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XCEL ENERGY INC
Form 35-CERT
May 30, 2002

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

In the Matter of

Xcel Energy Inc.

File No. 70-9635

(Public Utility Holding Company
Act of 1935)

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 January 1, 2002 through March 31, 2002 (the "First 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:	\$	2,506.6 million
Aggregate investment in all EWGs and FUCOs*:	\$	1,247.3 million

* The balance includes \$1,081.9 million of Xcel Energy's entire investment in NRG Energy, Inc., not just EWGs and FUCOs. The NRG Energy, Inc. investment includes a \$300 million investment made during the first quarter of 2002. The NRG Energy, Inc. investment does not include a \$300 million commitment made in the second quarter of 2002 or the exchange offer to acquire the remaining publicly held outstanding common stock of NRG (approximately 51 million shares) for 0.50 shares of Xcel Energy common stock. The exchange offer is subject to SEC approval. The value of the investment pursuant to the exchange offer will be determined based on the market price of Xcel Energy stock at the time of closing.

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

Investment in EWGs:

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NRG Energy, Inc.*	\$1,081.
Independent Power International	5.
Xcel Energy Argentina Inc.	115.
Denver City Energy Associates, L.P.	7.

Investment in FUCOs	1,210.
	36.
	\$ 1,247.
	=====

* 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 MARCH 31, 2002:

Debt as a percentage of capitalization (including approximately \$2,182.7 million of short-term debt)	65%
Common stock equity as a percentage of capitalization*	32%
Preferred equity as a percentage of capitalization (including mandatorily redeemable preferred securities)	3%

* Common stock equity includes par value, premium, retained earnings, shares held by ESOP, accumulated other comprehensive income and \$652 million of minority interest.

D.) MARKET-TO-BOOK RATIO OF XCEL ENERGY'S COMMON STOCK AS OF MARCH 31, 2002:

Market-to-book ratio at March 31, 2002	1.40
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E.) NEW EWG PROJECTS IN WHICH XCEL ENERGY INVESTED OR COMMITTED TO INVEST DURING THE FIRST QUARTER:

In March 2002, Xcel Energy commenced an exchange offer under which Xcel Energy would acquire all of the publicly held outstanding common stock of NRG. Xcel Energy currently owns 74 percent of NRG's outstanding common stock and class A common stock, representing 97 percent of the total voting power of such stock. Under the offer terms, each of NRG's public stockholders would receive 0.50 of a share of Xcel Energy common stock in a tax-free exchange for each outstanding share of NRG common stock they hold.

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Completion of the offer is conditioned on NRG's public shareholders tendering enough shares so that, when taken together with the shares of common stock that Xcel Energy would hold upon conversion of its Class A shares, Xcel Energy would own at least 90 percent of NRG's common stock. Xcel Energy must also receive approval of the SEC under the Public Utility Holding Company Act. At a meeting on May 29, 2002, the Securities and Exchange Commission approved the offer, subject to receipt of an updated fairness opinion.

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In February 2002, NRG issued to Xcel Energy a \$300-million subordinated convertible note. Xcel Energy, at its option, may cause NRG to convert the note into an aggregate number of shares of NRG's common stock equal to the sum of the then outstanding principal amount of the note and all accrued but unpaid interest divided by the price per share on the date specified in the notice to convert. Xcel Energy will cancel this debt if the exchange offer is completed, thereby effectively making a capital contribution to NRG. If the exchange offer is not completed, Xcel Energy intends to convert the note into NRG common stock.

Also during the first quarter of 2002, Xcel Energy, through Xcel Energy Argentina Inc., contributed an additional \$3.2 million to Corporacion Independiente de Energia S. A., a wholly-owned subsidiary of Xcel Energy Argentina, to provide financing to pay off outstanding debt and 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	\$	10.4
Retained earnings growth from all other Xcel Energy subsidiaries (reflects dividend payments)		(46.7)

Total increase in consolidated retained earnings for the quarter ended March 31, 2002	\$	(36.3)
		=====

G.) YEAR-TO-DATE REVENUES AND NET INCOME OF EACH EWG THROUGH MARCH 31, 2002:

(in millions)

	Revenue	
	-----	Net

NRG Energy, Inc.	\$ 320.1	\$
Independent Power International	-	
Xcel Energy Argentina Inc.	9.7	
Denver City Energy Associates, L.P.	11.8	

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 sold 20,000,000 shares of common stock at \$22.50 to the public on February 28, 2002. In addition to the 20,000,000 shares, another 3,000,000 shares were purchased by the underwriters at a price of \$22.50. The market price per share on the date of sale was \$23.65.

I.) THE TOTAL NUMBER OF SHARES OF COMMON STOCK ISSUED DURING THE FIRST QUARTER UNDER XCEL ENERGY'S DIVIDEND REINVESTMENT PLAN AND XCEL ENERGY

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SYSTEM EMPLOYEE BENEFIT AND EXECUTIVE COMPENSATION PLANS.

Xcel Energy issued 758,425 shares under its dividend reinvestment plan and 627,417 shares under its system employee benefit and executive compensation plans.

J.) THE NAMES OF THE GUARANTORS AND OF THE BENEFICIARIES OF ANY XCEL ENERGY OR SUBSIDIARY GUARANTEE OR OTHER FORM OF CREDIT SUPPORT ISSUED DURING THE FIRST QUARTER, AND THE AMOUNT, TERM AND PURPOSE OF THE GUARANTEE.

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

Guarantor	Beneficiary	Original Amount	Increased Decreased Amount	New Amount	Matures
Xcel Energy	e prime, Inc.	\$ 2,000,000	N/A	N/A	01/31/0
Xcel Energy	e prime, Inc.	\$ 5,000,000	\$ 5,000,000	\$ 10,000,000	10/11/0
Xcel Energy	e prime, Inc.	\$ 2,000,000	\$ 16,000,000	\$ 18,000,000	Continu
Xcel Energy	e prime, Inc.	\$ 5,000,000	N/A	N/A	09/30/0
Xcel Energy	e prime, Inc.	\$ 500,000	\$ 1,500,000	\$ 2,000,000	12/31/0
Xcel Energy	e prime, Inc.	\$ 1,500,000	N/A	N/A	Continu
Xcel Energy	e prime, Inc.	\$ 1,000,000	N/A	N/A	01/31/0
Xcel Energy	e prime, Inc.	\$ 3,000,000	N/A	N/A	02/28/0
Xcel Energy	e prime, Inc.	\$ 1,000,000	N/A	N/A	02/28/0
Xcel Energy	e prime, Inc.	\$ 4,000,000	N/A	N/A	03/31/0
Xcel Energy	e prime, Inc.	\$ 2,000,000	N/A	N/A	05/31/0
Xcel Energy	e prime, Inc.	\$ 10,000,000	\$ 5,000,000	\$ 15,000,000	10/11/0
Xcel Energy	e prime, Inc.	\$ 15,000,000	N/A	N/A	Continu
Xcel Energy	e prime, Inc.	\$ 5,000,000	\$10,000,000	\$ 15,000,000	07/31/0
Xcel Energy	e prime, Inc.	\$ 50,000	\$ 1,800,000	\$ 1,850,000	05/02/0
Xcel Energy	e prime, Inc.	\$ 250,000	\$ 250,000	\$ 500,000	Continu
Xcel Energy	XERS Inc.	\$ 10,000,000	N/A	N/A	Continu
Xcel Energy	XERS Inc.	\$ 500,000	N/A	N/A	Continu
Xcel Energy	XERS Inc.	\$ 58,000	N/A	N/A	Continu
Xcel Energy	e prime Energy				
Xcel Energy	Marketing, Inc.	\$ 1,500,000	\$ 1,500,000	\$ 3,000,000	10/31/0
NRG Energy, Inc.	NRG Power Marketing, Inc.	\$ 10,000,000	N/A	N/A	10/31/0
NRG Energy, Inc.	NRG Power Marketing, Inc.	\$ 300,000	N/A	N/A	10/31/0
NRG Energy, Inc.	NRG Power Marketing, Inc.	\$ 10,000,000	N/A	N/A	11/30/0

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Guarantor	Beneficiary	Original Amount	Increased Decreased Amount	New Amount	Matures
NRG Energy, Inc.	NRG Power Marketing, Inc.	\$ 3,000,000	N/A	N/A	11/30/02
NRG Energy, Inc.	NRG Power Marketing, Inc.	\$ 1,500,000	N/A	N/A	12/31/02
NRG Energy, Inc.	NRG Power Marketing, Inc.	\$ 200,000	N/A	N/A	11/30/02
NRG Energy, Inc.	NRG Power Marketing, Inc.	\$ 1,000,000	N/A	N/A	12/31/02
NRG Energy, Inc.	NRG Power Marketing, Inc.	\$ 1,000,000	N/A	N/A	10/31/02
NRG Northeast Generating LLC ("NRG NE")	NRG Power Marketing, Inc.	\$ 3,200,000	N/A	N/A	12/31/02
NRG NE	NRG Power Marketing, Inc.	\$ 15,000,000	N/A	N/A	10/31/02
NRG NE	NRG Power Marketing, Inc.	\$ 7,000,000	N/A	N/A	Continui
NRG NE	NRG Power Marketing, Inc.	\$ 3,000,000	N/A	N/A	10/31/02
NRG NE	NRG Power Marketing, Inc.	\$ 3,000,000	N/A	N/A	12/31/02
NRG NE	NRG Power Marketing, Inc.	\$ 5,000,000	N/A	N/A	12/31/02
NRG NE	NRG Power Marketing, Inc.	\$ 3,000,000	N/A	N/A	10/31/02
NRG South Central Generating LLC ("NRG SC")	NRG Power Marketing, Inc.	\$ 5,000,000	N/A	N/A	11/01/02
NRG SC	NRG Power Marketing, Inc.	\$ 2,000,000	N/A	N/A	11/30/02
NRG SC	NRG Power Marketing, Inc.	\$ 2,000,000	N/A	N/A	11/30/02
NRG SC	NRG Power Marketing, Inc.	\$ 3,000,000	N/A	N/A	11/30/02

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

Guarantor	Beneficiary	Original Maturity Date	Revised Maturity Date	Amount
Xcel Energy	e prime, Inc.	01/01/02	01/01/03	\$ 3
Xcel Energy	e prime, Inc.	01/30/02	02/28/03	\$ 3,0

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

Issuing Entity	Beneficiary	Issued/ Renewed	Amount
Xcel Energy	Nations Bank	Renewed	\$ 1,
Xcel Energy	Utility Engineering Corp Board of Directors	Renewed	\$
Seren Innovations, Inc.	City of St. Cloud	Renewed	\$
Seren Innovations, Inc.	City of Sartell	Renewed	\$
Seren Innovations, Inc.	City of Waite Park	Renewed	\$
Seren Innovations, Inc.	City of Sauk Rapids	Renewed	\$
NRG Energy, Inc.	Atlantic City Electric Company	Issued	\$ 21,
NRG Energy, Inc.	Yankee Gas Services Company	Issued	\$ 4,
NRG Energy, Inc.	City of Woodland	Issued	\$
NRG Energy, Inc.	National Australia Bank	Issued	\$ 4,
NRG Energy, Inc.	LMC, AMI, AMMI, API, NATL	Issued	\$ 1,
NRG Energy, Inc.	MISO	Issued	\$
NRG Energy, Inc.	BP Canada Marketing Corp	Renewed	\$ 10,
NRG Energy, Inc.	MN Pollution Control Agency	Renewed	\$ 2,
NRG Energy, Inc.	Lumberman's Underwriting	Renewed	\$ 1,
NRG Energy, Inc.	New England Power	Renewed	\$
NRG Energy, Inc.	Commonwealth Edison Corp	Renewed	\$ 5,

4. Xcel Energy guaranteed an additional \$4,995,209 of surety bonds in the First 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 FIRST QUARTER.
Xcel Energy borrows and repays short-term debt on an on-going basis. As of March 31, 2002, Xcel Energy had \$241,903,000 in short-term debt outstanding at an average cost of 2.53%.

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 March 31, 2002, Cheyenne had \$23,500,000 in short-term debt outstanding at an average cost of 2.62%.

On an on-going basis Black Mountain Gas Company borrows and repays short-term debt to Xcel Energy. As of March 31, 2002, Black Mountain Gas Company had \$3,307,967 in short-term debt outstanding at an average cost of 2.62%.

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M.) THE AMOUNT AND TERMS OF ANY FINANCINGS CONSUMMATED BY ANY NON-UTILITY SUBSIDIARY DURING THE FIRST 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 March 31, 2002, the following such inter-company notes were outstanding with an average interest rate of 2.62%:

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.
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	Xcel Energy Markets Holdings, Inc.
Texas-Ohio Pipeline, Inc.	Xcel Energy Ventures Inc.
Reddy Kilowatt	Xcel Energy Retail Holdings
Xcel Energy Retail Propane	Xcel Energy Retail Holdings
e prime, inc.	Xcel Energy Markets Holdings, Inc.

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N.) THE AMOUNT AND TERMS OF ANY FINANCINGS CONSUMMATED BY ANY UTILITY SUBSIDIARY DURING THE FIRST 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 March 31, 2002, the Utility Subsidiaries listed below had outstanding short-term debt as follows:

Utility Subsidiary	Amount	Avg
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Public Service Company of Colorado (PSCo)	\$518,425,000	2
Southwestern Public Service Company (SPS)	\$ 0	
Northern States Power-Minnesota (NSP-MN)	\$375,859,000	2
Northern States Power-Wisconsin	\$ 8,800,000	2

Utility Subsidiaries Letters of Credit Issued/Renewed

Issuing Entity	Beneficiary	Issued/ Renewed	Amount
NSP-MN	Pathfinder	Renewed	\$ 750,
NSP-MN	City of Maple Grove	Renewed	\$ 10,
SPS	Southwest Power Pool	Issued	\$ 75,

PSCo

As of March 31, 2002, PSCo had short-term borrowings outstanding from its subsidiary P.S.R. Investments, Inc. of \$8,717,000 at an average rate of 2.69%.

Northern States Power-Minnesota (NSP-MN)

As of March 31, 2002, Northern States Power-Minnesota (NSP-MN) had short-term borrowings outstanding from its subsidiary First Midwest Auto Park of \$1,300,000 at an average rate of 2.54% and from its subsidiary United Power & Land of \$1,500,000 at an average rate of 2.54%.

SPS

On February 19, 2001, SPS renewed its credit agreement with several banks until February 18, 2003. With this renewal, the size of the credit agreement was reduced from \$300 million to \$250 million. The interest rate per annum under the agreement is the Prime Rate or the Eurodollar Rate plus a spread of 0.625%. The credit agreement is primarily used as a backup line of credit to support SPS's commercial paper program that is used to fund general corporate needs.

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0.) THE AMOUNT AND TERMS OF ANY FINANCINGS CONSUMMATED BY ANY NON-UTILITY SUBSIDIARY DURING THE FIRST 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 March 31, 2002 was 3.456%. There was \$980,000,000 outstanding on March 31, 2002. This line of credit replaced NRG Energy, Inc.'s \$500,000,000 line of credit that terminated March 8, 2002.

2.) On January 11, 2002, Commonwealth Atlantic entered into a term

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loan facility for \$123,000,000. The rate is 3.6588% and the termination date is December 31, 2012. At the end of March 2002, there was \$76,797,262 outstanding. In addition, Commonwealth Atlantic entered into a working capital facility for \$2,000,000. The termination date is December 31, 2012.

- 3.) On March 28, 2002, NRG South Central Generating LLC renewed a \$40,000,000 revolving credit agreement with Bank of Tokyo, Mitsubishi. The expiration date of the renewed facility is June 28, 2002. The borrowings under this facility are at the LIBOR rate.
- 4.) In February 2002, NRG Energy, Inc. issued a \$300 million subordinated convertible note to Xcel Energy to evidence a loan from Xcel Energy to NRG Energy, Inc. in the amount of \$300 million. The note bears interest at a per annum rate equal to the 30-day LIBOR plus 0.90%.

P.) THE NOTIONAL AMOUNT AND PRINCIPAL TERMS OF ANY INTEREST RATE HEDGE OR ANTICIPATORY HEDGE ENTERED INTO DURING THE FIRST 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
\$10,389,852	7.600%	12/07/92	10/01/07	Credit Lyonnais
\$28,521,916	5.680%	02/05/01	10/01/07	Bank of Montreal
\$31,169,556	7.600%	12/07/92	10/01/07	TD

Additionally, NRG Energy, Inc. reports changes to the following interest rate hedges:

Notional Amount	Swap Rate	Effective Date	Expiration Date	Counterparty
\$100,000,000	6 mo LIBOR + 1.14%	01/15/02	07/15/06	Bank of Montreal

Q.) THE NAME, PARENT COMPANY AND AMOUNT INVESTED IN ANY NEW INTERMEDIATE SUBSIDIARY OR FINANCING SUBSIDIARY DURING THE FIRST QUARTER.
None.

R.) CONSOLIDATED BALANCE SHEETS AS OF THE END OF THE FIRST QUARTER AND SEPARATE BALANCE SHEETS AS OF THE END OF THE FIRST QUARTER FOR EACH COMPANY, INCLUDING XCEL ENERGY, THAT HAS ENGAGED IN FINANCING TRANSACTIONS DURING THE FIRST QUARTER.

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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 March 31, 2002 are incorporated by reference. Such balance sheets were filed with the respective company's Form 10-Q for March 31, 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 March 31, 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.
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.

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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

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Exhibit 33 United Power & Land
Exhibit 34 Commonwealth Atlantic

S.) REGISTRATION STATEMENTS FILED DURING THE FIRST QUARTER
The following registration statements were filed:
Form S-3 file number 333-82352 filed February 7, 2002 by Xcel Energy

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

Paul E. Pender
Treasurer

Dated: May 30, 2002