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EXELON CORP
Form U-9C-3
May 31, 2005

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM U-9C-3

QUARTERLY REPORT PURSUANT TO RULE 58

FOR THE QUARTER ENDED MARCH 31, 2005

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
38th Floor
P.O. Box 805379
Chicago, IL 60680-5379

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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 | | | | |
| 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 | Delaware | 07/25/2003 | -0- |
| Exelon Synfuel II, LLC | Energy | Delaware | 07/25/2003 | 100 |
| DTE Belews Creek, LLC | Energy | Delaware | 07/25/2003 | -0- |
| Exelon Synfuel III, LLC | Energy | Delaware | 06/17/2004 | 100 |
| DTE Buckeye, Carbontronics Synfuels Investors, L.P. | Energy | Delaware | 06/17/2004 | -0- |
| Exelon Generation Company, LLC | | | | |

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| | | | | |
|---|--------|----------------|------------|-------|
| 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 |
| AllEnergy Gas & Electric Marketing Company, LLC | Energy | Delaware | 09/12/2000 | 100 |
| Texas-Ohio Gas, Inc. | Energy | Texas | 08/12/1987 | 100 |
| TEG Holdings, LLC | | | | |
| Tamuin International, Inc. | | | | |
| North America Power Services, Inc. | Energy | Delaware | 10/13/2004 | 100 |
| Sithe Overseas Power Services, Ltd. | Energy | Virgin Islands | 10/13/2004 | 100 |

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| | | | | |
|--|--------|----------|------------|-----|
| Tamuin International Finance, LLC | | | | |
| Tamuin International Finance II, LLC | | | | |
| Tamuin Energy Management Services, Inc. | Energy | Delaware | 10/13/2004 | 100 |
| Tamuin Energy Management Services II, Inc. | Energy | Delaware | 10/13/2004 | 100 |
| Sithe Latin American Holdings, Ltd. | | | | |
| Sithe PARDO Holdings, Ltd. | | | | |
| Tamuin Holdings, LLC | | | | |
| Sithe Tamuin Energy Services, S. de R.L. de C.V. | | | | |
| Tamuin Holdings II, LLC | | | | |
| Sithe Tamuin Investments, S. de R.L. de C.V. | | | | |
| Tamuin Development Services, S. de R.L. de C.V. | Energy | Mexico | 10/13/2004 | 50 |
| 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. | | | | |

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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 |
|------------------------------------|-----------------------|-----------------------|----------------------|---------------------|
| UTECH Climate Challenge Fund, L.P. | Energy | Delaware | 06/30/1995 | 24.4 |
| Adwin Equipment Company | Energy | Pennsylvania | 08/05/1968 | 100 |

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| | | | | |
|--|--------|---------------|------------|-----|
| 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 |
| 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 |

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| | | | | |
|-------------------------|--------|----------|------------|-----|
| 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 |

* Inactive

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

Name Changes

 Sithe International, Inc. name changed to
 Tamuin International, Inc.
 January 26, 2005

Sithe Energy Management Services, Inc. name changed to
 Tamuin Energy Management Services, Inc.
 January 1, 2005

Sithe Energy Management Services II, Inc. name changed to
 Tamuin Energy Management Services II, Inc.
 January 1, 2005

Sithe Tamuin Holdings II, LLC name changed to
 Tamuin Holdings II, LLC
 January 26, 2005

Sithe Tamuin Development Services, S. de R.L. de C.V. name changed to

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Tamuin Development Services, S. de R.L. de C.V.
 January 1, 2005

Sithe Tamuin Holdings, LLC name changed to
 Tamuin Holdings, LLC
 March 15, 2005

Sithe International Finance II, LLC name changed to
 Tamuin International Finance II, LLC
 March 29, 2005

Sithe International Finance, LLC name changed to
 Tamuin International Finance, LLC
 March 15, 2005

ITEM 2. ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS

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

| 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 | \$4 | Issue | LIBOR plus 50 basis points | F&M Holdings Company, LLC |
| Exelon Services, Inc | Revolving credit | \$1,256 | Issue | LIBOR plus 50 basis points | Exelon Enterprises Company, LLC |
| Fischbach & Moore Electric, Inc. | Revolving credit | \$12,146 | Issue | LIBOR plus 50 basis points | F&M Holdings Company, LLC |
| F&M Holdings Company, LLC | Revolving credit | \$8,690 | Issue | LIBOR plus 50 basis points | Exelon Enterprises Company, LLC |

Part II. CAPITAL CONTRIBUTIONS
(in thousands)

| Company Contributing Capital | Company Receiving Capital | Amount of Contribution |
|--------------------------------|--|------------------------|
| Exelon Generation Company, LLC | Exelon Power Labs, LLC | |
| Exelon Generation Company, LLC | Exelon Energy Company | |
| Exelon AOG Holding #1, Inc. | Exelon New England Power Marketing, LP | |
| Exelon AOG Holding #2, Inc. | Exelon New England Power Marketing, LP | |

ITEM 3. ASSOCIATE TRANSACTIONS

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

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| Reporting Company Rendering Services | Associate Company Receiving Services | Types of Services Rendered | Direct Costs Charged | Indirect Costs Charged | Cost o Capita |
|---|--|---|----------------------------|---------------------------|------------------|
| Exelon Power Labs, LLC | Exelon Business Services Company | Measuring & test equipment, technical services - PECO | \$409 | | |
| Exelon Power Labs, LLC | Exelon Business Services Company | Measuring & test equipment, technical services - ComEd | \$68 | | |
| Exelon Power Labs, LLC | Exelon Generation Company, LLC | Measuring & test equipment, technical services | \$1,957 | | |
| Exelon Power Labs, LLC | AmerGen | Measuring & test equipment, technical services | \$271 | | |
| Exelon Power Labs, LLC | ExTex LaPorte Limited Partnership | Measuring & test equipment, technical services | \$2 | | |
| Exelon Energy Company | Exelon Enterprises Company, LLC | Lease costs | \$112 | | |
| Exelon Energy Company | Exelon Services, Inc. | Lease costs | \$56 | | |
| North America Power Services, Inc. | Sithe Tamuin Energy Services, S. de R.L. de C.V. | HR services | \$75 | | |
| ENEH Services, LLC | Exelon New Boston, LLC | Operations and maintenance | \$3 | | |

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

| Reporting Company Rendering Services | Associate Company Receiving Services | Types of Services Rendered | Direct Costs Charged | Indirect Costs Charged | Cost o Capita |
|---|---|-------------------------------|----------------------------|---------------------------|------------------|
| Exelon Business Services Company | F&M Holdings Company, LLC | Legal | \$278 | | |
| Exelon Business Services Company | Exelon Services, Inc. | Legal, IT and accounting | \$40 | | |
| Exelon Business Services Company | Exelon Thermal Holdings, Inc. | Legal | \$5 | | |
| Exelon Business Services Company | Exelon Power Labs, LLC | HR, IT and accounting | \$47 | | |

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| | | | |
|----------------------------------|------------------------|------------------------------|------|
| Exelon Generation Company, LLC | Exelon Power Labs, LLC | Management services | \$53 |
| Exelon Business Services Company | Exelon Energy Company | HR, legal, IT and accounting | \$50 |

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ITEM 4. SUMMARY OF AGGREGATE INVESTMENT
 March 31, 2005
 (in thousands)

Investments in energy-related companies:

| | | |
|--|-----------|--------------|
| Total consolidated capitalization of Exelon Corporation as of March 31, 2005 | | \$24,135,000 |
| Total capitalization multiplied by 15% (line 1 multiplied by 0.15) | | 3,620,250 |
| Greater of \$50 million or line 2 | | 3,620,250 |
| Total current aggregate investment subsequent to October 20, 2000 (categorized by major line of energy-related business): | | |
| Energy-related business category 2 | \$342,644 | |
| Energy-related business category 5 | 172,192 | |
| Energy-related business category 7 | 261,524 | |
| Energy-related business category 9 | 12,374 | |
| Energy-related business category 10 | 23,217 | |
| Total current aggregate investment | | 811,951 |
| 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) | | \$2,808,299 |
| Investments in gas-related companies: | NONE | |

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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 the three months ended March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (2) Exhibit A-2 Balance Sheet of Exelon Services, Inc. at March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (3) Exhibit A-3 Statement of Income of Exelon Thermal Holdings, Inc. for the three months ended March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (4) Exhibit A-4 Balance Sheet of Exelon Thermal Holdings, Inc. at March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (5) Exhibit A-5 Statement of Income of Unicom Power Marketing, Inc. for the three months ended March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (6) Exhibit A-6 Balance Sheet of Unicom Power Marketing, Inc. at March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (7) Exhibit A-7 Statement of Income of Adwin Equipment Company for the three months ended March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (8) Exhibit A-8 Balance Sheet of Adwin Equipment Company at March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (9) Exhibit A-9 Statement of Income of F&M Holdings Company, LLC for the three months ended March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (10) Exhibit A-10 Balance Sheet of F&M Holdings Company, LLC at March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (11) Exhibit B-1 Statement of Income of Penesco Company, LLC for the three months ended March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (12) Exhibit B-2 Balance Sheet of Penesco Company, LLC at March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).

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- (13) Exhibit B-3 Statement of Income of Cenesco Company, LLC for the three months ended March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (14) Exhibit B-4 Balance Sheet of Cenesco Company, LLC at March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (15) Exhibit B-5 Statement of Income of Exelon Allowance Management Company, LLC for the three months ended March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (16) Exhibit B-6 Balance Sheet of Exelon Allowance Management Company, LLC at March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (17) Exhibit B-7 Statement of Income of ExTex Marketing, LLC for the three months ended March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).

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- (18) Exhibit B-8 Balance Sheet of ExTex Marketing, LLC at March 31, 2005 - 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 months ended March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (20) Exhibit B-10 Balance Sheet of Exelon New England Power Marketing LP at March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (21) Exhibit B-11 Statement of Income of Exelon Hamilton, LLC for the three months ended March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (22) Exhibit B-12 Balance Sheet of Exelon Hamilton, LLC at March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (23) Exhibit B-13 Statement of Income of Exelon Energy Company for the three months ended March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (24) Exhibit B-14 Balance Sheet of Exelon Energy Company at March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (25) Exhibit B-15 Statement of Income of Exelon PowerLabs, LLC for the three months ended March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (26) Exhibit B-16 Balance Sheet of Exelon PowerLabs, LLC at March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (27) Exhibit B-17 Statement of Income of ENEH Services, LLC for the three months ended March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).

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- (28) Exhibit B-18 Balance Sheet of ENEH Services, LLC at March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (29) Exhibit B-19 Statement of Income of ExTex Retail Services Company, LLC for the three months ended March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (30) Exhibit B-20 Balance Sheet of ExTex Retail Services Company, LLC at March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (31) Exhibit B-21 Statement of Income of North America Power Services, Inc. for the three months ended March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (32) Exhibit B-22 Balance Sheet of North America Power Services, Inc. at March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (33) Exhibit B-23 Statement of Income of Sithe Overseas Power Services, Ltd. for the three months ended March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (34) Exhibit B-24 Balance Sheet of Sithe Overseas Power Services, Ltd. at March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (35) Exhibit B-25 Statement of Income of Tamuin Energy Management Services, Inc. for the three months ended March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).

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- (36) Exhibit B-26 Balance Sheet of Tamuin Energy Management Services, Inc. at March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (37) Exhibit B-27 Statement of Income of Tamuin Energy Management Services II, Inc. for the three months ended March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (38) Exhibit B-28 Balance Sheet of Tamuin Energy Management Services II, Inc. at March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (39) Exhibit B-29 Statement of Income of Sithe Tamuin Energy Services, S. de R.L. de C.V. for the three months ended March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (40) Exhibit B-30 Balance Sheet of Sithe Tamuin Energy Services, S. de R.L. de C.V. at March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (41) Exhibit B-31 Statement of Income of Sithe Tamuin Energy Services II, S. de R.L. de C.V. for the three months ended March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (42) Exhibit B-32 Balance Sheet of Sithe Tamuin Energy Services II, S. de R.L. de C.V. at March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).

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- (43) Exhibit C-1 Statement of Income of Exelon Synfuel I, LLC for the three months ended March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (44) Exhibit C-2 Balance Sheet of Exelon Synfuel I, LLC at March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (45) Exhibit C-3 Statement of Income of Exelon Synfuel II, LLC for the three months ended March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (46) Exhibit C-4 Balance Sheet of Exelon Synfuel II, LLC at March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (47) Exhibit C-5 Statement of Income of Exelon Synfuel III, LLC for the three months ended March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (48) Exhibit C-6 Balance Sheet of Exelon Synfuel III, LLC at March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (49) Exhibit C-7 Statement of Income of Horizon Energy Company for the three months ended March 31, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (50) Exhibit C-8 Balance Sheet of Horizon Energy Company at March 31, 2005 - 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.

Date: May 31, 2005

Exelon Corporation
Registrant

By: /s/ Matthew F. Hilzinger

Vice President and
Corporate Controller

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With the above signature, I also hereby certify that the corresponding report on Form U-9C-3 for the three months ended March 31, 2005 has been filed with Exelon Corporation's interested state commissions whose names and addresses are listed below.

Ms. Elizabeth M. Rolando, 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