

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

**In the Matter of the Joint Application)
of Stoddard County Sewer Company,)
Inc., R.D. Sewer Co., L.L.C. and the)
Staff of the Missouri Public Service)
Commission for an Order Authorizing)
Stoddard County Sewer Co., Inc. to)
Transfer its Assets to R.D. Sewer Co.,)
L.L.C. and for an Interim Rate)
Increase.)**

Case No. SO-2008-0289

UNANIMOUS STIPULATION OF FACTS

COME NOW Stoddard County Sewer Company, Inc. ("Stoddard County"), R.D. Sewer Co., L.L.C. ("R.D. Sewer"), and the Staff of the Missouri Public Service Commission ("Staff"), being all of the Applicants in this case, and the Office of the Public Counsel ("OPC"), and unanimously stipulate and agree as follows.

1. On March 24, 2008, Stoddard County, R.D. Sewer, and the Staff (collectively, "the Applicants") filed the Joint Application of Stoddard County Sewer Company, Inc., R.D. Sewer Co., L.L.C., and the Staff for an Order Authorizing Stoddard County Sewer Co. to Transfer Its Assets to R.D. Sewer Co. and Establishing New Rates for R.D. Sewer Co., Subject to Review ("the Joint Application").

2. The Applicants and OPC stipulate and agree that the following facts alleged from Paragraph 1 of the Joint Application are true and correct:

Stoddard County is a Missouri corporation, but is not in good standing. The corporation was administratively dissolved on September 14, 1999, for its failure to file an annual registration report within 30 days after it was due, and the dissolution has not been rescinded. Pursuant to the provisions of § 351.486,¹ Stoddard County's corporate existence

¹ All statutory references are to RSMo 2000, as currently supplemented.

Exhibit No. 5
Case No(s) SO-2008-0289
Date 8-13-08 Rptr KE

continues, but the dissolved corporation may not carry on any business except that necessary to wind up and liquidate its business and affairs pursuant to § 351.476, and to notify claimants pursuant to §§ 351.478 and 351.482.

3. Attached hereto and incorporated by reference herein as Attachment E is a true copy of the records currently maintained by the Missouri Secretary of State on her website that pertain to Stoddard County. Attachment E is an updated version of Attachment A, which was attached to the Joint Application. The Applicants and OPC unanimously stipulate and agree that if the words "Attachment E" are substituted for the words "Attachment A", the facts alleged in Paragraph 2 of the Joint Application are true and correct.

4. The Applicants and OPC stipulate and agree that the facts alleged in Paragraph 3 of the Joint Application are true and correct.

5. The Applicants and OPC stipulate and agree that the following facts alleged from Paragraph 4 of the Joint Application are true and correct:

Stoddard County is in the business of providing sewer services to the public.

6. The Applicants and OPC stipulate and agree that the facts alleged in Paragraph 7 of the Joint Application are true and correct.

7. The Applicants and OPC stipulate and agree that the following facts alleged from Paragraph 8 of the Joint Application are true and correct:

Stoddard County has filed with the Commission all annual reports that became due after August 8, 2002. Applicant R.D. Sewer has paid all Commission assessments that became due after that date.

8. The Applicants and OPC stipulate and agree that the facts alleged in Paragraph 9 of the Joint Application are true and correct.

9. Attached hereto and incorporated by reference herein as Attachment F is a true copy of the records currently maintained by the Missouri Secretary of State on her website that pertain to R.D. Sewer. Attachment F is an updated version of Attachment B, which was attached to the Joint Application. The parties unanimously stipulate and agree that if the words "Attachment F" are substituted for the words "Attachment B", the facts alleged in Paragraph 10 of the Joint Application are true and correct.

10. The Applicants and OPC stipulate and agree that the following facts alleged from Paragraph 11 of the Joint Application are true and correct:

R.D. Sewer was organized to transact any and all lawful business for which a limited liability company may be organized.

11. The Applicants and OPC stipulate and agree that the facts alleged in Paragraph 12 of the Joint Application are true and correct.

12. The Applicants and OPC stipulate and agree that the facts alleged in Paragraphs 14 through 18 of the Joint Application are true and correct.

13. The Applicants and OPC stipulate and agree that the facts alleged in Paragraphs 22 through 25 of the Joint Application are true and correct.

14. The Applicants and OPC stipulate and agree that the following facts alleged from Paragraph 32 of the Joint Application are true and correct:

Applicant R.D. Sewer has not paid claims that Stoddard County incurred before August 8, 2002. R.D. Sewer has managed the business affairs of Stoddard County since then. For example, R.D. Sewer has paid Stoddard County's Commission assessments and submitted Stoddard County's Commission annual reports since that date, and, but for a few minor exceptions, has done so in a timely manner.

15. The Applicants and the OPC further stipulate and agree that the facts alleged in Paragraph 45 of the Joint Application are true and correct, but are incomplete.

The Applicants and the OPC stipulate that the following statement is true, correct, and complete, to the best knowledge and belief of the Applicants and the OPC:

45. The Joint Applicants and the OPC have, however, become aware of documents that purport to convey a security interest in the assets described in Paragraphs 42 and 43 of the Joint Application to Clinton Enterprises, whose last known address is P.O. Box 766, Sikeston, Missouri 63801, or to others. The said documents include, but are not necessarily limited to, the following:

A. Deed of Trust and Security Agreement by and between Stoddard County Sewer Co., Inc. and Clinton Enterprises, dated May 24, 1996 and recorded on June 3, 1996, in Book 289 at Page 451 of the land records of Stoddard County, Missouri;
Corporation Guaranty Agreement by and between Clinton Enterprises and Carl Bien and Ruth Bien dated May 24, 1996;
Security Agreement by and between Bien Co., Inc. and Clinton Enterprises dated May 24, 1996;
Uniform Commercial Code – Financing Statement from Bien Co., Inc. to Clinton Enterprises;
Modification and Extension Agreement by and between Carl Bien and Ruth Bien and Clinton Enterprises, dated June 3, 1997;
Note dated June 3, 1997 in the amount of \$30,000.00 from Carl Bien and Ruth Bien to Clinton Enterprises;
Trust Deed by and between Carl Bien and Ruth Bien and Clinton Enterprises dated September 8, 1997, recorded September 17, 1997 in Book 298 at Page 898 of the land records of Stoddard County, Missouri;
Promissory Note dated May 24, 1997, in the amount of \$100,000.00 from Carl Bien and Ruth Bien to Clinton Enterprises.
Deed of Trust and Security Agreement by and between Stoddard County Sewer Co., Inc. and Clinton Enterprises, dated May 24, 1996 (unrecorded).

B. Deed of Trust by and between Stoddard County Sewer Co., Inc. and Citizens Bank of Dexter dated April 20, 1980 and recorded April 30, 1980 in Book 209 at Page 635 of the land records of Stoddard County, Missouri; and note subsequently assigned to the Small Business Administration on December 14, 1983, and recorded on December 22, 1983, in Book 71 at Page 39 of the land records of Stoddard County, Missouri.

C. Second Deed of Trust executed by Stoddard County Sewer Co., Inc. in favor of Ed Maslansang, trustee for Michael Brennan, to secure payment of a promissory note, in the amount of \$40,000,

from Carl Bien to Michael Brennan. The said Second Deed of Trust was executed on May 1, 2000, and recorded in the office of the Recorder of Deeds for Stoddard County, Missouri, on May 3, 2000, in Book 324, at Page 136.

16. The Applicants and OPC stipulate and agree that the following facts alleged from Paragraph 46 of the Joint Application are true and correct:

Neither Stoddard County, nor any other entity, has ever, at any time since Stoddard County acquired its real and personal assets, secured from the Commission an order authorizing it to sell, assign, lease, transfer, mortgage, or otherwise dispose of or encumber any of Stoddard County's assets.

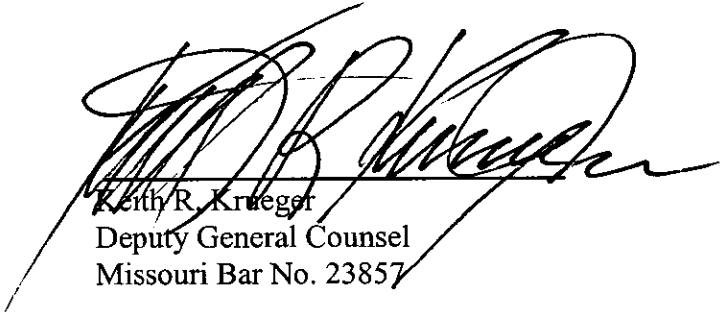
WHEREFORE, Stoddard County Sewer Company, Inc., R.D. Sewer Co., L.L.C., the Staff of the Missouri Public Service Commission, and the Office of the Public Counsel submit their Unanimous Stipulation of Facts for the Commission's consideration in this case.

Respectfully submitted,



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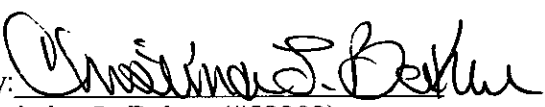
Attorney For Stoddard County Sewer
Company, Inc., and
R.D. Sewer Co., L.L.C.



Keith R. Krueger
Deputy General Counsel
Missouri Bar No. 23857

Attorney for the Staff of the
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OFFICE OF THE PUBLIC COUNSEL

By: 
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Certificate of Service

I hereby certify that copies of the foregoing have been hand-delivered to counsel of record for all parties, this 13th day of August 2008.

Missouri Secretary of State, Robin Carnahan

SOS Home :: Business Services :: Business Entity Search

- Search
- By Business Name
- By Charter Number
- By Registered Agent
- For New Corporations
- Verify
- Verify Certification
- Annual Report
- File Online
- File Fictitious Name
- Registration
- File Online
- File LLC Registration
- File Online
- Online Orders
- Register for Online
- Orders
- Order Good Standing
- Order Certified Documents

Search Type: Starting With Search Criteria: stoddard county sewer company
 Search Date: 8/13/2008 Search Time: 00:46

Click on the Business Entity Name or Charter Number to view more information.

Business Entity Name	Charter Number	Type	Status	Entity Creation Date
STODDARD COUNTY SEWER CO., INC.	00202382	General Business	Dissolved	7/19/1978

Records Returned 1 to 1

Attachment E

Missouri Secretary of State, Robin Carnahan

SOS Home :: Business Services :: Business Entity Search

Search

- By Business Name
- By Charter Number
- By Registered Agent
- For New Corporations
 Verify
- Verify Certification
 Annual Report
- File Online
 File Fictitious Name
 Registration
- File Online
 File LLC Registration
- File Online
 Online Orders
- Register for Online
 Orders
- Order Good Standing
- Order Certified Documents

Filed Documents

Date: 8/13/2008 (Click above to view filed documents that are available.)

Business Name History

Name	Name Type
STODDARD COUNTY SEWER CO., INC.	Legal

General Business - Domestic - Information

Charter Number:	00202382
Status:	Dissolved
Entity Creation Date:	7/19/1978
State of Business.:	MO
Expiration Date:	Perpetual
Last Annual Report Filed Date:	
Last Annual Report Filed:	0
Annual Report Month:	January

Registered Agent

Agent Name:	CARL BIEN
Office Address:	HIGHWAY 60 WEST, P.O. BOX 325 DEXTER MO 63841

Mailing Address:

Missouri Secretary of State, Robin Carnahan

SOS Home :: Business Services :: Business Entity Search

Search

- By Business Name
- By Charter Number
- By Registered Agent
- For New Corporations
Verify
- Verify Certification
Annual Report
- File Online
File Fictitious Name
Registration
- File Online
File LLC Registration
- File Online
Online Orders
- Register for Online
Orders
- Order Good Standing
- Order Certified Documents

All Annual Reports filed 1999 forward are available to view &/or print as well as all documents filed on or after 5-12-03.

Status of filed documents prior to 5-12-03: If the Creation Filing is not available to be viewed, the entire file may be incomplete because it has not been scanned. Therefore, there may be other types of filings associated with this entity.

Once a copy request and appropriate fees have been received on a specific entity the entire file is completely scanned and available online to view and/or print.

Date: 8/13/2008

Current Name: STODDARD COUNTY SEWER CO., INC.

Image	Date	Document
	7/19/1978	Creation Filing
	9/14/1999	With/Term/Dissolve

No Documents Available

Missouri Secretary of State, Robin Carnahan

SOS Home :: Business Services :: Business Entity Search

- Search
- By Business Name
 - By Charter Number
 - By Registered Agent
 - For New Corporations Verify
 - Verify Certification Annual Report
 - File Online File Fictitious Name Registration
 - File Online File LLC Registration
 - File Online Online Orders
 - Register for Online Orders
 - Order Good Standing
 - Order Certified Documents

Search Type: Starting With Search Criteria: R.D. Sewer Co., L.L.C.

Search Date: 8/13/2008 Search Time: 00:48

Click on the Business Entity Name or Charter Number to view more information.

Business Entity Name	Charter Number	Type	Status	Entity Creation Date
R.D. SEWER CO., L.L.C.	LC0066235	Limited Liability Company	Active	6/7/2002

Records Returned 1 to 1

Attachment F

Missouri Secretary of State, Robin Carnahan

SOS Home :: Business Services :: Business Entity Search

Search

- By Business Name
- By Charter Number
- By Registered Agent
- For New Corporations
Verify
- Verify Certification
Annual Report
- File Online
File Fictitious Name
Registration
- File Online
File LLC Registration
- File Online
Online Orders
- Register for Online
Orders
- Order Good Standing
- Order Certified Documents

Filed Documents

Date: 8/13/2008 (Click above to view filed documents that are available.)

Business Name History

Name	Name Type
R.D. SEWER CO., L.L.C.	Legal

Limited Liability Company - Domestic - Information

Charter Number:	LC0066235
Status:	Active
Entity Creation Date:	6/7/2002
State of Business.:	MO
Expiration Date:	12/31/2035

Registered Agent

Agent Name:	RODGER D. OWENS
Office Address:	406 S Allen Bernie MO 63822

Mailing Address:

Organizers

Name:	TERRY ALLEN
Address:	102 EAST HIGH STREETSTE 200 JEFFERSON CITY MO 65101

Missouri Secretary of State, Robin Carnahan

SOS Home :: Business Services :: Business Entity Search

Search

- By Business Name
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- By Registered Agent
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 - Verify
- Verify Certification
 - Annual Report
- File Online
 - File Fictitious Name Registration
- File Online
 - File LLC Registration
- File Online
 - Online Orders
- Register for Online Orders
- Order Good Standing
- Order Certified Documents



All Annual Reports filed 1999 forward are available to view &/or print as well as all documents filed on or after 5-12-03.

Status of filed documents prior to 5-12-03: If the Creation Filing is not available to be viewed, the entire file may be incomplete because it has not been scanned. Therefore, there may be other types of filings associated with this entity.

Once a copy request and appropriate fees have been received on a specific entity the entire file is completely scanned and available online to view and/or print.

Date: 8/13/2008

Current Name: R.D. SEWER CO., L.L.C.

Image	Date	Document
	6/7/2002	Creation Filing
	9/19/2007	Agent Change/Resign

View the images on-line!! Netscape users, use the  button.



State of Missouri
Matt Blunt, Secretary of State

Corporations Division
P.O. Box 778, Jefferson City, MO 65102

James C. Kirkpatrick State Information Center
600 W. Main Street, Rm 322, Jefferson City, MO 65101

FILED

Articles of Organization
(Submit in duplicate with filing fee of \$105)

JUN 07 2002

Matt Blunt
SECRETARY OF STATE

1. The name of the limited liability company is:

R.D. Sewer Co., L.L.C.

(Must include "Limited Liability Company," "Limited Company," "LC," "L.C.," "LLC," or "LLC")

2. The purpose(s) for which the limited liability company is organized: The transaction of any and all lawful business for which the Limited Liability Company may be organized under Chapter 347 of the Missouri Limited Liability Company Act.

3. The name and address of the limited liability company's registered agent in Missouri is:

Rodger D. Owens 20499 State Highway 25 Bloomfield, MO 63825
Name Street Address: May not use P.O. Box unless street address also provided City/State/Zip

4. The management of the limited liability company is vested in one or more managers. [] Yes [X] No

5. The events, if any, on which the limited liability company is to dissolve or the number of years the limited liability company is to continue, which may be any number or perpetual: December 31, 2035

(The answer to this question could cause possible tax consequences, you may wish to consult with your attorney or accountant).

6. The name(s) and street address(es) of each organizer (Post Office box alone not acceptable):

Terry Allen, 102 East High Street, Suite 200, Jefferson City, MO 65101

7. For tax purposes, is the limited liability company considered a corporation? [] Yes [] No

8. The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows:

(Date may not be more than 90 days after the filing date in this office)

In Affirmation thereof, the facts stated above are true:

Terry Allen Terry Allen 6/7/02
(Organizer Signature) (Printed Name) (Date)
(Organizer Signature) (Printed Name) (Date)
(Organizer Signature) (Printed Name) (Date)

No. LC0066235

STATE OF MISSOURI



Matt Blunt
Secretary of State

CERTIFICATE OF ORGANIZATION
LIMITED LIABILITY COMPANY


WHEREAS,

R.D. SEWER CO., L.L.C.

filed its ARTICLES OF ORGANIZATION with this office on the 7th day of JUNE, 2002, and that filing was found to conform to the Missouri Limited Liability Company Act;

NOW, THEREFORE, I, MATT BLUNT, Secretary of State of the State of Missouri, by virtue of authority vested in me by law, do certify and declare that on the 7th day of JUNE, 2002, the above entity is a Limited Liability Company, organized in this state and entitled to any rights granted to Limited Liability Companies.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 7th day of JUNE, 2002.


Secretary of State

\$105.00





State of Missouri
 Robin Carnahan, Secretary of State

Corporations Division
 P.O. Box 778 / 600 W. Main Street, Rm 322
 Jefferson City, MO 65102

File Number:
 LC0066235
 Date Filed: 09/19/2007
 Robin Carnahan
 Secretary of State

**Statement of Change of Business Office Address
 by a Registered Agent of a
 Foreign or Domestic For Profit or Nonprofit Corporation or a Limited Liability Company**

- Instructions
1. This form is to be used by either a for profit or nonprofit corporation or a limited liability company to change either or both the name of its registered agent and/or the address of its existing registered agent.
 2. There is a \$10.00 fee for filing this statement.
 3. P.O. Box may only be used in conjunction with a physical street address.
 4. Agent and address must be in the State of Missouri.
 5. The corporation may not act as its own agent.

Charter No. _____

The undersigned registered agent, for the purpose of changing its business office in Missouri, represents that:

1. The name of the business entity is:
R.D. Sewer Co., LLC
2. The name of the registered agent is: Rodger D. Owens
3. The address, including street number, of the present business office of the registered agent is:
20499 State Highway 25, Bloomfield, MO 63825
Address City/State/Zip
4. The address, including street number, of the business office of the registered agent is hereby changed to:
406 S. Allen, Bernie, MO 63822 P.O. Box 24 Wappapello, MO 63966
Address (P.O. Box may only be used in conjunction with a physical street address) City/State/Zip
5. Notice in writing of the change has been mailed by the registered agent to the business entity named above.
6. The address of the registered office of the business entity named above and the business office of the registered agent, as changed, is identical.

In Affirmation thereof, the facts stated above are true and correct:
 (The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

Rodger D. Owens Rodger D. Owens 9-17-2007
Authorized Signature of Registered Agent Printed Name month/day/year

Name and address to return filed document:
 Name: Holden Law Office, P.C.
 Address: P.O. Box 633
 City, State, and Zip Code: Dexter, MO 63841

State of Missouri
 Change/Resignation of Agent 1 Page(s)



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