

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

In the Matter of  
  
Conectiv and Subsidiaries  
  
File No. 70-9095  
  
(Public Utility Holding  
Company  
Act of 1935)

CERTIFICATE  
  
OF  
  
NOTIFICATION  
  
PURSUANT TO RULE 24

This Certificate of Notification is filed by Conectiv, a Delaware corporation, pursuant to Rule 24 (17 C.F.R. § 250.24). Such filing is made in connection with Conectiv's Form U-1 Application-Declaration, as amended (the "Application-Declaration"), and authorized by the orders of the Securities and Exchange Commission (the "Commission") dated February 26, 1998, August 21, 1998, September 28, 1998, October 21, 1998, November 13, 1998, December 14, 1999, August 17, 2000, June 7, 2001, March 22, 2002 and April 22, 2002 (the "Orders") in the above-referenced file. The Orders directed that Conectiv file with the Commission quarterly certificates pursuant to Rule 24 within 60 days after each of the first three calendar quarters and within 90 days after the last calendar quarter.

On August 1, 2002, Conectiv and Potomac Electric Power Company ("Pepco") were involved in a series of merger transactions, which resulted in Pepco Holdings, Inc. ("PHI") becoming the parent holding company of Conectiv and Pepco and all of their respective subsidiaries (the Pepco/Conectiv Merger). PHI is a registered holding company under the Public Utility Holding Company Act of 1935. This Certificate of Notification reports transactions for the period July 1, 2002 through July 31, 2002 and it represents the final report for this file. As noted below, certain of the information generally provided by Conectiv in this Certificate of Notification will be provided in the initial Certificate of Notification for PHI in File No. 70-9947.

Pursuant to the Orders, the formation of Conectiv Pennsylvania Generation, Inc. as a New Utility Company (as defined in the Application-Declaration) on January 18, 2002 caused Conectiv Energy Holding Company and ACE REIT, Inc. to be deemed to be registered holding companies under the Act. The reporting requirements of Conectiv Energy Holding Company and ACE REIT, Inc. are deemed to be included in this Certificate of Notification.

Capitalized terms not otherwise defined herein have the meaning ascribed in the Application-Declaration.

1. Conectiv Common Stock issued during period (new issue shares only):

<u># Of Shares Issued During Period</u>	<u>Average Price per Share</u>	<u>Issuance Amount</u>	<u>Cumulative Issuance Amount</u>
1,000	At par (\$0.01)	\$10.00	\$10.00

Note: Pursuant to the Orders, Conectiv can issue up to \$750 million of long-term financing. Of this amount, a maximum of \$250 million of long-term financing can be issued in the form of common stock. To the degree any common stock is issued, the amount of long-term debt that can be issued is reduced dollar for dollar. This 1,000 shares was issued to PHI on August 1, 2002 in connection with the Pepco/Conectiv Merger.

2. Conectiv Common Stock issued pursuant to dividend reinvestment plans and Common Stock and options issued pursuant to benefit plans:

<u>Common Stock</u>	<u>#Of Shares Issued During Period</u>	<u>Cumulative # Of Shares Issued</u>
Dividend Reinvestment	0	0
Employee Benefit Plans	0	0

During the period, no stock options or shares of restricted stock were issued under the Conectiv Incentive Compensation Plan. There were no stock options exercised under the Delmarva Long-Term Incentive Plan during the quarter and no shares of Common Stock were issued. To date, awards under the employee benefit plans include 3,403,700 common stock options and 806,200 shares of restricted stock.

Note: Cumulative shares issued for dividend reinvestment plans cannot exceed 5 million shares; cumulative shares issued for employee benefit plans cannot exceed 5 million shares.

3. Conectiv Common Stock issued for acquisitions:

<u># Of Shares Issued During Period</u>	<u>Value per Share</u>	<u>Restricted (Y/N)</u>
0	N/A	N/A

Note: All of the outstanding shares of Conectiv Common Stock and Conectiv Class A Common Stock were either exchanged for cash or for shares of PHI Common Stock, pursuant to a conversion formula, on August 1, 2002 in connection with the Pepco/Conectiv Merger. On that date, 1,000 shares were issued to PHI in connection with the Pepco/Conectiv Merger.

4. Conectiv Long-Term Debt issued during period:

<u>Issued During Period</u>	<u>Cumulative Issuances</u>
0	\$250,000,000

Note: Aggregate long-term financing by Conectiv cannot exceed \$750 million pursuant to the Orders (see Item 1 above). Conectiv can issue all of this authorization in the form of long-term debt. However, the proceeds from the issuance of long-term debt must be used to reduce outstanding short-term debt.

5. Short-Term Debt issued by Conectiv and Delmarva Power & Light Company (“Delmarva”) during period:

<u>Company</u>	<u>Balance at Period-End</u>	<u>Weighted Average Cost</u>	<u>Highest Daily Balance</u>
Conectiv	\$997,448,000	2.56%	\$997,448,000
Delmarva	0	N/A	0

Note: Conectiv’s daily balance cannot exceed \$2 billion pursuant to the Orders; Delmarva’s daily balance cannot exceed \$275 million pursuant to the Orders and the order of the Virginia State Corporation Commission.

6. Interest rate risk management transactions during period by Conectiv and/or Utility Subsidiaries:  
No activity.

7. Utility Subsidiary financings during period:

<u>Company</u>	<u>Debt Financing (\$)</u>	<u>Equity Financing (\$)</u>	<u>Total (\$)</u>
Conectiv Atlantic Generation, L.L.C.	0	256	256
Conectiv Delmarva Generation, Inc.	(2,614,274) <sup>(1)</sup>	0	(2,614,274)
Conectiv Pennsylvania Generation, Inc.	4,720,729	85,225	4,805,954
Conectiv Mid-Merit, Inc.	1,446,300	0	1,446,399

<sup>(1)</sup> Represents decrease in short-term borrowing.

Note: Short-term and long-term financings by Atlantic City Electric Company are exempt pursuant to Rule 52; long-term financings by Delmarva are exempt pursuant to Rule 52. Aggregate financing by Conectiv Atlantic Generation, L.L.C., Conectiv Delmarva Generation, Inc., Conectiv Mid-Merit, Inc. and any New Utility Subsidiary cannot exceed \$1 billion. Conectiv Pennsylvania Generation, Inc. was established as a New Utility Subsidiary on January 18, 2002. As of the end of the period, aggregate financing by Conectiv Atlantic Generation, L.L.C, Conectiv Delmarva Generation, Inc., Conectiv Mid-Merit, Inc. and Conectiv Pennsylvania Generation, Inc. was \$251,874,598.

8. Non-utility financing during the period not exempt pursuant to Rule 52:

<u>Company</u>	<u>Type of Borrowing</u>	<u>Amount (\$)</u>	<u>Interest Rate</u> <u>(%)</u>
Atlantic Generation, Inc.	Money Pool Advance	*	*
Conectiv Energy Supply, Inc.	Money Pool Advance	*	*
Conectiv Thermal Systems, Inc.	Money Pool Advance	*	*
Conectiv Energy Holding Company	Money Pool Advance	374,826,697	2.56
Conectiv Operating Services Company	Money Pool Advance	*	*
Conectiv Bethlehem, LLC	Parent Company Advance	333,609,098	2.56
Conectiv Bethlehem, LLC	Credit Facility	23,700,00	3.47
Various	Surety Bonds	63,814,562	N/A

\* To be reported on Form U-9C-3 for PHI.

9. Guarantees issued by Conectiv and Nonutility Subsidiaries as of end of period:

Conectiv	\$642.6 million
Nonutility Subsidiaries	None

Note: Guarantees by Conectiv cannot exceed \$1.5 billion; guarantees by Non-Utility Subsidiaries cannot exceed \$100 million.

10. Borrowings from System Money Pool during period:

Pursuant to the Orders, the limit on borrowings by individual Non-Utility Subsidiaries was eliminated and the applicable borrowings are reported on Form U-6B-2 filed contemporaneously herewith.

11. Forms U-6B-2 filed with Commission during period:

To be included on the initial Certificate of Notification for PHI.

12. Financial Statements:

To be included on the initial Certificate of Notification for PHI.

13. Registration Statements filed pursuant to the Securities Act of 1933:

None.

14. Computation under Rule 53(a):

(\$ thousands)	1	2	3	4	5	6	7
	Average Retained Earnings (Last Four Quarters)	Average Retained Earnings (Previous Four Quarters)	10% Test	2% of Capital Invested in Utility Plant (Use only if 1 is 10% less than 2)	Maximum EWG Investments per Orders	Aggregate EWG Investments	Remaining Capacity for EWG Investments
6/30/02	217,453	204,532	6%	N/A	350,000	345,051	4,949

15. Conectiv Investment in EWG Projects:

Conectiv's investments in EWGs as of July 31, 2002 were \$345.1 million.

16. Conectiv's Consolidated Capitalization Ratios as of June 30, 2002:

To be included on the initial Certificate of Notification for PHI.

17. Market/Book Ratio of Conectiv Common Stock:

N/A

18. New EWG Projects during the period:

There were no new EWG Projects initiated during the period.

19. Consolidated and EWG Earnings Growth:

Energy Systems North East, LLC (“ESNE”), an indirect subsidiary of Conectiv, has a 50% interest in an EWG Project located in North East, Pennsylvania. The effect of ESNE’s earnings are insignificant in relation to Conectiv’s earnings. ESNE is the only operating EWG Project in the Conectiv System.

20. EWG Revenue and Net Income:

ESNE’s revenues and net income are *de minimis*.

21. Utility Subsidiaries established during period:

None.

22. Utility property acquired during period by utility subsidiaries of Conectiv Energy Holding Company:

<u>During Period</u>	<u>Cumulative Issuances</u>
\$10.7 million	\$191.3 million

Note: Aggregate acquisition of utility property by Conectiv Atlantic Generation, L.L.C., Conectiv Delmarva Generation, Inc. Conectiv Mid-Merit, Inc. and Conectiv Pennsylvania Generation, Inc. and any New Utility Subsidiary cannot exceed \$1 billion. As of the end of the period, the aggregate acquisition of utility property by Conectiv Atlantic Generation, L.L.C., Conectiv Delmarva Generation, Inc., Conectiv Mid-Merit, Inc. and Conectiv Pennsylvania Generation, Inc. was \$191.3 million.

23. Genco financing issued during period:

<u>Issued During Period</u>	<u>Cumulative Issuances</u>
\$23.7 million	\$23.7 million

Note: Aggregate Genco financing cannot exceed \$800 million (the Commission reserved jurisdiction over the issuance of an additional \$700 million of Genco financing).

24. Conectiv long-term debt refunded during period:

None.

Note: Aggregate Conectiv long-term debt refunded during the Authorization Period cannot exceed \$150 million.

**SIGNATURE**

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the undersigned companies have duly caused this Certificate of Notification to be signed on their behalf by the undersigned thereunto duly authorized.

The signatures of the applicants and of the persons signing on their behalf are restricted to the information contained in this application which is pertinent to the application of the respective companies.

**Conectiv  
Delmarva Power & Light Company  
PHI Service Company  
Conectiv Energy Supply, Inc.  
Conectiv Energy Holding Company**

November 15, 2002

/s/ Anthony J. Kamerick  
Anthony J. Kamerick  
Vice President and Treasurer

**Atlantic City Electric Company**

November 15, 2002

/s/ Anthony J. Kamerick  
Anthony J. Kamerick  
Treasurer

**Conectiv Properties and Investments, Inc.  
Conectiv Services, Inc.  
DCI II, Inc.  
DCTC-Burney, Inc.  
Conectiv Operating Services Company  
Conectiv Solutions, LLC  
Conectiv Plumbing, LLC  
Atlantic Generation, Inc.  
Atlantic Southern Properties, Inc.  
ATE Investment, Inc.  
Conectiv Thermal Systems, Inc.  
Binghamton General, Inc.  
Binghamton Limited, Inc.  
Pedrick General, Inc.  
Vineland Limited, Inc.  
Vineland General, Inc.  
ATS Operating Services, Inc.  
King Street Assurance, Ltd.  
Atlantic Jersey Thermal Systems, Inc  
Conectiv Atlantic Generation, L.L.C.  
ACE REIT, Inc.  
Conectiv Communications, Inc.  
Conectiv Delmarva Generation, Inc.  
Conectiv Pennsylvania Generation, Inc.  
Conectiv Mid-Merit, Inc.  
Conectiv Bethlehem, LLC**

November 15, 2002

/s/ Jeffrey E. Snyder  
Jeffrey E. Snyder  
Assistant Treasurer

Exhibit Index

Past-Tense Opinion of Counsel (filed herewith)

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