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PECO ENERGY CO
Form 8-K
February 19, 2002

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

February 18, 2002
(Date of earliest
event reported)

| Commission File Number | Name of Registrant; State of Incorporation; Address of Principal Executive Offices; and Telephone Number | IRS Emplo Identific |
|---------------------------|--|------------------------|
| 1-16169 | EXELON CORPORATION (a Pennsylvania corporation) 10 South Dearborn Street - 37th Floor P.O. Box 805379 Chicago, Illinois 60680-5379 (312) 394-4321 | 23-299019 |
| 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 | 36-093860 |
| 1-1401 | PECO ENERGY COMPANY (a Pennsylvania corporation) P.O. Box 8699 2301 Market Street Philadelphia, Pennsylvania 19101-8699 (215) 841-4000 | 23-097024 |

Item 9. Regulation FD Disclosure

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On February 18, 2002, Corbin A. McNeill, Jr., Chairman and Co-CEO of Exelon Corporation, made a presentation to investors at the EEI International Financial Conference, London. Attached as an exhibit to this Current Report on Form 8-K are the slides used in Mr. McNeill's presentation. In addition, the following materials were made available to investors attending the conference:

1. Background information (previously included as Exhibit 99.2 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).
2. Exelon Earnings Press Release (included in Exelon's Current Report on Form 8-K filed on January 31, 2002).
3. Exelon Press Release announcing restatement of third quarter 2001 results (included in Exelon's Current Report on Form 8-K filed on January 25, 2002).
4. 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. McNeill's presentation |

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.

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EXELON CORPORATION

/S/ Ruth Ann M. Gillis

Ruth Ann M. Gillis
Principal Financial Officer

February 18, 2002