



THOMAS, NIESEN & THOMAS, LLC

Attorneys and Counsellors at Law

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May 19, 2017

Via Hand Delivery

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

In re: Application of Aqua Pennsylvania Wastewater, Inc. pursuant to Sections 1102 and 1329 of the Public Utility Code for Approval of its Acquisition of the Wastewater System Assets of Limerick Township

Dear Secretary Chiavetta:

We are counsel to Aqua Pennsylvania Wastewater, Inc. ("APW") and are enclosing for filing its Application pursuant to Sections 1102 and 1329 of the Public Utility Code for Approval of its Acquisition of the Wastewater System Assets of Limerick Township. The Application, with Exhibits, is being submitted in paper and electronic forms.

Please be aware that our filing includes information that is Confidential and Proprietary. The Confidential and Proprietary Information is being filed under seal on a separate and confidential CD. We ask that the Public Utility Commission not allow any public disclosure of the confidential CD or any of the Confidential and Proprietary Information presented on it and that the Commission take appropriate steps to exclude the Confidential and Proprietary Information from any and all public folders.

Kindly note the following in respect to what is being submitted.

1. Schedule 4.15 of Asset Purchase Agreement between APW and Limerick Township, which is Exhibit C to the Application, presents a list of Contracts that APW will assume. APW is providing Schedule 4.15 on a confidential basis on the confidential CD because the Schedule includes customer names and addresses. The Contract list is presented in redacted form in Exhibit C.
2. Related to the foregoing, Application Checklist Item 24f asks for a copy of agreements being assumed. APW is providing copies of the Assumed Contracts as Confidential Exhibit F to the Application on a confidential basis on the confidential CD because the Contracts include customer names and addresses. There are ninety-one Contracts from Schedule 4.15 being assumed.
3. Confidential Work Paper Files, in Excel format, of Gannett Fleming Valuation and Rate Consultants, LLC, the Utility Valuation Expert engaged by APW, are

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provided on the confidential CD. Gannett Fleming considers its Work Paper Files, in Excel Format, to be both confidential and proprietary.

4. Confidential Work Paper Files, in Excel format, of Herbert, Rowland & Grubic, Inc., the Utility Valuation Expert engaged by Limerick Township, are provided on the confidential CD. HRG considers its Work Paper Files, in Excel Format, to be both confidential and proprietary.
5. Work Paper File, in Excel Format, of Exhibits C and D to Mr. Packer's testimony, which is Exhibit U to the Application, is provided on a CD in an envelope included with this letter.
6. The Engineer's Assessment of Tangible Property, which is Exhibit W to the Application, includes "Digital Files." A CD with the Digital Files is included with Exhibit W.

Please contact me at your earliest opportunity if anything further is required in regard to this Application.

Our check in the amount of \$350.00 is enclosed in payment of the filing fee.

Very truly yours,

THOMAS, NIESEN & THOMAS, LLC

By



Thomas T. Niesen

cc: Certificate of Service (w/encl.)
Alexander R. Stahl, Esquire (w/encl.)
Vincent T. Donohue, Esquire (w/encl.)
Thomas S. Wyatt, Esquire (w/encl.)