

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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FORM U-33-S

ANNUAL REPORT CONCERNING FOREIGN UTILITY COMPANIES

Filed Under Section 33(e) of the

Public Utility Holding Company Act of 1935, as amended

For the fiscal year ended

Filed pursuant to the Public Utility Holding Company Act of 1935 by

(Name and address)

GENERAL INSTRUCTIONS

1. Use of Form

An annual report covering the preceding fiscal year shall be filed on Form U-33-S with the Commission on or before 120 days after the close of the fiscal year by a United States public-utility company, other than a subsidiary company of a registered holding company or of a holding company exempt from registration under the Public Utility Holding Company Act of 1935 pursuant to rule 2, that is an associate company of a foreign utility company; provided, that if the public-utility company is a subsidiary of a holding company that is exempt by Commission order, such holding company may file a single annual report on Form U-33-S on behalf of its subsidiary public-utility companies.

2. Formal Requirements

(a) Two copies of the report on this form, including the exhibits specified, shall be filed with the Commission. At least one of such copies shall be manually signed and filed at the place designated by the Commission for filings under the laws it administers. The second copy shall be addressed to the Division or Office responsible for administering the Act.

Every amendment to the annual report shall comply with the formal requirements governing an original annual report with respect to the number of copies filed, signature and similar matters. Each such amendment shall be numbered.

(b) The annual report, and where practicable all documents filed as part thereof, shall be on good quality, unglazed white paper, 8-1/2" x 11" in size. Tabulations may be placed either vertically or horizontally on a page, may utilize facing pages, and may be reduced. All papers included in the annual report, except exhibits not especially prepared for such purpose, shall have a side margin of at least 1-1/2" for binding, and each copy should be firmly bound on the left side.

(c) The report or any portion thereof may be prepared by any process. All copies shall be legible and suitable for repeated photocopying. Accordingly, items in tabulations which must be subtracted rather than added shall be distinguished in a manner which will not be obscured by black and white reproduction.

(d) The report shall contain the item number and caption of each item in the form, but shall omit all instructions and text. If any item is inapplicable or the answer thereto is negative, it shall be so stated. These items may be collected on a single page to economize on the space required.

3. Definitions

All terms used in this form and the instructions have the same meaning as in the Public Utility Holding Company Act of 1935 and the rules and regulations thereunder.

Item 1

Identify each foreign utility company, state its location and business address, and describe the facilities it utilizes for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas. Identify each system company that holds an interest in the company and describe the interest held.

Item 2

Identify any debt or other financial obligation of the foreign utility company for which there is recourse directly or indirectly to the reporting public-utility or, if the reporting company is an exempt holding company, to any system company. Identify separately any direct or indirect guarantee of a security of a foreign utility company by any system company.

Item 3

Identify any service, sales or construction contract(s) between a foreign utility company and the reporting public-utility company or, if the reporting company is an exempt holding company, any system company. Describe the services to be rendered or goods sold, and the fees or revenues under such contract(s).

EXHIBIT A

An organizational chart showing the relationship of each foreign utility company to the reporting public-utility company or, in the event that the reporting company is an exempt holding company, to system public-utility companies.

SIGNATURE

The undersigned company has duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized pursuant to the requirements of the Public Utility Holding Company Act of 1935. The signature of the undersigned company shall be deemed to relate only to matters having reference to such company or its subsidiaries.

Date _____

(Signature)

(Type or print name beneath)

(Title of Officer)

Collection of Information

The information requested by this form is being collected because section 33(e) of the Public Utility Holding Company Act of 1935 ("Act") requires it. The Commission uses this information to determine the existence of detriment to interests the Act is designed to protect. The Commission estimates that it will take each respondent three (3) hours to respond to this collection of information. A response to this form is mandatory. Without approval by the Commission, holding companies would be in violation of the Act. The information on this form will not be kept confidential. An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number.