

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

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**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 June 30, 2002

**Xcel Energy Inc.**

(Name of Registered Holding Company)

**800 Nicollet Mall, Minneapolis, Minnesota 55402**

(Address of Principal Executives Offices)

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## 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%	Inactive entity previously engaged 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

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<b>Name of Reporting Company</b>	<b>Energy or Gas Related Company</b>	<b>Date of Organization</b>	<b>State of Organization</b>	<b>Percentage Of Voting Securities Held</b>	<b>Nature Of Business</b>
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%	Inactive entity previously provided 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	100%	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

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Maine Energy Recovery Co. Pacific Orrington Energy Inc. (a)	Energy related	June 30, 1983	ME	16%	Owns waste-to-energy facility in Maine Holds general and limited partner interests in Orrington Waste LTD, Limited Partnership
Orrington Waste LTD, Limited Partnership	Energy related	November 24, 1992	OR	100%	Provides waste disposal services to municipalities to be delivered to waste disposal operators in Maine
ESOCO Inc. (a)	Energy related	January 13, 1993	OR	17%	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

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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
NEO Nashville LLC	Energy related	June 20, 1997	DE	100%	Landfill gas collection system for project in Tenn.



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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
MM Burnsville Energy LLC	Energy related	October 14, 1997	DE	50%	Landfill gas fueled power generation for Edward Kraemer landfill in Minnesota

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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
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

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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 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.
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

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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
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

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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.
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.
NRG Energy Center San Francisco LLC	Energy related	July 30, 1991	DE	48.09%	Provides district heating and cooling services in California
NRG Capital LLC (a)	Energy related	April 9, 2001	DE	100%	Sole member of construction revolver borrower



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NRG Finance Company I LLC (a)	Energy related	February 6, 2001	DE	100%	Borrower under proposed construction revolver
NRG Turbines LLC	Energy related	August 15, 2001	DE	100%	Owner for financing purposes of certain turbines prior to their assignment to project companies
Utility Engineering Corporation (UE) (a)	Energy related	August 14, 1985	TX	100%	Holds energy-related companies and is engaged in engineering, design and construction management, and invests in developing cogeneration and energy-related projects
Quixx Corporation (a)	Energy related	August 14, 1985	TX	100%	Invests in developing cogeneration and energy-related projects
Quixxlin Corporation (a)	Energy related	July 16, 1997	DE	100%	Owns .5% general partnership interest in Quixx Linden
Quixx Linden (GP)	Energy related	June 25, 1996	TX	0.50%	Owns and operates gas-fired cogeneration facility
Quixx Linden (LP)	Energy related	June 25, 1996	TX	49.5%	Owns and operates gas-fired cogeneration facility
Xcel Energy Markets Holdings Inc. (a)					Holding company for subsidiaries providing energy marketing services
e prime Inc. (a)	Energy related	January 30, 1995	CO	100%	Holds energy-related companies and engages in energy marketing, trading and providing energy services
Young Gas Storage Company (a)	Energy related	July 6, 1993	DE	100%	Hold energy-related company
Young Gas Storage Company Ltd.	Energy related	June 30, 1993	CO	47.5%	Owns & operates underground gas storage facilities
Johnstown Cogeneration Company LLC	Energy related	February 8, 1996	CO	50%	Operates cogeneration facility
Viking Gas Transmission Company	Gas related	February 2, 1988	DE	100%	Natural gas transmission
NSP-Minnesota (a)					
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	15.6%	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.

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Narrative Description of Activities for Reporting Period

XERS Inc. XERS, a 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.

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.

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.



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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.

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## Item 2. ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTION

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

<b>Company Issuing security</b>	<b>Type of security issued</b>	<b>Principal amount of security</b>	<b>Issue or renewal</b>	<b>Cost of capital</b>	<b>Person to whom security was issued</b>	<b>Collateral given with security</b>	<b>Consideration received for each security</b>
Xcel Energy Retail	ST Debt	\$ 15,247	Renewal	2.63%	Planergy International Inc.	None	\$ 15,247
Xcel Energy Retail	ST Debt	826	Renewal	2.63%	Cadence Network Inc.	None	826
Xcel Energy Retail	ST Debt	29	Issue	2.63%	Cadence Network Inc.	None	29
Xcel Energy Retail	ST Debt	50	Renewal	2.63%	e prime Energy Marketing	None	50
Xcel Energy Retail	ST Debt	2,300	Issue	2.63%	e prime Energy Marketing	None	2,300
Quixx Corporation	ST Debt	45,900	Renewal	2.63%	Utility Engineering Corp.	None	45,900
Quixx Corporation	ST Debt	2,650	Issue	2.63%	Utility Engineering Corp.	None	2,650
Utility Engineering Corp.	ST Debt	175	Renewal	2.63%	Applied Power Associates	None	175
Utility Engineering Corp.	ST Debt	1,150	Renewal	2.63%	Proto-Power Corporation	None	1,150
Utility Engineering Corp.	ST Debt	1,000	Issue	2.63%	Proto-Power Corporation	None	1,000
Utility Engineering Corp.	ST Debt	750	Renewal	2.63%	Universal Utility Services	None	750
Utility Engineering Corp.	ST Debt	750	Issue	2.63%	Universal Utility Services	None	750
Utility Engineering Corp.	ST Debt	775	Renewal	2.63%	Precision Resource Co.	None	775
Utility Engineering Corp.	ST Debt	58,500	Renewal	2.63%	Xcel Energy Wholesale Inc.	None	58,500
Xcel Energy Markets Inc.	ST Debt	2,387	Issue	2.63%	e prime, Inc.	None	2,387
Viking Gas Transmission	ST Debt	6,650	Renewal	2.63%	Xcel Energy Markets Inc.	None	6,650
Texas-Ohio Pipeline Inc.	ST Debt	152	Renewal	2.63%	Xcel Energy Ventures Inc.	None	152
XERS Inc.	ST Debt	1,843	Renewal	2.63%	Xcel Energy Retail	None	1,843
XERS Inc.	ST Debt	852	Issue	2.63%	Xcel Energy Retail	None	852

## CAPITAL CONTRIBUTIONS (in thousands of dollars):

<b>Company Contributing Capital</b>	<b>Company Receiving Capital</b>	<b>Amount of Capital Contribution</b>
NSP-Minnesota	Private Fuel Storage	\$ 1,504
NSP Nuclear Corporation	Nuclear Management Company, LLC	\$ 500

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## Item 3. ASSOCIATED TRANSACTIONS

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

<b>Reporting Company Rendering Services</b>	<b>Associate Company Receiving Services</b>	<b>Types of Services Rendered</b>	<b>Direct Costs Charged</b>	<b>Indirect Costs Charged</b>	<b>Cost of Capital</b>	<b>Total Amount Billed</b>
Utility Engineering Corp.	PSCo	Engineering/Utility Professional Services	\$33,250			\$33,250
Utility Engineering Corp.	Southwestern Public Service Co.	Engineering/Utility Professional Services	4,474			4,474
Utility Engineering Corp.	Xcel Energy Services Inc.	Engineering/Utility Professional Services	731			731
Utility Engineering Corp.	Northern States Power Company	Engineering/Utility Professional Services	3,904			3,904
Utility Engineering Corp.	Xcel International	Engineering/Utility Professional Services	149			149
e prime Inc.	Southwestern Public Service Co.	Gas purchased	5,432			5,432
e prime Inc.	Northern States Power Company	Gas purchased	2,665			2,665
e prime Inc.	NRG Energy Inc.	Gas purchased	8,828			8,828
Viking Gas Transmission Co.	NSP-Minnesota	Gas transportation services	258			258
Viking Gas Transmission Co.	NSP-Wisconsin	Gas transportation services	418			418

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

<b>Reporting Company Receiving Services</b>	<b>Associate Company Rendering Services</b>	<b>Types of Services Rendered</b>	<b>Direct Costs Charged</b>	<b>Indirect Costs Charged</b>	<b>Cost Of Capital</b>	<b>Total Amount Billed</b>
Cadence Network Inc.	Xcel Energy Services Inc.	Administrative support; mgmt. Services	\$ 1	\$		\$ 1
Planergy International Inc.	Xcel Energy Services Inc.	Administrative support; mgmt services	85	159		244
Quixx Linden LP	Quixx Power Services	Power plant operating management fee and expenses	754			754
Quixx Linden LP	Quixx Corporation	Partnership management fee	50			50
Utility Engineering Corporation	Xcel Energy Services Inc.	Administrative support; mgmt services	459	657	107	1,223
e prime Inc.	Xcel Energy Services Inc.	Administrative support; mgmt services	461	169	1	631
e prime Inc.	PSCo	Gas transportation services	124			124
e prime Inc.	PSCo	Compressor Usage	46			46
NRG Energy Inc.	Xcel Energy Services Inc.	Administrative support; mgmt services	885	2,377		3,262
XERS Inc.	Xcel Energy Services Inc.	Administrative support; mgmt services	1,302	55		1,357
Energy Masters International	Xcel Energy Services Inc.	Administrative support; mgmt services	237			237
e prime Energy Marketing Inc.	Xcel Energy Services Inc.	Administrative support; mgmt services	51	3		54
Viking Gas Transmission Co.	Xcel Energy Services Inc.	Administrative support; mgmt services	310	170		480
e prime Florida	Xcel Energy Services Inc.	Administrative support: mgmt services	1			1

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## Item 4. SUMMARY OF AGGREGATE INVESTMENT

<b>Investments in energy-related companies:</b>	<b>(in thousands)</b>	
Total consolidated capitalization as of June 30, 2002	\$ 17,198,423	Line 1
Total capitalization multiplied by 15% (Line 1 multiplied by 0.15)	2,579,763	Line 2
Greater of \$50 million or line 2	\$2,579,763	Line 3
Total current aggregate investment: (categorized by major line of energy-related business)		
Energy management services (Category I)	89,807	
Compressed natural gas services (Category III)	101	
Brokering/Marketing services (Category V)	17,021	
Utility engineering/construction services (Category VII)	6,330	
Developing/Ownership QF s (Category VIII)*	1,936,051	
Total current aggregate investment	2,049,310	Line 4
Difference between the greater of \$50 million or 15% of capitalization and the total aggregate investment of the registered holding company system (Line 3 less Line 4)	\$ 530,453	Line 5
<b>Investments in gas-related companies:</b>	<b>(in thousands)</b>	
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 \$1,932.6 million of aggregated investment by Xcel Energy in NRG Energy

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## 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.

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Item 6. FINANCIAL STATEMENTS AND EXHIBITS

A. Financial Statements:

Exhibit A-1 Financial statements of XERS, Inc. for the three months ended June 30, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-2 Financial statements of Cadence Network Inc. for the three months ended June 30, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-3 Consolidated financial statements of Planergy International Inc. and subsidiaries for the three months ended June 30, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-4 Financial statements of e prime Energy Marketing Inc. for the three months ended June 30, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-5 Financial statements of e prime Florida Inc. for the three months ended June 30, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-6 Financial statements of Texas-Ohio Pipeline Inc. for the three months ended June 30, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-7 Consolidated financial statements of James River Cogeneration Co. and subsidiaries for the three months ended June 30, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-8 Financial statements of NRG Woodland Operations LLC for the three months ended June 30, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-9 Consolidated financial statements of NRG Power Marketing Inc. and subsidiaries for the three months ended June 30, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-10 Consolidated financial statements of NRG PacGen Inc. and subsidiaries for the three months ended June 30, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-11 Consolidated financial statements of Graystone Corporation and subsidiaries for the three months ended June 30, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-12 Consolidated financial statements of NRG Cadillac Inc. and subsidiaries for the three months ended June 30, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-13 Consolidated financial statements of O'Brien Cogeneration Inc. II and subsidiaries for the three months ended June 30, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-14 Consolidated financial statements of NEO Corporation and subsidiaries for the three months ended June 30, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-15 Consolidated financial statements of NRG Thermal Corporation and subsidiaries for the three months ended June 30, 2002 filed under confidential treatment pursuant to Rule 104(b).

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Item 6. FINANCIAL STATEMENTS AND EXHIBITS (continued)

Exhibit A-16 Consolidated financial statements of NRG Capital LLC and subsidiaries for the three months ended June 30, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-17 Confidential financial statements of Utility Engineering Corporation and subsidiaries for the three months ended June 30, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-18 Financial statements of Quixx Linden LP for the three months ended June 30, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-19 Consolidated financial statements of e prime Inc. and subsidiaries for the three months ended June 30, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-20 Financial statements of Johnstown Cogeneration Company LLC for the three months ended June 30, 2002 filed under confidential treatment pursuant to Rule 104(b).

Exhibit A-21 Financial statements of Viking Gas Transmission Company for the three months ended June 30, 2002 filed under confidential treatment pursuant to Rule 104(b).



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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.

/s/ Richard C. Kelly

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Richard C. Kelly  
Vice President and  
Chief Financial Officer

August 29, 2002

With the above signature, I also certify that the corresponding report on Form U-9C-3 for the second 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