

**BEFORE
THE PUBLIC UTILITIES COMMISSION OF OHIO**


In the Matter of the Commission's)
Investigation of Ohio's Retail Electric) **Case No. 12-3151-EL-COI**
Service Market.)

**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.
AND COMMENT ON THE PROPOSED PROCEDURAL SCHEDULE**

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 Exelon's intervention.

Exelon Generation Company, LLC, which owns or controls approximately 30,000 MWs 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 the FirstEnergy service territory and in the State of Ohio.

In the Commission’s December 14th Order, the Commission initiated an investigation into the health/strength/vitality of Ohio’s retail electric service market and actions that the Commission may take to enhance the health/strength/vitality of that market; and in so doing, mitigate, among other things, the potential impact of capacity constraints on Ohio ratepayers. Further, the Commission requested comments on regarding the extent to which barriers may exist to a consumer’s means to choose a retail electric service that meets their needs.

As both a wholesale and retail provider in the Ohio energy market Exelon has a direct and business interest in the outcome of this investigation. Of even more importance to the Commission, Exelon can offer a unique prospective to the Commission as to the 22 specific questions presented in the December 14th Entry. Finally, because Exelon participates in the energy market in many states it is aware of best practices and thus will be able to assist in the development of a full and complete record to assist the Commission in its investigation.

This motion for intervention precedes any intervention deadlines including submission of the initial responses should thus will not unduly delay the instant proceedings.

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 three corporate representatives be placed on the official service list:

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Respectfully Submitted,

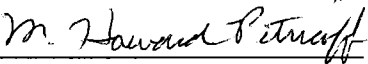


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CERTIFICATE OF SERVICE

I certify that a true and accurate copy of the foregoing document was served by electronic mail this 22nd day of January, 2013 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.