

0449



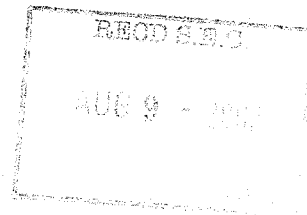
Potomac Electric Power Company

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Suite 1300, 10th Floor  
Washington, D. C. 20068

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esrogers@pepco.com

**Ellen Sheriff Rogers**  
Associate General Counsel  
Secretary and Assistant Treasurer

August 9, 2002



Mr. Jonathan G. Katz  
Secretary  
Securities and Exchange Commission  
450 Fifth Street, NW  
Washington, DC 20549

**Re: Potomac Electric Power Company  
Sworn Statements Pursuant to Section 21(a)(1)  
of the Securities Exchange Act of 1934**

Dear Mr. Katz:

Pursuant to the Commission's Order Requiring the Filing of Sworn Statements Pursuant to Section 21(a)(1) of the Exchange Act of 1934, Order 4-460, I am enclosing the sworn statements of John M. Derrick, Jr. and Andrew W. Williams, the principal executive officer and principal financial officer, respectively, of Potomac Electric Power Company.

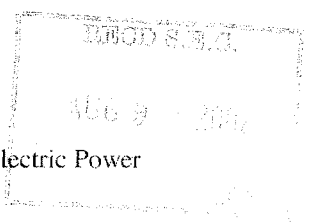
Very truly yours,

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OFFICE OF THE SECRETARY

AUG 9 - 2002

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



I, John M. Derrick, Jr., Chairman and Chief Executive Officer, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Potomac Electric Power Company, 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 Potomac Electric Power 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 year ended December 31, 2001 of Potomac Electric Power Company filed with the Commission on March 29, 2002;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Potomac Electric Power Company filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

John M. Derrick, Jr.  
Chairman and  
Chief Executive Officer

August 9, 2002

Subscribed and sworn to  
before me this 9<sup>th</sup> day of  
August, 2002.

\_\_\_\_\_  
Notary Public

My Commission Expires: July 31, 2007

