

PUBLIC UTILITY COMMISSION OF TEXAS
1701 N. CONGRESS AVENUE
AUSTIN, TEXAS 78701
(512) 936-7000

(Commission Use Only)
Docket No. _____
File No. _____

APPLICATION FOR SALE, TRANSFER, OR MERGER

This form should be used by public utilities for:

1. seeking authority to sell assign, or lease a Certificate of Convenience and Necessity or any rights obtained under a certificate.
2. reporting the sale, acquisition, lease or rental by or to public utility of any plant as an operating system or unit for a total consideration in excess of 100,000;
3. reporting the merger or consolidation of two or more public utilities; and
4. reporting the purchase by one public utility of voting stock in another public utility.

See Sections 59, 63, and 64 of the Public Utility Regulatory Act, Art. 1446c V.A.C.S.

1. Proposed action of subject of report:

- _____ Sale, transfer or lease of an entire Certificate of Convenience and Necessity
- _____ Sale, transfer or lease of a portion of Applicant's service area of facilities to which it is certificated (including certificate rights)
- _____ Sale, transfer or lease of a utility plant as an operating system or unit for more than \$100,000 (including certificate rights)
- _____ Merger or consolidation of public utilities
- _____ Purchase by a public utility of voting stock in another public utility

List all counties in which the utility's service area will be affected by this transaction

2. Applicant _____
(Name of Utility)

Mark one:

___ Applicant holds Certificate of Convenience and Necessity No. _____

___ Applicant does not hold a certificate from the Public Utility Commission

The Applicant is the:

___ Seller (transferor or lessor)

___ Purchaser (transferee or lessee)

___ One of the merging or consolidated utilities

___ Other (please explain) _____

Business Address _____ Business Telephone _____
(Street Address must be entered here - (Area Code -- Number)
P.O. Box may also be entered)

(City) (County) (State & Zip Code)

3. Applicant is a(n) _____
(Individual, Partnership, Corporation, Cooperative Corporation Water Supply Corporation, Political Subdivision, Municipally Owned Utility)

4. If applicable, list the names, addresses and office of all partners or all offices of Applicant.

Name	Office	Address
_____	_____	_____
_____	_____	_____
_____	_____	_____

5. If applicable, list names, addresses and positions of Applicant's five largest shareholders.

Name	Office	Address
_____	_____	_____
_____	_____	_____
_____	_____	_____

6. Applicant designates the following person to be contacted with respect to any question regarding filing

(Address) (City, State, and Zip Code) (Area Code and Number)

7. If Applicant is represented by an attorney: _____
(Name of Attorney or Firm)

(Address) (City, State, and Zip Code) (Area Code and Number)

8. Does Applicant have a tariff on file with the Commission?

_____ Yes. If Yes, date of filing: _____

_____ No. If No, attach a written schedule of present rates and services. (Use forms or format required by Commission's Tariff Clerk.)

9. Please indicate the proposed effect of this transaction on rates to be charged affected customers:

_____ All customers will be charged the same rates as they were charged before the transaction.

_____ (Some) (all) customers will be charged different rates than they were charged before the transaction. If so, please explain.

_____ Applicant intends to file with the Commission an application to change rates of (some) (all) of its customers as a result of this transaction. If so, please explain. _____

_____ Other. Please explain _____

10. Other party to this transaction _____
(Name)

_____ The other party holds Certificate of Convenience and Necessity No. _____

_____ The other party does not hold a Certificate of Convenience and Necessity

The other party is the:

____ Seller (transferor or lessor)

____ Purchaser (transferee or lessee)

____ One of the merging or consolidating utilities

____ Other (please explain) _____

Business
Address _____

(Street Address must be entered here
P.O. Box may also be entered)

Business
Telephone _____
(Area Code - Number)

(City)

(County)

(State & Zip Code)

If there is more than two parties to this transaction, please attach sheets providing the information required in Questions No. 9 through 16 for each party.

11. Other party is a(n) _____
(Individual, Partnership, Corporation, Cooperative Corporation Water Supply Corporation, Political Subdivision, Municipally Owned Utility)

12. If applicable, list the names, addresses and office of all partners or all office of Applicant.

Name	Office	Address
_____	_____	_____
_____	_____	_____
_____	_____	_____

13. If applicable, list names, addresses and positions of Applicant's five largest shareholders.

Name	Address
_____	_____
_____	_____
_____	_____

14. The other party designates the following person to be contacted with respect to any question regarding filing _____

(Address) (City, State, and Zip Code) (Area Code and Number)

15. If the other party has retained an engineer: _____
(Name of Engineer Firm)

(Address) (City, State, and Zip Code) (Area Code and Number)

16. If the other party is represented by an attorney: _____
(Name of Attorney or Firm)

(Address) (City, State, and Zip Code) (Area Code and Number)

17. List of all neighboring utilities, cities, political subdivisions, or other parties directly affected by this application. (Use separate sheet if needed).

Applicant represents to the Public Utility Commission that each of the above parties and all other parties to this transaction were notified of the nature of this application and its filing with the Commission, and each of the above parties by that notification has an opportunity to protest that the application (See page 9). Other parties to this transaction have been furnished copies of this application.

18. Please describe the nature of the transaction. Indicate if it involves the transfer of of certificated facilities and/or service area. _____

19. If the transaction involves the transfer of certificated facilities and/or service areas, please describe the qualifications of the purchaser (or transferee) to provide adequate utility service. _____

20. State the purchase price \$ _____ and/or the other consideration for the transaction: _____

21. If applicable, state the original cost of plant to be sold or merged, as recorded on books of Seller (or merging companies):
 \$ _____
22. If applicable, state the amount of accumulated depreciation and the date of acquisition: _____ as of _____, 20 _____.
23. If applicable, state the amount recorded as plant acquisition adjustment on books of selling company (ies):

- 24.. Complete the following proposed entries in books of purchasing (or surviving) company to record purchase (or merger):

Utility plant in service	_____
Plant acquisition adjustment	_____
Extraordinary loss on purchase	_____
Accumulated depreciation plant	_____
Cash	_____
Notes payable	_____
Mortgage payable	_____
Other list	_____

(Additional entries may be made – the above are suggested only and are intended to pose descriptive limitations)

25. If utility plant in service is traded for utility plant in service , give detail original cost – accumulated depreciation, and reasons for or justification of trade:
26. Provide analysis of tax consequences in transaction and recognition given in books parties concerned:

Note: Applicant is advised that under present Commission policy total recovery plant acquisition adjustment in subsequent rate proceedings is not assured, but is dependent upon certain factors in a rate case.

27. Describe type of plant facilities, and number of connections affected by this application.

28. Describe the location of plant facilities involved in this application with respect to streets, highways, cities, known landmarks, water courses, coordinates of transmitter sites, etc.:

29. Regarding the utility being sold, provide details of the following:
 - a. Planned or needed capital improvements;
 - b. Estimated cost of such improvements;
 - c. Whether required to make such improvements by a federal or state agency;
 - d. Any time limits imposed for such improvements.

30. Please describe anticipated impact of this transaction on the quality of utility service. Please explain anticipated changes in quality of service.

31. If a merger or combination is sought by this application, please provide the following:
 - a. A balance sheet for each utility;
 - b. An income statement for each entity;
 - c. Articles of Incorporation of a newly created entity;
 - d. A preliminary prospectus of stock of a newly created entity is to be publicly held.

In the Affiant to this form is any person other than the sole owner, partner, officer of the applicant or its attorney, a properly verified Power of Attorney must be enclosed.

OATH

STATE OF TEXAS

COUNTY OF _____

I, _____, being duly sworn, file this application as _____ (indicate relationship to Applicant, that is, owner, member of partnership, title as officer of capacity, I am qualified and authorized to file and verify such application, am personally familiar with the documents filed with this application, and have complied with all the requirements contained in the application; and, that all such statements made and matters set forth therein with respect to Applicant are true and correct. Statements about other parties are made on information and belief. I further state that the application is made in good faith, that notice of its filings was given to all other parties to the transaction and all neighboring utilities, and that this application does not duplicate any filing presently before the Commission.

Affiant
(Applicant's Authorized Representative)

SUBSCRIBED AND SWORN TO BEFORE ME, a Notary Public in and for the State and County above-named, this _____ day of _____, 20_____

Notary Public

The original and four (4) copies of this Application and all attachments should be submitted to:

PUBLIC UTILITY COMMISSION OF TEXAS
1701 N. Congress Avenue
Austin, Texas 78711

-INSTRUCTIONS-

This form may be locally reproduced and should be completed by Applicant and mailed to each party named in No. 17 of the Application on or before the filing date of the Application.

NOTICE OF AN APPLICATION

FILED WITH THE PUBLIC UTILITY COMMISSION

TO:

(Neighboring Utility or Affected Party)

GENTLEMEN:

_____ which is a
(Applicant Utility Name)

_____ wished to inform you that on _____,
*(Type of Utility: Telephone, Radiotelephone,
Electric, Water and/or Sewer)*

it will file an Application for _____ Sale
_____ Transfer of the following: _____
_____ Merger

_____ as set out on the Application filed with the Commission, a copy of which is kept at
our office at : _____
(Applicant's Business Address)

If you wish to protest the application you should notify Applicant Utility and must file your protest in writing with the Public Utility Commission, 1701 N. Congress Avenue, Austin, Texas 78701, within fifteen (15) days.

(Date)

(Applicant's Representative)

(Applicant Utility Name)