

CONSTELLATION ENERGY GROUP INC  
Form 11-K  
June 20, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 11-K**

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended: December 31, 2007**

**Commission File Number: 1-12869**

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

**Represented Employee Savings Plan for Nine Mile Point**

**Constellation Energy Group, Inc.**

**750 E. Pratt St.**

**Baltimore, Maryland 21202**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**Constellation Energy Group, Inc.**

**750 E. Pratt St.**

**Baltimore, Maryland 21202**



TABLE OF CONTENTS

	<b>Page</b>
<u>Signature</u>	3
<u>Report of Independent Registered Public Accounting Firm</u>	4
Financial Statements:	
<u>Statements of Net Assets Available for Benefits</u>	5
<u>Statements of Changes in Net Assets Available for Benefits</u>	6
<u>Notes to Financial Statements</u>	7
Supplemental Schedule*:	
<u>Schedule H, line 4i - Schedule of Assets (Held at End of Year)</u>	12

---

\* The other schedules required by 29 CFR 2520.103.10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted, as they are not applicable.

Exhibit:

Consent of Independent Registered Public Accounting Firm

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

REPRESENTED EMPLOYEE SAVINGS PLAN FOR  
NINE MILE POINT

Date: June 20, 2008

/s/ Marcia B. Behlert  
Marcia B. Behlert, Plan Administrator

**Report of Independent Registered Public Accounting Firm**

*To the Participants and Administrator of the  
Represented Employee Savings Plan for Nine Mile Point*

In our opinion, the accompanying statements of net assets available for benefits and the related statements of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of the Represented Employee Savings Plan for Nine Mile Point (the Plan) at December 31, 2007 and 2006, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule of Assets (Held at End of Year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ PricewaterhouseCoopers LLP

Baltimore, Maryland

June 20, 2008

**NINE MILE POINT NUCLEAR STATION, LLC  
 REPRESENTED EMPLOYEE SAVINGS PLAN FOR NINE MILE POINT  
 Statements of Net Assets Available for Benefits**

At December 31,	2007	2006
<b>Assets</b>		
Investments, at fair value:		
Mutual funds	\$ 66,591,026	\$ 63,251,424
Common trust fund	18,050,878	16,529,097
Constellation Energy Group, Inc. common stock	15,186,522	9,824,928
Short-term investment	5,000	
Participant loans	2,184,937	2,114,896
<b>Total Investments</b>	<b>102,018,363</b>	<b>91,720,345</b>
Receivables:		
Employer contributions	21,699	19,089
Participant contributions	99,747	82,688
Accrued dividends	63,623	
Net assets reflecting all investments at fair value	102,203,432	91,822,122
Adjustment from fair value to contract value for interest in common trust relating to fully benefit-responsive investment contracts	(106,687)	141,689
<b>Net assets available for benefits</b>	<b>\$ 102,096,745</b>	<b>\$ 91,963,811</b>

*The accompanying notes are an integral part of these financial statements.*

**NINE MILE POINT NUCLEAR STATION, LLC  
 REPRESENTED EMPLOYEE SAVINGS PLAN FOR NINE MILE POINT  
 Statements of Changes in Net Assets Available for Benefits**

<b>Years Ended December 31,</b>	<b>2007</b>	<b>2006</b>
<b>ADDITIONS</b>		
<b>Investment Income</b>		
Dividends	\$ 5,132,801	\$ 3,863,213
Interest on participant loans	162,237	143,847
Net appreciation (See note 4)	5,398,197	7,080,335
<b>Total Investment Income</b>	<b>10,693,235</b>	<b>11,087,395</b>
<b>Contributions</b>		
Participant contributions	4,432,767	4,530,537
Participant rollover contributions	11,316	6,486,268
Employer matching contributions	998,476	1,040,181
Plan transfers in (See note 1)	110,106	
<b>Total Contributions</b>	<b>5,552,665</b>	<b>12,056,986</b>
<b>Total Additions</b>	<b>16,245,900</b>	<b>23,144,381</b>
<b>DEDUCTIONS</b>		
Withdrawals and distributions	(5,104,365)	(14,427,185)
Plan transfers out (See note 1)	(984,905)	(1,078,253)
Fees	(23,696)	(5,627)
<b>Total Deductions</b>	<b>(6,112,966)</b>	<b>(15,511,065)</b>
<b>CHANGE IN NET ASSETS</b>	<b>10,132,934</b>	<b>7,633,316</b>
<b>Net assets available for benefits:</b>		
<b>Beginning of year</b>	<b>91,963,811</b>	<b>84,330,495</b>
<b>End of year</b>	<b>\$ 102,096,745</b>	<b>\$ 91,963,811</b>

*The accompanying notes are an integral part of these financial statements.*

**Notes to Financial Statements**

**Note 1. General Description of the Plan**

On November 7, 2001, Nine Mile Point Nuclear Station, LLC (Company), a subsidiary of Constellation Energy Group, Inc. (CEG), purchased the Nine Mile Point Nuclear Power Station from the Niagara Mohawk Power Corporation and other owners.

Consequently, a number of the participants' balances in the Niagara Mohawk Represented Employee Savings Fund Plan were spun off to a cloned plan which was named the Represented Employee Savings Plan for Nine Mile Point (Plan).

The Plan is a defined contribution plan, subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Participants should refer to the Plan document for a more comprehensive description of the Plan provisions.

**Eligibility** An employee must be employed by Nine Mile Point Nuclear Station, LLC, be covered by a collective bargaining agreement, and be 21 years of age with one month of service to be eligible to participate in the Plan.

**Administration** The Plan Administrator is the Manager - Benefits, Human Resources Division of Constellation Energy Group, Inc. The assets are held and managed by the Trustee, T. Rowe Price Trust Company (TRP). T. Rowe Price Retirement Plan Services, Inc. provides the recordkeeping for the Plan.

Although it has not expressed any intent to do so, the Company has the right to amend or terminate the Plan at any time, subject to provisions set forth in ERISA.

**Participant Contributions** Eligible participants may contribute from 2% to 50% of their eligible pay on a before-tax basis, from 2% to 15% of their eligible pay on an after-tax basis, or a combination thereof through payroll deductions. The maximum combined contribution rate for both the before-tax and the after-tax contributions is 50%. The maximum amount a participant can contribute to the Plan on a before-tax basis is limited per year by the Internal Revenue Service. The limitation was \$15,500 in 2007 and \$15,000 in 2006.

Participants age 50 and older (by year end) and meeting one of the Plan's or IRS pre-tax contribution limits are eligible to make catch-up contributions. The catch-up contributions limit was \$5,000 in 2007 and 2006.



The Plan accepts rollovers of employees' eligible rollover distributions from other qualified plans.

Participants have the right, on a daily basis, to change the amount of their payroll deductions, effective as of the next pay period. Participants also have the right to change, on a daily basis, the percentage of their future contributions being invested in each of the available investment funds as provided in the Plan.

**Company Matching Contributions** Effective September 4, 2006, upon completion of one year of service, the Company contributes an amount equal to 50% of the participant's first 6% of contributions. Prior to this date, Company contributions were allocated based on a combination of age and service.

All Company matching contributions are fully and immediately vested upon being credited to the participant's account. Company contributions are initially invested in CEG Common Stock. Once credited, the participant has the option to transfer the funds to other available investment options.

**Investment Options** Except as otherwise indicated, participants can elect to have their contributions invested in the following:

- CEG Common Stock
- Fidelity Diversified International Fund
- Fidelity Dividend Growth Fund
- Fidelity Low Priced Stock Fund
- PIMCO Total Return Fund - Institutional Shares
- T. Rowe Price Equity Income Fund
- T. Rowe Price Growth Stock Fund
- T. Rowe Price Mid Cap Growth Fund
- T. Rowe Price Mid Cap Value Fund
- T. Rowe Price Retirement 2005 Fund
- T. Rowe Price Retirement 2010 Fund
- T. Rowe Price Retirement 2015 Fund
- T. Rowe Price Retirement 2020 Fund
- T. Rowe Price Retirement 2025 Fund
- T. Rowe Price Retirement 2030 Fund
- T. Rowe Price Retirement 2035 Fund
- T. Rowe Price Retirement 2040 Fund
- T. Rowe Price Retirement 2045 Fund
- T. Rowe Price Retirement 2050 Fund\*
- T. Rowe Price Retirement 2055 Fund\*
- T. Rowe Price Retirement Income Fund
- T. Rowe Price Small Cap-Value Fund
- T. Rowe Price Stable Value Fund\*\*
- T. Rowe Price New Horizons Fund
- Vanguard Institutional Index

---

\* New funds added to the plan December 5, 2006.

\*\* New fund added to the plan April 1, 2006.



**CEG Common Stock** Participant and Company matching contributions are invested in Constellation Energy Group, Inc. common stock.

**Interest Income Fund** Amounts held in the Interest Income Fund until April 2006 were invested in a combination of the T. Rowe Price Stable Value Fund and the Fidelity Managed Income Portfolio.

Effective April 2006, the Fidelity Managed Income Portfolio was liquidated and invested in the T. Rowe Price Stable Value Fund.

**T. Rowe Price Stable Value Fund** As described in FASB Staff Position Nos. FSP AAG INV-1 and SOP 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans* (the FSP ), investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. As required by the FSP, the Statements of Net Assets Available for Benefits were prepared on a fair value basis and reflect the adjustment of net assets from fair value to contract value in the common trust. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

**Investment Income** Dividends and earnings received on all other funds are automatically reinvested in the fund to which those earnings apply.

**Transfers** Participants whose job status changes from or to represented and non-represented may transfer assets to or from the Represented Employee Savings Plan for Nine Mile Point and the Constellation Energy Group, Inc. Employee Savings Plan. Those transfers are recorded at fair value.

In addition, participants are allowed to initiate, on a daily basis, a transfer of the value of their contributions, including earnings, among the available investment funds.

**Participant Loan Provisions** Participants may obtain a loan in any amount between a minimum of \$1,000 and a maximum of \$50,000, but not more than 50% of the participant's account balance. Participants may elect up to five years to repay the loan, unless the loan is used for the purchase of a principal residence, in which case they may elect up to 30 years for repayment. Participants are allowed to have up to two loans outstanding at any time. Principal and interest are repaid through regular payroll deductions or by direct payment. The interest rate for loans is equal to the prime rate plus one percent on the last day of the month preceding the month the loan is initiated. The interest rate on amounts borrowed is set at the time the loan is executed and remains in effect for the duration of the loan and ranges

from 5.00% to 9.25% at December 31, 2007. Loan duration ranges from July 2008 to April 2013.

**Withdrawals and Distributions** A participant may, on a daily basis, elect to withdraw all or part of the stock and cash attributable to their after-tax contributions. Contributions made on a before-tax basis may not be withdrawn until a participant attains age 59 1/2, except for death, disability, retirement, separation from service, or under certain circumstances of hardship, in which case the participant may be subject to tax penalties. Distributions to participants who retire or separate from service are automatically deferred until they either reach age 65 or cease active employment, whichever is later, unless they request an earlier or later distribution. Generally, participants who reach age 70 1/2 must begin receiving their Plan distribution by April 1 of the following year. Furthermore, active employees who attain age 59 1/2 may request to receive a distribution of their before-tax account balances. The distribution options include lump sum or installments paid monthly, quarterly, or annually for up to 10 years.

Withdrawals and distributions to participants are recorded when paid.

**Vesting** All contributions that are held in participants' accounts are immediately 100% vested.

**Administrative Costs** The Company currently pays all the administrative expenses of the Plan, including those of the Trustee. Brokerage fees, commissions, and transfer taxes associated with the purchase, sale or transfer of shares of CEG Common Stock are borne by the participant. Investment management expenses are deducted from the assets of that fund. Participants are charged a \$50 loan initiation fee and may incur short-term trading fees on some investments.

The Company currently receives a reimbursement for certain plan expenses from Fidelity Investment Institutional Services Company, Inc. This reimbursement will be used to offset plan expenses otherwise paid by the Company.

## **Note 2. Significant Accounting Policies**

The financial statements of the Plan are prepared under the accrual method of accounting. The accounting principles and practices that affect the more significant elements of the financial statements are:

**Contributions Receivable** Represent amounts paid and remitted in January which were attributable to compensation earned in December.

**Valuation of Investments** Shares of CEG Common Stock held by T. Rowe Price Trust Company are valued as of year-end using the quoted closing market price as reported by the NYSE Composite Transactions published in the eastern edition of The Wall Street Journal. Mutual fund shares held in the Plan are valued as of year-end, using the net asset value price of such shares as quoted by the Mutual Fund Quotations for such date in the eastern edition of The Wall Street Journal. Participant loans are valued at their outstanding principal amount.

The Plan's investments are stated at fair value, except for the T. Rowe Price Stable Value Fund, which consists primarily of fully benefit-responsive investment contracts. In determining the net assets available for benefits, the T. Rowe Price Stable Value Fund is included in the financial statements at contract value, which represents cost plus accrued income minus redemptions.

The Plan presents in the Statement of Changes in Net Assets Available for Benefits the net appreciation (depreciation) in the fair value of its investments, which consists of realized gains or losses and unrealized appreciation (depreciation) on those investments.

Shares of CEG common stock are purchased on the open market, through new issuances, or by other acquisition. Mutual fund shares are purchased on the open market, except the Trustee may purchase from time to time a small number of shares at current market value from participants making withdrawals or exchanges or obtaining loans from the Plan. The cost of CEG Common Stock and mutual fund shares sold as a result of participant distributions, withdrawals, exchanges or loans, is determined under the average cost method.

Purchases and sales of securities are recorded on the trade date. Dividend income is recorded on the ex-dividend date. Income from other investments is recorded as earned on an accrual basis.

**Use of Estimates** The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Loans to participants are valued at their outstanding principal amount.

**Accounting Standards Issued** Statement of Financial Accounting Standards (SFAS) No. 157, *Fair Value Measurements* became effective on January 1, 2008. SFAS No. 157 defines fair value, establishes a framework for measuring fair value, and requires certain disclosures about fair value measurements. Fair value is the price that we would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The Company is currently analyzing the impact of SFAS No. 157 on the Plan's financial statements.

**Note 3. Tax Status**

The Company received the latest favorable determination letter from the Internal Revenue Service (IRS), dated July 21, 2004, with respect to the Plan as restated effective September 13, 2002, qualifying the Plan as a stock bonus plan under Section 401 of the Internal Revenue Code (Code) and exempting the Plan from federal income tax under Section 501 of the Code.

Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code. As such, no provision for income taxes has been included in the Plan's financial statements.

**Note 4. Investments**

Investments which exceed 5% of the Plan's net assets as of December 31, 2007 and December 31, 2006, include:

**At December 31, 2007**

<b>Identity of Issue</b>	<b>Units/Shares</b>	<b>Current Value</b>
CEG Common Stock	148,090	\$ 15,186,522
TRP Stable Value Fund	18,050,878	18,050,878
Fidelity Diversified International Fund	235,931	9,413,218
Fidelity Dividend Growth Fund	255,444	7,510,057
Fidelity Low Priced Stock Fund	129,792	5,338,358
TRP Growth Stock Fund	340,004	11,439,312
Vanguard Institutional Index	75,652	10,147,937

**At December 31, 2006**

<b>Identity of Issue</b>	<b>Units/Shares</b>	<b>Current Value</b>
CEG Common Stock	142,657	\$ 9,824,928
TRP Stable Value Fund	16,529,097	16,529,097
Fidelity Diversified International Fund	209,384	7,736,753
Fidelity Dividend Growth Fund	268,106	8,493,599
Fidelity Low Priced Stock Fund	133,454	5,810,592
TRP Growth Stock Fund	336,129	10,631,767
Vanguard Institutional Index	79,488	10,300,899

The Plan's investments (including investments bought, sold, and held during the year) appreciated (depreciated) as follows:

<b>Identity of Issue</b>	<b>2007</b>		<b>2006</b>	
CEG Common Stock	\$	4,908,811	\$	1,599,895
Mutual Funds		489,386		5,480,440
Total	\$	5,398,197	\$	7,080,335

**Note 5. Risks and Uncertainties**

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

**Note 6. Related Party Transactions**

Certain Plan investments are shares of mutual funds managed by T. Rowe Price, a division of which is also the Plan Trustee. These transactions qualify as party-in-interest transactions.

During 2007, the Plan purchased 53,552 common shares of Constellation Energy Group, Inc. for \$4,615,190 and sold 48,119 shares for \$3,436,959. During 2006, the Plan purchased 51,735 common shares for \$3,022,828 and sold 76,232 shares for \$4,381,499.

**Note 7. Reconciliation of Financial Statements to FORM 5500**

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2007 and 2006:

**At December 31, 2007**

Net assets available for benefits per the financial statements	\$	102,096,745
Adjustment from fair value to contract value for fully benefit-responsive investment contracts		106,687
Less: contributions receivable		(121,446)
Net assets available for benefits per the Form 5500	\$	102,081,986

**At December 31, 2006**

Net assets available for benefits per the financial statements	\$	91,963,811
Adjustment from fair value to contract value for fully benefit-responsive investment contracts		(141,689)
Less: contributions receivable		(101,777)
Net assets available for benefits per the Form 5500	\$	91,720,345



Edgar Filing: CONSTELLATION ENERGY GROUP INC - Form 11-K

The following is a reconciliation of contributions per the financial statements to the Form 5500 as of December 31, 2007:

**Year ended December 31, 2007**

Contributions per the financial statements	\$	5,552,665
Less: contributions receivable at December 31, 2007		(121,446)
Plus: contributions receivable at December 31, 2006		101,777
Contributions per the Form 5500	\$	5,532,996

The following is a reconciliation of investment income per the financial statements to the Form 5500 for the year ended December 31, 2007:

**Year ended December 31, 2007**

Investment income per the financial statements	\$	10,693,235
Plus: current year adjustment from fair value to contract value for fully benefit-responsive investment contracts		106,687
Less: prior year adjustment from fair value to contract value for fully benefit-responsive investment contracts		141,689
Investment income per the Form 5500	\$	10,941,611

**NINE MILE POINT NUCLEAR STATION, LLC (EIN 52-2303044)**  
**REPRESENTED EMPLOYEE SAVINGS PLAN FOR NINE MILE POINT**  
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

	Identity of Issue	Cost	Current Value
<b>Mutual Funds</b>			
	Fidelity Diversified International Fund	\$ 8,981,658	\$ 9,413,218
	Fidelity Dividend Growth Fund	8,078,815	7,510,057
	Fidelity Low Priced Stock Fund	5,635,091	5,338,358
	PIMCO Total Return Fund Institutional Shares	2,735,577	2,815,438
*	T. Rowe Price Equity Income Fund	5,211,523	4,933,375
*	T. Rowe Price Growth Stock Fund	10,860,935	11,439,312
*	T. Rowe Price Mid Cap Growth Fund	3,084,427	3,183,149
*	T. Rowe Price Mid Cap Value Fund	2,710,041	2,405,896
*	T. Rowe Price New Horizon Fund	1,154,943	1,081,116
*	T. Rowe Price Retirement 2005 Fund	1,330	1,346
*	T. Rowe Price Retirement 2010 Fund	738,502	750,423
*	T. Rowe Price Retirement 2015 Fund	1,923,790	1,956,825
*	T. Rowe Price Retirement 2020 Fund	2,451,706	2,484,591
*	T. Rowe Price Retirement 2025 Fund	1,520,464	1,542,508
*	T. Rowe Price Retirement 2030 Fund	376,845	381,909
*	T. Rowe Price Retirement 2035 Fund	64,565	64,280
*	T. Rowe Price Retirement 2040 Fund	82,940	82,518
*	T. Rowe Price Retirement 2045 Fund	33,414	33,167
*	T. Rowe Price Retirement 2050 Fund	168	166
*	T. Rowe Price Retirement 2055 Fund	169	166
*	T. Rowe Price Retirement Income Fund	77,678	77,728
*	T. Rowe Price Small-Cap Value Fund	1,077,958	947,543
	Vanguard Institutional Index	9,846,343	10,147,937
	<b>Subtotal Mutual Funds</b>	<b>66,648,882</b>	<b>66,591,026</b>
<b>Common / Collective Trusts</b>			
*	T. Rowe Price Stable Value Fund	18,050,878	18,050,878
	<b>Subtotal Common / Collective Trusts</b>	<b>18,050,878</b>	<b>18,050,878</b>
<b>Company Stock</b>			
*	Constellation Energy Group, Inc.	11,003,036	15,186,522
	<b>Subtotal Company Stock</b>	<b>11,003,036</b>	<b>15,186,522</b>
<b>Short Term Investments</b>			
*	T. Rowe Price Short Term Settlement Account	5,000	5,000
	<b>Subtotal Short Term Investments</b>	<b>5,000</b>	<b>5,000</b>
<b>Loans</b>			
*	Participant Loans		
	Interest Range 5.00 9.25%		
	Maturity Date Range July 2008 April 2013		2,184,937
	<b>Subtotal Participant Loans</b>		<b>2,184,937</b>
	<b>Grand Total</b>	<b>\$ 95,707,796</b>	<b>\$ 102,018,363</b>

\* Represents party-in-interest