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OF COUNSEL

December 24 , 1998

FILED

DEC 24 1998

Missouri Public
Service Commission

Mr. Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P.O. Box 360
Jefferson City, Missouri 65102

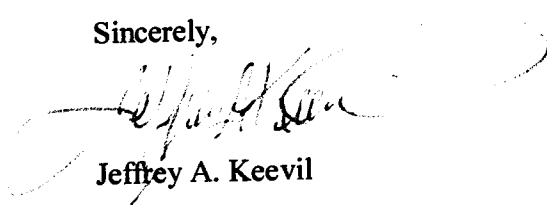
RE: Case No. WM-99-238

Dear Mr. Roberts:

Enclosed for filing are an original and fourteen (14) copies of a RESPONSE TO MOTION FOR EXTENSION on behalf of the Joint Applicants, Capital Utilities, Inc., Riverside Utility Company, Inc., Foxfire Utility Company, Inc., and AquaSource, Inc., through its wholly-owned subsidiary AquaSource Utility, Inc..

Copies of this filing have on this date been mailed or hand-delivered to counsel for parties of record. Thank you for your attention to this matter.

Sincerely,



Jeffrey A. Keevil

JAK/er
Enclosures

cc: counsel for parties of record

6.

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

FILED

DEC 24 1998

Missouri Public
Service Commission

In the Matter of the Joint Application of)
Capital Utilities, Inc., Riverside Utility)
Company, Inc. and Foxfire Utility)
Company, Inc. for Authority to Sell and)
Transfer Their Stock and to Transfer)
Control of Said Companies to operating)
subsidiaries of AquaSource, Inc.)

Case No. WM-99-238

RESPONSE TO MOTION FOR EXTENSION

Come Now the Joint Applicants, Capital Utilities, Inc., Riverside Utility Company, Inc., Foxfire Utility Company, Inc., and AquaSource, Inc., through its wholly-owned subsidiary AquaSource Utility, Inc., and for their Response to Motion for Extension respectfully state as follows:

1. On December 18, 1998, Staff filed a Motion for Extension ("Motion") in this case by which Staff sought an Order from the Commission extending the due date for Staff's recommendation herein to January 31, 1999; by Order dated December 9, 1998, the Commission had ordered Staff to file its recommendation no later than December 22, 1998.¹

2. The reason given by Staff in its Motion for its requested extension is that Staff has identified a need for additional information; the Joint Applicants would note that although the Joint Application was filed on November 25, 1998, Staff did not request any additional information from the Joint Applicants until December 17, 1998 – the day before Staff filed its Motion, only five days before its recommendation was due and more

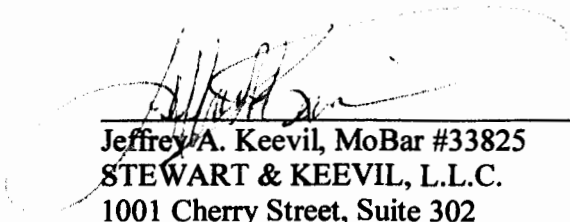
¹ Staff's Motion indicated that its recommendation was ordered to be filed on December 21, 1998; however, the Commission's Order states December 22, 1998.

than three weeks after the Joint Application was filed. Joint Applicants would also note that the length of the requested extension (December 22 to January 31) is longer than the length of time originally given to Staff to prepare and file its recommendation in the Commission's Order of December 9, 1998 (December 9 to December 22).

3. In its Order of December 9, 1998, the Commission recognized Joint Applicants' request for expedited approval of their Joint Application on or before December 31, 1998. Joint Applicants still wish to conclude the transactions contemplated in the Joint Application as expeditiously as possible, and will use their best efforts to respond to the information request received from Staff on December 17, 1998, as quickly as possible; Joint Applicants will endeavor to provide the requested information before the end of the year, which would be less than two weeks from the receipt of Staff's request when consideration is given to the intervening holiday. This should allow Staff sufficient time to review the information and file their recommendation by January 18, 1999, rather than needlessly prolonging the recommendation until January 31, 1999.

WHEREFORE, Joint Applicants respectfully request that the Commission extend the due date for the filing of Staff's recommendation herein to no later than January 18, 1999.

Respectfully submitted,

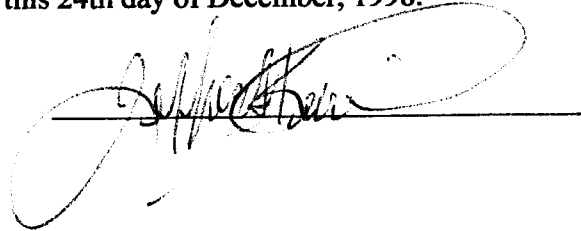


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ATTORNEY FOR JOINT APPLICANTS
CAPTIAL UTILITIES, INC.
RIVERSIDE UTILITY COMPANY, INC.
FOXFIRE UTILITY COMPANY, INC.
AQUASOURCE, INC.

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the foregoing pleading was served on the General Counsel's Office and the Office of the Public Counsel by placing same in the United States mail, or hand-delivery, this 24th day of December, 1998.

A handwritten signature in black ink, written over a horizontal line. The signature is highly stylized and cursive, with large loops and flourishes. It appears to be the name of the undersigned attorney.