



STATE OF NEW JERSEY
Board of Public Utilities
44 South Clinton Avenue, 9th Floor
Post Office Box 350
Trenton, New Jersey 08625-0350
www.nj.gov/bpu/

IN THE MATTER OF THE MERGER OF EXELON)
CORPORATION AND PEPCO HOLDINGS, INC.)
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ORDER REGARDING PRO
HAC VICE MOTIONS

DOCKET NO. EM14060581

Parties of Record:

Stefanie A. Brand, Esq., Director, New Jersey Division of Rate Counsel
Colleen Foley, Esq., for Exelon Corporation, Pepco Holdings, Inc., Purple Acquisition Corporation, Exelon Energy Delivery Company, LLC, New Special Purpose Entity, LLC, and Atlantic City Electric Company
Joseph F. Accardo, Jr., Esq., for PSEG Services Corporation
Jeffrey W. Mayes, Esq., for Monitoring Analytics acting as PJM Independent Monitor
Bradford M. Stern, Esq., for Mid-Atlantic Renewable Energy Coalition
James H. Laskey, Esq., for Independent Energy Producers of New Jersey
Abraham Silverman, Esq., for NRG Energy, Inc.
James C. Meyer, Esq., for Rockland Electric Company
Ernest Logan Welde, Esq., for Clean Air Council

BY COMMISSIONER JOSEPH L. FIORDALISO:

On June 18, 2014, Exelon Corporation ("Exelon"), Pepco Holdings, Inc. ("PHI"), Purple Acquisition Corp. ("Merger Sub"), Exelon Energy Delivery Company, New Special Purpose Entity, LLC, and Atlantic City Electric Company ("ACE" or "Company") (collectively, the "Joint Petitioners") filed a petition with the Board of Public Utilities ("the Board") for approval pursuant to N.J.S.A. 48:3-10 and N.J.S.A. 48:2-51.1 of a change in control of ACE to be effected by the merger of PHI with Merger Sub, a wholly-owned subsidiary of Exelon, along with approvals for ACE's participation in Exelon's General Services Agreement, relief for ACE from certain restrictions previously imposed on its participation in PHI's money pool, and approval of the relocation of ACE's books and records from Wilmington, Delaware to PHI's headquarters in Washington, D.C. ("Exelon-Pepco merger").

By Order dated July 23, 2014, the Board retained this matter for hearing, and designated me as the presiding officer with authority to establish and modify schedules, decide all motions and otherwise control the conduct of this case, subject to Board ratification. Additionally, the Order

set August 15, 2014, as the last day for motions to intervene or participate in this matter. On August 14, 2014, I issued a Pre-Hearing Order setting the procedural schedule for this matter and on September 5, 2014 I issued an Order amending the procedural schedule and granting intervener status to PSEG Services Corporation, NRG Energy, Inc., Monitoring Analytics, Inc., Independent Energy Producers of New Jersey, Mid-Atlantic Renewable Energy Coalition and participant status to Rockland Electric. On November 5, 2014, I issued an order granting participant status to the Clean Air Council.

Colleen A. Folley, Esq., on behalf of the Joint Petitioners, has filed pro hac vice motions to allow the following attorneys to appear in this proceeding: Matthew W.S. Estes, Esq. and Clifford (Mike) M. Naeve, Esq. Each motion will be discussed below.

Matthew W.S. Estes, Esq.

Ms. Foley, a member of the bar of this State, has moved for the admission pro hac vice of Matthew W.S. Estes, Esq. In support of the motion, Mr. Estes represents that he is a member of the firm of Skadden, Arps, Slate, Meagher & Flom LLP, and has extensive legal and regulatory expertise, experience and knowledge that is directly relevant to the conduct of the regulatory proceedings now pending before the Board. Additionally, he has been retained by the Joint Petitioners in connection with the merger proceedings before the Federal Energy Commission ("FERC") and the Joint Petitioners have requested that he assist with these issues in New Jersey and other states. He states he is a member in good standing of the bar of the District of Columbia, and is associated with New Jersey counsel of record for this proceeding. He has agreed to pay the annual fees to the New Jersey Lawyer's Fund for Client Protection as required by R. 1:20-1 (b), R. 1:28-2 and R. 1:28B-1 e if this motion is granted.

Clifford (Mike) M. Naeve, Esq.

Ms. Foley has also moved for the admission pro hac vice of Clifford (Mike) M. Naeve, Esq. In support of the motion, Mr. Naeve represents that he is a partner at Skadden, Arps, Slate, Meagher and Flom LLP with extensive legal and regulatory expertise and knowledge that is directly relevant to the conduct of the regulatory proceedings now pending before the Board. Additionally, he has been retained by the Joint Petitioners in connection with the merger proceedings before the FERC and the Joint Petitioners have requested that he assist with these issues in New Jersey and other states. He states he is a member in good standing of the bar of the District of Columbia and is associated with New Jersey counsel of record, Colleen Foley and the law firm Saul Ewing, for this proceeding. He states, if the motion is granted, he will pay the annual fees to the New Jersey Lawyer's Fund for Client Protection as required by R. 1:20-1 (b), R. 1:28-2 and R. 1:28B-1 (e) and abide by its mandates.

No opposition to the motions has been received.

I have reviewed the motions for admission pro hac vice of Matthew W.S. Estes and Clifford (Mike) M. Naeve and the supporting affidavits of Colleen A. Foley, Esq., and no objections to the motions having been received after due notice to the parties, I **FIND** that Mr. Estes and Mr. Naeve have satisfied the conditions for admission for this matter, subject to submission to the Board of proof of payment to the New Jersey Lawyers' Fund for Client Protection of the annual fees required by R. 1:20-1(b) and 1:28-2. Accordingly, they **ARE HEREBY** admitted to practice before the Board in this matter provided that each of them shall:

- (1) abide by the Board's rules and all applicable New Jersey court rules, including all disciplinary rules;
- (2) consent to the appointment of the Clerk of the Supreme Court as agent upon whom service of process may be made for all actions against each of them that may arise out of his participation in this matter;
- (3) notify the Board immediately of any matter affecting his standing at the bar of any other jurisdiction; and
- (4) have all pleadings, briefs and other papers filed with the Board signed by an attorney of record authorized to practice in this State, who shall be held responsible for them and for the conduct of this cause and the admitted attorney therein.

This ruling is provisional and subject to ratification or other alteration by the Board as it deems appropriate during the proceeding in this matter.

DATED: December 3, 2014

BY:



JOSEPH L. FIORDALISO
COMMISSIONER

**IN THE MATTER OF THE MERGER OF EXELON
CORPORATION AND PEPSCO HOLDINGS, INC.**

DOCKET NO. EM14060581

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