

BLACK HILLS CORP /SD/  
Form U-9C-3  
August 26, 2005

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM U-9C-3**

**QUARTERLY REPORT PURSUANT TO RULE 58**

**For the Quarter Ended June 30, 2005**

**Black Hills Corporation**

(Name of registered holding company)

**625 Ninth Street, Rapid City, South Dakota 57701**

(Address of principal executive offices)

Inquiries concerning this Form U-9C-3 should be directed to:

Mark T. Thies  
Black Hills Corporation  
625 Ninth Street

Rapid City, SD 57701  
(605) 721-1700

**ITEM 1 ORGANIZATION CHART**

	<b>Name of Reporting Company</b>	<b>Energy or Gas-Related Company</b>	<b>Date of Organization</b>	<b>State of Organization</b>	<b>Percentage of Voting Securities Held</b>	<b>Type of Business</b>
1.	Black Hills Corporation*	N/A	04/28/2000	South Dakota	N/A	Holding company
1.1	Black Hills Energy, Inc.*	N/A	01/29/2001	South Dakota	100%	Intermediate non-utility holding company for Black Hills Corporation's EWGs, QFs, natural gas/oil/coal companies
1.1.1	Black Hills Generation, Inc.*	N/A	01/05/2000	Delaware	100%	Intermediate non-utility holding company for Black Hills Corporation EWGs and QFs and other businesses related to the ownership and operation of EWGs and QFs
1.1.1.2	Black Hills Idaho Operations, LLC	Energy-related	10/20/1998	Delaware	100%	Provides operating services to a qualifying facility
1.1.1.3	Black Hills Nevada Operations, LLC	Energy-related	06/26/2001	Delaware	100%	Operates qualifying facility
1.1.1.4	Black Hills Ontario, LLC	Energy-related	12/23/1996	Delaware	50%	Qualifying facility
1.1.1.5	Black Hills Southwest, LLC*	N/A	06/11/2001	Delaware	100%	Intermediate non-utility subsidiary
1.1.1.5.1	Black Hills Nevada, LLC*	N/A	08/19/1999	Delaware	100%	Intermediate non-utility subsidiary
1.1.1.5.1.1	Desert Arc I, LLC	N/A	08/19/1999	Delaware	50%	Intermediate non-utility holding company
1.1.1.5.1.2	Desert Arc II, LLC	N/A	08/19/1999	Delaware	50%	Intermediate non-utility holding company

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1.1.1.5.1.1.1	Las Vegas Cogeneration Limited Partnership	Energy-related	02/01/1991	Nevada	50%	Qualifying facility
1.1.1.5.1.2.1						
1.1.1.5.1.3	Sunco, Ltd., a Limited Liability Company	Energy-related	02/10/1994	Nevada	100%	Qualifying facility thermal host
1.1.2	Wyodak Resources Development Corp.	Energy-related	07/23/1956	Delaware	100%	Coal mining company
1.1.3	Black Hills Exploration and Production, Inc.	Energy-related	11/03/1977	Wyoming	100%	Oil and natural gas exploration and production
1.1.3.1	Black Hills Gas Holdings Corp. (fka Mallon Resources Corporation)*	N/A	07/18/1988	Colorado	100%	Intermediate non-utility holding company
1.1.3.1.1	Black Hills Gas Resources, Inc. (fka Mallon Oil Company)	Energy-related	05/31/1978	Colorado	100%	Oil and gas exploration and production and owns a natural gas gathering pipeline

\*System Company that directly/indirectly holds securities of Reporting Company

	<b>Name of Reporting Company</b>	<b>Energy or Gas-Related Company</b>	<b>Date of Organization</b>	<b>State of Organization</b>	<b>Percentage of Voting Securities Held</b>	<b>Type of Business</b>
1.1.3.1.2	Black Hills Cabresto Pipeline, LLC	Energy-related	08/28/2003	Delaware	100%	Owns and operates 12-mile natural gas pipeline in New Mexico
1.1.4	Black Hills Energy Resources, Inc.	Energy-related	06/25/1997	South Dakota	100%	Markets energy commodities
1.1.4.1	Black Hills Operating Company, LLC	Energy-related	02/01/2002	Delaware	100%	Operates and manages oil pipelines and terminals in Texas
1.1.4.2	Black Hills Energy Pipeline, LLC*	N/A	07/20/1999	Delaware	100%	Intermediate non-utility holding company
1.1.4.3	Black Hills Millennium Pipeline, Inc.*	N/A	07/13/1999	South Dakota	100%	Intermediate non-utility subsidiary
1.1.4.2.1	Millennium Pipeline Company, L.P.	Energy-related	08/19/1999	Texas	100%	Owns and operates an oil pipeline in Texas
1.1.4.3.1						
1.1.4.4	Black Hills Energy Terminal, LLC*	N/A	09/29/1999	South Dakota	100%	Intermediate non-utility subsidiary
1.1.4.5	Black Hills Millennium Terminal, Inc.*	N/A	09/17/1999	South Dakota	100%	Intermediate non-utility subsidiary
1.1.4.4.1	Millennium Terminal Company, L.P.	Energy-related	01/21/2000	Texas	100%	Operates an oil terminal and storage facility
1.1.4.5.1						
1.1.4.6	Black Hills Kilgore Energy Pipeline, LLC*	N/A	02/01/2002	Delaware	100%	Intermediate non-utility subsidiary
1.1.4.7	Black Hills Kilgore Pipeline, Inc.*	N/A	02/01/2002	Delaware	100%	Intermediate non-utility subsidiary
1.1.4.6.1		Energy-related	03/14/2002	Texas	100%	

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1.1.4.7.1	Black Hills Kilgore Pipeline Company, L.P.					Owns and operates an oil pipeline in Texas
1.1.5	Enserco Energy Inc.	Energy-related	08/16/1996	South Dakota	100%	Markets energy commodities

\*System Company that directly/indirectly holds securities of Reporting Company

**ITEM 2 ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS**

**For the three month period ended June 30, 2005 (in thousands):**

Company	Type of Security	Principal Amount of <u>Security</u> <u>Issued</u>	Issue or <u>Renewal</u>	Cost of <u>Capital</u> <u>Security</u>	Person to Whom <u>Was Issued</u>	Collateral Given <u>With</u> <u>Security</u>	Consideration Received <u>for Each</u> <u>Security</u>
Black Hills Idaho Operations, LLC	ST Debt	\$ 41	Issue	4.59%	Black Hills Generation, Inc.	None	\$ 41
Wyodak Resources Development Corp	ST Debt	2,114	Issue	4.59%	Black Hills Exploration and Production, Inc.	None	2,114
Black Hills Generation, Inc.	ST Debt	203	Issue	4.59%	Sunco, LTD. LLC	None	203
Las Vegas Cogeneration Limited Partnership	ST Debt	844	Issue	4.59%	Black Hills Generation, Inc.	None	844
Black Hills Nevada Operations	ST Debt	101	Issue	4.59%	Black Hills Generation, Inc.	None	101
Black Hills Corporation	ST Debt	1,102	Issue	4.59%	Black Hills Exploration and Production, Inc.	None	1,102

Company Contributing <u>Capital</u>	Company Receiving <u>Capital</u>	Amount of Capital <u>Contribution</u>
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None

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**ITEM 3 ASSOCIATE TRANSACTIONS****Part I Transactions performed by reporting companies on behalf of associate companies**

For the three month period ended June 30, 2005 (in thousands):

Reporting Company	Associate Company	Types of Services Rendered	Direct Costs Charged	Indirect Costs Charged	Cost of Capital	Total Amount Billed
Enserco Energy Inc.	Black Hills Power, Inc.	Physical gas sales	\$ 1,883	N/A	N/A	\$1,883
Enserco Energy Inc.	Black Hills Wyoming, Inc.	Physical gas sales	38	N/A	N/A	38
Enserco Energy Inc.	Black Hills Ontario, LLC	Physical gas sales	809	N/A	N/A	809
Wyodak Resources Development Corp.	Black Hills Power, Inc.	Coal sales	2,367	N/A	N/A	2,367
Wyodak Resources Development Corp.	Black Hills Wyoming, Inc.	Coal sales	686	N/A	N/A	686
Black Hills Exploration and Production, Inc.	Enserco Energy Inc.	Physical gas sales	3,728	N/A	N/A	3,728
Black Hills Gas Resources, Inc.	Enserco Energy Inc.	Physical gas sales	11,235	N/A	N/A	11,235
Black Hills Exploration and Production, Inc.	Black Hills Gas Resources, Inc.	Operational services	134	N/A	N/A	134

**Part II Transactions performed by associate companies on behalf of reporting companies****For the three months ended June 30, 2005 (in thousands):**

Associate	Reporting	Types of	Direct	Indirect	Cost	Total
Company Rendering <u>Services</u>	Company Receiving <u>Services</u>	Services	Costs	Costs	of Capital	Amount
		<u>Rendered</u>	<u>Charged</u>	<u>Charged</u>		<u>Billed</u>
Black Hills Energy, Inc.	Black Hills Exploration and Production, Inc.	Corporate services	N/A	\$ 1,401	N/A	\$ 1,401
Black Hills Energy, Inc.	Enserco Energy Inc.	Corporate services	N/A	500	N/A	500
Black Hills Energy, Inc.	Wyodak Resources Development Corp.	Corporate services	N/A	626	N/A	626
Black Hills Energy, Inc.	Black Hills Energy Resources, Inc.	Corporate services	N/A	24	N/A	24
Black Hills Energy, Inc.	Black Hills Kilgore Pipeline Company, LP	Corporate services	N/A	29	N/A	29
Black Hills Energy, Inc.	Millennium Pipeline Company, LP	Corporate services	N/A	159	N/A	159
Black Hills Power, Inc.	Wyodak Resources Development Corp.	Retail electric services	170	N/A	N/A	170

Note: Black Hills Corporation has formed a service company, Black Hills Service Company, LLC ( BHSC ), pursuant to the authority granted in Black Hills Corporation, et al., Holding Company Act Release No. 35-27931 ( Order ). The Commission approved BHSC s standard form of service company agreements in the Order. Pursuant to the phase-in authorized in the Order, BHSC will become fully operational by the end of the year and perform services under service company agreements with its affiliates.

**ITEM 4 SUMMARY OF AGGREGATE INVESTMENT**

*Investments in energy-related companies (in thousands):*

Total consolidated capitalization as of June 30, 2005	\$1,450,081	line 1
Total capitalization multiplied by 15% (line 1 multiplied by 0.15)	217,512	line 2
Greater of \$50 million or line 2	\$217,512	line 3
Total current aggregate investment: (categorized by major line of energy-related business)		
Total current aggregate investment(1)		line 4
Difference between the greater of \$50 million or 15% of capitalization and the total aggregate investment of the registered holding company system (line 3 less line 4)	\$217,512	line 5

*Investments in gas-related companies:*

Total current aggregate investment:  
(categorized by major line of gas-related business)  
None

(1) Investments in energy related companies prior to December 28, 2004, the date Black Hills Corporation became a registered holding company are reported under Item 5 Other Investments on this Form U-9C-3.

**ITEM 5 OTHER INVESTMENTS**

**As of June 30, 2005 (in thousands):**

Major Line of Energy-Related Business <sup>(2)</sup>	Other Investment in Last U-9C-3 Report	Other Investment in This U-9C-3 Report	Reason for Difference in Other Investment
Energy commodity marketing	\$ 75,542	\$ 80,928	Quarterly earnings and change in intercompany balances
Qualifying facilities	65,887	65,437	Quarterly earnings and change in intercompany balances
Fuel transportation, handling and storage	116,112	119,910	A \$1.0 million distribution to its parent company, quarterly earnings and

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facilities			change in intercompany balances
Oil and gas exploration and production	54,517	58,550	Quarterly earnings and change in intercompany balances
Coal mining	9,746	9,669	Quarterly earnings and change in intercompany balances

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(2) Energy related businesses exempt from calculation in Item 4 Summary of Aggregate Investment prior to December 28, 2004, the date which Black Hills Corporation became a registered holding company.

**ITEM 6 FINANCIAL STATEMENTS AND EXHIBITS**

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

(a) Financial statements:

Financial statements as of June 30, 2005 are being filed in paper under cover of Form SE and confidential treatment is being requested pursuant to Rule 104(b), 17 C.F.R. § 250-104(b).

(b) Exhibits:

Exhibits are being filed in paper under cover of Form SE and confidential treatment is being requested pursuant to Rule 104(b), 17 C.F.R. § 250-104(b).

**SIGNATURE**

Black Hills Corporation

By: /s/ Mark T. Thies  
MARK T. THIES  
Executive Vice President and  
Chief Financial Officer

Dated: August 26, 2005

With the above signature, I also certify that the corresponding report on Form U-9C-3 for the first quarter of 2005 was filed with Black Hills Corporation's interested state commissions whose names and addresses are listed below:

Public Service Commission of Montana

1701 Prospect Avenue

Helena, MT 59620-2601

Public Utilities Commission of South Dakota

Capitol Building, 1st Floor

500 East Capital Avenue

Pierre, SD 57501-5070

Public Service Commission of Wyoming

2515 Warren Avenue, Suite 300

Cheyenne, WY 82002