

XCEL ENERGY INC  
Form POS AMC  
May 31, 2002

As filed with the Securities and Exchange Commission on May 31, 2002

File No. 70-10059

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

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**AMENDMENT NO. 4 (First Post-Effective)  
TO  
FORM U-1 APPLICATION-DECLARATION  
UNDER  
THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935**

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**Xcel Energy Inc.  
NRG Acquisition Company, LLC  
800 Nicollet Mall  
Minneapolis, Minnesota 55402**  
(Name of company filing this statement and address of principal executive offices)

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**Xcel Energy Inc.**  
(Name of top registered holding company parent)

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Gary R. Johnson  
Vice President and General Counsel  
Xcel Energy Inc.  
800 Nicollet Mall  
Minneapolis, Minnesota 55402  
(Name and address of agent for service)

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The Commission is requested to send copies of all notices, orders and communications in connection with this Application-Declaration to:

Peter D. Clarke  
Debra J. Schnebel  
Jones, Day, Reavis & Pogue  
77 West Wacker  
Suite 3500  
Chicago, IL 60601  
(312) 782-3939

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This Amendment No. 4 (First Post-Effective Amendment) amends the Application/Declaration on Form U-1 in this proceeding, originally filed with the Securities and Exchange Commission (the Commission) on March 14, 2002 (File No. 70-10059) and as amended by Amendment No. 1 filed April 8, 2002, Amendment No. 2 filed May 21, 2002 and Amendment No. 3 filed May 29, 2002.(1)

In accordance with the Commission's order in this proceeding, Applicants hereby file as Exhibit C-4 to the Application/Declaration the confirmation of Lehman Brothers, dated May 31, 2002, that the transaction is fair, from a financial point of view, to Xcel Energy Inc.

### Exhibit

Exhibit C-4                              Letter of Lehman Brothers dated May 31, 2002

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(1) Amendment No. 2 and Amendment No. 3 were erroneously filed under File No. 70-10019 and were refiled on May 30, 2002 in File No. 70-10059.

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SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the Applicants have duly caused this Amendment No. 4 to its Application-Declaration to be signed on their behalf by the undersigned thereunto duly authorized.

Date: May 31, 2002

**Xcel Energy Inc.**

**NRG Acquisition Company, LLC**

By: /s/ Paul E. Pender

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Paul E. Pender  
Vice President and Treasurer