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February 14, 2008

RECEIVED

FEB 14 2008

PUBLIC SERVICE
COMMISSION

Via Hand Delivey

Ms. Beth O'Donnell
Executive Director
Public Service Commission
211 Sower Boulevard
P. O. Box 615
Frankfort, Kentucky 40602-0615

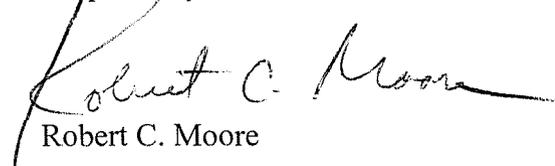
Re: JOINT APPLICATION OF DOWNSTREAM, INC. AND FOX RUN
UTILITIES, LLC FOR APPROVAL OF THE TRANSFER OF
WASTEWATER TREATMENT PLANT TO FOX RUN UTILITIES, LLC
CASE NO. 2008-00024

Dear Ms. O'Donnell:

Please find enclosed for filing in the above referenced case a Notice of Appearance of Counsel indicating that I will be representing the Joint Applicants in the above referenced case. Please note that attached to the Notice of Appearance of Counsel is an amended signature page of the Joint Application indicating that I prepared and filed the Joint Application as counsel for the Joint Applicants.

Thank you for your attention to this matter, and please advise me if any further steps need to be taken to comply with the Commission's Order of February 12, 2008, entered in the above referenced case.

Respectfully submitted,



Robert C. Moore

RCM/neb

cc: Marty Cogan, Larry Smither and Downstream, Inc.

COMMONWEALTH OF KENTUCKY

BEFORE THE PUBLIC SERVICE COMMISSION

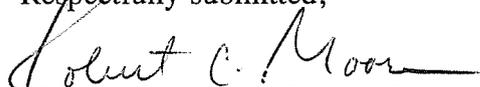
In the Matter of:

JOINT APPLICATION OF DOWNSTREAM, INC.,)
AND FOX RUN UTILITIES, LLC) Case No. 2008-00024
FOR APPROVAL OF THE TRANSFER OF)
WASTEWATER TREATMENT PLANT TO)
FOX RUN UTILITIES, LLC)

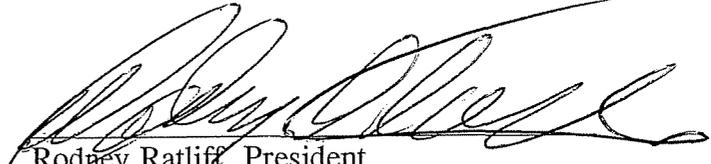
NOTICE OF APPEARANCE OF COUNSEL

Comes Robert C. Moore, Hazelrigg & Cox, LLP, 415 West Main Street, P.O. Box 676, Frankfort, Kentucky 40602-0676, and hereby advises the Public Service Commission that he will be appearing as counsel on behalf of the Joint Applicants in the above styled case. Attached to this Notice of Appearance of Counsel is the signature page of the Joint Application containing a statement indicating that said Joint Application was prepared and filed by counsel.

Respectfully submitted,



Robert C. Moore
Hazelrigg & Cox, LLP
415 West Main Street
P.O. Box 676
Frankfort, Kentucky 40602-0676


Rodney Ratliff, President

Date: November 13, 2007

FOX RUN UTILITIES, LLC

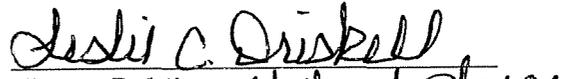

Lawrence W. Smither, Member

Date: JANUARY 7, 2008

STATE OF KENTUCKY)
)
COUNTY OF FRANKLIN)

Signed and sworn to before me by Rodney Ratliff, as President of Downstream, Inc., this the 13th day of November, 2007.

My commission expires: July 22, 2010


Notary Public State at Large

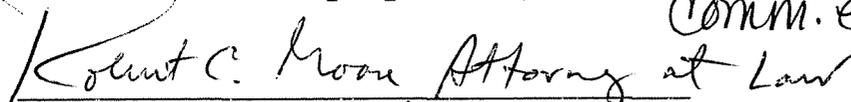
STATE OF KENTUCKY)
)
COUNTY OF OLDHAM)

Signed and sworn to before me by Lawrence W. Smither, as a Member of Fox Run Utilities, LLC, this the 7th day of January, 2008

My commission expires: 4-25-2009


Notary Public
Comm. exp. 4-25-2009

This instrument prepared and filed.


Robert C. Moore Attorney at Law

Robert C. Moore
Hazelrigg & Cox, LLP
415 West Main St., P. O. Box 676⁶
Frankfort, KY 40602