

December 17, 2018

Ms. Gwen R. Pinson
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
P.O. Box 615
Frankfort, KY 40602

RE: Case No. 2018-00369 – In the Matter of: The Joint Application of Aqua America, Inc., SteelRiver Infrastructure Fund North America LP, SteelRiver LDC Investments LP, LDC Parent LLC, LDC Funding LLC, LDC Holdings LLC, PNG Companies LLC, Peoples Gas KY LLC, and Delta Natural Gas Company, Inc. for Approval of an Acquisition of Ownership and Control of PNG Companies LLC and Delta Natural Gas Company, Inc.

Dear Ms. Pinson:

Aqua America, Inc., SteelRiver Infrastructure Fund North America LP, SteelRiver LDC Investments LP, LDC Parent LLC, LDC Funding LLC, LDC Holdings LLC, PNG Companies LLC, Peoples Gas KY LLC, and Delta Natural Gas Company, Inc. (collectively, the "Joint Applicants") respectfully submit this cover letter for an electronic filing being made in this case on this date, serving as the Read1st file. The electronic filing consists of the following:

- Joint Response of the Joint Applicants to the Commission Staff's Initial Data Requests to the Joint Applicants dated December 5, 2018;
- Joint Response of the Joint Applicants to the Attorney General's Initial Data Requests to the Joint Applicants dated December 7, 2018, including attachments thereto; and
- Aqua America, Inc.'s Motion for Confidential Treatment.

Ms. Gwen R. Pinson
December 17, 2018
Page 2

In accordance with 807 KAR 5:001, Section 8, I certify that the electronically filed documents are a true and accurate copy of the same documents being filed in paper medium; that the electronic filing has been transmitted to the Commission on December 17, 2018; that there are currently no parties in this proceeding that the Commission has excused from participation by electronic means; and that the original and one copy of this filing in paper medium will be filed by hand-delivery with the Commission within two business days from the date of the electronic filing.

As noted above, this electronic filing includes a Motion for Confidential Treatment regarding certain information in this filing. Pursuant to 807 KAR 5:001, Section 13(2)(e), the confidential material that is the subject of this Motion is not included in the electronic submission of this filing. One copy of the confidential information in paper medium is also being filed under separate cover.

Should you have any questions regarding the enclosed, please do not hesitate to contact me.

Sincerely,

WYATT, TARRANT & COMBS LLP



Allison L. Brown

ALB/mw
Enclosure

61797191