

FORM U5S

ANNUAL REPORT

For the Year Ended December 31, 2000

Filed pursuant to the Public Utility Holding Company Act of 1935 by

EXELON CORPORATION  
10 South Dearborn Street  
37th Floor  
Chicago, Illinois 60603

PECO ENERGY POWER COMPANY  
2301 Market Street  
Philadelphia, Pennsylvania 19101

Glossary of Defined Terms

ComEd	Commonwealth Edison Company
Commission	Securities and Exchange Commission
Exelon Enterprises	Exelon Enterprises Company, LLC
Exelon	Exelon Corporation
Exelon Generation	Exelon Generation Company, LLC
Financing U-1	The Form U-1 Application/Declaration filed by Exelon Corporation in File No. 70-9693
Merger U-1	The Form U-1 Application/Declaration filed by Exelon Corporation in File No. 70-9645
N/A	Not applicable or not available
PECO	PECO Energy Company
PEPCO	PECO Energy Power Company
Unicom	Unicom Corporation

ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN.

The Corporate structure shown is as of April 18, 2001, reflecting corporate restructuring undertaken between January 1, 2001 and April 18, 2001. Owner's book value is as of December 31, 2000.

Name of Company	Number of Common Shares Owned	% Voting Power	Owner's Book Value (\$000)
Exelon Corporation		100%	
(Affordable Housing Investments)			92,082
Boston Financial Institutional Tax Credit Fund X	-	11%	
Related Corporate Partners IV, L.P.	-	<5%	
Boston Financial Institutional Tax Credit Fund XIX	-	14%	
Related Corporate Partners XII, L.P.	-	36%	
Boston Financial Institutional Tax Credit Fund XIV	-	44%	
Boston Financial Institutional Tax Credit Fund XXI	-	27%	
Related Corporate Partners XIV, L.P.	-	16%	
Summit Corporate Tax Credit Fund II	-	33%	
USA Institutional Tax Credit Fund XXII	-	30%	
Exelon Energy Delivery Company, LLC		100%	
Commonwealth Edison Company	190,000	<100%	5,933,000
Commonwealth Edison Company of Indiana, Inc.	1,108,084	100%	30,917
ComEd Financing I	-	100%	15,630
ComEd Financing II	-	100%	8,671
ComEd Funding, LLC	-	100%	86,536
ComEd Transitional Funding Trust	-	100%	
Commonwealth Research Corporation	200	100%	200
Edison Development Company	741	100%	16,585
Edison Development Canada Inc.	2,600	100%	5,499
Edison Finance Partnership	-	100%	
PECO Energy Company		100%	
PECO Energy Capital Corp.	1,000	100%	17,640
PECO Energy Capital, LP		3%	13,968
PECO Energy Capital Trust II		100%	
PECO Energy Capital Trust III		100%	
PECO Energy Transition Trust		100%	149,901
Extel, LLC		100%	(1,215)
PECO Wireless, LP		99% PECO; 1% Extel	(120,239)
ATNP Finance Company		100%	4,324,366
PEC Financial Services, LLC		100%	12,918
Adwin Realty Company	1,000	100%	22,628
Ambassador II Joint Venture		50%	
Bradford Associates		50%	
Franklin Town Towers Associates		50%	
Henderson Ambassador Associates		50%	
Riverwatch Associates		100%	
Route 724		100%	
East Coast Natural Gas Cooperation, LLP		41.12%	
PECO Hyperion Telecommunications		1%	(1,380)
Horizon Energy Company	1,000	100%	
Unicom Investment Inc.	100	100%	
Scherer Holdings 1, LLC	-	100%	49,002
Scherer Holdings 2, LLC	-	100%	24,992
Scherer Holdings 3, LLC	-	100%	73,989
Spruce Holdings G.P. 2000, LLC	-	100%	1,841
Spruce Holdings L.P. 2000, LLC	-	100%	182,231
Spruce Equity Holdings, L.P.	-	1% Spr GP; 99% Spr LP	184,072
Spruce Holdings Trust	-	100%	184,072
Wansley Holdings 1, LLC	-	100%	41,941
Wansley Holdings 2, LLC	-	100%	21,387
Unicom Resources Inc.	100	100%	(13,842)
Exelon Ventures Company, LLC		100%	
Exelon Generation Company, LLC		100%	4,551,000
PECO Energy Power Company	984,000	100%	24,600
Susquehanna Power Company	1,273,000	100%	47,047
The proprietors of the Susquehanna Canal		100%	N/A
Susquehanna Electric Company	1,000	100%	10,000
AmerGen Energy Company, LLC		50%	
AmerGen Venture, LLC		100%	
Exelon (Fossil) Holdings, Inc.		100%	
Sithe Energies, Inc.		49.90%	
Exelon Peaker Development General, LLC		100%	N/A
Exelon Peaker Development Limited, LLC		100%	N/A
ExTex LaPorte Limited Partnership		1% EP Gen 99% EP Lim	N/A N/A
Concomber Ltd		100%	1,200
Exelon Enterprises Company, LLC	100	100%	873,519,290

Exelon Energy Company	100	100%	(21,642)
Exelon Energy Ohio, Inc.	1,000	100%	13,942
AllEnergy Gas & Electric Marketing Company, LLC	N/A	100%	22,850
Texas Ohio Gas, Inc.		100%	(403)
Exelon Services, Inc.	100	100%	33,548
Systems Engineering and Management Corporation, Inc	874	100%	7,107
Unicom Power Holdings, Inc.	100	100%	(16,017)
Unicom Power Marketing, Inc.	100	100%	N/A
Unicom Healthcare Management, Inc.	1,110	100%	230
UT Holdings, Inc.	100	100%	(142,328)
Northwind Chicago, LLC	N/A	100%	(5,649)
Unicom Thermal Development, Inc.	100	100%	(4,685)
Exelon Thermal Technologies, Inc.	100	100%	(81,511)
Exelon Thermal Technologies Boston, Inc.	100	100%	(4,311)
Northwind Boston, LLC	N/A	25%	(11,552)
Exelon Thermal Technologies Houston, Inc.	100	100%	(766)
Northwind Houston, LLC	N/A	25%	128
Northwind Houston, LP	N/A	25%	13,635
Exelon Thermal Technologies North America, Inc.	10	100%	(3,068)
Northwind Thermal Technologies Canada, Inc.	10	100%	(1,801)
Unicom Thermal Technologies Canada, Inc.	10	100%	(1,011)
UTT National Power, Inc.	100	100%	(546)
Northwind Midway, LLC	N/A	100%	N/A
UTT Nevada, Inc.	100	100%	(177)
Northwind Aladdin, LLC	N/A	75%	12,000
Northwind Las Vegas, LLC	N/A	50%	349
UTT Phoenix, Inc.	100	100%	N/A
Northwind Arizona Development, LLC	N/A	50%	N/A
Northwind Phoenix, LLC	N/A	50%	N/A
Exelon Communications Holdings, LLC		100%	439,163
AT&T Wireless PCS of Philadelphia, LLC		49%	
PHT Holdings, LLC		100%	56,620
PECO Hyperion Telecommunications		49%	
Exelon Communications Company, LLC		100%	149,287
Energy Trading Company		100%	744
Exelon Enterprises Management, Inc.		100%	95,600
UniGridEnergy, LLC		50%	
CIC Global, LLC		50%	
NEON Communications, Inc.		10%	
VITTS Network Group, Inc.		20%	
Exelon Capital Partners, Inc.		100%	32,966
Permits Now (fka Softcomp)		16%	
OmniChoice.com, Inc.		30%	
Enertech Capital Partners II		11%	
Everest Broadband Networks		15%	
Exelon Infrastructure Services, Inc.		<100%	515,266
Exelon Infrastructure Services of Pennsylvania, Inc.		100%	6,938
EIS Engineering, Inc.		100%	
P.A.C.E Field Services, LLC		100%	8,135
P.A.C.E Environmental, LLC		100%	
Chowns Communication, Inc.	N/A	100%	11,893
Fischbach and Moore Electric, Inc.	N/A	100%	
MRM Technical Group, Inc.	N/A	100%	121,556
Aconite Corporation		100%	
Gas Distribution Contractors, Inc.		100%	
Mid-Atlantic Pipeliners, Inc.		100%	
Mueller Distribution Contractors, Inc.		100%	
Mueller Energy Services, Inc.		100%	
Mueller Pipeliners, Inc.		100%	
Mechanical Specialties Incorporated		100%	
Rand-Bright Corporation		100%	
Syracuse Merit Electric, Inc.	N/A	100%	15,297
NEWCOTRA, Inc.	N/A	100%	
Fischbach and Moore, Inc.		100%	7,001
Fischbach and Moore Electrical Contractors, Inc.		100%	
T.H. Green Electric Co., Inc.		100%	
Trinity industries, Inc.	N/A	100%	11,322
OSP Consultants, Inc.	N/A	100%	68,116
International Communications Services, Inc.		100%	
OSP, Inc.		100%	
OSP Servicios, S.A. de C.V.		100%	
OSP Telecom, Inc.		100%	
OSP Telcomm de Mexico, S.A. de C.V.		100%	
OSP Telecom de Columbia, LTDA		100%	
OSP Telecommunications, Ltd.		100%	
RJE Telecom, Inc.		100%	
Utilities Locate & Mapping Services, Inc.		100%	
Universal Network Services, Inc.		49%	
Dashiell Holdings Corporation	N/A	100%	68,215
Dashiell Corporation		100%	
Dacon Corporation		100%	
VSI Group, Inc.	N/A	100%	19,307
International Vital Solutions Group, Inc.		100%	
Michigan Trenching Services, Inc.	N/A	100%	14,994
Lyons Equipments, Inc.	N/A	100%	
M.J. Electric, Inc.		100%	143,906
Electric Services, Inc.		100%	7,443
EIS Investments, LLC		100%	
WCB Services, LLC		49%	
Adwin Equipment Company	N/A	100%	16,732
Kinetic Ventures Fund I, LLC		22.22%	
Kinetic Ventures Fund II, LLC		17.64%	
Unicom Assurance Company Ltd. (Inactive)	N/A	100%	N/A

N/A Not applicable or Not Available

Issuer book value is subject to a final determination.

ITEM 2. ACQUISITIONS OR SALES OF UTILITY ASSETS

NONE

ITEM 3. ISSUE, SALE, PLEDGE, GUARANTEE OR ASSUMPTION OF SYSTEM SECURITIES

None in addition to those reported in the Rule 24 certificate filed on April 2, 2001.

ITEM 4. ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES

A. PECO Energy Company - Debt Retirements

1. On November 14, 2000, PECO retired, with cash, upon maturity, its \$38.5 million principal amount variable rate note.

B. Commonwealth Edison Company - Redemption of Securities

1. In the fourth quarter of 2000, ComEd repurchased 19.9 million of its common shares from Unicom in exchange for an \$850 million note receivable ComEd held from Unicom Investment, Inc.

C. Exelon Enterprise's Acquisitions (filed confidentially herewith on Form SE)

ITEM 5. INVESTMENTS IN SECURITIES OF NON-SYSTEM COMPANIES AS OF DECEMBER 31, 2000.

Investor	Investee	Type	Quantity	Cost	Carrying Value
ComEd	Chicago Community Ventures, Inc.	Common Shares	500	\$50,000	\$50,000
ComEd	Chicago Equity Fund	Limited Partnership	N/A	\$1,390,514	\$1,390,514
ComEd	Dearborn Park Corporation	Common Shares	10,000	\$537,654	\$537,654
ComEd	I.L.P. Fund C/O Chicago Capital Fund Business Fund	Venture Capital Small	N/A	\$250,000	\$250,000
ComEd	Illinois Venture Fund (Unibanc Trust)	Venture Capital Fund	N/A	\$71,320	\$71,320

Exelon Enterprise Management, Inc	Phoenix Foods, LLC	Limited Liability Company		N/A		
Exelon Capital Partners, Inc.	Pantellos Corporation	Corporation		N/A	\$4,439,210	\$4,439,210
Exelon Capital Partners, Inc.	Automated Power Exchange	Competitive Power Exchange Business	1,500,000		\$3,000,000	\$3,000,000
Exelon Capital Partners, Inc.	UTECH Climate Challenge Fund, L.P.	Venture Capital Investment		N/A	\$4,582,713	\$23,847,576
Exelon Capital Partners, Inc.	Exotrope	Convertible Debentures		N/A	\$500,000	\$500,000
Exelon Capital Partners, Inc.	Media Station, Inc.	Preferred plus Warrants (Common)	214,286 48,702		\$1,500,000	\$1,500,000
Energy Trading Company	WorldWide Web NetworX Corporation	Common shares	73,450		\$316,753	\$9,181
Energy Trading Company	Entrade	Common Shares	200,000		\$1,489,115	\$162,500

N/A Not applicable

ITEM 6. OFFICERS AND DIRECTORS - PART 1.

The positions of officers and directors of system companies as of December 31, 2000 were as follows:

Exelon Corporation

Board of Directors

Edward A. Brennan  
Carlos H. Cantu  
Daniel L. Cooper  
M. Walter D'Alessio  
Bruce DeMars  
G. Fred DiBona, Jr.  
Sue Ling Gin  
Richard H. Glanton  
Rosemarie B. Greco  
Edgar D. Jannotta  
Corbin A. McNeill, Jr.  
John M. Palms  
John W. Rogers, Jr.  
John W. Rowe  
Ronald Rubin  
Richard L. Thomas

Officers

McNeill, Jr., Corbin A.	Co-Chief Executive Officer and Chairman
Rowe, John W.	Co-Chief Executive Officer and President
Kingsley Jr., Oliver D.	Executive Vice President
Egan, Michael J.	Executive Vice President
Strobel, Pamela B.	Executive Vice President
McLean, Ian P.	Senior Vice President
Mehrberg, Randall E.	Senior Vice President and General Counsel
Moler, Elizabeth A.	Senior Vice President, Government Affairs-Federal
Padron, Honorio J.	Senior Vice President
Snodgrass, S. Gary	Senior Vice President and Chief Human Resources Officer
Lawrence, Kenneth G.	Senior Vice President
Clark, Frank M.	Senior Vice President, Communications and Public Affairs
Gillis, Ruth Ann M.	Senior Vice President and Chief Financial Officer
Woods, David W.	Senior Vice President
Gibson, Jean	Vice President and Corporate Controller
Haviland, Paul E.	Vice President, Corporate Development
McDonald, Robert K.	Vice President, Risk Management
Mitchell, J. Barry	Vice President and Treasurer
Combs, Katherine K.	Vice President and Corporate Secretary
Cesareo, David J.	Vice President, Environmental Health and Safety
Kirchoffner, Donald P.	Vice President, Communications
Brown, Virginia A.	Vice President, Human Resources Planning and Development
DaSilva, Assir R.	Vice President, Diversity
Diedrich, John F.	Vice President, Employee Health and Benefits
Fonseca, Victor	Vice President, Compensation
Samolis, John R.	Vice President, Labor and Employee Relations
Peters, Scott N.	Assistant Secretary
Cutler, Todd D.	Assistant Secretary
Shicora, George	Assistant Treasurer
Walls, Charles M.	Assistant Treasurer

COMED

Officers

McNeill, Jr, Corbin A	Co-Chief Executive Officer;
Rowe, John W	Co-Chief Executive Officer and President; Chairman
Kingsley Jr, Oliver D	EVP, Nuclear and Chief Nuclear Officer
Strobel, Pamela B	EVP, Energy Delivery,
Clark, Frank M	Sr VP, Distribution Cust/Mrktg Services & Ext Affairs
Crane, Christopher M	Sr VP, Nuclear Regional Operating Group 1
Gillis, Ruth Ann M	Sr VP, Finance and Chief Financial Officer
Helwig, David R	Sr VP, Nuclear Services
McLean, Ian P	Sr VP, Power Team
Padron, Honorio J	Sr VP, Business Services
Snodgrass, S Gary	Sr VP, Human Resources
Woods, David W	Sr VP, Communications & Public Affairs
Skolds, John L	Chief Operating Officer, Nuclear
Benjamin, Jeffrey A	VP, Nuclear Licensing and Regulatory
Bohlke, William H	VP, Nuclear Engineering
Bonney, Paul R	VP, Business Services General Counsel
Cesareo, David J	VP, Environmental Health and Safety
Cornew, Kenneth W	VP, Power Team Long-term Transactions
Costello, John T	VP, Distribution Customer Service Operations
Cullen, Jr, Edward J	VP, Generation General Counsel
DeCampli, David G	VP, Energy Delivery Engineering & Technical Analysis
Donleavy, John J	VP, Distribution Regional Distributions, Operations
Dwyer, Robert E, . Jr.	VP, Distribution Media Relations, Communications, & Reporting,
Erdlen, Michael	VP, Power Team Information Technology
Flavin, Joseph	VP, Business Services Supply
Freeman, Jan H	VP, Generation Public Affairs, VP and Corporate Controller
Gibson, Jean	VP, Business Services Communications
Gordon, Jennifer	VP, Nuclear Business Operations
Guerra, James D	VP, Nuclear Oversight
Heffley, J Michael	VP, Business Services Information Technology
Ho, Alan	VP, Distribution Services, Community Relations & Admin Services
Hooker, John T	VP, Power Team Short-term Transactions
Ivey, Susan O	VP, Distribution Energy Services, Marketing & Sales
Jiruska, Frank J	VP, Nuclear Outage & Project Management
Jennings, Theodore E	VP, Distribution Rates & Access Implementation, Reg. Strategies, Governmental & Reg. Affairs
Juracek, Arlene A	VP, Distribution HR Training & Safety
Krisch, Joseph R	VP, Nuclear HR & Administration
Landy, Richard J	VP, Distribution Information Technology
Lasky, Joseph A	VP, Distribution General Counsel
Lauer, Rebecca J	VP, Distribution Planning and Engineering
Lizanich, Nicholas J	VP, Nuclear Fuels
Malone, James P	VP, Generation Communications
McDermott, Cornelius J	VP, Power Team Finance/Analytics/Risk
Metzner, Michael	VP, Energy Delivery and Distribution Strategic Initiatives
Moscovitch, Ruth M	



Segneri, Jr, Carl L	VP, Distribution Regional Distributions, Operations
Settellen, John L	VP & Generation Controller
Spencer, Steven	VP, Business Services Finance
Stanley, Harold Gene	VP, Nuclear MW ROG Support
Talbot, Ronald E	VP, Distribution Regional Distributions, Operations
Terrell, Napoleon	VP, Business Services Human Resources
Tyne, Ray	VP, Business Services Operations
Williams, James B	VP, Distribution Project & Contract Management
Dimmette, Joel P	Site VP - Quad Cities
Levis, William	Site VP - Byron
Pardee, Charles G	Site VP - LaSalle
Swafford, Preston D	Site VP - Dresden
Tulon, Timothy	Site VP - Braidwood
Mitchell, J Barry	VP and Treasurer
Shicora, George R	Assistant Treasurer
Walls, Charles S	Assistant Treasurer
Combs, Katherine K	Secretary
Cutler, Todd D	Assistant Secretary
Peters, Scott N	Assistant Secretary

PECO

Officers

McNeill, Jr, Corbin A	Co-Chief Executive Officer and President; Chairman
Rowe, John W	Co-Chief Executive Officer
Kingsley Jr, Oliver D	EVP, Nuclear and Chief Nuclear Officer
Egan, Michael J	EVP, Enterprises
Strobel, Pamela B	EVP, Energy Delivery
Cotton, John B	Sr VP, Nuclear Technical Support
Crane, Christopher M	Sr VP, Nuclear Regional Operating Group 1
Cucchi, Gregory A	Sr VP, Enterprises
Gillis, Ruth Ann M	Sr VP, Finance and Chief Financial Officer
Hagan, Joseph J	Sr VP, Nuclear Regional Operating Group 2
Jacobs, Christine A	Sr VP, Exelon Power
Lawrence, Kenneth G	Sr VP, Distribution
McElwain, John P	Sr VP, Nuclear Regional Operating Group 3
McLean, Ian P	Sr VP, Power Team
Padron, Honorio J	Sr VP, Business Services
Rainey, Gerald R	Sr VP, Generation
Rhodes, Gerald N	Sr VP, Exelon Energy
Smith, III, William H	Sr VP, Business Services
Snodgrass, S Gary	Sr VP, Human Resources
Woods, David W	Sr VP, Communications & Public Affairs
Skolds, John L	Chief Operating Officer, Nuclear
Adams, Craig L	VP, Distribution Contractor & Supply Management

Benjamin, Jeffrey A	VP, Nuclear Licensing and Regulatory
Bohlke, William H	VP, Nuclear Engineering
Bonney, Paul R	VP, Business Services General Counsel
Cavanaugh, Ellen M	VP, Distribution Electric Supply & Transmission
Cesareo, David J	VP, Environmental Health and Safety
Coyle, Michael T	VP, Clinton Power Station
Cornew, Kenneth W	VP, Power Team Long-term Transactions
Cullen, Jr, Edward J	VP, Generation General Counsel
DeCamppli, David G	VP, Energy Delivery Engineering & Technical Analysis
Doering, Jr., John	VP, Peach Bottom Atomic Power Station
Dudkin, Gregory N	VP, Distribution Customer & Marketing Services
Erdlen, Michael	VP, Power Team Information Technology
Flavin, Joseph	VP, Business Services Supply
Freeman, Jan H	VP, Generation Public Affairs
Gibson, Jean	VP and Corporate Controller
Gordon, Jennifer	VP, Business Services Communications
Haviland, Paul E	VP, Corporate Development
Hill, Jr, Thomas P	VP, Distribution Finance
Ho, Alan	VP, Business Services Information Technology
Horting, Reed R	VP, Distribution Gas Supply & Transportation
Ivey, Susan O	VP, Power Team Short-term Transactions
Jennings, Theodore E	VP, Nuclear Outage & Project Management
Johnston, J Lindsay	VP, Distribution Human Resources
Kray, Marilyn C	VP, Nuclear Acquisition Support and Integration Officer
Langenbach, James W	VP, Nuclear Station Support
Landy, Richard J	VP, Nuclear HR & Administration
Lauer, Rebecca J	VP, Energy Delivery General Counsel
Lewis, Charles P	VP, Generation Strategy & Development
Malone, James P	VP, Nuclear Fuels
Matthews, Cassandra A	VP, Information Technology and Chief Information Officer
McDermott, Cornelius J	VP, Generation Communications
Metzner, Michael	VP, Power Team Fiance/Analytics/Risk
Moscovitch, Ruth M	VP, Energy Delivery Strategic Initiatives
Muntz, James A	VP, Generation Special Projects

Murphy, Dennis E	VP, Enterprises Marketing and Business Development
Newman, Glenn	VP, Enterprises General Counsel
O'Brien, Denis	VP, Distribution Operations
Settellen, John L	VP & Generation Controller
Spencer, Steven	VP, Business Services Finance
Stanley, Harold Gene	VP, Nuclear MW ROG Support
Terrell, Napoleon	VP, Business Services Human Resources
Tyne, Ray	VP, Business Services Operations
Walters, Kathleen M	VP, Distribution Information Technology/CIO
White, Richard G	VP, Corporate Planning
Coyle, Michael	Site VP - Clinton Nuclear Power Station
Doering Jr., John	Site VP - Peach Bottom Atomic Power Station
Fetters, Drew B	Site VP - Vermont Yankee Nuclear Power Station
von Suskil, James D	Site VP - Limerick Generating Station
Warner, Mark E	Site VP - TMI
Mitchell, J Barry	VP and Treasurer
Shicora, George R	Assistant Treasurer
Walls, Charles S	Assistant Treasurer
Combs, Katherine K	Secretary
Cutler, Todd D	Assistant Secretary
Peters, Scott N	Assistant Secretary

Exelon Generation

Officers

McNeill, Jr, Corbin A	Chief Executive Officer and President Exelon Generation
Kingsley, Jr, Oliver D	President and Chief Nuclear Officer, Exelon Nuclear
McLean, Ian P	President, Exelon Power Team
Skolds, John L	Chief Operating Officer, Exelon Nuclear
Bohlke, William H	Sr VP, Nuclear Services, Exelon Nuclear
Cotton, John B	Sr VP, Technical Support, Exelon Nuclear
Crane, Christopher M	Sr VP, MidWest Regional Operating Group, Exelon Nuclear
Hagan, Joseph J	Sr VP, MidAtlantic Regional Operating Group, Exelon Nuclear
Jacobs, Christine A	Sr VP, Exelon Generation; President, Exelon Power
McElwain, John P	Sr VP, Exelon Nuclear
Woods, David W	Sr VP, Communications & Public Affairs, Exelon Generation
Benjamin, Jeffrey A	VP, Licensing and Regulatory, Exelon Nuclear
Cornew, Kenneth W	VP, Long-term Transactions, Exelon Power Team
Cullen, Jr, Edward J	VP, General Counsel and Secretary
Erdlen, Michael	VP, Information Technology, Exelon Power Team
Freeman, Jan H	VP, Public Affairs, Exelon Generation
Guerra, James D	VP, Business Operations, Exelon Nuclear
Heffley, J Michael	VP, Nuclear Oversight, Exelon Nuclear
Ivey, Susan O	VP, Short-term Transactions, Exelon Power Team
Jennings, Theodore E	VP, Outage & Project Management, Exelon Nuclear
Kray, Marilyn C	VP, Acquisition Support and Integration, Exelon Nuclear
Landy, Richard J	VP, Human Resources & Administration, Exelon Nuclear
Langenbach, James W	VP, Nuclear Station Support, Exelon Nuclear
Lewis, Charles P	VP, Strategy & Development, Exelon Generation
Malone, James P	VP, Nuclear Fuels, Exelon Nuclear
McDermott, Cornelius J	VP, Communications, Exelon Generation
Meister, James R	VP, Nuclear Engineering, Exelon Nuclear
Metzner, Michael	VP, Finance/Analytics/Risk, Exelon Power Team

Muntz, James A	VP, Special Projects, Exelon Generation
Settelen, John L	VP & Controller, Exelon Generation
Stanley, Harold Gene	VP, MidWest ROG Support, Exelon Nuclear
Heffley, J Michael	Site VP - Clinton Nuclear Power Station
Dimmette, Joel P	Site VP - Quad Cities Nuclear Power Station
DeGregorio, Ronald J	Site VP - Oyster Creek
Doering, Jr, John	Site VP - Peach Bottom Atomic Power Station
Fetters, Drew B	Site VP - Vermont Yankee Nuclear Power Station
Levis, William	Site VP - Byron Station
Pardee, Charles G	Site VP - LaSalle County Station
Swafford, Preston D	Site VP - Dresden Nuclear Power Station
Tulon, Timothy	Site VP - Braidwood Station
von Suskil, James D	Site VP - Limerick Generating Station
Warner, Mark E	Site VP - TMI
Berdelle, Robert E	VP, Generation
McDonald, Robert K	VP, Generation
Spencer, Steven L	VP, Business Services, Financial Services
Mitchell, J Barry	VP and Treasurer
Shicora, George R	Assistant Treasurer
Walls, Charles S	Assistant Treasurer
Cutler, Todd D	Assistant Secretary
Peters, Scott N	Assistant Secretary

Exelon Enterprises

Officers

Rowe, John W	Chair
Egan, Michael J	President & Chief Executive Officer
Beard, Kenneth H	VP, Exelon Enterprises & President, Energy Services
Abromitis, James J	VP, Exelon Thermal Technologies
Cucchi, Gregory A	VP Exelon Enterprises & President, Exelon Infrastructure Services & Telecommunications
Gilpin, Robert A	VP, Residential Energy
Hoekstra, Louis A	VP, Energy Solutions
Kampling, Patricia L	SVP & Chief Financial Officer
Murphy, Dennis E	VP, Marketing & Business Development
Newman, Glenn D	VP, General Counsel and Secretary
Rhodes, Gerald N	VP, Exelon Enterprises and President, Exelon Energy
Rollo, Richard	VP, Strategic Planning
Rowe, E Kathleen	VP, Information Technology, Business Services & Supply
Shinn, Robert A	VP, Exelon Capital Partners

Berdelle, Robert E	VP, Enterprises
McDonald, Robert K	VP, Enterprises
Spencer, Steven L	VP, Business Services, Financial Services
Mitchell, J Barry	VP and Treasurer
Shicora, George R	Assistant Treasurer
Walls, Charles S	Assistant Treasurer
Cutler, Todd D	Assistant Secretary
Peters, Scott N	Assistant Secretary

The listing of Officers for PEPCO will be filed with the Amendment to the 2000 Exelon and PEPCO U5S filing related to Exhibit F.3.

ITEM 6. OFFICERS AND DIRECTORS - PART II.

Financial Connections - The following is a list, as of December 31, 2000, of all officers and directors of each system company who have financial connections within the provisions of Section 17(c) of the Public Utility Holding Company Act of 1935.

1. Edward A. Brennan: Member of Board of Directors of Unicom and ComEd from 1995 through the merger closing; member of Board of Directors of Exelon since the merger closing, and member of Board of Directors of Morgan Stanley Dean Witter & Co., investment banker. Authorized pursuant to Rule 70(b).
2. Carlos H. Cantu: Member of Board of Directors of Unicom and ComEd from 1998 through the merger closing; member of Board of Directors of Exelon since the merger closing, and member of Board of Directors of First Tennessee National Corporation, commercial banking institution. Authorized pursuant to Rule 70(b).
3. Edgar D. Jannotta: Member of Board of Directors of Unicom and ComEd from 1994 through the merger closing; member of Board of Directors of Exelon since the merger closing, and Senior Director of William Blair & Co., L.L.C., investment banker. Authorized pursuant to Rule 70(b).
4. John W. Rogers: Member of Board of Directors of Unicom and ComEd from 1999 through the merger closing; member of Board of Directors of Exelon since the merger closing, and member of Board of Directors of Bank One Corporation, commercial banking institution. Authorized pursuant to Rule 70(a).
5. John W. Rowe: Member of Board of Directors of Unicom and ComEd from 1998 through the merger closing; member of Board of Directors of Exelon since the merger closing, and member of Board of Directors of Fleet Boston Financial, commercial banking institution. Authorized pursuant to Rule 70(b).

ITEM 6. OFFICER AND DIRECTORS - PART III.

(a), (b) and (c) Directors' and Executive Officers' Compensation, Interests in Securities Interests and Transactions with System Companies.

Information concerning compensation, interests in system securities, and transactions with system companies is set forth in Exhibits A.1 and A.2 to this Form U5S and is incorporated herein by reference.

(d) Indebtedness of Directors or Executive Officers to System Companies.

None

(e) Directors' and Executive Officers' Participation in Bonus and Profit-Sharing Arrangements and Other Benefits.

See Exhibit A.2 for descriptions of the participation of directors and executive officers of System companies in bonus and profit-sharing arrangements and other benefits.

(f) Directors' and Executive Officers' rights to Indemnity.

The state laws under which each of the companies is incorporated provide broadly for indemnification of directors and officers against claims and liabilities against them in their capacities as such. Each of the companies' charters or by-laws also provides for indemnification of directors and officers. In addition, directors and executive offices of Exelon and all subsidiary companies are insured under directors' and officers' liability policies.

ITEM 7. CONTRIBUTIONS AND PUBLIC RELATIONS

Part I. None  
Part II. None

ITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS

Part I. INTERCOMPANY SALES AND SERVICE

Exelon provided information on services, sales and construction contracts under Form U-9C-3 filed confidentially on March 30, 2001, pursuant to Rule 104. In addition, Exelon reports the following transactions:

Transaction	Serving Company	Receiving Company	Compensation
Fiber-optic Equipment Lease	PECO	Hyperion Telecommunications	\$575,230
Communication Services	AT&T Wireless of Philadelphia, LLC	PECO	\$111,726

Other transactions may not have been reported, consistent with the terms of the Merger U-1 order granting Exelon until December 31, 2001 to fully implement its affiliate transaction procedures.

Part II. The System companies had no contracts to purchase services or goods during 2000 from any affiliated (other than a System company) or from a company, in which any officer or director of the receiving company is a partner or owns 5 percent of more of any class of equity securities, except as reported in Item 6.

Part III. The System company does not employ any other person for the performance on a continuing basis of management, supervisory or financial advisory services.

#### ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES

##### Part I

a.) Sithe Energies, Inc.  
335 Madison Avenue, 28th Fl.  
New York, New York 10017

Sithe Energies, Inc. (Sithe) is an independent power generator in North America utilizing primarily fossil and hydro generation. The purchase involves approximately 10,000 megawatts (MW) of generation consisting of 3,800 MW of existing merchant generation, 2,500 MW under construction, and another 3,700 MW of generation in various stages of development, as well as Sithe's domestic marketing and development businesses. The generation assets are located primarily in Massachusetts and New York, but also include plants in Pennsylvania, California, Colorado and Idaho, as well as Canada and Mexico.

Exelon owns 49.9% of Sithe and holds the option to purchase the remaining 50.1% interest in Sithe between December 2002 and December 2005 at a price based on prevailing market conditions.

AmerGen Energy Company, L.L.C.  
200 Exelon Way, Suite 345  
Kennett Square, Pennsylvania 19348

Exelon and British Energy, Inc., a wholly owned subsidiary of British Energy plc, formed AmerGen Energy Company, L.L.C. (AmerGen) to pursue opportunities to acquire and operate nuclear generating stations in the United States. Exelon owns a 50% equity interest in AmerGen. AmerGen owns and operates Clinton Nuclear Power Station, Three Mile Island Unit No. 1 Nuclear Generating Facility, and Oyster Creek Nuclear Generation Facility with an aggregate capacity of 2,378 MW.

b.) At December 31, 2000, Exelon's aggregate capital investment in all EWGs and FUCOs was approximately \$748.0 million of which \$704.0 was invested in Sithe and \$44.0 million was invested in AmerGen.

Exelon Generation and British Energy have each agreed to provide up to \$100 million to AmerGen at any time for operating expenses. Exelon anticipates that Exelon Generation's capital expenditures will be funded by internally generated funds, Exelon Generation borrowings or capital contributions from Exelon. Exelon Generation's borrowings may be initially guaranteed by Exelon as a result of Exelon Generation's lack of separate operational history.

c.) Exelon accounts for its investments in Sithe and AmerGen using the equity method of accounting whereby Sithe and AmerGen financial statements are not consolidated with the financial statements of Exelon.

At December 31, 2000, the consolidated capitalization ratio of Exelon was: debt 66%, common equity 31%, and preferred securities of subsidiaries of 3%. (For these purposes, "consolidated debt" means all long-term debt, long-term debt due within one year, notes payable and other short-term obligations, including any short-term debt and non-recourse debt of EWG/FUCO Projects, to the extent normally consolidated under applicable financial reporting rules).

d.) As permitted by the Merger U-1, AmerGen receives services from ComEd and PECO including engineering, regulatory support, systems integration, accounting and general services. These services are performed at cost, pursuant to the Affiliate Interests Agreement in the case of ComEd and pursuant to the Mutual Services Agreement in the case of PECO, and it is expected that each company will provide AmerGen with approximately \$300,000 in services annually. In addition, Exelon Generation Company LLC will provide AmerGen with similar services valued at approximately \$49,900,000, at cost, pursuant to a contract being drafted.

Part II

An organization chart showing the relationship of each EWG to other system companies is included as Exhibit H. (filed herewith on Form SE)

Part III

As determined pursuant to the December 8, 2000 Order, the Modified Rule 53 Test applicable to Exelon's investments in EWGs and FUCOs issued in connection with the Financing U-1, is \$4,000.0 million. At December 31, 2000, Exelon's "aggregate investment" (as defined in rule 53(a) under PUHCA) in all EWGs and FUCOs was approximately \$748.0 million, and accordingly, at December 31, 2000, Exelon's remaining investment capacity under the Modified Rule 53 Test was approximately \$3,252.0 million.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS

FINANCIAL STATEMENTS

Filed confidentially on Form SE.

NOTES TO FINANCIAL STATEMENTS

Exelon Reference is made to "Notes to Consolidated Financial Statements" contained in the Exelon 2000 Annual Report to Shareholders, which information is incorporated by reference.

PEPCO financial statements will be filed with the Amendment to the 2000 Exelon and PEPCO US5 filing related to Exhibit F.3.

EXHIBITS

The following exhibits are incorporated by reference to the indicated SEC file number, unless a single asterisk appears next to the exhibit reference. A single asterisk indicates exhibits which are filed herewith.

EXHIBIT NUMBER DESCRIPTION

A. ANNUAL REPORTS FILED UNDER THE SECURITIES AND EXCHANGE ACT OF 1934

- A.1 2000 Annual Report on Form 10-K for Exelon, ComEd and PECO, File Nos. 01-16169, 01-1839 and 01-01401, respectively.
- A.2 2000 Proxy Statement of Exelon Corporation. File No. 01-16169
- A.3 Exelon Corporation Form 8-K filed March 16, 2001 containing Exelon 2000 financial statements, footnotes and management's discussion and analysis.

B. CHARTERS, ARTICLES OF INCORPORATION, TRUST AGREEMENTS, BY-LAWS, AND OTHER FUNDAMENTAL DOCUMENTS OF ORGANIZATION

The articles and bylaws of Exelon, ComEd and PECO are incorporated by reference to the following:

Exelon 10-K Exhibit No.	Description
3-1	Articles of Incorporation of Exelon Corporation (Registration Statement No. 333-37082, Form S-4, Exhibit 3-1).
3-2	Bylaws of Exelon Corporation (Registration Statement No. 333-37082, Form S-4, Exhibit 3-2).
3-3	Amended and Restated Articles of Incorporation of PECO Energy Company.
3-4	Bylaws of PECO Energy Company, adopted February 26, 1990 and amended January 26, 1998 (File No. 1-01401, 1997 Form 10-K, Exhibit 3-2).
3-5	Restated Articles of Incorporation of Commonwealth Edison Company effective February 20, 1985, including Statements of Resolution Establishing Series, relating to the establishment of three new series of Commonwealth Edison Company preference stock known as the "\$9.00 Cumulative Preference Stock," the "\$6.875 Cumulative Preference Stock" and the "\$2.425 Cumulative Preference Stock" (File No. 1-1839, 1994 Form 10-K, Exhibit 3-2).
3-6	Bylaws of Commonwealth Edison Company, effective September 2, 1998, as amended through October 20, 2000.

C. The indentures or other fundamental documents defining the rights of holders of funded debt listed below are incorporated by reference:





Exelon 10-K  
Exhibit No.

Description

4-3 First and Refunding Mortgage dated May 1, 1923 between The Counties Gas and Electric Company (predecessor to PECO Energy Company) and Fidelity Trust Company, Trustee (First Union National Bank, successor), (Registration No. 2-2281, Exhibit B-1).

4-3-1 Supplemental Indentures to PECO Energy Company's First and Refunding Mortgage:

Dated as of File -----	Reference -----	Exhibit No. -----
May 1, 1927	2-2881	B-1(c)
March 1, 1937	2-2881	B-1(g)
December 1, 1941	2-4863	B-1(h)
November 1, 1944	2-5472	B-1(i)
December 1, 1946	2-6821	7-1(j)
September 1, 1957	2-13562	2(b)-17
May 1, 1958	2-14020	2(b)-18
March 1, 1968	2-34051	2(b)-24
March 1, 1981	2-72802	4-46
March 1, 1981	2-72802	4-47
December 1, 1984	1-01401, 1984 Form 10-K	4-2(b)
April 1, 1991	1-01401, 1991 Form 10-K	4(e)-76
December 1, 1991	1-01401, 1991 Form 10-K	4(e)-77
April 1, 1992	1-01401, March 31, 1992 Form 10-Q	4(e)-79
June 1, 1992	1-01401, June 30, 1992 Form 10-Q	4(e)-81
July 15, 1992	1-01401, June 30, 1992 Form 10-Q	4(e)-83
September 1, 1992	1-01401, 1992 Form 10-K	4(e)-85
March 1, 1993	1-01401, 1992 Form 10-K	4(e)-86
May 1, 1993	1-01401, March 31, 1993 Form 10-Q	4(e)-88
May 1, 1993	1-01401, March 31, 1993 Form 10-Q	4(e)-89
August 15, 1993	1-01401, Form 8-A dated August 19, 1993	4(e)-92
November 1, 1993	1-01401, Form 8-A dated October 27, 1993	4(e)-95
May 1, 1995	1-01401, Form 8-K dated May 24, 1995	4(e)-96

4-4 Mortgage of Commonwealth Edison Company to Illinois Merchants Trust Company, Trustee (Harris Trust and Savings Bank, as current successor Trustee), dated July 1, 1923, Supplemental Indenture thereto dated August 1, 1944, and amendments and supplements thereto dated, respectively, August 1, 1946, April 1, 1953, March 31, 1967, April 1, 1967, July 1, 1968, October 1, 1968, February 28, 1969, May 29, 1970, June 1, 1971, May 31, 1972, June 15, 1973, May 31, 1974, June 13, 1975, May 28, 1976, and June 3, 1977. (File No. 2-60201, Form S-7, Exhibit 2-1).

4-5-1 Supplemental Indentures to aforementioned Commonwealth Edison Mortgage.

Dated as of File -----	Reference -----	Exhibit No. -----
May 17, 1978	2-99665, Form S-3	4-3
August 31, 1978	2-99665, Form S-3	4-3
June 18, 1979	2-99665, Form S-3	4-3
June 20, 1980	2-99665, Form S-3	4-3
April 16, 1981	2-99665, Form S-3	4-3
April 30, 1982	2-99665, Form S-3	4-3
April 15, 1983	2-99665, Form S-3	4-3
April 13, 1984	2-99665, Form S-3	4-3
April 15, 1985	2-99665, Form S-3	4-3
April 15, 1986	33-6879, Form S-3	4-9
June 15, 1990	33-38232, Form S-3	4-12
June 1, 1991	33-40018, Form S-3	4-12
October 1, 1991	33-40018, Form S-3	4-13
October 15, 1991	33-40018, Form S-3	4-14
February 1, 1992	1-1839, 1991 Form 10-K	4-18
May 15, 1992	33-48542, Form S-3	4-14
July 15, 1992	33-53766, Form S-3	4-13
September 15, 1992	33-53766, Form S-3	4-14
February 1, 1993	1-1839, 1992 Form 10-K	4-14
April 1, 1993	33-64028, Form S-3	4-12
April 15, 1993	33-64028, Form S-3	4-13
June 15, 1993	1-1839, Form 8-K dated May 21, 1993	4-1
July 1, 1993	1-1839, Form 8-K dated May 21, 1993	4-2
July 15, 1993	1-1839, Form 10-Q for quarter ended June 30, 1993.	4-1
January 15, 1994	1-1839, 1993 Form 10-K	4-15
December 1, 1994	1-1839, 1994 Form 10-K	4-16
June 1, 1996	1-1839, 1996 Form 10-K	4-16

4-5-2 Instrument of Resignation, Appointment and Acceptance dated January 31, 1996, under the provisions of the Mortgage dated July 1, 1923, and Indentures Supplemental thereto (File No. 1-1839, 1995 Form 10-K, Exhibit 4-28).

4-5-3 Instrument dated as of January 31, 1996, for trustee under the Mortgage dated July 1, 1923 and Indentures Supplemental thereto (File No. 1-1839, 1995 Form 10-K, Exhibit 4-29).

4-6 Indentures of Commonwealth Edison Company to The First National Bank of Chicago, Trustee (Amalgamated Bank of Chicago, as current successor Trustee), dated April 1, 1949, October 1, 1949, October 1, 1950, October 1, 1954, January 1, 1958, January 1, 1959 and December 1, 1961 (File No. 1-1839, 1982 Form 10-K, Exhibit 4-20).

4-7 Indenture dated as of September 1, 1987 between Commonwealth Edison Company and Citibank, N.A., Trustee relating to Notes (File No. 1-1839, Form S-3, Exhibit 4-13).

4-7-1 Supplemental Indenture to Indenture dated September 1, 1987 dated July 14, 1989 (File No. 33-32929, Form S-3, Exhibit 4-16).

4-7-2 Supplemental Indenture to Indenture dated September 1, 1987, dated January 1, 1997 (File No. 1-1839, 1999 Form 10K, Exhibit 4-21).

4-7-3 Supplemental Indenture to Indenture dated September 20, 1987, dated September 1, 2000.

D. TAX ALLOCATION AGREEMENT PURSUANT TO RULE 45(c)  
Not yet available.

E. None

\*F. SCHEDULES SUPPORTING ITEMS OF THE REPORT.

F.1 The consent of the independent accountants as to their opinion on Exelon's consolidated financial statements and the footnotes is included in Exhibit F.1.

The opinion of the independent accountants as to the financial statements of PEPCO will be filed with the Amendment to the Exelon and PEPCO U5S filing related to Exhibit F.3.

F.2 Supporting plant, depreciation and reserve schedules for Commonwealth Edison Company and Commonwealth Edison Company of Indiana, Inc. from FERC Form No. 1 - Annual Report of Major Electric Utilities, Licensees, and Others as follows: (filed herewith on Form SE)

Summary of Utility Plant and Accumulated Provisions for Depreciation, Amortization and Depletion

Nuclear Fuel Materials

Electric Plant in Service

Electric Plant Held for Future Use

Construction Work in Progress - Electric

Accumulated Provision for Depreciation of Electric Utility Plant

Non-utility Property

F.3 PECO has requested an extension of time to file its FERC Form No. 1 and Annual Report to the Pennsylvania Public Utility Commission. After these forms are filed, an Amendment to Form U5S for Exelon and PEPCO for the year ended December 31, 2000 will be filed with the Commission.

G. FINANCIAL DATA SCHEDULES

Not available, as financial data schedules are no longer required to be filed.

\*H. ORGANIZATION CHART

(filed herewith on Form SE)

I. Exhibit I will be filed with the Amendment to the 2000 Exelon and PEPCO U5S filing related to Exhibit F.3.

SIGNATURE

Exelon Corporation, a registered holding company, has duly caused this annual report for the year ended December 31, 2000 to be signed on its behalf by the undersigned thereunto duly authorized, pursuant to the requirements of the Public Utility Holding Company Act of 1935.

EXELON CORPORATION

By: /S/ Jean H. Gibson

-----  
Jean H. Gibson  
Vice President and  
Corporate Controller

May 1, 2001

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Annual Report to the Securities and Exchange Commission on Form U5S of Exelon Corporation for the year ended December 31, 2000 filed pursuant to the Public Utility Holding Company Act of 1935, of our report dated January 30, 2001 relating to the consolidated financial statements of Exelon Corporation which are incorporated by reference in their Annual Report on Form 10-K for the year ended December 31, 2000 and our reports dated January 30, 2001 relating to the consolidated financial statements of Commonwealth Edison Company and PECO Energy Company which are included in their Annual Reports on Form 10-K for the year ended December 31, 2000.

PricewaterhouseCoopers  
Chicago, Illinois  
April 30, 2001