

EXELON CORP
Form 11-K
June 22, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 11-K**

þ **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

**For the Fiscal Year Ended December 31, 2006
OR**

o **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

**Commission File Number 1-16169
EXELON CORPORATION EMPLOYEE SAVINGS PLAN**

(Full title of the Plan)
EXELON CORPORATION
(a Pennsylvania Corporation)
10 South Dearborn Street
P.O. Box 805379
Chicago, Illinois 60680-5379
(312) 394-7398

(Name of the issuer of the securities held pursuant to
the Plan and the address of its principal executive offices)

EXELON CORPORATION EMPLOYEE SAVINGS PLAN
INDEX TO FORM 11-K

| | Page No. |
|---|----------|
| Report of Independent Registered Public Accounting Firm | 1 |
| Financial Statements: | |
| Statements of Net Assets Available for Benefits as of December 31, 2006 and 2005 | 2 |
| Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2006 | 3 |
| Notes to Financial Statements | 4-13 |
| Supplemental Schedule: | |
| Schedule of Assets (Held at End of Year) as of December 31, 2006, Schedule H, Part IV, Item 4i of Form 5500 | 14 |
| Note: All other schedules of additional information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable. | |
| Exhibit Index | 15 |
| Signatures | 16 |
| Exhibits | 17 |

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Exelon Corporation

Employee Savings Plan Committee:

We have audited the accompanying statements of net assets available for benefits of the Exelon Corporation Employee Savings Plan (the Plan) as of December 31, 2006 and 2005, and the related statement of changes in net assets available for benefits for the year ended December 31, 2006. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2006 and 2005, and the changes in net assets available for benefits for the year ended December 31, 2006, in conformity with accounting principles generally accepted in the United States of America.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2006, is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

WASHINGTON, PITTMAN & McKEEVER, LLC

Chicago, Illinois

June 11, 2007

**EXELON CORPORATION EMPLOYEE SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2006 AND 2005**

| | 2006 | 2005 |
|---|-------------------------|-------------------------|
| ASSETS | | |
| INVESTMENTS: | | |
| Investments at Current Value: | | |
| Exelon Corporation Common Stock | \$ 338,803,622 | \$ 304,616,494 |
| Registered Investment Companies | 2,017,523,775 | 1,788,968,525 |
| Short-term and Collective Investment Trust Funds | 1,068,292,006 | 967,335,034 |
| Participant Loans | 70,813,317 | 69,098,805 |
| | 3,495,432,720 | 3,130,018,858 |
| Investment Contracts at Contract Value | | 1,135,461 |
| Total Investments | 3,495,432,720 | 3,131,154,319 |
| RECEIVABLES: | | |
| Accrued Dividends and Interest | 19,122 | 11,037 |
| Accrued Employee Contributions | 3,476,801 | 3,198,687 |
| Accrued Employer Contributions | 1,775,489 | 1,680,749 |
| Due from Broker for Securities Sold | | 295,246 |
| Other Receivables | 223,128 | 473,448 |
| Total Receivables | 5,494,540 | 5,659,167 |
| TOTAL ASSETS | 3,500,927,260 | 3,136,813,486 |
| LIABILITIES | | |
| Due to Broker for Securities Purchased | | 1,795,692 |
| Accrued Administrative Expenses and Other Liabilities | 1,532,546 | 1,146,383 |
| TOTAL LIABILITIES | 1,532,546 | 2,942,075 |
| NET ASSETS AVAILABLE FOR BENEFITS | \$ 3,499,394,714 | \$ 3,133,871,411 |

The accompanying Notes are an integral part of these Financial Statements.

**EXELON CORPORATION EMPLOYEE SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2006**

| | 2006 |
|---|-----------------------------|
| ADDITIONS TO NET ASSETS ATTRIBUTABLE TO: | |
| INVESTMENT INCOME: | |
| Dividends on Exelon Corporation Common Stock | \$ 9,036,275 |
| Income from Registered Investment Companies and Collective Investment Trust Funds | 130,526,569 |
| Income from Participant Loans | 4,738,790 |
| Net Appreciation of Investments | 241,434,633 |
| Total Investment Income | 385,736,267 |
| CONTRIBUTIONS: | |
| Employees | 121,616,158 |
| Employers | 59,737,225 |
| Rollovers | 3,595,873 |
| Total Contributions | 184,949,256 |
| TOTAL ADDITIONS | 570,685,523 |
| DEDUCTIONS FROM NET ASSETS ATTRIBUTABLE TO: | |
| Withdrawals by Participants | 197,023,107 |
| Dividend Distributions | 9,036,275 |
| Administrative Expenses | 1,431,004 |
| TOTAL DEDUCTIONS | 207,490,386 |
| NET INCREASE BEFORE TRANSFERS | 363,195,137 |
| NET ASSETS TRANSFERRED FROM OTHER PLANS | 2,328,166 |
| NET INCREASE AFTER TRANSFERS | 365,523,303 |
| NET ASSETS AVAILABLE FOR BENEFITS: | |
| BEGINNING OF YEAR | 3,133,871,411 |
| END OF YEAR | \$ 3,499,394,714 |

The accompanying Notes are an integral part of these Financial Statements.

**EXELON CORPORATION EMPLOYEE SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS**

1. Plan Description. The following description of the Exelon Corporation Employee Savings Plan (the Plan) is provided for general information purposes only. The official text of the Plan, as amended, should be read for more complete information.

a. General. The Plan was established by Commonwealth Edison Company, effective March 1, 1983, to provide a systematic savings program for eligible employees and to supplement such savings with employer contributions. On March 30, 2001, the Commonwealth Edison Employee Savings and Investment Plan was combined with the PECO Energy Company Employee Savings Plan to become the Exelon Corporation Employee Savings Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA), and the Internal Revenue Code of 1986, as amended (the Code).

The Plan provides that any regular employee of Exelon Corporation (Exelon or the Corporation) and any other affiliated company that adopts the Plan (the Companies) with the consent of the Corporation is eligible to elect to participate in the Plan. There were 23,561 and 24,128 Plan participants at December 31, 2006 and 2005, respectively.

The Corporation is the sponsor of the Plan. The Corporation's Director of Employee Benefit Plans and Programs is the administrator of the Plan (the Plan Administrator). The Plan Administrator has the responsibility for day-to-day administration of the Plan. An investment committee (the Investment Committee) appointed by the Risk Oversight Committee of the Corporation's Board of Directors is responsible for the selection and retention of the Plan's investment options and any investment manager which may be appointed under the Exelon Corporation Employee Savings Plan trust (the Trust). Fidelity Management Trust Company is the Plan trustee (the Trustee) and Fidelity Employer Services Company is the Plan recordkeeper.

b. Contributions. The Plan permits salaried, non-represented hourly employees and employees represented by IBEW Local 614 to contribute between 1% and 50% of their normal base pay each pay period on a pre-tax basis, an after-tax basis, a Roth basis or a combination of the three. For Exelon subsidiaries that have adopted the Plan on behalf of their salaried, non-represented hourly employees and employees represented by IBEW Local 614, the Companies match contributions at a rate of 100% of the first 5% of contributions (whether pre-tax, after-tax, or Roth).

The Plan permits employees represented by IBEW Local 15 to contribute between 1% and 15% of the sum of their normal base pay plus certain overtime on a pre-tax basis and between 1% and 10% on an after-tax basis. Although the Plan permits contributions of up to 15% of base pay on a pre-tax basis and up to 10% of base pay on an after-tax basis, the combined maximum employee contributions may not exceed 20%. For subsidiaries of the Corporation that have adopted the Plan on behalf of their IBEW Local 15 employees, the Companies match contributions at a rate of 100% of the first 2% contributed, 84% of the following 1% contributed, 83% of the following 2% contributed and 25% of the following 1% contributed.

**EXELON CORPORATION EMPLOYEE SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)**

The Plan permits employees represented by UWA Local 369 to contribute between 1% and 50% of their normal base pay and scheduled overtime pay for each pay period on a pre-tax basis, an after-tax basis, a Roth basis or a combination of the three. For Exelon subsidiaries that have adopted the Plan, the Company match contribution for employees represented by UWA Local 369 is 100% of the first 3% of pre-tax contributions if the employee has more than 12 months of service. No company match is provided during the first six months of service and the match is 50% of the first 3% of pre-tax contributions between 6 and 12 months of service. Based on the collective bargaining agreement effective January 31, 2007, the Company match contribution for this group will increase to a rate of 100% of the first 5% of contributions (whether pre-tax, after-tax, or Roth) effective January 1, 2008.

Effective August 1, 2002, during any calendar year in which a participant attains age 50 or older, he or she may elect to make additional pre-tax contributions, called catch-up contributions to the Plan. In order to be eligible to make catch-up contributions, the participant must anticipate that his or her pre-tax contributions to the Plan will reach the applicable annual Internal Revenue Service (IRS) limit on that type of contribution or be contributing at the maximum base pay level.

Effective with the first pay period on or after June 1, 2006, salaried, non-represented hourly employees and employees represented by IBEW Local 614 and UWA Local 369 can elect to make some or all of their contributions as Roth contributions, which are made after-tax and are included in current taxable income. Roth earnings and distributions are tax-free if they are part of a qualified distribution . A Roth distribution is qualified in the event of either retirement or termination, and earnings can be withdrawn tax-free as long as five tax years have passed since the date of the first Roth 401(k) contribution, and the participant has attained at least age 59 1/2. In the event of death, beneficiaries may be able to receive distributions tax-free if the participant s death (and the distributions) occurred at least five tax years after the participant began making Roth contributions. In the event of disability, the participant s earnings can be withdrawn tax-free if five tax years have passed since the date of the first Roth 401(k) contribution.

c. Investment Options. The Plan investments are fully participant-directed, and the Plan is intended to satisfy Section 404(c) of ERISA. The investment options provided under the Plan are described as follows:

The *Exelon Corporation Stock Fund* is required to be invested in Exelon Corporation common stock, except for short-term investments necessary to meet the Fund s liquidity needs. The actual amount of short-term investments on any given business day will vary with the amount of cash awaiting investment and participant activity of the fund (contributions, redemptions, exchanges and withdrawals).

The *UBS Diversified Fund Class A* is a global balanced asset allocation collective fund. The fund is a broadly diversified portfolio of stocks, bonds, real estate and private market investments in the United States and a broad range of other countries, including a small allocation in emerging markets. The fund is invested in the Multi-Asset Portfolio offered through UBS Global Asset Management Trust Company and UBS Global Asset Management. The fund is actively managed within an asset allocation framework that encompasses the full range of market, currency and security exposures within the world capital markets.

**EXELON CORPORATION EMPLOYEE SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)**

The *Fidelity Managed Income Portfolio II Class 3 (MIP II)*, managed by the Trustee, invests in investment contracts offered by major insurance companies and other approved financial institutions and in certain types of fixed income securities. A small portion of MIP II is invested in a money market fund to provide daily liquidity. Other investment contracts (wrap contracts) are purchased in conjunction with an investment in MIP II in fixed income securities, which may include United States treasury bonds, corporate bonds or mortgage-backed securities and bond funds.

The *Fidelity Growth Company Fund* is a mutual fund invested primarily in common stock of companies with earnings or gross sales that indicate the possibility for above-average growth. These may be companies of any size and may include newly established companies and less well-known companies in emerging areas of the economy.

The *Fidelity Low-Priced Stock Fund* is a growth mutual fund. It seeks capital appreciation and invests mainly in U.S. and foreign low-priced stocks that may be undervalued, overlooked or out of favor. Generally, low-priced is considered \$35 or less at time of purchase. These often are stocks of smaller, less well-known companies. This fund has a redemption fee of 1.5% on shares held less than 90 days. Fidelity closed the fund to new investors on July 30, 2004.

The *Fidelity Dividend Growth Fund* is a growth mutual fund that seeks capital growth. This fund looks for growth opportunities in companies that have the potential for increasing their dividends or for commencing dividend payouts, if none are currently paid. This fund invests mainly in common and preferred stocks and securities convertible into common stocks.

The *Fidelity Contrafund* is a growth mutual fund that seeks to provide capital appreciation. The fund invests primarily in common stocks of domestic and foreign issuers. The fund invests in securities of companies whose value the manager believes is not fully recognized by the public.

The *Morgan Stanley Institutional Fund, Inc. International Equity Portfolio Class A* is a growth-oriented mutual fund that invests in stocks of companies domiciled outside the United States. It tries to increase the value of investments over the long term through growth of capital by investing primarily in equity securities of companies domiciled in developed markets outside of the United States.

The *Legg Mason Value Trust Fund Institutional Class* is a large-cap equity mutual fund that uses the value approach to investing. This fund invests in stocks that the advisor believes are undervalued and, therefore, offer above-average potential for capital appreciation.

The *PIMCO Total Return Fund Institutional Class* is an income mutual fund with the goal to provide a high total return that exceeds general bond market indices. The fund invests in all types of bonds, including U.S. government, corporate, mortgage and foreign. While the fund maintains an average portfolio duration of three to six years (approximately equal to an average maturity of five to twelve years), investments may also include short- and long-maturity bonds.

**EXELON CORPORATION EMPLOYEE SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)**

The *T. Rowe Price Capital Appreciation Fund* is a growth mutual fund that seeks to maximize long-term capital appreciation by investing primarily in equities. The fund invests primarily in common stocks and the fund may hold fixed income and other securities to help preserve principal value in uncertain declining markets. The fund invests primarily in the common stocks of established U.S. companies believed to have above-average potential for capital growth.

The *T. Rowe Price High Yield Fund* is an income mutual fund with the goal to provide high current income and, secondarily, capital appreciation. The fund normally invests at least 80% of its total assets in a diversified portfolio of high-yield corporate, or junk bonds, income producing convertible securities and preferred stocks. The dollar-weighted average maturity generally is expected to be in the 6 to 10 year range.

The *BGI Extended Equity Market Fund Class K* is a fund managed by Barclays Global Investors, N.A. that invests in small and mid-sized U.S. stocks. The fund invests in stocks that comprise the BGI Extended Market Index (Index). The fund will invest in these types of investments in approximately the same proportion as the Index. The Index is an unmanaged, market capitalization weighted index of approximately 6,500 U.S. equity securities. It includes most of the stocks in the Wilshire 5000 except for those included in the S&P 500.

The *BGI Equity Index Fund Class T* is a growth and income commingled fund managed by Barclays Global Investors, N.A. that invests primarily in the broadly diversified common stocks of the 500 companies that make up the S&P 500. The fund holds each stock in the same proportion in which it is represented in the index, which means it is weighted by stock price times shares outstanding. Stocks are selected based on the composition of the index rather than according to subjective opinions about individual companies or industries.

The *BGI EAFE Equity Index Fund Class K* is a fund managed by Barclays Global Investors, N.A. that invests in stocks that comprise the Morgan Stanley Capital International EAFE (Europe, Australasia, Far East) Index. The fund will invest in these types of investments in approximately the same proportion as the EAFE Index. The EAFE Index is an unmanaged index representing over 1,000 companies within 20 developed countries.

The *BGI U.S. Debt Index Fund Class K* is a fund managed by Barclays Global Investors, N.A. that invests in bonds within the U.S. The fund invests in investment-grade securities with maturities of at least one year, including U.S. Treasury and U.S. agency securities, corporate bonds, asset-backed and mortgage-backed securities. The fund will invest in these types of investments in approximately the same proportion as the Lehman Brothers Aggregate Bond Index. This index is a broad unmanaged index that measures the aggregate performance of the U.S. market for investment-grade bonds.

The *American Beacon Large Cap Value Fund Institutional Class* is a fund managed by American Beacon Advisors, Inc., that seeks to provide long-term capital appreciation and current income. The fund invests at least 80% of the fund's net assets in equity securities of large market capitalization companies. These companies generally will have capitalizations similar to market capitalizations of companies in the Russell 1000 Index at the time of investment. The fund seeks to identify securities that the sub-advisors believe to be undervalued.

**EXELON CORPORATION EMPLOYEE SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)**

The *Pennsylvania Mutual Fund Investment Class* is a fund managed by Royce and Associates, LLC, which seeks to provide long-term capital growth. The fund primarily invests in a broadly diversified portfolio of equity securities issued by both small and micro-cap companies that it believes are trading significantly below its estimate of their current worth.

The *Vanguard Target Retirement Funds* are asset allocation funds managed by the Vanguard Group that invest in a collection of other Vanguard index mutual funds. The allocation strategy among the underlying funds with a target retirement date is based on the number of years until a participant's retirement. For funds with a target retirement date, the funds asset allocation will become more conservative over time.

The *Vanguard Target Retirement Income Fund* seeks to provide current income and some capital appreciation. The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors currently in retirement.

The *Vanguard Target Retirement 2005 Fund* seeks to provide growth of capital and current income. The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire in or within a few years of 2005.

The *Vanguard Target Retirement 2015 Fund* seeks to provide growth of capital and current income. The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire in or within a few years of 2015.

The *Vanguard Target Retirement 2025 Fund* seeks to provide growth of capital and current income. The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire in or within a few years of 2025.

The *Vanguard Target Retirement 2035 Fund* seeks to provide growth of capital and current income. The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire in or within a few years of 2035.

The *Vanguard Target Retirement 2045 Fund* seeks to provide growth of capital and current income. The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire in or within a few years of 2045.

d. Discontinued Funds. Each year, the Investment Committee comprehensively reviews the investment options provided under the Plan, and provides recommendations to the Corporation as to whether any funds should be discontinued. Based on these reviews, Exelon discontinued offering the following funds:

The *Fidelity Freedom Income Fund* was discontinued as of December 30, 2005. The assets were transferred to the Vanguard Target Retirement Income Fund.

The *Fidelity Freedom 2000 Fund* was discontinued as of December 30, 2005. The assets were transferred to the Vanguard Target Retirement 2005 Fund.

**EXELON CORPORATION EMPLOYEE SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)**

The *Fidelity Freedom 2010 Fund* was discontinued as of December 30, 2005. The assets were transferred to the Vanguard Target Retirement 2015 Fund.

The *Fidelity Freedom 2020 Fund* was discontinued as of December 30, 2005. The assets were transferred to the Vanguard Target Retirement 2025 Fund.

The *Fidelity Freedom 2030 Fund* was discontinued as of December 30, 2005. The assets were transferred to the Vanguard Target Retirement 2035 Fund.

The *Fidelity Freedom 2040 Fund* was discontinued as of December 30, 2005. The assets were transferred to the Vanguard Target Retirement 2045 Fund.

The *BGI Money Market Fund* was discontinued as of December 30, 2005. The assets were transferred to the Managed Income Fund.

e. Participant Loans. A participant may, upon application, borrow from the Plan. Only one loan is permitted to a participant in any calendar year (with a maximum of five loans outstanding at any time) and the loan shall not be less than \$1,000. The aggregate amount of all outstanding loans may not exceed the lesser of (i) 50% of a participant's vested balance in the Plan or (ii) \$50,000 minus the excess of the highest outstanding balance of all loans from the Plan to the participant during the previous 12-month period over the outstanding balance of all loans from the Plan to the participant on the day the loan is made. For a general-purpose loan, the maximum period is five years. For a home loan, the maximum term is fifteen years and the minimum is five years. The interest rate on all loans is the prime rate for commercial loans plus 1%. No lump-sum or installment distribution from the Plan will be made to a participant who has received a loan, or to a beneficiary of any such participant, until the loan, including interest, has been repaid out of the funds otherwise distributable.

f. Vesting of Participants' Accounts. A participant's accounts are fully vested at all times.

g. Withdrawals by Participants While Employed. A participant may withdraw up to the entire balance of the participant's after-tax contributions account once each calendar year. After making such a withdrawal, the participant must wait six months before making a new election to resume contributions to the Plan. A participant may also withdraw up to an amount equal to the balance in his or her rollover account.

A participant may make withdrawals from the participant's before-tax contributions, but only if the participant has attained age 59 1/2 or, prior to that age, only in an amount required to alleviate financial hardship as defined in the Code and regulations there under. Financial hardship withdrawals from a before-tax contributions account suspend the participant's right to make contributions to the Plan for six months.

While any loan to the participant remains outstanding, the amount available for withdrawal shall be the balance in such account less the balance of all outstanding loans.

**EXELON CORPORATION EMPLOYEE SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)**

h. Distributions upon Termination of Employment. Upon termination of employment, retirement, total disability or death of a participant, distribution of the balances of the participant's after-tax contributions account, before-tax contributions account, rollover account and employer matching contributions account is made to the participant or, in the event of the participant's death, to the participant's designated beneficiary or beneficiaries. Such distribution will be made, as elected by the participant, in the form of either a lump-sum payment or in substantially equal annual installments over a period not exceeding the lesser of 15 years or the life expectancy of the participant or beneficiary, as the case may be. A participant may elect to defer distributions until age 70-1/2. If the value of a participant's account is greater than \$1,000 (effective March 28, 2005), the participant can leave his or her account in the plan. Distributions will be taxed as ordinary income in the year withdrawn and may also be subject to an early withdrawal penalty if taken before age 59 1/2, unless eligible rollover distributions are rolled over to another qualified plan or an Individual Retirement Account (IRA). A 20% mandatory federal income tax withholding applies to withdrawals that are eligible for rollover, but which are not directly rolled over to another qualified plan or an IRA.

i. Administrative Expenses. A participant's account balance will be charged with a proportionate share of the general expenses of administering the Plan. The account balance will also be charged with a proportionate share of any applicable fees and expenses attributable to the investment funds in which the account is invested.

There are currently no account maintenance fees. However, participants are charged fund management fees. These fees are generally reflected as a reduction to the gross earnings of the investment options before the allocation of those earnings to the participants' accounts in each of the funds. With respect to the UBS Diversified Fund, the fund management fees are allocated proportionately to the participant accounts that are invested in these funds and subtracted from each participant's account rather than being reflected as a reduction to the gross earnings for these funds.

Certain other fees or expenses may be charged directly to a participant's account based on certain Plan transactions. These fees and expenses may include: loan initiation and maintenance fees, redemption fees imposed under funds that have short-term trading limits, the expense related to a Qualified Domestic Relations Order (QDRO) and the cost of participant requested expedited mailing of loans or withdrawals.

j. Participant Accounts. Each participant's account is credited with the participant's contribution and allocations of (i) the Companies' contributions and (ii) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant elections or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

k. Employee Stock Ownership Plan. If a participant invests any portion of his or her account in the Exelon Corporation Stock Fund and is eligible to receive dividend distributions from the Plan, then effective January 1, 2002, the participant is deemed to have elected to have the dividends reinvested in the Exelon Corporation Stock Fund. If the participant prefers to receive any such dividends in cash, he or she can so elect by contacting the Plan recordkeeper. Dividends distributed to the participant in cash from the Plan are subject to income tax as a dividend.

**EXELON CORPORATION EMPLOYEE SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)**

2. Summary of Significant Accounting Policies.

a. General. The Plan follows the accrual method of accounting for recording contributions from participants and employers, income from investments, purchases and sales of investments and administrative expenses. Withdrawals are recorded when paid.

b. Use of Estimates. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

c. Investment Valuation and Income Recognition. The Plan presents in the statement of changes in net assets available for benefits the net appreciation in the fair value of its investments, which consists of the realized gain (loss) on the sale of securities and the unrealized appreciation (depreciation) in the fair value of investments.

Investments in Exelon Corporation Common Stock are valued at the closing sales price as reported on New York Stock Exchange.

Short-term investments held by various institutional funds of the UBS Global Asset Management Trust Company are stated at cost, which approximates current value. Investments in certain of the various funds that make up the UBS Multi-Asset Portfolio are valued at the latest reported sales price on the valuation date used for securities traded on United States and foreign stock exchanges. Investments valued in foreign currencies are converted into U.S. dollars based on quoted foreign exchange rates on that date and are valued at the latest quoted bid price or at estimated current value as determined by the fund trustee.

Investments of registered securities are valued at the last sales price or, if no sales price is available, at the closing bid price. Short-term securities maturing within sixty days of their purchase date are valued at amortized cost or original cost plus accrued interest, both of which approximate current value.

Participant loans are valued at cost, which approximates fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

3. Net Appreciation of Investments. During 2006, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

| | 2006 |
|-----------------------------------|----------------|
| Exelon Corporation Common Stock | \$ 57,701,969 |
| Registered Investment Companies | 95,013,961 |
| Collective Investment Trust Funds | 88,718,703 |
| | \$ 241,434,633 |

**EXELON CORPORATION EMPLOYEE SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)**

4. Investments. The current values of the Plan's investments at December 31, 2006 and 2005, which represent 5% or more of the Plan's net assets, are summarized as follows:

| | 2006 | 2005 |
|--------------------------------------|---------------|---------------|
| Fidelity Managed Income Portfolio II | \$405,863,191 | \$393,490,532 |
| UBS Diversified Fund | 261,603,715 | 234,431,220 |
| Exelon Corporation Common Stock | 338,803,622 | 304,616,494 |
| Fidelity Growth Company Fund | 319,880,791 | 311,095,840 |
| BGI Equity Index Fund | 306,440,021 | 283,510,210 |
| Legg Mason Value Trust Fund | 319,270,174 | 336,920,628 |
| Fidelity Contrafund | 335,812,815 | 288,189,512 |
| Fidelity Low-Priced Stock Fund | 215,613,888 | 194,878,724 |

5. Investments in Derivative Financial Instruments. The UBS Multi-Asset Portfolio and some of the funds in which it invests participate in various equity index futures contracts and foreign currency contracts. The assets of this fund are invested in equities, bonds, real estate, derivatives and venture capital. A futures contract is an agreement involving the delivery of a particular asset on a specified future date at an agreed upon price. Risks of entering into futures contracts include the possibility that there may be an illiquid market and that changes in the value of the contracts may not correlate with changes in the value of the underlying securities. Open futures contracts are valued at the settlement price established each day on the exchange on which they are traded. These contracts are marked to market daily with the resulting gain or loss included in the net realized gain or loss from futures contracts.

A forward foreign exchange contract is a commitment to purchase or sell a foreign currency at a future date at a negotiated forward rate. Risks associated with such contracts include movement in the value of the foreign currency relative to the U.S. dollar and the ability of the counterparty to perform. The contracts are valued at foreign exchange rates and the changes in value of open contracts are recognized as unrealized appreciation/depreciation. The realized gain or loss on forward currency contracts represents the difference between the value of the original contracts and the closing value of such contracts.

Similarly, some or all of the Fidelity funds, Vanguard funds, the Morgan Stanley International Equity Portfolio and the BGI EAFE Equity Index Fund may use (i) foreign currency contracts to facilitate transactions in foreign securities and to manage the fund's currency exposure and (ii) futures and options contracts to manage its exposure to the stock and bond markets and to fluctuations in the interest rates and currency values. Such funds also may invest in indexed securities whose values are linked either directly or inversely to changes in foreign currencies, interest rates, commodities, indices, or other underlying instruments.

**EXELON CORPORATION EMPLOYEE SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS (CONCLUDED)**

6. Risks and Uncertainties. The Plan provides for various investment options in several investment securities and instruments, including common stock of Exelon Corporation. Investment securities are exposed to various risks, such as interest, market and credit risk. Due to the level of risks associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks and values in the near term would materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits and the statement of changes in net assets available for benefits. No collateral or other security is required by the Trustee to collateralize these financial statements.

7. Income Tax Status. The Plan obtained its latest determination letter on June 1, 2004 in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan is qualified under Section 401(a) and 401(k) of the Code. The Plan has been amended since receiving the determination letter. However, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

8. Plan Termination. The Plan may be amended, modified or terminated by the Corporation at any time, subject to certain rights of participants under the Plan. The Plan may also be terminated if the IRS disqualifies the Plan. Termination of the Plan with respect to a participating employer may occur if there is no successor employer in the event of dissolution, merger, consolidation or reorganization of such employer company. In the event of full or partial termination of the Plan, assets of affected participants of the terminating employer or employers shall remain 100% vested and distributable at fair market value in the form of cash, securities or annuity contracts, in accordance with the provisions of the Plan. The Corporation has no current intentions of terminating the Plan.

9. Related-Party Transactions. Investment options in the Plan include mutual funds managed by the Trustee. Also, the Plan holds shares of Exelon Corporation common stock. These transactions qualify as exempt party-in-interest transactions. There have been no known prohibited transactions with a party-in-interest.

10. Plan Transfers. In 2006, there were total transfers to the Plan of \$2,328,166 (\$781,131 from the AmerGen Employee Savings Plan for TMI and Oyster Creek Bargaining Employees and \$1,547,035 from the AmerGen Employee Savings Plan for Clinton Bargaining Employees).

11. Savings Plan Claim. On September 11, 2006, five individuals claiming to be participants in the Plan filed a putative class action lawsuit in the United States District Court for the Northern District of Illinois. The complaint names as defendants Exelon, its Director of Employee Benefit Plans and Programs, the Employee Savings Plan Investment Committee, the Compensation and the Risk Oversight Committees of Exelon's Board of Directors and members of those committees. The complaint alleges that the defendants breached fiduciary duties under ERISA by, among other things, permitting excessive fees and expenses to be incurred by the Plan and failing to disclose purported revenue sharing arrangements among the Plan's service providers. The plaintiffs seek declaratory, equitable and monetary relief on behalf of the Plan and participants, including alleged investment losses. On February 21, 2007 the district court granted the defendants' motion to strike the plaintiffs' claim for investment losses.

**EXELON CORPORATION EMPLOYEE SAVINGS PLAN
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2006
Schedule H, Part IV, Item 4i of Form 5500
Employer Identification Number 23-2990190, Plan Number 003**

| No. of Shares or | | | Cost | Current |
|---|-------------|--|------|----------------------|
| No. of Units | | Description | ** | Value |
| COMMON STOCKS | | | | |
| * | 5,474,287 | shares Exelon Corporation Common Stock | | \$ 338,803,622 |
| SHORT-TERM AND COLLECTIVE INVESTMENT TRUST FUNDS | | | | |
| Money Market Funds | | | | |
| * | 4,727,726 | units FMTC Institutional Cash Portfolio | | 4,727,726 |
| Collective Investment Trust Funds | | | | |
| | 128,966 | units UBS Diversified Fund Class A | | 261,603,715 |
| | 6,962,963 | units BGI Equity Index Fund Class T | | 306,440,021 |
| | 1,789,536 | units BGI EAFE Equity Index Fund Class K | | 43,915,204 |
| | 968,275 | units BGI Extended Equity Market Fund Class K | | 39,050,529 |
| | 309,941 | units BGI U.S. Debt Index Fund Class K | | 6,691,620 |
| * | 405,863,191 | units Fidelity Managed Income Portfolio II Class 3 | | 405,863,191 |
| | | | | 1,063,564,280 |
| Total Short-term and Collective Investments | | | | 1,068,292,006 |
| REGISTERED INVESTMENT COMPANIES | | | | |
| * | 5,150,503 | shares Fidelity Contrafund | | 335,812,815 |
| * | 4,588,736 | shares Fidelity Growth Company Fund | | 319,880,791 |
| * | 4,952,087 | shares Fidelity Low-Priced Stock Fund | | 215,613,888 |
| * | 4,939,437 | shares Fidelity Dividend Growth Fund | | 156,481,370 |
| | 459,304 | shares Vanguard Target Retirement Income Fund | | 4,914,552 |
| | 552,411 | shares Vanguard Target Retirement 2005 Fund | | 6,336,151 |
| | 3,322,187 | shares Vanguard Target Retirement 2015 Fund | | 41,394,444 |
| | 4,367,389 | shares Vanguard Target Retirement 2025 Fund | | 56,950,754 |
| | 2,161,871 | shares Vanguard Target Retirement 2035 Fund | | 29,985,153 |
| | 647,275 | shares Vanguard Target Retirement 2045 Fund | | 9,268,972 |
| | 10,207,289 | shares PIMCO Total Return Fund Institutional Class | | 105,951,657 |
| | 8,211,681 | shares T. Rowe Price Capital Appreciation Fund | | 169,324,859 |

Edgar Filing: EXELON CORP - Form 11-K

| | | | |
|-----------|--------|--|-------------|
| 5,180,916 | shares | T. Rowe Price High Yield Fund | 36,473,645 |
| 6,772,411 | shares | Morgan Stanley International Equity Portfolio Class A | 139,376,221 |
| 3,505,389 | shares | Pennsylvania Mutual Fund Investment Class | 40,557,348 |
| 1,256,021 | shares | American Beacon Large Cap Value Fund Institutional Class | 29,930,981 |
| 3,948,432 | shares | Legg Mason Value Trust Institutional Class Fund | 319,270,174 |

Total Registered Investment Companies **2,017,523,775**

LOANS

Participant Loans (7.50% - 9.25%) **70,813,317**

TOTAL INVESTMENTS **\$ 3,495,432,720**

* A party-in-interest to the Plan.

** Cost has been omitted as investments are participant directed.

EXHIBIT INDEX

Exhibit filed with Form 11-K for the year ended December 31, 2006:

| Exhibit Number | Description of Exhibit |
|----------------|--|
| 23 | Consent of Independent Registered Public Accounting Firm 15 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Exelon Corporation Employee Savings
Plan

Date: June 21, 2007

/s/ William Bergman
William Bergman
Plan Administrator
16