

Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

facsimile transmittal

To:	Christopher J. Ayers, Counsel	Fax:	919-783-1075
From:	Carlos Black	Date:	5/1/12
Re:	TRA Docket No. 12-00033	Pages:	2
CC:		Fax:	

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Notes..

If I can provide you with further assistance, please do not hesitate to contact me at 615-741-2904, ext. 196 or toll-free at 1-800-342-8359, ext. 196.

ccb

TENNESSEE REGULATORY AUTHORITY



May 1, 2012

460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Christopher J. Ayers, Counsel
Poyner Spruill, LLP
301 Fayetteville Street, Suite 1900
Raleigh, NC 27601

RE: Docket 12-00033: Petition for Authority to Transfer Control of Utilities, Inc. to Corix Utilities (Illinois) LLC

Dear Mr. Ayers:

In order to review the above-referenced *Petition*, the Tennessee Regulatory Authority requires additional information. Please provide the information requested below by May 10, 2012, and refer to this correspondence as Data Request No. 1 in the response.

1. Have the Petitioners made similar filings in other states? If so, provide a listing of states and action taken.
2. How will the acquisition of Utilities, Inc. be financed? Will the assets of Utilities, Inc. be pledged as security for a financing transaction?
3. Provide a signed verification from Utilities, Inc. and Corix Utilities (Illinois) LLC verifying that the information contained in the Petition is true to their best knowledge, information, and belief.

If you have any questions or need further assistance, please call Carlos Black at 615-741-2904, ext. 196 or e-mail him at Carlos.Black@tn.gov. Please respond by sending the original and 13 copies either by U.S. Mail or express mail. Alternatively, you may send the original and four (4) copies along with an electronic file to:

Ms. Sharla Dillon, Docket Room Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505
Sharla.Dillon@tn.gov

Sincerely,

Jerry Kettles, Chief
Economic Analysis & Policy Division

**UTILITIES, INC. / CORIX UTILITIES (ILLINOIS) LLC
TRA DOCKET 12-00033
RESPONSE TO
DATA REQUEST NO. 1**

- 1. Have the Petitioners made similar filings in other states? If so, provide a listing of states and action taken.**

RESPONSE:

<u>JURISDICTION</u>	<u>DATE FILED</u>	<u>DOCKET NUMBER</u>
Florida PSC	13-Apr	120084-W/S
Illinois	12-Apr	12-0279
Kentucky	16-Apr	2012-00133
Louisiana	12-Apr	S-32297
Maryland	12-Apr	Maillog 138404
Nevada	16-Apr	12-04017
New Jersey	12-Apr	WM4012040313
North Carolina	13-Apr	W-1000, Sub 14
Pennsylvania	13-Apr	P-2012-2299714
Virginia – Colchester	17-Apr	PUE-2012-00047
Virginia – Massanutten	17-Apr	PUE-2012-00048

- 2. How will the acquisition of Utilities, Inc. be financed? Will the assets of Utilities, Inc. be pledged as security for a financing transaction?**

RESPONSE:

Corix Utilities has access to sufficient capital to pay the purchase price required under the Agreement through a combination of available cash and committed financing sources and, if necessary, equity contributions from Corix Infrastructure Inc. The assets of Utilities, Inc. will not be pledged as security in any such financing transactions.

- 3. Provide a signed verification from Utilities, Inc. and Corix Utilities (Illinois) LLC verifying that the information contained in the Petition is true to their best knowledge, information, and belief.**


RESPONSE: See Attached.

VERIFICATION

STATE OF ILLINOIS

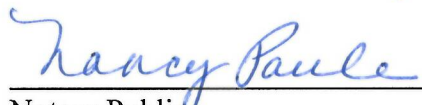
COUNTY OF COOK

Lisa Sparrow, being first duly sworn, deposes and says that she is the President and Chief Executive Officer of Utilities, Inc. in the Petition for Authority to Transfer Control of Utilities, Inc. to Corix Utilities (Illinois) LLC, filed electronically with the Tennessee Regulatory Authority on April 13, 2012 in Docket No. 12-00033, that she is familiar with the facts asserted in the Petition and that such facts are true to the best of her knowledge, information and belief.

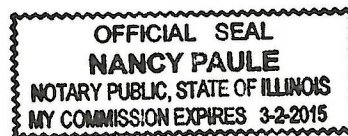


Lisa Sparrow

Sworn to and subscribed before me
this the 2nd day of May, 2012.



Notary Public



My Commission Expires:

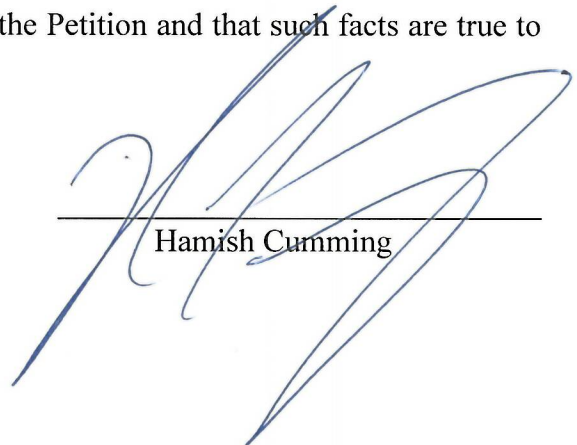
3-2-2015

VERIFICATION

VANCOUVER

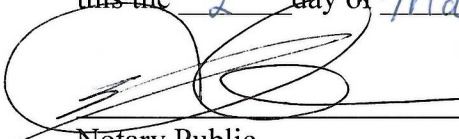
BRITISH COLUMBIA

Hamish Cumming, being first duly sworn, deposes and says that he is the Executive Vice President Legal & Risk Management and Corporate Secretary of Corix Utilities (Illinois) LLC in the Petition for Authority to Transfer Control of Utilities, Inc. to Corix Utilities (Illinois) LLC, filed electronically with the Tennessee Regulatory Authority on April 13, 2012 in Docket No. 12-00033, that he is familiar with the facts asserted in the Petition and that such facts are true to the best of his knowledge, information and belief.



Hamish Cumming

Sworn to and subscribed before me
this the 2nd day of May, 2012.



Notary Public

My Commission Expires:

n/a

**MELANIE CHEESMAN
BARRISTER & SOLICITOR
1160 - 1188 West Georgia Street
Vancouver, BC V6E 4A2**