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EXELON CORP
Form U-6B-2
March 26, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM U-6B-2

CERTIFICATE OF NOTIFICATION

Certificate is filed by Exelon Corporation and Commonwealth Edison Company (ComEd).

This certificate provides notice that the above companies have issued, renewed or guaranteed the security or securities described herein which issue, renewal or guaranty was exempted from the provisions of section 6(a) of the Act and was neither the subject of a declaration or application on Form U-1 nor included within the exemption provided by Rule U-48.

1. Type of securities (draft, promissory note): First Mortgage Bonds issued by Commonwealth Edison Company.

2. Issue, renewal or guaranty: Refinancing.

3. Principal amount of each security: \$400,000,000.

4. Rate of interest per annum of each security: 6.15%.

5. Date of issue, renewal or guaranty of each security: March 13, 2002.

6. If renewal of security, give date of original issue: ComEd's \$195,000,000 First Mortgage 9 7/8% Bonds, Series 75, original issue date of June 15, 1990 and \$200,000,000 First Mortgage 8 5/8% Bonds, Series 81, original issue date of February 1, 1992.

7. Date of maturity of each security (in the case of demand notes, indicate demand): March 15, 2012.

8. Name of the person to whom each security was issued, renewed or guaranteed: Various.

9. Collateral given with each security: First mortgage.

10. Consideration given for each security: Cash.

11. Application of proceeds for each security: The net proceeds from the sale of the bonds will be used to refinance \$195,000,000 of ComEd's First Mortgage 9 7/8% Bonds, Series 75 due June 15, 2020 and \$200,000,000 of ComEd's First Mortgage 8 5/8% Bonds, Series 81, due February 1, 2022.

12. Indicate by a check after the applicable statement below whether the issue, renewal or guaranty of each security was exempt from the provisions of section 6(a) because of

- a. the provisions contained in the first sentence of section 6(b): []
- b. the provisions contained in the fourth sentence 6(b): []
- c. the provisions in any rule of the Commission other than Rule U-48: [X]

13. If the security or securities were exempt from the provisions of section 6(a) by virtue of the first sentence of section 6(b), give the figures which indicate that the security or securities aggregate (together with all other then outstanding notes and drafts of a maturity of nine months or less, exclusive of

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days of grace, as to which such company is primarily or secondarily liable) not more than 5 per centum of the principal amount and par value of the other securities of such company then outstanding. (Demand notes, regardless of how long they may have been outstanding, shall be considered as maturing in not more than nine months for the purpose of the exemption from Section 6(a) of the Act granted by the first sentence of Section 6(b): Not Applicable.

14. If the security or securities are exempt from the provisions of section 6(a) because of the fourth sentence of section 6(b), name the security outstanding on January 1, 1935, pursuant to the terms of which the security or securities herein described have been issued: Not Applicable.

15. If the securities are exempt from the provisions of section 6(a) because of any rule of the Commission other than Rule U-48 designate the rule under which exemption is claimed: Rule 52(a).

Exelon Corporation

By:/s/ J. Barry Mitchell

Vice President and Corporate Treasurer

Commonwealth Edison Company

By:/s/ J. Barry Mitchell

Vice President and Corporate Treasurer

Dated March 26, 2002

End of Filing