

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%	Owens 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%	Owens 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	
Total current aggregate investment	1,198,584	Line 4
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
(line 3 less line 4)		
Investments in gas-related companies:	(in thousands)	
Total current aggregate investment: (categorized by major line of gas-related business)		
Section 2(a) gas-related activities (Category I)	27,797	
Total current aggregate investment	\$ 27,797	

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