

BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION

5/10/00

PMB AD

RTS

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

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OFFICE OF SMALL BUSINESS ADVOCATE  
PREHEARING MEMORANDUM

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In response to Prehearing Order #2 issued by Administrative Law Judge Charles E. Rainey, Jr. on April 25, 2000 in this proceeding, the Office of Small Business Advocate ("OSBA") provides the following information to the Presiding Officer and the active parties:

(1) The OSBA does not plan to address any factual issues relating to this proceeding by offering testimony or other evidence at the hearings scheduled May 10-11, 2000. The OSBA reserves the right, however, to cross-examine any witnesses who appear at that hearing for the purpose of challenging the Joint Petition for Settlement to which the OSBA is a signatory.

(2) The legal issues the OSBA intends to address in any further proceedings relating to this Application are:

A. Does the Joint Petition for Settlement satisfy the public interest standard the Commission must consider before it can approve that agreement among almost all of the active parties to the proceeding;

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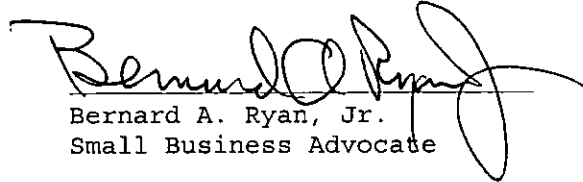
- B. Does PPL Electric Utilities Corporation ("PPL") have the legal right to object to a Joint Petition for Settlement in which it did not participate and which does not (and will not) constitute a legally binding precedent as to any legitimate interest of PPL;
- C. Should the PPL objections to the Joint Petition for Settlement be rejected as an unwarranted attack on the Commission and its policy of encouraging settlements in complex cases of this type; and
- D. Any additional legal issues hereafter raised by PPL or any other party that objects to the pending request for Commission approval of the Joint Petition for Settlement.

(3) The OSBA does not intend to present any witnesses at the hearings on May 10 and 11, 2000.

(4) In that the Office of Small Business Advocate Statement in Support of Joint Petition for Settlement (filed with the Commission Secretary on March 24, 2000) presumably is now an attachment to that Joint Petition and the Reply Comments of the Office of Small Business Advocate filed with the Secretary of the Commission on April 18, 2000, presumably are now part of the record to be considered by the Presiding Officer and the Commission, the OSBA does not plan to introduce any other documents into evidence at the hearings on May 10-11, 2000.

(5) The OSBA has no present plans to offer any stipulations at the hearings on May 10-11, 2000.

Respectfully submitted,



Bernard A. Ryan, Jr.  
Small Business Advocate

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Dated: May 2, 2000

BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of PECO Energy Company :  
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and 28 of the Public Utility Code, :  
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the Creation of a Holding Company :  
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Formed Holding Company and Unicom :  
Corporation :

Certificate of Service

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

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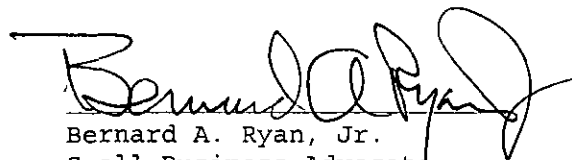
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Dated: May 2, 2000