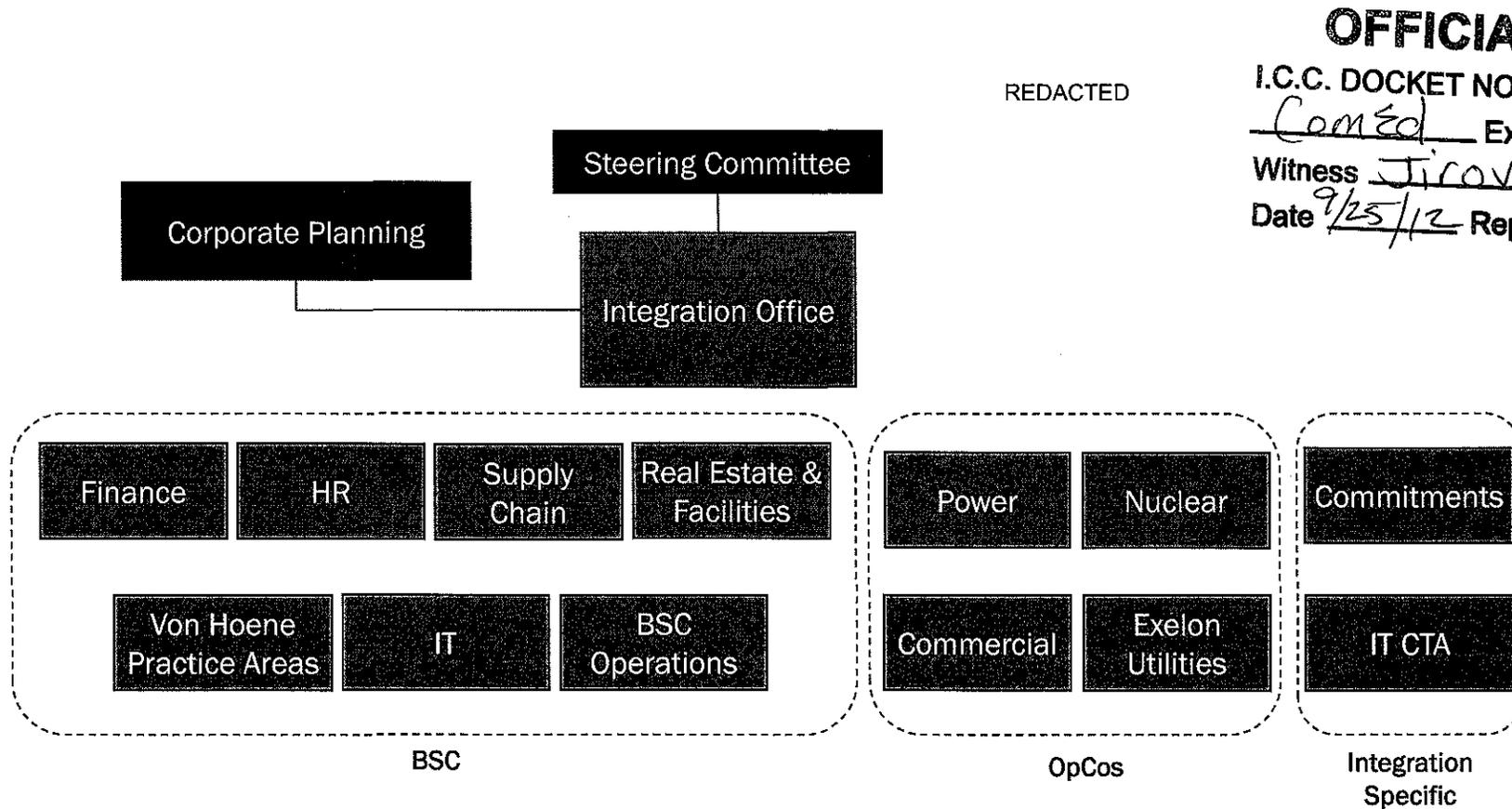


Integration Project Organization



OFFICIAL FILE
I.C.C. DOCKET NO. 12-0321
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Witness Jirovec
Date 9/25/12 Reporter _____

Integration Office Structure

Integration Office

Dave Villa, VP

Jim Welch, Manager

- Finance liaison
- Commitments liaison

REDACTED, Principal
Analyst

- Commercial liaison
- Supply synergies
- Monthly report compilation lead

REDACTED, Senior
Analyst

- Utilities liaison
- Power liaison
- Nuclear liaison
- CTA

Analyst TBD

- IT liaison (IT CTA and internal IT)
- Synergies model

Analyst TBD

- Von Hoene practice areas liaison
- Gills practice areas liaison (except IT)
- Facilities liaison

Roles and Responsibilities – Integration Office



Pre-Close

- Establish integration framework and timeline
- Provide tools and templates for BATs to use and a schedule of deliverables
- Review BAT outputs and provide feedback
- Manage labor and non-labor baselines and provide synergies targets
- Identify and resolve cross-team issues and coordinate cross-team dependencies
- Report on progress to Steering Committee

Lead the effort with detailed process, templates, and instructions

Post-Close

- Serve as executive sponsor and leader of overall implementation efforts
- Coordinate interdependent activities
- Facilitate enterprise-wide change efforts
- Approve additional or unreleased CTA funds
- Lead efforts to frame and pursue incremental cost challenges
- Facilitate special projects and ad hoc requests
- Report on progress to Steering Committee and EC

Monitor, report, facilitate special projects, organize approach on additional challenges

Roles and Responsibilities – Integration Leads and Support



Pre-Close

- Analyze companies, document differences, and validate baselines
- Design / update NewCo organization designs and management models
- Develop initiatives to achieve synergy targets
- Ensure Day 1 readiness and develop detailed integration plans

Design the new company using common processes as dictated by the Integration Office

Post-Close

- Independently execute against pre-close plans within your business, including:
 - Working with IT on systems integration
 - Achieve end-state organization
- Monitor and comply with commitments assigned to your area
- Identify and execute against incremental savings opportunities
- Report migration plan progress to Integration Office on a monthly basis
- Assess & identify risks and mitigation plans
- Anticipate and identify gaps to plan and develop & execute recovery plans and results

Own the creation of one business and realization of merger value

Roles and Responsibilities – Remaining Groups

Steering Committee

- Monitor execution progress
- Resolve major cross-organizational issues
- Approve major integration plan adjustments
- Issue / approve incremental cost challenges

Commitments

- Assign GOSP for each commitment
- Have owners develop project plans as needed (review and approve)
- Monitor and report on compliance monthly via the IO report to the Steering Committee
- Ensure on-time and full completion of all Commitments

IT (CTA Program)

- Execute overall system integration efforts including: Enterprise systems, Commercial systems, Utilities systems on time, on cost
- Establish governance and reporting structure for IT CTA projects, linking with Integration Office reporting structure

Finance (Tracking & Reporting)

- Track and report progress against forecasted Synergy & CTA
- Update forecasted synergies and CTA through LE process
- Provide materials for monthly Integration Steering Committee reports, FMRs and QMMs