

PUBLIC SERVICE ENTERPRISE GROUP INC

Form 425

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Subject Company:  
Public Service Enterprise Group Incorporated  
(Commission File No. 001-09120)

## Merger Q&A

### First in a series of Q&As concerning the proposed merger

We understand that there are a lot of unanswered questions concerning the announced merger between PSEG and Exelon. We are collecting the questions and will try to answer them in a timely fashion. If you have a question you would like answered, you can submit it by e-mail to [MergerQuestions@PSEG.com](mailto:MergerQuestions@PSEG.com). Here are answers to some of the questions raised at initial staff meetings on the day of the announcement.

**Q. Will there be layoffs prior to the closing of the merger, which is expected in 12-15 months?**

- A. The company will continue to streamline as it has over the past two years. Some areas of the company have already planned reorganizations and reductions, and these will proceed. Nuclear will likely experience reorganizations and position reductions under the Services agreement between Exelon and PSEG that takes effect Jan. 17, 2005.

Position reductions may be offset by attrition. In addition, the company will try to limit outside hires during this period. It is anticipated that the bulk of remaining positions will be reduced near or at closing.

**Q. What severance will be offered and who will be eligible to get it?**

- A. The severance package offered to PSEG employees whose positions have been eliminated is the same severance package that currently is and has been in place at PSEG for some time. Exelon employees will receive the severance package that currently is in place at their company.

As in the past, there will be severance packages offered where jobs are eliminated and there may not be any call for volunteers. This makes sense for the long-term health of the company. Job reductions will not be needed across the company, but will be concentrated in those areas where there is duplication between Exelon and PSEG. Generally, people in positions that will need to be refilled will not be offered severance.

**Q. Are incentives being offered for early retirement?**

- A. There are no plans to offer an incentive package for early retirement.

**Q. When will transition teams be formed and how can someone get on one?**

- A. According to the merger agreement there will be a transition team formed consisting of 10 individuals from Exelon and 10 from PSEG. The individuals have not been identified yet and it is too early to give definitive information on how many additional individuals the transition team will reach out to for input. As information becomes available, and when the team is identified, we will pass it on.

**Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995**

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This document contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements about the benefits of the business combination transaction involving Public Service Enterprise Group Incorporated and Exelon Corporation, including future financial and operating results, the combined company's plans, objectives, expectations and intentions and other statements that are not historical or current facts. Such statements are based upon the current beliefs and expectations of Public Service Enterprise Group Incorporated's and Exelon Corporation's management, are subject to significant risks and uncertainties and may differ materially from actual future experience involving any one or more of such matters. Actual results may differ from those set forth in the forward-looking statements. The following factors, among others, could cause actual results to differ from those set forth in the forward-looking statements: the timing of the contemplated merger and the impact of any conditions imposed by regulators in connection with their approval thereof; the failure of Public Service Enterprise Group Incorporated and Exelon Corporation stockholders to make the requisite approvals for the transaction; the risk that the businesses will not be integrated successfully; failure to quickly realize cost-savings from the transaction as a result of technical, logistical, competitive and other factors; the effects of weather; the performance of generating units and transmission systems; the availability and prices for oil, gas, coal, nuclear fuel, capacity and electricity; changes in the markets for electricity and other energy-related commodities; changes in the number of participants and the risk profile of such participants in the energy marketing and trading business; the effectiveness of our risk management and internal controls systems; the effects of regulatory decisions and changes in law; changes in competition in the markets we serve; the ability to recover regulatory assets and other potential stranded costs; the outcomes of litigation and regulatory proceedings or inquiries; the timing and success of efforts to develop domestic and international power projects; conditions of the capital markets and equity markets; advances in technology; changes in accounting standards; changes in interest rates and in financial and foreign currency markets generally; the economic and political climate and growth in the areas in which we conduct our activities; and changes in corporate strategies. While we believe that our forecasts and assumptions are reasonable, we caution that actual results may differ materially. We intend the forward-looking statements to speak only as of the time first made and we do not undertake to update or revise them as more information becomes available. Additional factors that could cause Public Service Enterprise Group Incorporated's and Exelon Corporation's results to differ materially from those described in the forward-looking statements can be found in the 2003 Annual Reports on Form 10-K, and Quarterly Reports on Form 10-Q for the quarterly period ended September 30, 2004, of Public Service Enterprise Group Incorporated and Exelon Corporation, as such reports may have been amended, each filed with the Securities and Exchange Commission and available at the Securities and Exchange Commission's website, [www.sec.gov](http://www.sec.gov).

**Additional Information**

This communication is not a solicitation of a proxy from any security holder of Public Service Enterprise Group Incorporated or Exelon Corporation. Exelon Corporation intends to file with the Securities and Exchange Commission a registration statement that will include a joint proxy statement/prospectus and other relevant documents to be mailed by Public Service Enterprise Group Incorporated and Exelon Corporation to their respective security holders in connection with the proposed merger of Public Service Enterprise Group Incorporated and Exelon Corporation. **WE URGE INVESTORS AND SECURITY HOLDERS TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT PUBLIC SERVICE ENTERPRISE GROUP INCORPORATED, EXELON CORPORATION AND THE PROPOSED MERGER.** Investors and security holders will be able to obtain these materials (when they are available) and other documents filed with the Securities and Exchange Commission free of charge at the Securities and Exchange Commission's website, [www.sec.gov](http://www.sec.gov). In addition, a copy of the joint proxy statement/prospectus (when it becomes available) may be obtained free of charge from Public Service Enterprise Group Incorporated, Investor Relations, 80 Park Plaza, P.O. Box 1171, Newark, New Jersey 07101-1171, or from Exelon Corporation, Investor Relations, 10 South Dearborn Street, P.O. Box 805398, Chicago, Illinois 60680-5398.

**Participants in Solicitation**

Public Service Enterprise Group Incorporated, Exelon Corporation, their respective directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding Public Service Enterprise Group Incorporated's directors and executive officers is available in its proxy statement filed with the Securities and Exchange Commission by Public Service Enterprise Group Incorporated on March 10, 2004, and information regarding Exelon Corporation's directors and executive officers is available in its proxy statement filed with the Securities and Exchange Commission by Exelon Corporation on March 12, 2004. **OTHER INFORMATION REGARDING THE PARTICIPANTS IN THE PROXY SOLICITATION AND A DESCRIPTION OF THEIR DIRECT AND INDIRECT INTERESTS, BY SECURITY HOLDINGS OR OTHERWISE, WILL BE CONTAINED IN THE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER RELEVANT MATERIALS TO BE FILED WITH THE SECURITIES AND EXCHANGE COMMISSION WHEN THEY BECOME AVAILABLE.**

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