

Control Number: 20366



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PUBLIC UTILITY COMMISSION  
FILING CLERK  
August 1, 2003

VIA FEDERAL EXPRESS


Filing Clerk  
PUBLIC UTILITY COMMISSION OF TEXAS  
1701 N. Congress Avenue, Room G-112  
Austin, TX 78701

Dear Filing Clerk:

The Public Utility Holding Company Act of 1935 requires certain informational filings with applicable state commissions. Enclosed for filing, in Project No. 20366, are three (3) copies of the following document:

Application/Declaration on Form U-1, (File No. 70-10096) dated July 2, 2003, filed with the Securities & Exchange Commission ("SEC") by Xcel Energy Services Inc.

Sincerely,

  
James Bagley  
Regulatory Administrator

JB/jm  
Enclosures

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

CERTIFICATE OF NOTIFICATION  
under Rule 24 of the Public Utility Holding Company Act of 1935

APPLICATION/DECLARATION ON FORM U-1  
OF XCEL ENERGY INC.  
(File No. 70-10096)

This Certificate of Notification is filed by Xcel Energy Inc. ("Xcel Energy"), a Minnesota corporation, in connection with the transactions proposed in the Application-Declaration filed on Form U-1, as amended (the "Application"), in File No. 70-10096 and authorized by the order of the Securities and Exchange Commission issued on May 29, 2003 (Release No. 35-27681). Capitalized terms used herein but not otherwise defined shall have the meaning ascribed to them in the Application. Pursuant to Rule 24 of the Act, Xcel Energy hereby certifies that on June 25, 2003 the Board of Directors of Xcel Energy declared a quarterly dividend of 18.75 cents per share on its outstanding common stock. The dividend is payable on July 20, 2003 to shareholders of record on July 7, 2003. All or a portion of such dividend will be paid from capital and/or unearned surplus of Xcel Energy.

Exhibits

F-2          Past Tense Opinion of Counsel

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, as amended, the undersigned company has duly caused this document to be signed on its behalf by the undersigned thereunto duly authorized.

Xcel Energy Inc.

By: /s/ Richard C. Kelly

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Richard C. Kelly  
Vice President and Chief  
Financial Officer

Dated: July 2, 2003

July 2, 2003

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

Re: Xcel Energy Inc.  
Application/Declaration on Form U-1, File No. 70-10096 (the "Application")

Dear Sir or Madam:

Xcel Energy Inc. ("Xcel Energy" or "Applicant") applied for and received from the Securities and Exchange Commission (the "Commission") the authority to declare and pay two quarterly dividends of up to \$152 million out of capital and unearned surplus, all as more fully described in the Application. On June 25, 2003, the Board of Directors of Xcel Energy declared a quarterly dividend on the common stock of Xcel Energy, payable on July 20, 2003 to shareholders of record on July 7, 2003 (the "Transaction").

I am a member of the bar of Minnesota, the place of organization of Xcel Energy. I am not a member of the bar of any other state of the United States and do not hold myself out as an expert in the laws of such states, although I have consulted and will consult with counsel to the Applicant who are experts in such laws. For purposes of this opinion, to the extent I deemed necessary, I have relied on advice from counsel employed or retained directly or indirectly by the Applicant.

In connection with this opinion, I or attorneys in whom I have confidence, have examined originals or copies, certified or otherwise identified to my satisfaction, of such records and such other documents, certificates and corporate or other records as I have deemed necessary or appropriate as a basis for the opinions expressed in this letter. In my examination, I have assumed the genuineness of all signatures, the legal capacity of all persons, the authenticity of all documents submitted to me as originals, the conformity to original documents of documents submitted to me as certified or photostatic copies and the authenticity of the originals of such copies. As to various questions of fact material to such opinions, I have, when relevant facts were not independently established, relied upon statements contained in the Application.

The opinions expressed below are subject to the following assumptions, qualifications, limitations, conditions and exceptions:

(1) The Commission duly entered an appropriate order with respect to the Transaction, as described in the Application, permitting the Application to become effective under the Act and the rules and regulations thereunder.

(2) No act or event other than as described herein shall have occurred subsequent to the date hereof which would change the opinions expressed below.

Based upon the foregoing and subject to the assumptions, qualifications, limitations, conditions and exceptions set forth herein, it is my opinion that, with respect to the Applicant and each of its subsidiaries and associate companies:

- (a) all state and federal laws applicable to the Transaction were complied with;
- (b) the Transaction was carried out in accordance with the Application and applicable law;
- (c) Xcel Energy is validly organized and is duly existing; and
- (d) the Transaction does not violate the legal rights of the holders of any securities issued by the Applicant or any of its subsidiaries and associate companies.

I hereby consent to the filing of this opinion with the Securities and Exchange Commission.

Very truly yours,

/s/ Gary R. Johnson

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Gary R. Johnson  
Vice President and General Counsel