



February 2, 2022

**VIA E-FILING AND E-MAIL**

Secretary Rosemary Chiavetta  
Pennsylvania Public Utility Commission  
400 North Street  
Harrisburg, PA 17120  
[rchiavetta@pa.gov](mailto:rchiavetta@pa.gov)

**Re: Constellation Energy Gas Choice, LLC,  
A-2016-2542899  
Notice of Change in Upstream Ownership**

Dear Secretary Chiavetta:

This letter serves as notice to the Pennsylvania Public Utility Commission of an upstream change in ownership of Constellation Energy Gas Choice, LLC (“Constellation Energy Gas”) that occurred on February 1, 2022.

Exelon Corporation was formerly the ultimate upstream owner of Constellation Energy Gas. Exelon Corporation was formerly comprised of two distinct businesses, a regulated utility business (“Exelon Utilities”) and a competitive electric and gas business, Exelon Generation Company, LLC (“Exelon Generation”). Exelon Generation is the upstream owner of Constellation Energy Gas and other subsidiaries.

Effective February 1, 2022, Exelon Corporation has separated its regulated utility business (Exelon Utilities) from its competitive generation and marketing business (Exelon Generation) through a spin-off in which Exelon Generation is now a new, independent, publicly-traded company (the “Transaction”). The industry trend in recent years has been towards the separation of regulated utilities from competitive business segments. Exelon Corporation determined that separating its regulated utility and competitive businesses would be in the best interests of both companies, their customers, and their investors by providing each company the financial and strategic independence to focus on its specific customer needs, while executing its core business strategy.

There were two steps in the Transaction. First, Exelon Corporation formed a new, wholly owned subsidiary, Constellation Energy Corporation (“HoldCo”), and contributed its ownership interests in Exelon Generation into HoldCo in an internal corporate reorganization. This resulted in Exelon Generation becoming a direct, wholly owned subsidiary of HoldCo and the Exelon Generation subsidiaries becoming indirect wholly owned subsidiaries of HoldCo, with Exelon Corporation remaining as the ultimate upstream owner of the Exelon Utilities. Following this first

step of the Transaction, the interests in HoldCo were distributed *pro rata* to Exelon Corporation's shareholders via a dividend, resulting in two unaffiliated publicly traded companies. As a result, Constellation Energy Gas's ultimate parent is no longer Exelon Corporation, but is now HoldCo. We expect that following the Transaction, Exelon Generation will be renamed Constellation Energy Generation, LLC.

The Transaction will have no impact on Constellation Energy Gas or its ability to provide service in Pennsylvania. It will continue to hold its natural gas supplier license and since it does not currently serve any customers in Pennsylvania there will be no adverse impacts to customers. Nor will the change in ownership structure of Constellation Energy Gas's parent company, Exelon Generation, affect the financial and technical capability of Constellation Energy Gas to serve customers in the Pennsylvania natural gas market.

Attachment A shows the Pre-Transaction organizational chart for Exelon Corporation, Exelon Generation and its subsidiaries, including Constellation Energy Gas. Attachment B shows the organizational chart for Exelon Generation following the Transaction.

If you have any questions, please do not hesitate to contact me. Thank you for your attention to this matter.

Sincerely,

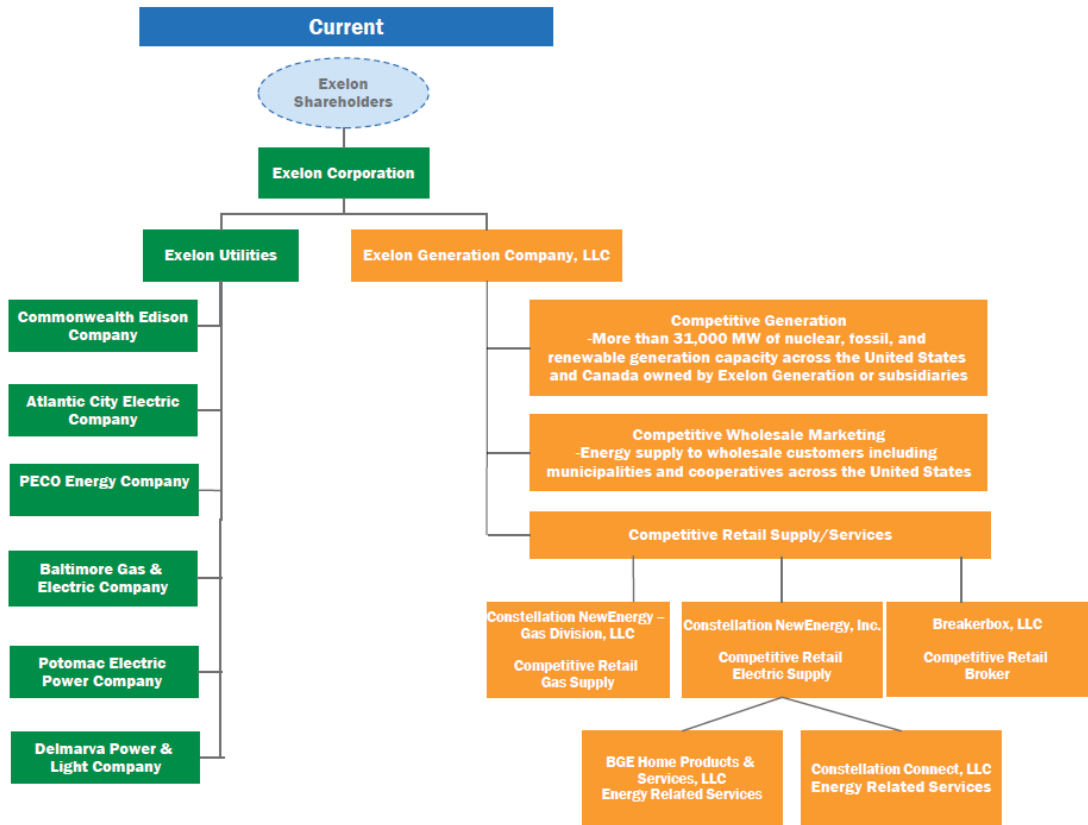


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# Attachment A

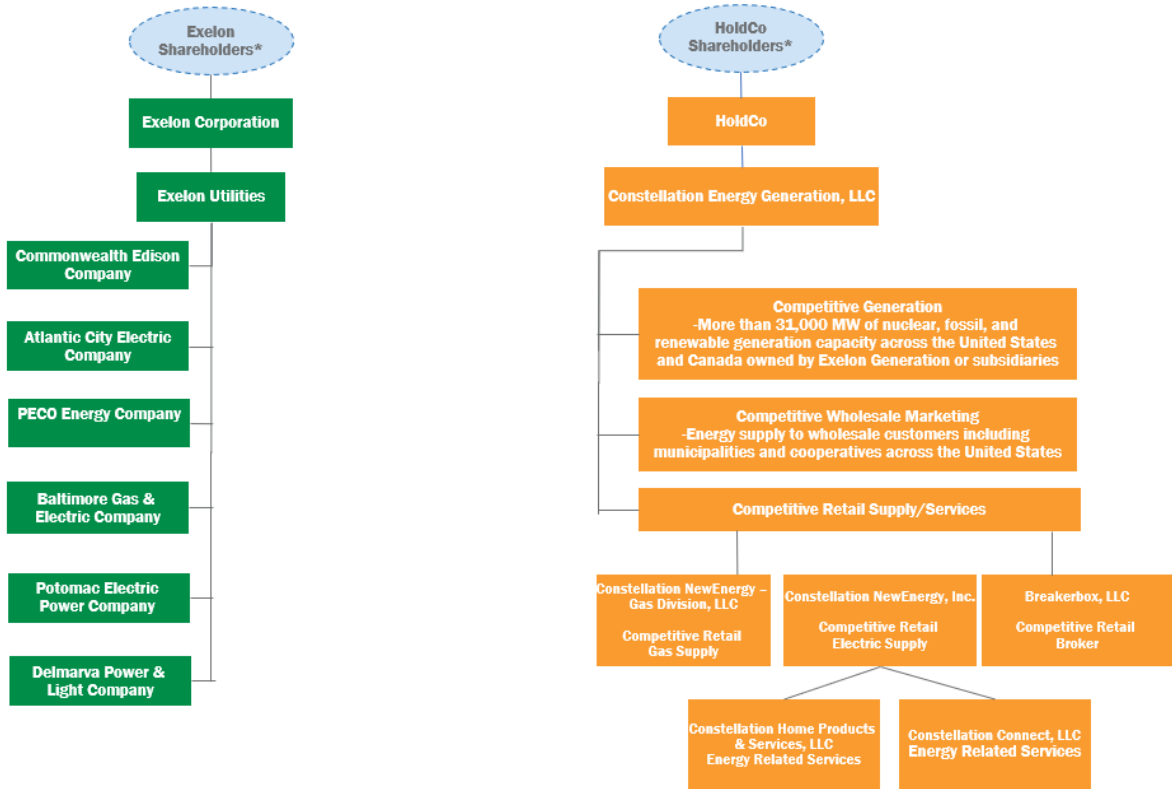
## Pre-Transaction Organizational Chart



# Attachment B

## Post-Transaction Organizational Chart

**Post-Transaction**



\*Shares in both companies freely traded in the market post-Transaction