



Steven L. Beshear  
Governor

Leonard K. Peters  
Secretary  
Energy and Environment Cabinet

Commonwealth of Kentucky  
**Public Service Commission**  
211 Sower Blvd.  
P.O. Box 615  
Frankfort, Kentucky 40602-0615  
Telephone: (502) 564-3940  
Fax: (502) 564-3460  
psc.ky.gov

David L. Armstrong  
Chairman

James W. Gardner  
Vice Chairman

May 8, 2012

M. Todd Osterloh  
Sturgill, Turner, Barker & Moloney, PLLC  
333 West Vine Street  
Suite 1400  
Lexington, KY 40507

RE: Case No. 2012-00133  
Corix Utilities, LLC; Hydro Star, LLC; Utilities, Inc.; and  
Water Service Corporation of Kentucky  
(Transfer of Control)

The Commission staff has reviewed the application in the above case and finds that it meets the minimum filing requirements and has been accepted for filing.

Enclosed please find a stamped filed copy of the first page of your filing. This case has been docketed and will be processed as expeditiously as possible.

If you need further assistance, please contact my staff at 502-564-3940.

Sincerely,

A handwritten signature in cursive script that reads "Linda Faulkner".

Linda Faulkner  
Filings Division Director

cc: Parties of Record

LF/rs

COMMONWEALTH OF KENTUCKY

BEFORE THE PUBLIC SERVICE COMMISSION OF KENTUCKY **FILED**

In the Matter of:

APR 16 2012

PUBLIC SERVICE  
COMMISSION

Joint Application of Corix Utilities (Illinois)	)	
LLC; Hydro Star, LLC; Utilities, Inc.;	)	Case No. 2012-00133
and Water Service Corporation of Kentucky	)	
for the Transfer and Acquisition	)	
of Control Pursuant to KRS 278.020	)	

**APPLICATION FOR APPROVAL OF TRANSFER AND ACQUISITION OF CONTROL**

Corix Utilities (Illinois) LLC (“Corix Utilities”); Hydro Star, LLC (“Hydro Star”); Utilities, Inc. (“UI”); and its Kentucky utility subsidiary, Water Service Corporation of Kentucky (“WSCK”) (collectively “Applicants”) jointly apply to the Public Service Commission of Kentucky (“Commission”) pursuant to KRS 278.020(5) and (6) and 807 KAR 5:001, Section 8, for approval of the indirect transfer of control of WSCK.

**INTRODUCTION**

1. The Applicants seek approval of an indirect transfer and acquisition of control of WSCK that would result from the consummation of the transaction contemplated by that certain Purchase and Sale Agreement (the “PSA”), dated as of February 17, 2012, between Corix Utilities and the Highstar Capital Fund II, L.P. and certain of its affiliates and co-investors<sup>1</sup> (“Highstar”). Pursuant to the PSA, Corix Utilities will acquire 100% of the membership interests in Hydro Star from the Highstar affiliates (hereafter, the “Proposed Transaction”).

<sup>1</sup> The affiliates and co-investors of Highstar Capital Fund II, L.P. that are parties to the PSA are Highstar Capital II Prism Fund, L.P.; Hydro Star Interco, LLC; and American General Life Insurance Company. Highstar owns 100% of the outstanding membership interests in Hydro Star.