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November 16, 2005

HAND-DELIVERED
THIS FILING CONTAINS CONFIDENTIAL INFORMATION

Ms. Susan K. Duffy
Executive Director
Kansas Corporation Commission
1500 S. W. Arrowhead Road
Topeka, Kansas 66604-4027

STATE CORPORATION COMMISSION

NOV 16 2005

Re:

 Docket
Room

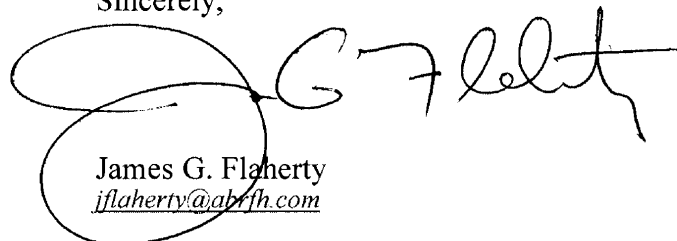
Dear Ms. Duffy:

Please file the enclosed Joint Application on behalf of Aquila, Inc., d/b/a Aquila Networks-WPK ("WPK"), and Mid-Kansas Electric Company, LLC ("MKEC"). Several Attachments to Exhibit D of the Joint Application and Exhibit LEW-1 to Mr. Watkins' testimony contain confidential information and are being filed pursuant to K.S.A. 66-1220a. The confidential attachments to Exhibit D contain non-public information that if released to the public could cause harm to Aquila should its transaction with MKEC not be completed and Aquila would have to enter into negotiations with another purchaser. Exhibit LEW-1 contains MKEC's integration plan. The plan is in draft form and has not been released to the public. Release of this plan to the public, including MKEC's and its Members' competitors could cause MKEC and its Members harm. A public version of each confidential attachment to Exhibit D and a public version of Exhibit LEW-1 is included for filing purposes.

I would appreciate receiving a file stamped copy of this cover letter as well as a file stamped copy of the Joint Application for my files. An envelope is included for your convenience.

Thank you for your assistance. If you have any questions, please call.

Sincerely,


James G. Flaherty
jflaherty@abrfh.com

JGF:rr
Enclosure
cc: Mark D. Calcara

BEFORE THE STATE CORPORATION COMMISSION
OF THE STATE OF KANSAS

STATE CORPORATION COMMISSION

NOV 16 2005

In the Matter of the Joint Application of Aquila, Inc.,)
d/b/a Aquila Networks - WPK ("WPK") and)
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)

 Docket Room

Docket No. 06-MKEE-524-ACQ

JOINT APPLICATION

Pursuant to K.S.A. 66-101, *et seq.*, 66-104, 66-117, 66-131, and 66-136, Aquila, Inc., d/b/a Aquila Networks - WPK ("WPK") and Mid-Kansas Electric Company, LLC ("MKEC"), together referred to as "Joint Applicants," hereby jointly apply to the State Corporation Commission of the State of Kansas ("Commission") 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 utility business and operations, including WPK's generation, transmission and regulated local distribution assets located in the State of Kansas, adoption of current WPK retail rates for five years with the exception that MKEC may seek to recover through rates costs related to changes in the law or occurrence of extraordinary events that are beyond the control of MKEC and costs related to investment in certain transmission facilities, and for other related relief that may be required to fulfill the intent and purposes of the parties to the transaction as more fully described below.

In support of their Joint Application, Joint Applicants respectfully state as follows:

THE APPLICANTS

1. MKEC is a Kansas limited liability company with its principal place of business

located in Hays, Kansas. MKEC is a coalition of five Kansas consumer-owned cooperatives and one corporation wholly owned by a sixth Kansas consumer-owned cooperative who collectively organized MKEC for the purpose of acquiring WPK's Kansas electric utility business and operations.¹ MKEC was organized in 2005. The Members of MKEC or, in the case of Southern Pioneer Electric Company, its parent company, currently provide retail electric services to more than 118,000 customers who live in 34 western counties. The Members of MKEC, except in the case of Southern Pioneer Electric Company, in which case its parent company, also own Sunflower Electric Power Corporation ("Sunflower"), a generation and transmission service provider, with headquarters in Hays, Kansas.

2. WPK is an electric public utility as that term is defined in K.S.A. 66-104 and as such, is subject to the jurisdiction of the Commission with respect to the electric service it provides in Kansas. WPK is a division of Aquila, Inc., ("Aquila") headquartered in Kansas City, Missouri. WPK is headquartered in Great Bend, Kansas, and provides retail electric service to 152 communities in central and western Kansas, including the cities of Concordia, Dodge City, Great Bend, Harper, Liberal, Medicine Lodge and Phillipsburg. WPK's customer base includes over 52,000 residential and over 16,000 commercial, industrial and other customers. WPK owns and operates in Kansas approximately 193, 72 and 756 pole miles, respectively, of 230, 138 and 115 kilovolt transmission lines; 1,490 pole miles of 34.5 kilovolt sub-transmission lines as well as 255 substations. WPK also owns natural gas fired generating stations located near Clifton, Dodge City, Great Bend and Liberal,

¹The six Kansas cooperatives, collectively referred to as members of MKEC, and their headquarters are as follows: Lane-Scott Electric Cooperative, Inc., Dighton, Kansas; Southern Pioneer Electric Company, a subsidiary of Pioneer Electric Cooperative, Inc., Ulysses, Kansas; Prairie Land Electric Cooperative, Inc., Norton, Kansas; Victory Electric Cooperative Association, Inc., Dodge City, Kansas; Western Cooperative Electric Association, Inc., WaKeeney, Kansas; Wheatland Electric Cooperative, Inc., Scott City, Kansas.

an 8% participation in the coal fired Jeffrey Energy Center located north of St. Mary's and purchase power contracts, which service Kansas customers. WPK's purchase power contracts include a 40 megawatt purchase of wind-generated energy from Gray County Wind Farm located near Montezuma.

3. Correspondence, communications, pleadings, orders, decisions, and other documents concerning this Joint Application and proceeding should be addressed to the undersigned counsel, as well as to:

WPK:

Jon R. Empson
Aquila, Inc.
1815 Capitol Avenue
Omaha, NE 68102

Mark Reed
Aquila, Inc.
10700 East 350 Highway
P. O. Box 11739
Kansas City, MO 64138

Maurice L. Arnall
Aquila, Inc.
10700 East 350 Highway
P. O. Box 11739
Kansas City, MO 64138

MKEC:

Tom Hestermann
Manager, Regulatory Relations
Sunflower Electric Power Corporation
c/o Mid-Kansas Electric Company, LLC
301 West 13th Street, P. O. Box 980
Hays, Kansas 67601

Allan J. Miller
Chairman of the Board
Mid-Kansas Electric Company, LLC
301 West 13th Street, P.O. Box 980
Hays, Kansas 67601

MKEC'S QUALIFICATIONS AND
GENERAL INFORMATION ABOUT MKEC

4. The Members or the parent company of Southern Pioneer Electric Company (hereinafter referred to as "Members") of MKEC are customer-owned electric energy providers as defined in K.S.A. 17-4601, *et seq.*, and serve as a retail electric source of electric power for their members. The Members of MKEC have significant experience in providing retail electric service to customers in Kansas.

5. Members of MKEC currently serve about 118,000 electric customers in western

Kansas.

DESCRIPTION OF THE MEMBERS OF MKEC
AND SUNFLOWER'S ELECTRICAL UTILITY OPERATIONS

6. The Members of MKEC provide distribution services to more than 51,000 metering points and indirectly serve another 10,000 meters as wholesale power suppliers to cities and towns in western Kansas. Sunflower provides wholesale power generated by six power plants to the Members of MKEC. That power is delivered across a high voltage transmission network consisting of 27 substations and more than 1,150 miles of 69-kv, 115-kv and 345-kv lines.

MANAGEMENT AND EMPLOYEES

7. The Members of MKEC and Sunflower have a management team in place that has substantial experience in providing energy service to customers.

FINANCIAL STRENGTH

8. The combined financial balance sheet, income statement, and statement of capitalization of the Members of MKEC and Sunflower are attached as Exhibits "A" through "C" to this Application. Also included in said Exhibits is the post-transaction information of MKEC.

ELECTRIC SUPPLY

9. The Members of MKEC, through their ownership in Sunflower have a diversified electrical supply portfolio that is used to serve its electric utility customers. The supply portfolio is established such that it includes access to energy that is intended for use in a "base load" application, as well as energy that is applied under "peaking" conditions.

THE TRANSACTION BETWEEN MKEC AND WPK

10. Pursuant to the terms and conditions of an Asset Purchase Agreement ("Agreement") by and between MKEC and WPK, WPK will sell to MKEC and MKEC will purchase from WPK,

WPK's Kansas regulated electrical utility business and operations, including generation, transmission and distribution assets serving geographic areas located in central and western Kansas ("Kansas Assets"). A copy of the Agreement is attached as Exhibit "D." MKEC shall acquire the Kansas Assets for a purchase price of \$255.2 million, plus working capital and subject to certain adjustments as set forth in the Agreement.

11. Upon consummation of the transaction set forth in the Agreement, MKEC will own all of the Kansas Assets, as described in the Agreement and which are located in the area identified on the map attached hereto as Exhibit "E."

12. MKEC will assume certain contractual obligations and liabilities of WPK with respect to the Kansas Assets. These contractual obligations and liabilities are necessary for the continued operation of the Kansas Assets. See Agreement, Section 2.3 and Exhibit 3.1.

13. A certified copy of the resolution of the Board of Directors of MKEC ratifying the Agreement and consummation of the transaction contemplated by the Agreement and this Joint Application, as well as MKEC's Certificate of Good Standing filed with the Kansas Secretary of State's office, is attached hereto as Exhibit "F," and is incorporated herein by reference. A certified copy of the resolution of the Board of Directors of Aquila authorizing consummation of the transaction contemplated by the Agreement and this Joint Application is attached hereto as Exhibit "G," and is incorporated herein by reference.

MKEC'S PLAN OF OPERATION

14. WPK furnishes electric sales service to approximately 68,000 retail meters in Kansas. Exhibit "H" lists the communities served by the Kansas Assets in the subject territories. The Joint Applicants will mail notice to all of the customers served from the Kansas Assets and to all other retail electric public utility companies known by WPK to hold certificates for service adjacent to the areas

currently served by the Kansas Assets advising them of the transaction and this Joint Application. A copy of the proposed notice to be sent by first class mail to all customers will be submitted to the Commission's Staff for their review and comments. Once the notice is approved by the Commission Staff, it will be mailed to all WPK retail customers affected by this transaction. Attached hereto as Exhibit "I" is a copy of the proposed notice.

15. Upon consummation of the proposed transaction, MKEC will serve all of WPK's former system customers in the subject territories at the rates and under the same terms and conditions currently in effect for WPK. A copy of WPK's current Kansas Rate Tariffs and Terms and Conditions are currently on file with the Commission and attached hereto as Exhibit J and incorporated herein by reference. WPK's former system customers will receive retail electric service from MKEC through its six Members that will provide both operations and maintenance service to the former WPK customers. MKEC will continue to furnish efficient and sufficient service and facilities with respect to the Kansas Assets.

16. The Joint Applicants request approval of the transfer of WPK's Kansas Certificates and franchises relating to the Kansas Assets to MKEC, and, correspondingly, MKEC requests a Certificate to reflect the transfer of the service territory of the Kansas Assets in the subject territories and to authorize MKEC to own and operate the Kansas Assets in the subject territories, as described above, in accordance with tariffs as proposed in paragraph 15, as they may be later amended from time to time as provided by law. The Agreement, Exhibit "D" hereto, contains a list of the franchises WPK currently holds in the impacted service territory.

THE PROPOSED TRANSACTION WILL PROMOTE THE PUBLIC INTEREST

17. MKEC's acquisition of the Kansas Assets is in the public interest and meets or surpasses the criteria established by the Commission to determine if a merger or acquisition is in the

public interest.

18. The proposed transaction will promote the public interest in that MKEC is qualified by its Members' financial strength and managerial expertise of the Members and Sunflower in the electric distribution, transmission and generation business to meet all of the demands associated with operating the Kansas Assets efficiently and sufficiently. See, Testimony of L. Earl Watkins, Jr., submitted with this Joint Application.

19. Consummation of the transaction will allow the existing high quality of service provided to WPK's customers to be maintained and improved. MKEC through its service and operation agreements with its Members and Sunflower is clearly qualified to operate the Kansas Assets. The Members of MKEC clearly have experience in operating an electrical distribution system and Sunflower has a long history of operating generation and transmission facilities in western Kansas. MKEC Members' familiarity with operating an electrical system will maintain and enhance the quality of service to which WPK's customers are accustomed. The Members of MKEC will operate and maintain the distribution assets of WPK through service and operation agreements with MKEC, a form of which is attached hereto as Exhibit K. The generation and transmission assets of MKEC will be operated and maintained by Sunflower pursuant to a service and operation contract, a form of which is attached hereto as Exhibit L.

20. Approval of the requested transfer and assignment to MKEC of WPK's applicable Certificates with respect to the Kansas Assets, with the resulting abandonment of the Certificates issued to WPK, are also in the public interest insofar that public convenience will be promoted by authorizing and ensuring continuation of service to the existing customers from the Kansas Assets.

21. The purchase price that MKEC will pay for the Kansas Assets is reasonable and was derived through an extensive bidding process. MKEC will acquire the Kansas Assets at their fair

market value. MKEC does not plan to seek recovery of any portion of the acquisition premium beyond the requested retail rate freeze unless and until it can show the Commission evidence of savings to WPK's former customers, as well as to the customers of the Members of MKEC, which would not have occurred if MKEC had not acquired the Kansas Assets. See, Testimony of L. Earl Watkins, Jr., submitted with this Joint Application.

22. MKEC's status as a company owned or controlled by six cooperatives that are in turn owned by their respective customers eliminates the need of balancing shareholder versus customer interests.

23. MKEC and WPK structured the proposed transaction so as to avoid unnecessary adverse consequences to customers/owners and employees of the utilities. The Agreement assures employees, and the customers that they serve, that there will be no disruptive workforce reductions associated with the transaction. Under the Agreement, the employees of WPK whose expertise and work experience is primarily associated with the Kansas Assets will be offered employment with the Members of MKEC or Sunflower. See, Testimony of L. Earl Watkins, Jr., submitted with this Joint Application.

24. The proposed transaction will benefit the affected electric customers. MKEC intends to provide service to customers at the current WPK retail rates approved by the Commission for a period of five years. MKEC proposes that the five year time limitation on filing to change rates would not be binding to the extent there are changes in law or the occurrence of other extraordinary events that MKEC does not control and which change or event results in a material adverse change to MKEC's Kansas jurisdictional electric business' revenues, revenue requirement, or operations. In such event, MKEC may request permission from the Commission for leave to file a general rate case limited to addressing such material adverse changes. MKEC proposes that the five year time

limitation to change rates not preclude MKEC from proposing changes in rates or tariffs: (a) to recover appropriate costs under its Commission approved ECA; (b) to comply with new Commission rules or policies relating to such matters as establishing non-traditional rate structures, unbundling rules, furnishing new types of services and providing incentive rates; or (c) seek to recover through rates costs related to investment in transmission facilities required by a governmental agency, Regional Transmission Organization (“RTO”), or required to comply with North American Electric Reliability Council (“NERC”) criteria. The Members of MKEC have an excellent record of reliable electric service. See, Testimony of Allan J. Miller, submitted with this Joint Application.

25. The proximity of MKEC's current public utility operations to the Kansas Assets makes MKEC a well suited purchaser of the Kansas Assets. Such proximity will allow a smooth and relatively inexpensive transition of operations, benefitting customers and employees. Exhibit "E" shows the relationship between WPK's certificated service areas and MKEC's Member certificated electric service areas. The synergies of combining the two adjacent systems should keep future rates lower than what they would otherwise be with two separate companies operating relatively small electric systems. See, Testimony of Dennis R. Eicher, submitted with this Joint Application.

26. The proposed transaction will improve the quality of customer service without material increases in operating costs. As a result of the transaction, the qualified employees of the Members of MKEC will also be near WPK's customers so customer service will improve even if no additional electric employees are hired beyond the existing WPK employees.

27. The proposed transaction will benefit Kansas' economy and local communities. The Members of MKEC, as well as, Sunflower, are active in the communities in which they serve. The Members of MKEC and Sunflower take part in regional economic and community development through active participation in several local organizations. Their employees take part in many civic

groups, leadership activities and local fund raising efforts.

28. The proposed transaction will preserve the jurisdiction of the Commission and the capacity of the Commission to effectively regulate and audit public utility operations in Kansas. Under the ownership of MKEC, the Kansas Assets will remain under the auspices of and jurisdiction of the Commission. While some of the Members of MKEC had elected pursuant to K.S.A. 66-104 to remove Commission jurisdiction over utility rates, MKEC, at the present time, does not intend to take any steps to remove the Commission's jurisdiction over rates charged by MKEC to former WPK customers.

29. MKEC is dedicated to providing safe and reliable service to its utility customers.

30. Aquila's sale of the Kansas Assets will also have a positive impact on Aquila's remaining natural gas customers in Kansas. The consummation of this transaction, along with the sale of three other utility divisions by Aquila in Michigan, Minnesota and Missouri will allow Aquila to make significant strides in regaining the financial strength that it has had in the past. That additional financial strength will be beneficial to Aquila's Kansas natural gas customers. The rates charged to Aquila's Kansas natural gas customers will also not change as a result of the sale of the Kansas Assets to MKEC. Aquila agrees to continue filing its quality of service quarterly report as it pertains to its natural gas business with the Commission and its Staff so they will be able to monitor the quality of service that Aquila's natural gas customers receive after the proposed sale has been completed.

WHEREFORE, pursuant to K.S.A. 66-101, *et seq.*, 66-104, 66-117, 66-131, and 66-136, MKEC and WPK request this Commission to enter an Order:

A. Approving the transfer to MKEC of WPK's Certificates and WPK's franchises with respect to the Kansas Assets;

B. Granting MKEC authority to serve the electric customers within the area at the

same rates currently in effect for WPK's customers and granting WPK authority to cease providing electric service to customers in the area;

C. Granting a Certificate to MKEC to serve the territory of the Kansas Assets and to authorize MKEC to own and operate the Kansas Assets, located in the territory identified in Exhibit "E," pursuant to the rates and general terms and conditions for service now offered by WPK as they may be later amended from time to time as provided by law, such grant to be conditioned on transfer of the Kansas Assets from WPK to MKEC, and authorizing MKEC to adopt WPK's tariffs for the Kansas Assets as its own in accordance with such order;

D. Approving the adoption by MKEC's of WPK's rates and regulations, and the approval of a rate moratorium for a period of five years with the exception that MKEC may apply for approval of rate changes to recover the costs associated with investment in transmission facilities required by a governmental agency, Regional Transmission Organization ("RTO"), or required to comply with North American Electric Reliability Council ("NERC") criteria and for other changes identified in paragraph 24 of this Joint Application;

E. Authorizing MKEC to amortize and recover through rates any premium paid in excess of the net book value of the purchased assets over time, provided that, such recovery beyond the requested retail rate freeze shall first be approved by the Commission and said approval shall be based upon sufficient evidence which shows that the amount of recovery is at least equal to the amount of savings to the customers which occurred as a result of MKEC's acquisition of the Kansas Assets;

F. Approving the form of service and operation agreement between the Members of MKEC and MKEC with respect to the operation and maintenance of the MKEC distribution

assets as attached hereto as Exhibit "K." MKEC will forward to the Commission copies of the agreement between the members of MKEC and MKEC when they are executed;

G. Approving the form of service and operation agreement between Sunflower and MKEC with respect to the operation and maintenance of the MKEC generation assets as attached hereto as Exhibit "L." MKEC will forward to the Commission a copy of the agreement between Sunflower and MKEC when it is executed; and

H. Granting such other relief deemed by the Commission to be just and proper to accomplish the purpose of this Joint Application and to permit MKEC to own and operate the purchased the Kansas Assets.

DATED this 16th day of November, 2005.

AQUILA, INC., D/B/A AQUILA NETWORKS - WPK

By: 

James G. Flaherty, #11177

ANDERSON & BYRD, LLP

216 S. Hickory, P. O. Box 17

Ottawa, Kansas 66067

(785) 242-1234

(785) 242-1279

Attorneys for Aquila, Inc., d/b/a Aquila Networks - WPK

MID-KANSAS ELECTRIC COMPANY, LLC

By: _____

Mark D. Calcara, #09957

LAW OFFICES OF WATKINS CALCARA, CHTD.

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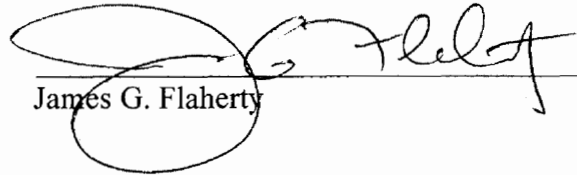
Attorneys for Mid-Kansas Electric Company, LLC

VERIFICATION

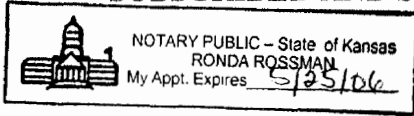
STATE OF KANSAS, COUNTY OF FRANKLIN, ss:


James G. Flaherty, of lawful age, being first duly sworn on oath, states:

That he is the attorney for Aquila, Inc., d/b/a Aquila Networks - WPK, named in the foregoing Joint Application, knows the contents thereof; and that the facts set forth therein are true and correct to the best of his knowledge, information and belief.


James G. Flaherty

SUBSCRIBED AND SWORN to before me this 16th day of November, 2005.




Notary Public

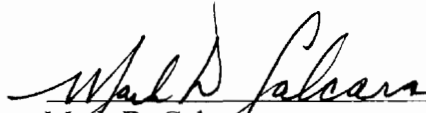
My Commission Expires:

VERIFICATION

STATE OF KANSAS, COUNTY OF Ellis, ss:

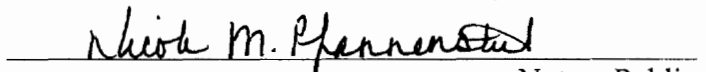
Mark D. Calcara, of lawful age, being first duly sworn on oath, states:

That he is the attorney for Mid-Kansas Electric Company, LLC, named in the foregoing Joint Application, knows the contents thereof; and that the facts set forth therein are true and correct to the best of his knowledge, information and belief.



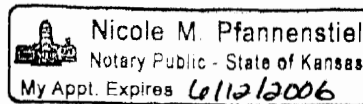
Mark D. Calcara

SUBSCRIBED AND SWORN to before me this 11th day of November, 2005.



Notary Public

My Commission Expires: 6/12/2006



CONFIDENTIAL INFORMATION

(Located in Docket Room)

In the Matter of the Joint Application of Aquila, Inc., d/b/a Aquila Networks - WPK ("WPK") and 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.

06-MKEE-524-ACQ

Confidential Items Found in the Application
Filed on November 16, 2005:

Confidential Pages to the Asset Purchase Agreement,
Disclosure Schedules.

Confidential Exhibit LEW-1 to the Testimony of L. Earl
Watkins, Jr.

FILE DATE:

November 16, 2005

EXHIBIT "A"

MKEC Members Pre-Transaction Electric Income Statement and MKEC Post-Transaction Electric Income Statement

	MKEC Members Pre-Transaction	MKEC Post-Transaction
Operating Revenues	132,652,204	185,884,543
Cost of Power	(85,317,211)	(101,210,033)
O&M and A&G	(19,733,916)	(41,874,300)
Depreciation and Amortization	(9,160,838)	(16,149,219)
Taxes	(2,712,325)	(4,215,000)
Interest	(5,165,145)	(19,947,757)
Nonoperating Income (Expense)	1,044,976	1,110
Net Margins	11,607,745	2,489,344

MKEC Member Pre-Transaction Financial Balance Sheet and MKEC Post-Transaction Financial Balance Sheet

Assets	MKEC Members Pre-Transaction	MKEC Post-Transaction
Depreciable Assets (Gross)	298,342,346	222,031,490
Less: Accumulated Depreciation	(97,654,989)	(28,016,486)
Depreciable Assets (Net)	200,687,357	194,015,003
Acquisition Premium	-	50,161,774
Cash	4,503,844	534,511
Receivables	19,344,295	12,108,624
Inventory	3,937,664	5,777,737
Other Current Assets	5,620,179	12,596,184
Other Assets	43,493,070	34,925,000
Total Assets	277,586,409	310,118,834
Liabilities & Equity		
Long-Term Debt	139,081,759	293,515,112
Other Liabilities	7,373,289	12,072,078
Accounts Payable	8,719,748	2,038,065
Equity	122,411,613	2,493,579
Total Liabilities and Equity	277,586,409	310,118,834

MKEC Member Pre-Transaction Statement of Capitalization and MKEC Post-Transaction Statement of Capitalization

Capitalization	MKEC Member Pre-Transaction	MKEC Post-Transaction
Long-Term Debt	139,081,759	293,515,112
Equity	122,411,613	2,493,579
Total Capitalization	261,493,372	296,008,691