

THOMAS, LONG,
NIESEN & KENNARD

Attorneys and Counsellors at Law

THOMAS T. NIESEN
Direct Dial: 717.255.7641
tniesen@thomaslonglaw.com

October 15, 2012

Via E-filing

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
P. O. Box 3265
Harrisburg, PA 17105-3265

In re: Dockets Nos. A-2012-2322416, A-2012-2322448, A-2012-2322501 and A-2012-2322509
Joint Applications of Aqua Pennsylvania, Inc./Little Washington Wastewater Company
and Total Environmental Solutions, Inc.

Dear Secretary Chiavetta:

Enclosed for filing are responses to the Bureau of Technical Utility Services Data Requests Nos. A-1 through A-8 in the above matters. Please contact me at your convenience with any questions.

Very truly yours,

THOMAS, LONG, NIESEN & KENNARD

By

Thomas T. Niesen

cc: *(via e-mail)*
Deb Sagerer, TUS (w/encls.)
Keith E. Gabage (w/encls.)
Thomas J. Sniscak, Esq. (w/encls.)

121015-Chiavetta (Responses to TUS DRs).wpd

Respondent's Name:
Keith E. Gabage
Director Corporate Development
Aqua Pennsylvania, Inc.
October 15, 2012

BUREAU OF TECHNICAL UTILITY SERVICES
Water/Wastewater Industry Group
LWWC, Aqua and TESI
Responses to Discovery Set I
Docket Nos. A-2012-2322416, A-2012-2322448, A-2012-2322501 and A-2012-2322509

A-1 **Please provide the Proofs of Publication/Service if they have not already been forwarded.**

Response: **Aqua/LWWC filed Proofs of Publication/Service with the Public Utility Commission on October 1, 2012. Copies of the proofs of publication/service are attached.**



THOMAS T. NIESEN
Direct Dial: 717.255.7641
tniesen@thomaslonglaw.com

October 1, 2012

Via E-filing

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
P. O. Box 3265
Harrisburg, PA 17105-3265

In re: Docket Nos. A-2012-2322416 and A-2012-2322501
Joint Application of Aqua Pennsylvania, Inc.
and Total Environmental Solutions, Inc.

Dear Secretary Chiavetta:

Enclosed for filing in the above matter are the following:

1. A Certificate of Service verifying service of the above referenced Joint Application in accordance with your letter of September 4, 2012; and
2. The proof of publication in the *The Courier-Express*.

Please contact the undersigned if you have any questions.

Very truly yours,

THOMAS, LONG, NIESEN & KENNARD

By

Thomas T. Niesen

cc: Keith E. Gabage (w/encls.)
Thomas J. Sniscak, Esq. (w/encls.)

121001-Chiavetta (Proof of Publication).wpd

Before The
PENNSYLVANIA PUBLIC UTILITY COMMISSION

In re: Joint Application of Aqua Pennsylvania, Inc. :
(hereinafter referred to as "Aqua") and Total :
Environmental Solutions, Inc. (hereinafter referred :
to as "TESI") for approval of: :

(1) the acquisition by Aqua of the water system :
assets of TESI situated in a portion of Sandy :
Township, Clearfield County, Pennsylvania; :

(2) the right of Aqua to begin to offer, render, :
furnish and supply water service to the public in a :
portion of Sandy Township, Clearfield County, :
Pennsylvania; and :

(3) the abandonment by TESI of public water :
service and its franchise in a portion of Sandy :
Township, Clearfield County, Pennsylvania :

Dockets Nos.
A-2012-2322416 and
A-2012-2322501

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the above referenced Joint Application of Aqua Pennsylvania, Inc. and Total Environmental Solutions, Inc. was served upon the persons and in the manner listed below:

First Class Mail, Postage Prepaid, on August 31, 2012

Bureau of Investigation & Enforcement
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
P. O. Box 3265
Harrisburg, PA 17105-3265

Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1923

Office of Small Business Advocate
Suite 1102, Commerce Building
300 North Second Street
Harrisburg, PA 17101

Certified Mail, Return Receipt Requested, on September 17, 2012

Sandy Township Municipal Authority
P.O. Box 267
DuBois , PA 15801

Sandy Township Board of Supervisors
1094 Chesnut Avenue
PO Box 267
DuBois, PA 15801

Clearfield County Commissioners
212 E. Locust Street
Suite 112
Clearfield, PA 16830

Clearfield County Planning Commission
212 E. Locust Street
Suite 112
Clearfield, PA 16830

Sandy Township Planning Commission
1094 Chesnut Avenue
PO Box 267
DuBois, PA 15801

Chris Corcoran, President
Treasure Lake Property
Owners Association, Inc.
13 Treasure Lake
DuBois PA 15801

City of DuBois
16 West Scribner Avenue
P.O. Box 408
DuBois, PA 15801

Nels Taber, Regional Director
PA Department of Environmental
Protection
Northcentral Regional Office
208 West Third Street, Suite 101
Williamsport, PA 17701



Thomas T. Niesen
PA Attorney ID No. 31379

Dated this 1st day of October, 2012

**PROOF OF PUBLICATION OF NOTICE APPEARING IN THE
COURIER EXPRESS/TRI-COUNTY SUNDAY/JEFFERSONIAN DEMOCRAT
PUBLISHED BY McLEAN PUBLISHING COMPANY,
DUBOIS PENNSYLVANIA**

Under act 587, Approved May 16, 1929, P.L. 1784

STATE OF PENNSYLVANIA
COUNTY OF CLEARFIELD

SS:

Linda Smith, Advertising Director or Dory Ferra, Classified Advertising Supervisor of the **Courier-Express/Tri-County Sunday/Jeffersonian Democrat** of the County and State aforesaid, being duly sworn, deposes and says that the **Courier Express**, a daily newspaper, the **Tri-County Sunday**, a weekly newspaper and **Jeffersonian Democrat**, a weekly newspaper published by McLean Publishing Company at 500 Jeffers Street, City of DuBois, County and State aforesaid, which was established in the year 1879, since which date said, the daily publication and the weekly publications, has been regularly issued in said County, and that a copy of the printed notice of publication is attached hereto exactly as the same was printed and published in the regular editions of the paper on the following dates, viz: the

11th and 18th day of September A.D., 2012

Affidavit further deposes that he is an officer duly authorized by the **Courier-Express**, a daily newspaper, **Tri-County Sunday**, a weekly newspaper, and/or **Jeffersonian Democrat**, a weekly newspaper to verify the foregoing statement under oath and also declared that affiant is not interested in the subject matter of the aforesaid notice of publication, and that all allegations in the foregoing statement as to time, place and character of publication are true.

**McLEAN PUBLISHING COMPANY Publisher of
COURIER-EXPRESS/TRI-COUNTY SUNDAY/JEFFERSONIAN DEMOCRAT**

By *Linda Smith*

Sworn and subscribed to before me this 19th day of Sept., 2012.

Robin M. Dutton
NOTARY PUBLIC

PENNSYLVANIA PUBLIC UTILITY COMMISSION
NOTICE TO BE PUBLISHED

Joint Application of Aqua Pennsylvania Inc. (Aqua) and Total Environmental Solutions Inc. (TESI), for approval of the acquisition by Aqua of the water system assets of TESI situated in a portion of Sandy Township, Clearfield County, PA, 2) the right of Aqua Pa to begin to offer, render, furnish or supply water service to the public in a portion of Sandy Township, Clearfield County, PA, and 3) the abandonment of TESI of public water service and its franchise in a portion of Sandy Township, Clearfield County, PA. Docket Numbers: A-2012-2322416 and A-2012-2322501.

Statement of Advertising Cost
McLEAN PUBLISHING COMPANY
Publisher of
**COURIER-EXPRESS/TRI-COUNTY SUNDAY/
JEFFERSONIAN DEMOCRAT**
DuBois, PA



Thomas, Long, Niesen & Kennard

Formal protests and petitions to intervene must be filed in accordance with Title 52 of the Pennsylvania Code, on or before October 1, 2012. All filings must be made with the Secretary of the Pennsylvania Public Utility Commission, P. O. Box 3265, Harrisburg PA 17105-3265, with a copy served on the Applicant. The documents filed in support of the Application are available for inspection and copying at the Office of the Secretary between the hours of 8:00 a.m. and 4:30 p.m., Monday through Friday, on the Commission's website at www.puc.state.pa.us, and at the Applicant's business address.

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cto on the above stated dates.....	<u>\$424.34</u>
me.....	<u>\$7.50</u>
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paper, **Tri-County Sunday**, a weekly newspaper, and/or **Jeffersonian Democrat**, a dges receipt of the aforesaid advertising and publication costs, and certifies that the

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Established 1879, Phone 814-371-4200
McLEAN PUBLISHING COMPANY
Publisher of
ESS/TRI-COUNTY SUNDAY/JEFFERSONIAN DEMOCRAT

Applicant:
Aqua Pennsylvania, Inc.
Total Environmental Solutions, Inc.

Through and By Counsel:
Thomas T. Niesen, Esquire
Thomas, Long, Niesen and Kennard
212 Locust Street, Suite 500
P. O. Box 9500
Harrisburg, PA 17108

AND

Thomas J. Sniscak, Esquire
Hawke, McKeon and Sniscak, LLP
100 North Tenth Street
Harrisburg, PA 17101

he original Proof of Publication and receipt for the Advertising costs in the subject

BY THE COMMISSION
Rosemary Chiavetta
Secretary

ATTORNEY FOR



PENNSYLVANIA
PUBLIC UTILITY COMMISSION

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Your filing has been electronically received. Upon review of the filing for conformance with the Commission's filing requirements, a notice will be issued acknowledging such compliance and assigning a Docket Number. The matter will receive the attention of the Commission and you will be advised if any further action is required on your part.

Print this page for your records. The date filed on will be the current day if the filing occurs on a business day before or at 4:30 PM Harrisburg, PA time. It will be the next business day if the filing occurs after 4:30 PM Harrisburg, PA time or on weekends or holidays.

*If your filing **exceeds 250 pages**, you are required to submit **one** paper copy of the filing within 3 business days of submitting the electronic filing. This paper copy can be mailed to: Secretary, Pennsylvania Public Utility Commission, Commonwealth Keystone Building, 400 North Street, 2nd Floor, Harrisburg, PA 17120 . Please print a copy of this page and attach it to the paper copy of your filing as the first page.*

eFiling Confirmation	
Docket Number:	A-2012-2322416
Description:	A-2012-2322501, Joint Application of Aqua Pennsylvania, Inc. and Total Environmental Solutions, Inc.
Transmission Date:	10/1/2012 10:23:38 AM
Filed On:	10/1/2012 10:23:38 AM
eFiling Confirmation Number:	1496939

Uploaded File List

File Name	Document Class	Document Type
Aqua-TESI Cert of Service & Proof of Publication.pdf	Other Filing	Certificate of Service



THOMAS T. NIESEN
Direct Dial: 717.255.7641
tniesen@thomaslonglaw.com

October 1, 2012

Via E-filing

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
P. O. Box 3265
Harrisburg, PA 17105-3265

In re: Docket Nos. A-2012-2322448 and A-2012-2322509
Joint Application of Little Washington Wastewater Company
d/b/a Suburban Water Company and Total Environmental Solutions, Inc.

Dear Secretary Chiavetta:

Enclosed for filing in the above matter are the following:

1. A Certificate of Service verifying service of the above referenced Joint Application in accordance with your letter of September 4, 2012; and
2. The proof of publication in *The Courier-Express*.

Please contact the undersigned if you have any questions.

Very truly yours,

THOMAS, LONG, NIESEN & KENNARD

By

Thomas T. Niesen

cc: Keith E. Gabage (w/encls.)
Thomas J. Sniscak, Esq. (w/encls.)

121001-Chiavetta (Proof of Publication).wpd

Before The
PENNSYLVANIA PUBLIC UTILITY COMMISSION

In re: Joint Application of Little Washington Wastewater :
Company d/b/a Suburban Water Company (hereinafter :
referred to as "LWWC") and Total Environmental :
Solutions, Inc. (hereinafter referred to as "TESI") for :
approval of: :

Docket Nos.

(1) the acquisition by LWWC of the wastewater system :
assets of TESI situated in a portion of Sandy Township, :
Clearfield County, Pennsylvania; :

A-2012-2322448

A-2012-2322509

(2) the right of LWWC to begin to offer, render, furnish :
and supply wastewater service to the public in a portion :
of Sandy Township, Clearfield County, Pennsylvania; :
and :

(3) the abandonment by TESI of public wastewater :
service and its franchise in a portion of Sandy :
Township, Clearfield County, Pennsylvania :

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the above referenced Joint Application of of Little Washington Wastewater Company and Total Environmental Solutions, Inc. was served upon the persons and in the manner listed below:

First Class Mail, Postage Prepaid, on August 31, 2012

Bureau of Investigation & Enforcement
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
P. O. Box 3265
Harrisburg, PA 17105-3265

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Sandy Township Board of Supervisors
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Chris Corcoran, President
Treasure Lake Property
Owners Association, Inc.
13 Treasure Lake
DuBois PA 15801

City of DuBois
16 West Scribner Avenue
P.O. Box 408
DuBois, PA 15801

Nels Taber, Regional Director
PA Department of Environmental
Protection
Northcentral Regional Office
208 West Third Street, Suite 101
Williamsport, PA 17701



Thomas T. Niesen
PA Attorney ID No. 31379

Dated this 1st day of October, 2012

**PROOF OF PUBLICATION OF NOTICE APPEARING IN THE
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PUBLISHED BY McLEAN PUBLISHING COMPANY,
DUBOIS PENNSYLVANIA**

Under act 587, Approved May 16, 1929, P.L. 1784

STATE OF PENNSYLVANIA
COUNTY OF CLEARFIELD

SS:

Linda Smith, Advertising Director or Dory Ferra, Classified Advertising Supervisor of the **Courier-Express/Tri-County Sunday/Jeffersonian Democrat** of the County and State aforesaid, being duly sworn, deposes and says that the **Courier Express**, a daily newspaper, the **Tri-County Sunday**, a weekly newspaper and **Jeffersonian Democrat**, a weekly newspaper published by McLean Publishing Company at 500 Jeffers Street, City of DuBois, County and State aforesaid, which was established in the year 1879, since which date said, the daily publication and the weekly publications, has been regularly issued in said County, and that a copy of the printed notice of publication is attached hereto exactly as the same was printed and published in the regular editions of the paper on the following dates, viz: the

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**McLEAN PUBLISHING COMPANY Publisher of
COURIER-EXPRESS/TRI-COUNTY SUNDAY/JEFFERSONIAN DEMOCRAT**

By Linda Smith

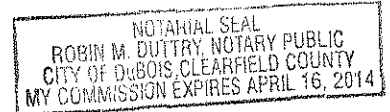
Sworn and subscribed to before me this 19th day of Sept., 2012.

PENNSYLVANIA PUBLIC UTILITY COMMISSION
NOTICE TO BE PUBLISHED

Joint Application of Little Washington Wastewater Company and Total Environmental Solutions Inc. (TESI), for approval of the acquisition by Little Washington of the wastewater system assets of TESI, situated in a portion of Sandy Township, Clearfield County, PA, 2) the right of Little Washington to begin to offer, render, furnish or supply wastewater service to the public in a portion of Sandy Township, Clearfield County, PA, and 3) the abandonment of TESI of public wastewater service and its ranchise in a portion of Sandy Township, Clearfield County, PA. Docket Numbers: A-2012-2322448 and A-2012-2322509.

Robin M. Dutton
NOTARY PUBLIC

Statement of Advertising Cost
McLEAN PUBLISHING COMPANY
Publisher of
**COURIER-EXPRESS/TRI-COUNTY SUNDAY/
JEFFERSONIAN DEMOCRAT**
DuBois, PA



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<u>Thomas, Long, Niesen & Kennard</u>	
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to on the above stated dates.....	<u>\$424.34</u>
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.....	<u>\$431.84</u>

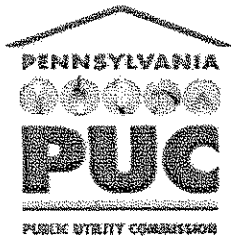
Publisher's Receipt for Advertising Costs
paper, **Tri-County Sunday**, a weekly newspaper, and/or **Jeffersonian Democrat**, a weekly newspaper, receives receipt of the aforesaid advertising and publication costs, and certifies that the

500 Jeffers Street and Beaver Drive, DuBois, PA 15801
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McLEAN PUBLISHING COMPANY
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is the original Proof of Publication and receipt for the Advertising costs in the subject

BY THE COMMISSION
Rosemary Chiavetta
Secretary

ATTORNEY FOR



PENNSYLVANIA
PUBLIC UTILITY COMMISSION

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Your filing has been electronically received. Upon review of the filing for conformance with the Commission's filing requirements, a notice will be issued acknowledging such compliance and assigning a Docket Number. The matter will receive the attention of the Commission and you will be advised if any further action is required on your part.

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If your filing exceeds 250 pages, you are required to submit one paper copy of the filing within 3 business days of submitting the electronic filing. This paper copy can be mailed to: Secretary, Pennsylvania Public Utility Commission, Commonwealth Keystone Building, 400 North Street, 2nd Floor, Harrisburg, PA 17120 . Please print a copy of this page and attach it to the paper copy of your filing as the first page.

eFiling Confirmation	
Docket Number:	A-2012-2322448
Description:	A-2012-2322509, Joint Application of Little Washington Wastewater Company dba Suburban Water Co. and Total Environmental Solutions Inc.
Transmission Date:	10/1/2012 10:31:32 AM
Filed On:	10/1/2012 10:31:32 AM
eFiling Confirmation Number:	1496945

Uploaded File List

File Name	Document Class	Document Type
LWWC-TESI Cert of Service & Proof of Publication.pdf	Other Filing	Certificate of Service

Respondent's Name:
Keith E. Gabage
Director Corporate Development
Aqua Pennsylvania, Inc.
October 15, 2012

BUREAU OF TECHNICAL UTILITY SERVICES
Water/Wastewater Industry Group
LWWC, Aqua and TESI
Responses to Discovery Set I
Docket Nos. A-2012-2322416, A-2012-2322448, A-2012-2322501 and A-2012-2322509

A-2 Regarding the Purchase Price:

- A. The applications indicate the purchase price for the water/wastewater facilities is \$11,800,000. Provide the distribution of costs for the water and wastewater portions of the acquisition.**
- B. Indicate whether an original cost study will be performed.**
- C. If no cost study is performed, explain how the Company will determine the value of the system being purchased.**
- D. Provide justification of the water/ wastewater systems asset purchase price. Reconcile the purchase price of \$11.8 million for the combined water and wastewater systems to the 2010 Annual Report figures of plant in service value of \$1,898,802 for the wastewater and \$6,587,074 for the water, or \$8,485,876 combined.**

Response:

- A. As of the present time, Aqua/LWWC (“Company”) has not allocated the total purchase price between the water and wastewater systems.**
- B. Company will perform an original cost study.**
- C. N/A, see response to “B” above.**
- D. The total purchase price of \$11.8 million for the combined water and wastewater systems is the arms-length, negotiated purchase price between an unaffiliated, willing buyer and an unaffiliated, willing seller, after evaluation of offers from interested public water and wastewater providers.**

Respondent's Name:
Keith E. Gabage
Director Corporate Development
Aqua Pennsylvania, Inc.
October 15, 2012

BUREAU OF TECHNICAL UTILITY SERVICES
Water/Wastewater Industry Group
LWWC, Aqua and TESI
Responses to Discovery Set I
Docket Nos. A-2012-2322416, A-2012-2322448, A-2012-2322501 and A-2012-2322509

A-3 Provide the tentative journal entries for booking this acquisition.

Response: Company intends to perform an original cost study of the TESI water/wastewater systems. Until such time as the study is completed and submitted to the Commission, the following tentative journal entries for the acquisition will be as follows:

Dr.	Utility Plant Purchased or Sold	\$11.8M	
	Cr. Cash		\$11.8M

Respondent's Name:
Keith E. Gabage
Director Corporate Development
Aqua Pennsylvania, Inc.
October 15, 2012

BUREAU OF TECHNICAL UTILITY SERVICES
Water/Wastewater Industry Group
LWWC, Aqua and TESI
Responses to Discovery Set I
Docket Nos. A-2012-2322416, A-2012-2322448, A-2012-2322501 and A-2012-2322509

A-4 Provide a list of the planned repairs and improvements to the water and wastewater systems with a projected timetable and cost. Describe the need for the planned improvements.

Response: Tentatively, Aqua anticipates that improvements to the water system may include main replacements (includes associated fittings, company service lines, fire hydrants and related appurtenances); upgrades to treatment facilities; meter replacements or upgrades; security; and the installation of automation and controls to remotely monitor the tank and well/treatment of the System. Aqua has not definitively determined a time frame or cost estimates for the foregoing improvements, which, at this time, are only possibilities, and would not be determined as necessary until after Closing and Aqua has been actually operating the system.

Tentatively, LWWC anticipates that improvements for the wastewater system may include collection system rehabilitation. LWWC has not definitively determined a time frame or cost estimates for the foregoing improvements, which, at this time, are only possibilities, and would not be determined as necessary until after Closing and LWWC has been actually operating the system.

Respondent's Name:
Keith E. Gabage
Director Corporate Development
Aqua Pennsylvania, Inc.
October 15, 2012

BUREAU OF TECHNICAL UTILITY SERVICES
Water/Wastewater Industry Group
LWWC, Aqua and TESI
Responses to Discovery Set I

Docket Nos. A-2012-2322416, A-2012-2322448, A-2012-2322501 and A-2012-2322509

- A-5 **Regarding Aqua's and Little Washington's operations at Treasure Lake:**
- A. **Provide a description of the daily operation plan for these systems, including the name and certificate of the Certified Operators that are expected to be assigned.**
 - B. **State which of Aqua's existing systems will provide the personnel and assistance to the Treasure Lake Community.**

Response:

- A. **Company has not identified a Certified Operator that will be assigned to the Treasure Lake system. Company has a number of licensed operators that will likely support the needs of the customers and the Treasure Lake systems.**
- B. **Company will likely operate the system out of its Shenango Operations Center with the support of water professionals throughout its organization.**

Respondent's Name:
Keith E. Gabage
Director Corporate Development
Aqua Pennsylvania, Inc.
October 15, 2012

BUREAU OF TECHNICAL UTILITY SERVICES
Water/Wastewater Industry Group
LWWC, Aqua and TESI
Responses to Discovery Set I
Docket Nos. A-2012-2322416, A-2012-2322448, A-2012-2322501 and A-2012-2322509

A-6 Provide a letter from Sandy Lake Township and Clearfield County in support of the acquisition.

Response: Company has no letters from either Sandy Lake Township or Clearfield County expressing support for the acquisition. Copies of the *Application* were served upon the Clearfield County Supervisors and Planning Commission and the Sandy Lake Township Supervisors and Planning Commission. Neither the County nor the Township has filed a protest or objection to the *Application*. The protest period closed on October 1, 2012.

Respondent's Name:
Keith E. Gabage
Director Corporate Development
Aqua Pennsylvania, Inc.
October 15, 2012

BUREAU OF TECHNICAL UTILITY SERVICES

Water/Wastewater Industry Group

LWWC, Aqua and TESI

Responses to Discovery Set I

Docket Nos. A-2012-2322416, A-2012-2322448, A-2012-2322501 and A-2012-2322509

A-7 Provide TESI's 2011 Balance Sheets for the water and wastewater facilities being acquired. This should include plant-in-service for each utility.

Response: TESI filed its 2011 Annual Reports on or about September 26, 2011. The Reports, which would include 2011 balance sheets and a schedule of plant-in-service, should be available in Commission files.

Respondent's Name:
Keith E. Gabage
Director Corporate Development
Aqua Pennsylvania, Inc.
October 15, 2012

BUREAU OF TECHNICAL UTILITY SERVICES

Water/Wastewater Industry Group

LWWC, Aqua and TESI

Responses to Discovery Set I

Docket Nos. A-2012-2322416, A-2012-2322448, A-2012-2322501 and A-2012-2322509

A-8 Provide TESI's Treasure Lake 2011 annual reports for both water and wastewater. Neither was filed with the Commission.

Response: TESI filed its 2011 Annual Reports on or about September 26, 2011. The Reports should be available in Commission files.