



Potomac Electric Power Company

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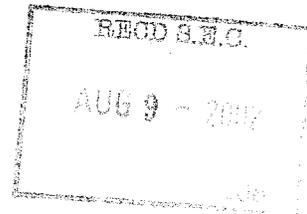
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Ellen Sheriff Rogers
Associate General Counsel
Secretary and Assistant Treasurer

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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REC'D S.E.O.
AUG 9 - 2002

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

I, Andrew W. Williams, Senior Vice President and Chief Financial Officer, state and attest that:

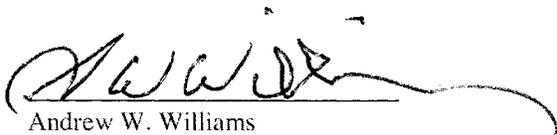
(1) To the best of my knowledge, based upon a review of the covered reports of Potomac Electric Power Company, and, except as corrected or supplemented in a subsequent covered report:

- 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.

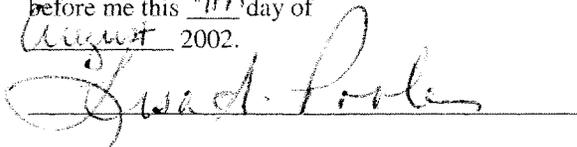
(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- 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.



Andrew W. Williams
Senior Vice President and
Chief Financial Officer
August 9, 2002

Subscribed and sworn to
before me this 9th day of
August 2002.



Notary Public

My Commission Expires: July 31, 2007

REC'D
OFFICE OF THE SECRETARY

AUG 9 - 2002