

BEFORE

THE PUBLIC UTILITIES COMMISSION OF OHIO

In the Matter of the Joint Application of Energy)
West Corporation, Inc., Brainard Gas)
Corporation, Northeast Ohio Natural Gas) Case No. 08-1196-GA-UNC
Corporation, and Orwell Natural Gas Company)
for Approval of the Transfer of Stock.)

SECOND SUPPLEMENTAL FINDING AND ORDER

The Commission finds:

- (1) Brainard Gas Corporation (Brainard), Northeast Ohio Natural Gas Corporation (Northeast), and Orwell Natural Gas Company (Orwell) are natural gas companies and public utilities, as defined in Sections 4905.02 and 4905.03(A)(6), Revised Code, operating under Commission-approved tariffs. Energy West Corporation, Incorporated, (Energy West) is a Montana corporation operating as a public utility in the states of Montana, Wyoming, Maine, and North Carolina. Its stock is publicly traded. Northeast is a wholly owned subsidiary of Great Plains Natural Gas Company (Great Plains) and Orwell is a wholly owned subsidiary of Lightning Pipeline Company, Inc. (Lightning).
- (2) In our finding and order in this proceeding, dated December 3, 2008, the Commission determined that the transfer of ownership of the stock of Brainard, the parent of Northeast (Great Plains) and the parent of Orwell (Lightning) to Energy West would not harm the customers of Brainard, Northeast, or Orwell. Consequently, the Commission approved the transfer of the stock of these entities to Energy West. Subsequently, in our supplemental finding and order dated May 13, 2009, we reviewed information regarding the proposed reorganization of Energy West and concluded that it was reasonable and in the public interest to allow the transfer to be consummated as then proposed.
- (3) On July 13, 2009, the joint applicants informed the Commission that they have agreed to alter the form of the transaction so that it would be structured as a reverse triangular merger, rather than the purchase of stock. However, according to the joint applicants, the end result of the transaction will be identical to that previously approved.
- (4) The Commission has reviewed the supplemental information and finds that it is reasonable and in the public interest and that it should

be approved. The Commission finds the ratepayers of Orwell, Brainard, and Northeast will continue to be furnished adequate service under currently approved tariffs and rates. The Commission further finds that no public notice or hearing is required.

It is, therefore,

ORDERED, That the modified structure for the transfer of ownership be approved as described herein. It is, further,

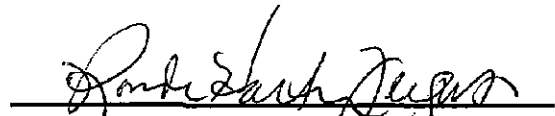
ORDERED, That nothing in this second supplemental finding and order shall be binding upon this Commission in any future proceeding or investigation involving the justness or reasonableness of any rate, charge, or regulation of Orwell, Brainard, or Northeast. It is, further,

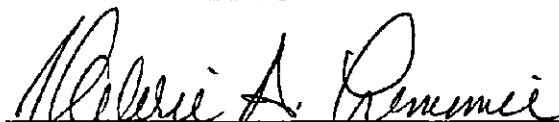
ORDERED, That a copy of this second supplemental finding and order be served upon the joint applicants.

THE PUBLIC UTILITIES COMMISSION OF OHIO

Alan R. Schriber, Chairman


Paul A. Centolella


Ronda Hartman Fergus


Valerie A. Lemmie


Cheryl L. Roberto

JWK;geb

Entered in the Journal

JUL 29 2009



Renee J. Jenkins
Secretary