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XCEL ENERGY INC Form 35-CERT July 03, 2001

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SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

In the Matter of)	
Xcel Energy Inc.)	
E'I M 50 0022)	CERTIFICATE
File No. 70-9823)	OF NOTIFICATION
(Public Utility Holding Company)	NOTIFICATION
Act of 1935)	e of Notification is filed by You Energy Inc. ("Y.	cel Energy"), a Mi	nnesota Corporation, in connection with the transactions
proposed in the A Exchange Comm	application-Declaration filed by Xcel Energy on I	Form U-1, (the "Ap 7413) (the "Order")	oplication") and authorized by the order of the Securities and . Capitalized terms used herein but not otherwise defined
(i)			
(1)	Xcel Energy entered into a Stockholder Protection Rights Agreement between Xcel Energy and Wells Fargo Bank Minnesota, N.A., dated as of December 13, 2000;		
(ii)			
(11)	On December 13, 2000, Xcel Energy declared a dividend (the "Dividend") distribution of one common share purchase right for each outstanding share of common stock, par value \$2.50 per share ("Common Stock");		
(iii)			
()	On June 28, 2001, Xcel Energy issued the Div	vidend to holders of	record of Common Stock on such date;
(iv)			
	The transactions proposed in the Application have been carried out in accordance with the terms and conditions of, and for the purposes presented by, the Application and Order; and		
(v)			
	Filed herewith as Exhibit F is a "past-tense" opinion of counsel for Xcel Energy.		
SIGNATURE			
	requirements of the Public Utility Holding Companies on its behalf by the undersigned thereunto		as amended, the undersigned company has duly caused this
XCEL ENERGY INC.			
June 29, 2001		Ву:	/s/ GARY R. JOHNSON
			Gary R. Johnson
			Vice President and General Counsel

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