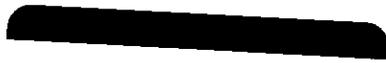


**ATCO**  
GROUP

Corporate Office

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Telephone: (403) 292-7970  
Fax: (403) 292-7623  
e-mail: karen.sharp@atco.com

February 5, 2008

Securities and Exchange Commission  
Judiciary Plaza  
450 - 5 Street NW  
Washington, DC 20549

**SUPL**

**ATCO Ltd.**  
**File No.: 82-34745**  
**Exemption Pursuant to Rule 12g3-2(b)**

Dear Sir or Madam:

Pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934, as amended, enclosed is a copy of the following:

- ◆ Corporation's Form 1, filed February 5, 2008 for symbol ACO.X
- ◆ Corporation's Form 1, filed February 4, 2008 for symbol ACO.Y
- ◆ Corporation's Form 1, filed February 4, 2008 for symbol ACO.PR.A

As required pursuant to Rule 12g3-2(b), the exemption number appears in the upper right-hand corner of each unbound page and of the first page of each bound document.

Please indicate your receipt of the enclosed by stamping the enclosed copy of this letter and returning it to the sender in the enclosed self-addressed, stamped envelope.

Regards,

Karen Sharp, Senior Administrative Assistant  
Corporate Secretarial Department  
ATCO Ltd. and Canadian Utilities Limited

**PROCESSE**

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**THOMSON  
FINANCIAL**

Encl.

ATCO LTD. & CANADIAN UTILITIES LIMITED

1400, 909 - 11th Avenue S.W., Calgary, Alberta T2R 1N6 Tel (403) 292-7500 Fax (403) 292-7623

FILE NO. 82-34745

## Form 1 Submission - Change in Issued and Outstanding Securities

Issuer : Atco Ltd.  
 Symbol : ACO.X  
 Reporting Period: 01/01/2008 - 01/31/2008

**Summary**

Issued & Outstanding Opening Balance : 50,866,696 As at : 01/01/2008

**Effect on Issued & Outstanding Securities**

Other Issuances and Cancellations 17,500

Issued & Outstanding Closing Balance : 50,884,196

**Other Issuances and Cancellations**

Effective Date	Transaction Type	Number of Securities
01/31/2008	Conversion (General)	17,500
Totals		17,500

**Filed on behalf of the Issuer by:**

Name: Frances van der Basch  
 Phone: 4032927564  
 Email: frances.vanderbasch@atco.com  
 Submission Date: 02/05/2008  
 Last Updated: 02/05/2008

FILE NO. 82-34745

## Form 1 Submission - Change in Issued and Outstanding Securities

Issuer : Atco Ltd.  
 Symbol : ACO.Y  
 Reporting Period: 01/01/2008 - 01/31/2008

**Summary**

Issued & Outstanding Opening Balance : 6,934,568 As at : 01/01/2008

**Effect on Issued & Outstanding Securities**

Other Issuances and Cancellations -17,500

Issued & Outstanding Closing Balance : 6,917,068

**Other Issuances and Cancellations**

Effective Date	Transaction Type	Number of Securities
01/31/2008	Conversion (General)	-17,500
<b>Totals</b>		<b>-17,500</b>

**Filed on behalf of the Issuer by:**

Name: Frances van der Basch  
 Phone: 4032927564  
 Email: frances.vanderbasch@atco.com  
 Submission Date: 02/04/2008  
 Last Updated: 02/04/2008

Form 1 Submission - Change in Issued and Outstanding Securities

FILE NO. 82-34745

Issuer : Atco Ltd.  
Symbol : ACO.PRA  
Reporting Period: 01/01/2008 - 01/31/2008

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Summary

Issued & Outstanding Opening Balance : 6,000,000 As at : 01/01/2008

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Effect on Issued & Outstanding Securities

Other Issuances and Cancellations 0

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Issued & Outstanding Closing Balance : 6,000,000

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Other Issuances and Cancellations

Effective Date

**END**