

IN THE UNITED STATES BANKRUPTCY COURT FOR THE
WESTERN DISTRICT OF MISSOURI
CENTRAL DIVISION

IN THE MATTER OF:)
) Case No. 17-42759-drd11
OSAGE WATER COMPANY,)
)
)
Debtor.)

NOTICE OF AUCTION RESULTS

Pursuant to Fed. R. Bankr. P. 6004(f), Jill Olsen, the duly appointed Chapter 11 trustee of Osage Water Company (“Trustee”) hereby notifies the Court and all parties in interest of the following:

1. On August 26, 2018, Trustee filed her Motion to Approve (a) Sale of Substantially All of Debtor’s Assets Free and Clear of All Liens, Interests, Claims and Encumbrances, and Related Procedures and Bid Protection Pursuant to 11 U.S.C. § 363, (b) the Potential Assumption and Assignment, or Rejection, of Certain Executory Contracts and Unexpired Leases; and (c) Related Relief Pursuant to 11 U.S.C. §§ 102 and 105 [Docket No. 115] (the “Sale Motion”).

2. In the Sale Motion, among other things, Trustee seeks an order of the Bankruptcy Court (a) authorizing her to sell, pursuant to Bid Procedures attached as Exhibit A to the Sale Motion, outside the ordinary course of business and free and clear of all liens, claims, encumbrances, and interests, all of Debtor’s right, title and interest in the Assets to the Stalking Horse Purchaser,¹ (b) authorizing the Trustee to assume and assign the Desired 365 Contracts, and (c) otherwise granting all necessary and appropriate related relief.

¹ Capitalized terms not defined herein shall have the meanings ascribed to them in the Sale Motion and Bid Procedures.

3. On September 19, 2018, the Bankruptcy Court entered that certain Order Approving Procedures for the Solicitation of Offers for (a) the Sale of Substantially All of Debtor's Assets Free and Clear of Liens, Claims, Encumbrances, and Interests, (b) the Possible Assumption and Assignment, or Rejection, of Certain Executory Contracts and Unexpired Leases, and (c) Related Relief [Docket No. 125] (the "Bid Procedures Order"). The Bid Procedures Order approved certain Bid Procedures and other relief requested in the Sale Motion.

Auction Results

4. On October 24, 2018, the Auction contemplated in the Sale Motion and Bid Procedures Order was held. Three Qualified Bidders participated in the Auction. The Auction commenced at approximately 9:30 a.m. prevailing Central time, and concluded at approximately 12:40 p.m. prevailing Central time. A copy of the sign-in sheet for the people at the Auction is attached as **Exhibit A**.

5. The Trustee has identified the highest and best bid for the Assets to be a bid of \$800,000 by the Stalking Horse Purchaser. A copy of the revised asset purchase agreement with the Stalking Horse Purchaser is attached hereto as **Exhibit B**.²

6. The first Back-up Bidder is a joint bid by Public Water Supply District No. 5 of Camden County, Missouri, Missouri Water Association, Inc., and Lake Area Waste Water Association, Inc. with a bid for the Assets of \$800,000. A copy of the asset purchase agreement for this joint bid is attached hereto as **Exhibit C**.³

² The attached asset purchase agreement is unexecuted. The Trustee anticipates receiving signatures pages in the near term.

³ The attached asset purchase agreement is unexecuted. The Trustee anticipates receiving signatures pages in the near term.

7. The second Back-up Bidder is Missouri-American Water Company with a bid for the Assets of \$600,000. A copy of the asset purchase agreement for this joint bid is attached hereto as **Exhibit D**.

Desired 365 Contracts

8. At the time this Notice is filed, the only known Desired 365 Contracts are the contracts identified in **Exhibit E**.

Respectfully submitted,

SPENCER FANE LLP

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COUNSEL FOR TRUSTEE

Missouri Public Service Commission

Respond Data Request

Data Request No.	0025
Company Name	MO PSC Staff-(All)
Case/Tracking No.	WA-2019-0185
Date Requested	7/15/2019
Issue	General Information & Miscellaneous - Other General Info & Misc.
Requested From	Whitney Payne
Requested By	Keri Roth
Brief Description	Staff's position
Description	On page 19 of Staff's Memorandum, filed May 24, 2019, Staff states, "For its reviews, Staff also considers whether or not other utility entities are available to provide similar service." However, Staff does not appear to address Public Water District #5 of Camden County, Missouri Water Association, Inc., or Lake Area Waste Water Association, Inc.'s bid to purchase the Osage Water Company systems. Is it Staff's position these entities are also available to provide similar service? Please provide a detailed explanation of your answer.
Response	The language on page 19 of Staff's Memorandum is in regards specifically to the applicable criteria for investigation into the application for acquisition of Reflections Condominiums, which is presently uncertificated by the Commission, and which neither Public Water District #5 of Camden County Missouri, Missouri Water Association, Inc., nor Lake Area Waste Water Association, Inc., has proposed to purchase. Staff's evaluation of the technical, managerial and financial criteria applied to the application for acquisition of Osage Water Company systems are discussed beginning at the bottom of page 18 of Staff's Memorandum and do not include the language, "For its reviews, Staff also considers whether or not other utility entities are available to provide similar service." Data Request Response provided by Natelle Dietrich (Inatelle.dietrich@psc.mo.gov) and Jim Busch (jim.busch@psc.mo.gov).
Objections	NA

The attached information provided to Missouri Public Service Commission Staff in response to the above data information request is accurate and complete, and contains no material misrepresentations or omissions, based upon present facts of which the undersigned has knowledge, information or belief. The undersigned agrees to immediately inform the Missouri Public Service Commission if, during the pendency of Case No. WA-2019-0185 before the Commission, any matters are discovered which would materially affect the accuracy or completeness of the attached information. If these data are voluminous, please (1) identify the relevant documents and their location (2) make arrangements with requestor to have documents available for inspection in the MO PSC Staff-(All) office, or other location mutually agreeable. Where identification of a document is requested, briefly describe the document (e.g. book, letter, memorandum, report) and state the following information as applicable for the particular document: name, title number, author, date of publication and publisher, addresses, date written, and the name and address of the person(s) having possession of the document. As used in this data request the term "document(s)" includes publication of any format, workpapers, letters, memoranda, notes, reports, analyses, computer analyses, test results, studies or data, recordings, transcriptions and printed, typed or written materials of every kind in your possession, custody or control or within your knowledge. The pronoun "you" or "your" refers to MO PSC Staff-(All) and its employees, contractors, agents or others employed by or acting in its behalf.

Security :	Public
Rationale :	NA