

ATCO

G R O U P

Corporate Office



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January 27, 2010

Securities and Exchange Commission
Judiciary Plaza
450 - 5 Street NW
Washington, DC 20549

SUPL

Canadian Utilities Limited
File No.: 82-34744
Exemption Pursuant to Rule 12g3-2(b)

Dear Sir or Madam:

Pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934, as amended, enclosed is a copy of the following:

- ◆ Corporation's Amendment Form filed January 25, 2010 for symbol CU

As required pursuant to Rule 12g3-2(b), the exemption number appears in the upper right-hand corner of each unbound page and of the first page of each bound document.

Please indicate your receipt of the enclosed by stamping the enclosed copy of this letter and returning it to the sender in the enclosed self-addressed, stamped envelope.

Regards,

Karen Sharp, Senior Administrative Assistant
Corporate Secretarial Department
ATCO Ltd. and Canadian Utilities Limited

Encl.

SEC
161 Processing
Division

FEB 03 2010

Washington, DC
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ATCO LTD. & CANADIAN UTILITIES LIMITED

1400, 909 - 11th Avenue S.W., Calgary, Alberta T2R 1N6 Tel (403) 292-7500 Fax (403) 292-7623

Form 1 Submission - Change in Issued and Outstanding Securities

FILE NO. 82-34744

AMENDMENT

Issuer : Canadian Utilities Limited
 Symbol : CU
 Reporting Period: 12/01/2009 - 12/31/2009

Summary

Issued & Outstanding Opening Balance : 84,130,480 As at : 12/01/2009

Effect on Issued & Outstanding Securities

Stock Option Plan 7,500
 Other Issuances and Cancellations 3,300

Issued & Outstanding Closing Balance : 84,141,280

Stock Option Plan

Stock Options Outstanding Opening Balance: 887,600 As at : 12/01/2009

| Effective Date | SAR | Options Granted | Options Exercised | Options Cancelled | SAR Reduction in Reserve |
|--|-----|-----------------|-------------------|-------------------|--------------------------|
| 12/31/2009 | N | | 7,500 | 8,200 | |
| Filer's comment | | | | | |
| TSX reserved = 3,861,400 TSX available = 2,989,500 | | | | | |
| Totals | | 0 | 7,500 | 8,200 | 0 |

Stock Options Outstanding Closing Balance: 871,900 As at : 12/31/2009

Other Issuances and Cancellations

| Effective Date | Transaction Type | Number of Securities |
|----------------|----------------------|----------------------|
| 12/31/2009 | Conversion (General) | 3,300 |
| Totals | | 3,300 |

Filed on behalf of the Issuer by:

Name: Frances van der Basch
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 Email: frances.vanderbasch@atco.com
 Submission Date: 01/25/2010
 Last Updated: 01/25/2010

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