

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

December 20, 2001
(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

Item 5. Other Events

On December 20, 2001, Exelon Corporation and TXU Corp. issued a joint press release announcing their agreement for Exelon's subsidiary Exelon Generation to acquire from TXU two generation plants located in Texas. Attached as Exhibit 99.1 is the press release issued today regarding the agreement, which is hereby incorporated by reference.

Item 9. Regulation FD Disclosure.

Attached as Exhibit 99.2 is a fact sheet with additional information related to the acquisition.

Exhibits

No.	Description of Exhibit
99.1	Press Release issued by Exelon Corporation and TXU Corp. dated December 20, 2001.
99.2	Fact Sheet

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

Ruth Ann M. Gillis
Senior Vice President and Chief Financial Officer
Exelon Corporation

December 20, 2001

[Exelon Generation Logo]

[TXU logo]

News
Release

TXU Sells Two Texas Power Plants
to Exelon Generation

DALLAS and KENNETT SQUARE, Pa. (December 20, 2001) - TXU Corp. (NYSE: TXU) and Exelon Generation today announced an agreement to sell two large TXU gas-fired electric generating plants to Exelon Generation, a subsidiary of Exelon Corp. (NYSE: EXC), for \$443 million.

The transaction, involving two Dallas/Fort Worth plants with a combined capacity of 2,334 megawatts (MW), will allow Exelon Generation to expand its presence in the Texas region, enhancing its geographic and market diversity, while providing TXU the opportunity to expand beyond Texas.

"This transaction is yet a further example of the execution of TXU's portfolio management business model," said Brian Dickie, president, North America, TXU Energy. "It decreases our size in the Texas generation market, reduces debt and positions TXU for further growth in other U.S. markets. It is also good for Texas customers as it retains reliability and promotes competition."

"These plants represent a good fit with Exelon's plan to grow its portfolio of generation assets and to use them to position Exelon as one of the nation's top tier energy suppliers," said Christine Jacobs, president of Exelon Power. "The plants are situated in a region of large and ever-increasing demand. The transaction is immediately accretive to earnings and triples the amount of our generation in the region, allowing us to become a more effective competitor."

The plants sold are:

- o 893-MW Mountain Creek Steam Electric Station, Dallas;
- o 1,441-MW Handley Steam Electric Station, Fort Worth.

The plants will be operated by Exelon Power, Exelon Generation's power plant operation arm. The output will be marketed by Exelon Power Team, Exelon's wholesale marketing operation. The transaction includes a purchase power and tolling agreement for TXU Energy to purchase power during summer months for the next five years.

"One of the advantages for Exelon is acquiring the skilled, valuable employees of the plants," said Wes Taylor, president of generation for TXU. "These employees are among

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the best in the nation at operating power plants, and we are pleased that the transaction is good for employees," added Taylor.

Employees at the two plants will be assured of jobs at the plants for at least two years from the date of the sale.

"It is clear that these plants are valuable and their staffs are well-trained and professional," Exelon's Jacobs said. "They will make a welcome addition to our operation." Jacobs noted that the plants will join another Texas plant recently added to Exelon Power fleet. Exelon Power this summer began operating the brand-new 165 MW combustion turbine ExTex LaPorte plant in LaPorte, near Houston. Exelon's entry into the ERCOT market came in October 2000, when the Tenaska Frontier plant was completed and Exelon Power Team began marketing the 830 megawatts of output. Exelon Power Team also markets 350 megawatts of output from the Wolf Hollow plant in Hood County, Texas.

The transaction is expected to be completed early next year.

TXU is a global leader in electric and natural gas services, merchant trading, energy marketing, energy delivery, telecommunications, and other energy-related services. TXU is one of the largest energy companies in the world with more than \$28 billion of annual revenue and \$43 billion of assets. TXU is one of the largest generators of electricity in the world and sells 330 million megawatt-hours of electricity and 2.8 trillion cubic feet of natural gas annually. TXU delivers or sells energy to 11 million customers primarily in the U.S., Europe and Australia. Visit www.txu.com for more information on TXU.

Exelon Generation Company, LLC, is a subsidiary of Exelon Corporation, of Chicago, which was formed in October 2000 by the merger of PECO Energy Company, of Philadelphia, and Unicom Corporation, of Chicago. Exelon Generation consists of three business units: Exelon Nuclear, which has 17 nuclear units in Illinois, Pennsylvania and New Jersey, with a net generation capacity of approximately 17,000 megawatts; Exelon Power, which manages, operates and maintains the company's coal, natural gas, oil, landfill gas and hydro fleet of generation assets, consisting of 72 intermediate and peaking units in Pennsylvania and Maryland, producing some 4,800 megawatts of net generating capacity, and Exelon Power Team, Exelon's wholesale marketing and energy-based financial trading operation, dealing on the company's generation assets and a portfolio of long-term supply contracts and nationwide transmission rights, doing business in all of the contiguous 48 states and in Canada and Mexico. In 2000, Exelon Generation, headquartered in Kennett Square, Pa., had assets of \$5.734 billion, pre-tax income of \$474 million on revenues of \$3.93 billion, and approximately 9,000 employees.

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This release and other reports made by TXU Corp. contain forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. Although TXU Corp. believe that in making any such statement their expectations are based on reasonable assumptions, any such statement involves uncertainties and is qualified in its entirety by reference to factors contained in the Forward-Looking Statements section of Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations in the TXU Corp. 2000 Form 10-K, as well as general industry trends; implementation of the 1999 Texas electric industry restructuring legislation and other legislation; changes in business strategy or development plans; changes in, or failure or inability to comply with, governmental regulations, including, without limitation, environmental regulations; changes in tax laws; among others, that could cause the actual restructuring or other results of TXU Corp. to differ materially from those projected in such forward-looking statements.

"This release contains certain forward-looking statements of Exelon Corporation 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 to Shareholders. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this 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 release."

Subscribe to TXU's e-mail list to automatically receive the latest news releases at www.txu.com/us/newsroom

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MEDIA AVAILABILITY

WHAT: Availability to interview officials on the sale
WHO: TXU & Exelon Officials
WHEN: 9:30 AM to 11:00 AM, Thursday Dec. 20th
WHERE: TXU Headquarters
1601 Bryan (at Ervay)
Dallas, TX (Mapsco 45K)
MORE INFO - An on-line media kit is available at www.txu.com/ and
www.exeloncorp.com

TELEVISION - B-ROLL is available - call 214.812.3675

TXU Acquisition Highlights

Overview

- o TXU and Exelon Generation have reached agreement whereby Exelon will acquire Mountain Creek and Handley Generation Stations.
- o Closing is contingent on the necessary regulatory approvals and is anticipated in the First Quarter, 2002.
- o The agreement also calls for a tolling agreement under which TXU will toll 100% of Mountain Creek's and Handley's capacity during the months of May through September 2002-2006 at a fixed capacity charge and reimbursement for variable costs of generation.
- o Under the agreement, the TXU employees at these sites will become employees of Exelon Generation.

About The Plant:

- o Approximately 2,300 MW's
- o Located within the transmission constrained Dallas/Fort Worth region of ERCOT
- o Gas fired steam turbine generation

Terms of the Sale:

- o Acquisition Price:

* \$443 million
* Acquisition costs includes all fuel and consumables inventory as well as all spare parts.
- o Target Closing Date:

* Target date: February/March 2002

Financial Benefits:

- o Five year tolling agreement provides Exelon with revenue assurance. Commodity risk (gas and electricity) remains with TXU while Exelon assumes the operational risks of the units. The tolling agreement also keeps Exelon whole on a revenue basis for reductions in capacity at these stations to comply with changing environmental regulations.

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- o Based on Exelon due diligence, we believe there is an opportunity to replace some of the smaller and older units at Handley and Mountain Creek with more efficient combined cycle or peaking plants. While the ERCOT region is, in general, being oversupplied, the Dallas/Fort Worth metroplex is the largest importer of power in the U.S. Dallas/Fort Worth is growing at approximately 500 MW's per year. This is about the same amount of growth as all of PJM.
- o Exelon anticipates that this transaction will increase annual EPS by about 10 cents per year based on a 100% cash funding assumption.

Contact: Linda Byus, CFA
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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 to Shareholders. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this 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 release."