

**BEFORE
THE PUBLIC UTILITIES COMMISSION OF OHIO**

In the Matter of the Application of Ohio)	
Power Company for Approval of Full Legal)	Case No. 12-1126-EL-UNC
Corporate Separation and Amendment to Its)	
Corporate Separation Plan)	

**MOTION FOR LEAVE TO INTERVENE OF
EXELON GENERATION COMPANY, LLC AND
CONSTELLATION NEWENERGY, INC.**

Now come Exelon Generation Company, LLC and Constellation NewEnergy, Inc. (jointly "Exelon"), who, pursuant to Section 4903.221, Revised Code and Rule 4901-1-11 of the Ohio Administrative Code, move for intervention in the above styled proceeding as full parties of record. The reasons supporting the intervention are contained in the accompanying Memorandum in Support.

WHEREFORE, Exelon respectfully requests that the Commission grant this joint motion for leave to intervene and that Exelon be made a full party of record.

Respectfully Submitted,



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**MEMORANDUM IN SUPPORT OF THE MOTION TO INTERVENE OF EXELON
GENERATION COMPANY, LLC AND CONSTELLATION NEWENERGY, INC.**

Section 4903.221, Revised Code and Rule 4901-1-11 of the Ohio Administrative Code, establish the standard for intervention in the above-styled proceeding as a full party of record.

Rule 4901-1-11 of the Ohio Administrative Code states in part:

Upon timely motion, any person shall be permitted to intervene in a proceeding upon a showing that:

* * *

(2) The person has a real and substantial interest in the proceeding, and the person is so situated that the disposition of the proceeding may, as a practical matter, impair or impede his or her ability to protect that interest, unless the person's interest is adequately represented by existing parties.

In addition to establishment of a direct interest, the factors that the Public Utilities Commission of Ohio (the "Commission") considers in implementing the above rule are the nature of the intervenor's interest, the extent that interest is represented by existing parties, the intervenor's potential contribution to a just and expeditious resolution of the issues involved, and whether intervention would result in an undue delay of the proceeding. (See also Section 4903.221(B), Revised Code upon which the above rule is authorized). A review of these factors in light of following facts supports granting Constellation's intervention.

Exelon Generation Company, LLC, which owns or controls approximately 30,000 mW of generating facilities, is a subsidiary of Exelon Corporation, which is located at 10 S. Dearborn Street, Chicago, Illinois. Exelon Power Team is the wholesale marketing division of Exelon Generation Company and is a leading power marketer throughout the country. Exelon Energy Company ("Exelon Energy") is a wholly-owned subsidiary of Exelon Generation and is (i) an electric retail service provider in Illinois, Pennsylvania and Ohio; and (ii) a gas retail service provider in Illinois, Michigan, Ohio and Pennsylvania. Exelon Generation Company, LLC will be focused on the impact of the application on the wholesale generation market.

Constellation NewEnergy, Inc. (“CNE”) provides electricity and energy-related services to retail customers in Ohio as well as in 15 other states, the District of Columbia and two Canadian provinces and serves more than 15,000 megawatts of load and more than 10,000 customers. CNE holds a certificate as a competitive retail electric supplier (“CRES”) from the Commission to engage in the competitive sale of electric service to retail customers in Ohio. CNE currently provides service to retail electric customers in Ohio. CNE will focus on the issues that will significantly affect the retail electric market in Ohio.

By its March 30, 2012 Application, Ohio Power Company seeks Commission approval of full legal corporate separation as contemplated by Section 4928.17(A), Revised Code, such that the transmission and distribution assets of Ohio Power will continue to be held by the distribution utility and all of Ohio Power’s generation, fuel and other assets (essentially all of its non-transmission and non-distribution assets) will be transferred to an affiliate, AEP Generation. Full legal corporate separation necessitates Federal Energy Regulation Commission (FERC) approval.

A critical component of full legal corporate separation is transferring Ohio Power’s generation assets to AEP Generation, which requires Commission approval under Rule 4901:1-37-09 of the Ohio Administrative Code. In its Application, Ohio Power seeks Commission approval to transfer title, at net book value, of its generation assets out of Ohio Power Company and into AEP Generation.

Exelon has business interests in the State that will be affected by the outcome of the proceeding. As a potential supplier of electric power and energy to customers in the Ohio Power service territory, Exelon has an interest in the instant proceeding as the Commission assesses whether the Application is consistent with Senate Bill 221, and makes other decisions that will affect the viability of the competitive electric market in Ohio in which Exelon Generation

Company, LLC provides electric power and other products and services to wholesale customers and in which Constellation NewEnergy, Inc. is a supplier of electric power and energy to retail customers.

This motion for intervention precedes the deadline for intervention and comments and thus should not unduly delay the instant proceedings. Finally, because of its unique expertise and participation in the competitive retail and wholesale markets in Ohio and across the country, Exelon will be able to assist in the development of a full and complete record to assist the Commission in its consideration of the Application.

WHEREFORE, Exelon respectfully requests that the Commission grant this motion for leave to intervene and that Exelon be made a full party of record. For purposes of receiving service in the proceeding, in addition to the undersigned, Exelon requests that the following persons be placed on the official service list:

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and accurate copy of the foregoing document was served this 20th day of July, 2012 by electronic mail upon the persons listed below.



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Summary: Motion Motion for Leave to Intervene electronically filed by M HOWARD PETRICOFF on behalf of Exelon Generation Company, LLC and Constellation NewEnergy, Inc.