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

OMB APPROVAL OMB Number: 3235-0164 Expires: May 31, 2007 Estimated average burden hours per response ... 13.78

Form U-5S

ANNUAL REPORT

For the year ended December 31, _____, or fiscal year ended _____

Filed pursuant to the Public Utility Holding Company Act of 1935

(Name and address of each registered holding company in the system)

GENERAL INSTRUCTIONS

1. Use of Form

An annual report covering the preceding calendar or fiscal year shall be filed on Form U5S with the Commission on or before the first day of May in each year, but no later than 120 days after the close of fiscal year of a holding company reporting a year which does not end on December 31, for each holding company registered pursuant to Section 5 of the Public Utility Holding Company Act of 1935 ("Act"). Where a holding company system includes more than one registered holding company, a single report shall be filed on behalf of all registered holding companies in the system. A subsidiary holding company which is exempt from registration under Section 3(a)(2) of the Act and Rule 2(b) is not a registered holding company and should not sign the report.

2. Formal Requirements

(a) Two copies of the report on this form, including the exhibits specified, shall be filed with the Commission. At least one of such copies shall be manually signed and filed at the place designated by the Commission for filings under the laws it administers. The second copy shall be addressed to the Division or Office responsible for administering the Act.

Every amendment to the annual report shall comply with the formal requirements governing an original annual report with respect to the number of copies filed, signature and similar matters. Each such amendment should be numbered and contain an index of the contents thereof.

- (b) The annual report, and where practicable all documents filed as part thereof, shall be on good quality, unglazed white paper, 8-1/2" x 11" in size. Tabulations may be placed either vertically or horizontally on a page, may utilize facing pages and may be reduced. All papers included in the annual report, except exhibits not especially prepared for such purpose, shall have a side margin of at least 1-1/2" for binding, and each copy should be firmly bound on the left side.
- (c) The report or any portion thereof may be prepared by any process. All copies shall be legible and suitable for repeated photocopying. Accordingly, items in tabulations which must be subtracted rather than added shall be distinguished in a manner which will not be obscured by black and white reproduction.
- (d) The report shall contain the item number and caption of each item in the form, but shall omit all instructions and text. If any item is inapplicable or the answer thereto is negative, it shall be so stated. These items may be collected on a single page to economize on the space required. Information requested in tabular form shall be supplied in substantially the form indicated.

3. Incorporation by Reference

Incorporation by reference is permitted only where specifically provided in the form; *provided* that electronic filers may incorporate by reference only in accordance with rule 102 of Regulation S-T (§232.102 of this chapter).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

4. Information Unknown or Not Available

Information required need be given only insofar as it is known or can be obtained by the system company without unreasonable effort or expense. Omissions should be explained briefly.

5. Definitions

"Holding company system" or "system" as used in this form means the parent registered holding company together with all its subsidiary companies, including all subsidiary registered holding companies and all mutual service companies of which such registered holding company or any subsidiary company thereof is a member company. A "system company" means any company in the holding company system. Unless the context clearly indicates the contrary, all terms used in this form and the instructions have the same meaning as the Public Utility Holding Company Act of 1935 and in the rules and regulations issued thereunder.

- 6. Any system company may be identified elsewhere in the report by an abbreviation stated in Item 1.
- 7. The report is for the system's fiscal year and references to the period covered mean that year. The form has been drawn for the calendar year almost universally used, but a system using a different fiscal year shall substitute the date of the end of its fiscal year for December 31.

ITEMS

Item 1. System Companies and Investments Therein as of December 31,_____

| Name of Company | Number | | | Owner's |
|-------------------|--------------|--------------|------------|---------|
| (add abbreviation | of Common | % of | Issuer | Book |
| used herein) | Shares Owned | Voting Power | Book Value | Value |

Instructions to Item 1.

- 1. List the parent holding company and all statutory subsidiaries, direct or indirect, including registered holding companies, mutual service companies, inactive and nonutility companies and statutory subsidiaries which have pending applications for exemption. Inactive companies should be indicated by an asterisk (*).
- 2. Subsidiaries of a single subsidiary shall be listed under that subsidiary and identified as such by indentation or otherwise. Subsidiaries of more than one system company shall be identified by a footnote showing the owners, and the division of the investment, as tabulated, among such owners.
- 3. Noncorporate subsidiaries, such as a trust or partnership, shall be identified by a footnote, stating the form of organization and the form of equity investment, the amount of which shall be included in the tabulation as though it were common stock.
- 4. Subsidiaries added during the year shall be identified by footnote, stating the jurisdiction under the laws of which the subsidiary was organized, its date of organization, the date of acquisition, if different, and briefly describing the business of the subsidiary. Changes in the status of an existing subsidiary during the year shall be identified in the same manner.
- 5. Voting power refers to the percentage of votes for the election of directors, as of the end of the year, without regard to voting rights which other classes of securities might have on hypothetical contingencies, such as dividend defaults. Applicable qualifications, such as other shareholders' cumulative voting rights or special provisions for selection of directors (or equivalent representatives for trusts or partnerships) shall be stated briefly by footnote.
- 6. The line in the tabulation stating the company name shall show the common stock investment, or equivalent. Investments, if any, in other equity securities, in unsecured debt and in secured debt, shall be summarized, in aggregate amount, by those three categories, on additional lines under the company name. The book values specified refer to the investment, as defined in Rule 26, with respect to the owner, and the balance sheet amount with respect to the issuer, in both cases including applicable paid in capital and retained earnings.

To the extent convenient, the other investments may be described in the tabulation or by footnote. Investments consisting of numerous series, however, shall be described in schedules annexed to the Form U5S, which may be reproductions of issuer's schedules included in its reports to the Federal Energy Regulatory Commission, a state commission or this commission, with any needed additions or annotations. The description will include the principal amount, interest or dividend rate, and maturity date, and distinguish between

the amounts owned within the system and those otherwise outstanding. The amount of arrears of dividends or interest, if any, excluding unmatured accruals will be shown.

Item 2. Acquisitions or Sales of Utility Assets

Excluding transactions reported in a certificate filed pursuant to Rule 24, provide a brief description of the acquisitions or sales, if any, by each system company, of utility plant in service or under construction of any electric utility company or retail gas utility company for the production, transmission or distribution of electric entergy or distribution of natural or manufactured gas, stating the name of the system company (both system companies if the transfer is within the system), the consideration, a brief description of the transaction, the location and the exemption claimed for transactions which have the effect of adding or disposing of a discrete territory separately served or to be served at retail by another utility company, cooperative or government (as defined in Section 2(c) of the Act), and transactions which involve a consideration of more than one million dollars including reasonable estimated completion costs incurred or eliminated by transfer of facilities under construction. Other transactions need not be identified.

Instructions to Item 2.

- 1. The exemption claimed shall be identified by reference to the Section of the Act or rule relied upon. If Section 9(b) is relied upon, the State commission order shall be identified and a copy included as an exhibit.
- 2. This item is directed to utility plant. Do not include disposal of abandoned or salvaged facilities even if the purchaser is to effect the removal or conversion to nonutility use.

Item 3. Issue, Sale, Pledge, Guarantee or Assumption of System Securities

Excluding transactions reported in a certificate filed pursuant to Rule 24, or described in Item 2 as part of the consideration for an acquisition, and transactions of a subsidiary exempted as such under Section 3(d) of the Act, provide a brief description of issuances, sales or pledges of securities of system companies or guaranty or assumption by system companies of securities of other persons, including system companies or exempted subsidiaries, stating the name of the issuer, the name of the system company if different, describing the securities, the date and form of the transaction, the consideration and the exemption claimed.

Instructions to Item 3.

- 1. Recurrent transactions shall be reported by system companies in the aggregate, stating only the total balance of the end of the year, the highest balance during the year, with its date, and the effective average interest rate, including commitment fees and other charges of the lenders, for the year. If such borrowings were secured by pledge or lien, the security shall be described and the secured borrowings shall be stated in the same manner as specified above, but separately. If short-term borrowing subject to this instruction is included in the borrowing reported in the Form 10K, schedule 9, that schedule may be incorporated by reference, without segregation, even though it may include borrowing reported under Rule 24.
- 2. Pledges and guarantees incident to the procurement of surety bonds, workmen's compensation deposits and comparable obligations incurred in the ordinary course of the system company's business may similarly be reported in the aggregate, stating the balance at the end of year and the highest amount outstanding during the year. Describe the purposes thereof and any consideration received by a system company, other than accomplishment of the purpose described or reimbursements for administrative costs of transaction.
- 3. Issuance and concurrent retirement of securities as a formal means of satisfying indenture or charter requirements need not be reported.
- 4. The exemption claimed shall be indicated by reference to the section of the Act or rule relied upon.

Item 4. Acquisition, Redemption or Retirement of System Securities

Excluding short term debt and transactions of a subsidiary exempted as such under Section 3(d) of the Act, provide a brief description of any system securities acquired, redeemed, or retired, stating the name of the issuer, the name of the system company acquiring or retiring the securities, if different, the consideration, whether the securities have been extinguished or are held for further disposition, and the authorization or exemption relied on.

Instructions to Item 4.

1. Securities paid on maturity, or retired by sinking fund or otherwise pursuant to indenture or charter provisions or acquired in anticipation of such requirement pursuant to Rule 42(c)(4) or orders authorizing the issuance of redeemable preferred stock, and securities redeemed in a transaction reported in a certificate filed pursuant to Rule 24, shall be reported in the aggregate, by com-

pany, distinguishing only bonds, unsecured debt and preferred stock. Schedules shall be annexed to the report, which may be reproductions of the issuer's reports to the Federal Energy Regulatory Commission, a state commission or this Commission, with any needed additions or annotations, to identify the annual amount retired or acquired and consideration for each series or issue. Issuance and concurrent retirement of securities to formally satisfy indenture or charter provisions may be omitted, and only the aggregate consideration for each issue or series need be stated.

- 2. If the consideration consisted in whole or in part of other than cash, set forth separately the cash consideration, and the dollar amount of securities or other property. The dollar amount of securities should be stated at the approximate book value thereof on the books of issuer as of the date of transaction. Other property should be stated at book cost on the books of the owner thereof immediately prior to the transaction.
- 3. If securities acquired in a prior year are retired in the year of the report, their retirement shall be reported.
- 4. Exemptions claimed shall be identified by reference to the section of the Act or rule, and authorization by reference to the Holding Company Act Release Number, except that reference to such number may be omitted with respect to redeemable preferred stock.

Item 5. Investments in Securities of Nonsystem Companies

For each system company, excluding subsidiaries exempted from regulation as such pursuant to Section 3(d), securities representing obligations of customers incurred in the ordinary course of business, and temporary cash report as of the end of the year:

- 1. Aggregate amount of investments in persons operating in the retail service area of the owner, or of its subsidiaries. State the number of persons included. If investments were made pursuant to State law, cite the State law under which they were made.
- 2. With respect to securities owned not included in category 1, state the name of the issuer, describe the securities, including number of shares and percentage of voting power as to equity securities, indicate the general nature of the issuer's business, and state the owner's book value of the investment.

Instructions to Item 5.

- 1. The "person" whose securities are owned may be any form of entity, but for purposes of category 1, the amount of the investment shall be calculated on a consolidated basis including all persons known to be under common control, and all investments of the system in that person shall be aggregated.
- 2. Reports of the owner to the Federal Energy Regulatory Commission, a state commission or this Commission, with any necessary additions or annotations, may be annexed to the report to provide, in whole or in part, the information specified.

Item 6. Officers and Directors

Except for officers and directors of subsidiaries exempted under Section 3(d) of the Act:

Part I. As of December 31, _____

- 1. List the names and principal business address of the officers and directors of all system companies as of the end of the calendar or fiscal year.
- 2. Under the column for each system company, designate by appropriate symbols positions held in such company.

Names of System Companies with Which Connected

Part II. With respect to each officer and director with a financial connection within the provisions of Section 17(c) of the Act, show:

| Name of Officer or Director | Name and Location of Financial Institution | Position Held in Financial Institution | Applicable Exemption Rule | |
|--------------------------------|--|--|---------------------------------|--|
| (1) | (2) | (3) | (4) | |

This information may be included in the Part I tabulation, if feasible.

Part III. State the disclosures made in each system company's most recent proxy statement and annual report on Form 10-K with respect to:

- (a) The compensation of directors and executive officers of system companies;
- (b) Their interest in the securities of system companies including options or other rights to acquire securities;
- (c) Their contracts and transactions with system companies;
- (d) Their indebtedness to system companies;
- (e) Their participation in bonus and profit sharing arrangements and other benefits;
- (f) Their rights to indemnity.

If any executive officers or directors of system companies are not included in the specified reports under the Securities Exchange Act of 1934, provide the same information, as though the company with which they serve were a division of the first direct or indirect parent filing a proxy statement and Form 10K under that Act.

Instructions to Item 6.

- 1. The data specified shall be physically in the report and shall be substantially the same, without omission, as that reported under the securities laws. It may be edited to eliminate repetition or duplication and to put related information together. If officers and directors participate in benefits of more general application and the filings referred to rely on cross reference to a general description of the benefits, that description may be edited to eliminate irrelevant aspects. Contracts, documents and other exhibits may be incorporated by reference. Any material change after the date of publication of the source reported shall be noted in Item 6.
- 2. The proxy statement and Form 10-K for the report year will ordinarily be filed before the filing date specified for the Form U5S. If the filing of one or more of those reports is delayed for any reason, the data therefrom specified in Item 6 shall be omitted and filed by amendment concurrently with the filing of the delayed report.
- 3. The term "executive officer" shall mean an executive officer as defined in the rules under the Securities Act of 1933 (17 CFR §230.405) as that rule may be amended or replaced.

Item 7. Contributions and Public Relations

Excluding any service company filing an annual report on Form U-13-60, and any subsidiary exempted as such under Section 3(d), state, for the parent holding company and for each subsidiary, the expenditures, disbursements or payments during the year, in money, goods or services, directly or indirectly to or for the account of:

- (1) any political party, candidate for public office or holder of such office, or any committee or agent therefor; or
- (2) any citizen group, or public relations counsel identifying the total paid to or for the account of each ultimate beneficiary during the year, the purpose of the payment and the account of the company to which it was charged, except that payments to an ultimate beneficiary of less than \$10,000 during the year in category (2) for similar purposes, may be aggregated by stating the number of beneficiaries, the purposes and the account charged.

Instructions to Item 7.

- 1. The current definitions and regulations of the Federal Election Commission shall be followed in determining the extent to which expenses incurred by the company or its employees or agents with respect to political action committees or other activities, whether Federal or local, should be included in the amounts to be reported in category 1. The reporting company's applicable accounting policies will be followed in including incidental expenses or overhead in the other categories.
- 2. Each reporting subsidiary shall supply the parent holding company with its Item 7 report, signed by the officer of the subsidiary responsible for its accounts and records. The parent holding company shall keep these reports with its copy of the Form U5S.

Item 8. Service, Sales and Construction Contracts

Excluding (i) transactions included in the annual report on Form U-13-60 of a service company, (ii) the sharing of costs of jointly owned facilities or jointly employed personnel (iii) contract for the purchase, sale or interchange of electricity or gas and (iv) contracts between an exempt wholesale generator or a foreign utility company and a system company, as reported under Item 9, *infra*, provide the following information:

Part I. Furnish the information required by the following table as to contracts for services, including engineering or construction services, or goods supplied or sold by a system company to another system company, and state, in the tabulation or by footnote, the date of the contract and whether it remained in effect at year end.

| Transaction | Serving Company | Receiving Company | Compensation |
|-------------|-----------------|-------------------|--------------|
|-------------|-----------------|-------------------|--------------|

Part II. Does any system company have a contract to purchase services or goods from any affiliate (other than a system company), or from a company in which any officer or director of the receiving company is a partner or owns 5% or more of any class of equity securities?

If the answer to Part II is yes, and the contract has not already been reported in Item 6, report such contracts in substantially the same detail as specified for Part I, also describing the affiliation.

Part III. Does any system company employ any other person for the performance on a continuing basis of management, supervisory or financial advisory services?

If the answer to Part III is yes, state the name of each such person, describe the contract, and the scope of the services and the annual consideration.

Instructions to Item 8.

- 1. Similar and related transaction between the same companies should be aggregated into annual totals.
- 2. The tabulation may omit: (a) one or more contracts if the aggregate consideration passing between the same companies is less than \$100,000, and general description of the omitted kinds of contracts is given; (b) utility service exempted by Rule 81, and (c) the non-recurrent transactions exempted by Rule 85; or Rule 87(a)(3) and (b)(2),(4) or (5).
- 3. A purchase of goods or services by a system company necessarily involves an agreement as to price and terms between buyer and seller, whether expressed or implied. The reference to the contract in the text is not an exemption of informal or tacit agreements for continuous or recurrent transactions, which are expressly prohibited by Rules 84 and 86, with the limited exceptions made by Rules 85 and 87.
- 4. Jointly owned facilities are facilities, such as a generating plant, owned as co-tenants by two or more associate companies which receive the output of such facilities for their respective use, and jointly employed personnel are employees or independent contractors concurrently working for and separately compensated by their respective employers. The exception does not apply to use of separate facilities or employees of one company to render services to an associate company for a charge, even if limited to a calculated cost reimbursement. Instruction 2, however, may permit omission of some such contracts.

Item 9. Wholesale Generators and Foreign Utility Companies

Part I. For each interest in an exempt wholesale generator (EWG) or a foreign utility company ("company"), provide the following information. State all monetary amounts in United States dollars. Indicate by bold face type all data relevant to the current reporting period.

- (a) Identify the company, its location and its business address. Describe the facilities used for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas. Identify each system company that holds an interest in the company and describe the interest held.
- (b) State the type and amount of capital invested in the company by the registered holding company, directly or indirectly. Identify any debt or other financial obligation for which there is recourse, directly or indirectly, to the registered holding company or another system company, other than an EWG or foreign utility company. Identify separately any direct or indirect guarantee of a security of the EWG or foreign utility company by the registered holding company. Identify any transfer of assets from any

system company (other than an exempt wholesale generator or foreign utility utility company) to an affiliate exempt wholesale generator or foreign utility company. State the market value at the time of transfer, the book value and the sale price of the transferred asset.

- (c) State the ratio of debt to common equity of the company and earnings of the company as of the end of the reporting period.
- (d) Identify any service, sales or construction contract(s) between the company and a system company, and describe the services to be rendered or goods sold and the fees or revenues under such agreement(s).

Part II. Submit as Exhibit H an organizational chart showing the relationship of each EWG and foreign utility company to other system companies. If the company is a subsidiary company of the registered holding company, submit the financial data required in Exhibit I.

Part III. State the registered holding company's aggregate investment in EWGs and foreign utility companies, respectively. Also state the ratio of aggregate investment to the aggregate capital investment of the registered holding company in its domestic public utility subsidiary companies.

Item 10. Financial Statements and Exhibits

List all financial statements and exhibits filed as a part of this annual report.

FINANCIAL STATEMENTS

Consolidating financial statements for the parent holding company and each of its subsidiaries for the year of the report, including a balance sheet, income statement, statement of retained earnings and statement of cash flows. The plant and related depreciation and amortization accounts shall be supported by classified schedules as prescribed below. The individual financial statements shall be those included in the audited consolidated financial statements reported for the same year in the Form 10-K or annual reports to shareholders incorporated therein and in substantially the same form. They shall be reconciled to said consolidated financial statements by an elimination column, the entries in which shall be keyed to identify by item, offsetting debits and credits.

EXHIBITS

Exhibit A

The report shall incorporate by reference the annual report of each system company filed for the same year under the Securities Exchange Act of 1934. A copy of such reports including annual reports to shareholders incorporated therein shall be included in the duplicate copy of the Form U5S addressed to the Division administering the Act, but not in the filed copy. Exhibits B and C may also be incorporated by reference; *provided that* the annual report to shareholders shall be included in the duplicate copy of the Form U5S and shall be filed in paper, even if submitted by an electronic filer.

Exhibit B

With respect to the parent holding company and each subsidiary company thereof, a copy of the charter, articles of incorporation, trust agreement, voting trust agreement, or other fundamental document of organization, and a copy of its by laws, rules and regulations, or other instruments corresponding thereto. If such documents do not set forth fully the rights, priorities and preferences of the holders of each outstanding class of capital stock and those of the holders of any warrants, options or other rights to acquire capital stock, and of any limitations on such rights, there shall also be included a copy of each certificate, resolution or other document establishing or defining such rights and limitations. Each such document shall be in the amended form effective at the date of filing of the report or shall be accompanied by copies of any amendments to it then in effect.

Exhibit C

(a) With respect to each outstanding class of funded debt, a copy of the indenture or other fundamental document defining the rights of the holders of such security, and a copy of each contract or other instrument evidencing the liability of the parent holding company or a subsidiary company thereof as endorser or guarantor of such security. Include a copy of each amendment of such document and of each supplemental agreement, executed in connection therewith. If there have been any changes of trustees thereunder, such changes, unless otherwise shown, should be indicated by notes on the appropriate documents. No such indenture or other document need be filed in connection with any such issue if the total amount of securities that are now, or may at any time hereafter, be issued and outstanding thereunder does not exceed either \$1,000,000 or an amount equal to 10% of the total of the debit accounts shown on the most recent balance sheet of the company which issued or guaranteed such securities or which is the owner of property subject to the lien of such securities, whichever of said sums is the lesser.

(b) As to each outstanding and uncompleted contract or agreement entered into by the parent holding company or any subsidiary company thereof relating to the acquisition of any securities, utility assets (as defined in Section 2(a)(18) of the Act), or any other interest in any business, submit a copy of such contract or agreement and submit details of any supplementary understandings or arrangements that will assist in securing an understanding of such transactions.

Exhibit D

A copy of the tax allocation agreement for the year of the report pursuant to Rule 45(c).

Exhibit E

Copies of other documents prescribed by rule or order, such as Rule 48(b), for incorporation into the annual report; *provided that* any reports to State Commissions included as an exhibit shall be filed in paper, even if submitted by an electronic filer.

Exhibit F

Schedules supporting items of the report.

Instructions for Financial Statements.

- 1. The opinion of the independent accountants as to the consolidated financial statements and the footnotes to such statements shall be included in Form U5S. The opinion need not extend to the components of the consolidated statements.
- 2. If the statements of certain companies are customarily omitted from the consolidated statements of the registrant and its subsidiaries, the statements of such companies may be omitted from the consolidating statements required herewith, if statements for such companies are annexed.
- 3. In the balance sheets, equity securities which are minority interests in the consolidated balance sheet, shall be shown separately from equity securities, even of the same class, which are eliminated in consolidation.
- 4. The consolidating financial statements may be divided into subgroups in order to adjust the number of columns needed on a page or facing pages. In such groupings, consolidations shall first be effected for each group consisting of a subsidiary and companies all of whose common stock is owned directly or indirectly by that subsidiary. Other inactive subsidiaries may be combined as a single group, and all of the financial statements of that group may be included on a single page. Further groupings shall combine companies with similar businesses.
- 5. The elimination column need not be supported by a recapitulation of the items in journal entry form, but such entries, in a form which will permit identification of the source by company of each elimination shall be kept with the parent holding company's copy of the Form U5S.
- 6. Utility plan accounts, including for the purpose of this instruction a natural gas company under the Natural Gas Act or any company regulated as a utility under state law, shall be supported by reproductions of the classified plant accounts included in the annual report of such company to its utility commission, and the related depreciation or amortization reserve schedules, together with any such schedules of other property or investments.

Exhibit G

An organizational chart showing the relationship of each EWG or foreign utility company in which the system holds an interest to other system companies.

Exhibit H

If the EWG or foreign utility company is a "majority-owned associate company," as defined in rule 53(a)(2)(ii), submit the most recently available audited balance sheet (including a capitalization table), income statement and cash flow statement of such EWG or foreign utility company. For all other EWG or foreign utility company subsidiaries of the registered holding company, submit either an audited (if available or an unaudited balance sheet (including a capitalization table), income statement and cash flow statement of such EWG or foreign utility company. Submit a summary of any analytical reviews and conclusions drawn therefrom of majority-held EWG or foreign utility company subsidiaries performed in the ordinary course of an audit of the registered holding company.

SIGNATURE

Each undersigned system company has duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized pursuant to the requirements of the Public Utility Holding Company of 1935. The signature of each undersigned company shall be deemed to relate only to matters having reference to such company or its subsidiaries.*

By___

(Signature and printed name and title of signing officer)

Date _____

* Where the annual report is being filed on behalf of more than one system company, there shall be a separate signature for each such company by its authorized officer.

SEC's COLLECTION OF INFORMATION

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. Filing of this Form is mandatory. Section 5 of the Public Utility Holding Company Act of 1935 and the Rule 1 under the Act require every registered holding company to file an annual report on Form U-5S. Where a holding company system includes more than one registered holding company, only one report needs to be filed for the entire system. The Commission staff uses this information to monitor the registered public utility system in terms of its holdings, financings and operations. The Commission estimates that the burden for completing this form will be approximately 13.5 hours per filing. The information collected on Form U-5S is publicly available. Any member of the public may direct to the Commission any comments concerning the accuracy of the burden estimate on this Form and any suggestions for reducing the burden of the Form. The Office of Management and Budget has reviewed this information with the clearance requirements of 44 U.S.C. §3507.