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STATE OF MISSOURI  
PUBLIC SERVICE COMMISSION  
TRANSCRIPT OF PROCEEDINGS

Prehearing Conference

September 11, 2014

Jefferson City, Missouri

Volume 1

In the matter of the joint )  
application of Brandco )  
Investments, LLC and Hillcrest )File No. WO-2014-0340  
Utility Operating Company, Inc., )File No. SO-2014-0341  
for Hillcrest to acquire certain )  
water and sewer assets of Brandco)  
and, in connection therewith, )  
issue indebtedness and encumber )  
assets

RONALD D. PRIDGIN, presiding,  
SENIOR REGULATORY LAW JUDGE

REPORTED BY:

Patricia A. Stewart  
RMR, RPR, CCR 401  
Midwest Litigation Services  
3432 West Truman Boulevard, Suite 207  
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1 P R O C E E D I N G S

2 JUDGE PRIDGIN: Good afternoon. We're on the  
3 record.

4 This is the prehearing conference in File  
5 No. WO-2014-0340 in the matter of the joint application  
6 of Brandco Investments, LLC and Hillcrest Utility  
7 Operating Company, Incorporated for Hillcrest to acquire  
8 certain water and sewer assets of Brandco and, in  
9 connection therewith, issue indebtedness and encumber  
10 assets.

11 I'm Ron Pridgin. I'm the regulatory law  
12 judge assigned to preside over this conference that is  
13 being held on September 11, 2014 in the Governor Office  
14 Building in Jefferson City, Missouri. The time is  
15 2:00 p.m.

16 I would like to get oral entries of  
17 appearance from counsel, please, and beginning with the  
18 applicant.

19 MR. COOPER: Dean Cooper appearing on behalf  
20 of Hillcrest Utility Operating Company, Inc., and the  
21 court reporter has the address.

22 JUDGE PRIDGIN: Mr. Cooper, thank you.

23 Are you also representing Brandco or simply  
24 Hillcrest?

25 MR. COOPER: Simply Hillcrest.

1 JUDGE PRIDGIN: Okay. Is there anyone here  
2 to enter an appearance on behalf of Brandco?

3 On behalf of the Staff of the Commission,  
4 please.

5 MR. ANTAL: Alex Antal and Kevin Thompson of  
6 the Staff of the Missouri Public Service Commission,  
7 P. O. Box 360, Jefferson City, Missouri 65102.

8 JUDGE PRIDGIN: Mr. Antal, thank you.  
9 Mr. Thompson, thank you.

10 On behalf of the Office of the Public  
11 Counsel, please.

12 MS. BAKER: Thank you.

13 Christina Baker, P. O. Box 2230,  
14 Jefferson City, Missouri 65102 appearing on behalf of  
15 the Office of the Public Counsel and the customers.

16 JUDGE PRIDGIN: Ms. Baker, thank you.

17 Have I overlooked anyone?

18 All right. Hearing nothing, this prehearing  
19 conference was set pursuant to a motion for expedited  
20 setting of prehearing conference that Hillcrest filed,  
21 and I'm unaware of any other pending motions or anything  
22 else that I need to deal with but let me confer with  
23 counsel.

24 Is there anything you need to bring to my  
25 attention?

1 All right. Hearing no reply, we will go off  
2 the record here in just a moment and you will have this  
3 room I think for the rest of the afternoon. And  
4 obviously I'm on the 9th floor and the calendar is on  
5 the 9th floor if you need to look for hearing dates.

6 Is there anything else I can do for you?

7 All right. Hearing nothing, we will then go  
8 off the record in the prehearing conference in  
9 WO-2014-0340.

10 Thank you. We're off the record.

11 WHEREIN, the on-the-record portion of the  
12 prehearing conference concluded at 2:04 p.m.

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CERTIFICATE OF REPORTER

I, Patricia A. Stewart, RMR, RPR, CCR, a  
Certified Court Reporter in the State of Missouri, do  
hereby certify that the testimony that appears in the  
foregoing transcript was taken by me to the best of my  
ability and thereafter reduced to typewriting by me;  
that I am neither counsel for, related to, nor employed  
by any of the parties to the action in which this  
hearing was taken, and further that I am not a relative  
or employee of any attorney or counsel employed by the  
parties thereto, nor financially or otherwise interested  
in the outcome of the action.

\_\_\_\_\_

Patricia A. Stewart

CCR No. 401

<p style="text-align: center;"><b>A</b></p> <p><b>ability</b> 6:9  <b>acquire</b> 1:12 3:7  <b>action</b> 6:11,15  <b>address</b> 3:21  <b>afternoon</b> 3:2 5:3  <b>Alex</b> 4:5  <b>Alexander</b> 2:11  <b>Antal</b> 2:11 4:5,5                      4:8  <b>appearance</b> 3:17                      4:2  <b>APPEARANC...</b>                      2:1  <b>appearing</b> 3:19                      4:14  <b>appears</b> 6:7  <b>applicant</b> 3:18  <b>application</b> 1:11                      3:5  <b>assets</b> 1:13,14 3:8                      3:10  <b>assigned</b> 3:12  <b>attention</b> 4:25  <b>attorney</b> 6:13</p> <hr/> <p style="text-align: center;"><b>B</b></p> <p><b>Baker</b> 2:7 4:12                      4:13,16  <b>beginning</b> 3:17  <b>behalf</b> 3:19 4:2,3                      4:10,14  <b>best</b> 6:8  <b>Boulevard</b> 1:23  <b>Box</b> 2:4,8,12 4:7                      4:13  <b>Brandco</b> 1:11,13                      3:6,8,23 4:2  <b>bring</b> 4:24  <b>Brydon</b> 2:3  <b>Building</b> 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