

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

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

APPLICATION

COMES NOW J & J Equities, LLC (“J & J”), and McB Investments, LLC (“McB”) (collectively “Applicants”), 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. McB Investments, LLC (“McB”) is a Kansas limited liability company with a street and mailing address as follows: 3512 SW Fairlawn Road, Suite 400, Topeka, KS 66144. The Company's telephone number is: 785-235-2750.

3. 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
Email: jfischerpc@aol.com

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

Email: lwdority@sprintmail.com

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

Terry McCullough
McB Investments
820 Primrose
Springfield, Missouri 65807
Telephone: 417-883-1212
Email: TerryM@mca-cpa.net

Harold and Sharon Epps
Tri-States Utility, Inc.
2580 State Highway 165
Branson, Missouri 65616
Email: sharon@tri-lakes.net

4. Applicants wish to obtain an order from the Commission which will allow J& J and McB to each acquire 10,000 shares of the outstanding capital stock of Tri-States Utility, Inc. ("Tri-States"), a regulated water corporation providing such services to customers in Branson, Missouri. Tri-States is a Missouri chartered corporation. Such stock, in the form of 30,000 shares, is presently owned by Harold I. Epps and Sharon R. Epps. Subject to the approval of the Commission, 10,000 shares will be transferred to J & J, and 10,000 shares will be transferred to McB. Harold and Sharron Epps will continue to own 10,000 shares of the capital stock of Tri-States after the closing of the proposed transaction.

5. A copy of the agreement to purchase stock entered into between the Applicants and Harold and Sharon Epps is contained in Appendix A (Highly Confidential) and incorporated herein by reference.

6. Copies of the respective Certificates Of Authority to do business in the State of Missouri as a foreign corporation of J & J and McB are attached as Appendix B and incorporated herein by reference.

7. Certified copies of the respective resolutions of J& J and McB authorizing the Applicants to acquire the capital stock of Tri-States as described herein, and are attached as Appendix C and incorporated herein by reference.

8. 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.² The water operations of Tri-States will continue to be subject to the supervision and regulation of the Commission.

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

10. 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.

11. Tri-States and the Applicants 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.

² Tri-States Utility, Inc. has initiated a small company revenue increase request for water services with the

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

13. Applicants respectfully request that no hearing on this Application be required by the Commission.

WHEREFORE, the Applicants request an order from the Commission finding that the proposed transaction is not detrimental to the public interest and granting them permission to acquire the capital stock of Tri-States, as described herein.

Respectfully submitted,

/s/ James M. Fischer

James M. Fischer Mo. Bar No. 27543
Larry W. Dority Mo. Bar No. 25617
Fischer & Dority, P.C.
101 Madison Street, Suite 400
Jefferson City, Missouri 65101
Telephone: (573) 636-6758
Fax: (573) 636-0383
Email: jfischerpc@aol.com
lwdority@sprintmail.com

ATTORNEY FOR APPLICANTS

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 7th day of July, 2008, to counsel for all parties of record.

/s/ James M. Fischer

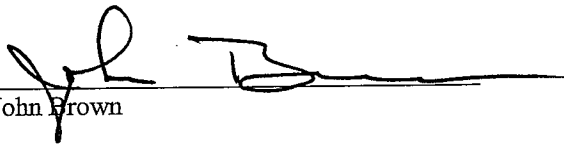
James M. Fischer

VERIFICATION

STATE OF MISSOURI)
)
COUNTY OF COLE)

ss.

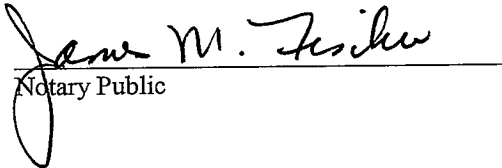
John Brown, being first duly sworn, on his oath and in his capacity as President states that he is authorized to execute this Application on behalf of J& J Equities, LLC and has knowledge of the matters stated herein, and that said matters are true and correct to the best of his knowledge and belief.


John Brown

Subscribed and sworn to before me this 30th day of June, 2008.



JAMES M. FISCHER
My Commission Expires
October 6, 2011
Cole County
Commission #07385346


Notary Public

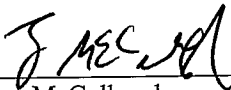
My Commission Expires: Oct. 6, 2011

VERIFICATION

STATE OF MISSOURI)
)
COUNTY OF COLE)

ss.

Terry McCullough, being first duly sworn, on his oath and in his capacity as President states that he is authorized to execute this Application on behalf of McB Investments, 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.

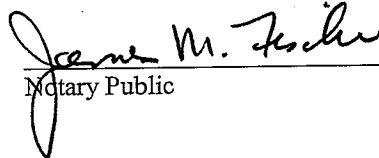


Terry McCullough

Subscribed and sworn to before me this 30th day of June, 2008.

JAMES M. FISCHER
My Commission Expires
October 6, 2011
Cole County
Commission #07385346





Notary Public

My Commission Expires: Oct. 6, 2011

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

APPENDIX B
CERTIFICATES OF AUTHORITY OF J & J EQUITIES, LLC
AND MCB INVESTMENT, LLC



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:
 FL0900705
 Date Filed: 06/09/2008
 Robin Carnahan
 Secretary of State

**Application for Registration of a Foreign
 Limited Liability Company**
(Submit with filing fee of \$105.00)

- (1) The name of the foreign limited liability company is:
J & J Equities, LLC
- (2) The name under which the foreign limited liability company will conduct business in Missouri is (must contain "limited company", "limited liability company", "LC", "LLC", "L.C.", or "L.L.C.") (must be filled out if different from line (1)):
J & J Equities, LLC
- (3) The foreign limited liability company was formed under the laws of Kansas on the
 date of 05/20/2006.
(month/day/year) (state or jurisdiction)
- (4) The purpose of the foreign limited liability company or the general character of the business it proposes to transact in this state is:
Any lawful purpose, enterprise or business which a limited liability company may conduct in the State of Missouri.
- (5) The name and address of the limited liability company's registered agent in Missouri is (this line must be completed and include a street address):
Terry McCullough, 820 E Primrose Ave, Springfield, MO 65807
Name Address (P.O. Box may only be used in conjunction with a physical street address) City/State/Zip

The Secretary of State is appointed agent for service of process if the foreign limited liability company fails to maintain a registered agent. Note: failure to maintain a registered agent constitutes grounds to cancel the registration of the foreign limited liability company.

- (6) The address of the registered office in the jurisdiction organized. If none required, then the principal office address of the foreign limited liability company is:
John E. Brown, 3512 SW Fairlawn Rd, Suite 400, Topeka, KS 66614
Name Address (P.O. Box may only be used in conjunction with a physical street address) City/State/Zip
- (7) This application must include a current certificate of good standing/existence from the secretary of state or other similar official in the state of domicile. Such document should be dated within 60 calendar days from filing.

Please see next page

Name and address to return filed document:

Name: John E. Brown / J & J Equities, LLC
 Address: 3512 SW Fairlawn Rd, Ste 400
 City, State, and Zip Code: Topeka, KS 66614

State of Missouri
 Creation - LLC/LP 3 Page(s)

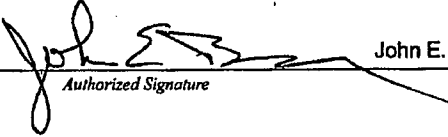


T0816117087
 T0815117065

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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)

| | | |
|---|---------------------|-------------|
|  | John E. Brown | 05/21/2008 |
| <i>Authorized Signature</i> | <i>Printed Name</i> | <i>Date</i> |
| _____ | _____ | _____ |
| <i>Authorized Signature</i> | <i>Printed Name</i> | <i>Date</i> |
| _____ | _____ | _____ |
| <i>Authorized Signature</i> | <i>Printed Name</i> | <i>Date</i> |
| _____ | _____ | _____ |

**STATE OF KANSAS
OFFICE OF
SECRETARY OF STATE
RON THORNBURGH**

To all to whom these presents shall come, Greetings:

I, RON THORNBURGH, Secretary of State of the state of Kansas, do hereby certify that I am the custodian of records of the State of Kansas relating to business entities and that I am the proper official to execute this certificate.

Entity Name: J & J EQUITIES, LLC

Structure: KANSAS LIMITED LIABILITY COMPANY

Business Entity ID Number: 3930153

Was filed in this office on May 01, 2006 and has complied with the applicable provisions of the laws of the state of Kansas and on this date is in good standing and authorized to transact business or to conduct affairs within this state



In testimony whereof: I hereto set my hand and cause to be affixed my official seal. Done at the City of Topeka, this 04 of June, 2008.

A handwritten signature in black ink, appearing to read "Ron Thornburgh".

**RON THORNBURGH
SECRETARY OF STATE**

Certificate ID: 179290 - To verify the validity of this certificate please visit <https://www.accesskansas.org/businessentity/validate.html> and enter the certificate ID number.

State of Missouri



Robin Carnahan
Secretary of State

CERTIFICATE OF REGISTRATION FOREIGN LIMITED LIABILITY COMPANY

WHEREAS,

J & J EQUITIES, LLC
FL0900705

Using in Missouri the name

J & J EQUITIES, LLC

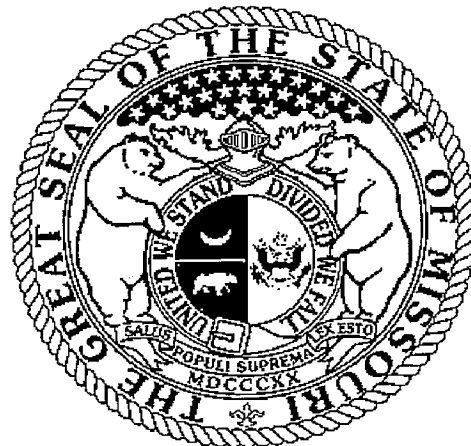
and existing under the laws of the State of Kansas has filed with this state its Application for Registration and whereas this Application for Registration conforms to the Missouri Limited Company Act.

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, by virtue of authority vested in me by law, do hereby certify and declare that on the 9th day of June, 2008, the above Foreign Limited Liability Company is duly authorized to transact business in the State of Missouri and is entitled to any rights granted Limited Liability Companies.

IN TESTIMONY WHEREOF, I hereunto
set my hand and cause to be affixed the
GREAT SEAL of the State of Missouri.
Done at the City of Jefferson, this
9th day of June, 2008.


Robin Carnahan

Secretary of State



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)

 John E. Brown 05/21/2008
Authorized Signature *Printed Name* *Date*

Authorized Signature *Printed Name* *Date*

Authorized Signature *Printed Name* *Date*

STATE OF KANSAS
OFFICE OF
SECRETARY OF STATE
RON THORNBURGH

To all to whom these presents shall come, Greetings:

I, RON THORNBURGH, Secretary of State of the state of Kansas, do hereby certify that I am the custodian of records of the State of Kansas relating to business entities and that I am the proper official to execute this certificate.

Entity Name: MCB INVESTMENTS, LLC

Structure: KANSAS LIMITED LIABILITY COMPANY

Business Entity ID Number: 4186581

Was filed in this office on March 31, 2008 and has complied with the applicable provisions of the laws of the state of Kansas and on this date is in good standing and authorized to transact business or to conduct affairs within this state



In testimony whereof: I hereto set my hand and cause to be affixed my official seal. Done at the City of Topeka, this 04 of June, 2008.

A handwritten signature in black ink that reads "Ron Thornburgh".

RON THORNBURGH
SECRETARY OF STATE

Certificate ID: 179291 - To verify the validity of this certificate please visit <https://www.accesskansas.org/businessentity/validate.html> and enter the certificate ID number.

State of Missouri



Robin Carnahan
Secretary of State

CERTIFICATE OF REGISTRATION FOREIGN LIMITED LIABILITY COMPANY

WHEREAS,

MCB INVESTMENTS, LLC
FL0900758

Using in Missouri the name

MCB INVESTMENTS, LLC

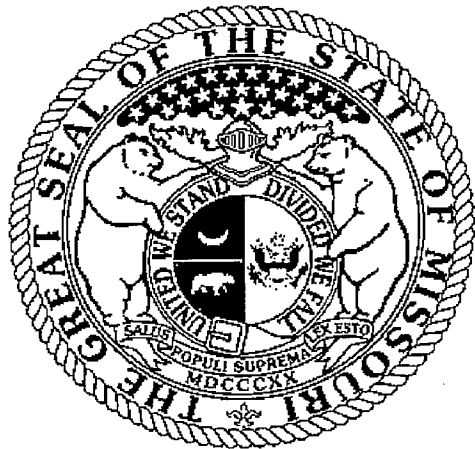
and existing under the laws of the State of Kansas has filed with this state its Application for Registration and whereas this Application for Registration conforms to the Missouri Limited Company Act.

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, by virtue of authority vested in me by law, do hereby certify and declare that on the 9th day of June, 2008, the above Foreign Limited Liability Company is duly authorized to transact business in the State of Missouri and is entitled to any rights granted Limited Liability Companies.

IN TESTIMONY WHEREOF, I hereunto
set my hand and cause to be affixed the
GREAT SEAL of the State of Missouri.
Done at the City of Jefferson, this
9th day of June, 2008.

Robin Carnahan

Secretary of State



APPENDIX C
RESOLUTIONS OF J & J EQUITIES, LLC
AND MCB INVESTMENTS 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 April 29, 2008, 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

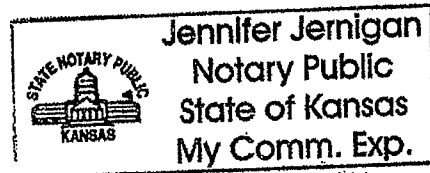

Nikki Schmitt, Company Secretary
J & J Equities, LLC

Subscribed and sworn to before me this 29th day of April, 2008.


Notary Public

My Commission Expires:

07/05/09



CERTIFICATE OF COMPANY RESOLUTION

I, Nikki Schmitt, Company Secretary of McB Investments, LLC hereby certify that at a special members' meeting held on April 29, 2008, 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 and/or Terry McCullough, to do the following:

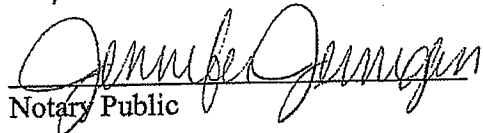
- a. To enter into any and all agreements with Tri-States Utility, Inc., or its shareholders, necessary to the purchase of ten thousand (10,000) shares of the outstanding common stock of Tri-States Utility, Inc.
- b. To request and receive documents pertaining to corporate financing, and to sign and 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
McB Investments, LLC



Nikki Schmitt, Company Secretary
McB Investments, LLC

Subscribed and sworn to before me this 29th day of April, 2008.


Notary Public

My Commission Expires:

07/05/09

