

Edgar Filing: CONSTELLATION ENERGY GROUP INC - Form U-3A-2

CONSTELLATION ENERGY GROUP INC
Form U-3A-2
February 28, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C.

FORM U-3A-2

Statement by Holding Company Claiming Exemption Under Rule U-3A-2 from the
Provisions of the Public Utility Holding Company Act of 1935

To Be Filed Annually Prior to March 1

Constellation Energy Group, Inc.

hereby files with the Securities and Exchange Commission, pursuant to Rule 2 its
statement claiming exemption as a holding company from the provisions of the
Public Utility Holding Company Act of 1935 and submits the following
information:

1. Name, state of organization, location and nature of business
of claimant and every subsidiary thereof, other than any exempt wholesale
generator (EWG) or foreign utility company in which claimant directly or
indirectly holds an interest.

Name	State of Organization	Location and Nature of
Constellation Energy Group, Inc.	MD	Baltimore, MD - holding
Subsidiaries of Constellation Energy Group, Inc.		
Baltimore Gas and Electric Company	MD	Baltimore, MD - public
Constellation Enterprises, Inc.	MD	Baltimore, MD - holding
Constellation Nuclear, LLC	MD	Baltimore, MD - holding
New Constellation Energy Group, Inc.	MD	Baltimore, MD - Inactiv

Subsidiaries of Baltimore Gas and Electric Company

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District Chilled Water General Partnership	MD	Baltimore, MD - district water systems
BGE Capital Trust I	DE	Baltimore, MD - business
Silicon Power Corporation	PA	Malvern, PA - manufacturing

Subsidiaries of Constellation Nuclear, LLC

Constellation Nuclear Services, Inc.	MD	Baltimore, MD - nuclear consulting services
Constellation Nuclear Power Plants, Inc.	DE	Baltimore, MD - nuclear company
Constellation Nuclear Services, LLC	DE	Inactive. To be dissolved

Subsidiary of Constellation Nuclear Power Plants, Inc.

Calvert Cliffs Nuclear Power Plant, LLC	DE	Inactive. To be dissolved
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Subsidiaries of Constellation Enterprises, Inc.

Constellation Energy Source, Inc. (CES)	DE	Baltimore, MD - energy
BGE Home Products & Services, Inc. (HPS)	MD	Baltimore, MD - energy
Constellation Holdings, Inc.	MD	Baltimore, MD - holding

Subsidiary of Constellation Energy Source, Inc.

North Shore District Energy, LLC	DE	Baltimore, MD - operation and maintenance of an energy
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Subsidiaries of BGE Home Products & Services, Inc.

BGE Commercial Building Systems, Inc.	MD	Baltimore, MD - energy
HPS Receivables, Inc.	MD	Baltimore, MD - special

financing sub

Power Provider, LLC	DE	Baltimore, MD - Inactiv
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2

Subsidiaries of Constellation Holdings, Inc.

Constellation Power, Inc. (CPI)	MD	Baltimore, MD - holding for generation and other related investments and operation
Constellation Investments, Inc. (CII)	MD	Baltimore, MD - financial investments
Constellation Real Estate Group, Inc. (CREG)	MD	Baltimore, MD - real es
Constellation Power Source Holdings, Inc.	MD	Baltimore, MD - merchant business holding compan

Subsidiaries of Constellation Power Source Holdings, Inc.

Constellation Power Source Enterprises, Inc.	DE	Baltimore, MD - Inactiv
Constellation Power Source, Inc.	DE	Baltimore, MD - power m and trading

Subsidiaries of Constellation Power Source, Inc.

Constellation Power Source Maine, LLC	DE	Baltimore, MD - retail electricity in Maine
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Subsidiaries of Constellation Power Source Enterprises, Inc.

Constellation Power Source Generation, LLC	DE	Inactive. To be dissol
Constellation Power Source, LLC	DE	Inactive. To be dissol

Subsidiaries of Constellation Power, Inc.

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Cabazon Wind Partners, LLC	CA	San Geronio Pass, CA - LLC for an electric generating facility development has been terminated interest to Cannon Power Corporation 11/15/01.
Endless Mountain Energy, LLC	MD	Inactive. Sold interest 3/30/01.
Wisconsin Power Projects, LLC	MD	New Berlin, WI - LLC formed to own and operate a natural gas-peaking plant. Sold 70% membership interest on 11/30/01.
Mammoth-Pacific Limited Partnership	CA	Mammoth Lakes, CA - partnership that owns a QF facility
Mammoth Power Associates, L.P.	CA	Mammoth Lakes, CA - power development geothermal leases
CE SEGS IX, Inc.	MD	Montgomery County, MD - owners in a partnership that owns a solar facility
CD Mammoth Lakes I, Inc.	MD	Mammoth Lakes, CA - ownership partnership that owns a QF facility
CD Mammoth Lakes II, Inc.	MD	Mammoth Lakes, CA - ownership partnership that owns a QF facility
Soda Lake Resources Partnership	NV	Fallon, NV - ownership of geothermal for a QF facility

CD Ormesageo 1H-A, Inc.	MD	VA and WV - member of an LLC that has an interest in a partnership that owns processing facilities
CD Ormesageo 1H-B, Inc.	MD	VA and WV - member of an LLC that has an interest in a partnership that owns processing facilities
CD Ormesageo 1H-C, Inc.	MD	VA and WV - member of an LLC that has an interest in a partnership that owns processing facilities
Panther Creek Holdings, Inc.	DE	Carbon County, PA - ownership of several Corporations that own interest in several Partnerships that owns interest in several Partnerships that is the lessee in the sale/leaseback of a QF facility

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Panther Creek Energy, Inc.	DE	Inactive
Panther Creek Partners	DE	Carbon County, PA - partnership interest in a QF facility as lessee in a sale/leaseback
CD Panther I, Inc.	MD	Carbon County, PA - ownership partnership that owns an interest in a QF facility as lessee in a sale/leaseback of a QF facility
CD Panther II, Inc.	MD	Carbon County, PA - ownership partnership that owns an interest in a QF facility as lessee in a sale/leaseback of a QF facility
CD Soda SLR, Inc.	MD	Fallon, NV - ownership interest in a QF facility as lessee in a sale/leaseback of a QF facility
AMOR IV Corporation	DE	Fallon, NV - provides geothermal energy to lessee in a sale/leaseback of a QF facility
AMOR IX Corporation	DE	Fallon, NV - lessee in a sale/leaseback of a QF facility
ACE Operating Partners	CA	Trona, CA - partnership that owns a QF facility
Inter-Power/AhlCon Partners Limited Partnership	DE	Colver, PA - partnership that owns a QF facility in the sale/leaseback of a QF facility
CE Colver II, Inc.	MD	Colver, PA - ownership interest in a QF facility as lessee in a sale/leaseback of a QF facility
CE Colver III, Inc.	MD	Colver, PA - ownership interest in a QF facility as lessee in a sale/leaseback of a QF facility
A/C Fuels Company	PA	Carbon County, PA - partnership that owns waste coal
CE Culm, Inc.	MD	Carbon County, PA - ownership partnership that owns waste coal
Freehold Cogeneration Associates Limited Partnership	DE	Inactive
CE Freehold Limited Partnership	MD	Inactive
CE Freehold I, Inc.	MD	Inactive

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CE Freehold II, Inc.	MD	Inactive
CE Freehold III, Inc.	MD	Inactive
Lake City Geothermal I, L.P.	CA	Inactive
CE Lake City Limited Partnership I	MD	Inactive
CE Long Valley Limited Partnership	MD	Inactive
CE Long Valley I, Inc.	MD	Inactive
CE Long Valley II, Inc.	MD	Inactive
Puna Geothermal Venture	HI	Hilo, HI - partnership that owns geothermal facility
CE Puna I, Inc.	MD	Hilo, HI - partnership that owns geothermal facility
CE Puna II, Inc.	MD	Hilo, HI - ownership interest partnership that owns an interest partnership that owns a PURPA facility
CE Puna III, Inc.	MD	Inactive
CE Taunton Limited Partnership	MD	Inactive
CE Taunton I, Inc.	MD	Inactive
CE Taunton II, Inc.	MD	Inactive
CE Technical Services, Inc.	MD	Inactive
Central Wayne Energy Recovery Limited Partnership	MD	Wayne County, MI - partnership facility
CE Wayne II, Inc.	MD	Wayne County, MI - ownership interest partnership that owns an interest partnership that owns a QF facility
CP Cabazon I, Inc.	MD	San Geronio Pass, CA - member was formed to hold an electric facility, which LLC has been s
CP Cabazon II, Inc.	MD	San Geronio Pass, CA - member was formed to hold an electric facility, which LLC has been
Gary Coal Processing Limited Partnership	DE	Gary, IN - partnership that owns processing facility
Gary - PCI Ltd., L.P.	DE	Gary, IN - ownership interest partnership that owns a coal processing facility
CP - Gary Limited Partnership	MD	Gary, IN - ownership interest that has an ownership in a partnership that owns a coal processing facility

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CP - Gary I, Inc.	MD	Gary, IN - ownership interest partnership that owns an inter partnership that owns an inter partnership that owns a coal p facility
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5

CP - Gary II, Inc.	MD	Gary, IN - ownership interest partnership that owns an inter partnership that owns an inter partnership that owns a coal p facility
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CP - Gary III, Inc.	MD	Gary, IN - ownership interest partnership that owns an inter partnership that owns an inter partnership that owns a coal p facility
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CP - Gary IV, Inc.	MD	Gary, IN - ownership interest partnership that owns an inter partnership that owns an inter partnership that owns a coal p facility
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CP Stillwater-Wellfield, Inc.	MD	Fallon, NV - ownership interes Corporation that owns interest that is owner/lessee of a QF f sale/leaseback
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Stillwater Geothermal I	NV	Fallon, NV - partnership that owner/lessee in a sale/leaseba
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The Peruvian Investment Group I, Inc.	DE	Inactive
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The Peruvian Investment Group II, Inc.	DE	Inactive
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CP High Desert Limited Partnership	MD	Victorville, CA - member of an formed to hold an electric gen facility currently in construc
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CP High Desert I, Inc.	MD	Victorville, CA - ownership in partnership that is a member o was formed to hold an electric facility currently in construc
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CP High Desert II, Inc.	MD	Victorville, CA - ownership in partnership that is a member o was formed to hold an electric facility currently in construc
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Nickel Hill Energy, LLC	MD	Dracut, MA - an LLC formed to electric generating facility f development has terminated
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CP Nickel Hill, LLC	DE	Inactive
CP Oleander Limited Partnership	MD	Brevard County, FL - ownership partnership that was formed to electric generating facility construction
CP Oleander I, Inc.	MD	Brevard County, FL - ownership partnership that has an owners a partnership that was formed electric generating facility construction
CP Oleander II, Inc.	MD	Brevard County, FL - ownership partnership that has an owners a partnership that was formed electric generating facility construction
CP Florida Investors, Inc.	MD	Brevard County, FL - ownership partnership that owns an inter partnership that was formed to electric generating facility construction
Sunnyside Generation, LLC	DE	Sunnyside, Utah - entity admin purchase agreement for partner partnership that owns an inter partnership that owns a QF fac
CP Sunnyside I, Inc.	MD	Sunnyside, Utah - owns compani interests in a partnership tha interest in a partnership that facility
Sunnyside II, Inc.	DE	Sunnyside, Utah - ownership in partnership that owns an inter partnership that owns a QF fac
Sunnyside III, Inc.	DE	Sunnyside, Utah - ownership in partnership that owns an inter partnership that owns a QF fac
Sunnyside Cogeneration Associates	UT	Sunnyside, Utah - owns a QF fa
Pace Carbon Synfuels Investors, L.P.	DE	VA and W.VA - partnership that processing facilities
CP Synfuels Investor, LLC	MD	VA and W. VA - an LLC that has a partnership that owns coal p facilities

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CP Synfuels, Inc.	MD	Inactive
CP Synfuels Investor, Inc.	MD	VA and W. VA - ownership of co are members of an LLC that has a partnership that owns coal p facilities
CP Synfuels Member, Inc.	MD	Inactive
Rio Nogales I, Inc.	DE	Seguin, Texas - ownership inte partnership that was formed to electric generating facility c construction
Rio Nogales II, Inc.	DE	Seguin, Texas - ownership inte partnership that was formed to electric generating facility c construction
Gateway Power Project, L.P.	DE	Gilmer, Texas - partnership fo electric generating facility f development has terminated
Gateway Power I, Inc.	DE	Gilmer, Texas - ownership inte partnership that was formed to electric generating facility f development has terminated
7		
Gateway II, Inc.	DE	Gilmer, Texas - ownership inte partnership that was formed to electric generating facility f development has terminated
Constellation Power Development, Inc.	MD	Baltimore, MD - developer of w power projects
Constellation Power International Investments, Ltd.	Cayman Islands	Baltimore, MD - a holding comp international power projects
West Chicago Energy, LLC	MD	Inactive
North Pond Energy Park, LLC	MD	Hardee County, FL - formed to generating facility for which terminated
South Pond Energy Park, LLC	MD	Hardee County, FL - formed to generating facility for which terminated
Constellation Operating Services, LLC	DE	Inactive. To be dissolved.
Constellation Power Development, LLC	DE	Inactive. To be dissolved.

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Constellation Power, LLC	DE	Inactive. To be dissolved.
CP ACE, LLC	DE	Inactive. To be dissolved.
CP A/C Fuels, LLC	DE	Inactive. To be dissolved.
CP ACE IV, LLC	DE	Inactive. To be dissolved.
CP Cabazon, LLC	DE	Inactive. To be dissolved.
CP Colver I, LLC	DE	Inactive. To be dissolved.
CP Colver II, LLC	DE	Inactive. To be dissolved.
CP Colver III, LLC	DE	Inactive. To be dissolved.
CP Freehold I, LLC	DE	Inactive. To be dissolved.
CP Freehold, LLC	DE	Inactive. To be dissolved.
CP Gary, LLC	DE	Inactive. To be dissolved.
CP High Desert I, LLC	DE	Inactive. To be dissolved.
CP High Desert II, LLC	DE	Inactive. To be dissolved.
CP Long Valley, LLC	DE	Inactive. To be dissolved.
CP Mammoth, LLC	DE	Inactive. To be dissolved.
CP Oleander I, LLC	DE	Inactive. To be dissolved.
CP Oleander, LLC	DE	Inactive. To be dissolved.
CP Panther, LLC	DE	Inactive. To be dissolved.
CP Puna I, LLC	DE	Inactive. To be dissolved.
CP Puna II, LLC	DE	Inactive. To be dissolved.
CP Puna III, LLC	DE	Inactive. To be dissolved.
CP Soda III, LLC	DE	Inactive. To be dissolved.
CP Soda Lake Resource, LLC	DE	Inactive. To be dissolved.
CP Stillwater,-Wellfield, LLC	DE	Inactive. To be dissolved.
CP Synfuels II, LLC	DE	Inactive. To be dissolved.
CP Wayne II, LLC	DE	Inactive. To be dissolved.
Gateway II, LLC	DE	Inactive. To be dissolved.
Rio Nogales II, LLC	DE	Inactive. To be dissolved.
Victorville-Gas, LLC	DE	Victorville, CA - formed to ob supply gas to gas-fueled gener currently in development.
High Desert II, LLC	MD	Inactive.

HE Supply Company, LLC	DE	Beecher City, IL - retail sale materials for use in power generating facilities.
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CP Operating Services, LLC	DE	Baltimore, MD - formed to own companies that provide operating and maintenance services to electric generating facilities.
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Subsidiaries of CP Operating Services, LLC

Big Sandy Operating Services, LLC	DE	Kenova, WV - formed to provide operating and maintenance services to an electric generating facility.
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Handsome Lake Operating Services, LLC	DE	Kennerdell, PA - formed to provide operating and maintenance services to an electric generating facility.
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High Desert Operating Services, LLC	DE	Victorville, CA - formed to provide operating and maintenance services to a gas-fueled generating facility currently under construction.
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Holland Operating Services, LLC	DE	Shelby, IL - formed to provide operating and maintenance services to an electric generating facility currently under construction.
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Oleander Operating Services, LLC	DE	Bevard County, FL - formed to provide operating and maintenance services to an electric generating facility currently under construction.
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Rio Nogales Operating Services, LLC	DE	Sequin, TX - formed to provide operating and maintenance services to an electric generating facility currently under construction.
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University Park Operating Services, LLC	DE	University Park, IL - formed to provide operating and maintenance services to an electric generating facility.
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Wolf Hills Operating Services, LLC	DE	Bristol, VA - formed to provide operating and maintenance services to an electric generating facility.
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Subsidiaries of Constellation Power International Investments, Ltd.

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Green Tree Finance Company	Cayman Islands	Guatemala-ownership interest in company that owns an EWG. Sold ownership interest in 2001.
CE Curacao, Inc.	Cayman Islands	Inactive
Constellation de Guatemala, S.A.	Guatemala	Inactive
Constellation Power International Development, Inc.	Cayman Islands	Baltimore, MD - developer of independent power projects
CP Panama I, S.A.	Panama	Panama - ownership interest in company that has an ownership interest in an EWG
CP Panama Investors, LLC	MD	Panama - ownership interest in company that has an ownership interest in an EWG
CPII Curacao, Ltd.	Cayman Islands	Inactive

9

FondElec General Partners, L.P.	Cayman Islands	Latin America - ownership interest in company that has ownership interest in FUCOS, EWGs and other energy related businesses in Latin America
Guatemalan Generating Group - I	Cayman Island	Guatemala - ownership interest in company that had owned an EWG
Grupo Generador de Guatemala, S.A.	Guatemala	Inactive
Latin American Power Partners Limited	Cayman Islands	Latin America - potentially developing projects in Latin America
Panama Distribution Group, S.A.	Panama	Panama - ownership interest in company
The Latin America Energy and Electricity Fund I, L.P.	Cayman Islands	Latin America - ownership interest in FUCOS, EWGS and other energy related businesses in Latin America

Subsidiaries of Constellation Operating Services, Inc.

A/C Power (formerly PYCO Ace Operations)	MD	Carbon County, PA - partnership that operates and maintains a QF facility
PCI Operating Company Partnership	MD	Gary, IN - operation and maintenance of coal processing facility
Trona Operating Partners, G.P.	MD	Trona, CA - operates and maintains a coal processing facility

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		facility
COSI ACE, LLC	MD	Trona, CA - ownership in Partnership that operates and maintains QF facility
COSI - Gary I, Inc.	MD	Gary, Indiana - ownership in Partnership that provides operation and maintenance of a coal processing facility
COSI - Gary II, Inc.	MD	Gary, Indiana - ownership in Partnership that provides operation and maintenance of a coal processing facility
COSI Synfuels, Inc.	MD	Inactive
COSI Synfuels VA1, Inc.	MD	Virginia - operate a fuel processing facility
COSI Synfuels WV1, Inc.	MD	West Virginia - operate a fuel processing facility
COSI Synfuels WV2, Inc.	MD	West Virginia - operate a fuel processing facility
COSI Synfuels WV3, Inc.	MD	West Virginia - operate a fuel processing facility
Constellation Operating Services	CA	Baltimore, MD - partnership that operates and maintains projects
COSI Ultra, Inc.	MD	Baltimore, MD - ownership in Partnership that operates and maintains facilities
COSI Ultra II, Inc.	MD	Baltimore, MD - ownership in Partnership that operates and maintains facilities
Constellation Operating Services International	Cayman Islands	Baltimore, MD - operation and maintenance of international energy facilities
Constellation Operating Services International - I	Cayman Islands	Baltimore, MD - operation and maintenance of international energy facilities
COAC de Guatemala, S.A.	Guatemala	Inactive
COSI A/C Power, LLC	DE	Inactive. To be dissolved.
COSI Central Wayne, LLC	DE	Inactive. To be dissolved.
COSI Gary I, LLC	DE	Inactive. To be dissolved.

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COSI Gary II, LLC	DE	Inactive. To be dissolved.
COSI Puna, LLC	DE	Inactive. To be dissolved.
COSI Sunnyside, LLC	DE	Inactive. To be dissolved.
COSI Synfuels, LLC	DE	Inactive. To be dissolved.
COSI Synfuels VA1, LLC	DE	Inactive. To be dissolved.
COSI Synfuels WV1, LLC	DE	Inactive. To be dissolved.
COSI Synfuels WV2, LLC	DE	Inactive. To be dissolved.
COSI Synfuels WV3, LLC	DE	Inactive. To be dissolved.
COSI Ultra II, LLC	DE	Inactive. To be dissolved.
COSI Ultra, LLC	DE	Inactive. To be dissolved.

Subsidiaries of Constellation Real Estate Group, Inc.

KMS Oldco, Inc.	MD	Inactive
Constellation Real Estate, Inc.	MD	Columbia, MD - owns and develops real estate
Constellation Health Services, Inc.	MD	Baltimore, MD - owns and develops living facilities
CPI Church Street, Inc.	MD	Inactive

Subsidiaries of Constellation Real Estate, Inc.

AE4, LLC	MD	Howard County, MD - an LLC that develops real estate
Annapolis Exchange, LLC	MD	Anne Arundel County, MD - an LLC that develops real estate
Annapolis Exchange Lot I, LLC	MD	Anne Arundel County, MD - member that owns & develops real estate
Annapolis Exchange Lot II, LLC	MD	Anne Arundel County, MD - member that owns & develops real estate
Annapolis Exchange Lot III, LLC	MD	Anne Arundel County, MD - member that owns & develops real estate
Annapolis Exchange Lot IV, LLC	MD	Anne Arundel County, MD - member that owns & develops real estate
Annapolis Exchange Lot V, LLC	MD	Anne Arundel County, MD - member that owns & develops real estate
Annapolis Exchange Lot VI, LLC	MD	Anne Arundel County, MD - member

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		that owns & develops real estate
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Annapolis Exchange Lot VII, LLC	MD	Anne Arundel County, MD - member that owns & develops real estate
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Annapolis Exchange Lot VIII, LLC	MD	Anne Arundel County, MD - member that owns & develops real estate
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Annapolis Exchange Lot IX, LLC	MD	Anne Arundel County, MD - member that owns & develops real estate
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Annapolis Exchange Lot X, LLC	MD	Anne Arundel County, MD - member that owns & develops real estate
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Constellation Meadows I, LLC	VA	Chantilly, VA - LLC that owned
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CPI Meadows One, Inc.	MD	Chantilly, VA - sole member of owned real estate
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257 Oxon, LLC	MD	Prince George's County, MD - LLC that owns real estate
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CPI 257, Inc.	MD	Prince George's County, MD - sole member of owned real estate
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11

		member of an LLC that owns real estate
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CPI Brown's Wharf, Inc.	MD	Inactive
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CPI Gatespring II, Inc.	MD	Inactive
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Hickory Ridge-Route 40 Limited Partnership	MD	Harford County, MD - partnership owning real estate
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CPI Hickory Ridge, Inc.	MD	Harford County, MD - ownership partnership owning real estate
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Jolly Knolls, LLC	MD	Annapolis Junction, MD - owns real estate
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CPI Jolly Knolls, Inc.	MD	Annapolis Junction, MD - sole LLC that owns real estate
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CPI Lynch, Inc.	MD	Inactive
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Urbana - Route 355 Limited Partnership	MD	Frederick County, MD - owns real estate
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CPI Montecito, Inc.	MD	Frederick County, MD - ownership partnership formed to own real estate
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CPI National Business Park I, Inc.	MD	Inactive
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CPI National Business Park II, Inc.	MD	Inactive
CPI National Business Park III, Inc.	MD	Inactive
CPI Springfield, LLC	MD	Howard County, MD - LLC that i completes financial transactio and intangible assets
CPI Partner, Inc.	MD	Inactive
Piney Orchard Master Partnership	MD	Odenton, MD - a partnership th Estate
Piney Orchard Village Center, LLC	MD	Odenton, MD - an LLC with an o interest in a partnership that develops Real Estate
CPI Piney Orchard Village Center, Inc.	MD	Odenton, MD - sole member of a to own & develop real estate
CPI Springfield, Inc.	MD	Inactive
Timothy-Brandywine Associates Limited Partnership	MD	Prince George's County, MD - p formed to own & develop real e
CPO Brandywine Commerce Centre, Inc.	MD	Prince George's County, MD - o interest in a partnership that develops real estate
Accokeek-Brandywine Associates Limited Partnership	MD	Prince George's County, MD -pa formed to own & develop real e
CPO Brandywine West, Inc.	MD	Prince George's County, MD - o interest in a partnership form develop real estate
CPO Constellation Centre, Inc.	MD	Inactive
Piney Courts, Inc.	MD	Baltimore, MD - corporation fo develop real estate
First State Plaza Associates Limited Partnership	DE	Inactive
KMS 1st State Limited Partnership	DE	Inactive
CPO First State, Inc.	MD	Inactive
CPO Laurel Tower, Inc.	MD	Inactive
Montmott Associates Limited Partnership	MD	Frederick County, MD - partner own & develop real estate
CPO Montecito Business Park, Inc.	MD	Frederick County, MD - ownersh a partnership formed to own &

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real estate

13

Jolly Acres Limited Partnership	MD	Anne Arundel County, MD - partnership owns real estate
CPO National Business Park, Inc.	MD	Anne Arundel County, MD - ownership in a partnership that owns real estate
CPI PMK-NBP, Inc.	MD	Anne Arundel County, MD - ownership in a partnership that owns real estate
CPI WES-NBP, Inc.	MD	Anne Arundel County, MD - ownership in a partnership that owns real estate
Arbitrage Land Limited Partnership	MD	Anne Arundel County, MD - partnership owns real estate
CPO National Business Park (North), Inc.	MD	Anne Arundel County, MD - ownership in a partnership that owns real estate
CPI WES-Arbitrage, Inc.	MD	Anne Arundel County, MD - ownership in a partnership that owns real estate
CPI PMK-Arbitrage, Inc.	MD	Anne Arundel County, MD - ownership in a partnership that owns real estate
Peppercorn Land Limited Partnership	MD	Odenton, MD - partnership that owns estate
CPO Piney Orchard Land (East), Inc.	MD	Odenton, MD - ownership interest in partnership that owns real estate
CPO Three Centre Park, Inc.	MD	Inactive
CPO Valley Centre, Inc.	MD	Inactive
Jolly Acres Utilities, Inc.	MD	Inactive
CPO Jolly Utilities, Inc.	MD	Inactive
Parkway Crossing Associates, LLC	VA	Prince William County, VA - an LLC that owns real estate
Piney Orchard Wastewater, Inc.	DE	Odenton, MD - owner of a waste water treatment facility
CPO Piney Wastewater, Inc.	MD	Odenton, MD - ownership interest in company that owns a waste water treatment facility
Piney Orchard Employment Center Limited Partnership	MD	Odenton, MD - ownership interest in partnership that owns real estate

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River Run at Piney Orchard Homeowner's Association, Inc.	MD	Howard County, MD - homeowner's asso
BOKS-13, Inc.	MD	Odenton, MD - ownership interest in partnership that has an ownership pe in a partnership that owns real esta
Piney Orchard Limited Partnership	MD	Odenton, MD - ownership interest in partnership that owns real estate
CPO Piney Orchard, Inc.	MD	Odenton, MD - ownership interest in partnership that has an ownership pe in a partnership that owns real esta
Piney Orchard Residential One Limited Partnership	MD	Odenton, MD - ownership interest in partnership that owns real estate
BOKS-14, Inc.	MD	Odenton, MD - ownership interest in partnership that has an ownership in in a partnership that owns real esta
Piney Orchard Residential Two Limited Partnership	MD	Odenton, MD - ownership interest in partnership that owns real estate

14

BOKS-15, Inc.	MD	Odenton, MD - ownership interest in partnership that has an ownership i a partnership that owns real estate
Piney Orchard Residential Three Limited Partnership	MD	Odenton, MD - ownership interest in partnership that owns real estate
BOKS-16, Inc.	MD	Odenton, MD - ownership interest in partnership that has an ownership i in a partnership that owns real est
Piney Orchard Town Center Limited Partnership	MD	Odenton, MD - ownership interest in partnership that owns real estate
BOKS-12, Inc.	MD	Odenton, MD - ownership interest in partnership that has an ownership i in a partnership that owns real est
PMK-1, Inc.	MD	Anne Arundel County, MD - ownership in a partnership that owns real est
PMK-2, Inc.	MD	Anne Arundel County, MD - ownership in a partnership that owns real est
PMK-3, Inc.	MD	Anne Arundel County, MD - ownership in a partnership that owns real est
PMK-4, Inc.	MD	Anne Arundel County, MD - ownership

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		in a partnership that owns real est
PMK-5, Inc.	MD	Anne Arundel County, MD - ownership in a partnership that owns real est
PMK-6, Inc.	MD	Anne Arundel County, MD - ownership in a partnership that owns real est
WES-1, Inc.	MD	Anne Arundel County, MD - ownership in a partnership that owns real est
WES-2, Inc.	MD	Anne Arundel County, MD - ownership in a partnership that owns real est
WES-3, Inc.	MD	Anne Arundel County, MD - ownership in a partnership that owns real est
WES-4, Inc.	MD	Anne Arundel County, MD - ownership in a partnership that owns real est
WES-5, Inc.	MD	Anne Arundel County, MD - ownership in a partnership that owns real est
WES-6, Inc.	MD	Anne Arundel County, MD - ownership in a partnership that owns real est
Onyx Realty Development Corporation	DE	Columbia, MD - real estate developm
Bon Tasha Group	MD	Inactive
Parliament Investors	MD	Inactive
2301 Russell Group	MD	Baltimore, MD - partnership that ow estate
Rory & Company	MD	Inactive
Tri-Lake	MD	Inactive
Mil-Mar Associates	MD	Inactive
TDH Holdings	MD	Baltimore, MD - partnership that ow estate
MJK Enterprises	MD	Inactive
Ariana Associates	MD	Inactive
Shawmut Associates	MD	Inactive
Fair Haven Enterprises	MD	Inactive
Comix	MD	Baltimore, MD - partnership that ow estate

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P.A. Investments	MD	Inactive
Greenberg Family Partnership	MD	Inactive
Marsky Brothers	MD	Inactive
Windsor Properties	MD	Inactive
East Realty Holdings, Inc.	DE	Inactive
Hopestill Holdings, Inc.	MD	Inactive
Cullen Construction, Inc.	MD	Inactive
Churchill Partnership	MD	Inactive
Braces, Ltd.	MD	Baltimore, MD - ownership interest in a partnership that owns real estate
Bristol Creek Corporation	MD	Inactive
Elmdale Corporation	MD	Baltimore, MD - ownership interest in a partnership that owns real estate
FNP Management Corporation	MD	Baltimore, MD - ownership interest in a company that owns real estate
Franklin Holding, Inc.	MD	Baltimore, MD - ownership interest in a partnership that owns real estate
Gray Saddle, Inc.	MD	Inactive
J.R.S. Transportation	NJ	Baltimore, MD -owns real estate
Paper Ridge Corporation	MD	Inactive
Stefco, Inc.	MD	Baltimore, MD - ownership interest in a partnership that owns real estate
Sunshine Light, Inc.	MD	Inactive
Terry Lane Corporation	MD	Baltimore, MD - ownership interest in a company that owns an interest in a partnership that owns real estate
Woodlawn Investors, Inc.	MD	Inactive
Mercury Welding, Inc.	NJ	Inactive

Subsidiaries of Constellation Health Services, Inc.

CHS Annapolis Assisted, Inc.	MD	Inactive
Aspenwood Associates Limited Partnership	MD	Montgomery County, MD - partnership that owns a senior living facility

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CHS Aspenwood, Inc.	MD	Montgomery County, MD - ownership interest in a partnership that owns a senior living facility
CHS Aspenwood II, Inc.	MD	Montgomery County, MD - ownership interest in a partnership that owns a senior living facility
Aspenwood MRC Limited Partnership	MD	Montgomery County, MD - partnership that owns a senior living facility
HeartHomes Residence at Bay Ridge I, LLC	MD	Annapolis, MD - an LLC that owns a senior living facility
CHS Bay Ridge Assisted I, Inc.	MD	Annapolis, MD - sole Member of an LLC that owns a senior living facility
HeartHomes Residence at Bay Ridge II, LLC	MD	Anne Arundel County, MD - an LLC that owns a senior living facility
CHS Bay Ridge Assisted II, Inc.	MD	Anne Arundel County, MD - sole member of LLC that owns a senior living facility
Rose Hill Residence at Bay Ridge I, LLC	MD	Inactive
Rose Hill Residence at Bay Ridge II, LLC	MD	Inactive
HeartHomes Residence at Bay Ridge I, Inc.	MD	Inactive
HeartHomes Residence at Bay Ridge II, Inc.	MD	Inactive

16

Rose Hill Residence at Lutherville, I, LLC	MD	Inactive
Rose Hill Residence at Lutherville II, LLC	MD	Inactive
HeartHomes Residence at Lutherville I, Inc.	MD	Inactive
HeartHomes Residence at Lutherville II, Inc.	MD	Inactive
CHS Beechwood Assisted, Inc.	MD	Providence, RI - membership interest in LLC that owns a senior living facility
CHS Bel Air Assisted, Inc.	MD	Inactive
Constellation Carolina I, LLC	NC	North Carolina - an LLC that owns a senior living facility
CHS Crescent Assisted, Inc.	MD	North Carolina - sole member of LLC that is developing a senior living facility
CHS Crofton Assisted, Inc.	MD	Inactive
HeartFields Retirement Community - White Oak,	MD	Montgomery County MD - LLC that owns a senior living facility

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LLC		developing a senior living fac
CHS Heartlands - White Oak, Inc.	MD	Montgomery County, MD - sole m LLC that is developing a senio facility
CHS Laurel Assisted, Inc.	MD	Inactive
HeartHomes Residence at Lutherville I, LLC	MD	Lutherville, MD - LLC that own living facility
CHS Lutherville Assisted I, Inc.	MD	Lutherville MD - sole member o owns a senior living facility
HeartHomes Residence at Lutherville II, LLC	MD	Lutherville, MD - LLC that own living facility
CHS Lutherville Assisted II, Inc.	MD	Lutherville, MD - sole member owns a senior living facility
CHS Nursing I, Inc.	MD	Inactive
NOVA-Potomac, LLC	MD	Inactive
CHS Pikesville Assisted, Inc.	MD	Inactive
The HeartHaven Retirement Community - Seabury, LLC	CT	Bloomfield, CT - LLC that is d senior living facility
CHS Seabury, Inc.	MD	Bloomfield, CT - membership in LLC that is developing a senio facility
CHS Severna Park Assisted, Inc.	MD	Inactive
Constellation Senior Services, Inc.	MD	Columbia, MD - health care fac management and consulting
HeartHomes Residence at Kellington Limited Partnership	MD	Glen Burnie, MD - Partnership assisted living facility
HeartHomes Residence at Kellington, Inc.	MD	Glen Burnie, MD - ownership in partnership that owns an assis facility
HeartHomes Residence at Kellington II, Inc.	MD	Glen Burnie, MD - ownership in partnership that owns an assis facility
HeartHomes Residence at Linthicum, LLC	MD	Linthicum, MD - an LLC that ow living facility
HeartHomes Residence at Linthicum, Inc.	MD	Linthicum, MD - sole member of owns a senior living facility
HeartHomes Residence at Piney Orchard Limited Partnership	MD	Odenton, MD - partnership that living facility
HeartHomes Residence at Piney Orchard, Inc.	MD	Odenton, MD - ownership intere partnership that owns a senior facility

HeartHomes Residence at Piney Orchard II, Inc.	MD	Odenton, MD - ownership interest partnership that owns a senior living facility
HeartFields Retirement Community - Shenandoah, LLC	VA	Shenandoah, VA - an LLC that is developing a senior living facility
HeartFields Retirement Community - Shenandoah, Inc.	MD	Shenandoah, VA - sole member of an LLC that is developing a senior living facility
HeartFields Retirement Community - Bowie, LLC	MD	Bowie, MD - an LLC that is developing a senior living facility
HeartFields Retirement Community - Bowie, Inc.	MD	Bowie, MD - sole Member of an LLC that is developing a senior living facility
HeartFields Retirement Community - Raleigh, LLC	MD	Monmouth County, CT - LLC that is developing a senior living facility
HeartFields Retirement Community - Raleigh, Inc.	MD	Monmouth County, CT - sole member of an LLC that is developing a senior living facility
Heartlands Retirement Community - Ellicott City I, Inc.	MD	Ellicott City, MD - owner of a senior living facility
Heartlands Retirement Community - Ellicott City II, Inc.	MD	Ellicott City, MD - owner of a senior living facility
Heartlands Retirement Community - Frederick, LLC	MD	Frederick, MD - an LLC that owns a senior living facility
Heartlands Retirement Community - Frederick, Inc.	MD	Frederick, MD - sole member of an LLC that owns a senior living facility
The Heartlands Retirement Community - Fredericksburg, LLC	MD	Fredericksburg, VA - an LLC that owns a senior living facility
The Heartlands Retirement Community - Fredericksburg, Inc.	MD	Fredericksburg, VA - sole member of an LLC that owns a senior living facility
CHS Assisted I, Inc.	MD	Manalapan, NJ - membership interest in an LLC that owns a senior living facility
The Heartlands Retirement Community - Severna Park Limited Partnership	MD	Severna Park, MD - partnership that owns a senior living facility
The Heartlands Retirement Community - Severna Park I, Inc.	MD	Severna Park, MD - ownership interest in a partnership that owns a senior living facility
Heartlands Retirement Community - Severna Park II, Inc.	MD	Severna Park, MD - ownership interest in a partnership that owns a senior living facility
HeartFields Retirement Community - Easton, LLC	MD	Easton, MD - LLC that is developing a senior living facility

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living facility

 HeartFields Retirement Community - Easton, Inc. MD Easton, MD - sole member of an
 developing a senior living fac

Subsidiaries of KMS Oldco, Inc.

 Constellation Oldco, Inc. MD Howard County, MD - owner of o
 furniture and fixtures of KMS

Subsidiaries of CPI Church Street, Inc.

 Church Street Station, Inc. FL Inactive

 Rosie O'Grady's Aviation, Inc. FL Inactive

Subsidiaries of Constellation Investments, Inc.

 Luz Solar Partners IV, Ltd. CA Kramer Junction, CA - partners
 a QF facility

 Luz Solar Partners V, Ltd. CA Kramer Junction, California -
 facility

 Soda Lake Limited Partnership NV Fallon, NV - ownership interes
 as lessor in a sale/leaseback

18

 CII Solarpower I, Inc. MD Kramer Junction, CA - ownership
 a partnership that owns a QF fac

 Pacific Ultrapower Chinese