

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

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FORM U-3A-2

File No. _____

**Statement by Holding Company Claiming Exemption Under Rule U-3A-2 from the Provisions of the
Public Utility Holding Company Act of 1935**

To Be Filed Annually Prior to March 1

(Name of company)

hereby files with the Securities Exchange Commission, pursuant to Rule 2, its statement claiming exemption as a holding company from the provisions of the Public Utility Holding Company Act of 1935, and submits the following information:

1. Name, State of organization, location and nature of business of claimant and every subsidiary thereof, other than any exempt wholesale generator (EWG) or foreign utility company in which claimant directly or indirectly holds an interest.
2. A brief description of the properties of claimant and each of its subsidiary public utility companies used for the generation, transmission, and distribution of electric energy for sale, or for the production, transmission and distribution of natural or manufactured gas, indicating the location of principal generating plants, transmission lines, producing fields, gas manufacturing plants, and electric and gas distribution facilities, including all such properties which are outside the State in which claimant and its subsidiaries are organized and all transmission or pipelines which deliver or receive electric energy or gas at the borders of such State.
3. The following information for the last calendar year with respect to claimant and each of its subsidiary public utility companies:
 - (a) Number of kwh. of electric energy sold (at retail or wholesale), and Mcf. of natural or manufactured gas distributed at retail.
 - (b) Number of kwh. of electric energy and Mcf. of natural or manufactured gas distributed at retail outside the State in which each company is organized.
 - (c) Number of kwh. of electric energy and Mcf. of natural or manufactured gas sold at wholesale outside the State in which each such company is organized, or at the State line.
 - (d) Number of kwh. of electric energy and Mcf. of natural or manufactured gas purchased outside the State in which each such company is organized or at the State line.
4. The following information for the reporting period with respect to claimant and each interest it holds directly or indirectly in an EWG or a foreign utility company, stating monetary amounts in United States dollars:
 - (a) Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas.
 - (b) Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held.
 - (c) Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company by the holding company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company.

(d) Capitalization and earnings of the EWG or foreign utility company during the reporting period.

(e) Identify any service, sales or construction contract(s) between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s).

EXHIBIT A

A consolidating statement of income and surplus of the claimant and its subsidiary companies for the last calendar year, together with a consolidating balance sheet of claimant and its subsidiary companies as of the close of such calendar year.

The above-named claimant has caused this statement to be duly executed on its behalf by its authorized officer on this _____ day of _____, _____.

(Name of claimant)

By _____
(Title)

CORPORATE SEAL

Attest:

Name, title, and address of officer to whom notices and correspondence concerning this statement should be addressed:

(Name) (Title)

(Address)

EXHIBIT B

An organizational chart showing the relationship of each EWG or foreign utility company to associate companies in the holding-company system.

INSTRUCTIONS FOR FORM U-3A-2

1. *Use of form.* — After March 1, 1940, a holding company is not exempt from any provisions of the Public Utility Holding Company Act of 1935 by virtue of Rule U-3A-2 unless such holding company has on file with the Commission an effective statement on Form U-3A-2.

If a particular question is inapplicable or if the answer is “None,” so state.

2. *Time of filing.* — To keep on file with the Commission an effective statement under Rule U-3A-2 a holding company should file a statement on Form U-3A-2 prior to March 1 of each year, except that a holding company which is subsidiary of a registered holding company, and as to which substantially equivalent information is given in annual reports for such holding company system, need file only an initial report unless otherwise required by the Commission.
3. *Number of copies.* — Only the original need be filed. If a duplicate is submitted, it will be returned to the holding company stamped to show date of receipt by the Commission.
4. *Size of paper.* — Use paper approximately 8-1/2 by 11 inches in size. The left margin should be at least 1-1/2 inches wide and should not be bound otherwise than on the left side.
5. *Meaning of terms.* — For the purpose of Rule U-3A-2 and this form and instructions:

The terms “holding company,” “public utility company,” and “subsidiary company” have the meanings set forth in the Act.

The term “sold at wholesale,” when used with respect to electric energy, means electric energy sold for the purposes of resale; when used with respect to natural or manufactured gas, it also includes gas sold to industrial consumers for their own use.

Collection of Information

The information requested by this form is being collected because rule 2 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 two and one-half 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 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.