



**STATE OF NEW JERSEY**  
**Board of Public Utilities**  
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[www.nj.gov/bpu/](http://www.nj.gov/bpu/)

IN THE MATTER OF THE MERGER OF EXELON )  
CORPORATION AND PEPSCO HOLDINGS, INC. )  
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)  
)

ORDER REGARDING  
AMENDING PRE-HEARING  
ORDER and PROCEDURAL  
SCHEDULE

DOCKET NO. EM14060581

**Parties of Record:** **Stefanie A. Brand, Esq., Director, and Brian Lipman, Esq.,** Division of Rate Counsel;  
**Alex Moreau and T. David Wand, DAsG,** for Board Staff  
**Colleen Foley, Esq.,** for Exelon Corporation ("Exelon"), Pepco Holdings, Inc. ("PHI"), Purple Acquisition Corp. ("Merger Sub"), Exelon Energy Delivery Company, LLC ("EEDC"), New Special Purpose Entity, LLC ("New SPE"), and Atlantic City Electric Company (ACE), known as (the "Joint Petitioners")  
**Joseph F. Accardo, Jr. Esq.,** for PSEG Services Corp.  
**Jeffrey W. Mayes, Esq.,** for Monitoring Analytics acting as PJM Independent Monitor  
**Bradford M. Stern, Esq.,** for Mid-Atlantic Renewable Energy Coalition  
**James H. Laskey, Esq.,** for Independent Energy Producers of New Jersey  
**Abraham Silverman, Esq.,** for NRG Energy, Inc.  
**James C. Meyer, Esq.,** for Rockland Electric Company

BY COMMISSIONER JOSEPH L. FIORDALISO:

On June 18, 2014, Exelon Corporation ("Exelon"), Pepco Holdings, Inc. ("PHI"), Purple Acquisition Corp. ("Merger Sub"), Exelon Energy Delivery Company, New Special Purpose Entity, LLC, and Atlantic City Electric Company ("ACE" or "Company") (collectively, the "Joint Petitioners") filed a petition with the Board of Public Utilities ("the Board") for approval pursuant to N.J.S.A. 48:3-10 and N.J.S.A. 48:2-51.1 of a change in control of ACE to be effected by the merger of PHI with Merger Sub, a wholly-owned subsidiary of Exelon, along with approvals for

ACE's participation in Exelon's General Services Agreement, relief for ACE from certain restrictions previously imposed on its participation in PHI's money pool, and approval of the relocation of ACE's books and records from Wilmington, Delaware to PHI's headquarters in Washington, DC. ("Exelon-Pepco merger")

By Order dated July 23, 2014, the Board retained this matter for hearing, and designated me as the presiding officer with authority to establish and modify schedules, decide all motions and otherwise control the conduct of this case, subject to Board ratification. On August 14, 2014, I issued a Pre-Hearing Order setting the procedural schedule for this matter.

I have been informed that when the parties met on October 9, 2014 for a discovery conference, they discussed and agreed that an amendment to the procedural schedule would be beneficial to all parties. A proposed amended schedule was e-mailed to all parties and I have received no opposition to the suggested changes.

Accordingly, on consent of all of the current parties and in the interest of providing sufficient time for a thorough review of the petition, I am amending the procedural schedule as stated in the attached Exhibit A. The amended procedural schedule moves the evidentiary hearing dates from December 8-12, 2014 to January 12-16, 2015 but retains December 8 and 9, 2014 as potential hearing dates on a settlement if one has been reached.

The parties are directed to work cooperatively to the fullest extent possible in the interests of reaching a just determination in this proceeding.

This ruling is provisional and subject to ratification or other alteration by the Board as it deems appropriate during the proceeding in this matter.

DATED: October 30, 2014

BY:



JOSEPH L. FIORDALISO  
COMMISSIONER

**EXHIBIT A**

**REVISED PROCEDURAL SCHEDULE**

<b><u>Action to be Taken</u></b>	<b><u>Revised</u></b>
Petition Filed	June 18, 2014
Discovery & Settlement Meeting	October 9, 2014
Discovery & Settlement Meetings	November 3 & 5
Settlement Meetings	November 10 & 12
Rate Counsel/Intervenor Direct Testimony Filed	November 14, 2014
<b>Discovery &amp; Settlement Meeting</b>	November 20, 2014
Discovery on Rate Counsel/Intervenor Testimony due	November 21, 2014
Discovery responses due to Joint Petitioners, others	December 4, 2014
<b>*Settlement Hearings</b>	December 8 & 9
Petitioners' Rebuttal Filed	December 10, 2014
Petitioners Identify Witness for Discovery Responses	December 12, 2014
Discovery on Rebuttal Testimony due	December 17, 2014
<b>Settlement Meeting</b>	<i>December 18, 2014</i>
Discovery responses due on Rebuttal Testimony	December 24, 2014
<b>**Evidentiary Hearings</b>	January 12-16, 2015
Initial Briefs Filed	February 6, 2015
Reply Briefs Filed	March 3, 2015
BPU Decision	March/April, 2015

\*December 8 & 9, 2014 have been retained for hearings, if required, on any settlement that might be reached, or for settlement discussions. Parties that objected to the settlement would be given an opportunity to place those objections on the record. If settlement is not reached on, or before, those dates, Joint Petitioners' rebuttal testimony would be filed as indicated.

\*\*Evidentiary hearings would go forward if settlement had not been reached. These dates would also be available for hearings on a full or partial settlement as noted above.

**SERVICE LIST**  
**IN THE MATTER OF THE MERGER OF EXELON CORPORATION**  
**AND PEPSCO HOLDINGS, INC.**  
Docket No.: EM14060581

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