BEFORE THE PUBLIC SERVICE COMMISSION

OF THE STATE OF DELAWARE

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

ORDER NO. 8616

AND NOW, to-wit, this 19th day of August 2014;

WHEREAS, on June 18, 2014, Delmarva Power & Light Company ("Delmarva"), Exelon Corporation ("Exelon"), Pepco Holdings Inc. ("PHI"), Purple Acquisition Company, Exelon Energy Delivery Company, LLC ("EEDC") and Special Purpose Entity, LLC ("New SPE") (collectively the "Applicants"), filed an application (the "Application") seeking approvals under 26 *Del. C.* §§215 and 1016 for a change of control of Delmarva to be effected by a merger of PHI with Merger-Sub, a wholly owned subsidiary of Exelon; and

WHEREAS, the representatives of the Applicants, the Division of the Public Advocate and Commission Staff agreed to a schedule that extends the review process until January 6, 2015, which schedule was incorporated into a Scheduling Order that was attached and approved by this Commission in its opening order in this docket. (See PSC Order No. 8591 dated July 8, 2014); and

WHEREAS, pursuant to the Scheduling Order an initial conference was held on July 30, 2014, to discuss the schedule,

which was presided over by Mr. Mark Lawrence, the appointed Senior Hearing Examiner in this matter; and

WHEREAS, the Commission has been informed that as a result of the July 30, 2014 conference, certain changes have been proposed by various parties to the schedule previously approved in PSC Order No. 8581, which changes are incorporated in the Revised Schedule attached hereto as **Exhibit "A"**;

NOW, THEREFORE, IT IS ORDERED BY THE AFFIRMATIVE VOTE OF NOT FEWER THAN THREE COMMISSIONERS:

1. The Revised Schedule (attached as **Exhibit "A"**) is hereby adopted as the current schedule in this matter.

2. In addition to the Senior Hearing Examiner's responsibilities set forth in paragraph two of our earlier order (PSC Order No. 8581), Mr. Lawrence may adjust the proposed procedural schedule, with the concurrence of the parties. Any disagreements by or among the parties on proposed changes to the Revised Schedule, or subsequent revisions, shall be initially resolved in writing by the Senior Hearing Examiner. Any party may appeal to the Commission the Senior Hearing Examiner's decision, and we will consider such an appeal on an expedited basis.

3. The Commission reserves the jurisdiction and authority to enter such further Order or Orders in this matter as may be deemed necessary or proper.

BY ORDER OF THE COMMISSION:

/s/ Dallas Winslow
Chair

/s/ Joann T. Conaway
Commissioner

/s/ Jaymes B. Lester
Commissioner

/s/ Jeffrey J. Clark
Commissioner

/s/ Harold B. Gray
Commissioner

ATTEST:

/s/ Alisa Carrow Bentley
Secretary

EXHIBIT "A"

REVISED SCHEDULE FOR PSC DOCKET NO. 14-193

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 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)	)	**PSC DOCKET NO. 14-193**

SCHEDULING ORDER

Pursuant to the scheduling conference conducted on July 30, 3014, the Delaware Public Service Commission (the "Commission"), through its designated Hearing Examiner, adopts the following amended procedural schedule in this case as submitted by the Applicants, the Division of the Public Advocate, the persons and entities seeking intervention who attended the July 30, 2014 scheduling conference, and the Commission Staff:

1. Intervention. Petitions to intervene must be filed on or before July 28, 2014.

2. Scheduling Conference. A Scheduling Conference will be held on July 30, 2014 at 10:00 am in the Commission Offices. All parties and those who have sought intervention should attend.

3. Discovery. Discovery issued to the Applicants will consist of two phases: the Initial Phase, and the Follow-Up Phase, as follows:

   a. Initial Phase. Initial discovery requests by Staff and the DPA to the Applicants must be served by July 31, 2014. Initial discovery requests by Intervenors

must be served by 12:00 pm on August 4, 2014. The Applicants' responses to all initial discovery requests must be served by August 20, 2014. If the Applicants have an Objection to any initial discovery request, it must be served within seven (7) calendar days of receipt of the initial discovery request. Any Motions to Compel pertaining to the initial discovery requests must be served by August 15, 2014. The Hearing Examiner will issue his decision on any Motion to Compel on or before August 22, 2014. Any documents ordered to be produced as a result of the Hearing Examiner's decision will be served by 12:00 p.m. August 26, 2014.

b. Follow-Up. Follow-up discovery requests must be served upon the Applicants by August 29, 2014 and responses must be served by September 12, 2014. If Applicants have an Objection to any follow-up discovery request, it must be served by September 3, 2014. Any Motions to Compel must be served by September 5, 2014. The Hearing Examiner will issue his decision on any Motion to Compel on or before 12:00 p.m. on September 10, 2014. Any documents ordered to be produced as a result of the Hearing Examiner's decision will be served by 12:00 p.m. on September 12, 2014. The August 29, 2014 date for follow-up discovery will be extend by three (3) calendar days for discovery on any additional documents produced pursuant to a Motion to Compel.

c. Depositions. Depositions, to the extent requested by any party, will be taken during the week of September 22-26, 2014. The parties will develop, informally, the time and place of such depositions, including but not limited to any video depositions.

d. Additional Discovery. To the extent necessary, additional follow-up discovery including, but not limited to, written interrogatories, request for admissions

and, if necessary, additional depositions may be conducted at any time prior to November 10, 2014.

4. Public Comment. Public Comment Sessions will be held on the following dates and times: September 3, 2014, beginning at 7:00 p.m., Carvel State Office Building, 820 N. French Street, Second Floor Auditorium, Wilmington, DE 19801; September 9, 2014, beginning at 6:00 p.m., Commission Hearing Room, 861 Silver Lake Boulevard, Dover, DE 19904; September 11, 2014, beginning at 7:00 p.m., Cape Henlopen High School, 1250 Kings Hwy., Lewes, DE 19958.

5. Direct Testimony. Staff, DPA, and Intervenors must serve any direct testimony on or before October 16, 2014.

6. Discovery. Any discovery on Staff, DPA, or Intervenors must be served by October 27, 2014. Responses must be served by November 10, 2014.

7. Settlement Discussion. Initial settlement discussions shall take place on or before November 14, 2014.

8. Rebuttal Testimony. Applicants must serve any rebuttal testimony on or before November 20, 2014. Any party may request informal discovery from the Applicants related to its rebuttal testimony prior to the filing of pre-hearing briefs.

9. Pre-Hearing Briefs. Pre-hearing briefs shall be filed on or before December 3, 2014.

10. Evidentiary Hearing. The Commission will hold an evidentiary hearings on December 16-18, 2014. The parties should be prepared to present oral argument to the Commission at the conclusion of the evidentiary hearing.

11. Minute Order. A Minute Order regarding a Decision by the Commission will be entered on or before December 18, 2014.

12. Final Order. The Final Order of the Commission will be issued on or before January 6, 2015.