

EXELON CORP  
Form 10-Q  
August 08, 2013  
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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**  
**For the Quarterly Period Ended June 30, 2013**

**or**

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

	<b>Name of Registrant; State of Incorporation;</b>	<b>IRS Employer Identification Number</b>
<b>Commission</b>	<b>Address of Principal Executive Offices; and</b>	
<b>File Number</b>	<b>Telephone Number</b>	
1-16169	EXELON CORPORATION (a Pennsylvania corporation)	23-2990190
	10 South Dearborn Street	
	P.O. Box 805379	
	Chicago, Illinois 60680-5379	
	(312) 394-7398	
333-85496	EXELON GENERATION COMPANY, LLC (a Pennsylvania limited liability company)	23-3064219
	300 Exelon Way	
	Kennett Square, Pennsylvania 19348-2473	
	(610) 765-5959	

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1-1839	COMMONWEALTH EDISON COMPANY (an Illinois corporation)  440 South LaSalle Street  Chicago, Illinois 60605-1028  (312) 394-4321	36-0938600
000-16844	PECO ENERGY COMPANY (a Pennsylvania corporation)  P.O. Box 8699  2301 Market Street  Philadelphia, Pennsylvania 19101-8699  (215) 841-4000	23-0970240
1-1910	BALTIMORE GAS AND ELECTRIC COMPANY (a Maryland corporation)  2 Center Plaza  110 West Fayette Street  Baltimore, Maryland 21201-3708  (410) 234-5000	52-0280210

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

	Large Accelerated Filer	Accelerated Filer	Non-accelerated Filer	Smaller Reporting Company
Exelon Corporation	<input checked="" type="checkbox"/>			
Exelon Generation Company, LLC			<input checked="" type="checkbox"/>	
Commonwealth Edison Company			<input checked="" type="checkbox"/>	
PECO Energy Company			<input checked="" type="checkbox"/>	
Baltimore Gas and Electric Company			<input checked="" type="checkbox"/>	
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>		

The number of shares outstanding of each registrant's common stock as of June 30, 2013 was:

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Exelon Corporation Common Stock, without par value	856,563,385
Exelon Generation Company, LLC	not applicable
Commonwealth Edison Company Common Stock, \$12.50 par value	127,016,818
PECO Energy Company Common Stock, without par value	170,478,507
Baltimore Gas and Electric Company Common Stock, without par value	1,000

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**Table of Contents****GLOSSARY OF TERMS AND ABBREVIATIONS****Exelon Corporation and Related Entities**

<i>Exelon</i>	Exelon Corporation
<i>Generation</i>	Exelon Generation Company, LLC
<i>ComEd</i>	Commonwealth Edison Company
<i>PECO</i>	PECO Energy Company
<i>BGE</i>	Baltimore Gas and Electric Company
<i>BSC</i>	Exelon Business Services Company, LLC
<i>Exelon Corporate</i>	Exelon in its corporate capacity as a holding company
<i>CENG</i>	Constellation Energy Nuclear Group, LLC
<i>Constellation</i>	Constellation Energy Group, Inc.
<i>Exelon Transmission Company</i>	Exelon Transmission Company, LLC
<i>Exelon Wind</i>	Exelon Wind, LLC and Exelon Generation Acquisition Company, LLC
<i>Ventures</i>	Exelon Ventures Company, LLC
<i>AmerGen</i>	AmerGen Energy Company, LLC
<i>BondCo</i>	RSB BondCo LLC
<i>PEC L.P.</i>	PECO Energy Capital, L.P.
<i>PECO Trust III</i>	PECO Capital Trust III
<i>PECO Trust IV</i>	PECO Energy Capital Trust IV
<i>PETT</i>	PECO Energy Transition Trust
<i>Registrants</i>	Exelon, Generation, ComEd, PECO and BGE, collectively

**Other Terms and Abbreviations**

<i>Note " " of the Exelon 2012 Form 10-K</i>	Reference to specific Combined Note to Consolidated Financial Statements within Exelon's 2012 Annual Report on Form 10-K
<i>1998 restructuring settlement</i>	PECO's 1998 settlement of its restructuring case mandated by the Competition Act
<i>Act 11</i>	Pennsylvania Act 11 of 2012
<i>Act 129</i>	Pennsylvania Act 129 of 2008
<i>AEC</i>	Alternative Energy Credit that is issued for each megawatt hour of generation from a qualified alternative energy source
<i>AEPS</i>	Pennsylvania Alternative Energy Portfolio Standards
<i>AEPS Act</i>	Pennsylvania Alternative Energy Portfolio Standards Act of 2004, as amended
<i>AESO</i>	Alberta Electric Systems Operator
<i>AFUDC</i>	Allowance for Funds Used During Construction
<i>ALJ</i>	Administrative Law Judge
<i>AMI</i>	Advanced Metering Infrastructure
<i>ARC</i>	Asset Retirement Cost
<i>ARO</i>	Asset Retirement Obligation
<i>ARP</i>	Title IV Acid Rain Program
<i>ARRA of 2009</i>	American Recovery and Reinvestment Act of 2009
<i>Block contracts</i>	Forward Purchase Energy Block Contracts
<i>CAIR</i>	Clean Air Interstate Rule
<i>CAISO</i>	California ISO
<i>CAMR</i>	Federal Clean Air Mercury Rule
<i>CERCLA</i>	Comprehensive Environmental Response, Compensation and Liability Act of 1980, as amended
<i>CFL</i>	Compact Fluorescent Light
<i>Clean Air Act</i>	Clean Air Act of 1963, as amended
<i>Clean Water Act</i>	Federal Water Pollution Control Amendments of 1972, as amended
<i>Competition Act</i>	Pennsylvania Electricity Generation Customer Choice and Competition Act of 1996
<i>CPI</i>	Consumer Price Index
<i>CPUC</i>	California Public Utilities Commission



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<i>CSAPR</i>	Cross-State Air Pollution Rule
<i>CTC</i>	Competitive Transition Charge
<i>DOE</i>	United States Department of Energy
<i>DOJ</i>	United States Department of Justice
<i>DSP</i>	Default Service Provider
<i>DSP Program</i>	Default Service Provider Program
<i>EDF</i>	Electricite de France SA
<i>EE&amp;C</i>	Energy Efficiency and Conservation/Demand Response
<i>EGS</i>	Electric Generation Supplier
<i>EIMA</i>	Energy Infrastructure Modernization Act (Illinois Senate Bill 1652 and Illinois House Bill 3036)
<i>EPA</i>	United States Environmental Protection Agency
<i>ERCOT</i>	Electric Reliability Council of Texas
<i>ERISA</i>	Employee Retirement Income Security Act of 1974, as amended
<i>EROA</i>	Expected Rate of Return on Assets
<i>ESPP</i>	Employee Stock Purchase Plan
<i>FASB</i>	Financial Accounting Standards Board
<i>FERC</i>	Federal Energy Regulatory Commission
<i>FRCC</i>	Florida Reliability Coordinating Council
<i>FTC</i>	Federal Trade Commission
<i>GAAP</i>	Generally Accepted Accounting Principles in the United States
<i>GHG</i>	Greenhouse Gas
<i>GRT</i>	Gross Receipts Tax
<i>GSA</i>	Generation Supply Adjustment
<i>GWh</i>	Gigawatt hour
<i>HAP</i>	Hazardous air pollutants
<i>Health Care Reform Acts</i>	Patient Protection and Affordable Care Act and Health Care and Education Reconciliation Act of 2010
<i>IBEW</i>	International Brotherhood of Electrical Workers
<i>ICC</i>	Illinois Commerce Commission
<i>ICE</i>	Intercontinental Exchange
<i>Illinois Act</i>	Illinois Electric Service Customer Choice and Rate Relief Law of 1997
<i>Illinois EPA</i>	Illinois Environmental Protection Agency
<i>Illinois Settlement Legislation</i>	Legislation enacted in 2007 affecting electric utilities in Illinois
<i>IPA</i>	Illinois Power Agency
<i>IRC</i>	Internal Revenue Code
<i>IRS</i>	Internal Revenue Service
<i>ISO</i>	Independent System Operator
<i>ISO-NE</i>	ISO New England Inc.
<i>ISO-NY</i>	ISO New York
<i>kV</i>	Kilovolt
<i>kW</i>	Kilowatt
<i>kWh</i>	Kilowatt-hour
<i>LIBOR</i>	London Interbank Offered Rate
<i>LILO</i>	Lease-In, Lease-Out
<i>LLRW</i>	Low-Level Radioactive Waste
<i>LTIP</i>	Long-Term Incentive Plan
<i>MATS</i>	U.S. EPA Mercury and Air Toxics Rule
<i>MBR</i>	Market Based Rates Incentive
<i>MDE</i>	Maryland Department of the Environment
<i>MDPSC</i>	Maryland Public Service Commission
<i>MGP</i>	Manufactured Gas Plant
<i>MISO</i>	Midwest Independent Transmission System Operator, Inc.

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<i>mmcf</i>	Million Cubic Feet
<i>Moody's</i>	Moody's Investor Service
<i>MOPR</i>	Minimum Offer Price Rule
<i>MRV</i>	Market-Related Value
<i>MW</i>	Megawatt
<i>MWh</i>	Megawatt hour
<i>NAAQS</i>	National Ambient Air Quality Standards
<i>n.m.</i>	not meaningful
<i>NAV</i>	Net Asset Value
<i>NDT</i>	Nuclear Decommissioning Trust
<i>NEIL</i>	Nuclear Electric Insurance Limited
<i>NERC</i>	North American Electric Reliability Corporation
<i>NGS</i>	Natural Gas Supplier
<i>NJDEP</i>	New Jersey Department of Environmental Protection
<i>Non-Regulatory Agreements Units</i>	Nuclear generating units or portions thereof whose decommissioning-related activities are not subject to contractual elimination under regulatory accounting
<i>NOV</i>	Notice of Violation
<i>NPDES</i>	National Pollutant Discharge Elimination System
<i>NRC</i>	Nuclear Regulatory Commission
<i>NSPS</i>	New Source Performance Standards
<i>NWPA</i>	Nuclear Waste Policy Act of 1982
<i>NYMEX</i>	New York Mercantile Exchange
<i>OCI</i>	Other Comprehensive Income
<i>OIESO</i>	Ontario Independent Electricity System Operator
<i>OPEB</i>	Other Postretirement Employee Benefits
<i>PA DEP</i>	Pennsylvania Department of Environmental Protection
<i>PAPUC</i>	Pennsylvania Public Utility Commission
<i>PGC</i>	Purchased Gas Cost Clause
<i>PJM</i>	PJM Interconnection, LLC
<i>POLR</i>	Provider of Last Resort
<i>POR</i>	Purchase of Receivables
<i>PPA</i>	Power Purchase Agreement
<i>Price-Anderson Act</i>	Price-Anderson Nuclear Industries Indemnity Act of 1957
<i>PRP</i>	Potentially Responsible Parties
<i>PSEG</i>	Public Service Enterprise Group Incorporated
<i>PURTA</i>	Pennsylvania Public Realty Tax Act
<i>PV</i>	Photovoltaic
<i>RCRA</i>	Resource Conservation and Recovery Act of 1976, as amended
<i>REC</i>	Renewable Energy Credit which is issued for each megawatt hour of generation from a qualified renewable energy source
<i>Regulatory Agreement Units</i>	Nuclear generating units whose decommissioning-related activities are subject to contractual elimination under regulatory accounting
<i>RES</i>	Retail Electric Suppliers
<i>RFP</i>	Request for Proposal
<i>Rider</i>	Reconcilable Surcharge Recovery Mechanism
<i>RGGI</i>	Regional Greenhouse Gas Initiative
<i>RMC</i>	Risk Management Committee
<i>RPM</i>	PJM Reliability Pricing Model
<i>RPS</i>	Renewable Energy Portfolio Standards
<i>RTEP</i>	Regional Transmission Expansion Plan
<i>RTO</i>	Regional Transmission Organization
<i>S&amp;P</i>	Standard & Poor's Ratings Services

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**GLOSSARY OF TERMS AND ABBREVIATIONS**

**Other Terms and Abbreviations**

<i>SEC</i>	United States Securities and Exchange Commission
<i>Senate Bill 1</i>	Maryland Senate Bill 1
<i>SERC</i>	SERC Reliability Corporation (formerly Southeast Electric Reliability Council)
<i>SERP</i>	Supplemental Employee Retirement Plan
<i>SFC</i>	Supplier Forward Contract
<i>SGIG</i>	Smart Grid Investment Grant
<i>SGIP</i>	Smart Grid Initiative Program
<i>SILO</i>	Sale-In, Lease-Out
<i>SMP</i>	Smart Meter Program
<i>SMP/IP</i>	Smart Meter Procurement and Installation Plan
<i>SNF</i>	Spent Nuclear Fuel
<i>SOS</i>	Standard Offer Service
<i>SPP</i>	Southwest Power Pool
<i>Tax Relief Act of 2010</i>	Tax Relief, Unemployment Insurance Reauthorization and Job Creation Act of 2010
<i>TEG</i>	Termoelectrica del Golfo
<i>TEP</i>	Termoelectrica Penoles
<i>Upstream</i>	Natural gas exploration and production activities
<i>VIE</i>	Variable Interest Entity
<i>WECC</i>	Western Electric Coordinating Council

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**FILING FORMAT**

This combined Form 10-Q is being filed separately by the Registrants. Information contained herein relating to any individual Registrant is filed by such Registrant on its own behalf. No Registrant makes any representation as to information relating to any other Registrant.

**FORWARD-LOOKING STATEMENTS**

This Report contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, that are subject to risks and uncertainties. The factors that could cause actual results to differ materially from the forward-looking statements made by Exelon Corporation, Exelon Generation Company, LLC, Commonwealth Edison Company, PECO Energy Company and Baltimore Gas and Electric Company (Registrants) include those factors discussed herein, as well as the items discussed in (1) Exelon's 2012 Annual Report on Form 10-K in (a) ITEM 1A. Risk Factors, (b) ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and (c) ITEM 8. Financial Statements and Supplementary Data: Note 19; (2) Exelon's First Quarter 2013 Quarterly Report on Form 10-Q in (a) Part II, Other Information, ITEM 1A. Risk Factors; (b) Part I, Financial Information, ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations and (c) Part I, Financial Information, ITEM 1. Financial Statements: Note 18; and (3) other factors discussed in filings with the SEC by the Registrants. Readers are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this Report. None of the Registrants undertakes any obligation to publicly release any revision to its forward-looking statements to reflect events or circumstances after the date of this Report.

**WHERE TO FIND MORE INFORMATION**

The public may read and copy any reports or other information that the Registrants file with the SEC at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. These documents are also available to the public from commercial document retrieval services, the website maintained by the SEC at [www.sec.gov](http://www.sec.gov) and the Registrants' websites at [www.exeloncorp.com](http://www.exeloncorp.com). Information contained on the Registrants' websites shall not be deemed incorporated into, or to be a part of, this Report.

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**PART I. FINANCIAL INFORMATION**

**Item 1. Financial Statements**

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**Table of Contents****EXELON CORPORATION AND SUBSIDIARY COMPANIES****CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME****(Unaudited)**

(In millions, except per share data)	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
<b>Operating revenues</b>	\$ 6,141	\$ 5,966	\$ 12,223	\$ 10,656
<b>Operating expenses</b>				
Purchased power and fuel	2,419	2,606	5,400	4,371
Operating and maintenance	1,892	1,841	3,656	3,809
Depreciation and amortization	533	494	1,076	876
Taxes other than income	271	254	548	448
<b>Total operating expenses</b>	<b>5,115</b>	<b>5,195</b>	<b>10,680</b>	<b>9,504</b>
<b>Equity in loss of unconsolidated affiliates</b>	(21)	(57)	(30)	(79)
<b>Operating income</b>	<b>1,005</b>	<b>714</b>	<b>1,513</b>	<b>1,073</b>
<b>Other income and (deductions)</b>				
Interest expense	(246)	(250)	(863)	(439)
Interest expense to affiliates, net	(6)	(6)	(13)	(12)
Other, net	(17)	(43)	155	152
<b>Total other income and (deductions)</b>	<b>(269)</b>	<b>(299)</b>	<b>(721)</b>	<b>(299)</b>
<b>Income before income taxes</b>	<b>736</b>	<b>415</b>	<b>792</b>	<b>774</b>
<b>Income taxes</b>	<b>239</b>	<b>126</b>	<b>294</b>	<b>284</b>
<b>Net income</b>	<b>497</b>	<b>289</b>	<b>498</b>	<b>490</b>
<b>Net income attributable to noncontrolling interests, preferred security dividends and redemption and preference stock dividends</b>	<b>7</b>	<b>3</b>	<b>12</b>	<b>4</b>
<b>Net income attributable to common shareholders</b>	<b>490</b>	<b>286</b>	<b>486</b>	<b>486</b>
<b>Comprehensive income (loss), net of income taxes</b>				
Net income	497	289	498	490
<b>Other comprehensive income (loss), net of income taxes</b>				
Pension and non-pension postretirement benefit plans:				
Prior service benefit reclassified to periodic benefit cost		1	1	1
Actuarial loss reclassified to periodic cost	50	41	100	82
Transition obligation reclassified to periodic cost				2
Pension and non-pension postretirement benefit plans valuation adjustment	2	(3)	77	(11)
Deferred compensation unit valuation adjustment	10		10	
Change in unrealized (loss) gain on cash flow hedges	(65)	(156)	(123)	59
Change in unrealized income on equity investments	8	6	36	6
Change in unrealized loss on foreign currency translation	(5)	(2)	(6)	(2)
Change in unrealized loss on marketable securities		(1)	(1)	
<b>Other comprehensive income (loss)</b>		<b>(114)</b>	<b>94</b>	<b>137</b>

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<b>Comprehensive income</b>	\$ 497	\$ 175	\$ 592	\$ 627
<b>Average shares of common stock outstanding:</b>				
Basic	856	853	856	779
Diluted	860	856	859	781
<b>Earnings per average common share:</b>				
Basic	\$ 0.57	\$ 0.34	\$ 0.57	\$ 0.62
Diluted	\$ 0.57	\$ 0.33	\$ 0.57	\$ 0.62
<b>Dividends per common share</b>	\$ 0.31	\$ 0.53	\$ 0.84	\$ 1.05

See the Combined Notes to Consolidated Financial Statements

**Table of Contents****EXELON CORPORATION AND SUBSIDIARY COMPANIES****CONSOLIDATED STATEMENTS OF CASH FLOWS****(Unaudited)**

<b>(In millions)</b>	<b>Six Months Ended June 30,</b>	
	<b>2013</b>	<b>2012</b>
<b>Cash flows from operating activities</b>		
Net income	\$ 498	\$ 490
Adjustments to reconcile net income to net cash flows provided by operating activities:		
Depreciation, amortization, depletion and accretion, including nuclear fuel and energy contract amortization	1,972	1,895
Deferred income taxes and amortization of investment tax credits	(468)	227
Net fair value changes related to derivatives	(28)	(323)
Net realized and unrealized gains on nuclear decommissioning trust fund investments	(27)	(70)
Other non-cash operating activities	576	959
Changes in assets and liabilities:		
Accounts receivable	131	414
Inventories	(18)	45
Accounts payable, accrued expenses and other current liabilities	(583)	(1,063)
Option premiums paid, net	(10)	(108)
Counterparty collateral (posted) received, net	(259)	451
Income taxes	705	259
Pension and non-pension postretirement benefit contributions	(284)	(90)
Other assets and liabilities	133	(373)
Net cash flows provided by operating activities	2,338	2,713
<b>Cash flows from investing activities</b>		
Capital expenditures	(2,518)	(2,800)
Proceeds from nuclear decommissioning trust fund sales	1,448	5,371
Investment in nuclear decommissioning trust funds	(1,565)	(5,483)
Cash and restricted cash acquired from Constellation		964
Proceeds from sales of investments	4	12
Purchases of investments	(3)	(5)
Change in restricted cash	22	(15)
Other investing activities	63	(12)
Net cash flows used in investing activities	(2,549)	(1,968)
<b>Cash flows from financing activities</b>		
Changes in short-term debt	662	179
Issuance of long-term debt	509	850
Retirement of long-term debt	(616)	(649)
Redemption of preferred securities	(93)	
Dividends paid on common stock	(716)	(773)
Dividends paid to former Constellation shareholders		(51)
Proceeds from employee stock plans	32	42
Other financing activities	(62)	(10)
Net cash flows used in financing activities	(284)	(412)
<b>(Decrease) increase in cash and cash equivalents</b>	<b>(495)</b>	<b>333</b>



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<b>Cash and cash equivalents at beginning of period</b>	1,486	1,016
<b>Cash and cash equivalents at end of period</b>	\$ 991	\$ 1,349

See the Combined Notes to Consolidated Financial Statements

**Table of Contents****EXELON CORPORATION AND SUBSIDIARY COMPANIES****CONSOLIDATED BALANCE SHEETS**

(In millions)	June 30, 2013 (Unaudited)	December 31, 2012
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 956	\$ 1,411
Cash and cash equivalents of variable interest entities	35	75
Restricted cash and investments	61	86
Restricted cash and investments of variable interest entities	53	47
Accounts receivable, net		
Customer (\$286 and \$289 gross accounts receivable pledged as collateral as of June 30, 2013 and December 31, 2012, respectively)	2,609	2,795
Other	1,224	1,141
Accounts receivable, net, variable interest entities	252	292
Mark-to-market derivative assets	845	938
Unamortized energy contract assets	573	886
Inventories, net		
Fossil fuel	214	246
Materials and supplies	805	768
Deferred income taxes	288	131
Regulatory assets	804	764
Other	690	560
<b>Total current assets</b>	<b>9,409</b>	<b>10,140</b>
<b>Property, plant and equipment, net</b>	<b>45,994</b>	<b>45,186</b>
<b>Deferred debits and other assets</b>		
Regulatory assets	6,519	6,497
Nuclear decommissioning trust funds	7,463	7,248
Investments	1,171	1,184
Investments in affiliates	22	22
Investment in CENG	1,876	1,849
Goodwill	2,625	2,625
Mark-to-market derivative assets	772	937
Unamortized energy contracts assets	856	1,073
Pledged assets for Zion Station decommissioning	538	614
Other	1,175	1,186
<b>Total deferred debits and other assets</b>	<b>23,017</b>	<b>23,235</b>
<b>Total assets</b>	<b>\$ 78,420</b>	<b>\$ 78,561</b>

See the Combined Notes to Consolidated Financial Statements

**Table of Contents****EXELON CORPORATION AND SUBSIDIARY COMPANIES****CONSOLIDATED BALANCE SHEETS**

(In millions)	June 30, 2013 (Unaudited)	December 31, 2012
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current liabilities</b>		
Short-term borrowings	\$ 662	\$
Short-term notes payable – accounts receivable agreement	210	210
Long-term debt due within one year	1,944	975
Long-term debt due within one year of variable interest entities	87	72
Accounts payable	2,210	2,446
Accounts payable of variable interest entities	147	202
Accrued expenses	1,382	1,800
Deferred income taxes	45	58
Regulatory liabilities	357	368
Mark-to-market derivative liabilities	147	352
Unamortized energy contract liabilities	360	455
Other	823	853
<b>Total current liabilities</b>	<b>8,374</b>	<b>7,791</b>
<b>Long-term debt</b>	<b>16,121</b>	<b>17,190</b>
<b>Long-term debt to financing trusts</b>	<b>648</b>	<b>648</b>
<b>Long-term debt of variable interest entities</b>	<b>449</b>	<b>508</b>
<b>Deferred credits and other liabilities</b>		
Deferred income taxes and unamortized investment tax credits	11,519	11,551
Asset retirement obligations	5,202	5,074
Pension obligations	3,164	3,428
Non-pension postretirement benefit obligations	2,706	2,662
Spent nuclear fuel obligation	1,020	1,020
Regulatory liabilities	4,044	3,981
Mark-to-market derivative liabilities	178	281
Unamortized energy contract liabilities	399	528
Payable for Zion Station decommissioning	373	432
Other	2,635	1,650
<b>Total deferred credits and other liabilities</b>	<b>31,240</b>	<b>30,607</b>
<b>Total liabilities</b>	<b>56,832</b>	<b>56,744</b>
<b>Commitments and contingencies</b>		
<b>Preferred securities of subsidiary</b>		87
<b>Shareholders' equity</b>		
Common stock (No par value, 2,000 shares authorized, 857 shares and 855 shares outstanding at June 30, 2013 and December 31, 2012, respectively)	16,693	16,632
Treasury stock, at cost (35 shares at June 30, 2013 and December 31, 2012, respectively)	(2,327)	(2,327)
Retained earnings	9,660	9,893
Accumulated other comprehensive loss, net	(2,673)	(2,767)
<b>Total shareholders' equity</b>	<b>21,353</b>	<b>21,431</b>
BGE preference stock not subject to mandatory redemption	193	193

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Noncontrolling interest	42	106
Total equity	21,588	21,730
<b>Total liabilities and shareholders' equity</b>	<b>\$ 78,420</b>	<b>\$ 78,561</b>

See the Combined Notes to Consolidated Financial Statements

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**EXELON CORPORATION AND SUBSIDIARY COMPANIES**  
**CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY**

(Unaudited)

(In millions, shares in thousands)	Issued Shares	Common Stock	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Loss, net	Non-controlling Interest	Preferred and Preference Stock	Total Equity
<b>Balance, December 31, 2012</b>	889,525	\$ 16,632	\$ (2,327)	\$ 9,893	\$ (2,767)	\$ 106	\$ 193	\$ 21,730
Net income (loss)				486		(1)	13	498
Long-term incentive plan activity	1,782	61						61
Common stock dividends				(719)				(719)
Consolidated VIE dividend to non-controlling interest						(63)		(63)
Redemption of preferred securities							(6)	(6)
Preferred and preference stock dividends							(7)	(7)
Other comprehensive income net of income taxes of \$(67)					94			94
<b>Balance, June 30, 2013</b>	891,307	\$ 16,693	\$ (2,327)	\$ 9,660	\$ (2,673)	\$ 42	\$ 193	\$ 21,588

See the Combined Notes to Consolidated Financial Statements

**Table of Contents****EXELON GENERATION COMPANY, LLC AND SUBSIDIARY COMPANIES****CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME****(Unaudited)**

(In millions)	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
<b>Operating revenues</b>				
Operating revenues	\$ 3,718	\$ 3,345	\$ 6,859	\$ 5,718
Operating revenues from affiliates	352	420	744	790
Total operating revenues	4,070	3,765	7,603	6,508
<b>Operating expenses</b>				
Purchased power and fuel	1,946	1,852	4,114	2,896
Operating and maintenance	1,041	990	2,007	2,029
Operating and maintenance from affiliates	148	188	295	327
Depreciation and amortization	210	204	424	357
Taxes other than income	101	90	194	164
Total operating expenses	3,446	3,324	7,034	5,773
<b>Equity in loss of unconsolidated affiliates</b>	(21)	(57)	(30)	(79)
<b>Operating income</b>	603	384	539	656
<b>Other income and (deductions)</b>				
Interest expense	(93)	(85)	(176)	(138)
Other, net	(33)	(76)	95	103
Total other income and (deductions)	(126)	(161)	(81)	(35)
<b>Income before income taxes</b>	477	223	458	621
<b>Income taxes</b>	149	58	148	289
<b>Net income</b>	328	165	310	332
<b>Net loss attributable to noncontrolling interests</b>	(2)	(1)	(1)	(2)
<b>Net income attributable to membership interest</b>	330	166	311	334
<b>Comprehensive income (loss), net of income taxes</b>				
Net income	328	165	310	332
<b>Other comprehensive (loss) income, net of income taxes</b>				
Change in unrealized loss on cash flow hedges	(137)	(266)	(267)	(14)
Change in unrealized income on equity investments	8	6	36	6
Change in unrealized loss on foreign currency translation	(5)	(2)	(6)	(2)
Change in unrealized loss on marketable securities		(1)	(1)	(1)
Other comprehensive loss	(134)	(263)	(238)	(11)
<b>Comprehensive income (loss)</b>	\$ 194	\$ (98)	\$ 72	\$ 321

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See the Combined Notes to Consolidated Financial Statements

**Table of Contents****EXELON GENERATION COMPANY, LLC AND SUBSIDIARY COMPANIES****CONSOLIDATED STATEMENTS OF CASH FLOWS****(Unaudited)**

<b>(In millions)</b>	<b>Six Months Ended</b>	
	<b>2013</b>	<b>June 30, 2012</b>
<b>Cash flows from operating activities</b>		
Net income	\$ 310	\$ 332
Adjustments to reconcile net income to net cash flows provided by operating activities:		
Depreciation, amortization, depletion and accretion, including nuclear fuel and energy contract amortization	1,358	1,423
Deferred income taxes and amortization of investment tax credits	(44)	168
Net fair value changes related to derivatives	(21)	(307)
Net realized and unrealized gains on nuclear decommissioning trust fund investments	(27)	(70)
Other non-cash operating activities	315	318
Changes in assets and liabilities:		
Accounts receivable	88	306
Receivables from and payables to affiliates, net	(29)	(42)
Inventories	(38)	30
Accounts payable, accrued expenses and other current liabilities	(426)	(732)
Option premiums paid, net	(10)	(108)
Counterparty collateral (paid) received, net	(303)	443
Income taxes	265	314
Pension and non-pension postretirement benefit contributions	(120)	(35)
Other assets and liabilities	(168)	(174)
<b>Net cash flows provided by operating activities</b>	<b>1,150</b>	<b>1,866</b>
<b>Cash flows from investing activities</b>		
Capital expenditures	(1,277)	(1,820)
Proceeds from nuclear decommissioning trust fund sales	1,448	5,371
Investment in nuclear decommissioning trust funds	(1,565)	(5,483)
Change in restricted cash	(11)	6
Cash acquired from Constellation		708
Other investing activities	27	(66)
<b>Net cash flows used in investing activities</b>	<b>(1,378)</b>	<b>(1,284)</b>
<b>Cash flows from financing activities</b>		
Issuance of long-term debt	209	850
Retirement of long-term debt	(458)	(56)
Change in short-term debt	288	(42)
Changes in Exelon intercompany money pool borrowings	263	
Distribution to member	(474)	(891)
Other financing activities	(49)	(9)
<b>Net cash flows used in financing activities</b>	<b>(221)</b>	<b>(148)</b>
<b>(Decrease) increase in cash and cash equivalents</b>	<b>(449)</b>	<b>434</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>671</b>	<b>496</b>



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**Cash and cash equivalents at end of period**

\$ 222

\$ 930

See the Combined Notes to Consolidated Financial Statements

**Table of Contents****EXELON GENERATION COMPANY, LLC AND SUBSIDIARY COMPANIES****CONSOLIDATED BALANCE SHEETS**

(In millions)	June 30, 2013 (Unaudited)	December 31, 2012
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 187	\$ 596
Cash and cash equivalents of variable interest entities	35	75
Restricted cash and cash equivalents of variable interest entities	27	16
Accounts receivable, net		
Customer	1,464	1,482
Other	347	472
Accounts receivable, net, variable interest entities	242	292
Mark-to-market derivative assets	845	938
Mark-to-market derivative assets with affiliates		226
Receivables from affiliates	123	141
Unamortized energy contract assets	573	886
Inventories, net		
Fossil fuel	133	130
Materials and supplies	648	626
Deferred income taxes	195	
Other	488	331
<b>Total current assets</b>	<b>5,307</b>	<b>6,211</b>
Property, plant and equipment, net	19,678	19,531
Deferred debits and other assets		
Nuclear decommissioning trust funds	7,463	7,248
Investments	409	420
Investment in CENG	1,876	1,849
Mark-to-market derivative assets	740	924
Prepaid pension asset	1,982	1,975
Pledged assets for Zion Station decommissioning	538	614
Unamortized energy contract assets	856	1,073
Other	829	836
<b>Total deferred debits and other assets</b>	<b>14,693</b>	<b>14,939</b>
<b>Total assets</b>	<b>\$ 39,678</b>	<b>\$ 40,681</b>

See the Combined Notes to Consolidated Financial Statements

**Table of Contents****EXELON GENERATION COMPANY, LLC AND SUBSIDIARY COMPANIES****CONSOLIDATED BALANCE SHEETS**

(In millions)	June 30, 2013 (Unaudited)	December 31, 2012
<b>LIABILITIES AND EQUITY</b>		
<b>Current liabilities</b>		
Short-term borrowings	\$ 288	\$
Long-term debt due within one year	500	24
Long-term debt due within one year of variable interest entities	8	4
Accounts payable	1,134	1,346
Accounts payable of variable interest entities	147	202
Accrued expenses	812	1,116
Payables to affiliates	148	193
Borrowings from Exelon intercompany money pool	263	
Deferred income taxes	35	128
Mark-to-market derivative liabilities	131	334
Unamortized energy contract liabilities	315	378
Other	321	372
<b>Total current liabilities</b>	<b>4,102</b>	<b>4,097</b>
<b>Long-term debt</b>	<b>4,975</b>	<b>5,245</b>
<b>Long-term debt to affiliate</b>	<b>1,534</b>	<b>2,007</b>
<b>Long-term debt of variable interest entities</b>	<b>196</b>	<b>203</b>
<b>Deferred credits and other liabilities</b>		
Deferred income taxes and unamortized investment tax credits	5,647	5,398
Asset retirement obligations	5,065	4,938
Non-pension postretirement benefit obligations	814	755
Spent nuclear fuel obligation	1,020	1,020
Payables to affiliates	2,433	2,397
Mark-to-market derivative liabilities	109	232
Unamortized energy contract liabilities	393	516
Payable for Zion Station decommissioning	373	432
Other	820	776
<b>Total deferred credits and other liabilities</b>	<b>16,674</b>	<b>16,464</b>
<b>Total liabilities</b>	<b>27,481</b>	<b>28,016</b>
<b>Commitments and contingencies</b>		
<b>Equity</b>		
<b>Member's equity</b>		
Membership interest	8,873	8,876
Undistributed earnings	3,005	3,168
Accumulated other comprehensive income, net	275	513
<b>Total member s equity</b>	<b>12,153</b>	<b>12,557</b>
Noncontrolling interest	44	108
<b>Total equity</b>	<b>12,197</b>	<b>12,665</b>

**Total liabilities and equity**

\$ 39,678

\$ 40,681

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## EXELON GENERATION COMPANY, LLC AND SUBSIDIARY COMPANIES

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(Unaudited)

(In millions)	Member's Equity			Noncontrolling Interest	Total Equity
	Membership Interest	Undistributed Earnings	Accumulated Other Comprehensive Income, net		
<b>Balance, December 31, 2012</b>	\$ 8,876	\$ 3,168	\$ 513	\$ 108	\$ 12,665
Net income (loss)		311		(1)	310
Noncontrolling interest acquired	(3)				(3)
Distribution to member		(474)			(474)
Consolidated VIE dividend to non-controlling interest				(63)	(63)
Other comprehensive loss, net of income taxes of \$152			(238)		(238)
<b>Balance, June 30, 2013</b>	\$ 8,873	\$ 3,005	\$ 275	\$ 44	\$ 12,197

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**COMMONWEALTH EDISON COMPANY AND SUBSIDIARY COMPANIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME**

(Unaudited)

(In millions)	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
<b>Operating revenues</b>				
Operating revenues	\$ 1,080	\$ 1,280	\$ 2,238	\$ 2,669
Operating revenues from affiliates		1	1	1
Total operating revenues	1,080	1,281	2,239	2,670
<b>Operating expenses</b>				
Purchased power	127	384	364	757
Purchased power from affiliate	121	203	266	451
Operating and maintenance	319	293	611	569
Operating and maintenance from affiliate	40	38	76	81
Depreciation and amortization	170	152	337	300
Taxes other than income	71	69	145	144
Total operating expenses	848	1,139	1,799	2,302
<b>Operating income</b>	232	142	440	368
<b>Other income and (deductions)</b>				
Interest expense	(72)	(71)	(422)	(150)
Interest expense to affiliates, net	(4)	(3)	(7)	(6)
Other, net	6	3	11	7
Total other income and (deductions)	(70)	(71)	(418)	(149)
<b>Income before income taxes</b>	162	71	22	219
<b>Income taxes</b>	66	29	8	90
<b>Net income</b>	96	42	14	129
<b>Other comprehensive income, net of income taxes</b>				
Change in unrealized gain on marketable securities				1
Other comprehensive income				1
<b>Comprehensive income</b>	\$ 96	\$ 42	\$ 14	\$ 130

See the Combined Notes to Consolidated Financial Statements

**Table of Contents****COMMONWEALTH EDISON COMPANY AND SUBSIDIARY COMPANIES****CONSOLIDATED STATEMENTS OF CASH FLOWS****(Unaudited)**

<b>(In millions)</b>	<b>Six Months Ended June 30,</b>	
	<b>2013</b>	<b>2012</b>
<b>Cash flows from operating activities</b>		
Net income	\$ 14	\$ 129
Adjustments to reconcile net income to net cash flows provided by operating activities:		
Depreciation, amortization and accretion	337	300
Deferred income taxes and amortization of investment tax credits	(226)	116
Other non-cash operating activities	39	241
Changes in assets and liabilities:		
Accounts receivable	18	(26)
Receivables from and payables to affiliates, net	(26)	(18)
Inventories	(11)	(7)
Accounts payable, accrued expenses and other current liabilities	20	(54)
Counterparty collateral received, net	45	8
Income taxes	240	149
Pension and non-pension postretirement benefit contributions	(119)	(12)
Other assets and liabilities	172	(104)
Net cash flows provided by operating activities	503	722
<b>Cash flows from investing activities</b>		
Capital expenditures	(711)	(585)
Proceeds from sales of investments	4	12
Purchases of investments	(3)	(5)
Change in restricted cash	(3)	
Other investing activities	20	11
Net cash flows used in investing activities	(693)	(567)
<b>Cash flows from financing activities</b>		
Changes in short-term debt	374	178
Retirement of long-term debt	(125)	(450)
Dividends paid on common stock	(110)	(85)
Other financing activities		(3)
Net cash flows provided by (used in) financing activities	139	(360)
<b>Decrease in cash and cash equivalents</b>	<b>(51)</b>	<b>(205)</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>144</b>	<b>234</b>
<b>Cash and cash equivalents at end of period</b>	<b>\$ 93</b>	<b>\$ 29</b>

See the Combined Notes to Consolidated Financial Statements

**Table of Contents****COMMONWEALTH EDISON COMPANY AND SUBSIDIARY COMPANIES****CONSOLIDATED BALANCE SHEETS**

(In millions)	June 30, 2013 (Unaudited)	December 31, 2012
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 93	\$ 144
Restricted cash	3	
Accounts receivable, net		
Customer	455	539
Other	518	452
Inventories, net	102	91
Deferred income taxes	32	83
Counterparty collateral deposited	8	53
Regulatory assets	274	388
Other	26	25
<b>Total current assets</b>	<b>1,511</b>	<b>1,775</b>
<b>Property, plant and equipment, net</b>	<b>14,233</b>	<b>13,826</b>
<b>Deferred debits and other assets</b>		
Regulatory assets	732	666
Investments	6	8
Investments in affiliates	6	6
Goodwill	2,625	2,625
Receivables from affiliates	2,244	2,039
Prepaid pension asset	1,680	1,661
Other	312	299
<b>Total deferred debits and other assets</b>	<b>7,605</b>	<b>7,304</b>
<b>Total assets</b>	<b>\$ 23,349</b>	<b>\$ 22,905</b>

See the Combined Notes to Consolidated Financial Statements



**Table of Contents****COMMONWEALTH EDISON COMPANY AND SUBSIDIARY COMPANIES****CONSOLIDATED BALANCE SHEETS**

(In millions)	June 30, 2013 (Unaudited)	December 31, 2012
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current liabilities</b>		
Short-term borrowings	\$ 374	\$
Long-term debt due within one year	744	252
Accounts payable	432	379
Accrued expenses	253	295
Payables to affiliates	70	97
Customer deposits	135	136
Regulatory liabilities	151	170
Mark-to-market derivative liability	16	18
Mark-to-market derivative liability with affiliate		226
Other	81	82
<b>Total current liabilities</b>	<b>2,256</b>	<b>1,655</b>
<b>Long-term debt</b>	<b>4,707</b>	<b>5,315</b>
<b>Long-term debt to financing trust</b>	<b>206</b>	<b>206</b>
<b>Deferred credits and other liabilities</b>		
Deferred income taxes and unamortized investment tax credits	3,997	4,272
Asset retirement obligations	100	99
Non-pension postretirement benefits obligations	327	273
Regulatory liabilities	3,276	3,229
Mark-to-market derivative liability	69	49
Other	1,010	484
<b>Total deferred credits and other liabilities</b>	<b>8,779</b>	<b>8,406</b>
<b>Total liabilities</b>	<b>15,948</b>	<b>15,582</b>
<b>Commitments and contingencies</b>		
<b>Shareholders' equity</b>		
Common stock	1,588	1,588
Other paid-in capital	5,188	5,014
Retained earnings	625	721
<b>Total shareholders' equity</b>	<b>7,401</b>	<b>7,323</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 23,349</b>	<b>\$ 22,905</b>

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**COMMONWEALTH EDISON COMPANY AND SUBSIDIARY COMPANIES**  
**CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY**

(Unaudited)

(In millions)	Common Stock	Other Paid-In Capital	Retained Deficit Unappropriated	Retained Earnings Appropriated	Accumulated Other Comprehensive Income, net	Total Shareholders Equity
<b>Balance, December 31, 2012</b>	\$ 1,588	\$ 5,014	\$ (1,639)	\$ 2,360	\$	\$ 7,323
Net income			14			14
Appropriation of retained earnings for future dividends			(14)	14		
Common stock dividends				(110)		(110)
Parent tax matter indemnification		174				174
<b>Balance, June 30, 2013</b>	\$ 1,588	\$ 5,188	\$ (1,639)	\$ 2,264	\$	\$ 7,401

See the Combined Notes to Consolidated Financial Statements

**Table of Contents****PECO ENERGY COMPANY AND SUBSIDIARY COMPANIES****CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME****(Unaudited)**

(In millions)	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
<b>Operating revenues</b>				
Operating revenues	\$ 672	\$ 714	\$ 1,567	\$ 1,588
Operating revenues from affiliates		1		2
Total operating revenues	672	715	1,567	1,590
<b>Operating expenses</b>				
Purchased power and fuel	161	171	426	472
Purchased power from affiliate	97	125	238	235
Operating and maintenance	155	146	319	318
Operating and maintenance from affiliates	26	26	50	57
Depreciation and amortization	56	54	113	107
Taxes other than income	39	42	80	74
Total operating expenses	534	564	1,226	1,263
<b>Operating income</b>	138	151	341	327
<b>Other income and (deductions)</b>				
Interest expense	(25)	(28)	(51)	(56)
Interest expense to affiliates, net	(3)	(3)	(6)	(6)
Other, net		2	3	5
Total other income and (deductions)	(28)	(29)	(54)	(57)
<b>Income before income taxes</b>	110	122	287	270
<b>Income taxes</b>	32	42	87	93
<b>Net income</b>	78	80	200	177
<b>Preferred security dividends and redemption</b>	6	1	7	2
<b>Net income attributable to common shareholder</b>	72	79	193	175
<b>Comprehensive income, net of income taxes</b>				
Net income	78	80	200	177
<b>Other comprehensive income, net of income taxes</b>				
Change in unrealized gains on marketable securities				1
Other comprehensive income				1
<b>Comprehensive income</b>	\$ 78	\$ 80	\$ 200	\$ 178

See the Combined Notes to Consolidated Financial Statements



**Table of Contents****PECO ENERGY COMPANY AND SUBSIDIARY COMPANIES****CONSOLIDATED STATEMENTS OF CASH FLOWS****(Unaudited)**

<b>(In millions)</b>	<b>Six Months Ended June 30,</b>	
	<b>2013</b>	<b>2012</b>
<b>Cash flows from operating activities</b>		
Net income	\$ 200	\$ 177
Adjustments to reconcile net income to net cash flows provided by operating activities:		
Depreciation, amortization and accretion	113	107
Deferred income taxes and amortization of investment tax credits	25	19
Other non-cash operating activities	50	66
Changes in assets and liabilities:		
Accounts receivable	55	62
Receivables from and payables to affiliates, net	(18)	9
Inventories	27	26
Accounts payable, accrued expenses and other current liabilities	35	(83)
Income taxes	39	121
Pension and non-pension postretirement benefit contributions	(10)	(8)
Other assets and liabilities	(49)	(87)
<b>Net cash flows provided by operating activities</b>	<b>467</b>	<b>409</b>
<b>Cash flows from investing activities</b>		
Capital expenditures	(254)	(179)
Changes in intercompany money pool	(263)	18
Change in restricted cash	(1)	(3)
Other investing activities	4	7
<b>Net cash flows used in investing activities</b>	<b>(514)</b>	<b>(157)</b>
<b>Cash flows from financing activities</b>		
Dividends paid on common stock	(166)	(172)
Dividends paid on preferred securities	(1)	(2)
Redemption of preferred securities	(93)	
Other financing activities	1	
<b>Net cash flows used in financing activities</b>	<b>(259)</b>	<b>(174)</b>
<b>Increase (decrease) in cash and cash equivalents</b>	<b>(306)</b>	<b>78</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>362</b>	<b>194</b>
<b>Cash and cash equivalents at end of period</b>	<b>\$ 56</b>	<b>\$ 272</b>

See the Combined Notes to Consolidated Financial Statements

**Table of Contents****PECO ENERGY COMPANY AND SUBSIDIARY COMPANIES****CONSOLIDATED BALANCE SHEETS**

(In millions)	June 30, 2013 (Unaudited)	December 31, 2012
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 56	\$ 362
Restricted cash and cash equivalents	1	
Accounts receivable, net (\$286 and \$289 gross accounts receivable pledged as collateral as of June 30, 2013 and December 31, 2012, respectively)		
Customer	286	364
Other	141	161
Inventories, net		
Fossil fuel	36	65
Materials and supplies	20	19
Deferred income taxes	42	40
Receivable from Exelon intercompany money pool	263	
Prepaid utility taxes	71	21
Regulatory assets	35	32
Other	43	30
Total current assets	994	1,094
<b>Property, plant and equipment, net</b>	<b>6,207</b>	<b>6,078</b>
<b>Deferred debits and other assets</b>		
Regulatory assets	1,400	1,378
Investments	23	22
Investments in affiliates	8	8
Receivable from affiliates	366	360
Prepaid pension asset	373	373
Other	36	40
Total deferred debits and other assets	2,206	2,181
<b>Total assets</b>	<b>\$ 9,407</b>	<b>\$ 9,353</b>

See the Combined Notes to Consolidated Financial Statements

**Table of Contents****PECO ENERGY COMPANY AND SUBSIDIARY COMPANIES****CONSOLIDATED BALANCE SHEETS**

(In millions)	June 30, 2013 (Unaudited)	December 31, 2012
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
<b>Current liabilities</b>		
Short-term notes payable accounts receivable agreement	\$ 210	\$ 210
Long-term debt due within one year	300	300
Accounts payable	264	244
Accrued expenses	107	82
Payables to affiliates	60	76
Customer deposits	48	51
Regulatory liabilities	166	169
Other	34	26
<b>Total current liabilities</b>	<b>1,189</b>	<b>1,158</b>
<b>Long-term debt</b>	<b>1,648</b>	<b>1,647</b>
<b>Long-term debt to financing trusts</b>	<b>184</b>	<b>184</b>
<b>Deferred credits and other liabilities</b>		
Deferred income taxes and unamortized investment tax credits	2,397	2,331
Asset retirement obligations	30	29
Non-pension postretirement benefits obligations	295	284
Regulatory liabilities	547	538
Other	108	113
<b>Total deferred credits and other liabilities</b>	<b>3,377</b>	<b>3,295</b>
<b>Total liabilities</b>	<b>6,398</b>	<b>6,284</b>
<b>Commitments and contingencies</b>		
<b>Preferred securities</b>		87
<b>Shareholder's equity</b>		
Common stock	2,388	2,388
Retained earnings	620	593
Accumulated other comprehensive income, net	1	1
<b>Total shareholder s equity</b>	<b>3,009</b>	<b>2,982</b>
<b>Total liabilities and shareholders equity</b>	<b>\$ 9,407</b>	<b>\$ 9,353</b>

See the Combined Notes to Consolidated Financial Statements

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**PECO ENERGY COMPANY AND SUBSIDIARY COMPANIES**  
**CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS EQUITY**

(Unaudited)

(In millions)	Common Stock	Retained Earnings	Accumulated Other Comprehensive Income, net	Total Shareholders Equity
<b>Balance, December 31, 2012</b>	\$ 2,388	\$ 593	\$ 1	\$ 2,982
Net income		200		200
Common stock dividends		(166)		(166)
Preferred security dividends		(1)		(1)
Redemption of preferred securities		(6)		(6)
<b>Balance, June 30, 2013</b>	\$ 2,388	\$ 620	\$ 1	\$ 3,009

See the Combined Notes to Consolidated Financial Statements



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**BALTIMORE GAS AND ELECTRIC COMPANY AND SUBSIDIARY COMPANIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME**

(Unaudited)

(In millions)	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
<b>Operating revenues</b>				
Operating revenues	\$ 649	\$ 614	\$ 1,525	\$ 1,307
Operating revenues from affiliates	4	2	8	5
Total operating revenues	653	616	1,533	1,312
<b>Operating expenses</b>				
Purchased power and fuel	189	201	501	494
Purchased power from affiliate	99	84	212	176
Operating and maintenance	139	136	266	297
Operating and maintenance from affiliates	21	25	37	59
Depreciation and amortization	82	71	175	150
Taxes other than income	54	47	109	95
Total operating expenses	584	564	1,300	1,271
<b>Operating income</b>	69	52	233	41
<b>Other income and (deductions)</b>				
Interest expense	(32)	(34)	(66)	(75)
Other, net	4	7	9	13
Total other income and (deductions)	(28)	(27)	(57)	(62)
<b>Income (loss) before income taxes</b>	41	25	176	(21)
<b>Income taxes</b>	16	9	70	(7)
<b>Net income (loss)</b>	25	16	106	(14)
<b>Preference stock dividends</b>	3	3	6	6
<b>Net income (loss) attributable to common shareholder</b>	\$ 22	\$ 13	\$ 100	\$ (20)
<b>Comprehensive income (loss)</b>	\$ 25	\$ 16	\$ 106	\$ (14)

See the Combined Notes to Consolidated Financial Statements

**Table of Contents****BALTIMORE GAS AND ELECTRIC COMPANY AND SUBSIDIARY COMPANIES****CONSOLIDATED STATEMENTS OF CASH FLOWS****(Unaudited)**

<b>(In millions)</b>	<b>Six Months Ended June 30,</b>	
	<b>2013</b>	<b>2012</b>
<b>Cash flows from operating activities</b>		
Net (loss) income	\$ 106	\$ (14)
Adjustments to reconcile net income (loss) to net cash flows provided by operating activities:		
Depreciation, amortization and accretion	175	150
Deferred income taxes and amortization of investment tax credits	98	91
Other non-cash operating activities	61	100
Changes in assets and liabilities:		
Accounts receivable	(58)	76
Receivables from and payables to affiliates, net	(11)	(3)
Inventories	4	37
Accounts payable, accrued expenses and other current liabilities	(28)	(71)
Income taxes	(33)	(48)
Pension and non-pension postretirement benefit contributions	(11)	(8)
Other assets and liabilities	63	43
<b>Net cash flows provided by operating activities</b>	<b>366</b>	<b>353</b>
<b>Cash flows from investing activities</b>		
Capital expenditures	(264)	(266)
Change in restricted cash	3	8
Other investing activities	4	(10)
<b>Net cash flows used in investing activities</b>	<b>(257)</b>	<b>(268)</b>
<b>Cash flows from financing activities</b>		
Issuance of long-term debt	300	
Repayment of long-term debt	(33)	(141)
Dividends paid on preference stock	(6)	(6)
Contributions from parent		66
Other financing activities	(2)	
<b>Net cash flows provided by (used in) financing activities</b>	<b>259</b>	<b>(81)</b>
<b>Increase in cash and cash equivalents</b>	<b>368</b>	<b>4</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>89</b>	<b>49</b>
<b>Cash and cash equivalents at end of period</b>	<b>\$ 457</b>	<b>\$ 53</b>

See the Combined Notes to Consolidated Financial Statements

**Table of Contents****BALTIMORE GAS AND ELECTRIC COMPANY AND SUBSIDIARY COMPANIES****CONSOLIDATED BALANCE SHEETS**

(In millions)	June 30, 2013 (Unaudited)	December 31, 2012
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 457	\$ 89
Restricted cash and cash equivalents of variable interest entity	27	30
Accounts receivable, net		
Customer	415	409
Other	145	111
Income taxes receivable	30	3
Inventories, net		
Gas held in storage	44	51
Materials and supplies	34	31
Deferred income taxes	13	1
Prepaid utility taxes	1	57
Regulatory assets	142	190
Other	6	8
Total current assets	1,314	980
<b>Property, plant and equipment, net</b>	<b>5,637</b>	<b>5,498</b>
<b>Deferred debits and other assets</b>		
Regulatory assets	536	522
Investments	5	5
Investments in affiliates	8	8
Prepaid pension asset	445	467
Other	23	26
Total deferred debits and other assets	1,017	1,028
<b>Total assets</b>	<b>\$ 7,968</b>	<b>\$ 7,506</b>

See the Combined Notes to Consolidated Financial Statements

**Table of Contents****BALTIMORE GAS AND ELECTRIC COMPANY AND SUBSIDIARY COMPANIES****CONSOLIDATED BALANCE SHEETS**

(In millions)	June 30, 2013 (Unaudited)	December 31, 2012
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
<b>Current liabilities</b>		
Long-term debt due within one year	\$ 400	\$ 400
Long-term debt of variable interest entity due within one year	68	67
Accounts payable	138	195
Accrued expenses	105	106
Deferred income taxes	9	
Payables to affiliates	59	65
Customer deposits	69	71
Regulatory liabilities	40	29
Other	60	47
Total current liabilities	948	980
<b>Long-term debt</b>		
Long-term debt to financing trust	1,746	1,446
Long-term debt of variable interest entity	258	258
Deferred credits and other liabilities	230	265
Deferred income taxes and unamortized investment tax credits	1,761	1,658
Asset retirement obligations	7	8
Non-pension postretirement benefits obligations	223	229
Regulatory liabilities	221	214
Other	116	90
Total deferred credits and other liabilities	2,328	2,199
Total liabilities	5,510	5,148
<b>Commitments and contingencies</b>		
<b>Shareholders equity</b>		
Common stock	1,360	1,360
Retained earnings	908	808
Total shareholder s equity	2,268	2,168
Preference stock not subject to mandatory redemption	190	190
Total equity	2,458	2,358
<b>Total liabilities and shareholders equity</b>	<b>\$ 7,968</b>	<b>\$ 7,506</b>

See the Combined Notes to Consolidated Financial Statements

**Table of Contents****BALTIMORE GAS AND ELECTRIC COMPANY AND SUBSIDIARY COMPANIES****CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY****(Unaudited)**

(In millions)	Common Stock	Retained Earnings	Total Shareholders Equity	Preference stock not subject to mandatory redemption	Total Equity
<b>Balance, December 31, 2012</b>	\$ 1,360	\$ 808	\$ 2,168	\$ 190	\$ 2,358
Net income		106	106		106
Preference stock dividends		(6)	(6)		(6)
<b>Balance, June 30, 2013</b>	\$ 1,360	\$ 908	\$ 2,268	\$ 190	\$ 2,458

See the Combined Notes to Consolidated Financial Statements

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**COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(Dollars in millions, except per share data, unless otherwise noted)**

**1. Basis of Presentation (Exelon, Generation, ComEd, PECO and BGE)**

Exelon is a utility services holding company engaged through its principal subsidiaries in the energy generation and energy distribution businesses. Prior to March 12, 2012, Exelon's principal, wholly owned subsidiaries included ComEd, PECO and Generation. On March 12, 2012, Constellation merged into Exelon with Exelon continuing as the surviving corporation pursuant to the transactions contemplated by the Agreement and Plan of Merger (the "Merger Agreement"). As a result of the merger transaction, Generation now includes the former Constellation generation and customer supply operations. BGE, formerly Constellation's regulated utility subsidiary, is now a subsidiary of Exelon. Refer to Note 4 "Merger and Acquisitions" for further information regarding the merger transaction.

The energy generation business includes:

*Generation:* Physical delivery and marketing of owned and contracted electric generation capacity and provision of renewable and other energy-related products and services, and natural gas exploration and production activities. Generation has six reportable segments consisting of the Mid-Atlantic, Midwest, New England, New York, ERCOT and Other regions.

The energy delivery businesses include:

*ComEd:* Purchase and regulated retail sale of electricity and the provision of distribution and transmission services in northern Illinois, including the City of Chicago.

*PECO:* Purchase and regulated retail sale of electricity and the provision of distribution and transmission services in southeastern Pennsylvania, including the City of Philadelphia, and the purchase and regulated retail sale of natural gas and the provision of distribution services in the Pennsylvania counties surrounding the City of Philadelphia.

*BGE:* Purchase and regulated retail sale of electricity and the provision of distribution and transmission services in central Maryland, including the City of Baltimore, and the purchase and regulated retail sale of natural gas and the provision of distribution services in central Maryland, including the City of Baltimore.

For financial statement purposes, beginning on March 12, 2012, disclosures that solely relate to Constellation or BGE activities now also apply to Exelon, unless otherwise noted. When appropriate, Exelon, Generation, ComEd, PECO and BGE are named specifically for their related activities and disclosures.

Exelon did not apply push-down accounting to BGE. As a result, BGE continues to maintain its reporting requirements as an SEC registrant. The information disclosed for BGE represents the activity of the standalone entity for the three and six months ended June 30, 2013 and 2012 and the financial position as of June 30, 2013 and December 31, 2012. However, for Exelon's financial reporting, Exelon is reporting BGE activity for the three and six months ended June 30, 2013 and from March 12, 2012 through June 30, 2012 and the financial position as of June 30, 2013 and December 31, 2012.

Each of the Registrant's Consolidated Financial Statements includes the accounts of its subsidiaries. All intercompany transactions have been eliminated.

For the six months ended June 30, 2013, BGE recorded a \$2 million correcting adjustment to decrease amortization expense related to regulatory assets that was originally recorded during 2012. Exelon and BGE have concluded that this correcting adjustment is not material to their respective results of operations or cash flows for



**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

the six months ended June 30, 2013 or any prior period. Exelon and BGE do not expect this correcting adjustment to have a material impact on their respective results of operations or cash flows for the year ended December 31, 2013.

The accompanying consolidated financial statements as of June 30, 2013 and 2012 and for the three and six months then ended are unaudited but, in the opinion of the management of each Registrant include all adjustments that are considered necessary for a fair statement of the Registrants' respective financial statements in accordance with GAAP. All adjustments are of a normal, recurring nature, except as otherwise disclosed. The December 31, 2012 Consolidated Balance Sheets were obtained from audited financial statements. Certain prior year amounts in BGE's Consolidated Statements of Cash Flows, Exelon's, Generation's and BGE's Consolidated Statements of Operations and Comprehensive Income and in Exelon's, Generation's, ComEd's, and BGE's Consolidated Balance Sheets have been reclassified between line items for comparative purposes. The reclassifications did not materially affect any of the Registrants' net income or cash flows from operating activities. Financial results for interim periods are not necessarily indicative of results that may be expected for any other interim period or for fiscal year ended December 31, 2013. These Combined Notes to Consolidated Financial Statements have been prepared pursuant to the rules and regulations of the SEC for Quarterly Reports on Form 10-Q. Certain information and note disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. These notes should be read in conjunction with the Notes to Combined Consolidated Financial Statements of all Registrants included in ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA of their respective 2012 Form 10-K Reports.

**2. New Accounting Pronouncements (Exelon, Generation, ComEd, PECO and BGE)**

The following recently issued accounting standards were adopted by the Registrants during the period.

***Presentation of Unrecognized Tax Benefits When Net Operating Loss Carryforwards, Similar Tax Losses or Tax Credit Carryforwards Exist***

In July 2013, the FASB issued authoritative guidance requiring entities to present unrecognized tax benefits as a reduction to deferred tax assets for losses or other tax carryforwards that would be available to settle the uncertain tax positions at the reporting date. Currently, the Registrants present their unrecognized tax benefits as liabilities on a gross basis unless an unrecognized tax benefit is directly associated with a tax position taken in a tax year that results in the recognition of a net operating loss or other tax carryforward for that year. This guidance is effective for the Registrants for periods beginning after December 15, 2013 and is required to be applied prospectively, with retroactive application permitted. The Registrants are currently assessing the impacts this guidance may have on their financial positions and cash flows. The adoption of this standard will not impact the Registrants' results of operations.

***Inclusion of the Fed Funds Effective Swap Rate as a Benchmark Interest Rate for Hedge Accounting Purposes***

In July 2013, the FASB issued authoritative guidance permitting entities to designate the Fed Funds Effective Swap Rate as a U.S. benchmark interest rate for hedge accounting purposes. Prior to the issuance of this guidance, only interest rates on direct treasury obligations of the U.S. government and the LIBOR swap rate were considered benchmark interest rates in the U.S. This guidance is effective immediately and can be applied prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013. Currently, the Registrants do not use the Fed Funds Effective Swap Rate as a benchmark interest rate, but may in the future.



**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)*****Presentation of Items Reclassified out of Accumulated Other Comprehensive Income***

In February 2013, the FASB issued authoritative guidance requiring entities to present either in the notes or parenthetically on the face of the financial statements, reclassifications from each component of accumulated other comprehensive income and the affected income statement line items. Entities only need to disclose the affected income statement line item for components reclassified to net income in their entirety; otherwise, a cross-reference to the related note should be provided. This guidance is effective for the Registrants for periods beginning after December 15, 2012 and was required to be applied prospectively. As this guidance provides only disclosure requirements, the adoption of this standard did not impact the Registrants' results of operations, cash flows or financial positions. See Note 16 Changes in Accumulated Other Comprehensive Income for the new disclosures.

***Disclosures About Offsetting Assets and Liabilities***

In December 2011, the FASB issued (and amended in January 2013), authoritative guidance requiring entities to disclose both gross and net information about recognized derivative instruments, including bifurcated embedded derivatives, repurchase and reverse repurchase agreements, and securities borrowing or lending transactions that are offset on the balance sheet or subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are offset on the balance sheet. This guidance is effective for the Registrants for periods beginning on or after January 1, 2013 and is required to be applied retrospectively. This guidance is primarily applicable to certain derivative transactions for Exelon and Generation. As this guidance provides only disclosure requirements, the adoption of this standard did not impact the Registrants' results of operations, cash flows or financial positions. See Note 10 Derivative Financial Instruments for the new disclosures.

**3. Variable Interest Entities (Exelon, Generation, ComEd, PECO and BGE)**

Under the applicable authoritative guidance, a VIE is a legal entity that possesses any of the following characteristics: an insufficient amount of equity at risk to finance its activities, equity owners who do not have the power to direct the significant activities of the entity (or have voting rights that are disproportionate to their ownership interest), or equity owners who do not have the obligation to absorb expected losses or the right to receive the expected residual returns of the entity. Companies are required to consolidate a VIE if they are its primary beneficiary, which is the enterprise that has the power to direct the activities that most significantly impact the entity's economic performance.

As of June 30, 2013 and December 31, 2012, the Registrants consolidated five VIEs or VIE groups for which the Registrants were the primary beneficiary, and the Registrants had significant interests in eight other VIEs for which the Registrants do not have the power to direct the entities activities and, accordingly, were not the primary beneficiary.

***Consolidated Variable Interest Entities***

Exelon, Generation and BGE's consolidated VIEs consist of:

BondCo, a special purpose bankruptcy remote limited liability company formed by BGE to acquire, hold, and issue and service bonds secured by rate stabilization property;

a retail gas group formed to enter into a collateralized gas supply agreement with a third-party gas supplier;

a retail power supply company;



**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

a group of solar project limited liability companies formed to build, own and operate solar power facilities, and,

several wind project companies designed to develop, construct and operate wind generation facilities.

As of June 30, 2013, ComEd and PECO do not have any consolidated VIEs.

For each of the consolidated VIEs, except as otherwise noted:

The assets of the VIEs are restricted and can only be used to settle obligations of the respective VIE. In the case of BondCo, BGE is required to remit all payments it receives from all residential customers through non-bypassable, rate stabilization charges to BondCo. During the three and six months ended June 30, 2013, BGE remitted \$17 million and \$39 million, respectively, to BondCo. During the three and six months ended June 30, 2012, BGE remitted \$15 million and \$35 million, respectively, to BondCo.

Except for providing capital funding to the solar entities for ongoing construction of the solar power facilities and a \$75 million parental guarantee to the third-party gas supplier in support of the retail gas group, during the six months ended June 30, 2013 and year ended December 31, 2012:

Exelon, Generation and BGE did not provide any additional financial support to the VIEs;

Exelon, Generation and BGE did not have any contractual commitments or obligations to provide financial support to the VIEs; and

the creditors of the VIEs did not have recourse to Exelon's, Generation's or BGE's general credit.

The carrying amounts and classification of the consolidated VIEs' assets and liabilities included in Exelon, Generation, and BGE's consolidated financial statements at June 30, 2013 and December 31, 2012 are as follows:

	June 30, 2013			December 31, 2012		
	Exelon(a)(b)	Generation(b)	BGE	Exelon(a)(b)	Generation(b)	BGE
Current assets	\$ 462	\$ 426	\$ 27	\$ 550	\$ 519	\$ 30
Noncurrent assets	1,961	1,938		1,802	1,762	
<b>Total assets</b>	<b>\$ 2,423</b>	<b>\$ 2,364</b>	<b>\$ 27</b>	<b>\$ 2,352</b>	<b>\$ 2,281</b>	<b>\$ 30</b>
Current liabilities	\$ 474	\$ 391	\$ 73	\$ 685	\$ 613	\$ 71
Noncurrent liabilities	981	728	230	837	532	265
<b>Total liabilities</b>	<b>\$ 1,455</b>	<b>\$ 1,119</b>	<b>\$ 303</b>	<b>\$ 1,522</b>	<b>\$ 1,145</b>	<b>\$ 336</b>

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- (a) Includes certain purchase accounting adjustments not pushed down to the BGE standalone entity.
- (b) Includes total assets of \$115 million and total liabilities of \$57 million as of June 30, 2013 and total assets of \$116 million and total liabilities of \$62 million as of December 31, 2012 related to deferred and accrued taxes that have been recorded and are not restricted for use by three of the consolidated VIEs.

### ***Unconsolidated Variable Interest Entities***

Exelon's and Generation's variable interests in unconsolidated VIEs generally include three transaction types: (1) equity method investments, (2) energy purchase and sale contracts, and (3) fuel purchase commitments. For the equity method investments, the carrying amount of the investments is reflected on their Consolidated Balance Sheets in Investments in affiliates. For the energy purchase and sale contracts and the fuel

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

purchase commitments (commercial agreements), the carrying amount of assets and liabilities in Exelon's and Generation's Consolidated Balance Sheets that relate to their involvement with the VIEs are predominately related to working capital accounts and generally represent the amounts owed by, or owed to, Exelon and Generation for the deliveries associated with the current billing cycles under the commercial agreements. Further, Exelon and Generation have not provided material debt or equity support, or provided liquidity arrangements, performance guarantees or other commitments associated with these commercial agreements.

The Registrants' unconsolidated VIEs consist of:

Energy purchase and sale agreements with VIEs for which Generation has concluded that consolidation is not required.

ZionSolutions, LLC asset sale agreement with EnergySolutions, Inc. and certain subsidiaries in which Generation has a variable interest but has concluded that consolidation is not required.

Fuel purchase commitments where Generation has a variable interest, but the variable interest is not significant and Generation is not the primary beneficiary, thus consolidation is not required.

ComEd's, PECO's and BGE's retail operations frequently include the purchase of electricity and RECs through procurement contracts of varying durations. None of ComEd, PECO or BGE considers itself the primary beneficiary of any VIEs as a result of these commercial arrangements.

Investment in energy development projects for which Generation has concluded that consolidation is not required.

As of June 30, 2013 and December 31, 2012, Exelon and Generation did have significant variable interests in eight and nine, respectively, VIEs for which they were not the primary beneficiary; including certain equity method investments and certain commercial agreements. The following tables present summary information about the significant unconsolidated VIE entities:

	<b>Commercial Agreement VIEs</b>	<b>Equity Method Investment VIEs</b>	<b>Total</b>
<b>June 30, 2013</b>			
Total assets(a)	\$ 202	\$ 348	\$ 550
Total liabilities(a)	83	108	191
Registrants' ownership interest(a)		97	97
Other ownership interests(a)	119	143	262
Registrants' maximum exposure to loss:			
Carrying amount of equity method investments		78	78
Contract intangible asset	8		8
Debt and payment guarantees		5	5
Net assets pledged for Zion Station decommissioning(b)	47		47



**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

	Commercial Agreement VIEs	Equity Method Investment VIEs	Total
<b>December 31, 2012</b>			
Total assets(a)	\$ 386	\$ 354	\$ 740
Total liabilities(a)	219	114	333
Registrants' ownership interest(a)		97	97
Other ownership interests(a)	167	143	310
Registrants' maximum exposure to loss:			
Letters of credit	5		5
Carrying amount of equity method investments		77	77
Contract intangible asset	8		8
Debt and payment guarantees		5	5
Net assets pledged for Zion Station decommissioning(b)	50		50

(a) These items represent amounts on the unconsolidated VIE balance sheets, not on Exelon's or Generation's Consolidated Balance Sheets. These items are included to provide information regarding the relative size of the unconsolidated VIEs.

(b) These items represent amounts on Generation's and Exelon's Consolidated Balance Sheets related to the asset sale agreement with ZionSolutions, LLC. The net assets pledged for Zion Station decommissioning includes gross pledged assets of \$538 million and \$614 million as of June 30, 2013 and December 31, 2012, respectively; offset by payables to ZionSolutions LLC of \$491 million and \$564 million as of June 30, 2013 and December 31, 2012, respectively. These items are included to provide information regarding the relative size of the ZionSolutions LLC unconsolidated VIE.

For each unconsolidated VIE, Exelon and Generation assess the risk of a loss equal to their maximum exposure to be remote and, accordingly Exelon and Generation have not recognized a liability associated with any portion of the maximum exposure to loss. In addition, there are no agreements with, or commitments by, third parties that would affect the fair value or risk of their variable interests in these variable interest entities.

**4. Merger and Acquisitions****Merger with Constellation (Exelon, Generation, ComEd, PECO and BGE)***Description of Transaction*

On March 12, 2012, Exelon completed the merger contemplated by the Merger Agreement among Exelon, Bolt Acquisition Corporation, a wholly owned subsidiary of Exelon (Merger Sub), and Constellation. As a result of that merger, Merger Sub was merged into Constellation (the Initial Merger) and Constellation became a wholly owned subsidiary of Exelon. Following the completion of the Initial Merger, Exelon and Constellation completed a series of internal corporate organizational restructuring transactions. Constellation merged with and into Exelon, with Exelon continuing as the surviving corporation (the Upstream Merger). Simultaneously with the Upstream Merger, Constellation's interest in RF HoldCo LLC, which holds Constellation's interest in BGE, was transferred to Exelon Energy Delivery Company, LLC, a wholly owned subsidiary of Exelon that also owns Exelon's interests in ComEd and PECO. Following the Upstream Merger and the transfer of RF HoldCo LLC, Exelon contributed to Generation certain subsidiaries, including those with generation and customer supply operations that were acquired from Constellation as a result of the Initial Merger and the Upstream Merger.

*Regulatory Matters*

In December 2011, Exelon and Constellation reached a settlement with the State of Maryland and the City of Baltimore and other interested parties in connection with the regulatory proceedings related to the merger that were pending before the MDPSC. As part of this settlement and the application for approval of the merger by MDPSC, Exelon agreed to provide a package of benefits to BGE customers, the City of Baltimore and the State of Maryland, resulting in an estimated direct investment in the State of Maryland of more than \$1 billion.





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**COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Dollars in millions, except per share data, unless otherwise noted)**

The direct investment estimate includes \$95 million to \$120 million relating to the construction of a headquarters building in Baltimore for Generation's competitive energy businesses. On March 20, 2013, Generation signed a 20 year lease agreement that is contingent upon the developer obtaining financing for the construction of the building. Once the financing conditions are met, construction will commence and the building is expected to be ready for occupancy within 2 years. The direct investment estimate also includes \$625 million for Exelon's and Generation's commitment to develop or assist in development of 285 - 300 MWs of new generation in Maryland, expected to be completed over a period of 10 years. Such costs, which are expected to be primarily capital in nature, will be recognized as incurred. As of June 30, 2013, amounts reflected in the Exelon and Generation consolidated financial statements for these expenditure commitments were immaterial. On July 26, 2013, Generation executed an engineering procurement and construction contract to expand its Perryman, Maryland site with 120MW of new natural gas-fired generation to satisfy certain of these commitments, the total commitment under the contract is \$89 million and achievement of commercial operation is expected in 2015.

The settlement agreement contemplates various options for complying with the new generation development commitments, including building or acquiring generating assets, making subsidy or compliance payments, or in circumstances in which the generation build is delayed, making liquidated damages payments. Exelon and Generation expect that the majority of these commitments will be satisfied by building or acquiring generating assets and, therefore, will be primarily capital in nature and recognized as incurred. If in the future Exelon determines that it is probable that it will make subsidy, compliance or liquidated damages payments related to the new generation development commitments, Exelon will record a liability at that time. As of June 30, 2013, it is reasonably possible that Exelon will be required to make subsidy or liquidated damages payments of approximately \$40 million rather than build one of the generation projects contemplated by the commitments, given that the generation build is dependent upon the passage of legislation and other conditions that Exelon does not control.

Associated with certain of the regulatory approvals required for the merger, on November 30, 2012, a subsidiary of Generation sold three Maryland generating stations and associated assets, Brandon Shores and H.A. Wagner in Anne Arundel County, Maryland, and C.P. Crane in Baltimore County, Maryland, to Raven Power Holdings LLC (Raven Power), a subsidiary of Riverstone Holdings LLC. In 2012, Exelon and Generation recorded a pre-tax loss of \$272 million to reflect the difference between the sales price and the carrying value of the generating stations and associated assets. In the first quarter of 2013, Exelon and Generation recorded a pre-tax gain of \$8 million to reflect the final settlement of the sales price with Raven Power.

***Accounting for the Merger Transaction***

The fair value of Constellation's non-regulated business assets acquired and liabilities assumed was determined based on significant estimates and assumptions that are judgmental in nature, including projected future cash flows (including timing); discount rates reflecting risk inherent in the future cash flows; and future market prices. There were also judgments made to determine the expected useful lives assigned to each class of assets acquired and duration of liabilities assumed.

The financial statements of BGE do not include fair value adjustments for assets or liabilities subject to rate-setting provisions for BGE. BGE is subject to the rate-setting authority of FERC and the MDPSC and is accounted for pursuant to the accounting guidance for regulated operations. The rate-setting and cost recovery provisions currently in place for BGE provide revenue derived from costs including a return on investment of assets and liabilities included in rate base. Except for debt, fuel supply contracts and regulatory assets not earning a return, the fair values of BGE's tangible and intangible assets and liabilities subject to these rate-setting provisions are assumed to approximate their carrying values and, therefore, do not reflect any net adjustments

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

related to these amounts. For BGE's debt, fuel supply contracts and regulatory assets not earning a return, the difference between fair value and book value of BGE's assets acquired and liabilities assumed is recorded as a regulatory asset and liability at Exelon Corporate as Exelon did not apply push-down accounting to BGE. See Note 1 Basis of Presentation for additional information on BGE's push-down accounting treatment. Also see Note 5 Regulatory Matters for additional information on BGE's regulatory assets.

The preliminary valuations performed in the first quarter of 2012 were updated in the second, third and fourth quarters of 2012, with the most significant adjustments to the preliminary valuation amounts having been made to the fair values assigned to the acquired power supply and fuel contracts, unregulated property, plant and equipment and investments in affiliates. There were no significant adjustments to the purchase price allocation in the first quarter of 2013 and the purchase price allocation was final as of March 31, 2013.

The final purchase price allocation of the Merger of Exelon with Constellation and Exelon's contribution of certain subsidiaries of Constellation to Generation was as follows:

<b>Purchase Price Allocation, excluding amortization</b>	<b>Exelon</b>	<b>Generation</b>
Current assets	\$ 4,936	\$ 3,638
Property, plant and equipment	9,342	4,054
Unamortized energy contracts	3,218	3,218
Other intangibles, trade name and retail relationships	457	457
Investment in affiliates	1,942	1,942
Pension and OPEB regulatory asset	740	
Other assets	2,265	1,266
Total assets	22,900	14,575
Current liabilities	3,408	2,804
Unamortized energy contracts	1,722	1,512
Long-term debt, including current maturities	5,632	2,972
Noncontrolling interest	90	90
Deferred credits and other liabilities and preferred securities	4,683	1,933
Total liabilities, preferred securities and noncontrolling interest	15,535	9,311
Total purchase price	\$ 7,365	\$ 5,264

***Intangible Assets Recorded***

For the power supply and fuel contracts acquired from Constellation, the difference between the contract price and the market price at the date of the merger was recognized as either an intangible asset or liability based on whether the contracts were in or out-of-the-money. The fair value amounts are amortized over the life of the contract in relation to the present value of the underlying cash flows as of the merger date. Amortization expense and income are recorded through purchased power and fuel expense or operating revenues. Exelon and Generation present separately in their Consolidated Balance Sheets the unamortized energy contract assets and liabilities for these contracts. Exelon's and Generation's amortization expense for the three and six months ended June 30, 2013 amounted to \$162 million and \$332 million, respectively. Exelon's and Generation's amortization expense for the three months ended June 30, 2012 and for the period March 12, 2012 to June 30, 2012 amounted to \$370 million and \$501 million, respectively. In addition, Exelon Corporate has established a regulatory asset and an unamortized energy contract liability related to BGE's power supply and fuel contracts. The power supply and fuel contracts regulatory asset amortization was \$19 million and \$38 million for the three and six months ended June 30, 2013, respectively, and \$9 million and \$12 million for the three months ended June 30, 2012 and



**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

for the period March 12, 2012 to June 30, 2012, respectively. An equally offsetting amortization of the unamortized energy contract liability has been recorded at Exelon Corporate in the Consolidated Statement of Operations. The weighted-average amortization period is approximately 1.5 years.

Exelon's and Generation's amortization expense for the fair value of the Constellation trade name intangible asset for the three and six months ended June 30, 2013 amounted to \$6 million and \$12 million, respectively. Exelon's and Generation's straight line amortization expense for the fair value of the Constellation trade name intangible asset for the three months ended June 30, 2012 and the period March 12, 2012 to June 30, 2012 amounted to \$6 million and \$8 million, respectively. The amortization period is approximately 10 years. The trade name intangible asset is included in deferred debits and other assets within Exelon's and Generation's Consolidated Balance Sheets.

The intangible assets for the fair value of the retail relationships are amortized as amortization expense on a straight line basis over the useful life of the underlying assets averaging approximately 12.4 years. Exelon's and Generation's straight line amortization expense for the three and six months ended June 30, 2013 amounted to \$4 million and \$9 million, respectively. Exelon's and Generation's straight line amortization expense for the three months ended June 30, 2012 and the period March 12, 2012 to June 30, 2012 amounted to \$6 million and \$7 million, respectively. The retail relationships intangible assets are included in deferred debits and other assets within Exelon's and Generation's Consolidated Balance Sheets.

Exelon's intangible assets and liabilities acquired through the merger with Constellation included in its Consolidated Balance Sheets, along with the future estimated amortization, were as follows as of June 30, 2013:

Description	Weighted Average Amortization (Years)	Estimated amortization expense								
		Gross	Accumulated Amortization	Net	Remainder of					2018 and Beyond
					2013	2014	2015	2016	2017	
Unamortized energy contracts, net(a)	1.5	\$ 1,499	\$ (1,279)	\$ 220	\$ 99	\$ 75	\$ 18	\$ (30)	\$ (21)	\$ 79
Trade name	10.0	243	(32)	211	12	24	24	24	24	103
Retail relationships	12.4	214	(23)	191	10	19	19	19	19	105
Total, net		\$ 1,956	\$ (1,334)	\$ 622	\$ 121	\$ 118	\$ 61	\$ 13	\$ 22	\$ 287

(a) Includes the fair value of BGE's power and gas supply contracts of \$52 million for which an offsetting regulatory asset was also recorded.

**Impact of Merger**

It is impracticable to determine the overall financial statement impact for the Constellation subsidiaries contributed down to Generation following the Upstream Merger for the three and six months ended June 30, 2013 and 2012. Upon closing of the merger, the operations of these Constellation subsidiaries were integrated into Generation's operations and are therefore not fully distinguishable after the merger.

The impact of BGE on Exelon's Consolidated Statement of Operations and Comprehensive Income included operating revenues of \$653 million and net income of \$25 million during the three months ended June 30, 2013, and operating revenues of \$1,533 million and net income of \$106 million during the six months ended June 30, 2013.

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**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

The impact of BGE on Exelon's Consolidated Statement of Operations and Comprehensive Income included operating revenues of \$616 million and net income of \$16 million during the three months ended June 30, 2012, and operating revenues of \$668 million and net loss of \$49 million during the six months ended June 30, 2012.

During the three months ended June 30, 2013, Exelon, Generation, ComEd, PECO and BGE incurred merger and integration-related costs of \$30 million, \$20 million, \$5 million, \$2 million and \$1 million, respectively. During the six months ended June 30, 2013, Exelon, Generation, ComEd, PECO and BGE incurred merger and integration-related costs of \$63 million, \$43 million, \$9 million, \$5 million and \$3 million, respectively. Of these amounts, Exelon, ComEd and BGE deferred \$10 million, \$8 million and \$2 million as a regulatory asset as of June 30, 2013. Additionally, Exelon and BGE established a regulatory asset of \$6 million as of June 30, 2013 for previously incurred 2012 merger and integration-related costs.

During the three months ended June 30, 2012, Exelon, Generation, ComEd, PECO and BGE incurred merger and integration-related costs of \$119 million, \$94 million, \$8 million, \$4 million and \$2 million, respectively. During the six months ended June 30, 2012, Exelon, Generation, ComEd, PECO and BGE incurred merger and integration-related costs of \$635 million, \$204 million, \$26 million, \$11 million and \$171 million, respectively. Of these amounts, Exelon, ComEd and BGE deferred \$41 million, \$23 million and \$18 million as a regulatory asset as of June 30, 2012. The costs incurred are classified primarily within Operating and Maintenance Expense in the Registrants' respective Consolidated Statements of Operations and Comprehensive Income, with the exception of the BGE customer rate credit and the credit facility fees, which are included as a reduction to operating revenues and other, net, respectively, for the three and six months ended June 30, 2012.

***Severance Costs***

The Registrants have an ongoing severance plan under which, in general, the longer an employee worked prior to termination the greater the amount of severance benefits. The Registrants record a liability and expense or regulatory asset for severance once terminations are probable of occurrence and the related severance benefits can be reasonably estimated. For severance benefits that are incremental to its ongoing severance plan (one-time termination benefits), the Registrants measure the obligation and record the expense at fair value at the communication date if there are no future service requirements, or, if future service is required to receive the termination benefit, ratably over the required service period.

Upon closing the merger with Constellation, Exelon recorded a severance accrual for the anticipated employee position reductions as a result of the post-merger integration. The majority of these positions are corporate and Generation support positions. Since then, Exelon has identified specific employees to be severed pursuant to the merger-related staffing and selection process as well as employees that were previously identified for severance but have since accepted another position within Exelon and are no longer receiving a severance benefit. Exelon adjusts its accrual each quarter to reflect its best estimate of remaining severance costs. In addition, certain employees identified during the staffing and selection process also receive pension and other postretirement benefits that are deemed contractual termination benefits, which the Registrants recorded during the second quarter of 2012.

There was no severance expense associated with the post-merger integration recognized for the three months ended June 30, 2013 for Exelon, Generation, ComEd, PECO and BGE. The amount of severance expense associated with the post-merger integration recognized for the six months ended June 30, 2013 for Exelon, Generation, ComEd, PECO and BGE were \$3 million, \$3 million, \$0 million, \$0 million and \$0 million, respectively. For Generation, the \$3 million represents amounts billed by BSC through intercompany allocations. Estimated costs to be incurred after June 30, 2013 are not material.

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

For the three and six months ended June 30, 2012, the Registrants recorded the following severance benefits costs associated with the identified job reductions within operating and maintenance expense in their Consolidated Statements of Operations, except for ComEd and BGE:

**Three Months Ended June 30, 2012**

<b>Severance Benefits(a)</b>	<b>Exelon</b>	<b>Generation</b>	<b>ComEd(b)</b>	<b>PECO</b>	<b>BGE(c)</b>
Severance charges	\$ 42	\$ 29	\$ 6	\$ 4	\$ 3
Stock compensation	(5)	(3)	(1)	(1)	(1)
Other charges(d)	(1)	(1)		(1)	
<b>Total severance benefits</b>	<b>\$ 36</b>	<b>\$ 25</b>	<b>\$ 5</b>	<b>\$ 2</b>	<b>\$ 2</b>

**Six Months Ended June 30, 2012**

<b>Severance Benefits(a)</b>	<b>Exelon</b>	<b>Generation</b>	<b>ComEd(b)</b>	<b>PECO</b>	<b>BGE(c)</b>
Severance charges	\$ 109	\$ 64	\$ 15	\$ 7	\$ 17
Stock compensation	3	2			
Other charges(d)	7	4	1		1
<b>Total severance benefits</b>	<b>\$ 119</b>	<b>\$ 70</b>	<b>\$ 16</b>	<b>\$ 7</b>	<b>\$ 18</b>

(a) The amounts above include \$10 million and \$40 million at Generation, \$3 million and \$14 million at ComEd, \$2 million and \$7 million at PECO, and \$1 million and \$6 million at BGE, for amounts billed by BSC through intercompany allocations for the three and six months ended June 30, 2012, respectively.

(b) ComEd established regulatory assets of \$5 million and \$16 million for severance benefits costs for the three and six months ended June 30, 2012, respectively. The majority of these costs are expected to be recovered over a five-year period.

(c) BGE established regulatory assets of \$2 million and \$18 million for severance benefits costs for the three and six months ended June 30, 2012, respectively. The majority of these costs are being recovered over a five-year period beginning in March 2013.

(d) Primarily includes life insurance, employer payroll taxes, educational assistance and outplacement services.

Amounts included in the table below represent the severance liability recorded by Exelon, Generation, ComEd, PECO and BGE for employees of those Registrants and exclude amounts billed through intercompany allocations:

**Six Months Ended June 30, 2013**

<b>Severance liability</b>	<b>Exelon</b>	<b>Generation</b>	<b>ComEd</b>	<b>PECO</b>	<b>BGE</b>
Balance at December 31, 2012	\$ 111	\$ 33	\$ 1	\$	\$ 11
Severance charges(a)	2				
Stock compensation	1				
Payments	(37)	(13)			(3)
<b>Balance at June 30, 2013</b>	<b>\$ 77</b>	<b>\$ 20</b>	<b>\$ 1</b>	<b>\$</b>	<b>\$ 8</b>

(a)

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Includes salary continuance and health and welfare severance benefits. Amounts represent ongoing severance plan benefits. Amounts also include one-time termination benefits of \$1 million for Exelon as of June 30, 2013. Cash payments under the plan began in the second quarter of 2012. Substantially all cash payments under the plan are expected to be made by the end of 2016.

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)*****Pro-forma Impact of the Merger***

The following unaudited pro forma financial information reflects the consolidated results of operations of Exelon and Generation as if the merger with Constellation had taken place on January 1, 2011. The unaudited pro forma information was calculated after applying Exelon's and Generation's accounting policies and adjusting Constellation's results to reflect purchase accounting adjustments.

The unaudited pro forma financial information has been presented for illustrative purposes only and is not necessarily indicative of results of operations that would have been achieved had the merger events taken place on the dates indicated, or the future consolidated results of operations of the combined company.

	<b>Three Months Ended June 30, 2012</b>	
	<b>Generation</b>	<b>Exelon</b>
Total Revenues	\$ 4,051	\$ 6,256
Net income attributable to Exelon	397	528
Basic Earnings Per Share	n.a.	\$ 0.62
Diluted Earnings Per Share	n.a.	0.62

	<b>Six Months Ended June 30, 2012</b>	
	<b>Generation</b>	<b>Exelon</b>
Total Revenues	\$ 8,523	\$ 13,284
Net income attributable to Exelon	567	979
Basic Earnings Per Share	n.a.	\$ 1.26
Diluted Earnings Per Share	n.a.	1.25

**5. Regulatory Matters (Exelon, Generation, ComEd, PECO and BGE)*****Regulatory and Legislative Proceedings (Exelon, Generation, ComEd, PECO and BGE)***

Except for the matters noted below, the disclosures set forth in Note 3 – Regulatory Matters of the Exelon 2012 Form 10-K appropriately represent, in all material respects, the current status of regulatory and legislative proceedings of the Registrants. The following is an update to that discussion.

**Illinois Regulatory Matters**

***Energy Infrastructure Modernization Act (Exelon and ComEd).*** Since 2011, ComEd's distribution rates are established through a performance-based rate formula, pursuant to EIMA. EIMA also provides a structure for substantial capital investment by utilities over a ten-year period to modernize Illinois' electric utility infrastructure. Participating utilities are required to file an annual update to the performance-based formula rate tariff on or before May 1, with resulting rates effective in January of the following year. This formula rate update is based on prior year actual costs and current year projected capital additions. The update also reconciles any differences between the revenue requirement(s) in effect for the prior year and actual costs incurred for that year. Throughout each year, ComEd records regulatory assets or regulatory liabilities and corresponding increases or decreases to operating revenues for any differences between the revenue requirement(s) in effect and ComEd's best estimate of the revenue requirement expected to be approved by the ICC for that year's reconciliation. As of June 30, 2013, and December 31, 2012, ComEd had recorded a net regulatory asset associated with the distribution formula rate of \$329 million and \$209 million, respectively.





**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

During March 2013, the Illinois House and Senate each passed Senate Bill 9 with supermajority votes to clarify the intent of EIMA on three major issues: the use of year-end rather than average rate base and capital structure in the annual reconciliation, the use of ComEd's weighted average cost of capital interest rate to apply to the annual reconciliation and an allowed return on ComEd's pension asset. On May 22, 2013, the Illinois General Assembly overrode the Governor's May 5, 2013 veto of Senate Bill 9, which resulted in the legislation becoming effective immediately. The enactment of Senate Bill 9 resulted in increased operating revenue of \$10 million for the three and six months ended June 30, 2013. ComEd projects the override of Senate Bill 9 will result in increased operating revenues of approximately \$15 million for the remainder of 2013 and \$65 million in 2014. Also, ComEd projects that Senate Bill 9 will accelerate capital expenditures by approximately \$40 million and \$45 million in 2013 and 2014, respectively.

On May 30, 2013, ComEd updated the distribution formula structure to reflect the impacts of Senate Bill 9. On June 5, 2013, the ICC approved the May 30 filing implementing ComEd's formula structure change as well as the resulting reduction to the current revenue requirement in effect of \$14 million, which was reflected in customer rates effective July 1, 2013.

In addition, on May 31, 2013, ComEd updated its April 29, 2013 distribution formula rate filing to reflect the impacts of Senate Bill 9. The May 31 filing establishes the revenue requirement used to set the rates that will take effect in January 2014 after the ICC's review and approval, which is due by December 25, 2013. The revenue requirement requested in the filing is based on 2012 actual costs and projected 2013 capital additions as well as an annual reconciliation of the revenue requirement in effect in 2012 to the actual costs incurred for that year. ComEd requested a total increase to the revenue requirement including the impacts of Senate Bill 9, of \$359 million, reflecting an increase of \$165 million for the initial revenue requirement for 2013 and an increase of \$194 million for the annual reconciliation for 2012. The revenue requirement provides for a weighted average debt and equity return on distribution rate base of 6.91% inclusive of an allowed return on common equity of 8.72%, reflecting the average rate on 30-year treasury notes plus 580 basis points.

On April 1, 2013, ComEd filed annual progress reports on both its AMI Implementation Plan and Infrastructure Investment Plan as required by EIMA. On April 9, 2013, the ICC initiated an investigation to review ComEd's progress on its AMI Implementation Plan. The ICC did not initiate an investigation on ComEd's Infrastructure Investment Plan. On June 5, 2013, the ICC issued an interim order approving ComEd's accelerated AMI deployment plan consistent with the provisions of Senate Bill 9. In September 2013, ComEd will begin smart grid deployment with 60,000 meters to be installed by the end of 2013. On June 26, 2013, the ICC issued a final order on the overall progress of ComEd's AMI Implementation Plan with no significant findings.

**2010 Illinois Electric Distribution Rate Case (Exelon and ComEd).** On June 30, 2010, ComEd filed its 2010 electric distribution rate case (2010 Rate Case) requesting ICC approval for an increase of \$396 million to its annual delivery services revenue requirement. This request was subsequently reduced to \$343 million to account for changes in tax law, corrections, acceptance of limited adjustments proposed by certain parties and the amounts expected to be recovered in the AMI pilot program tariff. The request to increase the annual revenue requirement was to allow ComEd to recover the costs of substantial investments made since its last rate filing in 2007. The requested increase also reflected increased costs, most notably pension and OPEB, since ComEd's rates were last determined. The original requested rate of return on common equity was 11.5%. In addition, ComEd requested future recovery of certain amounts that were previously recorded as expense that would allow ComEd to recognize a one-time benefit of up to \$40 million (pre-tax). The requested increase also included \$22 million for increased uncollectible accounts expense, which would increase the threshold for determining over/under recoveries under ComEd's uncollectible accounts tariff.

On May 24, 2011, the ICC issued an order, which became effective on June 1, 2011. The order approved a \$143 million increase to ComEd's annual delivery services revenue requirement and a 10.5% rate of return on

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

common equity. As expected, the ICC followed the Illinois Appellate Court's ruling in ComEd's 2007 electric distribution rate case (2007 Rate Case) on the post-test year accumulated depreciation issue. The order allowed ComEd to establish or reestablish a net amount of approximately \$40 million of previously expensed plant balances or new regulatory assets, which was reflected as a reduction in operating and maintenance expense and income tax expense in 2011. The order also affirmed the current regulatory asset for severance costs, which was challenged by an intervener in the 2010 Rate Case. The order was appealed to the Illinois Appellate Court by several parties on a number of issues. On May 16, 2013, the Illinois Appellate Court dismissed as moot the appeals of the ICC's order in the 2010 Rate Case as ComEd now recovers distribution costs under EIMA through a pre-established formula rate tariff. See Note 3 of Exelon's 2012 Form 10-K for further details on ComEd's 2007 Rate Case and 2010 Rate Case.

***Illinois Procurement Proceedings (Exelon and ComEd).*** ComEd is permitted to recover its electricity procurement costs from retail customers without mark-up. The IPA's 2013 procurement plan, approved by the ICC, provides for curtailment of the existing long-term contracts for renewable energy and RECs in response to the increased number of ComEd's customers purchasing their energy from alternative energy suppliers on their own or through municipal aggregation. In March 2013, ICC staff and the IPA approved ComEd's updated load forecast. Purchases under the existing long-term contracts for energy and the associated RECs were reduced on a pro-rata basis under the terms of those contracts for the June 2013 – May 2014 period to keep the purchases under the statutory rate impact cap. The curtailment's impact on ComEd's financial position and cash flows was immaterial.

On December 19, 2012, the ICC issued an order directing ComEd and Ameren (the Utilities) to enter into sourcing agreements with FutureGen Industrial Alliance, Inc (FutureGen), under which FutureGen will retrofit and repower an existing plant in Morgan County, Illinois to a 166 MW near zero emissions coal-fueled generation plant, with an assumed commercial operation date in 2017. The proposed term of the sourcing agreement is 20 years. The project was approved by the DOE on February 4, 2013. The sourcing agreement was approved by the ICC on June 26, 2013 in a separate proceeding, with the ICC ordering ComEd to execute the sourcing agreement no later than 60 days after the date of the order. The sourcing agreement stipulates that the utilities will pay FutureGen's contract prices, which are set annually based on a formula rate construct. The contract prices are based on the difference between the costs of the facility and the revenues FutureGen receives from selling capacity and energy from the unit into the MISO or other markets, as well as any other revenue FutureGen receives from the operation of the facility. The order also directs the utilities to recover (or pass along) these costs from the utilities' distribution system customers, regardless of whether they purchase electricity from the utility or from an alternative electric generation supplier. On January 22, 2013, ComEd filed an application for rehearing, requesting the ICC reconsider its December order requiring the utilities to procure the entire output of the FutureGen facility. On January 29, 2013, the ICC denied ComEd's rehearing request. ComEd filed an appeal on February 22, 2013, questioning the legality of requiring ComEd to procure power for its non-eligible retail customers. Depending on the ultimate outcome of the appeals, the eventual market conditions and the cost of the facility, the sourcing agreement could have a material adverse impact on Exelon's and ComEd's cash flows and financial positions.

See Note 18 – Commitments and Contingencies for additional information on ComEd's energy commitments.

**Pennsylvania Regulatory Matters**

***Pennsylvania Procurement Proceedings (Exelon and PECO).*** PECO's current PAPUC approved DSP Program, under which PECO is providing default electric service, has a 29-month-term that ended May 31, 2013. On October 12, 2012, the PAPUC issued its Opinion and Order approving PECO's second DSP Program, which

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

was filed with the PAPUC in January 2012. The program, which has a 24-month term from June 1, 2013 through May 31, 2015, complies with electric generation procurement guidelines set forth in Act 129.

In the second DSP Program, PECO will procure electric supply for its default electric customers through five competitive procurements. The load for the residential and small and medium commercial classes will be served through competitively procured fixed price, full requirements contracts of two years or less. For the large commercial and industrial class load, PECO will competitively procure contracts for full requirements default electric generation with the price for energy in each contract set to be the hourly price of the spot market during the term of delivery. In December 2012 and February 2013, PECO entered into contracts with PAPUC-approved bidders, including Generation, for its residential and small and medium commercial classes that began in June 2013. Charges incurred for electric supply procured through contracts with Generation are included in purchased power from affiliates on PECO's Statement of Operations and Comprehensive Income.

In addition, the second DSP Program includes a number of retail market enhancements recommended by the PAPUC in its previously issued Retail Markets Intermediate Work Plan Order. PECO was also directed to allow its low-income Customer Assistance Program (CAP) customers to purchase their generation supply from EGSs beginning April 2014. On May 1, 2013, PECO filed its CAP Shopping Plan with the PAPUC.

**Smart Meter and Smart Grid Investments (Exelon and PECO).** Pursuant to Act 129 and the follow-on Implementation Order of 2009, in April 2010, the PAPUC approved PECO's Smart Meter Procurement and Installation Plan (SMPIP), under which PECO will install more than 1.6 million smart meters and an AMI communication network by 2020. The first phase of PECO's SMPIP, which was completed on June 19, 2013, included the installation of an AMI communications network and the deployment of 600,000 smart meters to communicate with that network. On May 31, 2013, PECO and interested parties filed a Joint Petition for Settlement of the universal deployment plan with the PAPUC. The Joint Petition for Settlement supports all material aspects of PECO's universal deployment plan, including cost recovery, excluding certain amounts discussed below. Universal deployment is the second phase of PECO's SMPIP, under which PECO will deploy the remainder of the 1.6 million smart meters on an accelerated basis by the end of 2014. In total, PECO currently expects to spend up to \$595 million, excluding the cost of the original meters (as further described below), on its smart meter infrastructure and approximately \$120 million on smart grid investments through 2014 of which \$200 million will be funded by SGIG as discussed below. As of June 30, 2013, PECO has spent \$312 million and \$107 million on smart meter and smart grid infrastructure, respectively, not including the DOE reimbursements received to date.

Pursuant to the ARRA of 2009, PECO and the DOE entered into a Financial Assistance Agreement to extend PECO \$200 million in non-taxable SGIG funds of which \$140 million relates to smart meter deployment and \$60 million relates to smart grid infrastructure. As part of the agreement, the DOE has a conditional ownership interest in qualifying Federally-funded project property and equipment, which is subordinate to PECO's existing mortgage. The SGIG funds are being used to offset the total impact to ratepayers of the smart meter deployment required by Act 129. As of June 30, 2013, PECO has received \$167 million of the \$200 million in reimbursements. PECO's outstanding receivable from the DOE for reimbursable costs was \$10 million as of June 30, 2013, which has been recorded in Other accounts receivable, net on Exelon's and PECO's Consolidated Balance Sheets.

On August 15, 2012, PECO suspended installation of smart meters for new customers based on a limited number of incidents involving overheating meters. Following its own internal investigation and additional scientific analysis and testing by independent experts completed after September 30, 2012, PECO announced its decision to resume meter deployment work on October 9, 2012. PECO has replaced the previously installed

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meters with an alternative vendor's meters. PECO intends to move forward with the alternative meters during universal deployment and continues to evaluate meters from several vendors and may use more than one meter vendor during universal deployment.

Following PECO's decision, as of October 9, 2012, PECO will no longer use the original smart meters. For the meters that will no longer be used, the accounting guidance requires that any difference between the carrying value and net realizable value be recognized in the current period's earnings, before considering potential regulatory recovery. The cost of the original meters, including installation and removal costs, owned by PECO was approximately \$19 million, net of approximately \$16 million of reimbursements from the DOE. PECO is seeking full recovery of all incurred costs related to the original deployment of meters. For amounts not recovered from the vendor, PECO will seek regulatory rate recovery in a future filing with the PAPUC. PECO did not seek recovery of original meter costs in the January 2013 universal deployment filing, as resolution with the vendor is still pending. In November 2012, PECO requested and received approval from the DOE that the original meters continue to be allowable costs. In addition, PECO remains eligible for the full \$200 million in SGIG funds. In the May 31, 2013 Joint Petition for Settlement of the universal deployment plan, the parties agreed to defer any potential challenges to cost recovery of the original meters as discussed above.

As of June 30, 2013, PECO believes the amounts incurred for the original meters and related installation and removal costs are probable of recovery based on applicable case law and past precedent on reasonably and prudently incurred costs. As a result, a regulatory asset of \$17 million, representing the cost of the original meters, net of accumulated depreciation and DOE reimbursements, was recorded on Exelon's and PECO's Consolidated Balance Sheets. If PECO later determines that the regulatory asset is no longer probable of recovery, PECO would be required to recognize a charge in earnings in the period in which that determination was made.

**Energy Efficiency Programs (Exelon and PECO).** PECO's PAPUC-approved Phase I EE&C Plan had a four-year term that began on June 1, 2009 and concluded on May 31, 2013. The Phase I Plan set forth how PECO would meet the required reduction targets established by Act 129's EE&C provisions, which included a 3% reduction in electric consumption in PECO's service territory and a 4.5% reduction in PECO's annual system peak demand in the 100 hours of highest demand by May 31, 2013. The peak demand period ended on September 30, 2012 and PECO communicated its compliance with the reduction targets in a preliminary report with the PAPUC on March 1, 2013. The final compliance report is due to the PAPUC by November 15, 2013.

On March 29, 2013, PECO filed a Petition with the PAPUC to change the recovery period of certain Direct Load Control (DLC) Program costs necessary to implement the Phase I Plan. The Petition seeks approval to allow PECO to recover \$12 million in equipment, installation and information technology costs for its Residential DLC program with the amounts collected for the Phase I Plan. As the Phase I Plan was implemented at a cost less than originally budgeted, PECO proposed to recover these expenses from its Phase I Energy Efficiency Program Charge over-collection consistent with PAPUC guidance to recover all Phase I costs through Phase I funding. The PAPUC approved PECO's Petition on May 9, 2013. A regulatory liability was established for the DLC program costs that will be amortized as a credit to the income statement to offset the related depreciation expense during the same period.

The PAPUC issued its Phase II EE&C implementation order on August 2, 2012, that provides energy consumption reduction requirements for the second phase of Act 129's EE&C programs, which went into effect on June 1, 2013. The PAPUC deferred a decision on peak demand reduction requirements until mid-2013. On February 28, 2013, the PAPUC approved PECO's three-year EE&C Phase II plan that was filed on November 1, 2012, and sets forth how PECO will reduce electric consumption by at least 2.9% in its service territory for the period June 1, 2013 through May 31, 2016.

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On March 15, 2013, PECO filed a Petition for Approval to amend its EE&C Phase II Plan to continue its DLC demand reduction program for mass market customers from June 1, 2013 to May 31, 2014. PECO proposed to fund the estimated \$10 million cost of the one-year program by modifying incentive levels for other Phase II programs. On May 9, 2013, the PAPUC approved PECO's amended EE&C Phase II plan. The costs of DLC program will be recovered through PECO's Energy Efficiency Program Charge along with all other Phase II Plan costs.

***Investigation of Pennsylvania Retail Electricity Market (Exelon and PECO).*** On July 28, 2011, the PAPUC issued an order outlining the next steps in its investigation into the status of competition in Pennsylvania's retail electric market. The PAPUC found that the existing default service model presents substantial impediments to the development of a vibrant retail market in Pennsylvania and directed its Office of Competitive Markets Oversight to evaluate potential intermediate and long-term structural changes to the default service model. On March 1, 2012, the PAPUC issued the final order describing more detailed recommendations to be implemented prior to the expiration of the electric distribution company's current default service plan and providing guidelines for electric distribution companies for development of their next default service plan. On October 12, 2012, the PAPUC approved PECO's second DSP Program, which includes several new programs to continue PECO's support of retail market competition in Pennsylvania in accordance with the order issued by the PAPUC on December 15, 2011. Further, the PAPUC issued a final order on February 14, 2013, outlining its proposed end-state for default service, which included default service pricing for residential and small commercial customers based on three month full requirements contracts, full requirement contracts using hourly spot market pricing for large commercial and industrial default service customers, and the inclusion of CAP customers in the customer choice programs.

***Pennsylvania Act 11 of 2012 (Exelon and PECO).*** On February 13, 2012, Act 11 was signed into law by the Governor. Act 11 seeks to clarify the PAPUC's authority to approve alternative ratemaking mechanisms, which would allow for the implementation of a distribution system improvement charge (DSIC) in rates designed to recover capital project costs incurred to repair, improve or replace utilities' aging electric and natural gas distribution systems in Pennsylvania. Act 11 also includes a provision that allows utilities to use a fully projected future test year under which the PAPUC may permit the inclusion of projected capital costs in rate base for assets that will be placed in service during the first year that rates are in effect. The PAPUC's implementation order requires a utility to have a Long Term Infrastructure Improvement Plan (LTIIIP) which outlines how the utility is planning to increase its investment for repairing, improving, or replacing aging infrastructure, approved by the PAPUC prior to implementing a DSIC. On May 9, 2013, the PAPUC approved PECO's LTIIIP for its Gas Operations, which was filed on February 8, 2013.

**Maryland Regulatory Matters**

***Smart Meter and Smart Grid Investments (Exelon and BGE).*** In August 2010, the MDPSC approved a comprehensive smart grid initiative for BGE that includes the planned installation of 2 million residential and commercial electric and gas smart meters at an expected total cost of \$480 million. The MDPSC's approval ordered BGE to defer the associated incremental costs, depreciation and amortization, and an appropriate return, in a regulatory asset until such time as a cost-effective advanced metering system is implemented. As of June 30, 2013 and December 31, 2012, BGE recorded a regulatory asset of \$45 million and \$31 million, respectively, representing incremental costs, depreciation and amortization, and a debt return on fixed assets related to its AMI program. Additionally, the MDPSC has determined that the cost recovery for the non-AMI meters that BGE retires will be considered in a future depreciation proceeding. The MDPSC continues to evaluate the impacts of a customer opt-out feature in BGE's Smart Grid program. In March 2013, BGE filed a description of the overall additional costs associated with allowing customers to retain their current meter, and for radio frequency (RF)-Free and RF-Minimizing options related to the installation of their smart meters as well as a proposed cost

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recovery mechanism. The MDPSC will hold a hearing in August 2013 to consider the filings made by BGE and other Maryland electric utilities. The ultimate resolution related to this feature could affect BGE's ability to demonstrate cost-effectiveness of the advanced metering system. Overall, BGE continues to believe the recovery of smart grid initiative costs in future rates is probable as BGE expects to be able to demonstrate that the program benefits exceed costs. Pursuant to the ARRA of 2009, BGE is a recipient of \$200 million in federal funding from the DOE for its smart grid and other related initiatives, which substantially reduces the total cost of these initiatives to BGE's ratepayers. The project to install the smart meters began in late April 2012.

As of June 30, 2013, BGE had received \$176 million in reimbursements from the DOE. As of June 30, 2013, BGE's outstanding receivable from the DOE for reimbursable costs was \$17 million, which has been recorded in Other accounts receivable, net on Exelon's and BGE's Consolidated Balance Sheets.

***New Electric Generation (Exelon, Generation and BGE).*** On April 12, 2012, the MDPSC issued an order directing BGE and two other Maryland utilities to enter into a contract for differences (CfD) with CPV Maryland, LLC (CPV), under which CPV will construct an approximately 700 MW natural gas-fired combined-cycle generation plant in Waldorf, Maryland, that CPV projected will be in commercial operation by June 1, 2015. The initial term of the proposed contract is 20 years. The CfD mandates that BGE and the other utilities pay (or receive) the difference between CPV's contract prices and the revenues CPV receives for capacity and energy from clearing the unit in the PJM capacity market. The MDPSC's Order requires the three Maryland utilities to enter into a CfD in amounts proportionate to their relative SOS load.

On April 16, 2013, the MDPSC issued an order that required BGE to execute a specific form of contract with CPV, and the parties executed the contract as of June 6, 2013. As of June 30, 2013, there is no impact on Exelon's and BGE's results of operations, cash flows and financial positions. Furthermore, the agreement does not become effective until the resolution of certain items, including all current litigation.

On April 27, 2012, a civil complaint was filed in the United States District Court for the District of Maryland by certain unaffiliated parties that challenges the actions taken by the MDPSC on Federal law grounds. Among other requests for relief, the plaintiffs seek to enjoin the MDPSC from executing or otherwise putting into effect any part of its order. The MDPSC and CPV filed motions to dismiss the Federal lawsuit, which were both denied by the U.S. District Court on August 3, 2012. Trial of this matter occurred in March 2013, and a decision from the trial judge is now pending.

On May 4, 2012, BGE filed a petition in the Circuit Court for Anne Arundel County, Maryland, seeking judicial review of the MDPSC order. That petition was subsequently transferred to the Circuit Court for Baltimore City and consolidated with similar appeals that have been filed by other interested parties. The Circuit Court proceeding is currently in the pre-hearing briefing stage, and a hearing before the Circuit Court Judge is scheduled for September 10, 2013.

Depending on the ultimate outcome of the pending litigation, on the eventual market conditions and on the manner of cost recovery as of the effective date of the agreement, the CfD could have a material impact on Exelon and BGE's results of operations, cash flows and financial positions.

Exelon believes that this and other states' projects may have artificially suppressed capacity prices in PJM and may continue to do so in future auctions to the detriment of Exelon's market driven position. In addition to this litigation, Exelon is working with other market participants to implement market rules that will appropriately limit the market suppressing effect of such state activities.

***2012 Maryland Electric and Gas Distribution Rate Case (Exelon and BGE).*** On July 27, 2012, BGE filed an application for increases to its electric and gas base rates with the MDPSC. On February 22, 2013, the

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MDPSC issued an order in BGE's 2012 electric and natural gas distribution rate case for increases in annual distribution service revenue of \$81 million and \$32 million, respectively. The electric distribution rate increase was set using an allowed return on equity of 9.75% and the gas distribution rate increase was set using an allowed return on equity of 9.60%. The approved electric and natural gas distribution rates became effective for services rendered on or after February 23, 2013. As part of the rate order, the MDPSC approved both recovery of and return on merger integration costs incurred during the test year, including severance. As a result, the order affirmed the treatment of \$20 million of severance-related costs that BGE had recorded as a regulatory asset in 2012, consistent with prior MDPSC decisions. Additionally, BGE established a new regulatory asset related to non-severance merger integration costs, which is \$8 million as of June 30, 2013 and includes \$6 million of costs incurred during 2012. Current Maryland PSC treatment of these merger integration regulatory assets is to provide recovery over a five year period.

***MDPSC Derecho Storm Order (Exelon and BGE).*** Following the June 2012 Derecho storm which hit the mid-Atlantic region interrupting electrical service to a significant portion of the State of Maryland, the MDPSC issued an order on February 27, 2013 that requires BGE and other Maryland utilities to file several comprehensive reports with short-term and long-term plans to improving reliability and grid resiliency that are due at various times before August 30, 2013.

BGE's May 17, 2013 distribution rate case included a short-term plan to improve reliability as well as a proposal for a surcharge to recover incremental capital expenditures and operating costs associated with the short-term plan. BGE cannot predict the outcome of these proceedings, which may result in increased capital expenditures and operating costs.

***The Maryland Strategic Infrastructure Development and Enhancement Program (Exelon and BGE).*** In February 2013, the Maryland General Assembly passed legislation intended to accelerate gas infrastructure replacements in Maryland by establishing a mechanism for gas companies to promptly recover reasonable and prudent costs of eligible infrastructure replacement projects separate from base rate proceedings. On May 2, 2013, the Governor of Maryland signed the legislation into law; which took effect June 1, 2013. Under the new law, following a proceeding before the MDPSC and with the MDPSC's approval of the eligible infrastructure replacement projects along with a corresponding surcharge, BGE could begin charging gas customers a monthly surcharge for infrastructure costs incurred after June 1, 2013. The legislation includes caps on the monthly surcharges to residential and non-residential customers, and would require an annual true-up of the surcharge revenues against actual expenditures. Investment levels in excess of the cap would be recoverable in a subsequent gas base rate proceeding at which time all costs for the infrastructure replacement projects would be rolled into gas distribution rates. Irrespective of the cap, BGE is required to file a gas rate case every five years under this legislation. On August 2, 2013, BGE filed its infrastructure replacement plan and associated surcharge. The new surcharge rates are expected to take effect in the first quarter of 2014. BGE cannot predict the outcome of this proceeding or how much of the requested planned and related surcharge the MDPSC will approve.

***2013 Maryland Electric and Gas Distribution Rate Case (Exelon and BGE).*** On May 17, 2013, BGE filed an application for increases of \$101 million and \$30 million to its electric and gas base rates, respectively, with the MDPSC. The requested rates of return on equity in the application are 10.50% and 10.35% for electric and gas distribution, respectively. In addition to these requested rate increases, BGE's application includes a request for recovery of incremental capital expenditures and operating costs associated with BGE's proposed short-term reliability improvement plan in response to a MDPSC order through a surcharge separate from base rates. The new electric and gas distribution base rates are expected to take effect in December 2013. BGE cannot predict the outcome of this proceeding or how much of the requested increases the MDPSC will approve.



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**Transmission Formula Rate (Exelon, ComEd and BGE).** ComEd's and BGE's transmission rates are each established based on a FERC-approved formula.

ComEd's most recent annual formula rate update filed in April 2013 reflects 2012 actual costs plus forecasted 2013 capital additions. The update resulted in a revenue requirement of \$488 million plus a \$25 million adjustment related to the reconciliation of 2012 actual costs for a net revenue requirement of \$513 million. This compares to the May 2012 updated revenue requirement of \$450 million offset by a \$5 million reduction related to the reconciliation of 2011 actual costs for a net revenue requirement of \$445 million. The increase in the revenue requirement was primarily driven by increased plant investment, higher pension and post-retirement healthcare costs, and higher operating and maintenance costs. The 2013 net revenue requirement became effective June 1, 2013, and is being recovered over the period extending through May 31, 2014. The regulatory asset associated with the true-up is being amortized as the associated amounts are recovered through rates.

ComEd's updated formula transmission rate currently provides for a weighted average debt and equity return on transmission rate base of 8.70%, a decrease from the 8.91% return previously authorized. The decrease in return was primarily due to lower interest rates on ComEd's long-term debt outstanding. As part of the FERC-approved settlement of ComEd's 2007 transmission rate case, the rate of return on common equity is 11.5% and the common equity component of the ratio used to calculate the weighted average debt and equity return for the formula transmission rate is currently capped at 55%.

BGE's most recent annual formula rate update filed in April 2013 reflects actual 2012 expenses and investments plus forecasted 2013 capital additions. The update resulted in a revenue requirement of \$158 million offset by a \$1 million reduction related to the reconciliation of 2012 actual costs for a net revenue requirement of \$157 million. This compares to the April 2012 updated revenue requirement of \$156 million increased by \$2 million related to the reconciliation of 2011 actual costs for a net revenue requirement of \$158 million. The decrease in the revenue requirement was primarily driven by a lower authorized rate of return and reduced rate base, offset partially by higher depreciation and operating and maintenance costs. The 2013 net revenue requirement became effective June 1, 2013, and is being recovered over the period extending through May 31, 2014. The regulatory asset associated with the true-up is being amortized as the associated amounts are recovered through rates.

BGE's updated formula transmission rate currently provides for a weighted average debt and equity return on transmission rate base of 8.35%, a decrease from the 8.43% return previously authorized. The decrease in return was primarily due to a debt issuance in 2012 and lower interest rates on BGE's debt outstanding. As part of the FERC-approved settlement in 2006 of BGE's 2005 transmission rate case and updated by FERC's November 2007 order in BGE's 2007 incentive rate filing, the base rate of return on common equity for BGE's electric transmission business is 11.3%.

**FERC Transmission Complaint (Exelon and BGE).** On February 27, 2013, consumer advocates and regulators from the District of Columbia, New Jersey, Delaware and Maryland, and the Delaware Electric Municipal Cooperatives (the parties), filed a complaint at FERC against BGE and the Pepco Holdings, Inc. companies relating to their respective transmission formula rates. BGE's formula rate includes a 10.8% base rate of return on common equity for most investments included in its rate base. The parties seek a reduction in the base return on equity to 8.7% and changes to the formula rate process. FERC docketed the matter and set April 3, 2013 as the deadline for interventions, protests and answers. Under FERC rules, the earliest date from which the base return on equity could be adjusted and refunds required is the date of the complaint. On March 19, 2013, BGE filed a motion to dismiss or sever the complaint. As of June 30, 2013, BGE cannot predict the likelihood or a reasonable estimate of the amount of a change, if any, in the allowed base return on equity, or a reasonable estimate of the refund period start date. While BGE cannot predict the outcome of this matter, if FERC orders a reduction of BGE's base return on equity to 8.7%, the estimated annual impact would be a reduction in revenues of approximately \$10 million.

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***PJM Transmission Rate Design and Operating Agreements (Exelon, ComEd, PECO and BGE).*** PJM Transmission Rate Design specifies the rates for transmission service charged to customers within PJM. Currently, ComEd, PECO and BGE incur costs based on the existing rate design, which charges customers based on the cost of the existing transmission facilities within their load zone and the cost of new transmission facilities based on those who benefit from those facilities. In April 2007, FERC issued an order concluding that PJM's current rate design for existing facilities is just and reasonable and should not be changed. In the same order, FERC held that the costs of new facilities 500 kV and above should be socialized across the entire PJM footprint and that the costs of new facilities less than 500 kV should be allocated to the customers of the new facilities who caused the need for those facilities. After FERC ultimately denied all requests for rehearing on all issues, several parties filed petitions in the U.S. Court of Appeals for the Seventh Circuit for review of the decision. On August 6, 2009, that court issued its decision affirming FERC's order with regard to the costs of existing facilities but reversing and remanding to FERC for further consideration its decision with regard to the costs of new facilities 500 kV and above. On March 30, 2012, FERC issued an order on remand affirming the cost allocation in its April 2007 order. On March 22, 2013, FERC issued an order denying rehearing and made it clear that the cost allocation at issue concerns only projects approved prior to February 1, 2013. A number of entities have filed appeals of the FERC orders. ComEd anticipates that all impacts of any rate design changes effective after December 31, 2006, should be recoverable through retail rates and, thus, the rate design changes are not expected to have a material impact on ComEd's results of operations, cash flows or financial position. PECO anticipates that all impacts of any rate design changes should be recoverable through the transmission service charge rider approved in PECO's 2010 electric distribution rate case settlement and, thus, the rate design changes are not expected to have a material impact on PECO's results of operations, cash flows or financial position. To the extent that any rate design changes are retroactive to periods prior to January 1, 2011, there may be an impact on PECO's results of operations. BGE anticipates that all impacts of any rate design changes effective after the implementation of its standard offer service programs in Maryland should be recoverable through retail rates and, thus, the rate design changes are not expected to have a material impact on BGE's results of operations, cash flows or financial position.

On October 11, 2012, the PJM Transmission Owners filed with FERC a cost allocation for new transmission facilities asking that the new cost allocation methodology apply to all transmission approved by the PJM Board on or after February 1, 2013. The proposed methodology is a hybrid methodology that would socialize 50% of the costs of new facilities at 500kV and above and double-circuit 345kV lines, and allocate the remaining 50% to direct beneficiaries. For all other facilities, the costs would be allocated to the direct beneficiaries. On March 22, 2013, FERC issued an order accepting the cost allocation with minor exceptions and requiring a compliance filing on those few issues within 120 days of the order. The compliance filing was made on July 22, 2013.

***PJM Minimum Offer Price Rule (Exelon and Generation).*** PJM's capacity market rules include a Minimum Offer Price Rule (MOPR) that is intended to preclude sellers from artificially suppressing the competitive price signals for generation capacity. The proceedings leading to FERC's approval of the MOPR were extensive, and there have been numerous changes to the MOPR and litigation related to it since it was originally implemented. For example, in 2011 the parties disputed numerous elements of the MOPR including: (i) the default price that should apply to bids found subject to the MOPR, (ii) the duration of the MOPR and (iii) the application of the MOPR to self-supplying capacity and state-sponsored capacity. The FERC orders approving that MOPR have been appealed to the Third Circuit Court of Appeals. A resolution of that appeal is not expected until sometime in late 2013.

In May 2012 (based on the MOPR provisions the FERC approved in 2011), PJM announced the results of its capacity auction covering the delivery year ending May 31, 2016. Several new units with state-sanctioned subsidy contracts cleared in the auction at prices below the MOPR. Potentially, these states could expand such state-sanctioned subsidy programs or other states may seek to establish similar programs. Generation believed that further revisions to that MOPR were necessary to ensure that the potential to artificially reduce capacity

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auction prices is appropriately limited in PJM. In early December 2012, PJM filed a new MOPR for approval at the FERC, which Exelon believed would be more effective in preventing state-sanctioned subsidy contracts from artificially reducing capacity prices. Generation was actively involved in the process through which those MOPR changes were developed and supported the changes. On May 3, 2013, the FERC issued its order. While the FERC order accepted certain aspects of the proposal that Exelon supported (such as applying the MOPR to all of PJM and not just certain zones within PJM), the FERC required PJM to retain a key element of its previous MOPR structure, the unit-specific exemption, an element that Exelon had supported removing. Several entities, including two capacity suppliers that Exelon has been working with sought rehearing of that order.

In May 2013 (based on the MOPR provisions the FERC approved earlier that month), PJM announced the results of its capacity auction covering the delivery year ending May 31, 2017. Exelon is working with PJM stakeholders on several proposed changes to the PJM tariff aimed at ensuring that capacity resources (including those with state-sanctioned subsidy contracts) cannot inappropriately affect capacity auction prices in PJM.

**Reliability Pricing Model (Exelon, Generation and BGE).** PJM's RPM auctions take place 36 months ahead of the scheduled delivery year. The most recent auction for the delivery year ending May 31, 2017 occurred in May 2013.

**License Renewals (Exelon and Generation).** On June 22, 2011, Generation submitted applications to the NRC to extend the operating licenses of Limerick Units 1 and 2 by 20 years. The current operating licenses for Limerick Units 1 and 2 expire in 2024 and 2029, respectively. In June 2012, the United States District Court of Appeals for the DC Circuit vacated the NRC's temporary storage rule on the grounds that the NRC should have conducted a more comprehensive environmental review to support the rule. The temporary storage rule (also referred to as the waste confidence decision) recognizes that licensees can safely store spent nuclear fuel at nuclear plants for up to 60 years beyond the original and renewed licensed operating life of the plants and that licensing renewal decisions do not require discussion of the environmental impact of spent fuel stored on site. In August 2012, the NRC placed a hold on issuing new or renewed operating licenses that depend on the temporary storage rule until the court's decision is addressed. In September 2012, the NRC directed NRC Staff to revise the temporary storage rule through rulemaking no later than September 6, 2014. Generation does not expect the NRC to issue license renewals until the end of 2014, at the earliest.

On May 29, 2013, Generation submitted applications to the NRC to extend the operating licenses of Byron Units 1 and 2 and Braidwood Units 1 and 2 by 20 years. The current operating licenses for Byron Units 1 and 2 expire in 2024 and 2026, respectively. The current operating licenses for Braidwood Units 1 and 2 expire in 2026 and 2027, respectively. Generation does not expect the NRC to issue license renewals for Byron and Braidwood until 2015 at the earliest.

On August 29, 2012 and August 30, 2012, Generation submitted hydroelectric license applications to the FERC for 46-year licenses for the Conowingo Hydroelectric Project (Conowingo) and the Muddy Run Pumped Storage Facility Project (Muddy Run), respectively. Generation is working with stakeholders to resolve licensing issues, including: (1) water quality, (2) fish passage and habitat, and (3) sediment. In the third quarter of 2013, Exelon expects to file a water quality certification application pursuant to Section 401 of the Clean Water Act with the MDE for Conowingo, and a water quality certification application pursuant to Section 401 of the Clean Water Act with the PA DEP for Muddy Run, addressing these and other issues. The stations are being depreciated over their useful lives, which includes the license renewal period. Although Generation expects that these licenses will be renewed, it cannot predict the conditions that may be imposed. Resolution of these issues may require a substantial increase in capital expenditures or may result in increased operating costs and significantly affect Generation's results of operations or financial position. Based on the latest FERC procedural schedule, the FERC licensing process is not expected to be completed prior to the expiration of Muddy Run's current license on August 31, 2014,

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and the expiration of Conowingo's license on September 1, 2014. However, the stations would continue to operate under annual licenses until FERC takes action on the 46-year license applications.

**Regulatory Assets and Liabilities (Exelon, ComEd, PECO and BGE)**

Exelon, ComEd, PECO and BGE each prepare their consolidated financial statements in accordance with the authoritative guidance for accounting for certain types of regulation. Under this guidance, regulatory assets represent incurred costs that have been deferred because of their probable future recovery from customers through regulated rates. Regulatory liabilities represent the excess recovery of costs or accrued credits that have been deferred because it is probable such amounts will be returned to customers through future regulated rates or represent billings in advance of expenditures for approved regulatory programs.

The following tables provide information about the regulatory assets and liabilities of Exelon, ComEd, PECO and BGE as of June 30, 2013 and December 31, 2012. For additional information on the specific regulatory assets and liabilities, refer to Note 3 Regulatory Matters of the Exelon 2012 Form 10-K.

June 30, 2013	Exelon		ComEd		PECO		BGE	
	Current	Noncurrent	Current	Noncurrent	Current	Noncurrent	Current	Noncurrent
<b>Regulatory assets</b>								
Pension and other postretirement benefits(a)	\$ 308	\$ 3,622	\$	\$	\$	\$	\$	\$
Deferred income taxes	14	1,409	5	64		1,279	9	66
AMI programs	4	99	4	22		32		45
AMI meter events		17				17		
Under-recovered distribution service costs	84	245	84	245				
Debt costs	12	63	9	58	3	5	1	9
Fair value of BGE long-term debt(b)		233						
Fair value of BGE supply contract(c)	46	6						
Severance	29	14	25				4	14
Asset retirement obligations		93		68		25		
MGP remediation costs	49	215	42	184	6	30	1	1
RTO start-up costs	2	1	2	1				
Under-recovered electric universal service fund costs	3				3			
Renewable energy and associated RECs	16	69	16	69				
Under-recovered energy and transmission costs	71		71					
DSP Program costs		3				3		
DSP II Program costs	2	1			2	1		
Deferred storm costs	3	4					3	4
Electric generation-related regulatory asset	13	37					13	37
Rate stabilization deferral	68	194					68	194
Energy efficiency and demand response programs	42	152					42	152
Merger integration costs(d)	1	10					1	10
Other	37	32	16	21	21	8		4
<b>Total regulatory assets</b>	<b>\$ 804</b>	<b>6,519</b>	<b>\$ 274</b>	<b>\$ 732</b>	<b>\$ 35</b>	<b>\$ 1,400</b>	<b>\$ 142</b>	<b>\$ 536</b>



**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

June 30, 2013	Exelon		ComEd		PECO		BGE	
	Current	Noncurrent	Current	Noncurrent	Current	Noncurrent	Current	Noncurrent
<b>Regulatory liabilities</b>								
Nuclear decommissioning	\$	\$ 2,434	\$	\$ 2,068	\$	\$ 366	\$	\$
Removal costs	99	1,422	78	1,201			21	221
Energy efficiency and demand response programs	98		31		67			
DLC Program Costs	1	11			1	11		
Energy efficiency Phase 2		7				7		
Electric distribution tax repairs	20	121			20	121		
Gas distribution tax repairs	8	42			8	42		
Over-recovered energy and transmission costs	78	4	2	4	66(e)		10(i)	
Over-recovered gas universal service fund costs	3				3			
Revenue subject to refund(f)	40		40					
Over-recovered electric and gas revenue decoupling(g)	8						8	
Other	2	3		3	1		1	
Total regulatory liabilities	\$ 357	\$ 4,044	\$ 151	\$ 3,276	\$ 166	\$ 547	\$ 40	\$ 221

December 31, 2012	Exelon		ComEd		PECO		BGE	
	Current	Noncurrent	Current	Noncurrent	Current	Noncurrent	Current	Noncurrent
<b>Regulatory assets</b>								
Pension and other postretirement benefits(a)	\$ 304	\$ 3,673	\$	\$	\$	\$	\$	\$
Deferred income taxes	14	1,382	5	62		1,255	9	65
AMI programs	3	70	3	10		29		31
AMI meter events		17				17		
Under-recovered distribution service costs	18	191	18	191				
Debt costs	14	68	11	62	3	6	1	9
Fair value of BGE long-term debt(b)		256						
Fair value of BGE supply contract(c)	77	12						
Severance	29	28	25	12			4	16
Asset retirement obligations		90		65		25		
MGP remediation costs	58	232	51	197	6	33	1	2
RTO start-up costs	3	2	3	2				
Under-recovered electric universal service fund costs	11				11			
Financial swap with Generation			226					
Renewable energy and associated RECs	18	49	18	49				
Under-recovered energy and transmission costs	43		14		1(h)		28(i)	
DSP Program costs	1	3			1	3		
DSP II Program costs	1	2			1	2		
Deferred storm costs	3	6					3	6
Electric generation-related regulatory asset	16	40					16	40
Rate stabilization deferral	67	225					67	225
Energy efficiency and demand response programs	56	126					56	126

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Under-recovered electric revenue decoupling(g)	5						5	
Other	23	25	14	16	9	8		2
Total regulatory assets	\$ 764	\$ 6,497	\$ 388	\$ 666	\$ 32	\$ 1,378	\$ 190	\$ 522

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

December 31, 2012	Exelon		ComEd		PECO		BGE	
	Current	Noncurrent	Current	Noncurrent	Current	Noncurrent	Current	Noncurrent
<b>Regulatory liabilities</b>								
Nuclear decommissioning	\$	\$ 2,397	\$	\$ 2,037	\$	\$ 360	\$	\$
Removal costs	97	1,406	75	1,192			22	214
Energy efficiency and demand response programs	131		43		88			
Electric distribution tax repairs	20	132			20	132		
Gas distribution tax repairs	8	46			8	46		
Over-recovered uncollectible accounts	6		6					
Over-recovered energy and transmission costs	54		6		48(e)			
Over-recovered gas universal service fund costs	3				3			
Over-recovered AEPS costs	2				2			
Revenue subject to refund(f)	40		40					
Over-recovered gas revenue decoupling(g)	7						7	
<b>Total regulatory liabilities</b>	<b>\$ 368</b>	<b>\$ 3,981</b>	<b>\$ 170</b>	<b>\$ 3,229</b>	<b>\$ 169</b>	<b>\$ 538</b>	<b>\$ 29</b>	<b>\$ 214</b>

- (a) Pension and other postretirement benefit regulatory assets include a regulatory asset established at the date of the merger related to BGE's portion of the deferred costs associated with legacy Constellation's pension and other postretirement benefit plans. That BGE-related regulatory asset is being amortized over a period of approximately 12 years, which generally represents the expected average remaining service period of plan participants at the date of the merger.
- (b) Represents the regulatory asset recorded at Exelon Corporate for the difference in the fair value of the long-term debt of BGE as of the merger date. The asset is amortized over the life of the underlying debt. See Note 11 Debt and Credit Agreements for additional information.
- (c) Represents the regulatory asset recorded at Exelon Corporate representing the fair value of BGE's supply contracts as of the close of the merger date. BGE is allowed full recovery of the costs of its electric and gas supply contracts through approved, regulated rates. The asset is amortized over a period of approximately 3 years.
- (d) Relates to integration costs to achieve distribution synergies related to the merger transaction.
- (e) Includes \$35 million related to the over-recovered electric supply costs under the GSA, \$24 million related to the over-recovered natural gas costs under the PGC and \$7 million related to over-recovered electric transmission costs as of June 30, 2013. As of December 31, 2012, includes \$47 million related to the over-recovered electric supply costs under the GSA and \$1 million related to the over-recovered natural gas costs under the PGC.
- (f) Primarily represents the regulatory liability for revenue subject to refund recorded pursuant to the ICC's order in the 2007 Rate Case. See Note 3 of Exelon's 2012 Form 10-K for additional information regarding the 2007 Rate Case.
- (g) Represents the electric and gas distribution costs recoverable from or refundable to customers under BGE's decoupling mechanism. As of June 30, 2013, includes \$1 million of under-recovered electric distribution costs and \$9 million of over-recovered gas distribution costs under BGE's decoupling mechanism. As of December 31, 2012, relates to \$5 million of under-recovered electric distribution costs and \$7 million of over-recovered gas distribution costs under BGE's decoupling mechanism.
- (h) Relates to under-recovered transmission costs.
- (i) Relates to \$7 million of over-recovered natural gas supply costs and to \$3 million of over-recovered natural electric supply costs as of June 30, 2013. As of December 31, 2012, includes to \$9 million of under-recovered electric supply costs and \$19 million of under-recovered natural gas supply costs.

**Purchase of Receivables Programs (Exelon, ComEd, PECO, and BGE)**



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ComEd, PECO and BGE are required, under separate legislation and regulations in Illinois, Pennsylvania and Maryland, respectively, to purchase certain receivables from retail electric and natural gas suppliers. For retail suppliers participating in the utilities consolidated billing, ComEd, PECO and BGE must purchase their

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

customer accounts receivables. ComEd and BGE purchase receivables at a discount to primarily recover uncollectible accounts expense from the suppliers. PECO is required to purchase receivables at face value and permitted to recover uncollectible accounts expense from customers through distribution rates. Exelon, ComEd, PECO and BGE do not record unbilled commodity receivables under the POR programs. Purchased billed receivables are classified in Other accounts receivable, net on Exelon's, ComEd's, PECO's and BGE's Consolidated Balance Sheets. The following tables provide information about the purchased receivables of the Registrants as of June 30, 2013 and December 31, 2012.

<b>As of June 30, 2013</b>	<b>Exelon</b>	<b>ComEd</b>	<b>PECO</b>	<b>BGE</b>
Purchased receivables(a)	\$ 230	\$ 87	\$ 70	\$ 73
Allowance for uncollectible accounts(b)	(24)	(13)	(6)	(5)
<b>Purchased receivables, net</b>	<b>\$ 206</b>	<b>\$ 74</b>	<b>\$ 64</b>	<b>\$ 68</b>
<b>As of December 31, 2012</b>	<b>Exelon</b>	<b>ComEd</b>	<b>PECO</b>	<b>BGE</b>
Purchased receivables(a)	\$ 191	\$ 55	\$ 65	\$ 71
Allowance for uncollectible accounts(b)	(21)	(9)	(6)	(6)
<b>Purchased receivables, net</b>	<b>\$ 170</b>	<b>\$ 46</b>	<b>\$ 59</b>	<b>\$ 65</b>

- (a) PECO's gas POR program became effective on January 1, 2012 and includes a 1% discount on purchased receivables in order to recover the implementation costs of the program. If the costs are not fully recovered when PECO files its next gas distribution rate case, PECO will propose a mechanism to recover the remaining implementation costs as a distribution charge to low volume transportation customers or apply future discounts on purchased receivables from natural gas suppliers serving those customers.
- (b) For ComEd and BGE, reflects the incremental allowance for uncollectible accounts recorded, which is in addition to the purchase discount. For ComEd, the incremental uncollectible accounts expense is recovered through its Purchase of Receivables with Consolidated Billing (PORCB) tariff.

**6. Investment in Constellation Energy Nuclear Group, LLC (Exelon and Generation)**

As a result of the Constellation merger, Generation owns a 50.01% interest in CENG, a nuclear generation business. Generation's total equity in earnings (losses) on the investment in CENG is as follows:

	<b>Three Months Ended June 30, 2013</b>	<b>Three Months Ended June 30, 2012</b>
Equity investment income	\$ 11	\$ 4
Amortization of basis difference in CENG	(30)	(62)
<b>Total equity in losses - CENG</b>	<b>\$ (19)</b>	<b>\$ (58)</b>
	<b>Six Months Ended</b>	<b>For the Period March 12, through June 30,</b>

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	<b>June 30, 2013</b>	<b>2012</b>
Equity investment income (loss)	\$ 26	\$ (5)
Amortization of basis difference in CENG	(57)	(74)
<b>Total equity in losses CENG</b>	<b>\$ (31)</b>	<b>\$ (79)</b>

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

As of March 12, 2012, Generation had an initial basis difference of approximately \$204 million between the initial carrying value of its investment in CENG and its underlying equity in CENG. This basis difference resulted from the requirement to record the investment in CENG at fair value under purchase accounting while the underlying assets and liabilities within CENG continue to be accounted for on a historical cost basis. Generation is amortizing this basis difference over the respective useful lives of the assets and liabilities of CENG or as those assets and liabilities affect the earnings of CENG.

Based on tax sharing provisions contained in the operating agreement for CENG, Generation may be eligible for distributions from its investment in CENG in excess of its 50.01% ownership interest. Through purchase accounting, Generation has recorded the fair value of expected future distributions. When these distributions are realized, Generation will record a reduction in its investment in CENG. Any distributions in excess of Generation's investment in CENG would be recorded in earnings.

**Related Party Transactions (Exelon and Generation)***CENG*

Generation has an agreement under which it is purchasing 85% of the output of CENG's nuclear plants that is not sold to third parties under pre-existing firm and unit contingent PPAs through 2014. Beginning on January 1, 2015 and continuing to the end of the life of the respective plants, Generation will purchase on a unit contingent basis 50.01% of the output of CENG's nuclear plants, and EDF will purchase on a unit contingent basis 49.99% of the output.

In addition to the PPA, Generation has a power services agency agreement (PSAA) with the CENG plants, which expires on December 31, 2014. The PSAA is a five-year agreement under which Generation provides scheduling, asset management and billing services to the CENG plants for a specified monthly fee. The charges for services reflect the cost of the services.

In addition to the PSAA, Exelon has a shared services agreement (SSA) with CENG, which expires in 2017. Pursuant to an agreement between Exelon and EDF, the pricing in the SSA for services reflect actual costs determined on the same basis that BSC charges its affiliates for similar services subject to an annual cap for most SSA services provided.

The affect of transactions under these agreements on Exelon's and Generation's Consolidated Financial Statements is summarized below:

Agreement	Income/(Expense)	Income/(Expense)	Income Statement Classification	Accounts Receivable/ (Accounts Payable)
	Three Months Ended June 30, 2013	Six Months Ended June 30, 2013		At June 30, 2013
PPA	\$ (231)	\$ (479)	Purchased power and fuel	\$ (91)
PSAA	1	2	Operating revenues	
SSA	11	22	Operating revenues	4

Agreement	Income/(Expense)	Income/(Expense)	Income Statement Classification	Accounts Receivable/ (Accounts Payable)
	Three Months Ended June 30, 2012	For the Period March 12 through June 30, 2012		At June 30, 2012
PPA	\$ (216)	\$ (251)	Purchased power and fuel	\$ (90)
PSAA	2	2	Operating revenues	

SSA	12	15	Operating revenues	4
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**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

On July 29, 2013, Exelon, Generation and subsidiaries of Generation entered into a Master Agreement with Electricité de France, S.A. (EDF), EDF Inc. (EDFI), a subsidiary of EDF, CENG, and subsidiaries of CENG. The Master Agreement contemplates that the parties will execute a series of additional agreements at a closing that will occur following the receipt of regulatory approvals and the satisfaction of other customary closing conditions. Exelon currently expects that the closing will occur late in the first quarter or early in the second quarter of 2014.

At the closing, Generation, CENG and subsidiaries of CENG will execute a Nuclear Operating Services Agreement pursuant to which Generation will operate the CENG nuclear generation fleet owned by CENG subsidiaries and provide corporate and administrative services for the remaining life of the CENG nuclear plants as if they were a part of the Generation nuclear fleet, subject to EDFI's rights as a member of CENG. CENG will reimburse Generation for its direct and allocated costs for such services.

At closing, Generation will make a \$400 million loan to CENG bearing interest at 5.25% per annum, payable out of specified available cash flows of CENG. Immediately following receipt of the proceeds of such loan, CENG will make a \$400 million special distribution to EDFI. The parties will also execute a Fourth Amended and Restated Operating Agreement for CENG, pursuant to which, among other things, CENG will commit to make preferred distributions to Generation (after repayment of the \$400 million loan) quarterly out of specified available cash flows, until Generation has received aggregate distributions of \$400 million plus a return of 8.5% per annum from the date of the special distribution to EDFI.

Generation and EDFI will also enter into a Put Option Agreement at closing pursuant to which EDFI will have the option, exercisable beginning in 2016 and thereafter until June 30, 2022, to sell its 49.99% interest in CENG to Generation for a fair market value price determined by agreement of the parties, or absent agreement, a third party arbitration process. The appraisers determining fair market value of EDFI's 49.99% interest in CENG under the Put Option Agreement are instructed to take into account all rights and obligations under the CENG Operating Agreement, including Generation's rights with respect to any unpaid aggregate preferred distributions and the related return, and the value of Generation's rights to other distributions. The beginning of the exercise period will be accelerated if Exelon's affiliates cease to own a majority of CENG and exercise a related right to terminate the Nuclear Operating Services Agreement. In addition, under limited circumstances, the period for exercise of the put option may be extended for 18 months.

Generation will execute an Indemnity Agreement pursuant to which Generation will indemnify EDF and its affiliates against third party claims that may arise from any future nuclear incident (as defined in the Price Anderson Act) in connection with the CENG nuclear plants or their operations. Exelon will guarantee Generation's obligations under this indemnity.

Currently Generation accounts for its investment in CENG under the equity method of accounting. The execution of the agreements described above at the closing could result in Generation being required to consolidate the financial position and results of operations of CENG following the closing. If that accounting change were to occur, Generation would be required to re-measure its investment in CENG to fair value, with any difference between the carrying value and fair value at that date recognized as a gain or loss, which could be material to Generation's and Exelon's results of operations.

**7. Impairment of Long-Lived Assets (Exelon and Generation)*****Nuclear Uprate Program (Exelon and Generation)***

Generation is engaged in individual projects as part of a planned power uprate program across its nuclear fleet. When economically viable, the projects take advantage of new production and measurement technologies, new materials and application of expertise gained from a half-century of nuclear power operations. Based on ongoing reviews, the nuclear uprate implementation plan has been adjusted in both the first and second quarters

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

of 2013 to cancel certain projects. During the first quarter of 2013, the Measurement Uncertainty Recapture (MUR) uprate projects at the Dresden and Quad Cities nuclear stations were cancelled as a result of the cost of additional plant modifications identified during final design work which, when combined with then current market conditions, made the projects not economically viable. For these cancelled projects, Generation recorded approximately \$21 million of operating and maintenance expense during the first quarter of 2013 to accrue remaining costs and reverse previously capitalized costs. During the second quarter of 2013, market conditions prompted Generation to cancel the previously deferred extended power uprate projects at the LaSalle and Limerick nuclear stations. For these cancelled projects, Generation recorded a pre-tax charge during the second quarter of 2013 to operating and maintenance expense and interest expense of approximately \$92 million and \$8 million, respectively, to accrue remaining costs and reverse the previously capitalized costs.

***Like-Kind Exchange Transaction (Exelon)***

Prior to the PECO/Unicom Merger in October 2000, UII, LLC (formerly Unicom Investments, Inc.) (UII), a wholly owned subsidiary of Exelon, entered into a like-kind exchange transaction pursuant to which approximately \$1.6 billion was invested in coal-fired generating station leases located in Georgia and Texas with two separate entities unrelated to Exelon. The generating stations were leased back to such entities as part of the transaction. See Note 12 – Income Taxes for further information. For financial accounting purposes, the investments are accounted for as direct financing lease investments. UII holds the leasehold interests in the generating stations in several separate bankruptcy remote, special purpose companies it directly or indirectly wholly owns. The lease agreements provide the lessees with fixed purchase options at the end of the lease terms. If the lessees do not exercise the fixed purchase options, Exelon has the ability to require the lessees to return the leasehold interests or to arrange for a third party to bid on a service contract for a period following the lease term. If Exelon chooses the service contract option, the leasehold interests will be returned to Exelon at the end of the term of the service contract. In any event, Exelon will be subject to residual value risk if the lessees do not exercise the fixed purchase options. This risk is partially mitigated by the fair value of the scheduled payments under the service contract. However, such payments are not guaranteed. Further, the term of the service contract is less than the expected remaining useful life of the plants and, therefore, Exelon's exposure to residual value risk will not be mitigated by payments under the service contract in this remaining period. In the fourth quarter of 2000, under the terms of the lease agreements, UII received a prepayment of \$1.2 billion for all rent, which reduced the investment in the leases. There are no minimum scheduled lease payments to be received over the remaining term of the leases.

Pursuant to the applicable accounting guidance, Exelon is required to review the estimated residual values of its direct financing lease investments at least annually and record an impairment charge if the review indicates an other than temporary decline in the fair value of the residual values below their carrying value. Exelon estimates the fair value of the residual value of its direct financing lease investments under the income approach, which uses a discounted cash flow analysis, which takes into consideration the expected revenues to be generated and costs to be incurred to operate the plants over their remaining useful lives subsequent to the lease end dates. Significant assumptions used in estimating the fair value include fundamental energy and capacity prices, fixed and variable costs, capital expenditure requirements, discount rates, tax rates, and the estimated remaining useful lives of the plants. The estimated fair values also reflect the cash flows associated with the service contract option discussed above given that a market participant would take into consideration all of the terms and conditions contained in the lease agreements.

Based on the review performed in the second quarter of 2013, the estimated residual value of one of Exelon's direct financing leases experienced an other than temporary decline given reduced long-term energy and capacity price expectations. As a result, Exelon recorded a \$14 million impairment charge during the second quarter of 2013, which was recorded in Investments and Operating and maintenance in the Consolidated Balance

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

Sheet and the Consolidated Statements of Operations and Comprehensive Income, respectively. Changes in the assumptions described above could potentially result in future impairments of Exelon's direct financing lease investments, which could be material.

As of December 31, 2012, Exelon concluded that the estimated fair values of the residual values at the end of the lease terms exceeded the residual values established at the lease dates.

At June 30, 2013 and December 31, 2012, the components of the net investment in long-term leases were as follows:

	<b>June 30, 2013</b>	<b>December 31, 2012</b>
Estimated residual value of leased assets	\$ 1,465	\$ 1,492
Less: unearned income	782	807
<b>Net investment in long-term leases</b>	<b>\$ 683</b>	<b>\$ 685</b>

**8. Goodwill (Exelon and ComEd)*****Goodwill***

Under the authoritative guidance for the accounting for goodwill, ComEd is required to perform an assessment for possible impairment of its goodwill at least annually or more frequently if an event occurs that would more likely than not reduce the fair value of the ComEd reporting unit below its carrying amount. Management concluded the remeasurement of the like-kind exchange position and the charge to ComEd's earnings in the first quarter of 2013 triggered an interim goodwill impairment assessment and, as a result, ComEd tested its goodwill for impairment as of January 31, 2013.

The first step of the interim impairment assessment comparing the estimated fair value of ComEd to its carrying value, including goodwill, indicated no impairment of goodwill; therefore, the second step was not required. Consistent with prior impairment tests, the estimated fair value of ComEd was determined using a weighted combination of a discounted cash flow analysis and a market multiples analysis. The discounted cash flow analysis relies on a single scenario reflecting base case or management's best estimate of projected cash flows for ComEd's business. The discounted cash flow analysis used in the interim goodwill impairment assessment reflected Exelon's indemnity to hold ComEd harmless from any unfavorable impacts of the after-tax interest amounts related to the like-kind exchange position on ComEd's equity.

While the interim assessment indicated no impairment of ComEd's goodwill, certain assumptions used to estimate the fair value of ComEd are highly sensitive to changes. Adverse regulatory actions, such as the early termination of EIMA or changes in significant assumptions, including the discount and growth rates, utility sector market performance and transactions, projected operating and capital cash flows from ComEd's business, and the fair value of debt, could potentially result in a future impairment of ComEd's goodwill, which could be material. Based on the results of the interim goodwill test, the estimated fair value of ComEd would have needed to decrease by more than 10 percent for ComEd to fail the first step of the impairment test.



**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

**9. Fair Value of Financial Assets and Liabilities (Exelon, Generation, ComEd, PECO and BGE)***Fair Value of Financial Liabilities Recorded at the Carrying Amount*

The following tables present the carrying amounts and fair values of the Registrants' short-term liabilities, long-term debt, SNF obligation, trust preferred securities (long-term debt to financing trusts or junior subordinated debentures), and preferred securities as of June 30, 2013 and December 31, 2012:

*Exelon*

	Carrying Amount	June 30, 2013 Fair Value			Total
		Level 1	Level 2	Level 3	
Short-term liabilities	\$ 875	\$ 3	\$ 872	\$	\$ 875
Long-term debt (including amounts due within one year)	18,601		18,926	461	19,387
Long-term debt to financing trusts	648			650	650
SNF obligation	1,020		777		777

	Carrying Amount	December 31, 2012 Fair Value			Total
		Level 1	Level 2	Level 3	
Short-term liabilities	\$ 214	\$ 4	\$ 210	\$	\$ 214
Long-term debt (including amounts due within one year)	18,745		20,244	276	20,520
Long-term debt to financing trusts	648			664	664
SNF obligation	1,020		763		763
Preferred securities of subsidiary	87		82		82

*Generation*

	Carrying Amount	June 30, 2013 Fair Value			Total
		Level 1	Level 2	Level 3	
Short-term liabilities	\$ 288	\$	\$ 288	\$	\$ 288
Long-term debt (including amounts due within one year)	7,213		6,817	443	7,260
SNF obligation	1,020		777		777

	Carrying Amount	December 31, 2012 Fair Value			Total
		Level 1	Level 2	Level 3	
Long-term debt (including amounts due within one year)	\$ 7,483	\$	\$ 7,591	\$ 258	\$ 7,849
SNF obligation	1,020		763		763

*ComEd*

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	Carrying Amount	June 30, 2013 Fair Value			Total
		Level 1	Level 2	Level 3	
Short-term liabilities	\$ 374	\$	\$ 374	\$	\$ 374
Long-term debt (including amounts due within one year)	5,451		6,033	18	6,051
Long-term debt to financing trust	206			210	210

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

	Carrying Amount	December 31, 2012 Fair Value			Total
		Level 1	Level 2	Level 3	
Long-term debt (including amounts due within one year)	\$ 5,567	\$	\$ 6,530	\$ 18	\$ 6,548
Long-term debt to financing trust <i>PECO</i>	206			212	212

	Carrying Amount	June 30, 2013 Fair Value			Total
		Level 1	Level 2	Level 3	
Short-term liabilities	\$ 210	\$	\$ 210	\$	\$ 210
Long-term debt (including amounts due within one year)	1,948		2,122		2,122
Long-term debt to financing trusts	184			182	182

	Carrying Amount	December 31, 2012 Fair Value			Total
		Level 1	Level 2	Level 3	
Short-term liabilities	\$ 210	\$	\$ 210	\$	\$ 210
Long-term debt (including amounts due within one year)	1,947		2,264		2,264
Long-term debt to financing trusts	184			188	188
Preferred securities <i>BGE</i>	87		82		82

	Carrying Amount	June 30, 2013 Fair Value			Total
		Level 1	Level 2	Level 3	
Short-term liabilities	\$ 3	\$ 3	\$	\$	\$ 3
Long-term debt (including amounts due within one year)	2,444		2,598		2,598
Long-term debt to financing trusts	258			257	257

	Carrying Amount	December 31, 2012 Fair Value			Total
		Level 1	Level 2	Level 3	
Long-term debt (including amounts due within one year)	\$ 2,178	\$	\$ 2,468	\$	\$ 2,468
Long-term debt to financing trusts	258			263	263

*Short-Term Liabilities.* The short-term liabilities included in the tables above are comprised of short-term borrowings (Level 2), short-term notes payable related to PECO's accounts receivable agreement (Level 2), and dividends payable (included in other current liabilities) (Level 1). The Registrants' carrying amounts of the short-term liabilities are representative of fair value because of the short-term nature of these instruments. See Note 11 Debt and Credit Agreements for additional information on PECO's accounts receivable agreement.

*Long-Term Debt.* The fair value amounts of Exelon's taxable debt securities (Level 2) are determined by a valuation model that is based on a conventional discounted cash flow methodology and utilizes assumptions of current market pricing curves. In order to incorporate the credit risk of the Registrants into the discount rates, Exelon obtains pricing (i.e., U.S. Treasury rate plus credit spread) based on trades of existing Exelon debt.



**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

securities as well as debt securities of other issuers in the electric utility sector with similar credit ratings in both the primary and secondary market, across the Registrants' debt maturity spectrum. The credit spreads of various tenors obtained from this information are added to the appropriate benchmark U.S. Treasury rates in order to determine the current market yields for the various tenors. The yields are then converted into discount rates of various tenors that are used for discounting the respective cash flows of the same tenor for each bond or note.

Generation has fixed rate project financing debt (Level 3), the fair value of which is largely based on a discounted cash flow methodology that is similar to the taxable debt securities methodology described above. Due to the lack of market trading data on similar debt, for certain government-backed debt, discount rates are derived based on the original loan interest rate spread to the applicable Treasury rate as well as a current market curve derived from government-backed securities. Variable rate project financing debt resets on a quarterly basis and the carrying value approximates fair value.

The Registrants also have tax-exempt debt (Level 3). Due to low trading volume in this market, qualitative factors, such as market conditions, investor demand, and circumstances related to the issuer (i.e., political and regulatory environment), may be incorporated into the credit spreads that are used to obtain the fair value as described above.

*SNF Obligation.* The carrying amount of Generation's SNF obligation (Level 2) is derived from a contract with the DOE to provide for disposal of SNF from Generation's nuclear generating stations. When determining the fair value of the obligation, the future carrying amount of the SNF obligation estimated to be settled in 2025 is calculated by compounding the current book value of the SNF obligation at the 13-week Treasury rate. The compounded obligation amount is discounted back to present value using Generation's discount rate, which is calculated using the same methodology as described above for the taxable debt securities, and an estimated maturity date of 2025.

*Long-Term Debt to Financing Trusts.* Exelon's long-term debt to financing trusts is valued based on publicly traded securities issued by the financing trusts. Due to low trading volume of these securities, qualitative factors, such as market conditions, investor demand, and circumstances related to each issue, this debt is classified as Level 3.

*Preferred Securities.* The fair value of these securities is determined based on the last closing price prior to quarter end, less accrued interest. The securities are registered with the SEC and are public. PECO redeemed all outstanding series of preferred securities on May 1, 2013. See Note 17 Earnings Per Share and Equity for additional information.

***Recurring Fair Value Measurements***

Exelon records the fair value of assets and liabilities in accordance with the hierarchy established by the authoritative guidance for fair value measurements. The hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three levels as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities that the Registrants have the ability to access as of the reporting date. Financial assets and liabilities utilizing Level 1 inputs include active exchange-traded equity securities, certain exchange-based derivatives, and money market funds.

Level 2 – inputs other than quoted prices included within Level 1 that are directly observable for the asset or liability or indirectly observable through corroboration with observable market data. Financial assets and liabilities utilizing Level 2 inputs include fixed income securities, non-exchange-based derivatives, commingled and mutual investment funds priced at NAV per fund share and fair value hedges.

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

Level 3 unobservable inputs, such as internally developed pricing models or third-party valuations for the asset or liability due to little or no market activity for the asset or liability. Financial assets and liabilities utilizing Level 3 inputs include infrequently traded non-exchange-based derivatives, investments priced using an alternative pricing mechanism, and middle market lending using third party valuations.

There were no transfers between Level 1 and Level 2 during the six months ended June 30, 2013.

*Exelon*

The following tables present assets and liabilities measured and recorded at fair value on Exelon's Consolidated Balance Sheets on a recurring basis and their level within the fair value hierarchy as of June 30, 2013 and December 31, 2012:

<b>As of June 30, 2013</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Assets</b>				
Cash equivalents(a)	\$ 589	\$	\$	\$ 589
Nuclear decommissioning trust fund investments				
Cash equivalents	229			229
Equity				
Individually held	1,691			1,691
Commingled funds		2,071		2,071
Equity funds subtotal	1,691	2,071		3,762
Fixed income				
Debt securities issued by the U.S. Treasury and other U.S. government corporations and agencies	966			966
Debt securities issued by states of the United States and political subdivisions of the states		314		314
Debt securities issued by foreign governments		85		85
Corporate debt securities		1,727		1,727
Federal agency mortgage-backed securities		18		18
Commercial mortgage-backed securities (non-agency)		41		41
Residential mortgage-backed securities (non-agency)		10		10
Mutual funds		37		37
Fixed income subtotal	966	2,232		3,198
Middle market lending			240	240
Other debt obligations		12		12
Nuclear decommissioning trust fund investments subtotal(b)	2,886	4,315	240	7,441
Pledged assets for Zion Station decommissioning				
Cash equivalents		62		62
Equity				
Individually held	1			1
Equity funds subtotal	1			1



**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

As of June 30, 2013	Level 1	Level 2	Level 3	Total
<b>Fixed income</b>				
Debt securities issued by the U.S. Treasury and other U.S. government corporations and agencies	143	8		151
Debt securities issued by states of the United States and political subdivisions of the states		27		27
Corporate debt securities		193		193
Federal agency mortgage-backed securities		17		17
Commercial mortgage-backed securities (non-agency)		1		1
<b>Fixed income subtotal</b>	<b>143</b>	<b>246</b>		<b>389</b>
Middle market lending			111	111
Other debt obligations		3		3
Pledged assets for Zion Station decommissioning subtotal(c)	144	311	111	566
<b>Rabbi trust investments</b>				
Cash equivalents	2			2
Mutual funds(d)(e)	67			67
<b>Rabbi trust investments subtotal</b>	<b>69</b>			<b>69</b>
<b>Commodity mark-to-market derivative assets</b>				
Economic hedges	721	2,659	676	4,056
Proprietary trading	839	1,445	162	2,446
Effect of netting and allocation of collateral(f)	(1,645)	(3,087)	(226)	(4,958)
<b>Commodity mark-to-market assets subtotal</b>	<b>(85)</b>	<b>1,017</b>	<b>612</b>	<b>1,544</b>
Interest rate mark-to-market derivative assets	36	74		110
Effect of netting and allocation of collateral	(36)	(1)		(37)
<b>Interest rate mark-to-market derivative assets subtotal</b>		<b>73</b>		<b>73</b>
Other investments	1		11	12
<b>Total assets</b>	<b>3,604</b>	<b>5,716</b>	<b>974</b>	<b>10,294</b>
<b>Liabilities</b>				
<b>Commodity mark-to-market derivative liabilities</b>				
Economic hedges	(977)	(1,974)	(276)	(3,227)
Proprietary trading	(855)	(1,371)	(141)	(2,367)
Effect of netting and allocation of collateral(f)	1,833	3,217	236	5,286
<b>Commodity mark-to-market liabilities subtotal(h)</b>	<b>1</b>	<b>(128)</b>	<b>(181)</b>	<b>(308)</b>
Interest rate mark-to-market derivative liabilities	(36)	(18)		(54)
Effect of netting and allocation of collateral	36	1		37



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Interest rate mark-to-market derivative liabilities subtotal		(17)		(17)
Deferred compensation obligation		(105)		(105)
<b>Total liabilities</b>	<b>1</b>	<b>(250)</b>	<b>(181)</b>	<b>(430)</b>
<b>Total net assets</b>	<b>\$ 3,605</b>	<b>\$ 5,466</b>	<b>\$ 793</b>	<b>\$ 9,864</b>

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

As of December 31, 2012	Level 1	Level 2	Level 3	Total
<b>Assets</b>				
Cash equivalents(a)	\$ 995	\$	\$	\$ 995
<b>Nuclear decommissioning trust fund investments</b>				
Cash equivalents	245			245
<b>Equity</b>				
Individually held	1,480			1,480
Commingled funds		1,933		1,933
Equity funds subtotal	1,480	1,933		3,413
<b>Fixed income</b>				
Debt securities issued by the U.S. Treasury and other U.S. government corporations and agencies	1,057			1,057
Debt securities issued by states of the United States and political subdivisions of the states		321		321
Debt securities issued by foreign governments		93		93
Corporate debt securities		1,788		1,788
Federal agency mortgage-backed securities		24		24
Commercial mortgage-backed securities (non-agency)		45		45
Residential mortgage-backed securities (non-agency)		11		11
Mutual funds		23		23
Fixed income subtotal	1,057	2,305		3,362
Middle market lending			183	183
Other debt obligations		15		15
Nuclear decommissioning trust fund investments subtotal(b)	2,782	4,253	183	7,218
<b>Pledged assets for Zion decommissioning</b>				
Cash equivalents		23		23
<b>Equity</b>				
Individually held	14			14
Commingled funds		9		9
Equity funds subtotal	14	9		23
<b>Fixed income</b>				
Debt securities issued by the U.S. Treasury and other U.S. government corporations and agencies	118	12		130
Debt securities issued by states of the United States and political subdivisions of the states		37		37
Corporate debt securities		249		249
Federal agency mortgage-backed securities		49		49
Commercial mortgage-backed securities (non-agency)		6		6
Fixed income subtotal	118	353		471
Middle market lending			89	89

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Other debt obligations		1		1
Pledged assets for Zion Station decommissioning subtotal(c)	132	386	89	607
Rabbi trust investments				
Cash equivalents	2			2
Mutual funds(d)(e)	69			69
Rabbi trust investments subtotal	71			71

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

As of December 31, 2012	Level 1	Level 2	Level 3	Total
Commodity mark-to-market derivative assets				
Cash flow hedges				
Economic hedges	861	3,173	641	4,675
Proprietary trading	1,042	2,078	73	3,193
Effect of netting and allocation of collateral(f)	(1,823)	(4,175)	(58)	(6,056)
Commodity mark-to-market assets subtotal(g)	80	1,076	656	1,812
Interest rate mark-to-market derivative assets		114		114
Effect of netting and allocation of collateral		(51)		(51)
Interest rate mark-to-market derivative assets subtotal		63		63
Other Investments	2		17	19
<b>Total assets</b>	<b>4,062</b>	<b>5,778</b>	<b>945</b>	<b>10,785</b>
<b>Liabilities</b>				
Commodity mark-to-market derivative liabilities				
Economic hedges	(1,041)	(2,289)	(236)	(3,566)
Proprietary trading	(1,084)	(1,959)	(78)	(3,121)
Effect of netting and allocation of collateral(f)	2,042	4,020	25	6,087
Commodity mark-to-market liabilities subtotal(g)(h)	(83)	(228)	(289)	(600)
Interest rate mark-to-market derivative liabilities		(84)		(84)
Effect of netting and allocation of collateral		51		51
Interest rate mark-to-market derivative liabilities subtotal		(33)		(33)
Deferred compensation obligation		(102)		(102)
<b>Total liabilities</b>	<b>(83)</b>	<b>(363)</b>	<b>(289)</b>	<b>(735)</b>
<b>Total net assets</b>	<b>\$ 3,979</b>	<b>\$ 5,415</b>	<b>\$ 656</b>	<b>\$ 10,050</b>

(a) Excludes certain cash equivalents considered to be held-to-maturity and not reported at fair value.

(b) Excludes net assets of \$22 million and \$30 million at June 30, 2013 and December 31, 2012, respectively. These items consist of receivables related to pending securities sales, interest and dividend receivables, and payables related to pending securities purchases.

(c) Excludes net (liabilities) assets of \$(28) million and \$7 million at June 30, 2013 and December 31, 2012, respectively. These items consist of receivables related to pending securities sales, interest and dividend receivables, and payables related to pending securities purchases.

(d) The mutual funds held by the Rabbi trusts include \$51 million related to deferred compensation and \$16 million related to Supplemental Executive Retirement Plan at June 30, 2013, and \$53 million related to deferred compensation and \$16 million related to Supplemental Executive Retirement Plan at December 31, 2012. These funds are classified as Level 1 as they are valued based upon quoted prices (unadjusted) in active markets.

(e) Excludes \$29 million and \$28 million of the cash surrender value of life insurance investments at June 30, 2013 and December 31, 2012, respectively.

(f) Includes collateral postings (received) from counterparties. Collateral (received) from counterparties, net of collateral paid to counterparties, totaled \$188 million, \$130 million and \$10 million allocated to Level 1, Level 2 and Level 3 mark-to-market derivatives, respectively, as of

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June 30, 2013. Collateral (received) from counterparties, net of collateral paid to counterparties, totaled \$219 million, \$(155) million and \$(33) million allocated to Level 1, Level 2 and Level 3 mark-to-market derivatives, respectively, as of December 31, 2012.

- (g) The Level 3 balance does not include current assets for Generation and current liabilities for ComEd of \$226 million at December 31, 2012, related to the fair value of Generation's financial swap contract with ComEd.
- (h) The Level 3 balance includes the current and noncurrent liability of \$16 million and \$69 million at June 30, 2013, respectively, and \$18 million and \$49 million at December 31, 2012, respectively, related to floating-to-fixed energy swap contracts with unaffiliated suppliers.

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

The following table presents the fair value reconciliation of Level 3 assets and liabilities measured at fair value on a recurring basis during the three and six months ended June 30, 2013 and 2012:

	Nuclear Decommissioning Trust Fund Investments	Pledged Assets for Zion Station Decommissioning	Mark-to-Market Derivatives	Other Investments	Total
<b>Three Months Ended June 30, 2013</b>					
Balance as of March 31, 2013	\$ 210	\$ 104	\$ 260	\$ 9	\$ 583
Total realized / unrealized gains (losses)					
Included in net income	1		158(a)		159
Included in other comprehensive income					
Included in regulatory assets	8		(10)(b)		(2)
Included in payable for Zion Station decommissioning		1			1
Change in collateral			10		10
Purchases, sales, issuances and settlements					
Purchases	35	11	13	2	61
Sales	(11)	(5)	(4)		(20)
Settlements	(3)				(3)
Transfers into Level 3			3		3
Transfers out of Level 3			1		1
Balance as of June 30, 2013	\$ 240	\$ 111	\$ 431	\$ 11	\$ 793

The amount of total gains included in income attributed to the change in unrealized gains (losses) related to assets and liabilities held for the three months ended June 30, 2013	\$ 1	\$	\$ 187	\$	\$ 188
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	Nuclear Decommissioning Trust Fund Investments	Pledged Assets for Zion Station Decommissioning	Mark-to-Market Derivatives	Other Investments	Total
<b>Six Months Ended June 30, 2013</b>					
Balance as of December 31, 2012	\$ 183	\$ 89	\$ 367	\$ 17	\$ 656
Total realized / unrealized gains (losses)					
Included in net income	2		31(a)		33
Included in other comprehensive income					
Included in regulatory assets	9		(18)(b)		(9)
Included in payable for Zion Station decommissioning		1			1
Change in collateral			43		43
Purchases, sales, issuances and settlements					
Purchases	67	33	8(c)	2	110
Sales	(13)	(12)	(8)	(8)	(41)
Settlements	(8)				(8)
Transfers into Level 3			7		7
Transfers out of Level 3			1		1

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Balance as of June 30, 2013	\$	240	\$	111	\$	431	\$	11	\$	793
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The amount of total gains included in income attributed to the change in unrealized gains (losses) related to assets and liabilities held for the six months ended June 30, 2013	\$	1	\$		\$	108	\$		\$	109
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**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

- (a) Includes the reclassification of \$29 million and \$77 million of realized losses due to the settlement of derivative contracts recorded in results of operations for the three and six months ended June 30, 2013.
- (b) Excludes decreases in fair value of \$3 million and \$11 million and realized losses reclassified due to settlements of \$82 million and \$215 million associated with Generation's financial swap contract with ComEd for the three and six months ended June 30, 2013. All items eliminate upon consolidation in Exelon's Consolidated Financial Statements.
- (c) Includes \$10 million which Generation was paid to enter into out of the money purchase contracts.

<b>Three Months Ended June 30, 2012</b>	<b>Nuclear Decommissioning Trust Fund Investments</b>	<b>Pledged Assets for Zion Station Decommissioning</b>	<b>Mark-to-Market Derivatives</b>	<b>Other Investments</b>	<b>Total</b>
Balance as of March 31, 2012	\$ 13	\$ 42	\$ 359	\$ 14	\$ 428
Total realized / unrealized gains (losses)					
Included in net income			(64)(a)		(64)
Included in other comprehensive income					
Included in regulatory assets			30(b)		30
Included in payable for Zion Station decommissioning		(1)			(1)
Change in collateral			44		44
Purchases, sales, issuances and settlements					
Purchases	41	26		3	70
Sales		(8)			(8)
Transfers into Level 3			(34)		(34)
Transfers out of Level 3			(40)		(40)
Balance as of June 30, 2012	\$ 54	\$ 59	\$ 295	\$ 17	\$ 425

The amount of total gains included in income attributed to the change in unrealized losses related to assets and liabilities held for the three months ended June 30, 2012

\$	\$	\$ 2	\$	\$ 2
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<b>Six Months Ended June 30, 2012</b>	<b>Nuclear Decommissioning Trust Fund Investments</b>	<b>Pledged Assets for Zion Station Decommissioning</b>	<b>Mark-to-Market Derivatives</b>	<b>Other Investments</b>	<b>Total</b>
Balance as of December 31, 2011	\$ 13	\$ 37	\$ 17	\$	\$ 67
Total realized / unrealized gains (losses)					
Included in net income			19(a)		19
Included in other comprehensive income					
Included in regulatory assets			(5)(b)		(5)
Included in payable for Zion Station decommissioning		(1)			(1)
Change in collateral			8		8
Purchases, sales, issuances and settlements					
Purchases	41	32	329(c)	17	419
Sales		(9)			(9)
Transfers into Level 3			(34)		(34)



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Transfers out of Level 3				(39)		(39)				
Balance as of June 30, 2012	\$	54	\$	59	\$	295	\$	17	\$	425
The amount of total gains included in income attributed to the change in unrealized gains (losses) related to assets and liabilities held for the six months ended June 30, 2012	\$		\$		\$	104	\$		\$	104

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

- (a) Includes the reclassification of \$66 million and \$85 million of realized losses due to the settlement of derivative contracts recorded in results of operations for the three and six months ended June 30, 2012, respectively.
- (b) Excludes \$14 million and \$121 million of decreases in fair value and \$161 million and \$308 million of realized losses due to settlements for the three and six months ended June 30, 2012 of Generation's financial swap contract with ComEd, which eliminates upon consolidation in Exelon's Consolidated Financial Statements.
- (c) Includes \$310 million of fair value from contracts and \$14 million of other investments acquired as a result of the merger.
- The following tables present the income statement classification of the total realized and unrealized gains (losses) included in income for Level 3 assets and liabilities measured at fair value on a recurring basis during the three and six months ended June 30, 2013 and 2012:

	<b>Operating Revenue</b>	<b>Purchased Power and Fuel</b>	<b>Other, net(a)</b>
Total gains included in income for the three months ended June 30, 2013	\$ 137	\$ 21	\$ 1
Total gains (losses) included in income for the six months ended June 30, 2013	\$ (22)	\$ 53	\$ 2
Change in the unrealized gains relating to assets and liabilities held for the three months ended June 30, 2013	\$ 156	\$ 31	\$ 1
Change in the unrealized gains relating to assets and liabilities held for the six months ended June 30, 2013	\$ 39	\$ 69	\$ 1
	<b>Operating Revenue</b>	<b>Purchased Power and Fuel</b>	<b>Other, net</b>
Total gains (losses) included in income for the three months ended June 30, 2012	\$ (69)	\$ 5	\$
Total gains (losses) included in income for the six months ended June 30, 2012	\$ 23	\$ (4)	\$
Change in the unrealized gains (losses) relating to assets and liabilities held for the three months ended June 30, 2012	\$ 5	\$ (3)	\$
Change in the unrealized gains (losses) relating to assets and liabilities held for the six months ended June 30, 2012	\$ 125	\$ (21)	\$

- (a) Other, net activity consists of realized and unrealized gains (losses) included in income for the NDT funds held by Generation.
- Generation*

The following tables present assets and liabilities measured and recorded at fair value on Generation's Consolidated Balance Sheets on a recurring basis and their level within the fair value hierarchy as of June 30, 2013 and December 31, 2012:

<b>As of June 30, 2013</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Assets</b>				
Cash equivalents	\$ 45	\$	\$	\$ 45
Nuclear decommissioning trust fund investments				
Cash equivalents	229			229
<b>Equity</b>				
Individually held	1,691			1,691
Commingled funds		2,071		2,071

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Equity funds subtotal	1,691	2,071	3,762
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**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

As of June 30, 2013	Level 1	Level 2	Level 3	Total
<b>Fixed income</b>				
Debt securities issued by the U.S. Treasury and other U.S. government corporations and agencies	966			966
Debt securities issued by states of the United States and political subdivisions of the states		314		314
Debt securities issued by foreign governments		85		85
Corporate debt securities		1,727		1,727
Federal agency mortgage-backed securities		18		18
Commercial mortgage-backed securities (non-agency)		41		41
Residential mortgage-backed securities (non-agency)		10		10
Mutual funds		37		37
<b>Fixed income subtotal</b>	<b>966</b>	<b>2,232</b>		<b>3,198</b>
<b>Middle market lending</b>			<b>240</b>	<b>240</b>
Other debt obligations		12		12
<b>Nuclear decommissioning trust fund investments subtotal(b)</b>	<b>2,886</b>	<b>4,315</b>	<b>240</b>	<b>7,441</b>
<b>Pledged assets for Zion Station decommissioning</b>				
Cash equivalents		62		62
Equity				
Individually held	1			1
<b>Equity funds subtotal</b>	<b>1</b>			<b>1</b>
<b>Fixed income</b>				
Debt securities issued by the U.S. Treasury and other U.S. government corporations and agencies	143	8		151
Debt securities issued by states of the United States and political subdivisions of the states		27		27
Corporate debt securities		193		193
Federal agency mortgage-backed securities		17		17
Commercial mortgage-backed securities (non-agency)		1		1
<b>Fixed income subtotal</b>	<b>143</b>	<b>246</b>		<b>389</b>
<b>Middle market lending</b>			<b>111</b>	<b>111</b>
Other debt obligations		3		3
<b>Pledged assets for Zion Station decommissioning subtotal(c)</b>	<b>144</b>	<b>311</b>	<b>111</b>	<b>566</b>
<b>Rabbi trust investments</b>				
Mutual funds(d)(e)	13			13
<b>Rabbi trust investments subtotal</b>	<b>13</b>			<b>13</b>
<b>Commodity mark-to-market derivative assets</b>				
Economic hedges	721	2,659	676	4,056
Proprietary trading	839	1,445	162	2,446

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Effect of netting and allocation of collateral(f)	(1,645)	(3,087)	(226)	(4,958)
Commodity mark-to-market assets subtotal	(85)	1,017	612	1,544
Interest rate mark-to-market derivative assets	36	42		78
Effect of netting and allocation of collateral	(36)	(1)		(37)
Interest rate mark-to-market derivative assets subtotal		41		41
Other investments	1		11	12
<b>Total assets</b>	<b>3,004</b>	<b>5,684</b>	<b>974</b>	<b>9,662</b>

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

<b>As of June 30, 2013</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Liabilities</b>				
Commodity mark-to-market derivative liabilities				
Economic hedges	(977)	(1,974)	(191)	(3,142)
Proprietary trading	(855)	(1,371)	(141)	(2,367)
Effect of netting and allocation of collateral(f)	1,833	3,217	236	5,286
Commodity mark-to-market liabilities subtotal	1	(128)	(96)	(223)
Interest rate mark-to-market derivative liabilities	(36)	(18)		(54)
Effect of netting and allocation of collateral	36	1		37
Interest rate mark-to-market derivative liabilities subtotal		(17)		(17)
Deferred compensation obligation		(25)		(25)
<b>Total liabilities</b>	<b>1</b>	<b>(170)</b>	<b>(96)</b>	<b>(265)</b>
<b>Total net assets</b>	<b>\$ 3,005</b>	<b>\$ 5,514</b>	<b>\$ 878</b>	<b>\$ 9,397</b>
<b>As of December 31, 2012</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Assets</b>				
Cash equivalents(a)	\$ 487	\$	\$	\$ 487
Nuclear decommissioning trust fund investments				
Cash equivalents	245			245
Equity				
Individually held	1,480			1,480
Commingled funds		1,933		1,933
Equity funds subtotal	1,480	1,933		3,413
Fixed income				
Debt securities issued by the U.S. Treasury and other U.S. government corporations and agencies	1,057			1,057
Debt securities issued by states of the United States and political subdivisions of the states		321		321
Debt securities issued by foreign governments		93		93
Corporate debt securities		1,788		1,788
Federal agency mortgage-backed securities		24		24
Commercial mortgage-backed securities (non-agency)		45		45
Residential mortgage-backed securities (non-agency)		11		11
Mutual funds		23		23
Fixed income subtotal	1,057	2,305		3,362
Middle market lending			183	183
Other debt obligations		15		15

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Nuclear decommissioning trust fund investments subtotal(b)	2,782	4,253	183	7,218
Pledged assets for Zion Station decommissioning				
Cash equivalents		23		23
Equity				
Individually held	14			14
Commingled funds		9		9
Equity funds subtotal	14	9		23

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

<b>As of December 31, 2012</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Fixed income</b>				
Debt securities issued by the U.S. Treasury and other U.S. government corporations and agencies	118	12		130
Debt securities issued by states of the United States and political subdivisions of the states		37		37
Corporate debt securities		249		249
Federal agency mortgage-backed securities		49		49
Commercial mortgage-backed securities (non-agency)		6		6
<b>Fixed income subtotal</b>	<b>118</b>	<b>353</b>		<b>471</b>
Middle market lending			89	89
Other debt obligations		1		1
Pledged assets for Zion Station decommissioning subtotal(c)	132	386	89	607
<b>Rabbi trust investments</b>				
Cash equivalents	1			1
Mutual funds(d)(e)	13			13
<b>Rabbi trust investments subtotal</b>	<b>14</b>			<b>14</b>
<b>Commodity mark-to-market derivative assets</b>				
Economic hedges	861	3,173	867	4,901
Proprietary trading	1,042	2,078	73	3,193
Effect of netting and allocation of collateral(f)	(1,823)	(4,175)	(58)	(6,056)
<b>Commodity mark-to-market assets subtotal(g)</b>	<b>80</b>	<b>1,076</b>	<b>882</b>	<b>2,038</b>
Interest rate mark-to-market derivative assets		101		101
Effect of netting and allocation of collateral		(51)		(51)
<b>Interest rate mark-to-market derivative assets subtotal</b>		<b>50</b>		<b>50</b>
Other investments	2		17	19
<b>Total assets</b>	<b>3,497</b>	<b>5,765</b>	<b>1,171</b>	<b>10,433</b>
<b>Liabilities</b>				
<b>Commodity mark-to-market derivative liabilities</b>				
Economic hedges	(1,041)	(2,289)	(169)	(3,499)
Proprietary trading	(1,084)	(1,959)	(78)	(3,121)
Effect of netting and allocation of collateral(f)	2,042	4,020	25	6,087
<b>Commodity mark-to-market liabilities subtotal</b>	<b>(83)</b>	<b>(228)</b>	<b>(222)</b>	<b>(533)</b>
Interest rate mark-to-market derivative liabilities		(84)		(84)
Effect of netting and allocation of collateral		51		51



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Interest rate mark-to-market derivative liabilities	(33)			(33)
Deferred compensation obligation	(28)			(28)
<b>Total liabilities</b>	(83)	(289)	(222)	(594)
<b>Total net assets</b>	\$ 3,414	\$ 5,476	\$ 949	\$ 9,839

(a) Excludes certain cash equivalents considered to be held-to-maturity and not reported at fair value.

(b) Excludes net assets of \$22 million and \$30 million at June 30, 2013 and December 31, 2012, respectively. These items consist of receivables related to pending securities sales, interest and dividend receivables, and payables related to pending securities purchases.

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

- (c) Excludes net (liabilities) assets of \$(28) million and \$7 million at June 30, 2013 and December 31, 2012, respectively. These items consist of receivables related to pending securities sales, interest and dividend receivables, and payables related to pending securities purchases.
- (d) The mutual funds held by the Rabbi trusts are classified as Level 1 as they are valued based upon quoted prices (unadjusted) in active markets.
- (e) Excludes \$9 million and \$8 million of the cash surrender value of life insurance investments at June 30, 2013 and December 31, 2012, respectively.
- (f) Includes collateral postings (received) from counterparties. Collateral (received) from counterparties, net of collateral paid to counterparties, totaled \$188 million, \$130 million and \$10 million allocated to Level 1, Level 2 and Level 3 mark-to-market derivatives, respectively, as of June 30, 2013. Collateral (received) from counterparties, net of collateral paid to counterparties, totaled \$219 million, \$(155) million and \$(33) million allocated to Level 1, Level 2 and Level 3 mark-to-market derivatives, respectively, as of December 31, 2012.
- (g) The level 3 balance includes current assets for Generation of \$226 million at December 31, 2012, related to the fair value of Generation's financial swap contract with ComEd, which eliminates upon consolidation in Exelon's Consolidated Financial Statements.

The following tables present the fair value reconciliation of Level 3 assets and liabilities measured at fair value on a recurring basis during the three and six months ended June 30, 2013 and 2012:

	Nuclear Decommissioning Trust Fund Investments	Pledged Assets for Zion Station Decommissioning	Mark-to-Market Derivatives	Other Investments	Total
<b>Three Months Ended June 30, 2013</b>					
Balance as of March 31, 2013	\$ 210	\$ 104	\$ 420	\$ 9	\$ 743
Total realized / unrealized gains (losses)					
Included in net income	1		168(a)(b)		169
Included in other comprehensive income			(95)(b)		(95)
Included in noncurrent payables to affiliates	8				8
Included in payable for Zion Station decommissioning		1			1
Change in collateral			10		10
Purchases, sales, issuances and settlements					
Purchases	35	11	13	2	61
Sales	(11)	(5)	(4)		(20)
Settlements	(3)				(3)
Transfers into Level 3			3		3
Transfers out of Level 3			1		1
Balance as of June 30, 2013	\$ 240	\$ 111	\$ 516	\$ 11	\$ 878
The amount of total losses included in income attributed to the change in unrealized gains (losses) related to assets and liabilities held for the three months ended June 30, 2013	\$ 1	\$	\$ 183	\$	\$ 184

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

	Nuclear Decommissioning Trust Fund Investments	Pledged Assets for Zion Station Decommissioning	Mark-to-Market Derivatives	Other Investments	Total
<b>Six Months Ended June 30, 2013</b>					
Balance as of December 31, 2012	\$ 183	\$ 89	\$ 660	\$ 17	\$ 949
Total realized / unrealized gains (losses)					
Included in net income	2		24(a)(b)		26
Included in other comprehensive income			(219)(b)		(219)
Included in noncurrent payables to affiliates	9				9
Included in payable for Zion Station decommissioning		1			1
Change in collateral			43		43
Purchases, sales, issuances and settlements					
Purchases	67	33	8(c)	2	110
Sales	(13)	(12)	(8)	(8)	(41)
Settlements	(8)				(8)
Transfers into Level 3			7		7
Transfers out of Level 3			1		1
Balance as of June 30, 2013	\$ 240	\$ 111	\$ 516	\$ 11	\$ 878
The amount of total losses included in income attributed to the change in unrealized gains (losses) related to assets and liabilities held for the six months ended June 30, 2013	\$ 1	\$	\$ 97	\$	\$ 98

- (a) Includes the reclassification of \$15 million and \$73 million of realized losses due to the settlement of derivative contracts recorded in results of operations for the three and six months ended June 30, 2013, respectively.
- (b) Includes \$3 million of decreases in fair value and \$11 million of increases in fair value and realized losses due to settlements of \$82 million and \$215 million associated with Generation's financial swap contract with ComEd for the three and six months ended June 30, 2013, respectively. This position eliminates upon consolidation in Exelon's Consolidated Financial Statements.
- (c) Includes \$10 million which Generation was paid to enter into out of the money purchase contracts.

	Nuclear Decommissioning Trust Fund Investments	Pledged Assets for Zion Station Decommissioning	Mark-to-Market Derivatives	Other Investments	Total
<b>Three Months Ended June 30, 2012</b>					
Balance as of March 31, 2012	\$ 13	\$ 42	\$ 1,182	\$ 14	\$ 1,251
Total realized / unrealized gains (losses)					
Included in net income			(69)(a)		(69)
Included in other comprehensive income			(171)(b)		(171)
Included in payable for Zion Station decommissioning		(1)			(1)
Changes in collateral			44		44
Purchases, sales, issuances and settlements					
Purchases	41	26		3	70
Sales		(8)			(8)

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Transfers into Level 3				(34)		(34)				
Transfers out of Level 3				(40)		(40)				
Balance as of June 30, 2012	\$	54	\$	59	\$	912	\$	17	\$	1,042
The amount of total gains included in income attributed to the change in unrealized (losses) related to assets and liabilities held for the three months ended June 30, 2012	\$		\$		\$	(13)	\$		\$	(13)

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

Six Months Ended June 30, 2012	Nuclear Decommissioning Trust Fund Investments	Pledged Assets for Zion Station Decommissioning	Mark-to-Market Derivatives	Other Investments	Total
Balance as of December 31, 2011	\$ 13	\$ 37	\$ 817	\$	\$ 867
Total realized / unrealized gains (losses)					
Included in net income			3(a)		3
Included in other comprehensive income			(172)(b)		(172)
Included in payable for Zion Station decommissioning		(1)			(1)
Changes in collateral			8		8
Purchases, sales, issuances and settlements					
Purchases	41	32	329(c)	17	419
Sales		(9)			(9)
Transfers into Level 3			(34)		(34)
Transfers out of Level 3			(39)		(39)
Balance as of June 30, 2012	\$ 54	\$ 59	\$ 912	\$ 17	\$ 1,042
The amount of total gains included in income attributed to the change in unrealized gains related to assets and liabilities held for the six months ended June 30, 2012	\$	\$	\$ 78	\$	\$ 78

- (a) Includes the reclassification of \$56 million and \$75 million of realized losses due to the settlement of derivative contracts recorded in results of operations for the three and six months ended June 30, 2012, respectively.
- (b) Includes \$14 million of decreases in fair value and \$121 million of increases in fair value and realized losses due to settlements of \$161 million and \$308 million associated with Generation's financial swap contract with ComEd for the three and six months ended June 30, 2012, respectively. This position was re-designated as a cash flow hedge prior to the merger date. All prospective changes in fair value and reclassifications of realized amounts are being recorded to income offset by the amortization of the frozen mark in OCI. All items eliminate upon consolidation in Exelon's Consolidated Financial Statements.
- (c) Includes \$310 million of fair value from contracts and \$14 million of other investments acquired as a result of the merger.
- The following tables present the income statement classification of the total realized and unrealized gains (losses) included in income for Level 3 assets and liabilities measured at fair value on a recurring basis during the three and six months ended June 30, 2013 and 2012:

	Operating Revenue	Purchased Power and Fuel	Other, net(a)
Total gains included in net income for the three months ended June 30, 2013	\$ 148	\$ 20	\$ 1
Total gains (losses) included in net income for the six months ended June 30, 2013	\$ (28)	\$ 52	\$ 2
Change in the unrealized gains relating to assets and liabilities held for the three months ended June 30, 2013	\$ 153	\$ 30	\$ 1
Change in the unrealized gains relating to assets and liabilities held for the six months ended June 30, 2013	\$ 29	\$ 68	\$ 1



**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

	Operating Revenue	Purchased Power and Fuel	Other, net
Total gains (losses) included in net income for the three months ended June 30, 2012	\$ (74)	\$ 5	\$
Total gains (losses) included in net income for the six months ended June 30, 2012	\$ 7	\$ (4)	\$
Change in the unrealized gains (losses) relating to assets and liabilities held for the three months ended June 30, 2012	\$ (10)	\$ (3)	\$
Change in the unrealized gains (losses) relating to assets and liabilities held for the six months ended June 30, 2012	\$ 99	\$ (21)	\$

(a) Other, net activity consists of realized and unrealized gains (losses) included in income for the NDT funds held by Generation. ComEd

The following tables present assets and liabilities measured and recorded at fair value on ComEd's Consolidated Balance Sheets on a recurring basis and their level within the fair value hierarchy as of June 30, 2013 and December 31, 2012:

As of June 30, 2013	Level 1	Level 2	Level 3	Total
<b>Assets</b>				
Cash equivalents	\$ 70	\$	\$	\$ 70
Rabbi trust investments				
Mutual funds(a)	6			6
Rabbi trust investments subtotal	6			6
<b>Total assets</b>	<b>\$ 76</b>	<b>\$</b>	<b>\$</b>	<b>\$ 76</b>
<b>Liabilities</b>				
Deferred compensation obligation		(8)		(8)
Mark-to-market derivative liabilities(b)			(85)	(85)
<b>Total liabilities</b>		<b>(8)</b>	<b>(85)</b>	<b>(93)</b>
<b>Total net assets (liabilities)</b>	<b>\$ 76</b>	<b>\$ (8)</b>	<b>\$ (85)</b>	<b>\$ (17)</b>

As of December 31, 2012	Level 1	Level 2	Level 3	Total
<b>Assets</b>				
Cash equivalents	\$ 111	\$	\$	\$ 111
Rabbi trust investments				
Mutual funds(a)	8			8
Rabbi trust investments subtotal	8			8
<b>Total assets</b>	<b>\$ 119</b>	<b>\$</b>	<b>\$</b>	<b>\$ 119</b>

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<b>Liabilities</b>				
Deferred compensation obligation		(8)	(8)	
Mark-to-market derivative liabilities(b)(c)		(293)	(293)	
<b>Total liabilities</b>		(8)	(293)	(301)
<b>Total net assets (liabilities)</b>	\$ 119	\$ (8)	\$ (293)	\$ (182)



**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

- (a) The mutual funds held by the Rabbi trusts are classified as Level 1 as they are valued based upon quoted prices (unadjusted) in active markets.
- (b) The Level 3 balance includes the current and noncurrent liability of \$16 million and \$69 million at June 30, 2013, respectively, and \$18 million and \$49 million at December 31, 2012, respectively, related to floating-to-fixed energy swap contracts with unaffiliated suppliers.
- (c) The Level 3 balance includes the current liability of \$226 million at December 31, 2012, related to the fair value of ComEd's financial swap contract with Generation which eliminated upon consolidation in Exelon's Consolidated Financial Statements.

The following tables present the fair value reconciliation of Level 3 assets and liabilities measured at fair value on a recurring basis during the three and six months ended June 30, 2013 and 2012:

	<b>Mark-to-Market Derivatives</b>
<b>Three Months Ended June 30, 2013</b>	
Balance as of March 31, 2013	\$ (160)
Total realized / unrealized gains included in regulatory assets(a)(b)	75
Balance as of June 30, 2013	\$ (85)

	<b>Mark-to-Market Derivatives</b>
<b>Six Months Ended June 30, 2013</b>	
Balance as of December 31, 2012	\$ (293)
Total realized / unrealized gains included in regulatory assets(a)(b)	208
Balance as of June 30, 2013	\$ (85)

- (a) Includes \$3 million of increases in fair value and \$11 million of decreases in fair value and realized gains due to settlements of \$82 million and \$215 million associated with ComEd's financial swap contract with Generation for the three and six months ended June 30, 2013, respectively. All items eliminate upon consolidation in Exelon's Consolidated Financial Statements.
- (b) Includes \$9 million and \$20 million of increases in the fair value and realized losses due to settlements of \$1 million and \$4 million recorded in purchased power expense associated with floating-to-fixed energy swap contracts with unaffiliated suppliers for the three and six months ended June 30, 2013, respectively.

	<b>Mark-to-Market Derivatives</b>
<b>Three Months Ended June 30, 2012</b>	
Balance as of March 31, 2012	\$ (823)
Total realized / unrealized gains included in regulatory assets(a)(b)	206
Balance as of June 30, 2012	\$ (617)

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<b>Six Months Ended June 30, 2012</b>	<b>Mark-to-Market Derivatives</b>
Balance as of December 31, 2011	\$ (800)
Total realized / unrealized gains included in regulatory assets(a)(b)	183
<b>Balance as of June 30, 2012</b>	<b>\$ (617)</b>

(a) Includes \$14 million of increases in fair value and \$121 million of decreases in fair value and realized gains due to settlements of \$161 million and \$308 million of associated with ComEd's financial swap contract with Generation for the three and six months ended June 30, 2012, respectively. All items eliminate upon consolidation in Exelon's Consolidated Financial Statements.

(b) Includes \$30 million of decreases in fair value and \$5 million of increases in fair value of floating-to-fixed energy swap contracts with unaffiliated suppliers for the three and six months ended June 30, 2012, respectively.

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

*PECO*

The following tables present assets and liabilities measured and recorded at fair value on PECO's Consolidated Balance Sheets on a recurring basis and their level within the fair value hierarchy as of June 30, 2013 and December 31, 2012:

As of June 30, 2013	Level 1	Level 2	Level 3	Total
<b>Assets</b>				
Cash equivalents	\$ 13	\$	\$	\$ 13
Rabbi trust investments				
Mutual funds(a)(b)	9			9
Rabbi trust investments subtotal	9			9
<b>Total assets</b>	<b>22</b>			<b>22</b>
<b>Liabilities</b>				
Deferred compensation obligation		(16)		(16)
<b>Total liabilities</b>		<b>(16)</b>		<b>(16)</b>
<b>Total net assets (liabilities)</b>	<b>\$ 22</b>	<b>\$ (16)</b>	<b>\$</b>	<b>\$ 6</b>
As of December 31, 2012	Level 1	Level 2	Level 3	Total
<b>Assets</b>				
Cash equivalents	\$ 346	\$	\$	\$ 346
Rabbi trust investments				
Mutual funds(a)(b)	9			9
Rabbi trust investments subtotal	9			9
<b>Total assets</b>	<b>355</b>			<b>355</b>
<b>Liabilities</b>				
Deferred compensation obligation		(18)		(18)
<b>Total liabilities</b>		<b>(18)</b>		<b>(18)</b>
<b>Total net assets (liabilities)</b>	<b>\$ 355</b>	<b>\$ (18)</b>	<b>\$</b>	<b>\$ 337</b>

(a) The mutual funds held by the Rabbi trusts are classified as Level 1 as they are valued based upon quoted prices (unadjusted) in active markets.

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(b) Excludes \$14 million and \$13 million of the cash surrender value of life insurance investments at June 30, 2013 and December 31, 2012, respectively.

PECO had no Level 3 assets or liabilities measured at fair value on a recurring basis during the three and six months ended June 30, 2013 and 2012.

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

*BGE*

The following tables present assets and liabilities measured and recorded at fair value on BGE's Consolidated Balance Sheets on a recurring basis and their level within the fair value hierarchy as of June 30, 2013 and December 31, 2012:

As of June 30, 2013	Level 1	Level 2	Level 3	Total
<b>Assets</b>				
Cash equivalents	\$ 365	\$	\$	\$ 365
Rabbi trust investments				
Mutual funds(a)	5			5
Rabbi trust investments subtotal	5			5
<b>Total assets</b>	<b>370</b>			<b>370</b>
<b>Liabilities</b>				
Deferred compensation obligation		(5)		(5)
<b>Total liabilities</b>		<b>(5)</b>		<b>(5)</b>
<b>Total net assets (liabilities)</b>	<b>\$ 370</b>	<b>\$ (5)</b>	<b>\$</b>	<b>\$ 365</b>
As of December 31, 2012	Level 1	Level 2	Level 3	Total
<b>Assets</b>				
Cash equivalents	\$ 33	\$	\$	\$ 33
Rabbi trust investments				
Mutual funds(a)	5			5
Rabbi trust investments subtotal	5			5
<b>Total assets</b>	<b>38</b>			<b>38</b>
<b>Liabilities</b>				
Deferred compensation obligation		(5)		(5)
<b>Total liabilities</b>		<b>(5)</b>		<b>(5)</b>
<b>Total net assets (liabilities)</b>	<b>\$ 38</b>	<b>\$ (5)</b>	<b>\$</b>	<b>\$ 33</b>

(a) The mutual funds held by the Rabbi trusts are classified as Level 1 as they are valued based upon quoted prices (unadjusted) in active markets.

BGE had no Level 3 assets or liabilities measured at fair value on a recurring basis during the three and six months ended June 30, 2013 and 2012.

***Valuation Techniques Used to Determine Fair Value***

The following describes the valuation techniques used to measure the fair value of the assets and liabilities shown in the tables above.

*Cash Equivalents (Exelon, Generation, ComEd, PECO and BGE).* The Registrants' cash equivalents include investments with maturities of three months or less when purchased. The cash equivalents shown in the fair value tables are comprised of investments in mutual and money market funds. The fair values of the shares of these funds are based on observable market prices and, therefore, have been categorized in Level 1 in the fair value hierarchy.

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**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

*Nuclear Decommissioning Trust Fund Investments and Pledged Assets for Zion Station Decommissioning (Exelon and Generation).* The trust fund investments have been established to fund Generation's nuclear decommissioning obligations as required by the NRC. The NDT funds hold debt and equity securities directly and indirectly through commingled funds. Generation's investment policies place limitations on the types and investment grade ratings of the securities that may be held by the trusts. These policies limit the trust funds' exposures to investments in highly illiquid markets and other alternative investments. Investments with maturities of three months or less when purchased, including certain short-term fixed income securities are considered cash equivalents and included in the recurring fair value measurements hierarchy as Level 1.

With respect to individually held equity securities, the trustees obtain prices from pricing services, whose prices are obtained from direct feeds from market exchanges, which Generation is able to independently corroborate. The fair values of equity securities held directly by the trust funds are based on quoted prices in active markets and are categorized in Level 1. Equity securities held individually are primarily traded on the New York Stock Exchange and NASDAQ-Global Select Market, which contain only actively traded securities due to the volume trading requirements imposed by these exchanges.

For fixed income securities, multiple prices from pricing services are obtained whenever possible, which enables cross-provider validations in addition to checks for unusual daily movements. A primary price source is identified based on asset type, class or issue for each security. The trustees monitor prices supplied by pricing services and may use a supplemental price source or change the primary price source of a given security if the portfolio managers challenge an assigned price and the trustees determine that another price source is considered to be preferable. Generation has obtained an understanding of how these prices are derived, including the nature and observability of the inputs used in deriving such prices. Additionally, Generation selectively corroborates the fair values of securities by comparison to other market-based price sources. U.S. Treasury securities are categorized as Level 1 because they trade in a highly liquid and transparent market. The fair values of fixed income securities, excluding U.S. Treasury securities, are based on evaluated prices that reflect observable market information, such as actual trade information or similar securities, adjusted for observable differences and are categorized in Level 2.

Equity and fixed income commingled funds and fixed income mutual funds are maintained by investment companies and hold certain investments in accordance with a stated set of fund objectives. The fair values of fixed income commingled and mutual funds held within the trust funds, which generally hold short-term fixed income securities and are not subject to restrictions regarding the purchase or sale of shares, are derived from observable prices. The objectives of the remaining equity commingled funds in which Exelon and Generation invest primarily seek to track the performance of certain equity indices by purchasing equity securities to replicate the capitalization and characteristics of the indices. In general, equity commingled funds are redeemable daily. Commingled and mutual funds are categorized in Level 2 because the fair value of the funds are based on NAVs per fund share (the unit of account), primarily derived from the quoted prices in active markets on the underlying equity securities. See Note 13 Nuclear Decommissioning for further discussion on the NDT fund investments.

Middle market lending funds are investments in loans or managed funds which invest in private companies. Generation elected the fair value option for its investments held by certain limited partnerships that invest in middle market lending managed funds. The fair value of these loans is determined using a combination of valuation models including cost models, market models, and income models. Investments in middle market lending are categorized as Level 3 because the fair value of these securities is based largely on inputs that are unobservable and utilize complex valuation models. Investments in middle market lending typically cannot be redeemed until maturity of the term loan.

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

*Rabbi Trust Investments (Exelon, Generation, ComEd, PECO and BGE).* The Rabbi trusts were established to hold assets related to deferred compensation plans existing for certain active and retired members of Exelon's executive management and directors. The investments in the Rabbi trusts are included in investments in the Registrants' Consolidated Balance Sheets. The investments are in fixed-income commingled funds and mutual funds, including short-term investment funds. These funds are maintained by investment companies and hold certain investments in accordance with a stated set of fund objectives, which are consistent with Exelon's overall investment strategy. Fixed-income commingled funds and mutual funds, such as money market funds, are publicly quoted and have been categorized as Level 1 given the clear observability of the prices.

*Mark-to-Market Derivatives (Exelon, Generation, and ComEd).* Derivative contracts are traded in both exchange-based and non-exchange-based markets. Exchange-based derivatives that are valued using unadjusted quoted prices in active markets are categorized in Level 1 in the fair value hierarchy. Certain non-exchange-based derivatives' pricing is verified using indicative price quotations available through brokers or over-the-counter, on-line exchanges and are categorized in Level 2. These price quotations reflect the average of the bid-ask, mid-point prices and are obtained from sources that the Registrants believe provide the most liquid market for the commodity. The price quotations are reviewed and corroborated to ensure the prices are observable and representative of an orderly transaction between market participants. This includes consideration of actual transaction volumes, market delivery points, bid-ask spreads and contract duration. The remainder of non-exchange-based derivative contracts is valued using the Black model, an industry standard option valuation model. The Black model takes into account inputs such as contract terms, including maturity, and market parameters, including assumptions of the future prices of energy, interest rates, volatility, credit worthiness and credit spread. For non-exchange-based derivatives that trade in liquid markets, such as generic forwards, swaps and options, model inputs are generally observable. Such instruments are categorized in Level 2. The Registrants' non-exchange-based derivatives are predominately at liquid trading points. For non-exchange-based derivatives that trade in less liquid markets with limited pricing information, such as the financial swap contract between Generation and ComEd, model inputs generally would include both observable and unobservable inputs. These valuations may include an estimated basis adjustment from an illiquid trading point to a liquid trading point for which active price quotations are available. Such instruments are categorized in Level 3.

Exelon may utilize fixed-to-floating interest rate swaps, which are typically designated as fair value hedges, as a means to achieve its targeted level of variable-rate debt as a percent of total debt. In addition, the Registrants may utilize interest rate derivatives to lock in interest rate levels in anticipation of future financings. These interest rate derivatives are typically designated as cash flow hedges. Exelon determines the current fair value by calculating the net present value of expected payments and receipts under the swap agreement, based on and discounted by the market's expectation of future interest rates. Additional inputs to the net present value calculation may include the contract terms, counterparty credit risk and other market parameters. As these inputs are based on observable data and valuations of similar instruments, the interest rate swaps are categorized in Level 2 in the fair value hierarchy. See Note 10 - Derivative Financial Instruments for further discussion on mark-to-market derivatives.

*Deferred Compensation Obligations (Exelon, Generation, ComEd, PECO and BGE).* The Registrants' deferred compensation plans allow participants to defer certain cash compensation into a notional investment account. The Registrants include such plans in other current and noncurrent liabilities in their Consolidated Balance Sheets. The value of the Registrants' deferred compensation obligations is based on the market value of the participants' notional investment accounts. The notional investments are comprised primarily of mutual funds, which are based on observable market prices. However, since the deferred compensation obligations themselves are not exchanged in an active market, they are categorized in Level 2 in the fair value hierarchy.



**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)*****Additional Information Regarding Level 3 Fair Value Measurements (Exelon, Generation, ComEd)***

*Mark-to-Market Derivatives (Exelon, Generation, ComEd).* For valuations that include both observable and unobservable inputs, if the unobservable input is determined to be significant to the overall inputs, the entire valuation is categorized in Level 3. This includes derivatives valued using indicative price quotations whose contract tenure extends into unobservable periods. In instances where observable data is unavailable, consideration is given to the assumptions that market participants would use in valuing the asset or liability. This includes assumptions about market risks such as liquidity, volatility and contract duration. Such instruments are categorized in Level 3 as the model inputs generally are not observable. Exelon's RMC approves risk management policies and objectives for risk assessment, control and valuation, counterparty credit approval, and the monitoring and reporting of risk exposures. The RMC is chaired by the chief risk officer and includes the chief financial officer, corporate controller, general counsel, treasurer, vice president of strategy, vice president of audit services and officers representing Exelon's business units. The RMC reports to the Exelon Board of Directors on the scope of the risk management activities and is responsible for approving all valuation procedures at Exelon. Forward price curves for the power market utilized by the front office to manage the portfolio, are reviewed and verified by the middle office, and used for financial reporting by the back office. The Registrants consider credit and nonperformance risk in the valuation of derivative contracts categorized in Level 2 and 3, including both historical and current market data in its assessment of credit and nonperformance risk by counterparty. Due to master netting agreements and collateral posting requirements, the impacts of credit and nonperformance risk were not material to the financial statements. Transfers in and out of levels are recognized as of the end of the reporting period the transfer occurred. Given derivatives categorized within Level 1 are valued using exchange-based quoted prices within observable periods, transfers between Level 2 and Level 1 generally do not occur. Transfers into Level 2 from Level 3 generally occur when the contract tenure becomes more observable. Transfers into Level 3 from Level 2 generally occur due to changes in market liquidity or assumptions for certain commodity contracts.

Disclosed below is detail surrounding the Registrants' significant Level 3 valuations. The calculated fair value includes marketability discounts for margining provisions and notional size. Generation's Level 3 balance generally consists of forward sales and purchases of power and natural gas, coal purchases, certain transmission congestion contracts, and project financing debt. Generation utilizes various inputs and factors including market data and assumptions that market participants would use in pricing assets or liabilities as well as assumptions about the risks inherent in the inputs to the valuation technique. The inputs and factors include forward commodity prices, commodity price volatility, contractual volumes, delivery location, interest rates, credit quality of counterparties and credit enhancements.

For commodity derivatives, the primary input to the valuation models is the forward commodity price curve for each instrument. Forward commodity price curves are derived by risk management for liquid locations and by the traders and portfolio managers for illiquid locations. All locations are reviewed and verified by risk management considering published exchange transaction prices, executed bilateral transactions, broker quotes, and other observable or public data sources. The relevant forward commodity curve used to value each of the derivatives depends on a number of factors, including commodity type, delivery location, and delivery period. Price volatility varies by commodity and location. When appropriate, Generation discounts future cash flows using risk free interest rates with adjustments to reflect the credit quality of each counterparty for assets and Generation's own credit quality for liabilities. The level of observability of a forward commodity price is generally due to the delivery location and delivery period. Certain delivery locations including PJM West Hub (for power) and Henry Hub (for natural gas) are highly liquid and prices are observable for up to three years in the future. The observability period of volatility is generally shorter than the underlying power curve used in option valuations. The forward curve for a less liquid location is estimated by using the forward curve from the liquid location and applying a spread to represent the cost to transport the commodity to the delivery location.

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

This spread does not typically represent a majority of the instrument's market price. As a result, the change in fair value is closely tied to liquid market movements and not a change in the applied spread. The change in fair value associated with a change in the spread is generally immaterial. An average spread calculated across all Level 3 power and gas delivery locations is generally less than \$2.10 and \$0.14 for power and natural gas, respectively. Many of the commodity derivatives are short term in nature and thus a majority of the fair value may be based on observable inputs even though the contract as a whole must be classified as Level 3. See ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK for information regarding the maturity by year of the Registrant's mark-to-market derivative assets and liabilities.

On December 17, 2010, ComEd entered into several 20-year floating to fixed energy swap contracts with unaffiliated suppliers for the procurement of long-term renewable energy and associated RECs. See Note 10 Derivative Financial Instruments for more information. The fair value of these swaps has been designated as a Level 3 valuation due to the long tenure of the positions and internal modeling assumptions. The modeling assumptions include using natural gas heat rates to project long term forward power curves adjusted by a renewable factor that incorporates time of day and seasonality factors to reflect accurate renewable energy pricing. In addition, marketability reserves are applied to the positions based on the tenor and supplier risk. The table below discloses the significant inputs to the forward curve used to value these positions.

Type of trade	Fair Value at June 30, 2013(c)	Valuation Technique	Unobservable Input	Range
Mark-to-market derivatives Economic Hedges (Generation)(a)	\$ 485	Discounted Cash Flow	Forward power price	\$15 - \$87
			Forward gas price	\$3.54 - \$4.72
			Option Model Volatility percentage	28% - 363%
Mark-to-market derivatives Proprietary trading (Generation)(a)	\$ 21	Discounted Cash Flow	Forward power price	\$16 - \$87
			Option Model Volatility percentage	11% - 23%
Mark-to-market derivatives (ComEd)	\$ (85)	Discounted Cash Flow	Forward heat rate(b)	8% - 9%
			Marketability reserve	3.5% - 8%
			Renewable factor	85% - 129%

a) The valuation techniques, unobservable inputs and ranges are the same for the asset and liability positions.

b) Quoted forward natural gas rates are utilized to project the forward power curve for the delivery of energy at specified future dates. The natural gas curve is extrapolated beyond its observable period to the end of the contract's delivery.

c) The fair values do not include cash collateral held on level three positions of \$10 million as of June 30, 2013.

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

Type of trade		Fair Value at December 31, 2012(d)	Valuation Technique	Unobservable Input	Range
Mark-to-market derivatives	Economic Hedges (Generation)(a)	\$ 473	Discounted Cash Flow	Forward power price	\$14 - \$79
				Forward gas price	\$3.26 - \$6.27
			Option Model	Volatility percentage	28% - 132%
Mark-to-market derivatives	Proprietary trading (Generation)(a)	\$ (6)	Discounted Cash Flow	Forward power price	\$15 - \$106
			Option Model	Volatility percentage	16% - 48%
Mark-to-market derivatives	Transactions with Affiliates (Generation and ComEd)(b)	\$ 226	Discounted Cash Flow	Marketability reserve	8% - 9%
Mark-to-market derivatives (ComEd)		\$ (67)	Discounted Cash Flow	Forward heat rate(c)	8% - 9.5%
				Marketability reserve	3.5% - 8.3%
				Renewable factor	81% - 123%

- a) The valuation techniques, unobservable inputs and ranges are the same for the asset and liability positions.
- b) Includes current assets for Generation and current liabilities for ComEd of \$226 million, related to the fair value of the five-year financial swap contract between Generation and ComEd, which eliminates in consolidation.
- c) Quoted forward natural gas rates are utilized to project the forward power curve for the delivery of energy at specified future dates. The natural gas curve is extrapolated beyond its observable period to the end of the contract's delivery.
- d) The fair values do not include cash collateral held on level three positions of \$33 million as of December 31, 2012.

The inputs listed above would have a direct impact on the fair values of the above instruments if they were adjusted. The significant unobservable inputs used in the fair value measurement of Generation's commodity derivatives are forward commodity prices and for options is price volatility. Increases (decreases) in the forward commodity price in isolation would result in significantly higher (lower) fair values for long positions (contracts that give Generation the obligation or option to purchase a commodity), with offsetting impacts to short positions (contracts that give Generation the obligation or right to sell a commodity). Increases (decreases) in volatility would increase (decrease) the value for the holder of the option (writer of the option). Generally, a change in the estimate of forward commodity prices is unrelated to a change in the estimate of volatility of prices. An increase to the reserves listed above would decrease the fair value of the positions. An increase to the heat rate or renewable factors would increase the fair value accordingly. Generally, interrelationships exist between market prices of natural gas and power. As such, an increase in natural gas pricing would potentially have a similar impact on forward power markets.

Nuclear Decommissioning Trust Fund Investments and Pledged Assets for Zion Station Decommissioning (Exelon and Generation). For middle market lending, the fair value of these loans is determined using a combination of valuations models including cost models, market models and income models. The valuation estimates are based on valuations of comparable companies, discounting the forecasted cash flows of the portfolio company, estimating the liquidation or collateral value of the portfolio company or its assets, considering offers from third parties to buy the portfolio company, its historical and projected financial results, as



**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

well as other factors that may impact value. Significant judgment is required in the applications of discounts or premiums applied to the prices of comparable companies for factors such as size, marketability and relative performance.

Because Generation relies on third-party fund managers to develop the quantitative unobservable inputs without adjustment for the valuations of its middle market lending, quantitative information about significant unobservable inputs used in valuing these investments is not reasonably available to Generation. This includes information regarding the sensitivity of the fair values to changes in the unobservable inputs. Generation gains an understanding of the fund managers' inputs and assumptions used in preparing the valuations. Generation performed procedures to assess the reasonableness of the valuations. For a sample of its middle market lending, Generation reviewed independent valuations and reviewed the assumptions in the detailed pricing models used by the fund managers.

As of June 30, 2013, Generation has outstanding commitments to invest in middle market lending of approximately \$168 million. These commitments will be funded by Generation's existing nuclear decommissioning trust funds.

**10. Derivative Financial Instruments (Exelon, Generation, ComEd, PECO and BGE)**

The Registrants are exposed to certain risks related to ongoing business operations. The primary risks managed by using derivative instruments are commodity price risk and interest rate risk.

***Commodity Price Risk (Exelon, Generation, ComEd, PECO and BGE)***

To the extent the amount of energy Exelon generates differs from the amount of energy it has contracted to sell, the Registrants are exposed to market fluctuations in the prices of electricity, fossil fuels and other commodities. The Registrants employ established policies and procedures to manage their risks associated with market fluctuations by entering into physical and financial derivative contracts, including swaps, futures, forwards, options and short-term and long-term commitments to purchase and sell energy and energy-related products. The Registrants believe these instruments, which are classified as either economic hedges or non-derivatives, mitigate exposure to fluctuations in commodity prices.

Derivative accounting guidance requires that derivative instruments be recognized as either assets or liabilities at fair value, with changes in fair value of the derivative recognized in earnings each period. Other accounting treatments are available through special election and designation, provided they meet specific, restrictive criteria both at the time of designation and on an ongoing basis. These alternative permissible accounting treatments include normal purchase normal sale (NPNS), cash flow hedge, and fair value hedge. For commodity transactions, effective with the date of merger with Constellation, Generation no longer utilizes the special election provided for by the cash flow hedge designation and de-designated all of its existing cash flow hedges prior to the merger. Because the underlying forecasted transactions remain at least reasonably possible, the fair value of the effective portion of these cash flow hedges was frozen in accumulated OCI and reclassified to results of operations when the forecasted purchase or sale of the energy commodity occurs, or becomes probable of not occurring. None of Constellation's designated cash flow hedges for commodity transactions prior to the merger were re-designated as cash flow hedges. The effect of this decision is that all derivative economic hedges for commodities are recorded at fair value through earnings for the combined company, referred to as economic hedges in the following tables. The Registrants have applied the NPNS scope exception to certain derivative contracts for the forward sale of generation, power procurement agreements, and natural gas supply agreements. Non-derivative contracts for access to additional generation and certain sales to load-serving entities are accounted for primarily under the accrual method of accounting, which is further discussed in Note 19 Commitments and Contingencies of the Exelon

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

2012 Form 10-K. Additionally, Generation is exposed to certain market risks through its proprietary trading activities. The proprietary trading activities are a complement to Generation's energy marketing portfolio but represent a small portion of Generation's overall energy marketing activities.

*Economic Hedging.* The Registrants are exposed to commodity price risk primarily relating to changes in the market price of electricity, fossil fuels, and other commodities associated with price movements resulting from changes in supply and demand, fuel costs, market liquidity, weather conditions, governmental regulatory and environmental policies, and other factors. Within Exelon, Generation has the most exposure to commodity price risk. Generation uses a variety of derivative and non-derivative instruments to manage the commodity price risk of its electric generation facilities, including power sales, fuel and energy purchases, natural gas transportation and pipeline capacity agreements and other energy-related products marketed and purchased. In order to manage these risks, Generation may enter into fixed-price derivative or non-derivative contracts to hedge the variability in future cash flows from forecasted sales of energy and purchases of fuel and energy. The objectives for entering into such hedges include fixing the price for a portion of anticipated future electricity sales at a level that provides an acceptable return on electric generation operations, fixing the price of a portion of anticipated fuel purchases for the operation of power plants, and fixing the price for a portion of anticipated energy purchases to supply load-serving customers. The portion of forecasted transactions hedged may vary based upon management's policies and hedging objectives, the market, weather conditions, operational and other factors. Generation is also exposed to differences between the locational settlement prices of certain economic hedges and the hedged generating units. This price difference is actively managed through other instruments which include derivative congestion products, whose changes in fair value are recognized in earnings each period, and auction revenue rights, which are accounted for on an accrual basis.

In general, increases and decreases in forward market prices have a positive and negative impact, respectively, on Generation's owned and contracted generation positions that have not been hedged. Generation hedges commodity price risk on a ratable basis over three-year periods. As of June 30, 2013, the percentage of expected generation hedged for the major reportable segments was 96%-99%, 78%-81%, and 41%-44% for 2013, 2014, and 2015, respectively. The percentage of expected generation hedged is the amount of equivalent sales divided by the expected generation. Expected generation represents the amount of energy estimated to be generated or purchased through owned or contracted capacity. Equivalent sales represent all hedging products, which include economic hedges and certain non-derivative contracts including, Generation's sales to ComEd, PECO and BGE to serve their retail load.

In order to fulfill a requirement of the Illinois Settlement Legislation, Generation and ComEd entered into a five-year financial swap contract that expired May 31, 2013. The financial swap was designed to hedge spot market purchases, which, along with ComEd's remaining energy procurement contracts, met its load service requirements. The terms of the financial swap contract required Generation to pay the around-the-clock market price for a portion of ComEd's electricity supply requirement, while ComEd paid a fixed price.

As the contract expired May 31, 2013, all realized impacts have been included in Generation's and ComEd's results of operations. In Exelon's consolidated financial statements, all financial statement effects of the financial swap recorded by Generation and ComEd are eliminated.

In addition, the physical contracts that Generation has entered into with ComEd and that ComEd has entered into with Generation and other suppliers as part of the ComEd power procurement process, which are further discussed in Note 3 – Regulatory Matters of the Exelon 2012 Form 10-K qualify and are accounted for under the NPNS exception. Based on the Illinois Settlement Legislation and ICC-approved procurement methodologies permitting ComEd to recover its electricity procurement costs from retail customers with no mark-up, ComEd's price risk related to power procurement is limited.

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

On December 17, 2010, ComEd entered into several 20-year floating-to-fixed energy swap contracts with unaffiliated suppliers for the procurement of long-term renewable energy and associated RECs. Delivery under the contracts began in June 2012. Pursuant to the ICC's Order on December 19, 2012, ComEd's commitments under the existing long-term contracts for energy and associate RECs were reduced in the first quarter of 2013. These contracts are designed to lock in a portion of the long-term commodity price risk resulting from the renewable energy resource procurement requirements in the Illinois Settlement Legislation. ComEd has not elected hedge accounting for these derivative financial instruments. ComEd records the fair value of the swap contracts on its balance sheet. Because ComEd receives full cost recovery for energy procurement and related costs from retail customers, the change in fair value each period is recorded by ComEd as a regulatory asset or liability. See Note 5 Regulatory Matters for additional information.

PECO has contracts to procure electric supply that were executed through the competitive procurement process outlined in its PAPUC-approved DSP Programs, which are further discussed in Note 5 Regulatory Matters. Based on Pennsylvania legislation and the DSP Programs permitting PECO to recover its electric supply procurement costs from retail customers with no mark-up, PECO's price risk related to electric supply procurement is limited. PECO locked in fixed prices for a significant portion of its commodity price risk through full requirements contracts and block contracts. PECO has certain full requirements contracts and block contracts that are considered derivatives and qualify for the NPNS scope exception under current derivative authoritative guidance.

PECO's natural gas procurement policy is designed to achieve a reasonable balance of long-term and short-term gas purchases under different pricing approaches in order to achieve system supply reliability at the least cost. PECO's reliability strategy is two-fold. First, PECO must assure that there is sufficient transportation capacity to satisfy delivery requirements. Second, PECO must ensure that a firm source of supply exists to utilize the capacity resources. All of PECO's natural gas supply and asset management agreements that are derivatives either qualify for the NPNS scope exception and have been designated as such, or have no mark-to-market balances because the derivatives are index priced. Additionally, in accordance with the 2012 PAPUC PGC settlement and to reduce the exposure of PECO and its customers to natural gas price volatility, PECO has continued its program to purchase natural gas for both winter and summer supplies using a layered approach of locking-in prices ahead of each season with long-term gas purchase agreements (those with primary terms of at least twelve months). Under the terms of the 2012 PGC settlement, PECO is required to lock in (i.e., economically hedge) the price of a minimum volume of its long-term gas commodity purchases. PECO's gas-hedging program is designed to cover about 30% of planned natural gas purchases in support of projected firm sales. The hedging program for natural gas procurement has no direct impact on PECO's financial position or results of operations as natural gas costs are fully recovered from customers under the PGC.

BGE has contracts to procure SOS electric supply that are executed through a competitive procurement process approved by the MDPSC. The SOS rates charged recover BGE's wholesale power supply costs and include an administrative fee. The administrative fee includes an incremental cost component and a shareholder return component for commercial and industrial rate classes. BGE's price risk related to electric supply procurement is limited. BGE locks in fixed prices for all of its SOS requirements through full requirements contracts. Certain of BGE's full requirements contracts, which are considered derivatives, qualify for the NPNS scope exception under current derivative authoritative guidance. Other BGE full requirements contracts are not derivatives.

BGE provides natural gas to its customers under a MBR mechanism approved by the MDPSC. Under this mechanism, BGE's actual cost of gas is compared to a market index (a measure of the market price of gas in a given period). The difference between BGE's actual cost and the market index is shared equally between shareholders and customers. BGE must also secure fixed price contracts for at least 10%, but not more than 20%, of forecasted system supply requirements for flowing (i.e., non-storage) gas for the November through March period. These fixed-price contracts are not subject to sharing under the MBR mechanism. BGE also ensures it has

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

sufficient pipeline transportation capacity to meet customer requirements. All of BGE's natural gas supply and asset management agreements qualify for the NPNS exception and result in physical delivery.

*Proprietary Trading.* Generation also enters into certain energy-related derivatives for proprietary trading purposes. Proprietary trading includes all contracts entered into with the intent of benefiting from shifts or changes in market prices as opposed to those entered into with the intent of hedging or managing risk. Proprietary trading activities are subject to limits established by Exelon's RMC. The proprietary trading activities, which included settled physical sales volumes of 1,995 GWhs and 3,567 GWhs for the three and six months ended June 30, 2013, respectively, and 4,248 GWhs and 6,077 GWhs for the three and six months ended June 30, 2012, respectively, are a complement to Generation's energy marketing portfolio but represent a small portion of Generation's revenue from energy marketing activities. ComEd, PECO and BGE do not enter into derivatives for proprietary trading purposes.

**Interest Rate and Foreign Exchange Risk (Exelon, Generation, ComEd, PECO and BGE)**

The Registrants use a combination of fixed-rate and variable-rate debt to manage interest rate exposure. The Registrants may also utilize fixed-to-floating interest rate swaps, which are typically designated as fair value hedges, as a means to manage their interest rate exposure. In addition, the Registrants may utilize interest rate derivatives to lock in rate levels in anticipation of future financings, which are typically designated as cash flow hedges. These strategies are employed to manage interest rate risks. At June 30, 2013, Exelon had \$800 million of notional amounts of fixed-to-floating hedges outstanding and \$570 million of notional amounts of floating-to-fixed hedges outstanding. Assuming the fair value and cash flow interest rate hedges are 100% effective, a hypothetical 50 bps increase in the interest rates associated with unhedged variable-rate debt (excluding Commercial Paper and PECO Accounts Receivables Facility) and fixed-to-floating swaps would result in less than a \$1 million decrease in Exelon Consolidated pre-tax income for the six months ended June 30, 2013. To manage foreign rate exposure associated with international energy purchases in currencies other than U.S. dollars, Generation utilizes foreign rate derivatives, which are typically designated as economic hedges. Below is a summary of the interest rate and foreign currency hedges as of June 30, 2013.

Description	Derivatives Designated as		Generation		Subtotal	Other Derivatives Designated as		Exelon Total
	Hedging Instruments	Economic Hedges	Proprietary Trading (a)	Collateral and Netting (b)		Hedging Instruments	Total	
Mark-to-market derivative assets (Current Assets)	\$	\$ 4	\$ 18	\$ (19)	\$ 3	\$	\$ 3	
Mark-to-market derivative assets (Noncurrent Assets)	31	6	19	(18)	38	32	70	
<b>Total mark-to-market derivative assets</b>	<b>\$ 31</b>	<b>\$ 10</b>	<b>\$ 37</b>	<b>\$ (37)</b>	<b>\$ 41</b>	<b>\$ 32</b>	<b>\$ 73</b>	
Mark-to-market derivative liabilities (Current Liabilities)	\$ (1)	\$ (2)	\$ (18)	\$ 18	\$ (3)	\$	\$ (3)	
Mark-to-market derivative liabilities (Noncurrent liabilities)	(15)		(18)	19	(14)		(14)	
<b>Total mark-to-market derivative liabilities</b>	<b>\$ (16)</b>	<b>\$ (2)</b>	<b>\$ (36)</b>	<b>\$ 37</b>	<b>\$ (17)</b>	<b>\$</b>	<b>\$ (17)</b>	
<b>Total mark-to-market derivative net assets (liabilities)</b>	<b>\$ 15</b>	<b>\$ 8</b>	<b>\$ 1</b>	<b>\$</b>	<b>\$ 24</b>	<b>\$ 32</b>	<b>\$ 56</b>	





**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

(a) Generation enters into interest rate derivative contracts to economically hedge risk associated with the interest rate component of commodity positions. The characterization of the interest rate derivative contracts between the proprietary trading activity in the above table is driven by the corresponding characterization of the underlying commodity position that gives rise to the interest rate exposure. Generation does not utilize interest rate derivatives with the objective of benefiting from shifts or changes in market interest rates.

(b) Represents the netting of fair value balances with the same counterparty and any associated cash collateral.

The following table provides a summary of the interest rate hedge balances recorded by the Registrants as of December 31, 2012:

Description	Derivatives Designated as Hedging Instruments		Generation		Subtotal	Other Derivatives Designated as Hedging Instruments	Exelon Total
	Economic Hedges	Proprietary Trading (a)	Collateral and Netting (b)				
Mark-to-market derivative assets (Current Assets)	\$ 3	\$ 20	\$ (19)	\$ 4	\$ 4		\$ 4
Mark-to-market derivative assets (Noncurrent Assets)	38	32	(32)	46	13		59
<b>Total mark-to-market derivative assets</b>	<b>\$ 38</b>	<b>\$ 52</b>	<b>\$ (51)</b>	<b>\$ 50</b>	<b>\$ 13</b>		<b>\$ 63</b>
Mark-to-market derivative liabilities (Current Liabilities)	\$ (1)	\$ (19)	\$ 19	\$ (2)	\$		\$ (2)
Mark-to-market derivative liabilities (Noncurrent liabilities)	(31)	(32)	32	(31)			(31)
<b>Total mark-to-market derivative liabilities</b>	<b>\$ (32)</b>	<b>\$ (51)</b>	<b>\$ 51</b>	<b>\$ (33)</b>	<b>\$</b>		<b>\$ (33)</b>
<b>Total mark-to-market derivative net assets (liabilities)</b>	<b>\$ 6</b>	<b>\$ 1</b>	<b>\$</b>	<b>\$ 17</b>	<b>\$ 13</b>		<b>\$ 30</b>

(a) Generation enters into interest rate derivative contracts to economically hedge risk associated with the interest rate component of commodity positions. The characterization of the interest rate derivative contracts between the proprietary trading activity in the above table is driven by the corresponding characterization of the underlying commodity position that gives rise to the interest rate exposure. Generation does not utilize interest rate derivatives with the objective of benefiting from shifts or changes in market interest rates.

(b) Represents the netting of fair value balances with the same counterparty and any associated cash collateral.

*Fair Value Hedges.* For derivative instruments that are designated and qualify as fair value hedges, the gain or loss on the derivative as well as the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in current earnings. Exelon includes the gain or loss on the hedged items and the offsetting loss or gain on the related interest rate swaps in interest expense as follows:

Gain (Loss) on Swaps	Gain (Loss) on Borrowings
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Income Statement Classification	Six Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Interest expense(a)	\$ (9)	\$ (2)	\$ 1	\$ (3)

(a) For the six months ended June 30, 2013, the loss on the swaps in the table above includes \$8 million reclassified to earnings, with an immaterial amount excluded from hedge effectiveness testing.

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

At June 30, 2013 and December 31, 2012, Exelon and Generation had \$650 million of notional amounts of fixed-to-floating fair value hedges outstanding related to interest rate swaps, with unrealized gain of \$38 million and \$49 million, respectively, which expire in 2015. Upon merger closing, \$550 million of fixed-to-floating interest rate swaps previously at Constellation with a fair value of \$44 million, as of March 12, 2012, were re-designated as fair value hedges. During the six months ended June 30, 2013 and June 30, 2012, the impact of loss on the results of operations as a result of ineffectiveness from fair value hedges was immaterial.

*Cash Flow Hedges.* In connection with the DOE guaranteed loan for the Antelope Valley acquisition, as discussed in Note 11 Debt and Credit Agreements, Generation entered into a floating-to-fixed forward starting interest rate swap with a notional amount of \$485 million and a mandatory early termination date of April 5, 2014, by which date Generation anticipates the DOE loan to be fully drawn. The swap hedges approximately 75% of Generation's future interest rate exposure associated with the financing and was designated as a cash flow hedge. As such, the effective portion of the hedge is recorded in other comprehensive income within Generation's Consolidated Balance Sheets, with any ineffectiveness recorded in Generation's Consolidated Statements of Operations and Comprehensive Income. Net gains (or losses) from settlement of the hedges, to the extent effective, are amortized as an adjustment to the interest expense over the term of the DOE guaranteed loan.

Every time Generation draws down on the loan, an offsetting hedge (fixed-to-floating) is executed and a portion of the cash flow hedge, with a notional amount equal to the offsetting hedge, is de-designated and the related gains or losses going forward are reflected in earnings, which are largely offset by the losses or gains in the offsetting hedge.

Antelope Valley received its first loan advance on April 5, 2012, and several additional advances subsequently. Generation has entered into a series of fixed-to-floating interest rate swaps with an aggregated notional amount of \$321 million, approximately 75% of the loan advance amount to offset portions of the original interest rate hedge, which are not designated as cash flow hedges. The remaining cash flow hedge has a notional amount of \$164 million. At June 30, 2013, Generation's mark-to-market non-current derivative liability relating to the interest rate swaps in connection with the loan agreement to fund Antelope Valley was \$14 million.

During the third quarter of 2011, a subsidiary of Constellation entered into floating-to-fixed interest rate swaps to manage a portion of the interest rate exposure for anticipated long-term borrowings to finance Sacramento PV Energy. The swaps have a total notional amount of \$29 million as of June 30, 2013 and expire in 2027. After the closing of the merger with Constellation, the swaps were re-designated as cash flow hedges. At June 30, 2013, the subsidiary had an immaterial current and a \$2 million non-current derivative liability related to these swaps.

During the third quarter of 2012, a subsidiary of Exelon Generation entered into a floating-to-fixed interest rate swap to manage a portion of the interest rate exposure of anticipated long-term borrowings to finance Constellation Solar Horizons. The swap has a notional amount of \$28 million as of June 30, 2013 and expires in 2030. This swap is designated as a cash flow hedge. At June 30, 2013, the subsidiary had an immaterial current derivative liability and an immaterial current derivative asset related to the swap.

Since the third quarter of 2012, Exelon has entered into \$350 million floating-to-fixed interest rate hedges to manage interest rate risks associated with anticipated future debt issuance. These swaps are designated as cash flow hedges. At June 30, 2013, Exelon had a \$23 million current derivative asset related to these swaps.

During the six months ended June 30, 2013 and 2012, the impact on the results of operations as a result of ineffectiveness from cash flow hedges was immaterial.

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**COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Dollars in millions, except per share data, unless otherwise noted)**

*Economic Hedges.* At June 30, 2013, Generation had \$336 million in notional amounts of interest rate derivative contracts to economically hedge risk associated with the interest rate component of commodity positions and \$31 million in notional amounts of foreign currency exchange rate swaps that are marked-to-market to manage the exposure associated with international purchases of commodities in currencies other than U.S. dollars.

At June 30, 2013, Exelon and Generation had \$150 million in notional amounts of fixed-to-floating interest rate swaps that are marked-to-market, with unrealized gains of \$3 million. These swaps, which were acquired as part of the merger with Constellation, expire in 2014. During the six months ended June 30, 2013 and the period from March 12 to June 30, 2012, the impact on the results of operations was immaterial.

***Fair Value Measurement and Accounting for the Offsetting of Amounts Related to Certain Contracts (Exelon, Generation, ComEd, PECO and BGE)***

Fair value accounting guidance and disclosures about offsetting assets and liabilities requires the fair value of derivative instruments to be shown in the Notes to the Consolidated Financial Statements on a gross basis, even when the derivative instruments are subject to legally enforceable master netting agreements and qualify for net presentation in the Consolidated Balance Sheet. A master netting agreement is an agreement between two counterparties that may have derivative and non-derivative contracts with each other providing for the net settlement of all referencing contracts via one payment stream, which takes place either as the contracts deliver, when collateral is requested or in the event of default. Generation's use of cash collateral is generally unrestricted unless Generation is downgraded below investment grade (i.e. to BB+ or Ba1). In the table below, Generation's energy related economic hedges and proprietary trading derivatives are shown gross and the impact of the netting of fair value balances with the same counterparty that are subject to legally enforceable master netting agreements, as well as netting of cash collateral, is aggregated in the collateral and netting column. As of June 30, 2013 and December 31, 2012, \$3 million of cash collateral posted and \$3 million of cash collateral received, respectively, was not offset against derivative positions because such collateral was not associated with any energy-related derivatives or as of the balance sheet date there were no positions to offset. Excluded from the tables below are economic hedges that qualify for the NPNS scope exception and other non-derivative contracts that are accounted for under the accrual method of accounting.

ComEd's use of cash collateral is generally unrestricted unless ComEd is downgraded below investment grade (i.e. to BB+ or Ba1).

Cash collateral held by PECO and BGE must be deposited in a non affiliate major U.S. commercial bank or foreign bank with a U.S. branch office that meet certain qualifications.

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

The following table provides a summary of the derivative fair value balances recorded by the Registrants as of June 30, 2013:

<b>Derivatives</b>	<b>Economic Hedges</b>	<b>Proprietary Trading</b>	<b>Generation Collateral and Netting(a)</b>	<b>Subtotal (b)</b>	<b>ComEd Economic Hedges (c)</b>	<b>Exelon Total Derivatives</b>
Mark-to-market derivative assets (current assets)	\$ 2,585	\$ 1,924	\$ (3,667)	\$ 842	\$	\$ 842
Mark-to-market derivative assets (noncurrent assets)	1,471	522	(1,291)	702	\$	702
<b>Total mark-to-market derivative assets</b>	<b>\$ 4,056</b>	<b>\$ 2,446</b>	<b>\$ (4,958)</b>	<b>\$ 1,544</b>	<b>\$</b>	<b>\$ 1,544</b>
Mark-to-market derivative liabilities (current liabilities)	\$ (2,201)	\$ (1,865)	\$ 3,938	\$ (128)	\$ (16)	\$ (144)
Mark-to-market derivative liabilities (noncurrent liabilities)	(941)	(502)	1,348	(95)	(69)	(164)
<b>Total mark-to-market derivative liabilities</b>	<b>\$ (3,142)</b>	<b>\$ (2,367)</b>	<b>\$ 5,286</b>	<b>\$ (223)</b>	<b>\$ (85)</b>	<b>\$ (308)</b>
<b>Total mark-to-market derivative net assets (liabilities)</b>	<b>\$ 914</b>	<b>\$ 79</b>	<b>\$ 328</b>	<b>\$ 1,321</b>	<b>\$ (85)</b>	<b>\$ 1,236</b>

- (a) Exelon and Generation net all available amounts allowed under the derivative accounting guidance on the balance sheet. These amounts include unrealized derivative transactions with the same counterparty under legally enforceable master netting agreements and cash collateral. In some cases Exelon and Generation may have other offsetting exposures, subject to a master netting or similar agreement, such as trade receivables and payables, transactions that do not qualify as derivatives, letters of credit and other forms of non-cash collateral. These are not reflected in the table above.
- (b) Current and noncurrent assets are shown net of collateral of \$17 million and \$49 million, respectively, and current and noncurrent liabilities are shown net of collateral of \$254 million and \$106 million, respectively. The total cash collateral posted, net of cash collateral received and offset against mark-to-market assets and liabilities was \$328 million at June 30, 2013.
- (c) Includes current and noncurrent liabilities relating to floating-to-fixed energy swap contracts with unaffiliated suppliers.

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

The following table provides a summary of the derivative fair value balances recorded by the Registrants as of December 31, 2012:

Derivatives	Economic Hedges(a)	Generation		Subtotal (c)	ComEd		Exelon Total Derivatives
		Proprietary Trading	Collateral and Netting(b)		Economic Hedges (a)(d)	Intercompany Eliminations (a)	
Mark-to-market derivative assets (current assets)	\$ 2,883	\$ 2,469	\$ (4,418)	\$ 934	\$	\$	\$ 934
Mark-to-market derivative assets with affiliate (current assets)	226			226		(226)	
Mark-to-market derivative assets (noncurrent assets)	1,792	724	(1,638)	878			878
Mark-to-market							
Total mark-to-market derivative assets	\$ 4,901	\$ 3,193	\$ (6,056)	\$ 2,038	\$	\$ (226)	\$ 1,812
Mark-to-market derivative liabilities (current liabilities)	\$ (2,419)	\$ (2,432)	\$ 4,519	\$ (332)	\$ (18)	\$	\$ (350)
Mark-to-market derivative liability with affiliate (current liabilities)					(226)	226	
Mark-to-market derivative liabilities (noncurrent liabilities)	(1,080)	(689)	1,568	(201)	(49)		(250)
Mark-to-market							
Total mark-to-market derivative liabilities	\$ (3,499)	\$ (3,121)	\$ 6,087	\$ (533)	\$ (293)	\$ 226	\$ (600)
Total mark-to-market derivative net assets (liabilities)	\$ 1,402	\$ 72	\$ 31	\$ 1,505	\$ (293)	\$	\$ 1,212

(a) Includes current and noncurrent assets for Generation and current and noncurrent liabilities for ComEd of \$226 million related to the fair value of the five-year financial swap contract between Generation and ComEd, as described above. For Generation excludes \$28 million of noncurrent liability relating to an interest rate swap in connection with a loan agreement to fund Antelope Valley as discussed above.

(b) Exelon and Generation net all available amounts allowed under the derivative accounting guidance on the balance sheet. These amounts include unrealized derivative transactions with the same counterparty under legally enforceable master netting agreements and cash collateral. In some cases Exelon and Generation may have other offsetting exposures, subject to a master netting or similar agreement, such as trade receivables and payables, transactions that do not qualify as derivatives, and letters of credit. These are not reflected in the table above.

(c) Current and noncurrent assets are shown net of collateral of \$113 million and \$201 million, respectively, and current and noncurrent liabilities are shown net of collateral of \$(214) million and \$(131) million, respectively. The total cash collateral received, net of cash collateral posted and offset against mark-to-market assets and liabilities was \$31 million at December 31, 2012.

(d) Includes current and noncurrent liabilities relating to floating-to-fixed energy swap contracts with unaffiliated suppliers.

*Cash Flow Hedges (Exelon, Generation and ComEd).* As discussed previously, effective prior to the merger with Constellation, Generation de-designated all of its cash flow hedges relating to commodity price risk. Because the underlying forecasted transactions remain at least reasonably possible, the fair value of the effective portion of these cash flow hedges was frozen in accumulated OCI and is reclassified to results of operations when the forecasted purchase or sale of the energy commodity occurs, or becomes probable of not occurring. Generation began recording prospective changes in the fair value of these instruments through current earnings





**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

from the date of de-designation. The net unrealized gains associated with the de-designated cash flow hedges prior to the merger was \$1,928 million including \$693 million related to the intercompany swap with ComEd. Approximately \$326 million of these net pre-tax unrealized gains within accumulated OCI are expected to be reclassified from accumulated OCI during the next twelve months by Generation. Generation expects the settlement of the majority of its cash flow hedges will occur during 2013 through 2014.

Exelon discontinues hedge accounting prospectively when it determines that the derivative is no longer effective in offsetting changes in the cash flows of a hedged item or when it is no longer probable that the forecasted transaction will occur. For the three months ended June 30, 2013 and 2012, amounts reclassified into earnings as a result of the discontinuance of cash flow hedges were immaterial.

The tables below provide the activity of accumulated OCI related to cash flow hedges for the three and six months ended June 30, 2013 and 2012, containing information about the changes in the fair value of cash flow hedges and the reclassification from accumulated OCI into results of operations. The amounts reclassified from accumulated OCI, when combined with the impacts of the actual physical power sales, result in the ultimate recognition of net revenues at the contracted price.

	Income Statement Location	Total Cash Flow Hedge OCI Activity, Net of Income Tax	
		Generation Energy-Related Hedges	Exelon Total Cash Flow Hedges
<b>Three Months Ended June 30, 2013</b>			
Accumulated OCI derivative gain at March 31, 2013		\$ 397(a)(c)	\$ 310
Effective portion of changes in fair value			21(d)
Reclassifications from accumulated OCI to net income	Operating Revenues	(142)(b)	(86)
Accumulated OCI derivative gain at June 30, 2013		\$ 255(c)	\$ 245

(a) Includes \$58 million of gains, net of taxes, related to the fair value of the five-year financial swap contract with ComEd, as of March 31, 2013.

(b) Includes \$58 million of losses, net of taxes, reclassified from accumulated OCI to recognize gains in net income related to the settlements of the five-year financial swap contract with ComEd.

(c) Excludes \$11 million of losses and \$16 million of losses net of taxes, related to interest rate swaps and treasury rate locks as of June 30, 2013 and March 31, 2013, respectively.

(d) Includes \$18 million of losses, net of taxes, related to the effective portion of changes in fair value of interest rate swaps and treasury rate locks.

	Income Statement Location	Total Cash Flow Hedge OCI Activity, Net of Income Tax	
		Generation Energy-Related Hedges	Exelon Total Cash Flow Hedges
<b>Six Months Ended June 30, 2013</b>			
Accumulated OCI derivative gain at December 31, 2012		\$ 532(a)(c)	\$ 368
Effective portion of changes in fair value			21(d)
Reclassifications from accumulated OCI to net income	Operating Revenues	(277)(b)	(144)

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Accumulated OCI derivative gain at June 30, 2013	\$ 255(c)	\$ 245
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(a) Includes \$133 million of gains, net of taxes, related to the fair value of the five-year financial swap contract with ComEd, as of December 31, 2012.

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

- (b) Includes \$133 million of losses, net of taxes, reclassified from accumulated OCI to recognize gains in net income related to the settlements of the five-year financial swap contract with ComEd.
- (c) Excludes \$11 million of losses and \$20 million of losses, net of taxes, related to interest rate swaps and treasury locks as of June 30, 2013 and December 31, 2012, respectively.
- (d) Includes \$22 million of losses, net of taxes, related to the effective portion of changes in fair value of interest rate swaps and treasury rate locks.

		<b>Generation</b>	<b>Exelon</b>
	<b>Income Statement</b>	<b>Energy-Related</b>	<b>Total Cash</b>
<b>Three Months Ended June 30, 2012</b>	<b>Location</b>	<b>Hedges</b>	<b>Flow</b>
			<b>Hedges</b>
Accumulated OCI derivative gain at March 31, 2012		\$ 1,166(a)(c)	\$ 703
Effective portion of changes in fair value		(e)	(17)(d)
Reclassifications from accumulated OCI to net income	Operating Revenues	(243)(b)	(139)
Accumulated OCI derivative gain at June 30, 2012		\$ 923(a)(c)	\$ 547

- (a) Includes \$315 million and \$419 million of gains, net of taxes, related to the fair value of the five-year financial swap contract with ComEd as of June 30, 2012 and March 31, 2012, respectively.
- (b) Includes a \$104 million of losses, net of taxes, reclassified from accumulated OCI to recognize gains in net income related to the settlements of the five-year financial swap contract with ComEd.
- (c) Excludes \$23 million of losses and \$12 million of gains, net of taxes, related to interest rate swaps and treasury rate locks for the three months ended June 30, 2012 and month ended March 31, 2012, respectively.
- (d) Includes \$12 million of losses, net of taxes, at Generation related to the effective portion of changes in fair value of interest rate swaps and treasury rate locks.
- (e) Due to de-designation of all commodity cash flow positions prior to the merger date, there are no changes in fair value.

		<b>Total Cash Flow Hedge OCI Activity, Net of Income Tax</b>	
		<b>Generation</b>	<b>Exelon</b>
<b>Six Months Ended June 30, 2012</b>	<b>Income Statement</b>	<b>Energy-Related</b>	<b>Total Cash Flow</b>
	<b>Location</b>	<b>Hedges</b>	<b>Hedges</b>
Accumulated OCI derivative gain at December 31, 2011		\$ 925(a)(c)	\$ 488
Effective portion of changes in fair value		432(e)	300(d)
Reclassifications from accumulated OCI to net income	Operating Revenues	(437)(b)	(244)
Ineffective portion recognized in income	Operating Revenues	3	3
Accumulated OCI derivative gain at June 30, 2012		\$ 923(a)(c)	\$ 547

- (a) Includes \$315 million and \$420 million of gains, net of taxes, related to the fair value of the five-year financial swap contract with ComEd, as of June 30, 2012 and December 31, 2011.
- (b)

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Includes \$193 million of losses, net of taxes, reclassified from accumulated OCI to recognize gains in net income related to the settlements of the five-year financial swap contract with ComEd.

- (c) Excludes \$23 million of losses and \$10 million of losses, net of taxes, related to interest rate swaps and treasury rate locks for the six months ended June 30, 2012 and year ended December 31, 2011, respectively.
- (d) Includes \$23 million of losses, net of taxes, related to the effective portion of changes in fair value of interest rate swaps and treasury rate locks.
- (e) Includes \$88 million of gains, net of taxes, related to the effective portion of changes in fair value of the five-year financial swap contract with ComEd through the date of de-designation prior to the merger.

During the three and six months ended June 30, 2013 and 2012, Generation s former energy related cash flow hedge activity impact to pre-tax earnings based on the reclassification adjustment from accumulated OCI to earnings was a \$236 million and a \$459 million pre-tax gain and \$402 million and \$722 million pre-tax gain,

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

respectively. Given that the cash flow hedges had primarily consisted of forward power sales and power swaps and did not include power and gas options or sales, the ineffectiveness of Generation's cash flow hedges was primarily the result of differences between the locational settlement prices of the cash flow hedges and the hedged generating units. This price difference was actively managed through other instruments, which include financial transmission rights, whose changes in fair value are recognized in earnings each period, and auction revenue rights. Changes in cash flow hedge ineffectiveness, were losses of \$5 million for the six months ended June 30, 2012.

Exelon's former energy-related cash flow hedge activity impact to pre-tax earnings based on the reclassification adjustment from accumulated OCI to earnings was a \$141 million and \$240 million pre-tax gain for the three and six months ended June 30, 2013, respectively, and a \$230 million and \$403 million pre-tax gain for the three and six months ended June 30, 2012, respectively. Changes in cash flow hedge ineffectiveness was losses of \$5 million for the six months ended June 30, 2012. Neither Exelon nor Generation will incur changes in cash flow hedge ineffectiveness in future periods as all energy-related cash flow hedge positions were de-designated prior to the merger date.

*Economic Hedges (Exelon and Generation).* These instruments represent hedges that economically mitigate exposure to fluctuations in commodity prices and include financial options, futures, swaps, and physical forward sales and purchases but for which the fair value or cash flow hedge elections were not made. For the three and six months ended June 30, 2013 and 2012, the following net pre-tax mark-to-market gains (losses) of certain purchase and sale contracts were reported in operating revenues or purchased power and fuel expense at Exelon and Generation in the Consolidated Statements of Operations and Comprehensive Income and are included in Net fair value changes related to derivatives in Exelon's and Generation's Consolidated Statements of Cash Flows. In the tables below, Change in fair value represents the change in fair value of the derivative contracts held at the reporting date. The Reclassification to realized at settlement represents the recognized change in fair value that was reclassified to realized due to settlement of the derivative during the period.

	Operating Revenues	Generation Purchased Power and Fuel	Total	Intercompany Eliminations Operating Revenues(a)	Exelon Total
<b>Three Months Ended June 30, 2013</b>					
Change in fair value	\$ 460	\$ (77)	\$ 383	\$ (13)	\$ 370
Reclassification to realized at settlement	44	1	45	3	48
<b>Net mark-to-market gains (losses)</b>	<b>\$ 504</b>	<b>\$ (76)</b>	<b>\$ 428</b>	<b>\$ (10)</b>	<b>\$ 418</b>

	Operating Revenues	Generation Purchased Power and Fuel	Total	Intercompany Eliminations Operating Revenues(a)	Exelon Total
<b>Six Months Ended June 30, 2013</b>					
Change in fair value	\$ (26)	\$ 69	\$ 43	\$ (6)	\$ 37
Reclassification to realized at settlement	(56)	38	(18)	13	(5)
<b>Net mark-to-market gains (losses)</b>	<b>\$ (82)</b>	<b>\$ 107</b>	<b>\$ 25</b>	<b>\$ 7</b>	<b>\$ 32</b>

	Operating Revenues	Generation Purchased Power and Fuel	Total	Intercompany Eliminations Operating Revenues(a)	Exelon Total
<b>Three Months Ended June 30, 2012</b>					

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Change in fair value	\$ 44	\$ 12	\$ 56	\$ 16	\$ 72
Reclassification to realized at settlement	(54)	198	144	(10)	134
Net mark-to-market (losses)	\$ (10)	\$ 210	\$ 200	\$ 6	\$ 206

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**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

	Operating Revenues	Generation Purchased Power and Fuel	Total	Intercompany Eliminations Operating Revenues(a)	Exelon Total
<b>Six Months Ended June 30, 2012</b>					
Change in fair value	\$ 177	\$ (28)	\$ 149	\$ 27	\$ 176
Reclassification to realized at settlement	(109)	225	116	(10)	106
<b>Net mark-to-market (losses)</b>	<b>\$ 68</b>	<b>\$ 197</b>	<b>\$ 265</b>	<b>\$ 17</b>	<b>\$ 282</b>

(a) Prior to the merger, the five-year financial swap contract between Generation and ComEd was de-designated. As a result, all prospective changes in fair value are recorded to operating revenues and eliminated in consolidation.

*Proprietary Trading Activities (Exelon and Generation).* For the three and six months ended June 30, 2013 and 2012, Exelon and Generation recognized the following net unrealized mark-to-market gains (losses), net realized mark-to-market gains (losses) and total net mark-to-market gains (losses) (before income taxes) relating to mark-to-market activity on derivative instruments entered into for proprietary trading purposes. Gains and losses associated with proprietary trading are reported as operating revenue in Exelon's and Generation's Consolidated Statements of Operations and Comprehensive Income and are included in Net fair value changes related to derivatives in Exelon's and Generation's Consolidated Statements of Cash Flows. In the tables below, Change in fair value represents the change in fair value of the derivative contracts held at the reporting date. The Reclassification to realized at settlement represents the recognized change in fair value that was reclassified to realized due to settlement of the derivative during the period.

	Location on Income Statement	Three Months Ended June 30,		Six Months Ended June 30,	
		2013	2012	2013	2012
Change in fair value	Operating Revenue	\$ 5	\$ 12	\$ 1	\$ 14
Reclassification to realized at settlement	Operating Revenue	(2)	31	4	32
<b>Net mark-to-market gains</b>	<b>Operating Revenue</b>	<b>\$ 3</b>	<b>\$ 43</b>	<b>\$ 5</b>	<b>\$ 46</b>

**Credit Risk (Exelon, Generation, ComEd, PECO and BGE)**

The Registrants would be exposed to credit-related losses in the event of non-performance by counterparties that enter into derivative instruments. The credit exposure of derivative contracts, before collateral, is represented by the fair value of contracts at the reporting date. For energy-related derivative instruments, Generation enters into enabling agreements that allow for payment netting with its counterparties, which reduces Generation's exposure to counterparty risk by providing for the offset of amounts payable to the counterparty against amounts receivable from the counterparty. Typically, each enabling agreement is for a specific commodity and so, with respect to each individual counterparty, netting is limited to transactions involving that specific commodity product, except where master netting agreements exist with a counterparty that allow for cross product netting. In addition to payment netting language in the enabling agreement, Generation's credit department establishes credit limits, margining thresholds and collateral requirements for each counterparty, which are defined in the derivative contracts. Counterparty credit limits are based on an internal credit review process that considers a variety of factors, including the results of a scoring model, leverage, liquidity, profitability, credit ratings by credit rating agencies, and risk management capabilities. To the extent that a counterparty's margining thresholds are exceeded, the counterparty is required to post collateral with Generation as specified in each enabling agreement. Generation's credit department monitors current and forward credit exposure to counterparties and their affiliates, both on an individual and an aggregate basis.





**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

The following tables provide information on Generation s credit exposure for all derivative instruments, NPNS, and applicable payables and receivables, net of collateral and instruments that are subject to master netting agreements, as of June 30, 2013. The tables further delineate that exposure by credit rating of the counterparties and provide guidance on the concentration of credit risk to individual counterparties. The figures in the tables below do not include credit risk exposure from uranium procurement contracts or exposure through RTOs, ISOs, NYMEX, ICE and Nodal commodity exchanges, further discussed in ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK. Additionally, the figures in the tables below do not include exposures with affiliates, including net receivables with ComEd, PECO and BGE of \$41 million, \$44 million and \$33 million, respectively.

Rating as of June 30, 2013	Total Exposure Before Credit Collateral	Credit Collateral	Net Exposure	Number of Counterparties Greater than 10% of Net Exposure	Net Exposure of Counterparties Greater than 10% of Net Exposure
Investment grade	\$ 1,744	\$ 139	\$ 1,605	1	\$ 462
Non-investment grade	40	31	9		
No external ratings					
Internally rated investment grade	456	5	451	1	247
Internally rated non-investment grade	62	1	61		
Total	\$ 2,302	\$ 176	\$ 2,126	2	\$ 709

Net Credit Exposure by Type of Counterparty	As of June 30, 2013
Investor-owned utilities, marketers and power producers	\$ 761
Energy cooperatives and municipalities	926
Financial institutions	386
Other	53
Total	\$ 2,126

ComEd s power procurement contracts provide suppliers with a certain amount of unsecured credit. The credit position is based on forward market prices compared to the benchmark prices. The benchmark prices are the forward prices of energy projected through the contract term and are set at the point of supplier bid submittals. If the forward market price of energy exceeds the benchmark price, the suppliers are required to post collateral for the secured credit portion after adjusting for any unpaid deliveries and unsecured credit allowed under the contract. The unsecured credit used by the suppliers represents ComEd s net credit exposure. As of June 30, 2013, ComEd s credit exposure to suppliers was immaterial.

ComEd is permitted to recover its costs of procuring energy through the Illinois Settlement Legislation. ComEd s counterparty credit risk is mitigated by its ability to recover realized energy costs through customer rates. See Note 3 Regulatory Matters of the Exelon 2012 Form 10-K for further information.

PECO s supplier master agreements that govern the terms of its electric supply procurement contracts, which define a supplier s performance assurance requirements, allow a supplier to meet its credit requirements with a certain amount of unsecured credit. The amount of unsecured credit is determined based on the supplier s lowest credit rating from the major credit rating agencies and the supplier s tangible net worth. The credit position is based on the initial market price, which is the forward price of energy on the day a transaction is



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executed, compared to the current forward price curve for energy. To the extent that the forward price curve for energy exceeds the initial market price, the supplier is required to post collateral to the extent the credit exposure is greater than the supplier's unsecured credit limit. As of June 30, 2013, PECO had no net credit exposure with suppliers.

PECO is permitted to recover its costs of procuring electric supply through its PAPUC-approved DSP Program. PECO's counterparty credit risk is mitigated by its ability to recover realized energy costs through customer rates. See Note 5 - Regulatory Matters for further information.

PECO's natural gas procurement plan is reviewed and approved annually on a prospective basis by the PAPUC. PECO's counterparty credit risk under its natural gas supply and asset management agreements is mitigated by its ability to recover its natural gas costs through the PGC, which allows PECO to adjust rates quarterly to reflect realized natural gas prices. PECO does not obtain collateral from suppliers under its natural gas supply and asset management agreements. As of June 30, 2013, PECO had immaterial credit exposure under its natural gas supply and asset management agreements with investment grade suppliers.

BGE is permitted to recover its costs of procuring energy through the MDPSC-approved procurement tariffs. BGE's counterparty credit risk is mitigated by its ability to recover realized energy costs through customer rates. See Note 5 - Regulatory Matters for further information.

BGE's full requirement wholesale electric power agreements that govern the terms of its electric supply procurement contracts, which define a supplier's performance assurance requirements, allow a supplier, or its guarantor, to meet its credit requirements with a certain amount of unsecured credit. The amount of unsecured credit is determined based on the supplier's lowest credit rating from the major credit rating agencies and the supplier's tangible net worth, subject to an unsecured credit cap. The credit position is based on the initial market price, which is the forward price of energy on the day a transaction is executed, compared to the current forward price curve for energy. To the extent that the forward price curve for energy exceeds the initial market price, the supplier is required to post collateral to the extent the credit exposure is greater than the supplier's unsecured credit limit. The seller's credit exposure is calculated each business day. As of June 30, 2013, BGE had no net credit exposure to suppliers.

BGE's regulated gas business is exposed to market-price risk. This market-price risk is mitigated by BGE's recovery of its costs to procure natural gas through a gas cost adjustment clause approved by the MDPSC. BGE does make off-system sales after BGE has satisfied its customers demands, which are not covered by the gas cost adjustment clause. At June 30, 2013, BGE had credit exposure of \$2 million related to off-system sales which is mitigated by parental guarantees, letters of credit, or right to offset clauses within other contracts with those third party suppliers.

***Collateral and Contingent-Related Features (Exelon, Generation, ComEd, PECO and BGE)***

As part of the normal course of business, Generation routinely enters into physical or financially settled contracts for the purchase and sale of electric capacity, energy, fuels, emissions allowances and other energy-related products. Certain of Generation's derivative instruments contain provisions that require Generation to post collateral. Generation also enters into commodity transactions on exchanges (i.e., NYMEX, ICE). The exchanges act as the counterparty to each trade. Transactions on the exchanges must adhere to comprehensive collateral and margining requirements. This collateral may be posted in the form of cash or credit support with thresholds contingent upon Generation's credit rating from each of the major credit rating agencies. The collateral and credit support requirements vary by contract and by counterparty. These credit-risk-related contingent features stipulate that if Generation were to be downgraded or lose its investment grade credit rating

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(based on its senior unsecured debt rating), it would be required to provide additional collateral. This incremental collateral requirement allows for the offsetting of derivative instruments that are assets with the same counterparty, where the contractual right of offset exists under applicable master netting agreements. In the absence of expressly agreed-to provisions that specify the collateral that must be provided, collateral requested will be a function of the facts and circumstances of the situation at the time of the demand. In this case, Generation believes an amount of several months of future payments (i.e., capacity payments) rather than a calculation of fair value is the best estimate for the contingent collateral obligation, which has been factored into the disclosure below.

The aggregate fair value of all derivative instruments with credit-risk related contingent features in a liability position that are not fully collateralized (excluding transactions on the exchanges that are fully collateralized) is detailed in the table below:

<b>Credit-Risk Related Contingent Feature</b>	<b>Offsetting Fair Value of In-the-Money Contracts Under Master Netting Arrangements(b)</b>	<b>June 30, 2013</b>
<b>Gross Fair Value of Derivative Contracts Containing this Feature(a)</b>		<b>Net Fair Value of Derivative Contracts Containing This Feature(c)</b>
\$ (1,222)	\$1,046	\$ (176)
<b>Credit-Risk Related Contingent Feature</b>		<b>December 31, 2012</b>
<b>Gross Fair Value of Derivative Contracts Containing this Feature(a)</b>	<b>Offsetting Fair Value of In-the-Money Contracts Under Master Netting Arrangements(b)</b>	<b>Net Fair Value of Derivative Contracts Containing This Feature(c)</b>
\$ (1,849)	\$1,426	\$ (423)

(a) Amount represents the gross fair value of out-of-the-money derivative contracts containing credit-risk related contingent features ignoring the effects of master netting agreements.

(b) Amount represents the offsetting fair value of in-the-money derivative contracts under legally enforceable master netting agreements with the same counterparty, which reduces the amount of any liability for which a Registrant could potentially be required to post collateral.

(c) Amount represents the net fair value of out-of-the-money derivative contracts containing credit-risk related contingent features after considering the mitigating effects of offsetting positions under master netting arrangements and reflects the actual net liability upon which any potential contingent collateral obligations would be based.

Generation had cash collateral posted of \$546 million and letters of credit posted of \$356 million and cash collateral held of \$215 million and letters of credit held of \$30 million as of June 30, 2013 and cash collateral posted of \$527 million and letters of credit posted of \$563 million and cash collateral held of \$499 million and letters of credit held of \$45 million at December 31, 2012 for counterparties with derivative positions. In the event of a credit downgrade below investment grade (i.e., to BB+ or Ba1), Generation could be required to post additional collateral of \$1,878 million as of June 30, 2013 and \$2,007 million as of December 31, 2012. These amounts represent the potential additional collateral required after giving consideration to offsetting derivative and non-derivative positions under master netting agreements.

Generation's and Exelon's interest rate swaps contain provisions that, in the event of a merger, if Generation's debt ratings were to materially weaken, it would be in violation of these provisions, resulting in the ability of the counterparty to terminate the agreement prior to maturity. Collateralization would not be required under any circumstance. Termination of the agreement could result in a settlement payment by Exelon or the counterparty on any interest rate swap in a net liability position. The settlement amount would be equal to the fair value of the swap on the termination date. As of June 30, 2013, Generation's and Exelon's swaps were in an asset position, with a fair value of \$24 million and \$56 million, respectively.

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**COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

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See Note 21 Segment Information of the Exelon 2012 Form 10-K for further information regarding the letters of credit supporting the cash collateral.

Generation entered into SFCs with certain utilities, including PECO and BGE, with one-sided collateral postings only from Generation. If market prices fall below the benchmark price levels in these contracts, the utilities are not required to post collateral. However, when market prices rise above the benchmark price levels, counterparty suppliers, including Generation, are required to post collateral once certain unsecured credit limits are exceeded. Under the terms of ComEd's standard block energy contracts, collateral postings are one-sided from suppliers, including Generation, should exposures between market prices and benchmark prices exceed established unsecured credit limits outlined in the contracts. As of June 30, 2013, ComEd held immaterial amounts of collateral from suppliers in association with energy procurement contracts. Under the terms of ComEd's annual renewable energy contracts, collateral postings are required to cover a fixed value for RECs only. In addition, under the terms of ComEd's long-term renewable energy contracts, collateral postings are required from suppliers for both RECs and energy. The REC portion is a fixed value and the energy portion is one-sided from suppliers should the forward market prices exceed contract prices. As of June 30, 2013, ComEd held approximately \$19 million in the form of cash and letters of credit as margin for both the annual and long-term REC obligations. See Note 3 Regulatory Matters of the Exelon 2012 Form 10-K for further information.

PECO's natural gas procurement contracts contain provisions that could require PECO to post collateral. This collateral may be posted in the form of cash or credit support with thresholds contingent upon PECO's credit rating from the major credit rating agencies. The collateral and credit support requirements vary by contract and by counterparty. As of June 30, 2013, PECO was not required to post collateral for any of these agreements. If PECO lost its investment grade credit rating as of June 30, 2013, PECO could have been required to post approximately \$31 million of collateral to its counterparties.

PECO's supplier master agreements that govern the terms of its DSP Program contracts do not contain provisions that would require PECO to post collateral.

BGE's full requirements wholesale power agreements that govern the terms of its electric supply procurement contracts do not contain provisions that would require BGE to post collateral.

BGE's natural gas procurement contracts contain provisions that could require BGE to post collateral. This collateral may be posted in the form of cash or credit support with thresholds contingent upon BGE's credit rating from the major credit rating agencies. The collateral and credit support requirements vary by contract and by counterparty. As of June 30, 2013, BGE was not required to post collateral for any of these agreements. If BGE lost its investment grade credit rating as of June 30, 2013, BGE could have been required to post approximately \$86 million of collateral to its counterparties.

**11. Debt and Credit Agreements (Exelon, Generation, ComEd, PECO and BGE)**

***Short-Term Borrowings***

Exelon, ComEd and BGE meet their short-term liquidity requirements primarily through the issuance of commercial paper. Generation and PECO meet their short-term liquidity requirements primarily through the issuance of commercial paper and borrowings from the intercompany money pool.

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The Registrants had the following amounts of commercial paper borrowings outstanding as of June 30, 2013 and December 31, 2012:

<b>Commercial Paper Borrowings</b>	<b>June 30, 2013</b>	<b>December 31, 2012</b>
Exelon Corporate	\$	\$
Generation	276	
ComEd	374	
PECO		
BGE		

**Credit Facilities**

Exelon had bank lines of credit under committed credit facilities at June 30, 2013 for short-term financial needs, as follows:

<b>Type of Credit Facility</b>	<b>Amount(a) (In billions)</b>	<b>Expiration Dates</b>	<b>Capacity Type</b>
<b>Exelon Corporate</b>			
Syndicated Revolver	\$ 0.5	August 2017	Letters of credit and cash
<b>Generation</b>			
Syndicated Revolver	5.3	August 2017	Letters of credit and cash
Bilateral	0.3	December 2015 and March 2016	Letters of credit and cash
Bilateral	0.1	January 2015	Letters of credit
<b>ComEd</b>			
Syndicated Revolver	1.0	March 2018	Letters of credit and cash
<b>PECO</b>			
Syndicated Revolver	0.6	August 2017	Letters of credit and cash
<b>BGE</b>			
Syndicated Revolver	0.6	August 2017	Letters of credit and cash
<b>Total</b>	<b>\$ 8.4</b>		

(a) Excludes additional credit facility agreements for Generation, ComEd, PECO and BGE with aggregate commitments of \$50 million, \$34 million, \$34 million and \$5 million, respectively, arranged with minority and community banks located primarily within ComEd's, PECO's and BGE's service territories. These facilities expire on October 18, 2013 and are solely utilized to issue letters of credit. As of June 30, 2013, letters of credit issued under these agreements for Generation, ComEd, PECO and BGE totaled \$24 million, \$26 million, \$21 million and \$1 million, respectively.

As of June 30, 2013, there were no borrowings under the Registrants' credit facilities.

On March 14, 2013, ComEd extended its unsecured revolving credit facility with aggregate bank commitments of \$1.0 billion. Under this facility, ComEd may issue letters of credit in the aggregate amount of up to \$500 million. The credit agreement expires on March 28, 2018, and ComEd may request another one-year extension of that term. The credit facility also allows ComEd to request increases in the aggregate commitments of up to an additional \$500 million. Any such extension or increases are subject to the approval of the lenders party to the credit agreement in their sole discretion. Costs incurred to extend the facility for ComEd were not material.

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Borrowings under Exelon Corporate s, Generation s, ComEd s, PECO s and BGE s credit agreements bear interest at a rate based upon either the prime rate or a LIBOR-based rate, plus an adder based upon the particular

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registrant's credit rating. Exelon Corporate, Generation, ComEd, PECO and BGE have adders of 27.5, 27.5, 27.5, 0.0 and 7.5 basis points for prime based borrowings and 127.5, 127.5, 127.5, 100.0 and 107.5 basis points for LIBOR-based borrowings. The maximum adders for prime rate borrowings and LIBOR-based rate borrowings are 65 basis points and 165 basis points, respectively. The credit agreement also requires each entity to pay a facility fee based upon the aggregate commitments under the agreement. The fee varies depending upon the respective credit ratings of each entity.

On January 23, 2013, Generation entered into a two year \$75 million bilateral letter of credit facility with a bank. The credit agreement expires in January 2015. This facility will solely be utilized by Generation to issue letters of credit.

On June 10, 2013, Exelon Corporate, Generation, PECO and BGE began the process of extending their respective unsecured syndicated revolving credit facilities, with aggregate bank commitments of \$500 million, \$5.3 billion, \$600 million and \$600 million, respectively. The transactions are expected to close and become effective in August 2013, with maturities of five years from the close of the transactions. The new covenants are expected to be substantially consistent with existing covenants. Generally, it is expected that costs incurred to amend and extend the facilities will be amortized over the newly extended lives of the facilities.

**Long-Term Debt****Issuance of Long-Term Debt**

During the six months ended June 30, 2013, the following long-term debt was issued:

Company	Type	Interest Rate	Maturity	Amount	Use of Proceeds
Generation	Upstream Gas Lending Agreement	2.210%	July 22, 2016	\$ 3	Used to fund Upstream gas activities
Generation	DOE Project Financing	2.535 - 2.922%	January 5, 2037	\$ 197	Funding for Antelope Valley Solar Development
Generation	Energy Efficiency Project Financing	4.400%	August 31, 2014	\$ 9	Funding to install energy conservation measures in Beckley, West Virginia
BGE	Senior Notes	3.350%	July 1, 2023	\$ 300	Used to partially refinance Notes due July 1, 2013 and for general corporate purposes

During the six months ended June 30, 2012, the following long-term debt was issued:

Company	Type	Interest Rate	Maturity	Amount	Use of Proceeds
Generation	Senior Notes	4.250%	June 15, 2022	\$ 523	Used for general corporate purposes and issued in connection with the Exchange Offer
Generation	Senior Notes	5.600%	June 15, 2042	\$ 787	Used for general corporate purposes and issued in connection with the Exchange Offer
Generation		3.092%	January 5, 2037	\$ 69	



DOE Project  
Financing

Funding for Antelope Valley Solar  
Development

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

**Retirement of Current and Long-Term Debt**

During the six months ended June 30, 2013, the following long-term debt was retired:

Company	Type	Interest Rate	Maturity	Amount
Generation	Kennett Square Capital Lease	7.830%	September 20, 2020	\$ 1
Generation	Solar Revolver	1.950%	July 7, 2014	\$ 6
Generation	Clean Horizons	2.563%	September 7, 2030	\$ 1
Generation(a)	Series A Junior Subordinated	8.625%	June 15, 2063	\$ 450
	Debentures			
ComEd	First Mortgage Bonds Series 92	7.625%	April 15, 2013	\$ 125
BGE	Rate Stabilization Bonds	5.720%	April 1, 2017	\$ 33

(a) Represents debt obligations assumed by Exelon as part of the merger on March 12, 2012 that became callable at face value on June 15, 2013. Exelon and subsidiaries of Generation (former Constellation subsidiaries) assumed intercompany loan agreements that mirror the terms and amounts of the third-party debt obligations of Exelon, resulting in intercompany notes payable as of December 31, 2012 included in long-term debt to affiliate on Generation's Consolidated Balance Sheets and notes receivable from affiliates at Exelon Corporate, which are eliminated in consolidation on Exelon's Consolidated Balance Sheets. The third-party debt obligations were reported in Long-term Debt on Exelon's Consolidated Balance Sheets as of December 31, 2012. The debentures were redeemed and the intercompany loan agreements repaid on June 15, 2013.

On July 1, 2013, ComEd retired \$127 million aggregate principal of its 7.500% Series 94 First Mortgage Bonds due July 1, 2013.

On July 1, 2013, BGE retired \$400 million aggregate principal of its 6.125% Senior Notes due July 1, 2013

During the six months ended June 30, 2012, the following long-term debt was retired:

Company	Type	Interest Rate	Maturity	Amount
ComEd	First Mortgage Bond Series 98	6.15%	March 15, 2012	\$ 450
BGE	Rate Stabilization Bonds	5.68%	April 1, 2017	\$ 31
BGE	Medium Term Notes	6.73 - 6.75%	June 15, 2012	\$ 110
Generation	Kennett Square Capital Lease	7.83%	September 20, 2020	\$ 1
Generation	Armstrong Co. tax-exempt	5.00%	December 1, 2042	\$ 46
Generation	Solar Revolver	2.49%	July 7, 2014	\$ 6
Generation	Upstream Gas Lending Agreement	2.27%	July 16, 2016	\$ 3
Exelon	Senior Notes	7.60%	April 1, 2032	\$ 441
Exelon	Medium Term Notes	7.30%	June 1, 2012	\$ 2

**Accounts Receivable Agreement**

PECO is party to an agreement with a financial institution under which it transferred an undivided interest, adjusted daily, in its accounts receivable designated under the agreement in exchange for proceeds of \$210 million, which is classified as a short-term note payable on Exelon's and PECO's Consolidated Balance Sheets. As of June 30, 2013 and December 31, 2012, the financial institution's undivided interest in Exelon's and PECO's gross accounts receivable was equivalent to \$286 million and \$289 million, respectively, which represents the financial institution's

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interest in PECO's eligible receivables as calculated under the terms of the agreement. The agreement requires PECO to maintain eligible receivables at least equivalent to the financial

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

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institution's undivided interest. Upon termination or liquidation of this agreement, the financial institution is entitled to recover up to \$210 million plus the accrued yield payable from its undivided interest in PECO's receivables. The amended agreement terminates on August 30, 2013 unless extended in accordance with its terms. As of June 30, 2013, PECO was in compliance with the requirements of the agreement. In the event the agreement is not extended, PECO has sufficient short-term liquidity and may seek alternate financing.

**12. Income Taxes (Exelon, Generation, ComEd, PECO and BGE)**

The effective income tax rate from continuing operations varies from the U.S. Federal statutory rate principally due to the following:

<b>For the Three Months Ended June 30, 2013</b>	<b>Exelon</b>	<b>Generation</b>	<b>ComEd</b>	<b>PECO</b>	<b>BGE</b>
U.S. Federal statutory rate	35.0 %	35.0 %	35.0 %	35.0 %	35.0 %
Increase (decrease) due to:					
State income taxes, net of Federal income tax benefit	4.1	3.5	5.6	2.9	5.6
Qualified nuclear decommissioning trust fund income	(1.8)	(2.7)			
Domestic production activities deduction	0.1	0.2			
Tax exempt income	(0.1)	(0.2)			
Health care reform legislation	0.1		0.4		(0.3)
Amortization of investment tax credit, net deferred taxes	(1.8)	(2.5)	(0.3)	(0.1)	(0.6)
Plant basis differences	(1.4)		(0.4)	(8.6)	(0.7)
Production tax credits and other credits	(1.4)	(2.2)			
Other	(0.3)	0.1	0.4	(0.1)	
Effective income tax rate	32.5 %	31.2 %	40.7 %	29.1 %	39.0 %

<b>For the Six Months Ended June 30, 2013</b>	<b>Exelon</b>	<b>Generation</b>	<b>ComEd</b>	<b>PECO</b>	<b>BGE</b>
U.S. Federal statutory rate	35.0 %	35.0 %	35.0 %	35.0 %	35.0 %
Increase (decrease) due to:					
State income taxes, net of Federal income tax benefit	8.6	0.4	4.1	2.9	5.7
Qualified nuclear decommissioning trust fund income	2.8	4.8			
Domestic production activities deduction		(0.1)			
Tax exempt income	(0.2)	(0.4)			
Health care reform legislation	0.2		5.7		0.2
Amortization of investment tax credit, net deferred taxes	(3.5)	(5.6)	(4.9)	(0.1)	(0.3)
Plant basis differences	(3.1)		(8.7)	(7.5)	(0.6)
Production tax credits and other credits	(2.8)	(4.9)	(0.3)		
Other	0.1	3.1	5.5		(0.2)
Effective income tax rate	37.1 %	32.3 %	36.4 %	30.3 %	39.8 %

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<b>For the Three Months Ended June 30, 2012</b>	<b>Exelon(a)</b>	<b>Generation(a)</b>	<b>ComEd</b>	<b>PECO</b>	<b>BGE(b)</b>
U.S. Federal statutory rate	35.0 %	35.0 %	35.0 %	35.0 %	35.0 %
Increase (decrease) due to:					
State income taxes, net of Federal income tax benefit	3.5	2.3	5.2	3.1	6.2
Qualified nuclear decommissioning trust fund income	(2.0)	(3.8)			
Domestic production activities deduction	0.7	1.6			
Tax exempt income	(0.4)	(0.8)			
Health care reform legislation	0.3		1.0		2.7
Amortization of investment tax credit, net deferred taxes	(0.7)	(0.7)	(0.8)	(0.3)	(1.7)
Plant basis differences	(0.7)		0.1	(3.6)	(4.7)
Production tax credits and other credits	(2.2)	(4.0)			
Merger expenses(c)	(0.8)				
Other	(2.3)	(3.6)	0.3	0.2	(1.5)
<b>Effective income tax rate</b>	<b>30.4 %</b>	<b>26.0 %</b>	<b>40.8 %</b>	<b>34.4 %</b>	<b>36.0 %</b>

<b>For the Six Months Ended June 30, 2012</b>	<b>Exelon(a)</b>	<b>Generation(a)</b>	<b>ComEd</b>	<b>PECO</b>	<b>BGE(b)</b>
U.S. Federal statutory rate	35.0 %	35.0 %	35.0 %	35.0 %	35.0 %
Increase (decrease) due to:					
State income taxes, net of Federal income tax benefit	(10.7)	1.6	5.7	3.3	2.3
Qualified nuclear decommissioning trust fund income	6.3	8.0			
Domestic production activities deduction	(0.2)	(0.2)			
Tax exempt income	(0.4)	(0.5)			
Health care reform legislation	0.2		0.6		(3.1)
Amortization of investment tax credit, net deferred taxes	(0.7)	(0.6)	(0.5)	(0.3)	3.8
Plant basis differences	(0.6)			(3.6)	10.6
Production tax credits and other credits	(2.6)	(3.4)			
Fines and Penalties	6.1	7.6			
Merger expenses(c)	5.6				(18.3)
Other	(1.3)	(1.0)	0.3		3.0
<b>Effective income tax rate</b>	<b>36.7 %</b>	<b>46.5 %</b>	<b>41.1 %</b>	<b>34.4 %</b>	<b>33.3 %</b>

- (a) Exelon activity for the three and six months ended June 30, 2012 includes the results of Constellation and BGE for March 12, 2012 – June 30, 2012. Generation activity for the three and six months ended June 30, 2012 includes the results of Constellation for March 12, 2012 – June 30, 2012.
- (b) BGE activity represents the activity for the three and six months ended June 30, 2012. BGE recognized a loss before income taxes for the six months ended June 30, 2012. As a result, positive percentages represent an income tax benefit for BGE for the six months ended June 30, 2012.
- (c) Prior to the close of the merger, the Registrants recorded the applicable taxes on merger transaction costs assuming the merger would not be completed. Upon closing of the merger, the Registrants reversed such taxes for those merger transaction costs that were determined to be non tax-deductible upon successful completion of a merger.

**Accounting for Uncertainty in Income Taxes**

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Exelon, Generation, ComEd, PECO, and BGE have \$2,220 million, \$1,363 million, \$331 million, \$44 million, and \$0 million, of unrecognized tax benefits as of June 30, 2013, respectively, and \$1,024 million, \$876 million, \$67 million, \$44 million, and \$0 million, of unrecognized tax benefits as of December 31, 2012,

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respectively. The unrecognized tax benefits as of June 30, 2013 reflect an increase at Exelon and ComEd attributable to the like-kind exchange position discussed below. Furthermore, Exelon's and Generation's unrecognized tax benefits were increased by \$446 million and \$446 million, respectively, in the second quarter in anticipation of filing a refund claim with respect to legacy Constellation taxable years.

**Reasonably possible the total amount of unrecognized tax benefits could significantly increase or decrease within 12 months after the reporting date***Settlement of income tax audits*

In 2013, as a result of the anticipated completion of federal income tax audits for legacy Constellation, it is reasonably possible Exelon and Generation may reduce their unrecognized tax benefits by approximately \$35 million and \$35 million, respectively.

**Other Income Tax Matters***Involuntary Conversion, Like-Kind Exchange and Competitive Transition Charges*

*1999 Sale of Fossil Generating Assets (Exelon and ComEd).* Exelon, through its ComEd subsidiary, took two positions on its 1999 income tax return to defer approximately \$2.8 billion of tax gain on the sale of ComEd's fossil generating assets. Exelon deferred approximately \$1.6 billion of the gain under the involuntary conversion provisions of the IRC. Exelon believed that it was economically compelled to dispose of ComEd's fossil generating plants as a result of the Illinois Act and that the proceeds from the sale of the fossil plants were properly reinvested in qualifying replacement property such that the gain could be deferred over the lives of the replacement property under the involuntary conversion provisions. The remaining approximately \$1.2 billion of the gain was deferred by reinvesting the proceeds from the sale in qualifying replacement property under the like-kind exchange provisions of the IRC. The like-kind exchange replacement property purchased by Exelon included interests in three municipal-owned electric generation facilities which were properly leased back to the municipalities. The IRS disagreed with both positions and asserted that the entire gain of approximately \$2.8 billion was taxable in 1999.

*Competitive Transition Charges (Exelon, ComEd, and PECO).* Exelon contended that the Illinois Act and the Competition Act resulted in the taking of certain of ComEd's and PECO's assets used in their respective businesses of providing electricity services in their defined service areas. Exelon filed refund claims with the IRS taking the position that CTCs collected during ComEd's and PECO's transition periods represent compensation for that taking and, accordingly, were excludible from taxable income as proceeds from an involuntary conversion. The tax basis of property acquired with the funds provided by the CTCs would be reduced such that the benefits of the position are temporary in nature. The IRS disallowed the refund claims for the 1999-2001 tax years.

*Status of Involuntary Conversion and CTC Positions.* In the second quarter of 2010, the IRS offered to settle the disagreement over the involuntary conversion and CTC positions. Exelon concluded, based on that offer, that it had sufficient new information that a remeasurement of the involuntary conversion and CTC positions was required in accordance with applicable accounting standards. As a result of the required remeasurement, Exelon recorded \$65 million (after-tax) of interest expense, of which \$36 million (after-tax) and \$22 million (after-tax) were recorded at ComEd and PECO, respectively. ComEd also recorded a current tax expense of \$70 million offset with a tax benefit recorded at Generation of \$70 million. In the third quarter of 2010, Exelon and the IRS reached a nonbinding, preliminary agreement to settle Exelon's involuntary conversion on terms consistent with the settlement offer received in the second quarter. As a result of the preliminary agreement, Exelon and ComEd eliminated any liability for unrecognized tax benefits and established a current

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

tax payable to the IRS. Exelon paid \$302 million in late 2010 in advance of the final settlement and the assessment. In November 2012, the IRS and Exelon finalized and executed definitive agreements to resolve Exelon's involuntary conversion and CTC positions.

*Status of Like-Kind Exchange Position.* Exelon has been unable to reach agreement with the IRS regarding the dispute over the like-kind exchange position. The IRS has asserted that the Exelon purchase and leaseback transaction is substantially similar to a leasing transaction, known as a SILO, which the IRS does not respect as the acquisition of an ownership interest in property. A SILO is a listed transaction that the IRS has identified as a potentially abusive tax shelter under guidance issued in 2005. Accordingly, the IRS has asserted that the sale of the fossil plants followed by the purchase and leaseback of the municipal owned generation facilities does not qualify as a like-kind exchange and the gain on the sale is fully subject to tax. The IRS has also asserted a penalty of approximately \$86 million for a substantial understatement of tax.

Exelon disagrees with the IRS and continues to believe that its like-kind exchange transaction is not the same as or substantially similar to a SILO. Exelon expects to initiate litigation in 2013 to contest the IRS's disallowance of the like-kind exchange position. Although Exelon has been and remains willing to settle the disagreement on terms commensurate with the hazards of litigation, Exelon does not believe a settlement is possible. Because Exelon believed, as of December 31, 2012, that it was more-likely-than-not that Exelon would prevail in litigation, Exelon and ComEd had no liability for unrecognized tax benefits with respect to the like-kind exchange position.

On January 9, 2013, the U.S. Court of Appeals for the Federal Circuit reversed the U.S. Court of Federal Claims and reached a decision for the government in *Consolidated Edison v. United States*. The Court disallowed Consolidated Edison's deductions stemming from its participation in a LILO transaction that the IRS also has characterized as a tax shelter.

In accordance with applicable accounting standards, Exelon is required to assess whether it is more-likely-than-not that it will prevail in litigation. Exelon continues to believe that its transaction is not a SILO and that it has a strong case on the merits. However, in light of the Consolidated Edison decision and Exelon's current determination that settlement is unlikely, Exelon has concluded that subsequent to December 31, 2012, it is no longer more-likely-than-not that its position will be sustained. As a result, in the first quarter of 2013 Exelon recorded a non-cash charge to earnings of approximately \$265 million, which represents the amount of interest expense (after-tax) and incremental state income tax expense for periods through March 31, 2013 that would be payable in the event that Exelon is unsuccessful in litigation. Of this amount, approximately \$170 million was recorded at ComEd. Exelon intends to hold ComEd harmless from any unfavorable impacts of the after-tax interest amounts on ComEd's equity. As such, ComEd recorded on its consolidated balance sheet as of March 31, 2013, a \$172 million receivable and non-cash equity contributions from Exelon. Exelon and ComEd will continue to accrue interest on the uncertain tax position, and the charges arising from future interest accruals are not expected to be material to the annual operating earnings of Exelon or ComEd. In addition, ComEd will continue to record a receivable and non-cash equity contribution from Exelon in amounts equal to the additional interest recorded by ComEd on the uncertain tax position. The IRS also continues to assert an \$86 million penalty for a substantial understatement of tax with respect to the like-kind exchange position. Exelon continues to believe that it is unlikely that the penalty assertion will ultimately be sustained and therefore no liability for the penalty has been recorded.

This determination for accounting purposes does not alter Exelon's intent to aggressively litigate the issue through appeals, if necessary, which could take three to five years. Exelon currently expects to initiate the litigation in the United States Tax Court, whose decisions are not controlled by the Federal Circuit's decision in *Consolidated Edison*.



**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

As of June 30, 2013, in the event of a fully successful IRS challenge to Exelon's like-kind exchange position, the potential tax and after-tax interest, exclusive of penalties, that could become currently payable may be as much as \$840 million, of which approximately \$306 million would be attributable to ComEd after consideration of Exelon's agreement to hold ComEd harmless, and the balance at Exelon. Litigation could take several years such that the estimated cash and interest impacts would likely change by a material amount.

***Accounting for Generation Repairs (Exelon and Generation).***

On April 30, 2013, the IRS issued guidance that will facilitate the determination of the appropriate tax treatment of costs incurred to repair electric generation assets. Exelon and Generation will assess its impact and expect to file a request for change in method of tax accounting for repair costs beginning with its 2014 taxable year.

**13. Nuclear Decommissioning (Exelon and Generation)*****Nuclear Decommissioning Asset Retirement Obligations***

Generation has a legal obligation to decommission its nuclear power plants following the expiration of their operating licenses. To estimate its decommissioning obligation related to its nuclear generating stations, Generation uses a probability-weighted, discounted cash flow model which, on a unit-by-unit basis, considers multiple outcome scenarios that include significant estimates and assumptions, and are based on decommissioning cost studies, cost escalation rates, probabilistic cash flow models and discount rates. Generation generally updates its ARO annually during the third quarter, unless circumstances warrant more frequent updates, based on its review of updated cost studies and its annual evaluation of cost escalation factors and probabilities assigned to various scenarios.

The following table provides a rollforward of the nuclear decommissioning ARO reflected on Exelon's and Generation's Consolidated Balance Sheets from December 31, 2012 to June 30, 2013:

Nuclear decommissioning ARO at December 31, 2012(a)	\$ 4,741
Accretion expense	129
Costs incurred to decommission retired plants	(2)
Nuclear decommissioning ARO at June 30, 2013(a)	\$ 4,868

(a) Includes \$10 million as the current portion of the ARO at June 30, 2013 and December 31, 2012, which is included in Other current liabilities on Exelon's and Generation's Consolidated Balance Sheets.

***Nuclear Decommissioning Trust Fund Investments***

NDT funds have been established for each generating station unit to satisfy Generation's nuclear decommissioning obligations. NDT funds established for a particular unit may not be used to fund the decommissioning obligations of any other unit.

The NDT funds associated with the former ComEd, former PECO and former AmerGen units have been funded with amounts collected from ComEd customers, PECO customers and the previous owners of the former AmerGen plants, respectively. Based on an ICC order, ComEd ceased collecting amounts from its customers to pay for decommissioning costs. PECO currently collects funds, in revenues, for decommissioning the former PECO nuclear plants through regulated rates, and these collections are expected to continue through the operating lives of the plants. The amounts collected from PECO customers are remitted to Generation and



**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

deposited into the NDT funds. Every five years, PECO files a rate adjustment with the PAPUC that reflects PECO's calculations of the estimated amount needed to decommission each of the former PECO units based on updated fund balances and estimated decommissioning costs. The rate adjustment is used to determine the amount collectible from PECO customers. The most recent rate adjustment occurred on January 1, 2013, and the effective rates currently yield annual collections of \$24 million. The next five-year adjustment is expected to be reflected in rates charged to PECO customers effective January 1, 2018. With respect to the former AmerGen units, Generation does not collect any amounts, nor is there any mechanism by which Generation can seek to collect additional amounts, from customers. Apart from the contributions made to the NDT funds from amounts collected from ComEd and PECO customers, Generation has not made contributions to the NDT funds.

Any shortfall of funds necessary for decommissioning, determined for each generating station unit, is ultimately required to be funded by Generation. Generation has recourse to collect additional amounts from PECO customers related to a shortfall of NDT funds for the former PECO units, subject to certain limitations and thresholds, as prescribed by an order from the PAPUC. Generally, PECO will not be allowed to collect amounts associated with the first \$50 million of any shortfall of trust funds, on an aggregate basis for all former PECO units, compared to decommissioning obligations, as well as 5% of any additional shortfalls. The initial \$50 million and up to 5% of any additional shortfalls would be borne by Generation. No recourse exists to collect additional amounts from ComEd customers for the former ComEd units or from the previous owners of the former AmerGen units. With respect to the former ComEd and PECO units, any funds remaining in the NDTs after decommissioning has been completed are required to be refunded to ComEd's or PECO's customers, subject to certain limitations that allow sharing of excess funds with Generation related to the former PECO units. With respect to the former AmerGen units, Generation retains any funds remaining in the funds after decommissioning.

At June 30, 2013 and December 31, 2012, Exelon and Generation had NDT fund investments totaling \$7,463 million and \$7,248 million, respectively. The following table provides unrealized gains (losses) on NDT funds for the three and six months ended June 30, 2013 and 2012:

		Exelon and Generation			
		Three Months Ended June 30,		Six Months Ended June 30,	
		2013	2012	2013	2012
Net unrealized gains (losses) on decommissioning trust funds	Regulatory Agreement				
Units(a)		\$ (102)	\$ (96)	\$ 92	\$ 150
Net unrealized gains (losses) on decommissioning trust funds	Non-Regulatory Agreement				
Units(b)(c)		(40)	(35)	24	30

- (a) Net unrealized gains (losses) related to Generation's NDT funds associated with Regulatory Agreement Units are included in Regulatory liabilities on Exelon's Consolidated Balance Sheets and noncurrent payables to affiliates on Generation's Consolidated Balance Sheets.
- (b) Excludes \$2 million and \$4 million of net unrealized gains related to the Zion Station pledged assets for the three months ended June 30, 2013 and 2012, respectively, and \$3 million and \$38 million of net unrealized gains related to the Zion Station pledged assets for the six months ended June 30, 2013 and 2012, respectively. Net unrealized gains related to Zion Station pledged assets are included in the Payable for Zion Station decommissioning on Exelon's and Generation's Consolidated Balance Sheets.
- (c) Net unrealized gains (losses) related to Generation's NDT funds associated with Non-Regulatory Agreement Units are included within Other, net in Exelon's and Generation's Consolidated Statements of Operations and Comprehensive Income.

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**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

Interest and dividends on NDT fund investments are recognized when earned and are included in Other, net in Exelon's and Generation's Consolidated Statements of Operations and Comprehensive Income. Interest and dividends earned on the NDT fund investments for the Regulatory Agreement Units are eliminated within Other, net in Exelon's and Generation's Consolidated Statement of Operations and Comprehensive Income.

See Note 3 Regulatory Matters and Note 22 Related Party Transactions of the Exelon 2012 Form 10-K for information regarding regulatory liabilities at ComEd and PECO and intercompany balances between Generation, ComEd and PECO reflecting the obligation to refund to customers any decommissioning-related assets in excess of the related decommissioning obligations.

*Zion Station Decommissioning.* On September 1, 2010, Generation completed an Asset Sale Agreement (ASA) with EnergySolutions Inc. and its wholly owned subsidiaries, EnergySolutions, LLC (EnergySolutions) and ZionSolutions under which ZionSolutions has assumed responsibility for decommissioning Zion Station, which is located in Zion, Illinois and ceased operation in 1998. On January 7, 2013, EnergySolutions announced that it had entered a definitive acquisition agreement to be acquired by another Company. Generation reviewed the acquisition as it relates to the ASA to decommission Zion Station. Based on that review, Generation determined that the acquisition will not adversely impact decommissioning activities under the ASA. See Note 13 Asset Retirement Obligations of the Exelon 2012 Form 10-K for information regarding the specific treatment of assets, including NDT funds, and decommissioning liabilities transferred in the transaction.

On July 14, 2011, three people filed a purported class action lawsuit in the United States District Court for the Northern District of Illinois naming ZionSolutions and Bank of New York Mellon as defendants and seeking, among other things, an accounting for use of NDT funds, an injunction against the use of NDT funds, the appointment of a trustee for the NDT funds, and the return of NDT funds to customers of ComEd to the extent legally entitled thereto. If the plaintiffs prevail on the merits of their claims, some or all of the NDT funds may no longer be available to ZionSolutions for decommissioning Zion Station, in which case, the contractual arrangement would require ZionSolutions to utilize a line of credit to complete the decommissioning. In addition, the appointment of a NDT fund trustee in this matter could impact Generation's future decommissioning activities at other stations by setting a precedent for the appointment of trustees for NDT funds. On July 20, 2012, ZionSolutions and Bank of New York Mellon filed a motion to dismiss the amended complaint for failing to state a claim. On July 29, 2013, United States District Court for the Northern District of Illinois dismissed the amended complaint.

ZionSolutions is subject to certain restrictions on its ability to request reimbursements from the Zion Station NDT funds as defined within the ASA. Therefore, the transfer of the Zion Station assets did not qualify for asset sale accounting treatment and, as a result, the related NDT funds were reclassified to pledged assets for Zion Station decommissioning within Generation's and Exelon's Consolidated Balance Sheets and will continue to be measured in the same manner as prior to the completion of the transaction. Additionally, the transferred ARO for decommissioning was replaced with a payable to ZionSolutions in Generation's and Exelon's Consolidated Balance Sheets. Changes in the value of the Zion Station NDT assets, net of applicable taxes, will be recorded as a change in the payable to ZionSolutions. At no point will the payable to ZionSolutions exceed the project budget of the costs remaining to decommission Zion Station. Any Zion Station NDT funds remaining after the completion of all decommissioning activities will be returned to ComEd customers. Generation has retained its obligation to transfer the SNF at Zion Station to the DOE for ultimate disposal and has a liability of approximately \$81 million, which is included within the nuclear decommissioning ARO at June 30, 2013. Generation also has retained NDT assets to fund its obligation to maintain and transfer the SNF at Zion Station.

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

The following table provides the pledged assets and payable to ZionSolutions, and withdrawals by ZionSolutions at June 30, 2013 and December 31, 2012:

	<b>Exelon and Generation</b>	
	<b>June</b>	<b>December</b>
	<b>30,</b>	<b>31,</b>
	<b>2013</b>	<b>2012</b>
Carrying value of Zion Station pledged assets	\$ 538	\$ 614
Payable to Zion Solutions(a)	491	564
Current portion of payable to Zion Solutions(b)	118	132
Withdrawals by Zion Solutions to pay decommissioning costs(c)	414	335

- (a) Excludes a liability recorded within Exelon's and Generation's Consolidated Balance Sheets related to the tax obligation on the unrealized activity associated with the Zion Station NDT Funds. The NDT Funds will be utilized to satisfy the tax obligations as gains and losses are realized.
- (b) Included in Other current liabilities within Exelon's and Generation's Consolidated Balance Sheets.
- (c) Cumulative withdrawals since September 1, 2010.

**NRC Minimum Funding Requirements.** NRC regulations require that licensees of nuclear generating facilities demonstrate reasonable assurance that funds will be available in specified minimum amounts to decommission the facility at the end of its life. On April 1, 2013, Generation submitted its NRC-required biennial decommissioning funding status report as of December 31, 2012. As of December 31, 2012, Generation provided adequate funding assurance for all of its units, including Limerick Unit 1, where Generation has in place a \$115 million parent guarantee to cover the NRC minimum funding assurance requirements.

On January 31, 2013, Generation received a letter from the NRC indicating that the NRC has identified potential apparent violations of its regulations because of alleged inaccuracies in the Decommissioning Funding Status reports for 2005, 2006, 2007, and 2009. The NRC asserted that Generation's status reports deliberately reflected cost estimates for decommissioning its nuclear plants that were less than what the NRC says are the minimum amounts required by NRC regulations. Generation met with the NRC on April 30, 2013 for a pre-decisional enforcement conference to provide additional information to explain why Generation believes that it complied with the regulatory requirements and did not deliberately or otherwise provide incomplete or inaccurate information in its decommissioning funding status reports. While Generation does not believe that any sanction is appropriate, the ultimate outcome of this proceeding including the amount of a potential fine or sanction, if any, is uncertain. Generation anticipates that the NRC will issue its findings sometime this year. The January 31, 2013 letter from the NRC does not take issue with Generation's current funding status, and as reflected in Generation's April 1, 2013 decommissioning funding status report referenced above, Generation continues to provide adequate funding assurance for each of its units.

In addition, on June 24, 2013, Exelon received a subpoena from the SEC requesting that Exelon provide the SEC with certain documents generally relating to Exelon and Generation's reporting and funding of the future decommissioning of Exelon's nuclear power plants. Exelon and Generation are cooperating with the SEC and providing the requested documents.

**14. Retirement Benefits (Exelon, Generation, ComEd, PECO and BGE)**

Exelon sponsors defined benefit pension plans and other postretirement benefit plans for essentially all Generation, ComEd, PECO, BGE and BSC employees.

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

**Defined Benefit Pension and Other Postretirement Benefits**

During the first quarter of 2013, Exelon received an updated valuation of its legacy Exelon pension and other postretirement benefit obligations to reflect actual census data as of January 1, 2013. This valuation resulted in an increase to the pension obligation of \$8 million and a decrease to the other postretirement benefit obligation of \$39 million. Additionally, accumulated other comprehensive loss decreased by approximately \$75 million (after tax) and regulatory assets increased approximately by \$93 million. During the second quarter of 2013, Exelon received the updated valuation for the legacy Constellation pension and other postretirement obligations to reflect actual census data as of January 1, 2013. This valuation resulted in an increase to the pension obligation of \$23 million and a decrease to the other postretirement benefit obligation of \$12 million. Additionally, accumulated other comprehensive loss increased by approximately \$2 million (after tax) and regulatory assets increased by approximately \$14 million.

The following tables present the components of Exelon's net periodic benefit costs for the three and six months ended June 30, 2013 and 2012. The 2013 pension benefit cost for all plans is calculated using an expected long-term rate of return on plan assets of 7.50% and a discount rate of 3.92%. The 2013 other postretirement benefit cost is calculated using an expected long-term rate of return on plan assets of 6.45% for funded plans and a discount rate of 4.00% for all plans. Legacy Constellation other postretirement benefit plans are not funded. A portion of the net periodic benefit cost is capitalized within the Consolidated Balance Sheets.

	Pension Benefits		Other Postretirement Benefits	
	Three Months Ended		Three Months Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
Service cost	\$ 79	\$ 74	\$ 40	\$ 39
Interest cost	163	179	49	54
Expected return on assets	(254)	(253)	(33)	(29)
Amortization of:				
Transition obligation				2
Prior service cost (benefit)	4	3	(6)	(3)
Actuarial loss	141	115	21	19
Contractual termination benefit cost(a)		14		6
Curtailment gain				(2)
Net periodic benefit cost	\$ 133	\$ 132	\$ 71	\$ 86

	Pension Benefits		Other Postretirement Benefits	
	Six Months Ended		Six Months Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
Service cost	\$ 159	\$ 135	\$ 81	\$ 76
Interest cost	326	343	97	104
Expected return on assets	(508)	(484)	(66)	(58)
Amortization of:				
Transition obligation				6
Prior service cost (benefit)	7	7	(10)	(6)
Actuarial loss	281	221	42	38
Contractual termination benefit cost(a)		14		6

Curtailment gain				(2)
Net periodic benefit cost	\$ 265	\$ 236	\$ 144	\$ 164

(a) ComEd and BGE established regulatory assets of \$1 million and \$4 million, respectively, for their portion of the second quarter 2012 contractual termination benefit charge.

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

The amounts below were included in capital additions and operating and maintenance expense during the three and six months ended June 30, 2013 and 2012, for Generation s, ComEd s, PECO s, BGE s and BSC s allocated portion of the pension and postretirement benefit plan costs.

	Three Months		Six Months Ended	
	2013	Ended June 30, 2012	2013	June 30, 2012
<b>Pension and Other Postretirement Benefit Costs</b>				
Generation	\$ 87	\$ 94	\$ 173	\$ 175
ComEd	77	68	154	137
PECO	10	13	21	26
BGE(a)(b)	14	18	27	32
BSC(c)	16	25	34	42

- (a) BGE's pension and postretirement benefit costs for the six months ended June 30, 2012 include \$12 million of costs incurred prior to the closing of Exelon's merger with Constellation on March 12, 2012. These amounts are not included in Exelon's net periodic benefit costs for the six months ended June 30, 2012 shown in the first table of the Defined Benefit Pension and Other Postretirement Benefits section above.
- (b) BGE s pension and other postretirement benefit costs for the three and six months ended June 30, 2012 includes a \$3 million contractual termination benefit charge, which was recorded as a regulatory asset as of June 30, 2012.
- (c) These amounts primarily represent amounts billed to Exelon's subsidiaries through intercompany allocations. These amounts are not included in the Generation, ComEd, PECO or BGE amounts above. As of June 30, 2012, ComEd and BGE each recorded a regulatory asset of \$1 million related to their BSC-billed portion of the second quarter 2012 contractual termination benefit charge.

Management considers various factors when making pension funding decisions, including actuarially determined minimum contribution requirements under ERISA, contributions required to avoid benefit restrictions and at-risk status as defined by the Pension Protection Act of 2006, management of the pension obligation and regulatory implications. Exelon expects to contribute \$255 million to its qualified pension plans in 2013, of which Generation, ComEd, PECO and BGE will contribute \$113 million, \$115 million, \$11 million and \$0 million, respectively. Unlike the qualified pension plans, Exelon s non-qualified pension plans are not funded. Exelon expects to make non-qualified pension plan benefit payments of \$81 million in 2013, of which Generation, ComEd, PECO, and BGE will make payments of \$7 million, \$1 million, \$1 million, and \$2 million, respectively.

Unlike qualified pension plans, other postretirement plans are not subject to regulatory minimum contribution requirements. Exelon s management has historically considered several factors in determining the level of contributions to its other postretirement benefit plans, including levels of benefit claims paid and regulatory implications (amounts deemed prudent to meet regulator expectations and best assure continued recovery). In 2013, Exelon anticipates funding its other postretirement benefit plans based on the funding considerations discussed above, with the exception of those plans previously sponsored by Constellation and AmerGen, which remain unfunded. Exelon expects to make other postretirement benefit plan contributions, including benefit payments related to unfunded plans, of approximately \$276 million in 2013, of which Generation, ComEd, PECO, and BGE expect to contribute \$108 million, \$112 million, \$21 million, and \$17 million, respectively.

**Plan Assets**

*Investment Strategy.* On a regular basis, Exelon evaluates its investment strategy to ensure that plan assets will be sufficient to pay plan benefits when due. As part of this ongoing evaluation, Exelon may make changes to its targeted asset allocation and investment strategy.



**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

Exelon has developed and implemented an investment strategy for its qualified pension plans that has reduced the volatility of its pension assets relative to its pension liabilities. Exelon is likely to continue to gradually increase the liability hedging portfolio as the funded status of its plans improves. The overall objective is to achieve attractive risk-adjusted returns that will balance the liquidity requirements of the plans' liabilities while striving to minimize the risk of significant losses. This investment strategy would tend to result in a lower expected rate of return on plan assets in future years. Trust assets for Exelon's other postretirement plans are managed in a diversified investment strategy that prioritizes maximizing liquidity and returns while minimizing asset volatility.

***Defined Contribution Savings Plans***

The Registrants participate in various 401(k) defined contribution savings plans that are sponsored by Exelon. The plans are qualified under applicable sections of the IRC and allow employees to contribute a portion of their pre-tax income in accordance with specified guidelines. All Registrants match a percentage of the employee contributions up to certain limits. The following table presents the matching contributions to the savings plans during the three and six months ended June 30, 2013 and 2012:

Savings Plan Matching Contributions	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Exelon	\$ 21	\$ 19	\$ 43	\$ 35
Generation	10	8	21	16
ComEd	5	5	10	9
PECO	2	2	4	4
BGE(a)	2	1	4	3
BSC(b)	2	3	4	4

(a) BGE's matching contributions for the six months ended June 30, 2012 include \$1 million of costs incurred prior to the closing of Exelon's merger with Constellation on March 12, 2012, which is not included in Exelon's matching contributions for the six months ended June 30, 2012.

(b) These amounts primarily represent amounts billed to Exelon's subsidiaries through intercompany allocations. These costs are not included in the Generation, ComEd, PECO or BGE amounts above.

**15. Stock-Based Compensation Plans (Exelon, Generation, ComEd, PECO and BGE)**

Exelon grants stock-based awards through its LTIP, which primarily includes stock options, restricted stock units and performance share awards. At June 30, 2013, there were approximately 16 million shares authorized for issuance under the LTIP. For the three and six months ended June 30, 2013 and 2012, exercised and distributed stock-based awards were primarily issued from authorized but unissued common stock shares.

The Compensation Committee of Exelon's Board of Directors changed the mix of awards granted under the LTIP in 2013 by eliminating stock options in favor of the use of full value shares, consisting of performance shares and restricted stock. The performance share awards granted in 2013 will vest at the end of a three-year performance period. The performance share awards granted in 2012 and earlier had a one-year performance period and vested ratably over three years. To address the reduction in annual award opportunity resulting from the transition to a three-year performance period, the Compensation Committee also approved a one-time grant of performance share transition awards in 2013, which will vest one-third after one year, with the remaining balance vesting over a two-year performance period.

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

The following table presents the stock-based compensation expense included in Exelon's Consolidated Statements of Operations and Comprehensive Income for the three and six months ended June 30, 2013 and 2012:

Components of Stock-Based Compensation Expense	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Performance share awards	\$ 13	\$ 10	\$ 29	\$ 26
Stock options	1	4	2	11
Restricted stock units	16	11	36	30
Other stock-based awards	2	1	3	2
Total stock-based compensation expense included in operating and maintenance expense	32	26	70	69
Income tax benefit	(12)	(10)	(27)	(26)
Total after-tax stock-based compensation expense	\$ 20	\$ 16	\$ 43	\$ 43

The following table presents stock-based compensation expense (pre-tax) for the three and six months ended June 30, 2013 and 2012:

Subsidiaries	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Generation	\$ 13	\$ 9	\$ 28	\$ 24
ComEd	2	2	4	7
PECO	1	1	3	3
BGE(a)	2	1	4	3
BSC(b)	14	13	31	32
Total(c)	\$ 32	\$ 26	\$ 70	\$ 69

- (a) BGE's stock-based compensation expense (pre-tax) for the six months ended June 30, 2012 includes \$2 million of cost incurred prior to the closing of Exelon's merger with Constellation on March 12, 2012. This amount is not included in Exelon's stock-based compensation expense for the six months ended June 30, 2012 shown in the table titled Components of Stock-Based Compensation Expense above.
- (b) These amounts primarily represent amounts billed to Exelon's subsidiaries through intercompany allocations. These amounts are not included in the Generation, ComEd, PECO and BGE amounts above.
- (c) The stock-based compensation expense (pre-tax) for the three and six months ended June 30, 2013 reflects the impact of changes to the retirement eligibility requirements for employees participating in the LTIP. In addition, the stock-based compensation expense at ComEd reflects the adoption of the ComEd Key Manager Long-Term Performance Program in 2013 for certain employees, which is not consider stock-based compensation expense under the applicable authoritative guidance. In 2012, these employees participated in the Exelon Restricted Stock Award Program.

There were no significant stock-based compensation costs capitalized during the three and six months ended June 30, 2013 and 2012.

*Stock Options*

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Non-qualified stock options are granted under the LTIP with exercise prices equal to the fair market value of the underlying stock at the date of grant. Generally, the stock options vest ratably over a four-year vesting period and expire ten years from the date of grant.

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**COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Dollars in millions, except per share data, unless otherwise noted)**

There were no stock options granted in 2013. The Compensation Committee eliminated stock option grants by changing the mix of long-term incentives for Senior Vice Presidents (SVPs) and higher officers from 75% performance shares and 25% stock options to 67% performance shares and 33% restricted stock units (RSUs).

At June 30, 2013, \$3 million of total unrecognized compensation costs related to nonvested stock options are expected to be recognized over the remaining weighted-average period of 2.0 years.

*Restricted Stock Units*

Restricted stock units are granted under the LTIP with the majority being settled in a specific number of shares of common stock after the service condition has been met. The corresponding cost of services is measured based on the grant date fair value of the restricted stock unit issued. The requisite service period for restricted stock units is generally three to five years. However, certain restricted stock unit awards become fully vested upon the employee reaching retirement-eligibility.

At June 30, 2013 and December 31, 2012, Exelon had obligations related to outstanding restricted stock units not yet settled of \$60 million and \$58 million, respectively, which are included in common stock in Exelon's Consolidated Balance Sheets. As of June 30, 2013 and December 31, 2012, Exelon had no obligations related to outstanding restricted stock units that will be settled in cash. During the three months ended June 30, 2013 and 2012, Exelon settled restricted stock units with a fair value totaling \$1 million and \$2 million, respectively. During the six months ended June 30, 2013 and 2012, Exelon settled restricted stock units with a fair value totaling \$23 million and \$21 million, respectively. At June 30, 2013, \$81 million of total unrecognized compensation costs related to nonvested restricted stock units are expected to be recognized over the remaining weighted-average period of 2.4 years.

*Performance Share and Performance Share Transition Awards*

Performance share awards are granted under the LTIP with the 2013 performance share awards being settled 50% in common stock and 50% in cash at the end of the three-year performance period except for awards granted to executive vice presidents and higher officers that may be settled 100% in cash if certain ownership requirements are satisfied. The 2012 performance share awards are being settled 50% in common stock and 50% in cash over the three-year vesting term with executive vice presidents and higher officers receiving 100% cash if certain ownership requirements are satisfied. The performance shares granted prior to 2012 generally vest and settle over a three-year period with the holders receiving shares of common stock and/or cash annually during the vesting period.

The one-time 2013 performance share transition awards, which provide an opportunity to earn an award contingent on company performance, will be settled 50% in common stock and 50% in cash, except for awards granted to executive vice presidents and higher officers that may be settled 100% in cash if certain ownership requirements are satisfied. One-third of the award vests and is payable after a one-year performance period while the remaining two-thirds vests and is payable after a two-year performance period.

The payout of the 2013 performance share awards and one-time performance share transition awards are based on the Company's performance against specific operational and financial goals set annually during the respective performance periods. As a result, the 2013 performance share awards have been divided into equal tranches for the purpose of expense recognition as though the respective award were multiple awards; with each tranche representing a corresponding fiscal year. The one-time performance share transition awards have also been divided into multiple tranches for the purpose of expense recognition. One tranche reflects the one-third of the awards that vests and are payable after a one-year period. The two-thirds of the one-time performance share

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**COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Dollars in millions, except per share data, unless otherwise noted)**

transition awards that are subject to a two-year performance period have also been divided into equal tranches; with each tranche representing a corresponding fiscal year. The grant date for each tranche of the 2013 performance share and one-time performance share transition awards is the date in which the performance goals for that fiscal year are approved and communicated, which typically occurs at the corresponding January Compensation Committee meeting.

The 2013 performance share awards and one-time performance share transition awards are recorded at fair value at the grant dates for each tranche, with the estimated grant date fair value based on the expected payout of the award, which may range from 50% to 150% of the payout target. The 2013 performance share awards also include a total shareholder return modifier (TSR) that may increase or decrease the award up to 25% and an individual performance modifier (IPM) that can decrease the award by up to 50% or increase the award by up to 10% for senior vice presidents and higher officers or up to 20% for vice presidents. The one-time performance share transition award is not affected by either TSR or the IPM.

The common stock portion of the performance share and one-time performance share transition awards is considered an equity award being valued based on Exelon's stock price on the grant date. The cash portion of the awards is considered a liability award which is remeasured each reporting period based on Exelon's current stock price. As the value of the common stock and cash portions of the awards are based on Exelon's stock price during the performance period, coupled with changes in the total shareholder return modifier and expected payout of the award, the compensation costs are subject to volatility until payout is established.

The 2012 performance share awards are recorded at fair value at the date of grant with the estimated grant date fair value based on the expected payout of the award, which may range from 75% to 125% of the payout target. The common stock portion is considered an equity award with the 75% payout floor being valued based on Exelon's stock price on the grant date. The cash portion of the award is considered a liability award with the 75% payout floor being remeasured each reporting period based on Exelon's current stock price. The expected payout in excess of the 75% floor for the equity and liability portions are remeasured each reporting period based on Exelon's current stock price and changes in the expected payout of the award; therefore these portions of the award are subject to volatility until the payout is established.

For nonretirement-eligible employees, stock-based compensation costs are recognized over the vesting period of three years using the graded-vesting method. For performance share and one-time performance share transition awards granted to retirement-eligible employees, the value of the performance shares is recognized ratably over the vesting period, which is the year of grant.

At June 30, 2013 and December 31, 2012, Exelon had obligations related to outstanding performance shares not yet settled of \$54 million and \$53 million, respectively. During the three months ended June 30, 2013 and 2012, Exelon settled performance shares with a fair value totaling \$1 million and \$19 million, respectively, of which \$1 million and \$3 million was paid in cash, respectively. During the six months ended June 30, 2013 and 2012, Exelon settled performance shares with a fair value totaling \$23 million and \$19 million, respectively, of which \$10 million and \$3 million was paid in cash, respectively. As of June 30, 2013, \$39 million of total unrecognized compensation costs related to nonvested performance shares are expected to be recognized over the remaining weighted-average period of 2.5 years. In addition, as of June 30, 2013, \$25 million of total unrecognized compensation costs related to nonvested one-time performance share transition awards are expected to be recognized over the remaining weighted-average period of 1.6 years.

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

**16. Changes in Accumulated Other Comprehensive Income (Exelon, Generation, and PECO)**

The following table presents changes in accumulated other comprehensive income (loss) (AOCI) by component for six months ended June 30, 2013:

	Gains and (Losses) on Cash Flow Hedges	Unrealized Gains and (Losses) on Marketable Securities	Pension and Non-Pension Postretirement Benefit Plan items	Foreign Currency Items	AOCI of Equity Investments	Total
<b>Exelon(a)</b>						
Beginning balance	\$ 368	\$	\$ (3,137)	\$	\$ 2	\$ (2,767)
OCI before reclassifications	24	(1)	87	(6)	31	135
Amounts reclassified from AOCI(b)	(147)		101		5	(41)
Net current-period OCI	(123)	(1)	188	(6)	36	94
Ending balance	\$ 245	\$ (1)	\$ (2,949)	\$ (6)	\$ 38	\$ (2,673)
<b>Generation(a)</b>						
Beginning balance	\$ 512	\$	\$	\$	\$ 1	\$ 513
OCI before reclassifications	12	(1)		(6)	31	36
Amounts reclassified from AOCI(b)	(279)				5	(274)
Net current-period OCI	(267)	(1)		(6)	36	(238)
Ending balance	\$ 245	\$ (1)	\$	\$ (6)	\$ 37	\$ 275
<b>PECO(a)</b>						
Beginning balance	\$	\$ 1	\$	\$	\$	\$ 1
OCI before reclassifications						
Amounts reclassified from AOCI(b)						
Net current-period OCI						
Ending balance	\$	\$ 1	\$	\$	\$	\$ 1

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- (a) All amounts are net of tax. Amounts in parenthesis represent a decrease in accumulated other comprehensive income.
- (b) See next table for details about these reclassifications.

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

The following table presents amounts reclassified out of AOCI to Net Income during the three and six months ended June 30, 2013:

**Three Months Ended June 30, 2013**

Details about AOCI components	Items reclassified out of AOCI (a)					Affected line item in the statement where Net Income is presented
	Exelon	Generation	ComEd	PECO	BGE	
<b>Gains and (losses) on cash flow hedges</b>						
Energy related hedges	\$ 141	\$ 236	\$	\$	\$	Operating revenues
Other cash flow hedges		1				Interest expense
	141	237				Total before tax
	(52)	(93)				Tax (expense)
	\$ 89	\$ 144	\$	\$	\$	Net of tax
<b>Amortization of pension and other postretirement benefit plan items</b>						
Prior service costs	\$ (1)	\$	\$	\$	\$	(b)
Actuarial gains/ (losses)	(82)					(b)
	(83)					Total before tax
	32					Tax benefit
	\$ (51)	\$	\$	\$	\$	Net of tax
<b>Equity investments</b>						
Capital activity	\$ (5)	\$ (5)	\$	\$	\$	Equity in losses of unconsolidated affiliates
	(5)	(5)				Total before tax
	2	2				Tax benefit
	\$ (3)	\$ (3)	\$	\$	\$	Net of tax
Total Reclassifications for the period	\$ 35	\$ 141	\$	\$	\$	Net of Tax



**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

**Six Months Ended June 30, 2013**

Details about AOCI components	Items reclassified out of AOCI (a)					Affected line item in the statement where Net Income is presented
	Exelon	Generation	ComEd	PECO	BGE	
<b>Gains and (losses) on cash flow hedges</b>						
Energy related hedges	\$ 240	\$ 459	\$	\$	\$	Operating revenues
Other cash flow hedges	(1)	1				Interest expense
	239	460				Total before tax
	(92)	(181)				Tax (expense)
	\$ 147	\$ 279	\$	\$	\$	Net of tax
<b>Amortization of pension and other postretirement benefit plan items</b>						
Prior service costs	\$ (1)	\$	\$	\$	\$	(b)
Actuarial gains/ (losses)	(165)					(b)
	(166)					Total before tax
	65					Tax benefit
	\$ (101)	\$	\$	\$	\$	Net of tax
<b>Equity investments</b>						
Capital activity	\$ (8)	\$ (8)	\$	\$	\$	Equity in losses of unconsolidated affiliates
	(8)	(8)				Total before tax
	3	3				Tax benefit
	\$ (5)	\$ (5)	\$	\$	\$	Net of tax
Total Reclassifications for the period	\$ 41	\$ 274	\$	\$	\$	Net of Tax

(a) All amounts are net of tax. Amounts in parenthesis represent a decrease in net income.

(b) This accumulated other comprehensive income component is included in the computation of net periodic pension and OPEB cost (see note 14 for additional details).

**17. Earnings Per Share and Equity (Exelon and PECO)****Earnings per Share (Exelon)**

Diluted earnings per share is calculated by dividing net income attributable to common shareholders by the weighted average number of shares of common stock outstanding, including shares to be issued upon exercise of stock options, performance share awards and restricted stock

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outstanding under Exelon's LTIPs considered to be common stock equivalents. The following table sets forth the components of basic and diluted earnings per share and shows the effect of these stock options, performance share awards and restricted stock on the weighted average number of shares outstanding (in millions) used in calculating diluted earnings per share:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Net income attributable to common shareholders	\$ 490	\$ 286	\$ 486	\$ 486
Average common shares outstanding - basic	856	853	856	779
Assumed exercise of stock options, performance share awards and restricted stock	4	3	3	2
Average common shares outstanding - diluted	860	856	859	781

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

The number of stock options not included in the calculation of diluted common shares outstanding due to their antidilutive effect was approximately 17 million and 18 million for the three and six months ended June 30, 2013, respectively, and 17 million and 13 million for the three and six months ended June 30, 2012, respectively.

Under share repurchase programs, 35 million shares of common stock are held as treasury stock with a cost of \$2.3 billion as of June 30, 2013. In 2008, Exelon management decided to defer indefinitely any share repurchases.

**Preferred Securities Redemption (Exelon and PECO)**

On March 25, 2013, PECO announced that it issued a notice of redemption for all of its outstanding preferred securities with a redemption date of May 1, 2013. PECO had \$87 million of cumulative preferred securities that were redeemable at its option at any time for the redemption price established when each series of securities were issued. The redemption premium of \$6 million is treated as a reduction to Net income to arrive at Net income attributable to common shareholders utilized in the calculation of the earnings per share for Exelon. As a result of the redemption, PECO is now indirectly, wholly-owned by Exelon.

**18. Commitments and Contingencies (Exelon, Generation, ComEd, PECO and BGE)**

The following is an update to the current status of commitments and contingencies set forth in Note 19 of the Exelon 2012 Form 10-K.

**Commitments****Energy Commitments**

As of June 30, 2013, Generation's short-and long-term commitments relating to purchases from unaffiliated utilities and others of energy, capacity and transmission rights, are as indicated in the following table:

	Net Capacity Purchases(a)	Power-Related Purchases(b)	Transmission Rights Purchases(c)	Purchased Energy from CENG	Total
2013	\$ 192	\$ 30	\$ 14	\$ 406	\$ 642
2014	372	98	26	668	1,164
2015	367	65	13		445
2016	283	39	2		324
2017	222	10	2		234
Thereafter	528	4	34		566
<b>Total</b>	<b>\$ 1,964</b>	<b>\$ 246</b>	<b>\$ 91</b>	<b>\$ 1,074</b>	<b>\$ 3,375</b>

(a) Net capacity purchases include PPAs and other capacity contracts including those that are accounted for as operating leases. Amounts presented in the commitments represent Generation's expected payments under these arrangements at June 30, 2013, net of fixed capacity payments expected to be received by Generation under contracts to resell such acquired capacity to third parties under long-term capacity sale contracts. These capacity payments represent the fixed, or pre-determined, payment for output from contracted generation facilities. Output in this context generally includes products such as energy, capacity, and various ancillary services associated with generating facilities. Expected payments include certain capacity charges which are contingent on plant availability.

(b)

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Power-Related Purchases include firm REC purchase agreements. The table excludes renewable energy purchases that are contingent in nature.

- (c) Transmission rights purchases include estimated commitments for additional transmission rights that will be required to fulfill firm sales contracts.

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In connection with Constellation's comprehensive agreement with EDF in October 2010, Constellation's and EDF's existing power purchase agreements with CENG were modified to be unit-contingent through the end of their original term in 2014. Under these agreements, CENG has the ability to fix the energy price on a forward basis by entering into monthly energy hedge transactions for a portion of the future sale, while any unhedged portions will be provided at market prices by default. Additionally, beginning in 2015 and continuing to the end of the life of the respective plants, Generation agreed to purchase 50.01% of the available output of CENG's nuclear plants at market prices. Generation discloses in the table above commitments to purchase from CENG at fixed prices. All commitments to purchase at market prices, which include all purchases subsequent to December 31, 2014, are excluded from the table. Generation continues to own a 50.01% membership interest in CENG that is accounted for as an equity method investment. See Note 6 Investment in Constellation Energy Nuclear Group, LLC for more details on this arrangement.

ComEd's, PECO's and BGE's electric supply procurement, curtailment services, REC and AEC purchase commitments as of June 30, 2013 are as follows:

	Total	2013	2014	Expiration within			2018 and beyond
				2015	2016	2017	
<b>ComEd</b>							
Electric supply procurement(a)	\$ 1,053	\$ 317	\$ 323	\$ 136	\$ 137	\$ 140	\$
Renewable energy and RECs(b)	1,615	31	67	74	76	77	1,290
<b>PECO</b>							
Electric supply procurement(c)	886	516	308	62			
AECs	22	5	5	2	2	2	6
<b>BGE</b>							
Electric supply procurement(d)	1,480	557	689	234			
Curtailment services(e)	160	26	46	41	34	13	

- (a) ComEd entered into various contracts for the procurement of electricity that started to expire in 2012, and will continue to expire through 2017. ComEd is permitted to recover its electric supply procurement costs from retail customers with no mark-up. See Note 5 Regulatory Matters for additional information.
- (b) ComEd entered into 20-year contracts for renewable energy and RECs beginning June 2012. ComEd is permitted to recover its renewable energy and REC costs from retail customers with no mark-up. Pursuant to the ICC's Order on December 19, 2012, ComEd's commitments under the existing long-term contracts for energy and associate RECs were reduced in the first quarter of 2013. See Note 5 Regulatory Matters for additional information.
- (c) PECO entered into various contracts for the procurement of electric supply to serve its default service customers that expire between 2013 and 2015. PECO is permitted to recover its electric supply procurement costs from default service customers with no mark-up in accordance with its PAPUC-approved DSP Programs. See Note 5 Regulatory Matters for additional information.
- (d) BGE entered into various contracts for the procurement of electricity that expire between 2013 and 2015. The cost of power under these contracts is recoverable under MDPSC approved fuel clauses. See Note 5 Regulatory Matters for additional information.
- (e) BGE entered into various contracts with curtailment services providers related to transactions in PJM's capacity market. See Note 5 Regulatory Matters for additional information.

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

**Fuel Purchase Obligations**

In addition to the energy commitments described above, Generation has commitments to purchase fuel supplies for nuclear and fossil generation (and with respect to coal, commitments to sell coal). PECO and BGE have commitments to purchase natural gas, related to transportation, storage capacity and services to serve customers in their gas distribution service territory. As of June 30, 2013, these net commitments were as follows:

	Total	2013	2014	Expiration within			2018 and beyond
				2015	2016	2017	
Generation	\$ 8,485	\$ 820	\$ 1,207	\$ 1,244	\$ 1,027	\$ 1,078	\$ 3,109
PECO	492	91	117	95	72	36	81
BGE	593	71	84	52	51	51	284

**Other Purchase Obligations**

The Registrants' other purchase obligations as of June 30, 2013, which primarily represent commitments for services, materials and information technology, are as follows:

	Total	2013	2014	Expiration within			2018 and beyond
				2015	2016	2017	
Exelon	\$ 719	\$ 184	\$ 205	\$ 130	\$ 42	\$ 39	\$ 119
Generation	616	142	156	127	41	38	112
ComEd	16	2	14				
PECO	48	19	19	1	1	1	7
BGE	2	1	1				

**Construction Commitments**

Generation has committed to the construction of a solar PV facility in Los Angeles County, California. The first portion of the project began operations in December 2012, with additional phases to come online and an expectation of full commercial operation in December 2013. Exelon has been informed by First Solar of issues relating to potential delays in the certification of certain components relating to the final two blocks of the project which could delay commercial operation of these two blocks until the first quarter of 2014. Generation's estimated remaining commitment for the project is \$239 million.

On July 3, 2013, Generation executed a Turbine Supply Agreement to expand its Beebe project in Michigan, the total commitment under the contract is \$58 million and achievement of commercial operations is expected in 2014.

On July 26, 2013, Generation executed an engineering procurement and construction contract to expand its Perryman, Maryland site with 120MW of new natural gas-fired generation to satisfy certain merger commitments, the total commitment under the contract is \$89 million and achievement of commercial operation is expected in 2015. See Note 4 Mergers and Acquisitions for additional information on commitments to develop or assist in development of new generation in Maryland resulting from the merger.

Refer to Note 3 Regulatory Matters of the Exelon 2012 Form 10-K for information on investment programs associated with regulatory mandates, such as ComEd's Infrastructure Investment Plan under EIMA, PECO's Smart Meter Procurement and Installation Plan and BGE's comprehensive smart grid initiative.



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(Dollars in millions, except per share data, unless otherwise noted)

**Constellation Merger Commitments**

In December 2011, Exelon and Constellation reached a settlement with the State of Maryland and the City of Baltimore and other interested parties in connection with the regulatory proceedings related to the merger that was pending before the MDPSC. As part of this settlement and the application for approval of the merger by MDPSC, Exelon agreed to provide a package of benefits to BGE customers, the City of Baltimore and the State of Maryland, resulting in an estimated direct investment in the State of Maryland of more than \$1 billion.

On February 17, 2012, the MDPSC approved the merger with conditions. Many of the conditions were reflective of the settlement agreements described above. The following costs were recognized after the closing of the merger and are included in Exelon's, Generation's and BGE's Consolidated Statements of Operations and Comprehensive Income for the year ended December 31, 2012. See Note 4 - Merger and Acquisitions of the Exelon 2012 Form 10-K for additional information on the merger.

Description	Payment Period	BGE	Generation	Exelon	Statement of Operations Location
BGE rate credit of \$100 per residential customer(a)	Q2 2012	\$ 113	\$	\$ 113	Revenues
Customer investment fund to invest in energy efficiency and low-income energy assistance to BGE customers	2012 to 2014			113.5	O&M Expense
Contribution for renewable energy, energy efficiency or related projects in Baltimore	2012 to 2014			2	O&M Expense
Charitable contributions at \$7 million per year for 10 years	2012 to 2021	28	35	70	O&M Expense
State funding for offshore wind development projects	Q2 2012			32	O&M Expense
Miscellaneous tax benefits	Q2 2012	(2)		(2)	Taxes Other Than Income
<b>Total</b>		<b>\$ 139</b>	<b>\$ 35</b>	<b>\$ 328.5</b>	

(a) Exelon made a \$66 million equity contribution to BGE in the second quarter of 2012 to fund the after-tax amount of the rate credit as directed in the MDPSC order approving the merger transaction.

**Contingencies****Commercial Commitments**

The Registrants' commercial commitments as of June 30, 2013, representing commitments potentially triggered by future events were as follows:

	Exelon	Generation	ComEd	PECO	BGE
Letters of credit (non-debt)(a)	\$ 1,405	\$ 1,354	\$ 26	\$ 22	\$ 1
Guarantees	5,506(b)	1,214(c)	209(d)	181(e)	252(f)
Nuclear insurance premiums(g)	2,585	2,585			
<b>Total commercial commitments</b>	<b>\$ 9,496</b>	<b>\$ 5,153</b>	<b>\$ 235</b>	<b>\$ 203</b>	<b>\$ 253</b>



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- (a) Non-debt letters of credit maintained to provide credit support for certain transactions as requested by third parties.
- (b) Primarily reflects parental guarantees issued on behalf of Generation to allow the flexibility needed to conduct business with counterparties without having to post other forms of collateral. Also reflects guarantees issued to ensure performance

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

under specific contracts, preferred securities of financing trusts, property leases, indemnifications, NRC minimum funding assurance requirements and \$211 million on behalf of CENG nuclear generating facilities for credit support and miscellaneous guarantees. The estimated net exposure for obligations under commercial transactions covered by these guarantees was \$0.8 billion at June 30, 2013, which represents the total amount Exelon could be required to fund based on June 30, 2013 market prices.

- (c) Primarily reflects guarantees issued to ensure performance under energy marketing and other specific contracts and \$211 million on behalf of CENG nuclear generating facilities for credit support. The estimated net exposure for obligations under commercial transactions covered by these guarantees was \$0.2 billion at June 30, 2013, which represents the total amount Generation could be required to fund based on June 30, 2013 market prices.
- (d) Primarily reflects full and unconditional guarantees of \$200 million Trust Preferred Securities of ComEd Financing III, which is a 100% owned finance subsidiary of ComEd.
- (e) Primarily reflects full and unconditional guarantees of \$178 million Trust Preferred Securities of PECO Trust III and IV, which are 100% owned finance subsidiaries of PECO.
- (f) Primarily reflects full and unconditional guarantees of \$250 million Trust Preferred Securities of BGE Capital Trust II, which is a 100% owned finance subsidiary of BGE.
- (g) Represents the maximum amount that Generation would be required to pay for retrospective premiums in the event of nuclear disaster at any domestic site under the Secondary Financial Protection pool as required under the Price-Anderson Act as well as the current aggregate annual retrospective premium obligation that could be imposed by NEIL. See the Nuclear Insurance section within this note for additional details on Generation's nuclear insurance premiums.

***Nuclear Insurance (Exelon and Generation)***

The Price-Anderson Act requires mandatory participation in a retrospective rating plan for power reactors (currently 104 reactors) resulting in \$12.2 billion in funds available for public liability claims for any single incident at any power reactor site that exceeds the primary level of financial protection currently required (\$375 million). Additionally, Generation is also required each year to report to the NRC the current levels and sources of property insurance that demonstrates Generation possesses sufficient financial resources to stabilize and decontaminate a reactor and reactor station site in the event of an accident. The property insurance maintained for each facility is currently provided through insurance policies purchased from NEIL, an industry mutual insurance company of which Generation is a member. Premiums paid to NEIL by its members are subject to assessment for adverse loss experience (the retrospective premium obligation). The maximum combined retrospective premium amount that Generation could be required to pay due to participation in the Price-Anderson Act retrospective rating plan for power reactors and the NEIL retrospective premium obligation is \$2.6 billion, which is included above in the Commercial Commitments table. See the Nuclear Insurance section within Note 19 Commitments and Contingencies of the Exelon 2012 Form 10-K for additional details on Generation's nuclear insurance premiums.

***Indemnifications Related to Sale of Sithe (Exelon and Generation)***

On January 31, 2005, subsidiaries of Generation completed a series of transactions that resulted in Generation's sale of its investment in Sithe. Specifically, subsidiaries of Generation consummated the acquisition of Reservoir Capital Group's 50% interest in Sithe and subsequently sold 100% of Sithe to Dynegy, Inc. (Dynegy).

The estimated maximum possible exposure to Exelon related to the guarantees provided as part of the sales transaction to Dynegy was approximately \$200 million at June 30, 2013. Generation believes that it is remote that it will be required to make any additional payments under the guarantee, and currently has no recorded liabilities associated with this guarantee. Generation expects that the exposure covered by this guarantee will expire in 2014. The guarantee is included above in the Commercial Commitments table under guarantees.

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**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)*****Indemnifications Related to Sale of TEG and TEP (Exelon and Generation)***

On February 9, 2007, Tamuin International Inc. (TII), a wholly owned subsidiary of Generation, sold its 49.5% ownership interests in TEG and TEP to a subsidiary of AES Corporation for \$95 million in cash plus certain purchase price adjustments. In connection with the transaction, Generation entered into a guarantee agreement under which Generation guarantees the timely payment of TII's obligations to the subsidiary of AES Corporation pursuant to the terms of the purchase and sale agreement relating to the sale of TII's ownership interests. Generation would be required to perform in the event that TII does not pay any obligation covered by the guarantee that is not otherwise subject to a dispute resolution process. Generation's maximum obligation under the guarantee is \$95 million as of June 30, 2013. Generation believes that it is remote that it will be required to make payments under the guarantee and has not recorded a liability associated with this guarantee. The exposures covered by this guarantee expired in part during 2008. Generation expects that the remaining exposure will expire in the third quarter of 2013. The guarantee of \$95 million is included above in the Commercial Commitments table under guarantees.

**Environmental Issues**

**General.** The Registrants' operations have in the past, and may in the future, require substantial expenditures in order to comply with environmental laws. Additionally, under Federal and state environmental laws, the Registrants are generally liable for the costs of remediating environmental contamination of property now or formerly owned by them and of property contaminated by hazardous substances generated by them. The Registrants own or lease a number of real estate parcels, including parcels on which their operations or the operations of others may have resulted in contamination by substances that are considered hazardous under environmental laws. In addition, the Registrants are currently involved in a number of proceedings relating to sites where hazardous substances have been deposited and may be subject to additional proceedings in the future.

ComEd, PECO and BGE have identified sites where former MGP activities have or may have resulted in actual site contamination. For almost all of these sites, ComEd, PECO or BGE is one of several PRPs that may be responsible for ultimate remediation of each location.

ComEd has identified 42 sites, 16 of which have been approved for cleanup by the Illinois EPA or the U.S. EPA and 26 that are currently under some degree of active study and/or remediation. ComEd expects the majority of the remediation at these sites to continue through at least 2016.

PECO has identified 26 sites, 16 of which have been approved for cleanup by the PA DEP and 10 that are currently under some degree of active study and/or remediation. PECO expects the majority of the remediation at these sites to continue through at least 2019.

BGE has identified 13 former gas manufacturing or purification sites that it currently owns or owned at one time through a predecessor's acquisition. Two gas manufacturing sites require some level of remediation and ongoing monitoring under the direction of the MDE. The required costs at these two sites are not considered material. One gas purification site is in the initial stages of investigation at the direction of the MDE.

ComEd, pursuant to an ICC order, and PECO, pursuant to settlements of natural gas distribution rate cases with the PAPUC, are currently recovering environmental remediation costs of former MGP facility sites through customer rates. BGE is authorized to and is currently recovering environmental costs for the remediation of former MGP facility sites from customers; however, while BGE does not have a rider for MGP clean-up costs, BGE has historically received recovery of actual clean-up costs in distribution rates. ComEd, PECO and BGE have recorded regulatory assets for the recovery of these costs. See Note 5 Regulatory Matters for additional information regarding the associated regulatory assets.



**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

As of June 30, 2013 and December 31, 2012, the Registrants had accrued the following undiscounted amounts for environmental liabilities in other current liabilities and other deferred credits and other liabilities within their respective Consolidated Balance Sheets:

	<b>Total Environmental Investigation and Remediation Reserve</b>	<b>Portion of Total Related to MGP Investigation and Remediation</b>
<b>June 30, 2013</b>		
Exelon	\$ 334	\$ 283
Generation	42	
ComEd	245	240
PECO	46	43
BGE	1	

	<b>Total Environmental Investigation and Remediation Reserve</b>	<b>Portion of Total Related to MGP Investigation and Remediation</b>
<b>December 31, 2012</b>		
Exelon	\$ 338	\$ 298
Generation	42	
ComEd	261	254
PECO	47	44
BGE	1	

The Registrants cannot reasonably estimate whether they will incur other significant liabilities for additional investigation and remediation costs at these or additional sites identified by the Registrants, environmental agencies or others, or whether such costs will be recoverable from third parties, including customers.

**Water Quality**

**Section 316(b) of the Clean Water Act.** Section 316(b) requires that the cooling water intake structures at electric power plants reflect the best technology available to minimize adverse environmental impacts, and is implemented through state-level NPDES permit programs. All of Generation s and CENG's power generation facilities with cooling water systems are subject to the regulations. Facilities without closed-cycle recirculating systems (e.g., cooling towers) are potentially most affected. For Generation, those facilities are Clinton, Dresden, Eddystone, Fairless Hills, Gould Street, Handley, Mountain Creek, Mystic 7, Oyster Creek, Peach Bottom, Quad Cities, Riverside, Salem and Schuylkill. For CENG, those facilities are Calvert Cliffs, Nine Mile Point Unit 1 and R.E. Ginna.

On March 28, 2011, the U.S. EPA issued the proposed regulation under Section 316(b). The proposal does not require closed-cycle cooling (e.g., cooling towers) as the best technology available to address impingement and entrainment. The proposal provides the state permitting agency with discretion to determine the best technology available to limit entrainment (drawing aquatic life into the plants cooling system) mortality, including application of a cost-benefit test and the consideration of a number of site-specific factors. After consideration of these factors, the state permitting agency may require closed cycle cooling, an alternate technology, or determine that the current technology is the best available. The proposed rule also imposes limits on impingement (trapping aquatic life on screens) mortality, which likely will be accomplished by the installation of screens or another technology at the intake. Exelon filed comments on the proposed regulation on August 18, 2011, stating its support for a number of its provisions (e.g., cooling towers not required as best technology available, and the use of site-specific and cost benefit analysis) while also noting a number of technical provisions that require revision to take into account existing unit operations and practices within the industry.



**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

In June 2012, the U.S. EPA published two Notices of Data Availability (NODA) seeking public comment on alternate compliance technologies for impingement and the use of a public opinion survey to calculate the so-called "non-use" benefits of the rule. Exelon filed comments for each NODA, supporting the additional flexibility afforded by the impingement NODA, and opposing the NODA relating to calculation of non-use benefits due to its inaccurate and unreliable methodologies that would artificially inflate the benefits of proposed technologies that would otherwise not be cost-effective. On June 27, 2013, the U.S. EPA agreed to amend the court approved Settlement Agreement to extend the deadline to issue a final rule until November 4, 2013. Until the rule is finalized, the state permitting agencies will continue to apply their best professional judgment to address impingement and entrainment.

***Salem and Other Power Generation Facilities.*** In June 2001, the NJDEP issued a renewed NPDES permit for Salem, allowing for the continued operation of Salem with its existing cooling water system. NJDEP advised PSEG, in July 2004 that it strongly recommended reducing cooling water intake flow commensurate with closed-cycle cooling as a compliance option for Salem. PSEG submitted an application for a renewal of the permit on February 1, 2006. In the permit renewal application, PSEG analyzed closed-cycle cooling and other options and demonstrated that the continuation of the Estuary Enhancement Program, an extensive environmental restoration program at Salem, is the best technology to meet the Section 316(b) requirements. PSEG continues to operate Salem under the approved June 2001 NPDES permit while the NPDES permit renewal application is being reviewed. If the final permit or Section 316(b) regulations ultimately requires the retrofitting of Salem's cooling water intake structure to reduce cooling water intake flow commensurate with closed-cycle cooling, Exelon's and Generation's share of the total cost of the retrofit and any resulting interim replacement power would likely be in excess of \$430 million, based on a 2006 estimate, and would result in increased depreciation expense related to the retrofit investment.

It is unknown at this time whether the NJDEP permit programs will require closed-cycle cooling at Salem. In addition, the economic viability of Generation's other power generation facilities, as well as CENG's, without closed-cycle cooling water systems will be called into question by any requirement to construct cooling towers. Should the final rule not require the installation of cooling towers, and retain the flexibility afforded the state permitting agencies in applying a cost benefit test and to consider site-specific factors, the impact of the rule would be minimized even though the costs of compliance could be material to Generation and CENG.

Given the uncertainties associated with the requirements that will be contained in the final rule, Generation cannot predict the eventual outcome or estimate the effect that compliance with any resulting Section 316(b) or interim state requirements will have on the operation of its and CENG's generating facilities and its future results of operations, cash flows and financial position.

***Groundwater Contamination.*** In October 2007, a subsidiary of Constellation entered into a consent decree with the MDE relating to groundwater contamination at a third-party facility that was licensed to accept fly ash, a byproduct generated by coal-fired plants. The consent decree required the payment of a \$1 million penalty, remediation of groundwater contamination resulting from the ash placement operations at the site, replacement of drinking water supplies in the vicinity of the site, and monitoring of groundwater conditions. Prior to the merger, Constellation recorded a liability in its Consolidated Balance Sheets of approximately \$23 million to comply with the consent decree. The remaining liability as of June 30, 2013, is approximately \$3 million. In addition, a private party has asserted claims relating to groundwater contamination. Generation believes that these claims are without merit and is vigorously contesting them. As of June 30, 2013, Generation believes that it is remote that it will be required to make payments under these private party claims.

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)*****Air Quality***

***Cross State Air Pollution Rule (CSAPR).*** On July 11, 2008, the U.S. Court of Appeals for the District of Columbia Circuit (D.C. Circuit Court) vacated the CAIR, which had been promulgated by the U.S. EPA to reduce power plant emissions of SO<sub>2</sub> and NO<sub>x</sub>. The D.C. Circuit Court later remanded the CAIR to the U.S. EPA, without invalidating the entire rulemaking, so that the U.S. EPA could correct CAIR in accordance with the D.C. Circuit Court's July 11, 2008 opinion. On July 7, 2011, the U.S. EPA published the final rule, known as the CSAPR. The CSAPR requires 28 states in the eastern half of the United States to significantly improve air quality by reducing power plant emissions that cross state lines and contribute to ground-level ozone and fine particle pollution in other states.

Numerous entities challenged the CSAPR in the D.C. Circuit Court, and some requested a stay of the rule pending the Court's consideration of the matter on the merits. On December 30, 2011, the Court granted a stay of the CSAPR, and directed the U.S. EPA to continue the administration of CAIR in the interim. On August 21, 2012, a three-judge panel of the D.C. Circuit Court held that the U.S. EPA has exceeded its authority in certain material aspects of the CSAPR and vacated the rule and remanded it to the U.S. EPA for further rulemaking consistent with its decision. The Court also ordered that CAIR remain in effect pending finalization of CSAPR on remand. On January 24, 2013, the Court denied petitions for reconsideration of the ruling by the three-judge panel. In June 2013, the U.S. Supreme Court granted the U.S. EPA's petition to review the D.C. Circuit Court's CSAPR decision.

Under the CSAPR, generation units were to receive allowances based on historic heat input and intrastate, and limited interstate, trading of allowances was permitted. The CSAPR restricted entirely the use of pre-2012 allowances. Existing SO<sub>2</sub> allowances under the ARP would remain available for use under ARP. As of June 30, 2013, Generation had \$57 million of emission allowances carried at the lower of weighted average cost or market.

***EPA Mercury and Air Toxics Standards (MATS).*** The MATS rule became final on April 16, 2012. The MATS rule reduces emissions of toxic air pollutants, and finalized the new source performance standards for fossil fuel-fired electric utility steam generating units (EGUs). The MATS rule requires coal-fired EGUs to achieve high removal rates of mercury, acid gases and other metals from air emissions. To achieve these standards, coal units with no pollution control equipment installed (uncontrolled coal units) will have to make capital investments and incur higher operating expenses. It is expected that smaller, older, uncontrolled coal units will retire rather than make these investments. Coal units with existing controls that do not meet the required standards may need to upgrade existing controls or add new controls to comply. In addition, the new standards will require oil units to achieve high removal rates of metals. Owners of oil units not currently meeting the proposed emission standards may choose to convert the units to light oils or natural gas, install control technologies or retire the units. The MATS rule requires generating stations to meet the new standards three years after the rule takes effect, April 16, 2015, with specific guidelines for an additional one or two years in limited cases. Numerous entities have challenged MATS in the D.C. Circuit Court, and Exelon was granted permission by the Court to intervene in support of the rule. A decision by the Court may not occur until 2014. The outcome of the appeal, and its impact on power plant operators' investment and retirement decisions, is uncertain.

Exelon, along with the other co-owners of Conemaugh Generating Station are moving forward with plans to improve the existing scrubbers and install Selective Catalytic Reduction (SCR) controls to meet the mercury removal requirements of MATS.

In addition, as of June 30, 2013, Exelon had a \$683 million net investment in coal-fired plants in Georgia and Texas subject to long-term leases extending through 2028-2032. While Exelon currently estimates the value



**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

of these plants at the end of the lease term will be in excess of the recorded residual lease values, after the impairment recorded in the second quarter of 2013, final applications of the CSAPR and MATS regulations could negatively impact the end-of-lease term values of these assets, which could result in a future impairment loss that could be material. See Note 7 Impairment of Long-Lived Assets for additional information.

**National Ambient Air Quality Standards (NAAQS).** The U.S. EPA previously announced that it would complete a review of all NAAQS by 2014. Oral argument in the litigation (*State of Miss. v. EPA*) of the final 2008 ozone standard occurred in the D.C. Circuit Court in November 2012 and a final Court decision was issued on July 23, 2013 with the 2008 primary ozone standard upheld, but the secondary standard remanded to EPA for reconsideration. Concurrent with litigation of the 2008 ozone standard, the U.S. EPA continues its regular, periodic review of the ozone NAAQS and is expected to propose revisions in the fall of 2014, with preliminary indications that the U.S. EPA will likely propose a tightened standard. It is unclear at this point in time whether the U.S. EPA will be able to respond to the Court remand of the secondary 2008 ozone standard on a timeframe that would be any quicker than that of the U.S. EPA's current, periodic review schedule. In December 2012, the U.S. EPA issued its final revisions to the Agency's particulate matter (PM) NAAQS. In its final rule, the U.S. EPA lowered the annual PM<sub>2.5</sub> standard, but declined to issue a new secondary NAAQS to improve urban visibility. The U.S. EPA indicated in its final rule that by 2020 it expects most areas of the country will be in attainment of the new PM<sub>2.5</sub> NAAQS based on currently expected regulations, such as the MATS regulation. It is unclear if the vacatur of the CSAPR, one of the regulations that the U.S. EPA is relying on to assist with future PM reduction, would alter the U.S. EPA's view since either CAIR or a finalized CSAPR regulation would be in effect leading up to 2020. In March 2013, a number of industry coalitions filed a joint lawsuit challenging the new PM<sub>2.5</sub> standard. Also during early 2013, the D.C. Circuit remanded several rules for implementation of earlier PM<sub>2.5</sub> NAAQS to the U.S. EPA for revision of certain aspects of the rules, with a requirement that the U.S. EPA re-promulgate regulations in conformance with the correct subparts of the Clean Air Act.

In addition to these NAAQS, the U.S. EPA also finalized nonattainment designations for certain areas in the United States for the 2010 one-hour SO<sub>2</sub> standard on August 5, 2013, and indicated that additional nonattainment areas will be designated in a future rulemaking. EPA will require states to submit state implementation plans (SIPs) for nonattainment areas by April 2015. With regard to Texas and Maryland, no nonattainment areas were identified in EPA's final designation rule. With regard to Illinois and Pennsylvania, several counties, or portions of counties, in each state were identified as nonattainment. The U.S. EPA will follow the approach outlined in a February 2013 EPA strategy document that establishes a process and timeline for the Agency to address additional designations in states' counties under a future rulemaking. Nonattainment county compliance with the one-hour SO<sub>2</sub> standard is required by October 2018. While significant SO<sub>2</sub> reductions will occur as a result of MATS compliance in 2015, Exelon is unable to predict the requirements of pending states' SIPs to further reduce SO<sub>2</sub> emissions in support of attainment of the one hour SO<sub>2</sub> standard.

**Notices and Finding of Violations and Midwest Generation Bankruptcy.** In December 1999, ComEd sold several generating stations to Midwest Generation, LLC (Midwest Generation), a subsidiary of Edison Mission Energy (EME). Under the terms of the sale agreement, Midwest Generation and EME assumed responsibility for environmental liabilities associated with the ownership, occupancy, use and operation of the stations, including responsibility for compliance by the stations with environmental laws before their purchase by Midwest Generation. Midwest Generation and EME additionally agreed to indemnify and hold ComEd and its affiliates harmless from claims, fines, penalties, liabilities and expenses arising from third party claims against ComEd resulting from or arising out of the environmental liabilities assumed by Midwest Generation and EME under the terms of the agreement governing the sale. In connection with Exelon's 2001 corporate restructuring, Generation assumed ComEd's rights and obligations with respect to its former generation business, including its rights and obligations under the sale agreement with Midwest Generation and EME.

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

On August 6, 2007, ComEd received a NOV addressed to it and Midwest Generation from the U.S. EPA, alleging, in relevant part, that ComEd and Midwest Generation violated and are continuing to violate provisions of the Clean Air Act as a result of the modification and/or operation of six electric generation stations located in northern Illinois that have been owned and operated by Midwest Generation since their purchase from ComEd in 1999. In August 2009, the United States and the State of Illinois filed a complaint against Midwest Generation with the U.S. District Court for the Northern District of Illinois initiating enforcement proceedings with respect to most of the alleged Clean Air Act violations set forth in the NOV. Neither ComEd nor Exelon was named as a defendant in this original complaint. In March 2010, the District Court granted Midwest Generation's partial motion to dismiss all but one of the claims against Midwest Generation. The District Court held that Midwest Generation cannot be liable for any alleged violations relating to construction that occurred prior to Midwest Generation's ownership of the stations. In May 2010, the government plaintiffs filed an amended complaint against Midwest Generation asserting claims substantially similar to those in the original complaint, and added ComEd and EME as defendants. The amended complaint seeks injunctive relief and civil penalties against all defendants, although not all of the claims specifically pertain to ComEd. On March 16, 2011, the District Court granted ComEd's motion to dismiss the May 2010 complaint in its entirety as it relates to ComEd. On January 3, 2012, upon leave of the District Court, the government parties appealed the dismissal of ComEd to the U.S. Circuit Court of Appeals for the Seventh Circuit. On July 8, 2013, the Circuit Court affirmed the District Court's dismissal of the complaint against ComEd. Exelon, Generation and ComEd have concluded that, in light of the Circuit Court decision, the likelihood of loss is remote. Therefore, no reserve has been established.

On December 17, 2012 (Petition Date), EME and certain of its subsidiaries, including Midwest Generation, filed for protection under Chapter 11 of the U.S. Bankruptcy Code.

The Bankruptcy Court approved the rejection of a coal rail car lease under which Midwest Generation had agreed to reimburse ComEd for all obligations. The rejection left Generation as the party responsible to make remaining payments under the lease. In January 2013, Generation made the final \$10 million payment due under the lease agreement which had been reserved for at December 31, 2012. As a result of the bankruptcy filing, Exelon and Generation have recorded liabilities as of June 30, 2013 of \$3 million for estimated payments for asbestos personal injury claims filed pre-Petition Date. Exelon and Generation currently expect Midwest Generation or its successor will remain responsible for asbestos personal injury claims filed post-Petition Date, and as such have recorded no liability for such amounts. Requirements for Generation to ultimately satisfy such claims could have a material adverse impact on Exelon's and Generation's future results of operations. During the second quarter of 2013, ComEd filed proofs of claim of \$21 million with the Bankruptcy Court for amounts owed by EME and Midwest Generation for the coal rail car lease, ComEd utility payments and certain legal costs. As of June 30, 2013, Exelon and ComEd have not recorded a receivable for the filed proofs of claim because recovery of such amount cannot be assured at this point in the bankruptcy. Exelon and ComEd will not record financial benefits associated with claim recoveries until realized.

As of the Petition Date, Generation had wholesale power transactions with Edison Mission Marketing and Trading, an affiliate of Midwest Generation not included in the bankruptcy proceeding. Generation expects these transactions to be fully settled in the normal course.

Certain environmental laws and regulations subject current and prior owners of properties or generators of hazardous substances at such properties to liability for remediation costs of environmental contamination. As a prior owner of the generating stations, ComEd (and Generation, through its agreement in the 2001 restructuring to assume ComEd's rights and obligations associated with its former generation business) could face liability (along with any other potentially responsible parties) for environmental conditions requiring remediation, with the determination of the allocation among the parties subject to many uncertain factors, including the impact of Midwest Generation's bankruptcy. Additionally, the obligations of EME and Midwest Generation to ComEd

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

under the sale agreement, including the environmental indemnity, may be discharged in the bankruptcy proceeding. In such circumstances, ComEd (and Generation, through ComEd) may only have an unsecured claim against EME and Midwest Generation for the environmental remediation costs that would have otherwise been obligations of EME and Midwest Generation under the sale agreement. This unsecured claim may yield a fractional, or possibly no, recovery for ComEd and Generation.

ComEd and Generation continue to monitor the bankruptcy proceedings and available public information as to potential environmental exposures regarding the Midwest Generation plant sites. Midwest Generation publicly disclosed in its 2012 Form 10-K that (i) it has accrued a probable amount of approximately \$9 million for estimated environmental investigation and remediation costs under CERCLA, or similar laws, for the investigation and remediation of contaminated property at four Midwest Generation plant sites, (ii) it has identified stations for which a reasonable estimate for investigation and/or remediation cannot be made and (iii) it and the Illinois EPA entered into Compliance Commitment Agreements outlining specified environmental remediation measures and groundwater monitoring activities to be undertaken at its Crawford, Powerton, Joliet, Will County and Waukegan generating stations. At this time, however, ComEd and Generation do not have sufficient information to reasonably assess the potential likelihood or magnitude of any such exposures. Further, Midwest Generation's reorganization process will likely extend beyond one year and the outcome is uncertain, including whether the facilities will continue to operate and the identity or financial wherewithal of potential future plant owners. For these reasons, ComEd and Generation are unable to predict whether and to what extent they may ultimately be held responsible for remediation and other costs relating to the generating stations, and no liability has been recorded as of June 30, 2013. Any liability imposed on ComEd or Generation for environmental matters relating to the generating stations could have a material adverse impact on their future results of operations and cash flows.

***Solid and Hazardous Waste***

***Cotter Corporation.*** The U.S. EPA has advised Cotter Corporation (Cotter), a former ComEd subsidiary, that it is potentially liable in connection with radiological contamination at a site known as the West Lake Landfill in Missouri. On February 18, 2000, ComEd sold Cotter to an unaffiliated third party. As part of the sale, ComEd agreed to indemnify Cotter for any liability arising in connection with the West Lake Landfill. In connection with Exelon's 2001 corporate restructuring, this responsibility to indemnify Cotter was transferred to Generation. On May 29, 2008, the U.S. EPA issued a Record of Decision approving the remediation option submitted by Cotter and the two other PRPs that required additional landfill cover. The current estimated cost of the anticipated landfill cover remediation for the site is approximately \$42 million, which will be allocated among all PRPs. Generation has accrued what it believes to be an adequate amount to cover its anticipated share of such liability. By letter dated January 11, 2010, the U.S. EPA requested that the PRPs perform a supplemental feasibility study for a remediation alternative that would involve complete excavation of the radiological contamination. On September 30, 2011, the PRPs submitted the final supplemental feasibility study to the U.S. EPA for review. In June 2012, the U.S. EPA requested that the PRPs perform additional analysis and groundwater sampling as part of the supplemental feasibility study that could take up to one year to complete, and subsequently requested additional analysis sampling and modeling to be conducted in 2013. In light of these additional requests, it is unknown when the U.S. EPA will propose a remedy for public comment. Thereafter the U.S. EPA will select a final remedy and enter into a Consent Decree with the PRPs to effectuate the remedy. A complete excavation remedy would be significantly more expensive than the previously selected additional cover remedy; however, Generation believes the likelihood that the U.S. EPA would require a complete excavation remedy is remote.

On August 8, 2011, Cotter was notified by the DOJ that Cotter is considered a PRP with respect to the government's clean-up costs for contamination attributable to low level radioactive residues at a former storage

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and reprocessing facility named Latty Avenue near St. Louis, Missouri. The Latty Avenue site is included in ComEd's indemnification responsibilities discussed above as part of the sale of Cotter. The radioactive residues had been generated initially in connection with the processing of uranium ores as part of the U.S. government's Manhattan Project. Cotter purchased the residues in 1969 for initial processing at the Latty Avenue facility for the subsequent extraction of uranium and metals. In 1976, the NRC found that the Latty Avenue site had radiation levels exceeding NRC criteria for decontamination of land areas. Latty Avenue was investigated and remediated by the United States Army Corps of Engineers pursuant to funding under the Formerly Utilized Sites Remedial Action Program. The DOJ has not yet formally advised the PRPs of the amount that it is seeking, but it is believed to be approximately \$90 million. The DOJ and the PRPs agreed to toll the statute of limitations until August 2014 so that settlement discussions could proceed. Based on Exelon's preliminary review, it appears probable that Exelon has liability to Cotter under the indemnification agreement and has established an appropriate accrual for this liability.

On February 28, 2012, and April 12, 2012, two lawsuits were filed in the U.S. District Court for the Eastern District of Missouri against 15 and 14 defendants, respectively, including Exelon, Generation and ComEd (the Exelon defendants) and Cotter. The suits allege that individuals living in the North St. Louis area developed some form of cancer due to the defendants' negligent or reckless conduct in processing, transporting, storing, handling and/or disposing of radioactive materials. Plaintiffs have asserted claims for negligence, strict liability, emotional distress, medical monitoring, and violations of the Price-Anderson Act. The complaints do not contain specific damage claims. On May 30, 2012, the plaintiffs filed voluntary motions to dismiss the Exelon defendants from both lawsuits which were subsequently granted. On October 23, 2012, a third lawsuit was filed in the same court on behalf of three additional plaintiffs against Cotter and seven other defendants, but not Exelon. On April 19, 2013, a fourth lawsuit was filed in the same court on behalf of two additional plaintiffs against Cotter and seven other defendants, but not Exelon. On June 18, 2013, a fifth lawsuit was filed in the same court on behalf of one plaintiff against eight defendants, including Cotter but not Exelon. On July 31, 2013, a sixth lawsuit was filed in the same court on behalf of two plaintiffs against Cotter and four other defendants, but not Exelon. The allegations in these latter four complaints mirror the initially filed lawsuits. In the event of a finding of liability, it is reasonably possible that Exelon would be considered liable due to its indemnification responsibilities of Cotter described above. On March 27, 2013, the U.S. District Court dismissed all state common law actions brought under the initial two lawsuits; and also found that the plaintiffs had not properly brought the actions under the Price-Anderson Act. On July 8, 2013, the plaintiffs filed amended complaints under the Price-Anderson Act. At this stage of the litigation, Exelon cannot estimate a range of loss, if any.

**68<sup>th</sup> Street Dump.** In 1999, the U.S. EPA proposed to add the 68th Street Dump in Baltimore, Maryland to the Superfund National Priorities List, and notified BGE and 19 others that they are PRPs at the site. In March 2004, BGE and other PRPs formed the 68th Street Coalition and entered into consent order negotiations with the U.S. EPA to investigate clean-up options for the site under the Superfund Alternative Sites Program. In May 2006, a settlement among the U.S. EPA and 19 of the PRPs, including BGE, with respect to investigation of the site became effective. The settlement requires the PRPs, over the course of several years, to identify contamination at the site and recommend clean-up options. The potentially responsible parties submitted their investigation of the range of clean-up options in the first quarter of 2011. Although the investigation and options provided to the U.S. EPA are still subject to U.S. EPA review and selection of a remedy, the range of estimated clean-up costs to be allocated among all of the PRPs is in the range of \$50 million to \$64 million. The U.S. EPA is expected to make a final selection of one of the alternatives in 2013. Based on Exelon's preliminary review, it appears probable that Exelon has liability and has established an appropriate accrual for its share of the estimated clean-up costs. BGE is indemnified by a wholly owned subsidiary of Generation for most of the costs related to this settlement and clean-up of the site.

**Sauer Dump.** On May 30, 2012, BGE was notified by the U.S. EPA that it is considered a PRP at the Sauer Dump Superfund site in Dundalk, MD. The U.S. EPA offered BGE and three other PRPs the opportunity to conduct an environmental investigation and present cleanup recommendations at the site. In addition, the U.S.

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EPA is seeking recovery from the PRPs of \$1.7 million for past cleanup and investigation costs at the site. On March 11, 2013, BGE and three other PRPs signed an Administrative Settlement Agreement and Order on Consent with the U.S. EPA which requires the PRPs to conduct a Remedial Investigation and Feasibility Study at the site to determine what, if any, are the appropriate and recommended cleanup activities for the site. The ultimate outcome of this proceeding is uncertain. Since the U.S. EPA has not selected a cleanup remedy and the allocation of the cleanup costs among the PRPs has not been determined, an estimate of the range of BGE's reasonably possible loss, if any, cannot be determined.

**Climate Change Regulation.** Exelon is subject to climate change regulation or legislation at the Federal, regional and state levels. In 2007, the U.S. Supreme Court ruled that GHG emissions are pollutants subject to regulation under the new motor vehicle provisions of the Clean Air Act. Consequently, on December 7, 2009, the U.S. EPA issued an endangerment finding under Section 202 of the Clean Air Act regarding GHGs from new motor vehicles and on April 1, 2010 issued final regulations limiting GHG emissions from cars and light trucks effective on January 2, 2011. While such regulations do not specifically address stationary sources, such as a generating plant, it is the U.S. EPA's position that the regulation of GHGs under the mobile source provisions of the Clean Air Act has triggered the permitting requirements under the Prevention of Significant Deterioration (PSD) and Title V operating permit sections of the Clean Air Act for new and modified stationary sources effective January 2, 2011. Therefore, on May 13, 2010, the U.S. EPA issued final regulations (the Tailoring Rule) relating to these provisions of the Clean Air Act for major stationary sources of GHG emissions that apply to new sources that emit greater than 100,000 tons per year, on a CO<sub>2</sub> equivalent basis, and to modifications to existing sources that result in emissions increases greater than 75,000 tons per year on a CO<sub>2</sub> equivalent basis. These thresholds became effective January 2, 2011, apply for six years and will be reviewed by the U.S. EPA for future applicability thereafter. On July 2, 2012 the U.S. EPA declined to lower GHG permit thresholds in its final Step 3 Tailoring Rule update. The U.S. EPA will review permit thresholds again in a 2015 rulemaking process. On June 26, 2012, the United States Court of Appeals for the District of Columbia, in a *per curiam* decision, dismissed industry and state petitions challenging the U.S. EPA's Tailoring Rule based on petitioners' lack of standing. Further, in the same decision, the court denied all challenges to U.S. EPA's endangerment finding, and the Agency's Tailpipe Rule for cars and light trucks. In August 2012, several industry parties filed petitions for an *en banc* rehearing of the Agency's GHG regulations with the D.C. Circuit court. On September 6, 2012 the Circuit Court ordered the U.S. EPA, intervening groups, and some states to reply to the industry petitions. Under the PSD regulations, new and modified major stationary sources could be required to install best available control technology, to be determined on a case by case basis. Generation could be significantly affected by the regulations if it were to build new plants or modify existing plants.

On June 25, 2013, President Obama announced The President's Climate Action Plan, a summary of executive branch actions intended to: reduce carbon emissions; prepare the United States for the impacts of climate change; and lead international efforts to combat global climate change and prepare for its impacts. Concurrent with the announcement of the Administration's plan, the President also issued a Memorandum for the Administrator of the Environmental Protection Agency that focused on power generation sector carbon reductions under the Section 111 New Source Performance Standards (NSPS) section of the federal Clean Air Act. The memorandum directs the EPA Administrator to issue two sets of proposed rulemakings with regard to power plant carbon emissions under Section 111 of the Clean Air Act.

The first rulemaking, under Section 111(a) of the Clean Air Act is to focus on establishing carbon regulations for new fossil-fuel power plants. This rulemaking is to be proposed no later than September 20, 2013 and is to be finalized in a timely fashion. This rulemaking will replace, in an as yet unknown manner, the April 13, 2012 proposed rulemaking for new fossil-fired power plants that EPA had previously published in the Federal Register.

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**COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Dollars in millions, except per share data, unless otherwise noted)**

The second rulemaking, under Section 111(d) of the Clean Air Act is to focus on modified, reconstructed and existing fossil power plants. The rulemaking is to be proposed no later than June 1, 2014, be finalized no later than June 1, 2015, and require that states submit to EPA their implementation plans no later than June 30, 2016. In developing this rulemaking, EPA is directed to consider a number of factors, including options to reduce costs, options to ensure the continued use of a range of energy sources and technologies, options that are consistent with reliable and affordable power, and options that allow for the use of market-based instruments, performance standards and other regulatory flexibilities.

Given the low carbon nature of Generation's fleet and the absence of actual proposed rulemaking language, Generation is unable to estimate the potential impacts of Section 111(a) and Section 111(d).

**Litigation and Regulatory Matters**

Except to the extent noted below, the circumstances set forth in Note 19 of the Exelon 2012 Form 10-K describe, in all material respects, the current status of litigation matters. The following is an update to that discussion.

***Asbestos Personal Injury Claims (Exelon, Generation and BGE)***

*Exelon and Generation.* Generation maintains a reserve for claims associated with asbestos-related personal injury actions in certain facilities that are currently owned by Generation or were previously owned by ComEd and PECO. The reserve is recorded on an undiscounted basis and excludes the estimated legal costs associated with handling these matters, which could be material.

At June 30, 2013 and December 31, 2012, Generation had reserved approximately \$66 million and \$63 million, respectively, in total for asbestos-related bodily injury claims. As of June 30, 2013, approximately \$18 million of this amount related to 198 open claims presented to Generation, while the remaining \$48 million of the reserve is for estimated future asbestos-related bodily injury claims anticipated to arise through 2050, based on actuarial assumptions and analyses, which are updated on an annual basis. On a quarterly basis, Generation monitors actual experience against the number of forecasted claims to be received and expected claim payments and evaluates whether an adjustment to the reserve is necessary.

*BGE.* Since 1993, BGE and certain Constellation subsidiaries (now Generation) have been involved in several actions concerning asbestos. The actions are based upon the theory of "premises liability," alleging that BGE and certain Constellation subsidiaries knew of and exposed individuals to an asbestos hazard. In addition to BGE and certain Constellation subsidiaries, numerous other parties are defendants in these cases.

Approximately 480 individuals who were never employees of BGE or certain Constellation subsidiaries have pending claims each seeking several million dollars in compensatory and punitive damages. Cross-claims and third-party claims brought by other defendants may also be filed against BGE and certain Constellation subsidiaries in these actions. To date, most asbestos claims which have been resolved have been dismissed or resolved without any payment by BGE or certain Constellation subsidiaries and a small minority of these cases has been resolved for amounts that were not material to BGE or Generation's financial results.

Discovery begins in these cases after they are placed on the trial docket. At present, only two of the pending cases are set for trial. Given the limited discovery in these cases, BGE and Generation do not know the specific facts that are necessary to provide an estimate of the reasonably possible loss relating to these claims; as such, no accrual has been made and a range of loss is not estimable. The specific facts not known include:

the identity of the facilities at which the plaintiffs allegedly worked as contractors;

the names of the plaintiffs' employers;

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**COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Dollars in millions, except per share data, unless otherwise noted)**

the dates on which and the places where the exposure allegedly occurred; and

the facts and circumstances relating to the alleged exposure.

Insurance and hold harmless agreements from contractors who employed the plaintiffs may cover a portion of any awards in the actions.

***Continuous Power Interruption (ComEd)***

Section 16-125 of the Illinois Public Utilities Act provides that in the event an electric utility, such as ComEd, experiences a continuous power interruption of four hours or more that affects (in ComEd's case) more than 30,000 customers, the utility may be liable for actual damages suffered by customers as a result of the interruption and may be responsible for reimbursement of local governmental emergency and contingency expenses incurred in connection with the interruption. Recovery of consequential damages is barred. The affected utility may seek from the ICC a waiver of these liabilities when the utility can show that the cause of the interruption was unpreventable damage due to weather events or conditions, customer tampering, or certain other causes enumerated in the law.

On August 18, 2011, ComEd sought from the ICC a determination that ComEd is not liable for damage compensation to customers in connection with the July 11, 2011 storm system that produced multiple power interruptions that in the aggregate affected more than 900,000 customers in ComEd's service territory, as well as for five other storm systems that affected ComEd's customers during June and July 2011 (Summer 2011 Storm Docket). In addition, on September 29, 2011, ComEd sought from the ICC a determination that it was not liable for damage compensation related to the February 1, 2011 blizzard (February 2011 Blizzard Docket).

On June 5, 2013, the ICC approved a complete waiver of liability for five of the six summer storms and the February 2011 blizzard. However, the ICC held that for the July 11, 2011 storm, 34,559 interruptions were preventable and therefore no waiver should apply. As required by the ICC's Order, ComEd will notify relevant customers that they may be entitled to seek reimbursement of incurred costs in accordance with a claims procedure established under ICC rules and regulations. In addition, the ICC found that ComEd did not systematically fail in its duty to provide adequate, reliable and safe service. As a result, the ICC rejected the Illinois Attorney General's request for the ICC to open an investigation into ComEd's infrastructure and storm hardening investments.

Following the ICC's June 26, 2013 denial of ComEd's request for rehearing, on June 27, 2013 ComEd filed an appeal of both the summer and winter storm dockets with the Illinois Appellate Court regarding the ICC's interpretation of Section 16-125 of the Illinois Public Utilities Act. ComEd cannot predict the outcome of appeals.

As a result of the ICC's June 5, 2013 ruling, ComEd established a liability as of June 30, 2013, which was not material, for potential reimbursements for actual damages incurred by the 34,559 customers covered by the ICC's June 5, 2013 Order. The liability recorded represents the low end of a range of potential losses given that no amount within the range represents a better estimate. ComEd's ultimate liability will be based on actual claims eligible for reimbursement as well as the outcome of the appeal. Although reimbursements for actual damages will differ from the estimated accrual recorded at June 30, 2013, at this time ComEd does not expect the difference to be material to ComEd's results of operations or cash flows.

ComEd has not recorded an accrual for reimbursement of local governmental emergency and contingency expenses as a range of loss, if any, cannot be reasonably estimated at this time, but may be material to ComEd's results of operations and cash flows.



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**COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Dollars in millions, except per share data, unless otherwise noted)**

***Securities Class Action (Exelon)***

Three federal securities class action lawsuits were filed in the United States District Courts for the Southern District of New York and the District of Maryland between September 2008 and November 2008 against Constellation. The cases were filed on behalf of a proposed class of persons who acquired publicly traded securities, including the Series A Junior Subordinated Debentures (Debentures), of Constellation between January 30, 2008 and September 16, 2008, and who acquired Debentures in an offering completed in June 2008. The securities class actions generally allege that Constellation, a number of its former officers or directors, and the underwriters violated the securities laws by issuing a false and misleading registration statement and prospectus in connection with Constellation's June 27, 2008 offering of the Debentures. The securities class actions also allege that Constellation issued false or misleading statements or was aware of material undisclosed information which contradicted public statements, including in connection with its announcements of financial results for 2007, the fourth quarter of 2007, the first quarter of 2008 and the second quarter of 2008 and the filing of its first quarter 2008 Form 10-Q. The securities class actions sought, among other things, certification of the cases as class actions, compensatory damages, reasonable costs and expenses, including counsel fees, and rescission damages.

The Southern District of New York granted the defendants' motion to transfer the two securities class actions filed in Maryland to the District of Maryland, and the actions have since been transferred for coordination with the securities class action filed there. On May 9, 2013, the federal court in Maryland preliminarily approved the settlement of Constellation's 2008 Securities Class Action for a payment of \$4 million, which will be paid by Constellation's insurer. Notice of the settlement was provided to class members in June, 2013 and opt-outs and objections are due by August 19, 2013 with a final settlement hearing scheduled for November 1, 2013. This settlement will resolve all of Constellation's litigation arising from the 2008 Securities Class Action lawsuit.

***General (Exelon, Generation, ComEd, PECO and BGE)***

The Registrants are involved in various other litigation matters that are being defended and handled in the ordinary course of business. The assessment of whether a loss is probable or a reasonable possibility, and whether the loss or a range of loss is estimable, often involves a series of complex judgments about future events. The Registrants maintain accruals for losses that are probable of being incurred and subject to reasonable estimation. Management is sometimes unable to estimate an amount or range of reasonably possible loss, particularly where (1) the damages sought are indeterminate, (2) the proceedings are in the early stages, or (3) the matters involve novel or unsettled legal theories. In such cases, there is considerable uncertainty regarding the timing or ultimate resolution of such matters, including a possible eventual loss.

***Income Taxes (Exelon, Generation, ComEd, PECO and BGE)***

See Note 12 - Income Taxes for information regarding the Registrants' income tax refund claims and certain tax positions, including the 1999 sale of fossil generating assets.

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

**19. Supplemental Financial Information (Exelon, Generation, ComEd, PECO and BGE)****Supplemental Statement of Operations Information**

The following tables provide additional information about the Registrants' Consolidated Statements of Operations and Comprehensive Income for the three and six months ended June 30, 2013 and 2012:

<b>Three Months Ended June 30, 2013</b>	<b>Exelon</b>	<b>Generation</b>	<b>ComEd</b>	<b>PECO</b>	<b>BGE</b>
<b>Other, Net</b>					
Decommissioning-related activities:					
Net realized income on decommissioning trust funds(a)					
Regulatory Agreement Units	\$ 47	\$ 47	\$	\$	\$
Non-Regulatory Agreement Units	16	16			
Net unrealized losses on decommissioning trust funds					
Regulatory Agreement Units	(102)	(102)			
Non-Regulatory Agreement Units	(40)	(40)			
Net unrealized gains on pledged assets					
Zion Station decommissioning	2	2			
Regulatory offset to decommissioning trust fund-related activities(b)	40	40			
Total decommissioning-related activities	(37)	(37)			
Investment income	2			(1)	2(c)
Long-term lease income	5				
Interest income (expense) related to uncertain income tax positions	(1)	(2)			
AFUDC Equity	5		3	1	2
Other	9	6	3		
Other, net	\$ (17)	\$ (33)	\$ 6	\$	\$ 4

<b>Six Months Ended June 30, 2013</b>	<b>Exelon</b>	<b>Generation</b>	<b>ComEd</b>	<b>PECO</b>	<b>BGE</b>
<b>Other, Net</b>					
Decommissioning-related activities:					
Net realized income on decommissioning trust funds(a)					
Regulatory Agreement Units	\$ 84	\$ 84	\$	\$	\$
Non-Regulatory Agreement Units	30	30			
Net unrealized gains on decommissioning trust funds					
Regulatory Agreement Units	92	92			
Non-Regulatory Agreement Units	24	24			
Net unrealized gains on pledged assets					
Zion Station decommissioning	3	3			
Regulatory offset to decommissioning trust fund-related activities(b)	(148)	(148)			
Total decommissioning-related activities	85	85			

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Investment income (expense)	5	(1)	(1)	5(c)
Long-term lease income	13			
Interest income related to uncertain income tax positions	24	3		
AFUDC Equity	12		6	2
Other	16	8	5	2
Other, net	\$ 155	\$ 95	\$ 11	\$ 3
				\$ 9

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

Three Months Ended June 30, 2012	Exelon	Generation	ComEd	PECO	BGE
<b>Other, Net</b>					
Decommissioning-related activities:					
Net realized income on decommissioning trust funds(a)					
Regulatory Agreement Units	\$ 50	\$ 50	\$	\$	\$
Non-Regulatory Agreement Units	19	19			
Net unrealized losses on decommissioning trust funds					
Regulatory Agreement Units	(97)	(97)			
Non-Regulatory Agreement Units	(35)	(35)			
Net unrealized losses on pledged assets					
Zion Station decommissioning	4	4			
Regulatory offset to decommissioning trust fund-related activities(b)	31	31			
Total decommissioning-related activities	(28)	(28)			
Investment income	6	1		1	3
Long-term lease income	7				
Interest income related to uncertain income tax positions	14		1		
Credit facility termination fees	(42)	(42)			
AFUDC Equity	3			1	3
Other	(3)	(7)	2		1
Other, net	\$ (43)	\$ (76)	\$ 3	\$ 2	\$ 7

Six Months Ended June 30, 2012	Exelon	Generation	ComEd	PECO	BGE
<b>Other, Net</b>					
Decommissioning-related activities:					
Net realized income on decommissioning trust funds(a)					
Regulatory Agreement Units	\$ 110	\$ 110	\$	\$	\$
Non-Regulatory Agreement Units	67	67			
Net unrealized losses on decommissioning trust funds					
Regulatory Agreement Units	150	150			
Non-Regulatory Agreement Units	30	30			
Net unrealized income on pledged assets					
Zion Station decommissioning	38	38			
Regulatory offset to decommissioning trust fund-related activities(b)	(245)	(245)			
Total decommissioning-related activities	150	150			
Investment income	10			2	6
Long-term lease income	15				
Interest income related to uncertain income tax positions	14		1		
Credit facility termination fees	(42)	(42)			
AFUDC Equity	7		1	2	6
Other	(2)	(5)	5	1	1
Other, net	\$ 152	\$ 103	\$ 7	\$ 5	\$ 13

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- (a) Includes investment income and realized gains and losses on sales of investments of the trust funds.
- (b) Includes the elimination of NDT fund-related activity for the Regulatory Agreement Units, including the elimination of net income taxes related to all NDT fund activity for those units. See Note 13 Asset Retirement Obligations of the Exelon 2012 Form 10-K for additional information regarding the accounting for nuclear decommissioning.
- (c) Relates to the cash return on BGE's rate stabilization deferral. See Note 5 Regulatory Matters for additional information regarding the rate stabilization deferral.

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

**Supplemental Cash Flow Information**

The following tables provide additional information regarding the Registrants' Consolidated Statements of Cash Flows for the six months ended June 30, 2013 and 2012:

Six Months Ended June 30, 2013	Exelon	Generation	ComEd	PECO	BGE
<b>Depreciation, amortization, accretion and depletion</b>					
Property, plant and equipment	\$ 942	\$ 402	\$ 275	\$ 109	\$ 128
Regulatory assets	112		62	4	47
Amortization of intangible assets, net	22	22			
Amortization of energy contract assets and liabilities(a)	306	344			
Nuclear fuel(a)	454	454			
ARO accretion(b)	136	136			
Total depreciation, amortization, accretion and depletion	\$ 1,972	\$ 1,358	\$ 337	\$ 113	\$ 175

Six Months Ended June 30, 2012	Exelon	Generation	ComEd	PECO	BGE
<b>Depreciation, amortization, accretion and depletion</b>					
Property, plant and equipment	\$ 806	\$ 343	\$ 262	\$ 102	\$ 123
Regulatory assets	56		38	5	27
Amortization of intangible assets, net	14	14			
Amortization of energy contract assets and liabilities(a)	485	532			
Nuclear fuel(a)	419	419			
ARO accretion(b)	115	115			
Total depreciation, amortization, accretion and depletion	\$ 1,895	\$ 1,423	\$ 300	\$ 107	\$ 150

(a) Included in revenues or fuel expense, or operating revenues on the Registrants' Consolidated Statements of Operations and Comprehensive Income.

(b) Included in operating and maintenance expense on the Registrants' Consolidated Statements of Operations.

Six Months Ended June 30, 2013	Exelon	Generation	ComEd	PECO	BGE
<b>Other non-cash operating activities:</b>					
Pension and non-pension postretirement benefit costs	\$ 409	\$ 173	\$ 154	\$ 21	\$ 27
Loss in equity method investments	30	30			
Provision for uncollectible accounts	55	10	4	27	14
Stock-based compensation costs	70				
Other decommissioning-related activity(a)	(62)	(62)			
Energy-related options(b)	65	65			
Amortization of regulatory asset related to debt costs	6		5	1	
Amortization of rate stabilization deferral	29				29
Amortization of debt fair value adjustment	(22)	(22)			

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Discrete impacts from EIMA(c)	(126)		(126)		
Amortization of debt costs	8	5	2	1	
Merger integration costs(d)	(6)				(6)
Impairment of investments in direct financing leases(e)	14				
Increase in inventory reserve	13	13			
Impairment charges(f)	110	110			
Other	(17)	(7)			(3)
Total other non-cash operating activities	\$ 576	\$ 315	\$ 39	\$ 50	\$ 61

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(Dollars in millions, except per share data, unless otherwise noted)

Six Months Ended June 30, 2013	Exelon	Generation	ComEd	PECO	BGE
<b>Changes in other assets and liabilities:</b>					
Under/over-recovered energy and transmission costs	\$ (24)	\$	\$ (61)	\$ 19	\$ 18
Other regulatory assets and liabilities	3		(28)	(5)	(82)
Other current assets	(123)	(134)	2	(62)	99
Other noncurrent assets and liabilities	277	(34)	259(g)	(1)	28
Total changes in other assets and liabilities	\$ 133	\$ (168)	\$ 172	\$ (49)	\$ 63
<b>Non-cash investing and financing activities:</b>					
Consolidated VIE dividend to non-controlling interest	\$ 63	\$ 63	\$	\$	\$
Indemnification of like-kind exchange position(h)			174		
Total non-cash investing and financing activities:	\$ 63	\$ 63	\$ 174	\$	\$

Six Months Ended June 30, 2012	Exelon	Generation	ComEd	PECO	BGE
<b>Other non-cash operating activities:</b>					
Pension and non-pension postretirement benefit costs	\$ 400	\$ 175	\$ 137	\$ 26	\$ 32
Provision for uncollectible accounts	60	(1)	21	26	17
Stock-based compensation costs	56				
Other decommissioning-related activity(a)	(62)	(62)			
Energy-related options(b)	64	64			
Amortization of regulatory asset related to debt costs	9		7	1	1
Amortization of rate stabilization deferral	15				25
Amortization of debt fair value adjustment	(26)	(11)			
Discrete impacts from EIMA(c)	69		69		
Amortization of debt costs			2		
Merger-related commitments(i)	188	35			28
Severance cost	119	30		7	
Loss in equity method investments	79	79			
Other	(12)	9	5	6	(3)
Total other non-cash operating activities	\$ 959	\$ 318	\$ 241	\$ 66	\$ 100
<b>Changes in other assets and liabilities:</b>					
Under/over-recovered energy and transmission costs	\$ (37)	\$	\$ (58)	\$ 18	\$ 2
Other regulatory assets and liabilities	(514)		(39)	12	(28)
Other current assets	190	(97)	(1)	(110)	55
Other noncurrent assets and liabilities	(12)	(77)	(6)	(7)	14
Total changes in other assets and liabilities	\$ (373)	\$ (174)	\$ (104)	\$ (87)	\$ 43
<b>Non-cash investing and financing activities:</b>					
Merger with Constellation, common stock issued	\$ 7,365	\$ 5,272	\$	\$	\$
Total non-cash investing and financing activities:	\$ 7,365	\$ 5,272	\$	\$	\$



- (a) Includes the elimination of NDT fund-related activity for the Regulatory Agreement Units, including the elimination of operating revenues, ARO accretion, ARC amortization, investment income and income taxes related to all NDT fund activity for these units. See Note 13 of the Exelon 2012 Form 10-K for additional information regarding the accounting for nuclear decommissioning.
- (b) Includes option premiums reclassified to realized at the settlement of the underlying contracts and recorded to results of operations.

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- (c) Reflects the change in distribution rates pursuant to EIMA, which allows for the recovery of costs by a utility through a pre-established performance-based formula rate tariff. See Note 5 Regulatory Matters for more information.
- (d) Relates to integration costs to achieve distribution synergies related to the merger transaction. See Note 5 Regulatory Matters for more information.
- (e) Relates to an other than temporary decline in the estimated residual value of one of Exelon's direct financing leases. See Note 7 Impairment of Long-Lived Assets for more information.
- (f) Relates to the cancellation of uprate projects at Generation. See Note 7 Impairment of Long-Lived Assets for additional information.
- (g) Relates primarily to interest payable related to like-kind exchange tax position. See Note 12 Income Taxes for discussion of the like-kind exchange tax position.
- (h) See Note 12 Income Taxes for discussion of the like-kind exchange tax position.
- (i) See Note 4 Mergers and Acquisitions for more information on merger-related commitments.

*DOE Smart Grid Investment Grant (Exelon, PECO and BGE).* For the six months ended June 30, 2013, Exelon, PECO and BGE have included in the capital expenditures line item under investing activities of the cash flow statement capital expenditures of \$41 million, \$12 million and \$29 million, respectively, and reimbursements of \$50 million, \$16 million and \$34 million, respectively, related to PECO's and BGE's DOE SGIG programs. For the six months ended June 30, 2012, Exelon, PECO and BGE have included in the capital expenditures line item under investing activities of the cash flow statement capital expenditures of \$52 million, \$34 million and \$18 million, respectively, and reimbursements of \$65 million, \$46 million and \$19 million, respectively, related to PECO's and BGE's DOE SGIG programs. See Note 5 Regulatory Matters for additional information regarding the DOE SGIG.

**Supplemental Balance Sheet Information**

The following tables provide additional information about assets and liabilities of the Registrants as of June 30, 2013 and December 31, 2012.

<b>June 30, 2013</b>	<b>Exelon</b>	<b>Generation</b>	<b>ComEd</b>	<b>PECO</b>	<b>BGE</b>
<b>Property, plant and equipment:</b>					
Accumulated depreciation and amortization	\$ 12,905(a)	\$ 6,521(a)	\$ 3,035	\$ 2,874	\$ 2,656
<b>Accounts receivable:</b>					
Allowance for uncollectible accounts	306	85	68	115	38
<b>December 31, 2012</b>	<b>Exelon</b>	<b>Generation</b>	<b>ComEd</b>	<b>PECO</b>	<b>BGE</b>
<b>Property, plant and equipment:</b>					
Accumulated depreciation and amortization	\$ 12,184(b)	\$ 6,014(b)	\$ 2,998	\$ 2,797	\$ 2,595
<b>Accounts receivable:</b>					
Allowance for uncollectible accounts	293	84	70	99	40

(a) Includes accumulated amortization of nuclear fuel in the reactor core of \$2,220 million.

(b) Includes accumulated amortization of nuclear fuel in the reactor core of \$2,078 million.

**PECO Installment Plan Receivables (Exelon and PECO)**

PECO enters into payment agreements with certain delinquent customers, primarily residential, seeking to restore their service, as required by the PAPUC. Customers with past due balances that meet certain income criteria are provided the option to enter into an installment payment plan, some of which have terms greater than one year, to repay past due balances in addition to paying for their ongoing service on a current basis. The receivable balance for these payment agreement receivables is recorded in accounts receivable for the current

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portion and other deferred debits and other assets for the noncurrent portion. The net receivable balance for installment plans with terms greater than one year was \$23 million as of June 30, 2013 and \$18 million as of December 31, 2012. The allowance for uncollectible accounts reserve methodology and assessment of the credit quality of the installment plan receivables are consistent with the customer accounts receivable methodology discussed in Note 1 Significant Account Policies of the Exelon 2012 Form 10-K. The allowance for uncollectible accounts balance associated with these receivables at June 30, 2013 of \$21 million consists of \$1 million, \$4 million and \$16 million for low risk, medium risk and high risk segments, respectively. The allowance for uncollectible accounts balance at December 31, 2012 of \$15 million consists of \$1 million, \$3 million and \$11 million for low risk, medium risk and high risk segments, respectively. The balance of the payment agreement is billed to the customer in equal monthly installments over the term of the agreement. Installment receivables outstanding as of June 30, 2013 and December 31, 2012 include balances not yet presented on the customer bill, accounts currently billed and an immaterial amount of past due receivables. When a customer defaults on its payment agreement, the terms of which are defined by plan type, the entire balance of the agreement becomes due and the balance is reclassified to current customer accounts receivable and reserved for in accordance with the methodology discussed in Note 1 Significant Accounting Policies of the Exelon 2012 Form 10-K.

**20. Segment Information (Exelon, Generation, ComEd, PECO and BGE)**

Exelon has nine reportable segments, ComEd, PECO, BGE and Generation's six power marketing reportable segments consisting of the Mid-Atlantic, Midwest, New England, New York, ERCOT and all other regions not considered individually significant referred to collectively as Other Regions; including the South, West and Canada. Generation's expanded number of reportable segments is the result of the acquisition of Constellation on March 12, 2012. ComEd, PECO and BGE each represent a single reportable segment; as such, no separate segment information is provided for these Registrants. Exelon evaluates the performance of ComEd, PECO and BGE based on net income.

The foundation of Generation's six reportable segments is based on the geographic location of its assets, and is largely representative of the footprints of an ISO / RTO and/or NERC region. Descriptions of each of Generation's six reportable segments are as follows:

Mid-Atlantic represents operations in the eastern half of PJM, which includes Pennsylvania, New Jersey, Maryland, Virginia, West Virginia, Delaware, the District of Columbia and parts of North Carolina.

Midwest represents operations in the western half of PJM, which includes portions of Illinois, Indiana, Ohio, Michigan, Kentucky and Tennessee, and the entire United States footprint of MISO, which covers all or most of North Dakota, South Dakota, Nebraska, Minnesota, Iowa, Wisconsin, the remaining parts of Illinois, Indiana, Michigan and Ohio not covered by PJM, and parts of Montana, Missouri and Kentucky.

New England represents the operations within ISO-NE covering the states of Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island and Vermont.

New York represents operations within ISO-NY, which covers the state of New York in its entirety.

ERCOT represents operations within Electric Reliability Council of Texas, covering most of the state of Texas.

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

Other Regions not considered individually significant:

South represents operations in the FRCC and the remaining portions of the SERC not included within MISO or PJM, which includes all or most of Florida, Arkansas, Louisiana, Mississippi, Alabama, Georgia, Tennessee, North Carolina, South Carolina and parts of Missouri, Kentucky and Texas. Generation's South region also includes operations in the SPP, covering Kansas, Oklahoma, most of Nebraska and parts of New Mexico, Texas, Louisiana, Missouri, Mississippi and Arkansas.

West represents operations in the WECC, which includes California ISO, and covers the states of California, Oregon, Washington, Arizona, Nevada, Utah, Idaho, Colorado, and parts of New Mexico, Wyoming and South Dakota.

Canada represents operations across the entire country of Canada and includes the AESO, OIESO and the Canadian portion of MISO.

Exelon and Generation evaluate the performance of Generation's power marketing activities based on revenue net of purchased power and fuel expense. Generation believes that revenue net of purchased power and fuel expense is a useful measurement of operational performance. Revenue net of purchased power and fuel expense is not a presentation defined under GAAP and may not be comparable to other companies presentations or deemed more useful than the GAAP information provided elsewhere in this report. Generation's operating revenues include all sales to third parties and affiliated sales to ComEd, PECO and BGE. Purchased power costs include all costs associated with the procurement and supply of electricity including capacity, energy and ancillary services. Fuel expense includes the fuel costs for Generation's own generation and fuel costs associated with tolling agreements. Generation's other business activities, including retail and wholesale gas, upstream natural gas, proprietary trading, energy efficiency and demand response, heating, cooling, and cogeneration facilities, and home improvements, sales of electric and gas appliances, servicing of heating, air conditioning, plumbing, electrical, and indoor quality systems, are not allocated to regions. Further, Generation's compensation under the reliability-must-run rate schedule, results of operations from the Brandon Shores, Wagner, and C.P. Crane Maryland generating stations, and other miscellaneous revenues, mark-to-market impact of economic hedging activities, and amortization of certain intangible assets relating to commodity contracts recorded at fair value as a result of the merger are also not allocated to a region.

An analysis and reconciliation of the Registrants' reportable segment information to the respective information in the consolidated financial statements for the three and six months ended June 30, 2013 and 2012 is as follows:

**Three Months Ended June 30, 2013 and 2012**

	Generation(a)	ComEd	PECO	BGE	Other(b)	Intersegment Eliminations	Exelon
<b>Total revenues(c):</b>							
2013	\$ 4,070	\$ 1,080	\$ 672	\$ 653	\$ 297	\$ (631)	\$ 6,141
2012	3,765	1,281	715	616	363	(774)	5,966
<b>Intersegment revenues:</b>							
2013	\$ 329	\$	\$	\$ 4	\$ 298	\$ (631)	\$
2012	408	1	1	2	362	(774)	
<b>Net income (loss):</b>							
2013	\$ 328	\$ 96	\$ 78	\$ 25	\$ (30)	\$	\$ 497
2012	165	42	80	16	(14)		289
<b>Total assets:</b>							
June 30, 2013	\$ 39,678	\$ 23,349	\$ 9,407	\$ 7,968	\$ 9,763	\$ (11,745)	\$ 78,420

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December 31, 2012

40,681	22,905	9,353	7,506	10,432	(12,316)	78,561
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**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

- (a) Generation includes the six power marketing reportable segments shown below: Mid-Atlantic, Midwest, New England, New York, ERCOT and Other Regions. Intersegment revenues for Generation for the three months ended June 30, 2013 include revenue from sales to PECO of \$97 million and sales to BGE of \$99 million in the Mid-Atlantic region, and sales to ComEd of \$121 million in the Midwest region, net of \$10 million related to the unrealized mark-to-market gains related to the ComEd swap, which eliminate upon consolidation. For the three months ended June 30, 2012 intersegment revenues for Generation include revenue from sales to PECO of \$125 million and sales to BGE of \$84 million in the Mid-Atlantic region, and sales to ComEd of \$203 million in the Midwest region, net of \$4 million related to the unrealized mark-to-market losses related to the ComEd swap, which eliminate upon consolidation.
- (b) Other primarily includes Exelon's corporate operations, shared service entities and other financing and investment activities.
- (c) For the three months ended June 30, 2013 and 2012, utility taxes of \$18 million and \$19 million, respectively, are included in revenues and expenses for Generation. For the three months ended June 30, 2013 and 2012, utility taxes of \$56 million and \$54 million, respectively, are included in revenues and expenses for ComEd. For the three months ended June 30, 2013 and 2012, utility taxes of \$31 million and \$34 million, respectively, are included in revenues and expenses for PECO. For the three months ended June 30, 2013 and 2012, utility taxes of \$19 million and \$19 million, respectively, are included in revenues and expenses for BGE.

**Generation total revenues (three months ended):**

	2013			2012		
	Revenues from external customers(a)	Intersegment revenues	Total Revenues	Revenues from external customers(a)	Intersegment revenues	Total Revenues
Mid-Atlantic	\$ 1,220	\$ 9	\$ 1,229	\$ 1,433	\$ (28)	\$ 1,405
Midwest	1,076	(5)	1,071	1,193	8	1,201
New England	209	(20)	189	296	32	328
New York	175	(1)	174	166	(22)	144
ERCOT	319	(4)	315	412	1	413
Other Regions(b)	246	(6)	240	219	25	244
<b>Total Revenues for Reportable Segments</b>	<b>\$ 3,245</b>	<b>\$ (27)</b>	<b>\$ 3,218</b>	<b>\$ 3,719</b>	<b>\$ 16</b>	<b>\$ 3,735</b>
Other(c)	825	27	852	46	(16)	30
<b>Total Generation Consolidated Operating Revenues</b>	<b>\$ 4,070</b>	<b>\$</b>	<b>\$ 4,070</b>	<b>\$ 3,765</b>	<b>\$</b>	<b>\$ 3,765</b>

- (a) Includes all electric sales to third parties and affiliated sales to ComEd, PECO and BGE.
- (b) Other regions include the South, West and Canada, which are not considered individually significant.
- (c) Other represents activities not allocated to a region. See text above for a description of included activities. Also includes amortization of intangible assets related to commodity contracts recorded at fair value of \$234 million and \$534 million, for the three months ended June 30, 2013 and 2012, respectively, and elimination of intersegment revenues.

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

**Generation total revenues net of purchased power and fuel expense (three months ended):**

	2013			2012		
	RNF from external customers(a)	Intersegment RNF	Total RNF	RNF from external customers(a)	Intersegment RNF	Total RNF
Mid-Atlantic	\$ 770	\$ (2)	\$ 768	\$ 911	\$ (28)	\$ 883
Midwest	687	(3)	684	756	8	764
New England	85	(35)	50	28	32	60
New York		14	14	61	(22)	39
ERCOT	143	(31)	112	118	1	119
Other Regions(b)	111	(52)	59	9	25	34
<b>Total Revenues net of purchased power and fuel expense for Reportable Segments</b>	<b>\$ 1,796</b>	<b>\$ (109)</b>	<b>\$ 1,687</b>	<b>\$ 1,883</b>	<b>\$ 16</b>	<b>\$ 1,899</b>
Other(c)	328	109	437	30	(16)	14
<b>Total Generation Revenues net of purchased power and fuel expense</b>	<b>\$ 2,124</b>	<b>\$</b>	<b>\$ 2,124</b>	<b>\$ 1,913</b>	<b>\$</b>	<b>\$ 1,913</b>

(a) Includes purchases and sales from third parties and affiliated sales to ComEd, PECO and BGE.

(b) Other regions includes the South, West and Canada, which are not considered individually significant.

(c) Other represents activities not allocated to a region. See text above for a description of included activities. Also includes amortization of intangible assets related to commodity contracts recorded at fair value of \$167 million and \$414 million for the three months ended June 30, 2013 and 2012, respectively.

**Six Months Ended June 30, 2013 and 2012**

	Generation(a)	ComEd	PECO	BGE(b)	Other(c)	Intersegment Eliminations	Exelon
<b>Total revenues(d):</b>							
2013	\$ 7,603	\$ 2,239	\$ 1,567	\$ 1,533	\$ 615	\$ (1,334)	\$ 12,223
2012	6,508	2,670	1,590	668	714	(1,494)	10,656
<b>Intersegment revenues(e):</b>							
2013	\$ 710	\$ 1	\$	\$ 8	\$ 615	\$ (1,334)	\$
2012	774	1	2	3	715	(1,494)	1
<b>Net income (loss):</b>							
2013	\$ 310	\$ 14	\$ 200	\$ 106	\$ (132)	\$	\$ 498
2012	332	129	177	(49)	(99)		490

(a) Generation includes the six power marketing reportable segments shown below: Mid-Atlantic, Midwest, New England, New York, ERCOT and Other Regions. Intersegment revenues for Generation for the six months ended June 30, 2013 include revenue from sales to PECO of

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\$238 million and sales to BGE of \$212 million in the Mid-Atlantic region, and sales to ComEd of \$266 million in the Midwest region, net of \$7 million related to the unrealized mark-to-market losses related to the ComEd swap, which eliminate upon consolidation. For the six months ended June 30, 2012 intersegment revenues for Generation include revenue from sales to PECO of \$235 million in the Mid-Atlantic region and sales to BGE of \$103 million in the Mid-Atlantic region, and sales to ComEd of \$451 million in the Midwest region, net of \$15 million related to the unrealized mark-to-market losses related to the ComEd swap, which eliminate upon consolidation.

(b) Amounts represent activity recorded at BGE from March 12, 2012, the closing date of the merger, through June 30, 2012.



**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Dollars in millions, except per share data, unless otherwise noted)**

- (c) Other primarily includes Exelon's corporate operations, shared service entities and other financing and investment activities.
- (d) For the six months ended June 30, 2013 and 2012, utility taxes of \$39 million and \$32 million, respectively, are included in revenues and expenses for Generation. For the six months ended June 30, 2013 and 2012, utility taxes of \$117 million and \$115 million, respectively, are included in revenues and expenses for ComEd. For the six months ended June 30, 2013 and 2012, utility taxes of \$64 million and \$68 million, respectively, are included in revenues and expenses for PECO. For the six months ended June 30, 2013 and period of March 12, 2012 through June 30, 2012, utility taxes of \$41 million and \$22 million, respectively, are included in revenues and expenses for BGE.
- (e) The intersegment profit associated with Generation's sale of AECs to PECO is not eliminated in consolidation due to the recognition of intersegment profit in accordance with regulatory accounting guidance. See Note 3 Regulatory Matters of the Exelon 2012 Form 10-K for additional information on AECs. For Exelon, these amounts are included in operating revenues in the Consolidated Statements of Operations.

**Generation total revenues (six months ended):**

	2013			2012		
	Revenues from external customers(a)	Intersegment revenues	Total Revenues	Revenues from external customers(a)	Intersegment revenues	Total Revenues
Mid-Atlantic	\$ 2,551	\$ 1	\$ 2,552	\$ 2,404	\$ (33)	\$ 2,371
Midwest	2,257	2	2,259	2,407	12	2,419
New England	600	(8)	592	386	35	421
New York	350	(7)	343	211	(24)	187
ERCOT	612	(4)	608	541		541
Other Regions(b)	429	36	465	294	29	323
<b>Total Revenues for Reportable Segments</b>	<b>\$ 6,799</b>	<b>\$ 20</b>	<b>\$ 6,819</b>	<b>\$ 6,243</b>	<b>\$ 19</b>	<b>\$ 6,262</b>
Other(c)	804	(20)	784	265	(19)	246
<b>Total Generation Consolidated Operating Revenues</b>	<b>\$ 7,603</b>	<b>\$</b>	<b>\$ 7,603</b>	<b>\$ 6,508</b>	<b>\$</b>	<b>\$ 6,508</b>

(a) Includes all wholesale and retail electric sales from third parties and affiliated sales to ComEd, PECO and BGE.

(b) Other regions include the South, West and Canada, which are not considered individually significant.

(c) Other represents activities not allocated to a region. See text above for a description of included activities. Also includes amortization of intangible assets related to commodity contracts recorded at fair value at the merger date of \$478 million and \$686 million, for the six months ended June 30, 2013 and 2012, respectively, and elimination of intersegment revenues.

**Table of Contents****COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollars in millions, except per share data, unless otherwise noted)

**Generation total revenues net of purchased power and fuel expense (six months ended):**

	2013			2012		
	RNF from external customers(a)	Intersegment RNF	Total RNF	RNF from external customers(a)	Intersegment RNF	Total RNF
Mid-Atlantic	\$ 1,622	\$ (10)	\$ 1,612	\$ 1,686	\$ (33)	\$ 1,653
Midwest	1,397	4	1,401	1,569	12	1,581
New England	103	(23)	80	64	35	99
New York	(16)	8	(8)	71	(24)	47
ERCOT	255	(42)	213	153		153
Other Regions(b)	122	(17)	105	19	29	48
Total Revenues net of purchased power and fuel expense for Reportable Segments	\$ 3,483	\$ (80)	\$ 3,403	\$ 3,562	\$ 19	\$ 3,581
Other(c)	6	80	86	50	(19)	31
Total Generation Revenues net of purchased power and fuel expense	\$ 3,489	\$	\$ 3,489	\$ 3,612	\$	\$ 3,612

(a) Includes purchases and sales from third parties and affiliated sales to ComEd, PECO and BGE.

(b) Other regions includes the South, West and Canada, which are not considered individually significant.

(c) Other represents activities not allocated to a region. See text above for a description of included activities. Also includes amortization of intangible assets related to commodity contracts recorded at fair value at the merger date of \$341 million and \$537 million, for the six months ended June 30, 2013 and 2012, respectively.

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**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

(Dollars in millions except per share data, unless otherwise noted)

**EXELON CORPORATION**

**General**

Exelon, a utility services holding company, operates through the following principal subsidiaries:

*Generation*, one of the largest competitive electric generation companies in the United States as measured by owned and contracted MW, physically delivers and markets power across multiple geographic regions through its customer-facing business, Constellation. Generation operates as an integrated business, leveraging its owned and contracted electric generation capacity to market and sell power to wholesale and retail supply customers. Generation's customers include distribution utilities, municipalities, cooperatives, financial institutions, and commercial, industrial, governmental, and residential customers in competitive markets. Generation also sells natural gas and renewable and other energy-related offerings, and engages in natural gas exploration and production activities.

*ComEd*, whose business consists of the purchase and regulated retail sale of electricity and the provision of distribution and transmission services in northern Illinois, including the City of Chicago.

*PECO*, whose business consists of the purchase and regulated retail sale of electricity and the provision of distribution and transmission services in southeastern Pennsylvania, including the City of Philadelphia, and the purchase and regulated retail sale of natural gas and the provision of distribution services in the Pennsylvania counties surrounding the City of Philadelphia.

*BGE*, whose business consists of the purchase and regulated retail sale of electricity and the provision of distribution and transmission services in central Maryland, including the City of Baltimore, and the purchase and regulated retail sale of natural gas and the provision of distribution services in central Maryland, including the City of Baltimore.

Exelon has nine reportable segments consisting of Generation's six power marketing reportable segments (Mid-Atlantic, Midwest, New England, New York, ERCOT and other regions in Generation), ComEd, PECO and BGE. See Note 20 Segment Information of the Combined Notes to Consolidated Financial Statements for additional information regarding Exelon's reportable segments.

Through its business services subsidiary BSC, Exelon provides its operating subsidiaries with a variety of support services at cost. The costs of these services are directly charged or allocated to the applicable operating segments. Additionally, the results of Exelon's corporate operations include costs for corporate governance and interest costs and income from various investment and financing activities.

Exelon's consolidated financial information includes the results of its four separate operating subsidiary registrants, Generation, ComEd, PECO and BGE, which, along with Exelon, are collectively referred to as the Registrants. The following combined Management's Discussion and Analysis of Financial Condition and Results of Operations is separately filed by Exelon, Generation, ComEd, PECO and BGE. However, none of the Registrants makes any representation as to information related solely to any of the other Registrants.

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**Executive Overview**

**Financial Results.** The following consolidated financial results reflect the results of Exelon for the three and six months ended June 30, 2013 compared to the same period in 2012. The financial results for the six months ended June 30, 2012 only include the operations of Constellation and BGE from the date of the merger with Constellation, March 12, 2012, through June 30, 2012. All amounts presented below are before the impact of income taxes, except as noted.

	<b>Three Months Ended June 30,</b>					<b>2012</b>	<b>Favorable</b>
	<b>2013</b>						<b>(Unfavorable)</b>
<b>Generation</b>	<b>ComEd</b>	<b>PECO</b>	<b>BGE</b>	<b>Other</b>	<b>Exelon</b>	<b>Exelon</b>	<b>Variance</b>