

BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF DELAWARE

IN THE MATTER OF THE APPLICATION )  
OF DELMARVA POWER & LIGHT )  
COMPANY, EXELON CORPORATION, )  
PEPCO HOLDINGS, INC., PURPLE )  
ACQUISITION CORPORATION, EXELON ) PSC DOCKET NO. 14-193  
ENERGY DELIVERY COMPANY, LLC AND )  
NEW SPECIAL PURPOSE ENTITY FOR )  
APPROVALS UNDER THE PROVISIONS OF )  
26 DEL. C. §§ 215 and 1016 (Filed June 18, )  
2014) )

**JOINT APPLICANTS' MOTION TO AMEND THE SCHEDULING ORDER**

The Joint Applicants, by and through undersigned counsel, respectfully move to reschedule the Commission's final deliberations on the Amended Settlement Agreement, currently scheduled for April 21, 2015, to May 19, 2015, and to amend Commission Order No. 8718, entered March 2, 2015, and the Scheduling Order entered by the Hearing Examiner on March 4, 2015 (the "Scheduling Order") accordingly. As grounds for their Motion, the Joint Applicants state as follows:

1. This docket concerns an application for approval of a merger of Pepco Holdings, Inc. ("PHI"), and Exelon Corporation ("Exelon"), filed June 18, 2014 (the "Application"). The proposed merger of Exelon and PHI (the "Merger") will result in a change of control of Delmarva Power & Light Company ("Delmarva Power"), a regulated electric and gas utility subject to the jurisdiction of the Commission.

2. The parties put forth substantial evidence at the April 7, 2015 hearing before the Commission, including an Amended Settlement Agreement (adopted by the Joint Applicants, Commission Staff, the Division of the Public Advocate and four intervenors), live testimony and

pre-filed testimony. In addition, several parties, filed pre-hearing legal briefs on April 1, 2015, for the Commission's consideration prior to the April 7, 2015, hearing.

3. At the hearing on April 7th, Darryl M. Bradford, Senior Vice President and General Counsel of Exelon, testified on behalf of the Joint Applicants in support of the Amended Settlement Agreement and the proposed merger. In response to questions posed by Counsel for Commission Staff, Mr. Bradford indicated the Joint Applicants' willingness to delay the Commission's final deliberations on the Amended Settlement Agreement until after May 8, 2015, the date the Maryland Public Service Commission is currently slated to issue a decision on the proposed merger.

4. It is possible that an order from the Maryland Public Service Commission approving the Merger will impact the Amended Settlement Agreement. Therefore, conducting final deliberations on the Amended Settlement Agreement during the Commission's regularly scheduled meeting on May 19, 2015 would allow the Commission to consider any such issues before making a decision on the Amended Settlement Agreement.

5. Based upon the foregoing, the Joint Applicants move to amend Order No. 8718, and the Scheduling Order, by rescheduling final deliberations before the Commission to consider whether the Amended Settlement Agreement is in the public interest from April 21, 2015 to May 19, 2015, with the Commission issuing its Order on or before June 2, 2015.

6. With the filing of this motion, the Joint Applicants waive the 120-day deadline established in *26 Del. C. § 1016*.

WHEREFORE, for the reasons stated above, the Joint Applicants respectfully request that final deliberations in this matter before the Commission to consider the proposed Amended Settlement Agreement, currently scheduled for April 21, 2015, be rescheduled for May 19, 2015,

with a final order to be issued on or before June 2, 2015.

DRINKER BIDDLE & REATH LLP

/s/ Thomas P. McGonigle  
Thomas P. McGonigle (I.D. No. 3162)  
Joseph C. Schoell (I.D. No. 3133)  
222 Delaware Avenue, Suite 1410  
Wilmington, Delaware 19801  
Tel: (302) 467-4200  
Fax: (302) 467-4201  
Thomas.McGonigle@dbr.com  
Joseph.Schoell@dbr.com

*Counsel for the Joint Applicants*

April 16, 2015

BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF DELAWARE

IN THE MATTER OF THE APPLICATION )  
OF DELMARVA POWER & LIGHT )  
COMPANY, EXELON CORPORATION, )  
PEPCO HOLDINGS, INC., PURPLE )  
ACQUISITION CORPORATION, EXELON ) PSC DOCKET NO. 14-193  
ENERGY DELIVERY COMPANY, LLC AND )  
NEW SPECIAL PURPOSE ENTITY FOR )  
APPROVALS UNDER THE PROVISIONS OF )  
26 DEL. C. §§ 215 and 1016 (Filed June 18, )  
2014) )

**CERTIFICATE OF SERVICE**

I hereby certify that on this 16th day of April, 2015, the following document was e-mailed to the recipients identified on the Service List (see <https://delafile.delaware.gov/Global/AdvanceSearch.aspx>, last visited April 16, 2015):

- *Joint Applicants' Motion to Amend Scheduling Order*

DRINKER BIDDLE & REATH LLP

/s/ Thomas P. McGonigle  
Thomas P. McGonigle (I.D. No. 3162)  
Joseph C. Schoell (I.D. No. 3133)  
222 Delaware Avenue, Suite 1410  
Wilmington, Delaware 19801  
Tel: (302) 467-4200  
Fax: (302) 467-4201  
[Thomas.McGonigle@dbr.com](mailto:Thomas.McGonigle@dbr.com)  
[Joseph.Schoell@dbr.com](mailto:Joseph.Schoell@dbr.com)

Dated: April 16, 2015