

# SECURITIES AND EXCHANGE COMMISSION

## FORM 424B3

Prospectus filed pursuant to Rule 424(b)(3)

Filing Date: **2009-01-26**  
SEC Accession No. **0000891092-09-000289**

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### FILER

#### **PSEG NUCLEAR LLC**

CIK: **1158661** | IRS No.: **223663482** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **424B3** | Act: **33** | File No.: **333-153745-01** | Film No.: **09545233**

Mailing Address  
80 PARK PLAZA T-6  
NEWARK NJ 07111

Business Address  
80 PARK PLAZA T-6  
,  
NEWARK NJ 07111  
9734307000

#### **PSEG POWER LLC**

CIK: **1158659** | IRS No.: **223663480** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **424B3** | Act: **33** | File No.: **333-153745** | Film No.: **09545234**  
SIC: **4911** Electric services

Mailing Address  
80 PARK PLAZA T-6  
NEWARK NJ 07111

Business Address  
80 PARK PLAZA T-6  
,  
NEWARK NJ 07111  
9734307000

#### **PSEG FOSSIL LLC**

CIK: **1158660** | IRS No.: **223663481** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **424B3** | Act: **33** | File No.: **333-153745-02** | Film No.: **09545235**

Mailing Address  
80 PARK PLAZA T-6  
NEWARK NJ 07111

Business Address  
80 PARK PLAZA T-6  
,  
NEWARK NJ 07111  
9734307000

#### **PSEG ENERGY RESOURCES & TRADE LLC**

CIK: **1158662** | IRS No.: **223663483** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **424B3** | Act: **33** | File No.: **333-153745-03** | Film No.: **09545236**

Mailing Address  
80 PARK PLAZA T-6  
NEWARK NJ 07111

Business Address  
80 PARK PLAZA T-6  
,  
NEWARK NJ 07111  
9734307000

**Filed Under Rule 424(b)(3), Registration Statement(s) No. 333-153745, 333-153745-01, 333-153745-02 and 333-153745-03  
Pricing Supplement Number 2 Dated Monday, January 26, 2009  
(To: Prospectus Dated January 12, 2009 and Prospectus Supplement Dated January 12, 2009)**

CUSIP Number	Selling Price <sup>1</sup>	Gross Concession	Net Proceeds	Coupon Type	Coupon Rate	Coupon Frequency	Maturity Date	1 <sup>st</sup> Coupon Date	1 <sup>st</sup> Coupon Amount	Survivor's Option*	Product Ranking	Moody's Rating <sup>2</sup>	S & P Rating <sup>2</sup>	Fitch Rating <sup>2</sup>
69362HAB5	100.000%	0.750%	\$47,732,302.50	FIXED	6.000%	SEMI-ANNUAL	01/15/2013	07/15/2009	\$27.67	YES	Senior Unsecured Notes	Baa1	BBB	BBB+

**Redemption Information:** Callable at 100.000% on 01/15/2010 and on 30 days prior notice thereafter.

**Joint Lead Managers and Lead Agents:** Banc of America Securities LLC, Incapital, LLC **Agents:** Charles Schwab & Company, Inc., Citi, Fidelity Capital Markets, a division of National Financial Services, LLC, Merrill Lynch & Co., Morgan Stanley, RBC Capital Markets Corporation, UBS Investment Bank, Wachovia Securities. The PSEG Power InterNotes will be subject to redemption at the option of PSEG Power, in whole or in part at any time on or after 01/15/2010 at a redemption price equal to 100% of the principal amount of the PSEG Power InterNotes, plus accrued interest thereon, if any, upon at least 30 days prior notice to the noteholder and the Trustee, as described in the prospectus supplement.

PSEG Power	<p>Offering Dates: Tuesday, January 20, 2009 through Monday, January 26, 2009  Trade Date: Monday, January 26, 2009  Settle Date: Thursday, January 29, 2009  Minimum Denomination/Increments: \$1,000.00/\$1,000.00  Initial trades settle flat and clear SDFS: DTC Book Entry only  DTC number: 0235 via RBC Capital Markets Corporation</p> <p>If the maturity date or an interest payment date for any note is not a business day (as term is defined in prospectus supplement), principal, premium, if any, and interest for that note is paid on the next business day, and no interest will accrue from, and after, the maturity date or interest payment date.</p> <p><i>InterNotes® is a registered trademark of Incapital Holdings LLC. All rights reserved</i></p>	<p>PSEG Power  \$500,000,000.00 PSEG Power  InterNotes  Prospectus Dated 12-Jan-09 and  Prospectus supplement Dated:  12-Jan-09</p>
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<sup>1</sup>Prices are quoted as a percentage of par.

<sup>2</sup>Ratings may be changed, suspended, or withdrawn at any time and are not a recommendation to buy, hold or sell any security.

\*The limit for any individual deceased beneficial owner is \$250,000 annually. The limit in the aggregate is the greater of \$2,000,000 or 2% of the outstanding principal amount of PSEG Power InterNotes as of the end of the most recent calendar year. For complete details see the prospectus and prospectus supplement.