

PEPCO HOLDINGS INC  
Form U-1/A  
April 21, 2004

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As filed with the Securities and Exchange Commission on April 21, 2004

File No. 70-10217

United States  
Securities and Exchange Commission

Washington, D.C. 20549

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AMENDMENT NO. 1 TO  
FORM U-1  
APPLICATION-DECLARATION  
UNDER THE  
PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

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Pepco Holdings, Inc.  
701 Ninth Street  
10<sup>th</sup> Floor, Suite 1300  
Washington, DC 20068

Conectiv  
Atlantic City Electric Company  
800 King Street  
Wilmington, DE 19899

(Names of companies filing this statement  
and addresses of principal executive offices)

Pepco Holdings, Inc.

(Name of top registered holding company)

Anthony J. Kamerick  
Vice President and Treasurer  
Pepco Holdings, Inc.

701 Ninth Street, NW  
Washington, DC 20068

(Name and address of agent for service)

The Commission is also requested to send copies  
of any communication in connection with this matter to:

Christie Day Cannon  
Associate General Counsel  
Pepco Holdings, Inc.

800 King Street  
Wilmington, DE 19801  
Telephone: (302) 429-3826

William C. Weeden  
Skadden, Arps, Slate, Meagher & Flom, LLP

1440 New York Avenue, NW  
Washington, DC 20005  
Telephone: (202) 371-7000

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Item 6 is hereby amended as follows:

Item 6. Exhibits and Financial Statements

(a) Exhibits:

<u>Exhibit No.</u>	<u>Description of Document</u>
A-1	Settlement Agreement By and Between Atlantic City Electric Company and the City of Vineland dated March 13, 2002. (filed herewith)
F-1	Opinion of Counsel. (filed herewith)
H-1	Proposed Form of Notice. (previously filed)

(b) Financial Statements:

Financial statements are not included since the authorizations requested herein would have no financial statement impact in and of themselves.

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SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the undersigned companies have duly caused this Amendment No. 1 to the Application-Declaration 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 that is pertinent to the application of the respective companies.

DATE: April 21, 2004

Pepco Holdings, Inc.  
Conectiv  
Atlantic City Electric Company

By: /s/ Donna J. Kinzel  
Donna J. Kinzel  
Assistant Treasurer

