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PNM RESOURCES  
Form U-3A-2  
December 31, 2001

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

PNM RESOURCES, INC.

PNM Resources, Inc. ("PNM Resources") hereby files with the Securities and Exchange Commission (the "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.

PNM Resources (originally formed under the name "Manzano Corporation") was organized under the laws of New Mexico in 2000 as a subsidiary of Public Service Company of New Mexico, a New Mexico corporation ("PNM"). Upon the completion on December 31, 2001 of the share exchange between PNM and PNM Resources, PNM became a wholly owned subsidiary of PNM Resources (the "Share Exchange"). (1) PNM Resources has its principal offices at Alvarado Square, Albuquerque, New Mexico 87158.

PNM Resources owns all of the issued and outstanding voting securities of PNM. PNM owns all of the issued and outstanding voting securities of its sole active subsidiary, Avistar Inc. ("Avistar"). PNM also directly owns all of the issued and outstanding voting securities of the following inactive New Mexico subsidiaries: PNM Electric & Gas Services, Inc. ("PNMEGS"); Meadows Resources, Inc. ("Meadows"); Sunbelt Mining Company, Inc. ("Sunbelt"); Paragon Resources, Inc. ("Paragon"); Sunterra Gas Gathering Company ("Sunterra GG"); and Sunterra Gas Processing Company ("Sunterra GP"). There are also a number of indirectly owned inactive subsidiaries. These are identified in the table below.

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(1) This application by PNM Resources on Form U-3A-2 speaks as of December 31, 2001, the date on which the share exchange between PNM and PNM Resources became effective.

ACTIVE SUBSIDIARIES

PNM

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PNM, a subsidiary of PNM Resources, is a public utility incorporated in 1917 under the laws of the State of New Mexico with principal offices at Alvarado Square, Albuquerque, New Mexico 87158. PNM is a public utility primarily engaged in the generation, transmission, distribution and sale of electricity and the transmission, distribution and sale of natural gas. In 2000, PNM began operating as three distinct business units: (1) Utility Operations, (2) Generation and Trading Operations and (3) Unregulated Operations. The Utility Operations business unit includes the electric service offering segment ("Electric") and the natural gas product offering segment ("Gas"). Electric consists of the sale and distribution of electricity, as well as all activities related to PNM's electric transmission operations. Gas includes the transportation, distribution and sale of natural gas. Both Electric and Gas include related activities such as marketing and customer service. The Generation and Trading Operations business unit includes production and purchase of electricity, the sale of electricity to Utility Operations (at an internally developed transfer price) and wholesale sales of electricity and electricity trading activities with third parties. The Unregulated Operations business unit provides energy-related services to complement and enhance PNM's competencies in the other two business units.

The total population of the area served by one or more of PNM's utility services is estimated to be approximately 1.35 million, of which some 52.2% live in the greater Albuquerque area.

### AVISTAR

Avistar, a wholly-owned subsidiary of PNM, was formed in August 1999 as a New Mexico corporation. Its principal offices are at Alvarado Square, Albuquerque, New Mexico, 87158. Avistar is currently engaged in certain non-utility businesses, including energy- and utility-related services previously conducted by PNM. Pursuant to New Mexico Public Regulation Commission ("PRC") authority, PNM was authorized to invest up to \$50 million in equity in Avistar and was authorized to enter into a reciprocal loan agreement with Avistar for up to \$30 million. PNM has invested \$50 million in Avistar, and there are no amounts outstanding under the reciprocal loan agreement.

### INACTIVE SUBSIDIARIES

#### DIRECT AND INDIRECT SUBSIDIARIES RELATED TO PREVIOUS DIVERSIFICATION EFFORTS

NAME	PLACE OF INCORPORATION OR ORGANIZATION	ADDITIONAL INFORMATION
Meadows Resources, Inc. (Meadows)	New Mexico	Wholly owned subsidiary formerly developed and activities unrelated to operations.

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Bellamah Associates Ltd. (BAL)	New Mexico	Subsidiary of Meadows. Partnership with BIL. partnership with BCD, Meadows.
Bellamah Community Development (BCD)	New Mexico	A general partnership among BAL, BHL, and Meadows.
Bellamah Holding Company (BHC)	New Mexico	Subsidiary of MCB and limited partnership with BIL.
Bellamah Holding Ltd. (BHL)	New Mexico	Limited Partnership with General partnership with and Meadows.
Bellamah Investors Ltd. (BIL)	New Mexico	Limited Partnership with BHC.
Republic Holding Company (RHC)	Delaware	Subsidiary of Meadows.

DIRECT AND INDIRECT SUBSIDIARIES  
RELATED TO PREVIOUS DIVERSIFICATION EFFORTS

NAME -----	PLACE OF INCORPORATION OR ORGANIZATION -----	ADDITIONAL INFORMATION (IF NEEDED) -----
Sunbelt Mining Company, Inc.	New Mexico	Wholly owned subsidiary formerly, among other acquired developed, and coal.

DIRECT SUBSIDIARIES  
RELATED TO PREVIOUS GAS GATHERING AND PROCESSING BUSINESSES

NAME -----	PLACE OF INCORPORATION OR ORGANIZATION -----	ADDITIONAL INFORMATION (IF NEEDED) -----
Sunterra Gas Gathering Company	New Mexico	Primary activities, through June 30, 1995 closing on which gas gathering processing assets were

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were to gather and del  
natural gas to interst  
intrastate pipelines a  
sell natural gas to PNM  
Services.

Sunterra Gas Processing Company

New Mexico

Primary activity, prio  
30, 1995 closing date  
gathering and processi  
were sold, was to proc  
gas.

DIRECT AND INDIRECT SUBSIDIARIES  
RELATED TO RESTRUCTURING

NAME -----	PLACE OF INCORPORATION OR ORGANIZATION -----	ADDITIONAL INFORMATION (IF NEEDED) -----
PNM Electric and Gas Services	New Mexico	Shell corporation form with initial equity ca \$1000, created as part PNM's plan to comply w the New Mexico Electri Utility Industry Restructuring Act of 1
Manzano Energy Corporation	New Mexico	Subsidiary of Avistar formed with \$100 equit capital to hold the na "Manzano Energy Corporation."

INDIRECT SUBSIDIARIES  
RELATED TO TRANSACTION WITH WESTERN RESOURCES, INC.

NAME -----	PLACE OF INCORPORATION OR ORGANIZATION -----	ADDITIONAL INFORMATION (IF NEEDED) -----
HVOLT Enterprises, Inc. (HVOLT)	Delaware	Shell corporation form with \$1000 of equity o to facilitate a transa (the "Transaction") be PNM Resources and

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Western Resources, Inc.  
("Western Resources").

HVNM, Inc. (HVNM)

New Mexico

Shell subsidiary of HV  
formed with \$1000 equi

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(2) Under the Agreement and Plan of Restructuring and Merger, dated as of November 8, 2000, among Western Resources, PNM, HVOLT, HVK and HVNM, HVK, one of HVOLT's newly formed wholly owned subsidiaries, would merge with and into Western Resources, whereby Western Resources would become a wholly owned subsidiary of HVOLT, and HVNM, another one of HVOLT's newly formed wholly owned subsidiaries, would merge with and into PNM Resources, whereby PNM Resources would become a wholly owned subsidiary of HVOLT. Whether or not the Transaction can be consummated on the terms specified by the Agreement and Plan of Restructuring and Merger is presently the subject of litigation between the parties.

NAME	PLACE OF INCORPORATION OR ORGANIZATION	ADDITIONAL INFORMATION (IF NEEDED)
-----	-----	-----
HVK, Inc. (HVK)	Kansas	capital to facilitate th Transaction.
HVK, Inc. (HVK)	Kansas	Shell subsidiary of HVOL formed with \$1000 equity capital to facilitate th Transaction.

MISCELLANEOUS INACTIVE SUBSIDIARIES

NAME	PLACE OF INCORPORATION OR ORGANIZATION	ADDITIONAL INFORMATION (IF NEEDED)
-----	-----	-----
AMDAX.com	Nevada	25% owned by Avistar
Gas Company of New Mexico	New Mexico	Subsidiary of Sunbelt the name "Gas Company Mexico"

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Paragon Resources, Inc.

New Mexico

Wholly owned, utility subsidiary which forms services to the PNM electric gas services operation

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, or for the production, transmission, and distribution of natural or manufactured gas, indicating the location of principal generating plants, transmission lines, producing fields, gas manufacturing plants, and electric and gas distribution facilities, including all such properties which are outside the State in which claimant and its subsidiaries are organized and all transmission or pipelines which deliver or receive electric energy or gas at the borders of such State.

PNM Resources does not own directly any utility properties or perform any utility operations. PNM Resources's operating subsidiary is PNM and is described in detail below.

PNM provides retail electric service to a large area of north central New Mexico, including the cities of Albuquerque, Santa Fe, Rio Rancho, Las Vegas, Belen and Bernalillo. PNM also provides retail electric service to Deming in southwestern New Mexico and to Clayton in northeastern New Mexico. As of December 31, 2000, PNM served approximately 369,000 retail electric customers, the largest of which accounted for approximately 4.1% of PNM's total electric revenues for the year ended December 31, 2000.

As of December 31, 2000, the aggregate net generating capacity of PNM's system was 1,521 megawatts ("MW"). During 2000, the seasonal peak electric demand experienced by PNM was 1,368 MW during the summer and 1,211 MW during the winter. PNM served this demand with a combination of the following: (i) 390 MW of nuclear generated power obtained through PNM's 10.2% interest in the Palo Verde Nuclear Generating Station ("Palo Verde"), located in Wintersburg, Arizona; (ii) 765 MW of power from the coal burning units at the San Juan Generating Station ("SJGS"), located in Waterflow, New Mexico, obtained through PNM's 50% ownership of SJGS Units 1, 2 and 3 and 38.457% ownership of SJGS Unit 4; (iii) 192 MW of power obtained through PNM's 13% ownership of coal burning Units 4 and 5 at the Four Corners Power Plant, located in Fruitland, New Mexico; (iv) 154 MW generated by gas/oil burning units at the Reeves Generating Station, located in Albuquerque, New Mexico; and (v) 20 MW generated by the gas/oil burning unit at the Las Vegas Generating Station, located in Las Vegas, New Mexico. For the year ended December 31, 2000, PNM's electric generation mix was 68.0% coal, 29.8% nuclear, and 2.2% gas/oil.

As of December 31, 2001, PNM has approximately 132 MW of additional unit contingent peaking capacity as a result of its agreement with the Delta-Person Limited Partnership ("PLP"), owner of a gas turbine generating unit located near Albuquerque, New Mexico. PNM entered into a 20 year power purchase agreement with PLP to purchase approximately 132 MW of unit contingent peaking capacity, with an option to renew for an additional five years. This brings PNM's total net generation capacity, consisting of both internal capacity and external, contracted capacity, to 1,653 MW.

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Currently, PNM is constructing a new power plant, known as the Afton Generating Station, that will provide electricity to southern New Mexico. The Afton Generating Station will be constructed adjacent to the Afton Compression Station of El Paso Natural Gas Company, about 12.5 miles southwest of Las Cruces, New Mexico. The plant is scheduled to be in commercial operation by the end of October 2002. It will produce 135 MW of electricity in its initial, simple cycle phase. By the last quarter of 2003, PNM is expected to expand the plant to a combined-cycle facility, with an output of approximately 225 MW.

PNM has a long-term power purchase agreement (which expires in May, 2011) with Southwestern Public Service Company, under which PNM presently receives 150 MW of interruptible power. Additionally, PNM has 70 MW of contingent capacity it

obtains from El Paso Electric Company under a transmission-capacity-for-generation-capacity trade arrangement that runs through May, 2004.

As of December 31, 2000, PNM's electric transmission facilities (including jointly owned and leased facilities) consisted of approximately 2,552 circuit miles of electric transmission lines, 4,205 miles of overhead distribution lines, 3,389 miles of underground distribution lines, and a total of 210 switching stations and substations, all located in New Mexico. On February 28, 2001, PNM completed the purchase of several additional transmission lines and switching stations from Tri-State Generation and Transmission Association, Inc. The purchase included approximately 335 miles of 115 kV transmission lines and two complete additional switching stations, and portions of three switching stations (immediately adjacent to existing PNM-owned switching stations), all of which are located in New Mexico. PNM's jointly owned transmission facilities (mentioned above) include approximately 165 miles of 500 kV transmission lines located in Arizona. They are associated with PNM's interest in Palo Verde.

PNM, distributing natural gas to most of the major communities in New Mexico, including Albuquerque and Santa Fe, served approximately 435,000 natural gas customers as of December 31, 2000. The Albuquerque metropolitan area accounts for approximately 51.7% of the total sales-service customers. PNM obtains its supply of natural gas primarily from sources within New Mexico pursuant to contracts with producers and marketers. These contracts are generally sufficient to meet PNM's peak-day demand. PNM serves certain cities that depend on El Paso Natural Gas Company or Transwestern Pipeline Company for transportation of gas supplies. Because these cities are not directly connected to PNM transmission facilities, gas transported by these companies is the sole supply source for those cities.

PNM's natural gas properties, as of December 31, 2000, consisted primarily of natural gas storage, transmission and distribution systems. Provisions for storage made by PNM include ownership and operation of an underground storage facility located near Albuquerque, New Mexico. The transmission systems consisted of approximately 1,464 miles of pipe with appurtenant compression facilities. The distribution systems consisted of approximately 10,693 miles of pipe.

3. The following information for the last calendar year with respect to claimant and each of its subsidiary public utility companies:

- a) Number of kwh. of electric energy sold (at retail or wholesale), and Mcf. of natural or manufactured gas distributed at retail.

UNITS SOLD

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Electric Energy	19,441,071,000 kwh
Natural or Manufactured Gas	93,865,867 Mcf(3)

-----  
 (3) Mcf quantities estimated based on actual MMBTU of gas transacted divided by estimated BTU content.

b) Number of kwh. of electric energy and Mcf. of natural or manufactured gas distributed at retail outside the State in which each such company is organized.

UNITS SOLD

Electric Energy	-0- kwh
Natural or Manufactured Gas	-0- Mcf

c) Number of kwh. of electric energy and Mcf. of natural or manufactured gas sold at wholesale outside the State in which each such company is organized, or at the State line.

UNITS SOLD

Electric Energy	8,782,214,000 kwh
Natural or Manufactured Gas	142,975 Mcf(3)

d) Number of kwh. of electric energy and Mcf. of natural or manufactured gas purchased outside the State in which each such company is organized, or at the State line.

UNITS PURCHASED

Electric Energy	5,814,546,000 kwh
Natural or Manufactured Gas	21,991,045 Mcf(3)

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



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distribution at retail of natural or manufactured gas.

N/A. The claimant holds no interest, directly or indirectly, in an EWG or a foreign utility company.

- b) Name of each system company that holds an interest in such EWG or foreign utility company and description of the interest held.

N/A

- 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.

N/A

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

N/A

- 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).

N/A

### EXHIBIT A

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

#### PNM RESOURCES AND SUBSIDIARIES CONSOLIDATING FINANCIAL STATEMENTS DECEMBER 31, 2000

The following consolidating financial statements of PNM Resources as of and for the period presented herein give effect to the holding company structure of PNM Resources as if its formation had occurred as of January 1, 2000. These consolidating financial statements are based on Public Service Company of New Mexico's (PNM) historical consolidated financial statements presented in PNM's Annual Report on Form 10-K for the fiscal year ended December 31, 2000. The PNM Resources holding company structure was effected through a one-for-one share

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exchange between the shareholders of PNM and PNM Resources on December 31, 2001, whereby the shareholders of PNM become shareholders of PNM Resources and PNM Resources acquired all of PNM's common stock (the "Share Exchange"). The basis for PNM's stockholder's equity transfer is historical cost.

The consolidating financial statements reflect adjustments for certain intercompany transactions that would have occurred if the Share Exchange had occurred as of January 1, 2000. These intercompany transactions, pursuant to certain agreements between PNM Resources and PNM, reflect: a lease for space owned by PNM Resources and occupied by PNM; a sublease for space leased by PNM Resources and occupied by PNM; and a services agreement for PNM Resources services to PNM and PNM's services to PNM Resources. The consolidating financial statements are not necessarily indicative of the financial position or results of operations of PNM Resources or PNM that might have been achieved if the Share Exchange had occurred as of January 1, 2000.

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### PNM RESOURCES AND SUBSIDIARIES CONSOLIDATING STATEMENT OF EARNINGS AND SURPLUS YEAR ENDED DECEMBER 31, 2000

	PNM RESOURCES	PNM CONSOLIDATED	AVIS
	-----	-----	-----
			(In thousand)
<b>OPERATING REVENUES:</b>			
Electric.....	\$ -	\$1,289,192	\$
Gas.....	-	319,924	
Non-Utility.....	-	-	2,
Intercompany.....	37,300	1,037	
	-----	-----	-----
Total operating revenues.....	37,300	1,610,153	2,
	-----	-----	-----
<b>OPERATING EXPENSES:</b>			
Cost of energy sold.....	-	949,880	
Intercompany.....	1,037	37,300	
Administrative and general.....	43,058	94,773	9,
Energy production costs.....	-	139,894	
Depreciation and amortization.....	-	93,035	
Transmission and distribution costs.....	-	60,330	
Taxes, other than income taxes.....	6,026	28,074	
Income taxes.....	(5,075)	61,848	(3,
	-----	-----	-----
Total operating expenses.....	45,046	1,465,134	6,
	-----	-----	-----

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Operating income.....	(7,746)	145,019	(4,
-----			
OTHER INCOME AND DEDUCTIONS:			
Equity in earnings from subsidiaries.....	113,079	-	(3,
Other.....	(8,215)	65,701	1,
Income tax expense.....	3,828	(25,473)	1,
-----			
Net other income and deductions.....	108,692	40,228	(1,
-----			
Income before interest charges.....	100,946	185,247	(6,
-----			
INTEREST CHARGES:			
Interest on long-term debt.....	-	62,823	
Other interest charges.....	-	3,115	
-----			
Net interest charges.....	-	65,938	
-----			
NET EARNINGS.....	100,946	119,309	(6,
Preferred stock dividend requirements....	-	586	
-----			
Net Earnings Applicable			
to Common Stock.....	100,946	118,723	(6,
Retained earnings at beginning of year..	-	247,391	(2,
Share exchange.....	227,829	-	
Common stock dividends.....	(31,346)	-	
-----			
RETAINED EARNINGS AT END OF YEAR.....	\$297,429	\$ 366,114	\$ (8,
=====			

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PNM RESOURCES AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF EARNINGS AND SURPLUS (CONTINUED)  
YEAR ENDED DECEMBER 31, 2000

	SUNTERRA GAS GATHERING	SUNTERRA GAS PROCESSING	
	-----	-----	(In thous
OPERATING REVENUES:			
Electric.....	\$ -	\$ -	
Gas.....	-	-	
Non-Utility.....	-	-	
Intercompany.....	-	-	
-----			
Total operating revenues.....	-	-	
-----			
OPERATING EXPENSES:			
Cost of energy sold.....	-	-	
Intercompany.....	-	-	
Administrative and general.....	-	-	

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Energy production costs.....	-	-
Depreciation and amortization.....	-	-
Transmission and distribution costs.....	-	-
Taxes, other than income taxes.....	-	-
Income taxes.....	-	-
	-----	-----
Total operating expenses.....	-	-
	-----	-----
Operating income.....	-	-
	-----	-----
OTHER INCOME AND DEDUCTIONS:		
Equity in earnings from subsidiaries.....	-	-
Other.....	508	-
Income tax expense.....	(201)	-
	-----	-----
Net other income and deductions.....	307	-
	-----	-----
Income before interest charges.....	307	-
	-----	-----
INTEREST CHARGES:		
Interest on long-term debt.....	-	-
Other interest charges.....	-	-
	-----	-----
Net interest charges.....	-	-
	-----	-----
NET EARNINGS.....	307	-
Preferred stock dividend requirements.....	-	-
	-----	-----
Net Earnings Applicable to Common Stock.....	307	-
Retained earnings at beginning of year.....	1,296	1,086
Share exchange.....	-	-
Common stock dividends.....	-	-
	-----	-----
RETAINED EARNINGS AT END OF YEAR.....	\$1,603	\$1,086
	=====	=====

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PNM RESOURCES AND SUBSIDIARIES  
CONSOLIDATING BALANCE SHEET  
ASSETS  
AS OF DECEMBER 31, 2000

	PNM RESOURCES	PNM CONSOLIDATED	A
	-----	-----	-----
UTILITY PLANT, AT ORIGINAL COST EXCEPT PVNGS:			
Electric plant in service.....	\$ -	\$2,030,813	\$

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Gas plant in service.....	-	553,755
Common plant in service and plant held for future use.....	20,305	16,373
	-----	-----
	20,305	2,600,941
Less accumulated depreciation and amortization.....	8,537	1,144,840
	-----	-----
	11,768	1,456,101
Construction work in progress.....	1,965	121,671
Nuclear fuel, net of accumulated amortization of \$19,081.....	-	25,784
	-----	-----
Net utility plant.....	13,733	1,603,556
	-----	-----
OTHER PROPERTY AND INVESTMENTS:		
Investment in Subsidiaries.....	874,907	-
Other investments.....	-	468,419
Non-utility property, net of accumulated depreciation of \$1,644.....	-	1,799
	-----	-----
Total other property and investments.....	874,907	470,218
	-----	-----
CURRENT ASSETS:		
Cash and cash equivalents.....	-	94,969
Accounts receivable, net of allowance for uncollectible accounts of \$8,963.....	-	242,752
Intercompany.....	39,674	13,146
Other receivables.....	10,219	51,021
Inventories.....	-	36,064
Regulatory assets.....	-	47,604
Other current assets.....	-	11,417
	-----	-----
Total current assets.....	49,893	496,973
	-----	-----
DEFERRED CHARGES:		
Regulatory assets.....	-	226,849
Prepaid pension cost.....	-	18,116
Other deferred charges.....	-	38,062
	-----	-----
Total deferred charges.....	-	283,027
	-----	-----
	\$938,533	\$2,853,774
	=====	=====

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AS OF DECEMBER 31, 2000

	SUNTERRA GAS GATHERING	SUNTERRA GAS PROCESSING
	-----	-----
		(In thou
UTILITY PLANT, AT ORIGINAL COST EXCEPT		
PVNGS:		
Electric plant in service.....	\$ -	\$ -
Gas plant in service.....	-	-
Common plant in service and plant held for future use.....	-	-
	-----	-----
Less accumulated depreciation and amortization.....	-	-
	-----	-----
Construction work in progress.....	-	-
Nuclear fuel, net of accumulated amortization of \$19,081.....	-	-
	-----	-----
Net utility plant.....	-	-
	-----	-----
OTHER PROPERTY AND INVESTMENTS:		
Investment in Subsidiaries.....	-	-
Other investments.....	-	-
Non-utility property, net of accumulated depreciation of \$1,644.....	-	-
	-----	-----
Total other property and investments.....	-	-
	-----	-----
CURRENT ASSETS:		
Cash and cash equivalents.....	8	10
Accounts receivable, net of allowance for uncollectible accounts of \$8,963.....	-	-
Intercompany.....	9,817	190
Other receivables.....	-	-
Inventories.....	-	-
Regulatory assets.....	-	-
Other current assets.....	-	-
	-----	-----
Total current assets.....	9,825	200
	-----	-----
DEFERRED CHARGES:		
Regulatory assets.....	-	-
Prepaid pension cost.....	-	-
Other deferred charges.....	-	-
	-----	-----
Total deferred charges.....	-	-
	-----	-----
	\$9,825	\$200
	=====	=====

PNM RESOURCES AND SUBSIDIARIES  
CONSOLIDATING BALANCE SHEET  
CAPITALIZATION AND LIABILITIES  
AS OF DECEMBER 31, 2000

	PNM RESOURCES -----	PNM CONSOLIDATED -----
(In thou		
<b>CAPITALIZATION:</b>		
Common stock equity:		
Common stock outstanding - 39,118 shares	\$195,589	\$ -
Additional paid-in capital.....	432,222	-
Accumulated other comprehensive income, net of tax.....	(338)	311
Equity invested in subsidiaries.....	-	473,116
Retained earnings.....	297,429	366,114
	-----	-----
Total common stock equity.....	924,902	839,541
Minority interest.....	-	12,211
Cumulative preferred stock without mandatory redemption requirements.....	-	12,800
Long-term debt, less current maturities.....	-	953,823
	-----	-----
Total capitalization.....	924,902	1,818,375
	-----	-----
<b>CURRENT LIABILITIES:</b>		
Accounts payable.....	-	257,724
Intercompany accounts payable.....	12,131	49,677
Accrued interest and taxes.....	-	36,880
Other current liabilities.....	-	66,933
	-----	-----
Total current liabilities.....	12,131	411,214
	-----	-----
<b>DEFERRED CREDITS:</b>		
Accumulated deferred income taxes.....	1,500	166,673
Accumulated deferred investment tax credits.....	-	47,853
Regulatory liabilities.....	-	65,552
Regulatory liabilities related to accumulated deferred income tax.....	-	20,696
Accrued postretirement benefits cost.....	-	11,899
Other deferred credits.....	-	311,512
	-----	-----
Total deferred credits.....	1,500	624,185
	-----	-----
	\$938,533	\$2,853,774

PNM RESOURCES AND SUBSIDIARIES  
 CONSOLIDATING BALANCE SHEET  
 CAPITALIZATION AND LIABILITIES (CONTINUED)  
 AS OF DECEMBER 31, 2000

	SUNTERRA GAS GATHERING -----	SUNTERRA GAS PROCESSING -----
		(In thou
CAPITALIZATION:		
Common stock equity:		
Common stock outstanding - 39,118	\$ -	\$ -
Additional paid-in capital.....	-	-
Accumulated other comprehensive income, net of tax.....	-	-
Equity invested in subsidiaries.....	7,511	(886)
Retained earnings.....	1,603	1,086
	-----	-----
Total common stock equity.....	9,114	200
Minority interest.....	-	-
Cumulative preferred stock without mandatory redemption requirements.....	-	-
Long-term debt, less current maturities	-	-
	-----	-----
Total capitalization.....	9,114	200
	-----	-----
CURRENT LIABILITIES:		
Accounts payable.....	-	-
Intercompany accounts payable.....	711	-
Accrued interest and taxes.....	-	-
Other current liabilities.....	-	-
	-----	-----
Total current liabilities.....	711	-
	-----	-----
DEFERRED CREDITS:		
Accumulated deferred income taxes.....	-	-
Accumulated deferred investment tax credits.....	-	-
Regulatory liabilities.....	-	-
Regulatory liabilities related to accumulated deferred income tax.....	-	-
Accrued postretirement benefits cost.....	-	-
Other deferred credits.....	-	-
	-----	-----
Total deferred credits.....	-	-
	-----	-----



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\$9,825

\$ 200

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EXHIBIT B

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

N/A

The above-named claimant has caused this statement to be duly executed on its behalf by its authorized officer on this 31st day of December, 2001.

PNM RESOURCES, INC.

By: /s/ J. E. Sterba

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J. E. Sterba  
Chairman, President and Chief  
Executive Officer

CORPORATE SEAL

Attest:

/s/ Jim Acosta

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Jim Acosta, Assistant Secretary

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

T. R. Horn, Vice President and Treasurer

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(Name)

(Title)

PNM, Alvarado Square, Albuquerque, NM 87158

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(Address)