

PUBLIC SERVICE ENTERPRISE GROUP INC  
Form 8-K  
August 16, 2005  
UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

**August 11, 2005**

Date of Report (Date of earliest event reported)

| Commission File<br>Number | Exact Name of Registrant as Specified in Its Charter; State of<br>Incorporation; Address of Principal Executive Offices; and<br>Telephone Number                | IRS Employer<br>Identification Number |
|---------------------------|---|---------------------------------------|
| 001-09120                 | Public Service Enterprise Group Incorporated<br>(a New Jersey Corporation)<br>80 Park Plaza<br>P.O. Box 1171<br>Newark, New Jersey 07101-1171<br>(973) 430-7000 | 22-2625848                            |
| 001-00973                 | Public Service Electric and Gas Company<br>(a New Jersey Corporation)<br>80 Park Plaza<br>P.O. Box 570<br>Newark, New Jersey 07101-0570<br>(973) 430-7000       | 22-1212800                            |
| 000-49614                 | PSEG Power LLC<br>(a Delaware Limited Liability Company)<br>80 Park Plaza-T25<br>Newark, New Jersey 07102-4194<br>(973) 430-7000                                | 22-3663480                            |
| 000-32503                 | PSEG Energy Holdings L.L.C.<br>(a New Jersey Limited Liability Company)<br>80 Park Plaza-T20<br>Newark, New Jersey 07102-4194                                   | 42-1544079                            |

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(973) 430-7000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 8 Other Events.**

**Item 8.01. Other Events.**

This Current Report on Form 8-K is being filed separately by Public Service Enterprise Group Incorporated (PSEG), Public Service Electric and Gas Company, PSEG Power LLC and PSEG Energy Holdings L.L.C., collectively, the PSEG Registrants. Information contained herein relating to any individual PSEG Registrant has been filed by such registrant on its own behalf. No individual PSEG Registrant makes any representation as to information relating to any other PSEG Registrant.

As previously announced, on December 20, 2004, Exelon Corporation (Exelon) and PSEG entered into an Agreement and Plan of Merger, pursuant to which PSEG will merge with and into Exelon with Exelon continuing as the surviving corporation (Merger). There are a number of regulatory approvals or other regulatory actions required to consummate the Merger, including those described in previous Reports on Form 8-K.

On August 11, 2005, the administrative law judge in the proceeding before the Pennsylvania Public Utilities Commission (PAPUC) issued a third prehearing order establishing a modified timetable for the regulatory approval process in Pennsylvania. The modified timetable provides for the administrative law judge to issue an initial decision by mid-December 2005. Thereafter, a decision of the full PAPUC can be expected in January 2006.

On August 11, 2005, the administrative law judge in the proceeding before the New Jersey Board of Public Utilities (NJBPUC) amended a prior prehearing order to modify the timetable for the regulatory approval process in New Jersey. The order provides for the administrative law judge to issue an initial decision by March 30, 2006. Thereafter, pursuant to the provisions of the New Jersey Administrative Procedure Act, a decision of the full NJBPUC could reasonably be expected by approximately May 15, 2006.

The procedural schedules for both the PAPUC and NJBPUC proceedings include opportunities for settlement discussions among the parties during the course of the proceeding. Exelon and PSEG will endeavor to settle differences of opinion among the administrative litigants during the course of the proceedings if they are able to do so on satisfactory terms. Any such settlements could allow for earlier approval of the Merger. If settlements are not reached, the companies expect that, assuming all other conditions to completion of the Merger are satisfied, the closing of the Merger will occur during the second quarter of 2006.

Although Exelon and PSEG believe that the expectations as to timing for the closing of the Merger described above are reasonable, no assurances can be given as to the timing of the receipt of any required regulatory approvals or that all required approvals will be received.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Public Service Enterprise Group Incorporated

/s/ Patricia A. Rado  
Patricia A. Rado  
Vice President and Controller

August 15, 2005

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Public Service Electric and Gas Company

/s/ Patricia A. Rado  
Patricia A. Rado  
Vice President and Controller

August 15, 2005

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PSEG Power LLC

/s/ Patricia A. Rado  
Patricia A. Rado  
Vice President and Controller

August 15, 2005

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PSEG Energy Holdings L.L.C.

/s/ Patricia A. Rado  
Patricia A. Rado  
Vice President and Controller

August 15, 2005

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