

EXELON CORP  
Form U-12-IB  
January 30, 2004  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C.

Three-year period ending December 31, 2006.

FORM U-12(I)-B (THREE-YEAR STATEMENT)

Statement Pursuant to Section 12(i) of the Public Utility Holding Company Act of 1935, as Amended ( PUHCA ), and Rule 71 thereunder by a Person Regularly Employed or Retained by a Registered Holding Company or a Subsidiary Thereof and Whose Employment Contemplates only Routine Expenses as Specified in Rule 71(b)

1. Name and business address of person filing statement.

See attached Exhibit A.

2. Names and business addresses of any persons through whom the undersigned proposes to act in matters included within the exemption provided by paragraph (b) of Rule 71.

None.

3. Registered holding company and subsidiary companies by which the undersigned is regularly employed or retained.

Exelon Corporation and its subsidiaries. (See Exhibits).

4. Position or relationship in which the undersigned is employed or retained by Exelon Corporation or its subsidiary companies, and brief description of nature of services to be rendered in that capacity.

See attached Exhibit B.

In such capacity, the undersigned may participate in presenting, advocating, or opposing matters before the legislative bodies, regulatory commissions and officials specified in Section 12 (i) of PUHCA, but the exact nature of such services or the relative time to be devoted thereto cannot presently be forecast with any degree of precision.

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5. (a) Compensation received during the current year and estimated to be received over the next two calendar years by the undersigned, directly or indirectly, for services rendered by the undersigned, from each of the companies designated in item 3.

See attached Exhibit C.

A portion thereof may be attributable to activities within the scope of Section 12 (i). During the calendar years 2005 and 2006, it is estimated that the undersigned will receive compensation comparable to that received in 2004, but the exact amount and basis of compensation cannot presently be forecast with any degree of precision.

- (b) Basis for compensation if other than salary. See attached Exhibit C.

6. (To be answered in supplementary statement only. See instructions). Expenses incurred by any of the undersigned or any person named in item 2, above, during the calendar year in connection with the activities described in item 4, above, and the source of reimbursement for same.

(a) Total amount of routine expenses charged to client: N/A

(b) Itemized list of all other expenses: None

|                  |                                    |
|------------------|------------------------------------|
| January 29, 2004 | <i>/s/ David C. Brown</i>          |
| Date             | David C. Brown                     |
| January 29, 2004 | <i>/s/ Richard S. Brown</i>        |
| Date             | Richard S. Brown                   |
| January 29, 2004 | <i>/s/ Annie Caputo</i>            |
| Date             | Annie Caputo                       |
| January 29, 2004 | <i>/s/ Christopher M. Crane</i>    |
| Date             | Christopher M. Crane               |
| January 29, 2004 | <i>/s/ Ruth Ann M. Gillis</i>      |
| Date             | Ruth Ann M. Gillis                 |
| January 29, 2004 | <i>/s/ Karen Hill</i>              |
| Date             | Karen Hill                         |
| January 29, 2004 | <i>/s/ Susan Ivey</i>              |
| Date             | Susan Ivey                         |
| January 29, 2004 | <i>/s/ Oliver D. Kingsley, Jr.</i> |
| Date             | Oliver D. Kingsley, Jr.            |
| January 29, 2004 | <i>/s/ Randall E. Mehrberg</i>     |
| Date             | Randall E. Mehrberg                |
| January 29, 2004 | <i>/s/ Elizabeth A. Moler</i>      |
| Date             | Elizabeth A. Moler                 |
| January 29, 2004 | <i>/s/ Scott N. Peters</i>         |

|                  |                                  |
|------------------|----------------------------------|
| Date             | Scott N. Peters                  |
| January 29, 2004 | <i>/s/ Constance W. Reinhard</i> |
| Date             | Constance W. Reinhard            |
| January 29, 2004 | <i>/s/ John W. Rowe</i>          |
| Date             | John W. Rowe                     |
| January 29, 2004 | <i>/s/ Robert S. Shapard</i>     |
| Date             | Robert S. Shapard                |
| January 29, 2004 | <i>/s/ John L. Skolds</i>        |
| Date             | John L. Skolds                   |
| January 29, 2004 | <i>/s/ David W. Woods</i>        |
| Date             | David W. Woods                   |

**Exhibit A**

Names, positions, corporate affiliations and business addresses of individuals who may act during 2004, 2005 and 2006 in matters included within the exemption provided by paragraph (b) of Rule 71.

**Exelon Business Services Company ( BSC )**

| <b>Name(s)</b>          | <b>Business Address</b>     |
|-------------------------|-----------------------------|
| David C. Brown          | 101 Constitution Avenue, NW |
| Richard S. Brown        | Suite 400 East              |
| Annie Caputo            | Washington, D.C. 20001      |
| Karen Hill              |                             |
| Elizabeth A. Moler      |                             |
| Ruth Ann M. Gillis      | 10 South Dearborn Street    |
| Randall E. Mehrberg     | Chicago, IL 60603           |
| Scott N. Peters         |                             |
| Constance W. Reinhard   |                             |
| John W. Rowe            |                             |
| Robert S. Shapard       |                             |
| Oliver D. Kingsley, Jr. | 4300 Winfield Rd.           |
|                         | Warrenville, IL 60555       |
| John L. Skolds          | Two Lincoln Center          |
|                         | Oak Brook Terrace, IL 60181 |
| Susan Ivey              | 2301 Market Street          |
|                         | Philadelphia, PA 19103      |
| David W. Woods          | 200 Exelon Way              |
|                         | Kennett Square, PA 19348    |

**Exelon Generation Company, LLC ( Genco )**

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| <b>Names(s)</b>      | <b>Business Address</b>                    |
|----------------------|--------------------------------------------|
| Christopher M. Crane | 4300 Winfield Rd.<br>Warrenville, IL 60555 |

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**Exhibit B**

**Employer Exelon Business Services Company**

| <b>Name</b>             | <b>Position</b>                                                                                      |
|-------------------------|------------------------------------------------------------------------------------------------------|
| David C. Brown          | Vice President, Congressional Affairs                                                                |
| Richard S. Brown        | Vice President and Director of Policy Development                                                    |
| Annie Caputo            | Manager, Congressional Affairs                                                                       |
| Ruth Ann M. Gillis      | Senior Vice President, Exelon Corporation; President, Exelon Business Services Company               |
| Karen Hill              | Vice President and Director of Federal Regulatory Affairs                                            |
| Susan Ivey              | Vice President, EED Transmission Operations                                                          |
| Oliver D. Kingsley, Jr. | President and Chief Operating Officer, Exelon Corporation                                            |
| Randall E. Mehrberg     | Executive Vice President and General Counsel, Exelon Corporation                                     |
| Elizabeth A. Moler      | Executive Vice President, Government and Environmental Affairs and Public Policy, Exelon Corporation |
| Scott N. Peters         | Assistant Secretary and SEC/PUHCA Counsel                                                            |
| Constance W. Reinhard   | Assistant General Counsel, Regulatory                                                                |
| Robert S. Shapard       | Executive Vice President and Chief Financial Officer, Exelon Corporation                             |
| John W. Rowe            | Chairman and Chief Executive Officer, Exelon Corporation                                             |
| John L. Skolds          | Executive Vice President, Exelon; President, Exelon Energy Delivery                                  |
| David W. Woods          | Senior Vice President, Public Affairs and Issues Management, Exelon Corporation                      |

**Employer Exelon Generation Company, LLC**

|                      |                                                                                                                                    |
|----------------------|------------------------------------------------------------------------------------------------------------------------------------|
| Christopher M. Crane | Senior Vice President, Exelon; President and Chief Nuclear Officer, Exelon Nuclear; President and Chief Executive Officer, AmerGen |
|----------------------|------------------------------------------------------------------------------------------------------------------------------------|

## Exhibit C

| <b>Name of Recipient</b> | <b>2002*<br/>Base Salary<br/>(not to exceed)</b> | <b>2003*<br/>Base Salary<br/>(not to exceed)</b> | <b>2004*<br/>Base Salary<br/>(not to exceed)</b> | <b>Company from which<br/>Received</b> |
|--------------------------|--------------------------------------------------|--------------------------------------------------|--------------------------------------------------|----------------------------------------|
| David C. Brown           | \$ 250,000                                       | \$ 250,000                                       | \$ 250,000                                       | BSC                                    |
| Richard S. Brown         | 250,000                                          | 250,000                                          | 250,000                                          | BSC                                    |
| Annie Caputo             | 250,000                                          | 250,000                                          | 250,000                                          | BSC                                    |
| Christopher M. Crane     | 500,000                                          | 500,000                                          | 500,000                                          | Genco                                  |
| Ruth Ann M. Gillis       | 500,000                                          | 500,000                                          | 500,000                                          | BSC                                    |
| Karen Hill               | 250,000**                                        | 250,000                                          | 250,000                                          | BSC                                    |
| Susan Ivey               | 250,000                                          | 250,000                                          | 250,000                                          | BSC                                    |
| Oliver D. Kingsley, Jr.  | 750,000                                          | 1,000,000                                        | 1,000,000                                        | BSC                                    |
| Randall E. Mehrberg      | 500,000                                          | 500,000                                          | 500,000                                          | BSC                                    |
| Elizabeth A. Moler       | 500,000                                          | 500,000                                          | 500,000                                          | BSC                                    |
| Scott N. Peters          | 250,000                                          | 250,000                                          | 250,000                                          | BSC                                    |
| Constance W. Reinhard    | 250,000                                          | 250,000                                          | 250,000                                          | BSC                                    |
| John W. Rowe             | 1,250,000                                        | 1,250,000                                        | 1,250,000                                        | BSC                                    |
| Robert S. Shapard        | 500,000***                                       | 750,000                                          | 750,000                                          | BSC                                    |
| John L. Skolds           | 500,000                                          | 750,000                                          | 750,000                                          | Genco 2002,<br>2003<br>BSC 2004        |
| David W. Woods           | 500,000                                          | 500,000                                          | 500,000                                          | BSC                                    |

In addition to base salary, the foregoing may participate in certain employee benefit plans and may receive a bonus under an incentive compensation plan which could include awards of stock and/or stock options.

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In some cases, employees may have changed employing Exelon company mid-year, but the company indicated is the company from which the major portion of the compensation was received.

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\* 2002 and 2003 base salary figures represent base salary as of March 1 of those years. 2004 base salary figures represent base salary as of January 1, 2004. Annual merit increases to base salary, if any, which are effective March 1 of each year, could result in a change in these figures.

\*\* Hired July 1, 2002

\*\*\* Hired October 21, 2002.