

October 15, 2008

**NOTICE OF BENCH REQUESTS
(Due by Monday, October 20, 2008)**

RE: *In the Matter of the Joint Application of Puget Holdings LLC and Puget Sound Energy, Inc., for an Order Authorizing Proposed Transaction, Docket U-072375*

The following bench requests are directed to Joint Applicants.

Bench Request 24: Exhibit 47HC, tendered by Public Counsel as a cross-examination exhibit for Mr. Leslie, consists of portions of Joint Applicants' first supplemental response to Public Counsel Data Request No. 3166. In Subpart 4 of the supplemental response, Joint Applicants provided two attachments, as follows:

- Attachment A is an executed copy of the Credit Agreement among Puget Merger Sub Inc., as Borrower, Barclays Bank PLC, as Facility Agent, and The Lenders Party (the "Holdco Credit Agreement").
- Attachment B is a copy of the form of Credit Agreement among Puget Sound Energy, Inc, as Borrower, Barclays Bank PLC, as Facility Agent, and The Lenders Party (the "Opco Credit Agreement") to be entered into on the Financial Closing Date.

In reviewing the record, we have learned that Public Counsel included in Exhibit 47 HC only the tables of contents of these two documents. To ensure a more complete record, we request that Joint Applicants provide six copies of each document to the Commission. If these documents have been changed in any way since they were provided in response to Public Counsel Data Request 3166, please identify the changes and provide copies of the revisions.

These documents will be marked as Exhibit 424 and identified in the record as Joint Applicants' Response to Bench Request 24: Holdco and Opco Credit Agreements.

Bench Request 25: Please calculate the pricing terms for the HoldCo and OpCo credit facilities, inclusive of all pricing elements, using a current LIBOR rate. Joint Applicants' response will be marked as Exhibit 425 and indentified in the record as "Joint Applicants' response to Bench Request 25: HoldCo and Opco Pricing Terms Using Example LIBOR Rate."

Although these bench requests are directed to Joint Applicants, other parties may respond.

Sincerely,

DENNIS J. MOSS
Administrative Law Judge
cc: All Parties