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May 30, 2012

COMMISSION  
CLERK

12 MAY 31 PM 2: 43

VIA FEDEX

Ann Cole, Commission Clerk  
Office of Commission Clerk  
Florida Public Service Commission  
2540 Shumard Oak Boulevard  
Tallahassee, FL 32399

- claim of confidentiality
- notice of intent
- request for confidentiality
- filed by OPC

For DN 03525-12, which  
is in locked storage. You must be  
authorized to view this DN.-CLK

Re: Docket No. 120084-WS; Application of Utilities, Inc., for Authority for Transfer of  
Majority Organizational Control of Hydro Star, LLC to Corix Utilities (Illinois) LLC  
Our File No.: 30057.204

Dear Ms. Cole:

The following is in response to Staff's Deficiency Letter and Request for Additional  
Information dated May 11, 2012, filed in the above-referenced docket.

**Deficiency: Financial Ability.** The Consolidated Financial Statements of Corix  
Infrastructure Inc. for the year ended December 31, 2011, and Organizational Chart are  
enclosed herewith and is subject to the Request For Confidential Classification filed  
simultaneously.

**Additional Information: Transfer or Merger Document.** The Purchase and Sale  
Agreement is enclosed herewith and is subject to the Request For Confidential  
Classification filed simultaneously.

Should Staff have any questions regarding the enclosed they should not hesitate  
to contact me.

- COM \_\_\_\_\_
- APA \_\_\_\_\_
- ECR \_\_\_\_\_
- GCL \_\_\_\_\_
- RAD \_\_\_\_\_
- SRC \_\_\_\_\_
- ADM \_\_\_\_\_
- MSF/der OPC \_\_\_\_\_
- Enclosures CLK 1

Very truly yours,

MARTIN S. FRIEDMAN  
For the Firm

cc: Mr. Steve Lubertozi w/o enclosures (via e-mail)

DOCUMENT NUMBER 03524

03524 MAY 31 2012

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

IN RE: Application of UTILITIES, INC., for  
authority to transfer majority organizational  
control of HYDRO STAR, LLC to CORIX  
UTILITIES (ILLINOIS) LLC.

Docket No. 120084-WS

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**UTILITIES, INC.'S**  
**REQUEST FOR CONFIDENTIAL CLASSIFICATION**

Applicant, UTILITIES, INC. (the "Utility"), by and through its undersigned counsel, files this Request for Confidential Classification in relation to documents submitted with the Utility's response to Staff's Deficiency Letter and Data Request, dated May 11, 2012, Items No. 1-2.

1. Pursuant to Section 367.156, Florida Statutes, this Commission has the authority to classify certain material as proprietary confidential business information. This classification exempts the material from public disclosure under Section 119.07(1), Florida Statutes.

2. The Utility requests that certain information provided to Staff in connection with its response to Staff's Deficiency Letter and Data Request dated May 11, 2012 be classified as proprietary confidential business information pursuant to Section 367.156(2), Florida Statutes, and Rule 25-22.06, Florida Administrative Code (the "Confidential Information"). If this request is granted, then the subject portions of said response will be exempt from Section 119.07(1), Florida Statutes. Attached hereto as Exhibit "A" is a Justification Matrix providing a justification for the Utility's request. The information is enclosed herein in highlighted format on CD and redacted format on paper.

3. The information produced in response to Staff's Deficiency Letter dated May 11, 2012, Item No. 1 is the Consolidated Financial Statement of Corix Infrastructure Inc, as well as the corporate organization structure are intended to be and is treated by Corix Infrastructure Inc. as private and confidential and has not been disclosed externally and has been strictly controlled internally.

EXHIBIT NUMBER DATE

03524 MAY 31 2012

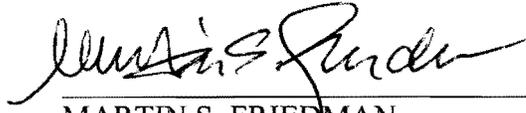
FPSC-COMMISSION CLERK

4. The information produced in response to Staff's Data Request dated May 11, 2012, Item No. 2 is the Purchase and Sale Agreement. This information should be classified as proprietary confidential business information because its disclosure would impair the competitive interests of the Utility and the parties to the Agreement, as more fully set forth in the Justification Matrix attached.

WHEREFORE, UTILITIES, INC. prays for confidential treatment and the entry of the protective order that is consistent with this Motion.

Respectfully submitted on this 30 day of  
May, 2012 by:

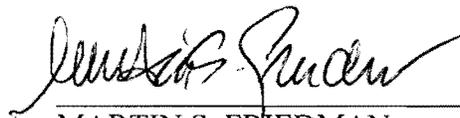
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MARTIN S. FRIEDMAN  
For the Firm

**CERTIFICATE OF SERVICE**  
**DOCKET NO. 120084-WS**

I HEREBY CERTIFY that a true and correct copy of the foregoing Request for Confidential Classification has been furnished by U.S. Mail to the following parties this 30 day of May, 2012:

Ralph Jaeger, Esquire  
Office of General Counsel  
Florida Public Service Commission  
2540 Shumard Oak Boulevard  
Tallahassee, FL 32399-0850



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MARTIN S. FRIEDMAN  
For the Firm

## JUSTIFICATION MATRIX

<u>Location</u> (Document name and location of information)	<u>Justification</u> <i>Please note: All information for which confidential treatment is requested has been kept confidential by the company, and the company intends to keep such information confidential.</i>
<p><b><u>Document:</u></b> Consolidated Financial Statements</p> <p><b><u>Location:</u></b> pp. 1 – 4, The numbers under columns headings 2010 and 2011 pp. 5 – 32, All text of the Notes to the Consolidated Financial Statement</p>	<p>§367.156(3)(a),(b),(d) &amp; (e): Disclosure of the financial statements of Corix Infrastructure Inc., which is not a public company and is not subject to public disclosure of its financial statements would impair Corix Infrastructure Inc.'s competitive interests, could be used to discern trade secrets, or harm its ability to contract for goods and services on a favorable basis. Corix Infrastructure Inc. keeps this information strictly confidential also to prevent competitors and prospective counterparties from information which could be used in future negotiations to the disadvantage of Corix Infrastructure Inc. and its affiliates.</p>
<p><b><u>Document:</u></b> Purchase and Sale Agreement</p> <p><b><u>Location:</u></b> pp. i – signature pages, and all of Appendix A</p>	<p>§367.156(3)(e): Disclosure of the terms of the acquisition are intended by the parties thereto and the company to remain strictly confidential in order to protect their respective competitive interests and prevent competitors and prospective counterparties in future transactions from information which could be used in future negotiations to the disadvantage of the Utility or the parties to the Purchase and Sale Agreement.</p>
<p><b><u>Document:</u></b> Organizational Chart</p> <p><b><u>Location:</u></b> Entity names in boxes</p>	<p>§367.156(3)(a) &amp; (e): The organizational structure of the Corix Infrastructure Inc. companies is information that is not otherwise public and kept strictly confidential. The disclosure of the information would adversely affect its competitive interests.</p>