

December 10, 2010

**VIA EMAIL AND HAND DELIVERY**

Mary W. Freeman, Chairman Tennessee Regulatory Authority  
c/o Sharla Dillon Dockets and Records Manager filed electronically in docket office on 12/10/10  
460 James Robertson Parkway  
Nashville, Tennessee 37219

**RE: Joint Petition of Navitas TN NG, LLC and Gasco Distribution Systems, Inc. for  
Approval of Transfer of Control and Authority of Gasco Distribution Systems, Inc.  
Case No.- 10-0220**

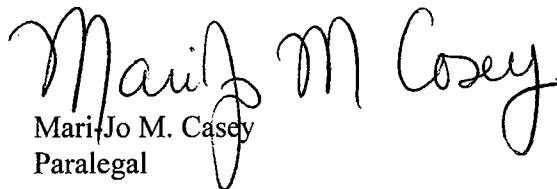
Dear Chairman Freeman:

Attached is an Amendment to the Joint Petition of Navitas TN NG, LLC and Gasco Distribution Systems, Inc. for Approval of Transfer of Control and Authority of Gasco Distribution Systems, Inc. filed on December 3, 2010, as Case No.- 10-0220. This Amendment also includes Supplemental Exhibit J to the original Joint Petition filed on December 3, 2010. Exhibit J is a document reflecting the USDA B&I Rural Development loan and is marked Confidential. Therefore, we will not submit Exhibit J electronically.

An envelope marked "**CONFIDENTIAL**" containing the Confidential Supplemental Exhibit J is being hand delivered with this submission this morning. The Petitioners request that the Authority treat this exhibit Confidential, as marked, and that these documents not be made available for the public to review. Should anyone seek to view the documents, the Petitioners request an opportunity to further protect them from disclosure and, if necessary, seek a protective order.

Please contact me if you have any questions.

Sincerely yours,

  
Mari-Jo M. Casey  
Paralegal

on behalf of Counsel for Navitas TN NG, LLC

Enclosure



WYATT, TARRANT & COMBS, LLP

Mary W. Freeman, Chairman

December 10, 2010

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cc: Richard Collier, Esq. (w/o Exhibits)  
Vance L. Broemel, Esq. (w/o Exhibits)  
Helen Helton, Esq. (w/o Exhibits)  
Anita Mitchell, Esq. (w/o Exhibits)  
J. Knox Walkup, Esq. (w/o Exhibits)  
Klinton W. Alexander, Esq. (w/o Exhibits)  
Ron Comingdeer, Esq. (w/o Exhibits)  
Mary Kathryn Kunc, Esq. (w/o Exhibits)  
Fred Steele (w/o Exhibits)

45409630.1

**BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE**

<b>JOINT PETITION OF NAVITAS TN NG,</b>	)	
<b>LLC AND GASCO DISTRIBUTION</b>	)	
<b>SYSTEMS, INC. FOR APPROVAL OF A</b>	)	
<b>TRANSFER OF CONTROL AND</b>	)	
<b>AUTHORITY OF GAS UTILITY</b>	)	<b>Docket No. 10-0220</b>
<b>SYSTEMS OF GASCO DISTRIBUTION</b>	)	
<b>SYSTEMS, INC., CHAPTER 11 DEBTOR</b>	)	
<b>IN POSSESSION</b>		

**AMENDMENT TO JOINT PETITION**

COMES NOW, Navitas TN NG, LLC, by and through counsel, and hereby submits the following certain amendments to the Joint Petition filed in this matter:

1. Following the introductory paragraph and prior to paragraph 1 add the following new paragraph:

“In addition, Navitas TN NG, LLC requests approval pursuant to T.C.A. Section 65-4-109 of the financing arrangements for its acquisition of these certain gas utility systems.”

2. Following paragraph 29 on page 10, the following new paragraph 30:

“30. Premised on the commitment of NALLC and its affiliate Navitas to assisting and keeping rural communities viable, and having shown this commitment through their investment in rural America, in December 2009, the owners of NALLC secured a USDA B&I Rural Development loan for the purpose of acquiring natural gas properties, such as the Gasco properties located in Tennessee. When the loan was approved, a \$1.5 million acquisition line was put in place for future use. A copy of the document reflecting this loan is attached as Exhibit J and marked CONFIDENTIAL. Navitas intends to draw down six-

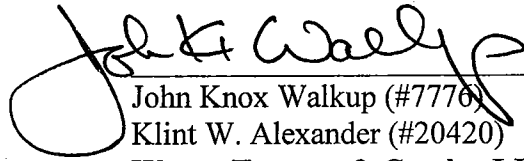
hundred ten-thousand five-hundred dollars (\$610,500.00) to pay for the portion of the Gasco properties located in Tennessee. This amount will be paid at closing which will occur subsequent to the necessary regulatory approvals, all in accordance with the Order issued on October 21, 2010 by the United States Bankruptcy Court, Southern District of Ohio, Eastern Division authorizing and approving NALLC's bid to acquire the Gasco Utility Systems in Tennessee and Kentucky. The Bankruptcy Court Order was attached to the Application filed in this cause marked as Exhibit B. A requirement of the loan documents is that all properties, including the Gasco properties, purchased with loan funds are pledged as security for the loan. In addition, the owners, Mr. Richard Varner and Mr. Thomas Hartline, are guarantors for the loan."

3. Prior to the last paragraph in which relief is requested (paragraph 5 on page 11, renumber that paragraph to be paragraph 6 and insert the following new paragraph 5:

"5. Approving pursuant to T.C.A. Section 65-4-109, the financing arrangements as described in the petition of Navitas for its acquisition of these certain utility systems."

Dated this the 10<sup>th</sup> day of December, 2010.

Respectfully Submitted,



John Knox Walkup (#7776)

Klint W. Alexander (#20420)

**Wyatt, Tarrant & Combs, LLP**

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- and -

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*Counsel for Navitas Assets, L.L.C.*

## **LIST OF SUPPLEMENTAL EXHIBITS**

Exhibit J

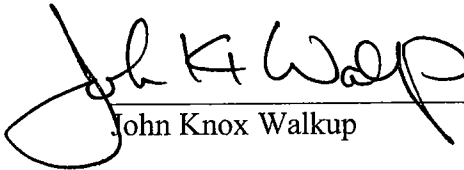
Document reflecting USDA B&I Rural Development loan  
(CONFIDENTIAL – Filed Under Seal)

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on the 10<sup>th</sup> day of December, 2010, a true and correct copy of the foregoing instrument was deposited in the United States Mail, with postage prepaid, and addressed to the following:

**Richard Collier, Esq.**  
General Counsel  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

**Vance L. Broemel, Esq.**  
Senior Counsel  
Consumer Advocate and Protection Division  
State of Tennessee, Office of Attorney General  
John Sevier Building  
PO Box 20207  
500 Charlotte Avenue  
Nashville, Tennessee 37202

  
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John Knox Walkup

**Joint Petition of Navitas TN NG, LLC and  
Gasco Distribution Systems, Inc. for Approval  
of Transfer of Control and Authority of Gasco  
Distribution Systems, Inc.**

**Case No.— 10-0220**

**EXHIBIT J**

**CONFIDENTIAL  
FILED UNDER SEAL**