

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 100888 / September 3, 2024**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-21761**

<hr/>	:	
<b>In the Matter of</b>	:	<b>ORDER APPOINTING FUND</b>
	:	<b>ADMINISTRATOR, SETTING</b>
<b>Exelon Corporation and</b>	:	<b>ADMINISTRATOR’S BOND AMOUNT,</b>
<b>Commonwealth Edison Company,</b>	:	<b>AND AUTHORIZING THE APPROVAL</b>
	:	<b>AND PAYMENT OF FEES AND</b>
<b>Respondents.</b>	:	<b>EXPENSES OF ADMINISTRATION</b>
<hr/>		

On September 28, 2023, the Commission issued an Order Instituting Cease-and-Desist Proceedings Pursuant to Section 8A of the Securities Act of 1933 and Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing a Cease-and-Desist Order (the “Order”) against Exelon Corporation and Commonwealth Edison Company (the “Order”)<sup>1</sup> (collectively, the “Respondents”). In the Order, the Commission found that from approximately August 2011 through 2019 (the “Relevant Period”), Respondents corruptly influenced and rewarded Michael Madigan (“Madigan”), the then-Speaker of the Illinois House of Representatives, for his assistance with respect to legislation affecting Commonwealth Edison Company’s (“ComEd”) business. The scheme involved ComEd, a 99% owned subsidiary of Exelon Corporation (“Exelon”), arranging for various Madigan associates to obtain jobs, vendor subcontracts, and monetary payments associated with those jobs and vendor subcontracts, for the benefit of Madigan and Madigan’s associates, with the intent to influence and reward Madigan.

---

<sup>1</sup> Securities Act Rel. No. 11248 (Sept. 28, 2023).

In particular, while making payments to Madigan's associates, ComEd was also seeking Madigan's support with certain legislation beneficial to ComEd, including the Illinois Future Energy Jobs Act ("FEJA"), which would ensure a continued favorable rate structure for ComEd.

As a result of the conduct described in the Order the Commission found that Respondents violated Section 17(a)(2) of the Securities Act and Section 10(b) of the Exchange Act and Rule 10b-5(b) thereunder, which prohibit fraudulent conduct in the offer or sale of securities and in connection with the purchase or sale of securities. The Commission also found that Respondents violated Section 13(b)(2)(A) and (B) of the Exchange Act.

The Commission ordered the Respondents to pay a \$46,200,000.00 civil money penalty to the Commission. The Commission also created a Fair Fund, pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, so the penalty collected can be distributed to harmed investors (the "Fair Fund").

The Fair Fund consists of the \$46,200,000.00 collected from the Respondents. The Fair Fund has been deposited in a Commission-designated account at the U.S. Department of the Treasury, and any accrued interest will be added to the Fair Fund.

The Division of Enforcement (the "Division") now seeks the appointment of Simpluris, Inc. ("Simpluris") as the fund administrator and requests that the administrator's bond be set at \$46,200,000.00. Simpluris is included in the Commission's approved pool of administrators.

The Division further requests that the Commission authorize the Office of Financial Management ("OFM"), at the direction of an Assistant Director of the Office of Distributions, to pay the Fund Administrator's fees and expenses from the Fair Fund, so long as the total amount paid to the Fund Administrator, including the invoice to be paid, does not exceed the total amount of the approved cost proposal submitted by the Fund Administrator.

Accordingly, IT IS HEREBY ORDERED that:

- A. Simpluris is appointed as the Fund Administrator, pursuant to Rule 1105(a) of the Commission's Rules on Fair Fund and Disgorgement Plans ("Commission's Rules");<sup>2</sup>
- B. Simpluris shall obtain a bond in accordance with Rule 1105(c) of the Commission's Rules,<sup>3</sup> in the amount of \$46,200,000.00;
- C. the Fund Administrator will submit invoices to the Commission staff for services rendered, in accordance with Rule 1105(d) of the Commission's Rules;<sup>4</sup> and
- D. at the direction of an Assistant Director of the Office of Distributions, OFM is authorized to pay the Fund Administrator's fees and expenses from the Fair Fund, in accordance with Rule 1105(e) of the Commission's Rules,<sup>5</sup> so long as the total amount paid to the Fund Administrator, including the invoice to be paid, does not exceed the total amount of the approved cost proposal submitted by the Fund Administrator.

For the Commission, by the Division of Enforcement, pursuant to delegated authority.<sup>6</sup>

Vanessa A. Countryman  
Secretary

---

<sup>2</sup> 17 C.F.R. § 201.1105(a).

<sup>3</sup> 17 C.F.R. § 201.1105(c).

<sup>4</sup> 17 C.F.R. § 201.1105(d).

<sup>5</sup> 17 C.F.R. § 201.1105(e).

<sup>6</sup> 17 C.F.R. § 200.30-4(a)(17) and 17 C.F.R. § 200.30-4(a)(21)(vi).