UNITED STATES DISTRICT COURT
DISTRICT OF COLUMBIA

UNITED STATES OF AMERICA	)	Case No.:
Plaintiff,	)	Judge:
v.	)	Deck Type:
EXELON CORPORATION	)	Filed:
and	)	
PUBLIC SERVICE ENTERPRISE GROUP INCORPORATED	)	
Defendants.	)	

PLAINTIFF UNITED STATES' EXPLANATION OF PROCEDURES FOR ENTRY OF THE FINAL JUDGMENT

Plaintiff United States submits this memorandum summarizing the procedures for entry of the proposed Final Judgment as set forth by the Antitrust Procedures and Penalties Act, 15 U.S.C. §§ 16(b)-(h) (the "APPA"), which applies in civil antitrust cases brought and settled by the United States. As described below, the APPA provides that certain events must occur prior to the Court signing and entering the proposed Final Judgment to resolve this case.

1. Today, plaintiff United States has filed a Complaint, proposed Final Judgment, and Hold Separate Stipulation and Order between the parties. Plaintiff United States will also file a Competitive Impact Statement relating to the proposed Final Judgment.

2. Defendants have agreed in the Hold Separate Stipulation and Order that they will abide by the terms of the proposed Final Judgment in the interim and also follow certain procedures described in the Hold Separate Stipulation and Order between consummation of their merger and the divestitures required by the proposed Final Judgment. At this time, we ask that the Court only sign the Hold Separate Stipulation and Order.

3. The Hold Separate Stipulation and Order also contains the parties' agreement that, after compliance with the APPA, the Court may enter the proposed Final Judgment. The APPA requires that plaintiff United States publish the proposed Final Judgment and the Competitive Impact Statement in the *Federal Register* and in certain newspapers at least sixty (60) days prior to entry of the proposed Final Judgment. The notice will inform members of the public that they may submit comments about the proposed Final Judgment to the United States Department of Justice, Antitrust Division (*see* 15 U.S.C. §§ 16(b)-(c)).

4. During the sixty-day period, plaintiff United States will consider, and at the close of that period respond to, any comments that it has received, and it will publish the comments and plaintiff United States' responses in the *Federal Register*.

5. After the expiration of the sixty-day period, plaintiff United States will file with the Court the comments and plaintiff United States' responses, and plaintiff United States either will ask the Court to enter the proposed Final Judgment (subject to any proposed revisions) or will withdraw its consent to entry of the Final Judgment, as provided in Section IV(A) of the Hold Separate Stipulation and Order (*see* 15 U.S.C. § 16(d)).

6. If plaintiff United States requests that the Court enter the proposed Final Judgment after compliance with the APPA, 15 U.S.C. §§ 16(e)-(f), then the Court may enter the Final Judgment without a hearing, provided that the Court concludes that the Final Judgment is in the public interest.

Dated: June 22, 2006

Respectfully submitted,

FOR PLAINTIFF UNITED STATES:

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