

BEFORE THE
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

WASHINGTON UTILITIES AND)	
TRANSPORTATION COMMISSION,)	
)	
Complainant,)	
)	
v.)	Docket No. U-072375
)	
PUGET SOUND ENERGY, INC.)	
)	
Respondent.)	
_____)	

EXHIBIT NO. ____ (MPG-9)
MOODY'S INVESTORS SERVICE
RATING ACTION: PUGET SOUND ENERGY, INC.
OCTOBER 29, 2007

June 18, 2008



Moody's Investors Service

Global Credit Research
Rating Action
29 OCT 2007

Rating Action: Puget Sound Energy, Inc.

Moody's may downgrade Puget Energy; affirms LT-rtgs of sub

Approximately \$3.6 billion of securities affected

New York, October 29, 2007 -- Moody's Investors Service today placed the Ba1 Issuer Rating of Puget Energy, Inc. (Puget Energy) on review for possible downgrade. Moody's also affirmed the long-term ratings of its regulated utility subsidiary, Puget Sound Energy, Inc. (PSE; Baa2 senior secured), and the utility's affiliated entity, Puget Sound Energy Capital Trust III ((P)Ba1 shelf for Trust Preferred Securities), and changed the rating outlook of PSE and its affiliate to stable from positive. Moody's also placed PSE's Prime-2 short-term rating for commercial paper under review for possible downgrade.

The rating action follows an announcement that a consortium of infrastructure investors led by Macquarie Infrastructure Partners has signed a merger agreement to purchase 100% of the equity of Puget Energy. The proposed transaction has an enterprise value of approximately \$7.4 billion, including the assumption of PSE's estimated \$2.6 billion of debt that is expected to be outstanding at the time of closing the transaction. The financing plan for the transaction includes approximately \$1 billion of incremental consolidated borrowings that we assume will be issued by Puget Energy and has the potential for a widening of the rating notching between Puget Energy and PSE.

The review for possible downgrade of Puget Energy reflects our concern that the proposed transaction increases Puget Energy's business and financial risk profiles. These concerns are somewhat balanced by the scale of the investor consortium's proposed equity investment in the transaction (\$3.2 billion), as well as its reputation as a long-term infrastructure investor. The affirmation of PSE's long-term ratings is conditioned upon expectations that supportive regulatory treatment will continue despite the change in ownership. The review for possible downgrade of PSE's short-term rating for commercial paper and the revision of the outlook to stable from positive for PSE and its affiliates reflects high multi-year utility capital spending needs that may be a drain on liquidity as well as the expected weaker credit profile of the parent company, Puget Energy.

Our review for possible downgrade will consider the impact the proposed transaction is expected to have on Puget Energy's consolidated financial profile, the need for dividends from PSE to service parent company debt, any ring-fencing measures that may be introduced to insulate the credit profile of PSE, and any significant regulatory developments that occur during the potentially lengthy regulatory approval process. Furthermore, we will consider the requirements and proposed funding sources for PSE's significant multi-year capital expenditures.

Puget Sound Energy, Inc. is a combination electric and natural gas utility subsidiary of Puget Energy, Inc., a holding company. Both companies are headquartered in Bellevue, Washington.

New York
Kevin G. Rose
Vice President - Senior Analyst
Corporate Finance Group
Moody's Investors Service
JOURNALISTS: 212-553-0376
SUBSCRIBERS: 212-553-1653

New York
William L. Hess
Managing Director
Corporate Finance Group
Moody's Investors Service
JOURNALISTS: 212-553-0376
SUBSCRIBERS: 212-553-1653

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