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EXELON CORP
Form U-9C-3
August 31, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM U-9C-3
QUARTERLY REPORT PURSUANT TO RULE 58
FOR THE QUARTER ENDED June 30, 2004
Exelon Corporation
10 South Dearborn Street
37th Floor
P.O. Box 805379
Chicago, IL 60680-5379

Inquiries concerning this Form U-9C-3
should be directed to:

Scott Peters
Exelon Corporation
10 South Dearborn Street
38th Floor
P.O. Box 805379
Chicago, IL 60680-5379

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ITEM 1. ORGANIZATION CHART

| Name of Reporting Company | Energy or Gas-Related | State of Organization | Date of Organization | % Voting Securiti |
|---|-----------------------------|--------------------------|-------------------------|----------------------|
| Exelon Corporation | | | | |
| Exelon Energy Delivery Company, LLC | | | | |
| Commonwealth Edison Company | | | | |
| Commonwealth Research Corporation * | Energy | Illinois | 06/08/1976 | 100% |
| PECO Energy Company | | | | |
| East Coast Natural Gas Cooperative, LLC | Energy | Delaware | 03/15/1995 | 41.12% |
| Horizon Energy Company * | Energy | Pennsylvania | 02/06/1995 | 100% |
| Exelon Ventures Company, LLC | | | | |
| Exelon Synfuel I, LLC | Energy | Delaware | 07/25/2003 | 100% |
| DTE Buckeye, LLC | Energy | | | -0-% |
| Exelon Synfuel II, LLC | Energy | Delaware | 07/25/2003 | 100% |
| DTE Belews Creek, LLC | Energy | | | -0-% |
| Exelon Synfuel III, LLC (new) | Energy | Delaware | 06/17/2004 | 100% |
| DTE Buckeye, Carbontronics Synfuels | Energy | | | -0-% |

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Investors,
L.P. (new)

| | | | | |
|---|--------|--------------|------------|--------|
| Exelon Generation Company, LLC | | | | |
| Penesco Company, LLC | Energy | Delaware | 06/06/2001 | 100% |
| Cenesco Company, LLC | | | | |
| ExTex Retail Services Company, LLC | Energy | Delaware | 05/12/2003 | 100% |
| Exelon Allowance Management Company, LLC | | | | |
| Exelon Power Labs, LLC | Energy | Pennsylvania | 11/08/2002 | 100% |
| Exelon AOG Holding # 1, Inc. | | | | |
| Exelon AOG Holding # 2, Inc. | | | | |
| Exelon New England Power Marketing, LP | Energy | Delaware | 03/24/1999 | 100% |
| Exelon New England Holdings, LLC | | | | |
| ENEH Services, LLC (new) | Energy | Delaware | 04/01/2004 | 100% |
| Exelon Hamilton, LLC | | | | |
| Exelon SHC, Inc. | | | | |
| Keystone Fuels, LLC | Energy | Delaware | 10/17/2000 | 20.99% |
| Conemaugh Fuels, LLC | | | | |
| ExTex Marketing, LLC | Energy | Delaware | 05/13/2002 | 100% |
| ExTex Power, LP | | | | |
| Exelon Energy Company | Energy | Delaware | 01/04/1999 | 100% |
| AllEnergy Gas & Electric Marketing Company, LLC | | | | |
| Texas-Ohio Gas, Inc. | Energy | Texas | 08/12/1987 | 100% |
| Exelon Enterprises Company, LLC | | | | |
| Exelon Services, Inc. | Energy | Delaware | 07/13/1999 | 100% |

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| | | | | |
|--|--------|---------------|------------|-------|
| Unicom Power Holdings, LLC | Energy | Delaware | 03/23/1999 | 100% |
| Unicom Power Marketing Inc. | Energy | Delaware | 07/28/1997 | 100% |
| Exelon Enterprises Management, Inc. | | | | |
| ECPH, LLC | | | | |
| Exelon Enterprises Investments, Inc. | | | | |
| UTECH Climate Challenge Fund, L.P. | Energy | Delaware | 06/30/1995 | 24.4% |
| Adwin Equipment Company | Energy | Pennsylvania | 08/05/1968 | 100% |
| Exelon Thermal Holdings, Inc. | Energy | Delaware | 08/05/1997 | 100% |
| Exelon Thermal Development, Inc. | Energy | Delaware | 02/05/1997 | 100% |
| ETT Boston Inc. | Energy | Delaware | 12/22/1995 | 100% |
| Northwind Boston LLC | Energy | Massachusetts | 01/05/1996 | 25% |
| ETT Houston Inc. | Energy | Delaware | 02/05/1997 | 100% |
| ETT North America Inc. | Energy | Delaware | 07/18/1996 | 100% |
| Northwind Thermal Technologies Canada Inc. | Energy | Canada | 08/01/1996 | 100% |
| ETT Canada, Inc. | Energy | Canada | 08/01/1996 | 100% |
| Northwind Windsor | Energy | Canada | 07/18/1996 | 50% |

* Denotes inactive corporation.

(a) Directly or indirectly holds securities in energy-related companies.

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| Name of Reporting Company | Energy or Gas-Related | State of Organization | Date of Organization | % Voting Securities |
|---|-----------------------|-----------------------|----------------------|---------------------|
| ETT Nevada Inc. | Energy | Nevada | 10/30/1997 | 100 |
| Northwind Aladdin LLC | Energy | Nevada | 10/28/1997 | 75 |
| F&M Holdings Company, LLC | Energy | Delaware | 09/18/2003 | 100 |
| II Services, Inc. | Energy | Delaware | 05/28/1999 | 100 |
| EIS Engineering, Inc* | Energy | Delaware | 12/11/2000 | 100 |
| InfraSource Field Services, LLC* | Energy | Oklahoma | 11/23/1998 | 100 |
| Fischbach and Moore Electric, Inc. | Energy | Delaware | 08/12/1999 | 100 |
| Rand-Bright Corporation* | Energy | Wisconsin | 02/11/1985 | 100 |
| NEWCOSY, Inc | Energy | Delaware | 08/12/1999 | 100 |
| NEWCOTRA, Inc. | Energy | Delaware | 08/12/1999 | 100 |
| Fishbach and Moore, Inc. | Energy | New York | 04/01/1924 | 100 |
| Fishbach and Moore Electrical Contracting, Inc. | Energy | Delaware | 07/22/1946 | 100 |
| T.H. Green Electric Co., Inc. | Energy | New York | 07/06/1926 | 100 |
| OSP Servicios S.A. de C.V. * | Energy | Mexico | 09/30/1996 | 100 |
| Universal Network Development Corp. | Energy | California | 01/01/1901 | 49 |
| Oldco VSI Inc. | Energy | Delaware | 04/20/2000 | 100 |
| EGW Meter Services, LLC | Energy | Delaware | 12/01/2002 | 100 |
| EIS Investments, LLC * | Energy | Delaware | 11/14/2000 | 100 |
| WCB Services, LLC* | Energy | Oklahoma | 1/1/192001 | 49 |

* Denotes inactive corporation

(a) Directly and / or indirectly holds securities in energy-related companies.

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Notes:

1. The following companies were sold during the first six months of 2004:
Solution Holdings, LLC sold on 6/25/2004.
Exelon Services Federal Group, Inc. sold on 6/25/2004.
Thermal Chicago Corporation sold on 6/30/2004.
Northwind Chicago, LLC sold on 6/30/2004.
Exelon Thermal Technologies, Inc. sold on 6/30/2004.
Northwind Midway, LLC sold on 6/30/2004.
ETT National Power, Inc. sold on 6/30/2004.
2. The following name changes occurred during the first six months of 2004:
None.
3. The following new companies were formed in the first six months of 2004:
ENEH Services, LLC, a Rule 58 (vii) company, formation in Delaware on 4/1/2004.
Solution Holdings, LLC, formation in Delaware on 5/13/2004.
Exelon Synfuel III, LLC, a Rule 58 (vi) company formed in Delaware on 6/17/2004.
4. The following companies were dissolved during the first six months of 2004:
Northwind Las Vegas, LLC dissolved 2/25/2004.
5. The following companies were acquired during the first six months of 2004:
Carbontronics Synfuels Investors, L.P., 16.65% acquired by Exelon Synfuel III, LLC on 6/17/2004.

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6. The following restructuring occurred in the first six months of 2004:

Exelon Energy Company

Effective January 1, 2004, Exelon contributed its interest in Exelon Energy Company to Generation. The transaction had no impact on the assets and liabilities of Exelon Energy Company, which were previously reported as a part of the Enterprises segment. Beginning in 2004, Exelon Energy Company's assets and liabilities and results of operations are included in Generation's financial statements.

The following summary represents the assets and liabilities of Exelon Energy Company that were transferred to Generation as of January 1, 2004:

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(in millions)

| | |
|--|-------|
| Current assets | \$ 89 |
| Property, plant and equipment | 2 |
| Deferred debits and other assets | 13 |
| Current liabilities | 96 |
| Deferred credits and other liabilities | 10 |
| Accumulated other comprehensive loss | 2 |
| Member's equity | (4) |

Solution Holdings, LLC

To facilitate a sale of Rule 58 assets, certain operating units of Exelon Services, Inc. were transferred to Solution Holdings, LLC, a newly organized Rule 58 company (Delaware on 5/13/2004). Solution Holdings, LLC was then sold on 6/25/2004.

The following summary represents the assets and liabilities of Exelon Services, Inc. that were transferred to Solution Holdings, LLC:

(in millions)

| | |
|--|------|
| Current assets | \$ 7 |
| Property, plant and equipment | 1 |
| Deferred debits and other assets | 7 |
| Current liabilities | 11 |
| Deferred credits and other liabilities | 2 |
| Member's equity | 2 |

ITEM 2. ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS (in thousands of dollars)

| Company Issuing Securities (Borrower) | Type of Security Issued | Principal Amount of Security | Issue or Renewal | Cost of Capital | Person to Whom Security Was Issued (Lender) |
|---------------------------------------|-------------------------|------------------------------|------------------|----------------------------|---|
| II Services, Inc. | Revolving credit | \$52 | NA | LIBOR plus 50 basis points | F&M Holdings Company, LLC |
| Exelon Services, Inc. | Revolving credit | 7,000 | NA | LIBOR plus 50 basis points | Exelon Enterprises Company, LLC |
| Exelon Thermal Development, Inc. | Revolving credit | 200 | NA | LIBOR plus 50 basis points | Exelon Thermal Holdings, Inc. |
| Exelon Thermal | Revolving credit | 1,500 | NA | LIBOR plus 50 basis points | Exelon Thermal |

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| Technologies, Inc. | | | | | | Holdings, Inc. |
|----------------------------------|------------------|-----|----|----------------------------|--|-----------------------------------|
| Fischbach & Moore Electric, Inc. | Revolving credit | 500 | NA | LIBOR plus 50 basis points | | Enterprises |
| Exelon PowerLabs, LLC | Revolving credit | 250 | NA | LIBOR plus .625% | | Exelon Generation Finance Company |

Capital Contributions:

| Company Contributing Capital | Company Receiving Capital | Amount of Ca |
|-------------------------------|--------------------------------------|--------------|
| ECPH, LLC | Exelon Enterprises Investments, Inc. | |
| Exelon Thermal Holdings, Inc. | Northwind Chicago, LLC | |
| Exelon Ventures Company, LLC | Exelon Synfuel I, LLC | |
| Exelon Ventures Company, LLC | Exelon Synfuel II, LLC | |
| Exelon Ventures Company, LLC | Exelon Synfuel III, LLC | |

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ITEM 3. ASSOCIATE TRANSACTIONS

Part I. Transactions Performed by Reporting Companies on Behalf of Associate Companies

| Reporting Company Rendering Services | Associate Company Receiving Services | Types of Services Rendered | Direct Costs Charged | Indirect Costs Charged | Cost o Capita |
|--------------------------------------|--------------------------------------|------------------------------|----------------------|------------------------|------------------|
| Exelon Services, Inc. | Exelon Business Services Company | Security System | | 49 | |
| Exelon Services, Inc. | Exelon Energy Company | IT Services/Facility Charges | | 102 | |
| Exelon Services, Inc. | Exelon Enterprises Company, LLC | IT Services/Facility Charges | | 23 | |

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| | | | |
|-------------------------------------|-----------------------------------|--|-------|
| Exelon Services, Inc. | Commonwealth Edison Company | Security System | 16 |
| Exelon Services Federal Group, Inc. | PECO Energy Company | Construction / Project Management | 2,125 |
| Exelon Thermal Development, Inc. | Northwind Aladdin LLC | Plant Operators | 72 |
| Exelon Thermal Technologies, Inc. | Northwind Aladdin LLC | Administrative and General | 2 |
| Exelon Thermal Technologies, Inc. | Northwind Aladdin LLC | Plant Management | 34 |
| Exelon Thermal Technologies, Inc. | Northwind Chicago, LLC | District Cooling | 255 |
| Exelon Thermal Technologies, Inc. | Northwind Chicago LLC | Plant Operators | 145 |
| Exelon Thermal Technologies, Inc. | Northwind Chicago LLC | Rent | 27 |
| Exelon Thermal Technologies, Inc. | Northwind Midway LLC | Plant Operators | 179 |
| Exelon Thermal Technologies, Inc. | Northwind Chicago LLC | Administrative and General | 3 |
| Northwind Chicago, LLC | Exelon Thermal Technologies, Inc. | Cooling | 1,440 |
| Exelon Thermal Technologies, Inc. | Northwind Midway LLC | Administrative and general | 1 |
| Exelon Power Labs, LLC | Exelon Generation Company, LLC | Measuring & test equipment, technical services | 1,487 |
| Exelon Power Labs, LLC | Exelon Energy Company | Measuring & test equipment, technical services | 169 |

Part II. Transactions Performed by Associate Companies on Behalf of Reporting Companies

| Associate Company Rendering Services | Reporting Company Receiving Services | Types of Services Rendered | Direct Costs Charged | Indirect Costs Charged | Cost Capit |
|--------------------------------------|--------------------------------------|----------------------------|----------------------|------------------------|------------|
| Exelon Business Services Company | F&M Holdings Company | Legal | 233 | | |
| Exelon Enterprises | Exelon Thermal | Payroll - | 111 | | |

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| | | | |
|----------------------------------|-------------------------------------|--------------------------|-------|
| Company, LLC | Technologies, Inc. | Executive | |
| Exelon Business Services Company | F&M Holdings Company | Legal, IT and accounting | 9 |
| Exelon Business Services Company | Exelon Thermal Technologies, Inc. | Legal | 195 |
| Commonwealth Edison Company | Exelon Thermal Technologies, Inc. | Electric | 1,214 |
| Commonwealth Edison Company | Exelon Services Federal Group, Inc. | Management fee | 91 |
| PECO | Exelon Services Federal Group, Inc. | Design study | 7 |

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ITEM 4. SUMMARY OF AGGREGATE INVESTMENT

June 30, 2004

(in thousands)

Investments in energy-related companies:

| | | |
|--|-----------|--------------|
| Total consolidated capitalization of Exelon Corporation as of June 30, 2004 | | \$24,001,000 |
| Total capitalization multiplied by 15% (line 1 multiplied by 0.15) | | 3,600,150 |
| Greater of \$50 million or line 2 | | 3,600,150 |
| Total current aggregate investment subsequent to October 20, 2000 (categorized by major line of energy-related business): | | |
| Energy-related business category 2 | \$167,431 | |
| Energy-related business category 5 | 216,722 | |
| Energy-related business category 6 | 95,176 | |
| Energy-related business category 7 | 351,485 | |
| Energy-related business category 9 | 6,349 | |
| Energy-related business category 10 | 32 | |
| Total current aggregate investment | | 837,194 |
| Difference between the greater of \$50 million or 15% of capitalization and the total aggregate investment of the registered holding company system (line 3 less line 4) | | \$2,762,956 |

Investments in gas-related companies:

NONE

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ITEM 5. OTHER INVESTMENTS

Filed under confidential treatment pursuant to Rule 104(b).

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ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS

Financial Statements

- (1) Exhibit A-1 Statement of Income of Exelon Services, Inc. for three and six months ended June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (2) Exhibit A-2 Balance Sheet of Exelon Services, Inc. at June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (3) Exhibit A-3 Statement of Income of Exelon Thermal Holdings, Inc. for three and six months ended June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (4) Exhibit A-4 Balance Sheet of Exelon Thermal Holdings, Inc. at June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (5) Exhibit A-5 Statement of Income of Unicom Power Holdings, LLC for three and six months ended June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (6) Exhibit A-6 Balance Sheet of Unicom Power Holdings, LLC at June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (7) Exhibit A-7 Statement of Income of Unicom Power Marketing, Inc. for three and six months ended June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (8) Exhibit A-8 Balance Sheet of Unicom Power Marketing, Inc. at June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (9) Exhibit A-9 Statement of Income of Adwin Equipment Company for three and six months ended June 30, 2004 - filed under confidential treatment

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pursuant to Rule 104(b).

- (10) Exhibit A-10 Balance Sheet of Adwin Equipment Company at June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (11) Exhibit A-11 Statement of Income of F&M Holdings Company, LLC for three and six months ended June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (12) Exhibit A-12 Balance Sheet of F&M Holdings Company, LLC at June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (13) Exhibit B-1 Statement of Income of Penesco Company, LLC for three months and six months ended June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (14) Exhibit B-2 Balance Sheet of Penesco Company, LLC at June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (15) Exhibit B-3 Statement of Income of Cenesco Company, LLC for three and six months ended June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (16) Exhibit B-4 Balance Sheet of Cenesco Company, LLC at June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (17) Exhibit B-5 Statement of Income of Exelon Allowance Management Company, LLC for three and six months ended June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).

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- (18) Exhibit B-6 Balance Sheet of Exelon Allowance Management Company, LLC at June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (19) Exhibit B-7 Statement of Income of ExTex Marketing, LLC for three and six months ended June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (20) Exhibit B-8 Balance Sheet of ExTex Marketing, LLC at June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (21) Exhibit B-9 Statement of Income of Exelon New England Power Marketing LP for the three and six months ended June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (22) Exhibit B-10 Balance Sheet of Exelon New England Power Marketing LP at June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (23) Exhibit B-11 Statement of Income of Exelon Hamilton, LLC for the three and six months ended June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (24) Exhibit B-12 Balance Sheet of Exelon Hamilton, LLC at June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (25) Exhibit B-13 Statement of Income of Exelon Energy Company for three and six

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months ended June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).

- (26) Exhibit B-14 Balance Sheet of Exelon Energy Company at June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (27) Exhibit B-15 Statement of Income of Exelon PowerLabs, LLC for three and six months ended June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (28) Exhibit B-16 Balance Sheet of Exelon PowerLabs, LLC at June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (29) Exhibit B-17 Statement of Income of ENEH Services, LLC for three and six months ended June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (30) Exhibit B-18 Balance Sheet of ENEH Services, LLC at June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (31) Exhibit B-19 Statement of Income of ExTex Retail Services Company, LLC for three and six months ended June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (32) Exhibit B-20 Balance Sheet of ExTex Retail Services Company, LLC at June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (33) Exhibit C-1 Statement of Income of Exelon Synfuel I, LLC for three and six months ended June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (34) Exhibit C-2 Balance Sheet of Exelon Synfuel I, LLC at June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (35) Exhibit C-3 Statement of Income of Exelon Synfuel II, LLC for three and six months ended June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (36) Exhibit C-4 Balance Sheet of Exelon Synfuel II, LLC at June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).

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- (37) Exhibit C-5 Statement of Income of Exelon Synfuel III, LLC for three and six months ended June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (38) Exhibit C-6 Balance Sheet of Exelon Synfuel III, LLC at June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (39) Exhibit C-7 Statement of Income of Commonwealth Research Corporation for three and six months ended June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (40) Exhibit C-8 Balance Sheet of Commonwealth Research Corporation at June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).

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- (41) Exhibit C-9 Statement of Income of Horizon Energy Company for three and six months ended June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).
- (42) Exhibit C-10 Balance Sheet of Horizon Energy Company at June 30, 2004 - filed under confidential treatment pursuant to Rule 104(b).

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SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, Exelon Corporation has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: August 30, 2004

Exelon Corporation
Registrant

By: /s/ Matthew F. Hilzinger

Vice President and
Corporate Controller

With the above signature, I also hereby certify that the corresponding report on Form U-9C-3 for the second quarter of 2004 has been filed with Exelon Corporation's interested state commissions whose names and addresses are listed below.

Donna Caton, Chief Clerk
Illinois Commerce Commission
527 East Capitol Avenue
Springfield, Illinois 62706

James J. McNulty, Secretary
Pennsylvania Public Utility Commission
P.O. Box 3265
Harrisburg, Pennsylvania 17105-3265

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