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**DAMON R. TALLEY**

**ATTORNEY AT LAW**

October 6, 2005

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

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

RECEIVED

OCT 06 2005

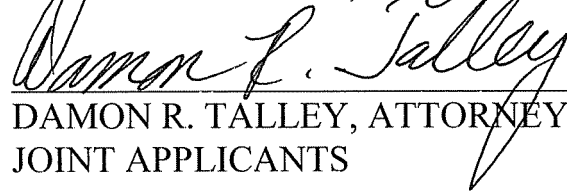
PUBLIC SERVICE  
COMMISSION

Dear Ms. O'Donnell:

Enclosed for filing are the original and ten (10) copies of the Joint Applicants' Response to the Commission's October 3, 2005 Order.

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 OF KENTUCKY

FRANKFORT, KENTUCKY

IN THE MATTER OF:

RECEIVED

OCT 06 2005

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

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**RESPONSE TO COMMISSION’S OCTOBER 3, 2005 ORDER**

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The Joint Applicants, Nuon Global Solutions USA B.V. (“Nuon BV”), Hydro Star, LLC (“Hydro Star”), Utilities, Inc., and its Kentucky utility subsidiary, Water Service Corporation of Kentucky (“Water Service”), by counsel, file this response to the Commission’s Order dated October 3, 2005. The Joint Applicants hereby request the Commission to keep this case on the active docket and move for an enlargement of

time in which to file their responses to the First Data Request of Commission Staff and to the Attorney General's Request for Information. For cause, the Joint Applicants state as follows:

1. The Joint Applicants assure the Commission that they will file their responses to the First Data Request of Commission Staff by no later than Monday, October 10, 2005.

2. The Joint Applicants plan to file their responses to the Attorney General's Request for Information by Friday, October 14, 2005.

3. The Joint Applicants regret and are embarrassed that they were unable to file their responses to the information requests in a more timely manner.

4. On September 6, 2005, the day the Informal Conference was held in this case, representatives and employees of the Joint Applicants diligently commenced compiling the information requested by both the Commission Staff and the Attorney General and drafting the responses.

5. Numerous conference calls were conducted and various drafts and revised drafts of the responses were circulated among the Joint Applicants.

6. Multiple levels of review were required by each entity. In many instances, review and approval was required by both house counsel and outside counsel for each entity.

7. The Buyer and Seller have requested approval or have filed notice of the proposed transfer of indirect control of utilities in 17 states.

8. The Joint applicants have been overwhelmed by the number of information requests from the various states and the broad scope of those requests.

9. Unfortunately, the procedure that the Joint Applicants had in place to assure that responses were prepared, reviewed, revised, approved and filed in a timely manner was inadequate. The Joint Applicants have taken steps to streamline this procedure.

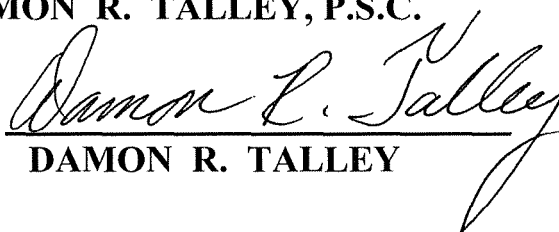
10. Going forward, the Joint Applicants truly believe that the responses to any follow-up information requests can be provided on a quick turnaround.

11. The Joint Applicants regret that their failure to timely provide the information requested by Commission Staff and the Attorney General will make it more difficult for the Commission to thoroughly review the record and render a timely decision in this case.

WHEREFORE, the Joint Applicants, Nuon BV, Hydro Star, Utilities, Inc. and Water Service, submit this response and move the Commission to issue an Order enlarging the time in which to file their responses to the information requests issued by the Commission Staff and the Attorney General.

Respectfully submitted this 6<sup>th</sup> day of October, 2005.

**DAMON R. TALLEY, P.S.C.**

BY:   
**DAMON R. TALLEY**

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**AND WATER SERVICE**

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