

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 31, 2017 deadline by which Ludlow is to transfer all of its assets and operations to an unaffiliated third party, which deadline was established by the Attorney Examiner’s Entry issued on July 18, 2017, which modified the deadline contained in the Commission’s April 17, 2017, Finding and Order. Ludlow and ORNG respectfully request that the July 31, 2017 deadline be extended to August 14, 2017. Movants have attempted to contact Staff regarding this request, but as of the time of filing of this Motion have been unable to reach them. The reasons for granting this Motion are set forth in the attached Memorandum in Support, which is incorporated by reference herein.

Respectfully submitted,

/s/ Richard R. Parsons

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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) was 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.) On July 14, 2017, ORNG and Ludlow (together, “Movants”) filed a Motion to extend the deadline contained in Finding & Order until and including August 31, 2017. On July 18, 2017, the Attorney Examiner issued an entry (the “Entry”) granting Movants until July 31, 2017, in which to comply with the foregoing terms of the Finding and Order.

As stated in Movants’ July 18, 2017 Motion, Utility Pipeline Ltd. (“UPL”) has 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.

UPL and Ludlow have been working in good faith and as quickly as possible to attempt to comply with the July 31, 2017 deadline contained in the Entry. Unfortunately, as Movants indicated would be the case in their July 14, 2017 Motion, it is simply not possible to complete all transaction and regulatory legal work and corporate review thereof by July 31, 2017. Earlier

this week the undersigned forwarded UPL a draft application for authority to transfer assets. UPL, however, has not had sufficient time to review and verify the contents of that application. In addition, UPL is still working on preparing a finalized purchase agreement and has yet to forward the same to Movants for review.

Unfortunately, it is almost certain that the exchange and review of the foregoing documents cannot be completed next week because Movants' primary contact with UPL (the Executive Vice President of Business Development) is traveling out-of-state today for a vacation that will last through the end of next week. Coincidentally, Michael Dortch (the lead attorney for Movants) is leaving town tomorrow for a large family vacation through the end of next week in a rural area with limited connectivity.

To demonstrate that the parties are working in good faith to close the transaction and have made progress thereto, Movants have emailed Staff on a confidential basis the *draft* of the application to transfer assets provided earlier this week to UPL. Further, the Commission can rest assured that UPL continues to manage and operate Ludlow's natural gas distribution system, providing Ludlow's customers with safe and reliable natural gas service.

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 31, 2017, to August 14, 2017.

Respectfully submitted,

/s/ Richard R. Parsons

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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 28th day of July, 2017, by electronic mail:

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/s/ Richard R. Parsons
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Case No(s). 16-1578-GA-COI

Summary: Motion OHIO RURAL NATURAL GAS CO-OP AND LUDLOW NATURAL GAS COMPANY, LLC'S MOTION TO EXTEND THE JULY 31, 2017 DEADLINE CONTAINED IN THE ATTORNEY EXAMINER'S ORDER OF JULY 18, 2017 electronically filed by Mr. Richard R Parsons on behalf of Ohio Rural Natural Gas Co-op and Ludlow Natural Gas Company, LLC