



**STATE OF NEW JERSEY**  
**Board of Public Utilities**  
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**[www.nj.gov/bpu/](http://www.nj.gov/bpu/)**

IN THE MATTER OF THE MERGER OF EXELON )  
CORPORATION AND PEPSCO 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

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.

Collen 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: Anthony C. DeCusatis, Darryl M. Bradford, Thomas P. Gadsden, Paul R. Bonney, Kenneth M. Kulak, Wendy E. Stark and Brooke E. McGlenn. Each motion will be discussed below.

Anthony C. DeCusatis, Esq.

Ms. Foley, a member of the bar of this State, has moved for the admission pro hac vice of Anthony C DeCusatis, Esq. In support of the motion, Mr. DeCusatis represents that he is a member of the firm of Morgan Lewis & Bockius 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, the Joint Petitioners have requested that he coordinate the multiple inter-state filings already filed in Delaware, the District of Columbia and Maryland. He states he is a member in good standing of the bar of the Supreme Court of the Commonwealth of Pennsylvania and is associated with New Jersey counsel of record for this proceeding. He states he is a multijurisdictional practitioner in New Jersey (#MJP-000304) having been previously admitted pro hac vice in another Board matter. 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.

Darryl M. Bradford, Esq.

Ms. Foley has moved for the admission pro hac vice of Darryl M. Bradford. In support of the motion, Mr. Bradford represents that he is a Senior Vice President and General Counsel for Exelon Corporation with extensive legal and regulatory expertise and knowledge regarding Exelon that is directly relevant to the conduct of the regulatory proceedings now pending before the Board. He states he is a member in good standing of the bar of the Supreme Court of Illinois and is associated with New Jersey counsel of record Colleen Foley and 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.

Thomas P. Gadsden, Esq.

Ms. Foley has moved for the admission pro hac vice of Thomas P. Gadsden, Esq. a member of the firm of Morgan Lewis & Bockius LLP. Mr. Gadsden represents that he 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, and that he is a member in good standing of the bar of the Supreme Court of the Commonwealth of Pennsylvania and is associated with New Jersey counsel of record for this proceeding. He states he is a multijurisdictional practitioner in New Jersey (#MJP-000305) having been previously admitted pro hac vice in another Board matter, and agrees 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.

Paul R. Bonney, Esq.

Ms. Foley has moved for the admission pro hac vice of Paul R. Bonney, Esq. In support of the motion, Mr. Bonney states that he is Senior Vice President and Deputy General Counsel for Exelon Corporation, and as an attorney for Exelon, has extensive legal and regulatory expertise and knowledge regarding Exelon that is directly relevant to the conduct of the regulatory proceedings now pending before the Board. He states he is a member in good standing of the bar of the Supreme Court of the Commonwealth of Pennsylvania and is associated with New Jersey counsel of record Colleen Foley and 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.

Kenneth M. Kulak, Esq.

Ms. Foley has moved for the admission pro hac vice of Kenneth M. Kulak, Esq. In support of the motion, Mr. Kulak represents that he is a member of the firm of Morgan Lewis & Bockius LLP with 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 states the Joint Petitioners have requested he coordinate the filings and discovery pleadings for multiple inter-state filings already filed in Delaware, the District of Columbia and Maryland. He states he is a member in good standing of the bar of the Supreme Court of the Commonwealth of Pennsylvania and the Bar of the Supreme Judicial Court of the Commonwealth of Massachusetts and is associated with New Jersey counsel of record for this proceeding. He states he is a multijurisdictional practitioner in New Jersey (#MJP-000240) having been previously admitted pro hac vice in another Board matter. He agrees 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 and has agreed to abide by its mandates if this motion is granted.

Wendy E. Stark, Esq.

Ms. Foley has moved, at the request of the PHI Corporation, for the admission pro hac vice of Wendy E. Stark, Esq. In support of the motion, Ms. Stark represents that as Deputy General Counsel for PHI she has extensive legal and regulatory expertise and knowledge regarding PHI that is directly relevant to the conduct of the regulatory proceedings now pending before the Board. She states she is a member in good standing of the bar of the Supreme Court of the Commonwealth of Pennsylvania and is associated with New Jersey counsel. She states she has a limited in house license in the State of New Jersey (Attorney ID# IHC002883) and a Limited In-House License in the State of Delaware (Attorney ID# 900473). She agrees, if the motion is granted, to the 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.

Brooke E. McGlinn, Esq.

Ms. Foley has moved for the admission pro hac vice of Brooke E. McGlinn. In support of the motion, Ms. McGlinn represents that she is a member of the firm of Morgan Lewis & Bockius LLP with 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, she states the Joint Petitioners have requested she coordinate the filings and

discovery pleadings for multiple inter-state filings already filed in Delaware, the District of Columbia and Maryland. She states she is a member in good standing of the bar of the Supreme Court of the Commonwealth of Pennsylvania and the Bar of the Supreme Court of Delaware, and is associated with New Jersey counsel of record for this proceeding. She agrees, if the motion is granted, to pay the 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.

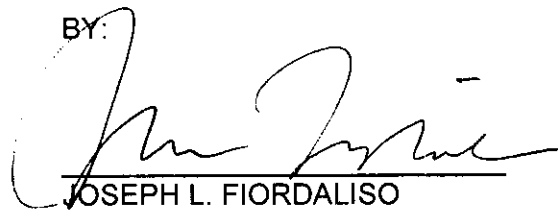
I have reviewed the motions for admission pro hac vice of Anthony C. DeCusatis, Darryl M. Bradford, Thomas P. Gadsden, Paul R. Bonney, Kenneth M. Kulak, and Wendy E. Stark and Brooke E. McGlinn and the supporting affidavits of Colleen A. Foley, Esq., and no objections to the motions having been received after due notice to the parties, I **FIND** that Anthony C. DeCusatis, Darryl M. Bradford, Thomas P. Gadsden, Paul R. Bonney, Kenneth M. Kulak, and Wendy E. Stark and Brooke E. McGlinn 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: September 24, 2014

BY:



JOSEPH L. FIORDALISO  
COMMISSIONER

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

**DOCKET NO. EM14060581**

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