

August 6, 2002

Jonathan G. Katz  
Secretary  
Securities and Exchange Commission  
450 Fifth Street N.W.  
Washington D.C. 20549

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AUG 6 2002

**Statement Under Oath of Principal Executive Officer and Principal Financial Officer  
Regarding Facts and Circumstances Relating to Exchange Act Filings**

I, Ruth Ann M. Gillis, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Exelon Corporation, and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

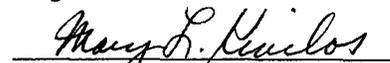
(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- The Annual Report on Form 10-K for the fiscal year ended December 31, 2001 of Exelon Corporation;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Exelon Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.



Ruth Ann M. Gillis  
August 6, 2002

Subscribed and sworn to  
before me this 6th day of  
August 2002.

  
Notary Public

My Commission Expires: 10/26/05

