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500 N. Wakefield Drive  
Newark, DE 19702

atlanticcityelectric.com

September 12, 2019

**VIA FEDERAL EXPRESS and  
ELECTRONIC MAIL**

**[aida.camacho@bpu.nj.gov](mailto:aida.camacho@bpu.nj.gov)**  
**[board.secretary@bpu.nj.gov](mailto:board.secretary@bpu.nj.gov)**

Aida Camacho-Welch  
Secretary of the Board  
Board of Public Utilities  
44 South Clinton Avenue, 3<sup>rd</sup> Floor, Suite 314  
P.O. Box 350  
Trenton, New Jersey 08625-0350

**RE:** In the Matter of the Petition of Atlantic City Electric Company Pursuant to  
N.J.S.A. 48:2-13 and N.J.S.A. 48:3-9 for Authority to Issue Up to \$350 Million  
of Short-Term Indebtedness Prior to January 1, 2022  
BPU Docket No. \_\_\_\_\_

Dear Secretary Asbury:

Enclosed herewith are three conformed copies of the Petition of Atlantic City Electric Company ("ACE") for Authority to Issue Up to \$350 Million of Short-Term Indebtedness Prior to January 1, 2022.<sup>1</sup>

**Inasmuch as ACE's current short-term debt authorization expires at the end of December 2019, ACE respectfully requests that the Board review and approve the authority requested herein by no later than the Board meeting currently scheduled for Friday, December 6, 2019.**

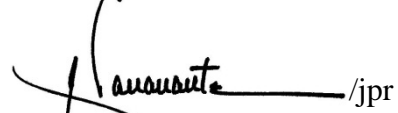
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<sup>1</sup> This filing has been made consistent with the Board's Order Waiving Provisions of N.J.A.C. 14:4-2, N.J.A.C. 14:17-4.2(a), N.J.A.C. 14:1-1.6(c), and N.J.A.C. 14:17-1.6(d), issued on July 29, 2016 in connection with *In the Matter of the Board's E-Filing Program*, BPU Docket No. AX16020100, and the regulations promulgated thereunder.

Aida Camacho-Welch  
September 12, 2019  
Page 2

Thank you for your cooperation and courtesies. Feel free to contact the undersigned with any questions.

Respectfully submitted,

/jpr  
Philip J. Passanante  
An Attorney at Law of the  
State of New Jersey

Enclosure

cc: Service List

---

**IN THE MATTER OF THE PETITION  
OF ATLANTIC CITY ELECTRIC  
COMPANY PURSUANT TO N.J.S.A.  
48:2-13 AND N.J.S.A. 48:3-9 FOR  
AUTHORITY TO ISSUE UP TO \$350  
MILLION OF SHORT-TERM  
INDEBTEDNESS PRIOR TO JANUARY  
1, 2022**

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**STATE OF NEW JERSEY  
BOARD OF PUBLIC UTILITIES**

**VERIFIED PETITION**

**BPU Docket No. \_\_\_\_\_**

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**ATLANTIC CITY ELECTRIC COMPANY** (herein, “ACE”, “Petitioner” or the “Company”), having a principal office and mailing address of 5100 Harding Highway, Mays Landing, in the County of Atlantic, State of New Jersey 08330, and an office at 500 N. Wakefield Drive, in the City of Newark, State of Delaware 19702-5440, respectfully petitions the Board of Public Utilities (herein, the “Board” or “BPU”) as follows:

1. Petitioner is a public utility corporation organized and operating under the laws of the State of New Jersey and is engaged in the transmission, distribution and sale of electric energy to approximately 556,000 residential, commercial, and industrial customers in eight counties located in southern New Jersey. The Company provides default electricity supply to retail customers who do not choose a competitive supplier. Petitioner is a wholly owned subsidiary of Pepco Holdings LLC (“PHI”), a limited liability company organized and existing under the laws of the State of Delaware. PHI is, in turn, a wholly owned subsidiary of PH Holdco LLC (“PHLLC”), a Delaware limited liability company, existing under the laws of the State of Delaware. PHLLC is, in turn, 99.9% owned by Exelon Energy Delivery Company, LLC (“EEDC”), a Delaware limited liability company, existing under the laws of the State of Delaware. EEDC is, in turn, a limited liability company wholly owned by Exelon Corporation.

2. This Petition is filed by the Company pursuant to N.J.S.A. 48:2-13 and N.J.S.A. 48:3-9 for authorization to continue to issue, renew or extend, prior to January 1, 2022, unsecured notes and/or other evidence of indebtedness payable not more than 12 months after the date(s) thereof. For the reasons set forth herein, ACE hereby requests an aggregate principal amount outstanding at any one time not to exceed \$350 million.

3. Petitioner is engaged in a construction program of additions and improvements to its electric facilities. Such additions and improvements are necessary for the Company to continue providing safe, adequate, and proper service to its customers. Information with respect to the Petitioner's estimates of aggregate projected capital expenditures for 2019, 2020, and 2021 is attached hereto as **Exhibit A**.

4. Cash requirements associated with ACE's construction program will be provided by means of internally generated funds, proceeds of long-term debt issuances, and equity. Additionally, the Company anticipates that short-term external financing will be necessary to provide for: (i) working capital requirements; (ii) temporary financing of construction program expenditures; and (iii) general corporate purposes. To facilitate Petitioner's interim financing needs at appropriate times and upon favorable terms, and in order to accommodate other corporate obligations, it has been and will continue to be necessary for Petitioner to obtain cash through the issuance of short-term debt.

5. Pursuant to the Board's Order dated December 19, 2017, issued in connection with BPU Docket No. EF17080925, Petitioner was authorized to issue, renew or extend unsecured notes or other evidence of indebtedness, payable not more than 12 months after the date(s) thereof ("Short-Term Debt"), from time to time, prior to January 1, 2020, up to an aggregate principal

amount outstanding at any one time not in excess of \$350 million. A copy of the Board Order referenced above is attached hereto as **Exhibit B**.

6. Petitioner respectfully requests authorization by the Board for an aggregate principal amount outstanding at any one time not in excess of \$350 million.

7. Petitioner may utilize the following types of Short-Term Debt: borrowings under one or more revolving credit facilities or bank loans, commercial paper, and/or short-term notes.

8. Information relating to the financial condition of Petitioner, including: (i) the amount of interest charged to income during the fiscal year ended December 31, 2018, upon each amount of indebtedness and the rate thereof, and where different rates were charged, the amount charged at each rate; (ii) the amounts of dividends paid upon each class of stock during the fiscal year ended December 31, 2018, and the respective rates thereof; (iii) a detailed income statement for the fiscal year ended December 31, 2018; and (iv) a balance sheet showing the condition of Petitioner at the close of the fiscal year ended December 31, 2018, is contained in the Annual Report of Petitioner to the Board for the year ended December 31, 2018, which information is incorporated herein by reference thereto. (The Annual Report on Form 10-K was filed with the Board under separate cover.) ACE also incorporates herein by reference the supplemental data as of more recent dates than December 31, 2018, which data is contained in the financial statements that Petitioner has filed with this Board subsequent to December 31, 2018 (Form 10-Qs).

9. A certified copy of the Resolutions of Petitioner's Board of Directors authorizing the filing of the Petition and authorizing action of the officers of the Company to be taken in conjunction herewith is attached hereto as **Exhibit C**.

10. No oral or written contract, arrangement or agreement has been made in connection with the securities proposed to be issued.

11. Petitioner designates as the person or persons to whom correspondence or communications in this cause are to be addressed:

Philip J. Passanante, Esquire  
Assistant General Counsel – 92DC42  
Atlantic City Electric Company  
500 N. Wakefield Drive  
Newark, DE 19702-5440  
(609) 909-7034 – Telephone (Trenton Office)  
(302) 429-3105 – Telephone (Newark, DE Office)  
(302) 429-3801 – Facsimile  
[philip.passanante@pepcoholdings.com](mailto:philip.passanante@pepcoholdings.com)

with a copy to:

Heather Hall  
Manager of Regulatory Affairs – 92DC56  
Atlantic City Electric Company  
500 N. Wakefield Drive  
Newark, DE 19702-5440  
(302) 451-5323 – Telephone  
[heather.hall@pepcoholdings.com](mailto:heather.hall@pepcoholdings.com)

and

Morgan O'Donnell  
Director of Regulatory Strategy & Revenue Policy  
Pepco Holdings LLC - EP9628  
701 Ninth Street, NW  
Washington, DC 20068-0001  
(202) 872-2236 – Telephone  
[modonnell@pepcoholdings.com](mailto:modonnell@pepcoholdings.com)

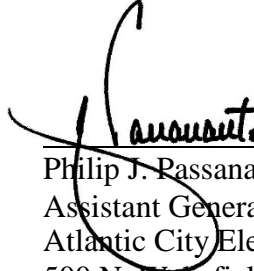
**WHEREFORE,** Petitioner respectfully requests that this Board:

A. approve and issue an Order pursuant to N.J.S.A. 48:3-9 substantially in the form of the existing Order (attached as **Exhibit B**), authorizing the issuance of up to \$350 million of unsecured short-term indebtedness outstanding at any one time prior to January 1, 2022, including all terms and conditions previously approved by the Board in BPU Docket No. EF17080925, all as hereinabove requested; and

B. grant such other or further relief as shall be just and reasonable.

ATLANTIC CITY ELECTRIC COMPANY

Dated: September 12, 2019

  
Philip J. Passanante  
Assistant General Counsel  
Atlantic City Electric Company  
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Newark, DE 19702-5440  
(609) 909-7034 – Telephone (Trenton Office)  
(302) 429-3105 – Telephone (Newark, DE Office)  
(302) 429-3801 – Facsimile  
[philip.passanante@pepcoholdings.com](mailto:philip.passanante@pepcoholdings.com)

IN THE MATTER OF THE PETITION OF  
ATLANTIC CITY ELECTRIC COMPANY  
PURSUANT TO N.J.S.A. 48:2-13 AND  
N.J.S.A. 48:3-9 FOR AUTHORITY TO  
ISSUE UP TO \$350 MILLION OF SHORT-  
TERM INDEBTEDNESS PRIOR TO  
JANUARY 1, 2022

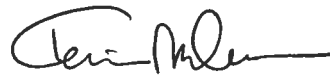
STATE OF NEW JERSEY  
BOARD OF PUBLIC UTILITIES

**AFFIDAVIT OF VERIFICATION**

**KEVIN M. McGOWAN**, being duly sworn, upon his oath, deposes and says:

1. I am the Vice President of Regulatory Policy and Strategy of and for Atlantic City Electric Company ("ACE"), the Petitioner named in the foregoing Verified Petition. I am duly authorized to make this Affidavit of Verification on ACE's behalf.

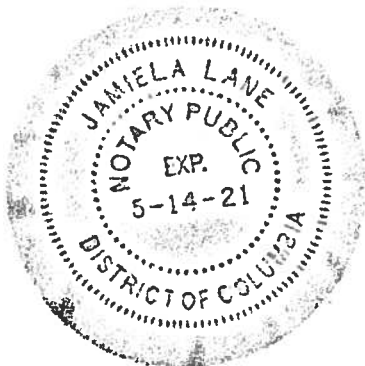
2. I have read the contents of the foregoing Verified Petition and I know the contents thereof; that the facts stated and the allegations contained therein are true and correct to the best of my knowledge, information and belief; and that it is the intention of the Petitioner, in good faith, to use the proceeds of the short-term indebtedness for the purposes specified in the Petition.



**KEVIN M. McGOWAN**

WASHINGTON, D.C. ) SS:

SWORN TO AND SUBSCRIBED before me this 10 day of September, 2019.



My Commission Expires: 05/14/2021



# Exhibit A

Construction Budget Numbers

Atlantic City Electric Company  
Projected Capital Expenditures  
(millions of dollars)

	2019	2020	2021	3 Year Total
<b>Distribution</b>	175	200	175	550
<b>Transmission</b>	150	150	150	450
<b>Other</b>				
<b>Total Construction costs</b>	325	350	325	1000

# Exhibit B

Prior BPU Order



Agenda Date: 12/19/17  
Agenda Item: 2B

**STATE OF NEW JERSEY**  
**Board of Public Utilities**  
**44 South Clinton Avenue, 3<sup>rd</sup> Floor, Suite 314**  
**Post Office Box 350**  
**Trenton, New Jersey 08625-0350**  
**[www.nj.gov/bpu/](http://www.nj.gov/bpu/)**

**ENERGY**

IN THE MATTER OF THE PETITION OF ATLANTIC )  
CITY ELECTRIC COMPANY PURSUANT TO N.J.S.A. ) **ORDER**  
48:2-13 AND N.J.S.A. 48:3-9 FOR AUTHORITY TO )  
ISSUE UP TO \$350 MILLION OF SHORT-TERM )  
INDEBTEDNESS PRIOR TO JANUARY 1, 2020 ) **DOCKET NO. EF17080925**

**Parties of Record:**

**Philip J. Passanante, Esq.**, Assistant General Counsel, Atlantic City Electric Company  
**Stefanie A. Brand, Esq.**, Director, New Jersey Division of Rate Counsel

**BY THE BOARD:**<sup>1</sup>

On August 23, 2017, Atlantic City Electric Company ("Petitioner"), a public utility of the State of New Jersey, filed a petition with the New Jersey Board of Public Utilities (the "Board") requesting authority pursuant to N.J.S.A. 48:2-13 and N.J.S.A. 48:3-9 to continue to issue, renew or extend unsecured short-term indebtedness ("Short-Term Debt") from time to time prior to January 1, 2020, in an aggregate principal amount outstanding at any one time not in excess of \$350 million. The Board, in an Order issued in connection with BPU Docket No. EF15091045, dated December 16, 2015 ("December 16, 2015 Order"), authorized Petitioner to issue similar Short-Term Debt prior to January 1, 2018.

Cash requirements associated with Petitioner's construction program will be provided by means of internally generated funds, and, to the extent necessary, through external financing. However, Petitioner anticipates that short-term external financing will also be needed to provide for temporary financing of construction program expenditures and other general corporate transactions. Petitioner has requested that the Board extend to January 1, 2020, the authorization previously granted by this Board in in the December 16, 2015 Order, and to continue the limit of that authorization of \$350 million with regard to the aggregate amount of Short-Term Debt that may be outstanding at any one time.

Staff has reviewed the continuing electric construction program of Petitioner for which a portion of these moneys is intended as temporary financing, and has found that the funds for the construction program, if used as represented, will be used for utility purposes to allow Petitioner to expand and improve its facilities.

<sup>1</sup> Commissioner Upendra J. Chivukula did not participate.

Agenda Date: 12/19/17  
Agenda Item: 2B

The New Jersey Division of Rate Counsel ("Rate Counsel") has reviewed this matter and, by letter dated November 29, 2017, stated that it is not opposed to the Petitioner's request for short-term debt authority, including maintaining the current ceiling of \$350 million. However, Rate Counsel requests that the Board approve the request with certain conditions that were contained in the December 16, 2015 Order that approved the current \$350 million ceiling level of short-term debt. Those conditions are included below.

**DISCUSSION AND FINDINGS:**

The Board, after investigation, having considered the petition and exhibits submitted in this matter along with the recommendations of Staff and Rate Counsel, and being satisfied that issuance, from time to time, of Short-Term Debt as proposed by Petitioner is to be made in accordance with law and is in the public interest, and approving the purposes thereof, **HEREBY ORDERS** that Petitioner be and is **HEREBY AUTHORIZED** to issue unsecured short-term indebtedness payable not more than twelve (12) months after the date or dates thereof, from time to time, prior to January 1, 2020, in an aggregate principal amount outstanding at any one time not in excess of \$350 million.

This Order is issued subject to the following provisions:

1. Within thirty (30) days after the close of each fiscal quarter, Petitioner shall file with the Board a statement setting forth in reasonable detail the amounts of its unsecured indebtedness outstanding, the dates of issue and maturity, and the rates of interest thereon.
2. This Order shall not be construed as a certification that the securities proposed to be issued will be represented by tangible or intangible assets of commensurate value or investment costs.
3. This Order shall not be construed as directly or indirectly fixing for any purpose whatsoever any value of the tangible or intangible assets now owned or hereafter to be owned by Petitioner.
4. This Order shall not affect or in any way limit the exercise of the authority of this Board or of this State, in any future petition or in any proceeding with respect to rates, franchises, service, financing, accounting, capitalization, depreciation or in any other matter affecting the Petitioner.
5. Petitioner shall submit to the Office of the Economist and to Board Staff copies of all resolutions that shall be adopted by the Board of Directors of Petitioner during the term of this Order, which shall have the effect of changing the amount of unsecured indebtedness within the limits established by this Order. Such submittals shall be for informational purposes only, and shall be made within ten (10) days following the taking of such action by Petitioner's Board of Directors.
6. On each day where the Petitioner determines that it requires short-term funds in the form of commercial paper, Petitioner shall first use commercially reasonable efforts to obtain competitive bids from at least three (3) commercial paper dealers. Petitioner shall then

Agenda Date: 12/19/17  
Agenda Item: 2B

select the bid that offers the best terms at the lowest rate to Petitioner and to its New Jersey ratepayers. Petitioner shall maintain documentation as to such efforts to maintain competitive bids from at least three (3) commercial paper dealers. Such documentation shall be supplied to Board Staff or Rate Counsel upon request.

7. Petitioner is obligated to conduct its short-term borrowing at the lowest reasonable cost.
8. All Short-Term Debt issued pursuant to the authority granted by this Order is to be used to fund utility operations and investments only, not to fund unregulated affiliates.
9. The Board's approval of the petition does not constitute pre-approval of any cost recovery from customers or rate setting.
10. Petitioner retains the obligation to use a prudent mix of capital to finance its utility operations and investments to provide service at lowest reasonable costs.
11. Rate Counsel reserves all rights to take appropriate positions in any future Board proceedings involving Petitioner.
12. The authority granted in this Order shall become null and void and of no effect with respect to any portion which is not exercised prior to January 1, 2020.

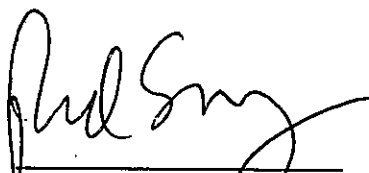
This Order shall become effective on December 29, 2017.

DATED: 12/19/17

BOARD OF PUBLIC UTILITIES  
BY:



JOSEPH L. FIORDALISO  
COMMISSIONER



RICHARD S. MROZ  
PRESIDENT

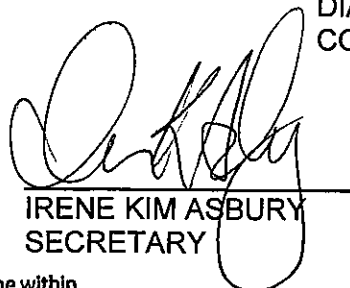


MARY-ANNA HOLDEN  
COMMISSIONER



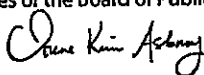
DIANNE SOLOMON  
COMMISSIONER

ATTEST:



IRENE KIM ASBURY  
SECRETARY

I HEREBY CERTIFY that the within  
document is a true copy of the original  
in the files of the Board of Public Utilities



Agenda Date: 12/19/17  
Agenda Item: 2B

IN THE MATTER OF THE PETITION OF ATLANTIC CITY ELECTRIC COMPANY  
PURSUANT TO N.J.S.A. 48:2-13 AND N.J.S.A. 48:3-9 FOR AUTHORITY TO ISSUE UP TO  
\$350 MILLION OF SHORT- TERM INDEBTEDNESS PRIOR TO JANUARY 1, 2020  
DOCKET NO. EF17080925

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Agenda Date: 12/19/17  
Agenda Item: 2B

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[Veronica.beke@law.njoag.gov](mailto:Veronica.beke@law.njoag.gov)



# Exhibit C

## Board Resolutions

## ATLANTIC CITY ELECTRIC COMPANY

### WRITTEN CONSENT OF THE SOLE DIRECTOR TO ACTION TAKEN WITHOUT A MEETING

August 12, 2019

The undersigned, being the sole director of Atlantic City Electric Company, a New Jersey corporation (the **Company**), acting pursuant to the provisions of N.J.S.A. 14A:6-7.1(5) and the Company's Bylaws, does hereby consent and agree to the adoption of the following resolutions, with the same force and effect as if made at a duly convened and held meeting of the Board of Directors of the Company:

WHEREAS, the Company is engaged in a construction program of additions and improvements to its electric facilities, which are necessary for the Company to continue providing safe, adequate, and proper service to its customers; and

WHEREAS, cash requirements associated with the Company's construction program are to be provided by means of internally generated funds, proceeds of long-term debt issuances and equity, and short-term external financing will be necessary to provide (i) funding of the Company's working capital requirements; (ii) temporary financing of the Company's construction program expenditures; and (iii) for general corporate purposes; and

WHEREAS, to facilitate the Company's interim financing needs at appropriate times and upon favorable terms and conditions, and in order to accommodate other corporate obligations, the Company desires to obtain cash through the issuance of short-term debt; and

WHEREAS, pursuant to an Order of the New Jersey Board of Public Utilities (NJBPU) dated December 29, 2017, issued in connection with NJBPU Docket No. EF17080925, the Company was authorized to issue, renew or extend unsecured notes or other evidences of indebtedness, payable not more than 12 months after the date(s) thereof (Short-Term Debt), from time to time, prior to January 1, 2020, up to an aggregate principal amount outstanding at any one time not in excess of \$350,000,000; and

WHEREAS, pursuant to N.J.S.A. 48:2-13 and N.J.S.A. 48:3-9, the Company wishes to seek approval of the NJBPU to continue to issue, renew or extend, prior to January 1, 2022, Short-Term Debt in an aggregate principal amount outstanding at any one time of up to \$350,000,000, which Short-Term Debt may consist of borrowings under one or more revolving credit facilities or bank loans, commercial paper, and/or short-term notes; and

WHEREAS, management of the Company believes these actions to be in the best interests of the Company and recommends that the Board of Directors approves the following resolutions.

**NOW, THEREFORE, BE IT**

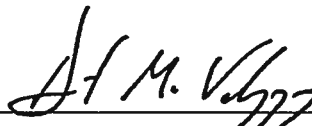
RESOLVED, that the President, any Vice President, Treasurer or any Assistant Treasurer (the Authorized Officers) of the Company be, and hereby are, authorized to direct the preparation, execution, and filing of a petition with the NJBPU, to seek the approval of the NJBPU to permit Company to continue to issue, renew or extend, prior to January 1, 2022, Short-Term Debt in an aggregate principal amount outstanding at any one time of up to \$350,000,000, which Short-Term Debt may consist of borrowings under one or more revolving credit facilities or bank loans, commercial paper, and/or short-term notes, proceeds of which will be used to provide (i) funding of working capital requirements; (ii) temporary financing of construction program expenditures; and (iii) for general corporate purposes, and to take any and all actions as may be required in connection with the filing of such petition; and

FURTHER RESOLVED, that the Authorized Officers of the Company be, and hereby are, authorized on behalf of the Company, empowered and directed to take or cause to be taken any and all such other and further actions and to execute, acknowledge, and deliver any and all such other agreements, amendments, and documents as they deem necessary and desirable in order to carry into effect the purpose and intent of the foregoing resolutions; and

RESOLVED, that any and all actions previously taken by the Company or any of the directors or officers of the Company in connection with the documents, transactions, and actions contemplated by the foregoing resolutions be, and they hereby are, ratified, confirmed, and approved in all respects as and for the acts and deeds of the Company.

*[signature page follows]*

IN WITNESS WHEREOF, the undersigned, constituting the sole member of the Board of Directors of the Company, has caused this Consent to be executed on the date first written above.

  
\_\_\_\_\_  
David M. Velazquez

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**IN THE MATTER OF THE PETITION  
OF ATLANTIC CITY ELECTRIC  
COMPANY PURSUANT TO N.J.S.A.  
48:2-13 AND N.J.S.A. 48:3-9 FOR  
AUTHORITY TO ISSUE UP TO \$350  
MILLION OF SHORT-TERM  
INDEBTEDNESS PRIOR TO  
JANUARY 1, 2022**

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**STATE OF NEW JERSEY  
BOARD OF PUBLIC UTILITIES**

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**CERTIFICATION OF SERVICE**

**PHILIP J. PASSANANTE**, of full age, certifies as follows:

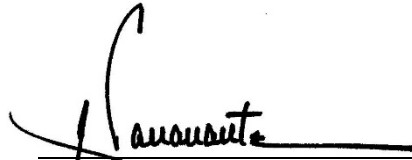
1. I am an attorney at law of the State of New Jersey and serve as Assistant General Counsel to Atlantic City Electric Company, the Petitioner in the within matter, with which I am familiar.

2. I certify that, on September 12, 2019, I caused three conformed copies of the within Verified Petition of Atlantic City Electric Company Pursuant to N.J.S.A. 48:2-13 and N.J.S.A. 48:3-9 for Authority to Issue Short-Term Indebtedness Prior to January 1, 2022 (the “Petition”) to be sent by overnight courier service to Aida Camacho Welch, Secretary of the Board, State of New Jersey, Board of Public Utilities, 44 South Clinton Avenue, 9<sup>th</sup> Floor, Trenton, New Jersey 08625. I also caused a complete copy to be sent by electronic mail.

3. I further certify that, on September 12, 2019, I caused a complete copy of the Petition to be sent by First Class Mail to each of the parties listed in the attached Service List, except that copies to the Division of Rate Counsel were forwarded by overnight courier service, with a complete copy by electronic mail.

4. I further and finally certify that the foregoing statements made by me are true. I am aware that, if any of the foregoing statements made by me are willfully false, I am subject to punishment.

Dated: September 12, 2019

A handwritten signature in dark ink, appearing to read "Passanante", is written over a horizontal line.

Philip J. Passanante  
Assistant General Counsel  
Atlantic City Electric Company  
500 N. Wakefield Drive  
Newark, DE 19702-5440  
(609) 909-7034 – Telephone (Trenton Office)  
(302) 429-3105 – Telephone (Newark, DE Office)  
(302) 429-3801 – Facsimile  
[philip.passanante@pepcoholdings.com](mailto:philip.passanante@pepcoholdings.com)

In the Matter of the Petition of Atlantic City Electric Company Pursuant to N.J.S.A. 48:2-13 and N.J.S.A. 48:3-9 for  
Authority to Issue Up to \$350 Million of Short-Term Indebtedness Prior to January 1, 2022

BPU Docket No. \_\_\_\_\_

**Service List**

**BPU**

Aida Camacho-Welch  
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Board of Public Utilities  
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**ACE**

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