

CONSTELLATION ENERGY GROUP INC

Form 425

May 02, 2011

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Filed by Exelon Corporation

(Commission File No.

1-16169)

Pursuant to Rule

425 under the Securities Act of 1933

and deemed filed pursuant to Rule

14a-12 of the Securities Exchange Act of  
1934

Subject Company: Constellation Energy Group, Inc.  
(Commission File No.  
1-12869)

Beginning on April 28, 2011, Exelon used the following presentation in meetings  
with employees of its Exelon Nuclear business unit.

Exelon Nuclear  
and Constellation Energy  
Nuclear Group  
Growing our Strength:  
Safe and Reliable Electricity  
All Hands Meeting  
Friday, April 29, 2011

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Exelon/Constellation

The Merger

Merger is a great opportunity for Exelon.

We're merging two leading companies into an industry leader with many operating advantages.

EDF will be our partner in CENG's

five units

The acquisition grows the nuclear fleet and allows

us to work closely with EDF.

This transaction will take some time to complete

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EN/CENG  
Exelon Nuclear

Largest U.S. nuclear fleet

Third largest in world

93.9% fleet capacity factor in 2010

8,700 employees

Excellent INPO safety performance  
Constellation Energy NG

50.01% ownership by CENG

49.99% ownership stake by EDF

93.9% fleet capacity factor in 2010

2,700 employees

Excellent INPO safety performance  
4

5  
CENG at a Glance  
Calvert Cliffs  
Lusby, MD on the Eastern Shore  
PWR, 2 units  
1,750 megawatts (1975, 1977)  
R.A. Ginna  
Ontario, NY  
PWR, 1 unit



581 megawatts (1970)

Nine Mile Point

Scriba, NY

BWR, 2 units

1,758 megawatts (1970, 1988)

Unit 2: CENG 82%, LIPA 18%

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EDF at a Glance

World's largest nuclear operator

Produces ~ 22% of EU electricity

Owns/Co-owns 30 nuclear sites

49.99% of CENG (5 reactors)

58 reactors in the French fleet

80% of British Energy (8 reactors)

Building 3 new plants in France

and Asia.

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The Combined Companies  
Combined nuclear assets

Solidifies position as largest U.S. nuclear operator

~ 19,000 megawatts

11,000+ employees

164 million megawatt-hours in 2010

13 sites, licensee of 22 reactors

IL, PA, NJ, NY & MD

Going forward

CENG structured as a separate operating group

Begin working relationship with EDF

Eventual HQ move to KS

8  
Exelon  
Corporation  
Exelon  
Generation  
Company LLC  
RF HoldCo  
LLC  
PECO

BGE  
Constellation  
NewEnergy  
Inc.  
Constellation  
Energy  
Nuclear Group  
LLC  
50.01%  
ComEd

Note: For illustrative purposes only. Not intended to represent legal or organizational structure

After the Merger

Constellation  
Energy Group  
Inc  
Fossil , Hydro  
and Other  
Generation  
Exelon Energy  
Delivery  
Company LLC  
Nuclear,  
Fossil, Hydro,  
Wind & Solar  
Generation

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Next Steps

Shareholder approval

Expected in Q3 2011

Regulatory approvals

Expected by end of Q4 2011

Transaction close in Q1 2012



Equity partnership with EDF to continue

Site/unit integration accelerates

Integration of companies

2012 -

2013

10

Key Takeaways

Great opportunity for Exelon

It will take time to close the deal

On-going communications will occur

Our focus **MUST** be on safety and reliability

Exelon Nuclear is

growing!

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Questions?

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Forward Looking Information

Cautionary Statements Regarding Forward-Looking Information

Except for the historical information contained herein, certain of the matters discussed in this communication constitute forward-looking information within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934, both as amended by the Private Securities Reform Act of 1995. Words such as may,

will,

anticipate,

estimate,

expect,  
project,  
intend,  
plan,  
believe,  
target,  
forecast,  
and words

and terms of similar substance used in connection with any discussion of future plans, actions, or events identify forward-looking  
forward-looking statements include, but are not limited to, statements regarding benefits of the proposed merger, integration pl  
synergies,

the  
expected  
timing  
of  
completion  
of  
the  
transaction,  
anticipated  
future  
financial  
and  
operating  
performance  
and  
results,  
including

estimates for growth. These statements are based on the current expectations of management of Exelon Corporation (Exelon) a  
Energy  
Group,  
Inc.

(Constellation),

as  
applicable.

There  
are  
a  
number  
of  
risks  
and  
uncertainties  
that  
could  
cause  
actual  
results  
to  
differ

materially

from the forward-looking statements included in this communication. For example, (1) the companies may be unable to obtain approvals required for the merger; (2) the companies may be unable to obtain regulatory approvals required for the merger, or approvals may delay the merger or result in the imposition of conditions that could have a material adverse effect on the combination; or (3) the companies may be unable to obtain necessary regulatory approvals, which could cause

the companies to

abandon the

merger; (3)

conditions to

the closing of

the merger may

not be satisfied; (4)

an unsolicited offer of

another company to

acquire assets or

capital stock of

Exelon or

Constellation could interfere

with the merger; (5)

problems may arise

in

successfully  
integrating  
the  
businesses  
of  
the  
companies,  
which  
may  
result  
in  
the  
combined  
company  
not  
operating  
as  
effectively  
and  
efficiently  
as  
expected;  
(6)  
the  
combined  
company  
may  
be  
unable  
to  
achieve  
cost-cutting  
synergies  
or  
it  
may  
take  
longer  
than  
expected  
to  
achieve  
those  
synergies;  
(7)  
the  
merger may involve unexpected costs, unexpected liabilities or unexpected delays, or the effects of purchase accounting may be different from the companies' expectations;  
(8)

the  
credit  
ratings  
of  
the  
combined  
company  
or  
its  
subsidiaries  
may  
be  
different  
from  
what  
the  
companies  
expect;  
(9)  
the  
businesses  
of  
the  
companies  
may  
suffer  
as  
a  
result  
of  
uncertainty  
surrounding  
the  
merger;  
(10)  
the  
companies  
may  
not  
realize  
the  
values  
expected to be obtained for properties expected or required to be divested; (11) the industry may be subject to future regulatory  
that could adversely affect the companies; and (12) the companies may be adversely affected by other economic, business, and  
factors. Other unknown or unpredictable factors could also have material adverse effects on future results, performance or achi  
combined company. Discussions of some of these other important factors and assumptions are contained in Exelon's and Constellation  
filings  
with  
the  
Securities



and  
Exchange  
Commission  
(SEC),

and  
available

at  
the

SEC's  
website

at  
[www.sec.gov](http://www.sec.gov),

including:

(1)

Exelon's

2010

Annual Report on Form 10-K in (a) ITEM 1A. Risk Factors, (b) ITEM 7. Management's Discussion and Analysis of Financial

of

Operations

and

(c)

ITEM

8.

Financial

Statements

and

Supplementary

Data:

Note

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(2)

Exelon's

Quarterly

Report

on

Form

10-Q

for

the

quarterly period ended March 31, 2011 in (a) Part II, Other Information, ITEM 1A. Risk Factors, (b) Part 1, Financial Information Management's Discussion and Analysis of Financial Condition and Results of Operations and (c) Part I, Financial Information Statements: Note 12; and (3)

Constellation's 2010 Annual Report on Form 10-K in (a) ITEM 1A. Risk Factors, (b) ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and (c) ITEM 8. Financial Statements and Supplement

These

risks,

as

well

as

other

risks  
associated  
with  
the  
proposed  
merger,  
will  
be  
more  
fully  
discussed  
in  
the  
joint  
proxy  
statement/prospectus  
that  
will  
be  
included  
in  
the  
Registration  
Statement  
on  
Form  
S-4  
that  
Exelon  
will  
file  
with  
the  
SEC  
in  
connection  
with  
the  
proposed  
merger.  
In  
light  
of  
these

risks, uncertainties, assumptions and factors, the forward-looking events discussed in this communication may not occur. Read to place undue reliance on these forward-looking statements, which speak only as of the date of this communication. Neither E Constellation undertake any obligation to publicly release any revision to its forward-looking statements to reflect events or cir date of this communication.

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Forward Looking Information

Additional Information and Where to Find It

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities, or a solicitation of a recommendation or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful under the securities laws of any such jurisdiction. Exelon intends to file with the SEC a registration statement on Form S-4 that will include a joint proxy statement/prospectus and other relevant documents to be mailed by Exelon and Constellation to their respective security holders in connection with the proposed merger of Exelon and Constellation. **WE URGE INVESTORS AND SECURITY HOLDERS TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS.**

BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION about Exelon, Constellation and the merger. Investors and security holders will be able to obtain these materials (when they are available) and other documents filed with the SEC free of charge at the SEC's website, [www.sec.gov](http://www.sec.gov). In addition, a copy of the joint proxy statement/prospectus (when it becomes available) may be obtained free of charge from Exelon Corporation, Investor Relations, 10 South Dearborn Street, P.O. Box 8000, Chicago, Illinois 60680-5398, or from Constellation Energy Group, Inc., Investor Relations, 100 Constellation Way, Baltimore, Maryland 21114. Investors and security holders may also read and copy any reports, statements and other information filed by Exelon, or Constellation Energy Group, Inc. with the SEC, at the SEC public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0333 or visit the SEC's website for further information on its public reference room.

#### Participants in the Merger Solicitation

Exelon, Constellation, and their respective directors, executive officers and certain other members of management and employees are deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding Exelon's directors and executive officers is available in its proxy statement filed with the SEC by Exelon on March 24, 2011 in connection with its 2011 annual meeting of shareholders, and information regarding Constellation's directors and executive officers is available in its proxy statement filed with the SEC by Constellation on April 15, 2011 in connection with its 2011 annual meeting of shareholders. Other information regarding participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be included in the joint proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.