Esq.
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4. PECO is an exempt public utility holding company under section 3(a)(2) of the Public Utilities Holding Company Act ("PUHCA"), 15 U.S.C. § 79c(a)(2), organized and existing under the laws of the Commonwealth of Pennsylvania, that inter alia provides electric service in Southeastern Pennsylvania, both as a regulated transmitter and distributor of electricity, under the name of PECO Energy, an electric distribution company ("EDC") (as that term is defined in 66 Pa. C.S. § 2803), and as an unregulated retail generator and marketer of electricity, under the name of Exelon, an electric generation supplier ("EGS") (as that term is defined in 66 Pa. C.S. § 2803). In its capacity as an EDC, PECO is the Provider of Last Resort ("PLR") for retail electric customers in its service territory.

5. On November 22, 1999, PECO filed an application with the Pennsylvania Public Utilities Commission ("PUC") 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"). Unicom is an exempt public utility holding company under section 3(a)(2) of the PUHCA, 15 U.S.C. § 79c(a)(2), organized and existing under the laws of

the State of Illinois, that inter alia is engaged in the business of generating, transmitting and distributing electricity in portions of Illinois and Indiana.

6. The Application was filed pursuant to section 1102(a)(3) of the Public Utility Code, 66 Pa. C.S. § 1102(a)(3), which requires a public utility to obtain a certificate of public convenience prior to “acquir[ing] from or transfer[ring] to any . . . corporation . . . by any method or device whatsoever, including a . . . merger . . . , the title to, or the possession or use of, any tangible or intangible property used or useful in the public service,” section 2102(a) of the Public Utility Code, 66 Pa. C.S. § 2102(b), which requires a public utility to obtain written approval before entering into certain contracts or arrangements with affiliated companies, and section 2811 (e)(1) of the Public Utility Code, 66 Pa. C.S. § 2811 (e)(1), which requires the PUC to consider, in deciding whether to approve a merger, “whether the proposed merger . . . is likely to result in anticompetitive or discriminatory conduct, including the unlawful exercise of market power, which will prevent retail electricity customers in this Commonwealth from obtaining the benefits of a properly functioning and workable competitive retail electricity market.” See generally In re DOE, Inc., Docket No. A-I 10150FOOI 5, 1998 WL 406768 (Pa. P.U.C. May 29, 1998).

NewEnergy’s Interest

7. NewEnergy is an EGS licensed to operate in the Commonwealth of Pennsylvania. NewEnergy sells retail electricity to numerous businesses and residential customers in PECO’s service territory. NewEnergy also competes with PECO’s affiliates and subsidiaries in the deregulated retail electrical services market in Pennsylvania. NewEnergy delivers electricity to its customers using the distribution system of PECO and, in that capacity, is entitled to the rights and protections against discriminatory and prejudicial conduct specified in the Electric

Generation Customer Choice and Competition Act, section 2811 of the Public Utility Code, 66 Pa. C.S. § 2811.

8. NewEnergy has a direct, substantial and immediate interest in the Application made by PECO, an interest that cannot be represented adequately by any other party in this proceeding. In particular, as an EGS, NewEnergy depends on PECO to provide transmission and distribution (“T&D”) services for their customers. Thus, NewEnergy has a very strong interest in insuring the integrity and reliability of PECO’s T&D system, and ensuring that the merger presently under consideration poses no threat to that system. Furthermore, NewEnergy has an additional interest in insuring that PECO provides T&D services to its customers in a fair and nondiscriminatory manner, and that PECO does not favor its own EGS in its allocation of such services. To the extent that the merger could affect PECO’s allocation of its T&D services, NewEnergy has an interest in ensuring that the merger is in accordance with law and the public interest. Finally, NewEnergy, as a T&D customer of PECO, has an interest in ensuring that the merger does not increase the cost of the services PECO provides to NewEnergy now or in the future, and that any savings resulting from the merger are used to decrease the cost of T&D services to an appropriate extent.

9. NewEnergy has an additional direct, substantial and immediate interest in the Application made by PECO, which cannot be represented adequately by any other party in this proceeding. As a competitive EGS, NewEnergy has a direct, substantial and immediate interest in ensuring that the Pennsylvania market for retail electrical services remains open to vigorous competition. As PECO competes with NewEnergy in this market, the proposed restructuring and merger is of great significance to NewEnergy. In addition, NewEnergy has an interest in ensuring that PECO does not use its increased market power as a result of the merger to engage

or continue to engage in unfair practices, both in competition and in all related activities, including advertising and promotion. NewEnergy has a related interest in ensuring that the restructuring and merger do not permit the cross-subsidization of PECO's EGS. NewEnergy also is interested in ensuring that PECO does not use its PLR status to advantage its position in the competitive market.

10. As a participant in the Pennsylvania competitive electric market, NewEnergy is affected by the proposed merger, and participation in these proceedings as an Intervenor is an efficient and effective way to implement the intent of the statute requiring notice and the opportunity to participate in Commission consideration of the Application through public hearings. No other party to the instant proceeding could adequately represent NewEnergy's interests. Petitioners may intervene in this proceeding pursuant to 52 Pa. Code Sections 5.51 et seq. and 5.71 et seq.

Legal Principles

11. PECO has brought its Application under inter alia sections 1102(a)(3), 2102 and 2811 (e)(1) of the Public Utilities Code, 66 Pa. C.S. §§ 1102(a)(3), 2102, 2811(e)(1).

12. In order to meet the requirements of section 1102(a)(3), the proposed merger must be "necessary or proper for the service, accommodation, or safety of the public." 66 Pa. C.S. § 1103(a). Likewise, contracts with affiliated companies may only be approved pursuant to section 2102(a) if the contract "is reasonable and consistent with the public interest." See 66 Pa. C.S. § 2102(b). Finally, in any proceeding relating to a merger involving an electrical utility, section 2811(e)(1) requires the PUC to consider, in addition to the other statutory factors, "whether the proposed merger . . . is likely to result in anticompetitive or discriminatory conduct, including the unlawful exercise of market power, which will prevent retail electricity customers in this

Commonwealth from obtaining the benefits of a properly functioning and workable competitive retail electricity market.”

13. The Supreme Court has clarified the nature of the burden on an applicant to prove that a proposed merger is in the public interest under the relative standards: “The Public Utility [Code] requires that those seeking the approval of a utility merger demonstrate more than the mere absence of any adverse effect upon the public. [It] requires that the proponents of a merger demonstrate that the merger will affirmatively promote the “service, accommodation, convenience or safety of the public’ in some substantial way.” City of York v. Pennsylvania PUC, 449 Pa. 136, 141, 295 A.2d 825, 828 (1972). (Emphasis added.)

14. These specific factors require close consideration to determine whether the Application and the facts support the conclusion that the proposed merger will in fact attain the requisite benefits.

Issues

15. NewEnergy protests approval of the Application as filed because the Application does not demonstrate that the proposed merger is necessary or proper for the services, accommodation, convenience or safety of the public. NewEnergy has identified numerous grounds of protest involving aspects of PECO’s Application which, if approved, could be expected to have an adverse impact on NewEnergy. These issues, set forth individually in general terms hereinafter, merit extended and in-depth consideration by the PUC, including without limitation the taking of testimony at a hearing. The superficial nature of the information presented in the Application, however, and the numerous areas where PECO has not explained its plans, make clear that the list included therein is not complete and that development of the record by discovery and hearings will be essential to determine the public interest.

16. The Application does not provide for adequate control of the relationship between PECO Energy, the EDC, and the various branches of the proposed new holding company, including ServeCo., GenCo. and VenturesCo. PECO Energy engages in the transmission and distribution of electrical services in conjunction with retail sales of electricity, for which service PECO Energy receives a regulated T&D rate. PECO also is entitled to collect a Competitive Transition Charge (“CTC”) (as defined in 66 Pa. C.S. §§ 2803, 2808). Customers, both retail electric customers (as defined in 66 Pa. C.S. § 2803) and EGS’s, must pay this T&D rate and CTC regardless of which EGS they choose. Given the affiliation between PECO’s EDC and its affiliated EGS, there is a real possibility of cross-subsidization of the EGS. It decidedly would not be in the public interest, and moreover would be anticompetitive and discriminatory, for PECO to use the funds or assets of its regulated EDC to fund the activities of its EGS and other affiliates that compete with NewEnergy.

17. The Application and underlying agreement do not adequately explain how the savings created by the merger will be applied. To meet the public interest test of the Public Utility Code, the savings of course must be circulated back to the customers. But the Application and agreement do not set forth how these savings will be so returned. Accordingly, the Application should not be approved without a closer examination of the amount of savings attributable to the merger, so that the full amount of savings may be passed on to the public. The Commission, in its examination of the merger, should also ensure that any savings that would be applied to PECO customers not be reduced by any inappropriate subsidization to Unicom’s Illinois activities.

18. The Application, although it addresses briefly the issue of market power, does not adequately explain how the proposed merger will be conducted in such a way as to avoid any

increase in PECO's already substantial market power. Of course, the Code of Conduct and Competitive Safeguards incorporated in the previous settlement attempt to mitigate PECO's market power by requiring PECO's affiliates to deal with each other on the same basis as they deal with competitors such as NewEnergy. Those safeguards, however, may not be adequate in light of the changed corporate entity. The public interest and requirements of competition demand that a close examination of the post-merger companies' market power be undertaken, and that adequate safeguards against the abuse of such market power be established prior to the granting of the Application.

19. The Application does not provide adequate assurances that the playing field in the market for retail electrical services in Pennsylvania will be level. Accordingly, PECO's Application should not be granted without adequate assurances that anticompetitive conduct will be regulated by the Commission and eliminated in the future.

20. *The Application provides inadequate assurances of continued reliability of PECO's T&D service.* This issue is one of critical importance to NewEnergy, and its retail customers, as its customers must rely upon PECO for T&D services. Any problems with PECO's reliability, or even questions about its reliability, raise serious doubts about the benefit of the proposed merger to the public interest.

21. The Application provides no assurance that as a result of the proposed merger PECO will not be forced to either seek an exception to the rate caps that were approved in the settlement of PECO's restructuring proceeding, Docket No. R-00973953 ("Settlement") or under the Public Utility Code. Pursuant to the Settlement, PECO is subject to various rate caps during the period the CTC is in effect. PECO can obtain an exception to these caps, however, under various circumstances set forth in section 2804(4)(iii) of the Public Utility Code, 66 Pa.

C.S. § 2804(4)(iii). However, these very circumstances may become more likely as a result of the proposed merger. Such a rate-cap exception would be patently contrary to the public interest, and to the extent the proposed merger makes such an exception more likely, it is contrary to the public interest.

Remedies

22. Given the issues set forth above, NewEnergy submits that the need exists for a hearing on PECO's Application. Such a hearing is necessary to explore in detail all of the issues set forth above, as well as others raised by other interested parties.

23. Furthermore, for the foregoing reasons, NewEnergy respectfully requests that, at the conclusion of such hearing, PECO's Application be denied.

24. In the alternative, should the PUC decide to grant PECO's Application, NewEnergy respectfully suggests that such approval be conditional, as follows:

- A. That the Application be modified sufficiently to guarantee that no cross-subsidization of the unregulated PECO entities will occur;
- B. That the Application be modified sufficiently to ensure that non-utility services provided to PECO by its affiliates pursuant to the Service Agreements attached to the Application as Exhibit H be paid for at a market-based rate;
- C. That the Application be modified sufficiently to ensure that any savings resulting from the restructuring and merger be passed on to consumers, and specifically that such savings be applied to reduce the regulated T&D rates;

- D. That the Application be modified sufficiently to account for the actual amount of savings likely to result from the proposed restructuring and merger;
- E. That the Application be modified sufficiently to ensure that the restructuring and merger do not result in a substantial shift in market power in PECO's favor and to ensure that, to the extent they do, PECO is not able to abuse this market power in an anticompetitive manner;
- F. That the Application be modified sufficiently so as to ensure that the reliability of PECO's T&D system will not be impaired as a result of the merger;
- G. That the Application be modified sufficiently so as to ensure that PECO will not need to seek an exception to any rate cap applicable at any time as a result of the merger;
- H. Such other conditions as the PUC deems appropriate.

25. In addition, NewEnergy respectfully requests that the PUC refrain from making any of the fact findings PECO has requested relating to GenCo.'s status as an exempt wholesale generator or PECO's ability to contract with GenCo.

WHEREFORE, NewEnergy protests the Application of PECO Energy Company and respectfully requests that the PUC:

- (a) Accept NewEnergy's Protest and confer status as Intervenor; and
- (b) Dismiss the Application as procedurally and substantively deficient on its face in view of the proposed merger's lack of affirmative benefit to the public interest and anticompetitive impact; or, in the alternative, hold hearings in which all issues

identified in this Protest may be investigated and resolved prior to the PUC deciding the Application; and

- (c) Grant such other or additional relief that the Commission deems appropriate.

Respectfully submitted,

NEWENERGY EAST, L.L.C.

By: Carville B. Collins

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Piper Marbury Rudnick & Wolfe
6225 Smith Avenue
Baltimore, Maryland 21209-3600
(410) 580-4125

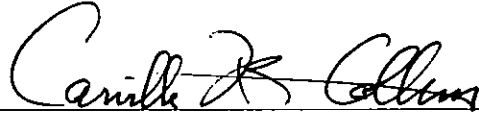
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203 N. LaSalle Street #1500
Chicago, Illinois 60601
(312) 368-4039

Counsel for NewEnergy

February 18, 2000

VERIFICATION

I, Carville B. Collins hereby state and verify that I am authorized to execute this Verification on behalf of Petitioners and that 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.



Carville B. Collins, Esq.
Attorney No. 55169
Piper Marbury Rudnick & Wolfe
6225 Smith Avenue
Baltimore, Maryland 21209-3600
(410) 580-4125

Counsel for NewEnergy

February 18, 2000

CERTIFICATE OF SERVICE

I hereby certify that I have this 18th day of February, 2000, served a true copy of the foregoing document upon the parties listed below, in accordance with the requirement of Pa. Code §§5.75 and 1.54.

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Carville B. Collins, Esq.
Attorney No. 55169
Piper Marbury Rudnick & Wolfe
6225 Smith Avenue
Baltimore, Maryland 21209-3600
(410) 580-4125

DATE: February 22, 2000

SUBJECT: A-110550F0147

TO: Office of Administrative Law Judge

FROM: James J. McNulty, Secretary

LAF

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 NewEnergy East, L.L.C., in connection with the above docketed proceeding.

This matter is assigned to your Office for appropriate action.

Attachment

cc: OTS
LAW

EEF

laf

DOCUMENT
FOLDER

DOCKETED
FEB 23 2000



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

February 22, 2000

In Re: **A-110550F0147**

(See letter of 1-28-00)

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.

Public Input Hearing Notice

This is to inform you that a Public Input Hearing on the above-captioned case will be held as follows:

Tuesday, April 4, 2000 at 7:00 p.m.

Holiday Inn
I-83 & Rt. 30 Exit 9E
334 Arsenal Road-Red Lion Room
York, PA 17402
Phone: (717) 845-5671

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

EEF

DOCUMENT
FOLDER

DOCKETED
FEB 25 2000

If you are a person with a disability, and you wish to attend the hearing(s), 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: **Chairman Quain**
Vice Chairman Bloom
Commissioner Brownell
Commissioner Wilson
Commissioner Fitzpatrick
Judge Rainey
June Perry - BPL 111
Eric Levis - BPL 101
Verna Edmonds - BPL
Office of Trial Staff (2)
Consumer Advocate
Small Business Advocate
Bill Barrett - FUS
Susan Licon
Beth Plantz
Docket Section
Calendar File



PECO ENERGY

PECO Energy Company
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Philadelphia, PA 19101-8699
215 841 5544
Fax 215 568 3389

Direct Dial: 215 841 4252

February 22, 2000

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Senior Vice President
and General Counsel

Edward J. Cullen, Jr.
Deputy General Counsel

Andrea H. Byrne
Legal Administrator

Paul R. Bonney
Jessica N. Cone
Todd D. Cutler
Susan Sciamanna Foehl
Ilina Waldron Gaston
Gregory Golazeski
John C. Halderman
Ronald O. Kattner
Christopher Keys
Kent D. Murphy
Jeffrey J. Norton
Clark B. Peabody
Cristyn G. Pollack
Alfred Ryan
Richard S. Schlegel
Erin P. Shulbank
David L. Smith
Melissa W. Stroud
Kendra M. Yaklin
Donald L. Zack
Assistant General Counsel

Brian Downey
Pepper Hamilton LLP
North Front and Market Streets
Harrisburg, PA 17108-1181

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

8372

Dear Mr. Downey:

Enclosed, please find PECO's response to AMTRAK-I-26.

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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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.

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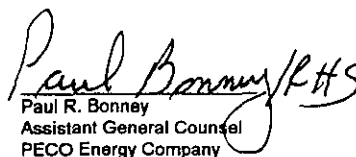
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