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PECO ENERGY CO
Form 35-CERT
June 04, 2002

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

In the Matter of
PECO Energy Company and PECO Energy
Transition Trust

File No. 70-10003

(Public Utility Holding
Company Act of 1935)

CERTIFICATE OF NOTIFICATION

This Certificate of Notification is filed by PECO Energy Company ("PECO"), a registered holding company, and PECO Energy Transition Trust ("PETT"), a special purpose subsidiary of Exelon Corporation (collectively, the "Declarants"), in connection with Declarants' Application/Declaration on Form U-1, as amended (the "Application-Declaration") seeking authority under Section 13 of the Act for PECO to provide certain services to PETT at a price other than cost as defined in Commission rules pursuant to the Amended and Restated Master Servicing Agreement, dated March 25, 1999, as amended May 2, 2000 and March 1, 2001 between PECO and PETT (the "Servicing Agreement"), and the order of the Commission dated December 27, 2001 (the "Order") granting such authority pursuant to the Act in File No. 70-10003 (Release No. 35-27483). Capitalized terms used herein without definition have the meaning ascribed to them in the Application-Declaration or the Order.

Declarants hereby certify pursuant to Rule 24 that PECO will continue during the period any transition bonds remain outstanding and the Servicing Agreement remains in place to provide any services to PETT under the Servicing Agreement at market price and otherwise act in accordance with the Order.

Attached hereto as Exhibit F is the past tense opinion of counsel to Declarants with respect to the Application-Declaration.

SIGNATURE

Pursuant to the requirements of the 1935 Act, the undersigned companies have duly caused this document to be signed on their behalf by the undersigned thereunto duly authorized.

Dated: June 4, 2002

PECO Energy Company
PECO Energy Transition Trust, by PECO
Energy Company

By: /s/ Frank Frankowski

Chief Financial Officer and Vice President