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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2010

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2010 or tax year beginning

, and ending

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Name of foundation EXELON FOUNDATION		A Employer identification number 83-0499473
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 5408	Room/suite	B Telephone number 312-394-4987
City or town, state, and ZIP code CHICAGO, IL 60680-5408		C If exemption application is pending, check here ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 67,942,588.	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

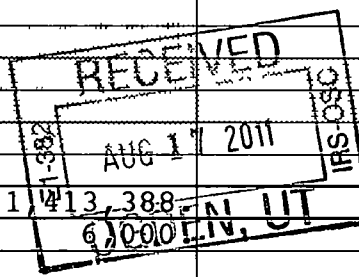
	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	10,012,199.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	897.	897.		STATEMENT 1
4 Dividends and interest from securities	1,397,380.	1,397,380.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	15,111.			
b Gross sales price for all assets on line 6a	2,826,813.			
7 Capital gain net income (from Part IV, line 2)		15,111.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	11,425,587.	1,413,388.		
13 Compensation of officers, directors, trustees, etc	12,000.			6,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 3	10,730.	0.		10,730.
b Accounting fees STMT 4	18,900.	9,450.		9,450.
c Other professional fees STMT 5	31,215.	31,215.		0.
17 Interest				
18 Taxes STMT 6	47.	0.		25.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	199.	100.		99.
22 Printing and publications				
23 Other expenses STMT 7	3,342.	0.		3,342.
24 Total operating and administrative expenses. Add lines 13 through 23	76,433.	46,765.		29,646.
25 Contributions, gifts, grants paid	2,350,000.			1,900,000.
26 Total expenses and disbursements. Add lines 24 and 25	2,426,433.	46,765.		1,929,646.
27 Subtract line 26 from line 12	8,999,154.			
a Excess of revenue over expenses and disbursements		1,366,623.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			N/A	

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LHA For Paperwork Reduction Act Notice, see the instructions.

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	4,629.	4,132.	4,132.
	2	Savings and temporary cash investments	173,919.	10,406,046.	10,406,046.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶	10,000,000.		
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock STMT 8	32,874,322.	38,279,286.	36,649,622.
	c	Investments - corporate bonds STMT 9	16,431,165.	20,236,223.	20,882,788.
Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)	13,648.	0.	0.
	16	Total assets (to be completed by all filers)	59,497,683.	68,925,687.	67,942,588.
	17	Accounts payable and accrued expenses	27,802.	6,653.	
	18	Grants payable	2,450,000.	2,900,000.	
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	2,477,802.	2,906,653.	
		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	57,019,881.	66,019,034.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances	57,019,881.	66,019,034.	
	31	Total liabilities and net assets/fund balances	59,497,683.	68,925,687.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	57,019,881.
2	Enter amount from Part I, line 27a	2	8,999,154.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	66,019,035.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	66,019,034.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 2,826,813.		2,811,702.	15,111.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			15,111.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	15,111.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	1,359,849.	39,617,847.	.034324
2008	948,209.	44,880,348.	.021127
2007	0.	3,675,388.	.000000
2006			
2005			

2 Total of line 1, column (d)	2	.055451
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.018484
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	53,787,578.
5 Multiply line 4 by line 3	5	994,210.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,666.
7 Add lines 5 and 6	7	1,007,876.
8 Enter qualifying distributions from Part XII, line 4	8	1,929,646.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	13,666.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	13,666.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	13,666.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	13,648.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	100.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	13,748.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	82.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ☒ 82. Refunded ☒	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ 0. (2) On foundation managers ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of STEVEN SOLOMON Telephone no 312-394-4361 Located at P.O. BOX 5408, CHICAGO, IL ZIP+4 60680-5408			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? ☐ Yes ☒ No	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If "Yes," list the years		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		12,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

[illegible]

Total number of others receiving over \$50,000 for professional services

Part IX-A	Summary of Direct Charitable Activities
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List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

1	N/A	
2		
3		
4		

Part IX-B	Summary of Program-Related Investments
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Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

1	N/A	
2		
3	All other program-related investments See instructions	

Total. Add lines 1 through 3Form **990-PF** (2010)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	53,841,179.
b	Average of monthly cash balances	1b	765,499.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	54,606,678.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	54,606,678.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	819,100.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	53,787,578.
6	Minimum investment return. Enter 5% of line 5	6	2,689,379.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,689,379.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	13,666.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	13,666.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,675,713.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,675,713.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,675,713.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,929,646.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,929,646.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	13,666.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,915,980.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				2,675,713.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			1,899,391.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 1,929,646.				
a Applied to 2009, but not more than line 2a			1,899,391.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				30,255.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				2,645,458.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of the organization

EXELON FOUNDATION

Employer identification number

83-0499473

Organization type (check one):

Filers of:**Section:**

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**☒

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.

\$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)**

Name of organization

Employer identification number

EXELON FOUNDATION

83-0499473

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	EXELON CORPORATION 10 SOUTH DEARBORN STREET CHICAGO, IL 60680-5398	\$ 10,012,199.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

EXELON FOUNDATION

83-0499473

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

EXELON FOUNDATION

83-0499473

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

EXELON FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a NORTHERN TRUST- SALE OF PUBLICLY TRADED SECURITIE		P	VARIOUS	VARIOUS
b NORTHERN TRUST- SALE OF PUBLICLY TRADED SECURITIE		P	VARIOUS	VARIOUS
c NORTHERN TRUST- RECLASSIFIED PRIOR YEAR INCOME AS		P	VARIOUS	VARIOUS
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,971,429.		1,879,059.	92,370.
b 855,384.		929,912.	-74,528.
c		2,731.	-2,731.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			92,370.
b			-74,528.
c			-2,731.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	15,111.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
SHOREBANK	897.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	897.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST	1,397,380.	0.	1,397,380.
TOTAL TO FM 990-PF, PART I, LN 4	1,397,380.	0.	1,397,380.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PEPPER HAMILTON LLP LEGAL FEES	10,730.	0.		10,730.
TO FM 990-PF, PG 1, LN 16A	10,730.	0.		10,730.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WAHINGTON, PITTMAN & MCKEEVER- AUDITING FEES	18,900.	9,450.		9,450.
TO FORM 990-PF, PG 1, LN 16B	18,900.	9,450.		9,450.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
RHUMBLINE ADVISERS LLP-INVESTMENT FEES	14,090.	14,090.		0.	
NORTHERN TRUST-INVESTMENT FEES	17,125.	17,125.		0.	
TO FORM 990-PF, PG 1, LN 16C	31,215.	31,215.		0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	22.	0.		0.	
STATE REGISTRATION FEES	25.	0.		25.	
TO FORM 990-PF, PG 1, LN 18	47.	0.		25.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
JAK GRAPHIC DESIGN	1,655.	0.		1,655.	
LOCK BOX RENEWAL	1,180.	0.		1,180.	
SPEAKEASY PROMOTIONS	507.	0.		507.	
TO FORM 990-PF, PG 1, LN 23	3,342.	0.		3,342.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK-SCH ATTACHED	38,279,286.	36,649,622.
TOTAL TO FORM 990-PF, PART II, LINE 10B	38,279,286.	36,649,622.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1,985,055.87 SHS MFB NORTHERN FDS BD INDEX FD	20,236,223.	20,882,788.
TOTAL TO FORM 990-PF, PART II, LINE 10C	20,236,223.	20,882,788.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	10
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NAME OF CONTRIBUTOR	ADDRESS
EXELON CORPORATION	10 SOUTH DEARBORN STREET 53RD FLOOR CHICAGO, IL 606805398

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN ROWE P.O. BOX 5408 CHICAGO, IL 60680-5408	CHAIRMAN & DIRECTOR 1.50	0.	0.	0.
STEVEN J. SOLOMON P.O. BOX 5408 CHICAGO, IL 60680-5408	PRESIDENT 10.00	0.	0.	0.
JAMES FIRTH P.O. BOX 5408 CHICAGO, IL 60680-5408	VICE PRESIDENT & DIRECTOR 0.25	0.	0.	0.
MICHELLE MCCONNELL P.O. BOX 5408 CHICAGO, IL 60680-5408	SECRETARY 10.00	0.	0.	0.
SCOTT N. PETERS P.O. BOX 5408 CHICAGO, IL 60680-5408	ASSISTANT SECRETARY 0.25	0.	0.	0.
BRUCE G. WILSON P.O. BOX 5408 CHICAGO, IL 60680-5408	DIRECTOR 0.25	0.	0.	0.
GEORGE SHICORA P.O. BOX 5408 CHICAGO, IL 60680-5408	ASSISTANT TREASURER 0.25	0.	0.	0.
FRANK CLARK P.O. BOX 5408 CHICAGO, IL 60680-5408	DIRECTOR 1.00	0.	0.	0.
CHRISTOPHER CRANE P.O. BOX 5408 CHICAGO, IL 60680-5408	DIRECTOR 0.25	0.	0.	0.
RUTH ANN GILLIS P.O. BOX 5408 CHICAGO, IL 60680-5408	DIRECTOR 0.25	0.	0.	0.
DENIS O'BRIEN P.O. BOX 5408 CHICAGO, IL 60680-5408	DIRECTOR 0.25	0.	0.	0.

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JOHN M. PALMS, PHD P.O. BOX 5408 CHICAGO, IL 60680-5408	DIRECTOR 0.50	6,000.	0.	0.
WILLIAMSON C. RICHARDSON, PHD P.O. BOX 5408 CHICAGO, IL 60680-5408	DIRECTOR 0.50	6,000.	0.	0.
ANDREA ZOPP P.O. BOX 5408 CHICAGO, IL 60680-5408	DIRECTOR 0.25	0.	0.	0.
MATTHEW F. HILZINGER P.O. BOX 5408 CHICAGO, IL 60680-5408	TREASURER & DIRECTOR 0.25	0.	0.	0.
WILLIAM A. VON HOENE, JR P.O. BOX 5408 CHICAGO, IL 60680-5408	DIRECTOR 0.25	0.	0.	0.
CHAKA M. PATTERSON P.O. BOX 5408 CHICAGO, IL 60680-5408	ASSISTANT TREASURER 0.25	0.	0.	0.
JOSEPH DOMINQUEZ P.O. BOX 5408 CHICAGO, IL 60680-5408	DIRECTOR/VICE PRESIDENT 0.25	0.	0.	0.
LAWRENCE C. BACHMAN P.O. BOX 5408 CHICAGO, IL 60680-5408	ASSISTANT SECRETARY 0.25	0.	0.	0.
DOUGLAS J. BROWN P.O. BOX 5408 CHICAGO, IL 60680-5408	DIRECTOR/ASSISTANT TREASURER 0.25	0.	0.	0.
JACEE MARIE BURNES P.O. BOX 5408 CHICAGO, IL 60680-5408	ASSISTANT TREASURER 0.25	0.	0.	0.
THOMAS R. MILLER P.O. BOX 5408 CHICAGO, IL 60680-5408	ASSISTANT TREASURER 0.25	0.	0.	0.
REJJI P. HAYES P.O. BOX 5408 CHICAGO, IL 60680-5408	ASSISTANT TREASURER 0.25	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>12,000.</u>	<u>0.</u>	<u>0.</u>

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ANN AND ROBERT H. LURIE CHILDREN'S HOSPITAL OF CHICAGO 2300 CHILDREN'S PLAZA, BOX 4 CHICAGO, IL 60614	N/A SUSTAINABILITY DASHBOARD	PUBLIC	50,000.
STUDENT CONSERVATION ASSOCIATION 1230 PRESERVATION PARK WAY OAKLAND, CA 94612	N/A COMMUNITY CONSERVATION PROGRAM IN CHICAGO	PUBLIC	50,000.
RENAISSANCE SCHOOL FUND 21 S. CLARK ST., SUITE 3120 CHICAGO, IL 60603	N/A GENERAL	PUBLIC	200,000.
THE CHICAGO COUNCIL ON URBAN AFFAIRS ONE NORTH LASALLE ST., SUITE 3030 CHICAGO, IL 60602	N/A MIDWEST COALITION ON IMMIGRATION AND THE REGION'S FUTURE	PUBLIC	50,000.
FRANKLIN INSTITUTE 21ST AND THE PARKWAY PHILADELPHIA, PA 19103	N/A PECO ENERGIZING EDUCATION PROGRAM	PUBLIC	100,000.
AFRICAN AMERICAN MUSEUM IN PHILADELPHIA 701 ARCH STREET PHILADELPHIA, PA 19106	N/A COMMUNITY OUTREACH PROGRAM	PUBLIC	125,000.
ARCHDIOCESE OF PHILADELPHIA 105 ARGYLE ROAD ARDMORE, PA 19103	N/A \$40,000 FOR TUITION ASST LTD INC.; \$10,000 FOR TUITION ASST SPECIAL NEEDS	PUBLIC	50,000.
DEPAUL UNIVERSITY 1 E JACKSON BLVD CHICAGO, IL 60604	N/A THE CAMPAIGN FOR EXCELLENCE IN SCIENCE CAPITAL FUND	PUBLIC	100,000.

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DREXEL UNIV. COLLEGE OF MEDICINE INSTITUTE FOR WOMEN'S HEALTH LEADERSHIP - 2900 W. QUEEN LANE PHILADELPHIA, PA 19129	N/A VISION 2020 CONFERENCE	PUBLIC	125,000.
MUSEUM OF SCIENCE & INDUSTRY 57TH STREET AND LAKE SHORE DRIVE CHICAGO, IL 60637	N/A ENERGY PLANET EXHIBITS/ ENERGY RELATED OUTREACH & ED	PUBLIC	200,000.
OPENLANDS/ENGLEWOOD 25 EAST WASHINGTON STREET CHICAGO, IL 60602	N/A ENGLEWOOD NEIGHBORHOOD OPEN SPACE PLAN	PUBLIC	50,000.
OPENLANDS/FORT SHERIDAN 25 EAST WASHINGTON STREET CHICAGO, IL 60602	N/A LAKESHORE PRESERVE AT FORT SHERIDAN	PUBLIC	50,000.
PROJECT H.O.M.E. 1515 FAIRMOUNT AVENUE PHILADELPHIA, PA 19130	N/A VETERANS TRAINING AND EMPLOYMENT PROGRAM	PUBLIC	125,000.
TEACH FOR AMERICA CHICAGO 820 N ORLEANS ST STE 320 CHICAGO, IL 60610	N/A CHICAGO'S MATH AND SCIENCE INITIATIVE	PUBLIC	75,000.
TEACH FOR AMERICA GREATER PHILADELPHIA CAMDEN 714 MARKET ST STE 420 PHILADELPHIA, PA 19106	N/A PHILADELPHIA'S MATH AND SCIENCE INITIATIVE	PUBLIC	75,000.
THE CHICAGO COMMUNITY TRUST 30 WEST MONROE STREET-18TH FLOOR CHICAGO, IL 60603	N/A THE BURNHAM PLAN CENTENNIAL	PUBLIC	100,000.
WASHINGTON, DC MARTIN LUTHER KING JR. NATIONAL MEMORIAL PROJECT FOUNDATION - 401 F STREET NW WASHINGTON, DC 20001	N/A GENERAL	PUBLIC	200,000.
CIVIL WAR MUSEUM OF PHILADELPHIA 4747 SOUTH BROAD STREET PHILADELPHIA, PA 19112	N/A MOVING, STORING & EXHIBITING DESIGNATED ARTIFACTS PHILA. TO GETTYSBURG	PUBLIC	75,000.

EXELON FOUNDATION

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THE MORTON ARBORETUM	N/A	PUBLIC	50,000.
4100 ILLINOIS ROUTE 53 Lisle,	STEM EDUCATION PROGRAM		
IL 60532			

STUDENT CONSERVATION ASSOCIATION	N/A	PUBLIC	50,000.
689 RIVER RD CHARLESTOWN, NH	COMMUNITY CONSERVATION		
03603	PROGRAM IN		
	PHILADELPHIA		

TOTAL TO FORM 990-PF, PART XV, LINE 3A

1,900,000.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
APPROVED FOR FUTURE PAYMENT

STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
FRANKLIN INSTITUTE 21ST AND THE PARKWAY PHILADELPHIA, PA 19103	N/A PECO ENERGIZING EDUCATION PROGRAM	PUBLIC	400,000.
THE MORTON ARBORETUM 4100 ILLINOIS ROUTE 53 Lisle, IL 60532	N/A STEM EDUCATION PROGRAM	PUBLIC	50,000.
THE CHICAGO COUNCIL ON GLOBAL AFFAIRS 332 S. MICHIGAN AVE., SUITE 1100 CHICAGO, IL 60604	N/A MIDWEST COALITION ON IMMIGRATION AND THE REGION'S FUTURE	PUBLIC	50,000.
TEACH FOR AMERICA PHILADELPHIA 714 MARKET ST STE 420 PHILADELPHIA, PA 19106	N/A PHILADELPHIA'S MATH AND SCIENCE INITIATIVE	PUBLIC	75,000.
STUDENT CONSERVATION ASSOCIATION 1230 PRESERVATION PARK WAY OAKLAND, CA 94612	N/A COMMUNITY CONSERVATION PROGRAM IN CHICAGO	PUBLIC	50,000.
TEACH FOR AMERICA CHICAGO 820 N ORLEANS ST STE 320 CHARLESTOWN, IL 60610	N/A CHICAGO'S MATH AND SCIENCE INITIATIVE	PUBLIC	75,000.
ANN AND ROBERT H. LURIE CHILDREN'S HOSPITAL OF CHICAGO 2300 CHILDREN'S PLAZA, BOX 4 CHARLESTOWN, IL 60614	N/A SUSTAINABILITY DASHBOARD	PUBLIC	150,000.
RENAISSANCE SCHOOL FUND 21 S. CLARK ST., SUITE 3120 CHARLESTOWN, IL 60603	N/A GENERAL	PUBLIC	800,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3B			1,650,000.

Exelon Foundation

EIN: 83-0499473

2010 Form 990-PF

Part II, Line 10b, Investment - Corporate Stock:

Description	Shares	(a) Beginning of Year Book Value \$	(b) End of Year Book Value	(c) End of Year Fair Market Value
Reorg Affiliated Computer Cash & Stk Merger Xerox Corp EFF 2/8/10	300	12,591 00	0 00	0 00
Reorg BJ Svcs Co Cash & Stk Merger BakerHughers Inc EFF 4/28/10	700	16,997 75	0 00	0 00
Reorg Black Stk Mrgr Stanley Black & Decker Inc 3/12/10	200	13,919 50	0 00	0 00
Reorg Burlington Northn Cash Merger EFF 2/12/10	700	58,304 10	0 00	0.00
Reorg E*Trade Fin Corp Rev Stk Split E Trade Finl Corp EFF 6/2/10	10,400	16,885 06	0 00	0 00
Reorg FPL Group Inc Name Change Nexteraenergy Inc Com 6/3/10	1,100	72,345 00	0 00	0 00
Reorg IMS Health Inc Cash Merger Eff 2/26/10	700	9,819 81	0 00	0.00
Reorg Pepsi Bottling Cash & Stock Merger to Pepsico Inc. 2/26/10	300	11,715 75	0 00	0 00
Reorg Stanly N/C & CUSIP Change to Stanley Blk & Deckr Inc. 3/12/10	200	9,374 50	0 00	0 00
Reorg SunMicroSystems, Inc cash merger 1/26/10	1,900	33,279.83	0 00	0 00
Reorg McAfee Inc Com Cash Merger EFF 02 28-2011	490	0 00	15,961 48	22,691 90
Reorg Motorola Inc Com 2065052 EFF 01- 04-2011	7,400	0.00	100,962 16	67,118 00
Reorg Novell Inc Com Cash Merger EFF 04- 27-201	1,030	0 00	6,344 49	6,097 60
Reorg /Allegheny Stock Merger Firstenergy Corp	540	0 00	28,700 30	13,089 60
Reorg /Citigroup Rev Stk Split Citigroup Inc Com	93,170	0 00	686,297 84	440,694 10
Reorg/ Genzyme Cash & Stock Merger Sanofi-Aventis	820	0 00	56,874 10	58,384 00
Reorg /CHNG with CU CHNG Oreilly Automotive	400	0 00	15,552 00	24,168 00
1st Horizon Natl Corp	756	15,180 48	9,767 45	8,905 68
3M Co	2,300	154,979.30	188,383 82	198,490 00
5th 3rd Bancorp	2,600	34,789 00	41,476 00	38,168 00
Abbott Lab	5,000	231,143 92	275,379 92	239,550 00
Abercrombie & Fitch Co CLA	300	25,195 50	7,038.00	17,289 00
ACE Ltd	1,070	0.00	59,570.43	66,607.50
Adobe Sys Inc	1,700	54,233 27	68,709 27	52,326 00
Advanced Micro Devices Inc	1,800	12,577 94	7,303 32	14,724 00
AES Corp	2,100	34,046 08	40,992 18	25,578 00
Aetna Inc	1,400	67,985.04	74,532.94	42,714.00
AFLAC Inc	1,500	75,049.84	90,132 85	84,645 00
Agilent Technologies Inc	1,100	32,774 22	38,929 22	45,573 00
Air Prod & Chem Inc	700	63,418 75	63,418 75	63,665 00

Exelon Foundation

EIN: 83-0499473

2010 Form 990-PF

Part II, Line 10b, Investment - Corporate Stock:

Description	Shares	(a) Beginning of Year Book Value \$	(b) End of Year Book Value	(c) End of Year Fair Market Value
Airgas Inc Com	300	14,204 49	14,204 49	18,738 00
AK Stl Holdg Corp Com Stk Par \$0 01	550	2,612 25	15,101 25	9,003 50
Akamai Technologies Inc	600	25,896 50	10,761 00	28,230 00
Alcoa Inc	3,100	75,327 90	87,357 40	47,709 00
Allegheny Energy Inc	400	25,288 00	0 00	0 00
Allegheny Technologies Inc	300	27,639 25	8,509 50	16,554 00
Allergan Inc	1,000	47,576 78	59,692 78	68,670 00
Allstate Corp	1,700	66,561 30	79,055 30	54,196 00
Altera Corp	980	14,786 00	20,070 46	34,868 40
Altria Group Inc	6,700	126,777 53	147,102 53	164,954 00
Amazon Com Inc.	1,134	82,818 49	114,814 53	204,120 00
Amer Elec Pwr Co Inc	1,500	51,527 22	62,297 22	53,970 00
Ameren Corp	800	26,798 25	34,929 75	22,552 00
American Express Co	3,360	158,743 22	156,894 64	144,211 20
American International Group	430	355,940 93	360,418 23	24,776 60
American Tower Corp CLA	1,300	41,096 01	54,300 51	67,132 00
Ameriprise Finl Inc	800	39,501 00	33,957 75	46,040 00
Amerisourcebergen Corp	800	17,908 00	17,908 00	27,296 00
Amgen Inc	3,120	133,233 75	150,757 50	171,288 00
Amphenol Corp CLA	600	12,400 20	21,394 46	31,668 00
Anadarko Petro Corp	1,600	88,734 24	101,930 74	121,856 00
Analog Devices Inc	900	21,335 72	27,560 72	33,903 00
Aon Corp	1,050	32,658 78	46,159 29	48,310 50
Apache Corp	1,223	95,822 49	129,880 92	145,818 30
Apartment Invt & Mgmt Co	377	20,724 05	4,342 70	9,741 68
Apollo Group Inc CLA	400	20,696 43	26,670 43	15,796 00
Apple Inc	2,929	457,514 88	560,896 80	944,778 20
Applied Materials Inc	4,300	55,651 84	71,881 13	60,415 00
Archer-Daniels-Midland Co	2,100	70,429 70	85,892 20	63,168 00
Assurant Inc	370	22,653 50	13,330 92	14,252 40
AT&T Inc	19,000	634,030 69	709,658 13	558,220 00
Autodesk Inc	700	24,273 25	29,503 75	26,740 00
Automatic Data Processing Inc	1,600	56,010 50	68,773 01	74,048 00
Autonation Inc Del	200	16,391 76	5,202 00	5,640 00
Autozone Inc	96	0 00	14,850 24	26,168 64
Avalonbay Cmnty Reit	260	18,860 27	23,891 27	29,263 00
Avery Dennison Corp	300	15,792 75	15,792 75	12,702 00
Avon Products Inc	1,400	52,226 50	52,226 50	40,684 00
Baker Hughes Inc	1,360	64,523 25	95,048 12	77,751 20
Ball Corp Com	300	8,905 50	14,039 50	20,415 00
Bank New York Mellon Corp	3,900	144,859 82	162,154 82	117,780 00
Bank of America Corp	32,342	792,198 92	877,779 36	431,442 30
Baxter Intl Inc	1,900	92,382 25	110,044 75	96,178 00
BB&T Corp	2,250	52,563 59	63,482 43	59,152 50
Becton Dickinson & Co	730	52,567 50	62,088 12	61,699 60
Bed Bath Beyond Inc	800	17,019 48	25,304 48	39,320 00
Bemis Co Inc	300	18,672 00	7,969 50	9,798 00

Exelon Foundation

EIN: 83-0499473

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Part II, Line 10b, Investment - Corporate Stock:

Description	Shares	(a) Beginning of Year Book Value \$	(b) End of Year Book Value	(c) End of Year Fair Market Value
Berkshire Hathaway Inc	5,550	0 00	429,531 27	444,610 50
Best Buy Inc	1,100	40,940 00	52,697 00	37,719 00
Big Lots Inc	300	16,434 00	5,852 00	9,138 00
Biogen Idec Inc	780	38,900.75	43,047 55	52,299.00
Block H&R Inc	1,100	14,900 00	21,554 00	13,101 00
BMC Software Inc	500	16,877 80	16,877 80	23,570 00
Boeing Co	2,400	164,035 50	189,551 51	156,624 00
Boston Scientific Corp	4,700	51,952 15	51,952 15	35,579.00
Bristol Myers Squibb Co	5,500	118,986 90	139,039 94	145,640 00
Broadcom Corp CLA	1,400	26,372 50	38,678.50	60,970 00
Brown-Forman Inc CLB	330	14,436 50	18,210 48	22,974.60
Bstn Pptys Inc	500	41,129 75	41,056 44	43,050 00
C H Robinson Worldwide Inc	500	20,831 00	26,584 00	40,095 00
C R Bard	300	28,199 00	28,199 00	27,531 00
CA Inc	1,300	22,089 24	31,281 76	31,772 00
Cablevision NY Group CL A	770	0 00	26,383 05	26,056 80
Cabot Oil & Gas Corp	300	12,753 00	16,682 00	11,355 00
Cameron Intl Corp	800	19,271 75	32,332.76	40,584 00
Campbell Soup Co	620	17,533 25	21,794.35	21,545 00
Cap 1 Fncl Com	1,400	49,547 79	62,110 29	59,584 00
Cardinal Hlth Inc	1,200	36,994 70	46,674.20	45,972 00
Carefusion Corp Com	710	14,185 80	20,562 09	18,247 00
Caramax Inc	710	0 00	13,608 22	22,634 80
Carnival Corp	1,400	55,941 50	55,941 50	64,554 00
Caterpillar Inc	2,040	115,688 75	138,487 35	191,066 40
CB Richard Ellis Group Inc	900	5,456.52	5,456 52	18,432 00
CBS Corp New CLB	2,200	42,656 00	51,081 50	41,910 00
Celgene Corp	1,500	59,221 19	76,424 18	88,710 00
Centerpoint Energy Inc	1,300	13,584 00	20,716 25	20,436 00
Centurylink Inc	948	27,631 16	34,656 16	43,769 16
Cephalon Inc	200	11,291 00	11,291 00	12,344 00
Cerner Corp	220	0 00	18,475 95	20,842.80
CF Inds Hldgs Inc	220	6,552.73	21,471 25	29,733 00
Chesapeake Energy Corp	2,100	66,130 23	74,465 97	54,411 00
Chevron Corp	6,450	502,776.35	578,313.79	588,562 50
Chubb Corp	1,010	48,352.23	53,364.51	60,236 40
Cigna Corp	900	38,027 78	45,566 78	32,994 00
Cin Fncl Corp	520	15,473.00	19,014.30	16,478 80
Cintas Corp	430	9,795 36	13,366.34	12,022.80
Cisco Systems Inc	17,780	409,433.50	456,684 80	359,689 40
Citigroup Inc	53,300	520,020 65	0.00	0 00
Citrix Sys Inc	600	15,203.00	23,778 00	41,046 00
Cliffs Nat Res Inc	400	18,348.00	18,348 00	31,204 00
Clorox Co	400	24,959 76	24,959.76	25,312.00
CME Group Inc	214	104,854 50	115,628 24	68,854.50
CMS Energy Corp	700	20,739 75	9,460 50	13,020 00
Coach Inc	1,000	24,677 52	32,276 02	55,310 00

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Part II, Line 10b, Investment - Corporate Stock:

Description	Shares	(a) Beginning of Year Book Value \$	(b) End of Year Book Value	(c) End of Year Fair Market Value
Coca Cola Co	7,400	376,095.25	431,195.51	486,698.00
Coca Cola Enterprises Inc	1,000	17,977.75	21,783.99	25,030.00
Cognizant Technology Solutions Corp	960	22,622.74	35,707.74	70,358.40
Colgate-Palmolive Co	1,530	98,805.00	117,382.10	122,966.10
Comcast Corp	9,200	139,307.80	161,127.39	202,124.00
Comerica Inc	570	2,157.75	19,717.85	24,076.80
Computer Sci Corp	600	19,154.00	30,487.00	29,760.00
Compuware Corp	720	369.25	6,210.07	8,402.40
Conagra Foods Inc	1,400	25,629.78	32,633.28	31,612.00
Conocophillips Com	4,710	342,436.84	371,729.37	320,751.00
Cons Edison Inc	900	33,052.98	42,209.98	44,613.00
Consol Energy Inc	738	31,533.41	46,305.41	35,970.12
Constellation Brands Inc	500	11,809.25	11,809.25	11,075.00
Constellation Energy Group Inc Maryland	621	42,944.10	49,786.60	19,021.23
Corning Inc	5,000	96,155.15	110,480.65	96,600.00
Costco Wholesale Corp	1,400	75,222.75	92,953.11	101,094.00
Coventry Health Care Inc	470	13,627.02	9,490.29	12,408.00
CSX Corp	1,210	43,923.50	54,756.35	78,178.10
Cummins Inc	646	43,316.55	35,286.85	71,066.46
CVS Caremark Corp	4,340	155,000.42	165,642.14	150,901.80
D R Horton Inc	700	9,150.75	9,150.75	8,351.00
Danaher Corp	1,720	56,969.48	69,604.08	81,132.40
Darden Restaurants Inc	400	8,028.75	11,924.75	18,576.00
Davita Inc	300	17,596.50	17,596.50	20,847.00
Dean Foods Co	900	18,536.76	18,536.76	7,956.00
Deer & Co	1,330	99,282.00	110,718.49	110,456.50
Dell Inc	5,500	111,025.20	121,382.89	74,525.00
Denbury Res Inc Hldg Co.	1,300	10,347.12	23,181.62	24,817.00
Dentsply Intl Inc	400	9,964.00	9,964.00	13,668.00
Devon Energy Corp	1,374	101,510.55	116,665.99	107,872.70
Devry Inc Del Com	200	10,485.50	10,485.50	9,596.00
Diamond Offshore Drilling Inc	200	12,271.50	12,271.50	13,374.00
DirecTV Group Inc	2,780	72,488.50	78,527.64	111,005.40
Discover Finl Svcs	1,700	16,471.73	25,344.71	31,501.00
Discovery Communications Inc New	900	0.00	27,758.52	37,530.00
Dominion Res Inc VA	1,900	72,133.48	83,801.47	81,168.00
Donnelley R R & Sons Co	500	18,551.25	18,551.25	8,735.00
Dover Corp	600	22,432.25	27,907.75	35,070.00
Dow Chemical Co	3,700	103,159.52	121,624.28	126,318.00
Dr Pepper Snapple Group Inc	800	13,992.00	19,671.50	28,128.00
DTE Energy Co	500	17,713.00	21,892.00	22,660.00
Du Pont E I De Nemours & Co	2,900	105,945.32	119,665.08	144,652.00
Duke Energy Corp	4,200	66,814.32	78,689.54	74,802.00
Dun & Bradstreet Corp Del	130	14,204.00	9,232.60	10,671.70
E*Trade Fin Corp	490	0.00	6,994.26	7,840.00
Eastman Chem Co	200	10,742.00	10,742.00	16,816.00
Eastman Kodak Co	700	15,014.72	0.00	0.00

Exelon Foundation

EIN: 83-0499473

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Part II, Line 10b, Investment - Corporate Stock:

Description	Shares	(a) Beginning of Year Book Value \$	(b) End of Year Book Value	(c) End of Year Fair Market Value
Eaton Corp	540	37,612.25	48,229.25	54,815.40
Ebay Inc	3,600	93,193.16	107,211.44	100,188.00
Ecolab Inc	700	34,401.49	34,401.49	35,294.00
Edison Intl	1,000	42,465.04	49,490.04	38,600.00
El Paso Corp	2,300	27,634.08	35,078.30	31,648.00
Electr Arts	1,060	45,289.99	49,840.98	17,362.80
Eli Lilly & Co	3,300	139,915.52	157,618.77	115,632.00
EMC Corp	6,600	97,573.19	116,663.69	151,140.00
Emerson Electric Co	2,400	113,255.50	126,642.49	137,208.00
Ensco Intl Inc	400	24,132.26	0.00	0.00
Entergy Corp	603	61,564.52	63,958.01	42,710.49
EOG Resources Inc	800	62,124.98	71,854.98	73,128.00
EQT Corp Com	400	9,552.99	13,820.99	17,936.00
Eqty Resdntl Eff 5/15/02	900	26,529.48	33,176.48	46,755.00
Equifax Inc	300	10,646.76	10,646.76	10,680.00
Estee Lauder Companies Inc	400	0.00	14,444.00	32,280.00
Exelon Corp	2,100	139,265.70	153,854.70	87,444.00
Expedia Inc Del	670	15,276.25	20,060.34	16,810.30
Expeditors Intl Wash Inc	700	21,827.25	28,807.25	38,220.00
Express Scripts Inc	1,690	67,445.52	62,858.52	91,344.50
Exxon Mobil Corp	16,168	1,180,041.20	1,389,576.46	1,182,203.76
FS Networks Inc	260	0.00	35,087.00	33,841.60
Family DLR Stores Inc	440	5,667.75	11,292.95	21,872.40
Fastenal Co	470	11,139.00	19,077.70	28,157.70
Fedex Corp	1,000	82,084.28	82,084.28	93,010.00
Fedt Investors Inc	290	17,861.50	6,998.42	7,589.30
Fidelity Natl Information Svcs Inc	900	21,852.73	21,852.73	24,651.00
First Solar Inc Com	173	20,830.13	26,470.78	22,514.22
Firstenergy Corp	1,000	58,521.24	67,815.24	37,020.00
Fiserv Inc	480	22,313.00	25,386.10	28,108.80
Flir Sys Inc Com	450	1,461.66	14,428.42	13,387.50
Flowserve Corp	180	7,693.00	16,300.20	21,459.60
Fluor Corp	612	29,907.89	39,877.89	40,551.12
FMC Corp Com (NEW)	230	14,690.49	11,262.71	18,374.70
FMC Technologies	400	11,273.25	16,992.25	35,564.00
Ford Mtr Co Del	12,020	54,581.00	98,522.27	201,815.80
Forest Laboratories Inc	1,000	24,956.75	34,357.25	31,980.00
Fortune Brands Inc	490	28,777.00	33,289.60	29,522.50
Fractional First Horizon National Corp	144,646	0.00	0.00	0.00
Freeport-McMoran Copper & Gold Inc	1,496	104,737.25	136,656.65	179,654.60
Frkln Res Inc	479	42,678.81	53,941.67	53,269.59
Frontier Communications Corp	3,384	23,075.00	31,639.47	32,926.32
Gamestop Corp	400	24,111.00	24,111.00	9,152.00
Gannett Inc	770	19,014.25	23,120.71	11,619.30
Gap Inc	1,500	22,693.77	30,834.77	33,210.00
General Dynamics Corp	1,200	87,660.77	101,713.77	85,152.00
General Electric Co	34,200	956,797.07	1,041,635.57	625,518.00

Exelon Foundation

EIN: 83-0499473

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Part II, Line 10b, Investment - Corporate Stock:

Description	Shares	(a) Beginning of Year Book Value \$	(b) End of Year Book Value	(c) End of Year Fair Market Value
General Mills Inc	2,000	57,081 00	57,081 00	71,180 00
Genuine Parts Co	510	18,165.56	22,272 09	26,183 40
Genworth Finl Inc	1,600	25,129 50	32,968 50	21,024.00
Genzyme Corp	700	52,034 00	0 00	0 00
Gilead Sciences Inc	2,690	113,538 42	121,700.66	97,485 60
Goldman Sachs Group	1,654	249,422 06	296,057 34	278,136 60
Goodrich Corporation	400	20,883.75	27,464.75	35,228 00
Goodyear Tire & Rubber Co	600	16,160 52	16,160.52	7,110 00
Google Inc CLA	797	418,750 37	499,546 37	473,394.10
Grainger W W Inc	200	17,247 50	17,247 50	27,622 00
H J Heinz	1,000	36,445 27	44,920 27	49,460.00
Halliburton Co	2,900	90,760.85	104,154.61	118,407 00
Harley Davidson Inc	760	27,546.48	32,518 18	26,349 20
Harman Intl Inds Inc	220	6,875 50	8,193 17	10,186.00
Harris Corp	400	10,979.01	15,476 01	18,120 00
Hartford Finl Svcs Group Inc	1,400	76,124.22	84,477 72	37,086 00
Hasbro Inc	450	1,257 62	13,898 62	21,231 00
HCP Inc	990	26,205.45	33,105 55	36,422.10
Health Care Reit Inc	430	9,915 00	16,145 95	20,485 20
Helmerich & Payne Inc	300	0.00	11,665 50	14,544 00
Hershey Co formerly Hershey Foods Corp	500	15,559.00	19,331 00	23,575 00
Hess Corp	975	72,523.24	85,555 24	74,626.50
Hewlett Packard Co	7,270	318,119.50	358,294 25	306,067 00
Home Depot Inc	5,340	123,239.72	141,386 79	187,220 40
Honeywell Intl Inc	2,500	115,339.79	136,681 79	132,900 00
Hormel Foods Corp	230	6,178.00	9,613 91	11,789 80
Hospira Inc	500	16,902 00	22,117.50	27,845 00
Host Hotels & Resorts Inc	2,028	20,728 33	30,620 33	36,240 36
Hudson City Bancorp Inc	1,690	17,930 04	23,861.88	21,530.60
Humana Inc	500	31,507 00	36,189 00	27,370 00
Huntington Bancshares Inc	2,300	23,070 42	9,662 07	15,801 00
Ill Tool Wks Inc	1,610	52,684 50	82,425.77	85,974.00
Ingersoll-Rand PLC	1,120	0 00	45,694.32	52,740.80
Integrus Energy Group Inc	300	24,390.50	10,641 00	14,553 00
Intel Corp	17,800	373,240 68	425,823 18	374,334 00
Intercontinental Exchange Inc	236	18,821.56	26,832 80	28,119.40
International Business Machs Corp	3,984	384,331.52	430,677.16	584,691 80
Interpublic Group Companies Inc	1,570	8,774 70	13,627 78	16,673 40
Intl Flavors & Fragrances Inc	250	2,361.12	11,059 69	13,897.50
Intl Game Tech	940	30,298 73	26,585 01	16,628 60
Intl Paper Co	1,370	44,764 12	37,412 84	37,318 80
Intuit Com	890	21,856.87	27,811 47	43,877 00
Intuitive Surgical Inc	123	25,381.56	34,668 66	31,703.25
Invesco Ltd	1,400	22,814 46	34,550.96	33,684.00
Iron Mtn Inc	650	9,195 96	14,290 96	16,256 50
ITT Corp Inc	590	31,773 50	36,084 50	30,744 90
Jabil Circuit Inc	700	20,216 25	7,486 50	14,063 00

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Part II, Line 10b, Investment - Corporate Stock:

Description	Shares	(a) Beginning of Year Book Value \$	(b) End of Year Book Value	(c) End of Year Fair Market Value
Jacobs Engr Group Inc	400	29,073.75	33,071.25	18,340.00
Janus Cap Group Inc	590	19,866.75	6,132.99	7,652.30
JDS Uniphase Corp	500	6,588.25	6,588.25	7,240.00
Johnson & Johnson	8,810	496,662.00	574,165.11	544,898.50
Johnson Ctl Inc	2,200	62,358.06	71,039.07	84,040.00
JPMorgan Chase & Co	12,665	471,634.44	551,522.40	537,249.30
Juniper Networks Inc	1,700	38,715.96	51,766.21	62,764.00
Kellogg Co	800	31,126.50	41,797.50	40,864.00
Keycorp New	2,800	25,801.75	31,887.28	24,780.00
Kimberly-Clark Corp	1,300	74,794.50	87,260.50	81,952.00
Kimco Rlty Corp	1,300	21,869.52	31,476.44	23,452.00
King Pharmaceuticals Inc	50	511.29	0.00	0.00
KLA-Tencor Corp	540	18,638.00	23,542.68	20,865.60
Kohls Corp	1,000	35,136.74	45,633.74	54,340.00
Kraft Foods Inc	5,500	127,391.00	170,750.76	173,305.00
Kroger Co	2,100	41,459.04	51,570.04	46,956.00
L-3 Communications Hold Corp	393	30,696.32	39,508.82	27,702.57
Laboratory Corp Amer Hldgs Com	300	22,690.74	22,690.74	26,376.00
Lauder Estee Cos Inc	400	14,444.00	0.00	0.00
Legg Mason Inc	500	21,640.74	27,925.74	18,135.00
Leggett & Platt Inc	400	6,868.00	6,868.00	9,104.00
Lennar Corp CLA	500	17,506.76	7,677.50	9,375.00
Leucadia Natl Corp	650	2,306.00	17,715.50	18,967.00
Lexmark Intl Inc	300	6,822.50	7,855.35	10,446.00
Life Technologies Corp	600	17,241.99	21,104.24	33,300.00
Lincoln Natl Corp	1,100	46,240.98	46,240.98	30,591.00
Linear Tech Corp	700	15,475.25	21,592.25	24,213.00
Lockheed Martin Corp	1,009	93,273.48	100,828.48	70,539.19
Lowes Corp Com	1,020	46,043.55	48,179.85	39,688.20
Lorillard Inc	500	27,744.52	35,597.52	41,030.00
Lowes Cos Inc	4,460	90,498.92	98,886.63	111,856.80
LSI Corp	1,700	8,415.17	8,415.17	10,183.00
LTD Brands	850	12,937.75	17,240.76	26,120.50
M&T BK Corp	380	16,056.50	30,820.29	33,079.00
Macys Inc	1,300	25,206.50	30,401.51	32,890.00
Marathon Oil Corp	2,300	110,847.27	123,894.79	85,169.00
Marriott Intl Inc	916	23,031.64	30,476.43	38,050.64
Marsh & McLennan Co's Inc	1,700	44,232.46	44,232.46	46,478.00
Marshall & Ilsley Corp	1,800	25,950.96	25,950.96	12,456.00
Masco Corp	900	18,833.22	18,833.22	11,394.00
Massey Energy Co	300	28,874.52	8,607.39	16,095.00
Mastercard Inc	309	61,589.75	72,828.95	69,249.99
Mattel Inc	1,150	16,870.23	21,818.98	29,244.50
McCormick & Co Inc	400	12,970.00	12,970.00	18,612.00
McDonalds Corp	3,410	173,953.11	199,457.98	261,751.60
McAfee Inc Com	400	11,713.52	0.00	0.00
McGraw Hill Companies Inc	1,000	34,586.96	41,317.96	36,410.00

Exelon Foundation

EIN: 83-0499473

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Part II, Line 10b, Investment - Corporate Stock:

Description	Shares	(a) Beginning of Year Book Value \$	(b) End of Year Book Value	(c) End of Year Fair Market Value
McKesson Corp	810	44,796.78	51,315.19	57,007.80
Mead Johnson Nutrition	700	0.00	31,713.50	43,575.00
Meadwestvaco Corp	550	12,475.00	16,164.99	14,388.00
Medco Health Solutions Inc	1,348	64,526.40	71,068.65	82,591.96
Medtronic Inc	3,600	148,268.98	171,289.23	133,524.00
MEMC Electr Matls Inc	600	51,403.25	51,403.25	6,756.00
Merck & Co Inc	9,935	382,768.48	440,747.58	358,057.40
Meredith Corp	100	5,406.25	0.00	0.00
Metlife Inc	2,860	119,150.95	144,174.05	127,098.40
Metropcs Communications Inc	800	10,002.00	10,002.00	10,104.00
Microchip Technology Inc	500	11,415.50	11,415.50	17,105.00
Micron Tech Inc	2,700	12,690.54	22,549.05	21,654.00
Microsoft Corp	24,300	722,604.79	807,990.50	678,456.00
Millipore Corp	50	3,341.50	0.00	0.00
Molex Inc	500	20,951.23	9,198.20	11,360.00
Molson Coors Brewing Co	510	19,669.25	25,007.25	25,596.90
Monsanto Co	1,800	159,884.23	185,275.48	125,352.00
Monster Worldwide Inc	420	22,255.75	6,670.65	9,924.60
Moodys Corp	650	17,638.25	21,600.73	17,251.00
Morgan Stanley	4,850	165,084.73	198,804.23	131,968.50
Motorola Inc	6,300	92,421.21	0.00	0.00
Murphy Oil Corp	600	42,606.00	48,561.00	44,730.00
Mylan Inc	1,400	13,042.53	23,665.03	29,582.00
Nabors Industries Com	900	19,698.77	24,379.77	21,114.00
Nasdaq OMX Group	600	17,706.00	13,275.00	14,226.00
National Oilwell Varco	1,300	84,996.70	89,633.20	87,425.00
Natl Semiconductor Corp	600	12,852.48	12,852.48	8,256.00
Netapp Inc	1,100	19,630.96	29,528.95	60,456.00
Netflix Inc	140	0.00	24,943.80	24,598.00
New York Times Co	300	5,198.76	0.00	0.00
Newell Rubbermaid Inc	1,010	17,831.73	23,475.22	18,361.80
Newfield Exploration	430	0.00	30,548.83	31,007.30
Newmont Mining Corp	1,600	66,276.71	81,302.72	98,288.00
News Corp	7,200	118,235.34	130,857.84	104,832.00
Nextera Energy Inc	1,300	0.00	82,741.00	67,587.00
Nicor Inc	150	13,942.25	4,893.00	7,488.00
Nike Inc	1,200	61,489.25	74,459.25	102,504.00
Nisource Inc	890	11,398.50	14,792.81	15,681.80
Noble Energy Inc	600	32,020.00	47,006.00	51,648.00
Nordstrom Inc	530	14,380.00	19,572.20	22,461.40
Norfolk Southn Corp	1,200	44,812.26	60,993.27	75,384.00
Northeast Utilities Com	560	8,406.00	13,248.30	17,852.80
Northern Trust Corp	800	41,071.25	51,282.25	44,328.00
Northrop Grumman Corp	940	77,520.99	64,942.59	60,893.20
Novell Inc	3,500	18,121.50	0.00	0.00
Novellus Sys Inc	300	8,053.74	8,053.74	9,696.00
NRG Energy Inc.	800	0.00	17,527.04	15,632.00

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Part II, Line 10b, Investment - Corporate Stock:

Description	Shares	(a) Beginning of Year Book Value \$	(b) End of Year Book Value	(c) End of Year Fair Market Value
Nucor Corp	1,000	47,548.78	57,398.04	43,820.00
Nvidia Corp	1,800	42,898.31	52,050.16	27,720.00
NYSE Euronext	800	51,198.48	56,457.74	23,984.00
O Reilly Automotive Inc Com	400	15,552.00	0.00	0.00
Occidental Pete Corp	2,600	172,038.76	205,114.28	255,060.00
Office Depot Inc	2,700	21,526.98	0.00	0.00
Omnicom Group Inc	1,000	37,248.00	45,131.26	45,800.00
Oneok Inc	300	0.00	14,364.00	16,641.00
Oracle Corp	12,410	241,189.48	280,560.26	388,433.00
Owens Ill Inc.	520	9,280.00	12,780.10	15,964.00
Paccar Inc	1,200	48,224.25	59,938.11	68,904.00
Pactiv Corp	50	1,301.12	0.00	0.00
Pall Corp	300	12,056.76	12,056.76	14,874.00
Parker-Hannifin Corp	500	29,401.00	35,177.00	43,150.00
Patterson Cos Inc	310	13,720.50	8,803.41	9,495.30
Paychex Inc	1,000	28,208.00	34,535.00	30,910.00
Peabody Energy Corp	900	43,822.73	53,474.73	57,582.00
Penny J C Co Inc	800	21,006.25	28,921.75	25,848.00
Peoples UTD Finl Inc	1,100	13,566.48	18,231.48	15,411.00
Pepco Hldgs Inc	720	14,593.25	18,781.06	13,140.00
Pepsico Inc	5,162	312,850.86	365,478.39	337,233.50
Perkinelmer Inc	400	17,504.73	5,598.84	10,328.00
Pfizer Inc	25,944	473,144.91	545,067.89	454,279.40
PG&E Corp	1,200	38,364.46	51,600.46	57,408.00
Philip Morris Intl Inc	5,820	280,327.73	300,280.19	340,644.60
Pinnacle W. Cap Corp	300	21,717.50	10,018.50	12,435.00
Pioneer Nat Res Co	370	10,491.99	15,515.19	32,123.40
Pitney Bowes Inc	600	13,473.00	13,473.00	14,508.00
Plum Creek Timber Co Inc	520	18,161.00	22,002.05	19,474.00
PNC Financial Services Group	1,696	99,247.01	120,929.51	102,981.10
Polo Ralph Lauren Corp	200	12,155.50	12,155.50	22,184.00
PPG Ind Inc	500	27,472.00	33,612.00	42,035.00
PPL Corp	1,500	45,816.21	63,129.72	39,480.00
Praxair Inc	1,000	70,058.24	86,452.24	95,470.00
Precision Castparts Corp	458	58,255.50	58,255.50	63,758.18
Priceline Com Inc	155	23,993.69	32,105.17	61,930.25
Principal Finl Group Inc	1,030	49,459.02	52,929.51	33,536.80
Procter & Gamble Co	8,980	559,656.80	613,174.85	577,683.40
Progress Energy Inc	900	32,447.50	40,245.50	39,132.00
Progressive Corp	2,200	29,805.92	40,174.94	43,714.00
Prologis SH Ben Int	1,830	43,780.50	52,322.20	26,425.20
Prudential Finl Inc	1,500	106,428.30	117,067.80	88,065.00
Pub Service Enterprise Group Inc	1,600	70,772.52	70,772.52	50,896.00
Pub Storage	450	22,337.76	35,043.26	45,639.00
Pulte Homes Inc	792	12,666.36	12,666.36	5,955.84
QEP Res Inc	600	0.00	20,769.81	21,786.00
Qlogic Corp	300	4,167.75	4,167.75	5,106.00

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Part II, Line 10b, Investment - Corporate Stock:

Description	Shares	(a) Beginning of Year Book Value \$	(b) End of Year Book Value	(c) End of Year Fair Market Value
Qualcomm Inc	5,150	177,540.82	209,418.64	254,873.50
Quanta Svcs Inc Com	680	9,955.00	13,514.70	13,545.60
Quest Diagnostics Inc	500	20,859.00	26,453.00	26,985.00
Questar Corp	400	22,053.00	0.00	0.00
Qwest Communications Intl Inc	5,580	25,858.19	36,741.99	42,463.80
Radioshack Corp Del	400	764.75	8,737.00	7,396.00
Range Res Corp	500	21,092.00	26,021.00	22,490.00
Raytheon Co	1,200	60,201.50	70,766.50	55,608.00
Red Hat Com	600	13,465.98	13,465.98	27,390.00
Regions Finl Corp	3,800	43,157.04	49,317.54	26,600.00
Republic Svcs Inc	1,015	19,370.72	25,139.72	30,307.90
Reynolds American Inc	1,000	26,243.00	31,584.50	32,620.00
Robert Half Intl Inc	400	10,389.00	10,389.00	12,240.00
Rockwell Automation	400	26,898.00	23,239.00	28,684.00
Rockwell Collins Inc	500	28,464.00	34,150.25	29,130.00
Roper Inds Inc	300	0.00	15,722.25	22,929.00
Ross Stores Inc. Com	390	13,186.50	17,893.50	24,667.50
Rowan Companies Inc	370	24,787.74	11,622.11	12,916.70
Ryder Sys Inc	200	22,539.50	7,882.00	10,528.00
S.W. Airl Co	2,400	20,607.23	28,525.49	31,152.00
Safeway Inc	1,300	33,760.50	40,119.00	29,237.00
SAIC INC COM	800	15,428.48	15,428.48	12,688.00
Salesforce Com	362	10,458.99	17,383.77	47,784.00
Sandisk Corp	700	12,271.00	12,271.00	34,902.00
Sara Lee Corp	2,200	27,239.27	33,241.77	38,522.00
Scana Corp New Com	300	10,176.99	10,176.99	12,180.00
Schlumberger Ltd	4,417	311,356.27	399,945.81	368,819.50
Schwab Charles Corp	3,100	61,592.42	71,124.92	53,041.00
Scripps Networks Interactive Inc	290	8,121.17	12,352.05	15,007.50
Sealed Air Corp	400	9,217.00	9,217.00	10,180.00
Sears Hldgs Corp	170	17,706.42	17,706.42	12,537.50
Sempra Energy Inc	800	37,055.46	47,929.46	41,984.00
Sherwin-Williams Co	300	16,318.75	16,318.75	25,125.00
Sigma-Aldrich Corp	390	16,076.04	20,948.19	25,958.40
Simon Ppty Group Inc	928	59,018.22	74,260.57	92,326.72
SLM Corp	1,560	23,466.96	27,528.66	19,640.40
Smith Intl Inc	500	37,602.25	0.00	0.00
Smucker J M Co	400	11,914.50	17,865.50	26,260.00
Snap-On Inc	200	16,174.24	7,642.66	11,316.00
Southern Co	2,600	78,679.04	95,280.29	99,398.00
Southwestern Energy CO	1,100	47,814.77	47,814.77	41,173.00
Spectra Energy Corp	2,200	51,767.27	51,767.27	54,978.00
Sprint Nextel Corp	9,600	86,149.80	98,194.80	40,608.00
St Jude Med Inc	1,100	35,905.02	43,831.52	47,025.00
Stanley Black & Decker Inc	535	0.00	28,236.38	35,775.45
Staples Inc	2,300	37,937.20	53,118.70	52,371.00
Starbucks Corp	2,300	44,679.30	44,679.30	73,899.00

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Part II, Line 10b, Investment - Corporate Stock:

Description	Shares	(a) Beginning of Year Book Value \$	(b) End of Year Book Value	(c) End of Year Fair Market Value
Starwood Hotels & Resorts Worldwide Inc	600	17,157.00	24,680.50	36,468.00
State Str Corp	1,600	96,415.73	105,299.73	74,144.00
Stericycle Inc	270	11,258.00	16,271.40	21,848.40
Stryker Corp	1,090	53,983.02	68,591.92	58,533.00
Sun TR Banks Inc	1,600	53,273.99	64,905.74	47,216.00
Sunoco Inc	450	3,650.62	14,965.14	18,139.50
Super Valu Inc	500	17,542.25	17,542.25	4,815.00
Symantec Corp	2,600	32,256.00	43,290.00	43,524.00
Sysco Corp	1,900	55,493.02	55,493.02	55,860.00
T Rowe Price Group Inc.	800	35,419.50	46,299.00	51,632.00
Target Corp	2,300	103,771.78	113,790.44	138,299.00
Teco Energy Inc	700	20,825.75	9,565.50	12,460.00
Tellabs Inc	1,000	6,409.50	6,409.50	6,780.00
Tenet Healthcare Corp	1,560	12,662.46	6,933.89	10,436.40
Teradata Corp	540	10,909.00	15,241.83	22,226.40
Teradyne Inc	400	4,049.00	4,049.00	5,616.00
Tesoro Corp	460	26,923.26	6,192.41	8,528.40
Texas Instrs Inc	3,830	109,669.11	117,130.25	124,475.00
Textron Inc	850	774.19	17,576.67	20,094.00
Thermo Fisher Corp	1,300	60,955.00	70,844.00	71,968.00
Tiffany & Co	400	13,248.75	18,009.75	24,908.00
Time Warner Cable Inc	1,126	44,275.11	49,262.91	74,349.78
Time Warner Inc USD	3,563	106,885.08	115,529.38	114,621.70
Titanium Metals Corp	290	5,227.50	5,785.41	4,982.20
TJX Cos Inc	1,280	28,083.50	38,828.16	56,819.20
Torchmark Corp	210	24,770.49	8,948.79	12,545.40
Total Sys Svcs Inc	630	13,534.25	9,601.45	9,689.40
Travelers Cos Inc	1,510	79,146.75	78,343.32	84,122.10
Tyco International LTD (Switzerland)	1,630	0.00	62,337.56	67,547.20
Tyson Foods Inc	1,000	23,202.04	12,813.20	17,220.00
Union Pac Corp	1,624	88,249.10	101,700.86	150,479.80
United Parcel Svc Inc	3,200	184,154.25	215,571.75	232,256.00
United STS STL Corp	475	31,450.19	44,107.19	27,749.50
United Technologies Corp	3,000	188,960.10	217,630.86	236,160.00
United Health Group Inc	3,550	176,356.12	180,991.22	128,190.50
Unum Group	1,100	18,756.00	24,561.99	26,642.00
Urban Outfitters Inc	400	0.00	12,355.52	14,324.00
US Bancorp	6,150	152,435.74	174,242.20	165,865.50
V F Corp	300	13,647.50	21,098.00	25,854.00
Valero Energy Corp	1,800	90,617.28	99,749.78	41,616.00
Varian Med Sys Inc	390	15,792.75	20,515.05	27,019.20
Ventas Inc Reit	500	7,017.51	15,740.01	26,240.00
Verisign Inc	500	18,706.25	18,706.25	16,335.00
Verizon Communications	9,100	322,271.98	340,641.48	325,598.00
Viacom Inc	2,000	64,623.75	79,625.25	79,220.00
Visa Inc.	1,590	104,405.04	135,739.02	111,904.20
Vornado Rlty Tr	539	40,751.23	40,456.59	44,914.87

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Part II, Line 10b, Investment - Corporate Stock:

Description	Shares	(a) Beginning of Year Book Value \$	(b) End of Year Book Value	(c) End of Year Fair Market Value
Vulcan Materials Co	500	23,151.75	33,579.75	22,180.00
Wal-Mart Stores Inc	6,280	289,470.50	299,147.55	338,680.40
Walgreen Co	2,970	100,489.43	110,338.41	115,711.20
Walt Disney Co	6,200	159,628.45	193,953.40	232,562.00
Wash Post Co	19	23,634.00	8,507.63	8,350.50
Waste Mgmt Inc	1,450	38,889.96	47,514.56	53,461.50
Waters Corp	300	21,629.50	21,629.50	23,313.00
Watson Pharmaceuticals Inc	350	1,753.75	13,722.49	18,077.50
Wellpoint Inc	1,280	113,501.31	107,185.40	72,780.80
Wells Fargo & Co	16,775	544,836.35	623,828.40	519,857.30
Western Union Co	2,200	41,679.54	49,638.78	40,854.00
Westn Digital Corp Com	700	12,677.00	21,838.00	23,730.00
Weyerhaeuser Co	1,892	35,901.25	63,390.85	35,815.56
Whirlpool Corp	200	15,839.50	15,839.50	17,766.00
Whole Foods Mkt Inc	500	12,125.76	19,442.76	25,295.00
William sCo Inc	1,900	50,230.46	61,407.96	46,968.00
Windstream Corp	1,540	13,952.73	18,968.64	21,467.60
WIS Energy	370	12,410.01	16,482.61	21,778.20
Wyndham Worldwide Corp	570	9,383.00	14,075.10	17,077.20
Wynn Resorts Ltd	240	6,193.00	9,754.96	24,921.60
Xcel Energy Inc	1,500	22,261.50	32,771.00	35,325.00
Xerox Corp	4,280	35,076.58	52,494.42	49,305.60
Xilinx Inc	900	12,726.66	20,124.15	26,082.00
XL Cap Ltd	700	25,804.01	0.00	0.00
XL Group PLC	1,100	0.00	33,122.01	24,002.00
XTO Energy Inc	1,600	79,076.29	0.00	0.00
Yahoo Inc	4,320	85,337.21	92,716.11	71,841.60
Yum Brands Inc	1,500	55,600.13	55,600.13	73,575.00
Zimmer Hldgs Inc	600	39,840.48	39,840.48	32,208.00
Zions Bancorp	500	23,208.66	12,283.50	12,115.00

Total Corporate Stock

32,874,321.64

38,279,285.97

36,649,622.28