

**STATE OF ILLINOIS**

**ILLINOIS COMMERCE COMMISSION**

Commonwealth Edison Company )  
Application for authority pursuant to )  
Section 6-102(d) of the Public Utilities )  
Act: (1) to enter into one or more loan )  
agreements with one or more banks or )  
other lending institutions or )  
governmental authorities and to incur )  
loans, borrowings or extensions of credit ) 12-0059  
thereunder; (2) to issue and sell First )  
Mortgage Bonds in one or more )  
series; and (3) to issue and sell Notes in )  
one or more series; all in an aggregate )  
principal or stated amount not to )  
exceed \$1,319,000,000 which will be )  
used for purposes of refunding, )  
redeeming or refinancing outstanding )  
borrowings, notes or other evidences of )  
indebtedness. )

**CORRECTED NINTH QUARTERLY REPORT**

January 1, 2014 – March 31, 2014

To the ILLINOIS COMMERCE COMMISSION:

Commonwealth Edison Company (“ComEd”) hereby submits its report for the quarterly period identified above (the “report period”) pursuant to 83 Ill. Adm. Code 240 and the Order entered February 27, 2012 in the above-entitled cause, as follows:

1. On January 6, 2014, the Company entered into an Underwriting Agreement with BNP Paribas Securities Corp., J.P. Morgan Securities LLC and Scotia Capital

(USA) Inc., as representatives for the underwriters named therein (the “Underwriters”). A copy of that Underwriting Agreement, as executed, is attached hereto as Exhibit A. The Underwriting Agreement provides for the issuance and sale to the Underwriters, on the basis of the terms and provisions relating to the sale set forth therein, of the Company’s First Mortgage Bonds under the provisions of the Mortgage in an aggregate principal amount of \$650,000,000. The First Mortgage Bonds have the following terms:

Designation.....	First Mortgage 2.150% Bonds, Series 115
Principal Amount.....	\$300,000,000
Maturity Date.....	January 15, 2019
Interest Rate.....	2.150% per annum payable semi-annually on January 15 and July 15, commencing July 15, 2014. Interest accrues from January 10, 2014.
<b>Redemption</b>	
Provisions .....	At any time prior to December 15, 2018, callable by the Company at a price equal to greater of (i) 100% of the principal amount of the Series 115 Bonds to be redeemed, plus accrued interest up to the redemption date, or (ii) the discounted present value of the remaining scheduled payments of principal and interest on the Series 115 Bonds to be redeemed (discounted to the redemption date on a semi-annual basis at the Adjusted Treasury rate plus 10 basis points, as provided in the Supplemental Indenture), plus accrued interest to the redemption date.  At any time on or after December 15, 2018, callable by the Company at a price equal to 100% of the principal amount of the Series 115 Bonds to be redeemed, plus accrued interest to the redemption date.
Price to Public.....	99.778% of the principal amount.
Proceeds to Company.....	99.178% of the principal amount.

Designation.....	First Mortgage 4.700% Bonds, Series 116
Principal Amount.....	\$350,000,000

Maturity Date.....	January 15, 2044
Interest Rate.....	4.700% per annum payable semi-annually on January 15 and July 15, commencing July 15, 2014. Interest accrues from January 10, 2014.
<b>Redemption</b>	
Provisions .....	At any time prior to July 15, 2043, callable by the Company at a price equal to greater of (i) 100% of the principal amount of the Series 116 Bonds to be redeemed, plus accrued interest up to the redemption date, or (ii) the discounted present value of the remaining scheduled payments of principal and interest on the Series 116 Bonds to be redeemed (discounted to the redemption date on a semi-annual basis at the Adjusted Treasury rate plus 15 basis points, as provided in the Supplemental Indenture), plus accrued interest to the redemption date.  At any time on or after July 15, 2043, callable by the Company at a price equal to 100% of the principal amount of the Series 116 Bonds to be redeemed, plus accrued interest to the redemption date.
Price to Public.....	99.967% of the principal amount.
<b>Proceeds to</b>	
Company.....	99.092% of the principal amount.

A copy of the Supplemental Indenture dated as of January 2, 2014 from the Company to BNY Mellon Trust Company of Illinois (successor to Harris Trust and Savings Bank), as trustee, and D. G. Donovan, as co-trustee, as executed, is attached hereto as Exhibit B. Reference is made to the Supplemental Indenture for a more complete description of the terms and provisions of the Series 115 Bonds and the Series 116 Bonds (collectively, the “*Bonds*”).

The net proceeds from the sale of \$617,000,000 aggregate principal amount of the Bonds will be used to refinance \$17 million outstanding principal amount of the Company’s First Mortgage 5.85% Bonds, Pollution Control Series 1994C, at their maturity on January 15, 2014, and \$600 million outstanding principal amount of the Company’s First Mortgage 1.625% Bonds, Series 110, at their maturity on January 15, 2014, as authorized by the Order. Net proceeds from the sale of \$33,000,000 aggregate principal amount of the Bonds will be used for general

corporate purposes, as authorized by an Order issued by the Commission in Docket No. 13-0052 and entered on February 21, 2013.

2. Through December 31, 2013, no expenses had been incurred under the Order.

During the current period, expenses of \$2,052,154.78\* have been incurred under the Order in the above-entitled cause for Series 115 as detailed in the following table:

Underwriting fees .....	\$1,710,000.00
SEC fees .....	\$36,541.66
Titling fees .....	\$5,937.08
Legal fees .....	\$11,795.65
Rating Agency fees ..	\$227,620.00
Trustee fees .....	\$3,800.00
ICC fee .....	\$34,610.40
Auditor fee ....	\$21,850.00
Total	\$2,052,154.78

During the current period, expenses of \$3,309,548.00 have been incurred under the Order in the above-entitled cause for Series 116 as detailed in the following table:

Underwriting fees .....	\$2,909,375.00
SEC fees .....	\$42,896.72
Titling fees .....	\$6,969.62
Legal fees .....	\$13,847.07
Rating Agency fees ..	\$266,380.00
Printing fees	\$0.00
Trustee fees .....	\$3,800.00
ICC fee .....	\$40,629.60
Auditor fee .....	\$25,650.00
Total	\$3,309,548.00

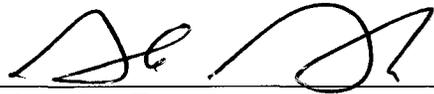
\* The fees were incorrectly reported for Series 115 in the original Report as \$2,030,304.78 as the Auditor fee did not get captured in the total calculation.

3. There may be issuance and sale expenses incurred or payable after March 31, 2014, in connection with the execution of loan agreements and the incurrence of loans thereunder, or the execution of underwriting or purchase agreements and the issuance and sale of first mortgage bonds or notes thereunder, to be accounted for in subsequent quarterly reports.

[signature page follows]

Dated at Chicago, Illinois, this 25th day of August 2014.

COMMONWEALTH EDISON COMPANY

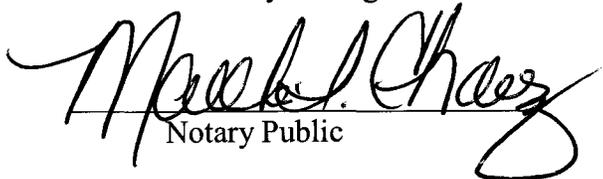
By:   
Assistant Treasurer

STATE OF ILLINOIS        )  
                                      )        SS  
COUNTY OF COOK        )

Shane Smith, first being duly sworn, on oath deposes and states that he is an Assistant Treasurer of Commonwealth Edison Company; that he has read the foregoing report by him subscribed and knows the contents thereof; and that said contents are true in substance and in fact.



SUBSCRIBED and sworn to before me this 25th day of August 2014.

  
Notary Public

