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EXELON CORP
Form U-9C-3
November 29, 2004

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM U-9C-3

QUARTERLY REPORT PURSUANT TO RULE 58

FOR THE QUARTER ENDED SEPTEMBER 30, 2004

EXELON CORPORATION

10 South Dearborn Street
37th Floor
P.O. Box 805379
Chicago, IL 60680-5379

Inquiries concerning this Form U-9C-3
should be directed to:

Scott Peters
Exelon Corporation
10 South Dearborn Street
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ITEM 1. ORGANIZATION CHART

| Name of Reporting Company | Energy or Gas-Related | State of Organization | Date of Organization | % Voting Securities |
|---|-----------------------|-----------------------|----------------------|---------------------|
| Exelon Corporation | | | | |
| Exelon Energy Delivery Company, LLC | | | | |
| Commonwealth Edison Company | | | | |
| Commonwealth Research Corporation | Energy | Illinois | 06/08/1976 | 100% |
| PECO Energy Company | | | | |
| East Coast Natural Gas Cooperative, LLC | Energy | Delaware | 03/15/1995 | 41.12% |
| Horizon Energy Company * | Energy | Pennsylvania | 02/06/1995 | 100% |
| Exelon Ventures Company, LLC | | | | |
| Exelon Synfuel I, LLC | Energy | Delaware | 07/25/2003 | 100% |
| DTE Buckeye, LLC | Energy | | | -0% |

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| | | | | |
|--|--------|--------------|------------|--------|
| Exelon Synfuel I1, LLC | Energy | Delaware | 07/25/2003 | 100% |
| DTE Belews Creek, LLC | Energy | | | -0% |
| Exelon Synfuel III, LLC | Energy | Delaware | 06/17/2004 | 100% |
| DTE Buckeye, Carbontrionics Synfuels Investors, L.P. | Energy | | | -0% |
| Exelon Generation Company, LLC | | | | |
| Penesco Company, LLC | Energy | Delaware | 06/06/2001 | 100% |
| Cenesco Company, LLC | Energy | Delaware | 12/31/2001 | 100% |
| ExTex Retail Services Company, LLC | Energy | Delaware | 05/12/2003 | 100% |
| Exelon Allowance Management Company, LLC | Energy | Delaware | 11/08/2001 | 100% |
| Exelon Power Labs, LLC | Energy | Pennsylvania | 11/08/2002 | 100% |
| Exelon AOG Holding # 1, Inc. | | | | |
| Exelon AOG Holding # 2, Inc. | | | | |
| Exelon New England Power Marketing, LP | Energy | Delaware | 03/24/1999 | 100% |
| Exelon New England Holdings, LLC | | | | |
| ENEH Services, LLC (new) | Energy | Delaware | 04/01/2004 | 100% |
| Exelon Hamilton, LLC | Energy | Delaware | 03/31/1999 | 100% |
| Exelon SHC, Inc. | | | | |
| Keystone Fuels, LLC | Energy | Delaware | 10/17/2000 | 20.99% |
| Conemaugh Fuels, LLC | Energy | Delaware | 10/16/2002 | 20.72% |
| ExTex Marketing, LLC | Energy | Delaware | 05/13/2002 | 100% |
| ExTex Power, LP | Energy | Delaware | 05/13/2002 | 99% |
| Exelon Energy Company | Energy | Delaware | 01/04/1999 | 100% |

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| | | | | |
|---|--------|---------------|------------|-------|
| AllEnergy Gas & Electric Marketing Company, LLC | Energy | Delaware | 09/12/2000 | 100% |
| Texas-Ohio Gas, Inc. | Energy | Texas | 08/12/1987 | 100% |
| Exelon Enterprises Company, LLC | | | | |
| Exelon Services, Inc. | Energy | Delaware | 07/13/1999 | 100% |
| Unicom Power Marketing Inc. | Energy | Delaware | 07/28/1997 | 100% |
| Exelon Enterprises Management, Inc. | | | | |
| ECPH, LLC | | | | |
| Exelon Enterprises Investments, Inc. | | | | |
| UTECH Climate Challenge Fund, L.P. | Energy | Delaware | 06/30/1995 | 24.4% |
| Adwin Equipment Company | Energy | Pennsylvania | 08/05/1968 | 100% |
| Exelon Thermal Holdings, Inc. | Energy | Delaware | 08/05/1997 | 100% |
| Exelon Thermal Development, Inc. | Energy | Delaware | 02/05/1997 | 100% |
| ETT Boston Inc. | Energy | Delaware | 12/22/1995 | 100% |
| Northwind Boston LLC | Energy | Massachusetts | 01/05/1996 | 25% |
| ETT North America Inc. | Energy | Delaware | 07/18/1996 | 100% |
| Northwind Thermal Technologies Canada Inc. | Energy | Canada | 08/01/1996 | 100% |
| ETT Canada, Inc. | Energy | Canada | 08/01/1996 | 100% |
| Northwind Windsor | Energy | Canada | 07/18/1996 | 50% |

* Denotes inactive corporation.

(a) Directly or indirectly holds securities in energy-related companies.

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ITEM 1. ORGANIZATION CHART (continued)

| Name of Reporting Company | Energy or Gas-Related | State of Organization | Date of Organization | % Voting Securities |
|---|-----------------------|-----------------------|----------------------|---------------------|
| F&M Holdings Company, LLC | Energy | Delaware | 09/18/2003 | 100 |
| II Services, Inc. | Energy | Delaware | 05/28/1999 | 100 |
| EIS Engineering, Inc* | Energy | Delaware | 12/11/2000 | 100 |
| InfraSource Field Services, LLC* | Energy | Oklahoma | 11/23/1998 | 100 |
| Fischbach and Moore Electric, Inc. | Energy | Delaware | 08/12/1999 | 100 |
| Rand-Bright Corporation* | Energy | Wisconsin | 02/11/1985 | 100 |
| NEWCOSY, Inc | Energy | Delaware | 08/12/1999 | 100 |
| NEWCOTRA, Inc. | Energy | Delaware | 08/12/1999 | 100 |
| Fishbach and Moore, Inc. | Energy | New York | 04/01/1924 | 100 |
| Fishbach and Moore Electrical Contracting, Inc. | Energy | Delaware | 07/22/1946 | 100 |
| T.H. Green Electric Co., Inc. | Energy | New York | 07/06/1926 | 100 |
| OSP Servicios S.A. de C.V. * | Energy | Mexico | 09/30/1996 | 100 |
| Universal Network Development Corp. | Energy | California | 01/01/1901 | 49 |
| Oldco VSI Inc. | Energy | Delaware | 04/20/2000 | 100 |
| EGW Meter Services, LLC | Energy | Delaware | 12/01/2002 | 100 |
| EIS Investments, LLC * | Energy | Delaware | 11/14/2000 | 100 |
| WCB Services, LLC* | Energy | Oklahoma | 1/1/192001 | 49 |

* Denotes inactive corporation

(a) Directly and / or indirectly holds securities in energy-related companies.

Notes:

1. The following companies were sold during the first nine months of 2004:

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Solution Holdings, LLC sold on 6/25/2004.

Exelon Services Federal Group, Inc. sold on 6/25/2004.

Thermal Chicago Corporation sold on 6/30/2004.

Northwind Chicago, LLC sold on 6/30/2004.

Exelon Thermal Technologies, Inc. sold on 6/30/2004.

Northwind Midway, LLC sold on 6/30/2004.

ETT National Power, Inc. sold on 6/30/2004.

ETT Nevada, Inc. sold on 9/29/2004.

Northwind Aladdin, LLC sold on 9/29/2004.

2. The following name changes occurred during the first nine months of 2004:

None.

3. The following new companies were formed in the first nine months of 2004:

ENEH Services, LLC, a Rule 58 (vii) company, formed in Delaware on 4/1/2004.

Solution Holdings, LLC, formed in Delaware on 5/13/2004.

Exelon Synfuel III, LLC, a Rule 58 (vi) company formed in Delaware on 6/17/2004.

4. The following companies were dissolved during the first nine months of 2004:

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ETT Houston, Inc., dissolved on 7/19/2004.

Northwind Las Vegas, LLC, dissolved 2/25/2004.

Unicom Power Holdings, LLC, dissolved on 9/23/2004.

5. The following companies were acquired during the first nine months of 2004:

Carbontronics Synfuels Investors, L.P., 16.65% acquired by Exelon Synfuel III, LLC on 6/17/2004.

6. The following restructurings occurred during the first nine months of 2004:

Exelon Energy Company

Effective January 1, 2004, Exelon contributed its interest in Exelon Energy Company to Exelon Generation Company, LLC. The transaction had no impact on the assets and liabilities of Exelon Energy Company, which were previously reported as a part of the Enterprises segment. Beginning in 2004, Exelon Energy Company's assets and liabilities and results of operations are

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included in Exelon Generation Company LLC's financial statements.

The following summary represents the assets and liabilities of Exelon Energy Company that were transferred to Exelon Generation Company, LLC as of January 1, 2004:

| | |
|--|-------|
| (in millions) | |
| Current assets | \$ 89 |
| Property, plant and equipment | 2 |
| Deferred debits and other assets | 13 |
| Current liabilities | 96 |
| Deferred credits and other liabilities | 10 |
| Accumulated other comprehensive loss | 2 |
| Member's equity | (4) |

Solution Holdings, LLC

To facilitate a sale of Rule 58 assets, certain operating units of Exelon Services, Inc. were transferred to Solution Holdings, LLC, a newly organized Rule 58 company (Delaware on 5/13/2004). Solution Holdings, LLC was then sold on 6/25/2004.

The following summary represents the assets and liabilities of Exelon Services, Inc. that were transferred to Solution Holdings, LLC:

| | |
|--|------|
| (in millions) | |
| Current assets | \$ 7 |
| Property, plant and equipment | 1 |
| Deferred debits and other assets | 7 |
| Current liabilities | 11 |
| Deferred credits and other liabilities | 2 |
| Member's equity | 2 |

Unicom Power Holdings, LLC

Ceased operations. Dissolved on 9/23/2004. Remaining assets and liabilities distributed to its parent, Exelon Enterprises, Company, LLC.

The following summary represents the assets and liabilities of Unicom Power Holdings, LLC that were transferred to Exelon Enterprises Company, LLC

| | |
|--------------------------|--------|
| (in millions) | |
| Intercompany receivables | \$ 8.4 |
| Cash | 0.5 |
| Accrued expenses | 0.4 |
| Member's equity | 8.5 |

ITEM 2.

Part I. ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS
(in thousands)

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| Company Issuing Securities (Borrower) | Type of Security Issued | Principal Amount of Security | Issue or Renewal | Cost of Capital | Person to Whom Security Was Issued (Lender) |
|---------------------------------------|-------------------------|------------------------------|------------------|----------------------------|---|
| II Services, Inc. | Revolving credit | \$34 | Issue | LIBOR plus 50 basis points | F&M Holdings Company, LLC |
| Exelon PowerLabs, LLC | Revolving credit | \$250 | Issue | LIBOR plus + .625% | Exelon Generation Finance Company |
| Exelon PowerLabs, LLC | Revolving credit | \$250 | Issue | LIBOR plus + .625% | Exelon Generation Finance Company |

Part II. CAPITAL CONTRIBUTIONS
(in thousands)

| Company Contributing Capital | Company Receiving Capital | Amount of Capital |
|-------------------------------------|-------------------------------------|-------------------|
| Exelon Ventures Company, LLC | Exelon Synfuel I, LLC | |
| Exelon Ventures Company, LLC | Exelon Synfuel II, LLC | |
| Exelon Ventures Company, LLC | Exelon Synfuel III, LLC | |
| Exelon Ventures Company, LLC | Exelon Enterprises Company, LLC | |
| Exelon Enterprises Company, LLC | Exelon Services, Inc. | |
| Exelon Enterprises Company, LLC | Exelon Thermal Holdings, Inc. | |
| Exelon Enterprises Company, LLC | Exelon Enterprises Management, Inc. | |
| Exelon Enterprises Management, Inc. | ECPH, LLC | |

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ITEM 3. ASSOCIATE TRANSACTIONS

Part I. Transactions Performed by Reporting Companies on Behalf of Associate Companies
(in thousands)

| Reporting Company | Associate Company | Types of Services | Direct Costs | Indirect Costs | Cost of |
|-------------------|-------------------|-------------------|--------------|----------------|---------|
|-------------------|-------------------|-------------------|--------------|----------------|---------|

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| Rendering Services | Receiving Services | Rendered | Charged | Charged | Capita |
|----------------------------------|-----------------------------------|--|---------|---------|--------|
| Exelon Services, Inc. | Exelon Business Services Company | Security System | | \$1 | |
| Exelon Services, Inc. | Exelon Energy Company | IT Services/Facility Charges | | 93 | |
| Exelon Services, Inc. | Exelon Enterprises Company, LLC | IT Services/Facility Charges | | 22 | |
| Exelon Thermal Development, Inc. | Northwind Aladdin LLC | Plant Operators | | 78 | |
| Exelon Power Labs, LLC | Extex LaPorte limited Partnership | Measuring & test equipment, technical services | | 4 | |
| Exelon Power Labs, LLC | Exelon Business Services Company | Measuring & test equipment, technical services - PECO | | 150 | |
| Exelon Power Labs, LLC | Exelon Business Services Company | Measuring & test equipment, technical services - ComEd | | 166 | |
| Exelon Power Labs, LLC | Exelon Generation Company, LLC | Measuring & test equipment, technical services | | 1,430 | |
| Exelon Power Labs, LLC | AmerGen | Measuring & test equipment, technical services | | 328 | |

Part II. Transactions Performed by Associate Companies on Behalf of Reporting Companies (in thousands)

| Associate Company Rendering Services | Reporting Company Receiving Services | Types of Services Rendered | Direct Costs Charged | Indirect Costs Charged | Cost Capit |
|--------------------------------------|--------------------------------------|----------------------------|----------------------|------------------------|------------|
| Exelon Business Services Company | F&M Holdings Company | Legal | 143 | | |
| Exelon Business Services Company | F&M Holdings Company | Legal, IT and accounting | 9 | | |
| Exelon Business Services Company | Exelon Thermal Holdings, Inc. | Legal | 85 | | |

ITEM 4. SUMMARY OF AGGREGATE INVESTMENT
 September 30, 2004
 (in thousands)

Investments in energy-related companies:

| | | |
|---|-----------|--------------|
| Total consolidated capitalization of Exelon Corporation as of September 30, 2004 | | \$23,758,000 |
| Total capitalization multiplied by 15% (line 1 multiplied by 0.15) | | 3,563,700 |
| Greater of \$50 million or line 2 | | 3,563,700 |
| Total current aggregate investment subsequent to October 20, 2000 (categorized by major line of energy-related business): | | |
| Energy-related business category 2 | \$520,190 | |
| Energy-related business category 5 | 143,521 | |
| Energy-related business category 7 | 350,113 | |
| Energy-related business category 9 | 9,700 | |
| Energy-related business category 10 | 32 | |
| Total current aggregate investment | | 1,023,555 |
| Difference between the greater of \$50 million or 15% of capitalization and the total aggregate investment of the registered holding company system (line 3 less line 4) | | \$2,540,145 |

Investments in gas-related companies: NONE

ITEM 5. OTHER INVESTMENTS

Filed under confidential treatment pursuant to Rule 104(b).

ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS

A. Financial Statements

- (1) Exhibit A-1 Statement of Income of Exelon Services, Inc. for three and nine months ended September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (2) Exhibit A-2 Balance Sheet of Exelon Services, Inc. at September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (3) Exhibit A-3 Statement of Income of Exelon Thermal Holdings, Inc. for three and nine months ended September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (4) Exhibit A-4 Balance Sheet of Exelon Thermal Holdings, Inc. at September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (5) Exhibit A-5 Statement of Income of Unicom Power Marketing, Inc. for three and nine months ended September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (6) Exhibit A-6 Balance Sheet of Unicom Power Marketing, Inc. at September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (7) Exhibit A-7 Statement of Income of Adwin Equipment Company for three and nine months ended September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (8) Exhibit A-8 Balance Sheet of Adwin Equipment Company at September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (9) Exhibit A-9 Statement of Income of F&M Holdings Company, LLC for three and nine months ended September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (10) Exhibit A-10 Balance Sheet of F&M Holdings Company, LLC at September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (11) Exhibit B-1 Statement of Income of Penesco Company, LLC for three months and six months ended September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (12) Exhibit B-2 Balance Sheet of Penesco Company, LLC at September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (13) Exhibit B-3 Statement of Income of Cenesco Company, LLC for three and nine months ended September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (14) Exhibit B-4 Balance Sheet of Cenesco Company, LLC at September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).

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(15) Exhibit B-5 Statement of Income of Exelon Allowance Management Company, LLC for three and nine months ended September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).

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(16) Exhibit B-6 Balance Sheet of Exelon Allowance Management Company, LLC at September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).

(17) Exhibit B-7 Statement of Income of ExTex Marketing, LLC for three and nine months ended September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).

(18) Exhibit B-8 Balance Sheet of ExTex Marketing, LLC at September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).

(19) Exhibit B-9 Statement of Income of Exelon New England Power Marketing LP for the three and nine months ended September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).

(20) Exhibit B-10 Balance Sheet of Exelon New England Power Marketing LP at September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).

(21) Exhibit B-11 Statement of Income of Exelon Hamilton, LLC for the three and nine months ended September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).

(22) Exhibit B-12 Balance Sheet of Exelon Hamilton, LLC at September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).

(23) Exhibit B-13 Statement of Income of Exelon Energy Company for three and nine months ended September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).

(24) Exhibit B-14 Balance Sheet of Exelon Energy Company at September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).

(25) Exhibit B-15 Statement of Income of Exelon PowerLabs, LLC for three and nine months ended September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).

(26) Exhibit B-16 Balance Sheet of Exelon PowerLabs, LLC at September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).

(27) Exhibit B-17 Statement of Income of ENEH Services, LLC for three and nine months ended September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).

(28) Exhibit B-18 Balance Sheet of ENEH Services, LLC at September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).

(29) Exhibit B-19 Statement of Income of ExTex Retail Services Company, LLC for three and nine months ended September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).

(30) Exhibit B-20 Balance Sheet of ExTex Retail Services Company, LLC at

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September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).

- (31) Exhibit C-1 Statement of Income of Exelon Synfuel I, LLC for three and nine months ended September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (32) Exhibit C-2 Balance Sheet of Exelon Synfuel I, LLC at September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (33) Exhibit C-3 Statement of Income of Exelon Synfuel II, LLC for three and nine months ended September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (34) Exhibit C-4 Balance Sheet of Exelon Synfuel II, LLC at September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).

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- (35) Exhibit C-5 Statement of Income of Exelon Synfuel III, LLC for three and nine months ended September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (36) Exhibit C-6 Balance Sheet of Exelon Synfuel III, LLC at September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (37) Exhibit C-7 Statement of Income of Commonwealth Research Corporation for three and nine months ended September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (38) Exhibit C-8 Balance Sheet of Commonwealth Research Corporation at September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (39) Exhibit C-9 Statement of Income of Horizon Energy Company for three and nine months ended September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (40) Exhibit C-10 Balance Sheet of Horizon Energy Company at September 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).

B. Exhibits

None

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SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, Exelon Corporation has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

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Date: November 29, 2004

Exelon Corporation
Registrant

By: /s/ Matthew F. Hilzinger

Vice President and
Corporate Controller

With the above signature, I also hereby certify that the corresponding report on Form U-9C-3 for the nine months ended September 30, 2004 has been filed with Exelon Corporation's interested state commissions whose names and addresses are listed below.

Donna Caton, Chief Clerk
Illinois Commerce Commission
527 East Capitol Avenue
Springfield, Illinois 62706

James J. McNulty, Secretary
Pennsylvania Public Utility Commission
P.O. Box 3265
Harrisburg, Pennsylvania 17105-3265