Commonwealth Edison Company
Docket No. 10-0467
AG/CUB Exhibit 3.2
Copies of Applicant's Responses to Discovery Requests
Referenced in the Direct Testimony of
Ralph C. Smith

****Confidential Information has been Redacted****

ICC Docket No. 10-0467

**Commonwealth Edison Company's Response to
Illinois Commerce Commission ("STAFF") Data Requests
BAP 2.01 – 2.04
Dated: July 9, 2010**

REQUEST NO. BAP 2.03:

Please provide a summary of all incentive compensation and year-end bonus plans, the costs of which are reflected in the test year revenue requirement, including the following information:

a) A description of the incentive compensation plans and year-end bonus plans, including goals and achievement levels for each plan;
b) For each plan, the employee classification (e.g., all, executives, all union, etc.) included in the plan;
c) Costs associated with each plan reflected in the test year revenue requirement;
d) Total cost of all plans;
e) Amount expensed for all plans;
f) Percentage of total cost of all plans expensed;
g) Amount capitalized for all plans;
h) Percentage of total cost of all plans capitalized; and
i) Basis for allocation, as applicable.

CORRECTED RESPONSE:

This response is a correction to BAP 2.03 submitted on July 29, 2010. In the previous response the jurisdictional LTIP – Cash amounts did not include the adjustment on C-2.6 which reduced the 2009 LTIP-Cash payout to target level. The reply to part c below has been updated with the correct amounts reflected in Schedules C-1 and B-1. This response includes the full set of attachments originally submitted but the only attachment that has been revised is the attachment labeled as BAP 2.03 CORRECTED_Attach 5.

a & b) The incentive compensation plan descriptions, including the employee classifications eligible for each, are included in attachments BAP 2.03 CORRECTED_Attach 1 through BAP 2.03 CORRECTED_Attach 4.

c) The jurisdictional costs associated with each plan are reflected in the test year revenue requirement as follows:

Plan	Expense (Sch. C-1)	Rate Base (Sch. B-1)
AIP	$23.3M	$14.4M
LTIP - Cash	$2.2M	$0.3M
LTIP - Restricted Stock	$2.1M	$0.9M

Calculations of the above amounts are shown in detail on BAP 2.03 CORRECTED_Attach 5, Pages 1-3

d thru i) The costs associated with the plans are included in BAP 2.03 CORRECTED_Attach 6.

Commonwealth Edison Company
Annual Incentive Plan Costs by FERC Account
Year 2009
(In Thousands)

Line	Account	Description	Total	ComEd President & CEO 2009 AIP	Allocator		Jurisdictional
	(A)	(B)	(C)	(D)	(E)		(F)
1	**ComEd Annual Incentive Plan - Expense**						
2	Various (1)	Handling/Clearing/Misc	1,986		81%	(2)	1,609
3	416/426	Non-Utility Expenses	216		0%		-
4	500-557	Production	98		0%		-
5	560-573	Transmission	2,290		0%		-
6	580-598	Distribution	8,951		100%		8,951
7	901-908	Customer	8,033		100%		8,033
8	920-935	Administrative and General	6,276		88.6%	(3)	5,560
9	**Total Expense**		**27,849**				**24,152**
10	**Remove AIP of ComEd Presidents and CEO from A&G (2)**			984	88.6%	(4)	871
11	**Adjusted Total Expense included in Revenue Requirement**						**23,281**
12	**ComEd Annual Incentive Plan - Capital/Rate Base**						
13	107/108	CWIP / Accum Depr	17,784		81%	(2)	14,405
14	**Total AIP Included in Rate Base**		**17,784**				**14,405**
16	**Total AIP Cost for 2009**		**45,633**				
17	**Total AIP Included in Revenue Requirement**						**37,686**

Notes:
(1) Includes Accounts 163, 184 and 186
(2) Gross Plant Allocator WPA-5, Page 3.
(3) Salaries and Wages Allocator WPA-5, Page 1.
(4) ComEd CEO and President incentive compensation was removed from the revenue requirement on WPC-1a, line 16.

Commonwealth Edison Company
LTIP - Cash By FERC Account
Year 2009
(In Thousands)

Line No.	Description	FERC Account	2009 Actual	Factor to Reduce to Target	Target	Allocator		Jurisdictional
	(A)	(B)	(C)	(D)	(E)	(F)		(G)
ComEd 2009 LTIP								
1	CWIP / Accum Depr	107/108	$ 576			81%	(1)	$ 466
2	FERC 416, 426	416,426	39			0.0%		-
3	Production	555-557	20			0.0%		-
4	Transmission Expense	560-573	618			0.0%		-
5	Distribution Expense	580-908	4,437			100.0%		4,437
6	Gen & Admin Expense	920-935	690			88.6%	(2)	612
7	ComEd LTIP Plan Expense		5,804					5,049
8	Total		$ 6,380					$ 5,515
ComEd Presidents and CEO (3)								
9	CWIP / Accum Depr	107/108	159			81%	(1)	$ 129
10	FERC 416, 426	416,426	9			0.0%		-
11	Production	555-557	5			0.0%		-
12	Transmission Expense	560-573	147			0.0%		-
13	Distribution Expense	580-908	1,053			100.0%		1,053
14	Gen & Admin Expense	920-935	369			88.6%	(2)	327
15	ComEd LTIP Plan Expense		1,583					1,380
16	Total		$ 1,742					$ 1,509
ComEd 2009 LTIP after removal of ComEd Presidents and CEO								
17	CWIP / Accum Depr	107/108	$ 417		$ 417	81%	(1)	$ 337
18	FERC 416, 426	416,426	29	(4)	17	0.0%		-
19	Production	555-557	15	(4)	9	0.0%		-
20	Transmission Expense	560-573	472	(4)	277	0.0%		-
21	Distribution Expense	580-908	3,384	(4)	1,991	100.0%		1,991
22	Gen & Admin Expense	920-935	321	(4)	189	88.6%	(2)	167
23	ComEd LTIP Plan Expense		4,222		2,483			2,158
24	Total		$ 4,638		$ 2,900			$ 2,496

Notes:
(1) Gross Plant Allocator WPA-5, Page 3.
(2) Salaries and Wages Allocator WPA-5, Page 1.
(3) ComEd CEO and President incentive compensation was removed from the revenue requirement on WPC-1a, line 16
(4) See Schedule C-2.6 for LTIP reduction to target performance level.

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BAP 2.03 CORRECTED_Attach 5
2009 RS by FERC

Commonwealth Edison Company
LTIP - Restricted Stock By FERC Account
Year 2009
(In Thousands)

Line No.	Description	FERC Account	2009 Actual	Allocator		Jurisdictional
	(A)	(B)	(C)	(D)		(E)
ComEd 2009 LTIP- Restricted Stock						
1	CWIP / Accum Depr	107/108	$ 1,106	81%	(1)	$ 896
2	FERC 416, 426	416,426	10	0.0%		-
3	Production	555-557	4	0.0%		-
4	Transmission Expense	560-573	247	0.0%		-
5	Distribution Expense	580-908	1,764	100.0%		1,764
6	Gen & Admin Expense	920-935	405	88.6%	(2)	359
7	ComEd Restricted Stock Expense		2,431			2,123
8	Total		$ 3,537			$ 3,019

Notes:
(1) Gross Plant Allocator WPA-5, Page 3.
(2) Salaries and Wages Allocator WPA-5, Page 1.

Commonwealth Edison Company
Annual Incentive and Long-term Incentive Plans
(in thousands)

Line No.	Plan Description	Employee Classifications	Plan Costs - ComEd	Amount Capitalized	Percentage Capitalized	Amount Expensed	Percentage Expensed
	(A)	(B)	(C)	(D)	(E)	(F)	(G)
1	Annual Incentive Plan	Salaried & Bargaining Unit	$ 45,633	$ 17,784	39.0%	$ 27,849	61.0%
2	Long-Term Incentive Plan - Cash	Executives	$ 6,380	$ 576	9.0%	$ 5,804	91.0%
3	Long-Term Incentive - Restricted Stock Plan	Key Management Employees	$ 3,537	$ 1,106	31.3%	$ 2,431	68.7%
4	Totals		$ 52,013	$ 18,360	35.3%	$ 33,653	64.7%

ICC Docket No. 10-0467

Commonwealth Edison Company's Response to
Illinois Commerce Commission ("STAFF") Data Requests
BAP 9.01 – 9.02
Date Received: August 5, 2010
Date Served: August 26, 2010

REQUEST NO. BAP 9.01:

Referring to the response to BAP-2.03 (Corrected), please provide the actual amounts paid out during 2010 related to 2009 incentive compensation and bonus plans, including the following details:

a) Total amount actually paid by plan and employee classification (e.g., all, executives, union, etc.);
b) Jurisdictional amount for each component of (a);
c) Percentage of (b) expensed;
d) Amount of (b) expensed;
e) Percentage of (b) capitalized;
f) Amount of (b) capitalized.

RESPONSE:

The attachment labeled as BAP 9.01_Attach 1 shows the actual amounts paid out during 2010 related to 2009 incentive compensation and bonus plans as per above.

(In 1000's)

2010 Payments for 2009 AIP Plan (1)

	2010 AIP Pmt	KPI %	Adjusted 2010 AIP Pmt	AFTER Exec Comp Exclusion on WPC-1c	W&S Allocator: 88.60% Jurisdictional	61% O&M (2)	39% Capital (2)
Executive	$ 3,868	98%	$ 3,791	$ 2,807	$ 2,487	$ 1,517	$ 970
Management (Non-Executive)	30,744	98%	$ 30,129	30,129	$ 26,694	16,283	10,411
Union	11,933	98%	$ 11,695	11,695	$ 10,361	6,320	4,041
	$ 46,545		**$ 45,614**	**$ 44,631**	**$ 39,543**	**$ 24,121**	**$ 15,422**

2010 Payments for Long Term Incentive Plans (3)

	2010 LTIP	2010 LTIP	AFTER Exec Comp Exclusion on WPC-1c	W&S Allocator: 88.60% Jurisdictional	91% O&M (2)	9% Capital (2)
Executive	$ 9,482	$ 9,482	$ 5,611	$ 4,971	$ 4,524	$ 447
Management (Non-Executive)						
Union				-	-	-
	$ 9,482	**$ 9,482**	**$ 5,611**	**$ 4,971**	**$ 4,524**	**$ 447**

2010 Common Stock distributions for vested resticted stock participants (4)

	2010 C/S Distributions	2010 C/S Distributions	W&S Allocator: 88.60% Jurisdictional	69% O&M (2)	31% Capital (2)
Executive					
Management (Non-Executive)	$ 3,752	$ 3,752	$ 3,324	$ 3,025	$ 299
Union			-	-	-
	$ 3,752	**$ 3,752**	**$ 3,324**	**$ 3,025**	**$ 299**

Notes:

(1) Substantially all of the 2010 payments were accrued in 2009.
(2) Allocation percentages presented here are based on 2009 accruals.
(3) The LTIP payments made in 2010 relate to amounts accrued for the 2007, 2008 and 2009 awards. LTIP awards vest over a one to three year period based on
(4) The RSU distributions made in 2010 relate to amounts accrued for the 2007, 2008, and 2009 awards. RSU awards generally vest over a three year period, but may vest over a shorter period depending on retirement eligibility. The shares distributed include both shares initially granted, as well as, dividends earned (in shares).

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Commonwealth Edison Company's Response to
Illinois Industrial Energy Consumers ("IIEC") Data Requests
IIEC 2.01 – 2.19
Dated: September 7, 2010
Date Served: September 24, 2010

The following questions relate to the incentive compensation programs discussed at Commonwealth Edison Exhibit 4.0, page 24, line 448 through page 27, line 530:

REQUEST NO. IIEC 2.02:

Please provide all documentation for any Annual Incentive Program (AIP) in effect during the test year or beginning in the test year. Please provide all documentation for program years subsequent to the test year. If performance measures are employed in the calculation of incentive payouts, please provide documentation detailing performance measures required for threshold level payments and target level payments.

RESPONSE:

For ComEd's 2009 Annual Incentive Plans (AIP), please refer to the attachments to ComEd's Response to ICC Staff labeled as BAP 2.03_Attach 1 and BAP 2.03_Attach 2. Please refer to the attachments labeled as IIEC 2.02_Attach 1 and IIEC 2.02_Attach 2 for the 2010 AIP documents.

ComEd®
An Exelon Company

2010 Annual Incentive Program

An informational guide to understanding ComEd's Annual Incentive Program (AIP) for ComEd employees and BSC employees who are "dedicated to" or "embedded in" ComEd (i.e., Communications, Finance [excluding the Controller group], Human Resources, Legal, IT and Supply [excluding IT or Supply dedicated to both ComEd and PECO]) and who are not covered by a collective bargaining agreement

Commonwealth Edison Company
LTIP - Restricted Stock By FERC Account
Year 2009
(In Thousands)

Line No.	Description	FERC Account	2009 Actual	Allocator		Jurisdictional
	(A)	(B)	(C)	(D)		(E)
ComEd 2009 LTIP- Restricted Stock						
1	CWIP / Accum Depr	107/108	$ 1,106	81%	(1)	$ 896
2	FERC 416, 426	416,426	10	0.0%		-
3	Production	555-557	4	0.0%		-
4	Transmission Expense	560-573	247	0.0%		-
5	Distribution Expense	580-908	1,764	100.0%		1,764
6	Gen & Admin Expense	920-935	405	88.6%	(2)	359
7	ComEd Restricted Stock Expense		2,431			2,123
8	Total		$ 3,537			$ 3,019

Notes:
(1) Gross Plant Allocator WPA-5, Page 3.
(2) Salaries and Wages Allocator WPA-5, Page 1.

What is new for ComEd in 2010

The 2010 AIP design supports the Company's cost containment objectives established in response to the current economic environment. The Company is experiencing earnings pressure as a result of near-term economic challenges driven by reduced power prices and decreased demand for electricity. The funding available for payout based on our 2010 operating budget and business plan is approximately half the size that it was in 2009. If performance exceeds our business plan, the AIP continues to allow for a maximum payout of 200% of your target incentive opportunity. Following are highlights of the key changes for 2010.

- The basic structure of the AIP, the employee target opportunity percentages, and all of the "rules" remain the same but with a modified performance and payout scale, which impacts the company performance multiplier. In 2010, a performance level called "plan" is created and represents the performance required to achieve a 50% payout. The payout scale, recalibrated under the 2010 cost containment initiatives, is intended to apply to the AIP in 2010 only. Under the 2010 performance and payout scale:
  - Threshold performance leads to a 25% payout, providing the opportunity for some level of payout in a challenging year.
  - Performance between threshold and plan will lead to a payout between 25% and 50%.
  - Performance at plan will lead to a 50% payout, compared to 100% in 2009.
  - Achievement above plan will offer a payout above 50%, up to a maximum of 200%.
- The 2010 ComEd AIP includes a feature that is called the Net Income (NI) Limiter. Under the NI Limiter, payout above plan will be limited based on ComEd's operating net income. This means that to the extent the AIP KPI performance yields a payout percentage above 50 percent, the AIP payout may be limited by operating net income performance.
- All ComEd employees, including those at the senior vice president level and above, share the same goal structure (e.g., goals and weightings).
- The Focused Initiative KPI has been expanded to include Environmental and additional Customer Focused Initiatives along with the Operations Focused Initiatives introduced last year. These initiatives are key to maintaining or improving reliability, improving customer operations, and support our environmental commitments. With the addition of customer and environmental initiatives, the weighting for this goal and the Customer Satisfaction Index has been adjusted from 10% for each KPI in 2009 to 15% and 5% respectively in 2010.

How ComEd Performance is Measured

ComEd key performance indicators are an important component of your overall AIP award. The Company uses cost and operational KPIs to measure its relative performance. These KPIs are called *Funding KPIs*, because they fund the AIP and establish the potential AIP payout available.

Funding KPIs

- Funding KPIs are made up of ComEd cost and operational KPIs. The AIP for all ComEd employees is equally weighted between cost and operational measures.
- Cost performance is measured through two KPIs: Operating & Maintenance (O&M) Expense and Capital Expenditures
- There are five operational KPIs: SAIFI, which measures the average frequency of customer outages, CAIDI, measuring the average duration of customer outages, OSHA Recordable Rate, measuring ComEd employee safety,

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Focused Initiatives & Environmental Index, measuring productivity and environmental commitment, and the Customer Satisfaction Index, measuring overall customer satisfaction.

Position [(1)]	Example	Corporate (Exelon)	Operating Company and Business Unit KPIs		
		Earnings Per Share	Operating Company Financial Measure	Cost Measure	Business Unit Operational/Financial Measures
ComEd	All Employees	-	ComEd Operating Net Income Limiter	25% ComEd O&M 25% ComEd Capital	10% ComEd SAIFI 10% ComEd CAIDI 10% ComEd OSHA Recordable Rate 15% Focused Initiatives & Environmental Index 5% Customer Satisfaction Index

[(1)] ComEd Annual Incentive Program subject to review and approval by ComEd Board of Directors

K:\AIP\2010 AIP\2010 AIP Design\[2010 KPI Goal Weights - Final_20091229.xls]ComEd

Funding KPI Performance Levels

There are three levels of performance associated with each AIP Funding KPI. These levels are:

- **Threshold**: The minimum acceptable level of performance that must be achieved for employees to receive any payout (i.e., 25 percent payout) on a Funding KPI. No payout will occur on a KPI that does not achieve a threshold level of performance.

- **Plan:** The required performance level in order to achieve 50 percent payout on a Funding KPI.

- **Distinguished:** The required performance level in order to achieve 200 percent payout (i.e., two times your target incentive opportunity) and the highest payout level available under the AIP.

Funding KPIs [1]	Threshold 25%	Plan 50%	Distinguished 200%	Goal Weight
Total O&M Expense ($M)	$679.8	$647.4	$582.7	25%
Total Capital Expenditures ($M)	$718.6	$684.4	$616.0	25%
SAIFI 2.5 Beta Method Outage Frequency [2]	1.09	0.97	0.90	10%
CAIDI 2.5 Beta Method Outage Duration [2]	95	86	83	10%
OSHA Recordable Rate	1.25	1.04	0.99	10%
Focused Initiatives & Environmental Index [3]	90%	100%	110%	15%
Customer Satisfaction Index	78	80	82	5%

[1] KPI performance scale is rounded for illustrative purposes. Performance goals and actual achievement may be carried out to additional decimal places to determine final AIP award payout.

[2] Threshold, Plan and Distinguished levels weather normalized.

[3] Performance is based on productivity level achieved, generally calculated as the percentage of actual work completed and dollars spent versus 100% of the work planned and dollars budgeted. At a minimum, 90% of each planned initiative work scope must be achieved before any incentive will be earned for this metric.

K:\AIP\2010 AIP\Communications\2010 Excel Communications Documents\[2010 ComEd KPIs for Communications.xls]ComEd AIP Funding

Net Income Limiter

- The AIP includes a feature called the Net Income Limiter that may limit payout on the AIP based on ComEd's operating net income performance. This feature ensures that any payout above plan is aligned with the company's financial performance.

- To the extent that performance on ComEd's funding KPIs yield a payout percentage greater than 50 percent, the payout will be limited by the 2010 net income as follows:

Operating Net Income	Payout %
$429M	50%
$450M	100%
$472M	150%
$496M	200%

- For operating net income amounts between payout percentages, the payout percentage will be determined by the relative distance between the two points based on operating net income.

See Examples of how the Net Income Limiter works in the chart below:

Payout Percentage				Impact of Net Income Limiter
Before Net Income Limiter Applied			After Net Income Limiter Applied	
Composite Payout of ComEd Funding KPIs	Operating Net Income		Composite Payout of ComEd Funding KPIs	
	Actual Performance	Payout % Limit		
0% (Below Threshold)	Not Applicable		0%	NI Limiter does not apply because composite payout % is ≤ 50%
30%	Not Applicable		30%	NI Limiter does not apply because composite payout % is < 50%
60%	$ 429 M	50%	50%	Payout Limited by Net Income Performance
60%	$ 450 M	100%	60%	NI Limiter does not apply because actual composite payout ≤ NI Payout Limit
110%	$ 450 M	100%	100%	Payout Limited by Net Income Performance
110%	$ 461 M	125%	110%	NI Limiter does not apply because actual composite payout ≤ NI Payout Limit
160%	$ 472 M	150%	150%	Payout Limited by Net Income Performance
160%	$ 484 M	175%	160%	NI Limiter does not apply because actual composite payout ≤ NI Payout Limit
200%	$ 496 M	200%	200%	NI Limiter does not apply because actual composite payout ≤ NI Payout Limit
200%	$ 420 M	50%	50%	Payout Limited by Net Income Performance

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Significant Event Curtailment

To ensure continued focus on critical business issues, your AIP payout may be subject to reduction if a significant adverse business event occurs. If ComEd has a Significant Event in 2010, payout on your AIP KPIs will be reviewed in light of the event and paid at zero percent to 150 percent.

A significant event is defined as a single high profile outage caused by a failure of ComEd owned or managed equipment and determined ultimately to have been caused by a human performance error or poor management attention to maintenance or upkeep of the system. An event in this category will result in negative customer and media impact, as well as significant adverse government and/or regulatory intervention or have a material adverse impact on earnings. The Significant Event gate determination will be made by the ComEd President in concert with the ComEd Chief Executive Officer, by recommendation to the ComEd Board of Directors.

Goal Weighting

- Generally, your Company Performance Multiplier (CPM) is calculated based on the financial, cost and operational KPI performance of the Operating Company/Business Unit in which you are employed on December 31, 2010.

Individual Performance Multiplier and Award Range

Once ComEd performance is determined, the amount of your individual award is determined based on your target incentive opportunity and your individual performance multiplier.

- The annual performance review process determines your individual performance multiplier (IPM) based on your individual performance and personal contribution to your team during the year. The IPM can range from 50 percent to 120 percent [(1)] or zero percent, relative to your annual performance rating on a five-point rating scale (A, B+, B, B-, C).
- Your total AIP award, after application of ComEd Funding KPIs, individual multipliers and all other adjustments, can range from zero to 200 percent of your individual target incentive opportunity.
- You will not receive an award if your year-end performance rating is “does not meet expectations” (or its equivalent), or you are placed on but do not successfully complete a performance improvement plan by year end.
- The aggregate payment of individual awards cannot exceed the total funding for all participants’ awards, as generated by Corporate and Operating Company/Business Unit performance. [(2)]

(1) The IPM range for Exelon officers and certain senior subsidiary officers is 50% to 110%.

(2) This provision does not apply to Exelon officers and certain senior subsidiary officers, since the Compensation Committee of the Board of Directors approves their awards.

When You Will Receive Your Award

You will receive your AIP award, less applicable federal, state and local tax withholding, no later than March 15, 2011.

What Happens if Your Status Changes During 2010

Status change	Impact on your award
New participant	A prorated award (1) will be calculated subject to your eligible classification on the Company's payroll for at least 31 days.
Promotion, voluntary demotion, and involuntary performance-related demotion	Your award is calculated based on the level you are in as of December 31, 2010.
Involuntary demotion that is not performance-related (e.g., organizational restructuring)	Your current year AIP award is calculated based on the level you were in prior to the demotion. Your AIP target opportunity reverts to that of your new level the following year.
Approved Leave of Absence (e.g., Family Medical Leave, qualifying military leave, paid leave of absence, or short-term disability)	Your award will not be prorated for any period of approved leave of absence while you are receiving pay on the Company's payroll, but will be prorated (1) for any unpaid leave.
Retirement (age 50 or older with 10 or more years of pension service) with no severance plan eligibility, commencement of benefits under a long-term disability plan (2) and/or unpaid leave (3), or death	A prorated award (1), (4) will be calculated subject to your eligible classification on the Company's payroll for at least 31 days.
Change in department or Business Unit or Operating Company	Your award is calculated based on the department or Operating Company/Business Unit you are in on December 31, 2010. In the case of a Company and/or pay cycle change that occurs during the final pay period of the year, your award will be calculated based on the department and Operating Company/Business Unit you were in prior to the change.
Termination for cause or resignation	You will not be eligible for any award.
Transfer or change to/from a non-exempt and/or part-time position in the organization	Your award will be calculated using your incentive-eligible earnings in each position for the period you were in that position (e.g., eligible overtime and shift premium) for 2010.
Involuntary separation or qualifying voluntary separation pursuant to a severance plan including retirement eligible employees	Eligibility and amount of award determined under applicable severance plan. Exelon Corp. Severance Benefit Plan generally provides prorated award (1), (4), subject to elimination if employee is rated "off track" or "does not meet expectations" or has been placed on but has not successfully completed a performance improvement plan (PIP).

(1) In the case of exempt full-time positions, prorated awards are calculated using the number of days you are an active employee on the payroll, divided by 365. For non-exempt and/or part-time positions, a prorated award is calculated using your incentive-eligible earnings (e.g., base pay, and eligible overtime and shift premium) for the period that you are eligible during the year.

(2) Does not include receipt of partial benefits under a long-term disability plan while continuing to work on a reduced schedule and receive pay as an active employee.

(3) Family Medical Leave and qualifying military leave are not used to prorate or otherwise reduce your annual award.

(4) Prorated award is based on a 100 percent IPM, if applicable.

Glossary of Terms

CAIDI (IEEE - 2.5 BETA METHOD) - Customer Average Interruption Duration Index (CAIDI) represents the average time in minutes required to restore service to those customers who experience a sustained outage interruption. A sustained interruption is defined as an outage greater than five minutes. This metric includes secondary and service interruptions while excluding major events, interruptions lasting 5 minutes or less in duration, and planned interruptions. Major events are defined as any day where the SAIDI, which is the product of SAIFI and CAIDI, is greater than or equal to a threshold value. The threshold value is computed using 2.5 standard deviations (beta) above the mean (alpha), based on 5 years of historic SAIDI per day data.

CUSTOMER SATISFACTION INDEX - The customer satisfaction goal will be based on ComEd's performance on the following three equally-weighted customer satisfaction metrics: ACSI Proxy, Contact Center Satisfaction and New

Business Satisfaction. The ACSI Proxy is a combined measure of residential, small business and large business customer satisfaction. The residential component of the ACSI Proxy is the University of Michigan ACSI. The small business and large business components are based on telephone and web-administered surveys conducted by ComEd's research supplier. The score for each customer segment is based on the results from three survey questions: overall satisfaction, meeting expectations, and closeness to the ideal energy utility company. The score for ComEd and for each customer segment represents an index on a 0-100 scale; it is not a percentage. This metric is reported quarterly. Under the 2010 AIP, ACSI Proxy scores will be computed quarterly and based on the results of surveys conducted during the twelve-month period ending December 31, 2010.

Contact Center Satisfaction is the percent of customers satisfied with the service received during a call to the ComEd Customer Care Centers. The score is based on the results of telephone-administered surveys of randomly-selected residential and small business customers who recently phoned the company. It is measured as the percent of survey respondents who are "satisfied" (% 6-10 ratings) on a 0-10 scale, where 0 is "extremely dissatisfied" and 10 is "extremely satisfied." The surveys include all types of transactions (e.g., billing, credit, outage, turn on/off) handled by the Voice Response Unit or a Customer Service Representative. The score for each quarter is the average of the residential and small business scores, weighted by each segment's percent of total calls during the quarter. This metric is reported quarterly. Under the 2010 AIP, Contact Center Satisfaction scores will be computed quarterly and based on the results of surveys for the twelve-month period ending December 31, 2010.

New Business Satisfaction is the percent of customers satisfied overall with ComEd’s performance on projects completed by New Business. The score is based on the results of a mail-administered survey. It is measured as the percent of survey respondents who are “somewhat satisfied” and “very satisfied” using a 5-point scale, ranging from “very dissatisfied” to “very satisfied." This metric is tracked monthly. Under the 2010 AIP, New Business Satisfaction scores will be computed every three months and based on the results of surveys for the twelve-month period beginning December 1, 2009 and ending November 30, 2010.

FOCUSED INITIATIVES & ENVIRONMENTAL INDEX - These are the collection of specific work plan objectives that are either key to maintaining or improving reliability, are key to improving customer operations or support our environmental commitments. The Focused Initiatives and Environmental Index include: 2010 Summer Critical Program, Top Priority Circuit Program, Underground (URD) Cable Program, Distribution Automation, Substation Transformer Maintenance Template Program, Vegetation Management for Distribution and Transmission Program, Revenue Protection Initiative, Smart Meter Customer Satisfaction, Customer Service Technology Improvements, GHG Net Emissions, Net MWhs Saved (EEPS) and Dollars/KWh (EEPS).

A productivity measure for the Operations and Revenue Protection Initiatives will be calculated for each initiative to compare the percentage of work completed and dollars expended versus 100% of the work planned and the dollars budgeted. In addition, a threshold completion level of 90% of planned work for each initiative separately will be imposed before incentives apply to ensure that requisite levels of work are completed during the year on all initiatives. Budgeted and actual spend will be based on the Direct costs attributable to each initiative. Direct costs exclude allocated overhead costs that are attributable to each initiative {i.e. General & Administrative (WFR), Capitalized Overheads (A&G), Department Overhead (DOV), etc.}.

Achievement of the Customer Focused Initiatives and Environmental Index is measured as a simple average of the percent of each goal to Plan.

OPERATING NET INCOME - Generally Accepted Accounting Principles (GAAP) Net Income, excluding other exclusions determined by Exelon Corporate Finance.

OSHA RECORDABLE RATE - The criteria for measurement is recordable incidents, including every occupational death and every non-fatal occupational injury which involves one or more of the following: loss of consciousness, restriction of work or motion, transfer to another job, or medical treatment (not first aid). This metric is calculated based on the exposure of 100 full-time workers, using 200,000 hours as the equivalent. (Total of OSHA cases X 200,000 / Total Hours Worked).

SAIFI (IEEE 2.5 BETA METHOD) - System Average Interruption Frequency Index (SAIFI) indicates how often the average customer experiences a sustained interruption over a predefined period of time. A sustained interruption is defined as an outage greater than five minutes. This metric includes secondary and service interruptions while excluding major events, interruptions lasting 5 minutes or less in duration, and planned interruptions. Major events are defined as any day where the SAIDI, which is the product of SAIFI and CAIDI, is greater than or equal to a threshold value. The threshold value is computed using 2.5 standard deviation (beta) above the mean (alpha), based on 5 years of historic SAIDI per day data.

TOTAL CAPITAL EXPENDITURES - Capital expenditures, as defined in the capitalization policy. This metric includes functional group costs for embedded functions and BSC transactional costs, but excludes BSC corporate allocation costs (i.e. Supply), pensions, other post-retirement employee benefits (OPEB), fringe employee benefits (including incentive payments and severance), and incremental weather-related restoration costs incurred for major storms wherein 10% or more of the System-wide customers are affected, as defined by Procedure OP-ED 1114. The exclusion for storm costs may be denied by recommendation of the ComEd CEO to the Exelon CEO within 30 days of completion of the storm if the restoration response is deemed to be inadequate.

This metric will also exclude costs within Capital that are cash-flow neutral to ComEd, including but not limited to: AFUDC, etc. In addition it will exclude $83M of incremental transmission spend approved at the 1/12/10 EC Meeting.

TOTAL OPERATING AND MAINTENANCE (O&M) EXPENSE - This metric includes functional group costs for embedded functions and BSC transactional costs, but excludes BSC corporate allocation costs (i.e. Executive Services), pensions, other post-retirement employee benefits (OPEB), fringe employee benefits (including incentive payments and severance), bad debt expenses, incremental weather-related restoration expenses incurred for major storms wherein 10% or more of the System-wide customers are affected, as defined by Procedure OP-ED 1114, and other exclusions from GAAP Net Income that originated in O&M, as determined by Exelon Corporate Finance. The exclusion for storm costs may be denied by recommendation of the ComEd CEO to the Exelon CEO within 30 days of completion of the storm if the restoration response is deemed to be inadequate.

This metric will also exclude costs within O&M that are offset elsewhere within net income for ComEd, including but not limited to: Energy Efficiency and Demand Response Adjustment Rider (Rider EDA), Supply Administration Charge Rider (Rider SAC-PE), Temporary Services, IPP Interconnection studies, mutual assistance provided to another company for storm restoration, consulting fees related to tax and legal settlements.

Important Information:

- This informational guide is intended to provide an overview of the 2010 ComEd Annual Incentive Program. In the event of any inconsistency between this guide and the formal program document, the formal document will control.
- The ComEd CEO and Board of Directors, in the exercise of their sole discretion, reserve the right to adjust the amount of awards payable or make modifications to the program, if business circumstances warrant an adjustment. In addition, the program may be amended at any time by action of the CEO or the Board of Directors and may be terminated at any time by action of the Board of Directors.
- No portion of an award shall be considered earned prior to the last day of the year.

Questions?

Contact your Human Resources Generalist.

Award Calculation – For Illustrative Purposes Only

Refer to the following page for an example of an AIP calculation for an exempt employee who has an incentive-eligible salary of $70,000 and a target incentive opportunity of 15 percent. The target incentive opportunity amount is $10,500 ($70,000 x 15 percent). The example assumes that the Significant Event Curtailment does not apply. This sample provides three examples of the Individual Performance Multiplier (IPM) application, under Step 3 of the calculation.

CRC 0025658

Sample 2010 Award Calculation

Step 1: Determine the company performance multiplier (CPM):

Step 1A - Calculate the performance of ComEd Funding KPIs

	ComEd Funding KPIs	Goal Weight	x	KPI Performance / Payout %	=	Preliminary Weighted Payout % (Goal Weight x Payout %)
25% Funding on ComEd O&M Expense KPI	ComEd O&M Expense	25%		50.0%		12.5%
25% Funding on ComEd Capital Spend KPI	ComEd Capital Expenditures	25%		60.0%		15.0%
50% Funding on ComEd Operational KPIs	ComEd Operational KPIs					
	ComEd SAIFI (outages per customer)	10%		55.0%		5.5%
	ComEd CAIDI (minutes)	10%		55.0%		5.5%
	ComEd OSHA Recordable Rate	10%		75.0%		7.5%
	Focused Initiatives & Environmental Index	15%		60.0%		9.0%
	Customer Satisfaction Index	5%		60.0%		3.0%
	Total ComEd Funding KPI Performance	100%				58.0%

Step 1B - Apply Significant Event Curtailment, if applicable, to the Total Funding KPI Payout. In this case, no curtailment has occurred.

Company Performance Multiplier (CPM)	Company Performance Multiplier	58.0%

Step 1C - Apply Net Income (NI) Limiter. In this example, the ComEd Funding KPI performance is greater than the 50% payout level and Operating Net Income is $439.5M, limiting the payout to 75%.

Apply NI Limiter

In this example, the NI Limiter does not impact the payout because the actual composite payout % is ≤ the NI Payout Limit

Net Income Payout Limit	ComEd Funding KPI Payout % before NI Limiter	=	ComEd Funding KPI Payout % After Application of NI Limiter
75.0%	58.0%	→	58.0%

Step 2: Calculate the base award:

Step 2 - Multiply the target incentive opportunity of $10,500 by the Final CPM

Example: Employee's AIP eligible earnings is $70,000 with a 15% target incentive opportunity. The target incentive opportunity amount is $70,000 x 15% = $10,500.

	Target Incentive Opportunity	x	CPM	=	Preliminary AIP Award
Preliminary AIP Award	$10,500		58.0%		$6,090

Step 3: Apply the individual performance multiplier (IPM) to the base award to determine the final AIP award:

Step 3 - Multiply the base award by the IPM. The IPM can range between 50% and 120%.

		Preliminary AIP Award	x	IPM	=	Final AIP Award
IPM Example 1 - Final AIP Award	IPM Example 1 - the employee's IPM is 90%	$6,090		90%		$5,481
IPM Example 2 - Final AIP Award	IPM Example 2 - the employee's IPM is 100%	$6,090		100%		$6,090
IPM Example 3 - Final AIP Award	IPM Example 3 - the employee's IPM is 110%	$6,090		110%		$6,699

2/19/2010 18:31 K:\AIP\2010 AIP\Communications\2010 Excel Communications Documents\[2010 AIP Calculation Examples.xls]ComEd Brochure

ComEd 2010 Annual Incentive Program Summary

ComEd
An Exelon Company

Overview for ComEd employees represented by IBEW Local 15* (includes Supply)

*Eligibility to participate in the AIP is based solely to the extent provided in the applicable collective bargaining agreement.

What is new for ComEd in 2010

The 2010 AIP design supports the Company's cost containment objectives established in response to the current economic environment. The Company is experiencing earnings pressure as a result of near-term economic challenges driven by reduced power prices and decreased demand for electricity. The funding available for payout based on our 2010 operating budget and business plan is approximately half the size that it was in 2009. If performance exceeds our business plan, the AIP continues to allow for a maximum payout of 200% of your target incentive opportunity. Following are highlights of the key changes for 2010.

- The basic structure of the AIP, the employee target opportunity percentages, and all of the "rules" remain the same but with a modified performance and payout scale, which impacts the company performance multiplier. In 2010, a performance level called "plan" is created and represents the performance required to achieve a 50% payout. The payout scale, recalibrated under the 2010 cost containment initiatives, is intended to apply to the AIP in 2010 only. Under the 2010 performance and payout scale:
    - "Threshold" performance level leads to a 25% payout, providing the opportunity for some level of payout in a challenging year.
    - Performance between threshold and plan will lead to a payout between 25% and 50%.
    - Performance at plan will lead to a 50% payout, compared to 100% in 2009.
    - Achievement above plan will offer a payout above 50%, up to a maximum of 200%.
- The 2010 ComEd AIP includes a feature that is called the Net Income (NI) Limiter. Under the NI Limiter, payout above plan will be limited based on ComEd's operating net income. This means that to the extent the AIP KPI performance yields a payout percentage above 50 percent, the AIP payout may be limited by operating net income performance.
- All ComEd employees, including those at the senior vice president level and above, share the same goal structure (e.g., goals and weightings).
- The Focused Initiative KPI has been expanded to include Environmental and additional Customer Focused Initiatives along with the Operations Focused Initiatives introduced last year. These initiatives are key to maintaining or improving reliability, improving customer operations, and support our environmental commitments. With the addition of customer and environmental initiatives, the weighting for this goal and the Customer Satisfaction Index has been adjusted from 10% for each KPI in 2009 to 15% and 5% respectively in 2010.

Funding KPIs [1]	Threshold 25%	Plan 50%	Distinguished 200%	Goal Weight
Total O&M Expense ($M)	$679.8	$647.4	$582.7	25%
Total Capital Expenditures ($M)	$718.6	$684.4	$616.0	25%
SAIFI 2.5 Beta Method Outage Frequency [2]	1.09	0.97	0.90	10%
CAIDI 2.5 Beta Method Outage Duration [2]	95	86	83	10%
OSHA Recordable Rate	1.25	1.04	0.99	10%
Focused Initiatives & Environmental Index [3]	90%	100%	110%	15%
Customer Satisfaction Index	78	80	82	5%

[1] KPI performance scale is rounded for illustrative purposes. Performance goals and actual achievement may be carried out to additional decimal places to determine final AIP award payout.

[2] Threshold, Plan and Distinguished levels weather normalized.

[3] Performance is based on productivity level achieved, generally calculated as the percentage of actual work completed and dollars spent versus 100% of the work planned and dollars budgeted. At a minimum, 90% of each planned initiative work scope must be achieved before any incentive will be earned for this metric.

Award Formula

Employee's Incentive-Eligible Salary	X	Target Incentive Opportunity Percentage	X	Company Performance Multiplier (CPM)	=	AIP Award Amount
• Cumulative Base Pay • Overtime • Certain premiums		• 4% of Eligible Earnings		• 50% ComEd cost KPIs • 50% ComEd operational KPIs • 100% subject to Significant Event Curtailment		

Net Income Limiter

▪ The AIP includes a feature called the Net Income Limiter that may limit payout on the AIP based on ComEd's operating net income performance. This feature ensures that any payout above plan is aligned with the company's financial performance.

▪ To the extent that performance on ComEd's funding KPIs yield a payout percentage greater than 50 percent, the payout will be limited by the 2010 net income as follows:

Operating Net Income	Payout %
$429M	50%
$450M	100%
$472M	150%
$496M	200%

▪ For operating net income amounts between payout percentages, the payout percentage will be determined by the relative distance between the two points based on operating net income.

See Examples of how the Net Income Limiter works in the chart below:

Payout Percentage				Impact of Net Income Limiter
Before Net Income Limiter Applied			After Net Income Limiter Applied	
Composite Payout of ComEd Funding KPIs	Operating Net Income Actual Performance	Operating Net Income Payout % Limit	Composite Payout of ComEd Funding KPIs	
0% (Below Threshold)	Not Applicable		0%	NI Limiter does not apply because composite payout % is ≤ 50%
30%	Not Applicable		30%	NI Limiter does not apply because composite payout % is < 50%
60%	$ 429 M	50%	50%	Payout Limited by Net Income Performance
60%	$ 450 M	100%	60%	NI Limiter does not apply because actual composite payout ≤ NI Payout Limit
110%	$ 450 M	100%	100%	Payout Limited by Net Income Performance
110%	$ 461 M	125%	110%	NI Limiter does not apply because actual composite payout ≤ NI Payout Limit
160%	$ 472 M	150%	150%	Payout Limited by Net Income Performance
160%	$ 484 M	175%	160%	NI Limiter does not apply because actual composite payout ≤ NI Payout Limit
200%	$ 496 M	200%	200%	NI Limiter does not apply because actual composite payout ≤ NI Payout Limit
200%	$ 420 M	50%	50%	Payout Limited by Net Income Performance

Significant Event Curtailment

To ensure continued focus on critical business issues, your AIP payout may be subject to reduction if a significant adverse business event occurs. If ComEd has a Significant Event in 2010, payout on your AIP KPIs will be reviewed in light of the event and paid at zero percent to 150 percent.

A significant event is defined as a single high profile outage caused by a failure of ComEd owned or managed equipment and determined ultimately to have been caused by a human performance error or poor management attention to maintenance or upkeep of the system. An event in this category will result in negative customer and media impact, as well as significant adverse government and/or regulatory intervention or have a material adverse impact on earnings. The Significant Event gate determination will be made by the ComEd President in concert with the ComEd Chief Executive Officer, by recommendation to the ComEd Board of Directors.

What Happens if Your Status Changes During 2010

Status change	Impact on your award
New participant	A prorated award [1] will be calculated subject to your eligible classification on the Company's payroll for greater than three (3) continuous months of service as of December 31, 2010.
Promotion or demotion	Your award is calculated based on the level you are in as of December 31, 2010.
Approved Leave of Absence (e.g., Family Medical Leave, qualifying military leave, paid leave of absence, or short-term disability)	Your award will not be prorated for any period of approved leave of absence while you are receiving pay on the Company's payroll, but will be prorated for any unpaid leave.
Retirement (age 50 or older with 10 or more years of pension service) with no severance plan eligibility, unpaid leave [2], or death	A prorated award [1] will be calculated subject to your eligible classification on the Company's payroll for at least 31 days.
Change in department or Business Unit or Operating Company	Your award is calculated based on the department or Operating Company/Business Unit you are in on December 31, 2010. In the case of a Company and/or pay cycle change that occurs during the final pay period of the year, your award will be calculated based on the department and Operating Company/Business Unit you were in prior to the change.
Termination for cause or resignation	You will not be eligible for any award.
Transfer or change to/from a non-exempt and/or part-time position in the organization	Your award will be calculated using your incentive-eligible earnings in each position for the period you were in that position (e.g., eligible overtime and shift premium) for 2010.
Involuntary separation or qualifying voluntary separation pursuant to a severance plan including retirement eligible employees	Eligibility and amount of award determined under applicable severance plan.

(1) In the case of represented positions, a prorated award is calculated using your incentive-eligible earnings (e.g., base pay, and eligible overtime and shift premium) for the period that you are eligible during the year.

(2) Does not include receipt of partial benefits under a long-term disability plan while continuing to work on a reduced schedule and receive pay as an active employee.

This program is designed to reasonably insure that customers receive the benefits of reduced expenses and greater efficiencies in operations by putting a portion of employees' compensation at risk. It also ensures that employees are properly recognized when their efforts result in superior performance for customers.

Important Information

- This informational guide is intended to provide an overview of the 2010 ComEd Annual Incentive Program. In the event of any inconsistency between this guide and the formal program document, the formal document will control.
- The ComEd CEO and Board of Directors, in the exercise of their sole discretion, reserve the right to adjust the amount of awards payable or make modifications to the program, if business circumstances warrant an adjustment. In addition, the program may be amended at any time by action of the CEO or the Board of Directors and may be terminated at any time by action of the Board of Directors.
- No portion of an award shall be considered earned prior to the last day of the year.

Questions?

Contact your Human Resources Generalist.

ICC Docket No. 10-0467

Commonwealth Edison Company's Response to
People of the State of Illinois ("AG") Data Requests
AG 6.01 – 6.32
Date Received: September 16, 2010
Date Served: October 7, 2010

REQUEST NO. AG 6.20:

Ref: Schedule WPC-2.1 (Wage Rate Increases). ComEd proposes pro-forma adjustments increasing expenses for "estimated 2010 Salary and Wage Increase" amounts in WPC-2.1, with management wage rates increased 3 percent and IBEW Local 15 wages increased 4 percent according to the footnotes on WPC-2.1. Please provide the following information:

a. Explain whether ComEd believes that its actual wage costs are higher in 2010 than in the comparable amounts in 2009 when consideration is given to the number of employees as well as to wage rate levels.
b. Provide monthly actual recorded wage costs for each month of 2009 and 2010, showing the distribution between expense, capital and other accounts in each month.
c. Provide all additional information and explanations required to reconcile the total of monthly 2009 data in your response to part (b) to the "2009 Base Payroll" amounts shown in Schedule WPC-2.1, column (C).
d. Confirm whether or not IBEW Local 15 employees actually received the 4% increase on April 1, 2010 that is set forth in AG 1.17, Attachment 1.
e. Provide and explain the effective date(s) for each management wage rate increase that has occurred in 2009 and 2010, to date.
f. Explain all steps taken by or on behalf of ComEd to recognize current economic conditions, unemployment rates and labor market conditions in its analysis and negotiations associated with the granted union and non-union wage rate increases.
g. Provide complete copies of all studies, reports, analyses, workpapers and other documents associated with the efforts described in your response to part (f).

RESPONSE:

a) See the attachment labeled as AG 6.20 Attach 01 for a comparison of projected 2010 wage costs to 2009 actual costs.

b) See the attachment labeled as AG 6.20_Attach 01.

c) See the attachment labeled as AG 6.20_Attach 01

d) Confirmed. The IBEW Local 15 wage rate increase went into effect on April 1, 2010.

e) Management wage rate increases went into effect on March 1, 2009 and March 1, 2010.

f) The 2010 union wages increase was the result of negotiations between ComEd and International Brotherhood of Electrical Workers Local 15 that took place in 2008. In October 2008, ComEd and IBEW reached an agreement for a five (5) year contract extension that took effect on October 1, 2008 through September 30, 2013. The 4% increase reflected on WBC-2.1 was included in that agreement. See the attachment to ComEd's Data Request Response to AG 1.17 labeled as AG 1.17_Attach 1 for additional information.

For non-union wages, ComEd announced 2010 compensation changes at the end of 2009 in response to the economic environment. These include salary freezes in 2010 for executives, reductions in 401 (k) match provisions, and 2010 reductions to Long-term incentive plans. See the attachment labeled as AG 6.20_Attach 02 for a fact sheet that was provided to employees. As part of the normal process of analyzing compensation, ComEd utilized publicly available surveys and relevant publications related to salary budgets and incentives. A representative sample of those publications and surveys are included in the attachments labeled as follows: AG 6.20_Attach 03, AG 6.20_Attach 04, AG 6.20_Attach 05, AG 6.20_Attach 06, AG 6.20_Attach 07, AG 6.20_Attach 08, AG 6.20_Attach 09 and AG 6.20_Attach 10. ComEd also relies on a series of salary surveys to determine the amount needed in the market place to attract and retain qualified personnel which is discussed in ComEd's Data Request Response to IIEC 2.19.

g) See ComEd's response to subpart (f).

Exelon Corporation
Compensation and Benefits Fact Sheet
December 2009

On Dec. 2, 2009, Exelon Corporation announced changes to its 2010 compensation and benefits. Following is a brief summary of the changes, by category.

For all employees*

Area	Description of 2010 Changes
Salary	• All employees except executives are eligible for a salary increase in 2010. • Increases take effect in March 2010 and will depend on each employee's current pay and performance. • All executive salaries (vice president and above) will be frozen for 2010.
Annual Incentive Program (AIP)	• 2010 AIP payouts (payable in **February 2011**) will pay as follows: o If Exelon achieves its earnings per share (EPS) and key performance indicator (KPI) goals, the AIP plan will pay out at 50% of target, compared to 100% today. o If we achieve between threshold and meeting our goals, the payout will be between 25% and 49% of target. Achievement above plan will offer a payout above 50%, up to a maximum of 200%. • The ComEd AIP plan, while not tied to EPS, will operate in a similar fashion and pay out at 50% of target upon achievement of its business plan. • **Important: this change does not affect 2009 AIP payouts, which will be made in February 2010 and are based on 2009 targets and performance**.
401(k)	• Under the new matching contribution formula, for each dollar an employee contributes up to 5% of base salary, (1) the company will provide a fixed match of 60 cents on the dollar (for a maximum fixed match of 3% of salary) and (2) the employee will be eligible to receive an additional, profit-sharing match of up to 60 additional cents on the dollar (for a maximum potential profit-sharing match of 3% of salary) based on attainment of EPS goals. • As long as you contribute 5% each payroll period, you will maximize both the fixed match and any profit-sharing match.

For key managers and VPs

Area	Description of 2010 Changes
Key Manager Restricted Stock	• Key managers will see an approximate 33% reduction in the 2010 grant value of restricted stock.
Long-Term Incentive Awards	• Executives will see an approximate 33% reduction in the 2010 award value of Long-Term Incentive (LTI) awards under the Exelon and ComEd programs.

***Exceptions**: Salary and 401(k) changes cited above exclude represented employees and non-represented craft employees (including embedded BSC craft employees).

ICC Docket No. 10-0467

Commonwealth Edison Company's Response to
Illinois Industrial Energy Consumers ("IIEC") Data Requests
IIEC 2.01 – 2.19
Dated: September 7, 2010
Date Served: September 27, 2010

The following questions relate to the incentive compensation programs discussed at Commonwealth Edison Exhibit 4.0, page 24, line 448 through page 27, line 530:

REQUEST NO. IIEC 2.08:

Please provide a complete copy of plan documentation and report describing its Long-Term Incentive Program ("LTIP") for the test year and any subsequent revisions to program documents.

RESPONSE:

For ComEd's 2009 Long-Tem Incentive Plans (LTIP), please refer to the attachments to ComEd's Corrected Response to ICC Staff Data Request BAP 2.03 labeled as BAP 2.03 Corrected_Attach 3 and BAP 2.03 Corrected_Attach 4. Please refer to the attachments labeled as IIEC 2.08_Attach 1 and IIEC 2.08_Attach 2 for the 2010 LTIP documents.

ComEd
An Exelon Company

ComEd Long-Term Incentive Program
2010 - 2012 Program Summary
And 2010 Milestones

Program Approach

- Consistent with the Illinois Commerce Commission's determination that only compensation for metrics that are tied to customer benefits are recoverable in rates, the ComEd Long-Term Incentive Program ("LTIP") for the 2010-2012 performance cycle is based on ComEd's executives' ability to meet certain operational and cost control metrics over time. These metrics tie to consumer benefits by resulting in lower rates than would otherwise exist, as well as high performance.
- Quantitative measures are provided as proxies for measuring progress toward goals outlined in the business plan. These measures encompass cost control, operational goals, employee engagement and environmental goals for the three-year period.
- Because compensation above target is not recoverable in rates, any payout above 100% will be consistent with Exelon long-term incentive award levels. In addition, the total ComEd LTIP payout may be modified at the discretion of the ComEd Chairman and CEO and Board of Directors, based on the overall performance of the Company and the prevailing economic environment at the time of the award.

Who Is Eligible

Officers and executives of ComEd are eligible to participate. Awards are based on actual results and the number of days in an eligible position.

How the Program Works

- Individual long-term incentive target values in the ComEd LTIP are aligned to individual Exelon target values for similar roles.
- An award pool equal to the total of the annual target awards is established at the beginning of each year of the three-year performance cycle to address changes in participation and market conditions.
- The Board evaluates performance/progress toward goals each year and determines the award between 0 and 200 percent of the annual target award.
- Awards will be paid in cash, net of applicable withholding taxes, upon vesting.
- The first third of the award is paid out at time of grant; the other two-thirds vest ratably over the following two years, subject to continued employment.

2010 – 2012 Performance Cycle Goals

Measures encompass cost control, operational goals, employee engagement and environmental goals for the three-year period.

Long-Term Incentive Program Goals	Weight	Performance Cycle Target
ComEd Total Cost (O&M and Capital)	25%	ComEd will manage its costs such that controllable Total Costs remain relatively flat year over year out to 2013.
ComEd SAIFI, CAIDI, and OSHA Recordable	25%	By year-end 2012 ComEd actual SAIFI should be within 1st quartile performance. Actual ComEd CAIDI should be within 2nd quartile while striving towards 1st quartile performance. ComEd OSHA actual should be within 1st quartile performance.
Operational Performance Index (OPI)	15%	Implement OPI by year-end 2011 and fully integrate into our operational and financial processes for unit cost management and efficiencies by year-end 2012.
Employee Engagement Index / Employee Communication Index	10%	Increase Employee Engagement 2% each year / Develop Employee Communication Index, establish baseline and stretch goals each year.
Meet ComEd Goals related to Exelon 2020	25%	By 2013, ComEd will meet or exceed each of its annual commitments to support Exelon 2020.

2010 Milestones

The first year milestones are shown on the chart below.

Long-Term Incentive Program Goals	Year 1 Milestones
ComEd Total Cost (O&M and Capital)	ComEd Total Cost[1] at $1,331.8M (Threshold: $1,398.4 / Distinguished: $1,198.7)
ComEd SAIFI, CAIDI, and OSHA Recordable	ComEd SAIFI 2.5 Beta Method[2] - 0.97 (Threshold: 1.09 / Distinguished: 0.90)
	ComEd CAIDI 2.5 Beta Method[2] - 86 (Threshold: 95 / Distinguished: 83)
	OSHA Recordable - 1.04 (Threshold: 1.25 / Distinguished: 0.99)
Operational Performance Index (OPI)	Complete IT Project work and begin assessment of current performance metrics
Employee Engagement Index / Employee Communication Index	Employee Engagement Index - 68% / Employee Communication Index - Establish a Baseline Index and Targets
Meet ComEd Goals related to Exelon 2020	• Achieve GHG Net Emissions of 56,550 metric tons 2010 • Achieve ISO 14001 Certification in 2010 • Smart Grid Goal: Complete implementation of smart meter pilot in our service territories. Assess results and customer satisfaction levels. Evaluate broader smart grid implementation.

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[1] As defined in the AIP plan

[2] Consistent with the Annual Incentive Program (AIP), CAIDI and SAIFI goal targets were established using the IEEE 2.5 Beta Method. ComEd (and IEEE) believes the 2.5 Beta Method is a better indicator of normal operations.

Payout and Vesting Schedules – Illustrative Example

Actual award payable for each year in the performance cycle can range from 0% to 200%.

One-third of the award is paid out when awarded; the remaining two-thirds vests over the next two years.

Three-Year Performance Cycle

Award Payout and Vesting Schedule	For 2010	For 2011	For 2012
Step 1			
Annual Target Award	$100,000	$100,000	$100,000
Step 2			
Target Award Adjusted based on Goal Performance through year-end as determined by the Board	x 95.00% **$95,000**	x 115.00% **$115,000**	x 170.00% **$170,000**
Step 3			
One-third is paid out when awarded; Remaining two-thirds vests over the next two years	$31,666 in Jan 2011 $31,667 in Jan 2012 $31,667 in Jan 2013 **$95,000**	$38,333 in Jan 2012 $38,333 in Jan 2013 $38,333 in Jan 2014 **$114,999**	$56,667 in Jan 2013 $56,667 in Jan 2014 $56,667 in Jan 2015 **$170,001**

Three-Year Award Payout Schedule

Measurement Period	2010	2011	2012
Year Award is Paid	**2011**	**2012**	**2013**
Portion of Award Paid	- 1st third of 2010 award	- 2nd third of 2010 award - 1st third of 2011 award	- 3rd third of 2010 award - 2nd third of 2011 award - 1st third of 2012 award

\\Cwe\.CCCCLSTR2_VOL3.CCC.NILS.COR.EXELON\DATA\COMP_PLN\LTIP\ComEd\communication\[2010-2012Embedded Files ComEd LTI Example.xls]Sample Payout and Vesting

Special Situations

Status Change	Impact on Your Award
New participant (New hire or promotion to an eligible position)	Your award will be prorated based on actual results and the number of days you were in an eligible position.
Demotion from an eligible position	Your outstanding awards will vest normally, contingent upon continued employment with the Company. Your award will be prorated based on actual results and the number of days you were in an eligible position during that year. You will not be eligible for future awards.
Promotion or demotion within eligible positions with different targets	Your outstanding awards vest normally, contingent upon continued employment with the Company. Your current year award will be based on actual results and number of days in each eligible position.
Termination by reason of involuntary separation (other than for cause), long term disability, death or normal or early retirement under the terms of the applicable qualified or non-qualified pension plan (minimum of age 50 and 10 years of service)	Your outstanding awards subject to accelerated vesting in accordance with terms and conditions of applicable severance plan. Eligible to receive a prorated current year award based on actual results and number of days as an active participant in the program. Post-separation payments to certain senior executives may be subject to a six-month waiting period.
Unpaid leave of absence	Your outstanding awards vest normally, contingent upon continued employment with the Company. Eligible to receive a prorated current year award based on actual results and number of days as an active employee
Termination for cause or voluntary separation	You will forfeit any non-vested awards; not eligible for current year award.
Transfer to or from an eligible position, or to or from an affiliate	Outstanding awards vest normally, contingent upon continued employment with the Company. Eligible to receive a prorated current year award based on actual results and number of days in each eligible position.
Change-in-control	Outstanding awards vest upon “double trigger” (i.e. involuntary separation or “good reason” termination) event in accordance with terms and conditions of applicable severance plan. Post-separation payments to certain senior executives may be subject to a six-month wait.

Awards are made under, and subject to the terms and conditions of, the Commonwealth Edison Company Long-Term Incentive Plan.

2010 Key Manager Restricted Stock Award Program Summary

Program Objectives

The 2010 Key Manager Restricted Stock Award Program (the "Program") provides restricted stock units ("Restricted Stock") to individuals in select positions who play key roles in supporting Exelon's financial and operational success and whose retention is critical to long-term succession. This long-term incentive ("LTI") program is an important component of Exelon's total compensation package for key managers, which is benchmarked and aligned with the best practices of high-performing energy services companies and general industry firms.

Eligibility

Directors and managers ("Key Managers") and select other employees are eligible to be considered for awards under the Program.

How Target Opportunities are Determined

At the Compensation Committee's direction, Exelon conducts an annual compensation study to identify competitive market trends and assess the value of the various compensation components provided by the company relative to the value provided for similar positions in high-performing energy services and capital-intensive general industry companies.

Market trends reflect minimal change to LTI values and participant eligibility. Accordingly, the value of target opportunities for 2010 will be similar to the value of target opportunities in 2009 for all LTI participants. With the decrease in Exelon's stock price, additional target shares are required to deliver the same value.

How You Will Receive Your Award

Restricted Stock grants are awarded based on an employee's position, performance, and the expected value of the award.

Generally, awards issued under the Program are paid in shares of Exelon common stock and vest incrementally over three years, subject to your continued employment. One-third of your award will vest on the date the Compensation Committee holds its first meeting (usually in January) in each of 2011, 2012 and 2013. Restricted Stock will earn dividend equivalents while vesting, which will be reinvested in additional shares and payable upon vesting. Upon vesting, you will receive payment in shares, net of tax withholding.

What Happens if Your Status Changes

Status change	Impact on your award
New participant (New hire or promotion to an eligible position)	You may receive future Restricted Stock awards.
Demotion from an eligible position	Your non-vested awards vest normally, contingent upon continued employment with the Company. No future Restricted Stock awards will be granted.
Promotion or demotion within eligible positions with different targets	Your non-vested awards vest normally, contingent upon continued employment with the Company. You may receive future Restricted Stock awards based on the target opportunities established for your new position.
Termination by reason of long term disability, death or normal or early retirement under the terms of the applicable qualified or non-qualified pension plan (minimum of age 50 and 10 years of service)	Your non-vested awards will be subject to accelerated vesting and payment upon termination.
Unpaid leave of absence	Your non-vested awards vest normally, contingent upon continued employment with the Company.
Involuntary separation, other than for cause	You will forfeit any non-vested awards, unless your separation occurs within two years after a change in control of Exelon, in which case vesting and payment will be accelerated upon termination.
Termination for cause or voluntary separation	You will forfeit any non-vested awards.
Compliance with Section 409A of the Internal Revenue Code	The program will be administered in compliance with, and the timing of all payments is subject to, any applicable requirements of section 409A of the Internal Revenue Code (e.g., payments to a "specified employee" upon termination of employment will be delayed for six months after the termination date).

General

The 2010 Key Manager Restricted Stock Award Program is established under, and subject to the terms and conditions of, the Exelon Corporation Key Manager Restricted Stock Unit Program under the Exelon Corporation 2006 Long-Term Incentive Plan. In the event of any inconsistency between the formal document and this summary, the formal documents will be controlling.

ICC Docket No. 10-0467

Commonwealth Edison Company's Response to
Illinois Commerce Commission ("STAFF") Data Requests
BAP 13.01 – 13.09
Date Received: August 17, 2010
Date Served: September 7, 2010

REQUEST NO. BAP 13.03:

Referring to Schedule C-2.2's WPC-2.2., pages 3 through 6, please provide the following information:

a) Actuary's report or transmittal letter for this valuation;
b) Effective date of the report;
c) Period covered by the report;
d) Summary of assumptions utilized in derivation of the 2010 amounts;
e) Comparison of assumptions utilized in derivation of comparable 2009 amounts;
f) Explanation for all changes in actuarial assumptions used to derive 2010 vs. 2009 valuations.

RESPONSE:

The attachment labeled as BAP 13.03_Attach 1 is the report prepared by Exelon's actuarial consultant for the Exelon pension and benefit plans. This report accompanies the cost allocations included as part of WPC-2.2. The report discusses the pension and post-retirement benefit costs for 2010 for Exelon-sponsored plans. The key assumptions used to determine costs and plan funding requirements in both 2009 and 2010 are provided on pages 5 and 6 of the report. The key actuarial changes over that time period are a lower discount rate, expected return on assets, and investment crediting rate. Each of those lower numbers reflects capital market conditions.

TOWERS WATSON

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SENT VIA E-MAIL

March 19, 2010

Mr. Victor Fonseca
Vice President, Corporate Compensation
Exelon Corporation
10 South Dearborn, 50th Floor
Chicago, IL 60603

Mr. Douglas Brown
Senior Vice President
Exelon Corporation
10 South Dearborn, 50th Floor
Chicago, IL 60603

Mr. Matthew Galvanoni
Vice President, Assistant Corporate Controller
Exelon Corporation
10 South Dearborn, 51st Floor
Chicago, IL 60603

Dear Vic, Doug and Matt:

PRELIMINARY 2010 ACCOUNTING COSTS AND PENSION FUNDING REQUIREMENTS FOR RETIREMENT PROGRAMS

We have completed the preliminary 2010 actuarial valuations for the following plans:

Pension Plans

- Exelon Corporation Retirement Program (ECRP)
- Exelon Corporation Cash Balance Pension Plan (CBPP)
- Exelon Corporation Pension Plan for Bargaining Unit Employees (PPBU)
- Exelon New England Union Employees Pension Plan (ENE)
- Exelon Corporation Supplemental Pension Benefit Plan and 2000 Excess Plan (SPBP)
- Exelon Corporation Supplemental Management Retirement Plan (SMRP)
- Exelon Corporation Pension Plan for Employees at OYC, TMI, and Clinton (AmerGen)

Retiree Welfare Plans

- Exelon East Postretirement Welfare Plan (East)
- Exelon West Postretirement Medical, Dental, Life Insurance and Vision Plans (West)
- AmerGen Energy Company Postretirement Welfare Plan (AmerGen RW)

Exhibit I summarizes pension and retiree welfare costs developed in accordance with U.S. GAAP and 2010 pension funding requirements, comparing these preliminary results to our latest 2010 estimate and the 2009 final results.

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Exhibit II details the change in pension and retiree welfare cost from the latest 2010 cost estimate to the 2010 preliminary cost.

Exhibit III summarizes the pension and retiree welfare obligations, comparing these preliminary results as of January 1, 2010 to those included in the year-end disclosure as of December 31, 2009.

Exhibit IV details the minimum required and discretionary contributions to avoid benefit restrictions for calendar year 2010 by plan and date.

Exhibit V provides the operating company allocation of the minimum funding policy pension contributions due on or before March 31, 2010.

An allocation by operating company of the 2010 U.S. GAAP pension and retiree welfare costs, balance sheet information and 2010 contributions will be provided separately.

Observations

The aggregate cost of these plans has decreased by **$2.3 million** compared to our latest 2010 estimate (2010 preliminary U.S. GAAP cost of **$575.7 million** compared to the prior estimated cost of $578.0 million). The following paragraphs focus on the composition of this **$2.3 million** decrease in cost.

Pension costs are **$0.7 million lower** than previously estimated. This decrease is primarily due to the following:

- The plans are amortizing actuarial losses due to the experience in prior years; therefore, pension cost is very sensitive to demographic experience.
- The pension plans did not experience significant demographic gains or losses during 2009.
  - ECRP, SMRP and PPBU experienced small gains which were partially offset by losses for the other plans.
- The cost does not reflect any one-time charges for SPBP and SMRP that may occur later this year due to the payment of lump sums from the plans.

Retiree welfare costs are **$1.6 million lower** than previously estimated. This decrease is primarily due to the following:

- The plans are amortizing actuarial losses due to the experience in prior years; therefore, retiree welfare cost is very sensitive to demographic experience.
- The retiree welfare plans did not experience significant demographic gains or losses during 2009
  - The plans did experience small gains due to demographic experience.
  - The effect of favorable medical experience was slightly greater than what was estimated at year-end.
  - These gains were offset by other data changes such as an increase in the number of participants valued in a deferred status and a reflection of additional life insurance benefits available for certain East participants.

Retiree welfare costs reflect the impact of the Medicare Part D subsidy. The 2010 retiree welfare cost savings attributable to Medicare Part D are $38.3 million ($24.3 million for West, $12.7 million for East, and $1.3 million for AmerGen).

Pension Funding Preliminary Results

Effective January 1, 2008, the Pension Protection Act of 2006 (PPA) made extensive changes in the determination of both the minimum required contribution and maximum tax deductible limit. Several provisions may lead to higher and/or more volatile contributions and increased complexity of plan administration, but the provisions also increased consistency across various regulations. PPA also established new qualification rules related to the funded status of defined benefit pension plans.

The Worker, Retiree and Employer Recovery Act of 2008 (WRERA) granted pension plan sponsors some relief from funding requirements and benefit restrictions under PPA.

Benefit Restrictions

Under PPA, plan amendments, lump sums and other accelerated distribution forms, plant shutdown benefits, and benefit accruals can be limited if a plan's funded status falls below certain thresholds (i.e. benefit restrictions). Plans are required to certify the funded status by the earlier of the completion of the valuation and October 1, 2010 in order to meet the requirements and avoid benefit restrictions. **Benefit restrictions may apply on April 1 if the funded status was within 10% of a restriction in the prior year, unless the enrolled actuary certifies that restrictions do not apply based on the current year results.**

In general, if the plan is at least 90% funded as of January 1, 2009, the benefit restrictions will not apply as of April 1, 2010. If the plan is less than 90% funded on this basis, benefit restrictions will apply as of April 1, 2010 unless the 2010 valuation is complete and the plan’s funded status is greater than 80%.

The following is each plan's funded percentage as of January 1, 2009:

ECRP	CBPP	PPBU	ENE	AmerGen
96.8%	81.7%	96.3%	92.0%	85.9%

ECRP, PPBU, and ENE: Based on the January 1, 2009 funded percentages, benefit restrictions would **not** apply as of April 1, 2010 for the ECRP, PPBU and ENE plans. The enrolled actuary will certify to the plans’ funded status upon Exelon's request once the 2010 valuation is completed, but prior to October 1. Note that if any additional 2009 plan year contributions are made or any PPA assumptions are changed subsequent to the 2010 certification, an updated certification would be needed.

CBPP and AmerGen: Benefit restrictions will be in effect on April 1, 2010 for the CBPP and AmerGen plans **unless** additional 2009 plan year contributions are made prior to April 1 in order to increase the funded percentage to 80%.

Funding Policy Contributions

Exelon's current funding policy is to contribute the minimum required contribution plus any discretionary amounts required to avoid benefit restrictions, if applicable.

For ECRP, we have assumed that the Credit Balance will be used to satisfy the contribution requirements for 2010.

As discussed above, additional discretionary amounts must be made before April 1, 2010 for the CBPP and AmerGen plans in order to avoid benefit restrictions as of April 1, 2010. These total $75 million ($60 million for CBPP and $15 million for AmerGen).

Although not required until September 15, 2010, for PPBU and ENE, we have included all 2009 required plan year contributions with the contributions due on or before March 31, 2010 to: 1) meet the 80% threshold to avoid benefit restrictions in the April 1, 2010 certifications; and 2) improve the funded status reported in the PPA Annual Funding notice. These total $450,000 ($350,000 for PPBU and $100,000 for ENE).

Note that any additional discretionary contributions made prior to April 30, 2010 may be reflected in the PPA Annual Funding Notice (showing a higher funding percentage). .

Plan Expenses

WRERA clarifies that plan expenses must be included as part of the target normal cost. This directly increases the minimum required contribution. The legislative language indicates that "the amount of plan-related expenses expected to be paid from plan assets during the year" should be included. However, regulations prescribing the types of expenses that should be included (or excluded) have not been issued by the IRS.

It is expected that actuarial, legal and plan administration fees, as well as PBGC premiums are paid from plan assets and should be added to the target normal cost. It is not clear whether it is appropriate to include investment expenses, rather than consider them to be simply reductions in actual plan returns, and, even if it is appropriate to include them, what types of investment expenses should be included and/or how they would be identified.

For 2009, Exelon formally issued an election indicating which categories of expenses should be included in the 2009 target normal cost. Until further guidance and regulations are issued, we recommend that Exelon continue the practice of issuing a formal election regarding plan expenses to include in the target normal cost.

We have included the same categories of expenses in the preliminary minimum required contribution for 2010. The estimated non-investment expenses for 2010 are **$26 million** for the five qualified plans, which are reflected in the 2010 minimum required contribution. Note that this includes estimated PBGC variable premiums of **$14 million** that could be reduced if Exelon makes additional 2009 plan year contributions.

At-Risk Status

If a plan is at least 75% funded (80% for 2010 and later years) after removing any Credit Balance from the assets as of January 1, 2009 based on the ongoing measure of the obligations, or 70% funded based on an at-risk measure of obligations, then the plan is not considered at-risk. If the plan is at-risk, accelerated funding and participant notices apply. Based on the January 1, 2009 funded status, none of the plans are at-risk. Based on the 2010 funding results and assuming no change in funding policy, ECRP will be at-risk for 2011.

Exelon may wish to avoid the at-risk status for ECRP for 2011 and can avoid at-risk by either (1) making a discretionary cash contribution to the plan, or (2) forfeiting Credit Balance to improve the funded status.

Please note that Exelon would be required to notify plan participants if any plan becomes at-risk.

ECRP Credit Balance

ECRP has a Credit Balance of $1.7 billion as of January 1, 2010. This Credit Balance may be used in lieu of cash to cover the 2010 minimum required contribution. The Credit Balance is only available for use if the prior year funded status (assets divided by funding target) is at least 80%. Since the 2009 funded percentage was 96.8%, the Credit Balance can be used to satisfy contribution requirements in 2010.

The preliminary 2010 funded percentage (including the Credit Balance) is 84.6%. Since this is at least 80%, the Credit Balance will continue to be available for use in 2011.

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March 19, 2010

PPA Certifications

PPA requires the plan sponsor to provide a written election of the interest rate and other assumptions and methods to be used for the valuation. Plans are also required to certify the January 1, 2010 funded status by October 1, 2010 in order to meet PPA requirements and avoid automatic benefit restrictions.

In addition, as discussed above, certifications need to be issued prior to April 1, 2010 for the CBPP and AmerGen plans (certifying a January 1, 2010 funded percentage of at least 80%) in order to avoid benefit restrictions on that date.

Exelon needs to provide the documentation of the interest rate and asset method elections and other assumptions and methods that are used for the funding valuation. Upon approval of the results, Exelon must also provide a written request to Towers Watson for the funded status certification.

Once the valuation results are approved by Exelon and the plan administrator for each plan provides a written request, we will prepare the certification of the January 1, 2010 funded status. We will provide sample written requests to Exelon for this purpose.

Assumptions and Methods

The 2010 pension and retiree welfare accounting costs and pension funding requirements are based on the following key assumptions:

Assumptions	2010	2009
U.S. GAAP Discount Rate	5.83%	6.09%
U.S. GAAP Expected Return on Assets	8.50% for 2010 pension costs 7.83% weighted average for 2010 retiree welfare costs	8.50% for 2009 pension costs 8.10% weighted average for 2009 retiree welfare costs
Cash Balance Investment Crediting Rate (Pre-2008 account balances)	7.41%	7.65%
Cash Balance Investment Crediting Rate (Post-2007 account balances)	6.18%	6.40%
Salary Increase Rate	4.00% average	4.00% average
Mortality (all obligations)	IRS required mortality tables for 2010 funding valuation	IRS required mortality tables for 2009 funding valuation
Medical Trend	7.50% in 2010, grading down by 0.50% per year to 5.00% in 2015 and later	7.50% in 2009, grading down by 0.50% per year to 5.00% in 2014 and later
PPA Funding Interest Rate	ECRP: 24-month average segment rates without phase-in based on bond yields during December 2009 CBPP: 24-month average segment rates without	Yield curve based on bond yields during October 2008

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Assumptions	2010	2009
	phase-in based on bond yields during September 2009 Other plans: Yield curve based on bond yields during December 2009	
PPA Asset Method	ECRP: 24-month smoothed value of assets Other Plans: Market value of assets	ECRP: 24-month smoothed value of assets Other Plans: Market value of assets

All other assumptions and methods are the same as those documented in the 2009 actuarial valuation reports.

Plan Provisions and Data

For the pension valuations, the plan provisions are the same as those included in the 2009 valuation reports, except for the following:

- Obligations reflect an increase in cash balance pay credits from 5.75% to 7.00% for the following groups:
  - Local 614 CBPP active participants (retroactive to January 1, 2008)
  - Oyster Creek and TMI active bargained participants in the AmerGen pension plan

For the retiree welfare valuations, we have valued the substantive plans as described in summary plan descriptions and other detailed summaries provided by Exelon. We have reflected the effect of Medicare Part D legislation for all retiree welfare plans. The plan provisions are the same as those included in the 2009 valuation reports, except for the following:

- Obligations reflect the changes required as part of the Local 15 Settlement agreement signed in February 2009
- Obligations reflect the age and service bridging from the 2009 separation program (see our August 18, 2009 e-mail for details)

These preliminary results have been calculated based on January 1, 2010 data. Valuation data was provided by AON Consulting and Exelon Corporation. We have reviewed the data for reasonableness, but the data has not been audited by Towers Watson. The accuracy of these results is dependent on the accuracy and completeness of this underlying data. For your convenience, we have included Exhibit VI which details the participant counts for the qualified pension plan valuations and Exhibit VII which provides further details for those active participant counts by operating company. Please review these counts for reasonableness and let us know if we should discuss further.

Plan asset information was provided by Northern Trust and Mellon Bank and reviewed by Exelon.

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March 19, 2010

Actuarial Certification

The consulting actuaries are members of the Society of Actuaries or other professional actuarial organizations and meet their "General Qualification Standard for Prescribed Statements of Actuarial Opinions" relating to pension and other postretirement benefit plans.

In preparing the results presented in this letter (including the attached exhibits), we have relied upon information provided to us regarding plan provisions, postretirement welfare plan costs, plan participants and demographic data, and plan assets. We have reviewed this information for overall reasonableness and consistency, but we have neither audited nor independently verified this information. The accuracy of the results presented in this letter is dependent upon the accuracy and completeness of the underlying information.

The actuarial assumptions and the accounting policies and methods employed in the development of the benefit costs have been selected by the plan sponsor, with the concurrence of Towers Watson. U.S. GAAP requires that each significant assumption "individually represent the best estimate of a particular future event."

To the extent not prescribed by ERISA, the Internal Revenue Code and regulatory guidance from the Treasury and the IRS, the funding methods (including asset valuation method, choice among prescribed interest rates, and choice among prescribed mortality tables) employed in the development of the contribution limits have been selected by the plan sponsor, with the concurrence of Towers Watson. To the extent not prescribed by ERISA, the Internal Revenue Code and regulatory guidance from the Treasury and the IRS, the actuarial assumptions employed in the development of the contribution limits have been selected by Towers Watson, with the concurrence of the plan sponsor. Other than prescribed assumptions, ERISA and the Internal Revenue Code require the use of assumptions each of which is "reasonable (taking into account the experience of the plan and reasonable expectations), and which, in combination, offer the actuary's best estimate of anticipated experience under the plan."

The results shown in this report have been developed based on actuarial assumptions that, to the extent evaluated or selected by Towers Watson, are considered reasonable by us and within the "best-estimate range" as described by the Actuarial Standards of Practice. Other actuarial assumptions could also be considered to be reasonable and within the best-estimate range. Thus, reasonable results differing from those presented in this report could have been developed by selecting different points within the best-estimate ranges for various assumptions.

* * * * *

TOWERS WATSON

March 19, 2010

We look forward to discussing these results with you soon. Please call us if you have any questions about these results.

Sincerely,

John W. Allen, EA

Anthony R. Simone, FSA

Ryan S. Carney, FSA, EA

Vanessa C. Hecht, FSA, EA

cc: William Bergman — Exelon Corporation
Cindy Cattin — Exelon Corporation
Duane DesParte — Exelon Corporation
Christopher Grant — Exelon Corporation
Brian Hansel — Exelon Corporation
Susan Pachera — Exelon Corporation
Robyn Randa — Exelon Corporation
George Shicora — Exelon Corporation
Pierre Charette — Towers Watson
John Crist — Towers Watson
Tania Staffen — Towers Watson
Vicente Velarde — Towers Watson

Exelon Corporation
Pension and Retiree Welfare Costs
Pension Minimum Required Contributions
(in Thousands)

Exhibit I

				2009 Final Results [1]	January 2010 Estimates	2010 Preliminary Results
PENSION PLANS	Cash Contributions[2]	ECRP [3]	Minimum Required	$ -	N/A	$ -
		CBPP	Minimum Required	67,838	N/A	71,946
		PPBU	Minimum Required	339	N/A	789
		Exelon New England	Minimum Required	240	N/A	189
		AmerGen	Minimum Required	13,760	N/A	20,539
			Total	$ 82,177	N/A	$ 93,463
	U.S. GAAP Accounting Cost	Qualified Plans	ECRP	$ 172,296	$ 227,657	$ 226,922
			CBPP	51,903	54,940	55,133
			PPBU	536	1,166	944
			ENE	215	108	86
			AmerGen	20,834	19,725	20,378
			Subtotal	$ 245,784	$ 303,596	$ 303,463
		Nonqualified Plans	SMRP	$ 11,455	$ 11,549	$ 10,917
			SPBP and Excess	5,084	4,754	4,852
			Subtotal	$ 16,539	$ 16,303	$ 15,769
		All Exelon	Qualified Plans	$ 245,784	$ 303,596	$ 303,463
			Nonqualified Plans	16,539	16,303	15,769
			Total	$ 262,323	$ 319,899	$ 319,232
RETIREE WELFARE PLANS	U.S. GAAP Accounting Cost[4]	West		$ 170,343	$ 169,400	$ 169,368
		East		79,836	72,089	70,192
		AmerGen RW		13,592	16,614	16,908
		Total		$ 263,771	$ 258,103	$ 256,468
TOTAL U.S. GAAP COST		**Total**		**$ 526,094**	**$ 578,002**	**$ 575,700**

NOTES:
[1] 2009 final results do not reflect settlement charges or cost remeasurements for SMRP, nor the special termination benefit charges for East and West Retiree Welfare.
[2] The Preliminary Minimum Required Contributions include plan expenses, which are a required component of the minimum funding calculations. Exelon should determine with legal counsel the final expenses to include. The estimated non-investment expenses for 2010 are $26 million for all plans. Note that this includes estimated PBGC variable premiums of $14 million that could be reduced if Exelon accelerated or made additional 2009 Plan Year contributions.
[3] The Preliminary Minimum Required Contribution for ECRP of $0 assumes that Exelon will elect to use Credit Balance in lieu of any cash contributions.
[4] Retiree welfare accounting results reflect the 2010 Medicare Part D savings of $38.3 million: $24.3 million for West, $12.7 million for East, and $1.3 million for AmerGen.

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Exelon Corporation

Exhibit II

Estimated Change from January 2010 Estimates to 2010 Preliminary Results
(in Millions)

Accounting Costs	2010 Estimate	Demographic (Gains)/Losses Compared to Estimate	2010 Preliminary Results
Pension Costs	$319.9	($0.7)	$319.2
Retiree Welfare Costs	$258.1	($1.6)	$256.5
Change in Accounting Cost		($2.3)	
Cumulative Total	$578.0	$575.7	$575.7

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Exhibit III

Exelon Corporation

Pension and Retiree Welfare Obligations
Change from Disclosure to Preliminary Results
(in Millions)

Accounting Obligations [1]	2010 Estimate from 12/31/2009 Plan Disclosures	2010 Preliminary Results	Difference
Pension Plans	$11,481.6	$11,494.2	$12.6
Retiree Welfare Plans	$3,657.6	$3,639.2	($18.4)
Total	$15,139.2	$15,133.4	($5.8)

[1] Pension values are projected benefit obligations (PBOs). Retiree welfare values are accumulated postretirement benefit obligations (APBOs).

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Exhibit IV

Exelon Corporation

Schedule of 2010 Minimum Required Contributions by Plan and Date

Date	For Plan Year	Exelon					
		ECRP [1]	CBPP [2]	PPBU [2]	ENE [2]	AmerGen [2]	Total
1/14/2010 [3]	2009	-	13,194,003	85,559	41,095	3,327,449	16,648,106
3/31/2010	2009	-	60,000,000	350,000	100,000	15,000,000	75,450,000
4/15/2010	2010	-	16,959,474	84,720	42,456	3,439,941	20,526,591
7/15/2010	2010	-	16,959,474	84,720	42,456	3,439,941	20,526,591
9/15/2010	2009	-	94,805,181	-	-	-	94,805,181
10/15/2010	2010	-	16,959,474	84,720	42,456	3,439,941	20,526,591
TOTAL Calendar Year 2010		-	218,877,606	689,719	268,463	28,647,272	248,483,060
Contributions Receivable Payable in 2011	2010	-	24,825,700	597,943	69,676	11,471,489	36,964,808

All plan contributions are minimum required contributions unless noted otherwise. The 2010 plan year contributions are based on the 2010 preliminary valuation results. All plans are required to make quarterly contributions, with the residual payments due by September 15 following the end of the plan year.

[1] Our understanding is that the Credit Balance will be used to meet the 2010 minimum contribution requirement for ECRP.

[2] Discretionary funding policy contributions to avoid benefit restrictions must be made by March 31, 2010 for the 2009 Plan Year for CBPP and AmerGen, and they must be made by September 15, 2010 for the 2009 Plan Year for PPBU. For all plans, the discretionary funding policy contributions and any remaining 2009 minimum required contributions are included in the above table on March 31, 2010. An additional discretionary contribution for CBPP is planned for September 15, 2010 in the amount $94,805,181.

[3] The January 14, 2010 contributions reflect actual payments already made to the trusts.

REDACTED

Exhibit V

Exelon Corporation
Allocation of 3/31/2010 Contribution by Operating Company

	PECO	ComEd	BSC	Genco - Corporate	Genco - Nuclear	Genco - Fossil	Genco - TXU	Genco - Power Team	Genco - Power Labs	Genco - Hydro	Genco - New England	Genco - NRG	Genco - Exelon Security	Total
CBPP	[redacted]	8,661,046	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	60,000,000
PPBU	[redacted]	157,115	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	350,000
ENE	[redacted]	-	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	100,000
AmerGen	[redacted]	-	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	15,000,000
Total	[redacted]	8,818,161	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	75,450,000

TOWERS WATSON

Exhibit VI

Exelon Corporation

Participant Counts for Qualified Pension Plan Valuations

2010 Participant Counts

	ECRP	CBPP	PPBU	ENE	AmerGen	Total
Active	9,475	6,914	236	12	1,640	**18,277**
Terminated Vested	7,842	584	1	68	433	**8,928**
Retired	21,335	123	0	0	344	**21,802**
Total	**38,652**	**7,621**	**237**	**80**	**2,417**	**49,007**

2009 Participant Counts

	ECRP	CBPP	PPBU	ENE	AmerGen	Total
Active	9,917	6,924	148	15	1,642	**18,646**
Terminated Vested	7,884	538	1	71	431	**8,925**
Retired	21,173	111	0	0	320	**21,604**
Total	**38,974**	**7,573**	**149**	**86**	**2,393**	**49,175**

Exhibit VII

Exelon Corporation
Active Participant Counts by Operating Company

	PECO	ComEd	BSC	Genco - Corporate	Genco - Nuclear	Genco - Fossil	Genco - TXU	Genco - Power Team	Genco - Power Labs	Genco - Hydro	Genco - New England	Genco - NRG	Genco - Exelon Security	Total
2010 Active Count	[redacted]	5,802	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	18,277
2009 Active Count	[redacted]	6,023	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	18,646

-- Exelon Corporation Retirement Program (ECRP)
-- Exelon Corporation Cash Balance Pension Plan (CBPP)
-- Exelon Corporation Pension Plan for Bargaining Unit Employees (PPBU)
-- Exelon New England Union Employees Pension Plan (ENE)
-- Exelon Corporation Pension Plan for Employees at OYC, TMI, and Clinton (AmerGen)

ICC Docket No. 10-0XXX

Commonwealth Edison Company's Response to
Illinois Commerce Commission ("STAFF") Data Requests
BAP 2.01 – 2.04
Dated: July 9, 2010

REQUEST NO. BAP 2.02:

Please provide a summary that shows Total Company, Total ComEd and jurisdictional amounts for the test year and the immediately preceding five year period for all pension plans to which ComEd contributes, the following information:

a) Minimum contribution per ERISA;
b) Maximum contribution per ERISA;
c) Actual contribution;
d) Pension expense for financial reporting purposes; and,
e) Basis for allocation, as applicable.

RESPONSE:

The jurisdictional amounts in each year are calculated by applying the jurisdictional salary and wage allocator for the 2009 test year to each of the preceding test years

a) The minimum contributions to the three Exelon pension plans covering ComEd employees for the test year and five preceding years are shown in Lines 1-3 of BAP 2.02_Attach 1.

b) The maximum contributions to the three Exelon pension plans covering ComEd employees for the test year and five preceding years are shown in Lines 4-6 of BAP 2.02_Attach 1.

c) The actual contributions to the three Exelon pension and supplemental management retirement plans covering ComEd employees for the test year and five preceding years are shown in Lines 7-9 of BAP 2.02_Attach 1.

d) Net periodic benefit costs for Exelon and ComEd reports are provided in BAP 2.02_Attach 1, Lines 10-11. The portion of the Exelon net periodic benefit cost that is charged to expense for other affiliates varies across affiliates and is not readily available, therefore pension expense is provided for ComEd only. ComEd's pension expenses are shown in BAP 2.02_Attach 1, Lines 13-14.

e) ERISA specifies contribution requirements by benefit plan. The pension plans to which ComEd contributes also contain contributions from Exelon's other operating companies and provide benefits to former employees of those companies. Exelon relies on Towers Watson to determine the appropriate contribution levels of the various operating companies. The method used by Towers Watson to allocate FAS 87 net periodic benefit costs and contribution amounts to ComEd for each of Exelon's pension and benefit plans is as follows:

Cost Component	Allocation Method
Service Cost	Person-by-person calculation for active participants in each business unit.
Interest Cost, Expected Return on Assets, Amortization of Unrecognized Gains and Losses	Allocated in proportion to Active Projected Benefit Obligation for each business unit.

Commonwealth Edison Company
Pension Contribution Levels
(in dollars)

Jurisdictional Salaries and Wages Allocator (1) 88.6% See WPA-5, Line 8, Column D

Line No.	A Item	B 2004	C 2005	D 2006	E 2007	F 2008	G 2009
	Minimum ERISA Contributions by Plan Year						
1	Minimum Exelon Contribution	$88,706	$0	$202,155	$7,194,939	$53,136,004	$68,176,775
2	Minimum ComEd Contribution	$42,769	$0	$97,468	$982,414	$8,022,727	$10,077,047
3	Minimum Jurisdictional ComEd Contribution	$37,893	$0	$86,357	$870,419	$7,108,136	$8,928,264
	Maxmium ERISA Contributions by Plan Year						
4	Maximum Exelon Contribution	$2,719,987,856	$2,164,014,544	$4,658,271,261	$5,400,917,602	$5,258,883,536	$5,027,280,841
5	Maximum ComEd Contribution	$981,408,640	$800,868,679	$1,770,282,055	$1,943,794,390	$2,067,061,620	$2,002,871,495
6	Maximum Jurisdictional ComEd Contribution	$869,528,055	$709,569,650	$1,568,469,901	$1,722,201,830	$1,831,416,595	$1,774,544,145
	Actual Contributions by Fiscal Year (2)						
7	Exelon Contribution	$437,809,626	$1,990,048,302	$4,193,276	$8,292,601	$60,749,111	$423,446,562
8	ComEd Contribution	$217,403,827	$804,676,212	$2,872,722	$2,842,604	$9,344,956	$163,709,416
9	Jurisdictional ComEd Contribution	$192,619,791	$712,943,124	$2,545,232	$2,518,547	$8,279,631	$145,046,543
	Pension Net Periodic Benefit Cost						
10	Exelon	$168,127,174	$56,266,808	$75,896,572	$119,600,157	$112,988,327	$268,842,344
11	ComEd	$65,577,609	$22,438,997	$27,043,365	$41,387,814	$37,646,490	$103,172,084
12							
	Pension Expense for Financial Reporting Purposes						
13	ComEd	$39,347,000	$16,650,000	$18,614,000	$28,144,000	$25,245,000	$59,828,000
14	Jurisdictional ComEd	$34,861,442	$14,751,900	$16,492,004	$24,935,584	$22,367,070	$53,007,608

(1) Under ERISA, Exelon can make contributions for a plan year within the first nine months of the subsequent calendar year. Therefore, in some years the minimum contribution may be satisfied by an actual contribution shown in the following year.

(2) Includes contributions to the Exelon Corporation Supplemental Management Retirement Plans.

ICC Docket No. 10-0467

**Commonwealth Edison Company's Response to
Illinois Commerce Commission ("STAFF") Data Requests
DLH 3.01 – 3.11
Dated: July 9, 2010**

REQUEST NO. DLH 3.01:

Referring to Company Schedule C-26, p. 1, line 5 Rate Case Costs ICC Docket 05-0597, provide a full monthly amortization schedule from inception of the regulatory asset through May 31, 2011. Please provide all supporting calculations and workpapers. To the extent applicable, all documents and workpapers should be provided in Excel format with working formulas.

RESPONSE:

The attachment labeled as DLH 3.01_Attach 1 shows the full monthly amortization schedule through December 31, 2009 of the regulatory asset for the Rate Case Costs in ICC Docket No. 05-0597. At December 31, 2009, the regulatory asset for the Rate Case Costs in ICC Docket No. 05-0597 is fully amortized.

Commonwealth Edison Company
Rate Case Costs on ICC Docket 05-0597
Amortization Schedule
(In Dollars)

Costs to be amortized	$ 7,315,347
Amortization period - months	36
Monthly amortization	$ 203,204
Begin amortization	01/01/07
End amortization	12/31/09

	2009	2008	2007
Beginning Balance	$ 2,438,449	$ 4,876,898	$ 7,315,347
Less Amortization			
January	203,204	203,204	203,204
February	203,204	203,204	203,204
March	203,204	203,204	203,204
April	203,204	203,204	203,204
May	203,204	203,204	203,204
June	203,204	203,204	203,204
July	203,204	203,204	203,204
August	203,204	203,204	203,204
September	203,204	203,204	203,204
October	203,204	203,204	203,204
November	203,204	203,204	203,204
December	203,204	203,204	203,204
Total amortization for the year	2,438,449	2,438,449	2,438,449
Ending Balance	$ -	$ 2,438,449	$ 4,876,898