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EXELON CORP
Form U5S
May 01, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM U5S

ANNUAL REPORT

For the Year Ended December 31, 2002

Filed pursuant to the Public Utility Holding Company Act of 1935 by

by

EXELON CORPORATION
10 South Dearborn Street
37th Floor
Chicago, Illinois 60603

PECO ENERGY POWER COMPANY
2301 Market Street
Philadelphia, Pennsylvania 19101

EXELON VENTURES COMPANY, LLC
10 South Dearborn Street
37th Floor
Chicago, Illinois 60603

EXELON GENERATION COMPANY, LLC
300 Exelon Way
Kennett Square, Pennsylvania 19348

EXELON ENERGY DELIVERY COMPANY, LLC
10 South Dearborn Street
37th Floor
Chicago, Illinois 60603

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Glossary of Defined Terms

AmerGen	AmerGen Energy Company, L.L.C.
ComEd	Commonwealth Edison Company
Commission	Securities and Exchange Commission
ExCapPtrs	Exelon Capital Partners
Exelon	Exelon Corporation
Exelon Delivery	Exelon Energy Delivery Company, LLC
Exelon Enterprises	Exelon Enterprises Company, LLC
ExInvInc	Exelon Enterprises Investment, Inc.
Exelon Ventures	Exelon Ventures Company, LLC
ExTex	ExTex LaPorte Limited Partnership
Financing U-1	The Form U-1 Application/Declaration filed by Exelon Corporation in

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Genco	Exelon Generation Company, LLC
GP	General partner
LP	Limited partner
Merger U-1	The Form U-1 Application/Declaration filed by Exelon Corporation in
N/A	Not applicable or not available
PECO	PECO Energy Company
PEPCO	PECO Energy Power Company
Power Holdings	Exelon Power Holdings, LP
PETT	PECO Energy Transition Trust (a subsidiary of PECO)
Sithe	Sithe Energies, Inc.
SECO	Susquehanna Electric Company
Unicom	Unicom Corporation
Ventures	Exelon Ventures Company, LLC

ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN as of December 31, 2002.

System Companies and Investments Therein is filed herewith confidentially pursuant to 17 CFR ss. 250.104 under the Public Utility Holding Company Act of 1935.

ITEM 2. ACQUISITIONS OR SALES OF UTILITY ASSETS

None.

ITEM 3. ISSUE, SALE, PLEDGE, GUARANTEE OR ASSUMPTION OF SYSTEM SECURITIES

Name of Issuer and Description of Issues -----	Date and Form of Transaction -----	Consideration -----	Authorization or Exemption -----
------------------------------------------------------	------------------------------------------	------------------------	----------------------------------------

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In 2002, ComEd issued \$700 million of long-term debt primarily consisting of the issuance of \$600 million of 6.15% First Mortgage Bonds, Series 98, due March 15, 2012, and the issuance of \$100 million of Illinois Development Finance Authority floating-rate Pollution Control Revenue Refunding Bonds, Series 2002 due April 15, 2013. Rule 52.

In 2002, ComEd exchanged \$600 million of 6.15% First Mortgage Bonds, Series 98, due March 15, 2012, for bonds which are registered under the Securities Act. The exchange bonds are identical to the outstanding bonds except for the elimination of certain transfer restrictions and registration rights pertaining to the outstanding bonds. ComEd did not receive any cash proceeds from issuance of the exchange bonds. Rule 52.

In 2002, PECO issued \$225 million of 4.75% First and Refunding Mortgage Bonds, due October 1, 2012.

In 2002, PECO exchanged \$250 million of 5.95% private placement First and Refunding Mortgage Bonds, due November 1, 2011 for bonds which are registered under the Securities Act. The exchange bonds are identical to the outstanding bonds except for the elimination of certain transfer restrictions and registration rights pertaining to the outstanding bonds. PECO did not receive any cash proceeds from issuance of the exchange bonds. Rule 52.

At December 31, 2002 Exelon Corporation had \$1.5 billion of guarantees outstanding that counted against the PUHCA authorization limit of \$4 billion. For other guarantees and commercial commitments, see 2002 Annual Report on Form 10-K for Exelon, ComEd, PECO and Generation File Nos. 01-16169, 01-1839, 01-01401 and 333-85496 respectively.

ITEM 4. ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES

In 2002, ComEd redeemed \$100 million of 7.25% Illinois Development Finance Authority Pollution Control Revenue Refunding Bonds, Series 1991 due June 1, 2011, redeemed \$200 million of 8.625% First Mortgage Bonds, Series 81, due February 1, 2022, redeemed \$200 million of 8.5% First Mortgage Bonds, Series 84 due July 15, 2022, paid at maturity \$200 million of 7.375% First Mortgage Bonds, Series 85, due September 15, 2002, redeemed \$200 million of 8.375% First Mortgage Bonds, Series 86, due September 15, 2022, paid at maturity \$200 million of variable rate senior notes due September 30,

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2002, paid at maturity \$100 million of 9.17% medium-term notes due October 15, 2002, and retired \$340 million in transitional trust notes. Rule 42.

In 2002, PECO made principal payments of \$326 million on transition bonds. Rule 42.

In 2002, PECO paid \$222 million of First and Refunding Mortgage Bonds at maturity with a weighted average interest rate of 7.30%. Rule 42

In 2002, Generation exchanged \$700 million of 6.95% Senior Notes issued in 2001 for notes which are registered under the Securities Act. The exchange notes are identical to the outstanding notes except for the elimination of certain transfer restrictions and registration rights pertaining to the outstanding bonds. Generation did not receive any cash proceeds from issuance of the

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exchange notes. Rule 42.

The above does not include intercompany transactions.

ITEM 5. INVESTMENTS IN SECURITIES OF NON-SYSTEM COMPANIES AS OF
DECEMBER 31, 2002.

Investments in Securities of Non-System Companies is filed herewith
confidentially pursuant to 17 CFR ss. 250.104 under the Public Utility Holding
Company Act of 1935.

ITEM 6. OFFICERS AND DIRECTORS - PART 1.

The positions of officers and directors of system companies as of December 31,
2002 were as follows:

Aconite Corporation

DIRECTORS

David R. Helwig Director

OFFICERS

Paul Daily	Executive Vice President
Robert Cleveland	Treasurer
Harvey B. Dikter	Senior Vice President, General Counsel and Secretary
David R. Helwig	Chairman
George Witt	Vice President of Operations

Adwin Equipment Company

DIRECTORS

George H. Gilmore, Jr. Director

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John C. Halderman	Director
Ronald S. Rooth	Director

OFFICERS

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George H. Gilmore, Jr.	President
J. Barry Mitchell	Vice President and Treasurer
John C. Halderman	Corporate Secretary
Todd D. Cutler	Assistant Secretary
Scott N. Peters	Assistant Corporate Secretary

Adwin Realty Company

DIRECTORS

Craig L. Adams	Director
Frank Frankowski	Director
Kenneth G. Lawrence	Director

OFFICERS

Kenneth G. Lawrence	Chairman, President
Michael A. Williams	Vice President
J. Barry Mitchell	Treasurer
John C. Halderman	Secretary
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
Scott N. Peters	Assistant Secretary

AllEnergy Gas & Electric Marketing Company, L.L.C.

OFFICERS

Frank L. Peraino	President
Barbara Fatina	Vice President
William G. O'Brien	Vice President
Barbara Fatina	Treasurer
	Secretary

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Ambassador II Joint Venture

OFFICERS

- Partnership	Does Not Have Officers or Directors
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AmerGen Consolidation, LLC

MANAGERS

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J. Barry Mitchell	Manager
Charles S. Walls	Manager
Thomas H. Weir	Manager

AmerGen Energy Company, LLC

OFFICERS

John L. Skolds	Chief Executive Officer and Chief Nuclear O
Duncan Hawthorne	President
William H. Bohlke	Senior Vice President
Christopher M. Crane	Senior Vice President
Charles G. Pardee	Senior Vice President
Jeffrey A. Benjamin	Vice President, Licensing and Regulatory Af
Norman Callaghan	Vice President
Ernest J. Harkness	Vice President - Oyster Creek
Charles P. Lewis	Vice President
J. Donald Myhan	Vice President, Human Resources
Michael Pacilio	Vice President, Clinton Power Station
George Vanderheyden	Vice President, MidAtlantic Regional Operat
Thomas H. Weir	Vice President and Controller
Bruce C. Williams	Vice President, TMI
David B. Wozniak	Vice President, Midwest Regional Operating
J. Barry Mitchell	Treasurer
Edward J. Cullen, Jr.	Secretary
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary

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COMMITTEE MEMBERS

John L. Skolds	Chairman
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AmerGen Management Committee

COMMITTEE MEMBERS

William H. Bohlke	GENCO Member, Management Committee
Norman Callaghan	BE Member, Management Committee
Duncan Hawthorne	BE Member, Management Committee
Oliver D. Kingsley, Jr.	GENCO Member, Management Committee
Michael Kirwan	BE Member, Management Committee
Charles P. Lewis	GENCO Member, Management Committee
Charles G. Pardee	GENCO Member, Management Committee

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AmerGen Oyster Creek NQF, LLC

Does Not Have Officers or Directors

AmerGen TMI NQF, LLC

Does Not Have Officers or Directors

AmerGen Vermont, LLC

OFFICERS

Duncan Hawthorne	Vice President
Charles P. Lewis	Vice President
J. Barry Mitchell	Treasurer
Edward J. Cullen, Jr.	Secretary
George R. Shicora	Assistant Treasurer
Todd D. Cutler	Assistant Secretary

MEMBERS

Drew B. Fetters	PECO Member, Management Committee
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Duncan Hawthorne	BE Member, Management Committee
Robin Jeffrey	BE Member, Management Committee
Gerald R. Rainey	PECO Member, Management Committee

MANAGERS

Drew B. Fetters	PECO Member, Management Committee
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OTHER

Thomas H. Weir	Controller
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ATNP Finance Company

DIRECTORS

Gavin R. Arton	Director
Thomas M. Baglini	Director
J. Michael Collier, Jr.	Director
Nancy A. Hirschle	Director
Yolanda F. Pagano	Director

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OFFICERS

John W. Wadson	President Treasurer Secretary
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Blair Park Services, Inc.

DIRECTORS

David R. Helwig	Director
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OFFICERS

David Channing	Vice President - Corporate Development
John P. Clark	Vice President, Finance and Assistant Treasurer

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John Coleman	Senior Vice President-Special Projects
Lawrence Coleman	President and Assistant Secretary
William Coleman	Senior Vice President-Operations
Harvey B. Dikter	Senior Vice President, General Counsel and Chairman
David R. Helwig	Chairman
Alan Katz	Vice President - Construction
Terence R. Montgomery	Senior Vice President and Treasurer

Bradford Associates

OFFICERS

- Partnership	Does Not Have Officers
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Cenesco Company, LLC

OFFICERS

James P. Malone	President
Kevin P. Donovan	Vice President
Rod Krich	Vice President
Kenneth S. Petersen	Vice President
J. Barry Mitchell	Treasurer
Edward J. Cullen, Jr.	Secretary
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
Scott N. Peters	Assistant Secretary

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Chowns Communications, Inc.

DIRECTORS

David R. Helwig Director

OFFICERS

Paul Daily Executive Vice President
Robert Cleveland Assistant Treasurer

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Harvey B. Dikter Senior Vice President, General Counsel and
David R. Helwig Chairman
Terence R. Montgomery Senior Vice President and Treasurer
William Rowe President and Assistant Secretary

ComEd Financing I

TRUSTEE

Robert E. Berdelle Trustee
J. Barry Mitchell Trustee
Charles S. Walls Trustee
Wilmington Trust Company Trustee

ComEd Financing II

TRUSTEE

Robert E. Berdelle Trustee
J. Barry Mitchell Trustee
Wilmington Trust Company Trustee

ComEd Funding, LLC

OFFICERS

J. Barry Mitchell President Charles S. Walls Treasurer Robert E. Berdelle
Manager Kathryn M. Houtsma Manager

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ComEd Transitional Funding Trust

TRUSTEE

Robert E. Berdelle Trustee

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First Union Trust Company, National Association Trustee
Ruth Ann M. Gillis Trustee
J. Barry Mitchell Trustee
Daniel E. Thone Trustee

Commonwealth Edison Company

DIRECTORS

Frank M. Clark Director
Ruth Ann M. Gillis Director
Kenneth G. Lawrence Director
John W. Rowe Director
Pamela B. Strobel Director

OFFICERS

Frank M. Clark President
Gregory N. Dudkin Executive Vice President, Operations
Mark Alden Vice President, Project and Contract Management
Robert E. Berdelle Vice President, Finance and Chief Financial Officer
Celia David Vice President, Transmission Policy and Planning
David G. DeCampi Vice President, Regional Distributions Operations
John J. Donleavy Vice President, Regional Distributions Operations
John Hatfield, Jr. Vice President, Communications
Joseph A. Lasky Vice President, Information Technology
Steven T. Naumann Vice President, Transmission Services
Bruce A. Renwick Vice President, Electric Operations
Patricia Pulido Sanchez Vice President, External Affairs
Carl L Segneri, Jr. Vice President, Regional Distributions Operations
J. Barry Mitchell Treasurer
Katherine K. Combs Secretary
George R. Shicora Assistant Treasurer
Charles S. Walls Assistant Treasurer
James M. Baloun Assistant Secretary
Todd D. Cutler Assistant Secretary
Adrienne M. Levatino Assistant Secretary
Scott N. Peters Assistant Secretary
Sally Clair Vice President, Technical Services, Training and Development
John T. Costello Senior Vice President, Customer, Energy and Environment
John T. Hooker Vice President, Distribution Services & Public Affairs
Kathryn M. Houtsma Vice President, Controller and Comptroller
George W. Lofton Vice President, External Affairs and Claims

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Anne R. Pramaggiore

Vice President, Regulatory and Strategic Se

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Wanda Kay Reder
Pamela B. Strobel

Vice President, Engineering Planning
Chair

Commonwealth Edison Company of Indiana, Inc.

DIRECTORS

Robert E. Berdelle
Frank M. Clark
Kenneth G. Lawrence
Pamela B. Strobel

Director
Director
Director
Director

OFFICERS

Frank M. Clark
Robert E. Berdelle
J. Barry Mitchell

President
Vice President
Vice President
Treasurer

Katherine K. Combs
George R. Shicora
Charles S. Walls
Todd D. Cutler
Scott N. Peters
Kevin J. Waden

Secretary
Assistant Treasurer
Assistant Treasurer
Assistant Secretary
Assistant Secretary
Auditor and Assistant Secretary

OTHER

Emerson W. Lacey
Pamela B. Strobel

Director and President
Director, Vice President

Commonwealth Research Corporation

DIRECTORS

Robert E. Berdelle
Frank M. Clark
Kenneth G. Lawrence
Pamela B. Strobel

Director
Director
Director
Director

OFFICERS

Frank M. Clark

Robert E. Berdelle
J. Barry Mitchell

Chair
President
Vice President
Vice President

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Katherine K. Combs	Treasurer
George R. Shicora	Secretary
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Treasurer
Scott N. Peters	Assistant Secretary
	Assistant Secretary

Concomber, Ltd.

DIRECTORS

Andrew D. Carr	Director
C.F.A. Cooper	Director

OFFICERS

Harlan M. Dellisy	President
John C. Bukovski	Vice President
Andrew D. Carr	Vice President
G. Porento	Vice President
George P. Rifakes	Vice President
Richard E. Martin	Treasurer
I. S. Outerbridge, III	Secretary
Richard J. Martin	Assistant Secretary
Andrew D. Carr	Chairman

Dacon Corporation

DIRECTORS

David R. Helwig	Director
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OFFICERS

Henry Jackson	President
Brian E. Bratton	Vice President of Construction
Timothy J. Carpenter	Assistant Secretary, Treasurer, Vice President

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David W. Reindl	Vice President of Sales
Harvey B. Dikter	Senior Vice President, General Counsel and Chairman
David R. Helwig	Chairman
Jan Hensarling	Vice President of Operations
Henry C. Hess	Vice President Manager of Purchasing
Terence R. Montgomery	Senior Vice President and Treasurer
Randall Wisenbaker	Vice President of Operations

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Dashiell Corporation

DIRECTORS

David R. Helwig Director

OFFICERS

Henry Jackson	President
Brian E. Bratton	Vice President of Construction
Timothy J. Carpenter	Assistant Secretary, Treasurer, Vice President
David W. Reindl	Vice President of Sales
Don E. Calvin	Vice President of Field Services
Harvey B. Dikter	Senior Vice President, General Counsel and
James Fuglaar	Vice President of Engineering
David R. Helwig	Chairman
Henry C. Hess	Vice President Manager of Purchasing
Terence R. Montgomery	Senior Vice President and Treasurer

Dashiell Holdings Corporation

DIRECTORS

David R. Helwig Director

OFFICERS

Henry Jackson	President
Timothy J. Carpenter	Vice President of Finance, Assistant Secretary
Harvey B. Dikter	Senior Vice President, General Counsel and
David R. Helwig	Chairman
Terence R. Montgomery	Senior Vice President and Treasurer

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ECP Telecommunications Holdings, LLC

OFFICERS

Robert A. Shinn	President
Ronald S. Rooth	Senior Vice President and Chief Financial Officer
Joseph J. Kerecman	Vice President
Andrea F. Kramer	Vice President
J. Barry Mitchell	Vice President and Treasurer
John C. Halderman	Secretary
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer

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Donald J. Bromley	Assistant Secretary
Todd D. Cutler	Assistant Secretary
Scott N. Peters	Assistant Secretary

Edison Development Canada Inc.

DIRECTORS

Robert E. Berdelle	Director
Frank M. Clark	Director
Edward L. Donegan	Director
Robert M. Granatstein	Director
Kenneth G. Lawrence	Director
Gail Lilley	Director
Pamela B. Strobel	Director

OFFICERS

Frank M. Clark	President
Robert E. Berdelle	Vice President
J. Barry Mitchell	Vice President
	Treasurer
Katherine K. Combs	Secretary
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Carter C. Culver	Assistant Secretary
Todd D. Cutler	Assistant Secretary

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Scott N. Peters	Assistant Secretary
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Edison Development Company

DIRECTORS

Robert E. Berdelle	Director
Frank M. Clark	Director
Kenneth G. Lawrence	Director
Pamela B. Strobel	Director

OFFICERS

Frank M. Clark	President
Robert E. Berdelle	Vice President
J. Barry Mitchell	Vice President
	Treasurer
Katherine K. Combs	Secretary
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer

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Todd D. Cutler
Scott N. Peters

Assistant Secretary
Assistant Secretary

Edison Finance Partnership

OFFICERS

Thomas D. Terry, Jr.

President

EI Telecommunications Holdings, LLC

OFFICERS

John W. Wadson
Gavin R. Arton
J. Michael Collier, Jr.
John C. Halderman

President, Treasurer and Secretary
Manager
Manager
Manager

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Yolanda F. Pagano

Manager

EIS Engineering, Inc.

DIRECTORS

David R. Helwig

Director

OFFICERS

Harvey B. Dikter
David R. Helwig
Terence R. Montgomery

Senior Vice President, General Counsel and
Chairman
Senior Vice President and Treasurer

EIS Investments, LLC

OFFICERS

George H. Gilmore, Jr.

Manager

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Electric Services, Inc.

DIRECTORS

David R. Helwig Director

OFFICERS

Anne Marie Craven Assistant Treasurer and Assistant Secretary
Harvey B. Dikter Senior Vice President, General Counsel and
Ian P. Green President, Assistant Treasurer and Assistant
David R. Helwig Chairman
Terence R. Montgomery Senior Vice President and Treasurer

Energy Trading Company

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DIRECTORS

George H. Gilmore, Jr. Director
John C. Halderman Director
Ronald S. Rooth Director

OFFICERS

Robert A. Shinn President
Ronald S. Rooth Senior Vice President
Joseph J. Kerecman Vice President
Andrea F. Kramer Vice President
J. Barry Mitchell Vice President and Treasurer
John C. Halderman Corporate Secretary
George R. Shicora Assistant Treasurer
Charles S. Walls Assistant Treasurer
Todd D. Cutler Assistant Secretary
Scott N. Peters Assistant Corporate Secretary
John C. Halderman General Counsel
George H. Gilmore, Jr. Chairman of the Board
Ronald S. Rooth Chief Financial Officer

ETT Boston, Inc.

DIRECTORS

Carter C. Culver Director
George H. Gilmore, Jr. Director

OFFICERS

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George H. Gilmore, Jr.	President
David A. Bump	Vice President - General Manager, USA
J. Barry Mitchell	Vice President and Treasurer
Scott Payant	Vice President of Finance
Katherine K. Combs	Secretary
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary

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ETT Canada, Inc.

DIRECTORS

Carter C. Culver	Director
George H. Gilmore, Jr.	Director

OFFICERS

George H. Gilmore, Jr.	President
David A. Bump	Vice President - General Manager, USA
J. Barry Mitchell	Vice President and Treasurer
Scott Payant	Vice President of Finance
Katherine K. Combs	Secretary
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary

ETT Houston, Inc.

DIRECTORS

Carter C. Culver	Director
George H. Gilmore, Jr.	Director

OFFICERS

George H. Gilmore, Jr.	President
David A. Bump	Vice President - General Manager, USA
J. Barry Mitchell	Vice President of Construction
Scott Payant	Vice President of Finance
Katherine K. Combs	Secretary
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary

ETT National Power, Inc.

DIRECTORS

Carter C. Culver	Director
George H. Gilmore, Jr.	Director

OFFICERS

George H. Gilmore, Jr.	President
David A. Bump	Vice President - General Manager, USA
J. Barry Mitchell	Vice President and Treasurer
Scott Payant	Vice President of Finance
Katherine K. Combs	Secretary
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary

ETT Nevada, Inc.

DIRECTORS

Carter C. Culver	Director
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OFFICERS

J. Barry Mitchell	Vice President
Scott Payant	Vice President
J. Barry Mitchell	Treasurer
Scott Payant	Treasurer
Carter C. Culver	Secretary
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary

ETT North America, Inc.

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DIRECTORS

Carter C. Culver	Director
George H. Gilmore, Jr.	Director

OFFICERS

George H. Gilmore, Jr.	President
David A. Bump	Vice President - General Manager, USA
J. Barry Mitchell	Vice President and Treasurer
Scott Payant	Vice President of Finance
Katherine K. Combs	Secretary
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary

Exelon (Fossil) Holdings, Inc.

DIRECTORS

Oliver D. Kingsley, Jr.	Chair
Michael Bemis	Director
Oliver D. Kingsley, Jr.	Director
Ian P. McLean	Director

OFFICERS

Oliver D. Kingsley, Jr.	President and Chief Executive Officer
Michael Bemis	Senior Vice President
Edward J. Cullen, Jr.	Vice President and Secretary
Ian P. McLean	Vice President
J. Barry Mitchell	Treasurer
Donald J. Bromley	Secretary
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary

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Oliver D. Kingsley, Jr.	Chairman of the Board Chairman
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Exelon Allowance Management Company, LLC

OFFICERS

Michael Bemis	President
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Edward J. Cullen, Jr.	Vice President and Secretary
Ian P. McLean	Vice President
J. Barry Mitchell	Vice President and Treasurer
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
Scott N. Peters	Assistant Secretary

Exelon AOG Holding #1, Inc.

DIRECTORS

Kenneth W. Cornew	Director
Oliver D. Kingsley, Jr.	Director
Ian P. McLean	Director

OFFICERS

Ian P. McLean	President
Kenneth W. Cornew	Vice President
Edward Fedorchak	Vice President
Susan O. Ivey	Vice President
James S. Jablonski	Vice President
Michael Metzner	Vice President
Edward J. Cullen, Jr.	Secretary
Thomas R. Miller	Assistant Treasurer
J. Barry Mitchell	Assistant Treasurer
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary

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Exelon AOG Holding #2, Inc

DIRECTORS

Kenneth W. Cornew	Director
Oliver D. Kingsley, Jr.	Director
Ian P. McLean	Director

OFFICERS

Ian P. McLean	President
Kenneth W. Cornew	Vice President
Edward Fedorchak	Vice President
Susan O. Ivey	Vice President
James S. Jablonski	Vice President
Michael Metzner	Vice President

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J. Barry Mitchell	Treasurer
Edward J. Cullen, Jr.	Secretary
Thomas R. Miller	Assistant Treasurer
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary

Exelon Boston Generating, LLC

OFFICERS

Michael Bemis	President
Mark A. Schiavoni	Vice President
J. Barry Mitchell	Treasurer
Edward J. Cullen, Jr.	Secretary
Thomas R. Miller	Assistant Treasurer
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary

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Exelon Boston Services, LLC

OFFICERS

Michael Bemis	President
Mark A. Schiavoni	Vice President
J. Barry Mitchell	Treasurer
Edward J. Cullen, Jr.	Secretary
Thomas R. Miller	Assistant Treasurer
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary

Exelon Business Services Company

DIRECTORS

John W. Rowe	Director and Chair
Ruth Ann M. Gillis	Director
Oliver D. Kingsley, Jr.	Director
Randall E. Mehrberg	Director
Pamela B. Strobel	Director

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OFFICERS

Ruth Ann M. Gillis	President
Paul R. Bonney	Vice President and General Counsel
Katherine K. Combs	Vice President
Edward J. Cullen, Jr.	Vice President
James D. Guerra	Vice President and Chief Financial Officer
Daniel C. Hill	Vice President, Information Technology
J. Barry Mitchell	Vice President and Treasurer
Glenn D. Newman	Vice President
Thomas D. Terry, Jr.	Vice President, Taxes
William A. VonHoene, Jr.	Vice President
Katherine K. Combs	Corporate Secretary
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
Scott N. Peters	Assistant Secretary
Mark Belk	Vice President, Projects & Solutions Delivered

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Joseph A. Lasky	Vice President, IT Operations & Infrastructure
Mary E. Ludford	Vice President, HR and Financial Services
M. Bridget Reidy	Senior Vice President, Services & Operations

OTHER

M. Bridget Reidy	Deputy General Counsel
------------------	------------------------

Exelon Capital Partners, Inc.

DIRECTORS

George H. Gilmore, Jr.	Director
John C. Halderman	Director
Ronald S. Rooth	Director

OFFICERS

Robert A. Shinn	President
Ronald S. Rooth	Senior Vice President and Chief Financial Officer
Joseph J. Kerecman	Vice President
Andrea F. Kramer	Vice President
J. Barry Mitchell	Vice President and Treasurer
John C. Halderman	Secretary
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Donald J. Bromley	Assistant Secretary
Todd D. Cutler	Assistant Secretary

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Scott N. Peters
George H. Gilmore, Jr.

Assistant Secretary
Chairman of the Board

Exelon Communications Company, LLC

OFFICERS

George H. Gilmore, Jr.
Ronald S. Rooth
Santya Tsai Lanman

President
Senior Vice President and Chief Financial Officer
Vice President

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J. Barry Mitchell
James W. Morozzi
Nicholas G. Stathes
John C. Halderman
George R. Shicora
Charles S. Walls
Scott N. Peters

Vice President and Treasurer
Vice President
Vice President
Secretary
Assistant Treasurer
Assistant Treasurer
Assistant Secretary

Exelon Communications Holdings, LLC

OFFICERS

George H. Gilmore, Jr.
Ronald S. Rooth
Santya Tsai Lanman
J. Barry Mitchell
James W. Morozzi
Nicholas G. Stathes
John C. Halderman
George R. Shicora
Charles S. Walls
Todd D. Cutler
Scott N. Peters

President
Senior Vice President and Chief Financial Officer
Vice President
Vice President and Treasurer
Vice President
Vice President
Secretary
Assistant Treasurer
Assistant Treasurer
Assistant Secretary
Assistant Secretary

Exelon Corporation

DIRECTORS

Edward A. Brennan
Carlos H. Cantu
M. Walter D'Alessio
Nicholas DeBenedictis
Bruce DeMars
G. Fred DiBona, Jr.
Sue L. Gin
Richard H. Glanton

Director
Director
Director
Director
Director
Director
Director
Director

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Rosemarie B. Greco	Director
Edgar D. Jannotta	Director
John M. Palms	Director
John W Rogers, Jr.	Director
John W. Rowe	Director
Ronald Rubin	Director
Richard L. Thomas	Director

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OFFICERS

John W. Rowe	Chairman of the Board and Chief Executive Officer
Ian P. McLean	Executive Vice President
Pamela B. Strobel	Executive Vice President
Ruth Ann M. Gillis	Senior Vice President
Frank M. Clark	Senior Vice President
George H. Gilmore, Jr.	Senior Vice President
Kenneth G. Lawrence	Senior Vice President
Linda C. Byus	Vice President, Investor Relations
Ellen D. Caya	Vice President, Audit
Donald P. Kirchoffner	Vice President, Communications
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
Scott N. Peters	Assistant Secretary
Virginia A. Brown	Vice President, Human Resources Planning and Development
Katherine K. Combs	Vice President and Corporate Secretary
Assir R. DaSilva	Vice President, Diversity
John F. Diedrich	Vice President, Employee Health and Benefits
Victor Fonseca	Vice President, Compensation
Matthew F. Hilzinger	Vice President and Corporate Controller
Oliver D. Kingsley, Jr.	Senior Executive Vice President
Robert K. McDonald	Vice President, Risk Management
Randall E. Mehrberg	Executive Vice President and General Counsel
J. Barry Mitchell	Senior Vice President and Treasurer
Elizabeth A. Moler	Senior Vice President, Government Affairs & Public Policy
John R. Samolis	Vice President, Labor and Employee Relations
S. Gary Snodgrass	Senior Executive Vice President
Thomas D. Terry, Jr.	Senior Vice President and Chief Administrative Officer
David W. Woods	Vice President and General Tax Officer
Robert S. Shapard	Senior Vice President, Communications, Government Affairs & Public Policy
	Executive Vice President and Chief Financial Officer

Exelon Edgar, LLC

OFFICERS

Michael Bemis	President
Mark A. Schiavoni	Vice President
J. Barry Mitchell	Treasurer
Edward J. Cullen, Jr.	Secretary
Thomas R. Miller	Assistant Treasurer

George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary

Exelon Energy Company

DIRECTORS

Carter C. Culver	Director
George H. Gilmore, Jr.	Director

OFFICERS

George H. Gilmore, Jr.	President
Barbara Fatina	Vice President - General Manager, USA
J. Barry Mitchell	Vice President and Treasurer
Katherine K. Combs	Secretary
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Corporate Secretary
Scott N. Peters	Assistant Corporate Secretary

Exelon Energy Delivery Company, LLC

OFFICERS

Pamela B. Strobel	Chief Executive Officer
Kenneth G. Lawrence	President
	Chief Operating Officer
Frank M. Clark	Senior Vice President
Gregory N. Dudkin	Executive Vice President, ComEd Operations
Craig L. Adams	Vice President, Support Services
John Hatfield, Jr.	Vice President, Communications
John T. Hooker	Vice President, Property Management
J. Lindsay Johnston	Vice President, Management Development
Arlene A. Juracek	Vice President Load Forecasting and Energy
J. Barry Mitchell	Vice President and Treasurer
Glenn D. Newman	Vice President, Human Resources
Kathleen M. Walters	Vice President, Information Technology

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Katherine K. Combs	Corporate Secretary
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Corporate Secretary
Scott N. Peters	Assistant Corporate Secretary

Exelon Energy Delivery Management Committee

COMMITTEE MEMBERS

John W. Rowe	Chair
Pamela B. Strobel	Vice Chair
Frank M. Clark	Director
Ruth Ann M. Gillis	Director
Kenneth G. Lawrence	Director

Exelon Enterprises Company, LLC

OFFICERS

John W. Rowe	Chair
George H. Gilmore, Jr.	President and Chief Executive Officer
J. Barry Mitchell	Vice President and Treasurer
Ronald S. Rooth	Vice President of Finance
Katherine K. Combs	Secretary
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary

Exelon Enterprises Investments, Inc.

DIRECTORS

Gavin R. Arton	Director
J. Michael Collier, Jr.	Director
John C. Halderman	Director

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Yolanda F. Pagano	Director
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OFFICERS

John W. Wadson	President
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Treasurer
Secretary

Exelon Enterprises Management, Inc.

DIRECTORS

George H. Gilmore, Jr.	Director
John C. Halderman	Director
Ronald S. Rooth	Director

OFFICERS

Robert A. Shinn	President
Ronald S. Rooth	Senior Vice President and Chief Financial Officer
Joseph J. Kerecman	Vice President
Andrea F. Kramer	Vice President
J. Barry Mitchell	Treasurer
Katherine K. Combs	Secretary
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary

Exelon Fore River Development, LLC

OFFICERS

Michael Bemis	President
Mark A. Schiavoni	Vice President
J. Barry Mitchell	Treasurer
Edward J. Cullen, Jr.	Secretary
Thomas R. Miller	Assistant Treasurer

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George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary

Exelon Framingham Development, LLC

OFFICERS

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Mark A. Schiavoni	Vice President
J. Barry Mitchell	Treasurer
Edward J. Cullen, Jr.	Secretary
Thomas R. Miller	Assistant Treasurer
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary

Exelon Framingham, LLC

OFFICERS

Michael Bemis	President
Mark A. Schiavoni	Vice President
J. Barry Mitchell	Treasurer
Edward J. Cullen, Jr.	Secretary
Thomas R. Miller	Assistant Treasurer
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary

Exelon Generation Canada Corporation

DIRECTORS

Christine A. Jacobs	Director
Ian P. McLean	Director
Corbin A. McNeill, Jr.	Director

OFFICERS

Christine A. Jacobs	President
Edward J. Cullen, Jr.	Vice President and Secretary
Charles P. Lewis	Vice President
Ian P. McLean	Vice President
J. Barry Mitchell	Treasurer
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
Scott N. Peters	Assistant Secretary

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Exelon Generation Company, LLC

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Christopher M. Crane

Charles G. Pardee Senior Vice President, MidAtlantic
Exelon Nuclear

Carol Anderson
Jeffrey A. Benjamin
Kevin Cellars
Kenneth W. Cornew
Martin Coveney
Edward J. Cullen, Jr.
Ronald J. DeGregorio

Joel P. Dimmette
Meg Evangelist
Edward Fedorchak
Robert J Fisher

Jan H. Freeman
Dorothy M Hawkins

Chief Executive Officer and President Exelon
President, Exelon Power Team
President and Chief Nuclear Officer, Exelon
Senior Vice President, Business Operations,
Senior Vice President, Nuclear Services, Ex
Senior Vice President, MidWest Regional Oper
Nuclear

Regional Operating Group,
Vice President, Information Technology, Exe
Vice President, Licensing and Regulatory, E
Vice President, Business Operations, Exelon
Vice President, Long-term Transactions, Exe
Vice President, Finance, Exelon Nuclear
Vice President, Legal and Secretary
Vice President, MidAtlantic Regional Operat
Exelon Nuclear
Vice President, Nuclear Oversight, Exelon N
Vice President, Human Resources, Exelon Pow
Vice President, Fuels, Exelon Power Team
Vice President, MidWest Regional Operating
Nuclear
Vice President, Public Affairs, Exelon Gene
Vice President, Business Operations, Exelon

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J. Michael Heffley
James S. Jablonski
Theodore E. Jennings
Marilyn C. Kray
Rod Krich
Richard J. Landy

Charles P. Lewis
James P. Malone
Robert K. McDonald
Michael McMahan
James R. Meister
Michael Metzner
J. Barry Mitchell
J. Donald Myhan
Mark A. Schiavoni
John L. Settelen
Preston D. Swafford
Thomas D. Terry, Jr.
George Vanderheyden

Sue E. Wallace
David B. Wozniak

Kevin Yessian

Vice President, Exelon Nuclear
Vice President, Financial Trading, Exelon P
Vice President, Engineering & Operation Sup
Vice President, Special Projects, Exelon Nu
Vice President, Licensing Projects, Exelon
Senior Vice President, Human Resources & Ad
Generation
Vice President, Strategy and Development, E
Vice President, Fuels Management, Exelon Nu
Vice President, Generation
Vice President, Outage Planning & Services,
Vice President, Nuclear Engineering, Exelon
Vice President, Finance/Analytics/Risk, Exe
Vice President and Treasurer
Vice President, Human Resources and Adminis
Vice President, Sithe New England
Vice President, Exelon Generation
Vice President, Exelon Power
Vice President, Taxes
Vice President, MidAtlantic Regional Operat
Exelon Nuclear
Vice President, Management Projects, Exelon
Vice President, MidWest Regional Operating
Nuclear
Vice President Supply, Exelon Nuclear

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George P. Barnes, Jr.
Ernest J. Harkness
Robert J. Hovey
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Michael Pacilio
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Russell G. West
Bruce C. Williams
James D. von Suskil
George R. Shicora
Charles S. Walls
Todd D. Cutler
Scott N. Peters
Michael Bemis
David W. Woods

Site Vice President - LaSalle County Station
Site Vice President - Oyster Creek
Site Vice President - Dresden Nuclear Power
Site Vice President - Limerick Generating Station
Site Vice President - Byron Station
Site Vice President - Clinton Nuclear Power
Site Vice President - Quad Cities Nuclear Power
Site Vice President - Peach Bottom Atomic Power
Site Vice President - TMI
Site Vice President - Braidwood Station
Assistant Treasurer
Assistant Treasurer
Assistant Secretary
Assistant Secretary
President, Exelon Power
Senior Vice President, Communications, Government
Affairs

OTHER

Thomas H. Weir

Controller

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Exelon Generation Finance Company, LLC

OFFICERS

John W. Wadson

President, Treasurer and Secretary

MANAGERS

Gavin R. Arton
J. Michael Collier, Jr.
Nancy A. Hirschle
Yolanda F. Pagano

Manager
Manager
Manager
Manager

Exelon Generation International, Inc.

Exelon Hamilton LLC

OFFICERS

Michael Bemis
Mark A. Schiavoni

President
Vice President

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J. Barry Mitchell	Treasurer
Edward J. Cullen, Jr.	Secretary
Thomas R. Miller	Assistant Treasurer
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary

Exelon Investment Holdings, LLC

Exelon Mystic Development, LLC

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OFFICERS

Michael Bemis	President
Mark A. Schiavoni	Vice President
J. Barry Mitchell	Treasurer
Edward J. Cullen, Jr.	Secretary
Thomas R. Miller	Assistant Treasurer
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary

Exelon Mystic, LLC

OFFICERS

Michael Bemis	President
Mark A. Schiavoni	Vice President
J. Barry Mitchell	Treasurer
Edward J. Cullen, Jr.	Secretary
Thomas R. Miller	Assistant Treasurer
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary

Exelon New Boston, LLC

OFFICERS

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J. Barry Mitchell	Treasurer
Edward J. Cullen, Jr.	Secretary
Thomas R. Miller	Assistant Treasurer
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary

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John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary

Exelon New England Development, LLC

OFFICERS

Michael Bemis	President
Mark A. Schiavoni	Vice President
J. Barry Mitchell	Treasurer
Edward J. Cullen, Jr.	Secretary
Thomas R. Miller	Assistant Treasurer
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary

Exelon New England Holdings, LLC

OFFICERS

Michael Bemis	President
Mark A. Schiavoni	Vice President
J. Barry Mitchell	Treasurer
Edward J. Cullen, Jr.	Secretary
Thomas R. Miller	Assistant Treasurer
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary

Exelon New England Power Marketing, Limited Partnership

Exelon New England Power Services, Inc.

DIRECTORS

Michael Bemis	Director
Oliver D. Kingsley, Jr.	Director
Mark A. Schiavoni	Director

OFFICERS

Michael Bemis	President
Mark A. Schiavoni	Vice President
J. Barry Mitchell	Treasurer
Edward J. Cullen, Jr.	Secretary
Thomas R. Miller	Assistant Treasurer
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary

Exelon Peaker Development General, LLC

OFFICERS

Ian P. McLean	President
Michael Bemis	Vice President
Edward J. Cullen, Jr.	Vice President and Secretary
Charles P. Lewis	Vice President
J. Barry Mitchell	Vice President and Treasurer
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
Scott N. Peters	Assistant Secretary

Exelon Peaker Development Limited, LLC

OFFICERS

Ian P. McLean	President
Donald J. Bromley	Vice President
Edward J. Cullen, Jr.	Vice President and Secretary

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Charles A. Mannix
J. Barry Mitchell

Vice President, Taxes
Vice President
Treasurer
Assistant Treasurer
Assistant Treasurer
Assistant Secretary
Assistant Secretary
Assistant Secretary

George R. Shicora
Charles S. Walls
Donald J. Bromley
Todd D. Cutler
Scott N. Peters

Exelon Power Holdings, LP

Exelon PowerLabs, LLC

OFFICERS

George C Bell
Frank Cebular
J. Barry Mitchell

President
Vice President
Vice President
Treasurer
Secretary
Assistant Treasurer
Assistant Treasurer
Assistant Treasurer
Assistant Secretary
Assistant Secretary

Edward J. Cullen, Jr.
Thomas R. Miller
George R. Shicora
Charles S. Walls
Todd D. Cutler
Scott N. Peters

Exelon Services Federal Group, Inc.

DIRECTORS

Carter C. Culver
George H. Gilmore, Jr.

Director
Director

OFFICERS

Mark W. Kilgore
Charles R. Mandrell
Keith A. Derrington
Louis P. Maltezos

President
Senior Vice President
Vice President
Vice President

J. Barry Mitchell
Michael T. Morefield
J. Barry Mitchell
Katherine K. Combs
George R. Shicora
Charles S. Walls

Vice President
Vice President of Finance
Treasurer
Secretary
Assistant Treasurer
Assistant Treasurer

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Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary
Keith A. Derrington	General Manager
Louis P. Maltezos	General Manager
Charles R. Mandrell	General Manager

Exelon Services, Inc.

DIRECTORS

Carter C. Culver	Director
George H. Gilmore, Jr.	Director

OFFICERS

Mark W. Kilgore	President
Charles R. Mandrell	Senior Vice President
Louis P. Maltezos	Vice President
J. Barry Mitchell	Vice President
Michael T. Morefield	Vice President of Finance
J. Barry Mitchell	Treasurer
Katherine K. Combs	Secretary
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary
Louis P. Maltezos	General Manager
Charles R. Mandrell	General Manager

Exelon Thermal Development, Inc.

DIRECTORS

Carter C. Culver	Director
------------------	----------

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George H. Gilmore, Jr.	Director
------------------------	----------

OFFICERS

George H. Gilmore, Jr.	President
David A. Bump	Vice President - General Manager, USA
J. Barry Mitchell	Vice President and Treasurer
Scott Payant	Vice President of Finance
Katherine K. Combs	Secretary
George R. Shicora	Assistant Treasurer

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Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary

Exelon Thermal Holdings, Inc.

DIRECTORS

Carter C. Culver	Director
George H. Gilmore, Jr.	Director

OFFICERS

George H. Gilmore, Jr.	President
David A. Bump	Vice President - General Manager, USA
J. Barry Mitchell	Vice President and Treasurer
Scott Payant	Vice President of Finance
Katherine K. Combs	Secretary
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary

Exelon Thermal Technologies Inc.

DIRECTORS

Carter C. Culver	Director
------------------	----------

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George H. Gilmore, Jr.	Director
------------------------	----------

OFFICERS

George H. Gilmore, Jr.	President
David A. Bump	Vice President - General Manager, USA
J. Barry Mitchell	Vice President and Treasurer
Scott Payant	Vice President of Finance
Katherine K. Combs	Secretary
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary

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Exelon Ventures Company, LLC

OFFICERS

John W. Rowe	President and Chief Executive Officer
Robert E. Berdelle	Vice President, Ventures
Ruth Ann M. Gillis	Vice President, Finance and Chief Financial
Robert K. McDonald	Vice President, Ventures
Randall E. Mehrberg	Vice President and General Counsel
J. Barry Mitchell	Vice President and Treasurer
Thomas D. Terry, Jr.	Vice President, Taxes
Katherine K. Combs	Secretary
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
Scott N. Peters	Assistant Secretary
Oliver D. Kingsley, Jr.	Senior Executive Vice President

Exelon West Medway Development, LLC

OFFICERS

Michael Bemis	President
Mark A. Schiavoni	Vice President
J. Barry Mitchell	Treasurer

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Edward J. Cullen, Jr.	Secretary
Thomas R. Miller	Assistant Treasurer
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary

Exelon West Medway Expansion, LLC

OFFICERS

Michael Bemis	President
Mark A. Schiavoni	Vice President
J. Barry Mitchell	Treasurer
Edward J. Cullen, Jr.	Secretary
Thomas R. Miller	Assistant Treasurer
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer

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Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary

Exelon West Medway, LLC

OFFICERS

Michael Bemis	President
Mark A. Schiavoni	Vice President
J. Barry Mitchell	Treasurer
Edward J. Cullen, Jr.	Secretary
Thomas R. Miller	Assistant Treasurer
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Corporate Secretary
John C. Halderman	Assistant Corporate Secretary
Scott N. Peters	Assistant Secretary

Exelon Wyman, LLC

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OFFICERS

Michael Bemis	President
Mark A. Schiavoni	Vice President
J. Barry Mitchell	Treasurer
Edward J. Cullen, Jr.	Secretary
Thomas R. Miller	Assistant Treasurer
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary

ExTel Corporation, LLC

OFFICERS

Frank Frankowski	President
J. Barry Mitchell	Vice President
	Treasurer
Katherine K. Combs	Secretary
George R. Shicora	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
Ronald L. Zack	Assistant Secretary
Glenn D. Newman	General Counsel

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ExTex LaPorte Limited Partnership

ExTex Marketing, LLC

OFFICERS

Ian P. McLean	President
Donald J. Bromley	Vice President
Kenneth W. Cornew	Vice President
Charles A. Mannix	Vice President, Taxes
J. Barry Mitchell	Vice President
	Treasurer

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George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Donald J. Bromley	Assistant Secretary
Todd D. Cutler	Assistant Secretary
Scott N. Peters	Assistant Secretary

ExTex Power, LP

Fischbach and Moore Electric, Inc.

DIRECTORS

David R. Helwig	Director
-----------------	----------

OFFICERS

Jack McHugh	Executive Vice President
Esteban F. Alvarez	Vice President and Assistant Secretary
Harvey B. Dikter	Senior Vice President, General Counsel and
William Greene	Vice President - Boston
David R. Helwig	Chairman
Steve Kimsey	Vice President - Denver
Rick Manville	President and Assistant Secretary
Bob Meyer	Vice President - New Jersey
Terence R. Montgomery	Senior Vice President and Treasurer
Ken Podolack	Chief Financial Officer and Assistant Treas
Diamond Tsai	Assistant Vice President and Supervisor - N
Charlie Woldridge	Vice President - Washington D.C.

Fischbach and Moore Electrical Contracting, Inc.

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DIRECTORS

David R. Helwig Director

OFFICERS

Rick Manville President

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Esteban F. Alvarez Vice President and Assistant Secretary
Harvey B. Dikter Senior Vice President, General Counsel and
David R. Helwig Chairman
Ken Podolack Chief Financial Officer and Treasurer

Fischbach and Moore, Inc.

DIRECTORS

David R. Helwig Director

OFFICERS

Rick Manville President
Esteban F. Alvarez Vice President and Assistant Secretary
Harvey B. Dikter Senior Vice President, General Counsel and
David R. Helwig Chairman
Ken Podolack Chief Financial Officer and Treasurer

Franklin Town Towers Associates

OFFICERS

- Partnership Does Not Have Officers

Gas Distribution Contractors, Inc.

DIRECTORS

David R. Helwig Director

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OFFICERS

Gerald Piland
Paul Daily
Scott McTrusty

President
Executive Vice President
Assistant Treasurer

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James Fugarino
Robert Cleveland
Kevin Cook
Harvey B. Dikter
David R. Helwig

Assistant Secretary
Senior Vice President and Treasurer
Vice President of Operations
Senior Vice President, General Counsel and
Chairman

Henderson Ambassador Associates

OFFICERS

- Partnership

Does Not Have Officers

Horizon Energy Company

DIRECTORS

Frank Frankowski
Kenneth G. Lawrence
J. Barry Mitchell

Director
Director
Director

OFFICERS

Frank Frankowski
Paul R. Bonney
J. Barry Mitchell
Todd D. Cutler
Scott N. Peters
Paul R. Bonney

President
Vice President and Secretary
Vice President and Treasurer
Assistant Corporate Secretary
Assistant Corporate Secretary
General Counsel

InfraSource Corporate Services, Inc.

DIRECTORS

David R. Helwig

Director

OFFICERS

David R. Helwig
John Curran
Daniel J. Dougherty
Gary W. Murphy
Harvey B. Dikter
Susan F. Haindl
Terence R. Montgomery

President and Chief Executive Officer
Vice President of Finance
Vice President and Controller
Vice President, Utility Services
Senior Vice President, General Counsel and
Senior Vice President and Chief Administrative
Senior Vice President, Treasurer & CFO

InfraSource Incorporated

DIRECTORS

George H. Gilmore, Jr.
James W. Durham
Kenneth G. Lawrence
Randall E. Mehrberg
Dennis J. Mueller
John W. Rowe
S. Gary Snodgrass

Director and Chair
Director
Director
Director
Director
Director
Director

OFFICERS

John Curran
Daniel J. Dougherty
Gary W. Murphy
Harvey B. Dikter
Susan F. Haindl
David R. Helwig
Terence R. Montgomery
David C. Turner

Vice President of Finance
Vice President and Controller
Vice President, Utility Services
Senior Vice President, General Counsel and
Senior Vice President, CAO and Assistant Se
President and Chief Operating Officer
Senior Vice President, Treasurer & CFO
Senior Vice President & President, Managed

Infrasource Integrated Services, Inc.

DIRECTORS

David R. Helwig

Director

OFFICERS

David R. Helwig
Dale Anderson
Daniel Dickrell
Harvey B. Dikter
Terence R. Montgomery

Chairman, President
Vice President
Vice President, Assistant Treasurer and Ass
Senior Vice President, General Counsel and
Senior Vice President and Treasurer

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Infrasource Underground Construction, LLC

OFFICERS

David R. Helwig	Director
Robert C. Lyons	President
Paul Daily	Executive Vice President
Russell Dersch	Vice President, Operations
Robert Cleveland	Treasurer
James Fugarino	Assistant Secretary
Harvey B. Dikter	Senior Vice President, General Counsel and
David R. Helwig	Chairman

International Communications Services, Inc.

DIRECTORS

David R. Helwig	Director
-----------------	----------

OFFICERS

David R. Helwig	Chairman of the Board and Chief Executive Officer
Terence R. Montgomery	Treasurer
W. Harry Muller	Assistant Secretary
Harvey B. Dikter	Senior Vice President, General Counsel and

Keystone Fuels, LLC

MANAGERS

Fred Humphrey	Manager
---------------	---------

49

M.J. Electric, Inc.

DIRECTORS

David R. Helwig	Director
-----------------	----------

OFFICERS

Ralph Boberhuis	Senior Vice President—Utility Division
-----------------	----------------------------------------

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Harvey B. Dikter
Dennis J. Ebert

Edward E. Farrington
Wayne Gardner
Ernest Harju

David R. Helwig
John Holtz
Terence R. Montgomery
Stephen J. Reiten

William Schall
Robert D. Tachick
George Troutman

Senior Vice President, General Counsel and
Vice President of Finance, Assistant Secretary
Treasurer
Vice President - Utility Division
Vice President and Chief Engineer
Vice President and Code of Enforcement Officer
of Massachusetts
Chairman
Vice President - Utility Division
Senior Vice President and Treasurer
President, Chief Operating Officer, Assistant
Assistant Secretary
Vice President of Procurement
Senior Vice President - Utility Division
Vice President - Utility Division

Mechanical Specialties Incorporated

DIRECTORS

David R. Helwig

Director

OFFICERS

Bruce Lange
Paul Daily
Robert Cleveland
Scott McTrusty
James Fugarino
Harvey B. Dikter
David R. Helwig

President
Executive Vice President
Treasurer and Assistant Secretary
Assistant Treasurer
Assistant Secretary
Senior Vice President, General Counsel and
Chairman

50

Mid-Atlantic Pipeliners, Inc.

DIRECTORS

David R. Helwig

Director

OFFICERS

Dale Anderson
Robert Cleveland
Scott McTrusty
James Fugarino
Daniel Dickrell
Harvey B. Dikter
David R. Helwig
Norb Iwanski
Dennis Kramsky

Executive Vice President
Treasurer
Assistant Treasurer
Assistant Secretary
Vice President of Operations
Senior Vice President, General Counsel and
Chairman
Vice President of Operations
President and Assistant Secretary

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MRM Technical Group, Inc.

DIRECTORS

David R. Helwig Director

OFFICERS

Paul Daily	Chief Executive Officer
Robert Cleveland	Assistant Treasurer and Assistant Secretary
Dale Anderson	President and Assistant Secretary
Harvey B. Dikter	Senior Vice President, General Counsel and
David R. Helwig	Chairman
Terence R. Montgomery	Senior Vice President and Treasurer

Mueller Distribution Contractors, Inc.

DIRECTORS

51

Northwind Las Vegas, LLC

David R. Helwig Director

OFFICERS

Robert Cleveland	Treasurer
Jerry Krueger	Assistant Secretary
Harvey B. Dikter	Senior Vice President, General Counsel and
Daniel Govin	President, Assistant Treasurer and Assistant
David R. Helwig	Chairman

Mueller Pipeliners, Inc.

DIRECTORS

David R. Helwig Director

OFFICERS

Paul Daily	Executive Vice President
Eric Grudman	Vice President
Carl Oko	Vice President
Robert Cleveland	Treasurer

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Scott McTrusty
James Fugarino
Harvey B. Dikter
David R. Helwig

Assistant Treasurer
Assistant Secretary
Senior Vice President, General Counsel and
Chairman

NEWCOTRA, Inc.

DIRECTORS

David R. Helwig

Director

OFFICERS

David R. Helwig
Harvey B. Dikter

President, Treasurer and Secretary
Assistant Secretary

52

Northwind Las Vegas, LLC

Northwind Aladdin, LLC

OFFICERS

Scott N. Peters
Tibor Jozsa

Secretary
General Manager

MANAGERS

David A. Bump
John L. Schinter

Manager
Manager

Northwind Boston, LLC

OFFICERS

Richard S. Hahn

President

Northwind Chicago, LLC

OFFICERS

Scott J. Blumeyer

Vice President, General Manager

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Scott N. Peters
David A. Bump

Secretary
Manager

Northwind Las Vegas, LLC

MANAGERS

David A. Bump
Richard Coyle

Manager
Manager

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Northwind Las Vegas, LLC

Scott Payant
John L. Schinter
Pamela B. Strobel

Manager
Manager
Manager

Northwind Midway, LLC

OFFICERS

David A. Bump

Manager

Northwind Phoenix, LLC

Northwind Thermal Technologies Canada Inc.

DIRECTORS

Carter C. Culver
Ruth Ann M. Gillis
George H. Gilmore, Jr.
Pamela B. Strobel

Director
Director
Director
Director

OFFICERS

J. Barry Mitchell
Scott Payant
Katherine K. Combs
George R. Shicora
Charles S. Walls

Vice President and Treasurer
Vice President of Finance
Secretary
Assistant Treasurer
Assistant Treasurer

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Todd D. Cutler	Assistant Secretary
John C. Halderman	Assistant Secretary
Scott N. Peters	Assistant Secretary

OSP Consultants, Inc.

DIRECTORS

54

David R. Helwig	Director
-----------------	----------

OFFICERS

Darren Schmid	Vice President
W. Harry Muller	Assistant Secretary
Harvey B. Dikter	Senior Vice President, General Counsel and Chairman
David R. Helwig	
Terence R. Montgomery	Senior Vice President and Treasurer

OSP Servicios, S.A. de C.V.

OSP Telcom de Colombia, LTDA

OSP Telcomm de Mexico, S.A. de C.V.

DIRECTORS

David R. Helwig	Director
-----------------	----------

OFFICERS

W. Harry Muller	Assistant Secretary
Harvey B. Dikter	Senior Vice President, General Counsel and President, Assistant Treasurer and Assistan
David R. Helwig	
Terence R. Montgomery	Senior Vice President and Treasurer

OSP Telecom, Inc.

DIRECTORS

David R. Helwig	Director
-----------------	----------

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OFFICERS

55

W. Harry Muller Assistant Secretary
Harvey B. Dikter
David R. Helwig
Terence R. Montgomery

Senior Vice President, General Counsel and
Chairman
Senior Vice President and Treasurer

OSP Telecommunications, Ltd.

OSP, Inc.

DIRECTORS

David R. Helwig

Director

OFFICERS

W. Harry Muller Assistant Secretary
Harvey B. Dikter
David R. Helwig
Terence R. Montgomery

Senior Vice President, General Counsel and
Chairman
Senior Vice President and Treasurer

P.A.C.E. Environmental, LLC

OFFICERS

Harvey B. Dikter
David R. Helwig
Terence R. Montgomery

Senior Vice President, General Counsel and
Chairman
Senior Vice President and Treasurer

P.A.C.E. Field Services, LLC

OFFICERS

Harvey B. Dikter
David R. Helwig
Terence R. Montgomery

Senior Vice President, General Counsel and
Chairman
Senior Vice President and Treasurer

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PEC Financial Services, LLC

DIRECTORS

J. Barry Mitchell Manager Yolanda F. Pagano Manager George R. Shicora Manager

OFFICERS

Gregory Golazeski	President
Yolanda F. Pagano	Vice President
George R. Shicora	Treasurer
Todd D. Cutler	Secretary
Maria D. Conway	Assistant Treasurer
Yolanda F. Pagano	Assistant Secretary
Gregory Golazeski	General Counsel

PECO Energy Capital Corp.

DIRECTORS

Ruth Ann M. Gillis	Director
Suzanne Hay	Director
J. Barry Mitchell	Director

OFFICERS

J. Barry Mitchell	Chairman, President
Thomas R. Miller	Vice President
	Treasurer
Todd D. Cutler	Secretary
Suzanne Hay	Assistant Secretary

PECO Energy Capital Trust II

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PECO Energy Capital Trust III

PECO Energy Capital, LP

PECO Energy Company

DIRECTORS

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Pamela B. Strobел	Chair
Frank M. Clark	Director
Ruth Ann M. Gillis	Director
Kenneth G. Lawrence	Director
John W. Rowe	Director
Pamela B. Strobел	Director

OFFICERS

Kenneth G. Lawrence	President
Craig L. Adams	Vice President, Contractor and Supply Manag
Ellen M. Cavanaugh	Vice President, Electric Supply and Transmi
Frank Frankowski	Vice President, Finance and Chief Financial
Reed R. Horting	Vice President, Gas Supply and Transportati
Frank J. Jiruska	Vice President, Customer and Marketing Serv
J. Lindsay Johnston	Vice President, Human Resources
George Lyons	Vice President, Regulatory, Communications
J. Barry Mitchell	Vice President and Treasurer
Denis P. O'Brien	Vice President, Operations
Kathleen M. Walters	Vice President, Information Technology and
Katherine K. Combs	Corporate Secretary
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
Scott N. Peters	Assistant Secretary
Delia W. Stroud	Assistant Corporate Secretary

PECO Energy Power Company

DIRECTORS

Oliver D. Kingsley, Jr.	Chair
-------------------------	-------

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Preston D. Swafford	Director
Thomas H. Weir	Director

OFFICERS

Preston D. Swafford	President
Edward J. Cullen, Jr.	Vice President - Legal
J. Barry Mitchell	Vice President and Treasurer
Katherine K. Combs	Secretary
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
Scott N. Peters	Assistant Secretary

PECO Energy Transition Trust

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TRUSTEE

Thomas R. Miller
George R. Shicora

Trustee
Trustee

PECO Hyperion Telecommunications

OFFICERS

- Partnership

Does Not Have Officers

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PECO Wireless, LP

Penesco Company, LLC

OFFICERS

James P. Malone
Kevin P. Donovan
Rod Krich
Kenneth S. Petersen
J. Barry Mitchell
Edward J. Cullen, Jr.
George R. Shicora
Charles S. Walls
Todd D. Cutler
Scott N. Peters

President
Vice President
Vice President
Vice President
Treasurer
Secretary
Assistant Treasurer
Assistant Treasurer
Assistant Secretary
Assistant Secretary

PHT Holdings, LLC

OFFICERS

George H. Gilmore, Jr.
Ronald S. Rooth
J. Barry Mitchell
James W. Morozzi
Nicholas G. Stathes
John C. Halderman
George R. Shicora
Charles S. Walls

President
Senior Vice President and Chief Financial Officer
Vice President and Treasurer
Vice President
Vice President
Secretary
Assistant Treasurer
Assistant Treasurer

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Todd D. Cutler
Scott N. Peters

Assistant Secretary
Assistant Secretary

Port City Power, LLC

OFFICERS

Oliver D. Kingsley, Jr.
Edward J. Cullen, Jr.

President
Vice President - Legal

60

Charles P. Lewis
J. Barry Mitchell
Preston D. Swafford
Katherine K. Combs
George R. Shicora
Charles S. Walls
Thomas H. Weir
Todd D. Cutler
Scott N. Peters

Vice President
Vice President and Treasurer
Vice President
Secretary
Assistant Treasurer
Assistant Treasurer
Assistant Treasurer
Assistant Secretary
Assistant Secretary

Rand-Bright Corporation

DIRECTORS

David R. Helwig

Director

OFFICERS

Robert Cleveland
Scott McTrusty
James Fugarino
Harvey B. Dikter
David R. Helwig

Treasurer
Assistant Treasurer
Assistant Secretary
Senior Vice President, General Counsel and
Chairman

RJE Telecom, Inc.

DIRECTORS

David R. Helwig

Director

OFFICERS

Lawrence Coleman

Executive Vice President

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W. Harry Muller
Harvey B. Dikter
Robert Ennis
David R. Helwig
Terence R. Montgomery

Assistant Secretary
Senior Vice President, General Counsel and
President, Assistant Treasurer and Assistant
Chairman
Senior Vice President and Treasurer

61

Scherer Holdings 1, LLC

OFFICERS

Robert E. Berdelle
Daniel E. Thone
Scott N. Peters
Scott A. Vogt

Vice President
Treasurer
Secretary
Assistant Treasurer

MANAGERS

Robert E. Berdelle
Andrew L Stidd

Member of Management Committee
Member of Management Committee

Scherer Holdings 2, LLC

OFFICERS

Robert E. Berdelle
Daniel E. Thone
Scott N. Peters
Scott A. Vogt

Vice President
Treasurer
Secretary
Assistant Treasurer

MANAGERS

Robert E. Berdelle
Andrew L Stidd

Member of Management Committee
Member of Management Committee

Scherer Holdings 3, LLC

OFFICERS

Robert E. Berdelle
Daniel E. Thone

Vice President
Treasurer

Scott N. Peters
Scott A. Vogt

Secretary
Assistant Treasurer

MANAGERS

Robert E. Berdelle
Patricia L. Kampling
Andrew L Stidd

Member of Management Committee
Member of Management Committee
Member of Management Committee

Sithe Energies, Inc.

DIRECTORS

William Kriegel
R. Keith Elliott
Guillaume Hannezo
Gerald R. Rainey
Dickinson M. Smith
Kiyoshi Yoshimitsu

Director and Chair
Director
Director
Director
Director
Director

OFFICERS

Barry Sullivan
William Kriegel
Thomas Boehlert
Sandra Manilla
Hyun Park

Vice Chair
Chief Executive Officer
Senior Vice President and Chief Financial Officer
Vice President and Treasurer
Senior Vice President, General Counsel and

Southeast Chicago Energy Project, LLC

OFFICERS

Edward J. Cullen, Jr.
Charles P. Lewis
J. Barry Mitchell
Preston D. Swafford
Katherine K. Combs
George R. Shicora

Vice President - Legal
Vice President
Vice President and Treasurer
Vice President
Secretary
Assistant Treasurer

Charles S. Walls

Assistant Treasurer

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Thomas H. Weir
Todd D. Cutler
Scott N. Peters

Assistant Treasurer
Assistant Secretary
Assistant Secretary

Spruce Equity Holdings, L.P.

Spruce Holdings G.P. 2000, LLC

Spruce Holdings L.P. 2000, LLC

Spruce Holdings Trust

TRUSTEE

Wilmington Trust Company

Trustee

64

Sunesys of Virginia, Inc.

DIRECTORS

David R. Helwig

Director

OFFICERS

Lawrence Coleman
David Channing
John P. Clark
John Coleman
William Coleman
Harvey B. Dikter
David R. Helwig
Terence R. Montgomery

President
Vice President - Corporate Development
Vice President - Finance
Senior Vice President-Special Projects
Senior Vice President-Operations
Senior Vice President, General Counsel and
Chairman
Senior Vice President and Treasurer

Sunesys, Inc.

DIRECTORS

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David R. Helwig

Director

OFFICERS

John Coleman

President

David Channing

Vice President, Corporate Development

John P. Clark

Vice President - Finance

John Coleman

Senior Vice President-Special Projects

William Coleman

Senior Vice President-Operations

Harvey B. Dikter

Senior Vice President, General Counsel and
Chairman

David R. Helwig

Senior Vice President and Treasurer

Terence R. Montgomery

Susquehanna Electric Company

65

DIRECTORS

Oliver D. Kingsley, Jr.

Chair

Preston D. Swafford

Director

Thomas H. Weir

Director

OFFICERS

Preston D. Swafford

President

Edward J. Cullen, Jr.

Vice President - Legal

J. Barry Mitchell

Vice President and Treasurer

Katherine K. Combs

Secretary

George R. Shicora

Assistant Treasurer

Charles S. Walls

Assistant Treasurer

Todd D. Cutler

Assistant Secretary

Scott N. Peters

Assistant Secretary

Susquehanna Power Company

DIRECTORS

Oliver D. Kingsley, Jr.

Director

Preston D. Swafford

Director

Thomas H. Weir

Director

OFFICERS

Oliver D. Kingsley, Jr.

Chair

Preston D. Swafford

President

Edward J. Cullen, Jr.

Vice President - Legal

J. Barry Mitchell

Vice President and Treasurer

Katherine K. Combs

Secretary

George R. Shicora

Assistant Treasurer

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Charles S. Walls
Todd D. Cutler
Scott N. Peters

Assistant Treasurer
Assistant Secretary
Assistant Secretary

Syracuse Merit Electric, Inc.

DIRECTORS

66

David R. Helwig

Director

OFFICERS

Dorothy Roberts
Harvey B. Dikter
David R. Helwig
James P. Maloney
Terence R. Montgomery
Lucinda Speech

Assistant Secretary
Senior Vice President, General Counsel and
Chairman
President, Assistant Treasurer and Assistant
Senior Vice President and Treasurer
Assistant Controller and Assistant Treasurer

T.H. Green Electric Co., Inc.

DIRECTORS

David R. Helwig

Director

OFFICERS

Rick Manville
Esteban F. Alvarez
Harvey B. Dikter
David R. Helwig
Ken Podolack

President
Vice President and Assistant Secretary
Senior Vice President, General Counsel and
Chairman
Chief Financial Officer and Treasurer

Texas Ohio Gas, Inc.

DIRECTORS

Carter C. Culver
George H. Gilmore, Jr.

Director
Director

OFFICERS

Frank L. Peraino

President

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Barbara Fatina
William G. O'Brien
Barbara Fatina

Vice President
Vice President
Treasurer
Secretary

The Proprietors of the Susquehanna Canal

OTHER

Gerald R. Rainey

Governor

Trinity Industries, Inc.

DIRECTORS

David R. Helwig

Director

OFFICERS

Paul Daily
Harvey B. Dikter
David R. Helwig
Terence R. Montgomery

Executive Vice President
Senior Vice President, General Counsel and
Chairman
Senior Vice President and Treasurer

Unicom Assurance Company, Ltd.

OFFICERS

Ruth Ann M. Gillis
Robert K. McDonald
Glenn D. Newman
May Coye
E. John Thompson

Director and President
Vice President
Vice President
Secretary
Assistant Secretary

OTHER

C.F.A. Cooper
Odyssefs Drosou
Ruth Ann M. Gillis
Robert K. McDonald

Director
Director
Director
Director

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Unicom Investment Inc.

DIRECTORS

Ruth Ann M. Gillis Director

OFFICERS

Ruth Ann M. Gillis	Chairman, President and Chief Executive Officer
J. Barry Mitchell	Vice President and Treasurer
Katherine K. Combs	Secretary
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
Scott N. Peters	Assistant Secretary

Unicom Power Holdings, LLC

DIRECTORS

Carter C. Culver	Director
George H. Gilmore, Jr.	Director

OFFICERS

George H. Gilmore, Jr.	President
J. Barry Mitchell	Vice President
	Treasurer

69

Katherine K. Combs	Secretary
George R. Shicora	Assistant Treasurer
Charles S. Walls	Assistant Treasurer
Todd D. Cutler	Assistant Secretary
Scott N. Peters	Assistant Secretary

Unicom Power Marketing Inc.

DIRECTORS

Carter C. Culver	Director
George H. Gilmore, Jr.	Director

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OFFICERS

George H. Gilmore, Jr.
J. Barry Mitchell

President
Vice President
Treasurer
Secretary
Assistant Treasurer
Assistant Treasurer
Assistant Secretary
Assistant Secretary

Katherine K. Combs
George R. Shicora
Charles S. Walls
Todd D. Cutler
Scott N. Peters

OTHER

S.Gary Snodgrass

Chairman, President and Chief Executive Officer
Director, Chairman, President, Chief Executive Officer

Unicom Resources Inc.

DIRECTORS

Ruth Ann M. Gillis
Pamela B. Strobel

Director
Director

OFFICERS

70

Ruth Ann M. Gillis
J. Barry Mitchell
Katherine K. Combs
George R. Shicora
Charles S. Walls
Todd D. Cutler
Scott N. Peters

Chairman, President
Vice President and Treasurer
Secretary
Assistant Treasurer
Assistant Treasurer
Assistant Secretary
Assistant Secretary

OTHER

Pamela B. Strobel

Director, Executive Vice President

UniGridEnergy, LLC

Universal Network Development Corp.

Utility Locate & Mapping Services, Inc.

DIRECTORS

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David R. Helwig

Director

OFFICERS

Darren Schmid
W. Harry Muller
Harvey B. Dikter
David R. Helwig
Terence R. Montgomery

Vice President
Assistant Secretary
Senior Vice President, General Counsel and
Chairman and Chief Executive Officer
Senior Vice President and Treasurer

VSI Group Inc

DIRECTORS

71

David R. Helwig

Director

OFFICERS

Harvey B. Dikter
David R. Helwig
Gregory Holman
Terence R. Montgomery
Aung Myint

Senior Vice President, General Counsel and
Chairman
President, Assistant Treasurer and Assistant
Senior Vice President and Treasurer
Senior Vice President, CFO, CAO, Assistant
Secretary

Wansley Holdings 1, LLC

OFFICERS

Robert E. Berdelle
Daniel E. Thone
Scott N. Peters
Scott A. Vogt

Vice President
Treasurer
Secretary
Assistant Treasurer

MANAGERS

Robert E. Berdelle
Andrew L Stidd

Member of Management Committee
Member of Management Committee

Wansley Holdings 2, LLC

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OFFICERS

Robert E. Berdelle	Vice President
Daniel E. Thone	Treasurer
Scott N. Peters	Secretary
Scott A. Vogt	Assistant Treasurer

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MANAGERS

Robert E. Berdelle	Member of Management Committee
Andrew L Stidd	Member of Management Committee

WCB Services, LLC

ITEM 6. OFFICERS AND DIRECTORS - PART II.

Financial Connections - The following is a list, as of December 31, 2002, of all officers and directors of each system company who have financial connections within the provisions of Section 17(c) of the Public Utility Holding Company Act of 1935.

1. Edward A. Brennan: Member of Board of Directors of Unicom and ComEd from 1995 through the merger closing; member of Board of Directors of Exelon since the merger closing, and member of Board of Directors of Morgan Stanley, investment banker, New York, New York. Authorized pursuant to Rule 70(b).
2. Edgar D. Jannotta: Member of Board of Directors of Unicom and ComEd from 1994 through the merger closing; member of Board of Directors of Exelon since the merger closing, and Chairman of William Blair & Co., L.L.C., investment banker, Chicago, Illinois. Authorized pursuant to Rule 70(b).
3. John W. Rogers: Member of Board of Directors of Unicom and ComEd from 1999 through the merger closing; member of Board of Directors of Exelon since the merger closing, and member of Board of Directors of Bank One Corporation, commercial banking institution, Chicago, Illinois. Authorized pursuant to Rule 70(a).
4. John W. Rowe: Member of Board of Directors of Unicom and ComEd from 1998 through the merger closing; member of Board of Directors of Exelon since the merger closing, and member of Board of Directors of The Northern Trust Company, commercial banking institution, Chicago, Illinois. Authorized pursuant to Rule 70(b).

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ITEM 6. OFFICER AND DIRECTORS - PART III.

(a), (b) and (c) Directors' and Executive Officers' Compensation, Interests in Securities and Transactions with System Companies.

Information concerning compensation, interests in system securities, and transactions with system companies is set forth in Exhibits A.1 and A.2

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to this Form U5S and is incorporated herein by reference.

(d) Indebtedness of Directors or Executive Officers to System Companies.

None.

(e) Directors' and Executive Officers' Participation in Bonus and Profit-Sharing Arrangements and Other Benefits.

See Exhibit A.2 for descriptions of the participation of directors and executive officers of System companies in bonus and profit-sharing arrangements and other benefits.

(f) Directors' and Executive Officers' rights to Indemnity.

The state laws under which each of the companies is incorporated provide broadly for indemnification of directors and officers against claims and liabilities against them in their capacities as such. Each of the companies' charters or by-laws also provides for indemnification of directors and officers. In addition, directors and executive offices of Exelon and all subsidiary companies are insured under directors' and officers' liability policies.

ITEM 7. CONTRIBUTIONS AND PUBLIC RELATIONS

Item 1. Political Contributions.

Building Fund Contributions

Republican Governors Association	\$30,000
Republican Attorneys Generals Association	5,000
Republican Governors Association	20,000

Several System Companies have established separate segregated funds known as political action committees, established pursuant to the Federal Election Campaign Act, in soliciting employee participation in Federal, state and local elections.

Item 2. Citizens Groups and Public Relations. Contributions were made to various chambers of commerce, industry groups, and other groups for civic purposes.

ITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS

Part I. INTERCOMPANY SALES AND SERVICE

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Exelon reports intercompany service, sales and construction contracts on:

1. Form U-13-60, Annual Report for Service Company.
2. Form U-9C-3, Quarterly Report Pursuant to Rule 58.
3. Certificate of Notification, Semi-annual report on non-service company transactions.

Part II. The System companies had no contracts to purchase services or goods during 2002 from any affiliate (other than a System company) or from a company, in which any officer or director of the receiving company

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is a partner or owns 5 percent or more of any class of equity securities, except as reported in Item 6.

Part III. The System companies do not employ any other person for the performance on a continuing basis of management, supervisory or financial advisory services.

ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES

Required information for investment in wholesale generation and foreign utility companies as of December 31, 2002.

- (a) Company name, business address, facilities and interest held;
- (b) Capital invested, recourse debt, guarantees and transfer of assets and affiliates.
- (c) Ratio of debt to common equity and earnings.
- (d) Contracts for services, sales or construction with affiliates.

Exelon does not have any investments in foreign utility companies. Investments in EWGs are addressed below.

Part 1

1. Sithe Energies, Inc. (Sithe).

- a) 335 Madison Avenue, 28th Fl. New York, New York 10017.

Owns and operates power generators in North America with a net generation capacity of 3,371 MWs.

Exelon Fossil Holdings, Inc. owns 49.9% of Sithe and holds an option to purchase the remaining 50.1% interest.

- b) Capital invested -

Information on the capital investment is filed herewith confidentially on Form SE.

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Sithe debt for which there is recourse to Exelon or the system companies - None.

Guarantees by the registered holding company - None.

Transfer of assets from an affiliate to Sithe - None.

- c) Ratio of debt to common equity - .52 to 1.

Earnings - Information on earnings is filed herewith confidentially on Form SE.

- d) Contracts with affiliates -

Under a service agreement dated December 18, 2000, Generation provides certain engineering and environmental services for fossil facilities owned by Sithe and for certain developmental projects. Generation is

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compensated for these services at cost. In 2002, these services amounted to \$1 million.

Under a service agreement dated December 18, 2000, Sithe provides Generation certain fuel and project development services. Sithe is compensated for these services at cost. In 2002, these services amounted to \$13 million.

2. AmerGen Energy Company, L.L.C. (AmerGen)

- a) 200 Exelon Way, Suite 345 Kennett Square, Pennsylvania 19348.

Owns and operates Clinton Nuclear Power Station, Three Mile Island Unit No. 1 Nuclear Generating Facility, and Oyster Creek Nuclear Generation Facility with an aggregate capacity of 2,398 MW. Genco owns a 50% interest in AmerGen.

- b) Capital invested - Information on the capital investment is filed herewith confidentially on Form SE.

AmerGen debt for which there is recourse to Exelon or the system companies - None.

Other - In February 2002, Generation entered into an agreement to loan AmerGen up to \$75 million at an interest rate equal to the 1-month London Interbank Offering Rate plus 2.25%. In July 2002, the limit of the loan agreement was increased to \$100 million and the maturity date was extended to July 1, 2003. As of December 31 2002, the outstanding principal balance of the loan was \$35 million.

Guarantees by the registered holding company - Genco has agreed to provide up to \$100 million to AmerGen at any time for operating expenses. Exelon anticipates that Genco's capital expenditures will be funded by internally generated funds, Genco borrowings or capital

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contributions from Exelon.

Transfer of assets from an affiliate to AmerGen - None.

- (c) Ratio of debt to common equity - 0.46 to 1.

Earnings - Information on earnings is filed herewith confidentially on Form SE.

- (d) Contracts with affiliates -

AmerGen receives services from Exelon Generation including engineering, regulatory support, systems integration, accounting and general services. Exelon Generation provides operation and support services to the nuclear facilities owned by AmerGen pursuant to a Service Agreement dated as of March 1, 1999. This service agreement has an indefinite term and may be terminated by Genco or by AmerGen on 90 days notice. Generation is compensated for these services at cost. Genco provided AmerGen with services valued at \$70 million, pursuant to the Service Agreement.

Generation has entered into PPAs dated December 18, 2001 and November 22, 1999 with AmerGen. Under the 2001 PPA, Generation has agreed to purchase

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from AmerGen all the energy from Unit No. 1 at Three Mile Island Nuclear Station from January 1, 2002 through December 31, 2014. Under the 1999 PPA, Generation agreed to purchase from AmerGen all of the residual energy from Clinton Nuclear Power Station (Clinton) through December 31, 2002. Currently, the residual output is approximately 31% of the total output of Clinton. In accordance with the terms of the AmerGen partnership agreement, the 1999 PPA will be extended through the end of the AmerGen partnership agreement in 2006. Purchased power in 2002 was \$273 million.

3. ExTex LaPorte Limited Partnership (ExTex)

- a) 300 Exelon Way, Kennett Square, PA 19348.

ExTex owns a 160-MW peaking plant in LaPorte, Texas, which commenced operation in 2001.

Exelon Peaker Development Limited, LLC and Exelon Peaker Development General, LLC, own 99% and 1%, respectively, of ExTex.

On April 25, 2002, Genco acquired two natural-gas and oil-fired plants from TXU Corp. (TXU) for an aggregate purchase price of \$443 million. The purchase included the 893-megawatt Mountain Creek Steam Electric Station in Dallas and the 1,441-megawatt Handley Steam Electric Station in Fort Worth. The transaction included a purchased power agreement for TXU to purchase power during the months of May through September from 2002 through 2006. During the periods covered by the

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purchased power agreement, TXU will make fixed capacity payments, variable expense payments, and will provide fuel to Exelon in return for exclusive rights to the energy and capacity of the generation plants.

- b) Capital invested - Information on the capital investment is filed herewith confidentially on Form SE.

ExTex debt for which there is recourse to Exelon or the system companies -

See Guarantees below.

Guarantees by the registered holding company -

ExTex LaPorte executed a Purchase and Sale Agreement to acquire the Mountain Creek and Handley power plants from TXU for \$443 million. The obligations of ExTex LaPorte under the Purchase and Sale Agreement are guaranteed by Genco.

Transfer of assets from an affiliate to ExTex - None.

- (c) Ratio of debt to common equity - 4.54 to 1.

Earnings - Information on earnings is filed herewith confidentially on Form SE.

- (d) Contracts with affiliates -

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See a) above for a purchase power agreement.

4. Exelon New England Holdings, LLC

- a) 300 Exelon Way, Kennett Square, PA 19348.

Genco owns 100.00% of Exelon New England Companies.

- b) Capital invested - Information on the capital investment is filed herewith confidentially on Form SE.

On November 1, 2002, Genco purchased the assets of Sithe New England Holdings, LLC (now dba Exelon New England), a subsidiary of Sithe, and related power marketing operations. Sithe New England's primary assets are gas-fired facilities currently under development. The purchase price for the Sithe New England assets consisted of a \$534 million note to Sithe, \$14 million of direct acquisition costs and an adjustment to Genco's investment in Sithe to reflect Sithe's sale of Sithe New England to Genco. SBG has a \$1.25 billion credit facility (the SBG Facility) to finance the construction of these two generating facilities. The \$1.0 billion outstanding under the facility at December 31, 2002 is reflected on Exelon's Consolidated Balance Sheet. Sithe New England owns 4,066 megawatts (MWs) of generation capacity, consisting of 1,645 MWs in operation and 2,421 MWs under construction.

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Sithe New England's generation facilities are located primarily in Massachusetts.

Debt for which there is recourse to Exelon or the system companies - None.

Guarantees by the registered holding company -

After construction of the power stations is complete, Genco could be required to guarantee up to an additional \$42 million in order to ensure that the facilities have adequate funds available for potential outage and other operating costs and requirements. Additionally, Genco will assume various Sithe guarantees related to an equity contribution agreement between Sithe New England and Sithe Boston Generation, LLC (SBG), a project subsidiary of Sithe New England. The equity contribution agreement requires, among other things, that Sithe New England, upon the occurrence of certain events, contribute up to \$38 million of equity for the purpose of completing the construction of two generating facilities.

Transfer of assets from an affiliate - None.

- c) Ratio of debt to common equity - .32 to 1.

Earnings - Information on earnings is filed herewith confidentially on Form SE.

- d) Contracts with affiliates - None.

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Sithe provided transition services to Genco with respect to the New England acquisition. These services were provided at cost in the amount of \$1.7 million.

5. Southeast Chicago Energy Project, LLC

- a) 300 Exelon Way, Kennett Square, PA 19348.

Owns and operates gas peaking units in Chicago Illinois with a net generation capacity of 350 MW.

Genco owns 100 % of Southeast Chicago.

- b) Capital invested - Information on the capital investment is filed herewith confidentially on Form SE.

Debt for which there is recourse to Exelon or the system companies - None.

Guarantees by the registered holding company - None.

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Transfer of assets from an affiliate - None.

c) Ratio of debt to common equity - No debt.

Earnings - Information on earnings is filed herewith confidentially on Form SE.

d) Contracts with affiliates - None.

Part II

An organization chart showing the relationship of each EWG to other system companies is included as Exhibit H.

Part III

Rule 53(a) provides that a registered holding company's aggregate investment in EWGs and FUCOs may not exceed 50% of its retained earnings. Exelon was granted partial relief from this rule pursuant to the December 8, 2000 Order, which provides for a Modified Rule 53 Test applicable to Exelon's investments in EWGs and FUCOs of \$4,000 million. At December 31, 2002, Exelon's "aggregate investment" (as defined in rule 53(a) under PUHCA) in all EWGs and FUCOs was approximately \$2,076 million, and accordingly, at December 31, 2002, Exelon's remaining investment capacity under the Modified Rule 53 Test was approximately \$1,924 million. At December 31, 2002, Exelon's "consolidated retained earnings" (as defined in rule 53(a) under PUHCA) was \$1,592 million.

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Ratio of aggregate investment in EWGs and FUCOs to the aggregate capital investment of the registered holding company in its domestic public utility subsidiary companies: 22.1%.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS

FINANCIAL STATEMENTS

Exelon Corporation and Subsidiaries

Notes to Financial Statements

Reference is made to "Notes to Consolidated Financial Statements" contained in the Exelon 2002 Annual Report to Shareholders, which information is incorporated by reference.

EXHIBITS

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The following exhibits are incorporated by reference to the indicated SEC file number, unless an asterisk appears next to the exhibit reference. A single asterisk indicates exhibits which are filed herewith.

EXHIBIT
NUMBER

DESCRIPTION

A. ANNUAL REPORTS FILED UNDER THE SECURITIES AND EXCHANGE ACT OF 1934

- A.1 2002 Annual Report on Form 10-K for Exelon, ComEd, PECO and Generation File Nos. 01-16169, 01-1839, 01-01401 and 333-85496 respectively.
- A.2 2002 Proxy Statement of Exelon Corporation. File No. 01-16169.
- A.3 Exelon Corporation Form 8-K filed February 21, 2003 containing Exelon 2002 financial statements, footnotes and management's discussion and analysis.

B. CHARTERS, ARTICLES OF INCORPORATION, TRUST AGREEMENTS, BY-LAWS, AND OTHER FUNDAMENTAL DOCUMENTS OF ORGANIZATION

The articles and bylaws of Exelon, ComEd, PECO, PEPCO, SECO, and Genco, are incorporated by reference to the following:

Exelon 10-K

Exhibit No. Description

- 3-1 Articles of Incorporation of Exelon Corporation (Registration Statement No. 333-37082, Form S-4, Exhibit 3-1).
- 3-2 Bylaws of Exelon Corporation (Registration Statement No. 333-37082, Form S-4, Exhibit 3-2).

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- 3-3 Amended and Restated Articles of Incorporation of PECO Energy Company. (File No. 1-1401, 2000 Form 10-K, Exhibit 3-3)
- 3-4 Bylaws of PECO Energy Company, adopted February 26, 1990 and amended January 26, 1998 (File No. 1-01401, 1997 Form 10-K, Exhibit 3-2).
- 3-5 Restated Articles of Incorporation of Commonwealth Edison Company effective February 20, 1985, including Statements of Resolution Establishing Series, relating to the establishment of three new series of Commonwealth Edison Company preference stock known as the "\$9.00 Cumulative Preference Stock," the "\$6.875 Cumulative Preference Stock" and the "\$2.425 Cumulative Preference Stock" (File No. 1-1839, 1994 Form 10-K, Exhibit 3-2).
- 3-6 Bylaws of Commonwealth Edison Company, effective September 2, 1998, as amended through October 20, 2000. (File No. 1-1839, 2000 Form 10-K, Exhibit 3-6)
- 3-7 PECO Energy Power Company's Certificate of Organization and

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Charter, By-laws amended as of December 23, 1993, and amendment to Articles of Incorporation filed February 8, 1994, are incorporated herein by reference (1991 Form U5S and 1993 Form 10-K, File No. 1-1392).

- 3-8 Susquehanna Power Company's Certificate of Organization is incorporated herein by reference (1991 Form U5S, File No. 1-1392); By-laws amended December 23, 1993, and Charter amendment filed February 8, 1994 are incorporated herein by reference (1993 Form U5S, File No. 1-1392).
- 3-9 Certificate of Formation of Exelon Generation Company, LLC (Registration Statement No. 333-85496, Form S-4, Exhibit 3-1).
- 3-10 Exelon Generation Company, LLC Operating Agreement (Registration Statement No. 333-85496, Form S-4, Exhibit 3-2).
- 3-11 The articles and bylaws of Exelon Delivery, and Ventures are incorporated herein by reference (2001 Form U5S, File No. 1-16169).

C. The indentures or other fundamental documents defining the rights of holders of funded debt listed below are incorporated by reference:

Exelon 10-K
Exhibit No.

Description

- 4-3 First and Refunding Mortgage dated May 1, 1923 between The Counties Gas and Electric Company (predecessor to PECO Energy Company) and Fidelity Trust Company, Trustee (First Union National Bank, successor), (Registration No. 2-2281, Exhibit B-1).

4-3-1	Supplemental Indentures to PECO Energy Company's First and Refunding Mortgage Dated as of File -----	Reference -----	Exhibit -----
	May 1, 1927	2-2881	B-1 (c)
	March 1, 1937	2-2881	B-1 (g)
	December 1, 1941	2-4863	B-1 (h)
	November 1, 1944	2-5472	B-1 (i)
	December 1, 1946	2-6821	7-1 (j)
	September 1, 1957	2-13562	2 (b)-17
	May 1, 1958	2-14020	2 (b)-18
	March 1, 1968	2-34051	2 (b)-24
	March 1, 1981	2-72802	4-46
	March 1, 1981	2-72802	4-47
	December 1, 1984	1-01401, 1984 Form 10-K	4-2 (b)
	April 1, 1991	1-01401, 1991 Form 10-K	4 (e)-76
	December 1, 1991	1-01401, 1991 Form 10-K	4 (e)-77
	April 1, 1992	1-01401, March 31, 1992 Form 10-Q	4 (e)-79
	June 1, 1992	1-01401, June 30, 1992 Form 10-Q	4 (e)-81

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July 15, 1992	1-01401, June 30, 1992 Form 10-Q	4 (e)-83
September 1, 1992	1-01401, 1992 Form 10-K	4 (e)-85
March 1, 1993	1-01401, 1992 Form 10-K	4 (e)-86
May 1, 1993	1-01401, March 31, 1993 Form 10-Q	4 (e)-88
May 1, 1993	1-01401, March 31, 1993 Form 10-Q	4 (e)-89
August 15, 1993	1-01401, Form 8-A dated August 19, 1993	4 (e)-92
November 1, 1993	1-01401, Form 8-A dated October 27, 1993	4 (e)-95
May 1, 1995	1-01401, Form 8-K dated May 24, 1995	4 (e)-96

October 15, 2001

4-4 Mortgage of Commonwealth Edison Company to Illinois Merchants Trust Company, Trustee (Harris Trust and Savings Bank, as current successor Trustee), dated July 1, 1923, Supplemental Indenture thereto dated August 1, 1944, and amendments and supplements thereto dated, respectively, August 1, 1946, April 1, 1953, March 31, 1967, April 1, 1967, July 1, 1968, October 1, 1968, February 28, 1969, May 29, 1970, June 1, 1971, May 31, 1972, June 15, 1973, May 31, 1974, June 13, 1975, May 28, 1976, and June 3, 1977. (File No. 2-60201, Form S-7, Exhibit 2-1).

4-5-1 Supplemental Indentures to aforementioned Commonwealth Edison Mortgage.

Dated as of File -----	Reference -----	Exhibit -----
August 1, 1946	2-60201, Form S-7	2-1
April 1, 1953	2-60201, Form S-7	2-1
March 31, 1967	2-60201, Form S-7	2-1
April 1, 1967	2-60201, Form S-7	2-1
February 28, 1969	2-60201, Form S-7	2-1
May 29, 1970	2-60201, Form S-7	2-1
June 1, 1971	2-60201, Form S-7	2-1
April 1, 1972	2-60201, Form S-7	2-1
May 31, 1972	2-60201, Form S-7	2-1
June 15, 1973	2-60201, Form S-7	2-1

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May 31, 1974	2-60201, Form S-7	2-1
June 13, 1975	2-60201, Form S-7	2-1
May 28, 1976	2-60201, Form S-7	2-1
June 3, 1977	2-60201, Form S-7	2-1
May 17, 1978	2-60201, Form S-7	2-1
August 31, 1978	2-99665, Form S-3	4-3
June 18, 1979	2-99665, Form S-3	4-3
June 20, 1980	2-99665, Form S-3	4-3
April 16, 1981	2-99665, Form S-3	4-3
April 30, 1982	2-99665, Form S-3	4-3
April 15, 1983	2-99665, Form S-3	4-3
April 13, 1984	2-99665, Form S-3	4-3
April 15, 1985	2-99665, Form S-3	4-3
April 15, 1986	33-6879, Form S-3	4-9
June 15, 1990	33-38232, Form S-3	4-12

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	June 1, 1991	33-40018, Form S-3	4-12
	October 1, 1991	33-40018, Form S-3	4-13
	October 15, 1991	33-40018, Form S-3	4-14
	February 1, 1992	1-1839, 1991 Form 10-K	4-18
	May 15, 1992	33-48542, Form S-3	4-14
	July 15, 1992	33-53766, Form S-3	4-13
	September 15, 1992	33-53766, Form S-3	4-14
	February 1, 1993	1-1839, 1992 Form 10-K	4-14
	April 1, 1993	33-64028, Form S-3	4-12
	April 15, 1993	33-64028, Form S-3	4-13
	June 15, 1993	1-1839, Form 8-K dated May 21, 1993	4-1
	July 15, 1993	1-1839, Form 10-Q for quarter ended June 30, 1993.	4-1
	January 15, 1994	1-1839, 1993 Form 10-K	4-15
	December 1, 1994	1-1839, 1994 Form 10-K	4-16
	June 1, 1996	1-1839, 1996 Form 10-K	4-16
	March 1, 2002	1-1839, 2001 Form 10-K	4-4-1
	June 1, 2002	1-1839, 2002 Form 10-K	4-4-1
	May 20, 2002	1-1839, 2002 Form 10-K	4-4-1
	June 1, 2002	1-1839, 2002 Form 10-K	4-4-1
	October 7, 2002	1-1839, 2002 Form 10-K	4-4-1
	January 13, 2003	1-1839, Form 8-K	4-4
4-4-2	Instrument of Resignation, Appointment and Acceptance dated February 20, 2002, under the provisions of the Mortgage dated July 1, 1923, and Indentures Supplemental thereto, regarding corporate trustee (File No. 1-1839, 2001 Form 10-K, Exhibit 4-4-2).		
4-4-3	Instrument dated as of January 31, 1996, for trustee under the Mortgage dated July 1, 1923 and Indentures Supplemental thereto, regarding individual trustee (File No. 1-1839, 1995 Form 10-K, Exhibit 4-29).		
4-5	Indenture dated as of September 1, 1987 between Commonwealth Edison Company and Citibank, N.A., Trustee relating to Notes (File No. 1-1839, Form S-3, Exhibit 4-13).		
4-6-1	Supplemental Indentures to aforementioned Indenture.		

Dates as of	File Reference	Exhibit No.

September 1, 1987	33-32929, Form S-3	4-16
January 1, 1997	1-1839, 1999 Form 10-K	4-21
September 1, 2000	1-1839, 2000 Form 10-K	4-7-3

Exelon Generation Company, LLC Form S-4, April 4, 2002, Indenture dated June 1, 2001 between registrant and First Union National Bank (now Wachovia Bank, National Association) (Registration Statement No. 333-85496, Form S-4, Exhibit 4.1).

Outstanding and Uncompleted Contract or Agreement Entered by the Parent Holding

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Company or any Subsidiary Thereof Relating to the Acquisition of any Securities:

Generation owns a 49.9% interest in Sithe and is subject to a Put and Call Agreement (PCA) that gives Generation the right to purchase the remaining 50.1% of Sithe, and gives the other Sithe shareholders the right to sell their interest to Generation. See 2002 Annual Report on Form 10-K for Exelon, ComEd, PECO and Generation File Nos. 01-16169, 01-1839, 01-01401 and 333-85496 respectively, the Unconsolidated Equity Investments section in ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Generation for a further discussion of the PCA.

D. TAX ALLOCATION AGREEMENT PURSUANT TO RULE 45(c)

Filed with amended Form U5S dated April 30, 2002 for the period ending December 31, 2000.

E. COPIES OF OTHER DOCUMENTS PRESCRIBED BY RULE OR ORDER. None.

F. SCHEDULES SUPPORTING ITEMS OF THE REPORT.

*F.1 The consent of the independent accountants as to their opinion on Exelon's consolidated financial statements and the footnotes is included in Exhibit F.1.

*F.2 Supporting plant, depreciation and reserve schedules for Commonwealth Edison Company and Commonwealth Edison Company of Indiana, Inc. from FERC Form No. 1 - Annual Report of Major Electric Utilities, Licensees, and Others as follows, filed herewith of Form SE:

Summary of Utility Plant and Accumulated Provisions for Depreciation, Amortization and Depletion

Nuclear Fuel Materials

Electric Plant in Service

Electric Plant Held for Future Use

Construction Work in Progress - Electric

Accumulated Provision for Depreciation of Electric Utility Plant

Non-utility Property

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*F.3 Supporting plant, depreciation and reserve schedules for and SECO from FERC Form No. 1 - Annual Report of Major Electric Utilities, Licensees, and Others and the Annual Report to the Pennsylvania Public Utility Commission filed herewith on Form SE.

Summary of Utility Plant and Accumulated Provisions for Depreciation, Amortization and Depletion

Nuclear Fuel Materials

Electric Plant in Service

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Electric Plant Held for Future Use
Construction Work in Progress - Electric
Accumulated Provision for Depreciation of Electric Utility Plant
Non-utility Property
Utility Plant and Adjustments
Completed Construction not Classified
Preliminary Retirement Estimates
Accumulated Provision for Depreciation, Amortization, and
Depletion of Plant and Adjustments

*G. ORGANIZATION CHART

(Filed on Form SE)

H. EWG OR FOREIGN UTILITY COMPANY FINANCIAL STATEMENTS

- *I.1 AmerGen Energy Company, LLC Financial Statements
Filed confidentially on Form SE.
- *I.2 Sithe Energies, Inc. and Subsidiaries Consolidated Financial
Statements
Filed confidentially on Form SE.
- *I.3 ExTex LaPorte
Filed confidentially on Form SE, See Item 10, FINANCIAL
STATEMENTS.
- *I.4 Southeast Chicago Energy Project, LLC
Filed confidentially on Form SE, See Item 10, FINANCIAL
STATEMENTS.
- *I.5 Exelon New England Holding, LLC
Filed confidentially on Form SE, See Item 10, FINANCIAL
STATEMENTS.

SIGNATURE

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Exelon Corporation, a registered holding company, has duly caused this annual report for the year ended December 31, 2002 to be signed on its behalf by the undersigned thereunto duly authorized, pursuant to the requirements of the Public Utility Holding Company Act of 1935.

EXELON CORPORATION

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By: /S/Robert S. Shapard

Robert S. Shapard
Executive Vice President and
Chief Financial Officer

May 1, 2003

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Exhibit F.1

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Annual Report to the Securities and Exchange Commission on Form U5S of Exelon Corporation for the year ended December 31, 2002 filed pursuant to the Public Utility Holding Company Act of 1935, of our report dated January 29, 2003, except for Note 25 for which the date is February 21, 2003, relating to the consolidated financial statements of Exelon Corporation which are incorporated by reference in their Annual Report on Form 10-K for the year ended December 31, 2002.

May 1, 2003

PricewaterhouseCoopers
Chicago, Illinois
May 1, 2003

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