

FILE

STEPHEN C. BARSCOTTI
MARY P. BRENNING
JOHN P. BRODY
ROBERT G. COHEN
KENNETH R. COOKSON
CATHRYN R. ENSIGN**
LAWRENCE F. FEHELEY
LORIANN E. FUHRER
DONALD W. GREGORY
ALLEN L. HANDLAN
PAUL R. HESS
THOMAS W. HILL
TIM JOCHIM
CHARLES J. KEGLER
TODD M. KEGLER
RASHEEDA Z. KHAN
DAVID M. McCARTY
LARRY J. McCLATCHEY
TRACI A. McGUIRE

JAMES J. PINGOR**
JEFFREY D. PORTER
MARK R. REITZ
PAUL D. RITTER, JR.
RICHARD W. SCHUERMANN, JR.
ROBERT G. SCHULER
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S. MARTIN STEGER
GEOFFREY STERN
JEFFREY W. STILTNER
ROGER P. SUGARMAN
KEVIN L. SYKES
STEVE TUGEND
ERIC B. TRAVERS
TIMOTHY T. TULLIS
STEPHANIE P. UNION
CHRISTOPHER J. WEBER
MELVIN D. WEINSTEIN
NICHOLAS E. WILKES
MICHAEL E. ZATEZALO

KEGLER BROWN
HILL & RITTER
A LEGAL PROFESSIONAL ASSOCIATION

DANIEL J. BENNETT
KRISTY N. BRITTSCH
ERIC C. CLEARY
ERIC D. DUFFEE
BRENDAN P. FEHELEY
KACIE N. FERGUSON
KATHERINE C. FERGUSON
MARGEAUX KIMBROUGH
MICHAEL J. MADIGAN
VINITA B. MEHRA
REBECCA R. PRICE
CHRISTY A. PRINCE
JEFFREY D. ROBERTS
JEREMIAH E. THOMAS
MICHELLE H. WONG HALABI

OF COUNSEL

LUIS M. ALCALDE
RALPH E. BREITFELDER
ROBERT D. MAROTTA
TED M. MCKINNESS*
RANDALL W. MIKES
S. MICHAEL MILLER
ANDREW J. SONDERMAN

*Resident in Marion Office
**Resident in Cleveland Office

March 7, 2011

Renée Jenkins
Secretary
Public Utilities Commission of Ohio
180 East Broad Street
Columbus, Ohio 43215-3973

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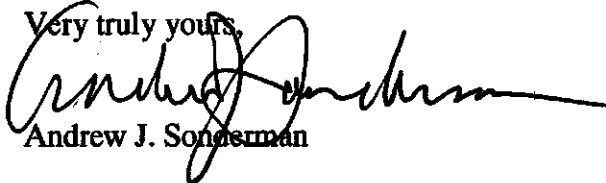
Re: PUCO Case No. Case No. 10-2330-GA-AIS, *In the Matter of the Joint Application of Brainard Gas Corporation, Northeast Ohio Natural Gas Corporation and Orwell Natural Gas Company for Approval of Long Term Financing Arrangements*

Dear Ms. Jenkins:

On February 11, 2011, Joint Applicants filed their Amended Joint Application. Attached please find revised pages 4 and 6 to be substituted for those pages filed on that date. The only change is in the amount of funding for 2001 capital expenditures in Paragraph 9(c) on page 4 in the amount of \$1,785,000 for Orwell Natural Gas Company, and in Paragraph 10(d) on page 6 in the amount of \$1,615,000 for Northeast Ohio Natural Gas Company. Total capital expenditures funding from the proposed facility for the two companies for 2011 will remain at \$3,400,000 as reflected on Schedule 5.14 attached to the Amended Joint Application.

Please contact me with any questions you may have.

Very truly yours,


Andrew J. Sonderman

cc: Stephen Reilly, Esq.
Steven Beeler, Esq.
Joseph Serio, Esq.
Larry Sauer, Esq.
Kerry Verrett, Esq. (All via electronic mail, with Attachments)

11/17/11
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the Notes to:

- a. Repay a demand Cognovit note to R. M. Osborne in the amount of \$52,174;
- b. Pay transaction fees and expenses; and
- c. Fund the debt service reserve under the Amended Note Purchase Agreement.

Brainard will not use any of the funds from the financing approved in this proceeding to pay, directly or indirectly, or to reimburse, directly or indirectly, any construction expenditures which were incurred in calendar year 2010 and which were not approved by the Commission.

9. Immediately upon closing, ONG proposes to apply the proceeds from the Notes to:

- a. Reimburse the Company's treasury for monies expended to refinance a long term debt facility with Huntington National Bank for \$2,047,000;
- b. Refinance vehicle/equipment loans of \$110,991;
- c. Fund its capital program expenditures up to a maximum amount of \$1,785,000 to be incurred in 2011;
- d. Pay transaction expenses;
- e. Fund the debt service reserve under the Amended Note Purchase Agreement.

ONG will not use any of the funds from the financing approved in this proceeding to pay, directly or indirectly, or to reimburse, directly or

- d. Fund capital program expenditures up to a maximum amount of \$1,615,000 to be incurred in 2011;
- e. Refinance Vehicle equipment loans in the amount of \$216,329;
- f. Pay transaction expenses; and
- g. Fund the debt service reserve under the Amended Note Purchase Agreement.

NEONG will not use any of the funds from the financing approved in this proceeding to pay, directly or indirectly, or to reimburse, directly or indirectly, any construction expenditures which were incurred in calendar year 2010 and which were not approved by the Commission.

11. Applicant's Financial Reporting. Pursuant to Ohio Rev. Code §4905.41, Joint Applicants submit the following as part of this Application:
 - a. Exhibit A includes the proposed Amended Note Purchase Agreement, for which Joint Applicants seek approval.
 - b. Exhibit B is a Balance sheet for the twelve months ended December 31, 2008 and December 31, 2009 for each Joint Applicant.
 - c. Exhibit C is an Income statement for the same periods for each Joint Applicant.
12. Joint Applicants shall file a written report with this Commission with the terms and full particulars, as promptly as possible but in no event later than Thirty (30) days after executing the Notes authorized by the Commission's Finding and Order approving the Amended Note Purchase Agreement.