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January 11, 2018

VIA ELECTRONIC FILING

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor
Harrisburg, PA 17120

Re: Joint Petition of Metropolitan Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company and West Penn Power Company for Approval of Their Default Service Programs;

**Docket Nos. P-2017-2637855– Metropolitan Edison Company;
P-2017-2637857– Pennsylvania Electric Company
P-2017-2637858 – Pennsylvania Power Company
P-2017-2637866– West Penn Power Company**

Dear Secretary Chiavetta:

On behalf of Constellation NewEnergy, Inc. and Exelon Generation Company, LLC, enclosed please find: a Notice of Appearance, Petition for Intervention, and Prehearing Memorandum for filing in this proceeding. The certificate of service is attached to this transmittal letter.

Please contact me should you have questions. Thank you.

Very truly yours,

/s/ H. Rachel Smith

cc: The Honorable Mary D. Long, Piatt Place, Suite 220, 301 5th Avenue, Pittsburgh, PA 15222

Enclosures

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Petition of Metropolitan Edison Company	:	P-2017-2637855
Pennsylvania Electric Company, Pennsylvania	:	P-2017-2637857
Power Company and West Penn Power Company	:	P-2017-2637858
for approval of their Default Service Programs	:	P-2017-2637866

CERTIFICATE OF SERVICE

I certify that I have served a true and correct copy of Constellation and ExGen's Notice of Appearance, Petition to Intervene, and Pre-Conference Memorandum, by e-mail and/or first-class mail upon the persons addressed below:

Tori L. Giesler, Esq.
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P.O. Box 16001
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[tiziesler@firstenergycorp.com](mailto:tizesler@firstenergycorp.com)

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/s/ Holly Rachel Smith
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*Attorney for Exelon Generation Company, LLC
and Constellation NewEnergy, Inc.*

Dated: January 11, 2018

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Petition of Metropolitan Edison Company,	:	P-2017-2637855
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NOTICE OF APPEARANCE

Please enter the appearance of H. Rachel Smith, Esq. in the above-designated matters on behalf of Constellation NewEnergy, Inc. and Exelon Generation Company, LLC.

I am authorized to accept service on behalf of said parties in this matter:

[CHECK ONE]

On the basis of this notice, I request a copy of each document hereafter issued by the Commission in this matter.

I am already receiving or have access to a copy of each document issued by the Commission in this matter (alone, or in a consolidated proceeding) and do not on the basis of this notice require an additional copy.

Respectfully Submitted,

/s/ H. Rachel Smith
H. Rachel Smith
Pa Bar No. 202006
Asst. General Counsel
Exelon Business Services Corp.
701 9th Street, NW Mailstop EP 2205
Washington, DC 20068
Telephone: (202) 804-5128
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Dated: January 11, 2018

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Petition of Metropolitan Edison Company	:	P-2017-2637855
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**PETITION TO INTERVENE OF CONSTELLATION NEWENERGY, INC. AND
EXELON GENERATION COMPANY, LLC**

Before the Pennsylvania Public Utility Commission (the “Commission”), pursuant to 52 Pa. Code §§ 5.71-5.76, Exelon Generation Company, LLC (“ExGen) and Constellation New Energy, Inc. (“Constellation”), by its undersigned counsel, hereby file this Petition to Intervene in the above-captioned proceeding. In support of this Petition to Intervene, ExGen and Constellation state the following:

1. The principal place of business of ExGen is:

300 Exelon Way
Kennett Square, PA 19348

The principal place of business of Constellation is:

1310 Point Street, Eighth Floor
Baltimore, MD 21231

2. The name and address of counsel to ExGen and Constellation in this matter is:

H. Rachel Smith
Asst. General Counsel
Exelon Business Services Corp.
701 9th Street, NW Mailstop EP2205
Washington, DC 20068
Telephone: (202) 804-5128
holly.smith@exeloncorp.com

The attorney for Constellation and ExGen is authorized to accept service on their behalf in this proceeding. Constellation and ExGen request that the Commission and all parties of record serve copies of all discovery requests and answers, correspondence, Commission Orders and any other documents issued on Constellation and ExGen and their attorney. Particularly, Constellation and ExGen respectfully request that service (both electronic and paper) be made to its counsel of record, H. Rachel Smith while an electronic courtesy copy, if possible, be served on Lael Campbell at lael.campbell@constellation.com.

3. On December 11, 2017, Metropolitan Edison Company (“Met-Ed”), Pennsylvania Electric Company (“Penelec”), Pennsylvania Power Company (“Penn Power”), and West Penn Power Company (“West Penn”) (collectively, “Joint Applicants” or “First Energy”) filed a Joint Petition for Approval of Their Default Service Implementation Plans (“Plans”) pursuant to Section 2807(e) of the Public Utility Code.

4. Constellation and ExGen are indirect, wholly-owned subsidiaries of Exelon Corp., a North American energy company with significant retail operations and several merchant subsidiaries in addition to ExGen. Exelon Corp also holds regulated utility subsidiaries in Pennsylvania (PECO Energy Company), Illinois (Commonwealth Edison Company), the District of Columbia (Pepco), Maryland (Baltimore Gas and Electric Company, Delmarva and Pepco) and New Jersey (Atlantic City Electric).

5. ExGen has been granted market-based rate authority by the Federal Energy Regulatory Commission and is a buyer and seller of wholesale electricity and capacity. ExGen provides wholesale power and risk management services to wholesale customers (including, but not limited to, distribution utilities, co-ops, municipalities, power marketers, utilities and other large load serving entities), including through participation in wholesale load procurements, in

both regulated and restructured energy markets. ExGen is a licensed participant in PJM Interconnection, L.L.C. Constellation is an electric generation supplier in the Commonwealth of Pennsylvania.

7. As a potential supplier of wholesale power, and a competitive retail energy supplier, in the Joint Applicants' territories, ExGen and Constellation fall squarely within the test articulated for intervention in this proceeding: simply put, ExGen and Constellation each possess "[a]n interest which may be directly affected and which is not adequately represented by existing participants, and as to which the petitioner may be bound by the action of the Commission in the proceeding." Pa. Code § 5.72(a)(1).

7. The Plans present fundamental issues which affect the ability of Constellation and ExGen, and similar retail and wholesale suppliers, to compete in the Commonwealth's electricity market. The public interest demands that Constellation and ExGen be afforded the opportunity to be heard in this proceeding. See Pa. Code § 5.72(a)(3).

8. In summary, each of Constellation and ExGen have a direct and substantial interest in the outcome of this proceeding as each of a potential wholesale supplier and retail competitor in the Joint Applicants' territories. No other party can adequately represent each of Constellation and ExGen's interests in this matter. Moreover, it is in the public interest that each of Constellation and ExGen be permitted to participate in this proceeding.

9. Due to the early stage of this proceeding, Constellation and ExGen are still formulating its position on the proposed Plans and will finalize their positions after it has an opportunity to further study and evaluate the filings, conduct discovery, and obtain additional information as necessary.

WHEREFORE, for all the foregoing reasons, Constellation NewEnergy, Inc. and Exelon Generation Company, LLC respectfully requests that its Petition to Intervene be granted and that the Commission grant it such other relief as is just and reasonable under the circumstances.

Respectfully submitted,

/s/ H. Rachel Smith

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*Counsel to Intervenor Exelon Generation Company,
LLC and Constellation NewEnergy, Inc..*

Dated: January 11, 2018

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Petition of Metropolitan Edison Company	:	P-2017-2637855
Pennsylvania Electric Company, Pennsylvania	:	P-2017-2637857
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for approval of their Default Service Programs	:	P-2017-2637866

**PREHEARING MEMORANDUM OF CONSTELLATION NEWENERGY, INC. AND
EXELON GENERATION COMPANY, LLC**

Before the Pennsylvania Public Utility Commission (the “Commission”), pursuant to 52 Pa. Code §§ 5.222, Constellation NewEnergy, Inc. and Exelon Generation Company, LLC (“ExGen”), by their undersigned counsel, hereby respectfully submit this Prehearing Memorandum:

I. INTRODUCTION

On December 11, 2017, Metropolitan Edison Company (“Met-Ed”), Pennsylvania Electric Company (“Penelec”), Pennsylvania Power Company (“Penn Power”), and West Penn Power Company (“West Penn”) (collectively, “Joint Applicants” or “FirstEnergy”) filed a Joint Petition for Approval of their Default Service Implementation Plans (“Plans” or “DSPs”) pursuant to Section 2807(e) of the Public Utility Code. As averred in their petition to intervene, Constellation NewEnergy, Inc. (“Constellation”) and Exelon Generation Company, LLC (“ExGen”) seek to become parties to this proceeding to ensure that their interests as retail and wholesale suppliers of electricity are adequately represented through the Commission’s review of FirstEnergy’s DSP.

II. SERVICE ON CONSTELLATION AND EXGEN

Constellation and ExGen consent to accept electronic delivery documents on the deadlines for their filing. Constellation and ExGen respectfully request that service be made to the following individual:

H. Rachel Smith
Asst. General Counsel
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701 9th Street, NW Mailstop EP2205
Washington, DC 20068
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holly.smith@exeloncorp.com

with a courtesy copy sent electronically to lael.campbell@constellation.com. **Please note that the above address for Constellation and ExGen counsel has changed from that included in previous service lists in related matters.**

III. IDENTIFICATION OF ISSUES

Constellation and ExGen are at this time still formulating their position on the issues presented by the Plans. Based on a preliminary review of the Plans, Constellation and ExGen expect that potential issues in this proceeding will include but not be limited to: (i) the manner in which the Joint Applicants are proposing to conduct default service procurements for various customer classes under the Plans; (ii) the manner in which the Plans hinder or support the development of competition in the Joint Applicant's service territories, while preserving benefits from well-developed default service offerings for customers; (iii) whether the Plans are consistent with Act 129, the Commission's recent orders regarding the retail markets, and other applicable rules; and (iv) default service supply contract and other operational and data issues and their impact on wholesale suppliers. Constellation and ExGen reserve the right to address other issues as they deem appropriate.

III. WITNESSES AND DISCOVERY

Constellation and ExGen reserve the right to present in this proceeding direct, rebuttal, and surrebuttal fact and expert testimony, to the extent they deems necessary. Constellation and ExGen expect to present expert testimony by:

Lael E. Campbell
Director, Regulatory Affairs
Exelon Corporation
101 Constitution Ave., NW
Washington, DC 20001
Phone: 202-637-0350
lael.campbell@constellation.com

Given the voluminous materials filed in this matter, Constellation and ExGen are in the process of formulating its position on FirstEnergy's Default Service Plan. It is likely that Witness Campbell will cause pre-filed testimony to be filed concerning the availability and type of data and information to all auction participants, as well as the method of recovery of certain types of costs. In the event Constellation and ExGen choose a different expert witness, they will notify the Administrative Law Judge and all parties as soon as practicable. Once discovery has begun and the positions of all parties to this proceeding have been made known, Constellation and ExGen will notify the Administrative Law Judge and all parties of the identities of any additional witnesses they intend to call.

Constellation and ExGen each agree to adhere to the discovery procedures set forth in 52 PA Code §§ 5.321-5.373, and are willing to the extent able, to cooperate and exchange information on an informal basis.

IV. REMAINING PRE-HEARING CONFERENCE ISSUES

Settlements often represent expeditious and less costly means of resolving issues raised in petitions before this Commission. Constellation and ExGen state their willingness to participate in settlement discussions should they occur in this proceeding. At the time of filing,

Constellation and ExGen are not aware of a proposed schedule but are amenable to whatever may be proposed by the applicant and parties, subject to availability of Witness Campbell, whose schedule to the extent practicable will be modified to meet the needs of the Commission and parties.

V. CONCLUSION

WHEREFORE, for all the foregoing reasons, Constellation NewEnergy, Inc. and Exelon Generation Company, LLC respectfully requests that their Prehearing Memorandum be entered in to the record of this proceeding.

Respectfully submitted,

/s/ H. Rachel Smith
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*Counsel to Intervenors Constellation NewEnergy, Inc.
and Exelon Generation Company, LLC.*

Dated: January 11, 2018