

PECO ENERGY CO  
Form 8-K  
September 22, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**September 19, 2008**

**Date of Report (Date of earliest event reported)**

**Exact Name of Registrant as Specified in Its Charter;**

**State of Incorporation; Address of Principal Executive**

**Commission File  
Number**

**000-16844**

**PECO ENERGY COMPANY**

**Offices; and Telephone Number**

**IRS Employer  
Identification Number**  
**23-0970240**

**(a Pennsylvania corporation)**

**P.O. Box 8699**

**2301 Market Street**

**Philadelphia, Pennsylvania 19101-8699**

**(215) 841-4000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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- “ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Section 1 Registrant's Business and Operations**

**Item 1.01. Entry into a Material Definitive Agreement**

PECO Energy Company (PECO) was party to an agreement with CIESCO, LLC and Citicorp North America under which it sold an undivided interest, adjusted daily, in up to \$225 million of designated accounts receivable (Existing Agreement). On September 19, 2008, CIESCO, LLC and Citicorp North America assigned all of their right, title and interest in and to the Existing Agreement to Victory Receivables Corporation (Victory) and its affiliate The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch (BTMUNY) and, in connection with the assignment, PECO entered into an amended and restated agreement with Victory and BTMUNY (Agreement).

Advances under the Agreement are funded through the issuance of commercial paper by Victory and accrue interest based on the applicable commercial paper interest rate or discount rate, plus an applicable margin. The Agreement will terminate on September 18, 2009, unless extended in accordance with its terms. A copy of the Agreement is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated by reference herein.

**Section 2 Financial Information**

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

The disclosure set forth in Item 1.01 above is incorporated by reference in this Item 2.03.

**Section 9 Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

*(d) Exhibits.*

The following exhibits are filed herewith:

Exhibit No.	Description
10.1	Amended and Restated Trade Receivables Purchase and Sale Agreement among PECO, Victory Receivables Corporation and The Bank of Tokyo-Mitsubishi UFJ, Ltd.
	* * * * *

This Current Report includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, that are subject to risks and uncertainties. The factors that could cause actual results to differ materially from these forward-looking statements include those discussed herein as well as those discussed in (1) PECO's 2007 Annual Report on Form 10-K in (a) ITEM 1A. Risk Factors, (b) ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and (c) ITEM 8. Financial Statements and Supplementary Data: Note 19; (2) PECO's Second Quarter 2008 Quarterly Report on Form 10-Q in (a) Part II, Other Information, ITEM 1A. Risk Factors and (b) Part I, Financial Information, ITEM 1. Financial Statements: Note 12; and (3) other factors discussed in filings with the Securities and Exchange Commission by PECO. Readers are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this Current Report. PECO does not undertake any obligation to publicly release any revision to its forward-looking statements to reflect events or circumstances after the date of this Current Report.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant, PECO, has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PECO ENERGY COMPANY**

/s/ Phillip S. Barnett  
Phillip S. Barnett  
Senior Vice President and Chief Financial Officer  
PECO Energy Company

September 22, 2008

**EXHIBIT INDEX**

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