

as Exhibit B). In the late 1990s, the water utility industry began to undergo significant consolidation, and this trend presented new challenges to UI in its effort to expand its customer base and earnings. Competition for acquisitions increased. Consequently, the UI Board commenced an evaluation of strategic alternatives available to UI to maximize shareholder value and enhance UI's competitive position, which resulted in the 2001 merger with Nuon.

8. Nuon, a large energy company based in the Netherlands, has been active in generation, marketing, sale and distribution of fixed utility service, including electricity, natural gas and heat. Nuon has now altered its focus to its core energy business in the Netherlands, Belgium and Germany. NGSU BV and NGSU Inc. were both organized as direct wholly owned subsidiaries of n.v. Nuon ("Nuon") prior to the merger of Nuon Acquisition Sub Inc. ("Acquisition Sub") into Utilities, Inc. (See PUC Docket Nos: A-230063 F0002; A-210072 F0002; A-230013 F0002) Prior to the 2001 merger, Nuon's interest in Acquisition Sub was contributed to NGSU Inc., and Nuon's interest in NGSU Inc. was contributed to NGSU BV. As a result of the merger, Utilities Inc. became a direct wholly owned subsidiary of NGSU Inc., which was (and remains) a direct wholly owned subsidiary of NGSU BV, which was (and remains) a direct wholly owned subsidiary of Nuon. NGSU BV and NGSU Inc. have engaged in no business or operations other than in relation to their direct and indirect ownership of Utilities, Inc.

9. Hydro Star, LLC, a subsidiary of AIG Highstar Capital II, L.P. and certain of its affiliates (Highstar II), has signed a definitive agreement to acquire 100% of the stock of NGSU Inc. from NGSU BV. Hydro Star and NGSU BV entered into a Stock Purchase Agreement ("Agreement") on May 14, 2005. Hydro Star's acquisition of stock arises out of its desire to complement Highstar II's existing energy infrastructure portfolio. Highstar II is a group of private equity funds that invest primarily in energy infrastructure and related assets and businesses. In this

capacity, Highstar II owns a number of companies. A listing of Highstar II's major consolidated and non-consolidated subsidiaries and affiliates, along with Highstar II's percentage ownership of each, is set forth in its 2005 Statement of Financial Condition (Exhibit C).

10. Highstar II is sponsored by AIG Global Investment Group (AIGGIG). AIGGIG comprises a group of international companies which provide investment advice and market asset management products and services to clients around the world. AIGGIG is a worldwide leader in asset management, with extensive capabilities in equity, fixed income, hedge funds, private equity, and real estate. AIGGIG manages approximately \$492.7 billion in assets, and employs more than 1,500 professionals in 40 offices around the world. AIGGIG member companies are subsidiaries of American International Group, Inc. ("AIG"). AIG is the world's leading international insurance and financial services organization, with operations in approximately 130 countries and jurisdictions. AIG's common stock is listed on the New York Stock Exchange, as well as the stock exchanges in London, Paris, Switzerland, and Tokyo.

### **III. The Agreement**

11. Pursuant to the Agreement, Hydro Star will acquire 100% of the stock of NGSU Inc., from NGSU BV and, accordingly, Utilities, Inc. will indirectly become a wholly owned subsidiary of Hydro Star. The effect of the transaction is that Applicants PEUI, UIP and Westgate will become indirect wholly owned subsidiaries of Hydro Star. The Boards of Directors of NGSU BV and the management of Hydro Star have all approved this Agreement.<sup>1</sup> The full purchase price is \$192.5M and does not include any financing contingency. The purchase price does not include transaction costs, which includes legal, accounting and consulting fees. Applicants do not plan to request recovery of transaction costs or acquisition premiums.

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<sup>1</sup> Because the Agreement is proprietary, Applicants will provide a copy of the Agreement upon specific request and under a confidentiality agreement.

#### **IV. Public Interest Reasons Supporting Approval of the Transaction**

12. Applicants submit that Commission approval of the stock transfer is in the public interest. The stock transfer will not affect the Commission's regulatory authority over PEUI, UIP and Westgate and will be transparent to their customers. PEUI will continue to provide water and wastewater services to its customers under its present name and pursuant to its tariff currently on file with the Commission. Likewise, UIP will continue to provide wastewater services to its customers under its present name and pursuant to its tariff currently on file with the Commission. Westgate will also continue to provide water service to its customers under its present name and pursuant to its tariff currently on file with the Commission. Thus, approval of the stock transaction will have no effect on the safe, reliable and continuous provision of water and wastewater services to Applicants' customers.

13. While Applicants will continue to receive the same level of support from UI, Hydro Star will have the ability, when necessary, to contribute increased financial capabilities to UI, which, in turn, will pass those benefits and capabilities to Applicants.

14. Hydro Star is governed by a senior management team consisting of a Supervisory Board. Information regarding the current members of the Board is attached as Exhibit D.

15. In addition to the financial benefits resulting from this Agreement, PEUI's, UIP's and Westgate's current management teams, system operators and customer service personnel will all remain in place, resulting in no immediate impact on jobs in Pennsylvania. Applicants have previously demonstrated their managerial, technical and financial fitness to the Commission in receiving PUC approval of their Applications for Certificates of Public Convenience to provide water and wastewater services in Pennsylvania. The Applicants' qualifications to serve customers, combined with the additional resources of a larger, international parent company, will ensure

continued reliable service to PEUI, UIP and Westgate customers at current tariffed rates after final regulatory approval of the Agreement. The management and operational staff of Utilities, Inc. will also remain intact following the stock transfer. Accordingly, the transaction will be completely seamless to Applicants' customers.

16. Hydro Star, as Applicants' new grandparent company, will strengthen the financial capital of Utilities, Inc., as well as its operating companies, the Applicants. Hydro Star's ability to access capital will further strengthen UI and its operating subsidiaries, PEUI, UIP and Westgate.

17. Appended to this Application confirming the accuracy of the statements made in this filing are Affidavits from Mr. Larry N. Schumacher, Chief Financial Officer of Utilities, Inc., PEUI, UIP and Westgate; from Mr. John Stokes, President of -Hydro Star, LLC; and an Affidavit of Pieter Jöbsis of Nuon.

18. Applicants are prepared to answer any questions, present additional information about their services and this transaction, or provide a copy of this Application to any interested party requesting a copy and to any persons that the Commission directs by order or by its rules.

19. Applicants are willing to undertake reasonable efforts to provide public notice of this Application to the extent such actions will assist the Commission in expediting consideration and approval of this request.

**WHEREFORE**, Penn Estates Utilities, Inc., Utilities, Inc. of Pennsylvania, and Utilities, Inc.-Westgate respectfully request that the Commission grant this Application and issue an Order approving the transfer of stock, leading to a change in control of their parent corporation.

Respectfully submitted,

McNEES WALLACE & NURICK LLC

By 

James P. Dougherty

Susan E. Brude

100 Pine Street

P.O. Box 1166

Harrisburg, PA 17108-1166

(717) 237-5249

(717) 237-5300 (fax)

Counsel to Penn Estates Utilities, Inc.,  
Utilities, Inc. of Pennsylvania, Utilities, Inc.-Westgate,  
and Utilities, Inc.

Dated: August 17, 2005

AFFIDAVIT

STATE OF ILLINOIS

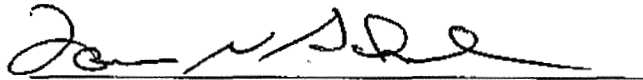
)

) ss:

COUNTY OF COOK

)

Larry N. Schumacher, being duly sworn according to law, deposes and says that he is President and Chief Financial Officer of Utilities, Inc. and, that in this capacity he is authorized to and does make this affidavit for them, and that the facts set forth in the foregoing Application for Approval of Transfer of Stock of Parent Corporation are true and correct to the best of his knowledge, information and belief.



Larry N. Schumacher

SWORN TO and subscribed

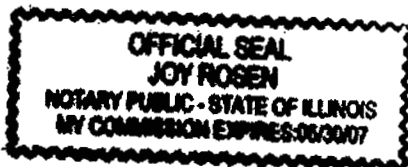
before me this 21<sup>st</sup> day

of July, 2005.



Notary Public

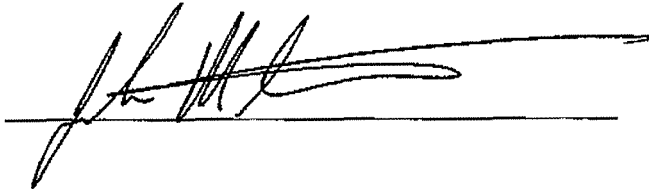
(SEAL)



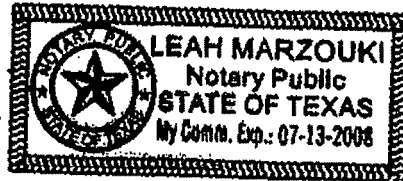
AFFIDAVIT

STATE OF TEXAS )  
 ) ss:  
COUNTY OF HARRIS )

John M. Stokes, being duly sworn according to law, deposes and says that he is President of Hydro Star, LLC and, that in this capacity he is authorized to and does make this affidavit for them, and that the facts set forth in the foregoing Application for Approval of Transfer of Stock of Parent Corporation are true and correct to the best of his knowledge, information and belief.



SWORN TO and subscribed  
before me this 3<sup>rd</sup> day  
of August, 2005.



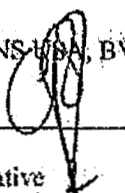
Leah Marzouki  
Notary Public

(SEAL)

AFFIDAVIT

The Affiant, Pieter Jöbsis, being first duly sworn, deposes and states: (1) that he is the Authorized Representative of Nuon Global Solutions USA, BV, an applicant in this case; (2) that he is authorized to make this verification on behalf of this applicant; (3) that he has read the forgoing Petition and has noted the contents thereof; and (4) that the contents of the Petition relating to Nuon Global Solutions USA, BV are true and accurate to the best of his knowledge and belief.

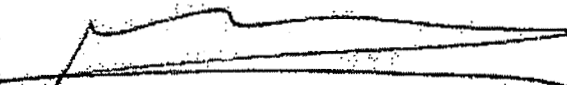
NUON GLOBAL SOLUTIONS USA, BV

BY:   
Name: Pieter Jöbsis  
Title: Authorized Representative

~~SUBSCRIBED AND SWORN to before me by Pieter Jöbsis, as the Authorized Representative of NUON GLOBAL SOLUTIONS USA, BV, for and on behalf of the Corporation on this 16 day of August, 2005.~~

The undersigned, Ton Koornet's Lakkenkerker  
civil-law notary, residing at Arnhem,  
the Netherlands, certifies the above  
signature to be the genuine signature of  
P. Jöbsis  
Thus signed at Arnhem, this 16<sup>th</sup> day of  
August 2005

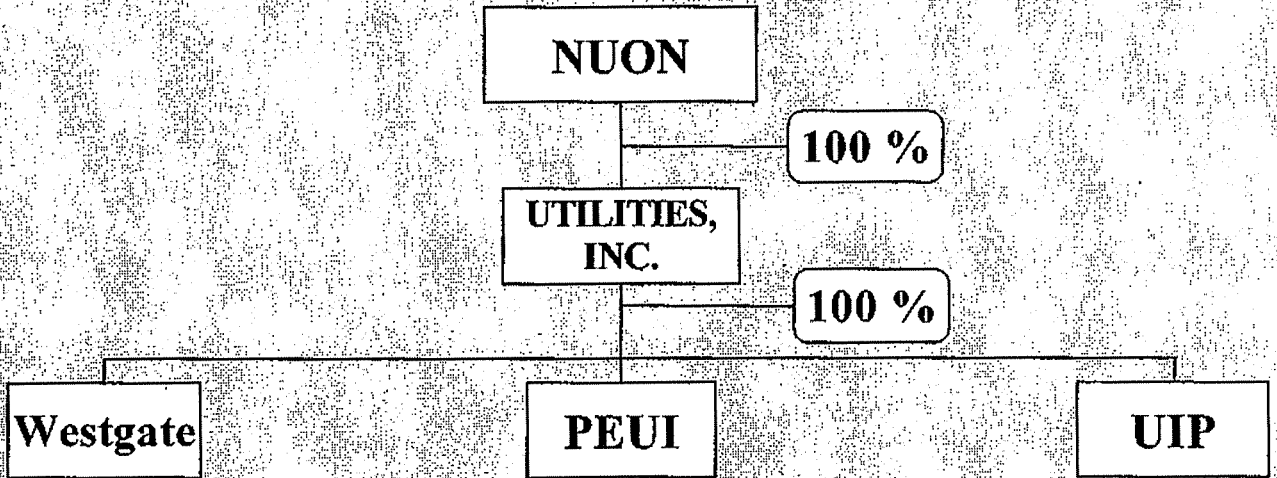




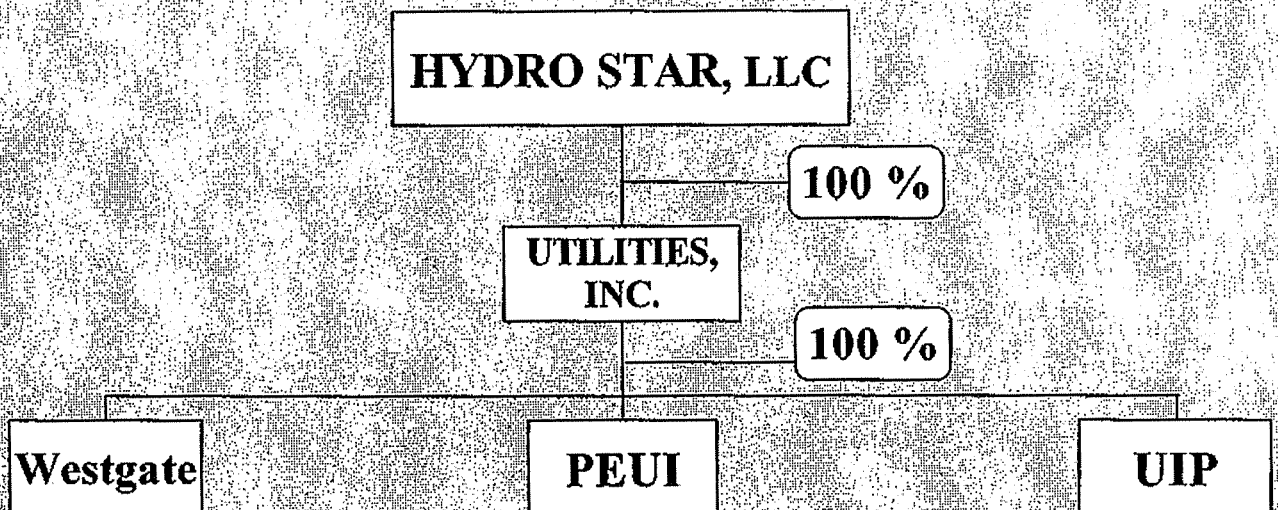


## **Exhibit A**

## BEFORE TRANSFER



## AFTER TRANSFER





**COMMONWEALTH OF VIRGINIA**  
**STATE CORPORATION COMMISSION**

<b>Joint Petition of</b>	)	
	)	
<b>Nuon Global Solutions USA B.V.</b>	)	
	)	
<b>and</b>	)	<b>CASE NO. PUE-2005-_____</b>
	)	
<b>Hydro Star, LLC</b>	)	
	)	
<b>For approval under the</b>	)	
<b>Utility Transfers Act, Va. Code</b>	)	
<b>Sections 56-88 <i>et seq.</i></b>	)	

**JOINT PETITION**

Nuon Global Solutions USA B.V. (“Nuon Global”) and Hydro Star, LLC (“Hydro Star”) file this petition under Chapter 5 of Title 56 of the Virginia Code (the “Utility Transfers Act,” Va. Code § 56-88 *et seq.*) for approval of the transaction by which Hydro Star will acquire the indirect ownership of Utilities, Inc., the parent company of Massanutten Public Service Corporation (“Massanutten PSC”). The parties hereby request that the Commission grant that approval on an expedited basis and in support of this Joint Petition, Nuon Global and Hydro Star respectfully state as follows:

**I.**  
**Introduction**

1. Subject to regulatory approvals and other conditions, Nuon Global and Hydro Star have entered into a Stock Purchase Agreement dated May 14, 2005 (“Stock Purchase Agreement”) that will result in all of the issued and outstanding common stock of Nuon Global Solutions USA Inc. (“Nuon Global USA”), the parent company of Utilities, Inc., being sold by Nuon Global to Hydro Star. After the transaction, Nuon Global USA will become a wholly owned subsidiary of Hydro Star. There will be no change in the ownership

of Utilities, Inc, which will remain a subsidiary of Nuon Global USA. Nor will there be any change in the ownership of Massanutten PSC, which will remain a subsidiary of Utilities, Inc. This Joint Petition is being filed because the acquisition of ownership of the parent company of Utilities, Inc. by Hydro Star could be deemed an indirect change of control of Massanutten PSC and, thus, be subject to the Utility Transfers Act under § 56-88.1. As explained below, the proposed transaction will neither jeopardize nor impair Massanutten PSC's ability to provide adequate service to the public at just and reasonable rates, and approval of this Joint Petition should be granted.

## **II.** **The Parties and Related Entities**

2. Nuon Global is a Dutch private limited liability company whose sole function is the ownership of Nuon Global USA. It is a wholly-owned subsidiary of n.v. Nuon ("Nuon"), a Dutch company engaged in the generation, sale and distribution of electricity, gas, and water, as well as related products and services. Nuon is the largest energy distributor in the Netherlands and the transaction that is the subject of this Joint Petition is in line with Nuon's strategy to divest its U.S. holdings and concentrate its energy business in the Netherlands and other parts of Europe.

3. Nuon Global USA is a Delaware corporation and a wholly-owned subsidiary of Nuon Global. Its sole function is acting as the parent company of Utilities, Inc. Nuon Global USA owns no other assets.

4. Utilities, Inc., an Illinois corporation, is a holding company of approximately 90 operating subsidiaries that provide water and/or wastewater services to approximately 300,000 customers in 17 states.

5. Massanutten PSC, a Virginia public service company, provides water and wastewater utility services to approximately 2,200 residential and business customers in Rockingham County.

6. Hydro Star is a limited liability company created in the state of Delaware that is engaged in the acquisition and ownership of water and wastewater related infrastructure businesses. Hydro Star is a subsidiary of AIG Highstar Capital II, L.P. and certain of its affiliates (Highstar II). Highstar II is a group of private equity funds that invest in energy infrastructure and related assets and businesses. Highstar II is sponsored by AIG Global Investment Group, which is, in turn, an indirect subsidiary of American International Group, Inc., one of the world's leading international financial and insurance services organizations.

### **III.**

#### **The Transaction**

7. Pursuant to the Stock Purchase Agreement, all of the issued and outstanding common stock of Nuon Global USA will be sold by Nuon Global to Hydro Star. As a result of that transaction, Utilities, Inc. will become a second tier subsidiary of Hydro Star. Massanutten PSC will continue as a wholly-owned subsidiary of Utilities, Inc. and will continue as a Virginia public utility subject to regulation by the Commission.

8. All approvals required by the owners of Nuon Global and Hydro Star have been or will be obtained, and the closing of the transaction is planned for early 2006.

9. The closing of the sale is conditioned upon receipt of all necessary regulatory approvals in the United States. In addition to the approval of this Commission, approvals are being requested from the public utility commissions in the states of Illinois, Pennsylvania, New Jersey, North Carolina, Florida, Mississippi, Louisiana, Nevada, Tennessee, and Kentucky, among others. An exemption from the filing requirements under

the Hart-Scott-Rodino Antitrust Improvements Act of 1976 exists for Hydro Star LLC in this transaction. The basis of Hydro Star's HSR exemption is the satisfaction at the time of closing of the following four requirements: (i) the transaction value is less than \$212.3 million, (ii) Hydro Star has three or more equity owners, none of which own 50% or more (in terms of right to profits or right to receive assets upon dissolution), (iii) Hydro Star has no regularly prepared balance sheet, and (iv) Hydro Star has annual net sales or total assets of less than \$10.7 million (excluding any cash or other capital held by Hydro Star to be used to fund the purchase price in this transaction).

10. Hydro Star's acquisition of stock arises out of its desire to complement Highstar II's existing energy infrastructure portfolio. Highstar II is a group of private equity funds that invest primarily in energy infrastructure and related assets and businesses. After the stock transfer Hydro Star will retain the management and operational staff of Utilities, Inc. along with the current Massanutten PSC management team, systems operators and customer service personnel ensuring the efficient provision of services to Massanutten PSC's customers.

**IV.**  
**The Transaction Will Not Impair Adequate  
Service at Just and Reasonable Rates**

11. The proposed transaction by which Hydro Star will acquire ownership of the parent company of Utilities, Inc. will not jeopardize or impair Massanutten PSC's provision of adequate service to the public at just and reasonable rates. See, Va. Code § 56-90.

12. The proposed transaction does not contemplate any change in the direct ownership or control of Massanutten PSC. The Virginia utility will continue as a subsidiary of Utilities, Inc., which has a long history of providing quality water and wastewater services

at just and reasonable rates. Utilities, Inc. has a seasoned management team with many years of experience in the water and wastewater industry. Its customer service staff, located in Upper Marlboro, Maryland, and the local operating staff of Massanutten PSC are also well experienced in their areas of operations. There are no plans to change either the management team or the customer service or local area staffs as a result of the proposed transaction. Massanutten PSC will continue to be managed and operated by the same officers and personnel that currently run its operations. Massanutten PSC will continue to receive the same support from Utilities, Inc. after the proposed transaction as it does today. Thus, the proposed merger transaction will not have any adverse effect upon Massanutten PSC's services.

13. The acquisition of Nuon Global USA's common stock will not involve any increase in the rates of Massanutten PSC. The tariffs on file with the Commission will be adhered to and Massanutten PSC will continue to honor its customer obligations.

14. The transaction will not affect the Commission's powers with respect to the rates and services of Massanutten PSC or the authority of other agencies of the Commonwealth as to its services and facilities.

15. While Massanutten PSC will continue to receive the same level of support from Utilities, Inc., Hydro Star will have the ability, when necessary, to contribute increased financial capabilities to Utilities, Inc., which, in turn, will pass those benefits and capabilities to Massanutten PSC.

## V. Conclusion

16. The closing on the proposed transaction requires the approval of this Commission, as well as that of other regulatory agencies. As shown above, the proposed acquisition of ownership of the parent company of Utilities, Inc. will not impair or jeopardize



adequate services at just and reasonable rates to Massanutten PSC's customers and it is requested that the Commission expeditiously approve this Joint Petition.

WHEREFORE, Nuon Global and Hydro Star respectfully request that the Commission issue an order which approves this Joint Petition and finds that the approvals required under Chapter 5 of Title 56 of the Code of Virginia are granted for the transaction described herein and that such approvals be granted as expeditiously as possible.

Respectfully submitted,

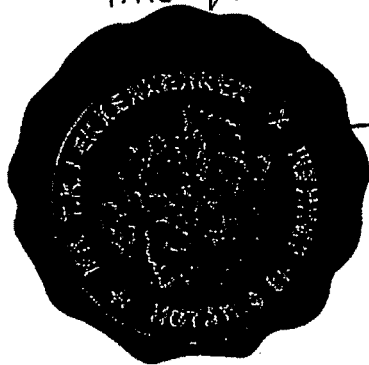
NUON GLOBAL SOLUTIONS USA B.V.  
HYDRO STAR, LLC.

The undersigned, Ton Konnetis Leikenkenke  
civil-law notary, residing at Arnhem,  
the Netherlands, certifies the above  
signature to be the genuine signature of

P. Jöbsis  
Thus signed at Arnhem, this 16<sup>th</sup> day of  
August 2005

[Signature]  
[Title equivalent to a corporate  
president or vice president]: Authorized Representative  
Nuon Global Solution USA B.V.

[Signature]  
Title equivalent to a [Secretary or Assistant Secretary]: authorized represen  
Nuon Global Solutions USA B.V.



[Signature]  
[President or Vice President]  
Hydro Star, LLC.

[Signature]  
[Secretary or Assistant Secretary]  
Hydro Star, LLC

Dated: Aug. 16, 2005

adequate services at just and reasonable rates to Massanutten PSC's customers and it is requested that the Commission expeditiously approve this Joint Petition.

WHEREFORE, Nuon Global and Hydro Star respectfully request that the Commission issue an order which approves this Joint Petition and finds that the approvals required under Chapter 5 of Title 56 of the Code of Virginia are granted for the transaction described herein and that such approvals be granted as expeditiously as possible.

Respectfully submitted,

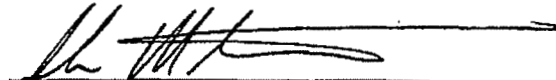
NUON GLOBAL SOLUTIONS USA B.V.  
HYDRO STAR, LLC.

---

*[Title equivalent to a corporate  
president or vice president]*  
Nuon Global Solution USA B.V.

---

*[Secretary or Assistant Secretary]*  
Nuon Global Solutions USA B.V.



---

John M. Stokes  
President  
Hydro Star, LLC.

---

*[Secretary or Assistant Secretary]*  
Hydro Star, LLC

Dated: August 4, 2005

adequate services at just and reasonable rates to Massanutten PSC's customers and it is requested that the Commission expeditiously approve this Joint Petition.

WHEREFORE, Nuon Global and Hydro Star respectfully request that the Commission issue an order which approves this Joint Petition and finds that the approvals required under Chapter 5 of Title 56 of the Code of Virginia are granted for the transaction described herein and that such approvals be granted as expeditiously as possible.

Respectfully submitted,

NUON GLOBAL SOLUTIONS USA B.V.  
HYDRO STAR, LLC.

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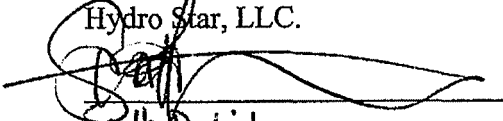
Pieter Jöbsis  
Chief Executive Officer  
Nuon Global Solution USA B.V.

---

*Secretary*  
Nuon Global Solutions USA B.V.

---

John M. Stokes  
*President*  
Hydro Star, LLC.



---

Scott D. Litman  
*Secretary*  
Hydro Star, LLC

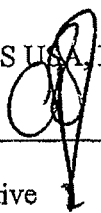
Dated: August \_\_, 2005

VERIFICATION

Pieter Jöbssis, being duly sworn, deposes and says that he is the Authorized Representative of Nuon Global Solutions USA B.V., he has read the foregoing Joint Petition and the content thereof, and that the same is true to his knowledge, information and belief. He also affirms that Nuon Global Solutions USA B.V does not have a President and that his duties include the duties that would be performed by a president or vice president of a corporation domiciled in the United States.

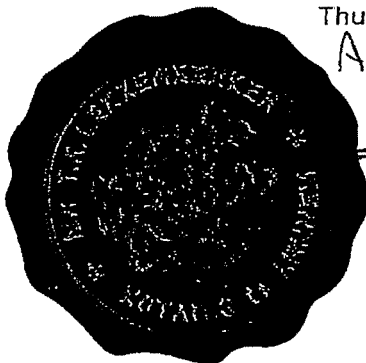
NUON GLOBAL SOLUTIONS USA, BV

BY: \_\_\_\_\_  
Name: Pieter Jöbssis  
Title: Authorized Representative



~~SUBSCRIBED AND SWORN to before me by Pieter Jöbssis, as the Authorized Representative of NUON GLOBAL SOLUTIONS USA, BV, for and on behalf of the Corporation on this \_\_\_\_\_ day of August, 2005.~~

The undersigned, Ton Kwameis lelekenkenken civil-law notary, residing at Arnhem, the Netherlands, certifies the above signature to be the genuine signature of P. Jöbssis  
Thus signed at Arnhem, this 16<sup>th</sup> day of August 2005.



\_\_\_\_\_

VERIFICATION

Pieter Jöbsis, being duly sworn, deposes and says that he is the Authorized Representative of Nuon Global Solutions USA he has read the foregoing Joint Petition and the content thereof, and that the same is true to his knowledge, information and belief. He also affirms that Nuon Global Solutions USA B.V does not have a President and that his duties include the duties that would be performed by a president or vice president and the secretary of a corporation domiciled in the United States.

NUON GLOBAL SOLUTIONS USA BV

BY:

Name: Pieter Jöbsis

Title: Authorized Representative

~~SUBSCRIBED AND SWORN to before me by \_\_\_\_\_, as~~

~~\_\_\_\_\_ of NUON GLOBAL SOLUTIONS USA, BV, for and on behalf of~~

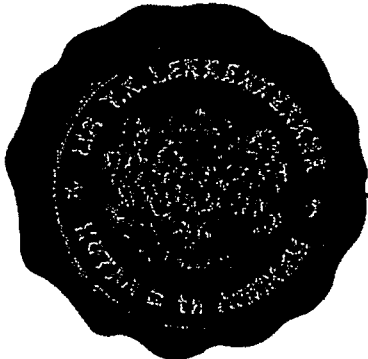
~~the Corporation on this \_\_\_\_\_ day of August, 2005.~~

The undersigned, Tom Konnatis de Leberkerken civil-law notary, residing at Arnhem, the Netherlands, certifies the above signature to be the genuine signature of

P. Jöbsis

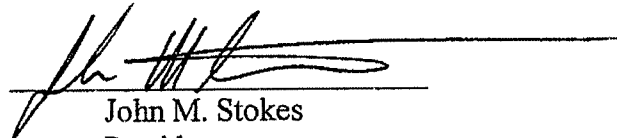
Thus signed at Arnhem, this 16<sup>th</sup> day of

August 2005



STATE OF TEXAS            )  
                                  )  
COUNTY OF HARRIS        )        SS.:

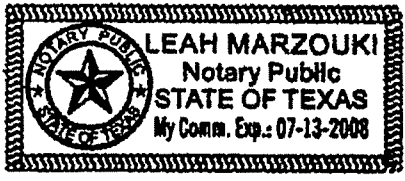
Mr. John M. Stokes being duly sworn, deposes and says that he is the President of Hydro Star, LLC, he has read the foregoing Joint Petition and the content thereof, and that the same is true to his knowledge, information and belief.

  
John M. Stokes  
President  
Hydro Star, LLC

Sworn to before me this  
4<sup>th</sup> day of August, 2005.

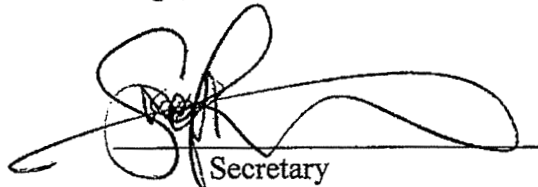
  
Notary Public

(SEAL)




STATE OF New York )  
COUNTY OF New York ) SS.:

Scott Litman, being duly sworn, deposes and says that he is the Secretary of Hydro Star, LLC, he has read the foregoing Joint Petition and the content thereof, and that the same is true to his knowledge, information and belief.

  
Secretary


Sworn to before me this  
29<sup>th</sup> day of August, 2005.

  
Notary Public

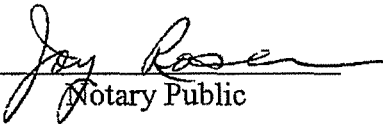
**EMILY A. LOCHER  
NOTARY PUBLIC, STATE OF NEW YORK  
NO. 02106107623  
QUALIFIED IN KINGS COUNTY  
COMMISSION EXPIRES 4/5/2008**

STATE OF ILLINOIS     )  
                                  )  
COUNTY OF COOK     )     SS.:

I, Lisa A. Crossett, am Vice President of Operations of Massanutten Public Service Corporation, being duly sworn, deposes and says that she has read the Joint Petition and the content thereof, and that the same is true to his knowledge, information and belief.

  
\_\_\_\_\_  
Lisa A. Crossett

Sworn to before me this  
29<sup>th</sup> day of August, 2005.

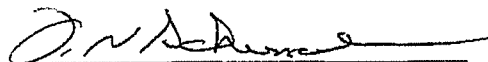
  
\_\_\_\_\_  
Notary Public






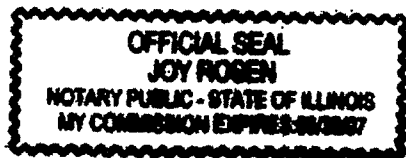
STATE OF ILLINOIS        )  
                                  )  
COUNTY OF COOK        )        SS.:

I, Larry N. Schumacher, am the Secretary of Massanutten Public Service Corporation, being duly sworn, deposes and says that he has read the Joint Petition and the content thereof, and that the same is true to his knowledge, information and belief.

  
Larry N. Schumacher

Sworn to before me this  
29<sup>th</sup> day of August, 2005.

  
Notary Public





COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, December 2, 2005

JOINT PETITION OF

CASE NO. PUE-2005-00069

MASSANUTTEN PUBLIC SERVICE  
CORPORATION, NUON GLOBAL  
SOLUTIONS USA B.V.

and  
HYDRO STAR, LLC

For approval of a transaction by which  
Hydro Star, LLC, will acquire indirect  
ownership of Utilities, Inc., and therefore  
Massanutten Public Service Corporation from  
Nuon Global Solutions USA B.V. under  
Chapter 5 of Title 56 of the Code of Virginia

2005 DEC -2 A 11:57

URGENT CONTROL

ORDER GRANTING APPROVAL

On August 30, 2005, Massanutten Public Service Corporation (“Massanutten PSC”), Nuon Global Solutions USA B.V. (“Nuon Global”) and Hydro Star, LLC (“Hydro Star”) (collectively the “Petitioners”), filed a joint petition with the State Corporation Commission (the “Commission”) requesting approval of a transaction by which Hydro Star will acquire indirect ownership of Utilities, Inc. (“Utilities”), and therefore Massanutten PSC from Nuon Global under Chapter 5 of Title 56 (the “Utility Transfers Act”) of the Code of Virginia (the “Code”).

Massanutten PSC is a Virginia public service corporation that provides water and wastewater utility services to approximately 2,200 residential and business customers in Rockingham County, Virginia. Massanutten PSC is a wholly owned subsidiary of Utilities, an Illinois corporate holding company with approximately 90 operating

subsidiaries that provide water and/or wastewater services to approximately 300,000 customers in 17 states. Utilities is owned by Nuon Global Solutions USA, Inc. (“Nuon USA”), a Delaware corporation whose sole function is to act as the parent company for Utilities. Nuon USA is owned by Nuon Global.

Nuon Global is a Dutch private limited liability company whose sole function is the ownership of Nuon USA. Nuon Global is a wholly owned subsidiary of n.v. Nuon (“Nuon”), a Dutch company engaged in the generation, sale and distribution of electricity, gas and water as well as related products and services to more than two million customers primarily in the Netherlands, Belgium and Germany. Nuon, the largest energy distributor in the Netherlands, is principally owned by the Dutch provinces of Gelderland, Noord-Holland and Friesland and the City of Amsterdam.

Hydro Starr is a Delaware limited liability company that is engaged in the acquisition and ownership of water and wastewater related infrastructure businesses. Hydro Star is a subsidiary of AIG Highstar Capital II, L.P., a private equity investment fund and the general partner for AIG Highstar Capital II Prism Fund, L.P., and AIG Highstar Capital II Overseas Investors Fund (collectively known as the “Highstar II Funds”). The Highstar II Funds are sponsored by AIG Global Investment Group, which is an indirect subsidiary of American International Group, Inc. (“AIG”), one of the world’s leading international financial and insurance services organizations.

The Petitioners request approval of a stock purchase agreement (the “Agreement”) wherein all shares of issued and outstanding common stock of Nuon USA will be sold by Nuon Global to Hydro Star, after which Massanutten PSC will become a third tier subsidiary of Hydro Star. In addition to seeking the Commission’s approval, the

Petitioners are requesting approval of the stock sale from public service commissions in the states of Illinois, Pennsylvania, New Jersey, North Carolina, Florida, Mississippi, Louisiana, Nevada, Tennessee and Kentucky, among others.

Several financial restructuring activities are planned for the closing date that will effectively transfer part of Nuon USA's intercompany borrowings from Nuon's affiliates to Hydro Star. First, Nuon USA will borrow from Hydro Star an amount not greater than the interest owed by Nuon USA on loans with two affiliates, Nuon Energy & Water Investments, Inc. ("NEWI"), and Nuon Global Water Solutions, Inc. ("NGWS"), plus the principal owed on the NEWI loans. Second, Nuon USA will apply the loan proceeds to repay the interest owed on the NEWI and NGWS loans and part or all of the principal owed on the NEWI loans. Third, the NGWS loans will be transferred to Nuon Global and contributed to the capital of Nuon USA. Fourth, Hydro Star will pay Nuon Global the purchase price less Nuon USA's borrowings from Hydro Star as described above.

The proposed transfer will occur after all regulatory approvals are received. The anticipated closing date is the first quarter of 2006.

NOW THE COMMISSION, upon consideration of the petition and representations of the Petitioners and having been advised by its Staff, is of the opinion and finds that the proposed transaction by which Hydro Star will acquire indirect ownership of Utilities and therefore Massanutton PSC from Nuon Global will neither impair nor jeopardize the provision of adequate service to the public at just and reasonable rates and, therefore, should be approved. We note two customer complaints concerning Massanutton PSC's availability fees. However, we find the customers'

requests to eliminate such fees are issues that are not within the context of this proceeding.

The proposed transfer, though, does raise some concerns that will cause us to condition our approval. The capital stock purchase is at a premium to book value and involves extensive financial restructuring with possible tax implications. To ensure that we have a comprehensive understanding of the transaction, we will require Massanutten PSC to maintain records of any current or ongoing costs or savings related to the transfer. We will also require Nuon Global and Hydro Star to each provide their journal entries recording the transfer. In addition, we will require that the Petitioners provide a comprehensive description and the related journal entries of the financial restructuring activities that will shift intercompany debt from Nuon's affiliates to Hydro Star and its affiliates. Finally, we will seek ex post confirmation from Massanutten PSC that the tax representations made in the Petition remain true after closing.

Accordingly, IT IS ORDERED THAT:

1) Pursuant to §§ 56-88.1 and 56-90 of the Code of Virginia, Massanutten Public Service Corporation, Nuon Global Solutions USA B.V. and Hydro Star, LLC, are granted approval to enter into the stock purchase agreement described above wherein all shares of issued and outstanding common stock of Nuon USA will be sold by Nuon Global to Hydro Star resulting in the transfer of indirect control of Massanutten PSC from Nuon Global to Hydro Star.

2) Within thirty (30) days of completing the transaction, subject to administrative extension by the Commission's Director of Public Utility Accounting, the

Petitioners shall file a Report of Action with the Commission. Included in the Report of Action shall be the following information:

- a) The date of the transfer and the purchase price;
- b) Nuon Global's journal entries recording the transfer;
- c) Hydro Star's journal entries recording the transfer;
- d) A comprehensive description and the journal entries of the financial restructuring activities that shift intercompany debt from Nuon's affiliates to Hydro Star and its affiliates; and
- e) Ex-post confirmation from Massanutten PSC that the tax representations made in the Petition remain true after closing.

3) There appearing nothing further to be done in this matter, it hereby is dismissed.

AN ATTESTED COPY hereof shall be sent to: Donald G. Owens, Esquire, Troutman Sanders LLP, Troutman Sanders Building, 1001 Haxall Point, Richmond, Virginia 23219; and to the Divisions of Public Utility Accounting and Energy Regulation of the Commission.





1 **BEFORE THE PUBLIC UTILITIES COMMISSION OF NEVADA**

2 **ooOoo**

3 The Joint Application of Hydro Star, LLC,  
4 Utilities, Inc., Sky Ranch Water Services  
5 Corporation, Spring Creek Utilities Company,  
6 Utilities, Inc. of Central Nevada and Utilities, Inc.  
7 of Nevada for Approval of a Transaction in Which  
8 Hydro Star, LLC, will Acquire Nuon Global  
Solutions USA, Inc.'s Common Stock Ownership  
in Utilities, Inc.

Docket No. 05-10 \_\_\_\_\_

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9 **JOINT APPLICATION**

10 Utilities, Inc. ("UI") owns all of the issued and outstanding stock of four utilities  
11 operating in Nevada: Sky Ranch Water Services Corp.; Spring Creek Utilities Co.; Utilities, Inc.  
12 of Central Nevada; and Utilities, Inc. of Nevada (collectively, the "Nevada Utilities"). Nuon  
13 Global Solutions USA, Inc. ("Nuon USA"), in turn, owns all of UI's stock. On May 14, 2005,  
14 Hydro Star, LLC ("Hydro Star") reached an agreement (the "Stock Purchase Agreement") with  
15 Nuon Global Solutions USA B.V. ("Nuon B.V."), under which Hydro Star will acquire from  
16 Nuon B.V. all of Nuon USA's common stock (the "Transaction").

17 The Transaction falls within the purview of Section 704.329 of the Nevada Revised  
18 Statutes ("NRS"). NRS 704.329 requires that any person obtain approval of the Public Utilities  
19 Commission of Nevada (the "Commission") before directly or indirectly obtaining control of any  
20 holding company that holds a controlling interest in a public utility doing business in Nevada.<sup>1</sup>  
21 When the Transaction closes, Hydro Star will become the indirect owner of UI. Accordingly,  
22 Hydro Star, UI and the Nevada Utilities file this Joint Application with the Commission pursuant  
23 to NRS 704.329.

24 **I. INTRODUCTION**

25 The Transaction will not adversely affect the Nevada Utilities' customers. UI's seasoned  
26 management team will continue to guide the company's day-to-day operations. Moreover, after  
27

28 <sup>1</sup> NEV. REV. STAT. § 704.329(1) (2003).

1 the Transaction closes, the Nevada Utilities' employees will continue to provide the same  
2 services using the same facilities. The only difference is that an entity owned by a private equity  
3 fund -- Hydro Star -- will replace Nuon B.V. as the sole shareholder of UI's parent company,  
4 Nuon USA. Consequently, Hydro Star, UI and the Nevada Utilities respectfully request that the  
5 Commission find the Transaction is in the public interest and approve the Joint Application.

## 6 II. THE APPLICANTS

7 *A. Hydro Star and its parent organization, AIG Highstar Capital II, L.P. (the*  
8 *"Main Fund") and its affiliated funds, AIG Highstar Capital II Overseas*  
9 *Investors Fund, L.P. (the "Overseas Fund") and AIG Highstar Capital II Prism*  
10 *Fund, L.P. (the "Prism Fund") (the Main Fund, the Overseas Fund and the*  
11 *Prism Fund, altogether, "Highstar II"), invest in businesses that own*  
12 *infrastructure and have stable, regulated or contracted cash flows.*

11 Highstar II, one of several private equity funds sponsored by AIG Global Investment  
12 Group ("AIGGIG"), owns Hydro Star. Highstar II specializes in the acquisition of infrastructure  
13 assets and related businesses with historically stable, contracted or regulated cash flows. To  
14 date, Highstar II's investment activity has focused primarily on the United States' energy sector.<sup>2</sup>  
15 The Transaction marks Highstar II's entry into the water and wastewater infrastructure field.  
16 Hydro Star is a limited liability company organized under the law of Delaware for the purpose of  
17 acquiring and owning business organizations that provide water and wastewater service. Hydro  
18 Star's main office is located at 2929 Allen Parkway, Houston, Texas 77019. Its telephone  
19 number is (713) 831-2452. **Exhibit 1(B)** contains a brief biographical sketch of Hydro Star's  
20 principals and officers. **Exhibit 2** contains two charts showing Hydro Star's corporate  
21 affiliations both before and after the Transaction.

22 The 2004 annual report for American International Group, Inc., ("AIG"), including AIG's  
23 consolidated financial statements for the 2004 and 2003 fiscal years, accompany the Joint  
24 Application as **Exhibit 3**. AIGGIG is one of the world's largest asset management firms with  
25 more than \$492 billion in assets under management, 40 investment offices worldwide and more  
26 than 1500 employees. AIG is one of the world's leading international financial and insurance

27  
28 <sup>2</sup> Highstar II's principal office is located at 599 Lexington Avenue, 25<sup>th</sup> Floor, New York, New  
York 10022, and its main telephone number is (646) 735-0500. **Exhibit 1(A)** lists Highstar II's officers.

1 services organizations. The common stock of AIG is publicly traded in the United States on the  
2 New York Stock Exchange and ArcaEx, as well as the stock exchanges in London, Paris,  
3 Switzerland and Tokyo. The Transaction will combine UI's seasoned management team and its  
4 associated regulatory and operational expertise with the financial resources and support of Hydro  
5 Star in a way that allows UI and the Nevada Utilities to continue to provide consistent,  
6 uninterrupted service to its customers.

7 All communications or correspondence regarding the Transaction or this Application  
8 should be addressed or directed to the attorneys and authorized representative for Hydro Star as  
9 follows:

10 Patrick V. Fagan, Esq.  
11 ALLISON, MACKENZIE, RUSSELL,  
12 PAVLAKIS, WRIGHT & FAGAN, LTD.  
13 402 North Division Street  
14 P.O. Box 646  
15 Carson City, Nevada 89702-0646  
Telephone: (775) 687-0202  
Telecopier: (775) 882-7918  
E-mail: [pfagan@allisonmackenzie.com](mailto:pfagan@allisonmackenzie.com)

Aaron D. Gold  
HYDRO STAR, LLC  
C/O AIG HIGHSTAR CAPITAL II, L.P.  
599 Lexington Avenue, 25<sup>th</sup> Floor  
New York, NY 10022  
Telephone: (646) 735-0556  
Telecopier: (646) 735-0795  
E-mail: [aaron.gold@aig.com](mailto:aaron.gold@aig.com)

16 ***B. UI owns and operates businesses that provide water and wastewater service in***  
17 ***17 states, including Nevada.***

18 UI, an Illinois corporation, is a holding company. Its principal executive office is located  
19 at 2335 Sanders Road, Northbrook, Illinois 60062 and its telephone number is (847) 498-6440.  
20 It engages in no business other than owning the stock of operating subsidiaries that provide water  
21 and wastewater service to almost 300,000 customers in 17 states. UI and its affiliates employ  
22 435 people, 20 of whom reside in Nevada. **Exhibit 4(A)** identifies UI's officers, **Exhibit 4(B)**  
23 identifies its board of directors, and **Exhibit 4(C)** lists the officers of each of the Nevada  
24 Utilities. **Exhibit 5** is a corporate organization chart showing UI's corporate affiliations and  
25 organization before the Transaction.

1 UI owns four utilities regulated by the Commission. Those utilities are:

- 2 1. Sky Ranch Water Services Corp.  
3 3670 Grant Drive, Suite 104  
4 Reno, Nevada 89509  
5 CPC No. 2468 (water)
- 6 2. Spring Creek Utilities Co.  
7 285 Spring Creek Parkway  
8 Spring Creek, Nevada 89815  
9 CPC Nos. 841 (water) and 872 (wastewater)
- 10 3. Utilities, Inc. of Central Nevada  
11 1240 East State Street, Suite 115  
12 Pahrump, Nevada 89048  
13 CPC No. 842 (water and wastewater)
- 14 4. Utilities, Inc. of Nevada  
15 3670 Grant Drive, Suite 104  
16 Reno, Nevada 89509  
17 CPC No. 827 (water)

18 The following table identifies the number of customers, sorted by service and class, served by  
19 each of the Nevada Utilities.

UTILITY	WATER		WASTEWATER	
	Commercial	Domestic	Commercial	Domestic
Sky Ranch Water Services Corp.	3	578	N/A	N/A
Spring Creek Utilities Co.	39	3,614	14	51
Utilities, Inc. of Central Nevada	222	2,303	93	1,633
Utilities, Inc. of Nevada	39	2,686	N/A	N/A

22 The Nevada Utilities' tariffs, attached as **Exhibit 6**, contain a description each utility's  
23 service territory. **Exhibit 7** describes the facilities owned by each of the Nevada Utilities.<sup>3</sup> The  
24 Transaction will have no effect on the current service territories, tariffs or facilities of the Nevada  
25 Utilities.

26 UI's consolidated financial statements for the fiscal periods ending December 31, 2004,

27 <sup>3</sup> The 2004 annual reports for each of the Nevada Utilities are on file with the Commission, and are  
28 hereby incorporated by this reference.

1 and December 31, 2003, and the accompanying auditors' report of PricewaterhouseCoopers LLP  
2 accompany this Application as **Exhibit 8** (confidential). Exhibit 8 includes the most recent fiscal  
3 year (i) balance sheets; (ii) statements of income; (iii) retained earnings; (iv) capital statements;  
4 and (v) statement of cash flows for UI and its affiliates.

5 All communications or correspondence regarding the Transaction or this Application  
6 should be addressed or directed to the attorneys and authorized representative for UI as follows:

7 Dan R. Reaser, Esq.  
8 Shawn M. Elicegui, Esq.  
9 LIONEL SAWYER & COLLINS  
10 50 West Liberty Street, Suite 1100  
11 Reno, Nevada 89501  
12 Telephone: (775) 788-8666  
13 Telecopier: (775) 788-8682  
14 E-mail: [dreaser@lionelsawyer.com](mailto:dreaser@lionelsawyer.com)  
15 [selicegui@lionelsawyer.com](mailto:selicegui@lionelsawyer.com)

16 Steve Lubertoizzi  
17 Director of Regulatory Accounting  
18 UTILITIES, INC.  
19 2335 Sanders Road  
20 Northbrook, Illinois 60062-6108  
21 Telephone: (847) 498-6440  
22 Telecopier:  
23 E-mail: [s.m.lubertoizzi@utilitiesinc-usa.com](mailto:s.m.lubertoizzi@utilitiesinc-usa.com)

### 24 III. THE TRANSACTION

#### 25 *A. The Stock Purchase Agreement provides for Hydro Star's acquisition of Nuon USA's stock.*

26 Hydro Star entered into the Stock Purchase Agreement with Nuon B.V. effective May 14,  
27 2005.<sup>4</sup> **Exhibit 9** is a copy of the executed Stock Purchase Agreement. Nuon B.V. owns all of  
28 the issued and outstanding common stock of Nuon USA, which in turn owns all of the issued and  
outstanding common stock of UI.<sup>5</sup> The Stock Purchase Agreement calls for Hydro Star to  
purchase all of Nuon USA's outstanding common stock from Nuon B.V.<sup>6</sup> When the Transaction  
closes, Hydro Star will own all of the stock of a holding company -- Nuon USA -- that in turn  
owns all of the stock of a second holding company -- UI -- that owns all of the stock of four

<sup>4</sup> Nuon Global Solutions USA B.V. ("Nuon BV") and Nuon Global Solutions USA Inc. ("Nuon USA") were both organized as direct wholly owned subsidiaries of n.v. Nuon ("Nuon") prior to the merger of Nuon Acquisition Sub Inc. ("Acquisition Sub") into Utilities, Inc. Before the merger, Nuon's interest in Acquisition Sub was contributed to Nuon USA, and Nuon's contributed its interest in Nuon USA to Nuon BV. When Acquisition Sub merged into Utilities, Inc., UI became a direct, wholly-owned subsidiary of Nuon USA, which was (and remains) a direct, wholly-owned subsidiary of Nuon BV, which was (and remains) a direct, wholly-owned subsidiary of Nuon. See Exhibit 5 (pre-transaction corporate organization chart). Nuon BV and Nuon USA have engaged in no business or operations other than in relation to their direct and indirect ownership of Utilities, Inc.

<sup>5</sup> See Exhibit 8, First Recital.

<sup>6</sup> Id. Article 1.01 & Third Recital.

1 utilities operating in Nevada. The Transaction will close when the parties to the Stock Purchase  
2 Agreement obtain all necessary regulatory approvals, including the Commission's authorization.<sup>7</sup>

3 ***B. The Transaction advances the business strategies of Nuon and Highstar II and***  
4 ***is in the public interest.***

5 The Transaction, which is consistent with the respective businesses strategies of n.v.  
6 Nuon ("Nuon") and Hydro Star, is in the public interest. After acquiring UI in 2001, Nuon  
7 shifted its strategic focus and began to concentrate on its energy business in Belgium, Germany  
8 and the Netherlands. Highstar II, on the other hand, has "long considered water infrastructure an  
9 attractive investment opportunity and complement to Highstar II's existing energy infrastructure  
10 portfolio." Hydro Star expects to retain UI's management team, customer service personnel and  
11 the Nevada Utilities' operations staff. The Transaction thus will combine Hydro Star's financial  
12 resources with UI's operational expertise in a way that allows the Nevada Utilities to continue to  
13 provider water and wastewater service at just and reasonable rates.

14 **IV. THE TRANSACTION'S EFFECT ON THE NEVADA UTILITIES**

15 ***A. The Transaction will not adversely affect rates***

16 The only change effected by the Transaction is an ownership change of the grandparent  
17 of the Nevada Utilities – Hydro Star will replace Nuon B.V. as the 100 percent equity owner of  
18 Nuon USA. Hydro Star does not intend to seek to recover the premium paid for Nuon USA's  
19 stock in a ratemaking proceeding. Moreover, Hydro Star will not use "push down" accounting  
20 with regard to the acquisition premium paid for Nuon USA's stock. Finally, Hydro Star's  
21 acquisition costs will be paid by Highstar II, the current owner of Hydro Star. The Nevada  
22 Utilities will not be charged any of the costs of the transfer. Neither Highstar nor Hydro Star  
23 intend to seek recovery of the acquisition costs and premiums related to the transfer costs in a  
24 proceeding to set the rates charged by the Nevada Utilities.

25 ***B. Efficiency gains***

26 Hydro Star does not currently own any other water or wastewater utilities and intends to  
27 retain the current management and operational staff of UI and its operating subsidiaries. As

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<sup>7</sup> See Article 1.03, Article VII & Article VIII.

1 such, the Applicants do not anticipate any specific efficiency gains and did not perform or  
2 commission any studies or analyses to examine potential efficiency gains.

3 *C. Quality of Service*

4 With the financial and human capital of the Highstar II team, Hydro Star will work with  
5 UI management to ensure that the Nevada Utilities continue to operate their facilities as they  
6 have in the past. Hydro Star recognizes that the Commission expects the Nevada Utilities to  
7 provide reasonably adequate service. Hydro Star is committed to providing UI with the financial  
8 and human capital that will allow the Nevada Utilities' to meet their public service obligations.

9 V. CONCLUSION

10 The Transaction is in the public interest. Due to the decline in the value of the U.S.  
11 dollar against the Euro and its decision to concentrate its energy business in Belgium, Germany  
12 and the Netherlands, Nuon B.V. is seeking to divest its U.S. assets, while Highstar II, Hydro  
13 Star's parent, is seeking to make substantial investments in water and wastewater assets as a  
14 complement to its existing U.S. energy asset portfolio. The Transaction is not expected to result  
15 in any change in management of UI or the Nevada Utilities. Thus, the Transaction will combine  
16 Hydro Star's financial resources with the operational expertise of existing management in a  
17 fashion that is not only seamless from the perspective of the Nevada Utilities' customers, but also  
18 allows the Nevada Utilities to continue to provide adequate and uninterrupted water and  
19 wastewater service to Nevadans.

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It is for these reasons that the Joint Applicants respectfully request that the Commission approve the Transaction pursuant to NRS 704.329.

Dated this 20<sup>th</sup> day of October, 2005.

LIONEL SAWYER & COLLINS

ALLISON, MACKENZIE, RUSSELL,  
PAVLAKIS, WRIGHT & FAGAN, LTD.

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Shawn M. Elicegui, Esq.  
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1100 Bank of America Plaza  
50 West Liberty Street  
Reno, Nevada 89501

By: Karen Peterson  
Patrick V. Fagan, Esq.  
Nevada Bar No. 660  
Karen E. Peterson, Esq.  
Nevada Bar No. 366  
402 North Division Street  
P.O. Box 646  
Carson City, Nevada 89702-0646

Attorneys for Utilities, Inc., Spring Creek Utilities Co., Sky Ranch Water Service Corp. Utilities, Inc. of Central Nevada, and Utilities, Inc. of Nevada      Attorneys for Hydro Star, LLC



**Exhibits**

EXHIBIT	DESCRIPTION
1 (A)	List of AIG Highstar II Capital, L.P. management personnel
1 (B)	List of Hydro Star, LLC's management personnel and biographies
2 (A)	Pre-transaction Structure
2 (B)	Post-transaction Structure
3	American International Group, Inc.'s Annual Report and Financial Statements
4 (A)	List of Utilities, Inc.'s Officers
4 (B)	List of Utilities, Inc.'s Board of Directors
4 (C)	Lists of Officers of Nevada Utilities
5	Corporate Organization Charts showing Utilities, Inc.'s corporate affiliations
6 (A-F)	Nevada Utilities' Tariffs
7	Brief Description of Facilities Owned by Nevada Utilities
8	Financial Statements of Utilities, Inc. and Nevada Utilities (Filed Under Seal)
9	Copy of Stock Purchase Agreement (Filed Under Seal)
10	Statement of the Status of Applications for Approval of Transaction Required by any other Regulatory Bodies

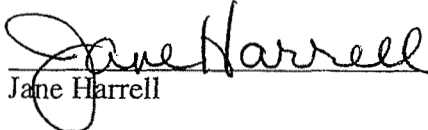
1 CERTIFICATE OF SERVICE

2 I hereby certify that I am an employee of Lionel Sawyer & Collins, and not a party  
3 to, nor interested in, the within action; and that on October 20, 2005, I served a true and  
4 correct copy of the enclosed Joint Application in a sealed envelope via U.S. Mail, with  
5 postage fully prepaid to the following parties:

6 Adrian Escobar-Chanos  
7 Office of the Attorney General  
8 Nevada Department of Justice  
9 Bureau of Consumer Protection  
10 555 E. Washington Ave., Suite 3900  
11 Las Vegas, NV 89101

12 Alaina Burtenshaw  
13 Public Utilities Commission of Nevada  
14 101 Convention Center Drive, Ste. 250  
15 Las Vegas, NV 89109

16 Dated this 20 day of October, 2005.

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18 \_\_\_\_\_  
19 Jane Harrell  
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