

February 4, 2011

VIA FEDERAL EXPRESS

Public Service Commission
Attn: Linda Faulkner, Director-Filings Div.
211 Sower Blvd.
Frankfort, Kentucky 40602-0615

RECEIVED

FEB 07 2011
PUBLIC SERVICE
COMMISSION

**RE: Joint Application of Navitas KY NG, LLC and Gasco Distribution Systems, Inc. for Approval of an Acquisition of Ownership and Control of Gas Utility Systems
Case No.: 2010-00468**

Dear Ms. Faulkner:

Pursuant to our February 2, 2011 informal conference call, enclosed is an original and eleven copies of the following documents for filing with respect to the above matter:

1. Petition for Confidential Protection;
2. Notice of Filing of Confidential Exhibits 1-4 and Exhibit 5; and
3. Navitas KY NG LLC's Supplemental Responses to Staff's First Request for Information.

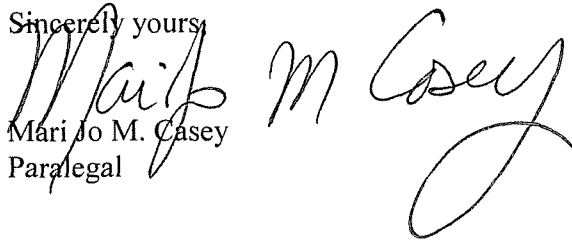
We have placed the un-redacted Confidential Exhibits in sealed envelopes and have included redacted versions of Exhibits 2 and 3. A redacted version of the documents submitted pursuant to Joint Applicants' Responses to Staff's First Set of Data Requests in a sealed envelope marked Exhibit 4.

We have also enclosed a self-addressed and postage paid return envelope for you to return stamped filed copies of the above documents to me for our files.

Please contact me if you have any questions.

Sincerely yours,

Mari Jo M. Casey
Paralegal



MJC/cl
Enclosures
cc: Anita Mitchell, Esq.

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

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PUBLIC SERVICE
COMMISSION

In the Matter of:)
)
THE JOINT APPLICATION OF)
NAVITAS KY NG, LLC AND GASCO) Case No. 2010-00468
DISTRIBUTION SYSTEMS, INC. FOR)
APPROVAL OF AN ACQUISITION OF)
OWNERSHIP AND CONTROL OF GAS)
UTILITY SYSTEMS)

NOTICE OF FILING

COMES NOW, Applicant Navitas KY NG, LLC (“Navitas”), by and through counsel, and hereby submits this Notice of Filing, pursuant to an informal conference call dated February 2, 2011 with the Commission’s Staff requesting supplemental information pertaining to the Joint Application seeking an Order from the Commission for approval of the acquisition of ownership and control of a certain gas utility system from Gasco to Navitas in Albany, Clinton County, Kentucky. Navitas files herewith the following:

Exhibit 1 - Maps of the Albany, Kentucky gas system

Exhibit 2 – General Ledger and Balance Sheet for Period Ending 6/30/2009

Exhibit 3 – Gasco Acquisition Spreadsheet

Exhibit 4 – Redacted Versions of Documents submitted pursuant to Joint Applicants’ Responses to Staff’s First Set of Data Requests

Exhibit 5 - Amended Response to Staff’s First Set of Data Requests

Dated this the 4th day of February, 2011.

Respectfully Submitted,



Klint W. Alexander (#20420)
Wyatt, Tarrant & Combs, LLP
2525 West End Avenue, Suite 1500
Nashville, TN 37203
(615) 244-0020
kalexander@wyattfirm.com

- and -

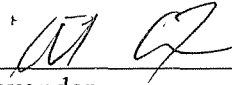
Ron Comingdeer, OBA#1835
Mary Kathryn Kunc, OBA#15907
Ron Comingdeer & Associates
6011 N. Robinson
Oklahoma City, Oklahoma 73118
(405) 848-5534
hunter@comingdeerlaw.com
mkkunc@comingdeerlaw.com

Counsel for Navitas Assets, L.L.C.

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 4th day of February, 2011, a true and correct copy of the foregoing instrument was deposited in the United States Mail, with postage prepaid, and addressed to the following:

Helen Helton, Esq.
Anita Mitchell, Esq.
Division of General Counsel
Public Service Commission
Commonwealth of Kentucky
211 Sower Blvd.
PO Box 615
Frankfort, Kentucky 40601



Klint Alexander

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COMMISSION

In the Matter of:)
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THE JOINT APPLICATION OF NAVITAS)
KY NG, LLC AND GASCO)
DISTRIBUTION SYSTEMS, INC. FOR)
APPROVAL OF AN ACQUISITION OF)
OWNERSHIP AND CONTROL OF GAS)
UTILITY SYSTEMS)

Case No. 2010-00468

PETITION FOR CONFIDENTIAL PROTECTION

COMES NOW, Applicant Navitas KY NG, LLC (“Navitas”), by and through counsel, and hereby petitions the Kentucky Public Service Commission ("Commission") pursuant to 807 KAR 5:001 Section 7 to grant confidential protection to certain information relating to the Applicant’s Responses to Staff’s Request for Information pursuant to Joint Applicants’ informal conference call on February 2, 2011.

In support of this Petition, Applicant states as follows:

1. On February 2, 2011, pursuant to an informal conference call involving all of the parties, the Commission’s Staff requested additional information from Applicant pursuant to and subsequent to the filing of a Joint Application with the Commission seeking an Order from the Commission for approval of the acquisition of ownership and control of a certain gas utility system from Gasco to Navitas in Albany, Clinton County, Kentucky.

2. The documents provided in the accompanying Notice of Filing contain confidential commercial and proprietary information. The Applicant requests that a Joint Defense and Confidentiality Agreement be entered into to protect the confidentiality of this information. This information is not publicly disseminated, and public disclosure of the information would harm the

Joint Applicants.¹ Further, in the event that the Commission does not approve the transaction, or in the event that the transaction otherwise does not close, Navitas and Gasco would suffer harm if this information were made public and therefore accessible to other potential purchasers, as it would lessen competition in a subsequent bidding process and allow other potential purchasers to bid down the price of Gasco. Further, neither Gasco nor Navitas is a publicly traded company, and would suffer harm if this non-public, confidential and proprietary commercial information were made public. Therefore, all parties to the proposed acquisition would suffer harm if this information were made public. The Commonwealth of Kentucky may also suffer harm if this information is made public and the transaction fails to close, as competition in any subsequent bidding process would be lessened.

4. Under KRS 61.878(1)(c), commercial information, generally recognized as confidential, is protected if disclosure would cause competitive injury and permit competitors an unfair commercial advantage. Public disclosure of this information may cause competitive injury to each of the Joint Applicants and cause a lessening of competition in a subsequent bidding process in the event the Commission denies the Joint Application or the proposed acquisition otherwise fails to close.

5. The attachments affixed to the accompanying Notice of Filing and which contain confidential and redacted information include:

- Exhibit 1 - These maps provide detailed information on the Albany gas system and should be protected due to Homeland Security;
- Exhibit 2 – General Ledger and Balance Sheet for Period Ending 6/30/2009 - we are requesting they be kept confidential because the Navitas companies are not publicly held and as such their financial information is not available to the public;

¹ With respect to Gasco, certain financial and contractual information has been disclosed in filings with the Bankruptcy Court in connection with the bankruptcy schedules and pleadings obtaining approval to the sale of the utility distribution systems. However this information has not been widely disseminated in Kentucky,. Further, in the context of the auction sale of Gasco's property, certain information was only made available to bidders who executed a confidentiality agreement.

- Exhibit 3 – Gasco Acquisition Spreadsheet - we are requesting the Gasco Acquisition spreadsheet be kept confidential because this is specific contract information and the Navitas companies are not publicly held and as such their financial information is not available to the public;

Exhibit 4 – Redacted Versions of Documents submitted pursuant to Joint Applicants’ Responses to Staff’s First Set of Data Requests;

6. This information is treated as confidential by the Joint Applicants, and is not widely disseminated even among the Joint Applicants' employees. Only personnel with a business reason to use this confidential information are permitted to view it.


7. If the Commission disagrees with the Applicant that this information is exempt from disclosure as confidential commercial information, however, it must hold an evidentiary hearing to protect the due process rights of the Joint Applicants and supply the Commission with a complete record to enable it to reach a decision with regard to this matter.

8. Applicant does not object to disclosure of the confidential information, pursuant to a protective agreement, to intervenors with a legitimate interest in reviewing the confidential information for the purpose of commenting on the Joint Application.

WHEREFORE, Navitas KY NG, LLC respectfully requests that the Commission grant confidential protection for certain information in the accompanying Notice of Filing, or schedule an evidentiary hearing on all factual issues while maintaining the confidentiality of the information pending the outcome of the hearing.

Dated this the 4th day of February, 2011.

Respectfully Submitted,



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- and -


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Counsel for Navitas Assets, L.L.C.

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In the Matter of:

JOINT APPLICATION OF NAVITAS KY NG, LLC
AND GASCO DISTRIBUTION SYSTEMS, INC. FOR
APPROVAL OF AN ACQUISITION OF OWNERSHIP
AND CONTROL OF GAS UTILITY SYSTEMS

CASE NO.
2010-00468

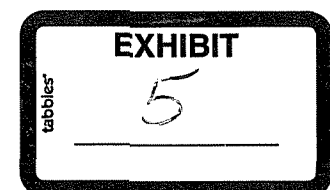
NAVITAS KY NG, LLC's SUPPLEMENTAL RESPONSES TO STAFF'S
FIRST REQUEST FOR INFORMATION

COMES NOW, Navitas KY NG, LLC ("Navitas"), by and through undersigned counsel, and hereby supplements its Responses to Staff's First Request for Information pursuant to an informal conference call dated February 2, 2011 with the Commission's Staff requesting updated information. Navitas states as follows:

8. **Refer to Item 16, page 7, of the Joint Application. The Joint Applicants state that Gasco's employees in Kentucky and Tennessee possess extensive managerial and technical experience and are expected to be retained.**
 - a. **Explain whether the Joint Applicants have discussed employment with the Kentucky employee(s) and state whether the employee(s) agreed to continue employment with the Joint Applicants if the transfer is approved.**

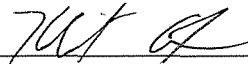
Response by Thomas Hartline:

Highland Rim Energy is hiring Frank Cash (currently with Gasco) as a salaried employee and his employment includes benefits. Navitas is contracting Mr. Cash's services from Highland on a monthly basis. In addition, Navitas will cultivate an emergency relief person to be available to the system when Mr. Cash is on vacation or otherwise absent. Once training is complete, Navitas will pay the emergency relief person monthly to remain on standby plus any call outs.



Dated this the 4th day of February, 2011.

Respectfully Submitted,



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