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**BEFORE THE
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION**

In the Matter of the Joint Application of
PUGET HOLDINGS LLC
and
PUGET SOUND ENERGY, INC.
For an Order Authorizing Proposed Transaction

No. U-072375
MOTION TO STRIKE OF PUGET
HOLDINGS LLC AND
PUGET SOUND ENERGY, INC.

I. Pursuant to WAC 480-07-375(1)(d) and WAC 480-07-495, Puget Holdings LLC (“Puget Holdings”) and Puget Sound Energy, Inc. (“PSE”) (collectively the “Joint Applicants”), by and through undersigned counsel, hereby join in the Motion to Strike Portions of Public Counsel's Reply Brief, filed by Commission Staff on October 28, 2008. For the reasons set forth herein and in Commission Staff's motion, the Joint Applicants join with Commission Staff and ask the Commission to deny Public Counsel's request for official notice and to strike Paragraphs 21-23, 25, 29 and 32 of Public Counsel's Reply Brief, which contain new evidence that is not in the record. Alternatively, if the Commission does not strike these paragraphs of Public Counsel's Reply Brief, the Joint Applicants agree with Commission Staff's suggestion that the Commission treat Public Counsel's requests for official notice as a motion to reopen the record and allow the Joint Applicants an opportunity to respond to this new evidence that is not in the record.

Motion to Strike of Puget Holdings LLC and
Puget Sound Energy, Inc.

65870-0002/LEGAL14829876.1

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1 2. It is important that the Joint Applicants have an opportunity to respond to this
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3 extra-record evidence cited in Public Counsel's Reply Brief, if it is not stricken, because
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5 Public Counsel has misrepresented the nature and purpose of certain of these documents. In
6
7 particular, the Securities and Exchange Commission Schedule 13D filing referenced in
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9 Paragraph 29 of Public Counsel's Reply Brief relates to a transfer of a portion of the
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11 12,500,000 shares of common stock of Puget Energy, Inc. purchased pursuant to the
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13 separate Stock Purchase Agreement on December 3, 2007, that are held by Padua MG
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15 Holdings Inc. Padua MG Holdings Inc. transferred its share of Puget Energy, Inc. common
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17 stock to another entity under control of the same parent, Macquarie Capital Group, Ltd.
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19 Because the purchase of these shares by members of the Investor Consortium is entirely
20
21 separate from the merger proceeding, it does not "change the profile of the Investor
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23 Consortium" as relates to the acquisition, as Public Counsel asserts.¹ The Joint Applicants
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25 are prepared to respond to these issues in more detail by October 31, 2008, upon order of the
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27 Commission.²
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32 3. For the reasons set forth herein and in Commission Staff's Motion to Strike
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34 Portions of Public Counsel's Reply Brief, the Joint Applicants request that the Commission
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36 strike Paragraphs 21-23, 25, 29 and 32 of Public Counsel's Reply Brief, or, in the alternative,
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44 ¹ Public Counsel Reply Br. at ¶ 29.

45 ² If the Commission allows this new evidence into the record, either by reopening the record pursuant to WAC
46 480-07-830 or through official notice pursuant to WAC 480-07-495(2)(c), the Joint Applicants must be
47 provided an opportunity to respond to and/or contest new facts and materials.

1 treat Public Counsel's requests for official notice as a motion to reopen the record and permit
2
3 the Joint Applicants to respond to this new material by October 31, 2008.
4

5 Respectfully submitted this 28th day of October, 2008.
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9 **PERKINS COIE LLP**

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11 By: 
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13
14
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23 Puget Sound Energy, Inc.
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