

# **Attachment D**

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31  
32  
33  
34  
35  
36  
37  
38  
39  
40  
41  
42  
43  
44  
45  
46  
47

**BEFORE THE WASHINGTON STATE  
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

Docket U-072375  
  
AFFIDAVIT OF CHRISTOPHER J.  
LESLIE IN COMPLIANCE WITH THE  
THIRD CONDITION OF ORDER 08  
APPROVING AND ADOPTING  
SETTLEMENT STIPULATION;  
AUTHORIZING TRANSACTION  
SUBJECT TO CONDITIONS

STATE OF NEW YORK        )  
  ) ss.  
COUNTY OF NEW YORK     )

CHRISTOPHER J. LESLIE, being first duly sworn on oath, deposes and says:

1. I am a manager of Puget Holdings LLC (“Puget Holdings”). I make this Affidavit on behalf of Puget Holdings in compliance with the third condition of Order 08 Approving and Adopting Settlement Stipulation; Authorizing Transaction Subject to

1 Conditions (the "Final Order") in the above-entitled action in a manner provided by law. I  
2  
3 am over the age of eighteen (18) years and make this Affidavit based on personal  
4  
5 knowledge, and am competent to do so.  
6

7  
8 2. Commitment 8 in the Multi-Party Settlement Stipulation in the above-entitled  
9  
10 action provides as follows:  
11

12 8. Within ninety (90) days of the Proposed Transaction closing, PSE  
13 and Puget Holdings will file a non-consolidation opinion with the  
14 Commission which concludes, subject to customary assumptions and  
15 exceptions, that the ring fencing provisions are sufficient that a  
16 bankruptcy court would not order the substantive consolidation of the  
17 assets and liabilities of PSE with those of Puget Energy or its  
18 affiliates or subsidiaries.  
19  
20

21 Multi-Party Settlement Stipulation, Appx. A at 1.  
22

23  
24 3. The third condition to the Final Order in the above-entitled action provides as  
25  
26 follows:  
27

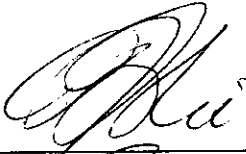
28 Puget Holdings and Puget Energy must file an affidavit with the  
29 Commission stating that neither Puget Holdings nor Puget Energy,  
30 nor any of their subsidiaries, will seek to include PSE in a bankruptcy  
31 without the unanimous consent of PSE's board of directors including  
32 PSE's independent director.  
33  
34

35 Final Order at 150.  
36


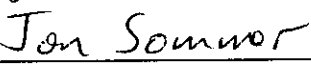
37  
38 4. This Affidavit affirms that neither Puget Holdings, nor any of its subsidiaries,  
39  
40 will seek to include Puget Sound Energy, Inc. ("PSE") in a bankruptcy without the  
41  
42 unanimous consent of PSE's board of directors including PSE's independent director.  
43  
44  
45  
46  
47

1           5.     I have carefully read this Affidavit, and the contents of the foregoing are true  
2  
3 and correct to the best of my knowledge and belief.  
4

5           DATED this \_\_\_\_\_ day of February, 2009.  
6  
7

8  
9  
10   
11 \_\_\_\_\_  
12           CHRISTOPHER J. LESLIE  
13

14  
15           SUBSCRIBED and SWORN to before me this \_\_\_\_ day of February, 2009, by  
16  
17 Christopher J. Leslie.  
18  
19

20  
21  
22  
23   
24 \_\_\_\_\_  
25           (Signature of Notary)  
26  
27   
28 \_\_\_\_\_  
29           (Print Name of Notary)

30           NOTARY PUBLIC in and for  
31 the State of New York  
32 My Appointment Expires: Aug. 30, 2010  
33

34                           JON SOMMER  
35                           Notary Public, State of New York  
36                           No. 01SO6009969  
37                           Qualified in Kings County  
38                           Commission Expires Aug. 30, 2010  
39