

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

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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

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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

27

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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 than 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,

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
18;
(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. 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.