

In the Matter of the Commission's)
Investigation into Ohio Rural Natural Gas) Case No. 16-1578-GA-COI
Co-op and Related Matters)

NOW COME Ohio Rural Natural Gas Co-op (“ORNG”) and Ludlow Natural Gas Company, LLC (“Ludlow”), and respectfully move the Public Utilities Commission of Ohio (“PUCO” or “Commission”) to enter an Order extending the July 15, 2017 deadline by which Ludlow is to transfer all of its assets and operations to an unaffiliated third party, which deadline was adopted by the Commission’s April 17, 2017, Finding and Order that approved the parties’ stipulation and recommendation in this matter. Staff has indicated that it will not oppose a brief extension of time. Ludlow and ORNG respectfully request that the July 15, 2017 asset and operations transfer deadline be extended to August 31, 2017. The reasons for granting this Motion are set forth in the attached Memorandum in Support, which is incorporated by reference herein.

Respectfully submitted,

/s/ Michael D. Dortch

Michael D. Dortch (0043897)

Richard R. Parsons (0082270)

KRAVITZ, BROWN, & DORTCH, LLC

65 East State Street, Suite 200

Columbus, Ohio 43215

Phone (614) 464-2000

Fax: (614) 464-2002

E-mail: mdortch@kravitzllc.com

Attorneys for Ohio Rural Natural Gas Co-Op and
Ludlow Natural Gas Company, LLC

MEMORANDUM IN SUPPORT

On April 17, 2017, the Public Utilities Commission of Ohio (“PUCO” or “Commission”) issued a Finding and Order (the “Finding & Order”) which approved and adopted in its entirety the Stipulation and Recommendation (the “Stipulation”) filed by Ohio Rural Natural Gas Co-op (“ORNG”), Ludlow Natural Gas Company, LLC (“Ludlow”), and Staff on April 14, 2017.

Pursuant to the Stipulation as adopted by the Finding and Order, on or before July 15, 2017, Ludlow (which now owns and operates all of the ORNG Co-op assets at issue in this case) is to “sell or transfer its assets and operations to a person or entity approved by the Commission,” which “person or entity shall have no affiliation with Richard Osborne, ORNG, Ludlow, or another entity affiliated with Richard Osborne.” (Finding & Order, at 6.)

United Pipeline Ltd. (“UPL”) has since agreed to acquire all of Ludlow’s assets and operations. UPL has no affiliation with Richard Osborne, ORNG or Ludlow, and UPL is already known to this Commission to provide natural gas distribution service to Ohio consumers in the safest and most reliable manner possible. Thus, a final agreement between UPL and Ludlow will fulfill the requirements of the Finding & Order.

However, UPL and Ludlow have not yet had sufficient time to reduce their agreement to a final writing. In addition, Ludlow will need to file an application to obtain this Commission’s authority to transfer its assets to UPL before doing so. While UPL and Ludlow are working diligently to draft and execute a final asset purchase agreement and an application for authority to transfer Ludlow’s assets, it is simply not possible for Ludlow and UPL to complete those tasks by tomorrow. Ludlow and UPL will strive to formalize their agreement and file for authority to complete the asset transfer as quickly as possible. Out of an abundance of caution, though,

ORNG and Ludlow seek an extension until August 31, 2017, to complete the asset and operations transfer the Finding and Order requires.

While the transfer of Ludlow's assets to UPL cannot be formally completed by tomorrow, the parties have executed a final writing in which UPL agrees to operate and maintain Ludlow's assets, including performing all required regulatory reporting to the PUCO, pending completion of the asset transfer. A copy of that agreement is being provided to Staff on a confidential basis contemporaneously with the filing of this Motion. Thus, this Commission can rest assured that UPL will be operating all of Ludlow's assets until such time as Ludlow's assets are formally transferred to UPL.

For the foregoing reasons, Ludlow and ORNG respectfully request that this Commission enter an Order extending the deadline for the transfer of Ludlow's assets and operations to an unaffiliated third party from July 15, 2017, to August 31, 2017.

Respectfully submitted,

/s/ Michael D. Dortch
Michael D. Dortch (0043897)
Richard R. Parsons (0082270)
KRAVITZ, BROWN, & DORTCH, LLC
65 East State Street, Suite 200
Columbus, Ohio 43215
Phone (614) 464-2000
Fax: (614) 464-2002
E-mail: mdortch@kravitzllc.com
rparsons@kravitzllc.com

Attorneys for Ohio Rural Natural Gas Co-Op and
Ludlow Natural Gas Company, LLC

CERTIFICATE OF SERVICE

The PUCO's e-filing system will serve notice of this filing upon counsel for the for the Complainant, the Ohio Consumers' Council, and the Staff of the Public Utilities Commission of Ohio.

Further, I hereby certify that a true and accurate copy of the foregoing was served upon counsel for Staff of the Public Utilities Commission this 14th day of July, 2017, by electronic mail:

Werner Margard (0024858)
The Office of the Ohio Attorney General
Public Utilities Section
180 East Broad Street, 6th Floor
Columbus, Ohio 43215
Werner.margard@puc.state.oh.us

/s/ Michael D. Dortch
Michael D. Dortch

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

7/14/2017 11:43:22 AM

in

Case No(s). 16-1578-GA-COI

Summary: Motion Motion to Extend the July 15, 2017 Deadline Contained in the Parties' Stipulation Adopted by the Commission's April 17, 2017 Finding and Order. electronically filed by Mr. Michael D. Dortch on behalf of Ohio Rural Natural Gas Co-op and Ludlow Natural Gas Company, LLC