

**DEPARTMENT OF PUBLIC SERVICE REGULATION
BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MONTANA**

IN THE MATTER of the Consolidated)	REGULATORY DIVISION
Petition by Mountain Water Company for)	
Declaratory Rulings and Application for)	Docket No. D2011.1.8
Approval of Sale and Transfer of Stock in)	
Park Water Company)	

**CARLYLE INFRASTRUCTURE PARTNERS, LP
PETITION TO INTERVENE**

Carlyle Infrastructure Partners, LP respectfully petitions the Public Service Commission of the State of Montana for general intervention in the above captioned docket. In support of this Petition, Carlyle states as follows:

1. Carlyle Infrastructure Partners, LP (“Carlyle”) invests in transportation and water infrastructure assets in the U.S. and Canada. Carlyle has committed capital of \$1.14 billion that is managed by The Carlyle Group.
2. Mountain Water Company, the applicant in this Docket, is owned by Park Water Company. On December 21, 2010, Park Water Company entered into an agreement pursuant to which a wholly-owned subsidiary of Western Water Holdings, LLC, a Delaware limited liability company (“Western Water”) controlled by Carlyle, will merge with and into Park, with Park continuing as the surviving corporation after the Merger and as a wholly-owned subsidiary of Western Water.
3. As such, the relief requested in this docket by Mountain Water will have a direct and substantial impact on Carlyle.

4. Carlyle requests general intervenor status and related rights of participation in the present docket.

5. The participation of Carlyle as a general intervenor will not unduly broaden the scope or affect the orderly disposition of the proceeding.

6. Carlyle's intervention is timely filed pursuant to the Notice of Application and Intervention Deadline issued by the Commission on February 1, 2011.

7. Carlyle requests that it receive copies of all testimony, pleadings, or other filings in the docket, as well as copies of data requests and responses. Carlyle initially requests that these materials be provided only to persons identified below, but reserves the right to identify a reasonable number of additional recipients for service.

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WHEREFORE, Carlyle respectfully petitions the Commission for general intervention in the above captioned docket.

Respectfully submitted this 7th day of February, 2011.

CARLYLE INFRASTRUCTURE PARTNERS, LP

By: s/ Thorvald A. Nelson

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CERTIFICATE OF SERVICE

I hereby certify that on this, the 7th day of February, 2011, the foregoing CARLYLE INFRASTRUCTURE PARTNERS, LP'S PETITION TO INTERVENE was served via electronic mail and U.S. mail unless otherwise indicated to the following:

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