

COMMONWEALTH OF KENTUCKY

BEFORE THE PUBLIC SERVICE COMMISSION OF KENTUCKY

FRANKFORT, KENTUCKY

IN THE MATTER OF:

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PUBLIC SERVICE
COMMISSION

THE JOINT APPLICATION OF)
NUON GLOBAL SOLUTIONS USA, BV,)
HYDRO STAR, LLC, UTILITIES, INC.)
AND WATER SERVICE CORPORATION)
OF KENTUCKY FOR 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 (8)

CASE No. 2005-00323

MOTION OF
NUON GLOBAL SOLUTIONS USA, INC. AND
AIG HIGHSTAR CAPITAL II, LP
TO BE ADDED AS JOINT APPLICANTS

Come Nuon Global Solutions USA, Inc. (“Nuon USA”), and AIG Highstar Capital II, LP (“Highstar”), by Counsel, and move the Commission to amend the Joint Application by adding Nuon USA and Highstar as Joint Applicants. For cause, the Joint Applicants state as follows:

1. The complete legal name of the movant, Nuon USA, is Nuon Global Solutions USA, Inc. Nuon USA is a Delaware corporation.

2. Nuon USA owns 100% of the issued and outstanding shares of common stock of Utilities, Inc. (“Utilities”).

3. Nuon USA, by reason of its ownership of Utilities, is not a utility as defined in KRS 278.010(3).

4. If the Commission approves the proposed transfer, Hydro Star, LLC (“Hydro Star”) will acquire all the issued and outstanding shares of stock of Nuon USA.

5. The complete legal name of the other movant is AIG Highstar Capital II, LP (“Highstar”).

6. Highstar is a limited partnership which owns 100% of Hydro Star. Hydro Star is a single purpose entity that was created to purchase 100% of the shares of Nuon USA.

7. Highstar, by reason of its ownership of Hydro Star, is not, and will not become, a utility as defined by KRS 278.010(3).

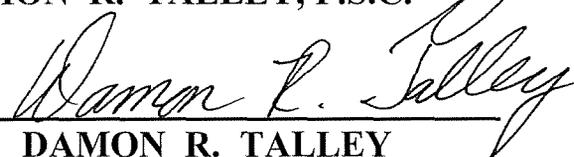
8. Based upon the Commission’s position in Case No. 2002-00018, it appears that including Nuon USA and Highstar as parties to this proceeding will expedite the Commission’s review of the proposed transfer.

9. To the extent that the movants have sufficient knowledge and information, Nuon USA and Highstar adopt the Joint Application filed by Nuon BV, Hydro Star, Utilities and Water Service.

WHEREFORE, Nuon USA, Highstar and the existing Joint Applicants, Nuon BV, Hydro Star, Utilities, Inc. and Water Service, move the Commission to amend the Joint Application by adding Nuon USA and Highstar as Joint Applicants in this case.

Respectfully submitted this 10th day of October, 2005.

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