

BALTIMORE GAS & ELECTRIC CO
Form POSASR
May 09, 2012

As filed with the Securities and Exchange Commission on May 9, 2012

Registration No. 333-179844

Registration No. 333-179844-01

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective Amendment No. 1 to
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CONSTELLATION ENERGY GROUP, INC.

(Exelon Corporation as successor by merger to Constellation Energy Group, Inc.)

(Exact name of registrant as specified in its charter)

MARYLAND
(State or other jurisdiction of
incorporation or organization)

52-1964611
(I.R.S. Employer
Identification No.)

BALTIMORE GAS AND ELECTRIC COMPANY

(Exact name of registrant as specified in its charter)

MARYLAND
(State or other jurisdiction of
incorporation or organization)

52-0280210
(I.R.S. Employer
Identification No.)

| | |
|-------------------------------------|---|
| Exelon Corporation | Baltimore Gas and Electric Company |
| 10 South Dearborn Street | 2 Center Plaza, 110 West Fayette Street, |
| P.O. Box 805379 | Baltimore, Maryland 21201 |
| Chicago, Illinois 60680-5379 | (410) 234-5000 |
| (312) 394-7398 | |

(Address, including zip code, and telephone number, including area code, of registrants principal executive offices)

Bruce G. Wilson

Senior Vice President, Deputy General Counsel and Secretary

Exelon Corporation
10 South Dearborn Street
P.O. Box 805379
Chicago, Illinois 60680-5379
(312) 394-7398

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service for Exelon Corporation as successor by merger to Constellation Energy Group, Inc.)

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Carim V. Khouzami

Chief Financial Officer, Vice President and Treasurer

Baltimore Gas and Electric Company

2 Center Plaza, 110 West Fayette Street

Baltimore, Maryland 21201

(410) 234-5000

(Names and Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service for Baltimore Gas and Electric Company)

Copies to:

Christian O. Nagler

Kirkland & Ellis LLP

601 Lexington Avenue

New York, New York 10022-4675

(212) 446-4800

Approximate date of commencement of proposed sale to the public: Not applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. "

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Securities and Exchange Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

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Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

DEREGISTRATION OF SECURITIES

Exelon Corporation, a Pennsylvania corporation (Parent), as successor by merger to Constellation Energy Group, Inc., a Maryland corporation (Constellation), and Baltimore Gas and Electric Company, a Maryland corporation and wholly owned subsidiary of Constellation (together with Constellation, the Registrants), are filing this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (File No. 333-179844 and 333-179844-01) (the Prior Registration Statement).

Pursuant to an Agreement and Plan of Merger, dated as of April 28, 2011, by and among Constellation, Parent and Bolt Acquisition Corporation, an indirect, wholly owned subsidiary of Parent (Merger Sub), Merger Sub merged with and into Constellation, with Constellation surviving the merger as an indirect, wholly owned subsidiary of Parent (the Initial Merger). Following completion of the Initial Merger, Parent and Constellation completed a series of internal corporate organizational restructuring transactions. On March 12, 2012, shortly following completion of the Initial Merger, Parent and Constellation entered into and consummated an Agreement and Plan of Merger, pursuant to which Constellation merged with and into Parent, with Parent continuing as the surviving corporation in the merger. As a result of the merger transaction described above, the Registrants have terminated the offering of the Registrants securities pursuant to the Prior Registration Statement. In accordance with undertakings made by the Registrants in the Prior Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that were registered for issuance that remain unsold at the termination of the offering, the Registrants hereby remove from registration all of such securities of the Registrants registered but unsold under the Prior Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Exelon Corporation as successor by merger to Constellation Energy Group, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Prior Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on the 9th day of May, 2012.

EXELON CORPORATION

By: /s/ Jonathan W. Thayer
Name: Jonathan W. Thayer
Title: Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Prior Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|---|-------------|
| Principal executive officer: | | |
| By /s/ Christopher M. Crane Christopher M. Crane | Chief Executive Officer and Director | May 9, 2012 |
| Principal financial officer: | | |
| By /s/ J. W. Thayer J. W. Thayer | Executive Vice President and Chief Financial Officer | May 9, 2012 |
| Principal accounting officer: | | |
| By /s/ Duane M. DesParte Duane M. DesParte | Vice President and Corporate Controller | May 9, 2012 |
| By /s/ Mayo A. Shattuck III Mayo A. Shattuck III | Executive Chairman of the Board of Directors | May 9, 2012 |
| By /s/ Ann C. Berzin Ann C. Berzin | Director | May 9, 2012 |
| By /s/ John A. Canning, Jr. John A. Canning, Jr. | Director | May 9, 2012 |
| By /s/ M. Walter D Alessio M. Walter D Alessio | Director | May 9, 2012 |
| By /s/ Yves C. de Balmann Yves C. de Balmann | Director | May 9, 2012 |
| By /s/ Nicholas DeBenedictis Nicholas DeBenedictis | Director | May 9, 2012 |
| By /s/ Nelson A. Diaz Nelson A. Diaz | Director | May 9, 2012 |
| By /s/ Sue Ling Gin Sue Ling Gin | Director | May 9, 2012 |
| By /s/ Rosemarie B. Greco Rosemarie B. Greco | Director | May 9, 2012 |

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|----|-----|---|----------|-------------|
| By | /s/ | Paul L. Joskow Paul L. Joskow | Director | May 9, 2012 |
| By | /s/ | Robert Lawless Robert Lawless | Director | May 9, 2012 |
| By | /s/ | Richard W. Mies Richard W. Mies | Director | May 9, 2012 |
| By | /s/ | William C. Richardson, Ph.D. William C. Richardson, Ph.D. | Director | May 9, 2012 |
| By | /s/ | Thomas J. Ridge Thomas J. Ridge | Director | May 9, 2012 |
| By | /s/ | John W. Rogers, Jr. John W. Rogers, Jr. | Director | May 9, 2012 |
| By | /s/ | Stephen D. Steinour Stephen D. Steinour | Director | May 9, 2012 |
| By | /s/ | Donald Thompson Donald Thompson | Director | May 9, 2012 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Prior Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Baltimore, State of Maryland, on the 9th day of May, 2012.

BALTIMORE GAS AND ELECTRIC COMPANY

(Registrant)

By: /s/ Kenneth W. DeFontes, Jr.
 Name: Kenneth W. DeFontes, Jr.
 Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Prior Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|---|-------------|
| Principal executive officer: | | |
| By /s/ Kenneth W. DeFontes Jr. Kenneth W. DeFontes Jr. | President, Chief Executive Officer and Director | May 9, 2012 |
| Principal financial officer: | | |
| By /s/ Carim V. Khouzami Carim V. Khouzami | Chief Financial Officer, Vice President and Treasurer | May 9, 2012 |
| Principal accounting officer: | | |
| By /s/ Anne Hahn Anne Hahn | Vice President and Controller | May 9, 2012 |
| Directors: | | |
| By /s/ Christopher M. Crane Christopher M. Crane | Chairman of the Board of Directors | May 9, 2012 |
| By * Michael D. Sullivan | Director | May 9, 2012 |
| By * Joseph L. Haskins | Director | May 9, 2012 |
| By * Carla D. Hayden | Director | May 9, 2012 |
| *By /s/ Sean J. Klein Sean J. Klein, as Attorney-in-Fact | | |