

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities  
Exchange Act of 1934

March 5, 2002  
(Date of earliest  
event reported)

Commission File Number	Name of Registrant; State of Incorporation; Address of Principal Executive Offices; and Telephone Number	IRS Employer Identification Number
1-16169	EXELON CORPORATION (a Pennsylvania corporation) 10 South Dearborn Street - 37th Floor P.O. Box 805379 Chicago, Illinois 60680-5379 (312) 394-4321	23-2990190
1-1839	COMMONWEALTH EDISON COMPANY (an Illinois corporation) 10 South Dearborn Street - 37th Floor P.O. Box 805379 Chicago, Illinois 60680-5379 (312) 394-4321	36-0938600
1-1401	PECO ENERGY COMPANY (a Pennsylvania corporation) P.O. Box 8699 2301 Market Street Philadelphia, Pennsylvania 19101-8699 (215) 841-4000	23-0970240

Item 9. Regulation FD Disclosure

On March 5, 2002, John W. Rowe, President and Co-CEO of Exelon Corporation, made a presentation to investors at the Morgan Stanley Global Electricity & Energy Conference in New York City. Attached as an exhibit to this Current Report on Form 8-K are the slides used in Mr. Rowe's presentation. In addition, the following materials were made available to investors attending the conference:

1. An Exelon executive management organizational chart (attached hereto as Exhibit 99.2);
2. An Exelon EPS estimate identifying assumptions and sensitivities (previously filed as Exhibit 99.2 to Exelon's February 13, 2002 Form 8-K concerning materials distributed at the UBS Warburg Energy and Utilities Conference);
3. A list of Exelon-owned generation assets (attached hereto as Exhibit 99.3);
4. A list of Exelon's major long-term generation contracts and a list of AmerGen generation assets in which Exelon has 50% ownership (attached hereto as Exhibit 99.4);
5. A list of Sithe assets (attached hereto as Exhibit 99.5); and
6. Materials on Regulatory Initiatives in Illinois (previously included as Exhibit 99.5 to Exelon's Current Report on Form 8-K filed on February 13, 2002, concerning materials distributed at the UBS Warburg Energy and Utilities Conference).

This report contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on management's current expectations and are subject to uncertainty and changes in circumstances. Actual results may vary materially from the expectations contained herein. The forward-looking statements herein include statements about future financial and operating results of Exelon. Economic, business, competitive and/or regulatory factors affecting Exelon's businesses generally could cause actual results to differ materially from those described herein. For a discussion of the factors that could cause actual results to differ materially, please see Exelon's filings with the Securities and Exchange Commission, particularly those discussed in "Management's Discussion and

Analysis of Financial Condition and Results of Operations-- Outlook" in Exelon's 2000 Annual Report. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. Exelon does not undertake any obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date of this report.

EXHIBIT INDEX

Exhibit Number	Description
99.1	Slides used in Mr. Rowe's presentation.
99.2	Exelon executive management organizational chart.
99.3	A list of Exelon-owned generation assets.
99.4	A list of Exelon's major long-term generation contracts and a list of AmerGen generation assets in which Exelon has 50% ownership.
99.5	A list of Sithe assets.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EXELON CORPORATION

/S/ Ruth Ann M. Gillis

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Ruth Ann M. Gillis  
Principal Financial Officer

March 5, 2002

NYSE:EXC

Exelon Corporation

A Measure of Our Strengths

John W. Rowe  
President

Morgan Stanley Global Electricity & Energy Conference, New York City  
March 5, 2002

[logo for Exelon]

#### Forward-Looking Statements

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## Exelon's Integrated Business Portfolio

Portfolio includes mix of energy-related businesses.

- o 40,000+ MW supply portfolio balanced by fuel type, dispatch flexibility and geography
- o Retail base of about 5 million customers in 2 major metropolitan areas of the U.S.
- o High performance culture across business units
- o Management skills to shape the evolution of regulatory and industry structures

[logo for Exelon]

## Balanced Supply Portfolio

Energy supply portfolio totals more than 40,000 Mws.

Portfolio profiles (estimates):

- o Fuel mix: 36% nuclear, 20% coal, 4% hydro, and 40% gas/oil
- o Geographic mix: 60% in MAIN, 26% in PJM, and the balance in 6 different regions
- o Dispatch mix: 55% base load, 15% intermediate and 30% peaking
- o Ownership mix: 50% owned and 50% contracted

Note: Data includes owned and contracted generation.

[logo for Exelon]

Diverse Retail Customer Base

Serve approximately 5 million customers in 2 major metropolitan areas of the U.S.

o ComEd customers

- 3.5 million electric customers in an 11,300 square-mile service area with an estimated population of about 8 million including the City of Chicago

o PECO customers

- 1.5 million electric customers in a nearly 2,000 square-mile service area with a population of about 3.6 million including the City of Philadelphia
- 425,000 natural gas customers in a nearly 1,500 square-mile service area with a population of about 1.9 million in southeastern Pennsylvania

[logo for Exelon]



## High Performance Culture

Operating expertise extends across all business units.

- o Delivery: Reasonable return and robust cash flow with improving key performance measures
- o Nuclear: Reduced all-in cost to 2.04 cents per kWh and achieved 94.4% capacity factor in 2001
- o Fossil: Profitable and efficient with 97% on-time delivery and 94.4% dispatch availability in 2001
- o Power Team: Effective hedging and active management of supply portfolio

[logo for Exelon]

## Effective Management Skills

Management shaping the evolution of regulatory and industry structures.

- o PECO transition: Recovery of stranded costs under a rate cap through 2010
- o ComEd transition: Recovery of transition costs through 2006 with a rate freeze through 2004
- o POLR initiative: Shaping the appropriate development of supply competition
- o FERC activities: Promoting practical RTO standards and broader market power test

[logo for Exelon]

## 2001 Successes

- o Created powerful new company
- o Focused on operating excellence
- o Achieved merger synergies
- o Recorded 15% EPS growth
- o Demonstrated balance sheet strength

[logo for Exelon]

## 2002 Opportunities

- o Federal and State regulatory initiatives
- o Optimize supply portfolio
- o Company-wide cost management initiative
- o Growth through disciplined investment
- o Optimize value of Exelon Enterprises portfolio

[logo for Exelon]

## Enterprises Portfolio Optimization

- o Announced sale of 49% interest in AT&T Wireless joint venture for \$285 million in cash
- o Anticipate transaction to close in the first half of 2002
- o Expect to record after-tax gain of about \$120 million or \$0.37/share
- o Consistent with strategy to optimize portfolio value

[logo for Exelon]

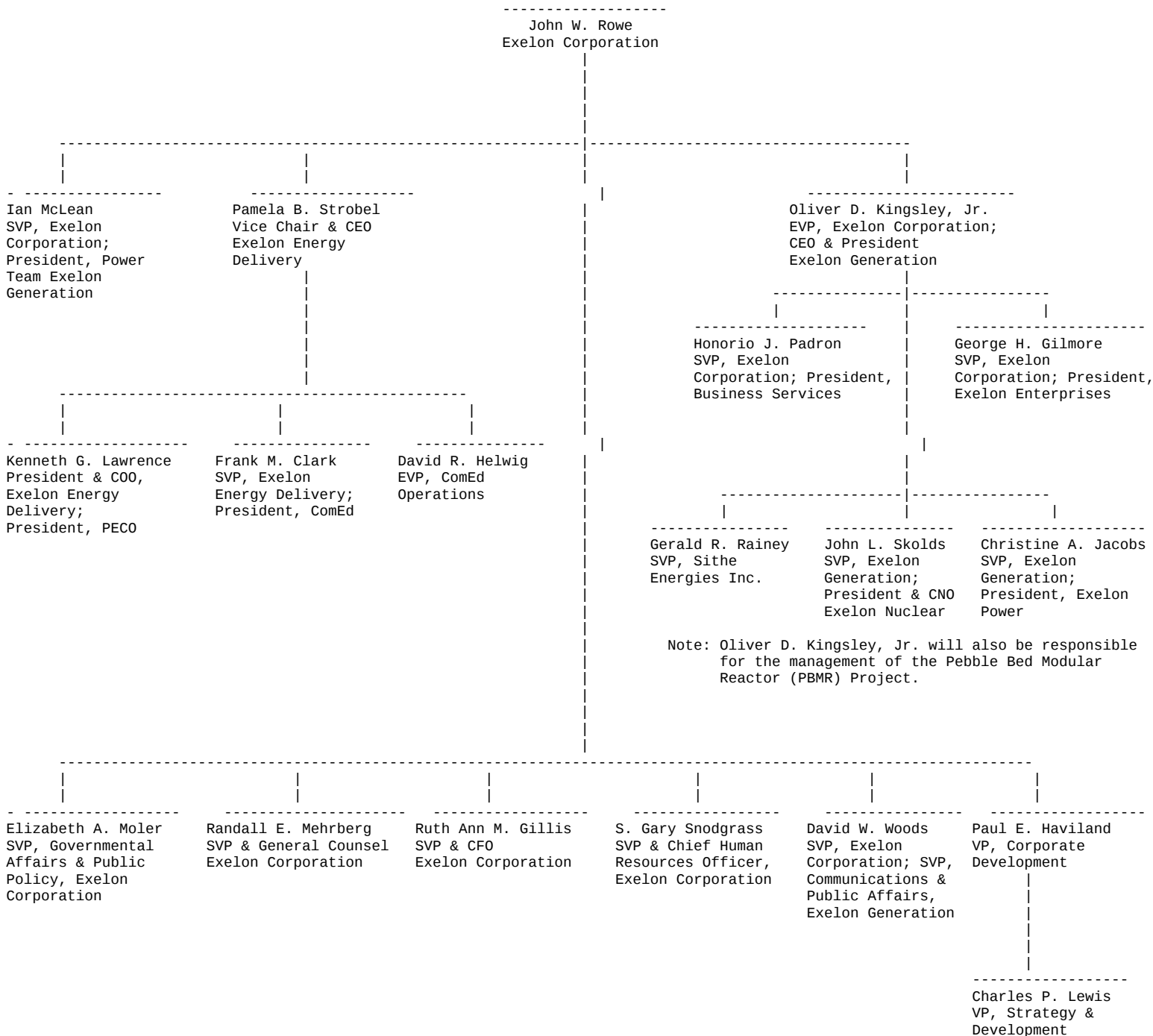
## 2002 Expectations

Our integrated businesses support:

- o A strong balance sheet
- o Robust cash flow
- o Risk management opportunities
- o Maximization of asset value
- o A low-cost generation position

[logo for Exelon]

EXELON EXECUTIVE MANAGEMENT



## Owned Generation Assets

The following table sets forth at May 31, 2001 the net generation capacity of, and other information about, the stations that we own directly:

Fuel/Technology	Station	Location	No of Units	% Owned (1)	Primary Fuel Type	Dispatch Type	Net Generation Capacity MW (2)
<b>Nuclear (3)</b>							
	Braidwood	Braidwood, IL	2		Uranium	Base-load	2,308
	Byron	Byron, IL	2		Uranium	Base-load	2,304
	Dresden	Morris, IL	2		Uranium	Base-load	1,592
	LaSalle Country	Seneca, IL	2		Uranium	Base-load	2,291
	Limerick	Limerick Twp., PA	2		Uranium	Base-load	2,312
	Peach Bottom	Peach Bottom Twp., PA	2	46.245	Uranium	Base-load	1,028
	Quad Cities	Cordova, IL	2	75.00	Uranium	Base-load	1,172
	Salem	Hancock's Bridge, NJ	2	42.59	Uranium	Base-load	942
<b>Fossil (Steam Turbines)</b>							
	Cromby 1	Phoenixville, PA	1		Coal	Base-load	144
	Cromby 2	Phoenixville, PA	1		Oil	Intermediate	201
	Delaware	Philadelphia, PA	2		Oil	Peaking	250
	Eddystone 1, 2	Eddystone, PA	2		Coal	Base-load	581
	Eddystone 3, 4	Eddystone, PA	2		Oil	Intermediate	760
	Schuylkill	Philadelphia, PA	1		Oil	Peaking	166
	Conemaugh	New Florence, PA	2	20.72	Coal	Base-load	352
	Keystone	Shelocta, PA	2	20.99	Coal	Base-load	357
	Fairless Hills	Falls Twp., PA	2		Landfill Gas	Peaking	60
<b>Fossil (Combustion Turbines)</b>							
	Chester	Chester, PA	3		Oil	Peaking	39
	Croydon	Bristol Twp., PA	8		Oil	Peaking	380
	Delaware	Philadelphia, PA	4		Oil	Peaking	56
	Eddystone	Eddystone, PA	4		Oil	Peaking	60
	Falls	Falls Twp., PA	3		Oil	Peaking	51
	Moser	Lower Pottsgrove Twp., PA	3		Oil	Peaking	51
	Pennsbury	Falls Twp., PA	2		Landfill Gas	Peaking	6
	Richmond	Philadelphia, PA	2		Oil	Peaking	96
	Schuylkill	Philadelphia, PA	2		Oil	Peaking	30
	Southwark	Philadelphia, PA	4		Oil	Peaking	52
	Salem	Hancock's Bridge, NJ	1	42.59	Oil	Peaking	16
<b>Fossil (Internal Combustion)</b>							
	Cromby	Phoenixville, PA	1		Oil	Peaking	3
	Delaware	Philadelphia, PA	1		Oil	Peaking	3
	Schuylkill	Philadelphia, PA	1		Oil	Peaking	3
	Conemaugh	New Florence, PA	4	20.72	Oil	Peaking	2
	Keystone	Shelocta, PA	4	20.99	Oil	Peaking	2
<b>Hydroelectric</b>							
	Conowingo	Harford Co., MD	11		Hydro	Base-load	512
<b>Pumped Storage</b>							
	Muddy Run	Lancaster Co., PA	8		Hydro	Intermediate	977
<b>Total</b>			<b>97</b>				<b>19,159</b>

(1) 100%, unless otherwise indicated.

(2) For nuclear stations, capacity reflects the annual mean rating. All other stations reflect a summer rating.

(3) All nuclear stations are boiling water reactors except Braidwood, Byron and Salem, which are pressurized water reactors.

We operate all of the facilities except for Salem, which is operated by PSEG Nuclear LLC, Keystone and Conemaugh, which are operated by Reliant Energy.



Major Long-Term Contracts

Seller	Location	Capacity (MW)	Expiration
Midwest Generation, LLC . . . . .	Various in Illinois	9,460	2004
Kincaid Generation, LLC . . . . .	Kincaid, Illinois	1,108	2012
Tenaska Georgia Partners, LP . . . . .	Franklin, Georgia	900	2029
Tenaska Frontier, Ltd . . . . .	Shiro, Texas	830	2020
Others . . . . .	Various	3,715	2002 to 2022
Total		16,013	

Excludes contracts under 500 Mws. These contracts total approx. 1,000 Mws.

AmerGen Generation Assets

The following table includes the net generation capacity of, and other information about, the stations that we own through AmerGen at January 1, 2002:

Fuel/Technology	Station	Location	No of Units	Generation		Net Capacity MW (1)
				Primary Fuel Type	Dispatch Type	
Nuclear (2)						
	Clinton	Clinton, IL	1	Uranium	Base-load	933
	Oyster Creek	Lacey Twp., NJ	1	Uranium	Base-load	630
	Three Mile Island Unit No.1	Harrisburg, PA	1	Uranium	Base-load	835
Total			3			2,398
Exelon 50% ownership						1,199

(1) Capacity reflects the annual mean rating.  
 (2) Clinton and Oyster Creek are boiling water reactors, while TMI is a pressurized water reactor.

Sithe Assets

Operating	MAAC	NPCC/C	WSCC	Other	Total
Mystic 1		11			11
Mystic 4		135			135
Mystic 5		135			135
Mystic 6		138			138
Mystic 7		565			565
New Boston 1		350			350
New Boston 2		350			350
New Boston 3		20			20
Wyman 4		36			36
West Medway 1		60			60
West Medway 2		60			60
West Medway 3		57			57
Framingham 1		11			11
Framingham 2		11			11
Framingham 3		12			12
Fore River 1		12			12
Fore River 2		12			12
Batavia		50			50
Massena		66			66
Ogdensburg		71			71
Sterling		56			56
Independence		1,042			1042
Cardinal		152			152
TEG II				115	115
Kenilworth	26				26
Greeley			72		72
Oxnard			48		48
Naval Station			45		45
North Island			37		37
NTC/MCRD			23		23
Bypass			10		10
Hazelton			9		9
Elk Creek			2		2
Rock Creek			4		4
Montgomery Creek			3		3
Total Operating	26	3,412	252	115	3,805
In Development	MAAC	NPCC/C	WSCC	Other	Total
Heritage		800			800
Brampton		800			800
Mississauga		800			800
TEG I				115	115
Mystic 8		800			800
Mystic 9		800			800
Fore River 3		800			800
Total in development	-	4,800	-	115	4,915
Total Generation	MAAC	NPCC/C	WSCC	Other	Total
	26	8,212	252	230	8,720