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XCEL ENERGY INC  
Form 35-CERT  
August 29, 2002

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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In the Matter of

Xcel Energy Inc.

File No. 70-9635

(Public Utility Holding Company  
Act of 1935)  
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CERTIFICATE

OF

NOTIFICATION

This Certificate of Notification is filed by Xcel Energy Inc. ("Xcel Energy"), a Minnesota corporation, pursuant to Rule 24. Such filing is made pursuant to Xcel Energy's Form U-1 Application-Declaration, as amended (the "Application-Declaration"), and the order of the Securities and Exchange Commission (the "Commission") dated August 22, 2000 (HCAR No. 27218) as amended by order dated March 7, 2002 (HCAR No. 27494) (the "Order") in the above-referenced file. The Order directed that Xcel Energy file with the Commission certificates pursuant to Rule 24 on a quarterly basis within 60 days from the end of the first three quarters and within 90 days from the end of the last calendar quarter. This certificate reports transactions from April 1, 2002 through June 30, 2002 (the "Second Quarter").

a.) FOLLOWING IS A COMPUTATION UNDER RULE 53(a) SETTING FORTH XCEL ENERGY'S CONSOLIDATED RETAINED EARNINGS AND AGGREGATE INVESTMENT IN ALL EWGS AND FUCOS:

Average consolidated retained earnings:	\$ 2,521.0 million
Aggregate investment in all EWGs and FUCOs*:	\$ 2,106.5 million

\* The balance includes \$1,932.6 million of Xcel Energy's entire investment in NRG Energy, Inc., not just EWGs and FUCOs. The NRG Energy, Inc. investment includes the acquisition of NRG Energy, Inc.'s minority common shares of \$647.8 million. In addition, the investment includes a \$502.9 million investment (including interest) made during the first six months of 2002. The NRG Energy, Inc. investment does not include a \$300 million commitment made in May 2002 pursuant to a Support and Capital Subscription Agreement.

b.) FOLLOWING IS A LISTING OF XCEL ENERGY'S AGGREGATE INVESTMENT IN EACH EWG:  
(in millions)

Investment in EWGs:	
NRG Energy, Inc.*	\$ 1,932.6
Independent Power International	5.7
Xcel Energy Argentina Inc.	123.8
Denver City Energy Associates, L.P.	7.5
	-----
	2,069.6
	36.9

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Investment in FUCOs	-----
	\$ 2,106.5
	=====

\* The aggregate investment represents Xcel Energy's entire investment in NRG Energy, Inc., not just EWGs and FUCOs.

c.) XCEL ENERGY'S CONSOLIDATED CAPITALIZATION RATIO AS OF JUNE 30, 2002:

Debt as a percentage of capitalization (including approximately \$2,512.4 million of short-term debt)	67%
Common stock equity as a percentage of capitalization*	31%
Preferred equity as a percentage of capitalization (including mandatorily redeemable preferred securities)	2%

\* Common stock equity includes par value, premium, retained earnings, shares held by ESOP, accumulated other comprehensive income and \$78 million of minority interest.

d.) MARKET-TO-BOOK RATIO OF XCEL ENERGY'S COMMON STOCK AS OF JUNE 30, 2002:

Market-to-book ratio at June 30, 2002	0.90
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e.) NEW EWG PROJECTS IN WHICH XCEL ENERGY INVESTED OR COMMITTED TO INVEST DURING THE SECOND QUARTER:

During the second quarter of 2002, Xcel Energy acquired all of the 26 percent of NRG shares not then owned by Xcel Energy through a tender offer and merger involving a tax-free exchange of 0.50 shares of Xcel Energy common stock for each outstanding share of NRG common stock. The NRG board of directors, on the recommendation of its Special Committee, recommended that NRG's stockholders tender their shares in the offer. SEC approval of the transaction was obtained on May 29, 2002. The transaction was effected on June 3, 2002.

The exchange of NRG common shares for Xcel common shares was accounted for as a purchase. The 25,764,852 shares of Xcel stock issued were valued at \$25.14 per share, based on the average market price of Xcel Energy shares for 3 days before and after April 4, 2002, when the revised terms of the exchange were announced and recommended by the independent members of the NRG Board. Including other costs of acquisition, this resulted in a total purchase price to acquire NRG's shares of approximately \$650 million as of June 30, 2002. Due to the acquisition occurring near quarter-end, some additional acquisition costs are expected to be recorded in the third quarter of 2002.

From January 2002 through June 30, 2002, Xcel Energy has provided NRG with cash equity infusions of \$502.9 million (including interest). In May 2002, Xcel Energy and NRG entered into a Support and Capital Subscription Agreement pursuant to which Xcel Energy agreed under certain circumstances to provide up to \$300 million to NRG. Xcel Energy has not, to date, provided funds to NRG under this agreement. Under limitations imposed by the Public Utility Holding Company Act of 1935, Xcel Energy could invest an additional \$415 million into NRG at June 30, 2002. Xcel Energy currently does not intend to make any additional

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investments in NRG except possibly upon a restructuring of the debt of NRG.

Also during the second quarter of 2002, Xcel Energy contributed an additional \$8.5 million to Xcel Energy Argentina Inc. to provide financing for general corporate purposes.

- f.) GROWTH IN CONSOLIDATED EARNINGS (SEGREGATING TOTAL EARNINGS GROWTH ATTRIBUTABLE TO EWG PROJECTS FROM THE REVENUE ATTRIBUTABLE TO ALL OTHER SUBSIDIARIES OF XCEL ENERGY):

(in millions)	
Retained earnings growth from EWG projects	\$ 47.
Retained earnings growth from all other Xcel Energy subsidiaries (reflects dividend payments)	(146.)
Total decrease in consolidated retained earnings for the year ended June 30, 2002	\$ (99.)

- g.) YEAR-TO-DATE REVENUES AND NET INCOME OF EACH EWG THROUGH JUNE 30, 2002:

	Revenue	Net income
(in millions)		
NRG Energy, Inc.	\$ 701.6	\$ 45.4
Independent Power International	-	-
Xcel Energy Argentina Inc.	12.6	(0.5)
Denver City Energy Associates, L.P.	26.8	2.1

- h.) PURCHASE PRICE PER SHARE OF REPORTED SALES OF XCEL ENERGY COMMON STOCK AND THE MARKET PRICE PER SHARE AT THE DATE OF THE AGREEMENT OF SALE. Xcel Energy's tender offer for the outstanding common stock of NRG Energy, Inc. expired on May 31, 2002. As a result of the tender offer, a total of 22,745,684 shares of Xcel Energy were given for the 45,491,367 (including shares subject to guaranteed delivery) NRG Energy, Inc. shares that were tendered. An additional 3,019,168 shares of Xcel Energy were given for the 6,038,336 shares of NRG Energy, Inc. that were exchanged in the short-form merger. The Xcel Energy shares were issued at \$25.14 per share. The effective date for the issuance of the shares was June 3, 2002 and Xcel Energy stock closed at \$21.20 per share on that date.

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- i.) The total number of shares of Common Stock issued during the Second Quarter under Xcel Energy's dividend reinvestment plan and Xcel Energy system employee benefit and executive compensation plans. Xcel Energy issued 860,248 shares under its dividend reinvestment plan and 125,945 shares under its system employee benefit and executive compensation plans.
- j.) The names of the guarantors and of the beneficiaries of any Xcel Energy

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or Subsidiary Guarantee or other form of credit support issued during the Second Quarter, and the amount, term and purpose of the guarantee.

1. The following guarantees were issued/revised during the Second Quarter:

Guarantor	Beneficiary	Amount	Matures	Purpose
Xcel Energy	e prime, Inc.	\$ 5,000,000	Continuing	Gas Trading
Xcel Energy	e prime, Inc.	\$ 6,000,000	03/31/03	Gas Trading
Xcel Energy	e prime, Inc.	\$12,000,000	Continuing	Gas Trading
				Gas Transp
Xcel Energy	e prime, Inc.	\$ 5,000,000	04/30/03	Trading
Xcel Energy	e prime, Inc.	\$ 1,000,000	Continuing	Gas Trading
Xcel Energy	e prime, Inc.	\$ 5,000,000	04/31/03	Gas Trading
Xcel Energy	e prime, Inc.	\$14,000,000	Continuing	Financial
Xcel Energy	e prime, Inc.	\$ 500,000	03/31/03	Gas Trading
Xcel Energy	e prime, Inc.	\$ 1,000,000	Continuing	Gas Trading
Xcel Energy	e prime, Inc.	\$ 2,500,000	03/31/03	Gas Trading
Xcel Energy	e prime, Inc.	\$ 5,000,000	04/30/04	Gas Trading
Xcel Energy	e prime, Inc.	\$ 600,000	Continuing	Gas Trading
Xcel Energy	e prime, Inc.	\$ 2,000,000	06/23/03	Gas Trading
Xcel Energy	e prime, Inc.	\$ 3,000,000	01/31/03	Gas Trading
Xcel Energy	e prime, Inc.	\$ 2,000,000	07/05/03	Gas Trading
Xcel Energy	e prime, Inc.	\$ 5,000,000	Continuing	Financial
Xcel Energy	e prime, Inc.	\$ 3,000,000	07/31/03	Financial
Xcel Energy	e prime, Inc.	\$ 420,000	05/31/04	Gas Transp
Xcel Energy	e prime, Inc.	\$ 165,000	08/15/03	Gas Trading
Xcel Energy	e prime, Inc.	\$ 1,000,000	Continuing	Gas Trading
Xcel Energy	e prime, Inc.	\$ 5,000,000	Continuing	Gas Trading
Xcel Energy	e prime, Inc.	\$ 1,000,000	06/30/03	Gas Trading
Xcel Energy	e prime, Inc.	\$ 205,000	05/31/04	Gas Trading
	Energy Masters			Energy Con
Xcel Energy	International, Inc.	\$ 9,221,369	06/1/21	Project
	e prime Energy			Electric &
Xcel Energy	Marketing, Inc.	\$ 3,000,000	05/1/03	Trading/Fi

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Guarantor	Beneficiary	Amount	Matures	Purpose
	e prime Energy			Financial
Xcel Energy	Marketing, Inc.	\$ 2,000,000	05/1/03	Agreement
Xcel Energy	XERS Inc.	\$ 400,000	Continuing	Financial
Xcel Energy	NRG Energy, Inc.	\$ 21,500,000	07/31/03	Electric
	NRG Power			Physical
NRG Energy, Inc.	Marketing, Inc.	\$ 2,000,000	04/01/03	Coal/Fina
	NRG Power			Physical

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NRG Energy, Inc.	Marketing, Inc. NRG Power	\$ 2,000,000	04/30/03	Emissions
NRG Energy, Inc.	Marketing, Inc. NRG Power	\$ 500,000	04/30/03	Transport
NRG Energy, Inc.	Marketing, Inc. NRG Power	\$ 12,000,000	04/30/03	Transmiss
NRG Energy, Inc.	Marketing, Inc. NRG Power	\$ 5,000,000	07/31/03	Transmiss
NRG Energy, Inc.	Marketing, Inc. NRG Power	\$ 100,000	04/30/03	Transmiss
NRG Energy, Inc.	Marketing, Inc. NRG Power	\$ 1,000,000	05/31/03	Electric Agreement
NRG Energy, Inc.	Marketing, Inc. NRG Power	\$ 1,000,000	05/31/03	Electric Agreement
NRG Energy, Inc.	Marketing, Inc. NRG Power	\$ 5,000,000	05/31/03	Electric Agreement
NRG Energy, Inc.	Marketing, Inc. NRG Power	\$ 1,000,000	05/31/03	Gas Agree Electric
NRG Energy, Inc.	Marketing, Inc. NRG Peaker	\$ 15,000,000	05/24/03	Agreement
NRG Energy, Inc. NRG Northeast Generating LLC ("NRG NE")	Finance Company NRG Power Marketing, Inc.	\$ 32,500,000	06/10/19	Debt Serv
NRG NE	Marketing, Inc. NRG Power	\$ 2,000,000	06/30/03	Gas Agree
NRG NE	Marketing, Inc. NRG Power	\$ 500,000	06/30/03	Gas Agree Electric
NRG NE	Marketing, Inc. NRG Power	\$ 1,000,000	06/30/03	Agreement Electric
NRG NE	Marketing, Inc. NRG Power	\$ 4,000,000	07/31/03	Agreement Electric
NRG NE	Marketing, Inc. NRG Power	\$ 5,000,000	07/31/03	Agreement Electric
NRG NE	Marketing, Inc. NRG Power	\$ 3,000,000	07/31/03	Agreement Electric
NRG NE	Marketing, Inc.	\$ 1,000,000	05/31/03	Transport

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Guarantor	Beneficiary	Amount	Matures	Purpose
NRG NE	NRG Power Marketing, Inc.	\$ 2,000,000	05/31/03	Electric Agreement
NRG NE	NRG Power Marketing, Inc.	\$ 5,000,000	12/31/02	Term Agree Supply of
NRG NE	NRG Power Marketing, Inc.	\$ 7,000,000	02/01/03	Wholesale Products/ Electric
NRG NE	NRG Power Marketing, Inc.	\$ 12,000,000	04/30/03	Agreement Wholesale
NRG NE	NRG Power Marketing, Inc.	\$ 10,000,000	04/30/03	Products/ Electric
NRG NE	NRG Power Marketing, Inc.	\$ 2,000,000	03/31/03	Purchase Electric
NRG NE	NRG Power Marketing, Inc.	\$ 7,000,000	03/31/03	Agreement Physical
NRG NE	NRG Power Marketing, Inc.	\$ 5,000,000	03/31/03	Products/ Electric

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Entity	Guarantor	Amount	Term	Description
NRG NE NRG South Central Generating LLC ("NRG SC")	NRG Power Marketing, Inc.	\$ 100,000	03/31/03	Physical and Gas P
NRG SC	NRG Power Marketing, Inc.	\$ 2,500,000	04/30/03	Electric Agreement
NRG SC	NRG Power Marketing, Inc.	\$ 2,000,000	04/30/03	Electric Agreement Physical
NRG SC	NRG Power Marketing, Inc.	\$ 3,000,000	02/19/03	Wholesale Products
NRG SC	NRG Power Marketing, Inc.	\$ 1,000,000	06/30/03	Electric Agreement
NRG SC	NRG Power Marketing, Inc.	\$ 300,000	07/31/03	Electric Agreement
NRG SC	NRG Power Marketing, Inc.	\$ 2,000,000	06/30/03	Electric Agreement
NRG SC	NRG Power Marketing, Inc.	\$ 2,000,000	06/30/03	Electric Agreement
NRG SC	NRG Power Marketing, Inc.	\$ 1,000,000	06/30/03	Electric Agreement
NRG SC	NRG Power Marketing, Inc.	\$ 1,000,000	06/30/03	Electric Agreement
NRG SC	NRG Power Marketing, Inc.	\$ 250,000	06/30/03	Electric Agreement

In addition, \$160,500,00 of outstanding NRG guarantees were assigned to Xcel Energy on June 17, 2002. These guarantees have been reported on prior Rule 24 filings.

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2. The following guarantees had revised maturity dates during the Second Quarter:

Guarantor	Beneficiary	Original Maturity Date	Revised Maturity Date	Amount	P
Xcel Energy	e prime, Inc.	05/31/02	05/31/04	\$ 1,500,000	G
Xcel Energy	e prime, Inc.	08/17/02	08/17/03	\$ 5,000,000	F
Xcel Energy	e prime, Inc.	05/16/02	05/16/03	\$ 2,000,000	T
Xcel Energy	e prime, Inc.	05/17/02	05/17/03	\$ 5,000,000	F

3. The following letters of credit were issued/renewed during the Second Quarter:

Issuing Entity	Beneficiary	Issued/ Renewed	Amount
Nuclear Management			

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Company, LLC	Liberty Mutual Insurance Company	Issued	\$ 1
Nuclear Management			
Company, LLC	Liberty Mutual Insurance Company	Issued	\$ 1
Seren Innovations, Inc.	Contra Costa County	Issued	\$
NRG Energy, Inc.	National Australia Bank	Issued	\$ 7,1
NRG Energy, Inc.	ISO New England NEPOOL	Issued	\$ 7,6
NRG Energy, Inc.	General Electric Credit Corp	Renewed	\$ 4,8
NRG Energy, Inc.	Consumer Energy Company	Issued	\$ 2
NRG Energy, Inc.	NYISO	Renewed	\$ 3,0
NRG Energy, Inc.	BP Canada Marketing Corp	Renewed	\$10,0
NRG Energy, Inc.	Yankee Gas Services Company	Renewed	\$10,0
NRG Energy, Inc.	National Australia Bank	Renewed	\$ 4,2
NRG Energy, Inc.	Commonwealth Edison	Renewed	\$ 5,5
NRG Energy, Inc.	Automated Power Exchange Inc	Renewed	\$ 1,0

4. Xcel Energy guaranteed an additional \$3,404,511 of surety bonds in the Second Quarter. Such guarantees are exempt under Rule 45 (b) (6).

k.) THE AMOUNT AND TERMS OF ANY SHORT-TERM DEBT ISSUED BY XCEL ENERGY DURING THE SECOND QUARTER.  
Xcel Energy borrows and repays short-term debt on an on-going basis. As of June 30, 2002, Xcel Energy had \$506,245,000 in short-term debt outstanding at an average cost of 2.54%.

l.) THE AMOUNT AND TERMS OF ANY FINANCINGS CONSUMMATED BY ANY UTILITY SUBSIDIARY THAT ARE NOT EXEMPT UNDER RULE 52.  
On an on-going basis Cheyenne Light, Fuel and Power Company (Cheyenne) borrows and repays short-term debt to Xcel Energy. As of June 30, 2002, Cheyenne had \$21,435,000 in short-term debt outstanding at an average cost of 2.63%.

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On an on-going basis Black Mountain Gas Company borrows and repays short-term debt to Xcel Energy. As of June 30, 2002, Black Mountain Gas Company had \$3,307,967 in short-term debt outstanding at an average cost of 2.63%.

m.) THE AMOUNT AND TERMS OF ANY FINANCINGS CONSUMMATED BY ANY NON-UTILITY SUBSIDIARY DURING THE SECOND QUARTER THAT ARE NOT EXEMPT UNDER RULE 52.

1. Certain short-term inter-company notes are issued and repaid on an on-going basis. The proceeds are used for general corporate purposes. As of June 30, 2002, the following such inter-company notes were outstanding with an average interest rate of 2.63%:

Lender	Borrower
-----	
Xcel Energy	Xcel Energy WYCO Inc.
Xcel Energy	Xcel Energy Services Inc.
Xcel Energy	Xcel Energy International Inc.
Xcel Energy International Inc.	Xcel Energy Argentina Inc.
NCE Communications, Inc.	Xcel Energy Communications Group, Inc.
Xcel Energy	Xcel Energy Retail Holdings, Inc. ("Xcel Retail")
Xcel Retail	e prime Energy Marketing, Inc.

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Xcel Retail	Xcel Energy Cadence
Xcel Retail	The Planergy Group
XERS Inc.	Xcel Retail
Xcel Energy Centrus	Xcel Retail
Utility Engineering	Xcel Energy Wholesale Group, Inc.
Quixx Corporation	Utility Engineering
Xcel Energy	Xcel Energy Wholesale Group, Inc.
Utility Engineering	Applied Power Associates, Inc.
Utility Engineering	Proto-Power Corporation
Utility Engineering	Universal Utility Services
Utility Engineering	Precision Resource Company
Viking Gas Transmission Company	
Texas-Ohio Pipeline, Inc.	Xcel Energy Markets Holdings, Inc.
Reddy Kilowatt	Xcel Energy Ventures Inc.
Xcel Energy Retail Propane	Xcel Retail
Xcel Energy Markets Holdings, Inc.	Xcel Retail
	e prime, Inc.

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n.) THE AMOUNT AND TERMS OF ANY FINANCINGS CONSUMMATED BY ANY UTILITY SUBSIDIARY DURING THE SECOND QUARTER UNDER THE EXEMPTION PROVIDED UNDER RULE 52.

#### Utility Subsidiaries Short-term Debt

On an on-going basis the Utility Subsidiaries borrow and repay short-term debt. As of June 30, 2002, the Utility Subsidiaries listed below had outstanding short-term debt as follows:

Utility Subsidiary	Amount	Avg
Public Service Company of Colorado (PSCo)	\$547,580,000	2
Southwestern Public Service Company (SPS)	\$ 15,000,000	2
Northern States Power-Minnesota (NSP-MN)	\$419,000,000	2
Northern States Power-Wisconsin	\$ 0	

#### Utility Subsidiaries Letters of Credit Issued/Renewed

Issuing Entity	Beneficiary	Issued/ Renewed	Amount
SPS	Southwest Power Pool	Renewed	\$ 2,146,930
SPS	Southwest Power Pool	Renewed	\$ 2,091,300

#### PSCo

As of June 30, 2002, PSCo had short-term borrowings outstanding from its subsidiary P.S.R. Investments, Inc. of \$11,685,000 at an average rate of 2.57%.

On June 28, 2002, PSCo renewed its credit agreement with several banks until June 27, 2003. With this renewal, the size of the credit



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agreement was reduced from \$600 million to \$530 million. The interest rate per annum under the agreement is the Prime Rate or the Eurodollar Rate plus a spread of 1.00%. The credit agreement is used as a backup line of credit to support PSCo's commercial paper program that is used for general corporate purposes.

Northern States Power-Minnesota (NSP-MN)

As of June 30, 2002, Northern States Power-Minnesota (NSP-MN) had short-term borrowings outstanding from its subsidiary First Midwest Auto Park of \$75,000 at an average rate of 2.15% and from its subsidiary United Power & Land of \$1,565,000 at an average rate of 2.15%.

- o.) THE AMOUNT AND TERMS OF ANY FINANCINGS CONSUMMATED BY ANY NON-UTILITY SUBSIDIARY DURING THE SECOND QUARTER UNDER THE EXEMPTION PROVIDED UNDER RULE 52.
1. On March 8, 2002, NRG Energy, Inc was issued a line of credit from various banks in the amount of \$1,000,000,000 which terminates on March 7, 2003. The average rate on June 30, 2002 was 3.375%. There was \$1,000,000,000 outstanding on June 30, 2002.
  2. On June 18, 2002, NRG Peaker Finance Company LLC issued \$325 million in Series A Floating Rate Senior Secured Bonds with a maturity of 2019. The

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proceeds from the bonds were used to fund the operation of five peaker facilities. The coupon is paid quarterly starting September 10, 2002 and the rate is USD-LIBOR-BBA plus 1.07%.

- p.) THE NOTIONAL AMOUNT AND PRINCIPAL TERMS OF ANY INTEREST RATE HEDGE OR ANTICIPATORY HEDGE ENTERED INTO DURING THE SECOND QUARTER AND THE IDENTITY OF THE PARTIES TO SUCH INSTRUMENTS.
- NRG Energy, Inc. entered into the following interest rate hedges:

Notional Amount	Swap Rate	Effective Date	Expiration Date	Counterparty
\$244,912,001	8.70%	03/15/02	03/15/05	Bank of Amer

- q.) THE NAME, PARENT COMPANY AND AMOUNT INVESTED IN ANY NEW INTERMEDIATE SUBSIDIARY OR FINANCING SUBSIDIARY DURING THE SECOND QUARTER.
- A new intermediate subsidiary, Xcel Energy Transco Inc., was incorporated on June 3, 2002. Xcel Energy Ventures, Inc. is the parent company of this new intermediate subsidiary. No investment has been made to Xcel Energy Transco Inc.

- r.) CONSOLIDATED BALANCE SHEETS AS OF THE END OF THE SECOND QUARTER AND SEPARATE BALANCE SHEETS AS OF THE END OF THE SECOND QUARTER FOR EACH COMPANY, INCLUDING XCEL ENERGY, THAT HAS ENGAGED IN FINANCING TRANSACTIONS DURING THE SECOND QUARTER.
- The consolidated balance sheets of Xcel Energy, Public Service Company of Colorado, Southwestern Public Service Company, Northern States Power Company (Minnesota), Northern States Power Company (Wisconsin), NRG Energy, Inc., NRG Northeast Generating LLC and NRG South Central Generating LLC as of June 30, 2002 are incorporated by reference. Such

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balance sheets were filed with the respective company's Form 10-Q for June 30, 2002. The file numbers are as follows:

Xcel Energy	1-3034
Public Service Company of Colorado	1-3280
Southwestern Public Service Company	1-3789
Northern States Power Company (Minnesota)	000-31709
Northern States Power Company (Wisconsin)	10-3140
NRG Energy, Inc.	001-15981
NRG Northeast Generating LLC	333-42638
NRG South Central Generating LLC	333-48900

The following balance sheets as of June 30, 2002 were filed under confidential treatment pursuant to Rule 104(b):

Exhibit 1	Xcel Energy Wyco Inc.
Exhibit 2	Xcel Energy Services Inc.
Exhibit 3	Xcel Energy International Inc.
Exhibit 4	Xcel Energy Communications Group, Inc.
Exhibit 5	NCE Communications, Inc.

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Exhibit 6	Xcel Energy Retail Holdings, Inc.
Exhibit 7	Xcel Energy Cadence
Exhibit 8	The Planergy Group
Exhibit 9	Viking Gas Transmission Company
Exhibit 10	Xcel Energy Wholesale Group, Inc.
Exhibit 11	Applied Power Associates, Inc.
Exhibit 12	Proto-Power Corporation
Exhibit 13	Universal Utility Services
Exhibit 14	Precision Resource Company
Exhibit 15	Xcel Energy Markets Holdings, Inc.
Exhibit 16	e prime, inc.
Exhibit 17	Texas-Ohio Pipeline, Inc.
Exhibit 18	Quixx Corporation
Exhibit 19	Xcel Energy Centrus
Exhibit 20	Utility Engineering
Exhibit 21	Cheyenne Light, Fuel and Power Company
Exhibit 22	Black Mountain Gas Company
Exhibit 23	Xcel Energy Ventures Inc.
Exhibit 24	Reddy Kilowatt
Exhibit 25	Xcel Energy Retail Propane
Exhibit 26	P.S.R. Investments, Inc.
Exhibit 27	Seren Innovations, Inc.
Exhibit 28	e prime Energy Marketing, Inc.
Exhibit 29	XERS Inc.
Exhibit 30	Xcel Energy Argentina Inc.
Exhibit 31	NRG Power Marketing, Inc.
Exhibit 32	First Midwest Auto Park
Exhibit 33	United Power & Land
Exhibit 34	Nuclear Management Company, LLC
Exhibit 35	Energy Masters International, Inc.

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Exhibit 36                      NRG Peaker Finance Company LLC

s.)                      REGISTRATION STATEMENTS FILED DURING THE SECOND QUARTER  
None

I, Paul E. Pender, Treasurer of Xcel Energy Inc., certify that transactions included in this Certificate of Notification have been carried out in accordance with the terms and conditions of and for the purposes represented in the Application-Declaration.

XCEL ENERGY INC.

By:    /s/ Paul E. Pender

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Paul E. Pender  
Treasurer

Dated: August 29, 2002