

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 :

A-110550F0160

DOCKET
FILED

PREHEARING ORDER #3

A telephonic further prehearing conference in this case was held on July 26, 2005. Present through counsel were: (1) PECO Energy Company (PECO) and Public Service Electric & Gas Company (PSE&G) (collectively, joint applicants); (2) the Office of Consumer Advocate (OCA); (3) the Office of Small Business Advocate (OSBA); (4) the Office of Trial Staff (OTS); (5) the Philadelphia Area Industrial Users Group (PAIEUG); (6) Strategic Energy, LLC (Strategic); (7) Citizens for Pennsylvania's Future, Joy Bergey and Lisa Z. Leighton (PennFuture parties); (8) Department of Environmental Protection (DEP); (9) Exelon Utility Coordinated Council, Locals 614 and 777 of the International Brotherhood of Electrical Workers and Frank Kuders (Labor Parties); (10) PPL Electric Utilities Corporation (PPL Electric), PPL EnergyPlus, LLC (PPL EnergyPlus), PPL Brunner Island, LLC, PPL Hollywood, LLC, PPL Martins Creek, LLC, PPL Montour, LLC, PPL University Park, LLC, Lower Mount Bethel Energy, LLC and PPL Susquehanna, LLC (collectively, PPL companies); (11) the City of Philadelphia (Philadelphia); (12) Metropolitan Edison Company (Met-Ed), Pennsylvania Electric Company (Penelec), Pennsylvania Power Company (Penn Power) and FirstEnergy Solutions, Corp. (FES) (FirstEnergy companies); (13) Action Alliance of Senior Citizens of Greater Philadelphia, Association of Community Organizations for Reform Now and Tenants' Action Group (Action Alliance et al.); (14) The Reinvestment Fund, through its Sustainable Development Fund (TRF/SDF); and (15) Philadelphia Gas Works (PGW).

RECEIVED
05 AUG 5 2005
SECRETARY
P.U.C.
BUREAU

This Order discusses the procedural matters addressed at the prehearing conference.

1. In order to allow the parties a reasonable opportunity to address the Directed Questions of Vice-Chairman Cawley and Commissioner Shane contained in the July 15, 2005 Secretarial letter, the parties agreed on the following schedule to permit additional discovery and the filing of supplemental testimony:

Revised testimony and brief filing dates:

August 26, 2005	All parties' surrebutal testimony, all parties answers to directed questions
September 8, 2005	All parties' responses to answers to directed questions
Main Briefs	October 28, 2005
Reply Briefs	November 11, 2005

Revised hearing dates, with the transcript to be supplied on a one-day basis:

DATE	ISSUE(S)	WITNESSES
September 12, 2005 (Monday)	Policy, Synergies and Rates	(1) Dennis O'Brien (joint applicants) (2) William Arndt (joint applicants) (3) Brian Kalcic (OSBA)
September 13, 2005 (Tuesday)	Policy, Synergies, Ring-Fencing and Rates	(1) Richard LaCapra (OCA) (2) David Keim (OTS) (3) Kevan Deardorff (OTS) (4) William Patterer (joint applicants) (reliability issues)
September 15, 2005 (Thursday)	Low income and Environmental	(1) Harry Geller (Action Alliance) (2) Sen. Anthony Williams (3) Brian Crowe (joint applicants) Other witnesses listed for Sept 16 if time allows

September 16, 2005 (Friday)	Environmental and Nuclear	(1) John Slade (DEP) (2) Daniel Desmond (DEP) (3) Lewis Milford (TRF/SDF) (4) David Hill (PennFuture) (5) John Plunkett (PennFuture) (6) Thomas Tuffey (PennFuture) (7) Jeffrey Benjamin (joint applicants) (8) David Allard (DEP)
September 22, 2005 (Thursday)	Market Concentration	(1) William Hieronymus (joint applicants) (2) John Morris (joint applicants) (3) Michael Gruber (OTS) (4) Paul Carpenter (PGW)
September 23, 2005 (Friday)	Market Concentration and City of Philadelphia	(1) Joseph Kalt (PPL) (2) Doug Smith/Richard Hahn (OCA) (3) Kent Miller (Philadelphia)
September 26, 2005 (Monday)	Reliability, Customer Service, Labor and Gas Procurement	(1) Barbara Alexander (OCA) (2) Frank Kuders (Labor Parties) (3) Lisa Crutchfield (joint applicants) (low income issues) (4) M. Bridget Reidy (joint applicants) (5) Jerome Mierzwa (OCA)
September 27, 2005 (Tuesday)	Ring-Fencing and Market Concentration	(1) J. Barry Mitchell (joint applicants) (2) Julia Frayer (FirstEnergy) (3) William Byrd (FirstEnergy) (4) Richard D'Angelo (FirstEnergy) (5) Jack Crowley (joint applicants) Directed Questions witness if time allows
September 28, 2005 (Wednesday)	Directed Questions	Directed Questions witnesses
September 29, 2005 (Thursday)	Directed Questions and any other issues	Directed Questions witnesses, spillover witnesses if any

I am somewhat concerned over the number of witnesses scheduled for some of these hearing days; additional days may have to be added to the schedule in order to accommodate them. That can be addressed after the filing of all the testimony and the parties have supplied the expected time to conduct cross-examination of each witness. The parties also should be aware of 52 Pa. Code §5.76, Limitation of Participants in Hearings, which in relevant part states that, “Where there are two or more intervenors having substantially like interests and positions, the Commission or presiding officer may, in order to expedite the hearing, arrange appropriate limitations on the number of attorneys who will be permitted to cross-examine and make and argue motions and objections on behalf of the intervenors.” The parties also should be aware of 52 Pa. Code §5.403, which in relevant part provides:

§5.403 Control of receipt of evidence.

- (a) The presiding officer shall have all necessary authority to control the receipt of evidence, including the following:
 - (1) Ruling on admissibility of evidence.
 - (2) Confining the evidence to the issues in the proceeding and impose, where appropriate,
 - (i) Limitations on the number of witnesses to be heard.
 - (ii) Limitations of time and scope for direct and cross-examinations.
 - (iii) Limitations on the production of further evidence.
 - (iv) Other necessary limitations.
- (b) The presiding officer will actively employ these powers to direct and focus the proceeding consistent with due process.


Consistent with these provisions, the parties are directed to confer among themselves and coordinate their planned cross-examination so as to best utilize the available hearing time. Redundant or repetitive cross-examination will not be permitted.

2. The party status of Strategic Energy, LLC was changed from active to inactive.

3. The party status of Energy Coordinating Agency of Philadelphia, Inc is changed from active to inactive.

4. All provisions of Revised Prehearing Order #2 dated March 31, 2005 remain in effective, except those changed in this Order.

Date: August 11, 2005



Marlene R. Chestnut
Administrative Law Judge

SERVICE LIST

Paul Bonney, Esquire
Kent D. Murphy, Esquire
PECO Energy Company
2301 Market Street
P.O. Box 8699
Philadelphia, PA 19101-8699
215-841-4941 215-568-3389 (fax)
paul.bonney@exeloncorp.com
kent.murphy@exeloncorp.com

Daniel Clearfield, Esquire
Wolf, Block, Schorr & Solis-Cohen
213 Market Street, 9th Floor
P.O. Box 865
Harrisburg, PA 17108-0865
717-237-7160 717-237-7161 (fax)
dclearfield@wolfblock.com
(Public Service Electric and Gas Company)

David M. Kleppinger, Esquire
Charis Mincavage, Esquire
McNees, Wallace & Nurick
100 Pine Street
P.O. Box 1166
Harrisburg, PA 17108
717-232-8000 717-237-5300 (fax)
dkleppin@mwn.com
cmincavage@mwn.com
(Philadelphia Area Industrial Energy Users Group,
City of Philadelphia)

Kenneth L. Mickens, Esquire
Robert V. Eckenrod, Esquire
Pennsylvania Public Utility Commission
Office of Trial Staff
P.O. Box 3265
Harrisburg, PA 17105-3265
717-783-6184 717-772-2677 (fax)
kmickens@state.pa.us
roeckenrod@state.pa.us

Charles E. Thomas, Jr., Esquire
Thomas T. Niesen, Esquire
Thomas, Thomas, Armstrong & Niesen
212 Locust Street, Suite 500
P.O. Box 9500
Harrisburg, PA 17108
717-255-7600 717-236-8278 (fax)
cthomasjr@ttanlaw.com
tniesen@ttanlaw.com
(Philadelphia Gas Works)

Richard P. Mather, Sr., Esquire
Pamela G. Bishop, Esquire
Scott Perry, Esquire
Department of Environmental Protection
Rachel Carson State Office Building, 9th Floor
400 Market Street
Harrisburg, PA 17101-2301
717-787-7060 717-783-7911 (fax)
rmather@state.pa.us
pbishop@state.pa.us
scperry@state.pa.us

Steven Goldenberg, Esquire
Fox Rothschild LLP
997 Lenox Drive, Building 3
Lawrenceville, NJ 08648
609-986-4586 609-896-1469 (fax)
sgoldenberg@foxrothschild.com
(New Jersey Large Energy Users Coalition,
Retail Energy Supply Association)

Charles McPhedran, Esquire
Citizens for Pennsylvania's Future
1518 Walnut Street, Suite 1100
Philadelphia, PA 19102
215-545-9693 215-545-9637 (fax)
mcphebran@pennfuture.org

Tanya J. McCloskey, Esquire
James Mullins, Esquire
Office of Consumer Advocate
5th Floor, Forum Place
555 Walnut Street
Harrisburg, PA 17101
717-783-5048 717-783-7152 (fax)
tmccloskey@paoca.org
jmullins@paoca.org

Scott J. Rubin, Esquire
3 Lost Creek Drive
Selinsgrove, PA 17870-9357
570-743-2233 570-743-8145 (fax)
scott@publicutilityhome.com
(Exelon Utility Coordinated Council Locals 614
and 777 of the International Brotherhood of Electrical
Workers, and Frank Kuders)

Todd S. Stewart, Esquire
Hawke, McKeon, Sniscak & Kennard LLP
100 North Tenth Street
P.O. Box 1778
Harrisburg, PA 17105
717-236-1300 717-236-4841
tsstewart@hmsk-law.com
(Direct Energy Services, LLC)

Jan P. Paden, Esquire
David W. Francis, Esquire
Rhoads & Sinon LLP
One South Market Square
P.O. Box 1146
Harrisburg, PA 17108-1146
717-233-5731 717-231-6600 (fax)
dfrancis@rhoads-sinon.com
(Amerada Hess Corporation)

Jonathan M. Stein, Esquire
Philip A. Bertocci, Esquire
Thu B. Tran, Esquire
Community Legal Services, Inc.
1424 Chestnut Street
Philadelphia, PA 19102
215-981-3742 215-981-0434 (fax)
jstein@clsphila.org
pbertocci@clsphila.org
ttran@clsphila.org
(Action Alliance of Senior Citizens of Greater
Philadelphia, Association of Community
Organizations for Reform Now, Tenants' Action
Group)

Carol Pennington, Esquire
Office of Small Business Advocate
Suite 1102, Commerce Building
300 North Second Street
Harrisburg, PA 17101
717-783-2525 717-783-2831 (fax)
cpenningto@state.pa.us

Jesse A. Dillon, Esquire
PPL Services Corporation
Two North Ninth Street
Allentown, PA 18101
610-774-5013 610-774-6726
jadillon@pplweb.com

Steven J. Engelmyer, Esquire
Kahiga A. Tiagha, Esquire
Kleinbard, Bell & Brecker LLP
1900 Market Street, Suite 700
Philadelphia, PA 19103
215-568-2000 215-568-0140 (fax)
sengelmyer@kleinbard.com
(Senator Anthony H. Williams)

W. Edwin Ogden, Esquire
Ryan, Russell, Ogden & Seltzer
1105 Berkshire Boulevard, Suite 330
Wyomissing, PA 19610-1222
610-372-4761 610-372-4177
eogden@ryanrussell.com
(Metropolitan Edison Company, Pennsylvania
Electric Company, Pennsylvania Power Company,
FirstEnergy Solutions Corp.)

Roger E. Clark, Esquire
The Reinvestment Fund
718 Arch Street, Suite 300 North
Philadelphia, PA 19106-1591
215-574-5814 215-574-5914 (fax)
roger.clark@trfund.com

Inactive Parties

Kevin J. Lipson, Esquire
Karin L. Larson, Esquire
Hogan & Hartson, LLP
555 13th Street, NW
Washington, DC 20004-1109
202-637-5541 202-637-5910 (fax)
kjlipson@hhlaw.com
kllarson@hhlaw.com
(Edison Mission Energy, EME Homer City Generation,
LP and Edison Mission Marketing & Trading Inc.)

Julie Coletti, Esquire
Strategic Energy, LLC
Two Gateway Center
Pittsburgh, PA 15222
412-394-4365 412-394-6681 (fax)
jcoletti@sel.com

Carolyn D. Commons, Esquire
Commons & Commons LLP
2967 W. School House Lane, #1210
Philadelphia, PA 19144
215-849-4400 215-849-5555 (fax)
lawyers@commonslaw.com
(Energy Coordinating Agency of Philadelphia, Inc.)