

Service Date: December 23, 2014

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

IN THE MATTER OF the Joint Application of) REGULATORY DIVISION
Liberty Utilities Co., Liberty WWH, Inc.,)
Western Water Holdings, LLC, and Mountain) DOCKET NO. D2014.12.99
Water Company for Approval of a Sale and)
Transfer of Stock)

**NOTICE OF APPLICATION
AND INTERVENTION DEADLINE**

On December 15, 2014, Liberty Utilities Co. (“Liberty Utilities”), Liberty WWH, Inc. (“Liberty WWH”), Western Water Holdings, LLC (“Western Water Holdings”), and Mountain Water Company (“Mountain Water”) (collectively, “Joint Applicants”) filed a Joint Application for Approval of Sale and Transfer of Stock with the Montana Public Service Commission (“Commission”). Liberty WWH seeks to merge with and into Western Water Holdings, and Liberty Utilities, as a consequence of such merger, to acquire the stock of Western Water Holdings. Mountain Water is a closely held Montana corporation wholly-owned by Park Water Company (“Park”), which is a closely held California corporation subject to the jurisdiction of the California Public Utilities Commission. Park is currently a wholly owned subsidiary of Western Water Holdings. Western Water Holdings is currently controlled by Carlyle Infrastructure Partners Western Water, L.P., (“Carlyle”).

On September 19, 2014, Liberty Utilities, Liberty WWH, and Western Water Holdings executed a Plan and Agreement of Merger (“Merger Agreement”). Pursuant to the Merger Agreement, Liberty WWH and Western Water Holdings will merge, and, once the merger is effective, the surviving entity, Western Water Holdings, will become a direct, wholly-owned subsidiary of Liberty Utilities.

A copy of Joint Applicants’ filing is available for inspection at the Commission’s business office, 1701 Prospect Avenue, P.O. Box 202601, Helena, Montana 59620-2601 or on the Commission’s website at http://psc.mt.gov/Docs/ElectronicDocuments/pdfFiles/D2014-12-99-IN_20141216_APP.pdf. The filing is also available at the Montana Consumer Counsel’s

(MCC) business office, 111 North Last Chance Gulch, Suite 1B, P.O. Box 201703, Helena, Montana 59620-1703 and the business offices of Mountain Water, 1345 W. Broadway, Missoula, Montana 59802-2239. The MCC is available and may be contacted to assist and represent the interests of the consuming public in this matter.

Any interested person who is directly affected by Joint Applicants' filing before the Commission and who wants to be a party to the docket must file a Petition to Intervene with the Commission no later than **January 12, 2015**. By the intervention deadline, a person petitioning for intervention must: (1) Submit the petition electronically (e-file) on the Commission's website at <http://psc.mt.gov> ("Account Login/Registration" under "Electronic Documents" tab); and (2) physically deliver or mail the original petition to the Commission at 1701 Prospect Avenue, P.O. Box 202601, Helena, Montana 59620-2601. The Commission will not post an e-filed petition to its website until it receives the original from the petitioner. A person petitioning for intervention in this docket must also serve a hard copy of the petition on the MCC and Joint Applicants at the addresses above.

An interested person who does not wish to formally intervene in this docket may submit written public comments on the matter to the Commission at the above address, or through the Commission's website at <http://psc.mt.gov> ("Comment on Proceedings").

Mountain Water is a Montana corporation providing water utility service in and near Missoula, Montana, and is subject to the jurisdiction of the Commission. The Commission's jurisdiction over this matter is provided at Title 69, MCA. The Commission has consistently exercised authority over mergers, sales, and transfers of utilities and utility property. Or. 7149c ¶ 19 (June 28, 2011). The substantive and procedural law applicable is Title 69, MCA, especially at Ch. 3 (public utilities), ARM Title 38, Ch. 5 (utilities), Title 2, Ch. 4, MCA (MAPA), ARM Title 38, Ch. 2 (PSC procedural rules), and any prior orders of the PSC which may bear on the issues presented.

BY THE MONTANA PUBLIC SERVICE COMMISSION

W. A. (BILL) GALLAGHER, Chairman
BOB LAKE, Vice Chairman
KIRK BUSHMAN, Commissioner
TRAVIS KAVULLA, Commissioner
ROGER KOOPMAN, Commissioner