

SECURITIES AND EXCHANGE COMMISSION

(Release No. 35-28029)

Filings Under the Public Utility Holding Company Act of 1935, as amended (“Act”)

September 14, 2005

Notice is hereby given that the following filing(s) has/have been made with the Commission pursuant to provisions of the Act and rules promulgated under the Act. All interested persons are referred to the application(s) and/or declaration(s) for complete statements of the proposed transaction(s) summarized below. The application(s) and/or declaration(s) and any amendment(s) is/are available for public inspection through the Commission’s Branch of Public Reference.

Interested persons wishing to comment or request a hearing on the application(s) and/or declaration(s) should submit their views in writing by **October 6, 2005**, to the Secretary, Securities and Exchange Commission, Washington, DC 20549-0609, and serve a copy on the relevant applicant(s) and/or declarant(s) at the address(es) specified below. Proof of service (by affidavit or, in the case of an attorney at law, by certificate) should be filed with the request. Any request for hearing should identify specifically the issues of facts or law that are disputed. A person who so requests will be notified of any hearing, if ordered, and will receive a copy of any notice or order issued in the matter. After **October 6, 2005**, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

Black Hills Corporation, et al. (70-10237)

Black Hills Corporation (“Black Hills”), a registered public-utility holding company, Black Hills Power, Inc. (“Black Hills Power”), an electric-utility subsidiary of

Black Hills, both located at 625 Ninth Street, Rapid City, SD 57701, and Cheyenne Light, Fuel and Power Company, also an electric-utility subsidiary of Black Hills, located at 108 West 18th, Cheyenne, WY 82001, Black Hills Energy, Inc. (“Black Hills Energy”), a nonutility subsidiary of Black Hills, and all of Black Hills other subsidiaries (collectively, “Subsidiaries”), located at 625 Ninth Street, Rapid City, SD 57701 (collectively, “Applicants”), have filed with the Commission a post-effective amendment to their previously filed application-declaration (“Application”) under sections 6(a), 7, 9(a), 10, 11, 12(b) and (c), 13(b), 32, 33 and 34 of the Act and rules 42, 43, 45, 52, 53, 54, 58 and 88 through 92.

Black Hills requests certain extensions of time.

I. Background

Black Hills is an integrated public-utility holding company.¹ On December 28, 2004, the Commission authorized Black Hills and its Subsidiaries to engage in various financing and other transactions (“Financing Order”).² In connection with the Financing

¹ Black Hills is engaged in two lines of business: (1) the generation, transmission, distribution and sale of electricity to retail and wholesale customers; and (2) through Black Hills Energy and its subsidiaries, the development, ownership and operation of exempt wholesale generators, as defined in section 32 of the Act, qualifying facilities as defined in the Public Utility Regulatory Policies Act of 1978, as amended, and the production, transportation and marketing of natural gas, oil, coal and other energy commodities, power marketing and other energy-related activities. Applicants previously engaged in certain exempt telecommunications activities and these businesses have recently been sold.

² Black Hills Corporation, et al., Holding Company Act Release No. 27931. Black Hills registered as a public-utility holding company under the Act earlier this year, in 2005. By the Financing Order, Black Hills, then a public-utility holding company exempt from registration under section 3(a)(1) of the Act by rule 2, Black Hills Power, its subsidiary electric-utility company, and all other direct and indirect subsidiaries, were authorized to engage in financing and investment activities, intrasystem services and other related activities and transactions, through December 31, 2007, following Black Hills’ registration as a public-utility holding company. A recent, related notice was issued on

Order, Black Hills committed to establish a limited liability subsidiary, Black Hills Service Company, LLC (“Black Hills Service”), to provide centralized services (such as accounting, financial, human resources, information technology and legal services) to the companies in the Black Hills system³ and to submit certain filings to the Commission and to implement certain processes and methodologies by December 28, 2005.⁴

The Act was repealed on August 8, 2005, and the Public Utility Holding Company Act of 2005 (“PUHCA 2005”) was enacted on that date by the Energy Policy Act of 2005 (“Energy Policy Act 2005”). The repeal of the Act ends the Commission’s authority over Black Hills and the Black Hills system under this statute as of February 8, 2006 and subjects Black Hills and the Black Hills system to new, but in certain respects similar, regulation by the Federal Energy Regulatory Commission (“FERC”) under PUHCA 2005.

July 26, 2005, addressing certain administrative money pool matters. See Black Hills Corporation, et al., Holding Co. Act Release No. 28003. No hearing has been requested.

³ Black Hills states that it explained, in its application for the Financing Order, that the Black Hills system companies will engage in a variety of affiliate transactions for goods, services and construction, in accordance with rules 87, 88, 90 and 91, unless otherwise authorized by Commission order or rule. Black Hills states it also committed to file accounting and cost allocation procedures with the Commission by October 1, 2005; to form Black Hills Service within sixty days of issuance of the Financing Order, but sought authority to delay (for not longer than twelve months) the full implementation of Black Hills Service and the required accounting systems and cost allocation methodologies; and finally, to complete conversion of non-exempt market-based rate affiliate transactions to cost-based transactions (not later than twelve months following issuance of the Financing Order). In the Financing Order, the Commission acknowledged Black Hills’ plans for these procedures, Black Hills Service and the affiliate arrangements.

⁴ Black Hills states that it established Black Hills Service and has taken significant steps to implement it. Black Hills states further that, in this implementation, it has already expended significant resources in extensive planning and organizational initiatives to identify employees and functions to be transferred to Black Hills Service, defining extensive new organizational, management and personnel structures to be put in place at Black Hills Service and associate companies and formulating required changes to human resources systems and pension and benefit plans.

FERC is required to issue certain PUHCA 2005 regulations by December 8, 2005. Black Hills states that the new FERC regulations may affect some of the processes and methodologies relating to allocation of costs, among other things, that were addressed in the Financing Order.

II. Requested Authority

Black Hills, therefore, requests the Commission to permit it:

1. To extend Black Hills' time for certain filings with the Commission, from October 1, 2005, through February 8, 2006, the effective date of the Act's repeal (describing accounting systems and cost allocation methodologies);
2. To extend the time for Black Hills' full implementation of Black Hills Service, from December 28, 2005, through February 8, 2006, the effective date of the Act's repeal (accounting systems and cost allocation methodologies); and
3. To extend the time for Black Hills' conversions of non-exempt market-based rate affiliate transactions to cost-based transactions from December 28, 2005, through February 8, 2006, the effective date of the Act's repeal.

For the Commission, by the Division of Investment Management, pursuant to delegated authority.

Jonathan G. Katz
Secretary