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EXELON CORP
Form U5B
April 23, 2001

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

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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 -----
Exelon Ventures Company, LLC	LLC	DE	Holdi
Exelon Generation Company, LLC	LLC	PA	Holdi
PECO Energy Power Company	Corporation	PA	Utili
Susquehanna Power Company	Corporation	MD	Utili
The Proprietors of the Susquehanna Canal	Corporation	MD	Inact
Susquehanna Electric Company	Corporation	MD	Utili
AmerGen Energy Company, LLC (50% interest)	LLC	DE	Exemp
AmerGen Vermont, LLC	LLC	VT	Exemp
Exelon (Fossil) Holdings, Inc.	Corporation	DE	Inves
Sithe Energies Inc. (49.9% interest)	Corporation	DE	Energ
Exelon Peaker Development General, LLC	LLC	DE	Inves

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Exelon Peaker Development Limited, LLC	LLC	DE	Inves
ExTex LaPorte L.P.	LP	TX	Exemp
Concomber Ltd.	Corporation	Bermuda	Capti
Exelon Enterprises Company, LLC	LLC	PA	Energ
Exelon Energy Company	Corporation	DE	Energ
Exelon Energy Ohio, Inc.	Corporation	DE	Energ
AllEnergy Gas & Electric Marketing Company, LLC	LLC	DE	Energ
Texas Ohio Gas, Inc.			
Exelon Mechanical Services, Inc.	Corporation	IL	Energ
Systems Engineering and Management Corp.	Corporation	TN	Energ

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Name of Company	Organization	State	Type
Unicom Power Holdings Inc.	Corporation	DE	Energ
Unicom Power Marketing Inc.	Corporation	DE	Energ
Unicom Healthcare Management Inc.	Corporation	IL	Medic
UT Holdings Inc.	Corporation	DE	Energ
Northwind Chicago LLC	LLC	DE	Energ
Unicom Thermal Development Inc.	Corporation	DE	Energ
Exelon Thermal Technologies Inc.	Corporation	IL	Energ
Exelon Thermal Technologies Boston Inc.	Corporation	DE	Energ
Northwind Boston LLC (25% interest)	LLC	MA	Energ
Exelon Thermal Technologies Houston Inc.	Corporation	DE	Energ
Northwind Houston LLC (25% interest)	LLC	DE	Energ
Northwind Houston LP (25% interest)	Limited Partnership	DE	Energ
Exelon Thermal Technologies North America Inc.	Corporation	DE	Energ
Northwind Thermal Technologies Canada Inc.	Corporation	Canada	Energ
Unicom Thermal Technologies Canada Inc.	Corporation	Canada	Energ
UTT National Power Inc.	Corporation	IL	Energ
Northwind Midway LLC	LLC	DE	Energ
UTT Nevada Inc.	Corporation	NV	Energ
Northwind Aladdin LLC (75% interest)	LLC	NV	Energ
Northwind Las Vegas LLC (50% interest)	LLC	NV	Energ
UTT Phoenix, Inc.	Corporation	DE	Energ
Northwind Arizona Development LLC (50% interest)	LLC	DE	Energ
Northwind Phoenix LLC (50% interest)	LLC	DE	Energ

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Exelon Communications Holdings, LLC	LLC	PA	Commun
AT&T Wireless PCS of Philadelphia, LLC (49% interest)	LLC	DE	Commun
PHT Holdings LLC	LLC	DE	Commun
PECO Hyperion Communications (49% interest held; PECO holds 1% interest)	Partnership	PA	Commun
Exelon Communications LLC	LLC	PA	Commun
Energy Trading Company	Corporation	DE	Invest
Exelon Enterprises Management, Inc.	Corporation	PA	Invest
UniGrid Energy LLC (50% interest)	LLC	DE	Rel
CIC Global, LLC (50% interest)	LLC	DE	Tel
NEON Communications, Inc.	N/A	N/A	Energy
VITTS Network Group, Inc.	N/A	N/A	Commun
Phoenix Foods, LLC	N/A	N/A	Commun
Exelon Capital Partners, Inc.	Corporation	DE	Commun
Permits Now (fka Softcomp) (approximately 15% Interest)	N/A	N/A	Invest
OmniChoice.com, Inc. (approximately 30% interest)	Corporation	DE	Rel

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Name of Company	Organization	State	Type
Enertech Capital Partners, II (approximately 11% interest)	Corporation	DE	Invest
Everest Broadband Networks	N/A	N/A	Rel
Exelon Infrastructure Services, Inc. (approximately 95% interest)	Corporation	DE	Com
Exelon Infrastructure Services of PA, Inc.	Corporation	DE	Commun
EIS Engineering, Inc.	Corporation	DE	Infra
P.A.C.E. Field Services, LLC	LLC	DE	Infra
P.A.C.E. Environmental, LLC	LLC	DE	Infra
Chowns Communications, Inc.	Corporation	DE	Infra
Fischbach and Moore Electric, Inc.	Corporation	DE	Infra
MRM Technical Group, Inc.	Corporation	DE	Infra
Aconite Corporation	Corporation	MN	Infra
Gas Distribution Contractors, Inc.	Corporation	MO	Infra
Mid-Atlantic Pipeliners, Inc.	Corporation	DE	Infra
Mueller Distribution Contractors, Inc.	Corporation	GA	Infra
Mueller Energy Services, Inc.	Corporation	NY	Infra
Mueller Pipeliners, Inc.	Corporation	DE	Infra
Mechanical Specialties	Corporation	WI	Infra

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Incorporated			
Rand-Bright Corporation	Corporation	WI	Infra
Syracuse Merit Electric, Inc.	Corporation	DE	Infra
NEWCOTRA, Inc.	Corporation	DE	Infra
Fischbach and Moore, Incorporated	Corporation	NY	Infra
Fischbach and Moore Electrical Contracting Inc.	Corporation	DE	Infra
T.H. Green Electric Co., Inc.	Corporation	NY	Infra
Trinity Industries, Inc.	Corporation	DE	Infra
OSP Consultants, Inc.	Corporation	VA	Infra
International Communications Services, Inc.	Corporation	NV	Infra
OSP Inc.	Corporation	VA	Infra
OSP Servicios, S.A. de C.V.	S.A. de C.V.	Mexico	Inact
OSP Telecom, Inc.	Corporation	DE	Infra
OSP Telecomm de Mexico, S.A. de C.V.	S.A. de C.V.	Mexico	Inact
OSP Telcom de Colombia, LTDA	LTDA	Colombia	Inact
OSP Telecommunications, Ltd.	Limited	Bermuda	Inact
RJE Telecom, Inc.	Corporation	FL	Infra
Utility Locate & Mapping Services, Inc.	Corporation	VA	Infra
Universal Network Services, Inc. (49% interest)	Corporation	CA	Infra
Dashiell Holdings Corp.	Corporation	DE	Infra
Dashiell Corporation	Corporation	TX	Infra
Dacon Corporation	Corporation	TX	Infra
VSI Group Inc.	Corporation	DE	Infra
International Vital Solutions Group, Inc.	Corporation	MD	Infra
Michigan Trenching Service, Inc.	Corporation	MI	Infra
Lyons Equipment, Inc.	Corporation	MI	Infra
M.J. Electric, Inc.	Corporation	DE	Infra
Electric Services, Inc.	Corporation	DE	Infra
EIS Investments, LLC	LLC	DE	Infra
WCB Services, LLC (49% interest)	LLC	OK	Infra
Adwin Equipment Company	Corporation	PA	Energ
Kinetic Ventures Fund I, LLC (22.22% interest), and Kinetic Ventures Fund II, LLC (17.64% interest)	LLC	DE	Inves Rel Com

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:

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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:

	Electric Energy	Gas	
Total Annual Sales		KWh	Mcf

Interstate Transactions:

Name of State

Delivered Out of State

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Received from Out of State

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

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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%	13,340,000	13,340,000

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Due June 1, 2029

Exelon Generation	Pollution Control Notes York County Series 1993-A, 4.5935% Due August 1, 2016	18,440,000	18,440,000
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Exelon Generation	Pollution Control Notes Montgomery County Series 1996-A, 4.1840% Due March 1, 2034	34,000,000	34,000,000
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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

Exelon Ventures Company, LLC			

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

Exelon Enterprises Company, LLC			
Exelon Energy Company	Com. Stk.	1,000	-
Exelon Energy Ohio, Inc.	Com. Stk.	1,000	-
AllEnergy Gas & Electric Marketing Company, LLC			
Texas Ohio Gas, Inc.			
Exelon Services, Inc.	Com. Stk.	1,000	-
Systems Engineering and Management Corp.			
Unicom Power Holdings Inc.	Com. Stk.	1,000	-
Unicom Power Marketing Inc.	Com. Stk.	1,000	-
Unicom Healthcare Management Inc.	Class A Com. Stk.	1,000	-
UT Holdings Inc.	Com. Stk.	1,000	-

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Northwind Chicago LLC			
Unicom Thermal Development Inc.	Com. Stk.	100	-
Exelon Thermal Technologies, Inc.	Com. Stk.	100	-
Exelon Thermal Technologies Boston, Inc.	Com. Stk.	100	-
Northwind Boston LLC			
Exelon Thermal Technolgoies Houston, Inc.	Com. Stk.	100	-
Northwind Houston LLC			
Northwind Houston LP			
Exelon Thermal Technologies North America, Inc.	Com. Stk.	3,000	-
Northwind Thermal Technologies Canada Inc.	Com. Stk.	10,000	-
Unicom Thermal Technologies Canada, Inc.	Com. Stk.	10,000	-
UTT National Power Inc.	Com. Stk.	1,000	-
Northwind Midway LLC			
UTT Nevada Inc.	Com. Stk.	100	-
Northwind Aladdin LLC			
Northwind Las Vegas LLC			
UTT Phoenix, Inc.	Com. Stk.	1,000	-
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	
Exelon Enterprises Management, Inc.	Com. Stk.	1,000	
UniGridEnergy, LLC			
CIC Global, LLC			
NEON Communications, Inc.			
VITTS Network Group, Inc.			
Exelon Capital Partners, Inc.	Com. Stk.	1,000	
Permits Now (fka Softcomp)			
OmniChoice.com, Inc.			
Enertech Capital Partners, II			
Everest Broadband Networks			
UTECH Climate Challenge Fund, L.P.	-	-	-
Kinetic Ventures I, LLC	-	-	-

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Kinetic Ventures II, LLC	-	-	-
Exelon Infrastructure Services, Inc.	Com. Stk.	150,000,000	1
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			

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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

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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

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- (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.

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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	Issued Value (\$)

Exelon Ventures Company, LLC		100%	
Exelon Generation Company, LLC		100%	4,551,000
PECO Energy Power Company	984,000	100%	24,600,000
Susquehanna Power Company	1,273,000	100%	47,040,000

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The proprietors of the Susquehanna Canal		100%	N/
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/
Exelon Peaker Development Limited, LLC		100%	N/
ExTex LaPorte Limited Partnership		1% EP Gen	N/
		99% EP Lim	N/
Concomber Ltd		100%	1,200
Exelon Enterprises Company, LLC	100	100%	873,519,290
Exelon Energy Company	100	100%	(21,640)
Exelon Energy Ohio, Inc.	1,000	100%	13,940
AllEnergy Gas & Electric Marketing Company, LLC	N/A	100%	22,850
Texas Ohio Gas, Inc.		100%	(400)
Exelon Mechanical Services, Inc.	100	100%	33,540
Systems Engineering and Management Corporation, Inc	874	100%	7,100
Unicom Power Holdings, Inc.	100	100%	(16,010)
Unicom Power Marketing, Inc.	100	100%	N/
Unicom Healthcare Management, Inc.	1,110	100%	1,700
UT Holdings, Inc.	100	100%	(142,320)
Northwind Chicago, LLC	N/A	100%	(5,640)
Unicom Thermal Development, Inc.	100	100%	(4,680)
Exelon Thermal Technologies, Inc.	100	100%	(81,510)
Exelon Thermal Technologies Boston, Inc.	100	100%	(4,310)
Northwind Boston, LLC	N/A	25%	(11,550)
Exelon Thermal Technologies Houston, Inc.	100	100%	(760)
Northwind Houston, LLC	N/A	25%	120
Northwind Houston, LP	N/A	25%	13,630
Exelon Thermal Technologies North America, Inc.	10	100%	(3,060)
Northwind Thermal Technologies Canada, Inc.	10	100%	(1,800)
Unicom Thermal Technologies, Canada Inc.	10	100%	(1,010)
UTT National Power, Inc.	100	100%	(540)
Northwind Midway, LLC	N/A	100%	N/
UTT Nevada, Inc.	100	100%	(170)
Northwind Aladdin, LLC	N/A	75%	12,000
Northwind Las Vegas, LLC	N/A	50%	340
UTT Phoenix, Inc.	100	100%	N/
Northwind Arizona Development, LLC	N/A	50%	N/
Northwind Phoenix, LLC	N/A	50%	N/
Exelon Communications Holdings, LLC		100%	439,160
AT&T Wireless PCS of Philadelphia, LLC		49%	
PHT Holdings, LLC		100%	56,620
PECO Hyperion Telecommunications		49%	
Exelon Communications Company, LLC		100%	149,280
Energy Trading Company		100%	740
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%
Permits Now (fka Softcomp)	16%
OmniChoice.com, Inc.	30%
Enertech Capital Partners II	11%
Everest Broadband Networks	15%
Exelon Infrastructure Services, Inc.	

32,96