

PUGET ENERGY INC /WA
Form U-3A-2
February 28, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C.

FORM U-3A-2

**Statement by Holding Company Claiming Exemption Under Rule U-3A-2 from the
Provisions of the Public Utility Holding Company Act of 1935**

To Be Filed Annually Prior to March 1

PUGET ENERGY, INC.

hereby files with the Securities and Exchange Commission, pursuant to Rule 2, its statement claiming exemption as a holding company from the provisions of the Public Utility Holding Company Act of 1935, and submits the following information:

1. Name, State of organization, location and nature of business of claimant and every subsidiary thereof, other than any exempt wholesale generator (EWG) or foreign utility company in which claimant directly or indirectly holds an interest:

PUGET ENERGY, INC. (claimant) is a Washington corporation and has its principal executive office at 411 108th Avenue NE, 15th Floor, Bellevue, Washington 98004-5515. Claimant is a holding company, which acquires and holds securities of other corporations. Claimant has the following subsidiaries:

SUBSIDIARIES OF PUGET ENERGY, INC.

A. INFRASTRUX GROUP, INC.

A Washington corporation, formed to acquire providers of specialized contracting services, offering end-to-end network infrastructure solutions to the electric power, telecommunications, natural gas and cable television industries, including the design, installation, repair and maintenance of network infrastructure such as electrical transmission lines, natural gas pipelines, fiber optic cable and other utility distribution systems. Address: 411 108th Avenue NE, 15th Floor, Bellevue, Washington 98004-5515. Infrastrux has the following subsidiaries:

1. GI Acquisition, Inc., a Delaware corporation, was formed to hold assets acquired from General Industries of Naples, Inc. The subsidiary is currently inactive. Address: 411 108th Avenue NE, 15th Floor, Bellevue, Washington 98004-5515.
2. Utilx Corporation, a Delaware corporation, provides specialty services to electric, telecommunications, natural gas, water, sewer, and other utilities in the United States and in certain foreign countries, and drilling equipment to contractors and other users outside of the United States. The company's primary business is the installation, replacement and restoration of underground infrastructure for power and telecommunication companies. Address: 22820 Russell Road, Kent, Washington 98032. Utilx has the following subsidiary:
 - a) Utilx Line Service Corporation, a Delaware corporation, provides emergency repair, installation and maintenance services for overhead and underground electrical distribution systems. Address: 22820 Russell Road, Kent, Washington 98032.
3. Lineal Holdings, Inc., a Delaware corporation, acquires utility infrastructure repair and construction companies. Address: 411 108th Avenue NE, 15th Floor, Bellevue, Washington 98004-5515. Lineal Holdings has the following subsidiaries:

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- a) Lineal Industries, Inc., a Pennsylvania corporation, provides design, installation, repair and maintenance of natural gas pipelines. Address: 3651 Steubenville Pike, McKees Rock, Pennsylvania 15136.
 - b) InterCon Construction, Inc., a Wisconsin corporation, provides infrastructure services including natural gas pipeline, electric and telecommunications construction as well as large-diameter, long-length directional drilling. Address: 2880 Commerce Park Drive, Madison, Wisconsin 53719-5129. InterCon Construction, Inc. has the following subsidiary:
 - InterCon Construction Trucking, Inc., a Wisconsin corporation, is a wholly-owned trucking company of InterCon. Address: 2880 Commerce Park Drive, Madison, Wisconsin 53719-5129.
 - c) Trafford Corporation, a Pennsylvania corporation, provides pipeline construction services to the natural gas industry, including proprietary turnkey pipeline installation, directional drilling, vacuum excavation, replacement and rehabilitation. Address: 550 Fifth Street Extension, Trafford, Pennsylvania 15085.
 - d) Skibeck Pipeline Company, Inc., a New York corporation, provides gas transmission pipeline construction services throughout the Eastern United States. Address: Rt. 395 Randolph-Jamestown Road, Randolph, New York, 14772.
 - e) Skibeck PLC, Inc., a New York corporation, provides gas transmission pipeline construction services throughout the Eastern United States. Address: Rt. 395 Randolph-Jamestown Road, Randolph, New York, 14772.
4. Texas Electric Utility Construction, Inc., a Texas corporation, provides distribution oriented overhead electric construction services to electric utilities and cooperatives, and with its commercial electrician capabilities has provided underground electrical services. Address: 4613 HWY 1417 N, Sherman, Texas 75092
5. Chapman Holding Co., Inc., a Nevada corporation, was formed to hold interest in Chapman Construction Co., L.P. Address: 3320 West Sahara Avenue, Suite 380, Las Vegas, NV 89102. Chapman Holding Co. is a 99% limited partner of the following entity:
- a) Chapman Construction Co., L.P., a Texas limited partnership, is a provider of high-voltage transmission line construction, electric substation construction and wireless transceiver station and fiber-optic system construction. Address: 10011 West University Drive, McKinney, TX 75070. Chapman Construction Co. owns a 40% interest in the following entity:
 - Brenda Perkins & Associates, L.L.C., a Texas limited liability company, which provides architectural services to Chapman Construction Co. Address: 5408 Summit Ridge Trail, Arlington, TX 76017.
6. Chapman Construction Management Co., Inc., a Texas corporation, was formed to hold interest in Chapman Construction Co., L.P. Address: 10011 West University Drive, McKinney, TX 75070. Chapman Construction Management is a 1% general partner of Chapman Construction Co., L.P.

B. PUGET SOUND ENERGY, INC.

A wholly-owned public utility incorporated in the State of Washington furnishing electric and gas service in a territory covering 6,000 square miles, principally in the Puget Sound region of Washington State. PSE's utility business includes the generation, purchase, transmission, distribution and sale of electric energy plus the purchase, transportation, distribution and sale of natural gas. Address: 411 108th Avenue NE, 15th Floor, Bellevue, Washington 98004-5515. Puget Sound Energy has the following subsidiaries:

SUBSIDIARIES OF PUGET SOUND ENERGY, INC.:

1. Puget Western, Inc., a Washington corporation, is primarily involved in real estate development. Address: 19515 North Creek Parkway, Suite 310, Bothell, Washington 98011-8200
2. ConneXt, Inc., a Washington corporation, sold its assets to Alliance Data Systems in August of 2001 and is currently inactive. Address: 411 108th Avenue NE, 15th Floor, Bellevue, Washington 98004-5515.

3. Hydro Energy Development Corp. (HEDC) is pursuing the development of small hydroelectric generation in the Pacific Northwest. HEDC is a Washington corporation. Address: 19515 North Creek Parkway, Suite 310, Bothell, Washington 98011-8200. HEDC has the following subsidiaries, all of which are inactive:
 - Baker Mountain Hydro, Inc., a Washington corporation, (inactive)
 - Cascade River Hydro, Inc., a Washington corporation, (inactive)
 - Calligan Hydro, Inc., a Washington corporation, (inactive)
 - Hancock Hydro, Inc., a Washington corporation, (inactive)
 - Nooksack River Hydro, Inc., a Washington corporation, (inactive)
 - Pacific Hydro, Inc., a Washington corporation, (inactive)
 - Skagit River Hydro, Inc., a Washington corporation, (inactive)
 - Skookum Hydro, Inc., a Washington corporation, (inactive)
 - Skykomish River Hydro, Inc., a Washington corporation, (inactive)
 - Snoqualmie River Hydro, Inc., a Washington corporation, (inactive)
 - Suiattle River Hydro, Inc., a Washington corporation, (inactive)
 - Warm Creek Hydro, Inc., a Washington corporation, (inactive)
 - Washington Hydro Development Corporation, a Washington corporation, (inactive)
4. PSE Utility Solutions, Inc., a Washington corporation, (inactive). Address: 411 108th Avenue NE, 15th Floor, Bellevue, Washington 98004-5515.
5. GP Acquisition Corp., a Washington corporation, is a 1% General Partner in Encogen Northwest, L.P. Address: 411 108th Avenue NE, 15th Floor, Bellevue, Washington 98004-5515. Encogen Northwest L.P owns and operates a 170,000 KW gas-fired cogeneration electric generation project near Bellingham, Washington.
6. LP Acquisition Corp., a Washington corporation, is a 99% Limited Partner in Encogen Northwest, L.P. Address: 411 108th Avenue NE, 15th Floor, Bellevue, Washington 98004-5515
7. Puget Sound Energy Services, Inc., a Washington corporation, (inactive). Address: 411 108th Avenue NE, 15th Floor, Bellevue, Washington 98004-5515
8. Washington Energy Gas Marketing Company, a Washington corporation, (inactive). Address: 411 108th Avenue NE, 15th Floor, Bellevue, Washington 98004-5515
9. WNG Cap I, Inc., a Washington corporation, markets surplus pipeline capacity on behalf of Puget Sound Energy, Inc. Address: 411 108th Avenue NE, 15th Floor, Bellevue, Washington 98004-5515

2. A brief description of the properties of claimant and each of its subsidiary public utility companies used for the generation, transmission, and distribution of electric energy for sale, indicating the location of principal generating plants, transmission lines, and electric distribution facilities, including all such properties which are outside the State of Washington and all transmission lines which deliver or receive electric energy at the borders of such State:

Claimant does not own any such utility properties. The properties of Puget Sound Energy, claimant's only public utility subsidiary, used for the generation, transmission and distribution of energy for sale are located within Washington, Oregon and Montana and consist of the following:

A. ELECTRIC GENERATION PLANTS:

Colstrip Puget Sound Energy and other utilities are joint owners of four mine-mouth, coal-fired, steam-electric generating units at Colstrip, Montana, approximately 100 miles east of Billings, Montana.

The Company owns a 50% interest (330,000 KW) in Units 1 and 2 and a 25% interest (370,000 KW) in Units 3 and 4.

Encogen a 170,000 KW natural gas-fired cogeneration facility located near Bellingham, Washington o

Upper Baker River hydro project - (91,000 KW) located near Concrete, Washington

Lower Baker River hydro project - (71,000 KW) located in Concrete, Washington

White River hydro plant - (70,000 KW) located near Sumner, Washington

Snoqualmie Falls hydro plant - (42,000 KW) located near Snoqualmie, Washington

Electron hydro plant - (26,000 KW) located near Orting, Washington

Crystal Mountain - a standby internal combustion unit (2,750 KW) located near Crystal Mountain,

Washington o Fredrickson two dual-fuel combustion turbine units (75,000 KW each) located near

Spanaway, Washington o Whitehorn two dual-fuel combustion turbine units (75,000 KW each) located near Ferndale, Washington

Fredonia two dual-fuel combustion turbine units (105,000 KW each) and two dual-fuel combustion turbine units (54,000 KW each) located near Burlington, Washington

Skookumchuck - small hydro project (70 KW) located near Centralia, Washington. Puget Sound Energy is a 7% owner of this project.

B. TRANSMISSION AND DISTRIBUTION SYSTEM PROPERTIES:

Puget Sound Energy's transmission system located in Washington, Oregon and Montana includes 495 pole miles of jointly owned 500 KV lines, 287 pole miles of 230 KV lines, and 61 pole miles of 115 KV lines. The system also has 10 transmission substations.

Distribution electric facilities include 12,337 miles of overhead lines. Underground distribution and service facilities include 8,224 miles of underground wire. Underground street lighting facilities include 467 wire miles of conductor. The system also has 337 distribution substations.

Puget Sound Energy's gas facilities include 33% ownership of the Jackson Prairie Storage Project located near Centralia, Washington.

Gastransmission lines include 7.1 miles related to the Jackson Prairie Storage Project and 1,444,038 feet of transmission mains. The distribution facilities include 55,194,167 feet of main, 56,527,728 feet of service pipe, and 478,151 regulators.

3. The following information is for the calendar year 2001 with respect to claimant and Puget Sound Energy, claimant's only subsidiary public utility company:

Puget Energy, Inc.: None

Puget Sound Energy, Inc.:

(a) Number of KWH of electric energy sold (at retail or wholesale): 27,420,328,048
Number of Mcf. of Gas energy sold (at retail or wholesale): 82,162,387

(b) None.

(c) Number of KWH of electric energy sold at wholesale outside the State of Washington or at the State Line:
3,191,352,000

Number of Mcf of natural gas sold at wholesale outside the State of Washington or at the State Line:
52,677,586None.

- (d) Number of KWH of electric energy purchased at wholesale outside the State of Washington or at the State Line: 2,729,751,000

Number of Mcf of natural gas purchased at wholesale outside the State of Washington or at the State Line: 157,889,924

4. The following information for the reporting period with respect to claimant and each interest it holds directly or indirectly in an EWG or a foreign utility company, stating monetary amounts in United States dollars

- (a) Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas.

Name: Black Creek Hydro, Inc.

Location: This project is situated within the boundaries of the Weyerhaeuser Snoqualmie Tree Farm on Black Creek, a tributary of the North Fork of the Snoqualmie River in King County Washington, approximately 30 miles east of Seattle and 9 miles northeast of the town of North Bend.

Business Address: 19515 North Creek Parkway, Suite 310, Bothell, WA 98011

Description: 3.7 MW run-of-the-river hydroelectric plant, consisting of a single unit 2 jet horizontal Pelton turbine. The plant interconnects via a 10-mile underground 34.5 kV transmission line with Puget Sound Energy's electrical system near Snoqualmie, Washington.

- (b) Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held.
Black Creek Hydro is a wholly owned subsidiary of Hydro Energy Development Corp., which is a wholly owned subsidiary of Puget Sound Energy, Inc.
- (c) Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company by the holding company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company.

Investment in Black Creek Hydro, Inc. as of 12/31/2001 was \$7,175,649.
Type of Capital: Equity Capital

- (d) Capitalization and earnings of the EWG or foreign utility company during the reporting period.

Capitalization as of 12/31/2001:	
Common Stock, par value \$1	\$500
Additional Paid in Capital	\$8,658,790
Retained earnings	\$(1,483,641)
Total Capitalization as of 12/31/2001	\$7,175,649
Earnings YE 12/31/2001	\$(883,613)

- (e)

Identify any service, sales or construction contract(s) between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s).

None.

EXHIBIT A

A consolidating statement of income and surplus of the claimant and its subsidiary companies for the last calendar year (2001), together with a consolidating balance sheet of the claimant and its subsidiary companies as of the close of such calendar year.

EXHIBIT B

An organizational chart showing the relationship of each EWG or foreign utility company to associate companies in the holding company system.

An organization chart is attached as Exhibit B.

The above-named claimant has caused this statement to be duly executed on its behalf by its authorized officer on this 28th day of February, 2002.

Puget Energy, Inc.
(Name of claimant)

/s/ James W. Eldredge

By: James W. Eldredge
Corporate Secretary and Chief Accounting Officer

(CORPORATE SEAL)

Attest:

/s/ Michael J. Stranik

By: Michael J. Stranik
Assistant Secretary

Name, title, and address of officer to whom notices and correspondence concerning this statement should be addressed:

James W. Eldredge
Corporate Secretary and Chief Accounting Officer
Puget Energy
411 108th Avenue, NE 15th Floor
Bellevue, WA 98004-5515

EXHIBIT A**Puget Energy, Inc.**

Consolidating Statement of Income
For the twelve months ended December 31, 2001
(In thousands)
Unaudited

	Puget Energy	PSE	InfrastruX	Elimination	Total
Operating Revenues					
Electric	--	2,352,658	--	--	2,352,658
Gas	--	815,071	--	--	815,071
Other	--	32,476	173,786	--	206,262
Total operating revenues	--	3,200,205	173,786	--	3,373,991
Operating Expense					
Energy costs:					
Purchased electricity	--	1,406,107	--	--	1,406,107
Purchased gas	--	537,431	--	--	537,431
Electric generation fuel	--	281,405	--	--	281,405
Residential/Farm exchange credit	--	(75,864)	--	--	(75,864)
Utility operations and maintenance	--	265,789	--	--	265,789
Other operations and maintenance	94	8,546	148,091	--	156,731
Depreciation & amortization	--	208,720	8,820	--	217,540
Conservation amortization	--	6,493	--	--	6,493
FAS-133 unrealized (gain) loss	--	(11,182)	--	--	(11,182)
Taxes other than federal income taxes	--	208,597	5,817	--	214,414
Federal income taxes	(33)	75,683	2,356	--	78,006
Total operating expenses	61	2,911,725	165,084	--	3,076,870
Operating income	(61)	288,480	8,702	--	297,121
Other income (net of tax)	98,487	17,053	(2,527)	(98,487)	14,526
Income Before Interest Charges	98,426	305,533	6,175	(98,487)	311,647
Interest Charges	--	186,403	3,656	--	190,059
Net Income Before Cumulative Effect of Accounting Change	98,426	119,130	2,519	(98,487)	121,588
FAS-133 Transition Adjustment Loss (Net of Tax)	--	14,749	--	--	14,749

Net Income	98,426	104,381	2,519	(98,487)	106,839
Less Preferred Stock Dividends Accrual	--	8,413	--	--	8,413
Income for Common Stock	\$98,426	\$95,968	\$2,519	\$(98,487)	\$98,426
Common Shares Outstanding-Weighted Average	86,445	--	--	--	86,445
Earnings per Share Before Cumulative Effect of Accounting Change	\$1.31	--	--	--	\$1.31
Cumulative Effect of FAS-133 Accounting Change	(0.17)	--	--	--	(0.17)
	\$1.14	--	--	--	\$1.14
Basic and Diluted Earnings Per Common Share					

EXHIBIT A**Puget Energy, Inc.**

**Consolidating Balance Sheet
As of December 31, 2001
(In thousands)
Unaudited**

	Puget Energy	PSE	InfrastruX	Eliminations	Total
ASSETS:					
Utility Plant:					
Electric	--	\$4,167,920	--	--	\$4,167,920
Gas	--	1,551,439	--	--	1,551,439
Common	--	362,670	--	--	362,670
Less: Accumulated depreciation and amortization	--	(2,194,048)	--	--	(2,194,048)
Net utility plant	--	3,887,981	--	--	3,887,981
Other Property and investments:					
Investment in BEP contract	52,111	95,867	166,719	(52,111)	262,586
Other	--	--	--	--	--
Total other property and investments	52,111	150,530	166,719	(52,111)	317,249

Current Assets:					
Cash	--	82,708	9,648	--	92,356
Accounts receivable	--	280,502	46,062	(267)	326,297
Less allowance for doubtful accounts	--	(45,154)	(1,822)	--	(46,976)
Unbilled revenues	--	147,008	--	--	147,008
Purchased gas receivable	--	37,228	--	--	37,228
Materials and supplies	--	85,318	5,015	--	90,333
Current portion of FAS-133 unrealized gain/loss	--	3,315	--	--	3,315
Prepayments and other	369	7,405	3,503	--	11,277
	369	598,330	62,406	(267)	660,838
Total current assets					
Long-Term Assets:					
Regulatory asset for deferred income taxes	--	193,016	--	--	193,016
Regulatory asset for PURPA buyout costs	--	244,635	--	--	244,635
FAS-133 unrealized gain	--	3,317	--	--	3,317
Other	--	230,029	--	--	230,029
	--	670,997	--	--	670,997
	\$52,480	\$5,307,838	\$229,125	\$(52,378)	\$5,537,065
Total long-term assets					

TOTAL ASSETS

EXHIBIT A (continued)**Puget Energy, Inc.**

**Consolidating Balance Sheet
As of December 31, 2001
(In thousands)
Unaudited**

	PUGET ENERGY	PSE	InfrastruX	Eliminations	Total
CAPITALIZATION AND LIABILITIES:					
Capitalization:		\$1,272,802	\$94,935	\$(52,111)	\$1,367,872
Common equity	\$52,246	110,662	--	--	110,662
Preferred stock	--	--	--	--	--
Corporation obligated, mandatorily redeemable	--	--	--	--	--
preferred securities of subsidiary trust holding	--	300,000	--	--	300,000
solely junior subordinated debentures of the Corporation	52,246	2,053,815	73,239	--	2,127,054
Long-term debt	52,246	3,737,279	168,174	(52,111)	3,905,588
		154,600	12,826	(267)	167,426
Total capitalization	267	338,168	10,409	--	348,577
	--	117,000	2,523	--	119,523

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Current Liabilities:	--	70,210	531	--	70,708
Accounts payable	(33)	14,746	--	--	14,746
Short-term debt	--	42,505	--	--	42,505
Current maturities of long-term debt	--	35,145	--	--	35,145
Taxes	--	25,178	21,000	--	46,178
Salaries and wages	--				
Interest		797,552	47,289	(267)	844,808
Current portion of FAS-133 unrealized gain/loss	234				
Other	--	601,001	4,319	--	605,315
		75	--	--	75
Total current liabilities	--	171,931	9,348	--	181,279
Deferred Income Taxes	--				
		\$5,307,838	\$229,125	\$(52,378)	\$5,537,065
FAS-133 Unrealized Gain/Loss	\$52,480				
Other Deferred Credits					

TOTAL CAPITALIZATION AND LIABILITIES

EXHIBIT B. ORGANIZATIONAL CHART

- I. Puget Energy, Inc.
 - 1. Puget Sound Energy, Inc.
 - A. ConneXt, Inc.
 - B. Hydro Energy Development Corp.
 - Black Creek Hydro, Inc.
 - Baker Mountain Hydro, Inc.
 - Cascade River Hydro, Inc.
 - Calligan Hydro, Inc.
 - Hancock Hydro, Inc.
 - Nooksack River Hydro, Inc.
 - Pacific Hydro, Inc.
 - Skagit River Hydro, Inc.
 - Skookum Hydro, Inc.
 - Skykomish River Hydro, Inc.
 - Snoqualmie River Hydro, Inc.
 - Suiattle River Hydro, Inc.
 - Warm Creek Hydro, Inc.
 - Washington Hydro Development Corporation
 - C. GP Acquisition Corp.
 - Encogen Northwest, L.P.
 - D. GP Acquisition Corp.
 - Encogen Northwest, L.P.
 - E. Puget Sound Energy Services, Inc.
 - F. PSE Utility Solutions, Inc.
 - G. Puget Western
 - H. Washington Energy Gas Marketing Company

- I. WNG Cap I, Inc.

- 2. InfrastruX Group, Inc.
 - A. GI Acquisition, Inc.
 - B. Utilx Corporation
 - Utilx Line Service Corporation
 - C. Lineal Holdings, Inc.
 - Lineal Industries, Inc.
 - InterCon Construction, Inc.
 - Intercon Construction Trucking, Inc.
 - Skibeck Pipeline Company, Inc.
 - Skibeck PLC, Inc.
 - Trafford Corporation
 - D. Texas Electric Utility Construction, Inc.
 - E. Chapman Holding Co., Inc.
 - Chapman Construction Co., L.P.
 - Brenda Perkins & Associates (40% interest)
 - F. Chapman Construction Management Co., Inc.
 - Chapman Construction Co., L.P.