



June 28, 2005

SECRETARY'S BUREAU

2005 JUN 28 PM 3:45

RECEIVED

Reply to Philadelphia Office

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

ORIGINAL

Re: In the Matter of the Joint Application of PECO Energy Company and Public Service Electric and Gas Company for Approval of the Merger of Public Service Enterprise Group with and into Exelon Corporation
Docket No. A-110550F0160

Dear Mr. McNulty:

In accordance with the attached Certificate of Service, the Direct Testimony on behalf of the PennFuture Parties has been served on the parties of record and the Administrative Law Judges in the above-captioned matter.

If you have any questions, please contact me at (215) 545-9693 or mcphedran@pennfuture.org.

DOCUMENT FOLDER

Sincerely,

Charles McPhedran
Senior Attorney

cc: Hon. Marlane R. Chestnut

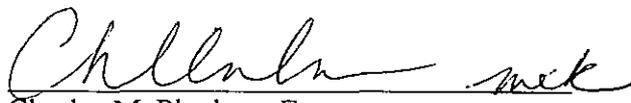
Joint Application of PECO Energy Company and Public Service Electric and Gas Company for Approval of the Merger of Public Service Enterprise Group Incorporated with and into Exelon Corporation

Docket Number A-110550F0160

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the Direct Testimony of the PennFuture Parties upon the participants, listed below, in accordance with the requirements of § 1.54 (relating to service by a participant).

Date: June 28, 2005


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DOCKETED
AUG 04 2005

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June 29, 2005

James McNulty
Secretary
PA Public Utility Commission
Commonwealth Keystone Bldg.
2nd Fl., 400 North Street
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DOCUMENT
FOLDER

RECEIVED
2005 JUN 30 PM 2:28
SECRETARY'S BUREAU

Re: Docket No. A-110550F0160

Dear Secretary McNulty:

Enclosed please find Notice of Change of Address with regard to the above-referenced matter. Parties have been served in accordance with the attached Certificate of Service.

Very truly yours,

Daniel Clearfield
For WOLF, BLOCK, SCHORR and SOLIS-COHEN LLP

DC/lww
cc: Attached Certificate of Service w/enc.

HAR:59835.1/pub017-225191

Boston, MA ■ Cherry Hill, NJ ■ Harrisburg, PA ■ New York, NY ■ Norristown, PA ■ Philadelphia, PA ■ Roseland, NJ ■ Wilmington, DE
WolfBlock Government Relations - Harrisburg, PA ■ WolfBlock Public Strategies - Boston, MA and Washington, DC

Wolf, Block, Schorr and Solis-Cohen LLP, a Pennsylvania Limited Liability Partnership

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CERTIFICATE OF SERVICE

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

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Date: June 29, 2005

Daniel Clearfield, Esq.

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

JOINT APPLICATION OF PECO :
ENERGY COMPANY AND PUBLIC :
SERVICE ELECTRIC AND GAS :
COMPANY FOR APPROVAL OF THE :
MERGER OF PUBLIC SERVICE :
ENTERPRISE GROUP :
INCORPORATED WITH AND INTO :
EXELON CORPORATION :

DOCKET NO. A-110550F0160

DOCKETED
AUG 03 2005

NOTICE OF CHANGE OF ADDRESS

Please change our mailing address in the above matter. Our correct mailing address is:

Daniel Clearfield, Esq.
Wolf, Block, Schorr and Solis-Cohen LLP
213 Market St., 9th Fl.
P.O. Box 865
Harrisburg, PA 17108-0865

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2005 JUN 30 PM 2:28
SECRETARY'S BUREAU

Respectfully submitted,

Daniel Clearfield

Daniel Clearfield, Esq.
Wolf Block Schorr and Solis-Cohen LLP
213 Market St., 9th Fl.
P.O. Box 865
Harrisburg, PA 17108-0865

Dated: June 29, 2005

**DOCUMENT
FOLDER**

10:00 am

OALJ Hearing Report

Please Check Those Blocks Which Apply

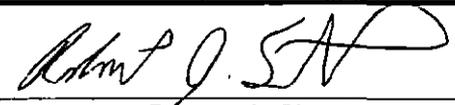
Docket No.:	A-110550F0160		YES	NO
Case Name:	Joint Application of PECO Energy Company & Public Service Electric and Gas Company for Approval of Merger of Public Service Enterprise Group Incorporated with and into Exelon Corporation	Prehearing Held:	<input type="checkbox"/>	<input type="checkbox"/>
Location:	Philadelphia	Hearing Held:	<input type="checkbox"/>	<input type="checkbox"/>
Date:	June 30, 2005	Testimony Taken:	<input type="checkbox"/>	<input type="checkbox"/>
ALJ:	Marlane R. Chestnut	Transcript Due:	<input type="checkbox"/>	<input type="checkbox"/>
Reporting Firm:	Commonwealth Reporting	Hearing Concluded:	<input type="checkbox"/>	<input type="checkbox"/>
<p style="text-align: center;">RECEIVED</p> <p style="text-align: center;">JUL 14 2005</p> <p style="text-align: center;">PA PUBLIC UTILITY COMMISSION SECRETARY'S BUREAU</p> <p>DOCUMENT FOLDER</p>		Further Hearing Needed:	<input type="checkbox"/>	<input type="checkbox"/>
		Estimated Add'l Days:		
		RECORD CLOSED:	<input type="checkbox"/>	<input type="checkbox"/>
		Briefs to be Filed:	<input type="checkbox"/>	<input type="checkbox"/>
		Bench Decision:	<input type="checkbox"/>	<input type="checkbox"/>
		REMARKS:		

PLEASE PRINT CLEARLY - Incomplete information may result in delay of processing.

Name and Telephone Number	Address			Who are you representing?
	City	State	Zip	
Telephone:	E-mail Address:			Fax Number:
	City	State	Zip	
Telephone:	E-mail Address:			Fax Number:
	City	State	Zip	
Telephone:	E-mail Address:			Fax Number:

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

7/13/05
elp



Reporter's Signature

Note: Completion of this form does not constitute an entry of appearance, see 52 Pa. Code §§1.24 and 1.25.

101.00

6/30/05

A-110550 F0160

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Telephone: 215 496-7730	E-mail Address:	Fax Number:
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Telephone:				E-mail Address:
	City:	State:	Zip:	
Telephone:	E-mail Address:			Fax Number:
Telephone:				E-mail Address:
	City:	State:	Zip:	
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Telephone:				E-mail Address:
	City:	State:	Zip:	
Telephone:	E-mail Address:			Fax Number:
Telephone:				E-mail Address:
	City:	State:	Zip:	
Telephone:	E-mail Address:			Fax Number:
Telephone:				E-mail Address:
	City:	State:	Zip:	
Telephone:	E-mail Address:			Fax Number:

3:00

OALJ Hearing Report

Please Check Those Blocks Which Apply

Docket No.:	A-110550F0160		YES	NO
Case Name:	Joint Application of PECO Energy Company & Public Service Electric and Gas Company for Approval of Merger of Public Service Enterprise Group Incorporated with and into Exelon Corporation	Prehearing Held:	<input type="checkbox"/>	<input type="checkbox"/>
Location:	Philadelphia	Hearing Held:	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Date:	June 30, 2005	Testimony Taken:	<input checked="" type="checkbox"/>	<input type="checkbox"/>
ALJ:	Marlane R. Chestnut	Transcript Due:	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Reporting Firm:	Commonwealth Reporting	Hearing Concluded:	<input type="checkbox"/>	<input type="checkbox"/>
		Further Hearing Needed:	<input type="checkbox"/>	<input type="checkbox"/>
		Estimated Add'l Days:		
		RECORD CLOSED:	<input type="checkbox"/>	<input type="checkbox"/>
		DATE:		
		Briefs to be Filed:	<input type="checkbox"/>	<input type="checkbox"/>
		DATE:		
		Bench Decision:	<input type="checkbox"/>	<input type="checkbox"/>
		REMARKS:		

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JUL 14 2005

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

PLEASE PRINT CLEARLY - Incomplete Information may result in delay of processing.

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

7/13/05 elp

[Signature]

Reporter's Signature

Note: Completion of this form does not constitute an entry of appearance, see 52 Pa. Code §§1.24 and 1.25.

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	City	State	Zip	
Telephone:	E-mail Address:			Fax Number:
	City	State	Zip	
Telephone:	E-mail Address:			Fax Number:
	City	State	Zip	
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RECEIVED

July 5, 2005

JUL 05 2005

VIA FEDERAL EXPRESS

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

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

RE: Joint Application of PEPCO Energy Group and Public Service Electric
And Gas Company for Approval of the Merger of Public Service Group
Incorporated With and Into Exelon Corporation
Docket No.: A-110550F0160

Dear Secretary McNulty:

Enclosed please find an original and three copies of PEPCO Holdings, Inc.'s Motion for Leave to Withdraw in the above-referenced docket. A copy of this motion has been served upon presiding the Administrative Law Judge, Marlene Chestnut, and all other parties of record per the attached certificate of service.

I have also enclosed an additional copy to be clocked and returned in the enclosed postage prepaid envelope. Thank you and if you have any questions, please contact me.

Respectfully submitted,

Craig A. Doll
Craig A. Doll *bs*

Enclosures:

cc: Attached Service List (via email and First Class Mail w/enclosure)

**DOCUMENT
FOLDER**

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2. On March 2, 2005, PHI filed a Petition to Intervene in this proceeding requesting that PHI and its subsidiaries be permitted to participate in this proceeding.

3. At the Prehearing Conference in this matter held on March 25, 2005 and by Order dated March 30, 2005, *Prehearing Order # 2*, A-110550F0160 (March 30, 2005), Your Honor granted PHI's Petition to Intervene.

4. Contemporaneously with their Pennsylvania filing, Exelon Corporation and Public Service Enterprise Group Incorporated (together, "FERC Applicants") filed an application with the Federal Energy Regulatory Commission ("FERC") seeking approval for their proposed merger. *Exelon Corporation, et al.*, FERC Docket No. EC05-43-000. PHI, on its own behalf, and on behalf of its subsidiaries, was an active party in the FERC proceeding and filed a Protest and supplemental comments in that proceeding.

5. In its July 1, 2005 Order Authorizing Merger Under Section 203 of the Federal Power Act the FERC approved the FERC Applicants' merger proposal, as modified by amendments to the initial filing. The FERC Applicants' supplemental filings and the FERC's July 1, 2005 Order adequately address the market power issues that PHI raised in its filings before the FERC as well as the potential anti-competitive effects of such a merger on retail rates and services in Pennsylvania that it planned to address in this proceeding before Your Honor. Accordingly, it is no longer necessary for PHI to continue its participation in this proceeding.

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JUL 05 2005

PA PUBLIC UTILITY COMMISSION
SECRETARY'S OFFICE

WHEREFORE, Pepco Holdings, Inc. respectfully requests that this Your Honor and this Honorable Commission grant its Petition to Withdraw, and permit it to cease participation in this proceeding.

Respectfully submitted,



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Of Counsel:

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Dated: July 5, 2005

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of PECO Energy Company :
and Public Service Electric and Gas Company : Commission Docket Number
for Approval of the Merger of Public Service : A-110550F0160
Electric Group Incorporated with and Into :
Excelon Corporation :

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the Petition of Pepco Holdings, Inc. for Leave to Withdraw upon the individuals listed below, in the manner set forth, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a participant):

Service via E-mail and First Class Mail

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