

XCEL ENERGY INC
Form U-9C-3
May 29, 2002

Table of Contents

**U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM U-9C-3**

**QUARTERLY REPORT PURSUANT TO RULE 58 OF
THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935**

For the quarterly period ended March 31, 2002

Xcel Energy Inc.
(Name of Registered Holding Company)

800 Nicollet Mall, Minneapolis, Minnesota 55402
(Address of Principal Executives Offices)

Inquiries concerning this Form U-9C-3
may be directed to either:

David E. Ripka
Vice President and Controller
Xcel Energy Inc.
414 Nicollet Mall
Minneapolis, MN 55401
(612) 330-2958

or

Scott Wilensky
Associate General Counsel
Xcel Energy Inc.
800 Nicollet Mall
Minneapolis, MN 55402
(612) 215-4590

TABLE OF CONTENTS

Item 1. Organization Chart

Item 2. Issuances and Renewals of Securities and Capital Contribution

Item 3. Associated Transactions

Item 4. Summary of Aggregate Investment

Item 5. Other Investments (In Thousands)

Item 6. Financial Statements and Exhibits

SIGNATURE

Table of Contents

XCEL ENERGY INC.
FORM U-9C-3
For the Quarter Ended March 31, 2002

Table of Contents

| | Page |
|---|-------------|
| Item 1. Organization Chart | 1 |
| Item 2. Issuances and Renewals of Securities and Capital Contributions | 14 |
| Item 3. Associated Transactions | 15 |
| Item 4. Summary of Aggregate Investment | 17 |
| Item 5. Other Investments | 18 |
| Item 6. Financial Statements and Exhibits | 19 |
| SIGNATURE | 21 |

Table of Contents

Item 1. ORGANIZATION CHART

| Name of Reporting Company | Energy or Gas Related Company | Date of Organization | State of Organization | Percentage Of Voting Securities Held | Nature Of Business |
|---|--------------------------------------|-----------------------------|------------------------------|---|---|
| Xcel Energy Inc. (Xcel Energy) Xcel Energy Retail Holdings Inc. (a) XERS Inc. | Energy related | December 4, 2000 | DE | 100% | Operates as a retailer of electric power in targeted U.S. markets. XERS functions as an intermediary between energy producers, resellers and end-users. |
| Natural Station Equipment LLC | Energy related | January 1, 1999 | DE | 100% | Engages in natural gas distribution |
| Xcel Energy Cadence Inc. (a) | Energy related | August 28, 1997 | CO | 100% | Holds energy-related company |
| Cadence Network Inc. | Energy related | September 3, 1997 | DE | 22.22% | Energy management and consulting services; also brokering and marketing of energy commodities |
| Planergy International Inc. (a) | Energy related | January 2, 1990 | TX | 100% | Energy service to commercial and industrial customers |
| Planergy (Delaware) Inc. (a) | Energy related | September, 26 1996 | DE | 100% | No significant operations |
| Planergy Services Inc. (a) | Energy related | July 30, 1987 | DE | 100% | Industrial energy audits |
| Planergy Services of California Inc. | Energy related | November 6, 1984 | CA | 100% | No significant operations |
| Planergy Capital Associates Inc. | Energy related | June 19, 1981 | CA | 100% | No significant operations |
| Planergy Energy Services Corp. | Energy related | July 30, 1987 | DE | 100% | No significant operations |
| Planergy Services of Houston Inc. | Energy related | July 30, 1987 | DE | 100% | No significant operations |
| Planergy Services USA Inc. | Energy related | July 30, 1987 | DE | 100% | No significant operations |
| Planergy Services of Texas Inc. | Energy related | July 30, 1987 | DE | 100% | No significant operations |
| Planergy Midwest Inc. | Energy related | December 7, 2000 | DE | 100% | No significant operations |
| * Planergy New York Inc. | Energy related | February 20, 1991 | NY | 100% | Inactive |
| Planergy Inc. (a) | Energy related | August 19, 1977 | TX | 100% | Energy service company |
| Planergy Limited | Energy related | May 13, 1997 | Canada | 100% | Energy service company |
| Energy Masters International Inc. (a) | Energy related | August 20, 1993 | MN | 100% | Provides energy marketing and performance contracting services |
| EMI Performance Contracting, Inc. | Energy related | June 18, 2001 | DE | 100% | Provides energy conservation services |

Table of Contents

| Name of Reporting Company | Energy or Gas Related Company | Date of Organization | State of Organization | Percentage Of Voting Securities Held | Nature Of Business |
|---|--------------------------------------|-----------------------------|------------------------------|---|--|
| e prime Energy Marketing Inc. | Energy related | March 3, 1997 | CO | 100% | Provides energy-related services |
| e prime Florida Inc. | Energy related | October 18, 1999 | CO | 100% | Provides retail gas marketing services |
| e prime Georgia Inc. | Energy related | June 10, 1999 | GA | 100% | Provides retail gas marketing services |
| Xcel Energy Ventures Inc. (a) * Ultra Power Technologies | Energy related | October 10, 1997 | MN | 100% | Inactive entity previously involved in the testing of underground electric cable. |
| Texas-Ohio Pipeline Inc. | Energy related | June 22, 1990 | TX | 100% | Owns and operates gas pipeline |
| Xcel Energy Wholesale Group Inc. (a) NRG Energy Inc. (a) | Energy related | May 29, 1992 | DE | 96.7% | Develops, organizes, owns and operates non-regulated energy-related businesses |
| # James River Cogeneration Co. | Energy related | January 15, 2002 | NC | 50% | Owns the James River Station 110 MW facility in Virginia. |
| # NRG Woodland Operations LLC | Energy related | March 18, 2002 | DE | 100% | Operates facility in Woodland, CA. |
| NRG Power Marketing Inc. | Energy related | August 18, 1997 | DE | 100% | Established to maximize the utilization and return of NRG's generation assets and to mitigate the risk associated with those assets. |
| # NRG New Jersey Energy Sales LLC | Energy related | March 22, 2002 | DE | 100% | Energy marketer in New Jersey. |
| NRG PacGen Inc. (a) | Energy related | October 28, 1997 | DE | 100% | Owns interests in cogeneration and competitive power producing projects. |
| Pacific Generation Company (a) | Energy related | August 3, 1984 | OR | 100% | Domestic holding company acquired by NRG; also a limited partner in Camas Power Boiler Limited Partnership |
| Camas Power Boiler Limited Partnership | Energy related | February 6, 1990 | OR | 100% | Owns waste-wood fired steam boiler in Camas paper mill in Washington |
| Camas Power Boiler Inc. | Energy related | February 6, 1990 | OR | 100% | General partner in Camas Boiler Limited Partnership |
| ESOCO Crockett Inc. | Energy related | December 9, 1992 | OR | 100% | Operates Crockett cogeneration facility in California |
| Energy National Inc. (a) | Energy related | September 13, 1984 | UT | 100% | Holding company |
| Pacific Generation Resources Company | Energy related | November 21, 1991 | OR | 100% | Domestic holding company which holds limited partner interest in Long Island Cogeneration |
| Penobscot Energy Recovery Company | Energy related | August 15, 1985 | ME | 35.68% | Owns waste-to-energy facility in Orrington, Maine |

Table of Contents

| Name of Reporting Company | Energy or Gas Related Company | Date of Organization | State of Organization | Percentage Of Voting Securities Held | Nature Of Business |
|--|--------------------------------------|-----------------------------|------------------------------|---|--|
| Maine Energy Recovery Co. | Energy related | June 30, 1983 | ME | 16% | Owns waste-to-energy facility in Maine |
| Pacific Orrington Energy Inc. (a) | Energy related | November 24, 1992 | OR | 100% | Holds general and limited partner interests in Orrington Waste LTD, Limited Partnership |
| Orrington Waste LTD, Limited Partnership | Energy related | January 13, 1993 | OR | 17% | Provides waste disposal services to municipalities to be delivered to waste disposal operators in Maine |
| ESOCO Inc. (a) | Energy related | February 1, 1989 | UT | 100% | Domestic holding company for individual ESOCO O&M companies |
| ESOCO Orrington Inc. | Energy related | February 1, 1989 | UT | 100% | Operates Penobscot Energy Recovery Company in Maine |
| Pacific Crockett Holdings Inc. | Energy related | February 14, 1991 | OR | 100% | Domestic holding company for Pacific Crockett Energy Inc. |
| ENI Crockett Limited Partnership (a) | Energy related | April 10, 1995 | OR | 100% | Limited partner in Crockett Cogeneration, a California Limited Partnership |
| Pacific Crockett Energy Inc. | Energy related | February 6, 1997 | UT | 100% | General partner in Crockett Cogeneration, a California Limited Partnership |
| ONSITE Energy Inc. (a) | Energy related | January 22, 1986 | OR | 100% | Domestic holding company of ONSITE Soledad Inc. and ONSITE Marianas Corporation; also indirectly holds general partner interest in Mt. Poso project and limited partner interest in Turner Falls project |
| Pacific-Mt. Poso Corporation | Energy related | June 8, 1997 | OR | 100% | General partner in Mt. Poso Cogeneration Company, a California Limited Partnership |
| Turner Falls Limited Partnership | Energy related | | MA | 9% | Owns Turner Falls cogeneration facility in Massachusetts |
| Pacific Generation Holdings Co | Energy related | January 12, 1995 | OR | 100% | Domestic holding company for Pacific Generation Funding and Pacific Recycling Inc. |
| Graystone Corporation (a) | Energy related | May 25, 1989 | MN | 100% | General partner in Louisiana Energy Services LP |
| Le Paz Incorporated | Energy related | June 1, 1990 | MN | 100% | Limited partner in Louisiana Energy Services LP |
| NRG Cadillac Inc. (a) | Energy related | April 15, 1997 | DE | 100% | Domestic holding company in Cadillac Renewable Energy LLC |
| Cadillac Renewable Energy LLC | Energy related | February 27, 1997 | DE | 100% | Owns wood-fired electric generation plant in Mich |

Table of Contents

| Name of Reporting Company | Energy or Gas Related Company | Date of Organization | State of Organization | Percentage Of Voting Securities Held | Nature Of Business |
|----------------------------------|--------------------------------------|-----------------------------|------------------------------|---|---|
| O'Brien Cogeneration Inc II | Energy related | December 31, 1985 | DE | 100% | Owns and/or operates cogeneration facilities. |
| NEO Corporation (NEO) (a) | Energy related | May 27, 1993 | MN | 100% | Develops, owns and operates landfill gas, hydroelectric and small cogeneration projects in the U.S. |
| # NM Colton Genco LLC | Energy related | March 18, 2002 | DE | 50% | Owns and operates landfill gas fueled electric generating facility on Colton landfill. |
| # NM Mid Valley Genco LLC | Energy related | March 18, 2002 | DE | 50% | Owns and operates landfill gas fueled electric generating facility on Mid Valley landfill. |
| # NM Milliken Genco LLC | Energy related | March 18, 2002 | DE | 50% | Owns and operates landfill gas fueled electric generating facility on Milliken landfill. |
| NEO Fresh Kills LLC (a) | Energy related | December 20, 2001 | DE | 100% | 50% owner of Fresh Gas LLC |
| Fresh Gas LLC | Energy related | December 20, 2001 | DE | 50% | Owner of gas collection system in Fresh Kills, NY |
| NEO Chester-Gen LLC | Energy related | July 13, 2000 | DE | 100% | Owns 3.4 MW cogeneration facility at Crozer Chester Hospital in Chester, Pennsylvania |
| NEO Freehold-Gen LLC | Energy related | July 13, 2000 | DE | 100% | Formed to acquire landfill gas project |
| NEO Toledo-Gen LLC | Energy related | July 13, 2000 | DE | 100% | Owns 1.0 MW cogeneration facility at Riverside Hospital in Toledo, Ohio |
| NEO Landfill Gas Holdings Inc. | Energy related | April 8, 1996 | DE | 100% | Domestic holding company-provides O&M services for landfill gas projects |
| Four Hills LLC | Energy related | August 19, 1996 | DE | 50% | Landfill gas collection system for Nashua project in New Hampshire |
| NEO Burnsville LLC | Energy related | October 25, 1996 | DE | 100% | Landfill gas collection system for Edward Kraemer landfill in Minnesota |
| NEO Corona LLC | Energy related | January 8, 1997 | DE | 100% | Landfill gas collection system for O'Brien project in California |
| NEO Erie LLC | Energy related | August 17, 1999 | DE | 100% | Landfill gas collection system for project in Denver |
| NEO Ft Smith LLC | Energy related | October 14, 1997 | DE | 100% | Landfill gas collection system for project in Arkansas |
| NEO Hackensack LLC | Energy related | January 6, 1997 | DE | 100% | Landfill gas collection system for HMDC/Balefill/Kingsland |
| NEO Martinez LLC | Energy related | August 18, 1999 | DE | 100% | Landfill gas collection system for project in California |

Table of Contents

| Name of Reporting Company | Energy or Gas Related Company | Date of Organization | State of Organization | Percentage Of Voting Securities Held | Nature Of Business |
|---|--------------------------------------|-----------------------------|------------------------------|---|---|
| NEO Nashville LLC | Energy related | June 20, 1997 | DE | 100% | Landfill gas collection system for project in Tenn. |
| NEO Northern Tier LLC | Energy related | March 11, 1997 | DE | 100% | Landfill gas collection system for project in Pennsylvania |
| NEO Phoenix LLC | Energy related | January 4, 1996 | DE | 100% | Landfill gas collection system for project in Arizona |
| NEO Prima Deshecha LLC | Energy related | January 16, 1997 | DE | 100% | Landfill gas collection system for project in Orange County, California |
| NEO Riverside LLC | Energy related | December 19, 1996 | DE | 100% | Landfill gas collection system for project in California |
| NEO SKB LLC | Energy related | October 14, 1997 | DE | 100% | Landfill gas collection system for project in Pennsylvania |
| NEO Tajiguas LLC | Energy related | December 5, 1995 | DE | 100% | Landfill gas collection system for project in Santa Barbara, California |
| NEO Woodville LLC | Energy related | February 11, 1998 | DE | 100% | Landfill gas collection system for project in California |
| NEO El Sobrante LLC | Energy related | February 10, 2000 | DE | 100% | Landfill gas collection system |
| NEO Tri-Cities LLC | Energy related | February 10, 2000 | DE | 100% | Landfill gas collection system for project in Fremont, California |
| NEO Montauk Genco Management LLC | Energy related | August 21, 2001 | DE | 100% | Manager of NEO-Montauk Genco LLC |
| NEO Montauk Genco LLC | Energy related | August 17, 2001 | DE | 50% | Owner of landfill gas fueled power generation |
| NEO San Bernardino LLC (a) | Energy related | June 26, 1998 | DE | 100% | Landfill gas collection system for project in California |
| San Bernardino Landfill Gas Limited Partnership | Energy related | September 18, 1997 | DE | 95% | Limited partner to landfill gas collection system for project in California |
| NEO MESI LLC (a) | Energy related | October 12, 1999 | DE | 100% | Holding company for project company in the business of producing and selling synthetic fuel from Ken West terminal in Catlettsburg, Boyd County Kentucky on the Big Sandy River |
| MESI Fuel Station #1 LLC | Energy related | October 28, 1999 | DE | 50% | Owns synthetic coal processing facility in Kentucky |
| NEO ECO 11 LLC | Energy related | May 9, 2000 | DE | 100% | Formed to acquire landfill gas project |
| Minnesota Methane II LLC (a) | Energy related | April 8, 1997 | DE | 50% | Owns and operates original 3 NEO/Ziegler landfill gas projects |

Table of Contents

| Name of Reporting Company | Energy or Gas Related Company | Date of Organization | State of Organization | Percentage Of Voting Securities Held | Nature Of Business |
|----------------------------------|--------------------------------------|-----------------------------|------------------------------|---|---|
| MM Burnsville Energy LLC | Energy related | October 14, 1997 | DE | 50% | Landfill gas fueled power generation for Edward Kraemer landfill in Minnesota |
| Suncook Energy LLC | Energy related | October 14, 1997 | DE | 50% | Landfill gas fueled power generation for Nashua project in New Hampshire |
| Landfill Power LLC | Energy related | May 2, 1994 | WY | 50% | Owns and operates Flying Cloud landfill gas fueled power generation facility in Minnesota |
| Minnesota Methane LLC | Energy related | September 21, 1998 | WY | 50% | Owns and operates 18 landfill gas projects in the U.S. |
| MM Albany Energy LLC | Energy related | January 8, 1997 | DE | 50% | Landfill gas fueled power generation for project in New York |
| MM Biogas Power LLC | Energy related | April 8, 1996 | DE | 50% | Domestic holding company-owns 100% interest in landfill gas fueled power generation projects not yet financed |
| MM Corona Energy LLC | Energy related | January 8, 1997 | DE | 50% | Landfill gas fueled power generation for O'Brien projects in California |
| MM Cuyahoga Energy LLC | Energy related | June 18, 1997 | DE | 50% | Landfill gas fueled power generation project in Ohio |
| MM Erie Power LLC | Energy related | August 17, 1999 | DE | 50% | Landfill gas fueled power generation for project in Denver, Colorado |
| MM Hackensack Energy LLC | Energy related | April 8, 1997 | DE | 50% | Landfill gas fueled power generation for HMDC/Balefill/Kingsland O'Brien project in New Jersey |
| MM Hartford Energy LLC | Energy related | May 16, 1997 | DE | 50% | Landfill gas fueled power generation for project in Connecticut |
| MM Lopez Energy LLC | Energy related | December 13, 1996 | DE | 50% | Landfill gas fueled power generation for Lopez Canyon project in Los Angeles, California |
| MM Lowell Energy LLC | Energy related | January 8, 1997 | DE | 50% | Landfill gas fueled power generation for project in Massachusetts |
| MM Martinez Energy LLC | Energy related | August 17, 1999 | DE | 50% | Landfill gas fueled power generation for project in California |
| MM Nashville Energy LLC | Energy related | June 20, 1997 | DE | 50% | Landfill gas fueled power generation for project in Tennessee |
| MM Northern Tier Energy LLC | Energy related | March 11, 1997 | DE | 50% | Landfill gas fueled power generation for project in Pennsylvania |

Table of Contents

| Name of Reporting Company | Energy or Gas Related Company | Date of Organization | State of Organization | Percentage Of Voting Securities Held | Nature Of Business |
|----------------------------------|--------------------------------------|-----------------------------|------------------------------|---|---|
| MM Phoenix Energy LLC | Energy related | January 20, 1998 | DE | 50% | Landfill gas fueled power generation for project in Arizona |
| MM Prima Deshecha Energy LLC | Energy related | January 8, 1997 | DE | 50% | Landfill gas fueled power generation for project in Orange County, California |
| MM Prince William Energy LLC | Energy related | June 18, 1997 | DE | 50% | Landfill gas fueled power generation for project in Virginia |
| MM Riverside LLC | Energy related | December 19, 1996 | DE | 50% | Landfill gas fueled power generation for project in California |
| MM San Diego LLC | Energy related | January 8, 1997 | DE | 50% | Landfill gas fueled power generation for Miramar project in California |
| MM SKB Energy LLC | Energy related | June 20, 1997 | DE | 50% | Landfill gas fueled power generation for project in Pennsylvania |
| MM Spokane Energy LLC | Energy related | January 8, 1997 | DE | 50% | Landfill gas fueled power generation for project in Washington |
| MM Tacoma LLC | Energy related | December 19, 1996 | DE | 50% | Landfill gas fueled power generation for project in Washington |
| MM Tajiguas Energy LLC | Energy related | January 20, 1998 | DE | 50% | Landfill gas fueled power generation for project in California |
| MM Taunton Energy LLC | Energy related | January 8, 1997 | DE | 50% | Landfill gas fueled power generation for project in Massachusetts |
| MM Tomoka Farms Energy LLC | Energy related | March 11, 1997 | DE | 50% | Landfill gas fueled power generation for project in Florida |
| MM Tri-Cities Energy LLC | Energy related | February 10, 2000 | DE | 50% | Landfill gas power generation in Fremont, CA |
| MM Tulare Energy LLC | Energy related | May 16, 1997 | DE | 50% | Landfill gas fueled power generation for Visalia project in California |
| MM West Covina LLC | Energy related | December 4, 1995 | DE | 50% | Landfill gas fueled power generation for BKK project in California |
| MM Woodville Energy LLC | Energy related | February 11, 1998 | DE | 50% | Landfill gas fueled power generation for project in California |
| MM Yolo Power LLC | Energy related | February 14, 1996 | DE | 50% | Landfill gas fueled power generation for Visalia project in California |
| MMSB Transco Holdings LLC | Energy related | December 30, 1998 | DE | 50% | Transport landfill gas for resale |
| NEO Landfill Gas Inc. | Energy related | April 8, 1996 | DE | 100% | Domestic holding company-holds 99% interest in landfill gas collection system projects. |

Table of Contents

| Name of Reporting Company | Energy or Gas Related Company | Date of Organization | State of Organization | Percentage Of Voting Securities Held | Nature Of Business |
|----------------------------------|--------------------------------------|-----------------------------|------------------------------|---|--|
| Northbrook Acquisition Corp. | Energy related | December 23, 1994 | DE | 50% | Domestic holding company in STS Hydropower |
| Northbrook Carolina Hydro LLC | Energy related | October 5, 1995 | DE | 50% | Owns and operates hydroelectric power plants in North Carolina and South Carolina |
| Northbrook Energy LLC | Energy related | November 4, 1994 | DE | 50% | Develops hydroelectric power projects in the U.S. |
| Northbrook New York LLC | Energy related | June 21, 1999 | DE | 30% | Holds interest in Northbrook Acquisition Corp |
| O'Brien Biogas (Mazzaro) Inc | Energy related | February 26, 1990 | DE | 50% | Landfill gas collection system for project in Pennsylvania |
| O'Brien Biogas IV LLC | Energy related | July 8, 1997 | DE | 50% | Landfill gas fueled power generation for Edgeboro project in New Jersey |
| O'Brien Standby Power Energy Inc | Energy related | December 6, 1988 | DE | 50% | Landfill gas fueled power generation for SKB project in Pennsylvania |
| STS Hydropower LTD (a) | Energy related | August 11, 1987 | MI | 50% | Owns and operates hydroelectric projects in California, Colorado, Michigan, Virginia and Wash. |
| NEO Albany LLC | Energy related | September 12, 1995 | DE | 100% | Landfill gas collection system for project in NY |
| NEO Cuyahoga LLC | Energy related | October 31, 1996 | DE | 100% | Landfill gas collection system for project in Ohio |
| NEO Edgeboro LLC | Energy related | January 6, 1997 | DE | 100% | Landfill gas collection system for O'Brien project in New Jersey |
| NEO Fitchburg LLC | Energy related | January 16, 1997 | DE | 100% | Landfill gas collection system for project in Massachusetts |
| NEO Hartford LLC | Energy related | October 13, 1995 | DE | 100% | Landfill gas collection system for project in Connecticut |
| NEO Lopez Canyon LLC | Energy related | January 4, 1996 | DE | 100% | Landfill gas collection system for project in California |
| NEO Lowell LLC | Energy related | January 16, 1997 | DE | 100% | Landfill gas collection system for project in Massachusetts |
| NEO Prince William LLC | Energy related | October 30, 1996 | DE | 100% | Landfill gas collection system for project in Virginia |
| NEO San Diego LLC | Energy related | October 12, 1995 | DE | 100% | Landfill gas collection system for Miramar project in California |
| NEO Spokane LLC | Energy related | November 22, 1995 | DE | 100% | Landfill gas collection system for project in Washington |
| NEO Tacoma LLC | Energy related | December 5, 1995 | DE | 100% | Landfill gas collection system for project in Washington |

Table of Contents

| Name of Reporting Company | Energy or Gas Related Company | Date of Organization | State of Organization | Percentage Of Voting Securities Held | Nature Of Business |
|-----------------------------------|--------------------------------------|-----------------------------|------------------------------|---|---|
| NEO Taunton LLC | Energy related | January 16, 1997 | DE | 100% | Landfill gas collection system for project in Massachusetts |
| NEO Tomoka Farms LLC | Energy related | December 5, 1995 | DE | 100% | Landfill gas collection system of Volusia project in Florida |
| NEO Tulare LLC | Energy related | December 5, 1995 | DE | 100% | Landfill gas collection system for Visalia project in California |
| NEO West Covina LLC | Energy related | July 16, 1997 | DE | 100% | Landfill gas collection system for BKK project in California |
| NEO Yolo LLC | Energy related | December 23, 1996 | DE | 100% | Landfill gas collection system for project in California |
| NRG Thermal Corporation (a) | Energy related | October 25, 1999 | DE | 100% | Provides district heating and cooling systems in several cities in the U.S. |
| NRG Energy Center Smyrna LLC | Energy related | December 20, 2001 | DE | 100% | Operator of 45 MW plant located in Smyrna, Delaware. |
| NRG Energy Center Minneapolis LLC | Energy related | October 27, 1999 | DE | 100% | Owns and operates the district heating and cooling system serving customers in the downtown Minneapolis area |
| NRG Energy Center San Diego LLC | Energy related | October 27, 1999 | DE | 100% | Formed to own and operate San Diego Power & Cooling, a chilled water plant serving customers in downtown San Diego area |
| NRG Energy Center Rock Tenn LLC | Energy related | October 27, 1999 | DE | 100% | Owns assets in connection with the sale of steam to Rock-Tenn Corporation in St. Paul |
| NRG Energy Center Grand Forks LLC | Energy related | October 27, 1999 | DE | 100% | Owns assets in connection with a contract to provide steam at the Grand Forks Air Force Base |
| NRG Energy Center Paxton Inc. | Energy related | April 25, 2000 | DE | 100% | Formed to own interest in cogeneration facility and sell steam to NRG Energy Center Harrisburg Inc. |
| NRG Energy Center Washco LLC | Energy related | October 27, 1999 | DE | 100% | Owns assets in connection with the sale of steam to Anderson Corporation and the State of Minnesota Correctional Facility |
| NRG Energy Center Dover LLC | Energy related | July 12, 2000 | DE | 100% | Own 18 MW cogeneration facility and 80 MW expansion project in Dover, Delaware |
| NRG Thermal Services Inc. | Energy related | July 5, 2000 | DE | 100% | This entity formed to hold the chiller plant assets and diesel services business for NRG Energy Center Harrisburg Inc. |

Table of Contents

| Name of Reporting Company | Energy or Gas Related Company | Date of Organization | State of Organization | Percentage Of Voting Securities Held | Nature Of Business |
|--|--------------------------------------|-----------------------------|------------------------------|---|---|
| NRG Energy Center Pittsburgh LLC | Energy related | October 27, 1999 | DE | 100% | Formed to own and operate the Pittsburgh Thermal district heating and cooling plant which currently serves approx 25 customers in the Pittsburgh area. Provides district heating and cooling services in California Sole member of construction revolver borrower Borrower under proposed construction revolver Owner for financing purposes of certain turbines prior to their assignment to project companies Holds energy-related companies and is engaged in engineering, design and construction management, and invests in developing cogeneration and energy-related projects Invests in developing cogeneration and energy-related projects Owns .5 general partnership interest in Quixx Linden Owns and operates gas-fired cogeneration facility Owns and operates gas-fired cogeneration facility Holding company for subsidiaries providing energy marketing services Holds energy-related companies and engages in energy marketing, trading and providing energy services Hold energy-related company Owns & operates underground gas storage facilities Operates cogeneration facility |
| NRG Energy Center San Francisco LLC | Energy related | July 30, 1991 | DE | 48.09% | |
| NRG Capital LLC (a) | Energy related | April 9, 2001 | DE | 100% | |
| NRG Finance Company I LLC (a) | Energy related | February 6, 2001 | DE | 100% | |
| NRG Turbines LLC | Energy related | August 15, 2001 | DE | 100% | |
| Utility Engineering Corporation (UE) (a) | Energy related | August 14, 1985 | TX | 100% | |
| Quixx Corporation (a) | Energy related | August 14, 1985 | TX | 100% | |
| Quixxlin Corporation (a) | Energy related | July 16, 1997 | DE | 100% | |
| Quixx Linden (GP) | Energy related | June 25, 1996 | TX | 0.50% | |
| Quixx Linden (LP) | Energy related | June 25, 1996 | TX | 49.5% | |
| Xcel Energy Markets Holdings Inc. (a) | | | | | |
| e prime Inc. (a) | Energy related | January 30, 1995 | CO | 100% | |
| Young Gas Storage Company (a) | Energy related | July 6, 1993 | DE | 100% | |
| Young Gas Storage Company Ltd. | Energy related | June 30, 1993 | CO | 47.5% | |
| Johnstown Cogeneration Company LLC | Energy related | February 8, 1996 | CO | 50% | |

Table of Contents

| Name of Reporting Company | Energy or Gas Related Company | Date of Organization | State of Organization | Percentage Of Voting Securities Held | Nature Of Business |
|--|--------------------------------------|-----------------------------|------------------------------|---|--|
| Viking Gas Transmission Company NSP-Minnesota (a) | Gas related | February 2, 1988 | DE | 100% | Natural gas transmission |
| NSP Nuclear Corporation (a) | Energy related | November 19, 1999 | MN | 100% | Owns 20% interest in Nuclear Management Co. |
| Nuclear Management Company LLC | Energy related | February 26, 1999 | WI | 20% | Nuclear operating company that manages several nuclear plants for 5 different utilities. |
| Private Fuel Storage LLC | Energy related | September 6, 1995 | DE | 12.5% | Storage facility of spent nuclear fuel in Utah |

(a) Directly and/or indirectly holds securities in energy/gas related companies.

new entity

* inactive entity

LP: Limited Partner, GP: General Partner.

Table of Contents

Narrative Description of Activities for Reporting Period

XERS Inc. XERS, a newly formed nonregulated subsidiary of Xcel Energy, operates as a retailer of electric power in targeted U.S. markets. XERS functions as an intermediary between energy producers, resellers and end-users and is exposed to the business risks involved with these operations. Therefore, XERS enters into fixed or full requirements contracts ranging from one month to several years.

Natural Station Equipment LLC (STATCO) STATCO assembles, packages and sells equipment (large compressors, heavy steel storage vessels, and fuel dispensers) to the national and international natural gas industry for their construction and operation of natural gas fueling stations.

Cadence Network Inc. Cadence Network Inc. provides a single source for both energy management services and products designed to lower energy costs for national companies that operate at multiple locations.

Planergy International Inc. and subsidiaries Planergy International Inc. consists of operating subsidiaries providing energy management, consulting and demand side management services to industrial, commercial, utility and municipal customers.

e prime Energy Marketing Inc. e prime Energy Marketing Inc. provides energy related products and services, which include natural gas marketing and trading.

e prime Florida Inc. e prime Florida Inc. provides energy related products and services.

e prime Georgia Inc. e prime Georgia Inc. provides energy related products and services.

Texas-Ohio Pipeline Inc. Small pipeline company that connects two major interstate pipelines.

James River Cogeneration Co. Owns the James River Station 110 MW facility in Virginia.

NRG Woodland Operations LLC Operates a facility in Woodland, CA.

NRG Power Marketing Inc. Established to maximize the utilization and return of NRG s generation assets and to mitigate the risk associated with those assets. NRG Power Marketing purchases and markets energy and energy related commodities including electricity, natural gas, oil, coal and emission allowances.

NRG PacGen Inc. Owns interests in cogeneration and competitive power producing projects.

Graystone Corporation General partner in Louisiana Energy Services LP which provides uranium enrichment services.

NRG Cadillac Inc. Owns 50 percent of Cadillac Renewable Energy LLC. Which owns a 38 MW wood fired plant located in Cadillac, Michigan.

O Brien Cogeneration Inc. II Owns and/or operates cogeneration facilities.

Table of Contents

Narrative Description of Activities for Reporting Period (continued)

NEO Corporation Develops, owns and operates landfill gas, hydroelectric and small cogeneration projects in the U.S.

NRG Thermal Corporation Provides district heating and cooling systems in several cities in the U.S.

NRG Capital LLC Sole member of construction revolver borrower.

Utility Engineering Corporation Utility Engineering Corporation is engaged in engineering, design, construction management and other miscellaneous services. On January 1, 2000, UE acquired Quixx Corporation (Quixx) and its subsidiaries from NC Enterprises. Quixx s primary business is investing in and developing cogeneration and energy-related projects. Quixx also holds water rights and certain other non-utility assets. Quixx currently has several subsidiaries, most of which hold interests in various energy-related investments.

Quixx Linden LP Quixx Linden LP owns a 23 Mw natural gas fired cogeneration facility in Linden, New Jersey. Quixxlin Corporation, a wholly-owned subsidiary of Quixx, holds a 0.5% general partnership interest in this partnership. Quixx also directly holds a 49.5% limited partnership interest in Quixx Linden, L.P.

e prime Inc.(e prime) e prime provides energy related products and services (directly and through its subsidiaries) which include, but are not limited to, energy marketing and trading and energy consulting. Also, e prime owns Young Gas Storage Company, which has a 47.5% interest in Young Gas Storage Company Ltd.

Johnstown Cogeneration Company LLC (Johnstown) Johnstown is an electric cogeneration facility which e prime owns a 50% general partnership interest.

Viking Gas Transmission Company Gas transmission pipeline company.

Nuclear Management Company Nuclear operating company that manages several nuclear plants for 5 different utilities.

Private Fuel Storage LLC Storage facility of spent nuclear fuel in Utah.

Table of Contents

Item 2. ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTION

ISSUANCES AND RENEWALS OF SECURITIES (in thousands of dollars):

| Company Issuing security | Type of security issued | Principal amount of security | Issue or renewal | Cost of capital | Person to whom security was issued | Collateral given with security | Consideration received for each security |
|---------------------------------|--------------------------------|-------------------------------------|-------------------------|------------------------|---|---------------------------------------|---|
| Xcel Energy Retail | ST Debt | \$ 21,031 | Renewal | 2.62% | Planergy International Inc. | None | \$ 21,031 |
| Xcel Energy Retail | ST Debt | 5,250 | Issue | 2.62% | Planergy International Inc. | None | 5,250 |
| Xcel Energy Retail | ST Debt | 826 | Renewal | 2.62% | Cadence Network Inc. | None | 826 |
| Xcel Energy Retail | ST Debt | 50 | Renewal | 2.62% | e prime Energy Marketing | None | 50 |
| Quixx Corporation | ST Debt | 45,300 | Renewal | 2.62% | Utility Engineering Corp. | None | 45,300 |
| Quixx Corporation | ST Debt | 600 | Issue | 2.62% | Utility Engineering Corp. | None | 600 |
| Utility Engineering Corp. | ST Debt | 225 | Renewal | 2.62% | Applied Power Associates | None | 225 |
| Utility Engineering Corp. | ST Debt | 1,150 | Renewal | 2.62% | Proto-Power Corporation | None | 1,150 |
| Utility Engineering Corp. | ST Debt | 750 | Renewal | 2.62% | Universal Utility Services | None | 750 |
| Utility Engineering Corp. | ST Debt | 775 | Renewal | 2.62% | Precision Resource Co. | None | 775 |
| Utility Engineering Corp. | ST Debt | 69,000 | Renewal | 2.62% | Xcel Energy Wholesale Inc. | None | 69,000 |
| Utility Engineering Corp. | ST Debt | 3,000 | Issue | 2.62% | Xcel Energy Wholesale Inc. | None | 3,000 |
| e prime inc | ST Debt | 4,380 | Issue | 2.62% | Xcel Energy Markets Inc. | None | 4,380 |
| Viking Gas Transmission | ST Debt | 5,475 | Renewal | 2.62% | Xcel Energy Markets Inc. | None | 5,475 |
| Viking Gas Transmission | ST Debt | 4,200 | Issue | 2.62% | Xcel Energy Markets Inc. | None | 4,200 |
| Texas-Ohio Pipeline Inc. | ST Debt | 153 | Renewal | 2.62% | Xcel Energy Ventures Inc. | None | 153 |
| XERS Inc. | ST Debt | 1,843 | Issue | 2.62% | Xcel Energy Retail | None | 1,843 |
| Xcel Energy Inc. | ST Debt | 300,000 | Issue | 2.62% | NRG Energy Inc. | None | 300,000 |

CAPITAL CONTRIBUTIONS (in thousands of dollars):

| Company Contributing Capital | Company Receiving Capital | Amount of Capital Contribution |
|-------------------------------------|----------------------------------|---------------------------------------|
| NSP Nuclear Corporation | Nuclear Management Company | \$ 585 |
| Xcel Energy Retail | XERS Inc. | \$ 3,032 |

Table of Contents

Item 3. ASSOCIATED TRANSACTIONS

Part I. Transactions performed by reporting companies on behalf of associate companies (in thousands of dollars).

| Reporting Company Rendering Services | Associate Company Receiving Services | Types of Services Rendered | Direct Costs Charged | Indirect Costs Charged | Cost of Capital | Total Amount Billed |
|---|---|--|-------------------------------------|---------------------------------------|--------------------------------|------------------------------------|
| Utility Engineering Corp. | PSCo | Engineering/Utility Professional Services | \$14,050 | - | - | \$14,050 |
| Utility Engineering Corp. | Southwestern Public Service Co. | Engineering/Utility Professional Services | 1,122 | - | - | 1,122 |
| Utility Engineering Corp. | Xcel Energy Services Inc. | Engineering/Utility Professional Services | 352 | - | - | 352 |
| Utility Engineering Corp. | Northern States Power Company | Engineering/Utility Professional Services | 1,922 | - | - | 1,922 |
| Utility Engineering Corp. | Xcel International | Engineering/Utility Professional Services | 78 | - | - | 78 |
| e prime Inc. | Southwestern Public Service Co. | Gas purchased | 241 | - | - | 241 |
| e prime Inc. | Northern States Power Company | Gas purchased | 2,665 | - | - | 2,665 |
| e prime Inc. | NRG Energy Inc. | Gas purchased | 2,368 | - | - | 2,368 |
| Viking Gas Transmission Co. | NSP-Minnesota | Gas transportation services | 10 | - | - | 10 |

Table of Contents

Part II. Transactions performed by associate companies on behalf of reporting companies (in thousands of dollars).

| Reporting Company Receiving Services | Associate Company Rendering Services | Types of Services Rendered | Direct Costs Charged | Indirect Costs Charged | Cost Of Capital | Total Amount Billed |
|---|---|---|-----------------------------|-------------------------------|------------------------|----------------------------|
| Cadence Network Inc. | Xcel Energy Services Inc. | Administrative support; mgmt services | \$ 1 | \$ - | \$ - | \$ 1 |
| Planergy International Inc. | Xcel Energy Services Inc. | Administrative support; mgmt services | 35 | 78 | - | 113 |
| Quixx Linden LP | Quixx Power Services | Power plant operating management fee and expenses | 380 | - | - | 380 |
| Quixx Linden LP | Quixx Corporation | Partnership management fee | 25 | - | - | 25 |
| Utility Engineering Corporation | Xcel Energy Services Inc. | Administrative support; mgmt services | 146 | 297 | 48 | 491 |
| e prime Inc. | Xcel Energy Services Inc. | Administrative support; mgmt services | 205 | 82 | - | 287 |
| e prime Inc. | PSCo | Gas transportation services | 45 | - | - | 45 |
| e prime Inc. | PSCo | Compressor Usage | 23 | - | - | 23 |
| NRG Energy Inc. | Xcel Energy Services Inc. | Administrative support; mgmt services | 453 | 908 | - | 1,361 |
| XERS Inc. | Xcel Energy Services Inc. | Administrative support; mgmt services | 859 | 19 | - | 878 |
| Energy Masters International | Xcel Energy Services Inc. | Administrative support; mgmt services | 165 | - | - | 165 |
| e prime Energy Marketing Inc. | Xcel Energy Services Inc. | Administrative support; mgmt services | 29 | 1 | - | 30 |
| Viking Gas Transmission Co. | Xcel Energy Services Inc. | Administrative support; mgmt services | 74 | 82 | - | 156 |

Table of Contents

Item 4. SUMMARY OF AGGREGATE INVESTMENT

| Investments in energy-related companies: | (in thousands) | |
|---|-----------------------|--------|
| Total consolidated capitalization as of March 31, 2002 | \$ 20,171,954 | Line 1 |
| Total capitalization multiplied by 15% (Line 1 multiplied by 0.15) | 3,025,793 | Line 2 |
| Greater of \$50 million or line 2 | \$ 3,025,793 | Line 3 |
| Total current aggregate investment: (categorized by major line of energy-related business) | | |
| Energy management services (Category I) | 89,774 | |
| Compressed natural gas services (Category III) | 101 | |
| Brokering/Marketing services (Category V) | 17,000 | |
| Utility engineering/construction services (Category VII) | 6,330 | |
| Developing/Ownership QF s (Category VIII)* | 1,085,379 | |
| | <hr/> | |
| Total current aggregate investment | 1,198,584 | Line 4 |
| | <hr/> | |
| Difference between the greater of \$50 million or 15% of capitalization and the total aggregate investment of the registered holding company system | \$ 1,827,209 | Line 5 |
| | <hr/> | |
| (line 3 less line 4) | | |
| Investments in gas-related companies: | (in thousands) | |
| | <hr/> | |
| Total current aggregate investment: (categorized by major line of gas-related business) | | |
| Section 2(a) gas-related activities (Category I) | 27,797 | |
| | <hr/> | |
| Total current aggregate investment | \$ 27,797 | |
| | <hr/> | |

Includes \$1,081.9 million of aggregated investment by Xcel Energy in NRG Energy

Table of Contents

Item 5. OTHER INVESTMENTS (in thousands)

| Major Line of Energy-Related Business (a) | Other Investment in Last U-9C-3 Report | Other Investment in This U-9C-3 Report | Reason for Difference in Other Investment |
|--|---|---|--|
| Brokering/Marketing services | \$ 27,199 | \$ 27,199 | N/A |
| Engineering and related services | \$ 11,463 | \$ 11,463 | N/A |
| Developing/Ownership QF s | \$ 85,713 | \$ 85,713 | N/A |

(a) Investments for these reporting companies, prior to March 23, 1997, were excluded from aggregate investments in Items 4. These reporting companies' investments were subsidiaries, directly or indirectly, of Xcel Energy Inc.

Table of Contents

Item 6. FINANCIAL STATEMENTS AND EXHIBITS

A. Financial Statements:

Exhibit A-1 Financial statements of XERS, Inc. for the three months ended March 31, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-2 Financial statements of Natural Station Equipment LLC for the three months ended March 31, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-3 Financial statements of Cadence Network Inc. for the three months ended March 31, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-4 Consolidated financial statements of Planergy International Inc. and subsidiaries for the three months ended March 31, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-5 Financial statements of e prime Energy Marketing Inc. for the three months ended March 31, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-6 Financial statements of e prime Florida Inc. for the three months ended March 31, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-7 Financial statements of e prime Georgia Inc. for the three months ended March 31, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-8 Financial statements of Texas-Ohio Pipeline Inc. for the three months ended March 31, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-9 Consolidated financial statements of James River Cogeneration Co. and subsidiaries for the three months ended March 31, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-10 Consolidated financial statements of NRG Power Marketing Inc. and subsidiaries for the three months ended March 31, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-11 Consolidated financial statements of NRG PacGen Inc. and subsidiaries for the three months ended March 31, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-12 Consolidated financial statements of Graystone Corporation and subsidiaries for the three months ended March 31, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-13 Consolidated financial statements of NRG Cadillac Inc. and subsidiaries for the three months ended March 31, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-14 Consolidated financial statements of O'Brien Cogeneration Inc. II and subsidiaries for the three months ended March 31, 2002 - filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-15 Consolidated financial statements of NEO Corporation and subsidiaries for the three months ended March 31, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-16 Consolidated financial statements of NRG Thermal Corporation and subsidiaries for the three months ended March 31, 2002 filed under confidential treatment pursuant to Rule 104(b).

Table of Contents

Item 6. FINANCIAL STATEMENTS AND EXHIBITS (continued)

Exhibit A-17 Consolidated financial statements of NRG Capital LLC and subsidiaries for the three months ended March 31, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-18 Confidential financial statements of Utility Engineering Corporation and subsidiaries for the three months ended March 31, 2002 - filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-19 Financial statements of Quixx Linden LP for the three months ended March 31, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-20 Consolidated financial statements of e prime Inc. and subsidiaries for the three months ended March 31, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-21 Financial statements of Johnstown Cogeneration Company LLC for the three months ended March 31, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-22 Financial statements of Viking Gas Transmission Company for the three months ended March 31, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-23 Financial statements of Nuclear Management Company for the three months ended March 31, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-24 Financial statements of Private Fuel Storage LLC for the three months ended March 31, 2002 filed under confidential treatment pursuant to Rule 104(b).

Table of Contents

SIGNATURE

The undersigned registered holding company has duly caused this quarterly report to be signed on its behalf by the undersigned officer thereunto duly authorized pursuant to the requirements of the Public Utility Holding Company Act of 1935.

Xcel Energy Inc.

By /s/ David E. Ripka

David E. Ripka
Vice President and Controller

May 30, 2002

With the above signature, I also certify that the corresponding report on Form U-9C-3 for the third quarter of 2002 was filed with Xcel Energy Inc. s interested state commissions whose names and addresses are listed below.

Public Utilities Commission of the State of Colorado
1580 Logan Street
Denver, CO 80203

South Dakota Public Utilities Commission
500 E. Capitol Ave.
Pierre, SD 57501

Public Service Commission of Wyoming
Hansen Building, Suite 300
2515 Warren Avenue
Cheyenne, WY 82002

Public Service Commission of Wisconsin
610 North Whitney Way
Madison, WI 53707

Public Utility Commission of Texas
1701 N. Congress Avenue
Austin, Texas 78711

Michigan Public Service Commission
6545 Mercantile Way, Suite 7
Lansing, MI 48911

New Mexico Public Regulation Commission
224 E. Palace Avenue
Santa Fe, NM 87503

Arizona Corporation Commission
1200 West Washington
Phoenix, AZ 85007

Kansas Corporation Commission
1500 SW Arrowhead Road
Topeka, KS 66604

Oklahoma Corporation Commission
2101 N. Lincoln Blvd., Suite 130
Oklahoma City, OK 73105

Minnesota Public Utilities Commission
121 E. 7th Place, Suite 350
St. Paul, MN 55101

North Dakota Public Service Commission
600 East Blvd
Bismarck, ND 58505