

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C.

FORM U5B
REGISTRATION STATEMENT
Filed Pursuant to Section 5 of the
Public Utility Holding Company Act of 1935

Exelon Ventures Company, LLC and Exelon Generation Company, LLC

Name of Registrant
Name, Title And Address Of Officer To Whom Notices
And Correspondence Concerning This Statement Should Be Addressed

Randall E. Mehrberg
Senior Vice President & General Counsel
Exelon Corporation
10 South Dearborn Street
37th Floor
Chicago, Illinois 60603

Glossary of Defined Terms

Act	Public Utility Holding Company Act of 1935, as amended
ComEd	Commonwealth Edison Company
Commission	Securities and Exchange Commission
Exelon Enterprises	Exelon Enterprises Company, LLC
Exelon	Exelon Corporation
Exelon Generation	Exelon Generation Company, LLC
Exelon Ventures	Exelon Ventures Company, LLC
Financing U-1	The Form U-1 Application/Declaration filed by Exelon Corporation, et al. in File No. 70-9693
Merger U-1	The Form U-1 Application/Declaration filed by Exelon Corporation in File No. 70-9645
N/A	Not applicable or not available
PECO	PECO Energy Company
Unicom	Unicom Corporation

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REGISTRATION STATEMENT

1. Exact Name of Registrant: Exelon Ventures Company, LLC and Exelon Generation Company, LLC
2. Address of Principal Executive Offices: 10 South Dearborn Street
37th Floor
Chicago, Illinois 60603
3. Name and address of Chief Accounting Officer: Jean H. Gibson
Vice President and
Corporate Controller
Exelon Corporation,
10 South Dearborn Street
37th Floor
Chicago, Illinois 60603
4. Certain information as to the registrant and each subsidiary company thereof:

Exelon Ventures Company, LLC & Exelon Generation Company, LLC & Subsidiaries

Name of Company	Organization	State	Type of Business
Exelon Ventures Company, LLC	LLC	DE	Holding Company
Exelon Generation Company, LLC	LLC	PA	Holding Company
PECO Energy Power Company	Corporation	PA	Utility
Susquehanna Power Company	Corporation	MD	Utility
The Proprietors of the Susquehanna Canal	Corporation	MD	Inactive
Susquehanna Electric Company	Corporation	MD	Utility
AmerGen Energy Company, LLC (50% interest)	LLC	DE	Exempt Wholesale Generator
AmerGen Vermont, LLC	LLC	VT	Exempt Wholesale Generator
Exelon (Fossil) Holdings, Inc.	Corporation	DE	Investment
Sithe Energies Inc. (49.9% interest)	Corporation	DE	Energy Related
Exelon Peaker Development General, LLC	LLC	DE	Investment
Exelon Peaker Development Limited, LLC	LLC	DE	Investment
ExTex LaPorte L.P.	LP	TX	Exempt Wholesale
Concomber Ltd.	Corporation	Bermuda	Captive Insurance Company
Exelon Enterprises Company, LLC	LLC	PA	Energy Services
Exelon Energy Company	Corporation	DE	Energy-related
Exelon Energy Ohio, Inc.	Corporation	DE	Energy-related
AllEnergy Gas & Electric Marketing Company, LLC	LLC	DE	Energy-related
Texas Ohio Gas, Inc.	Corporation	IL	Energy Services
Exelon Mechanical Services, Inc.	Corporation	TN	Energy Related
Systems Engineering and Management Corp.	Corporation	TN	Energy Related

Name of Company	Organization	State	Type of Business
Unicom Power Holdings Inc.	Corporation	DE	Energy-related
Unicom Power Marketing Inc.	Corporation	DE	Energy-related
Unicom Healthcare Management Inc.	Corporation	IL	Medical Plan Liabilities
UT Holdings Inc.	Corporation	DE	Energy systems
Northwind Chicago LLC	LLC	DE	Energy systems
Unicom Thermal Development Inc.	Corporation	DE	Energy systems
Exelon Thermal Technologies Inc.	Corporation	IL	Energy systems
Exelon Thermal Technologies Boston Inc.	Corporation	DE	Energy systems
Northwind Boston LLC (25% interest)	LLC	MA	Energy systems
Exelon Thermal Technologies Houston Inc.	Corporation	DE	Energy systems
Northwind Houston LLC (25% interest)	LLC	DE	Energy systems
Northwind Houston LP (25% interest)	Limited Partnership	DE	Energy systems
Exelon Thermal Technologies North America Inc.	Corporation	DE	Energy systems
Northwind Thermal Technologies Canada Inc.	Corporation	Canada	Energy systems
Unicom Thermal Technologies Canada Inc.	Corporation	Canada	Energy systems
UTT National Power Inc.	Corporation	IL	Energy systems
Northwind Midway LLC	LLC	DE	Energy systems
UTT Nevada Inc.	Corporation	NV	Energy systems
Northwind Aladdin LLC (75% interest)	LLC	NV	Energy systems
Northwind Las Vegas LLC (50% interest)	LLC	NV	Energy systems
UTT Phoenix, Inc.	Corporation	DE	Energy systems
Northwind Arizona Development LLC (50% interest)	LLC	DE	Energy systems
Northwind Phoenix LLC (50% interest)	LLC	DE	Energy systems
Exelon Communications Holdings, LLC	LLC	PA	Communications
AT&T Wireless PCS of Philadelphia, LLC (49% interest)	LLC	DE	Communications
PHT Holdings LLC	LLC	DE	Communications
PECO Hyperion Communications (49% interest held; PECO holds 1% interest)	Partnership	PA	Communications
Exelon Communications LLC	LLC	PA	Communications
Energy Trading Company	Corporation	DE	Investment
Exelon Enterprises Management, Inc.	Corporation	PA	Investment (in Energy-Related and Telecommunications)
UniGrid Energy LLC (50% interest)	LLC	DE	Energy-related
CIC Global, LLC (50% interest)	LLC	DE	Communications
NEON Communications, Inc.	N/A	N/A	Communications
VITTS Network Group, Inc.	N/A	N/A	Communications
Phoenix Foods, LLC	N/A	N/A	Communications
Exelon Capital Partners, Inc.	Corporation	DE	Investment (in Energy-Related and Communications)
Permits Now (fka Softcomp)(approximately 15% Interest)	N/A	N/A	Communications
OmniChoice.com, Inc. (approximately 30% interest)	Corporation	DE	Communications

Name of Company	Organization	State	Type of Business
Enertech Capital Partners, II (approximately 11% interest)	Corporation	DE	Investment (in Energy-Related and Communications)
Everest Broadband Networks	N/A	N/A	Communications
Exelon Infrastructure Services, Inc. (approximately 95% interest)	Corporation	DE	Infrastructure Services
Exelon Infrastructure Services of PA, Inc.	Corporation	DE	Infrastructure Services
EIS Engineering, Inc.	Corporation	DE	Infrastructure Services
P.A.C.E. Field Services, LLC	LLC	DE	Infrastructure Services
P.A.C.E. Environmental, LLC	LLC	DE	Infrastructure Services
Chowns Communications, Inc.	Corporation	DE	Infrastructure Services
Fischbach and Moore Electric, Inc.	Corporation	DE	Infrastructure Services
MRM Technical Group, Inc.	Corporation	DE	Infrastructure Services
Aconite Corporation	Corporation	MN	Infrastructure Services
Gas Distribution Contractors, Inc.	Corporation	MO	Infrastructure Services
Mid-Atlantic Pipeliners, Inc.	Corporation	DE	Infrastructure Services
Mueller Distribution Contractors, Inc.	Corporation	GA	Infrastructure Services
Mueller Energy Services, Inc.	Corporation	NY	Infrastructure Services
Mueller Pipeliners, Inc.	Corporation	DE	Infrastructure Services
Mechanical Specialties Incorporated	Corporation	WI	Infrastructure Services
Rand-Bright Corporation	Corporation	WI	Infrastructure Services
Syracuse Merit Electric, Inc.	Corporation	DE	Infrastructure Services
NEWCOTRA, Inc.	Corporation	DE	Infrastructure Services
Fischbach and Moore, Incorporated	Corporation	NY	Infrastructure Services
Fischbach and Moore Electrical Contracting Inc.	Corporation	DE	Infrastructure Services
T.H. Green Electric Co., Inc.	Corporation	NY	Infrastructure Services
Trinity Industries, Inc.	Corporation	DE	Infrastructure Services
OSP Consultants, Inc.	Corporation	VA	Infrastructure Services
International Communications Services, Inc.	Corporation	NV	Infrastructure Services
OSP Inc.	Corporation	VA	Infrastructure Services
OSP Servicios, S.A. de C.V.	S.A. de C.V.	Mexico	Inactive
OSP Telecom, Inc.	Corporation	DE	Infrastructure Services
OSP Telecomm de Mexico, S.A. de C.V.	S.A. de C.V.	Mexico	Inactive
OSP Telcom de Colombia, LTDA	LTDA	Colombia	Inactive
OSP Telecommunications, Ltd.	Limited	Bermuda	Inactive
RJE Telecom, Inc.	Corporation	FL	Infrastructure Services
Utility Locate & Mapping Services, Inc.	Corporation	VA	Infrastructure Services
Universal Network Services, Inc. (49% interest)	Corporation	CA	Infrastructure Services
Dashiell Holdings Corp.	Corporation	DE	Infrastructure Services
Dashiell Corporation	Corporation	TX	Infrastructure Services
Dacon Corporation	Corporation	TX	Infrastructure Services
VSI Group Inc.	Corporation	DE	Infrastructure Services
International Vital Solutions Group, Inc.	Corporation	MD	Infrastructure Services
Michigan Trenching Service, Inc.	Corporation	MI	Infrastructure Services
Lyons Equipment, Inc.	Corporation	MI	Infrastructure Services
M.J. Electric, Inc.	Corporation	DE	Infrastructure Services
Electric Services, Inc.	Corporation	DE	Infrastructure Services
EIS Investments, LLC	LLC	DE	Infrastructure Services
WCB Services, LLC (49% interest)	LLC	OK	Infrastructure Services
Adwin Equipment Company	Corporation	PA	Energy-related
Kinetic Ventures Fund I, LLC (22.22% interest), and Kinetic Ventures Fund II, LLC (17.64% interest)	LLC	DE	Investment (in Energy-Related and Communications)

BUSINESS

5. (a) The general character of the business done by the registrant and its subsidiaries, separated as between the holding companies, public utility subsidiaries (as defined in the Act) and the various non-utility subsidiaries.

Information regarding the general business of Exelon Ventures and Exelon Generation and their subsidiaries can be found in the following document: Item 1 of the Annual Report of Exelon on Form 10-K for the year ended December 31, 2000 (File No. 1-16169), which is incorporated by reference herein.

- (b) Any substantial changes which may have occurred in the general character of the business of such companies during the preceding five years.

Information regarding any substantial changes which may have occurred in the general character of the business of Exelon Ventures and Exelon Generation and their subsidiaries during the preceding five years can be found in Exelon's form 10-K for 2000 and PECO's 10-Ks for each of the previous five years (File No. 1-1401) and Unicom's form 10-K for the years 1996-1999 (File No. 1-11375) which were previously filed with the Commission and are incorporated by reference herein.

PROPERTY

6. Describe briefly the general character and location of the principal plants, properties, and other important physical units of the registrant and its subsidiaries, showing separately (a) public utility and (b) other properties. If any principal plant or important unit is not held in fee, so state and describe how held.

See Item 2 of the Annual Report of Exelon on Form 10-K for the year ended December 31, 2000 (File No. 1-16169).

INTERSTATE TRANSACTIONS

7. For each public utility company in the holding company system of the registrant which is engaged in the transmission of electric energy or gas in interstate commerce, furnish the following information for the last calendar year:

Total Annual Sales	Electric Energy	Gas KWh	Mcf
Interstate Transactions:			
Name of State			
Delivered Out of State			

Received from Out of State

Exelon Ventures and Exelon Generation are not engaged in the transmission of electric energy or gas in interstate commerce.

SECURITIES OUTSTANDING

8. Submit the following information concerning the registrant and each subsidiary thereof as of the latest available date:

FUNDED DEBT

(a) For each issue or series of funded debt, including funded debt secured by liens on property owned, whether or not such debt has been assumed: (Do not include here any contingent liabilities reported under paragraph 8(c).)

BY PERMISSION OF THE STAFF OF THE COMMISSION, COLUMNS E THROUGH I HAVE BEEN OMITTED.

AS OF JANUARY 1, 2001

Name of Obligor	Title of Issue	Amount Authorized	Amount Issued Less Retired
UNICOM MECHANICAL SERVICES	Note, 8.750% Due March 31, 2001	19,085	2,371
UNICOM MECHANICAL SERVICES	Note, 8.900% Due April 30, 2001	19,085	2,960
UNICOM MECHANICAL SERVICES	Note, 2.900% Due October 1, 2002	19,410	12,059
UNICOM THERMAL TECHNOLOGIES	Guaranteed Senior Notes 7.680% Due June 30, 2023	11,523,000	11,523,000
UNICOM THERMAL TECHNOLOGIES	Guaranteed Senior Notes 9.090% Due January 31, 2020	28,000,000	28,000,000
UNICOM THERMAL TECHNOLOGIES	UTT National Power Equipment Group Obligation, 8.000% Due April 1, 2015	2,098,200	1,145,476
Exelon Generation	Pollution Control Notes Delaware County Series 1993-A, 4.5935% Due August 1, 2016	24,125,000	24,125,000
Exelon Generation	Pollution Control Notes Salem County Series 1993-A, 3.8774% Due March 1, 2025	23,000,000	23,000,000
Exelon Generation	Pollution Control Notes Montgomery County Series 1994-A, 4.2160% Due June 1, 2029	82,560,000	82,560,000
Exelon Generation	Pollution Control Notes Montgomery County Series 1994-B, 4.3000% Due June 1, 2029	13,340,000	13,340,000
Exelon Generation	Pollution Control Notes York County Series 1993-A, 4.5935% Due August 1, 2016	18,440,000	18,440,000

Exelon Generation Pollution Control Notes 34,000,000 34,000,000
 Montgomery County
 Series 1996-A, 4.1840%
 Due March 1, 2034

CAPITAL STOCK

(b) For each class of capital stock including certificates of beneficial interest give information in number of shares and in dollar amounts: (Do not include here any warrants, options, or other securities reported under paragraph 8(d).)

BY PERMISSION OF THE STAFF OF THE COMMISSION,
 COLUMNS G THROUGH J HAVE BEEN OMITTED.

ISSUER NAME	TITLE OF ISSUE	AMOUNT AUTHORIZED	AMOUNT RESERVED	AMOUNT UN-ISSUED	AMOUNT ISSUED

Exelon Ventures Company, LLC					

Exelon Generation Company, LLC					
PECO Energy Power Company	Com. Stk.	984,000			984,000
Susquehanna Power Company	Com. Stk.	1,500,000		227,000	1,273,000
The Proprietors of the Susquehanna Canal				22	
Susquehanna Electric Company	Com. Stk.	1,000			1,000
AmerGen Energy Company, LLC					
AmerGen Vermont, LLC					
Exelon (Fossil) Holdings, Inc.	Com. Stk.	1,000		900	100
Sithe Energies, Inc.					
Exelon Peaker Development General, LLC					
Exelon Peaker Development Limited, LLC					
ExTex LaPorte Limited Patnrnership					
Concomber Ltd					

Exelon Enterprises Company, LLC					
Exelon Energy Company	Com. Stk.	1,000	-	900	100
Exelon Energy Ohio, Inc.	Com. Stk.	1,000	-	-	1,000
AllEnergy Gas & Electric Marketing Company, LLC					
Texas Ohio Gas, Inc.					
Exelon Services, Inc.	Com. Stk.	1,000	-	900	100
Systems Engineering and Management Corp.					
Unicom Power Holdings Inc.	Com. Stk.	1,000	-	900	100
Unicom Power Marketing Inc.	Com. Stk.	1,000	-	900	100
Unicom Healthcare Management Inc.	Class A Com. Stk.	1,000	-	-	1,000
UT Holdings Inc.	Com. Stk.	1,000	-	900	100
Northwind Chicago LLC					
Unicom Thermal Development Inc.	Com. Stk.	100	-	-	100
Exelon Thermal Technologies, Inc.	Com. Stk.	100	-	-	100
Exelon Thermal Technologies Boston, Inc.	Com. Stk.	100	-	-	100
Northwind Boston LLC					
Exelon Thermal Technolgoies Houston, Inc.	Com. Stk.	100	-	-	100
Northwind Houston LLC					
Northwind Houston LP					
Exelon Thermal Technologies North America, Inc.	Com. Stk.	3,000	-	2,990	10
Northwind Thermal Technologies Canada Inc.	Com. Stk.	10,000	-	9,990	10
Unicom Thermal Technologies Canada, Inc.	Com. Stk.	10,000	-	9,990	10
UTT National Power Inc.	Com. Stk.	1,000	-	900	100
Northwind Midway LLC					
UTT Nevada Inc.	Com. Stk.	100	-	-	100
Northwind Aladdin LLC					
Northwind Las Vegas LLC					
UTT Phoenix, Inc.	Com. Stk.	1,000	-	900	100
Northwind Arizona Development LLC					
Northwind Phoenix LLC					
Exelon Communications Holdings, LLC					
AT&T Wireless PCS of Philadelphia, LLC					
PHT Holdings, LLC					
PECO Hyperion Telecommunications					
Exelon Communications Company, LLC					
Energy Trading Company	Com. Stk.	1,000		900	100
Exelon Enterprises Management, Inc.	Com. Stk.	1,000		900	100
UniGridEnergy, LLC					
CIC Global, LLC					
NEON Communications, Inc.					
VITTS Network Group, Inc.					
Exelon Capital Partners, Inc.	Com. Stk.	1,000		900	100
Permits Now (fka Softcomp)					
OmniChoice.com, Inc.					
Enertech Capital Partners, II					
Everest Broadband Networks					
UTECH Climate Challenge Fund, L.P.	-	-	-	-	-
Kinetic Ventures I, LLC	-	-	-	-	-

Kinetic Ventures II, LLC	-	-	-	-
Exelon Infrastructure Services, Inc.	Com. Stk.	150,000,000	119,144,070	30,855,930
Exelon Infrastructure Services of Pennsylvania, Inc.				
EIS Engineering, Inc.				
P.A.C.E Field Services, LLC				
P.A.C.E Environmental, LLC				
Chowns Communications, Inc.				
Fischbach and Moore Electric, Inc.				
MRM Technical Group, Inc.				
Aconite Corporation				
Gas Distribution Contractors, Inc.				
Mid-Atlantic Pipeliners, Inc.				
Mueller Distribution Contractors, Inc.				
Mueller Energy Services, Inc.				
Mueller Pipeliners, Inc.				
Mechanical Specialties Incorporated				
Rand-Bright Corporation				
Syracuse Merit Electric, Inc.				
NEWCOTRA, Inc.				
Fischbach and Moore, Inc.				
Fischbach and Moore Electrical Contracting, Inc.				
T.H. Green Electric Co., Inc.				
Trinity Industries, Inc.				
OSP Consultants, Inc.				
International Communications Services, Inc.				
OSP, Inc.				
OSP Servicios, S.A. de C.V.				
OSP Telecom, Inc.				
OSP Telcomm de Mexico, S.A. de C.V.				
OSP Telcom de Colombia, LTDA				
OSP Telecommunications, Ltd.				
RJE Telecom, Inc.				
Utility Locate & Mapping Services, Inc.				
Universal Network Services, Inc.				
Dashiell Holdings Corp.				
Dashiell Corporation				
Dacon Corporation				
VSI Group Inc				
International Vital Solutions Group, Inc.				
Michigan Trenching Service, Inc.				
Lyons Equipment, Inc.				
M.J. Electric, Inc.				
Electric Services, Inc.				
EIS Investments, LLC				
WCB Services, LLC				
Adwin Equipment Company	Com. Stk.	1,000		1,000

CONTINGENT LIABILITIES

- (c) A brief outline of the nature and amount of each contingent liability on account of endorsement or other guarantees of any securities.

AS OF DECEMBER 31, 2000

Information regarding contingent liabilities of Exelon Ventures and Exelon Generation can be found in the following documents: Footnote 18 of the Annual Report of Exelon on Form 10-K for the year ended December 31, 2000 (File No. 1-16169), Footnote 16 of the Annual Report of Commonwealth Edison Company on Form 10-K for the year ended December 31, 2000 (File No. 1-1839), and Footnote 18 of the Annual Report of PECO Energy Company on Form 10-K for the year ended December 31, 2000 (File No. 1-1401).

OTHER SECURITIES

- (d) A statement of the amount of warrants, rights, or options and of any class of securities of the registrant and subsidiary companies not elsewhere herein described which is outstanding and/or authorized. A brief description of the provisions thereof should be included. Information need not be set forth under this item as to notes, drafts, bills of exchange or bankers' acceptances which mature within nine months.

There are no warrants, rights, or options, outstanding and/or authorized not elsewhere herein described for Exelon Ventures and Exelon Generation. As to other securities of the parent corporation, Exelon, information with respect to Exelon's 1989 Long Term Incentive Plan is set forth in Post Effective Amendment No. 1 (on Form S-8) to Exelon's Form S-4 Registration Statement No. 333-37082 (filed November 13, 2000) and in Exelon's Form S-8 Registration Statement No. 333-49780. Information with respect to PECO Energy Company's 1998 Stock Option Plan and its Employee Savings Plan is set forth in Post Effective Amendment No. 1 (on Form S-8) to Exelon's Form S-4 Registration Statement No. 333-37082 (filed November 13, 2000). Information with respect to PECO Energy Company's Deferred Compensation and Supplemental Pension Plan, Management Group Deferred Compensation and Supplemental Pension Plan, Unfunded Deferred Compensation Plan for Directors, and Employee Savings Plan, as well as Unicom Amended and Restated Long-Term Incentive Plan, the Unicom 1996 Directors' Fee Plan, the Unicom Retirement Plan for Directors, and the Commonwealth Edison Retirement Plan for Directors and the Commonwealth Edison Employee Savings and Investment Plan is set forth in Exelon's Form S-8 Registration Statement No. 333-49780.

INVESTMENTS IN SYSTEM SECURITIES

9. Give a tabulation showing principal amount, par or stated value, the cost to the system company originally acquiring such security, and the number of shares or units, of each security described under Item 8 that is held by the registrant and by each subsidiary company thereof as the record (or beneficial) owner, and the amount at which the same are carried on the books of each such owner. This information should be given as of the same date as the information furnished in Item 8.

As of December 31, 2000

Name of Company	Number of Common Shares Owned	% Voting Power	Issuer Book Value (\$000)
Exelon Ventures Company, LLC		100%	
Exelon Generation Company, LLC		100%	4,551,000
PECO Energy Power Company	984,000	100%	24,600
Susquehanna Power Company	1,273,000	100%	47,047
The proprietors of the Susquehanna Canal		100%	N/A
Susquehanna Electric Company	1,000	100%	10,000
AmerGen Energy Company, LLC		50%	
AmerGen Venture, LLC		100%	
Exelon (Fossil) Holdings, Inc.		100%	
Sithe Energies, Inc.		49.90%	
Exelon Peaker Development General, LLC		100%	N/A
Exelon Peaker Development Limited, LLC		100%	N/A
ExTex LaPorte Limited Partnership		1% EP Gen 99% EP Lim	N/A N/A
Concomber Ltd		100%	1,200
Exelon Enterprises Company, LLC	100	100%	873,519,290
Exelon Energy Company	100	100%	(21,642)
Exelon Energy Ohio, Inc.	1,000	100%	13,942
AllEnergy Gas & Electric Marketing Company, LLC	N/A	100%	22,850
Texas Ohio Gas, Inc.		100%	(403)
Exelon Mechanical Services, Inc.	100	100%	33,548
Systems Engineering and Management Corporation, Inc	874	100%	7,107
Unicom Power Holdings, Inc.	100	100%	(16,017)
Unicom Power Marketing, Inc.	100	100%	N/A
Unicom Healthcare Management, Inc.	1,110	100%	1,702
UT Holdings, Inc.	100	100%	(142,328)
Northwind Chicago, LLC	N/A	100%	(5,649)
Unicom Thermal Development, Inc.	100	100%	(4,685)
Exelon Thermal Technologies, Inc.	100	100%	(81,511)
Exelon Thermal Technologies Boston, Inc.	100	100%	(4,311)
Northwind Boston, LLC	N/A	25%	(11,552)
Exelon Thermal Technologies Houston, Inc.	100	100%	(766)
Northwind Houston, LLC	N/A	25%	128
Northwind Houston, LP	N/A	25%	13,635
Exelon Thermal Technologies North America, Inc.	10	100%	(3,068)
Northwind Thermal Technologies Canada, Inc.	10	100%	(1,801)
Unicom Thermal Technologies, Canada Inc.	10	100%	(1,011)
UTT National Power, Inc.	100	100%	(546)
Northwind Midway, LLC	N/A	100%	N/A
UTT Nevada, Inc.	100	100%	(177)
Northwind Aladdin, LLC	N/A	75%	12,000
Northwind Las Vegas, LLC	N/A	50%	349
UTT Phoenix, Inc.	100	100%	N/A
Northwind Arizona Development, LLC	N/A	50%	N/A
Northwind Phoenix, LLC	N/A	50%	N/A
Exelon Communications Holdings, LLC		100%	439,163
AT&T Wireless PCS of Philadelphia, LLC		49%	
PHT Holdings, LLC		100%	56,620
PECO Hyperion Telecommunications		49%	
Exelon Communications Company, LLC		100%	149,287
Energy Trading Company		100%	744
Exelon Enterprises Management, Inc.		100%	95,600
UniGridEnergy, LLC		50%	
CIC Global, LLC		50%	
NEON Communications, Inc.		10%	

VITTS Network Group, Inc.		20%	
Phoenix Foods, LLC		5%	
Exelon Capital Partners, Inc.		100%	32,966
Permits Now (fka Softcomp)		16%	
OmniChoice.com, Inc.		30%	
Enertech Capital Partners II		11%	
Everest Broadband Networks		15%	
Exelon Infrastructure Services, Inc.		<100%	515,266
Exelon Infrastructure Services of Pennsylvania, Inc.		100%	6,938
EIS Engineering, Inc.		100%	
P.A.C.E Field Services, LLC		100%	8,135
P.A.C.E Environmental, LLC		100%	
Chowns Communication, Inc.	N/A	100%	11,893
Fischbach and Moore Electric, Inc.	N/A	100%	
MRM Technical Group, Inc.	N/A	100%	121,556
Aconite Corporation		100%	
Gas Distribution Contractors, Inc.		100%	
Mid-Atlantic Pipeliners, Inc.		100%	
Mueller Distribution Contractors, Inc.		100%	
Mueller Energy Services, Inc.		100%	
Mueller Pipeliners, Inc.		100%	
Mechanical Specialties Incorporated		100%	
Rand-Bright Corporation		100%	
Syracuse Merit Electric, Inc.	N/A	100%	15,297
NEWCOTRA, Inc.	N/A	100%	
Fischbach and Moore, Inc.		100%	7,001
Fischbach and Moore Electrical Contractors, Inc.		100%	
T.H. Green Electric Co., Inc.		100%	
Trinity industries, Inc.	N/A	100%	11,322
OSP Consultants, Inc.	N/A	100%	68,116
International Communications Services, Inc.		100%	
OSP, Inc.		100%	
OSP Servicios, S.A. de C.V.		100%	
OSP Telecom, Inc.		100%	
OSP Telcomm de Mexico, S.A. de C.V.		100%	
OSP Telcom de Columbia, LTDA		100%	
OSP Telecommunications, Ltd.		100%	
RJE Telecom, Inc.		100%	
Utilities Locate & Mapping Services, Inc.		100%	
Universal Network Services, Inc.		49%	
Dashiell Holdings Corporation	N/A	100%	68,215
Dashiell Corporation		100%	
Dacon Corporation		100%	
VSI Group, Inc.	N/A	100%	19,307
International Vital Solutions Group, Inc.		100%	
Michigan Trenching Services, Inc.	N/A	100%	14,994
Lyons Equipments, Inc.	N/A	100%	
M.J. Electric, Inc.		100%	143,906
Electric Services, Inc.		100%	7,443
EIS Investments, LLC		100%	
WCB Services, LLC		49%	
Adwin Equipment Company	N/A	100%	16,732
Kinetic Ventures Fund I, LLC		22.22%	
Kinetic Ventures Fund II, LLC		17.64%	

N/A Not applicable or Not Available

Issuer book value is subject to a final determination.

INVESTMENTS IN OTHER COMPANIES

10. Give a tabulation showing all investment of the registrant and each subsidiary thereof in holding companies and in public utility companies which are not subsidiary companies of the registrant. Also, show all other investments of the registrant and each subsidiary thereof in the securities of any other enterprise, if the book value of the investment in any such enterprise exceeds 2% of the total debit accounts shown on the balance sheet of the company owning investment or an amount in excess of \$25,000 (whichever amount is the lesser). Give the principal amount and number of shares or units and the cost of each issue of such securities to the system company originally acquiring such security, and the amount at which the same are carried on the books of the owner. List all such securities pledged as collateral for loans or other obligations and identify loans and obligations for which pledged. This information should be given as of the same date as the information furnished in Item 8.

As of December 31, 2000

Investor	Investee	Type	Quantity	Cost	Carrying Value
Exelon Capital Partners, Inc.	Pantellos Corporation	Corporation	N/A	\$4,439,210	\$4,439,210
Exelon Capital Partners, Inc.	Automated Power Exchange	Competitive Power Exchange Business	1,500,000	\$3,000,000	\$3,000,000
Exelon Capital Partners, Inc.	UTECH Climate Challenge Fund, L.P.	Venture Capital Investment	N/A	\$4,582,713	\$23,847,576
Exelon Capital Partners, Inc.	Exotrope	Convertible Debentures	N/A	\$500,000	\$500,000
Exelon Capital Partners, Inc.	Media Station, Inc.	Preferred plus Warrants (Common)	214,286 48,702	\$1,500,000	\$1,500,000
Energy Trading Company	WorldWide Web NetworX Corporation	Common shares	73,450	\$316,753	\$9,181
Energy Trading Company	Entrade	Common Shares	200,000	\$1,489,115	\$162,500

N/A Not applicable

INDEBTEDNESS OF SYSTEM COMPANIES

11. List each indebtedness of the registrant and of each subsidiary company thereof (other than indebtedness reported under Item 8, but as of the same date) where the aggregate debt owed by any such company to any one person exceeds \$25,000 or an amount exceeding 2% of the total of the debit accounts shown on the balance sheet of the debtor (whichever amount is the lesser) but not including any case in which such aggregate indebtedness is less than \$5,000, and give the following additional information as to each such indebtedness:

(a) Debts owed to associate companies as of December 31, 2000:

Name of Debtor	Name of Creditor	Amount Owed	Rate of Interest	Date of Maturity
Exelon Enterprises, LLC	Exelon Corporation	5,000,000	Variable	Revolver
Exelon Enterprises, LLC	Unicom Investment, Inc.	619,830,398	Variable	Revolver
Unicom Healthcare Management, Inc.	Exelon Enterprises, LLC	50,000	Variable	Revolver
Exelon Energy Company	Exelon Enterprises, LLC	41,078,696	Variable	Revolver
Exelon Energy Company	Exelon Enterprises, LLC	120,072,983	Variable	Revolver
Unicom Power Holdings, Inc.	Exelon Enterprises, LLC	91,000,000	Variable	Revolver
Exelon Mechanical Services, Inc.	Exelon Enterprises, LLC	83,328,167	Variable	Revolver
UT Holdings, Inc.	Exelon Enterprises, LLC	241,870,258	Variable	Revolver
Exelon Thermal Technologies, Inc.	UT Holdings, Inc.	176,708,228	Variable	Revolver
Exelon Thermal Technologies, Inc.	Edison Finance Partnership	17,211,180	7.750%	12/31/08
Unicom Thermal Development, Inc.	UT Holdings, Inc.	4,125,468	Variable	Revolver
Exelon Thermal Technologies Boston, Inc.	UT Holdings, Inc.	8,296,380	Variable	Revolver
Exelon Thermal Technologies Houston, Inc.	UT Holdings, Inc.	12,797,500	Variable	Revolver
Unicom Thermal Technologies Canada, Inc.	UT Holdings, Inc.	2,453,441	Variable	Revolver
UTT Phoenix, Inc.	UT Holdings, Inc.	644,000	Variable	Revolver
UTT Nevada, Inc.	UT Holdings, Inc.	12,349,628	Variable	Revolver
Northwind Midway, LLC	UT Holdings, Inc.	215,000	Variable	Revolver

Exelon Enterprise Management	CIC Global, LLC	2,000,000	Prime	12/14/2001
Exelon Enterprise Management	Neon Communications, Inc.	16,635,881	8.00%	4/15/2005
Exelon Infrastructure Services	Exelon Enterprises	48,422,908	Variable	Revolver
Exelon Enterprises	Exelon Enterprise Management	6,917,056	7.00%	On Demand
Exelon Fossil Holdings, Inc.	Exelon Corporation	696,196,000	7.562% to 7.625%	10/12/2001
AT&T Wireless PCS of Philadelphia	PECO Wireless, LLC	153,419,000	AFR (semi-annual)	On demand

N.A. Not Available

(b) Debts owed to others as of December 31, 2000:

BY PERMISSION OF THE STAFF OF THE COMMISSION, "DEBTS OWED TO OTHERS" HAS BEEN OMITTED.

PRINCIPAL LEASES

12. Describe briefly the principal features of each lease (omitting oil and gas leases) to which the registrant or any subsidiary company thereof is a party, which involves rental at an annual rate of more than \$50,000 or an amount exceeding 1% of the annual gross operating revenue of such party to said lease during its last fiscal year (whichever of such sums is the lesser) but not including any lease involving rental at a rate of less than \$5,000 per year.

Lessee	Lessor	Items Leased	Total Payments for the year ended December 2000
Exelon Generation	Chase Manhattan Trust Company	Railcars	4,671,638
Exelon Generation	CIT Group/Equipment Financing Inc.	Railcars	546,504
Exelon Generation	General Electric Railcar Services Corporation (1)	Railcars	1,449,420
Exelon Generation	Newcourt Capital USA, Inc. (2)	Railcars	3,439,668
Exelon Generation	Transport Capital Rail Partners, LLC	Railcars	576,000
Exelon Generation	Duke Realty	Office Space	3,184,393
Exelon Generation	Integral Systems	Office Space	247,799
Exelon Generation	United Jersey Bank, As Owner Trustee	Merrill Creek	14,585,012
Exelon Generation	FV Office Partnership, Limited Partnership	Office Building	1,333,333
Exelon Generation	Kennett Development Co. LLC	Office Building	2,241,810
Exelon Generation	BET Investments	Office Building	54,299
		Total	\$311,385,320
			=====
Exelon Enterprises	Dover Westchester, LLC	Office Space	\$ 458,483
Exelon Enterprises	Glenborough Realty Trust, Inc.	Office Building	801,193

Exelon Enterprises	Fox Realty Company	Office Building	250,000
		Total	\$ 1,509,676
Exelon Mechanical Services, Inc.	Bank of Homewood	Office Space	\$ 83,129
Exelon Mechanical Services, Inc.	Thomas F. Nelson	Office Space	116,667
Exelon Mechanical Services, Inc.	KPS Limited Partnership	Office Space	260,182
Exelon Mechanical Services, Inc.	Suzanne S. Sprowl Trust	Office Space	763,200
Exelon Mechanical Services, Inc.	William N. Neiheiser	Office Space	72,500
		Total	\$ 1,295,678
Exelon Energy Company	PJF Investments	Office Space	\$ 132,946
Exelon Energy Company	3 University Office Park, Inc.	Office Space	149,107
		Total	\$ 282,053
Exelon Thermal Technologies, Inc.	JPS Interests	Land	\$ 165,000
Exelon Thermal Technologies, Inc.	Health Care Service Corp	Office Space	757,000
Exelon Thermal Technologies, Inc.	LaSalle National Trust N.A.	Office Space	116,250
Exelon Thermal Technologies, Inc.	Scribcor, Inc.	Office Space	294,000
		Total	\$ 1,332,250
		Grand Total	\$315,804,977

(1) Lease was assigned to NBB North America Co., Ltd. as of June 26, 2000.

(2) Lease was assigned to National City Leasing Corporation as of September 30, 1999.

SECURITIES SOLD

13. If, during the last five years, the registrant or any subsidiary company thereof has issued, sold, or exchanged either publicly or privately any securities having a principal amount, par, stated or declared value exceeding \$1,000,000 or exceeding an amount equal to 10% of the total liabilities as shown by the balance sheet of issuer at the time such issue (whichever of such sums is the lesser), give the following information with respect to each such issue or sale:

Issuer	Title of Issue	Amount Issued or Sold (\$000)	Proceeds Received by Issuer per \$100 (before expenses)	Approximate Expenses of Issuer per \$100	Name of Principal Underwriters	Underwriters Initial Offering Price
1998 Unicom Thermal Technologies	7.38% Note	\$120,000	100%	1.376%	Merrill Lynch, Goldman Sachs	100%
1999 Unicom Thermal Technologies	7.680% Note	\$11,523	100%	3.237%	ABN Amro	100%
2000 Unicom Thermal Technologies	9.090% Note	\$28,000	100%	2.952%	ABN Amro	100%

AGREEMENTS FOR FUTURE DISTRIBUTION OF SECURITIES

- 14(a). Summarize the terms of any existing agreement to which the registrant or any associate or affiliate company thereof is a party or in which any such company has a beneficial interest with respect to future distributions of securities of the registrant or of any subsidiary.

Certain information regarding agreements with respect to future distributions of securities of Exelon and its subsidiaries is set forth in the following documents, the applicable portions of which are hereby incorporated by reference: Item 1.E, subsections 1-4 and 6-7, Item 1.H and Item 1.I of the Financing U-1. Information with respect to Exelon's 1989 Long Term Incentive Plan is set forth in Post Effective Amendment No. 1 (on Form S-8) to Exelon's Form S-4 Registration Statement No. 333-37082 (filed November 13, 2000) and in Exelon's Form S-8 Registration Statement No. 333-49780. Information with respect to PECO Energy Company's 1998 Stock Option Plan and its Employee Savings Plan is set forth in Post Effective Amendment No. 1 (on Form S-8) to Exelon's Form S-4 Registration Statement No. 333-37082 (filed November 13, 2000). Information with respect to PECO Energy Company's Deferred Compensation and Supplemental Pension Plan, Management Group Deferred Compensation and Supplemental Pension Plan, Unfunded Deferred Compensation Plan for Directors, and Employee Savings Plan, as well as Unicom Amended and Restated Long-Term Incentive Plan, the Unicom 1996 Directors' Fee Plan, the Unicom Retirement Plan for Directors, and the Commonwealth Edison Retirement Plan for Directors and the Commonwealth Edison Employee Savings and Investment Plan is set forth in Exelon's Form S-8 Registration Statement No. 333-49780.

- 14(b). Describe briefly the nature of any financial interest (other than the ownership of securities acquired as a dealer for the purpose of resale) which any person with whom such agreement exists, has in the registrant or in any associate company thereof.

The beneficiaries of the employee benefit plans referred to above may be deemed to have a financial interest in the registrant or affiliated companies thereof by virtue of their employment relationship with the registrant or such other companies and compensation, benefit and severance agreements and arrangements relating to such employment.

TWENTY LARGEST HOLDERS OF CAPITAL STOCKS

15. As of a recent date (indicating such date for each class) give the following information with respect to the holders of each class of stock and/or certificates of beneficial interest of the registrant:

(a) The twenty largest registered holders of common stock of Exelon Ventures and Exelon Generation, as of April 23, 2001.

Title of Issue	Holder of Record and Address	Number of Shares Owned	Percent of Class
Exelon Generation Membership interest	Exelon Ventures P.O. Box 805398 Chicago, IL 60680-5398	N/A	100% of membership interest
Exelon Ventures Membership interest	Exelon Corporation P.O. Box 805398 Chicago, IL 60680-5398	N/A	100% of membership interest

- (b) Number of shareholders of record each holding 1,000 shares or more, and aggregate number of shares so held.

100 % of Exelon Generation's membership interest is held by Exelon Ventures Company. 100% of Exelon Venture's membership interest is held by Exelon Corporation.

- (c) Number of shareholders of record each holding less than 1,000 shares, and aggregate number of shares so held.

N/A

OFFICERS, DIRECTORS AND EMPLOYEES

- 16(a). Positions and Compensation of Officers and Directors. Give name and address of each director and officer (including any person who performs similar functions) of the registrant, of each subsidiary company thereof, and of each mutual service company which is a member of the same holding company system. Opposite the name of each such individual give the title of every such position held by him and briefly describe each other employment of such individual by each such company.

State the present rate of compensation on an annual basis for each director whose aggregate compensation from all such companies exceeds \$1,000 per year, and of each officer whose aggregate compensation from such companies is at the rate of \$20,000 or more per year. In the event any officer devotes only part of his time to a company or companies in the system this fact should be indicated by appropriate footnote. Such compensation for such part time should be computed on an annual rate and if such annual rate exceeds \$20,000 the actual compensation as well as annual rate should also be reported.

- 16(b). Compensation of Certain Employees. As to regular employees of such companies who are not directors or officers of any one of them, list the name, address, and aggregate annual rate of compensation of all those who receive \$20,000 or more per year from all such companies.

- 16(c). Indebtedness to System Companies. As to every such director, trustee or officer as aforesaid, who is indebted to any one of such companies, or on whose behalf any such company has now outstanding and effective any obligation to assume or guarantee payment of any indebtedness to another, and whose total direct and contingent liability to such company exceeds the sum of \$1,000, give the name of such director, trustee, or officer, the name of such company, and describe briefly the nature and amount of such direct and contingent obligations.

- 16(d). Contracts. If any such director, trustee, or officer as aforesaid: (1) has an existing contract with any such company (exclusive of an employment contract which provides for no compensation other than that set forth in paragraph (a) of this Item); or, (2) either individually or together with the members of his immediate family, owns, directly or indirectly, 5% or more of the voting securities of any third person with whom any such company has an existing contract; or, (3) has any other beneficial interest in an existing contract to which any such company is a party; describe briefly the nature of such contract, the names of the parties thereto, the terms thereof, and the interest of such officer, trustee, or director therein.

By permission of the Staff of the Commission, information required to be disclosed pursuant to Items 16(a) through 16(d) is not set forth herein. In lieu thereof, information in respect thereof is set forth in (i) the Proxy Statement for 2001 Annual Meeting of Shareholders of Exelon (ii) the Annual Report on Form 10-K for the year ending December 31, 2000 for Exelon, and such information is hereby incorporated by reference.

- 16(e). Banking Connections. If any such director, trustee, or officer is an executive officer, director, partner, appointee, or representative of any bank, trust company, investment banker, or banking association or firm, or of any corporation a majority of whose stock having the unrestricted right to vote for the election of directors, is owned by any bank, trust company, investment banker, or banking association or

firm, state the name of such director or officer, describe briefly such other positions held by him and indicate which of the rules under Section 17(c) authorizes the registrant and subsidiary companies of which he is a director or officer to retain him in such capacity.

John W. Rowe: Member of Board of Directors of Unicom from 1998 through the merger closing; member of Board of Directors of ComEd from 1998; member of Board of Directors of Exelon since the merger closing, officer of Exelon Ventures and Exelon Generation and member of Board of Directors of Fleet Boston Financial, commercial banking institution. Authorized pursuant to Rule 70(b).

INTERESTS OF TRUSTEES IN SYSTEM COMPANIES

17. Describe briefly the nature of any substantial interest which any trustee under indentures executed in connection with any outstanding issue of securities of the registrant or any subsidiary thereof, has in either the registrant or such subsidiary, and any claim which any such trustee may have against registrant or any subsidiary; provided, however, that it shall not be necessary to include in such description any evidences of indebtedness owned by such trustee which were issued pursuant to such an indenture.

To the knowledge of Exelon Ventures and Exelon Generation, there is no substantial interest of any trustee under indentures executed in connection with any outstanding issue of securities.

SERVICE, SALES, AND CONSTRUCTION CONTRACTS

18. As to each service, sales, or construction contract (as defined in paragraphs (19) to (21) of Section 2(a) of the Act) which the registrant and any subsidiary company thereof has had in effect within the last three months, describe briefly the nature of such contract, the name and address of the parties thereto, the dates of execution and expiration, and the compensation to be paid thereunder. Attach typical forms of any such contracts as an exhibit to this registration statement. If the other party to any such contract is a mutual service company or a subsidiary service company which is a member of the same holding company system as the registrant and as to which the Commission has made a favorable finding in accordance with Rule 13-22, specific reference may be made to the application or declaration filed by such company pursuant to Rule 13-22 and no further details need be given as to such contracts.

Note: This item is intended to apply to service, sales or construction contracts within the scope of Section 13. It is not intended to apply to any contracts for purchase of power or gas or ordinary contracts for materials and supplies, printing, etc., made with non-affiliates.

Exelon Ventures and Exelon Generation and their subsidiaries may receive or provide services pursuant to:

1. ComEd provides services to or receives services from affiliates in accordance with an Affiliated Interests Agreement ("AIA") approved by the Illinois Commerce Commission. The form of the AIA is attached as Exhibit H-1. A summary of the service provider, recipient, description of the work, the annual dollar volume, and pricing was filed as Exhibit B-3.3, Part A, to the Merger U-1; the exhibit was filed with Amendment No. 3 to such Form U-1 on October 18, 2000. Included in such summary is a description of services provided to certain governmental customers of ComEd by affiliates of ComEd pursuant to pass-through arrangements and the AIA.

2. PECO provides services to or receives services from affiliates in accordance with a Mutual Services Agreement ("MSA") approved by the Pennsylvania Public Utilities Commission. The form of the MSA is attached as Exhibit H-2. A summary of the service provider, recipient, description of the work, the annual dollar volume, and pricing was filed as Exhibit B-3.3, Part A, to the Merger U-1; the exhibit was filed with Amendment No. 3 to such Form U-1 on October 18, 2000.
3. Exelon Business Services Company is the service company subsidiary for the Exelon system and provides Exelon, PECO, ComEd, Exelon Ventures, and Exelon Generation with a variety of services. Such services are provided pursuant to the terms of the form of the General Services Agreement, which was filed as Exhibit H-3 to the form U5B registration statement for Exelon Corporation filed on January 23, 2001.
4. Certain affiliates of ComEd and PECO provide services to ComEd or PECO, or both, other than "at-cost", as discussed in Item 3.C.4.c of the Merger U-1. A list and summary of such transactions, contracts and arrangements was filed as Exhibit B-3.3, Part B, to the Merger U-1; the exhibit was filed with Amendment No. 3 to such Form U-1 on October 18, 2000. Copies of affiliate arrangements for Services other than at cost were provided to the Staff in paper form on September 18, 2000. Additional copies will be provided on request. Additional information Describing the business of Exelon Infrastructure Services was filed confidentially with the Commission as Exhibit N-1 to the Merger U-1.

LITIGATION

19. Describe briefly any existing litigation of the following descriptions, to which the registrant or any subsidiary company thereof is a party, or of which the property of the registrant or any such subsidiary company is the subject, including the names of the parties and the court in which such litigation is pending:
 - (1) Proceedings to enforce or to restrain enforcement of any order of a State commission or other governmental agency;
 - (2) Proceedings involving any franchise claimed by any such company;
 - (3) Proceedings between any such company and any holder, in his capacity as such, of any funded indebtedness or capital stock issued, or guaranteed by such company, or between any such company and any officer thereof;
 - (4) Proceedings in which any such company sues in its capacity as owner of capital stock or funded indebtedness issued or guaranteed by any other company; and
 - (5) Each other proceeding in which the matter in controversy, exclusive of interest and costs, exceeds an amount equal to 2% of the debit accounts shown on the most recent balance sheet of such company.

Information regarding litigation involving Exelon Ventures and Exelon Generation and their subsidiary companies is incorporated by reference to Item 3 of the Annual Report of Exelon Corporation on Form 10-K for the year ended December 31, 2000 (File No. 1-16169).

EXHIBITS

EXHIBIT A. Furnish a corporate chart showing graphically relationships existing between the registrant and all subsidiary companies thereof as of the same date as the information furnished in the answer to Item 8. The chart should show the percentage of each class voting securities of each subsidiary owned by the registrant and by each subsidiary company.

A Corporate chart of Exelon, including Exelon Ventures and Exelon Generation is being provided under cover of Form SE as Exhibit A-1.

EXHIBIT B. With respect to the registrant and each subsidiary company thereof, furnish a copy of the charter, articles of incorporation, trust agreement, voting trust agreement, or other fundamental document of organization, and a copy of its bylaws, rules, and regulations, or other instruments corresponding thereto. If such documents do not set forth fully the rights, priorities, and preferences of the holders of each class of capital stock described in the answer to Item 8(b) and those of the holders of any warrants, options or other securities described in the answer to Item 8(d), and of any limitations on such rights, there shall also be included a copy of each certificate, resolution, or other document establishing or defining such rights and limitations. Each such document shall be in the amended form effective at the date of filing the registration statement or shall be accompanied by copies of any amendments to it then in effect.

By permission of the Staff of the Commission, in lieu of the exhibits required hereunder, the disclosure requirements for Exhibit B have been limited to (i) the state of incorporation for Exelon Ventures and Exelon Generation and each of their subsidiary companies; (ii) a brief description of every subsidiary company of Exelon Ventures and Exelon Generation; and (iii) a brief description of every subsidiary company of Exelon Ventures and Exelon Generation including a statement as to whether each such company is active or inactive. Such information is set forth in Items 4 and 5 hereof.

EXHIBIT C.(a) With respect to each class of funded debt shown in the answers to Items 8(a) and 8(c), submit a copy of the indenture or other fundamental document defining the rights of the holders of such security, and a copy of each contract or other instrument evidencing the liability of the registrant or a subsidiary company thereof as endorser or guarantor of such security. Include a copy of each amendment of such document and of each supplemental agreement, executed in connection therewith. If there have been any changes of trustees thereunder, such changes, unless otherwise shown, should be indicated by notes on the appropriate documents. No such indenture or other document need be filed in connection with any such issue if the total amount of securities that are now, or may at any time hereafter, be issued and outstanding thereunder does not exceed either \$1,000,000 or an amount equal to 10% of the total of the debit accounts shown on the most recent balance sheet of the registrant or subsidiary company which issued or guaranteed such securities or which is the owner of property subject to the lien of such securities, whichever of said sums is the lesser.

OMITTED BY PERMISSION OF THE STAFF OF THE COMMISSION.

- (b) As to each outstanding and uncompleted contract or agreement entered into by registrant or any subsidiary company thereof relating to the acquisition of any securities, utility assets (as defined in section 2(a)(18) of the Act), or any other interest in any business, submit a copy of such contract or agreement and submit details of any supplementary understandings or arrangements that will assist in securing an understanding of such transactions.

OMITTED BY PERMISSION OF THE STAFF OF THE COMMISSION.

EXHIBIT D. A consolidating statement of income and surplus of the registrant and its subsidiary companies for its last fiscal year ending prior to the date of filing this registration statement, together with a consolidating balance sheet of the registrant and its subsidiary companies as of the close of such fiscal year.

Exelon Ventures and Exelon Generation commenced operations in 2001 and accordingly have no financial statements for 2000. The Consolidating Financial Statements for Exelon Ventures and Exelon Generation for 2001 will be filed in the US in 2002.

EXHIBIT E. For each public utility company and natural gas producing and pipe line property in the holding company system of the registrant, furnish the following maps (properties of associate companies operating in contiguous or nearby areas may be shown on the same map, provided property and service areas of each company are shown distinctively).

- (1) Map showing service area in which electric service is furnished, indicating the names of the companies serving contiguous areas.
- (2) Electric system map showing location of electric property (exclusive of local distribution lines) owned and/or operated, and information as follows:
 - (a) Generating plants -- kind and capacity;
 - (b) Transmission lines -- voltage, number of circuits, kind of supports, kind and size of conductors;
 - (c) Transmission substations -- capacity;
 - (d) Distribution substation -- capacity; and
 - (e) Points of interconnection with all other electric utility companies and with all electrical enterprises operated by municipal or governmental agencies, giving names of such companies and enterprises.
- (3) Map showing service area in which gas service is furnished, indicating the names of companies serving contiguous areas; and
- (4) Gas system map showing location of gas property (exclusive of low pressure local distribution lines) owned and/or operated, and information as follows:
 - (a) Generating plants -- kind and daily capacity;
 - (b) Holders -- kind and capacity;
 - (c) Compressor stations -- capacity in horsepower;
 - (d) Transmission pipe lines -- size, approximate average transmission pressure and the estimated daily delivery capacity of the system;
 - (e) Points of interconnection with all other private and public gas utilities, pipe lines, or producing enterprises; giving names of such companies and other enterprises; and

- (f) General location and outline of gas producing and reserve areas and diagrammatic location of gathering lines.

The maps required by this exhibit were filed under cover of Form SE with the USB for Exelon Corporation on January 23, 2001.

EXHIBIT F. Furnish an accurate copy of each annual report for the last fiscal year ending prior to the date of the filing of this registration statement, which the registrant and each subsidiary company thereof has previously submitted to its stockholders. For companies for which no reports are submitted the reason for omission should be indicated; provided that electronic filers shall submit such reports in paper format only under cover of Form SE.

Exelon Ventures and Exelon Generation are wholly owned by Exelon and Exelon Ventures, respectively, and accordingly do not submit annual reports to their stockholders.

EXHIBIT G. Furnish a copy of each annual report that the registrant and each public utility subsidiary company thereof shall have filed with any State Commission having jurisdiction to regulate public utility companies for the last fiscal year ending prior to the date of filing this registration statement. If any such company shall have filed similar reports with more than one such State commission, the registrant need file a copy of only one of such reports provided that notation is made of such fact, giving the names of the different commissions with which such report was filed, and setting forth any differences between the copy submitted and the copies filed with such other commissions. In the event any company submits an annual report to the Federal Power Commission but not to a State commission, a copy of such report should be furnished. In the case of a registrant or any public utility subsidiary company for which no report is appended the reasons for such omission should be indicated such as "No such reports required or filed;" provided that electronic filers shall submit such reports in paper format only under cover of Form SE.

No such reports required or filed.

EXHIBIT H. Typical forms of service, sales, or construction contracts described in answer to Item 18.

1. The forms of the AIA, MSA and General Service Agreement were filed with form USB for Exelon Corporation on January 23, 2001.

2. Copies of Affiliate Arrangements for Services Other than at Cost were provided to the Staff in paper form on September 18, 2000.

This registration statement is comprised of:

- (a) Pages numbered 1 to 23 consecutively.
- (b) The following Exhibits: the Exhibits shown on the attached exhibit index.

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the registrant has caused this registration statement to be duly signed on its behalf in the City of Chicago and State of Illinois on the 23rd day of April, 2001.

EXELON CORPORATION

By: /s/ Randall E. Mehrberg

Name: Randall E. Mehrberg
Title: Senior Vice President and
General Counsel

Attest:

/s/ Scott N. Peters

Assistant Secretary

VERIFICATION

State of Illinois
County of Cook

The undersigned being duly sworn deposes and says that he has duly executed the attached registration statement dated April 23, 2001 for and on behalf of Exelon Corporation; that he is the Senior Vice President and General Counsel of such company; and that all action taken by stockholders, directors, and other bodies necessary to authorize deponent to execute and file such instrument has been taken. Deponent further says that he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

/s/ Randall E. Mehrberg

Subscribed and sworn to before me, a notary public
this 23rd day of April, 2001

/s/ Mary L. Kwilos

My commission expires October 26, 2001

INDEX OF EXHIBITS

EXHIBIT NO.	DESCRIPTION
A-1	Organization chart for Exelon, including Exelon Ventures and Exelon Generation (filed herewith on Form SE)