Edgar Filing: PEPCO HOLDINGS INC - Form FWP

PEPCO HOLDINGS INC Form FWP June 06, 2007

Filed Pursuant to Rule 433

Registration No. 333-123525

June 5, 2007

PEPCO HOLDINGS, INC.

\$250,000,000

6.125% Notes due 2017

Issuer: Pepco Holdings, Inc.
Issue: 6.125% Notes due 2017

Ratings: Baa3/BBB /BBB (Moody s/S&P/Fitch)

Offering Size: \$250,000,000 Coupon: 6.125% Trade Date: June 5, 2007 Settlement Date: June 8, 2007 (T+3) June 1, 2017 Stated Maturity: Initial Public Offering Price: 99.479% per Note Proceeds to Issuer (before expenses): \$247,072,500 Yield to Maturity: 6.196%

Benchmark Treasury: 4.50% due May 2017

Benchmark Treasury Yield: 4.976% Spread to Benchmark Treasury: +122 bps

Optional Redemption: Make-whole call, 20bps spread over U.S. Treasuries

Interest Payment Dates: June 1 and December 1 of each year, commencing on December 1, 2007

CUSIP Number: 713291 AP 7

Representatives: Credit Suisse Securities (USA) LLC

Merrill Lynch, Pierce, Fenner & Smith Incorporated

The issuer has filed a registration statement (including a prospectus) with the Securities and Exchange Commission (the SEC) for the offering to which the communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may obtain these documents free by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, the issuer, any underwriters or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Credit Suisse Securities (USA) LLC at 1-800-221-1037 or Merrill Lynch, Pierce, Fenner & Smith Incorporated toll free at 1-866-500-5408.

^{*} A security rating is not a recommendation to buy, sell or hold securities and should be evaluated independently of any other rating is subject to revision or withdrawal at any time by the assigning rating organization.