

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

APPLICATION OF W&W SERVICE COMPANY) CASE NO. 2006-00548
FOR TRANSFER OF OWNERSHIP)

ORDER

Glenn Ridings has applied for Commission approval of his proposed acquisition of 3,000 shares of stock of W&W Service Company (“W&W Service”).¹ Having considered the application and being otherwise sufficiently advised, the Commission finds that:

1. W&W Service, a corporation organized under the laws of Kentucky,² owns and operates sewage collection and treatment facilities in McCracken County, Kentucky that serve approximately 61 customers.³
2. W&W Service has authorized and issued 3,000 shares of common stock.

¹ On December 14, 2006, Mr. Ridings tendered his application for approval of the proposed transfer of control. The Commission’s Executive Director refused to accept the application because of certain filing deficiencies. On January 5, 2007, Mr. Ridings submitted additional information that cured the deficiencies in his application. Commission Staff has conducted discovery in this matter. The Attorney General is the only person to request intervention in this matter. The Commission granted his motion for intervention on January 11, 2007.

² See [http://apps.sos.ky.gov/business/obdb/\(btb31urjvtquuw45wgl5whuo\)/show_entity.aspx?id=0078916&ct=09&cs=99999](http://apps.sos.ky.gov/business/obdb/(btb31urjvtquuw45wgl5whuo)/show_entity.aspx?id=0078916&ct=09&cs=99999) (last visited Mar. 5, 2007).

³ Annual Report of W&W Service Company to the Public Service Commission for the Year Ended December 31, 2005 (“Annual Report”) at 1 and 12.

3. Kenneth Wise owns all outstanding shares of W&W Service's common stock.

4. On August 1, 2006, Kenneth Wise entered into an agreement to transfer his shares of W&W Service common stock to Glenn Ridings. Mr. Wise and Mr. Ridings executed a formal agreement purporting to transfer this ownership stock of W&W Service on December 14, 2006.

5. Mr. Ridings is a certified Class I Wastewater Treatment Plant Operator.

6. Mr. Ridings has been and intends to remain as the operator of W&W Service's sewage treatment plant after approval of the proposed transfer.

7. Mr. Ridings has been employed for 17 years as a chemical operator at a chemical plant in Calvert City, Kentucky.

8. Mr. Wise has indicated that if the proposed transfer is not approved, he will not continue to be actively involved in the operation of W&W Service or take the necessary actions to ensure the continuity and reliability of adequate sewage service.

Based upon these findings, the Commission makes the following conclusions of law:

1. W&W Service is a utility that is subject to Commission jurisdiction.⁴

2. Mr. Wise and Mr. Ridings are "persons" for purposes of KRS Chapter 278.⁵

3. KRS 278.020(5) provides that "[n]o person shall acquire or transfer ownership of, or control, or the right to control, any utility under the jurisdiction of the commission . . . without prior approval by the commission."

⁴ KRS 278.010(3)(f); KRS 278.040.

⁵ KRS 278.010(2).

4. KRS 278.020(6) provides that “[n]o individual, group, syndicate, general or limited partnership, association, corporation, joint stock company, trust, or other entity (an "acquirer"), whether or not organized under the laws of this state, shall acquire control, either directly or indirectly, of any utility furnishing utility service in this state, without having first obtained the approval of the commission.”

5. The proposed transfer of W&W Service stock from Mr. Wise to Mr. Ridings constitutes a transfer for control.

6. KRS 278.020(5) and (6) require Commission approval of the proposed transfer of stock of W&W Service from Mr. Wise to Mr. Ridings before such transaction can occur or become legally effective.

7. The Commission lacks the authority to retroactively approve a transfer of control of a utility. Any purported transfer of control of a utility that occurs without Commission approval is void. The Commission, however, may prospectively approve such transfer.⁶

8. Mr. Ridings has the financial, technical, and managerial ability to provide reasonable service to W&W Service's current customers.

9. The proposed transfer is in accordance with law and for a proper purpose; it will, however, be consistent with the public interest only if the conditions set forth in Ordering Paragraph 1 of this Order are met.

IT IS THEREFORE ORDERED that:

1. The transfer of control of W&W Service from Kenneth C. Wise to Glenn Ridings is approved as of the date of this Order subject to the conditions below:

⁶ The Commission assumes that the parties to the transfer agreement were aware of the statutory requirement for Commission approval of the proposed transfer and impliedly conditioned their agreement upon receiving Commission approval.

a. Within 180 days of the date of this Order, W&W Service, or Mr. Ridings on behalf of W&W Service, shall furnish a copy of a valid third-party beneficiary agreement guaranteeing continued operation of its sewage collection and treatment facilities or other evidence of financial integrity (such as a letter of credit) to ensure the continuity of sewage service.

b. W&W Service shall continue to use the rates, classifications, and administrative regulations that are currently filed with the Commission until such time as the Commission authorizes changes to those rates, classifications, and administrative regulations.

2. Within 20 days of the date of this Order, Mr. Ridings shall file with the Commission an adoption notice in accordance with Administrative Regulation 807 KAR 5:011, Section 11.

Done at Frankfort, Kentucky, this 6th day of March, 2007.

By the Commission

ATTEST:



Executive Director