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April 12, 2012

Chairman, Tennessee Regulatory Authority  
**Attn: Sharla Dillon, Dockets and Records Manager**  
460 James Robertson Parkway  
Nashville, TN 37243

**RE: In the Matter of Corix Utilities (Illinois) LLC**  
**Petition to Acquire the Outstanding Stock of Utilities, Inc.**  
**TRA Docket No. 12- 00033**

Dear Ms. Dillon:

Enclosed is the Application to Appear Pro Hac Vice of Christopher J. Ayers on behalf of Corix Utilities (Illinois) LLC and Utilities, Inc. in connection with the attached filing. As a member in good standing of the Tennessee Bar, I recommend approval of this request.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in blue ink that reads 'J. Keith Coates, Jr. / KFC'.

J. Keith Coates, Jr.

JKC:mw  
Enclosure

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

**IN RE:        PETITION OF CORIX UTILITIES (ILLINOIS) LLC TO  
              ACQUIRE THE OUTSTANDING STOCK OF UTILITIES, INC.**

**DOCKET NO. 12-\_\_\_\_\_**

**APPLICATION TO APPEAR PRO HAC VICE**

Pursuant to Rule 19 of the Rules of the Supreme Court of Tennessee and the Rules of the Tennessee Regulatory Authority (“TRA”), Christopher J. Ayers, attorney for Utilities, Inc. (“UP”) and Corix Utilities (Illinois) LLC, (“Corix”) (collectively, “the Companies”) hereby makes application for permission to appear and to participate in the above-referenced case on behalf of the Companies, and in support of his application states as follows:

1.        The undersigned, Christopher J. Ayers (“Mr. Ayers”), is a partner with the firm of Poyner Spruill LLP, 301 Fayetteville Street, Suite 1900, Raleigh, North Carolina 27601.

2.        Mr. Ayers desires to enter an appearance on behalf of the Companies in the above-referenced matter.

3.        Mr. Ayers is currently licensed and is in good standing and admitted to practice in the following courts:

- a.    The North Carolina General Court of Justice, 2002;
- b.    The United States Court of Appeals for the Fourth Circuit, 2003;
- c.    The United States District Court, Eastern District of North Carolina, 2003;
- d.    The United States Supreme Court, 2005.

4.        Mr. Ayers is currently licensed and is in good standing and admitted to practice in the State of North Carolina (Bar No. 28412) and no disciplinary actions or investigation of his conduct are pending.

5. Mr. Ayers has associated himself for purposes of this proceeding with Mr. J. Keith Coates, Jr. ("Mr. Coates") of Woolf, McClane, Bright, Allen & Carpenter, PLLC, 900 Riverview Tower, 900 S. Gay Street, Knoxville, Tennessee 37902.

6. Mr. Coates is a member in good standing of the Bar of this Court upon whom all pleadings, motions, notices and other papers can be served in conformance with the Federal Rules of Civil Procedure and the Local Rules of this Court.


7. Mr. Ayers agrees to subject himself to the jurisdiction of this Authority in any manner arising out of his conduct in such proceedings and agrees to be bound by the rules governing the conduct of attorneys appearing before this Authority.

WHEREFORE, the undersigned requests that he be admitted *pro hac vice* to appear and participate in the above-styled case on behalf of Utilities, Inc. and Corix Utilities (Illinois) LLC.

Respectfully submitted, this the 13<sup>th</sup> day of April, 2012.

  
\_\_\_\_\_  
Christopher J. Ayers

Sworn to and subscribed before me  
This 13 day of April, 2012.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: 3-18-2016

