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January 8, 2016

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor
Harrisburg, PA 17120

VIA ELECTRONIC FILING

**Re: Petition of PECO Energy Company for Approval of its Act 129 Phase III
Energy Efficiency and Conservation Plan;
Docket No. M-2015-2515691**

Dear Secretary Chiavetta:

Please find attached for filing with the Pennsylvania Public Utility Commission ("PUC" or "Commission") the Prehearing Memorandum of Wal-Mart Stores East, LP and Sam's East, Inc. (collectively, "Walmart"), in the above-referenced matter.

This document was filed electronically with the Commission on this date. All parties are being served a copy of this document in accordance with the enclosed Certificate of Service.

Please contact me if you have any questions concerning this filing.

Sincerely,

SPILMAN THOMAS & BATTLE, PLLC

By 

Derrick Price Williamson
Barry A. Naum

BAN/sds

Enclosures

c: Administrative Law Judge Angela T. Jones (via E-mail and First-Class Mail)
Administrative Law Judge Darlene Heep (via E-mail and First-Class Mail)
Certificate of Service

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Petition of PECO Energy Company For :
Approval of its Phase III Energy Efficiency : Docket No. M-2015-2515691
and Conservation Plan :

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing document upon the following parties to this proceeding in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by participant).

VIA E-MAIL & FIRST-CLASS MAIL

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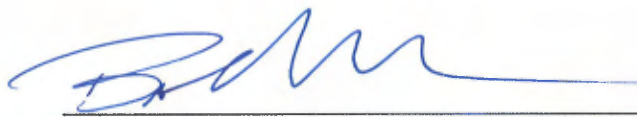
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Dated: January 8, 2016

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Petition of PECO Energy Company For :
Approval of its Phase III Energy Efficiency : Docket No. M-2015-2515691
and Conservation Plan :

**PREHEARING CONFERENCE MEMORANDUM OF
WAL-MART STORES EAST, LP AND SAM'S EAST, INC.**

Pursuant to the Prehearing Conference Order issued on December 23, 2015, by Administrative Law Judges ("ALJs") Angela T. Jones and Darlene Heep, Wal-Mart Stores East, LP and Sam's East, Inc. (collectively, "Walmart"), hereby submit this Prehearing Memorandum in the above-captioned proceeding.

I. HISTORY OF THE PROCEEDING

On November 24, 2015, PECO Energy Company ("PECO" or "Company"), filed with the Pennsylvania Public Utility Commission ("PUC" or "Commission") a Petition for approval of the Company's Phase III Energy Efficiency and Conservation ("EE&C") Plan ("Phase III Plan" or "Plan"), pursuant to the requirements of Act 129 of 2008, 66 Pa. C.S. § 2806.1 ("Act 129") and the PUC's Implementation Order entered on June 11, 2015, at Docket No. M-2014-2424864. On December 31, 2015, Walmart filed a Petition to Intervene to participate in this proceeding. A description of Walmart is set forth in its Petition to Intervene.

II. REPRESENTATION AND SERVICE CONTACT

Walmart is represented by counsel with contact information as follows:

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III. ANTICIPATED ISSUES

Walmart is still evaluating PECO's Phase III Plan and anticipates being informed by the record created in this case. At this preliminary stage, however, Walmart plans to pay careful attention to the issue of whether the Phase III Plan will ensure and affirm Walmart's flexibility of participation and preserve choices between various state and regional energy efficiency and demand response programs. Walmart anticipates pursuing this issue during this proceeding and reserves the right to raise further issues and to respond to all matters raised by other parties.

IV. PROPOSED WITNESSES AND EVIDENCE

Walmart is still in the process of evaluating whether it will sponsor testimony in this proceeding. In the event Walmart decides to sponsor testimony, Walmart will promptly inform parties and the ALJs of its witness(es) and topics of testimony. Walmart, however, reserves the right to participate in this proceeding and adduce evidence through the submission of discovery, cross-examination of other parties' witnesses, and the submission of briefs, exceptions and reply exceptions, if necessary.


V. PROPOSED SCHEDULE AND DISCOVERY RULES

Walmart will cooperate with the ALJs and the parties to formulate a reasonable procedural schedule and discovery rules in accordance with the Commission's regulations and ALJs directives.

VI. SETTLEMENT

Walmart is willing to participate in settlement discussions so as to narrow or resolve issues in dispute among the parties.

Respectfully submitted,

By 
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Counsel to Wal-Mart Stores East, LP and Sam's East, Inc.

Dated: January 8, 2016