

EXELON CORP  
Form U-12-IB  
January 30, 2004  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C.

Three-year period ending December 31, 2006.

FORM U-12(I)-B (THREE-YEAR STATEMENT)

Statement Pursuant to Section 12(i) of the Public Utility Holding Company Act of 1935, as Amended ( PUHCA ), and Rule 71 thereunder by a Person Regularly Employed or Retained by a Registered Holding Company or a Subsidiary Thereof and Whose Employment Contemplates only Routine Expenses as Specified in Rule 71(b)

1. Name and business address of person filing statement.

See attached Exhibit A.

2. Names and business addresses of any persons through whom the undersigned proposes to act in matters included within the exemption provided by paragraph (b) of Rule 71.

None.

3. Registered holding company and subsidiary companies by which the undersigned is regularly employed or retained.

Exelon Corporation and its subsidiaries. (See Exhibits).

4. Position or relationship in which the undersigned is employed or retained by Exelon Corporation or its subsidiary companies, and brief description of nature of services to be rendered in that capacity.

See attached Exhibit B.

In such capacity, the undersigned may participate in presenting, advocating, or opposing matters before the legislative bodies, regulatory commissions and officials specified in Section 12 (i) of PUHCA, but the exact nature of such services or the relative time to be devoted thereto cannot presently be forecast with any degree of precision.

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5. (a) Compensation received during the current year and estimated to be received over the next two calendar years by the undersigned, directly or indirectly, for services rendered by the undersigned, from each of the companies designated in item 3.

See attached Exhibit C.

A portion thereof may be attributable to activities within the scope of Section 12 (i). During the calendar years 2005 and 2006, it is estimated that the undersigned will receive compensation comparable to that received in 2004, but the exact amount and basis of compensation cannot presently be forecast with any degree of precision.

- (b) Basis for compensation if other than salary. See attached Exhibit C.

6. (To be answered in supplementary statement only. See instructions). Expenses incurred by any of the undersigned or any person named in item 2, above, during the calendar year in connection with the activities described in item 4, above, and the source of reimbursement for same.

(a) Total amount of routine expenses charged to client: N/A

(b) Itemized list of all other expenses: None

January 29, 2004	<i>/s/ David C. Brown</i>
Date	David C. Brown
January 29, 2004	<i>/s/ Richard S. Brown</i>
Date	Richard S. Brown
January 29, 2004	<i>/s/ Annie Caputo</i>
Date	Annie Caputo
January 29, 2004	<i>/s/ Christopher M. Crane</i>
Date	Christopher M. Crane
January 29, 2004	<i>/s/ Ruth Ann M. Gillis</i>
Date	Ruth Ann M. Gillis
January 29, 2004	<i>/s/ Karen Hill</i>
Date	Karen Hill
January 29, 2004	<i>/s/ Susan Ivey</i>
Date	Susan Ivey
January 29, 2004	<i>/s/ Oliver D. Kingsley, Jr.</i>
Date	Oliver D. Kingsley, Jr.
January 29, 2004	<i>/s/ Randall E. Mehrberg</i>
Date	Randall E. Mehrberg
January 29, 2004	<i>/s/ Elizabeth A. Moler</i>
Date	Elizabeth A. Moler
January 29, 2004	<i>/s/ Scott N. Peters</i>

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Date	Scott N. Peters
January 29, 2004	<i>/s/ Constance W. Reinhard</i>
Date	Constance W. Reinhard
January 29, 2004	<i>/s/ John W. Rowe</i>
Date	John W. Rowe
January 29, 2004	<i>/s/ Robert S. Shapard</i>
Date	Robert S. Shapard
January 29, 2004	<i>/s/ John L. Skolds</i>
Date	John L. Skolds
January 29, 2004	<i>/s/ David W. Woods</i>
Date	David W. Woods

**Exhibit A**

Names, positions, corporate affiliations and business addresses of individuals who may act during 2004, 2005 and 2006 in matters included within the exemption provided by paragraph (b) of Rule 71.

**Exelon Business Services Company ( BSC )**

Name(s)	Business Address
David C. Brown	101 Constitution Avenue, NW
Richard S. Brown	Suite 400 East
Annie Caputo	Washington, D.C. 20001
Karen Hill	
Elizabeth A. Moler	
Ruth Ann M. Gillis	10 South Dearborn Street
Randall E. Mehrberg	Chicago, IL 60603
Scott N. Peters	
Constance W. Reinhard	
John W. Rowe	
Robert S. Shapard	
Oliver D. Kingsley, Jr.	4300 Winfield Rd.
	Warrenville, IL 60555
John L. Skolds	Two Lincoln Center
	Oak Brook Terrace, IL 60181
Susan Ivey	2301 Market Street
	Philadelphia, PA 19103
David W. Woods	200 Exelon Way
	Kennett Square, PA 19348

**Exelon Generation Company, LLC ( Genco )**

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Names(s)	Business Address
Christopher M. Crane	4300 Winfield Rd.
	Warrenville, IL 60555

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**Exhibit B****Employer Exelon Business Services Company**

<b><u>Name</u></b>	<b><u>Position</u></b>
David C. Brown	Vice President, Congressional Affairs
Richard S. Brown	Vice President and Director of Policy Development
Annie Caputo	Manager, Congressional Affairs
Ruth Ann M. Gillis	Senior Vice President, Exelon Corporation; President, Exelon Business Services Company
Karen Hill	Vice President and Director of Federal Regulatory Affairs
Susan Ivey	Vice President, EED Transmission Operations
Oliver D. Kingsley, Jr.	President and Chief Operating Officer, Exelon Corporation
Randall E. Mehrberg	Executive Vice President and General Counsel, Exelon Corporation
Elizabeth A. Moler	Executive Vice President, Government and Environmental Affairs and Public Policy, Exelon Corporation
Scott N. Peters	Assistant Secretary and SEC/PUHCA Counsel
Constance W. Reinhard	Assistant General Counsel, Regulatory
Robert S. Shapard	Executive Vice President and Chief Financial Officer, Exelon Corporation
John W. Rowe	Chairman and Chief Executive Officer, Exelon Corporation
John L. Skolds	Executive Vice President, Exelon; President, Exelon Energy Delivery
David W. Woods	Senior Vice President, Public Affairs and Issues Management, Exelon Corporation

**Employer Exelon Generation Company, LLC**

Christopher M. Crane	Senior Vice President, Exelon; President and Chief Nuclear Officer, Exelon Nuclear; President and Chief Executive Officer, AmerGen
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**Exhibit C**


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<u>Name of Recipient</u>	<u>2002*</u> <u>Base Salary</u>  (not to exceed)	<u>2003*</u> <u>Base Salary</u>  (not to exceed)	<u>2004*</u> <u>Base Salary</u>  (not to exceed)	<u>Company from which</u> <u>Received</u>
David C. Brown	\$ 250,000	\$ 250,000	\$ 250,000	BSC
Richard S. Brown	250,000	250,000	250,000	BSC
Annie Caputo	250,000	250,000	250,000	BSC
Christopher M. Crane	500,000	500,000	500,000	Genco
Ruth Ann M. Gillis	500,000	500,000	500,000	BSC
Karen Hill	250,000**	250,000	250,000	BSC
Susan Ivey	250,000	250,000	250,000	BSC
Oliver D. Kingsley, Jr.	750,000	1,000,000	1,000,000	BSC
Randall E. Mehrberg	500,000	500,000	500,000	BSC
Elizabeth A. Moler	500,000	500,000	500,000	BSC
Scott N. Peters	250,000	250,000	250,000	BSC
Constance W. Reinhard	250,000	250,000	250,000	BSC
John W. Rowe	1,250,000	1,250,000	1,250,000	BSC
Robert S. Shapard	500,000***	750,000	750,000	BSC
John L. Skolds	500,000	750,000	750,000	Genco 2002, 2003 BSC 2004
David W. Woods	500,000	500,000	500,000	BSC

In addition to base salary, the foregoing may participate in certain employee benefit plans and may receive a bonus under an incentive compensation plan which could include awards of stock and/or stock options.



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In some cases, employees may have changed employing Exelon company mid-year, but the company indicated is the company from which the major portion of the compensation was received.

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\* 2002 and 2003 base salary figures represent base salary as of March 1 of those years. 2004 base salary figures represent base salary as of January 1, 2004. Annual merit increases to base salary, if any, which are effective March 1 of each year, could result in a change in these figures.

\*\* Hired July 1, 2002

\*\*\* Hired October 21, 2002.