

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

In the Matter of the Joint Application of)
Brandco Investments, LLC and)
Hillcrest Utility Operating Company, Inc., for) File No. WO-2014-0340
Hillcrest to Acquire Certain Water and Sewer)
Assets of Brandco and, in Connection Therewith,)
Issue Indebtedness and Encumber Assets.)

FEBRUARY STATUS REPORT

COMES NOW Hillcrest Utility Operating Company, Inc. (“Hillcrest”) and, as its February Status Report, states as follows to the Missouri Public Service Commission (“Commission”):

1. The Nonunanimous Stipulation and Agreement filed on October 10, 2014, among other things, included the following provision:

If closing does not take place within thirty (30) days following the effective date of the Commission’s order, Hillcrest is required to submit a status report within five (5) days after this thirty (30) day period regarding the status of closing, and additional status reports within five (5) days after each additional thirty (30) day period, until closing takes place, or until Hillcrest determines that a sale will not occur.

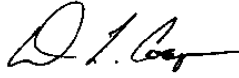
2. Hillcrest previously provided status reports on December 2, 2014, and January 5, 2015.

3. At this time, Hillcrest would like to further report that Closing of the transaction that is the subject of this case has not yet taken place. Hillcrest continues to work through closing issues related to a variety of matters and currently expects this transaction to close in mid-February, 2015.

WHEREFORE, Hillcrest respectfully requests that the Commission consider this January Status Report to satisfy the identified provision of the Nonunanimous Stipulation and

Agreement, as approved by the Commission.

Respectfully submitted,



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**ATTORNEYS FOR HILLCREST UTILITY
OPERATING COMPANY, INC.**

CERTIFICATE OF SERVICE

The undersigned certifies that a true and correct copy of the foregoing document was sent by electronic mail on February 4, 2015, to the following:

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