BEFORE THE CORPORATION COMMISSION

OF THE STATE OF KANSAS

IN THE MATTER OF THE JOINT APPLICATION OF AQUILA, INC. d/b/a AQUILA NETWORKS – WPK ("WPK") MID-KANSAS ELECTRIC COMPANY, LLC ("MKEC"), JOINT APPLICANTS, FOR AN ORDER APPROVING THE TRANSFER TO MKEC OF WPK'S CERTIFICATES OF CONVENIENCE AND FRANCHISES WITH RESPECT TO ALL OF WPK'S KANSAS ELECTRIC BUSINESS, INCLUDING ITS GENERATION, TRANSMISSION AND LOCAL DISTRIBUTION FACILITIES LOCATED IN THE STATE OF KANSAS, AND FOR OTHER RELATED RELIEF.	]	KCC Docket No. 06-MKEE-524-ACQ

DIRECT TESTIMONY OF

ANDREA C. CRANE

ON BEHALF OF

THE CITIZENS' UTILITY RATEPAYER BOARD

November 22, 2006

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I. STATEMENT OF QUALIFICATIONS

Q. Please state your name and business address.

A. My name is Andrea C. Crane and my business address is One North Main Street, P.O. Box 810, Georgetown, Connecticut 06829.

Q. By whom are you employed and in what capacity?

A. I am Vice President of The Columbia Group, Inc., a financial consulting firm that specializes in utility regulation. In this capacity, I analyze rate filings, prepare expert testimony, and undertake various studies relating to utility rates and regulatory policy. I have held several positions of increasing responsibility since I joined The Columbia Group, Inc. in January 1989.

Q. Please summarize your professional experience in the utility industry.

A. Prior to my association with The Columbia Group, Inc., I held the position of Economic Policy and Analysis Staff Manager for GTE Service Corporation, from December 1987 to January 1989. From June 1982 to September 1987, I was employed by various Bell Atlantic (now Verizon) subsidiaries. While at Bell Atlantic, I held assignments in the Product Management, Treasury, and Regulatory Departments.

Q. Have you previously testified in regulatory proceedings?

A. Yes, since joining The Columbia Group, Inc., I have testified in approximately 230 regulatory proceedings in the states of Arizona, Arkansas, Connecticut, Delaware, Hawaii, Kansas, Kentucky, Maryland, New Jersey, New Mexico, New York, Oklahoma, Pennsylvania, Rhode Island, South Carolina, Vermont, West Virginia and the District of Columbia. These proceedings involved gas, electric, water, wastewater, telephone, solid waste, cable television, and navigation utilities. A list of dockets in which I have filed testimony is included in Appendix A.

Q. What is your educational background?

A. I received a Masters degree in Business Administration, with a concentration in Finance, from Temple University in Philadelphia, Pennsylvania. My undergraduate degree is a B.A. in Chemistry from Temple University.

II. <u>PURPOSE OF TESTIMONY</u>

Q. What is the purpose of your testimony?

A. On or about November 16, 2005, Aquila, Inc. ("Aquila" or "Company") d/b/a Aquila Networks-WPK ("WPK"), and Mid-Kansas Electric Company, LLC ("MKEC") (collectively "Joint Applicants"), filed an Application with the Kansas Corporation Commission ("KCC" or "Commission") requesting approval for the sale of WPK's assets to MKEC. Supplemental testimony was subsequently filed by the parties on or about August 10, 2006.

The Columbia Group, Inc. was engaged by The State of Kansas, Citizens' Utility Ratepayer Board ("CURB") to review the Joint Applicants' Application and to provide recommendations to the KCC regarding the proposed sale.

III. SUMMARY OF CONCLUSIONS

Q. What are your conclusions concerning the Joint Applicants' proposal?

A. Based on my analysis of the Joint Applicants' filing and other documentation in this case, my conclusions are as follows:

1. The sale of WPK is part of a repositioning strategy that is being undertaken by Aquila in order to restore its financial integrity.
2. It appears that the process used to market the assets was reasonable.
3. The proposed transaction will triple the long-term debt of the consolidated MKEC members and will severely reduce the equity component of the MKEC members' capital structure.
4. The KCC should approve the transaction only if it is confident that the financial integrity of the MKEC members will not be jeopardized.
5. If the KCC decides to approve the proposed transaction, the KCC should ensure that the proposed transaction, and its impact on capital structure, will not result in an increase to the rates of the MKEC members' customers.
6. If the KCC decides to approve the proposed transaction, the KCC should put the MKEC members on notice that in any future rate proceeding, the KCC will deny any proposal by a MKEC member that its equity ratio should be increased to rebalance its capital structure as a result of the proposed transaction.

7. If the KCC decides to approve the proposed transaction, the KCC should put the MKEC members on notice that in any future rate proceeding, the KCC will reject any proposal from a MKEC member arguing that it has become significantly more risky due to leverage resulting from the proposed transaction.

8. If the KCC decides to approve the proposed transaction, the KCC should put the MKEC members on notice that in any future rate proceeding, the KCC will reject any proposal from a MKEC member that a hypothetical capital structure should be used to set rates, since its actual capital structure is no longer reasonable due to the proposed transaction.

9. If the KCC decides to approve the proposed transaction, MKEC should be required to meet its estimate of cost savings, or at least to hold ratepayers harmless from any failure to meet its projected savings forecast.

10. If the KCC decides to approve the proposed transaction, the KCC should condition any approval upon a five-year base rate freeze for the WPK customers.

11. If the KCC decides to approve the proposed transaction, the KCC should put the MKEC members on notice that any attempt to recover any portion of the acquisition premium in future rates will be denied by the KCC.

12. If the KCC decides to approve the proposed transaction, the KCC should continue its current ratemaking treatment for the Jeffrey Energy Center ("JEC") lease once the rate freeze expires.

13. If the KCC decides to approve the proposed transaction, the KCC should condition

its approval on Aquila using the sale proceeds to reduce debt.

14. The KCC is not required to approve the proposed transaction. In fact, it may be more beneficial to both the ratepayers of WPK and of the MKEC members if the KCC denies the proposed transaction and instead works with Aquila to continue to improve its financial condition. In no event should the KCC approve the transaction without the ratepayer safeguards outlined above.

IV. BACKGROUND OF THE PROPOSED TRANSACTION

Q. Please provide a brief description of MKEC.

A. As described on page 2 of the Direct Testimony of L. Earl Watkins, Jr., MKEC is a coalition of five Kansas cooperatives, and one subsidiary of a cooperative, that was organized for the purpose of acquiring WPK's electric utility business and operations in Kansas. MKEC was formed as a limited liability company. The members of MKEC are Lane-Scott Electric Cooperative, Inc. ("Lane-Scott"), Prairie Land Electric Cooperative Association, Inc. ("Prairie"), Victory Electric Cooperative Association, Inc. ("Victory"), Western Cooperative Electric Association, Inc. ("Western"), Wheatland Electric Cooperative, Inc. ("Wheatland"), and Southern Pioneer Electric Company ("Southern Pioneer"), which is a subsidiary of Pioneer Electric Cooperative, Inc. ("Pioneer"). The members of MKEC also own Sunflower Electric Power Cooperative ("Sunflower").

Wheatland is currently regulated by the KCC while the other members of MKEC are not. However, MKEC has expressed its intent to spin-off the acquired assets to its members. Distribution and transmission assets would by spun-off to each MKEC member while the generation assets would be spun-off to Sunflower. Once that occurs, it is anticipated that Victory, Prairie, and Southern Pioneer would also become subject to PSC regulation.

Collectively, the members of MKEC serve approximately 54,000 connected services. The members have combined revenues of approximately $139 million and combined equity of approximately $127.6 million. This transaction is very significant in terms of its impact on the MKEC members and its customers. It will more than double the customer base of the MKEC members and require significant amounts of new debt to be supported by the members.

Q. Please provide a description of the proposed transaction.

A. WPK currently serves approximately 68,500 retail electric customers in Kansas. Approximately 76% of WPK's customers are residential customers and about 23% are commercial customers. WPK has approximately 2,755,000 MWHs of annual sales and $186 million in annual revenues.

MKEC originally proposed to purchase all of WPK's electric utility assets, including generation, transmission, and distribution assets. The base purchase price was originally established at $255.2 million, subject to some adjustments, plus working capital. According to the testimony of Raffiq Nathoo, the base purchase price assumed net property, plant and equipment of $187,013,000, as of June 30, 2004. WPK would also receive the book value of certain working capital and other assets proposed to be transferred in the sale, including the book value of FERC accounts related to accounts receivable, inventory, prepayments, deferred charges and buyouts related to vehicle leases. The total cost to MKEC was originally estimated at approximately $296.5 million, including the base purchase price, certain anticipated adjustments in net plant through the closing date, an adjustment relating to pension costs, and assumed working capital of approximately $25.2 million. It was also estimated that MKEC would incur approximately $4.5 million in fees and related transaction expenses.

Pursuant to the original Application, the Joint Applicants proposed that MKEC's members would operate and maintain the distribution assets being acquired, while Sunflower would operate and maintain the transmission and generation assets. The Joint Applicants proposed that each MKEC member and Sunflower would operate its portion of the WPK assets pursuant to a Service and Operations Agreement. Pursuant to those agreements, each MKEC member and Sunflower would be compensated for the costs incurred in operating and maintaining their portion of the WPK assets. In addition, MKEC customers would interface with whichever member of MKEC was responsible for the customer's portion of the service territory. Questions about billing and service, as well as customer complaints, would be handled by each respective MKEC member.

Q. What generation supply assets are being acquired as part of the proposed transaction?

A. Under the initial proposal, MKEC would have acquired 558 MW of generation assets, as shown below:

Generation Asset	Capacity (MW)	Net Energy 2004 (GWh)
Arthur Mullergren #3	96	76
Cimarron River #1-2	72	56
Clifton #1-2	71	1
Judson Large #4	142	286
Jeffrey #1-3 (Lease)	177	1,202
Total	558	1,620

Q. Were there changes to the transaction subsequently made by the parties?

A. Yes, there were. The transaction as originally proposed envisioned that MKEC would purchase WPK's 8% lease interest in JEC that expires January 3, 2019. Under the lease, WPK has the right to either extend the JEC lease or buy-out the leased assets upon expiration of the initial term. Pursuant to the lease, Westar has preferential purchase rights to this 8% interest. Thus, Westar's approval was required if the 8% interest was to be sold to MKEC. The procedural schedule in this case was significantly delayed by negotiations among WPK, the MKEC members, and Westar relating to this issue. In Supplemental Testimony filed in

August 2006, the parties, including Westar, notified the KCC that they could not reach an agreement on the sale of this 8% interest to MKEC. Therefore, an amendment to the original agreement was developed that included the sale of WPK's 8% interest in JEC to Westar and a Westar-MKEC participation agreement that will require Westar to sell the capacity and energy associated with this 8% interest to MKEC. It is anticipated that MKEC will use point-to-point transmission service under the Southwest Power Pool's Open Access Transmission Tariff ("OATT") to receive delivery of the JEC power.

As a result of this amendment, the purchase price to be paid by MKEC has been reduced by the net plant amount of $17,868,000 relating to the JEC 8% interest, and further reduced by $2 million. The resulting revised base purchase price is $235,332,000. The Westar-MKEC participation agreement expires on January 3, 2019, the date of termination of the original Westar-WPK lease agreement.

Pursuant to the participation agreement, MKEC will be required to make monthly payments to Westar that cover the following:

- A base charge constituting of a levelized payment of the net present value of rent payable under the JEC lease during the term of the Westar-MKEC agreement, and the net plant amount of any leasehold improvements relating to the JEC 8% interest paid by Westar upon the closing of the WPK-Westar transaction;
- 8% of post-closing JEC capital expenditures based on an average amortization period of 17.5 years;
- carrying charges on working capital including coal and spare parts inventory

attributable to 8% of JEC;

- 8% of JEC operating and maintenance costs;
- taxes other than income taxes attributable to 8% of JEC.

In addition, MKEC will pay an energy charge consisting of the monthly average per MW fuel-related costs of Westar's JEC generation, and the amount of Westar's costs to acquire additional emissions allowances required for JEC that are allocable to capacity purchased under the participation agreement. The net effect of the amendment is to reduce the base purchase price and to levelize payments over the remaining term of the lease.

Q. Has there also been a change in the manner in which the MKEC members will support the operations of MKEC?

A. Yes, there has. It was initially envisioned that MKEC members would be responsible for the operation and maintenance of the distribution assets through Service and Operating Agreements entered into between MKEC and each member. It was envisioned that each MKEC member would be reimbursed for its costs of operating and maintaining a portion of the MKEC system. It was subsequently decided by the MKEC members that, due to operational differences among the members, each MKEC member should lease a portion of the assets from MKEC. Under the Lease Agreements, each MKEC member will pay a monthly base lease fee, equal to 125% of the interest on that member's share of the MKEC loan balance. Each MKEC member will be responsible for the operation and maintenance of that portion of the WPK system assigned to it under the Lease Agreement.

Q. Will the proposed transaction result in any acquisition premium being booked by the purchaser?

A. Yes, it will. According to the response to CURB-127, MKEC estimates that it will book an acquisition premium of $45.5 million. Initially, this acquisition premium will be recorded on the books and records of MKEC. Once the assets are spun-down to each MKEC member, I presume that a proportionate share of each member's acquisition premium would similarly be spun-down, from MKEC to the respective MKEC members.

Q. Will MKEC adopt the current rates of WPK for the customers being acquired?

A. MKEC will initially adopt the current rates of WPK, including the Energy Cost Adjustment ("ECA") and will freeze base rates for five years. According to the Direct Testimony of Mr. Watkins, at the end of the five-year period, MKEC would be expected "to file a rate case with the KCC based on MKEC's cost of service along with a request to recover any remaining acquisition premium based on a showing of off-setting savings." Mr. Watkins stated that MKEC is proposing a five-year rate freeze, "with an exception for expenses associated with construction of transmission facilities ordered by a governmental agency, Regional Transmission Organization ("RTO"), or required to comply with North American Electric Reliability Criteria ("NERC")." [1]

In response to later discovery, MKEC indicated that it planned to spin-down the assets to each MKEC member sooner than the five-year horizon noted in Mr. Watkins Direct Testimony. According to the response to KCC-8, "it is the intent of the Members of MKEC to spin-out the properties to the respective MKEC companies and Sunflower as soon as practical once required RUS [Rural Utilities Service] consents are obtained."

Q. Will the current WPK customers become members of a cooperative once MKEC purchases the assets?

A. No, until the spin-off occurs, the former customers of WPK will not be members of a cooperative. However, assuming that a spin-off is approved and does occur, then the WPK customers will become customers of each MKEC member. At that time, all of the customers, with the exception of the customers of Southern Pioneer, will be members of a cooperative.

Q. Will WPK customers be eligible for patronage capital credits?

A. According to the Supplemental Testimony of Mr. Watkins, each of the MKEC members except for Southern Pioneer, has passed a board resolution stating that it will allocate patronage to the new customers of MKEC that each member will be serving if the

1 Direct Testimony of Mr. Watkins, page 16.

acquisition is approved. Southern Pioneer is organized as a C-corporation, not as a cooperative, and therefore it will not be allocating patronage capital to the customers that its serves.

Q. How many customers does each of the MKEC members currently serve and how many WPK customers will be assigned to each MKEC member?

A. According to the responses to KCC-26 and KCC-27, the total number of current and acquired customers are as follows:

	Current Customers	Customers Acquired From WPK
Lane-Scott	2,813	2,458
Pioneer	15,100	16,475
Prairie	8,644	15,183
Western	4,196	5,961
Victory	4,460	14,086
Wheatland	17,281	14,307
Total	53,214	68,470

Thus, the proposed transaction will more than double the number of customers served by MKEC members in the aggregate. In some cases, the proposed transaction will double or triple the number of customers served.

Q. How did WPK market the assets?

A. WPK announced its intention to sell the assets on March 14, 2005. In the Press Release announcing the sale, the Company stated that it was pursuing "the selective divestiture of regulated utility assets to raise funds to further strengthen the company's balance sheet and provide the catalyst for future investment in regulated capital projects." The Company announced that it was considering the divestiture of natural gas properties in Michigan, Minnesota, and Missouri; of electric operations in Colorado and Kansas; and of the St. Joseph Light & Power Company in Missouri.

The Blackstone Group was selected to serve as an advisor in the development of the Company's repositioning plan. The principal advisors for the execution of the divestiture plan were Lehman Brothers and The Blackstone Group. In addition, Evercore Partners was selected to serve as an independent advisor to the Company's Board of Directors.

In order to execute the divestiture plan, over 100 companies were contacted by the Company's advisors and 41 firms signed confidentiality agreements and received confidential information about the businesses being sold. On June 13, 2005, several parties submitted non-binding indicative bids. A subset of these submissions was then selected and negotiations commenced with multiple parties until an agreement with MKEC was reached.

Q. How does Aquila plan to use the proceeds of the proposed sale?

A. According to the Direct Testimony of Raffiq Nathoo at page 4, "Aquila's primary use of proceeds will be the reduction of debt. Aquila may also use proceeds to fund capital investment to maintain the integrity of its utility operations, consistent with the Repositioning Plan objectives."

Q. How did WPK evaluate the WPK assets and develop a proposed purchase price?

A. MKEC hired UBS Investment Bank to assist with the valuation. UBS analyzed the proposed transaction in a number of ways, primarily relying upon three quantitative analyses: the fair market value method, the discounted cash flow analysis, and a debt service coverage analysis. UBS concluded that "the price MKEC and Kansas Electric have agreed to is in-line with the average and median multiple of EBITDA of comparable transactions from 1999 to 2005, is below the level of transactions since January 2004, and is also below the average trading level of a peer group of companies."[2]

Q. How will the proposed transaction be financed?

A. As described in the testimony of J. Andrew Don, the National Rural Utilities Cooperative Finance Corporation ("CFC") provides financing to members. CFC issues long-, medium, and short-term debt in both the domestic and foreign capital markets. The National

2 Testimony of Mr. Hulse, page 12.

Cooperative Services Corporation ("NCSC") was incorporated in 1981 as a private cooperative association that provides financing to the for-profit and non-profit entities that are owned, operated or controlled by, or provide substantial benefit to, members of CFC. CFC is the primary source of funding for NCSC and provides management services through a management agreement that is automatically renewable on an annual basis unless terminated by either party.

According to Mr. Hulse's Direct Testimony, CFC has performed its own financial analysis and approved a loan to MKEC of $320 million, $23.5 million more than the original base purchase price, plus adjustments, working capital, and transaction fees and expenses of $4.5 million. Thus, the transaction will be financed entirely with debt.

While an amount of $320 million was approved, it is now anticipated that the actual loan will be for $278.8 million, to purchase all of the WPK assets and to provide for working capital needs. There will be two term loans involved: Term Loan A, a 2-year secured term-loan in the amount of $222 million, secured by a first lien on all of MKEC's assets and revenue. This facility will be funded and held by a syndicate of lenders, which may include NCSC. Term Loan B, in the amount of $41.8 million, will be a 2-year unsecured loan. There will also be a revolving credit facility of $15 million, for a two-year term, used for working capital needs. It should be noted that these financial vehicles are all short-term loans and are being perceived as bridge loans that will have to be repaid. The MKEC members will execute a Lease Agreement with MKEC to obtain rights to serve the customers in MKEC's service territory upon the closing of the acquisition. The MKEC members will pay a lease fee that will cover MKEC's operating costs and debt service. The Lease Agreement will have a term of three years or sufficient maturity to accommodate the planned spin-down of the assets. Each MKEC member will make a separate application to CFC for funding to purchase its share of the assets. MKEC will obtain long-term funding for the generation and transmission assets to be operated by Sunflower.

Q. What is the impact of the proposed transaction on the employees of WPK?

A. MKEC will offer employment to all WPK employees that currently serve the affected customers. According to the testimony of Mr. Watkins at page 5, "there are currently no plans to relocate any of the employees who are directly involved in providing service. The final location of employees is dependent upon acceptance of employment offers." According to Mr. Empson's Direct Testimony at page 2, there are 218 employees that will be offered jobs by MKEC as part of the transaction. Mr. Empson goes on to state that these employees will offered employment by MKEC "at their same rate of pay and with substantially the same benefits."

V. EVALUATION OF THE PROPOSED TRANSACTION

Q. What factors are the KCC likely to consider when evaluating the proposed transaction?

A. As discussed in the Direct Testimony of Mr. Watkins at page 7, the KCC has generally held that a merger or acquisition should be "in the public interest."[3] Mr. Watkins outlines various

3 I am not an attorney and my testimony is not intended to draw legal conclusions. Rather, I am offering my

factors that the KCC has indicated it would consider when determining whether a merger or acquisition is in the public interest. These factors, as stated on pages 7-8 of Mr. Watkins' Direct Testimony, are:

a. The effect of the transaction on consumers, including (i) the effect of the proposed transaction on the financial condition of the newly created entity as compared to the financial condition of the stand-alone entity; (ii) reasonableness of the purchase price, including whether the purchase price was reasonable in light of the savings that can be demonstrated from the merger and whether the purchase price is within a reasonable range; (iii) whether ratepayer benefits resulting from the transaction can be quantified; (iv) whether there are operational synergies that justify payment of a premium in excess of book value; and (v) the effect of the proposed transaction on the existing competition.

b. The effect of the transaction on the environment.

c. Whether the proposed transaction will be beneficial on an overall basis to state and local economies and to communities in the area served by the resulting public utility operations in the state.

d. Whether the proposed transaction will preserve the jurisdiction of the Commission to effectively regulate and audit public utility operations in the state;

e. Whether the transaction maximizes the use of Kansas energy resources;

f. Whether the transaction will reduce the possibility of economic waste;

opinions as an expert witness in utility regulation and regulatory policy.

g. What impact, if any, the transaction has on the public safety.

Q. What effect will the proposed transaction have on the financial condition of the newly created entity as compared to the financial condition of the stand-alone entity?

A. As discussed, the sale of WPK is part of a repositioning strategy that is being undertaken by Aquila in order to restore its financial integrity. As noted in the Press Release announcing the sale, from 2003-2005, Aquila "successfully executed more than 30 major initiatives to stabilize the company's financial condition and improve the financial performance of our regulated utility business."

Aquila's financial difficulties stem largely from the failure of several unregulated business enterprises. As a result, the Company's credit rating and capital structure were weakened. In Docket No. 02-UTCG-701-GIG, the KCC initiated an investigation of Aquila's financial condition. Through this proceeding, the KCC has been involved in reviewing Aquila's repositioning plan. If the proceeds from the proposed transaction are used for debt reduction, then the proposed sale could improve Aquila's financial condition, which would be a benefit to the natural gas properties in Kansas and to the ratepayers of those gas properties. Thus, from the perspective of debt reduction, the proposed sale is a positive step that should benefit Aquila's natural gas customers in the State.

At issue, however, is whether the proposed transaction will have a positive impact on the acquiring entity, in this case, MKEC and its members. Thus, there are conflicting interests to be considered. While a high purchase price is generally a benefit to Aquila and its existing gas customers, a high purchase price is generally not beneficial to MKEC, which must finance the transaction. In addition, a high purchase price could be detrimental to the current WPK customers, should the KCC at some point in the future permit the MKEC members to recover any portion of the acquisition premium from the acquired customer base.

According to the response to CURB-119, at the end of 2005 the MKEC members had long-term debt ranging from 25% in the case of Western to almost 70% in the case of Wheatland. Total long-term debt was $170.4 million, resulting in a composite debt ratio of about 57% for the group. Approximately $133.7 million of the new debt is anticipated to be used to finance distribution facilities. Thus, the proposed transaction will almost double the long-term debt of the consolidated MKEC members and will severely reduce the equity component of the MKEC members' capital structure. The increase in long-term debt is even greater when the new debt used to finance the transmission and generation assets is considered.

Q. Given the significant increase in debt, and the impact on capital structure, what do you recommend?

A. If the KCC approves the transaction, I recommend that the KCC condition its approval on an agreement that the proposed transaction, and its impact on capital structure, will not result in an increase to the rates of customers of the MKEC members. Cooperative utilities have traditionally argued that they need to maintain a certain debt/equity ratio. In addition, they have argued that if the equity ratio is not currently being met, then they should be entitled to a return on equity premium, collected over a multi-year period, in order to achieve the targeted equity ratio within a fixed period of time. Given the likely deterioration in equity ratios resulting from this transaction, the MKEC members may argue in the future that they need return on equity premiums to correct their capital structure imbalances.

It was clearly the decision of the management of the MKEC members to pursue the proposed transaction. Thus, existing ratepayers should not be penalized with higher rates as a result of this acquisition. I recommend that in any future rate proceeding, the KCC deny any proposal by a MKEC member that its equity ratio should be increased to rebalance its capital structure as a result of the proposed transaction.

In addition, a MKEC member may argue in a future rate proceeding that it has become significantly more risky, since it is so highly leveraged as a result of the proposed transaction. Or, a MKEC member may argue that a hypothetical capital structure should be used to set rates, since its actual capital structures is no longer reasonable. Both of these claims should be rejected by the KCC. In fact, as a condition of approval, the KCC should make it clear that it will not impute additional equity into the capital structure, nor will it provide the companies with an equity premium due to increased risk. The management of MKEC must be willing to live with the consequences of its decision to pursue this acquisition. Those consequences will include a tremendous shift in the capital structures of the MKEC members and significantly more financial leverage. Rates should not be increased to existing customers as a result of acquisition efforts undertaken by management.

Q. Will the safeguards referenced above be sufficient to ensure that ratepayers are not harmed by the proposed transaction?

A. No, they will not, for several reasons. First, once the assets are spun-down, there will be two MKEC members that will not be regulated by the KCC. I understand from counsel that the KCC cannot mandate conditions for the existing customers of these cooperatives. While these cooperatives are not regulated by the KCC, the KCC should be mindful of the impact of the proposed transaction on the financial condition of these cooperatives prior to approving the sale. While the KCC may not have the ability to regulate these two cooperatives, as part of the proposed transaction it is being asked to approve the transfer of over 8,400 currently-regulated customers to these two entities. Thus, the KCC has an obligation to ensure that the entities to which these customers are being transferred are financial viable.

Second, while the conditions outlined above will provide some protection to the current customers of both WPK and the MKEC members, the KCC must ask itself what it will do if MKEC, or some or all of the MKEC members, ultimately encounter financial difficulties as a result of the proposed transaction. The KCC must be absolutely convinced that the MKEC members will be able to meet their financial obligations relating to the transaction, including their debt service obligations, if it approves the proposed transaction.

Third, there is no assurance that the MKEC members will ever obtain the necessary financing for each cooperative to buy its share of the respective assets. The current financing is short-term, and must be repaid in two years. While the assumption is that the CFC, or some other lender, will provide each MKEC member with the financing necessary to purchase its share of the assets, that is by no means a certainty. The MKEC members could find themselves in the position of having to repay CFC in two years, with no prospect for obtaining permanent financing. Thus, the proposed transaction is a Pandora's Box. In the event of the members' financial difficulties, having opened the Box, it will be impossible to stop the problems that may be visited upon them.

Q. Won't the KCC have the opportunity to approve or deny the eventual spin-down of the assets to each MKEC member?

A. Yes, it is my understanding that the eventual spin-down will require KCC approval. However, as previously discussed, once the KCC approves this transaction, it will be somewhat limited in the actions that it can take in the future should the MKEC members encounter financial difficulties. Whether the assets remain with MKEC or are spun-down, the fact is that each MKEC member is taking on a tremendous amount of debt. Moreover, neither MKEC nor the MKEC members have permanent financing in place. The UBS financial projections indicate that there is not a large margin of error available to the MKEC members with regard to the financial viability of the transaction. Given the significant debt loads, and the uncertainty inherent in estimating future cost savings, the MKEC members may find themselves in the future without the financial capacity necessary to provide safe and reliable utility service. These are all factors that must be considered by the KCC as it evaluates the proposed transaction.

Q. Do you believe that the purchase price was reasonable?

A. Based on the solicitation process, and on the analyses performed by UBS, I have no reason to doubt that the purchase price is reasonable relative to the prices paid in other acquisition cases and relative to the expected level of cash flow. The divestitures process was administered by investment bankers with extensive experience in the purchase and sale of business entities. It certainly appears that a comprehensive effort was undertaken to notify and inform potential bidders about the sale. In addition, it appears that the evaluation process was thorough and fair. In summary, I believe that the purchase price was negotiated between independent third parties, each of whom had an incentive to obtain the best possible deal.

In evaluating the reasonableness of the purchase price, however, it is useful to consider the motivation of the buyer and seller in entering into this transaction. Aquila's motivation is clear, i.e., to obtain the best possible price for the properties. The motivation of the MKEC members is less clear, although it appears that a significant factor in the purchase was the ability to justify new coal-fired generation facilities being constructed by Sunflower. The WPK customers provide a ready-market for this power. The proposed acquisition will certainly make the new generation facilities more attractive. As stated on page 16 of Mr. Watkins's Supplemental Testimony, Sunflower has committed to 125-150 MW of a 700 MW coal-fired unit being constructed at the Holcomb plant site (one of three) and plans to allocate most of this generation to serving the WPK customers.

Q. Can ratepayer benefits resulting from the transaction be quantified?

The Company has indicated that it expects to achieve the following savings as a result of the proposed transaction:[4]

	Year 5 Annual ($000)	Cumulative First 5 Years ($000)
Power Supply	10,003	42,534
Transmission	4,530	14,731
Distribution	0	0
A&G	7,674	36,238
Income Tax	4,995	24,975
Total	27,203	118,477

The Joint Applicants are estimating total cost savings over a five-year period of approximately $118.5 million. This includes fuel cost savings of $30.0 million, capacity savings of $5.7 million, and substantial savings relating to administrative and general functions and income tax expense.

Q. Are you recommending any adjustment to the savings estimated by MKEC?

A. No, I am not. It is very difficult, if not impossible, to accurately estimate ratepayer savings,

4 Testimony of Mr. Eicher, page 4.

or to track actual savings after a merger or acquisition takes place. Therefore, actual savings may be higher or lower than those projected by MKEC. However, I am not recommending any adjustment to the savings estimated by MKEC. Moreover, I believe that MKEC should be required to meet this savings estimate, or at least to hold ratepayers harmless from a failure to meet its projected savings forecast.

Q. What is MKEC's proposal for treatment of the proposed savings?

A. MKEC is proposing that the rates of WPK customers be frozen over a five-year period, except for the ECA and except for recovery of certain capital costs relating to construction of transmission facilities ordered by a governmental agency, RTO, or required to comply with NERC criteria. Under MKEC's proposal, during this five-year period, fuel and purchased power expense savings would be flowed back to customers through an ECA. All other savings would accrue to the MKEC members during the first five years following the acquisition. After the rate freeze period expires, MKEC has stated that it may attempt to utilize any cost savings to justify recovery of all or a portion of the acquisition premium.

Since the Company filed its Direct Testimony, it appears to have accelerated its plans to spin-down the assets to the MKEC members. As stated in Mr. Watkins Supplemental Testimony, the MKEC members, with the exception of Southern Pioneer, have all passed resolutions stating their intentions to exercise their respective purchase options "as soon as acceptable financing can be obtained and the necessary wholesale rate from the MKEC is approved by the KCC." It is not clear if the MKEC members still envision a five-year rate freeze for the WPK customers, or whether the MKEC members would attempt to implement new rates at some point prior to the five-year timeframe.

Q. What is your recommendation with regard to proposed cost savings?

A. The Company has attempted to quantify the benefits that it alleges will accrue to ratepayers as a result of the proposed acquisition. However, the fact is that it is very difficult, if not impossible, to track benefits of any particular transaction, such as an acquisition. Moreover, tracking of any such benefits becomes even more difficult the further out in time one goes from the closing date. Nevertheless, the MKEC members apparently based their bid for WPK on their analysis of potential cost savings and that analysis is the only estimate that has been presented in the case to date. Since that estimate was relied upon by MKEC in developing the price that it was willing to pay for WPK, then the KCC should rely upon it in considering the financial ability of MKEC to enter into this transaction.

Accordingly I recommend that the KCC condition its approval of the proposed transaction upon a five-year rate freeze for the WPK customers, except for energy costs that would continue to be reflected through an ECA. During this period, any additional cost savings would be retained by the MKEC members and could be used for recovery of the acquisition premium. At the end of the five-year period, MKEC or its members could file for new rates. However, the MKEC members should be prohibited from requesting recovery of any portion of the acquisition premium in the future.

Q. Does the KCC have the ability to mandate a five-year rate freeze for all of the MKEC members?

A. This is an interesting question. As noted, there are currently several MKEC members that are not regulated by the KCC. Moreover, once the assets are spun-down, two of the MKEC members (Lane-Scott and Western) will not be regulated by the KCC. Therefore, there is an issue as to whether the KCC will have the ability to enforce a five-year rate freeze once the assets are spun-down. However, I assume that the affected MKEC members can voluntarily agree to a five-year rate freeze as a condition of approval of the proposed transaction. The KCC should ensure that a five-year rate freeze will be implemented by all MKEC members, including those which are not regulated, or will not be regulated, by the KCC.

Q. Are there operational synergies that can justify the payment of a acquisition premium?

A. I do not believe that an acquisition premium can ever be justified on the basis of operational synergies. Moreover, operational synergies will be especially difficult to measure in this case. While the assets will be owned initially by one entity, i.e., MKEC, the actual operational control will reside with a variety of entities. The proposed organizational structure will make it virtually impossible to quantify operational synergies, much less to argue that those synergies somehow justify recovery of an acquisition premium from ratepayers. This is especially true for the WPK ratepayers, who did not initiate the sale and had no voice in the decision to be divested from Aquila.

Unlike some acquisitions where utility assets are being sold to an existing utility of considerable size, in this case, the assets are being divided among six entities, each of whom have different operational characteristics, billing systems, and management. Thus, the integration of the WPK system into the systems of the MKEC members, even before any spin-down of the assets takes place, will be relatively complex. The unique structure of this transaction makes it even more difficult to estimate operational synergies that may result in cost savings. In fact, given the decentralized nature of this transaction, there may not be any synergies at all. In addition, the acquiring companies are very small, relative to the acquiring companies in many other utility acquisitions. In some cases, the MKEC member is acquiring many more customers than the MKEC member currently has, which further complicates the integration process and makes operational synergies even more questionable.

Thus, while I have no objection to the purchase price agreed to by MKEC, I do not believe that the estimate of operational synergies is sufficient justification for recovery of any acquisition premium from ratepayers. If MKEC's estimate of cost savings during the first five years is accurate, then these cost savings will more than cover the acquisition premium paid by MKEC. If, however, such cost saving do not materialize, then MKEC management, and not its ratepayers, should be responsible for the consequences. According to MKEC's projections, there are more than sufficient non-fuel savings in the first five years to provide for recovery of the acquisition premium. MKEC should be held to its estimates and put on notice that no acquisition premium will be recognized in rates once the rate freeze expires.

Q. Doesn't MKEC acknowledge that if it seeks recovery of the acquisition premium in the

future, it will be required to obtain approval from the KCC and to show that savings have occurred that equal or exceed the premium being requested?

A. Yes. However, as previously stated, it is virtually impossible to quantify actual cost savings associated with a merger or acquisition. This exercise becomes more and more difficult as the years pass. In addition, in this case, the situation is compounded by the fact that there will be six different entities actually providing utility service. Even before the assets are spun-down, the cost to serve a MKEC customer will depend on where that customer is located and which MKEC member is providing the customer's service. This further complicates an already difficult financial analysis. Finally, from a policy perspective, I do not believe that it is appropriate to make ratepayers pay higher rates in order to recover an acquisition premium. It is the management of the purchaser that is ultimately responsible for the acquisition premium, since it was the purchaser's management that determined the amount to bid for the assets. Ratepayers did not have any role in that analysis and they should not pay higher rates as a result of those acquisition decisions. While I am familiar with the old argument that in a cooperative, the ratepayers are the owners and thus are ultimately responsible for all decisions, the fact of the matter is that the vast majority of cooperative customers play no role in the management of the cooperative and have no voice in the decisions make by the cooperative, including decisions regarding the purchase price for utility acquisitions. Thus, for all these reasons, any attempt to recover any portion of the acquisition premium from ratepayers once the rate freeze expires should be denied.

Q. Should the KCC permit MKEC to increase rates during the five-year rate freeze period to reflect increases in capital costs relating to construction of transmission facilities ordered by a governmental agency, RTO, or required to comply with NERC criteria?

A. No, it should not. MKEC should be able to fund the revenue requirement impact of these additions through projected transmission savings. Moreover, the proposed exception is far too broad. MKEC could claim that virtually any capital addition was required to comply with NERC criteria. The Company has not provided any supporting detail in its testimony regarding the specific criteria for justifying these capital additions or a specific mechanism to recover the associated costs from ratepayers during the rate freeze. Therefore, I recommend that the Company's request for an exception to its rate freeze be denied.

Q. Do you have other concerns about the future ratemaking consequences of the proposed transaction?

A. Yes, I do. In regulating WPK, the KCC has traditionally viewed the 8% interest in JEC as if the assets were actually owned by WPK. Thus, the ratemaking allowance associated with the lease has not necessarily been equal to the annual lease payments. The KCC should consider continuing this ratemaking treatment for MKEC. Thus, instead of reflecting the actual lease payments in rates, the KCC should consider a ratemaking adjustment in future cases involving MKEC or its members, to reflect continuation of the ratemaking treatment previously applied to the JEC lease when regulating WPK.

Q. Will the proposed transaction have any effect on existing competition?

A. Mr. Watkins claims that the proposed transaction will not impact competition, since there "will be no reduction in the number of retail energy suppliers for customers included in the acquisition." This is technically true as long as MKEC holds the assets. However, once the assets are spun-down, then there will be a net reduction of the retail energy suppliers in Kansas. In reality, a reduction in the number of retail suppliers occurs once the assets are sold, since MKEC is not an independent entity but rather is a coalition of six other existing retail providers. Therefore, one independent utility will be effectively removed from the State as soon as the transaction is completed. However, given that the State of Kansas does not have retail electric competition, I do not believe that this is a serious concern.

Q. What is the impact of the proposed transaction on the environment?

A. It is difficult to say. To the extent that the transaction will allow for a net reduction of 20 MW of capacity, due to joint dispatch of the Sunflower and MKEC load, there may be a very slight positive benefit. However, it appears that MKEC's long-term plan is to substitute gas-fired generation with generation from a new coal-facility. If the proposed transaction provides Sunflower with the customer base that allows it to justify construction of new coal-fired plant, then the net impact on the environment could be negative.

In addressing environmental issues, Mr. Watkins states on page 13 of his Direct Testimony that "the MKEC members and Sunflower conduct their operations to meet or exceed state and federal environmental regulations." However, there is no indication that the manner in which MKEC members and Sunflower conduct their operations is any more environmentally-friendly than the manner in which WPK currently conducts its operations. Thus, I do not believe that the Joint Applicants have demonstrated that the proposed transaction would necessarily have a positive impact on the environment.

Q. Will the proposed transaction be beneficial on an overall basis to state and local economies and to communities in the area served by the resulting public utility operations in the state?

A. I don't believe that the proposed transaction will have much of an impact on the state and local economies or on the local communities. While Mr. Watkins states that the proposed transaction should have a net benefit on state and local economies and communities because "MKEC members have a vested interest in the customers they serve", investor-owned utilities have also generally demonstrated a vested interest in their service territories. Mr. Watkins goes on to state that "the MKEC members and their employees have a history of community service, civil organization participation and economic development assistance", but there is no reason to believe that MKEC's commitment in their areas will necessarily be stronger than WPK's. Thus, I would not expect the impact on the state and local economies or on local communities to be significant.

Q. Will the proposed transaction preserve the jurisdiction of the Commission to effectively regulate and audit public utility operations in the State?

A. The proposed transaction will preserve the jurisdiction of the KCC initially, since MKEC will be a regulated entity. However, once the assets are spun-down, as ultimately envisioned by MKEC, then the jurisdiction of the KCC will depend on the specific MKEC member that receives the assets. Currently only Wheatland is subject to KCC jurisdiction.[5] After the transaction is approved, Prairie, Victory, and Southern Pioneer will also be subject to KCC jurisdiction. Only Western and Lane-Scott will continue to be exempt.

As discussed previously, if the proposed transaction is approved, the KCC should obtain the agreement of all the MKEC members, including Western and Lane-Scott, that they will honor the proposed five-year base rate freeze.

Q. Is the level of regulatory oversight given by the KCC to cooperative utilities the same as the level of oversight given to investor-owned utilities?

A. In my opinion, it is not. In the past, the KCC has appeared to be less vigilant about the regulation of cooperative utilities, arguing that since the ratepayers are also the owners, then the conflict of interest between shareholders and ratepayers that traditionally exists in a regulated entity no longer exists in a cooperative. In certain circumstances, the KCC has expressed the opinion that since the cooperatives' owners are its customers, there is no need to worry about the conflicts that might be present with an investor-owned utility. I disagree.

5 Pioneer is also subject to KCC regulation but Pioneer is not a member of MKEC.

As discussed above, very few customers of a cooperative actively participate in the decision-making process. Thus, in a cooperative, decisions affecting many are made by a very few. The Kansas legislature determined that cooperatives meeting certain requirements should continue to be regulated by the KCC. If the legislature believed that no regulation was necessary, given the fact that a cooperative's customers are its owners, it would not have given the KCC this authority or this responsibility. But the fact is that the legislative did grant this authority to the KCC. In my opinion, the KCC has the responsibility to take this authority seriously and to regulate cooperatives as vigorously as it does the investor-owned utilities in the State.

Q. What impact does the proposed transaction have on the use of Kansas energy resources?

A. MKEC states that while WPK has a 7% reserve margin, based on the projected 2005 peak load, approximately 380 MW or 68% of the capacity is oil/gas-fired, which is uneconomical to run. MKEC states that an optimal mix would be approximately 60-70% coal-fired generation. MKEC alleges that the high percentage of oil/gas fired generation has resulted in high ECAs to WPK customers.

In addition, MKEC states that various constraints require the Judson Large, Cimarron, and Arthur Mullergren stations be operated as Reliability Must Run ("RMR") units, which limits WPK's ability to utilize low-fuel cost units. MKEC anticipates making transmission upgrades that will eliminate the RMR status of these stations. It anticipates that Arthur Mullergren could be removed from RMR status as early as one year after the acquisition, while Judson Large and Cimarron could be removed from RMR status as early as three years after closing of the proposed transaction. The Company estimates total fuel savings of $4-8 million per year resulting from the proposed transaction.

According to the testimony of Mr. Watkins at page 11, the transaction will allow current coal-fired generation owned and operated by Sunflower to be used to serve MKEC load. MKEC contends that this will have a beneficial effect overall on Kansas energy resources, since there is 20 MW of peak load diversity between Sunflower and the WPK system. Mr. Watkins also state that the transaction will "allow Sunflower to aggressively develop a new western Kansas coal-fired resource." Overall, the benefits of the proposed transaction appear to accrue more to Sunflower and MKEC's owners than to WPK customers or to the State of Kansas.

Mr. Watkins goes on to state that as current contracts between Sunflower and other entities for the sale of available power expire, the Sunflower resources will be used to serve MKEC customers. Again, it appears that the real benefit with regard to energy resources accrues to Sunflower, in providing a ready market for its power. In addition, the transaction will certainly benefit Sunflower's pursuit of new coal-fired generation resources at the Holcomb generating site.

Mr. Watkins states that the transaction will have a positive impact on the use of Kansas energy resources "...because generation resources will be able to be used more efficiently and it will facilitate the development of new coal generation in Kansas." I am not sure that the development of new coal generation in Kansas is necessarily beneficial, or is the best use of Kansas energy resources. CURB has not preformed any independent study to determine what the specific impact of the proposed transaction will be on Kansas energy resources, but there is nothing in the filing to suggest that Kansas energy resources will be optimized if the proposed transaction is approved.

Q. Will the proposed transaction reduce the possibility of economic waste?

A. The proposed transaction will increase, not reduce, economic waste if the KCC permits MKEC, or any of its members, to recover any acquisition premium from ratepayers. While MKEC states that is it not seeking recovery of any acquisition premium at this time, the KCC should approve the proposed transaction only with the provision that neither MKEC, nor any of its members, will seek recovery of the acquisition premium in the future.

Mr. Watkins states that the proposed transaction will reduce economic waste because it will allow Sunflower to operate the WPK assets "in such a manner that will reduce the current dependence on natural gas generating resources." While the transaction may reduce dependence on natural gas generating resources, the proposed transaction will facilitate the building of new coal-fired generation by Sunflower. That may or may not be conducive to reducing economic waste.

Q. What impact will the proposed transaction have on the public safety?

A. According to Mr. Watkins, the MKEC members have an excellent safety records and I am not aware of any information that would contradict that assessment. Therefore, there is no evidence that the proposed transaction would have a negative impact on public safety.

Q. In evaluating all of the factors discussed above, does the KCC have conflicting goals?

A. Yes, to some degree it does. This is because on the one hand, it is in the KCC's best interest to maximize the price that Aquila receives for the WPK assets, especially if the sale proceeds are used for debt reduction by Aquila. Reducing debt will strengthen Aquila, which will in turn benefit the Company's gas customers in Kansas. On the other hand, it is in the best interests of the existing MKEC members' customers, and the current WPK customers, if the purchase price is minimized.

The MKEC members will be taking on a tremendous amount of debt as a result of this transaction. The KCC has an interest not only in the continued financial viability of Aquila's gas operation and of WPK, but also in the continued financial viability of the MKEC members. Thus, the KCC must carefully balance the interests of all Kansas ratepayers in evaluating the proposed transaction.

Q. Do you have any additional recommendation for the KCC?

A. Yes, I do. While Mr. Nathoo represented that the primary use of sale proceeds will be to reduce debt, he also suggested that Aquila could use these proceeds to fund capital investment to maintain the integrity of its utility operations, consistent with the Repositioning Plan objectives."[6] Mr. Empson reiterates that the proceeds "will be used to reduce the overall debt of the corporation, a development that I believe would result in a more appropriate capital structure for our regulated utility operations, and should be viewed positively by the Commission." [7] In order to ensure that the sale proceeds do benefit existing gas customers in Kansas, I recommend that the KCC condition its approval on the Company's agreement to use the sale proceeds to reduce debt.

Q. Is CURB recommending that the KCC approve the proposed transaction?

A. CURB has concerns about the transaction, particularly with regard to the financial impact on the existing customers of the MKEC members and on the level of energy costs that will result from the proposed transaction. While CURB recognizes that the proposed transaction may provide benefits to Aquila and to the customers that it will retain, CURB continues to question whether the MKEC members have the financial capacity to purchase the WPK assets without putting themselves, and their current and future customers, in financial jeopardy.

The KCC certainly has the option to deny the proposed transaction. While the MKEC members have presented the requested approval as only a first step, and have stated that the KCC will have the ability to approve or deny an eventual spin-down of the assets, the fact is that once the KCC approves the transaction, the MKEC members will be on a slippery

6 Testimony of Mr. Nathoo, page 4.

financial slope. If the MKEC members begin to fall down that slope, it will be difficult, if not impossible, for the KCC to halt that decline.

Q. Has the financial condition of Aquila improved over the past few years?

A. Yes, the financial condition of Aquila has certainly improved since the KCC initiated Docket No. 02-UTCG-701-GIG. As stated in the Company's November 2, 2006 Press Release,

> "Utility operations continue to improve," said Richard C. Green, Aquila's chairman and chief executive officer. "Through all of the adversity, everyone at Aquila has remained focused on our customers, making sure they receive the energy that fuels their daily lives. Closing several of the remaining transactions in our repositioning plan has been a significant achievement by our employees during 2006. Debt has been reduced by almost 30 percent, strengthening our financial position, and the credit agencies have responded favorably to this reduction."

Thus, the KCC should consider whether it would be preferable to have Aquila continue to own and operate WPK. The KCC clearly has the option to deny the proposed transaction and instead to require Aquila to continue to own and operate WPK. As an alternative, the KCC could order Aquila to remarket WPK in an effort to obtain a buyer that is financially stronger than the MKEC members. These other options should be examined by the KCC prior to making a decision in this proceeding.

Q. Does this conclude your testimony?

A. Yes, it does.

7 Direct Testimony of Mr. Empson, page 3.

VERIFICATION

STATE OF CONNECTICUT)

COUNTY OF FAIRFIELD) ss:

Andrea C. Crane, being duly sworn upon her oath, deposes and states that she is a consultant for the Citizens' Utility Ratepayer Board, that she has read and is familiar with the foregoing testimony, and that the statements made herein are true to the best of her knowledge, information and belief.

Andrea C. Crane

Andrea C. Crane

Subscribed and sworn before me this 17th day of November, 2006.

Notary Public Marjorie M. Levin

My Commission Expires: DECEMBER 31, 2008

APPENDIX A

List of Prior Testimonies

The Columbia Group, Inc., Testimonies of Andrea C. Crane

Company	Utility	State	Docket	Date	Topic	On Behalf Of
Public Service Company of New Mexico	G	New Mexico	06-00210-UT	11/06	Revenue Requirements Regulatory Policy	New Mexico Office of Attorney General
Atlantic City Electric Company	E	New Jersey	EM06090638	11/06	Sale of B.L. England	Division of Rate Counsel
United Water Delaware, Inc.	W	Delaware	06-174	10/06	Revenue Requirements Cost of Capital	Division of the Public Advocate
Public Service Electric and Gas Company	G	New Jersey	GR05080686	10/06	Societal Benefits Charge	Division of Rate Counsel
Comcast (Avalon, Maple Shade, Gloucester)	C	New Jersey	CR06030136-139	10/06	Form 1205 and 1240 Cable Rates	Division of Rate Counsel
Kansas Gas Service	G	Kansas	06-KGSG-1209-RTS	9/06	Revenue Requirements Cost of Capital	Citizens' Utility Ratepayer Board
New Jersey American Water Co. Elizabethtown Water Company Mount Holly Water Company	W	New Jersey	WR06030257	9/06	Regulatory Policy Taxes Cash Working Capital	Division of Rate Counsel
Tidewater Utilities, Inc.	W	Delaware	06-145	9/06	Revenue Requirements Cost of Capital	Division of the Public Advocate
Artesian Water Company	W	Delaware	06-158	9/06	Revenue Requirements Cost of Capital	Division of the Public Advocate
Kansas City Power & Light Company	E	Kansas	06-KCPE-828-RTS	8/06	Revenue Requirements Cost of Capital	Citizens' Utility Ratepayer Board
Midwest Energy, Inc.	G	Kansas	06-MDWG-1027-RTS	7/06	Revenue Requirements Cost of Capital	Citizens' Utility Ratepayer Board
Cablevision Systems Corporation	C	New Jersey	CR05110924, et al.	5/06	Cable Rates - Forms 1205 and 1240	Division of the Ratepayer Advocate
Montague Sewer Company	WW	New Jersey	WR05121056	5/06	Revenue Requirements	Division of the Ratepayer Advocate
Comcast of South Jersey	C	New Jersey	CR05119035, et al.	5/06	Cable Rates - Form 1240	Division of the Ratepayer Advocate
Comcast of New Jersey	C	New Jersey	CR05090826-827	4/06	Cable Rates - Form 1240	Division of the Ratepayer Advocate
Parkway Water Company	W	New Jersey	WR05070634	3/06	Revenue Requirements Cost of Capital	Division of the Ratepayer Advocate
Aqua Pennsylvania, Inc.	W	Pennsylvania	R-00051030	2/06	Revenue Requirements	Office of Consumer Advocate
Delmarva Power and Light Company	G	Delaware	05-312F	2/06	Gas Cost Rates	Division of the Public Advocate
Delmarva Power and Light Company	E	Delaware	05-304	12/05	Revenue Requirements Cost of Capital	Division of the Public Advocate
Utility Systems, Inc.	WW	Delaware	335-05	9/05	Regulatory Policy	Division of the Ratepayer Advocate
Westar Energy, Inc.	E	Kansas	05-WSEE-981-RTS	9/05	Revenue Requirements	Citizens' Utility Ratepayer Board
Empire Electric District Company	E	Kansas	05-EPDE-980-RTS	8/05	Revenue Requirements Cost of Capital	Citizens' Utility Ratepayer Board
Comcast Cable	C	New Jersey	CR05030186	8/05	Form 1205	Division of the Ratepayer Advocate

Company	Utility	State	Docket	Date	Topic	On Behalf Of
Pawtucket Water Supply Board	W	Rhode Island	3674	7/05	Revenue Requirements	Division of Public Utilities and Carriers
Delmarva Power and Light Company	E	Delaware	04-391	7/05	Standard Offer Service	Division of the Public Advocate
Patriot Media & Communications CNJ, LLC	C	New Jersey	CR04111453-455	6/05	Cable Rates	Division of the Ratepayer Advocate
Cablevision	C	New Jersey	CR04111379, et al.	6/05	Cable Rates	Division of the Ratepayer Advocate
Comcast of Mercer County, LLC	C	New Jersey	CR04111458	6/05	Cable Rates	Division of the Ratepayer Advocate
Comcast of South Jersey, LLC, et al.	C	New Jersey	CR04101356, et al.	5/05	Cable Rates	Division of the Ratepayer Advocate
Comcast of Central New Jersey LLC, et al.	C	New Jersey	CR04101077, et al.	4/05	Cable Rates	Division of the Ratepayer Advocate
Kent County Water Authority	W	Rhode Island	3660	4/05	Revenue Requirements	Division of Public Utilities and Carriers
Aquila, Inc.	G	Kansas	05-AQLG-367-RTS	3/05	Revenue Requirements Cost of Capital Tariff Issues	Citizens' Utility Ratepayer Board
Chesapeake Utilities Corporation	G	Delaware	04-334-F	3/05	Gas Service Rates	Division of the Public Advocate
Delmarva Power and Light Company	G	Delaware	04-301F	3/05	Gas Cost Rates	Division of the Public Advocate
Delaware Electric Cooperative, Inc.	E	Delaware	04-288	12/04	Revenue Requirements Cost of Capital	Division of the Public Advocate
Public Service Company of New Mexico	E	New Mexico	04-00311-UT	11/04	Renewable Energy Plans	Office of the New Mexico Attorney General
Woonsocket Water Division	W	Rhode Island	3626	10/04	Revenue Requirements	Division of Public Utilities and Carriers
Aquila, Inc.	E	Kansas	04-AQLE-1065-RTS	10/04	Revenue Requirements Cost of Capital	Citizens' Utility Ratepayer Board
United Water Delaware, Inc.	W	Delaware	04-121	8/04	Conservation Rates (Affidavit)	Division of the Public Advocate
Atlantic City Electric Company	E	New Jersey	ER03020110 PUC 06061-2003S	8/04	Deferred Balance Phase II	Division of the Ratepayer Advocate
Kentucky American Water Company	W	Kentucky	2004-00103	8/04	Revenue Requirements	Office of Rate Inter-vention of the Attorney General
Shorelands Water Company	W	New Jersey	WR04040295	8/04	Revenue Requirements Cost of Capital	Division of the Ratepayer Advocate
Artesian Water Company	W	Delaware	04-42	8/04	Revenue Requirements Cost of Capital	Division of the Public Advocate
Long Neck Water Company	W	Delaware	04-31	7/04	Cost of Equity	Division of the Public Advocate
Tidewater Utilities, Inc.	W	Delaware	04-152	7/04	Cost of Capital	Division of the Public Advocate

Company	Utility	State	Docket	Date	Topic	On Behalf Of
Cablevision	C	New Jersey	CR03100850, et al.	6/04	Cable Rates	Division of the Ratepayer Advocate
Montague Water and Sewer Companies	W/WW	New Jersey	WR03121034 (W) WR03121035 (S)	5/04	Revenue Requirements	Division of the Ratepayer Advocate
Comcast of South Jersey, Inc.	C	New Jersey	CR03100876,77,79,80	5/04	Form 1240 Cable Rates	Division of the Ratepayer Advocate
Comcast of Central New Jersey, et al.	C	New Jersey	CR03100749-750 CR03100759-762	4/04	Cable Rates	Division of the Ratepayer Advocate
Time Warner	C	New Jersey	CR03100763-764	4/04	Cable Rates	Division of the Ratepayer Advocate
Interstate Navigation Company	N	Rhode Island	3573	3/04	Revenue Requirements	Division of Public Utilities and Carriers
Aqua Pennsylvania, Inc.	W	Pennsylvania	R-00038805	2/04	Revenue Requirements	Pennsylvania Office of Consumer Advocate
Comcast of Jersey City, et al.	C	New Jersey	CR03080598-601	2/04	Cable Rates	Division of the Ratepayer Advocate
Delmarva Power and Light Company	G	Delaware	03-378F	2/04	Fuel Clause	Division of the Public Advocate
Atmos Energy Corp.	G	Kansas	03-ATMG-1036-RTS	11/03	Revenue Requirements	Citizens' Utility Ratepayer Board
Aquila, Inc. (UCU)	G	Kansas	02-UTCG-701-GIG	10/03	Using utility assets as collateral	Citizens' Utility Ratepayer Board
CenturyTel of Northwest Arkansas, LLC	T	Arkansas	03-041-U	10/03	Affiliated Interests	The Arkansas Public Service Commission General Staff
Borough of Butler Electric Utility	E	New Jersey	CR03010049/63	9/03	Revenue Requirements	Division of the Ratepayer Advocate
Comcast Cablevision of Avalon Comcast Cable Communications	C	New Jersey	CR03020131-132	9/03	Cable Rates	Division of the Ratepayer Advocate
Delmarva Power and Light Company d/b/a Conectiv Power Delivery	E	Delaware	03-127	8/03	Revenue Requirements	Division of the Public Advocate
Kansas Gas Service	G	Kansas	03-KGSG-602-RTS	7/03	Revenue Requirements	Citizens' Utility Ratepayer Board
Washington Gas Light Company	G	Maryland	8959	6/03	Cost of Capital Incentive Rate Plan	U.S. DOD/FEA
Pawtucket Water Supply Board	W	Rhode Island	3497	6/03	Revenue Requirements	Division of Public Utilities and Carriers
Atlantic City Electric Company	E	New Jersey	EO03020091	5/03	Stranded Costs	Division of the Ratepayer Advocate
Public Service Company of New Mexico	G	New Mexico	03-000-17 UT	5/03	Cost of Capital Cost Allocations	Office of the New Mexico Attorney General
Comcast - Hopewell, et al.	C	New Jersey	CR02110818 CR02110823-825	5/03	Cable Rates	Division of the Ratepayer Advocate
Cablevision Systems Corporation	C	New Jersey	CR02110838, 43-50	4/03	Cable Rates	Division of the Ratepayer Advocate

Company	Utility	State	Docket	Date	Topic	On Behalf Of
Comcast-Garden State / Northwest	C	New Jersey	CR02100715 CR02100719	4/03	Cable Rates	Division of the Ratepayer Advocate
Midwest Energy, Inc. and Westar Energy, Inc.	E	Kansas	03-MDWE-421-ACQ	4/03	Acquisition	Citizens' Utility Ratepayer Board
Time Warner Cable	C	New Jersey	CR02100722 CR02100723	4/03	Cable Rates	Division of the Ratepayer Advocate
Westar Energy, Inc.	E	Kansas	01-WSRE-949-GIE	3/03	Restructuring Plan	Citizens' Utility Ratepayer Board
Public Service Electric and Gas Company	E	New Jersey	ER02080604 PUC 7983-02	1/03	Deferred Balance	Division of the Ratepayer Advocate
Atlantic City Electric Company d/b/a Conectiv Power Delivery	E	New Jersey	ER02080510 PUC 6917-02S	1/03	Deferred Balance	Division of the Ratepayer Advocate
Wallkill Sewer Company	WW	New Jersey	WR02030193 WR02030194	12/02	Revenue Requirements Purchased Sewage Treatment Adj. (PSTAC)	Division of the Ratepayer Advocate
Midwest Energy, Inc.	E	Kansas	03-MDWE-001-RTS	12/02	Revenue Requirements	Citizens' Utility Ratepayer Board
Comcast-LBI Crestwood	C	New Jersey	CR02050272 CR02050270	11/02	Cable Rates	Division of the Ratepayer Advocate
Reliant Energy Arkla	G	Oklahoma	PUD200200166	10/02	Affiliated Interest Transactions	Oklahoma Corporation Commission, Public Utility Division Staff
Midwest Energy, Inc.	G	Kansas	02-MDWG-922-RTS	10/02	Gas Rates	Citizens' Utility Ratepayer Board
Comcast Cablevision of Avalon	C	New Jersey	CR02030134 CR02030137	7/02	Cable Rates	Division of the Ratepayer Advocate
RCN Telecom Services, Inc., and Home Link Communications	C	New Jersey	CR02010044, CR02010047	7/02	Cable Rates	Division of the Ratepayer Advocate
Washington Gas Light Company	G	Maryland	8920	7/02	Rate of Return Rate Design (Rebuttal)	General Services Administration (GSA)
Chesapeake Utilities Corporation	G	Delaware	01-307, Phase II	7/02	Rate Design Tariff Issues	Division of the Public Advocate
Washington Gas Light Company	G	Maryland	8920	6/02	Rate of Return Rate Design	General Services Administration (GSA)
Tidewater Utilities, Inc.	W	Delaware	02-28	6/02	Revenue Requirements	Division of the Public Advocate
Western Resources, Inc.	E	Kansas	01-WSRE-949-GIE	5/02	Financial Plan	Citizens' Utility Ratepayer Board
Empire District Electric Company	E	Kansas	02-EPDE-488-RTS	5/02	Revenue Requirements	Citizens' Utility Ratepayer Board
Southwestern Public Service Company	E	New Mexico	3709	4/02	Fuel Costs	Office of the New Mexico Attorney General
Cablevision Systems	C	New Jersey	CR01110706, et al	4/02	Cable Rates	Division of the Ratepayer Advocate
Potomac Electric Power Company	E	District of Columbia	945, Phase II	4/02	Divestiture Procedures	General Services Administration (GSA)

Company	Utility	State	Docket	Date	Topic	On Behalf Of
Vermont Yankee Nuclear Power Corp.	E	Vermont	6545	3/02	Sale of VY to Entergy Corp. (Supplemental)	Department of Public Service
Delmarva Power and Light Company	G	Delaware	01-348F	1/02	Gas Cost Adjustment	Division of the Public Advocate
Vermont Yankee Nuclear Power Corp.	E	Vermont	6545	1/02	Sale of VY to Entergy Corp.	Department of Public Service
Pawtucket Water Supply Company	W	Rhode Island	3378	12/01	Revenue Requirements	Division of Public Utilities and Carriers
Chesapeake Utilities Corporation	G	Delaware	01-307, Phase I	12/01	Revenue Requirements	Division of the Public Advocate
Potomac Electric Power Company	E	Maryland	8796	12/01	Divestiture Procedures	General Services Administration (GSA)
Kansas Electric Power Cooperative	E	Kansas	01-KEPE-1106-RTS	11/01	Depreciation Methodology (Cross Answering)	Citizens' Utility Ratepayer Board
Wellsboro Electric Company	E	Pennsylvania	R-00016356	11/01	Revenue Requirements	Office of Consumer Advocate
Kent County Water Authority	W	Rhode Island	3311	10/01	Revenue Requirements (Surrebuttal)	Division of Public Utilities and Carriers
Pepco and New RC, Inc.	E	District of Columbia	1002	10/01	Merger Issues and Performance Standards	General Services Administration (GSA)
Potomac Electric Power Co. & Delmarva Power	E	Delaware	01-194	10/01	Merger Issues and Performance Standards	Division of the Public Advocate
Yankee Gas Company	G	Connecticut	01-05-19PH01	9/01	Affiliated Transactions	Office of Consumer Counsel
Hope Gas, Inc., d/b/a Dominion Hope	G	West Virginia	01-0330-G-42T 01-0331-G-30C 01-1842-GT-T 01-0685-G-PC	9/01	Revenue Requirements (Rebuttal)	The Consumer Advocate Division of the PSC
Pennsylvania-American Water Company	W	Pennsylvania	R-00016339	9/01	Revenue Requirements (Surrebuttal)	Office of Consumer Advocate
Potomac Electric Power Co. & Delmarva Power	E	Maryland	8890	9/01	Merger Issues and Performance Standards	General Services Administration (GSA)
Comcast Cablevision of Long Beach Island, et al	C	New Jersey	CR01030149-50 CR01050285	9/01	Cable Rates	Division of the Ratepayer Advocate
Kent County Water Authority	W	Rhode Island	3311	8/01	Revenue Requirements	Division of Public Utilities and Carriers
Pennsylvania-American Water Company	W	Pennsylvania	R-00016339	8/01	Revenue Requirements	Office of Consumer Advocate
Roxiticus Water Company	W	New Jersey	WR01030194	8/01	Revenue Requirements Cost of Capital Rate Design	Division of the Ratepayer Advocate
Hope Gas, Inc., d/b/a Dominion Hope	G	West Virginia	01-0330-G-42T 01-0331-G-30C 01-1842-GT-T 01-0685-G-PC	8/01	Revenue Requirements	Consumer Advocate Division of the PSC

Company	Utility	State	Docket	Date	Topic	On Behalf Of
Western Resources, Inc.	E	Kansas	01-WSRE-949-GIE	6/01	Restructuring Financial Integrity (Rebuttal)	Citizens' Utility Ratepayer Board
Western Resources, Inc.	E	Kansas	01-WSRE-949-GIE	6/01	Restructuring Financial Integrity	Citizens' Utility Ratepayer Board
Cablevision of Allamuchy, et al	C	New Jersey	CR00100824, etc.	4/01	Cable Rates	Division of the Ratepayer Advocate
Public Service Company of New Mexico	E	New Mexico	3137, Holding Co.	4/01	Holding Company	Office of the Attorney General
Keauhou Community Services, Inc.	W	Hawaii	00-0094	4/01	Rate Design	Division of Consumer Advocacy
Western Resources, Inc.	E	Kansas	01-WSRE-436-RTS	4/01	Revenue Requirements Affiliated Interests (Motion for Suppl. Changes)	Citizens' Utility Ratepayer Board
Western Resources, Inc.	E	Kansas	01-WSRE-436-RTS	4/01	Revenue Requirements Affiliated Interests	Citizens' Utility Ratepayer Board
Public Service Company of New Mexico	E	New Mexico	3137, Part III	4/01	Standard Offer Service (Additional Direct)	Office of the Attorney General
Chem-Nuclear Systems, LLC	SW	South Carolina	2000-366-A	3/01	Allowable Costs	Department of Consumer Affairs
Southern Connecticut Gas Company	G	Connecticut	00-12-08	3/01	Affiliated Interest Transactions	Office of Consumer Counsel
Atlantic City Sewerage Corporation	WW	New Jersey	WR00080575	3/01	Revenue Requirements Cost of Capital Rate Design	Division of the Ratepayer Advocate
Delmarva Power and Light Company d/b/a Conectiv Power Delivery	G	Delaware	00-314	3/01	Margin Sharing	Division of the Public Advocate
Senate Bill 190 Re: Performance Based Ratemaking	G	Kansas	Senate Bill 190	2/01	Performance-Based Ratemaking Mechanisms	Citizens' Utility Ratepayer Board
Delmarva Power and Light Company	G	Delaware	00-463-F	2/01	Gas Cost Rates	Division of the Public Advocate
Waitsfield Fayston Telephone Company	T	Vermont	6417	12/00	Revenue Requirements	Department of Public Service
Delaware Electric Cooperative	E	Delaware	00-365	11/00	Code of Conduct Cost Allocation Manual	Division of the Public Advocate
Commission Inquiry into Performance-Based Ratemaking	G	Kansas	00-GIMG-425-GIG	10/00	Performance-Based Ratemaking Mechanisms	Citizens' Utility Ratepayer Board
Pawtucket Water Supply Board	W	Rhode Island	3164 Separation Plan	10/00	Revenue Requirements	Division of Public Utilities and Carriers
Comcast Cablevision of Philadelphia, L.P.	C	Pennsylvania	3756	10/00	Late Payment Fees (Affidavit)	Kaufman, Lankelis, et al.
Public Service Company of New Mexico	E	New Mexico	3137, Part III	9/00	Standard Offer Service	Office of the Attorney General
Laie Water Company	W	Hawaii	00-0017 Separation Plan	8/00	Rate Design	Division of Consumer Advocacy
El Paso Electric Company	E	New Mexico	3170, Part II, Ph. 1	7/00	Electric Restructuring	Office of the Attorney General

Company	Utility	State	Docket	Date	Topic	On Behalf Of
Public Service Company of New Mexico	E	New Mexico	3137 - Part II Separation Plan	7/00	Electric Restructuring	Office of the Attorney General
PG Energy	G	Pennsylvania	R-00005119	6/00	Revenue Requirements	Office of Consumer Advocate
Consolidated Edison, Inc. and Northeast Utilities	E/G	Connecticut	00-01-11	4/00	Merger Issues (Additional Supplemental)	Office of Consumer Counsel
Sussex Shores Water Company	W	Delaware	99-576	4/00	Revenue Requirements	Division of the Public Advocate
Utilicorp United, Inc.	G	Kansas	00-UTCG-336-RTS	4/00	Revenue Requirements	Citizens' Utility Ratepayer Board
TCI Cablevision	C	Missouri	9972-9146	4/00	Late Fees (Affidavit)	Honora Eppert, et al
Oklahoma Natural Gas Company	G	Oklahoma	PUD 990000166 PUD 980000683 PUD 990000570	3/00	Pro Forma Revenue Affiliated Transactions (Rebuttal)	Oklahoma Corporation Commission, Public Utility Division Staff
Tidewater Utilities, Inc. Public Water Supply Co.	W	Delaware	99-466	3/00	Revenue Requirements	Division of the Public Advocate
Delmarva Power and Light Company	G/E	Delaware	99-582	3/00	Cost Accounting Manual Code of Conduct	Division of the Public Advocate
Philadelphia Suburban Water Company	W	Pennsylvania	R-00994868 R-00994877 R-00994878 R-00994879	3/00	Revenue Requirements (Surrebuttal)	Office of Consumer Advocate
Philadelphia Suburban Water Company	W	Pennsylvania	R-00994868 R-00994877 R-00994878 R-00994879	2/00	Revenue Requirements	Office of Consumer Advocate
Consolidated Edison, Inc. and Northeast Utilities	E/G	Connecticut	00-01-11	2/00	Merger Issues	Office of Consumer Counsel
Oklahoma Natural Gas Company	G	Oklahoma	PUD 990000166 PUD 980000683 PUD 990000570	1/00	Pro Forma Revenue Affiliated Transactions	Oklahoma Corporation Commission, Public Utility Division Staff
Connecticut Natural Gas Company	G	Connecticut	99-09-03	1/00	Affiliated Transactions	Office of Consumer Counsel
Time Warner Entertainment Company, L.P.	C	Indiana	48D06-9803-CP-423	1999	Late Fees (Affidavit)	Kelly J. Whiteman, et al
TCI Communications, Inc., et al	C	Indiana	55D01-9709-CP-00415	1999	Late Fees (Affidavit)	Franklin E. Littell, et al
Southwestern Public Service Company	E	New Mexico	3116	12/99	Merger Approval	Office of the Attorney General
New England Electric System Eastern Utility Associates	E	Rhode Island	2930	11/99	Merger Policy	Department of Attorney General
Delaware Electric Cooperative	E	Delaware	99-457	11/99	Electric Restructuring	Division of the Public Advocate
Jones Intercable, Inc.	C	Maryland	CAL98-00283	10/99	Cable Rates (Affidavit)	Cynthia Maisonette and Ola Renee Chatman, et al

Company	Utility	State	Docket	Date	Topic	On Behalf Of
Texas-New Mexico Power Company	E	New Mexico	3103	10/99	Acquisition Issues	Office of Attorney General
Southern Connecticut Gas Company	G	Connecticut	99-04-18	9/99	Affiliated Interest	Office of Consumer Counsel
TCI Cable Company	C	New Jersey	CR99020079 et al	9/99	Cable Rates Forms 1240/1205	Division of the Ratepayer Advocate
All Regulated Companies	E/G/W	Delaware	Reg. No. 4	8/99	Filing Requirements (Position Statement)	Division of the Public Advocate
Mile High Cable Partners	C	Colorado	95-CV-5195	7/99	Cable Rates (Affidavit)	Brett Marshall, an individual, et al
Electric Restructuring Comments	E	Delaware	Reg. 49	7/99	Regulatory Policy (Supplemental)	Division of the Public Advocate
Long Neck Water Company	W	Delaware	99-31	6/99	Revenue Requirements	Division of the Public Advocate
Delmarva Power and Light Company	E	Delaware	99-163	6/99	Electric Restructuring	Division of the Public Advocate
Potomac Electric Power Company	E	District of Columbia	945	6/99	Divestiture of Generation Assets	U.S. GSA - Public Utilities
Comcast	C	Indiana	49C01-9802-CP-000386	6/99	Late Fees (Affidavit)	Ken Hecht, et al
Petitions of BA-NJ and NJPA re: Payphone Ops	T	New Jersey	TO97100792 PUCOT 11269-97N	6/99	Economic Subsidy Issues (Surrebuttal)	Division of the Ratepayer Advocate
Montague Water and Sewer Companies	W/WW	New Jersey	WR98101161 WR98101162 PUCRS 11514-98N	5/99	Revenue Requirements Rate Design (Supplemental)	Division of the Ratepayer Advocate
Cablevision of Bergen, Bayonne, Newark	C	New Jersey	CR98111197-199 CR98111190	5/99	Cable Rates Forms 1240/1205	Division of the Ratepayer Advocate
Cablevision of Bergen, Hudson, Monmouth	C	New Jersey	CR97090624-626 CTV 1697-98N	5/99	Cable Rates - Form 1235 (Rebuttal)	Division of the Ratepayer Advocate
Kent County Water Authority	W	Rhode Island	2860	4/99	Revenue Requirements	Division of Public Utilities & Carriers
Montague Water and Sewer Companies	W/WW	New Jersey	WR98101161 WR98101162	4/99	Revenue Requirements Rate Design	Division of the Ratepayer Advocate
PEPCO	E	District of Columbia	945	4/99	Divestiture of Assets	U.S. GSA - Public Utilities
Western Resources, Inc. and Kansas City Power & Light	E	Kansas	97-WSRE-676-MER	4/99	Merger Approval (Surrebuttal)	Citizens' Utility Ratepayer Board
Delmarva Power and Light Company	E	Delaware	98-479F	3/99	Fuel Costs	Division of the Public Advocate
Lenfest Atlantic d/b/a Suburban Cable	C	New Jersey	CR97070479 et al	3/99	Cable Rates	Division of the Ratepayer Advocate
Electric Restructuring Comments	E	District of Columbia	945	3/99	Regulatory Policy	U.S. GSA - Public Utilities

Company	Utility	State	Docket	Date	Topic	On Behalf Of
Petitions of BA-NJ and NJPA re: Payphone Ops	T	New Jersey	TO97100792 PUCOT 11269-97N	3/99	Tariff Revision Payphone Subsidies FCC Services Test (Rebuttal)	Division of the Ratepayer Advocate
Western Resources, Inc. and Kansas City Power & Light	E	Kansas	97-WSRE-676-MER	3/99	Merger Approval (Answering)	Citizens' Utility Ratepayer Board
Western Resources, Inc. and Kansas City Power & Light	E	Kansas	97-WSRE-676-MER	2/99	Merger Approval	Citizens' Utility Ratepayer Board
Adelphia Cable Communications	C	Vermont	6117-6119	1/99	Late Fees (Additional Direct Supplemental)	Department of Public Service
Adelphia Cable Communications	C	Vermont	6117-6119	12/98	Cable Rates (Forms 1240, 1205, 1235) and Late Fees (Direct Supplemental)	Department of Public Service
Adelphia Cable Communications	C	Vermont	6117-6119	12/98	Cable Rates (Forms 1240, 1205, 1235) and Late Fees	Department of Public Service
Orange and Rockland/ Consolidated Edison	E	New Jersey	EM98070433	11/98	Merger Approval	Division of the Ratepayer Advocate
Cablevision	C	New Jersey	CR97090624 CR97090625 CR97090626	11/98	Cable Rates - Form 1235	Division of the Ratepayer Advocate
Petitions of BA-NJ and NJPA re: Payphone Ops.	T	New Jersey	TO97100792 PUCOT 11269-97N	10/98	Payphone Subsidies FCC New Services Test	Division of the Ratepayer Advocate
United Water Delaware	W	Delaware	98-98	8/98	Revenue Requirements	Division of the Public Advocate
Cablevision	C	New Jersey	CR97100719, 726 730, 732	8/98	Cable Rates (Oral Testimony)	Division of the Ratepayer Advocate
Potomac Electric Power Company	E	Maryland	Case No. 8791	8/98	Revenue Requirements Rate Design	U.S. GSA - Public Utilities
Investigation of BA-NJ IntraLATA Calling Plans	T	New Jersey	TO97100808 PUCOT 11326-97N	8/98	Anti-Competitive Practices (Rebuttal)	Division of the Ratepayer Advocate
Investigation of BA-NJ IntraLATA Calling Plans	T	New Jersey	TO97100808 PUCOT 11326-97N	7/98	Anti-Competitive Practices	Division of the Ratepayer Advocate
TCI Cable Company/ Cablevision	C	New Jersey	CTV 03264-03268 and CTV 05061	7/98	Cable Rates	Division of the Ratepayer Advocate
Mount Holly Water Company	W	New Jersey	WR98020058 PUC 03131-98N	7/98	Revenue Requirements	Division of the Ratepayer Advocate
Pawtucket Water Supply Board	W	Rhode Island	2674	5/98	Revenue Requirements (Surrebuttal)	Division of Public Utilities & Carriers
Pawtucket Water Supply Board	W	Rhode Island	2674	4/98	Revenue Requirements	Division of Public Utilities and Carriers
Energy Master Plan Phase II Proceeding - Restructuring	E	New Jersey	EX94120585U, EO97070457,60,63,66	4/98	Electric Restructuring Issues (Supplemental Surrebuttal)	Division of the Ratepayer Advocate
Energy Master Plan Phase I Proceeding - Restructuring	E	New Jersey	EX94120585U, EO97070457,60,63,66	3/98	Electric Restructuring Issues	Division of the Ratepayer Advocate

Company	Utility	State	Docket	Date	Topic	On Behalf Of
Shorelands Water Company	W	New Jersey	WR97110835 PUC 11324-97	2/98	Revenue Requirements	Division of the Ratepayer Advocate
TCI Communications, Inc.	C	New Jersey	CR97030141 and others	11/97	Cable Rates (Oral Testimony)	Division of the Ratepayer Advocate
Citizens Telephone Co. of Kecksburg	T	Pennsylvania	R-00971229	11/97	Alternative Regulation Network Modernization	Office of Consumer Advocate
Consumers Pennsylvania Water Co. - Shenango Valley Division	W	Pennsylvania	R-00973972	10/97	Revenue Requirements (Surrebuttal)	Office of Consumer Advocate
Universal Service Funding	T	New Jersey	TX95120631	10/97	Schools and Libraries Funding (Rebuttal)	Division of the Ratepayer Advocate
Universal Service Funding	T	New Jersey	TX95120631	9/97	Low Income Fund High Cost Fund	Division of the Ratepayer Advocate
Consumers Pennsylvania Water Co. - Shenango Valley Division	W	Pennsylvania	R-00973972	9/97	Revenue Requirements	Office of Consumer Advocate
Delmarva Power and Light Company	G/E	Delaware	97-65	9/97	Cost Accounting Manual Code of Conduct	Office of the Public Advocate
Western Resources, Oneok, and WAI	G	Kansas	WSRG-486-MER	9/97	Transfer of Gas Assets	Citizens' Utility Ratepayer Board
Universal Service Funding	T	New Jersey	TX95120631	9/97	Schools and Libraries Funding (Rebuttal)	Division of the Ratepayer Advocate
Universal Service Funding	T	New Jersey	TX95120631	8/97	Schools and Libraries Funding	Division of the Ratepayer Advocate
Kent County Water Authority	W	Rhode Island	2555	8/97	Revenue Requirements (Surrebuttal)	Division of Public Utilities and Carriers
Ironton Telephone Company	T	Pennsylvania	R-00971182	8/97	Alternative Regulation Network Modernization (Surrebuttal)	Office of Consumer Advocate
Ironton Telephone Company	T	Pennsylvania	R-00971182	7/97	Alternative Regulation Network Modernization	Office of Consumer Advocate
Comcast Cablevision	C	New Jersey	Various	7/97	Cable Rates (Oral Testimony)	Division of the Ratepayer Advocate
Maxim Sewerage Corporation	WW	New Jersey	WR97010052 PUCRA 3154-97N	7/97	Revenue Requirements	Division of the Ratepayer Advocate
Kent County Water Authority	W	Rhode Island	2555	6/97	Revenue Requirements	Division of Public Utilities and Carriers
Consumers Pennsylvania Water Co. - Roaring Creek	W	Pennsylvania	R-00973869	6/97	Revenue Requirements (Surrebuttal)	Office of Consumer Advocate
Consumers Pennsylvania Water Co. - Roaring Creek	W	Pennsylvania	R-00973869	5/97	Revenue Requirements	Office of Consumer Advocate
Delmarva Power and Light Company	E	Delaware	97-58	5/97	Merger Policy	Office of the Public Advocate
Middlesex Water Company	W	New Jersey	WR96110818 PUCRL 11663-96N	4/97	Revenue Requirements	Division of the Ratepayer Advocate
Maxim Sewerage Corporation	WW	New Jersey	WR96080628 PUCRA 09374-96N	3/97	Purchased Sewerage Adjustment	Division of the Ratepayer Advocate

Company	Utility	State	Docket	Date	Topic	On Behalf Of
Interstate Navigation Company	N	Rhode Island	2484	3/97	Revenue Requirements Cost of Capital (Surrebuttal)	Division of Public Utilities & Carriers
Interstate Navigation Company	N	Rhode Island	2484	2/97	Revenue Requirements Cost of Capital	Division of Public Utilities & Carriers
Electric Restructuring Comments	E	District of Columbia	945	1/97	Regulatory Policy	U.S. GSA - Public Utilities
United Water Delaware	W	Delaware	96-194	1/97	Revenue Requirements	Office of the Public Advocate
PEPCO/ BGE/ Merger Application	E/G	District of Columbia	951	10/96	Regulatory Policy Cost of Capital (Rebuttal)	GSA
Western Resources, Inc.	E	Kansas	193,306-U 193,307-U	10/96	Revenue Requirements Cost of Capital (Supplemental)	Citizens' Utility Ratepayer Board
PEPCO and BGE Merger Application	E/G	District of Columbia	951	9/96	Regulatory Policy, Cost of Capital	U.S. GSA - Public Utilities
Utilicorp United, Inc.	G	Kansas	193,787-U	8/96	Revenue Requirements	Citizens' Utility Ratepayer Board
TKR Cable Company of Gloucester	C	New Jersey	CTV07030-95N	7/96	Cable Rates (Oral Testimony)	Division of the Ratepayer Advocate
TKR Cable Company of Warwick	C	New Jersey	CTV057537-95N	7/96	Cable Rates (Oral Testimony)	Division of the Ratepayer Advocate
Delmarva Power and Light Company	E	Delaware	95-196F	5/96	Fuel Cost Recovery	Office of the Public Advocate
Western Resources, Inc.	E	Kansas	193,306-U 193,307-U	5/96	Revenue Requirements Cost of Capital	Citizens' Utility Ratepayer Board
Princeville Utilities Company, Inc.	W/WW	Hawaii	95-0172 95-0168	1/96	Revenue Requirements Rate Design	Princeville at Hanalei Community Association
Western Resources, Inc.	G	Kansas	193,305-U	1/96	Revenue Requirements Cost of Capital	Citizens' Utility Ratepayer Board
Environmental Disposal Corporation	WW	New Jersey	WR94070319 (Remand Hearing)	11/95	Revenue Requirements Rate Design (Supplemental)	Division of the Ratepayer Advocate
Environmental Disposal Corporation	WW	New Jersey	WR94070319 (Remand Hearing)	11/95	Revenue Requirements	Division of the Ratepayer Advocate
Lanai Water Company	W	Hawaii	94-0366	10/95	Revenue Requirements Rate Design	Division of Consumer Advocacy
Cablevision of New Jersey, Inc.	C	New Jersey	CTV01382-95N	8/95	Basic Service Rates (Oral Testimony)	Division of the Ratepayer Advocate
Cablevision of New Jersey, Inc.	C	New Jersey	CTV01381-95N	8/95	Basic Service Rates (Oral Testimony)	Division of the Ratepayer Advocate
Chesapeake Utilities Corporation	G	Delaware	95-73	7/95	Revenue Requirements	Office of the Public Advocate
East Honolulu Community Services, Inc.	WW	Hawaii	7718	6/95	Revenue Requirements	Division of Consumer Advocacy

Company	Utility	State	Docket	Date	Topic	On Behalf Of
Wilmington Suburban Water Corporation	W	Delaware	94-149	3/95	Revenue Requirements	Office of the Public Advocate
Environmental Disposal Corporation	WW	New Jersey	WR94070319	1/95	Revenue Requirements (Supplemental)	Division of the Ratepayer Advocate
Roaring Creek Water Company	W	Pennsylvania	R-00943177	1/95	Revenue Requirements (Surrebuttal)	Office of Consumer Advocate
Roaring Creek Water Company	W	Pennsylvania	R-00943177	12/94	Revenue Requirements	Office of Consumer Advocate
Environmental Disposal Corporation	WW	New Jersey	WR94070319	12/94	Revenue Requirements	Division of the Ratepayer Advocate
Delmarva Power and Light Company	E	Delaware	94-84	11/94	Revenue Requirements	Office of the Public Advocate
Delmarva Power and Light Company	G	Delaware	94-22	8/94	Revenue Requirements	Office of the Public Advocate
Empire District Electric Company	E	Kansas	190,360-U	8/94	Revenue Requirements	Citizens' Utility Ratepayer Board
Morris County Municipal Utility Authority	SW	New Jersey	MM10930027 ESW 1426-94	6/94	Revenue Requirements	Rate Counsel
US West Communications	T	Arizona	E-1051-93-183	5/94	Revenue Requirements (Surrebuttal)	Residential Utility Consumer Office
Pawtucket Water Supply Board	W	Rhode Island	2158	5/94	Revenue Requirements (Surrebuttal)	Division of Public Utilities & Carriers
US West Communications	T	Arizona	E-1051-93-183	3/94	Revenue Requirements	Residential Utility Consumer Office
Pawtucket Water Supply Board	W	Rhode Island	2158	3/94	Revenue Requirements	Division of Public Utilities & Carriers
Pollution Control Financing Authority of Camden County	SW	New Jersey	SR91111718J	2/94	Revenue Requirements (Supplemental)	Rate Counsel
Roaring Creek Water Company	W	Pennsylvania	R-00932665	9/93	Revenue Requirements (Supplemental)	Office of Consumer Advocate
Roaring Creek Water Company	W	Pennsylvania	R-00932665	9/93	Revenue Requirements	Office of Consumer Advocate
Kent County Water Authority	W	Rhode Island	2098	8/93	Revenue Requirements (Surrebuttal)	Division of Public Utilities and Carriers
Wilmington Suburban Water Company	W	Delaware	93-28	7/93	Revenue Requirements	Office of Public Advocate
Kent County Water Authority	W	Rhode Island	2098	7/93	Revenue Requirements	Division of Public Utilities & Carriers
Camden County Energy Recovery Associates, Inc.	SW	New Jersey	SR91111718J ESW1263-92	4/93	Revenue Requirements	Rate Counsel
Pollution Control Financing Authority of Camden County	SW	New Jersey	SR91111718J ESW 1263-92	4/93	Revenue Requirements	Rate Counsel
Jamaica Water Supply Company	W	New York	92-W-0583	3/93	Revenue Requirements	County of Nassau Town of Hempstead
New Jersey-American Water Company	W/WW	New Jersey	WR92090908J PUC 7266-92S	2/93	Revenue Requirements	Rate Counsel

Company	Utility	State	Docket	Date	Topic	On Behalf Of
Passaic County Utilities Authority	SW	New Jersey	SR91121816J ESW0671-92N	9/92	Revenue Requirements	Rate Counsel
East Honolulu Community Services, Inc.	WW	Hawaii	7064	8/92	Revenue Requirements	Division of Consumer Advocacy
The Jersey Central Power and Light Company	E	New Jersey	PUC00661-92 ER91121820J	7/92	Revenue Requirements	Rate Counsel
Mercer County Improvement Authority	SW	New Jersey	EWS11261-91S SR91111682J	5/92	Revenue Requirements	Rate Counsel
Garden State Water Company	W	New Jersey	WR9109-1483 PUC 09118-91S	2/92	Revenue Requirements	Rate Counsel
Elizabethtown Water Company	W	New Jersey	WR9108-1293J PUC 08057-91N	1/92	Revenue Requirements	Rate Counsel
New-Jersey American Water Company	W/WW	New Jersey	WR9108-1399J PUC 8246-91	12/91	Revenue Requirements	Rate Counsel
Pennsylvania-American Water Company	W	Pennsylvania	R-911909	10/91	Revenue Requirements	Office of Consumer Advocate
Mercer County Improvement Authority	SW	New Jersey	SR9004-0264J PUC 3389-90	10/90	Revenue Requirements	Rate Counsel
Kent County Water Authority	W	Rhode Island	1952	8/90	Revenue Requirements Regulatory Policy (Surrebuttal)	Division of Public Utilities & Carriers
New York Telephone	T	New York	90-C-0191	7/90	Revenue Requirements Affiliated Interests (Supplemental)	NY State Consumer Protection Board
New York Telephone	T	New York	90-C-0191	7/90	Revenue Requirements Affiliated Interests	NY State Consumer Protection Board
Kent County Water Authority	W	Rhode Island	1952	6/90	Revenue Requirements Regulatory Policy	Division of Public Utilities & Carriers
Ellesor Transfer Station	SW	New Jersey	SO8712-1407 PUC 1768-88	11/89	Regulatory Policy	Rate Counsel
Interstate Navigation Co.	N	Rhode Island	D-89-7	8/89	Revenue Requirements Regulatory Policy	Division of Public Utilities & Carriers
Automated Modular Systems, Inc.	SW	New Jersey	PUC1769-88	5/89	Revenue Requirements Schedules	Rate Counsel
SNET Cellular, Inc.	T	Connecticut	-	2/89	Regulatory Policy	First Selectman Town of Redding

APPENDIX B

Referenced Data Requests

CURB-119

CURB-127

KCC-8

KCC-26

KCC-27

MID-KANSAS ELECTRIC COMPANY (MKEC")
DATA REQUESTS FROM
FROM THE CITIZENS UTILITY RATEPAYER BOARD
DOCKET NO. 06-MKEE-524-ACQ

CURB-119. For each MKEC owner, as well as for MKEC, please provide a) the impact of the acquisition on the entity's capital structure immediately following the acquisition, and b) the impact of the acquisition on the entity once the assets are "pushed down" to each owner. Please include all supporting workpapers and calculations with your response.

Updated/Corrected response – 10/18/2006
The estimated debt amounts for Wheatland, Victory and Prairie Land were incorrect in the original response.

The impact of the transaction on each MKEC owner's capital structure can be estimated by examining each owner's debt to equity ration before and after the transaction as shown below. For purposes of this request the information provided is the same for part a and b. The new debt information represents the current estimate of each MKEC member's portion of the debt associated with the distribution facilities. The G&T portion of MKEC is 100% debt-financed.

Cooperative	Year-ended 2005 Long-Term Debt	Year-ended 2005 Equity	Estimated New Debt	Debt to Equity Ratio Prior to Transaction	Debt to Equity Ratio After to Transaction
Wheatland	$ 89,148,134	$ 38,736,950	$ 25,430,149	2.30	2.96
Pioneer	$ 37,200,244	$ 46,609,379	$ 35,706,592	0.80	1.56
Prairie Land	$ 20,827,558	$ 14,350,709	$ 22,655,845	1.45	3.03
Victory	$ 11,935,867	$ 7,500,150	$ 36,926,555	1.59	6.51
Western	$ 5,100,417	$ 15,020,418	$ 10,919,421	0.34	1.07
Lane-Scott	$ 6,153,062	$ 5,343,525	$ 2,061,438	1.15	1.54
Total	$ 170,365,282	$ 127,561,131	$ 133,700,000	1.34	2.38

Submitted By: David Springe
Submitted To: Hestermann/Reed

If for some reason, the above information cannot be provided by the date requested, please provide a written explanation of those reasons.

VERIFICATION OF RESPONSE

I have read the foregoing Data Request and Answer(s) thereto and find the answer(s) to be true, accurate, full and complete and contain no material misrepresentations or omissions to the best of my knowledge and belief; and I will disclose to the Citizens' Utility Ratepayer Board any matter subsequently discovered which affects the accuracy or completeness of the answer(s) to this Data Request.

Signed: [signature]
Name: Thomas K. Hestermann
Position: Mgr., Regulatory Relation
Dated: 10/18/2006

MID-KANSAS ELECTRIC COMPANY (MKEC")
DATA REQUESTS FROM
FROM THE CITIZENS UTILITY RATEPAYER BOARD
DOCKET NO. 06-MKEE-524-ACQ

CURB-127. Please indicate how the acquisition premium will be recorded a) by MKEC, b) by each owner of MKEC.

The acquisition premium of $45.5 million will be recorded on MKEC's books in Account 114 Electric Plant Acquisition Adjustments upon closing. The Members of MKEC will not record any premium since they are not the corporate purchaser of the Aquila Kansas assets.

Submitted By: David Springe
Submitted To: Hestermann/Reed

If for some reason, the above information cannot be provided by the date requested, please provide a written explanation of those reasons.

VERIFICATION OF RESPONSE

I have read the foregoing Data Request and Answer(s) thereto and find the answer(s) to be true, accurate, full and complete and contain no material misrepresentations or omissions to the best of my knowledge and belief; and I will disclose to the Citizens' Utility Ratepayer Board any matter subsequently discovered which affects the accuracy or completeness of the answer(s) to this Data Request.

Signed: [signature]
Name: Thomas K. Hestermann
Position: Mgr., Regulatory Relation
Dated: 9/15/2006

Data Request # 8

KANSAS CORPORATION COMMISSION

INFORMATION REQUEST

Company Name	MID-KANSAS ELECTRIC COMPANY, LLC	MKEE
Docket Number	06-MKEE-524-ACQ	
Request Date	December 20, 2005	
Date Information Needed	January 3, 2006	

RE: MKEC Operations

Please Provide the Following:

Please provide the tentative and definite dates when MKEC will cease operations and the Aquila-WPK customers will be absorbed into the individual electric cooperatives that comprise MKEC.

Submitted by: George Rohrer

Submitted to: Hestermann/Reed

There are no tentative or definative dates when MKEC will cease operations and the Aquila-WPK customers will be incorporated into the individual companies that comprise MKEC. Although MKEC was organized as a special purpose company to facilitate the acquisition of the Aquila-WPK electric properties, the organizational structure of MKEC was designed to operate indefinitely. However, it is the intent of the Members of MKEC to spin-out the properties to the respective MKEC companies and Sunflower as soon as practicable once required RUS consents are obtained.

If for some reason(s) the above information cannot be furnished by the date requested, please provide written explanation of those reasons.

Verification of Response

I have read the foregoing Data Request and Answer(s) thereto and find the answer(s) to be true, accurate, full and complete and contain no material misrepresentations or omissions to the best of my knowledge and belief, and I will disclose to the Commission Staff any matter subsequently discovered which affects the accuracy or completeness of the answer(s) to this Data Request.

Signed:

Date: 1/5/2006

Data Request # 26

KANSAS CORPORATION COMMISSION

INFORMATION REQUEST

Company Name MID-KANSAS ELECTRIC COMPANY, LLC MKEE

Docket Number 06-MKEE-524-ACQ

Request Date April 8, 2005

Date Information Needed April 17, 2005

RE: Number of Member Cooperative Customer

Please Provide the Following:

The number of customers for each MKEC Member Cooperative for 2005.

Submitted by: Kyle Clem

Submitted to: Hestermann/Reed

Sunflower Member No. of Customers for 2005

No. of Customers 2005	Victory	Pioneer	Western	Lane-Scott	Prairie Land	Wheatland	Member Total
Residential (including seasonal)	2,548	4,896	3,140	1,647	6,715	9,755	28,701
Irrigation	1,280	18	319	243	698	658	3,216
Commercial and Industrial	621	10,174	1,455	895	1,174	6,697	21,016
Public Street and Highway	-	9	2	3	3	29	46
Other Sales to Public Authorities	11	-	-	24	51	140	226
Sales for Resale	-	3	-	1	3	2	9
Total	4,460	15,100	4,916	2,813	8,644	17,281	53,214

If for some reason(s) the above information cannot be furnished by the date requested, please provide written explanation of those reasons.

Verification of Response

I have read the foregoing Data Request and Answer(s) thereto and find the answer(s) to be true, accurate, full and complete and contain no material misrepresentations or omissions to the best of my knowledge and belief, and I will disclose to the Commission Staff any matter subsequently discovered which affects the accuracy or completeness of the answer(s) to this Data Request.

Signed: [signature]

Date: 4/11/2006

Data Request # 27

KANSAS CORPORATION COMMISSION

INFORMATION REQUEST

Company Name	MID-KANSAS ELECTRIC COMPANY, LLC	MKEE
Docket Number	06-MKEE-524-ACQ	
Request Date	April 8, 2005	
Date Information Needed	April 17, 2005	

RE: Number of MKEC customers by Member Cooperative

Please Provide the Following:

The number of customers each MKEC Member Cooperative will provide services for after the close of the transaction. That is, please provide by MKEC Member Cooperative the number of customer accounts they will be responsible for service. Please explain how the customer allocation or determination was made

Submitted by: Kyle Clem

Submitted to: Hestermann/Reed

Estimated MKEC Customers by MKEC Member

No. of Customers	Victory	Pioneer	Western	Lane-Scott	Prairie Land	Wheatland	Member Total
Residential	11,256	12,609	4,174	1,552	11,153	11,177	51,921
Commercial and Industrial	2,654	3,627	1,710	853	3,750	2,959	15,553
Large Commercial and Industrial	2	2	2	-	1	2	9
Public Street and Highway	138	182	44	32	186	138	720
Other Sales to Public Authorities	36	55	31	21	93	31	267
	14,086	16,475	5,961	2,458	15,183	14,307	68,470

The estimates of the number of customers allocated to each of the MKEC Members was developed by MKEC's consultant, Power System Engineering ("PSE"). PSE utilized customer information data provided by Aquila by community and geographic area along with demographic and load forecast information to determine the estimated number of Aquila customers allocated to the geographic area served by each MKEC Member.

If for some reason(s) the above information cannot be furnished by the date requested, please provide written explanation of those reasons.

Verification of Response

I have read the foregoing Data Request and Answer(s) thereto and find the answer(s) to be true, accurate, full and complete and contain no material misrepresentations or omissions to the best of my knowledge and belief, and I will disclose to the Commission Staff any matter subsequently discovered which affects the accuracy or completeness of the answer(s) to this Data Request.

Signed: [signature]

Date: 4/11/2006

CERTIFICATE OF SERVICE

06-MKEE-524-ACQ

I, the undersigned, hereby certify that a true and correct copy of the above and foregoing document was placed in the United States mail, postage prepaid, or hand-delivered this 22nd day of November, 2006, to the following:

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CERTIFICATE OF SERVICE

06-MKEE-524-ACQ

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