

In the matter of the Application of)
J & J Equities, LLC To Acquire) Case No.
Ten Percent (10%) or More of the)
Outstanding Capital Stock of Tri-States Utility, Inc.)

COMES NOW J & J Equities, LLC (“J & J”)(“Applicant”), by and through its counsel, and for their Application, pursuant to Section 393.190(2), RSMo 2000,¹ 4 CSR 240-2.060(1) and 4 CSR 240-3.620 respectfully state as follows:

1. J & J Equities, LLC ("J & J") is a Kansas limited liability company with a street and mailing address as follows: 3512 SW Fairlawn Road, Suite 400, Topeka, KS 66614. The Company's telephone number is: 785-235-2750.

2. All correspondence, pleadings, orders, and documents in this proceeding should be addressed to:

James M. Fischer/Larry Dority
Fischer & Dority, P.C.
101 Madison Street--Suite 400
Jefferson City, Missouri 65101
Telephone: (573) 636-6758
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Email: lwdority@sprintmail.com

¹All statutory references are to Revised Statutes of Missouri 2000, unless otherwise indicated.

John Brown
J & J Equities, LLC
3512 SW Fairlawn Road, Suite 400
Topeka, KS 66614
Email: jjdevelopmnets@msn.com

4. The Commission authorized J & J to purchase ten percent (10%) or more of the capital stock of Tri-States Utility, Inc. ("Tri-States") in the *Order Approving Sale Of Stock* in Case No. WR-2009-0018 (issued August 12, 2008). Pursuant to that order, J&J purchased approximately one-third of the outstanding stock of Tri-States. In its *Order Approving Sale of Stock* in Case No. WR-2009-0018, the Commission noted that "they (i.e. J&J and Mc B Investments) will initially take a one-third equity ownership position, and eventually buy the remaining one-third from Harold and Sharon Epps." (*Order Approving Sale of Stock*, p. 2)

5. J& J now desires to acquire the remaining one-third of the shares of Tri-States (i.e. 10,000 shares) owned Harold and Sharon Epps, as indicated in the *Order Approving Sale Of Stock* in Case No. WF-2009-0018.² Although the Commission discussed the eventuality that the remaining shares of stock owned by Mr. and Mrs. Harold Epps would be acquired by J & J, the Applicant wishes to confirm that it has the authority to purchase the remaining shares of stock at this time. Therefore, J & J respectfully requests that the Commission issue its Order Approving Purchase Of Stock, or in the alternative, an Order Declining Jurisdiction in light of the Commission's previous Order Approving Sale of Stock in Case No. WF-2009-0018.

6. A copy of the agreement to purchase stock entered into between the Applicant Harold and Sharon Epps is contained in Appendix A.

² This stock is presently held in trust for Mr. and Mrs. Epps by Great Southern Bank by virtue of the agreement which has been approved in Case No. WR-2009-0018.

(Highly Confidential) and incorporated herein by reference.

7. A copy of the Certificates Of Authority to do business in the State of Missouri as a foreign corporation of J & J was filed in Case No. WF-2009-0218 and is incorporated herein by reference.

8. A certified copy of the resolution of J & J authorizing the Applicant to acquire the remaining capital stock of Tri-States as described herein, and is attached as Appendix B and incorporated herein by reference.

9. The proposed acquisition of the capital stock by the Applicants is not detrimental to the public interest. No detrimental effect on the service provided by Tri-States is likely to occur from this transaction. There will be no change in the rate schedules or terms and conditions of service as set forth in the tariff sheets of Tri-States which are on file with and approved by the Commission. The water operations of Tri-States will continue to be subject to the supervision and regulation of the Commission.

10. Applicant respectfully requests expedited consideration of this Application so that the capital stock may be transferred as soon as possible.

11. Applicant submits that it will be in the best interest of Tri-States, its customers and owners to allow the transfer of the capital stock as proposed herein to strengthen the financial resources of Tri-States and its owners, provide safe and adequate service to its customers, and continue the general corporate purposes of the Applicant.

12. Tri-States and the Applicant have no pending action or final unsatisfied judgments or decisions against them from any state or federal agency or court which involves customer service or rates which has occurred within three (3) years of the date of the Application.

13. Tri-States and the Applicant have no annual report or assessment fees that are overdue.

14. Applicant respectfully request that no hearing on this Application be required by the Commission.

WHEREFORE, the Applicant requests an order from the Commission finding that the proposed transaction is not detrimental to the public interest and granting it permission to acquire the remaining capital stock of Tri-States, as described herein, or in the alternative, an Order Declining Jurisdiction since the Commission has already authorized J & J to acquire ten percent (10%) or more of the stock of Tri-State Utility, Inc in Case No. WF-2009-0018.

Respectfully submitted,

/s/ James M. Fischer

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ATTORNEYS FOR APPLICANT

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document has been hand-delivered, emailed or mailed, postage prepaid, by U.S. Mail, First Class, this 28th day of July, 2009, to counsel for all parties of record.

/s/ James M. Fischer


James M. Fischer

VERIFICATION


STATE OF KANSAS)
)
COUNTY OF SHAWNEE)

ss.

John E. Brown, being first duly sworn, on his oath and in his capacity as Manager, states that he is authorized to execute this Application on behalf of J&J Equities, LLC and has knowledge of the matters stated herein, and that said matters are true and correct to the best of his knowledge and belief.


John E. Brown

Subscribed and sworn to before me this 28th day of JULY, 2009.


Notary Public

My Commission Expires: 4/27/2012



Jessica N. Schmitt
Notary Public
State of Kansas
My Comm Exp.
4/27/12

APPENDIX A (HIGHLY CONFIDENTIAL)
COPY OF AGREEMENT TO PURCHASE STOCK

APPENDIX B

RESOLUTION OF J & J EQUITIES, LLC

CERTIFICATE OF COMPANY RESOLUTION

I, Nikki Schmitt, Company Secretary of J & J Equities, LLC hereby certify that at a special members' meeting held on February 23, 2009, the purpose of which was to discuss the transaction of company business with Great Southern Bank, Springfield, Missouri, and to authorize the purchase of ten thousand (10,000) shares of common stock in Tri-States Utility, Inc., of Branson, Missouri, a motion was made, seconded and approved unanimously by all members authorizing the Managing Member, John E. Brown, to do the following:

- a. To enter into any and all agreements with Tri-States Utility, Inc., or its shareholders, necessary to the purchase of ten thousand (10,000) shares of the outstanding common stock of Tri-States Utility, Inc.
- b. To request and receive documents pertaining to corporate financing, and to sign and execute any promissory notes, bank guarantees, mortgages, security agreements or other bank documents to obtain the necessary financing for the business of the company.
- c. To transact and manage all business of the company with said bank, Tri-States Utility, Inc., and the officers or agents thereof to effectuate the purchase of said stock.

In witness whereof, I have affixed my name as Company Secretary of
J & J Equities, LLC

Nikki Schmitt

Nikki Schmitt, Company Secretary
J & J Equities, LLC

Subscribed and sworn to before me this 23 day of February, 2009.

Jennifer Jernigan
Notary Public

My Commission Expires:

07/05/09

