

# UNITED STATES

## SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Form 8-K

### CURRENT REPORT

PURSUANT TO SECTION 13 or 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported)

August 1, 2002

DELMARVA POWER & LIGHT COMPANY  
(Exact name of registrant as specified in its charter)

Delaware and Virginia  
(State or other jurisdiction  
of incorporation)

1-1405  
(Commission File Number)

51-0084283  
(I.R.S. Employer  
Identification No.)

800 King Street, P.O. Box 231, Wilmington, DE  
(Address of principal executive offices)

19899  
(Zip Code)

Registrant's telephone number, including area code

(302) 429-3018

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(Former Name or Former Address, if Changed Since Last Report)

Item 1 Changes in Control of Registrant.

The registrant is a wholly-owned subsidiary of Conectiv ("Conectiv"). On August 1, 2002, Conectiv was acquired by Pepco Holdings, Inc. ("Pepco Holdings") in a transaction pursuant to an Agreement and Plan of Merger (the "Merger Agreement"), dated as of February 9, 2001, among Pepco Holdings (formerly New RC, Inc.), Conectiv and Potomac Electric Power Company ("Pepco"), in which Pepco and Conectiv combined their businesses by merging with acquisition subsidiaries of Pepco Holdings (the "Merger"). As a result of the Merger, Pepco and Conectiv and their respective subsidiaries (including the registrant) each have become subsidiaries of Pepco Holdings.

Item 7 Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits

- 2.1 Agreement and Plan of Merger, dated as of February 9, 2001, among Pepco, Pepco Holdings and Conectiv (incorporated by reference to Exhibit 2.1 of Conectiv's Current Report on Form 8-K filed February 13, 2001)
- 10.1 Credit Agreement, dated as of August 1, 2002, among Pepco Holdings, Inc., Potomac Electric Power Company, Delmarva Power & Light Company, Atlantic City Electric Company, Bank One, NA, as agent, and the Lenders named therein (commercial paper back-up facility).

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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.

Delmarva Power & Light Company  
(Registrant)

By: \_\_\_\_\_  
Joseph M. Rigby  
President and Chief Operating Officer

August 2, 2002  
DATE