

EXELON CORP
Form U-9C-3
November 28, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM U-9C-3
QUARTERLY REPORT PURSUANT TO RULE 58
FOR THE QUARTER ENDED September 30, 2005

EXELON CORPORATION

10 South Dearborn Street
37th Floor
P.O. Box 805379
Chicago, IL 60680-5379

Inquiries concerning this Form U-9C-3
should be directed to:

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ITEM 1. ORGANIZATION CHART

| Name of Reporting Company | Energy or Gas-Related | State of Organization | Date of Organization | % Voting Securities | Nature of Business |
|---|------------------------------|------------------------------|-----------------------------|----------------------------|-------------------------------|
| Exelon Corporation | | | | | (a) |
| Exelon Energy Delivery Company, LLC | | | | | (a) |
| PECO Energy Company | | | | | (a) |
| Horizon Energy Company * | Energy | Pennsylvania | 02/06/1995 | 100% | Energy-related (Category 5) |
| Exelon Ventures Company, LLC | | | | | (a) |
| Exelon Synfuel I, LLC | Energy | Delaware | 07/25/2003 | 100% | Energy-related (Category 6) |
| DTE Buckeye, LLC | Energy | Delaware | 07/25/2003 | -0-% | Energy-related (Category 6) |
| Exelon Synfuel II, LLC | Energy | Delaware | 07/25/2003 | 100% | Energy-related (Category 6) |
| DTE Belews Creek, LLC | Energy | Delaware | 07/25/2003 | -0-% | Energy-related (Category 6) |
| Exelon Synfuel III, LLC | Energy | Delaware | 06/17/2004 | 100% | Energy-related (Category 6) |
| DTE Buckeye, Carbontronics Synfuels Investors, L.P. | Energy | Delaware | 06/17/2004 | -0-% | Energy-related (Category 6) |
| Exelon Generation Company, LLC | | | | | (a) |
| Penesco Company, LLC | Energy | Delaware | 06/06/2001 | 100% | Energy-related (Category 7,9) |
| CenESCO Company, LLC | Energy | Delaware | 12/31/2001 | 100% | Energy-related (Category 7) |
| ExTex Retail Services Company, LLC | Energy | Delaware | 05/12/2003 | 100% | Energy-related (Category 5) |
| Exelon Allowance Management Company, LLC | Energy | Delaware | 11/08/2001 | 100% | Energy-related (Category 2) |
| Exelon Power Labs, LLC | Energy | Pennsylvania | 11/08/2002 | 100% | Energy-related (Category 7) |
| Exelon AOG Holding # 1, Inc. | | | | | (a) |
| Exelon AOG Holding # 2, Inc. | | | | | (a) |
| Exelon New England Power Marketing, LP | Energy | Delaware | 03/24/1999 | 100% | Energy-related (Category 5) |
| Exelon New England Holdings, LLC | | | | | (a) |
| ENEH Services, LLC | Energy | Delaware | 04/01/2004 | 100% | Energy-related (Category 7) |
| Exelon Hamilton, LLC | Energy | Delaware | 03/31/1999 | 100% | Energy-related (Category 5) |
| Exelon SHC, Inc. | | | | | (a) |
| Keystone Fuels, LLC | Energy | Delaware | 10/17/2000 | 20.99% | Energy-related (Category 9) |

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| | | | | | |
|--|--------|----------------|------------|--------|----------------------------------|
| Conemaugh Fuels, LLC | Energy | Delaware | 10/16/2002 | 20.72% | Energy-related (Category 9) |
| ExTex Marketing, LLC | Energy | Delaware | 05/13/2002 | 100% | Energy-related (Category 5) |
| ExTex Power, LP | Energy | Delaware | 05/13/2002 | 99% | Energy-related (Category 5) |
| Exelon Energy Company | Energy | Delaware | 01/04/1999 | 100% | Energy-related (Category 5) |
| AllEnergy Gas & Electric Marketing Company, LLC | Energy | Delaware | 09/12/2000 | 100% | Energy-related (Category 5) |
| Texas-Ohio Gas, Inc. | Energy | Texas | 08/12/1987 | 100% | Energy-related (Category 5) |
| TEG Holdings, LLC | | | | | (a) |
| Tamuin International, Inc. | | | | | (a) |
| North America Power Services, Inc. | Energy | Delaware | 10/13/2004 | 100% | Energy-related (Category 7) |
| Sithe Overseas Power Services, Ltd. | Energy | Virgin Islands | 10/13/2004 | 100% | Energy-related (Category 7) |
| Tamuin International Finance, LLC | | | | | (a) |
| Tamuin International Finance II, LLC | | | | | (a) |
| Tamuin Energy Management Services, Inc. | Energy | Delaware | 10/13/2004 | 100% | Energy-related (Category 7) |
| Tamuin Energy Management Services II, Inc. | Energy | Delaware | 10/13/2004 | 100% | Energy-related (Category 7) |
| Sithe Latin American Holdings, Ltd. | | | | | (a) |
| Sithe PARDO Holdings, Ltd. | | | | | (a) |
| Tamuin Holdings, LLC | | | | | (a) |
| Sithe Tamuin Energy Services, S. de R.L. de C.V. | | | | | (a) |
| Tamuin Holdings II, LLC | | | | | (a) |
| Sithe Tamuin Investments, S. de R.L. de C.V. | | | | | (a) |
| Tamuin Development Services, S. de R.L. de C.V. | Energy | Mexico | 10/13/2004 | 50% | Energy-related (Category 7) |
| Exelon Enterprises Company, LLC | | | | | (a) |
| Exelon Services, Inc. | Energy | Delaware | 07/13/1999 | 100% | Energy-related (Category 1, 2,7) |
| Unicom Power Marketing Inc. | Energy | Delaware | 07/28/1997 | 100% | Energy-related (Category 5) |
| Exelon Enterprises Management, Inc. | | | | | (a) |
| ECPH, LLC | | | | | (a) |
| Exelon Enterprises Investments, Inc. | | | | | (a) |

| ITEM 1. ORGANIZATION CHART (continued) | | | | | |
|--|-----------------------|-----------------------|----------------------|---------------------|---------------------------------|
| Name of Reporting Company | Energy or Gas-Related | State of Organization | Date of Organization | % Voting Securities | Nature of Business |
| UTECH Climate Challenge Fund, L.P. | Energy | Delaware | 06/30/1995 | 24.4% | Energy-related (Category 2) |
| Adwin Equipment Company | Energy | Pennsylvania | 08/05/1968 | 100% | Energy-related (Category 6,7) |
| Exelon Thermal Holdings, Inc. | Energy | Delaware | 08/05/1997 | 100% | Energy-related (Category 6,7) |
| Exelon Thermal Development, Inc. | Energy | Delaware | 02/05/1997 | 100% | Energy-related (Category 6,7) |
| ETT Boston Inc. | Energy | Delaware | 12/22/1995 | 100% | Energy-related (Category 6,7) |
| Northwind Boston LLC | Energy | Massachusetts | 01/05/1996 | 25% | Energy-related (Category 6,7) |
| ETT North America Inc. | Energy | Delaware | 07/18/1996 | 100% | Energy-related (Category 6,7) |
| Northwind Thermal Technologies Canada Inc. | Energy | Canada | 08/01/1996 | 100% | Energy-related (Category 6,7) |
| ETT Canada, Inc. | Energy | Canada | 08/01/1996 | 100% | Energy-related (Category 6,7) |
| Northwind Windsor | Energy | Canada | 07/18/1996 | 50% | Energy-related (Category 6,7) |
| F&M Holdings Company, LLC | Energy | Delaware | 09/18/2003 | 100% | Energy-related (Category 1,4,7) |
| II Services, Inc. | Energy | Delaware | 05/28/1999 | 100% | Energy-related (Category 1,2,7) |
| EIS Engineering, Inc | Energy | Delaware | 12/11/2000 | 100% | Energy-related (Category 7) |
| InfraSource Field Services, LLC* | Energy | Oklahoma | 11/23/1998 | 100% | Energy-related (Category 7) |
| Ex-FME, Inc. | Energy | Delaware | 08/12/1999 | 100% | Energy-related (Category 1,2,7) |
| Rand-Bright Corporation | Energy | Wisconsin | 02/11/1985 | 100% | Energy-related (Category 7) |
| NEWCOSY, Inc | Energy | Delaware | 08/12/1999 | 100% | Energy-related (Category 1,2,7) |
| NEWCOTRA, Inc. | Energy | Delaware | 08/12/1999 | 100% | Energy-related (Category 7) |
| Fishbach and Moore, Inc. | Energy | New York | 04/01/1924 | 100% | Energy-related (Category 7) |
| Ex-FMEC, Inc. | Energy | Delaware | 07/22/1946 | 100% | Energy-related (Category 7) |
| T.H. Green Electric Co., Inc. | Energy | New York | 07/06/1926 | 100% | Energy-related (Category 7) |
| OSP Servicios S.A. de C.V. * | Energy | Mexico | 09/30/1996 | 100% | |

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| | | | | | |
|-------------------------------------|--------|------------|------------|------|------------------------------------|
| | | | | | Energy-related (Category 7) |
| Universal Network Development Corp. | Energy | California | 01/01/1901 | 49% | Energy-related (Category 7) |
| Oldco VSI Inc. | Energy | Delaware | 04/20/2000 | 100% | Energy-related (Category 1,2,7) |
| EGW Meter Services, LLC | Energy | Delaware | 12/01/2002 | 100% | Energy-related (Category 1,2,7) |
| EIS Investments, LLC * | Energy | Delaware | 11/14/2000 | 100% | Energy-related (Category 7) |
| WCB Services, LLC* | Energy | Oklahoma | 1/1/192001 | 49% | Energy-related (Category 7) |

* Inactive

(a) Directly and / or indirectly holds securities in energy-related companies.

Name Changes

Sithe International, Inc. name changed to Tamuin International, Inc. on January 26, 2005.

Sithe Energy Management Services, Inc. name changed to Tamuin Energy Management Services, Inc. on January 1, 2005.

Sithe Energy Management Services II, Inc. name changed to Tamuin Energy Management Services II, Inc. on January 1, 2005.

Sithe Tamuin Holdings II, LLC name changed to Tamuin Holdings II, LLC on January 26, 2005.

Sithe Tamuin Development Services, S. de R.L. de C.V. name changed to Tamuin Development Services, S. de R.L. de C.V. on January 1, 2005.

Sithe Tamuin Holdings, LLC name changed to Tamuin Holdings, LLC on March 15, 2005.

Sithe International Finance II, LLC name changed to Tamuin International Finance II, LLC on March 29, 2005.

Sithe International Finance, LLC name changed to Tamuin International Finance, LLC on March 15, 2005.

Fischbach & Moore Electric, Inc. name change to Ex-FME, Inc. September 13, 2005.

Fischbach & Moore Electrical Contracting, Inc. name change to Ex-FMEC, Inc. September 15, 2005.

Dissolutions

East Coast Natural Gas Cooperative, LLP was dissolved on January 25, 2005.

ITEM 2. ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS

Part I. Issuances and Renewals of Securities

(in thousands)

| Company Issuing Securities (Borrower) | Type of Security Issued | Principal Amount of Security | Issue or Renewal | Cost of Capital | Person to Whom Security Was Issued (Lender) | Collateral Given With Security | Consideration Received For Each Security |
|--|--------------------------------|-------------------------------------|-------------------------|----------------------------|--|---------------------------------------|---|
| II Services, Inc. | Revolving credit | \$8 | Issue | LIBOR plus 50 basis points | F&M Holdings Company, LLC | None | \$8 |
| Fischbach & Moore Electric, Inc. | Revolving credit | \$409 | Issue | LIBOR plus 50 basis points | F&M Holdings Company, LLC | None | \$409 |

Part II. Capital Contributions

(in thousands)

| Company Contributing Capital | Company Receiving Capital | Amount of Capital Contribution |
|-------------------------------------|----------------------------------|---------------------------------------|
| Exelon Ventures Company, LLC | Exelon Synfuel I, LLC | \$11,721 |
| Exelon Ventures Company, LLC | Exelon Synfuel II, LLC | \$7,752 |
| Exelon Ventures Company, LLC | Exelon Synfuel III, LLC | \$10,797 |

ITEM 3. ASSOCIATE TRANSACTIONS

Part I. Transactions Performed by Reporting Companies on Behalf of Associate Companies
(in thousands)

| Reporting Company Rendering Services | Associate Company Receiving Services | Types of Services Rendered | Direct Costs Charged | Indirect Costs Charged | Cost of Capital | Total Amount Billed |
|---|--|--|-----------------------------|-------------------------------|------------------------|----------------------------|
| Exelon Power Labs, LLC | Exelon Business Services Company | Measuring & test equipment, technical services | \$397 | | | \$397 |
| Exelon Power Labs, LLC | Exelon Generation Company, LLC | Measuring & test equipment, technical services | \$1,460 | | | \$1,460 |
| Exelon Power Labs, LLC | AmerGen | Measuring & test equipment, technical services | \$274 | | | \$274 |
| Exelon Power Labs, LLC | ExTex LaPorte Limited Partnership | Measuring & test equipment, technical services | \$10 | | | \$10 |
| Exelon Energy Company | Exelon Enterprises Company, LLC | Lease, management and accounting costs | \$123 | | | \$123 |
| North America Power Services, Inc. | Sithe Tamuin Energy Services, S. de R.L. de C.V. | HR services | \$90 | | | \$90 |

Part II. Transactions Performed by Associate Companies on Behalf of Reporting Companies
(in thousands)

| Reporting Company Rendering Services | Associate Company Receiving Services | Types of Services Rendered | Direct Costs Charged | Indirect Costs Charged | Cost of Capital | Total Amount Billed |
|---|---|-----------------------------------|-----------------------------|-------------------------------|------------------------|----------------------------|
| Exelon Business Services Company | F&M Holdings Company, LLC | Legal | \$153 | | | \$153 |
| | | HR | \$1 | | | \$1 |

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| | | | | | | |
|----------------------------------|---------------------------|------------------------------|------|--|--|------|
| Exelon Business Services Company | F&M Holdings Company, LLC | | | | | |
| Exelon Business Services Company | Exelon Services, Inc. | Legal | \$35 | | | \$35 |
| Exelon Business Services Company | Exelon Power Labs, LLC | HR, IT and accounting | \$49 | | | \$49 |
| Exelon Generation Company, LLC | Exelon Power Labs, LLC | Management services | \$79 | | | \$79 |
| Exelon Business Services Company | Exelon Energy Company | HR, legal, IT and accounting | \$34 | | | \$34 |
| Exelon Business Services Company | ENEH Services, LLC | HR, IT and accounting | \$1 | | | \$1 |

ITEM 4. SUMMARY OF AGGREGATE INVESTMENT

September 30, 2005

(in thousands)

Investments in energy-related companies:

| | | |
|--|--------------|--------|
| Total consolidated capitalization of Exelon Corporation as of September 30, 2005 | \$23,687,000 | Line 1 |
|--|--------------|--------|

| | | |
|--|-----------|--------|
| Total capitalization multiplied by 15% (line 1 multiplied by 0.15) | 3,553,050 | Line 2 |
|--|-----------|--------|

| | | |
|-----------------------------------|-----------|--------|
| Greater of \$50 million or line 2 | 3,553,050 | Line 3 |
|-----------------------------------|-----------|--------|

Total current aggregate investment subsequent to October 20, 2000
(categorized by major line of energy-related business):

| | | |
|-------------------------------------|-----------|--------|
| Energy-related business category 2 | \$364,421 | |
| Energy-related business category 5 | 166,150 | |
| Energy-related business category 7 | 202,281 | |
| Energy-related business category 9 | 12,452 | |
| Energy-related business category 10 | 23,217 | |
| Total current aggregate investment | 768,521 | Line 4 |

| | | |
|--|-------------|--------|
| Difference between the greater of \$50 million or 15% of capitalization and the total aggregate investment of the registered holding company system (line 3 less line 4) | \$2,784,529 | Line 5 |
|--|-------------|--------|

| | |
|---------------------------------------|------|
| Investments in gas-related companies: | None |
|---------------------------------------|------|

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ITEM 5. OTHER INVESTMENTS

Filed under confidential treatment pursuant to Rule 104(b).

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ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS

A. Financial Statements

- (1) Exhibit A-1 Statement of Income of Exelon Services, Inc. for the three and nine months ended September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (2) Exhibit A-2 Balance Sheet of Exelon Services, Inc. at September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (3) Exhibit A-3 Statement of Income of Exelon Thermal Holdings, Inc. for the three and nine months ended September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (4) Exhibit A-4 Balance Sheet of Exelon Thermal Holdings, Inc. at September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (5) Exhibit A-5 Statement of Income of Unicom Power Marketing, Inc. for the three and nine months ended September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (6) Exhibit A-6 Balance Sheet of Unicom Power Marketing, Inc. at September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (7) Exhibit A-7 Statement of Income of Adwin Equipment Company for the three and nine months ended September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (8) Exhibit A-8 Balance Sheet of Adwin Equipment Company at September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (9) Exhibit A-9 Statement of Income of F&M Holdings Company, LLC for the three and nine months ended September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (10) Exhibit A-10 Balance Sheet of F&M Holdings Company, LLC at September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (11) Exhibit B-1 Statement of Income of Penesco Company, LLC for the three and nine months ended September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (12) Exhibit B-2 Balance Sheet of Penesco Company, LLC at September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (13) Exhibit B-3 Statement of Income of Cenesco Company, LLC for the three and nine months ended September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (14) Exhibit B-4 Balance Sheet of Cenesco Company, LLC at September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (15) Exhibit B-5 Statement of Income of Exelon Allowance Management Company, LLC for the three and nine months ended September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).

(16) Exhibit B-6 Balance Sheet of Exelon Allowance Management Company, LLC at September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).

- (17) Exhibit B-7 Statement of Income of ExTex Marketing, LLC for the three and nine months ended September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (18) Exhibit B-8 Balance Sheet of ExTex Marketing, LLC at September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (19) Exhibit B-9 Statement of Income of Exelon New England Power Marketing LP for the three and nine months ended September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (20) Exhibit B-10 Balance Sheet of Exelon New England Power Marketing LP at September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (21) Exhibit B-11 Statement of Income of Exelon Hamilton, LLC for the three and nine months ended September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (22) Exhibit B-12 Balance Sheet of Exelon Hamilton, LLC at September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (23) Exhibit B-13 Statement of Income of Exelon Energy Company for the three and nine months ended September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (24) Exhibit B-14 Balance Sheet of Exelon Energy Company at September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (25) Exhibit B-15 Statement of Income of Exelon PowerLabs, LLC for the three and nine months ended September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (26) Exhibit B-16 Balance Sheet of Exelon PowerLabs, LLC at September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (27) Exhibit B-17 Statement of Income of ENEH Services, LLC for the three and nine months ended September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (28) Exhibit B-18 Balance Sheet of ENEH Services, LLC at September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (29) Exhibit B-19 Statement of Income of ExTex Retail Services Company, LLC for the three and nine months ended September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (30) Exhibit B-20 Balance Sheet of ExTex Retail Services Company, LLC at September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (31) Exhibit B-21 Statement of Income of North America Power Services, Inc. for the three and nine months ended September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (32) Exhibit B-22 Balance Sheet of North America Power Services, Inc. at September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).

(33) Exhibit B-23 Statement of Income of Sithe Overseas Power Services, Ltd. for the three and nine months ended September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).

- (34) Exhibit B-24 Balance Sheet of Sithe Overseas Power Services, Ltd. at September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (35) Exhibit B-25 Statement of Income of Tamuin Energy Management Services, Inc. for the three and nine months ended September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (36) Exhibit B-26 Balance Sheet of Tamuin Energy Management Services, Inc. at September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (37) Exhibit B-27 Statement of Income of Tamuin Energy Management Services II, Inc. for the three and nine months ended September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (38) Exhibit B-28 Balance Sheet of Tamuin Energy Management Services II, Inc. at September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (39) Exhibit B-29 Statement of Income of Sithe Tamuin Energy Services, S. de R.L. de C.V. for the three and nine months ended September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (40) Exhibit B-30 Balance Sheet of Sithe Tamuin Energy Services, S. de R.L. de C.V. at September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (41) Exhibit B-31 Statement of Income of Sithe Tamuin Energy Services II, S. de R.L. de C.V. for the three and nine months ended September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (42) Exhibit B-32 Balance Sheet of Sithe Tamuin Energy Services II, S. de R.L. de C.V. at September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (43) Exhibit C-1 Statement of Income of Exelon Synfuel I, LLC for the three and nine months ended September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (44) Exhibit C-2 Balance Sheet of Exelon Synfuel I, LLC at September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (45) Exhibit C-3 Statement of Income of Exelon Synfuel II, LLC for the three and nine months ended September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (46) Exhibit C-4 Balance Sheet of Exelon Synfuel II, LLC at September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (47) Exhibit C-5 Statement of Income of Exelon Synfuel III, LLC for the three and nine months ended September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (48) Exhibit C-6 Balance Sheet of Exelon Synfuel III, LLC at September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).
- (49) Exhibit C-7 Statement of Income of Horizon Energy Company for the three and nine months ended September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).

(50)Exhibit C-8 Balance Sheet of Horizon Energy Company at September 30, 2005 - filed under confidential treatment pursuant to Rule 104(b).

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B. Exhibits

None.

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SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, Exelon Corporation has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: November 28, 2005

Exelon Corporation
Registrant

By: /s/ Matthew F. Hilzinger
Vice President and
Corporate Controller

With the above signature, I also hereby certify that the corresponding report on Form U-9C-3 for the three months ended September 30, 2005 has been filed with Exelon Corporation's interested state commissions whose names and addresses are listed below.

Ms. Elizabeth M. Rolando
Chief Clerk
Illinois Commerce Commission
527 East Capitol Avenue
Springfield, Illinois 62706

Ms. Mary Selvaggio
Manager of Accounting
Illinois Commerce Commission
527 East Capitol Avenue
Springfield, Illinois 62706

James J. McNulty, Secretary
Pennsylvania Public Utility Commission
P.O. Box 3265
Harrisburg, Pennsylvania 17105-3265