

Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13G

ORION POWER HOLDINGS INC  
Form SC 13G  
February 14, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)

(Amendment No. \_\_\_\_\_) (1)

Orion Power Holdings, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

686286105

-----  
(CUSIP Number)

December 31, 2001

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

-----  
(1) The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class of  
securities, and for any subsequent amendment containing information which  
would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be  
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange  
Act of 1934 or otherwise subject to the liabilities of that section of the Act  
but shall be subject to all other provisions of the Act (however, see the  
Notes).

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1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Constellation Energy Group, Inc.  
52-1964611

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

---

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland

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NUMBER OF 5. SOLE VOTING POWER

SHARES 17,205,900 (1)

---

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 0

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EACH 7. SOLE DISPOSITIVE POWER

REPORTING 17,205,900 (1)

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PERSON 8. SHARED DISPOSITIVE POWER

WITH 0

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,205,900 (1)

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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

16.5%

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12. TYPE OF REPORTING PERSON\*

CO

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) Represents common stock held by wholly owned subsidiaries, Constellation Holdings, Inc. and Constellation Real Estate, Inc. and includes warrant for 705,900 shares held by Constellation Holdings, Inc. which is presently exercisable.

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1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Constellation Holdings, Inc.\*  
52-1337857

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland

NUMBER OF 5. SOLE VOTING POWER

SHARES 0

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 10,705,900 (1)

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 0

PERSON 8. SHARED DISPOSITIVE POWER

WITH 10,705,900 (1)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,705,900 (1)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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10.3%

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12. TYPE OF REPORTING PERSON\*

CO

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) Includes warrant for 705,900 shares which is presently exercisable.

\* Constellation Holdings, Inc. acquired these shares on December 21, 2001 from its affiliate Constellation Enterprises, Inc.

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1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Constellation Real Estate, Inc.\*  
52-1237835

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

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3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland

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|              |           |                          |
|--------------|-----------|--------------------------|
| NUMBER OF    | 5.        | SOLE VOTING POWER        |
| SHARES       | 0         |                          |
| BENEFICIALLY | 6.        | SHARED VOTING POWER      |
| OWNED BY     | 6,500,000 |                          |
| EACH         | 7.        | SOLE DISPOSITIVE POWER   |
| REPORTING    | 0         |                          |
| PERSON       | 8.        | SHARED DISPOSITIVE POWER |
| WITH         | 6,500,000 |                          |

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,500,000

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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.2%

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12. TYPE OF REPORTING PERSON\*

CO

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

\* Constellation Real Estate, Inc. acquired these shares on December 21, 2001 from its affiliate Constellation Enterprises, Inc.

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Item 1(a). Name of Issuer:

Orion Power Holdings, Inc.

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Item 1(b). Address of Issuer's Principal Executive Offices:

7 East Redwood Street, 10th Floor  
Baltimore, MD 21202

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Item 2(a). Name of Person Filing:  
Constellation Energy Group, Inc.  
Constellation Holdings, Inc.  
Constellation Real Estate, Inc.

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Item 2(b). Address of Principal Business Office, or if None, Residence:

250 W. Pratt Street, Baltimore, MD 21201

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Item 2(c). Citizenship:

Maryland

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Item 2(d). Title of Class of Securities:

Common Stock

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Item 2(e). CUSIP Number:

686286105

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- Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:
- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
  - (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
  - (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
  - (d)  Investment company registered under Section 8 of the Investment Company Act.
  - (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
  - (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
  - (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
  - (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:  
see below

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- (b) Percent of class:  
see below

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- (c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote \_\_\_\_\_,

(ii) Shared power to vote or to direct the vote \_\_\_\_\_,

(iii) Sole power to dispose or to direct the disposition of \_\_\_\_\_,

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(iv) Shared power to dispose or to direct the disposition of\_\_\_\_\_

Constellation Energy Group, Inc. beneficially owns through its wholly owned subsidiaries 17,205,900 shares of common stock, which includes a warrant for 705,900 shares which is presently exercisable. This represents 16.5% of issuer's common stock. Constellation Energy Group, Inc. has sole power to vote or to direct the vote of 17,205,900 shares and sole power to dispose or to direct the disposition of 17,205,900 shares.

Constellation Holdings, Inc. is a wholly owned subsidiary of Constellation Energy Group, Inc. and owns 10,705,900 shares of common stock, which includes a warrant for 705,900 shares which is presently exercisable. This represents 10.3% of issuer's common stock. Constellation Holdings, Inc. has shared power to vote or to direct the vote of 10,705,900 shares and shared power to dispose or to direct the disposition of 10,705,900 shares.

Constellation Real Estate, Inc. is an indirect wholly owned subsidiary of Constellation Energy Group, Inc. and owns 6,500,000 shares of common stock. This represents 6.2% of issuer's common stock. Constellation Real Estate, Inc. has shared power to vote or to direct the vote of 6,500,000 shares, and shared power to dispose or to direct the disposition of 6,500,000 shares.

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities check the following [ ].

N/A

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Item 6. Ownership of More Than Five Percent on Behalf of Another Person. Constellation Energy Group, Inc. is the beneficial owner of 16.5% of Orion Power Holdings, Inc.'s common stock because its wholly owned subsidiaries, Constellation Holdings, Inc. and Constellation Real Estate, Inc. are the owners of 17,205,900 shares of common stock, which included a warrant for 705,900 shares which is presently exercisable.

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

N/A

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Item 8. Identification and Classification of Members of the Group.

N/A

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Item 9. Notice of Dissolution of Group.

N/A

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Item 10. Certifications.

- (a) The following certification shall be included if the statement is filed pursuant to Rule 13d-1(b):

"By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect."

- (b) The following certification shall be included if the statement is filed pursuant to Rule 13d-1(c):

"By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect."

N/A

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

2/12/02

-----  
(Date)

/s/ David A. Brune

-----  
(Signature)

David A. Brune/Vice President,  
Secretary and General Counsel  
Constellation Energy Group, Inc.

-----  
(Name/Title)



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-----  
(Date)

/s/ Dan A. Skowronski

-----  
(Signature)

Dan A. Skowronski/Secretary  
Constellation Holdings, Inc.

-----  
(Name/Title)

2/12/02

-----  
(Date)

/s/ Donna M. Levy

-----  
(Signature)

Donna M. Levy/Secretary  
Constellation Real Estate, Inc.

-----  
(Name/Title)

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).