

EXELON CORP  
Form 8-K  
September 04, 2008

**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**

September 4, 2008

**Date of Report (Date of earliest event reported)**

| <b>Commission File<br/>Number</b> | <b>Exact Name of Registrant as Specified in Its Charter;<br/>State of Incorporation; Address of Principal Executive<br/>Offices; and Telephone Number</b>                          | <b>IRS Employer<br/>Identification Number</b> |
|-----------------------------------|--|---|
| <b>1-16169</b>                    | <b>EXELON CORPORATION</b><br><br>(a Pennsylvania corporation)<br><br>10 South Dearborn Street<br><br>P.O. Box 805379<br><br>Chicago, Illinois 60680-5379<br><br>(312) 394-7398     | <b>23-2990190</b>                             |
| <b>333-85496</b>                  | <b>EXELON GENERATION COMPANY, LLC</b><br><br>(a Pennsylvania limited liability company)<br><br>300 Exelon Way<br><br>Kennett Square, Pennsylvania 19348-2473<br><br>(610) 765-5959 | <b>23-3064219</b>                             |
| <b>1-1839</b>                     | <b>COMMONWEALTH EDISON COMPANY</b><br><br>(an Illinois corporation)  | <b>36-0938600</b>                             |

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**440 South LaSalle Street**

**Chicago, Illinois 60605-1028**

**(312) 394-4321**

**000-16844**

**PECO ENERGY COMPANY**

**23-0970240**

**(a Pennsylvania corporation)**

**P.O. Box 8699**

**2301 Market Street**

**Philadelphia, Pennsylvania 19101-8699**

**(215) 841-4000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Section 7 Regulation FD**

**Item 7.01. Regulation FD Disclosure.**

On September 4, 2008, Exelon Corporation (Exelon) will participate in the Lehman Brothers 2008 Energy/Power Conference and will revise its adjusted (non-GAAP) operating earnings guidance range for 2008 to \$4.15 to \$4.30 per share. Exelon will also revise its GAAP earnings guidance range for 2008 to \$3.90 to \$4.30 per share. Exelon announced the revisions to the earnings guidance in the press release attached to this Current Report on Form 8-K as Exhibit 99.1. In addition, attached as Exhibit 99.2 to this Current Report on Form 8-K are the presentation slides to be used at the conference.

**Section 8 Other Events**

**Item 8.01. Other Events.**

Exelon announced via press release that its board of directors authorized a new share repurchase program of up to \$1.5 billion of Exelon's outstanding common stock. This new program is in addition to the \$1.25 billion share repurchase program executed in September 2007 and the \$500 million share repurchase program executed in February 2008. The press release is attached to this Current Report on Form 8-K as Exhibit 99.1.

**Section 9 Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

| Exhibit No. | Description         |
|-------------|---------------------|
| 99.1        | Press Release       |
| 99.2        | Presentation Slides |

\* \* \* \* \*

This combined Form 8-K is being furnished separately by Exelon, Exelon Generation Company, LLC, Commonwealth Edison Company and PECO Energy Company (Registrants). Information contained herein relating to any individual Registrant has been furnished by such Registrant on its own behalf. No Registrant makes any representation as to information relating to any other Registrant.

This Current Report includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, that are subject to risks and uncertainties. The factors that could cause actual results to differ materially from these forward-looking statements include those discussed herein as well as those discussed in (1) Exelon's 2007 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 Supplementary Data: Note 19; (2) Exelon's Second Quarter 2008 Quarterly Report on Form 10-Q in (a) Part II, Other Information, ITEM 1A. Risk Factors and (b) Part I, Financial Information, ITEM 1. Financial Statements: Note 12; and (3) other factors discussed in filings with the Securities and Exchange Commission by the Registrants. Readers are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this Current Report. None of the Registrants undertakes any obligation to publicly release any revision to its forward-looking statements to reflect events or circumstances after the date of this Current Report.

SIGNATURES

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

**EXELON CORPORATION**

**EXELON GENERATION COMPANY, LLC**

/s/ Matthew F. Hilzinger  
Matthew F. Hilzinger  
Senior Vice President and Chief Financial Officer  
Exelon Corporation

**COMMONWEALTH EDISON COMPANY**

/s/ Robert K. McDonald  
Robert K. McDonald  
Senior Vice President, Chief Financial Officer, Treasurer  
and Chief Risk Officer  
Commonwealth Edison Company

**PECO ENERGY COMPANY**

/s/ Phillip S. Barnett  
Phillip S. Barnett  
Senior Vice President and Chief Financial Officer  
PECO Energy Company

September 4, 2008

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---------------------|
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