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DAMON R. TALLEY

ATTORNEY AT LAW

October 19, 2005

Ms. Beth O'Donnell
Executive Director
Public Service Commission
P.O. Box 615
Frankfort, KY 40602

RECEIVED

OCT 20 2005

PUBLIC SERVICE
COMMISSION

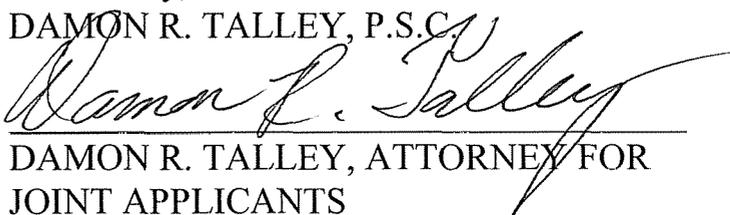
RE: Case No. 2005- 00323
Transfer Application
Proposed Transfer of Stock from
Nuon Global Solutions USA BV to
Hydro Star, LLC

Dear Ms. O'Donnell:

Enclosed for filing are the original and ten (10) copies of the Joint Applicants' Motion to withdraw their Application.

Yours truly,

DAMON R. TALLEY, P.S.C.


DAMON R. TALLEY, ATTORNEY FOR
JOINT APPLICANTS

DRT:ms

Enclosures

cc: David Spenard, Attorney General's Office

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

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COMMISSION

JOINT APPLICATION OF NUON GLOBAL)
SOLUTIONS USA, BV, HYDRO STAR, LLC,)
UTILITIES, INC., AND WATER SERVICE)
CORPORATION OF KENTUCKY FOR) CASE NO. 2005-00323
APPROVAL OF AN INDIRECT CHANGE IN)
CONTROL OF A CERTAIN KENTUCKY)
UTILITY PURSUANT TO THE)
PROVISIONS OF KRS 278.020(5) AND (6))
AND 807 KAR 5:001, SECTION 8)

MOTION OF JOINT APPLICANTS
TO WITHDRAW THEIR APPLICATION

The Joint Applicants, Nuon Global Solutions USA B.V. (“Nuon BV”), Nuon Global Solutions USA, Inc. (“Nuon USA”), AIG Highstar Capital II, LP (“Highstar”), Hydro Star, LLC (“Hydrostar”), Utilities, Inc. (“Utilities”), and Water Service Corporation of Kentucky (“Water Service”), (the “Joint Applicants”), move the Commission for permission to withdraw their application which requested approval of an indirect change in control of Water Service. For cause, the Joint Applicants state as follows:

1. On August 2, 2005, the Joint Applicants filed an application with the Commission requesting approval of an indirect change in control of Water Service, the Kentucky subsidiary of Utilities.

2. The Commission's Order of August 17, 2005 set forth a procedural schedule which, if all time deadlines were met, would have enabled the Commission to have sufficient time to adequately review the record and to render a decision on the proposed transfer before the statutory deadline.

3. For various reasons, including those set forth in the Joint Applicants' Response to the Commission's Order dated October 3, 2005, the Joint Applicants were unable to timely respond to the information requests submitted by Commission Staff and the Attorney General.

4. In addition, the complex nature of the proposed transaction, the pending confidentiality issues, and the other unresolved issues will make it extremely difficult, if not impossible, for the Commission to have adequate time to thoroughly review the record and render a decision within the statutory deadline.

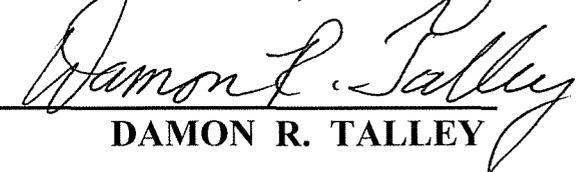
5. Therefore, prudence and justice dictate that the Joint Applicants be permitted to withdraw their application for approval of the proposed transfer.

6. The Joint Applicants will immediately file a new application for approval of the proposed transfer and will incorporate the entire record in Case No. 2005-00323 into the new case.

WHEREFORE, the Joint Applicants, Nuon Global Solutions USA B.V., Nuon Global Solutions USA, Inc., AIG Highstar Capital II, LP, Hydro Star, LLC, Utilities, Inc., and Water Service Corporation of Kentucky, move the Commission to enter an Order permitting them to withdraw their application for approval of the proposed transfer of indirect control of Water Service and granting the Joint Applicants all other appropriate and proper relief.

Respectfully submitted this 20th day of October, 2005.

DAMON R. TALLEY, P.S.C.

BY: 
DAMON R. TALLEY

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UTILITIES, INC. AND WATER
SERVICE
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CERTIFICATE OF SERVICE

This is to certify that a true copy of the foregoing pleading was served by first class U. S. Mail, postage prepaid, or hand delivered, this 20th day of October, 2005 to the following:

Honorable David E. Spenard
Assistant Attorney General
1024 Capital Center Drive, Suite 200
Frankfort, KY 40601-8204


DAMON R. TALLEY