

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C.

Three Year Period ending January 30, 2007

FORM U-12 (I) - B (THREE-YEAR STATEMENT)

Statement Pursuant to Section 12(i) of the Public Utility Holding Company Act of 1935 by a Person Regularly Employed or Retained by a Registered Holding Company or a Subsidiary Thereof and Whose Employment Contemplates Only Routine Expenses as Specified in Rule 71(b).

1. Name and business address of persons filing statement.

Baker Botts L.L.P. ("Baker Botts"), The Warner, 1299 Pennsylvania Avenue, Washington, D.C. 20004. Baker Botts has additional offices that may provide services to Exelon Corporation or its subsidiaries covered by Section 12(i) of the Public Utility Holding Company Act of 1935, as amended.

2. Names and business addresses of any persons through whom the undersigned proposes to act in matters included within the exemption provided by paragraph (b) of Rule 71.

Joanne Rutkowski, James Doty, Stephanie Smith, and other attorneys at Baker Botts.

3. Registered holding company and subsidiary companies by which the undersigned is regularly employed or retained.

Exelon Corporation and its subsidiaries.

4. Position or relationship in which the undersigned is employed or retained by each of the companies named in item 3 and a brief description of the nature of services to be rendered in each such relationship or capacity.

Attorneys; provide legal counsel and representation to Exelon Corporation before the Securities and Exchange Commission and the Federal Energy Regulatory Commission and in that capacity render services to its subsidiaries.

5. (a) Compensation received during the current year and estimated to be received over the next two calendar years by the undersigned, directly or indirectly, for services rendered by the undersigned, from each of the companies designated in item 3.

Salary or  
other  
compensation:  
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--- Name of  
recipient  
received (a)  
to be Person  
or company  
from whom  
received (b)  
received or  
to be  
received

Baker Botts  
See 5(b)  
below Exelon  
Corporation  
(b) Basis for  
compensation  
if other than  
salary.  
Hourly fees  
and  
disbursements.

6. Expenses  
incurred by  
the  
undersigned  
or other  
person in  
item 2,  
above, during  
the calendar  
year in  
connection  
with  
activities  
described in  
item 4,  
above, and  
the source or  
sources of  
reimbursement  
of same. To  
be answered  
in  
supplemental  
statement.

Date: May 25,  
2004 /s/  
Joanne C.  
Rutkowski ---  
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Joanne C.  
Rutkowski,  
Esq. 2