

Edgar Filing: EXELON CORP - Form U5B

EXELON CORP  
Form U5B  
September 04, 2001

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C.

FORM U5B  
REGISTRATION STATEMENT  
Filed Pursuant to Section 5 of the  
Public Utility Holding Company Act of 1935

Exelon Energy Delivery Company, LLC

-----  
Name of Registrant  
Name, Title And Address Of Officer To Whom Notices  
And Correspondence Concerning This Statement Should Be Addressed

Randall E. Mehrberg  
Senior Vice President & General Counsel  
Exelon Corporation  
10 South Dearborn Street  
37th Floor  
Chicago, Illinois 60603

Glossary of Defined Terms

|                        |  |
|------------------------|--|
| Act                    | Public Utility Holding Company Act of 1935, as amended                                       |
| ComEd                  | Commonwealth Edison Company  |
| Commission             | Securities and Exchange Commission   |
| Exelon Energy Delivery | Exelon Energy Delivery Company, LLC  |
| Exelon Enterprises     | Exelon Enterprises Company, LLC  |
| Exelon                 | Exelon Corporation   |
| Exelon Generation      | Exelon Generation Company, LLC   |
| Exelon Ventures        | Exelon Ventures Company, LLC   |
| Financing U-1          | The Form U-1 Application/Declaration filed by Exelon Corporation, et al. in File No. 70-9693 |
| Merger U-1             | The Form U-1 Application/Declaration filed by Exelon Corporation in File No. 70-9645         |
| N/A                    | Not applicable or not available  |
| PECO                   | PECO Energy Company  |
| SECO                   | Susquehanna Electric Company   |
| Unicom                 | Unicom Corporation   |

REGISTRATION STATEMENT

1. Exact Name of Registrant: Exelon Energy Delivery Company, LLC
2. Address of Principal Executive Offices: 10 South Dearborn Street  
37th Floor  
Chicago, Illinois 60603
3. Name and address of Chief Accounting Officer: Jean H. Gibson  
Vice President and  
Corporate Controller  
Exelon Corporation,  
10 South Dearborn Street  
37th Floor  
Chicago, Illinois 60603
4. Certain information as to the registrant and each subsidiary company thereof:

Exelon Energy Delivery Company, LLC & Subsidiaries

| Name of Company                              | Organization | State  | Type  |
|--|--------------|--------|-------|
| Exelon Energy Delivery Company, LLC          | LLC          | DE     | Holdi |
| Commonwealth Edison Company                  | C-Corp       | IL     | Elect |
| Commonwealth Edison Company of Indiana, Inc. | C-Corp       | IN     | Energ |
| ComEd Financing I                            | Trust        | DE     | Finan |
| ComEd Financing II                           | Trust        | DE     | Finan |
| ComEd Funding, LLC                           | LLC          | DE     | Finan |
| ComEd Transitional Funding Trust             | Trust        | DE     | Finan |
| Commonwealth Research Corporation            | C-Corp       | IL     | Energ |
| Edison Development Company                   | C-Corp       | DE     | Real  |
| Edison Development Canada Inc.               | C-Corp       | Canada | Land  |
| Edison Finance Partnership                   | Ptrshp       | Canada | Finan |
| PECO Energy Company                          | C-Corp       | PA     | Elect |
| PECO Energy Capital Corp.                    | C-Corp       | DE     | Finan |
| PECO Energy Capital, LP                      | LP           | DE     | Finan |
| PECO Energy Capital Trust II                 | Trust        | DE     | Finan |
| PECO Energy Captial Trust III                | Trust        | DE     | Finan |
| PECO Energy Transition Trust                 | SBT          | DE     | Finan |
| ExTel, LLC                                   | LLC          | DE     | Finan |
| PECO Finance                                 | LP           | DE     | Finan |
| ATNP Finance Company                         | C-Corp       | DE     | Finan |
| PEC Financial Services, LLC                  | LLC          | PA     | Finan |

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|   |        |    |        |
|---|--------|----|--------|
| Adwin Realty Company                    | C-Corp | PA | Real   |
| Ambassador II Joint Venture             | Ptrshp | PA | Real   |
| Bradford Associates                     | Ptrshp | PA | Real   |
| Franklin Town Towers Associates         | Ptrshp | PA | Real   |
| Henderson Ambassador Associates         | Ptrshp | PA | Real   |
| Riverwatch                              | Ptrshp | PA | Real   |
| Route 724                               | Ptrshp | PA | Real   |
| Signa                                   | Ptrshp | PA | Real   |
| East Coast Natural Gas Cooperative, LLP | LLC    | DE | Energy |
| Horizon Energy Company                  | C-Corp | PA | Inact  |

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BUSINESS

5. (a) The general character of the business done by the registrant and its subsidiaries, separated as between the holding companies, public utility subsidiaries (as defined in the Act) and the various non-utility subsidiaries.

Information regarding the general business of Exelon Energy Delivery and its subsidiaries can be found in the following document: Item 1 of the Annual Report of Exelon on Form 10-K for the year ended December 31, 2000 (File No. 1-16169), which is incorporated by reference herein.

- (b) Any substantial changes which may have occurred in the general character of the business of such companies during the preceding five years.

Information regarding any substantial changes which may have occurred in the general character of the business of Exelon Energy Delivery and its subsidiaries during the preceding five years can be found in Exelon's form 10-K for 2000 and PECO's 10-Ks for each of the previous five years (File No. 1-1401) and Unicom's form 10-K for the years 1996-1999 (File No. 1-11375) which were previously filed with the Commission and are incorporated by reference herein.

PROPERTY

6. Describe briefly the general character and location of the principal plants, properties, and other important physical units of the registrant and its subsidiaries, showing separately (a) public utility and (b) other properties. If any principal plant or important unit is not held in fee, so state and describe how held.

See Item 2 of the Annual Report of Exelon on Form 10-K for the year ended December 31, 2000 (File No. 1-16169).

INTERSTATE TRANSACTIONS

7. For each public utility company in the holding company system of the

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registrant which is engaged in the transmission of electric energy or gas in interstate commerce, furnish the following information for the last calendar year:

| Total Annual Sales | Electric Energy | Gas<br>KWh | Mcf |
|--------------------|-----------------|------------|-----|
|--------------------|-----------------|------------|-----|

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Interstate Transactions:

Name of State  
  
Delivered Out of State  
  
Received from Out of State

ComEd, ComEd of Indiana, SECO and PECO have on file with the FERC their respective 2000 FERC Form 1 which includes information regarding the transmission of electric energy. These reports also have been provided as Exhibits G-1, G-2, G-3 and G-4.

PECO does not own and operate facilities for the transmission of gas in interstate commerce. PECO purchases gas transportation

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and storage services for their retail customers from regulated interstate pipeline suppliers.

SECURITIES OUTSTANDING

8. Submit the following information concerning the registrant and each subsidiary thereof as of the latest available date:

FUNDED DEBT

(a) For each issue or series of funded debt, including funded debt secured by liens on property owned, whether or not such debt has been assumed: (Do not include here any contingent liabilities reported under paragraph 8(c).)

BY PERMISSION OF THE STAFF OF THE COMMISSION, COLUMNS E THROUGH I HAVE BEEN OMITTED.

AS OF DECEMBER 31, 2000

| Name of Obligor | Title of Issue | Amount Authorized | Amount Issued<br>Less Retired |
|-----------------|----------------|-------------------|-------------------------------|
|-----------------|----------------|-------------------|-------------------------------|

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|       |   |               |               |
|-------|---|---------------|---------------|
| COMED | First Mortgage Bonds<br>Series 85, 7.375%<br>Due September 15, 2002                       | \$200,000,000 | \$200,000,000 |
| COMED | First Mortgage Bonds<br>Series 96, 6.625%<br>Due July 15, 2003                            | 100,000,000   | 100,000,000   |
| COMED | First Mortgage Bonds<br>Pollution Control<br>Series 1994A, 5.300%<br>Due January 15, 2004 | 26,000,000    | 26,000,000    |
| COMED | First Mortgage Bonds<br>Series 93, 7.000%<br>Due July 1, 2005                             | 225,000,000   | 225,000,000   |
| COMED | First Mortgage Bonds<br>Series 76, 8.250%<br>Due October 1, 2006                          | 100,000,000   | 100,000,000   |
| COMED | First Mortgage Bonds<br>Series 78, 8.375%<br>Due October 15, 2006                         | 125,000,000   | 125,000,000   |
| COMED | First Mortgage Bonds<br>Pollution Control<br>Series 1996A, 4.400%<br>Due December 1, 2006 | 110,000,000   | 110,000,000   |
| COMED | First Mortgage Bonds<br>Pollution Control<br>Series 1996B, 4.400%<br>Due December 1, 2006 | 89,400,000    | 89,400,000    |
| COMED | First Mortgage Bonds<br>Series 83, 8.000%<br>Due May 15, 2008                             | 140,000,000   | 140,000,000   |
| COMED | First Mortgage Bonds<br>Pollution Control<br>Series 1994B, 5.700%<br>Due January 15, 2009 | 20,000,000    | 20,000,000    |
| COMED | First Mortgage Bonds<br>Pollution Control<br>Series 1991, 7.250%<br>Due June 1, 2011      | 100,000,000   | 100,000,000   |

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|       |   |             |             |
|-------|---|-------------|-------------|
| COMED | First Mortgage Bonds<br>Series 92, 7.625%<br>Due April 15, 2013 | 220,000,000 | 220,000,000 |
|-------|---|-------------|-------------|

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|       |   |             |             |
|-------|---|-------------|-------------|
| COMED | First Mortgage Bonds<br>Series 94, 7.500%<br>Due July 1, 2013                             | 150,000,000 | 150,000,000 |
| COMED | First Mortgage Bonds<br>Pollution Control<br>Series 1994C, 5.850%<br>Due January 15, 2014 | 20,000,000  | 20,000,000  |
| COMED | First Mortgage Bonds<br>Pollution Control<br>Series 1994D, 6.750%<br>Due March 1, 2015    | 91,000,000  | 91,000,000  |
| COMED | First Mortgage Bonds<br>Series 75, 9.875%<br>Due June 15, 2020                            | 260,000,000 | 250,000,000 |
| COMED | First Mortgage Bonds<br>Series 81, 8.625%<br>Due February 1, 2022                         | 200,000,000 | 200,000,000 |
| COMED | First Mortgage Bonds<br>Series 84, 8.500%<br>Due July 15, 2022                            | 200,000,000 | 200,000,000 |
| COMED | First Mortgage Bonds<br>Series 86, 8.375%<br>Due September 15, 2022                       | 200,000,000 | 200,000,000 |
| COMED | First Mortgage Bonds<br>Series 88, 8.375%<br>Due February 15, 2023                        | 250,000,000 | 235,950,000 |
| COMED | First Mortgage Bonds<br>Series 91, 8.000%<br>Due April 15, 2023                           | 160,000,000 | 160,000,000 |
| COMED | First Mortgage Bonds<br>Series 97, 7.750%<br>Due July 15, 2023                            | 150,000,000 | 150,000,000 |
| COMED | Sinking Fund Debentures<br>2.875%<br>Due April 1, 2001                                    | 49,000,000  | 1,000,000   |
| COMED | Sinking Fund Debentures<br>3.125%<br>Due October 1, 2004                                  | 50,000,000  | 4,925,000   |
| COMED | Sinking Fund Debentures<br>3.875%<br>Due January 1, 2008                                  | 50,000,000  | 8,000,000   |
| COMED | Sinking Fund Debentures<br>4.625%<br>Due January 1, 2009                                  | 20,000,000  | 3,568,000   |
| COMED | Sinking Fund Debentures<br>4.750%<br>Due December 1, 2011                                 | 40,000,000  | 9,181,000   |

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|       |  |             |             |
|-------|--|-------------|-------------|
| COMED | Subordinated Deferrable<br>Interest Notes<br>8.480%<br>Due September 30, 2035    | 206,190,000 | 206,190,000 |
| COMED | Subordinated Deferrable<br>Interest Debentures<br>8.500%<br>Due January 15, 2027 | 154,640,000 | 154,640,000 |

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|                                     |   |             |             |
|-------------------------------------|---|-------------|-------------|
| COMED TRANSITIONAL<br>FUNDING TRUST | Transitional Funding<br>Trust Notes<br>Class A-2<br>Series 1998, 5.290%<br>Due June 25, 2001                                | 425,032,687 | 170,000,000 |
| COMED TRANSITIONAL<br>FUNDING TRUST | Transitional Funding<br>Trust Notes<br>Class A-3<br>Series 1998, 5.340%<br>Due March 25, 2002                               | 258,860,915 | 258,860,915 |
| COMED TRANSITIONAL<br>FUNDING TRUST | Transitional Funding<br>Trust Notes<br>Class A-4<br>Series 1998, 5.390%<br>Due June 25, 2003                                | 421,139,085 | 421,139,085 |
| COMED TRANSITIONAL<br>FUNDING TRUST | Transitional Funding<br>Trust Notes<br>Class A-5<br>Series 1998, 5.440%<br>Due March 25, 2005                               | 598,510,714 | 598,510,714 |
| COMED TRANSITIONAL<br>FUNDING TRUST | Transitional Funding<br>Trust Notes<br>Class A-6<br>Series 1998, 5.630%<br>Due June 25, 2007                                | 761,498,286 | 761,498,286 |
| COMED TRANSITIONAL<br>FUNDING TRUST | Transitional Funding<br>Trust Notes<br>Class A-7<br>Series 1998, 5.740%<br>Due December 25, 2008                            | 510,000,000 | 510,000,000 |
| COMED                               | Pollution Control<br>Obligation Illinois<br>Industrial Pollution<br>Control Finance Authority<br>5.875%<br>Due May 15, 2007 | 50,000,000  | 45,500,000  |
| COMED                               | Pollution Control<br>Obligation   | 50,000,000  | 50,000,000  |

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|       |  |            |            |
|-------|--|------------|------------|
|       | Illinois Development<br>Finance Authority<br>Series 1994C, Variable<br>Due March 1, 2009                                       |            |            |
| COMED | Pollution Control<br>Obligation<br>Illinois Development<br>Finance Authority<br>Series 1994B, Variable<br>Due October 15, 2014 | 42,200,000 | 42,200,000 |
| COMED | Medium Term Notes<br>Series 3N-3037, 9.170%<br>Due October 15, 2002  | 25,000,000 | 25,000,000 |
| COMED | Medium Term Notes<br>Series 3N-3038, 9.170%<br>Due October 15, 2002  | 2,000,000  | 2,000,000  |
| COMED | Medium Term Notes<br>Series 3N-3039, 9.170%<br>Due October 15, 2002  | 25,000,000 | 25,000,000 |
| COMED | Medium Term Notes<br>Series 3N-3040, 9.170%<br>Due October 15, 2002  | 23,000,000 | 23,000,000 |

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|       |   |             |             |
|-------|---|-------------|-------------|
| COMED | Medium Term Notes<br>Series 3N-3041, 9.170%<br>Due October 15, 2002 | 25,000,000  | 25,000,000  |
| COMED | Medium Term Notes<br>Series 3N-3032, 9.200%<br>Due October 15, 2004 | 14,000,000  | 14,000,000  |
| COMED | Medium Term Notes<br>Series 3N-3033, 9.200%<br>Due October 15, 2004 | 14,000,000  | 14,000,000  |
| COMED | Medium Term Notes<br>Series 3N-3034, 9.200%<br>Due October 15, 2004 | 10,000,000  | 10,000,000  |
| COMED | Medium Term Notes<br>Series 3N-3035, 9.200%<br>Due October 15, 2004 | 14,000,000  | 14,000,000  |
| COMED | Medium Term Notes<br>Series 3N-3036, 9.200%<br>Due October 15, 2004 | 4,000,000   | 4,000,000   |
| COMED | Medium Term Notes<br>7.158%   | 200,000,000 | 200,000,000 |



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Due September 30, 2002

|       |  |             |             |
|-------|--|-------------|-------------|
| COMED | Medium Term Notes<br>7.284%<br>Due September 30, 2003                          | 250,000,000 | 250,000,000 |
| COMED | Note, 6.400%<br>Due October 15, 2005   | 235,000,000 | 235,000,000 |
| COMED | Note, 7.375%<br>Due January 15, 2004   | 150,000,000 | 150,000,000 |
| COMED | Note, 7.625%<br>Due January 15, 2007   | 150,000,000 | 150,000,000 |
| COMED | Note, 6.950%<br>Due July 15, 2018  | 225,000,000 | 225,000,000 |
| COMED | Purchase Contract<br>Obligation, 3.000%<br>Due April 30, 2005                  | 1,430,000   | 254,174     |
| PETT  | Transition Bonds<br>1999 Series A-1, 5.4800%<br>Due March 1, 2001              | 244,470,272 | 81,970,272  |
| PETT  | Transition Bonds<br>1999 Series A-2, 5.6300%<br>Due March 1, 2003              | 275,371,325 | 275,371,325 |
| PETT  | Transition Bonds<br>1999 Series A-3<br>LIBOR + 0.125%<br>Due March 1, 2004     | 667,000,000 | 667,000,000 |
| PETT  | Transition Bonds<br>1999 Series A-4, 5.8000%<br>Due March 1, 2005              | 458,518,647 | 458,518,647 |
| PETT  | Transition Bonds<br>1999 Series A-5<br>LIBOR + 0.200%<br>Due September 1, 2007 | 464,600,000 | 464,600,000 |
| PETT  | Transition Bonds<br>1999 Series A-6, 6.0500%<br>Due March 1, 2007              | 993,386,331 | 993,386,331 |

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|      |   |             |             |
|------|---|-------------|-------------|
| PETT | Transition Bonds<br>1999 Series A-7, 6.1300%<br>Due September 1, 2008 | 896,653,425 | 896,653,425 |
| PETT | Transition Bonds<br>2000 Series A-1, 7.1800%                          | 110,000,000 | 110,000,000 |

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|      |  |             |             |
|------|--|-------------|-------------|
|      | Due September 1, 2001  |             |             |
| PETT | Transition Bonds<br>2000 Series A-2, 7.3000%<br>Due September 1, 2002  | 140,000,000 | 140,000,000 |
| PETT | Transition Bonds<br>2000 Series A-3, 7.6250%<br>Due March 1, 2009  | 398,838,452 | 398,838,452 |
| PETT | Transition Bonds<br>2000 Series A-4, 7.6500%<br>Due September 1, 2009  | 351,161,548 | 351,161,548 |
| PECO | First Mortgage Bonds<br>5.625% Series,<br>Due November 1, 2001   | 250,000,000 | 250,000,000 |
| PECO | First Mortgage Bonds<br>6.375% Series,<br>Due August 15, 2005  | 75,000,000  | 75,000,000  |
| PECO | First Mortgage Bonds<br>6.50% Series,<br>Due May 1, 2003   | 200,000,000 | 200,000,000 |
| PECO | First Mortgage Bonds<br>6.625% Series,<br>Due March 1, 2003  | 250,000,000 | 250,000,000 |
| PECO | First Mortgage Bonds<br>7.125% Series,<br>Due September 1, 2002  | 175,000,000 | 175,000,000 |
| PECO | First Mortgage Bonds<br>7.50% Series,<br>Due July 15, 2002   | 100,000,000 | 5,280,000   |
| PECO | First Mortgage Bonds<br>8.00% Series,<br>Due April 1, 2002   | 200,000,000 | 41,636,000  |
| PECO | First Mortgage Bonds<br>Pollution Control<br>Delaware County<br>Series 1988-A, 4.1567%<br>Due December 1, 2012 | 50,000,000  | 50,000,000  |
| PECO | First Mortgage Bonds<br>Pollution Control<br>Delaware County<br>Series 1988-B, 4.1996%<br>Due December 1, 2012 | 50,000,000  | 50,000,000  |
| PECO | First Mortgage Bonds<br>Pollution Control<br>Delaware County<br>Series 1988-C, 4.2007%<br>Due December 1, 2012 | 50,000,000  | 50,000,000  |
| PECO | First Mortgage Bonds<br>Pollution Control  | 4,200,000   | 4,200,000   |

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Salem County  
 Series 1988-A, 4.0738%  
 Due December 1, 2012

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|      |  |             |                |
|------|--|-------------|----------------|
| PECO | First Mortgage Bonds<br>Pollution Control<br>Montgomery County<br>Series 1992-A, 6.6250%<br>Due June 1, 2022     | 29,540,000  | 29,530,000     |
| PECO | First Mortgage Bonds<br>Pollution Control<br>Montgomery County<br>Series 1991-B, 6.7000%<br>Due December 1, 2021 | 160,560,000 | 68,795,000     |
| PECO | First Mortgage Bonds<br>Pollution Control<br>Delaware County<br>Series 1991-A, 7.3750%<br>Due April 1, 2021      | 90,000,000  | 39,235,000 (A) |
| PECO | First Mortgage Bonds<br>Pollution Control<br>Montgomery County<br>Series 1991-A, 7.6000%<br>Due April 1, 2021    | 27,030,000  | 13,150,000 (A) |
| PECO | Pollution Control Notes<br>Indiana County<br>Series 1997-A, 4.4100%<br>Due June 1, 2027                          | 17,240,000  | 17,240,000     |
| PECO | Pollution Control Notes<br>Delaware County<br>Series 1999-A, 5.2000%<br>Due October 1, 2021                      | 50,765,000  | 50,765,000     |
| PECO | Pollution Control Notes<br>Montgomery County<br>Series 1999-A, 5.2000%<br>Due October 1, 2030                    | 91,775,000  | 91,775,000     |
| PECO | Pollution Control Notes<br>Montgomery County<br>Series 1999-B, 5.3000%<br>Due October 1, 2034                    | 13,880,000  | 13,880,000     |

(A) In April 2001, this series was refinanced and transferred to Exelon Generation.

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CAPITAL STOCK

(b) For each class of capital stock including certificates of beneficial interest give information in number of shares and in dollar amounts: (Do not include here any warrants, options, or other securities reported under paragraph 8(d).)

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BY PERMISSION OF THE STAFF OF THE COMMISSION,  
COLUMNS G THROUGH J HAVE BEEN OMITTED.

| ISSUER NAME                                  | TITLE OF ISSUE   | AMOUNT AUTHORIZED |
|--|------------------|-------------------|
| Exelon Energy Delivery Company, LLC          |                  |                   |
| Commonwealth Edison Company                  | Com. Stk.        | 250,000,000       |
| Commonwealth Edison Company of Indiana, Inc. | Com. Stk.        | 1,500,000         |
| ComEd Financing I                            | -                | -                 |
| ComEd Financing II                           | -                | -                 |
| ComEd Funding, LLC                           | -                | -                 |
| ComEd Transitional Funding Trust             | -                | -                 |
| Commonwealth Research Corporation            | Com. Stk.        | 1,000             |
| Edison Development Company                   | Com. Stk.        | 10,000            |
| Edison Development Canada Inc.               | Prf. Stk.        | Unlimited         |
| Edison Finance Partnership                   | -                | -                 |
| PECO Energy Company                          | Com. Stk.        | 500,000,000       |
|  | Series Prf. Stk. | 100,000,000       |
|  | Cum. Prf. Stk.   | 15,000,000        |
| PECO Energy Capital Corp.                    | Com. Stk.        | 1,000             |
| PECO Energy Capital, LP                      | -                | -                 |
| PECO Energy Capital Trust II                 | -                | -                 |
| PECO Energy Captial Trust III                | -                | -                 |
| PECO Energy Transition Trust                 | -                | -                 |
| ExTel, LLC                                   | -                | -                 |
| PECO Finance                                 | -                | -                 |
| ATNP Finance Company                         | -                | -                 |
| PEC Financial Services, LLC                  | -                | -                 |
| Adwin Realty Company                         | Com. Stk.        | 1,000             |
| Ambassador II Joint Venture                  | -                | -                 |
| Bradford Associates                          | -                | -                 |
| Franklin Town Towers Associates              | -                | -                 |
| Henderson Ambassador Associates              | -                | -                 |
| Riverwatch                                   | -                | -                 |
| Route 724                                    | -                | -                 |
| Signa  | -                | -                 |
| East Coast Natural Gas Cooperative, LLP      | -                | -                 |
| Horizon Energy Company                       | Com. Stk.        | 1,000             |

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### CONTINGENT LIABILITIES

- (c) A brief outline of the nature and amount of each contingent liability on account of endorsement or other guarantees of any securities.

AS OF DECEMBER 31, 2000

Information regarding contingent liabilities of Exelon Energy Delivery can be found in the following documents: Footnote 18 of the Annual Report of Exelon on Form 10-K for the year ended December 31, 2000 (File No. 1-16169), Footnote 16 of the Annual Report of Commonwealth Edison Company on Form 10-K for the year ended December 31, 2000 (File No. 1-1839), and Footnote 18 of the Annual Report of PECO Energy Company on Form 10-K for the year ended December 31, 2000 (File No. 1-1401).

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### OTHER SECURITIES

- (d) A statement of the amount of warrants, rights, or options and of any class of securities of the registrant and subsidiary companies not elsewhere herein described which is outstanding and/or authorized. A brief description of the provisions thereof should be included. Information need not be set forth under this item as to notes, drafts, bills of exchange or bankers' acceptances which mature within nine months.

There are no warrants, rights, or options, outstanding and/or authorized not elsewhere herein described for Exelon Energy Delivery. As to other securities of the parent corporation, Exelon, information with respect to Exelon's 1989 Long Term Incentive Plan is set forth in Post Effective Amendment No. 1 (on Form S-8) to Exelon's Form S-4 Registration Statement No. 333-37082 (filed November 13, 2000) and in Exelon's Form S-8 Registration Statement No. 333-49780. Information with respect to PECO Energy Company's 1998 Stock Option Plan and its Employee Savings Plan is set forth in Post Effective Amendment No. 1 (on Form S-8) to Exelon's Form S-4 Registration Statement No. 333-37082 (filed November 13, 2000). Information with respect to PECO Energy Company's Deferred Compensation and Supplemental Pension Plan, Management Group Deferred Compensation and Supplemental Pension Plan, Unfunded Deferred Compensation Plan for Directors, and Employee Savings Plan, as well as Unicom Amended and Restated Long-Term Incentive Plan, the Unicom 1996 Directors' Fee Plan, the Unicom Retirement Plan for Directors, and the Commonwealth Edison Retirement Plan for Directors and the Commonwealth Edison Employee Savings and Investment Plan is set forth in Exelon's Form S-8 Registration Statement No. 333-49780.

### INVESTMENTS IN SYSTEM SECURITIES

9. Give a tabulation showing principal amount, par or stated value, the cost to the system company originally acquiring such security, and the number of shares or units, of each security described under Item 8 that is held by the registrant and by each subsidiary company thereof as the record (or beneficial) owner, and the amount at which the same are carried on the books of each such owner. This information should be given as of the same

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date as the information furnished in Item 8.

As of December 31, 2000

| Name of Company                              | Number of Common Shares Owned | % Voting Power | Iss Val |
|--|-------------------------------|----------------|---------|
| Exelon Energy Delivery Company, LLC          |                               | 100.00%        |         |
| Commonwealth Edison Company                  | 163,796,961                   | <100%          | 5,691,  |
| Commonwealth Edison Company of Indiana, Inc. | 1,108,084                     | 100.00%        | 30      |
| ComEd Financing I                            |                               | 100.00%        | 15      |
| ComEd Financing II                           |                               | 100.00%        | 14      |
| ComEd Funding, LLC                           |                               | 100.00%        | 86      |
| ComEd Transitional Funding Trust             |                               | 100.00%        | N/A     |
| Commonwealth Research Corporation            | 200                           | 100.00%        |         |
| Edison Development Company                   | 741                           | 100.00%        | 16      |
| Edison Development Canada Inc.               | 2,600                         | 100.00%        | 5       |
| Edison Finance Partnership                   |                               | 100.00%        | N/A     |

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|   |             |                       |          |
|---|-------------|-----------------------|----------|
| PECO Energy Company                     | 170,478,507 | 100.00%               | 17       |
| PECO Energy Capital Corp.               |             | 100.00%               | 1        |
| PECO Energy Capital, LP                 |             | 3.00%                 | 1        |
| PECO Energy Capital Trust II            |             | 100.00%               | N/A      |
| PECO Energy Captial Trust III           |             | 100.00%               | N/A      |
| PECO Energy Transition Trust            |             | 100.00%               | 14       |
| ExTel, LLC                              |             | 100.00%               | (22      |
| PECO Finance                            |             | 99% PECO;<br>1% Extel | (22<br>( |
| ATNP Finance Company                    |             | 100.00%               | 4,32     |
| PEC Financial Services, LLC             |             | 100.00%               | 1        |
| Adwin Realty Company                    | 1,000       | 100.00%               | 2        |
| Ambassador II Joint Venture             |             | 50.00%                | N/A      |
| Bradford Associates                     |             | 50.00%                | N/A      |
| Franklin Town Towers Associates         |             | 50.00%                | N/A      |
| Henderson Ambassador Associates         |             | 50.00%                | N/A      |
| Riverwatch                              |             | 100.00%               | N/A      |
| Route 724                               |             | 100.00%               | N/A      |
| Signa                                   |             | 100.00%               | N/A      |
| East Coast Natural Gas Cooperative, LLP |             | 41.12%                |          |
| Horizon Energy Company                  | 1,000       | 100.00%               | N/A      |

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N/A Not applicable or Not Available

INVESTMENTS IN OTHER COMPANIES

10. Give a tabulation showing all investment of the registrant and each subsidiary thereof in holding companies and in public utility companies which are not subsidiary companies of the registrant. Also, show all other investments of the registrant and each subsidiary thereof in the securities of any other enterprise, if the book value of the investment in any such enterprise exceeds 2% of the total debit accounts shown on the balance sheet of the company owning investment or an amount in excess of \$25,000 (whichever amount is the lesser). Give the principal amount and number of shares or units and the cost of each issue of such securities to the system company originally acquiring such security, and the amount at which the same are carried on the books of the owner. List all such securities pledged as collateral for loans or other obligations and identify loans and obligations for which pledged. This information should be given as of the same date as the information furnished in Item 8.

As of December 31, 2000

| Investor | Investee                             | Type                                | Quantity | Cost        | Carryin |
|----------|--------------------------------------|-------------------------------------|----------|-------------|---------|
| ComEd    | Chicago Equity Fund                  | Limited Partnership                 | N/A      | \$1,390,514 | \$1,390 |
| ComEd    | Dearborn Park Corporation            | Common Shares                       | 10,000   | \$537,654   | \$537   |
| ComEd    | I.L.P. Fund C/O Chicago Capital Fund | Venture Capital Small Business Fund | N/A      | \$250,000   | \$250   |

N/A Not applicable

INDEBTEDNESS OF SYSTEM COMPANIES

11. List each indebtedness of the registrant and of each subsidiary company thereof (other than indebtedness reported under Item 8, but as of the same date) where the aggregate debt owed by any such company to any one person exceeds \$25,000 or an amount exceeding 2% of the total of the debit accounts shown on the balance sheet of the debtor (whichever amount is the lesser) but not including any case in which such aggregate indebtedness is less than \$5,000, and give the following additional information as to each such indebtedness:

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(a) Debts owed to associate companies as of December 31, 2000:

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| Name of Debtor      | Name of Creditor     | Amount Owed   | Rate of Interest | Date of |
|---------------------|----------------------|---------------|------------------|---------|
| PECO Wireless, LP   | PEC Financial        | 3,491,758,856 | 9.95%            | N       |
| PECO Wireless, LP   | PEC Financial        | 952,493,117   | 12.70%           | N       |
| PEC Financial       | ATNP Finance Company | 3,481,245,933 | 9.75%            | N       |
| PEC Financial       | ATNP Finance Company | 951,752,431   | 12.50%           | N       |
| PECO Energy Company | PECO Capital Corp.   | 520,833       | Prime + 2pts.    | N       |
| PECO Energy Company | PECO Capital Corp.   | 805,206       | Prime + 2pts.    | N       |
| PECO Energy Company | PECO Capital, LP     | 80,526,019    | 7.375%           | N       |
| PECO Energy Company | PECO Capital, LP     | 51,562,500    | 8.00%            | N       |

(b) Debts owed to others as of December 31, 2000:

BY PERMISSION OF THE STAFF OF THE COMMISSION,  
"DEBTS OWED TO OTHERS" HAS BEEN OMITTED.

PRINCIPAL LEASES

12. Describe briefly the principal features of each lease (omitting oil and gas leases) to which the registrant or any subsidiary company thereof is a party, which involves rental at an annual rate of more than \$50,000 or an amount exceeding 1% of the annual gross operating revenue of such party to said lease during its last fiscal year (whichever of such sums is the lesser) but not including any lease involving rental at a rate of less than \$5,000 per year.

| Lessee | Lessor                       | Items Leased | Total Payments for the year ended December 2000 |
|--------|------------------------------|--------------|---|
| ComEd  | AT&T Global Real Estate      | Office Space | \$6,244,984                                     |
| ComEd  | 400 S. Jefferson LLC         | Office Space | \$671,745                                       |
| ComEd  | Julian Toft & Downey         | Office Space | \$418,441                                       |
| ComEd  | Oxford Bank                  | Office Space | \$264,979                                       |
| ComEd  | Chicago Public Schools       | Office Space | \$722,740                                       |
| ComEd  | Jones Lang LaSalle           | Office Space | \$2,207,907                                     |
| ComEd  | Loft Development Corporation | Office Space | \$352,355                                       |



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|       |                                  |              |             |
|-------|----------------------------------|--------------|-------------|
| ComEd | 130 S. Jefferson LLC             | Office Space | \$360,976   |
| ComEd | East Lake Management Corp.       | Office Space | \$113,243   |
| ComEd | Lincoln Atrium Management Corp.  | Office Space | \$1,796,583 |
| ComEd | James Morrison                   | Office Space | \$89,981    |
| ComEd | Prime Realty Group Trust         | Office Space | \$1,454,305 |
| ComEd | Alter Group                      | Office Space | \$299,090   |
| ComEd | Seaway National Bank             | Office Space | \$130,483   |
| ComEd | 77 W. Wacker Limited Partnership | Office Space | \$86,637    |
| ComEd | 20 S. Clark Owner's Group        | Office Space | \$94,883    |
| ComEd | M&J Wilkow LTD                   | Office Space | \$97,788    |
| ComEd | J B Prentice Management          | Office Space | \$77,899    |
| ComEd | III Industrial Properties, Inc.  | Office Space | \$1,148,775 |
| ComEd | Bank of Pontiac                  | Office Space | \$50,082    |
| ComEd | Austin Bank of Chicago           | Office Space | \$50,714    |

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|                     |                             |  |                       |
|---------------------|-----------------------------|--|-----------------------|
| ComEd               | James E. McElvain           | Office Space                                       | \$53,845              |
|                     |                             | Total  | \$16,788,435<br>===== |
| PECO Energy Company | Verizon                     | Pole Attachments                                   | \$6,000,000           |
| PECO Energy Company | Bankers Leasing Corporation | Capital Items (vehicles, computers, and equipment) | \$4,200,000           |
|                     |                             | Total  | \$10,200,000<br>===== |
|                     |                             | Grand Total  | \$26,988,435<br>===== |

Note: Pursuant to the corporate restructuring, certain of ComEd's leases primarily relating to computer and other equipment were transferred to Exelon's Business Services Company.

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SECURITIES SOLD

13. If, during the last five years, the registrant or any subsidiary company thereof has issued, sold, or exchanged either publicly or privately any securities having a principal amount, par, stated or declared value exceeding \$1,000,000 or exceeding an amount equal to 10% of the total liabilities as shown by the balance sheet of issuer at the time such issue (whichever of such sums is the lesser), give the following information with respect to each such issue or sale:

| Issuer                | Title of Issue                         | Amount Issued or Sold (\$000) | Proceeds Received by Issuer per \$100 (before expenses) | Approximate Expenses of Issuer per \$100 | Name of Principal Underwriters  | Underwritten Initial Offering Price |
|-----------------------|--|-------------------------------|---|--|---|-------------------------------------|
| 1996<br>ComEd         | Pollution Control First Mortgage Bonds | \$110,000                     | 98.171%   | .341%                                    | J.P. Morgan Securities Inc.<br><br>First Chicago Capital Markets Inc.             | 100%                                |
| ComEd                 | Pollution Control First Mortgage Bonds | \$89,400                      | 98.171%   | .364%                                    | J.P. Morgan Securities Inc.<br><br>First Chicago Capital Markets, Inc.            | 100%                                |
| 1997<br>ComEd         | 7.375% Notes                           | \$150,000                     | 99.184%   | .89%                                     | Salomon Brothers Inc.<br><br>Merrill Lynch & Co.<br><br>Paine Webber Incorporated | 99.809%                             |
| ComEd                 | 7.625% Notes                           | \$150,000                     | 99.258%   | .92%                                     | Salomon Brothers Inc.<br><br>Merrill Lynch & Co.<br><br>Paine Webber Incorporated | 99.908%                             |
| ComEd<br>Financing II | Capital Securities                     | \$154,640                     | 100%  | .30%                                     | Salomon Brothers Inc.   | 100%                                |

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|                                  |   |             |         |       |  |
|----------------------------------|---|-------------|---------|-------|--|
|                                  |   |             |         |       | Merrill Lynch & Co.  |
|                                  |   |             |         |       | Paine Webber Incorporated  |
| PECO Energy                      | Pollution Control Revenue Refunding Bonds                     | \$17,240    | 100%    | N/A   | Goldman Sachs N/A & Company  |
| -----                            |   |             |         |       |  |
| Page 14                          |   |             |         |       |  |
| PECO Energy                      | Company Obligated Mandatorily Redeemable Preferred Securities | \$50,000    | 100%    | .788% | Smith Barney 100% Inc.<br>Lehman Brothers  |
| 1998 ComEd                       | 6.95% Notes   | \$225,000   | 98.697% | 1.11% | PaineWebber 99.572% Inc.<br>Lehman Brothers Inc.<br>ABN AMRO Inc.<br>The Bank of New York<br>J.P. Morgan Securities, Inc.<br>Artemis Capital Group,<br>Blaylock & Partners, L.P. |
| ComEd Transitional Funding Trust | Transitional Funding Trust Notes                              | \$3,400,000 | 99.489% | .64%  | Goldman, Sachs & Co., 99.95%<br>Merrill Lynch<br>Pierce, Fenner & Smith Inc.<br>Salomon Smith Barney Inc.  |
| PECO Energy                      | Company Obligated Mandatorily Redeemable Preferred Securities | \$78,100    | 100%    | 1%    | Salomon Smith Barney 100%<br>Merrill Lynch & Co.   |

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|             |                   |     |           |         |      |                                     |
|-------------|-------------------|-----|-----------|---------|------|-------------------------------------|
| 1999        |                   |     |           |         |      |                                     |
| PECO Energy | Transition Bonds  | A-1 | \$244,470 | 99.977% | .35% | Salomon Smith Barney 100%           |
|             |                   | A-2 | \$275,371 | 99.928% | .40% | Goldman, Sachs & Co.                |
|             |                   | A-3 | \$667,000 | 99.836% | .45% | Lehman Brothers                     |
|             |                   | A-4 | \$455,519 | 99.868% | .45% | First Chicago Capital Markets, Inc. |
|             |                   | A-5 | \$464,600 | 99.839% | .50% | First Union Capital Markets Corp.   |
|             |                   | A-6 | \$993,386 | 99.871% | .50% | Commerce Capital Markets Corp.      |
|             |                   | A-7 | \$896,653 | 99.835% | .50% | Janney Montgomery Scott, Inc.       |
|             |                   |     |           |         |      | Pryor McClendon Counts & Co., Inc.  |
| 2000        |                   |     |           |         |      |                                     |
| ComEd       | Medium Term Notes |     | \$200,000 | 99.750% | .25% | Lehman Brothers 100%                |
|             |                   |     |           |         |      | Banc of America Securities, LLC     |

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Banc One  
Capital Markets,  
Inc.

Chase  
Securities, Inc.

ABN Amro,

BNY Capital  
Markets, Inc.

Loop Capital  
Markets, LLC

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|             |                   |                  |         |      |  |      |
|-------------|-------------------|------------------|---------|------|--|------|
| ComEd       | Medium Term Notes | \$250,000        | 99.650% | .35% | Lehman Brothers<br>Banc of America Securities, LLC<br>Banc One Capital Markets, Inc.<br>Chase Securities, Inc.<br>ABN Amro,<br>BNY Capital Markets, Inc.<br>Loop Capital Markets, LLC  | 100% |
| PECO Energy | Transition        | A-1<br>\$110,000 | 99.99%  | .20% | Salomon Smith Barney   | 100% |
|             |                   | A-2<br>\$140,000 | 99.90%  | .30% | Goldman, Sachs & Co.   |      |
|             |                   | A-3<br>\$398,838 | 99.751% | .50% | Banc One Capital Markets, Inc.   |      |
|             |                   | A-4<br>\$352,161 | 99.772% | .50% | Banc of America Securities, LLC<br>Credit Suisse<br>First Boston<br>First Union Securities, Inc.<br>Barclays Capital<br>BNY Capital Markets, Inc.<br>Mellon Financial Markets, LLC<br>Prudential Securities<br>Janney Montgomery Scott, LLC<br>Pryor, Counts |      |

AGREEMENTS FOR FUTURE DISTRIBUTION OF SECURITIES

- 14(a). Summarize the terms of any existing agreement to which the registrant or any associate or affiliate company thereof is a party or in which any such company has a beneficial interest with respect to future distributions of securities of the registrant or of any subsidiary.

Certain information regarding agreements with respect to future distributions of securities of Exelon and its subsidiaries is set forth in the following documents, the applicable portions of which are hereby incorporated by reference: Item 1.E, subsections 1-4 and 6-7, Item 1.H and Item 1.I of the Financing U-1. Information with respect to Exelon's 1989 Long Term Incentive Plan is set forth in Post Effective Amendment No. 1 (on Form S-8) to Exelon's Form S-4 Registration Statement No. 333-37082 (filed November 13, 2000) and in Exelon's Form S-8 Registration Statement No. 333-49780. Information with respect to PECO Energy Company's 1998 Stock Option Plan and its Employee Savings Plan is set forth in Post Effective Amendment No. 1 (on Form S-8) to Exelon's Form S-4 Registration Statement No. 333-37082 (filed November 13, 2000). Information with respect to PECO Energy Company's Deferred Compensation and Supplemental Pension Plan, Management Group Deferred Compensation and Supplemental Pension Plan, Unfunded Deferred Compensation Plan for Directors, and Employee Savings Plan, as well as Unicom Amended and Restated Long-Term Incentive Plan, the Unicom 1996 Directors' Fee Plan, the Unicom Retirement Plan for Directors, and the Commonwealth Edison Retirement Plan for Directors and the Commonwealth Edison Employee Savings and Investment Plan is set forth in Exelon's Form S-8 Registration Statement No. 333-49780.

- 14(b). Describe briefly the nature of any financial interest (other than the ownership of securities acquired as a dealer for the purpose of resale) which any person with whom such agreement exists, has in the registrant or in any associate company thereof.

The beneficiaries of the employee benefit plans referred to above may be deemed to have a financial interest in the registrant or affiliated companies thereof by virtue of their employment relationship with the registrant or such other companies and compensation, benefit and severance agreements and arrangements relating to such employment.

TWENTY LARGEST HOLDERS OF CAPITAL STOCKS

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15. As of a recent date (indicating such date for each class) give the following information with respect to the holders of each class of stock and/or certificates of beneficial interest of the registrant:

(a) The twenty largest registered holders of common stock of Exelon Energy Delivery, as of April 23, 2001.

| Title of Issue                             | Holder of Record and Address                                    | Number of Shares Owned | Percent of Class            |
|--|---|------------------------|-----------------------------|
| Exelon Energy Delivery Membership interest | Exelon Corporation<br>P.O. Box 805398<br>Chicago, IL 60680-5398 | N/A                    | 100% of membership interest |

(b) Number of shareholders of record each holding 1,000 shares or more, and aggregate number of shares so held.

100 % of Exelon Energy Delivery's membership interest is held by Exelon Corporation.

(c) Number of shareholders of record each holding less than 1,000 shares, and aggregate number of shares so held.

N/A

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OFFICERS, DIRECTORS AND EMPLOYEES

16(a). Positions and Compensation of Officers and Directors. Give name and address of each director and officer (including any person who performs similar functions) of the registrant, of each subsidiary company thereof, and of each mutual service company which is a member of the same holding company system. Opposite the name of each such individual give the title of every such position held by him and briefly describe each other employment of such individual by each such company.

State the present rate of compensation on an annual basis for each director whose aggregate compensation from all such companies exceeds \$1,000 per year, and of each officer whose aggregate compensation from such companies is at the rate of \$20,000 or more per year. In the event any officer devotes only part of his time to a company or companies in the system this fact should be indicated by appropriate footnote. Such compensation for such part time should be computed on an annual rate and if such annual rate exceeds \$20,000 the actual compensation as well as annual rate should also be reported.

16(b). Compensation of Certain Employees. As to regular employees of such companies who are not directors or officers of any one of them, list the name, address, and aggregate annual rate of compensation of all

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those who receive \$20,000 or more per year from all such companies.

- 16(c). Indebtedness to System Companies. As to every such director, trustee or officer as aforesaid, who is indebted to any one of such companies, or on whose behalf any such company has now outstanding and effective any obligation to assume or guarantee payment of any indebtedness to another, and whose total direct and contingent liability to such company exceeds the sum of \$1,000, give the name of such director, trustee, or officer, the name of such company, and describe briefly the nature and amount of such direct and contingent obligations.
- 16(d). Contracts. If any such director, trustee, or officer as aforesaid: (1) has an existing contract with any such company (exclusive of an employment contract which provides for no compensation other than that set forth in paragraph (a) of this Item); or, (2) either individually or together with the members of his immediate family, owns, directly or indirectly, 5% or more of the voting securities of any third person with whom any such company has an existing contract; or, (3) has any other beneficial interest in an existing contract to which any such company is a party; describe briefly the nature of such contract, the names of the parties thereto, the terms thereof, and the interest of such officer, trustee, or director therein.

By permission of the Staff of the Commission, information required to be disclosed pursuant to Items 16(a) through 16(d) is not set forth herein. In lieu thereof, information in respect thereof is set forth in (i) the Proxy Statement for 2001 Annual Meeting of Shareholders of Exelon (ii) the Annual Report on Form 10-K for the year ending December 31, 2000 for Exelon, and such information is hereby incorporated by reference to the extent it relates to officers, directors and employees of Exelon Energy Delivery or its subsidiaries.

- 16(e). Banking Connections. If any such director, trustee, or officer is an executive officer, director, partner, appointee, or representative of any bank, trust company, investment banker, or banking association or firm, or of any corporation a majority of whose stock having the unrestricted right to vote for the election of directors, is owned by any bank, trust company, investment banker, or banking association or firm, state the name of such director or officer, describe briefly such other positions held by him and indicate which of the rules under

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Section 17(c) authorizes the registrant and subsidiary companies of which he is a director or officer to retain him in such capacity.

John W. Rowe: Member of Board of Directors of Unicom from 1998 through the merger closing; member of Board of Directors of ComEd from 1998; member of Board of Directors of Exelon since the merger closing, officer of Exelon Energy Delivery and member of Board of Directors of Fleet Boston Financial, commercial banking institution. Authorized pursuant to Rule 70(b).



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### INTERESTS OF TRUSTEES IN SYSTEM COMPANIES

17. Describe briefly the nature of any substantial interest which any trustee under indentures executed in connection with any outstanding issue of securities of the registrant or any subsidiary thereof, has in either the registrant or such subsidiary, and any claim which any such trustee may have against registrant or any subsidiary; provided, however, that it shall not be necessary to include in such description any evidences of indebtedness owned by such trustee which were issued pursuant to such an indenture.

To the knowledge of Exelon Energy Delivery, there is no substantial interest of any trustee under indentures executed in connection with any outstanding issue of securities.

### SERVICE, SALES, AND CONSTRUCTION CONTRACTS

18. As to each service, sales, or construction contract (as defined in paragraphs (19) to (21) of Section 2(a) of the Act) which the registrant and any subsidiary company thereof has had in effect within the last three months, describe briefly the nature of such contract, the name and address of the parties thereto, the dates of execution and expiration, and the compensation to be paid thereunder. Attach typical forms of any such contracts as an exhibit to this registration statement. If the other party to any such contract is a mutual service company or a subsidiary service company which is a member of the same holding company system as the registrant and as to which the Commission has made a favorable finding in accordance with Rule 13-22, specific reference may be made to the application or declaration filed by such company pursuant to Rule 13-22 and no further details need be given as to such contracts.

Note: This item is intended to apply to service, sales or construction contracts within the scope of Section 13. It is not intended to apply to any contracts for purchase of power or gas or ordinary contracts for materials and supplies, printing, etc., made with non-affiliates.

Exelon Energy Delivery and its subsidiaries may receive or provide services pursuant to:

1. ComEd provides services to or receives services from affiliates in accordance with an Affiliated Interests Agreement ("AIA") approved by the Illinois Commerce Commission. The form of the AIA was attached as Exhibit H-1 to the form U5B registration statement for Exelon Corporation filed on January 23, 2001. A summary of the service provider, recipient, description of the work, the annual dollar volume, and pricing was filed as Exhibit B-3.3, Part A, to the Merger U-1; the exhibit was filed with Amendment No. 3 to such Form U-1 on October 18, 2000. Included in such summary is a description of services provided to certain governmental customers of ComEd by affiliates of ComEd pursuant to pass-through arrangements and the AIA.

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2. PECO provides services to or receives services from affiliates in accordance with a Mutual Services Agreement ("MSA") approved by the Pennsylvania Public Utilities Commission. The form of the MSA was attached as Exhibit H-2 to the form U5B registration statement for Exelon Corporation filed on January 23, 2001. A summary of the service provider, recipient, description of the work, the annual dollar volume, and pricing was filed as Exhibit B-3.3, Part A, to the Merger U-1; the exhibit was filed with Amendment No. 3 to such Form U-1 on October 18, 2000.
3. Exelon Business Services Company is the service company subsidiary for the Exelon system and provides Exelon, PECO, ComEd, Exelon Ventures, and Exelon Generation with a variety of services. Such services are provided pursuant to the terms of the form of the General Services Agreement, which was filed as Exhibit H-3 to the form U5B registration statement for Exelon Corporation filed on January 23, 2001.
4. Certain affiliates of ComEd and PECO provide services to ComEd or PECO, or both, other than "at-cost", as discussed in Item 3.C.4.c of the Merger U-1. A list and summary of such transactions, contracts and arrangements was filed as Exhibit B-3.3, Part B, to the Merger U-1; the exhibit was filed with Amendment No. 3 to such Form U-1 on October 18, 2000. Copies of affiliate arrangements for Services other than at cost were provided to the Staff in paper form on September 18, 2000. Copies of additional affiliate arrangements for services other than at cost have been filed confidentially with Exelon's quarterly reports on form U-9C-3. Additional copies will be provided on request. Additional information describing the business of Exelon Infrastructure Services was filed confidentially with the Commission as Exhibit N-1 to the Merger U-1.

### LITIGATION

19. Describe briefly any existing litigation of the following descriptions, to which the registrant or any subsidiary company thereof is a party, or of which the property of the registrant or any such subsidiary company is the subject, including the names of the parties and the court in which such litigation is pending:
  - (1) Proceedings to enforce or to restrain enforcement of any order of a State commission or other governmental agency;
  - (2) Proceedings involving any franchise claimed by any such company;
  - (3) Proceedings between any such company and any holder, in his capacity as such, of any funded indebtedness or capital stock issued, or guaranteed by such company, or between any such company and any officer thereof;
  - (4) Proceedings in which any such company sues in its capacity as owner of capital stock or funded indebtedness issued or guaranteed by any other company; and
  - (5) Each other proceeding in which the matter in controversy, exclusive of interest and costs, exceeds an amount equal to 2% of the debit accounts shown on the most recent balance sheet of such company.

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Information regarding litigation involving Exelon Energy Delivery and its subsidiary companies is incorporated by reference to Item 3 of the Annual Report of Exelon Corporation on Form 10-K for the year ended December 31, 2000 (File No. 1-16169), and Part II Item 1 of the quarterly reports of Exelon Corporation on form 10-Q for the quarters ended March 31, and June 30, 2001.

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### EXHIBITS

EXHIBIT A.           Furnish a corporate chart showing graphically relationships existing between the registrant and all subsidiary companies thereof as of the same date as the information furnished in the answer to Item 8. The chart should show the percentage of each class voting securities of each subsidiary owned by the registrant and by each subsidiary company.

A Corporate chart of Exelon, including Exelon Energy Delivery is being provided under cover of Form SE as Exhibit A-1.

EXHIBIT B.           With respect to the registrant and each subsidiary company thereof, furnish a copy of the charter, articles of incorporation, trust agreement, voting trust agreement, or other fundamental document of organization, and a copy of its bylaws, rules, and regulations, or other instruments corresponding thereto. If such documents do not set forth fully the rights, priorities, and preferences of the holders of each class of capital stock described in the answer to Item 8(b) and those of the holders of any warrants, options or other securities described in the answer to Item 8(d), and of any limitations on such rights, there shall also be included a copy of each certificate, resolution, or other document establishing or defining such rights and limitations. Each such document shall be in the amended form effective at the date of filing the registration statement or shall be accompanied by copies of any amendments to it then in effect.

By permission of the Staff of the Commission, in lieu of the exhibits required hereunder, the disclosure requirements for Exhibit B have been limited to (i) the state of incorporation for Exelon Energy Delivery and its subsidiary companies; (ii) a brief description of every subsidiary company of Exelon Energy Delivery; and (iii) a brief description of every subsidiary company of Exelon Energy Delivery including a statement as to whether each such company is active or inactive. Such information is set forth in Items 4 and 5 hereof.

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EXHIBIT C.(a) With respect to each class of funded debt shown in the answers to Items 8(a) and 8(c), submit a copy of the indenture or other fundamental document defining the rights of the holders of such security, and a copy of each contract or other instrument evidencing the liability of the registrant or a subsidiary company thereof as endorser or guarantor of such security. Include a copy of each amendment of such document and of each supplemental agreement, executed in connection therewith. If there have been any changes of trustees thereunder, such changes, unless otherwise shown, should be indicated by notes on the appropriate documents. No such indenture or other document need be filed in connection with any such issue if the total amount of securities that are now, or may at any time hereafter, be issued and outstanding thereunder does not exceed either \$1,000,000 or an amount equal to 10% of the total of the debit accounts shown on the most recent balance sheet of the registrant or subsidiary company which issued or guaranteed such securities or which is the owner of property subject to the lien of such securities, whichever of said sums is the lesser.

OMITTED BY PERMISSION OF THE STAFF OF THE COMMISSION.

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(b) As to each outstanding and uncompleted contract or agreement entered into by registrant or any subsidiary company thereof relating to the acquisition of any securities, utility assets (as defined in section 2(a)(18) of the Act), or any other interest in any business, submit a copy of such contract or agreement and submit details of any supplementary understandings or arrangements that will assist in securing an understanding of such transactions.

OMITTED BY PERMISSION OF THE STAFF OF THE COMMISSION.

EXHIBIT D. A consolidating statement of income and surplus of the registrant and its subsidiary companies for its last fiscal year ending prior to the date of filing this registration statement, together with a consolidating balance sheet of the registrant and its subsidiary companies as of the close of such fiscal year.

Exelon Energy Delivery commenced operations in 2001 and accordingly have no financial statements for 2000. The Consolidating Financial Statements for Exelon Energy Delivery for 2001 will be filed in the U5S in 2002.

EXHIBIT E. For each public utility company and natural gas producing and pipe line property in the holding company system of the registrant, furnish the following maps (properties of associate companies operating in contiguous or nearby areas may be shown on the same map, provided property and service areas of each company are shown distinctively).

(1) Map showing service area in which electric service is furnished, indicating

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the names of the companies serving contiguous areas.

- (2) Electric system map showing location of electric property (exclusive of local distribution lines) owned and/or operated, and information as follows:
  - (a) Generating plants -- kind and capacity;
  - (b) Transmission lines -- voltage, number of circuits, kind of supports, kind and size of conductors;
  - (c) Transmission substations -- capacity;
  - (d) Distribution substation -- capacity; and
  - (e) Points of interconnection with all other electric utility companies and with all electrical enterprises operated by municipal or governmental agencies, giving names of such companies and enterprises.
- (3) Map showing service area in which gas service is furnished, indicating the names of companies serving contiguous areas; and
- (4) Gas system map showing location of gas property (exclusive of low pressure local distribution lines) owned and/or operated, and information as follows:
  - (a) Generating plants -- kind and daily capacity;
  - (b) Holders -- kind and capacity;
  - (c) Compressor stations -- capacity in horsepower;
  - (d) Transmission pipe lines -- size, approximate average transmission pressure and the estimated daily delivery capacity of the system;
  - (e) Points of interconnection with all other private and public gas utilities, pipe lines, or producing enterprises; giving names of such companies and other enterprises; and

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- (f) General location and outline of gas producing and reserve areas and diagrammatic location of gathering lines.

The maps required by this exhibit were filed under cover of Form SE with the U5B for Exelon Corporation on January 23, 2001.

EXHIBIT F.           Furnish an accurate copy of each annual report for the last fiscal year ending prior to the date of the filing of this registration statement, which the registrant and each subsidiary company thereof has previously submitted to its stockholders. For companies for which no reports are submitted the reason for omission should be indicated; provided that electronic filers shall submit such reports in paper format only under cover of Form SE.

Exelon Energy Delivery is wholly owned by Exelon Corporation and accordingly does not submit annual reports to its stockholders.

EXHIBIT G.           Furnish a copy of each annual report that the registrant and

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each public utility subsidiary company thereof shall have filed with any State Commission having jurisdiction to regulate public utility companies for the last fiscal year ending prior to the date of filing this registration statement. If any such company shall have filed similar reports with more than one such State commission, the registrant need file a copy of only one of such reports provided that notation is made of such fact, giving the names of the different commissions with which such report was filed, and setting forth any differences between the copy submitted and the copies filed with such other commissions. In the event any company submits an annual report to the Federal Power Commission but not to a State commission, a copy of such report should be furnished. In the case of a registrant or any public utility subsidiary company for which no report is appended the reasons for such omission should be indicated such as "No such reports required or filed;" provided that electronic filers shall submit such reports in paper format only under cover of Form SE.

1. 2000 Annual Report of ComEd on FERC Form 1 to the FERC (filed herewith as Exhibit G-1 on Form SE).
2. 2000 Annual Report of ComEd of Indiana on FERC Form 1 to the FERC (filed herewith as Exhibit G-2 on Form SE).
3. 2000 Annual Report of SECO on FERC Form 1 to the FERC (filed herewith as Exhibit G-3 on Form SE).
4. 2000 Annual Report of PECO on FERC Form 1 to the FERC (filed herewith as Exhibit G-4 on Form SE).

### EXHIBIT H.

Typical forms of service, sales, or construction contracts described in answer to Item 18.

1. The forms of the AIA, MSA and General Service Agreement were filed with form U5B for Exelon Corporation on January 23, 2001.
2. Copies of Affiliate Arrangements for Services Other than at Cost were provided to the Staff in paper form on September 18, 2000. Copies of additional affiliate arrangements for services other than at cost have been filed confidentially with Exelon's quarterly reports on form U-9C-3.

This registration statement is comprised of:

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- (a) Pages numbered 1 to 24 consecutively.
- (b) The following Exhibits: the Exhibits shown on the attached exhibit index.

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SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the registrant has caused this registration statement to be duly signed on its behalf in the City of Chicago and State of Illinois on the 4th day of September, 2001.

EXELON CORPORATION

By: /s/ Randall E. Mehrberg

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Name: Randall E. Mehrberg  
Title: Senior Vice President and  
General Counsel

Attest:

/s/ Scott N. Peters

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Assistant Secretary

VERIFICATION

State of Illinois  
County of Cook

The undersigned being duly sworn deposes and says that he has duly executed the attached registration statement dated September 4, 2001 for and on behalf of Exelon Corporation; that he is the Senior Vice President and General Counsel of such company; and that all action taken by stockholders, directors, and other bodies necessary to authorize deponent to execute and file such instrument has been taken. Deponent further says that he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

/s/ Randall E. Mehrberg

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Subscribed and sworn to before me, a notary public  
this 4th day of September, 2001

/s/ Mary L. Kwilos

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My commission expires October 26, 2001

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### INDEX OF EXHIBITS

| EXHIBIT NO. | DESCRIPTION   |
|-------------|---|
| A-1         | Organization chart for Exelon, including Exelon Energy Delivery (filed herewith on Form SE)   |
| G-1         | 2000 Annual Report of ComEd to the FERC (FERC Form 1) (filed herewith on Form SE).            |
| G-2         | 2000 Annual Report of ComEd of Indiana to the FERC (FERC Form 1) (filed herewith on Form SE). |
| G-3         | 2000 Annual Report of SECO to the FERC (FERC Form 1) (filed herewith on Form SE).             |
| G-4         | 2000 Annual Report of PECO to the FERC (FERC Form 1) (filed herewith on Form SE).             |