



H & R WATERWORKS, INC.

OFFICES: 3242 CAPITOL BLVD. SE SUITE B TUMWATER, WA 98501

MAIL: PO BOX 542 EAST OLYMPIA WA 98540

(360) 357-3277 (360) 357-3758 FAX

January 18, 2006

Carole J. Washburn
Secretary
Washington Utilities and Transportation Commission
P.O. Box 47250
Olympia, WA 98504-7250

RE: Tall Timber Water Systems, LLC –
Remove Regulation and Cancel Tariff

Dear Secretary:

Enclosed you will find the petition of the above-referenced request to be removed from regulation and request to cancel current tariff.

1. Application for removal from regulation and cancel tariff,
2. Copy of Instrument of Transfer,
3. Customer notice of sale and transfer of water system,
4. Name and address of new owner, which is a water utility formed under Washington law and made owner of our water system by sale.

Since this water system was the only water system owned by Tall Timber Water Systems, LLC and they do not intend to own any other water systems in the future, H&R Waterworks, Inc. is asking on behalf of Tall Timber Water Systems, LLC to have Tall Timber Water Systems, LLC removed from Commission regulation and to have its currently effective tariff cancelled.

If you have any question, please call me at 360-357-3277.

Sincerely

Stephen L. Harrington
Enclosures as noted

**BEFORE THE WASHINGTON UTILITIES AND
TRANSPORTATION COMMISSION**

In the Matter of the Application for)	
the Removal from Regulation and)	
Canceling Tariff)	DOCKET _____
)	
)	
Tall Timber Water Systems, LLC)	APPLICATION FOR
)	REMOVAL FROM
)	REGULATION AND
)	CANCEL TARIFF
.....)	

BACKGROUND

1 Application is hereby made to the WUTC for an Order authorizing the removal from regulation and cancel tariff under the provisions of chapter 80.12 RCW and chapter 480-143 WAC.

INTRODUCTION

2 Tall Timber Water Systems, LLC is a Washington corporation formed to act as a utility service company. Tall Timber Water Systems, LLC, located in Tumwater, serves 770 customers in Thurston, Mason, Kitsap, Pierce and Lewis counties. The water systems previously transferred consist of wells, pumps, transmission mains, reservoirs, hydrants, distribution mains, meters, and appurtenances to serve the customers of the Tall Timber Water Systems, LLC

3 The water system is currently operating under a green operating permit issued by the Washington State Department of Health and has no outstanding orders or letters directing action.

4 As a result of this transfer of water system assets approved in docket number UW-042122, H&R Waterworks, Inc. did maintain Tall Timber Water Systems, LLC water rates in effect until new water rates were set in docket number UW-051062.

EXHIBITS

5 Pursuant to WAC 480-143-120 and WAC 480-143-130, please find attached the following exhibits:

6 Exhibit 1 – Instrument of Transfer.

7 Exhibit 2 – Tall Timber Water Systems, LLC Income Statement, Balance Sheet, Asset Listing, Depreciation Schedule and Summary of outstanding securities.

8 Exhibit 3 – H&R Waterworks, Inc. Income Statement, Balance Sheet, Asset Listing, Depreciation Schedule, and Summary of outstanding securities.

9 Exhibit 4 – Adoption of Tariff Notice. Please refer to docket filing number UW-051062.

Exhibit 5 Not Applicable

METHOD OF FINANCE

10 This transfer was part of a consolidation and therefore no sale of assets occurred.

DEREGULATION IS IN THE PUBLIC INTEREST

11 The benefits of this transfer of assets through this deregulation include expanded financial resources, additional staffing and service equipment and water quality staff to provide all aspects of water system repair and operations. The former owner of Tall Timber Water Systems, LLC no longer desires to own and operate this public water system independent of other similar companies who seek deregulation, also now owned by the same individual. Customers were notified of the sale and transfer.

12 As a result of the prior sale and transfer of assets, the subsequent filing and Commission approval of rates to establish parity of water rates, H&R Waterworks, Inc. has demonstrated that deregulation is in the public interest.

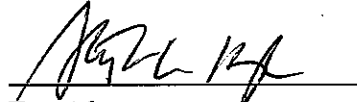
PRAYER

13

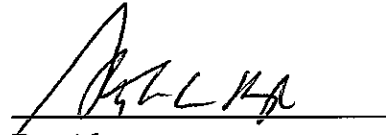
Based on the foregoing, the Applicants request approval of their application respectfully submitted this 18th day of January 2006.

H&R Waterworks, Inc.

Tall Timber Water Systems, LLC.



President



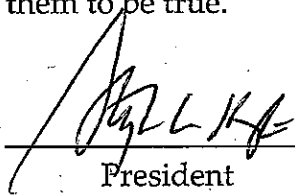
President

FORM OF VERIFICATION FOR APPLICATION

STATE OF WASHINGTON

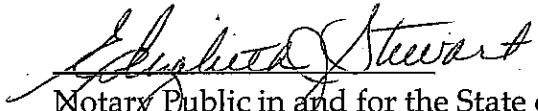
County of Thurston

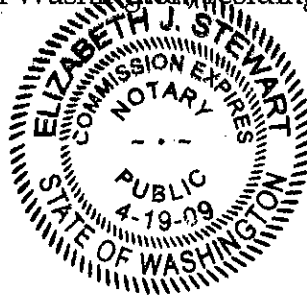
Stephen L. Harrington being first duly sworn, deposes and says that he is President of H&R Waterworks, Inc., the applicant in the proceeding entitled above, that he has read the foregoing application and knows the contents thereof; that the same is true of his own knowledge, except as to matter which are therein stated on information or belief, and as to those matters he believes them to be true.



President

Subscribed and sworn to before me the 19th day of January, 2006


Notary Public in and for the State of Washington, residing
At Olympia WA.



UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

CERTIFICATE OF MERGER

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the listed "Merging Entities" into:

H & R WATERWORKS INCORPORATED

WA Profit Corporation
UBI: 601-019-703
Filing Date: March 28, 2005

Merging Entities:

601-756-024 MEADOWS WATER SYSTEM, LLC



Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

A handwritten signature in cursive script that reads "Sam Reed".

Sam Reed, Secretary of State

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

CERTIFICATE OF MERGER

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the listed "Merging Entities" into:

MEADOWS WATER SYSTEM, LLC

WA Limited Liability Company

UBI: 601-756-024

Filing Date: March 28, 2005

Merging Entities:

601-756-870

602-344-894

601-786-440

602-031-820

TALL TIMBER WATER SYSTEMS LLC

TRANSITIONS WATER SERVICE LLC

UTILITY MANAGEMENT SERVICES, LLC

THE WATER COMPANY OF WASHINGTON LLC



Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

Sam Reed, Secretary of State

Tall Timber Water Systems, LLC
INCOME STATEMENT
TRANSFER OF PROPERTY
For the Period January - September 2004

Account No. (a)	Account Name (b)	Water (c)	Other (d)	Total Company (e)
REVENUES				
1	400	Operating Revenue Accounts	\$ 278,284.38	\$ 278,284.38
2	471	Miscellaneous Revenue Accounts		0.00
3	474	Other Revenue Accounts	13,533.04	13,533.04
4		Utility Operating Revenue	\$ 291,817.42	\$ 291,817.42
EXPENSES				
5	401	Operating Expense Accounts	164,221.18	164,221.18
6	403	Depreciation Expense	34,335.00	34,335.00
7	406	Amortization Expense		0.00
8	408	Other Tax & License	19,644.97	19,644.97
9	409	Income Taxes		0.00
10		Utility Operating Expense	\$ 218,201.15	\$ 218,201.15
11		Utility Operating Income (Loss)	\$ 73,616.27	\$ 73,616.27
OTHER INCOME AND DEDUCTIONS				
Other Income:				
12	414	Gain (Loss) From Disposition Of Plant		0.00
13	415-416	Jobbing and Contract Work		0.00
14	419	Interest & Dividend Income		0.00
15	421	Nonutility Income		0.00
16		Total Other Income	\$ 0.00	0.00
Other Deductions:				
17	426	Miscellaneous Nonutility Expenses		0.00
18	427	Interest Expense	(20,908.93)	(20,908.93)
19	433	Extraordinary Income/Deduction		0.00
20		Total Other Deductions	\$ (20,908.93)	(20,908.93)
21		Net Income (Loss)	\$ 52,707.34	\$ 52,707.34

Tall Timber Water Systems, LLC
WATER UTILITY PLANT (101-105)
TRANSFER OF PROPERTY
As of September 30, 2004

Account		Balance			Balance
No.	Account Name	PRIOR TO	Additions	Retirements	AFTER
(a)	(b)	(c)	(d)	(e)	(f)
1	301 Organization	\$	\$	\$	\$ 0.00
2	302 Franchises				0.00
3	303 Land and Water Rights	50,240.00			50,240.00
4	304 Structures and Improvements	236,174.27			236,174.27
5	305 Tanks and Reservoirs				0.00
6	306 Lake, River and other intakes				0.00
7	307 Wells and Springs	121,256.45			121,256.45
8	309 Supply Mains	29,873.41			29,873.41
9	310 Power Generation Equipment				0.00
10	311 Pumping Equipment	290,854.21			290,854.21
11	320 Water Treatment Equipment	223,087.26			223,087.26
12	330 Reservoirs and Standpipes	45,025.50			45,025.50
13	331 Transmission / Distribution Mains	35,143.43			35,143.43
14	333 Services				0.00
15	334 Meters and Meter Installation	68,039.49			68,039.49
16	335 Hydrants				0.00
17	339 Other Plant and Misc Equipment	15,209.75			15,209.75
18	340 Office Furniture and Equipment	28,130.78			28,130.78
19	341 Transportation Equipment				0.00
20	343 Tools and Equipment				0.00
21	345 Power Operated Equipment				0.00
22	348 Other Tangible Plant				0.00
	Water System Plan				0.00
23	101 Utility Plant Total	\$ 1,143,034.55	\$ 0.00	\$ 0.00	\$ 1,143,034.55

Tall Timber Water Systems, LLC
 ACCUMULATED DEPRECIATION OF NON-CONTRIBUTED PLANT
 TRANSFER OF PROPERTY
 As of September 30, 2004

Account No. (a)	Account Name (b)	Company Service Life (c)	Accumulated Balance PRIOR TO Transfer (d)	Additions (e)	Retirements (f)	Yearly Depreciation (g)	Accumulated Balance AFTER Transfer (h)
1	301 Organization	xxx	\$	\$	\$	xxx	\$ 0.00
2	302 Franchises	xxx				xxx	0.00
3	303 Land and Water Rights	xxx	22,159.00			xxx	22,159.00
4	304 Structures and Improvements	xxx	39,128.00			xxx	39,128.00
5	305 Tanks and Reservoirs	xxx				xxx	0.00
6	306 Lake, River and other intakes	xxx				xxx	0.00
7	307 Wells and Springs	xxx	22,330.00			xxx	22,330.00
8	309 Supply Mains	xxx	6,968.00			xxx	6,968.00
9	310 Power Generation Equipment	xxx				xxx	0.00
10	311 Pumping Equipment	xxx	136,187.00			xxx	136,187.00
11	320 Water Treatment Equipment	xxx	27,842.00			xxx	27,842.00
12	330 Reservoirs and Standpipes	xxx	4,175.00			xxx	4,175.00
13	331 Transmission / Distribution Mains	xxx	2,842.00			xxx	2,842.00
14	333 Services	xxx				xxx	0.00
15	334 Meters and Meter Installation	xxx	22,245.00			xxx	22,245.00
16	335 Hydrants	xxx				xxx	0.00
17	339 Other Plant and Misc Equipment	xxx	6,773.00			xxx	6,773.00
18	340 Office Furniture and Equipment	xxx	27,068.00			xxx	27,068.00
19	341 Transportation Equipment	xxx				xxx	0.00
20	343 Tools and Equipment	xxx				xxx	0.00
21	345 Power Operated Equipment	xxx				xxx	0.00
22	348 Other Tangible Plant	xxx				xxx	0.00
	Water System Plan	xxx				xxx	0.00
23	101 Utility Plant Total		\$ 317,717.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 317,717.00

Tall Timber Water Systems, LLC
 COMPARATIVE BALANCE SHEET
 TRANSFER OF PROPERTY
 As of September 30, 2004

Account		PRIOR TO	AFTER
No.	Account Name	TRANSFER	TRANSFER
(a)	(b)	(c)	(d)
ASSETS:			
1	101-105 Utility Plant	\$ 1,143,034.55	\$ _____
2	108 Less: Accumulated Depreciation	_____	_____
3	110 Accumulated Amortization	_____	_____
4	114 Utility Plant Acquisition Adjustment	_____	_____
5	Net Utility Plant	\$ 841,911.55	\$ _____
6	124 Utility Investments	_____	_____
7	127 Special funds (Surcharges, Facility Charges)	_____	_____
8	131 Cash	_____	_____
9	141 Customer Accounts Receivable	_____	_____
10	151 Plant Materials and Supplies	_____	_____
11	162 Prepayments	_____	_____
12	186 Other Deferred Debits	_____	_____
13	Other Assets (Specify) <u>Intangibles</u>	_____	_____
14	Total Assets	\$ 875,168.67	\$ _____
EQUITY CAPITAL AND LIABILITIES:			
15	201-204 Capital Stock Issued	\$ _____	\$ _____
16	211 Other Paid In Capital	_____	_____
17	214-215 Retained Earnings	_____	_____
18	218 Proprietary Capital	_____	_____
19	Total Equity Capital	\$ 24,750.04	\$ _____
20	224 Long-Term Debt	_____	_____
21	231 Accounts Payable	_____	_____
22	232 Notes Payable	_____	_____
23	235 Customer Deposits	_____	_____
24	236 Accrued Taxes	_____	_____
25	253 Other Deferred Credits	_____	_____
26	265 Miscellaneous Operating Reserves	_____	_____
27	271 Contributions In Aid Of Construction (CIAC)	_____	_____
28	272 Less: Accumulated Amortization Of CIAC	_____	_____
29	Other Liabilities (Specify) _____	_____	_____
30	Total Liabilities	\$ 850,418.63	\$ _____
31	Total Equity Capital and Liabilities	\$ 875,168.67	\$ _____

COMPARATIVE BALANCE SHEET

For the Calendar Years 2003 & 2004

Line No. (L)	Account No. (a)	Account Name (b)	2003 Previous Year (c)	2004 Current Year (d)
ASSETS:				
1	101	Utility Plant	\$ 478,888	\$ 494,742
2	104	Utility Plant Purchased or Sold		
3	108	Less: Accumulated Depreciation	(215,710)	(226,318)
4	110	Accumulated Amortization		
5	114	Utility Plant Acquisition Adjustment	(2,059)	(1,988)
6		Net Utility Plant (Add L1 thru L5)	\$ 261,119	\$ 266,437
7	124	Utility Investments		
8	127	Special funds (Surcharges, Facility Charges)		
9	131	Cash	807	6,458
10	141	Customer Accounts Receivable	6,344	4,612
11	151	Plant Materials and Supplies		
12	162	Prepayments	2,912	1,560
13	186	Other Deferred Debits	1	1
14		Other Assets (Specify) <u>Other Receivables</u>	4,200	
15		Total Assets (Add L6 thru L14)	\$ 275,382	\$ 279,067
EQUITY CAPITAL AND LIABILITIES:				
16	201-204	Capital Stock Issued	\$ 10,000	\$ 10,000
17	211	Other Paid in Capital	127,505	91,724
18	214-215	Retained Earnings	115,733	105,391
19	218	Proprietary Capital		
20		Total Equity Capital (Add L16 thru L19)	\$ 253,237	\$ 207,115
21	224	Long-Term Debt	17,378	14,536
		Interest Rate 5.25%		
22	231	Accounts Payable	2,005	20,466
23	232	Notes Payable		
24	235	Customer Deposits		
25	236	Accrued Taxes	1,996	
26	253	Other Deferred Credits		
27	265	Miscellaneous Operating Reserves		
28	271	Contributions In Aid Of Construction (CIAC)	2,314	95,552
29	272	Less: Accumulated Amortization Of CIAC	(1,547)	(59,182)
30		Other Liabilities (Specify) <u>Other Payables</u>		580
31		Total Liabilities (Add L21 thru L30)	\$ 22,145	\$ 71,952
32		Total Equity Capital and Liabilities (Add L20 & L31)	\$ 275,382	\$ 279,067

INCOME STATEMENT

For the Calendar Year 2004

Line No. (L)	Account No. (a)	Account Name (b)	Water (c)	Other (d)	Total Company (e)
REVENUES					
1	400	Operating Revenue Accounts	\$ 155,803	\$	\$ 155,803
2	471	Miscellaneous Revenue Accounts			0
3	474	Other Revenue Accounts			0
4		Utility Operating Revenue (Add L1 thru L3) \$	155,803	0 0	155,803
EXPENSES					
5	401	Operating Expense Accounts	116,856		116,856
6	403	Depreciation Expense	10,608		10,608
7	406	Amortization Expense	(249)		(249)
8	408	Other Tax & License	14,067		14,067
9	409	Federal Income Taxes			0
10		Utility Operating Expense (Add L5 thru L9) \$	141,282	0 0	141,282
11		Utility Operating Income (Loss) (L4 minus L10) \$	14,521	0 0	14,521
OTHER INCOME AND DEDUCTIONS					
Other Income:					
12	414	Gain (Loss) From Disposition Of Plant			0
13	415-416	Jobbing and Contract Work			0
14	419	Interest & Dividend Income			0
15	421	Nonutility Income			0
16		Total Other Income (Add L12 thru L15) \$	0	0 0	0
Other Deductions:					
17	426	Miscellaneous Nonutility Expenses			0
18	427	Interest Expense	863		863
19	433	Extraordinary Income/Deduction			0
20		Total Other Deductions (Add L17 thru L19) \$	863	0 0	863
21		Net Income (Loss) (Add L11 plus L16 minus L20) \$	13,658	0 0	13,658

WATER UTILITY PLANT (101)

Line No. (L)	Account No. (a)	Account Name (b)	Balance Begin Year (c)	Additions (d)	Retirements (e)	Balance End Year (f)
1	301	Organization	\$ 0			\$ 0
2	302	Franchises	0			0
3	303	Land and Water Rights	10,700			10,700
4	304	Structures and Improvements	46,629			46,629
5	305	Collecting & Impounding Reservoirs	0			0
6	306	Lake, River and other intakes	0			0
7	307	Wells and Springs	21,082			21,082
8	309	Supply Mains	6,727			6,727
9	310	Power Generation Equipment	0			0
10	311	Pumping Equipment	60,506	2,389		62,895
11	320	Water Treatment Equipment	611	12,613		13,224
12	330	Distribution Reservoirs & Tanks	118,313			118,313
13	331	Transmission & Distribution Mains	127,643			127,643
14	333	Service Connections	0			0
15	334	Meters and Meter Installation	21,434	852		22,286
16	335	Hydrants	14,017			14,017
17	339	Other Plant & Misc. Equipment	42,460			42,460
18	340	Office Furniture and Equipment	5,081			5,081
19	341	Transportation Equipment	0			0
20	343	Tools, Shop and Garage Equipment	3,685			3,685
21	345	Power Operated Equipment	0			0
22	346	Communication Equipment	0			0
23	348	Other Tangible Plant	0			0
24		Water System Plan	0			0
25	101	Utility Plant Total (Add L1 thru L24)	\$ 478,888	\$ 15,854	\$ 0	\$ 494,742

SOURCES OF CONTRIBUTIONS IN AID OF CONSTRUCTION (CIAC)

Report below all plant, equipment, and monies (connection charge) received during the year for capital plant.

	Description of Charge's (a)	Number of Connections (b)	Cost or Charge per Connection (c)	CIAC Amount Received (d)
26				
27				
28				
29				
30				
31				
32				
33	Total	(Add L26 thru L32)	0 \$	0 \$

TALL TIMBER WATER SYSTEMS, LLC
3242 Capitol Blvd S, Suite B
Tumwater, WA 98501
(360) 357-3277

November 29, 2004

IMPORTANT NOTICE

The Water Company of Washington LLC, has requested permission from the Washington Utilities and Transportation Commission (WUTC) for the transfer of ownership and operation of the Tall Timber Water System, LLC water company.

This transfer of ownership is being completed to allow The Water Company of Washington LLC to consolidate what had been seven separate regulated companies and one unregulated company into one, more manageable company. The Water Company of Washington was formed three years ago to allow us to own and operate several water companies and systems. This sale and transfer should be transparent to you our valued customer. We will continue to use the same phone number, office staff, field staff, and extension array of water specialty equipment to serve you and other customers. The proposed effective date of this transfer, if approved, would be January 1, 2005.

The Tall Timber Water System, LLC will no longer own or operate a regulated water system and has asked permission to be deregulated.

Your **current water rates, charges, and services will not change** because of this water system sale and transfer. Any future changes will be the responsibility of The Water Company of Washington LLC.

If you have any questions about how this merger/sale may affect you, please call:

The Water Company of Washington LLC
PO Box 1
East Olympia, WA 98540
360-357-3277 or toll free 1- (888) 357-3276

If you have questions about the transfer process and deregulation of the former company you may contact the WUTC at the following address:

Secretary
Washington Utilities and Transportation Commission
P.O. Box 47250
Olympia, WA 98504-7250
1-800-562-6150 or comments@wutc.wa.gov

Only written comments or comments presented at an open meeting to the WUTC may become part of the record.