

In the matter of the Application of)
KMB Utility Corporation and Triple C)
Development LLC for an order authorizing)
The Sale, Transfer and Assignment of the)
Sewer Assets to Triple C Development LLC)
And in connection therewith certain other)
related transactions.)

Case No.: SD-2009-0174

JOINT APPLICATION FOR APPROVAL OF TRANSFER OF ASSETS

Comes now KMB Utility Corporation and Triple C Development LLC (sometimes collectively referred to as “Applicants”) in accordance with Section 393.190.1, 4 CSR 240-3.310 and 4 CSR 240-3.605, and for their application authorizing the sale, transfer and assignment of Assets of Cape Rock Village Sewer System to Triple C Development LLC, state the following to the Commission:

APPLICANTS

1. KMB Utility Corporation (KMB) is a corporation organized under the laws of the State of Missouri. A copy of KMB's Certificate of Good Standing issued by the Missouri Secretary of State is attached as Exhibit "1". KMB engages in the business of offering sewer services to the public within an authorized service territory.

2. KMB Utility Corporation is a sewer corporation as those terms are defined in Section 386.020 RSMo. 2000 and constitutes a public utility under the laws of the State of Missouri. KMB is subject to the jurisdiction of the Commission. It provides services to approximately 190 sewer customers within its authorized certificated territory.

3. KMB desires to transfer the assets of Cape Rock Village Sewer System to Triple C Development LLC. Triple C Development LLC is a Missouri Limited Liability Company.

4. KMB has no pending actions or final unsatisfied judgment or decisions against it involving customer service or rates having occurred within three (3) years before the filing of this application. KMB and/or Cape Rock Village Sewer System have no fees or annual reports that are overdue the Commission. Attached hereto is Exhibit "2" and incorporated herein by reference for verification of the same by KMB Utility Corporation.

5. Pleadings, notices, orders and other correspondence and communications concerning this Application should be addressed to the following:

For KMB Utility Corporation:

Ms. Ann Rudy
KMB Utility Corporation
5108 Dulin Creek Road
House Springs, MO 63051

Stephen R. Southard
Layton & Southard, LLC
24 S. Silver Springs Rd
PO Box 1238
Cape Girardeau, MO 63702
ssouthard@laytonsouthardlaw.com

For Triple C. Development LLC

Triple C. Development LLC
Marsha Steger, Registered Agent
RR4 Box 635
Marble Hill, MO 63764

Jonah T. (Ted) Yates
OSBURN, HINE, KUNTZE, YATES & MURPHY, L.L.C.
3071 Lexington Avenue
Cape Girardeau, MO 63701
tyates@ohkylaw.com

THE TRANSACTION

6. Subject to the terms and conditions of an Agreement attached hereto as Exhibit "3" (Asset Purchase Agreement), KMB will sell, transfer and assign to Triple C Development LLC, and Triple C Development LLC will acquire from KMB Utility Corporation all of the assets of Cape Rock Village Sewer System comprising its existing sewage system all as more detailed in the Purchase Agreement which is attached hereto. The purchase price for the assets is Seventy Thousand Dollars (\$70,000.00) all is more detailed in the attached Agreement.

NO DETRIMENT

7. The proposed sale, transfer and assignment and related transactions will not be detrimental to the public interest because they will not result in any reduced level of service or reliability for the customers being served by the systems currently. Those customers will see no interruption in their day to day utility services due to the transaction.

8. The purchaser is a limited liability company from the State of Missouri. The rates and conditions of service will be developed and administered by the members of the limited liability company and as authorized by the Public Service Commission.

9. The transfer and assignment of these assets will have no impact on the tax revenues of the Missouri political subdivision in which any structures, facilities or equipment involved are located.

10. Attached hereto is Exhibit "4" as verification and additional information required by 240.3605 including all attachments.

11. That also attached hereto and incorporated herein by reference is an Authorization by the Board of Directors and Shareholders of KMB Utility Corporation to authorize said transfer pursuant to the approval of the Public Service Commission.

WHEREFORE, Applicants respectfully request that the Commission issue its Order:

a. Authorizing the Applicants to perform in accordance with the terms of the executed Purchase Agreement;

b. Authorizing the sale, transfer and assignment of the identified sewer assets as more fully described in the executed Purchase Agreement;

c. Authorizing the Applicants to enter into, execute and perform in accordance with the terms of all other documents which may be reasonable necessary and incidental to the performance of the transactions which are the subject of the executed Purchase Agreement and this Application; and

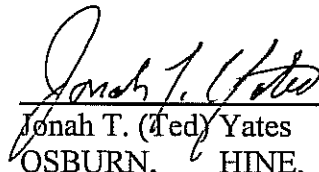
d. Granting such other relief as may be deemed necessary to accomplish the purposes of the Purchase Agreements and the Application and to consummate the sale, transfer and assignment of the assets and related transactions pursuant to the executed Purchase Agreements.

Respectfully submitted,



Stephen R. Southard
Layton & Southard, LLC
24 S. Silver Springs Rd.
PO Box 1238
Cape Girardeau, MO 638702
(573) 335-3359
(573) 334-0666 FAX
ATTORNEYS FOR
KMB Utility Corporation

Respectfully submitted,



Jonah T. (Ted) Yates
OSBURN, HINE, KUNTZE,
YATES & MURPHY, L.L.C.
3071 Lexington Avenue
Cape Girardeau, MO 63701
(573) 651-9000
(573) 651-9090 FAX
ATTORNEYS FOR
Triple C Development LLC

TOGETHER, THE JOINT APPLICANTS

Certificate of Service

I hereby certify that a true and correct copy of the above and foregoing document was sent via e-mail on this 11 day of November, 2008 to General Counsel's Office at gencounsel@psc.mo.gov; and Office of Public Counsel at opcservice@ded.mo.gov

