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☒ HEATING AND COOLING ☐ PIPELINE
☐ WATER TRANSPORTATION COMPANIES

ANNUAL REPORT

89-6015
Dominion Cleveland Chilled Water Distribution, LLC
Mr. Marc Divis
Director
1921 Hamilton Avenue
Cleveland, OH 44114

New name of company is Cleveland Thermal Chilled Water Distribution, LLC.
Name changed on 12/8/04 from Dominion Cleveland Chilled Water Distribution, LLC.

1921 Hamilton Ave. Cleveland Ohio 44114
(Address of principal business office at end of year)

TO THE

PUBLIC UTILITIES COMMISSION OF OHIO

THE PUBLIC UTILITIES COMMISSION OF OHIO

2005 APR 22 PM 2:31
PUCO

RECEIVED-DOCKETING DIV

FOR THE

YEAR ENDED DECEMBER 31, 2004

Name, title, address, telephone and fax numbers (including area code) of the person to be contacted concerning this report.

Linda Atkins, CFO, 1921 Hamilton Ave, Cleveland OH. 44114

PH: 216-241-3728, Fax: 216-241-6486

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GENERAL INSTRUCTIONS, DEFINITIONS, ETC.

1. The word "Respondent" in the following inquiries means the person, firm, association, or company in whose behalf the report is made.

2. The schedules and questions contained in this report were developed to be generally applicable to all heating and cooling, pipeline and water transportation companies. All instructions shall be followed and each question answered as fully and accurately as possible. Sufficient answer shall appear to show that no schedule, question, or line item has been overlooked. If a particular line item or schedule does not apply to the respondent, indicate this by answering "none", "-0-", or "not applicable", as appropriate, where it truly and completely states the fact.

3. If answers to an inquiry are given elsewhere in the report, incorporation of information by reference is sufficient.

4. Customary abbreviations may be used except that the exact name of the respondent shall be shown in full on the "Title Page" and in the "Verification" page.

5. Where the space provided is insufficient for the required data or it is necessary or desirable to insert additional statements or schedules, the insert pages shall show the number and title of the schedule to which it pertains, as well as the name of the respondent and the year covered, and shall be on 8 1/2" x 11" durable paper.

6. The information required with respect to any statement furnished is the minimum requirement. The respondent may add such further material information as is necessary to ensure that the required statements are not misleading.

7. All copies filed with the Commission must be legible and permanent. All entries shall be made in permanent ink or by a typewriter. Items of a reverse or contrary character shall be enclosed in parentheses, or indicated by a minus sign followed by the amount.

8. Amounts on any schedule (except as otherwise provided therein), may, at the option of the respondent, be rounded off to whole dollars provided that amounts are appropriately adjusted to agree with the rounded total.

9. The annual report shall be signed by a duly elected officer of the respondent and it shall be notarized.

10. The information required in this report, unless otherwise indicated, is to be reported for the entire company and not for the State of Ohio only.

10. Totals should be provided as indicated. The respondent shall ensure that schedule totals and subtotals are mathematically correct.

12. If a line item is supported by a detailed schedule elsewhere in this report, the respondent should ensure that the detailed schedule is completed and that the amounts on both schedules match.

HISTORY

1 Exact name of company making this report.

Cleveland Thermal Chilled Water Distribution, LLC

2 Date of organization

December 6, 2000

3 Under the laws of what Government, State of Territory organized? If more than one, name all.

Ohio

4 If a consolidated or merged company, name all constituent and all merged companies.

Not Applicable

5 Date and authority for each consolidation and each merger.

Not Applicable

6 State whether respondent is a corporation, a joint stock association, a firm or partnership, or an individual.

Limited Liability Company

7 If a reorganized company, given name of original corporation, refer to laws under which it was organized, and state the occasion for the reorganization.

Not Applicable

8 State whether or not, the respondent during the year conducted any part of its business under a name, or names, other than shown, in response to inquiry No. 1. If so, give full particulars.
Company name was Dominion Cleveland Chilled Water Distribution, LLC.
Name was changed to Cleveland Thermal Chilled Water Distribution LLC when sole owner changed its name from Dominion Cleveland Thermal LLC to Cleveland Thermal LLC.

9 Where are the books and records of the company kept?

1921 Hamilton Avenue, Cleveland, Ohio 44114

10 Name below all classes of public service furnished by respondent.

District Cooling

IDENTITY OF RESPONDENT

1 State whether respondent is a corporation, a joint stock association, a firm or partnership, or an individual.
Limited Liability Company

2 Date when operations began.
May 21, 2001

3 If a consolidated or merged company, give names of each such incident, date, and Commission authority. If a reorganized company, give name of original corporation.
Not applicable

4 If incorporated specify (a) Date of filing articles of incorporation **December 6, 2000**
(b) State in which incorporated **Ohio**

5 Commission Case Number granting operating authority and date issued.
Case No. 89-6015-HT-ATR

6 State whether or not the respondent during the year conducted any part of its business under a name or names other than that shown Title Page; if so, give full particulars.
Company name was Dominion Cleveland Chilled Water Distribution, LLC.
Name was changed to Cleveland Thermal Chilled Water Distribution LLC when sole owner changed its name from Dominion Cleveland Thermal LLC to Cleveland Thermal LLC.

7 Description of general service territory.
City of Cleveland (Downtown)

8 List all affiliated companies with whom the respondent does business and their relationship to the respondent. If respondent is a partnership, provide this information for each partner. (Use separate page(s) if needed).
State whether the affiliate is (a) a regulated public utility or, (b) a publicly held corporation.

Company	Relationship
Cleveland Thermal Generation, LLC.	This company & respondent are wholly owned by Cleveland Thermal, LLC. Respondent purchases chilled water from Cleveland Thermal Generation, LLC.
Cleveland Thermal, LLC.	Sole owner of Cleveland Thermal Chilled Water Distribution, LLC.
Neither affiliate is a regulated public utility or a publicly held corporation	

9 Did any corporation or corporations, telephone or other, hold control over the respondent at the close of the year? Yes If control was so held, state:
a. The name and address of the controlling corporation or corporations. CT Acquisitions I, Inc, 1300 E 9th St, Suite 900, Cleveland OH 44114
b. The form of control, whether sole or joint. Sole
c. The extent of the control. 100%
d. Whether control was direct or indirect. Indirect
e. If indirect, the name and address of the intermediary through which control was established. **Respondent is 100% wholly owned by Cleveland Thermal, LLC located at 1921 Hamilton Ave, Cleveland OH. 44114.**
Cleveland Thermal LLC is 100% owned by CT Acquisitions I, Inc.

10 Did any individual, association, or corporation hold control, as trustee, over the respondent at the close of the year? No If control was so held, state:

a. The name and address of the trustee.
b. The name and address of the beneficiary or beneficiaries for whom the trust was maintained, if available.

11 Did the respondent hold control over other corporations at the close of the year? **No**
If so, state:

a. The name and address of corporation or corporations controlled.
b. The form of control, whether sole or joint.
c. Other parties, if any, to joint agreement for control.
d. The extent of control.
e. Whether control is direct or indirect.
f. If indirect, the name and address of the intermediary through which control was established

Schedule: 1

CORPORATIONS CONTROLLED BY RESPONDENT

Name	Sole or Joint	New Established	Establ.	Direct or Indirect	If Indirect, Name of Intermediary through which Control is Established	Other Parties to Agreement for Joint Control
ACTIVE CORPORATIONS:	N/A	N/A	N/A	N/A	N/A	N/A
INACTIVE CORPORATIONS:	N/A	N/A	N/A	N/A	N/A	N/A

SCHEDULE: 2

TYPE OF SERVICE SUPPLIED

The respondent will show the names of the cities or villages in which it supplies service and check type of service rendered.

City or Village	Heating and Cooling	Pipeline	Water Transportation
City of Cleveland (Downtown)	**Yes**	**No**	**No**

IMPORTANT CHANGES DURING THE YEAR

Report important changes of the types listed. Except as otherwise indicated data furnished should apply to the same period the report covers. Answers should be numbered in accordance with the inquiries and if "none" states the fact, it should be used. If information which answers an inquiry is given elsewhere in the report, incorporation of that information by reference will be sufficient.

1. Issuance of Capital Stock or long term debt during the year: Identify the securities, date, consideration received and Commission authorization.
   Not Applicable

2. Changes in franchise rights.
   Not Applicable

3. Changes in ownership or control (shareholders holding 5% or more of outstanding stock).
   On 12/8/04 100% of the stock of Dominion Cleveland Thermal Inc. was purchased by CT Acquisitions I, Inc.
4. Other important changes: Give brief particulars of each other important change which is not disclosed elsewhere in this report.
   None

SCHEDULE 3:

VOTING POWERS AND ELECTIONS

1 In the schedule below, show the particulars called for concerning the stockholders of respondent who, at the date of the latest closing of the stock-book of respondent prior to the actual filing of this report, had the twenty highest voting powers of the respondent. If any such holder held in trust, attach a statement showing the beneficial owners. If the stock-book was not closed within the year, show twenty stockholders as of the close of the year. In the space provided, show total shares and notes of all stockholders.

Line No.	Name and Address of stockholders	No. of Shares Held	No. of Voting Shares	Other Vote Empowered Securities
1.	**Not Applicable**			
2.				
3.				
4.				
5.				
6.				
7.				
8.				
9.				
10.				
11.				
12.				
13.				
14.				
15.				
16.				
17.				
18.				
19.				
20.				
	Total listed above			
	Total all stockholders	0	0	0

SCHEDULE: 4

DIRECTORS, PROPRIETORS, PARTNERS

1. Give the name of director or proprietor. (For partnerships identify each partner, identify which are general or limited partners, and show each partner's percent of interest.)

Line No.	Name and Address (City and State) (a)	Served Continuously From (b)	Term Expired or Current Term Will Expire (c)
1	Cleveland Thermal, LLC.		
2	1921 Hamilton Avenue		
3	Cleveland, Ohio 44114		
4			
5	Cleveland Thermal, LLC is the sole member of the		
6	respondent.		
7			
8			
9			
10			
11			
12			
13			
14			
15			

(For corporations, show the data requested; for other forms of business organizations, show names of individuals holding comparable positions.)

16 Name of Chairman of the Board: Donald Hoffman
17 Name of Secretary of Board: N/A
18 President: Marc Divis
19 Vice-President:
20 Secretary:
21 Treasurer:
22 Controller: Linda Atkins

SCHEDULE: 5

BALANCE SHEET

Description	Page No.	Beginning Balance	Ending Balance	Increase or (Decrease)
Current Assets				
Cash and Equivalents		$ -	$ -	$ -
Accounts Receivable - Net		227,596	376,936	149,340
Notes Receivable - Net		-	-	-
Other Current Assets		-	-	-
Totals		**$ 227,596**	**$ 376,936**	**$ 149,340**
Noncurrent Assets				
Investments		$ -	$ -	$ -
Other Noncurrent Assets		13,367,347	17,241,709	3,874,362
Totals		**$ 13,367,347**	**$ 17,241,709**	**$ 3,874,362**
Property, Plant and Equipment				
Property, Plant and Equipment	25	$ 2,108,056	$ 2,108,056	$ -
Accumulated Depreciation & Amortization	21	(178,760)	(244,953)	(66,193)
Net Plant		**$ 1,929,296**	**$ 1,863,103**	**$ (66,193)**
TOTAL ASSETS		**$ 15,524,239**	**$ 19,481,748**	**$ 3,957,509**
Current Liabilities				
Accounts and Notes Payable		$ -	$ -	-
Other Current & Accrued Liabilities	20, 24	5,819,949	8,249,788	2,429,839
Totals		**$ 5,819,949**	**$ 8,249,788**	**$ 2,429,839**
Total Long-Term Debt		-	-	-
Other Deferred Credits		-	210,927	210,927
Stockholders' Equity				
Capital Stock	18	**$ 4,087,753**	**$ 4,087,753**	-
Retained Earnings	23	5,616,537	6,933,280	1,316,743
Proprietary Capital - Proprietorship and Partnership		-	-	
Totals		**$ 9,704,290**	**$ 11,021,033**	**$ 1,316,743**
TOTAL LIABILITIES & OTHER CREDITS		**$ 15,524,239**	**$ 19,481,748**	**$ 3,957,509**

SCHEDULE: 5A

NOTES TO BALANCE SHEET
None

SCHEDULE: 6

INCOME STATEMENT

Description	Amount
Operating Income	
Operating Revenues	5,091,772
Uncollectible Revenues	0
Net Operating Revenues	**5,091,772**
Operating Expenses	2,576,950
Depreciation & Amortization	1,155,473
Taxes, Other than Income	55,022
Income Taxes	0
Total Operating Expenses	**3,787,445**
Net Operating Income	**1,304,327**
Other Income and Deductions	
Other Operating Income & Expense	0
Non-Operating Income & Expense	12,417
Non-Operating Taxes	0
Interest and Related Items	0
Extraordinary Items	0
Net Other Income & Deductions	**12,417**
Net Income	**1,316,744**

SCHEDULE: 6A

NOTES TO INCOME STATEMENT
None

Schedule: 7

INVESTMENTS

Name of Affiliate (a)	PLEDGED		UNPLEDGED	
	Par Value (b)	Book Value (c)	Par Value (d)	Book Value (e)
Investment in Associate Companies:	**N/A**	**N/A**	**N/A**	**N/A**
Other Investments:	**N/A**	**N/A**	**N/A**	**N/A**
Total	$0	$0	$0	$0

Schedule: 7

INVESTMENTS

Name of Affiliate (a)	Note (f)	INCOME DERIVED Amount of Dividends (g)	INCOME DERIVED Amount of Interest (h)	Percent of Holding of Control Assets (i)
Investment in Associated Companies:	**N/A**	**N/A**	**N/A**	**N/A**
Other Investments:	**N/A**	**N/A**	**N/A**	**N/A**
Total		$0	$0	$0

SCHEDULE: 8

SPECIAL FUNDS ACCOUNTS 125 & 128 (125)					
Name of Fund (a)	Balance First of Year (b)	Additions Principal (c)	Additions Income (d)	Deductions	Balance End of Year
N/A	**N/A**	**N/A**	**N/A**	**N/A**	**N/A**
Totals	$0.00	$0.00	$0.00	$0.00	$0.00

SCHEDULE: 9

NOTES AND OTHER ACCOUNTS RECEIVABLE

Notes Receivable		*Other Accounts Receivable				
Name of Debtor	Amount at Close of Year	Name of Debtor	Amount at Close of Year			
Not Applicable						
Total	$0	Total	$			0

ACCOUNTS RECEIVABLE FROM ASSOCIATED COMPANIES

Name of Debtor	Consideration Received	Amount at Close of Year			
Cleveland Thermal, LLC.			16	706	488
* Show major items only. Minor items may be reported in one group.		$	16	706	488

SCHEDULE: 10

CAPITAL STOCK

1. Respondents shall enter the class of stock and a description of any pertinent details such as differences in voting rights, preferences as to dividends or assets, pledges, etc.
2. Respondent shall provide the information specified in column headings (b) through (h) and note any other pertinent information at the bottom of this schedule.

Class and Description of Capital Stock (a)	Par or Stated Value Amount (b)	Number of Shares Authorized (c)	Amount of Stock Issued and Outstanding (d)	Additional Paid In Capital (e)	Total (Col. (d) & (e)) (f)	Number of Shares of Treasury Stock (g)	Amount in Treasury Stock Account (h)
Member interest				$4,087,753	$4,087,753		
Totals $0.00			$0.00	$4,087,753	$4,087,753	$0.00	$0.00

SCHEDULE: 11

LONG-TERM DEBT

1. List in account number order in column (a) a description of the long-term obligation, including those maturing in the coming year.
2. In the remaining columns (b) - (i) respondent shall furnish the appropriate date.

Description of Obligation (a)	Nominal Date of Issue (b)	Date of Maturity (c)	Interest Rate (d)	Original Amount of Debt (e)
Not Applicable				

SCHEDULE: 12

NOTES PAYABLE

Name of Creditor	Considerations Reserved	Date of Obligations	Date of Maturity	Credit Balance at Close of Year
Not Applicable				
			Total	$0

ACCOUNTS PAYABLE TO ASSOCIATED COMPANIES

Name of Creditor	Considerations Reserved	Date of Obligations	Date of Maturity	Credit Balance at Close of Year
Cleveland Thermal				
Generation, LLC.				$8,208,866
			Total	$8,208,866

MATURED LONG TERM DEBT

Name of Creditor	Considerations Reserved	Date of Obligations	Date of Maturity	Credit Balance at Close of Year
Not Applicable				$0
			Total	$0

SCHEDULE: 13

ACCUMULATED DEPRECIATION (Account 3100)

Acct. No.	Account Title	At Beginning of Year (a)	Annual Accrual (b)	Additional Accrual (c)	Retired (d)	Cost of Removal (e)	Salvage (f)	Other (g)	Balance at End of Year (h)
	Operating Plant	$178,760	$66,193	$0	0	$0	$0	$0	$244,953
	Other (Nonoperating, Property Held for Future Use, Plant Acquisition Adjustment)								
	TOTAL	$178,760	$66,193	$0	$0	$0	$0	$0	$244,953

SCHEDULE: 14

BASIS OF CHARGE FOR DEPRECIATION

1. Provide separate schedules for each jurisdiction in which the respondent operates and for the overall operations of the respondent.
2. Under column (a) provide all subclasses of plant for which a separate depreciation rate is determined and a subtotal for each primary account.
3. Under columns (b) thru (d) provide the life, net salvage value, and rate prescribed by the commission.

☐ Jurisdiction _____

☐ Overall Operations

	Account Number and Title of Plant Accounts and its Subclasses (a)	Life (Years) (b)	*Net Salvage (%) (c)	Depreciation *Rate (%) (d)	Depreciation *Reserve (%) (e)
1	Utility Plant and Equipment	N/A	0	3.14%	Not Applicable
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	*Composite rate for all depreciable accounts				
30	*Composite rate for all plant accounts				
31					
32	Ratio to all depreciable accounts				
33	Ratio to all plant accounts				

SCHEDULE: 15

STATEMENT OF RETAINED EARNINGS			
Account No.	Item	Page No.	Amount
	Balance - First of Year		$5,616,537
	Changes:		
	Balance Transferred from Income		$1,316,744
	Dividends Declared		
	Miscellaneous Debits to Retained Earnings		
	Miscellaneous Credits to Retained Earnings		
	Balance - End of Year		$6,933,281
	Notes to Statement of Retained Earnings:		

SCHEDULE: 16

PARTNERSHIP CAPITAL STATEMENT(1)			
Account No.	Item	Page No.	Amount
	Partnership Capital - Beginning of Year		**Not Applicable**
	Net Income (Loss) for Year		
	Partners' Capital Contribution		
	Miscellaneous Credits		
	Total Credits		
	Partners' Drawings		
	Prior Period Adjustment(s)		
	Miscellaneous Debits		
	Total Debits		
	Partnership Capital - End of Year		

(1) This statement should also be used by sole proprietors.

SCHEDULE: 17

TAXES ACCRUED

Explain items recorded in column (e). Any amounts included for other than current taxes should be explained by footnote.

Kind of Tax (a)	Balance First of Year (b)	Amount Accrued During Year (c)	Payments During Year (d)	Other Items Dr. or (Cr.) (e)	Balance End of Year (f)
Accrued Property Taxes	43,887	37,957	(40,922)		40,922
Total	$43,887	$37,957	($40,922)	$0	$40,922

SCHEDULE: 18

UTILITY PLANT IN SERVICE - ACCOUNT 101

Account (a)	Balance First of Year (b)	Additions During Year (c)	Retirements During Year (d)	Adjustments Dr. or (Cr.) (e)	Balance End of Year (f)
Utility Plant Accounts					
Operating Plant	$2,108,056	$0	$0	$0	$2,108,056
Other (Nonoperating, Property Held for Future Use,	$0	$0	$0		$0
Plant Acquisition Adjustment, CWIP)	-				-
TOTAL	$2,108,056	$0	$0	$0	$2,108,056

SCHEDULE: 19

OPERATING REVENUES AND EXPENSES

Operating Revenues	Amount
(Show accounts in order kept)	
Chilled water sales	$5,091,772
Total Operating Revenues	$5,091,772
Operating Expense	
(Show accounts in order kept)	
Asbestos Removal	10,328
Cost of chilled water purchases	2,432,804
Gasoline/Diesel	451
Permits/Inspections	725
Police Officers - Traffic Control	5,973
Fleet Maintenance	1,656
Miscellaneous Expense	1,449
Safety Equipment	600
Material & Supplies	2,369
Excavation/Major Repair Expense	21,672
Labor Expense	61,237
Administrative and General	37,686
Total Operating Expenses	$2,576,950

SCHEDULE: 20

STATEMENT OF INTRASTATE - GROSS EARNINGS (1)

		Amount		
Line No.	Item	Total Company	Other Than Ohio Intrastate	Ohio Intrastate
1	Operating and Miscellaneous Revenue (Rent Revenue, Special Billings (revenues from work performed for others, rent revenue-nonoperating, return on regulated investment used to provide nonregulated products and services, etc.)	$5,091,772	$0	$5,091,772
2	Other Revenue, Dividend and Interest Income, Gains from Disposition of Property - Operating and Nonoperating, Other Operating and Nonoperating Gains (foreign currency exchange or transfer, extinguishment of debt, company's share of earnings of affiliated company accounted for on equity method, income from sinking and other funds, etc.)	$0	$0	$0
3	SUBTOTAL (1) + (2)	$5,091,772	$0	$5,091,772
4	Earnings or receipts from sales to other public utilities for resale	$0	$0	$0
5	TOTAL (3) + (4)	$5,091,772	$0	$5,091,772

(1) Intrastate means from one point in Ohio to another point in Ohio, or wholly within Ohio.

Annual Report of Cleveland Thermal Chilled Water Distribution LLC. Year Ended December 31, 2004

SCHEDULE: 21

IN ORDER TO ENSURE THAT PUCO CORRESPONDENCE IS DIRECTED TO THE APPROPRIATE PERSON AT THE CORRECT ADDRESS, PLEASE COMPLETE THE FOLLOWING.

Name, Title, Address, and Phone Number of the Company's Contact Persons to Receive Entries and Orders from the Docketing Division

Linda Atkins — CFO
Name — Title

1921 Hamilton Ave. Cleveland OH. 44114
Address

216-241-3728
Phone Number (Including Area Code)

Name, Title, Address, and Phone Number of Person to whom Invoice should be Directed

Same as above
Name — Title

Address

Phone Number (Including Area Code)

Name and Address of the President

Marc Divis — President
Name — President

1921 Hamilton Ave. Cleveland OH. 44114
Address

Annual Report of _____ Year Ended December 31, 2004

Cleveland Thermal Chilled Water Distribution LLC.

VERIFICATION

The foregoing report must be verified by the President or Chief Officer of the company. The oath required may be taken before any person authorized to administer an oath by the laws of the State in which the same is taken.

OATH

State of Ohio
County of Cuyahoga

Marc Divis makes oath and says that
(Insert here the name of the affiant.)

he is President
(Insert here the official title of deponent)

of Cleveland Thermal Chilled Water Distribution LLC.
(Insert here the exact legal title or name of the respondent.)

that he has examined the foregoing report; that to the best of his knowledge, information, and belief, all statements of fact contained in the said report are true and the said report is a correct statement of the business and affairs of the above-named respondent in respect to each and every matter set forth therein during the period from and including January 1, 20 04, to and including December 31, 2004.

(Signature of affiant.)

Subscribed and sworn to before me, a Notary Public in and for the State and county named, this 15th day of April, 2005 My commission expires October 18, 2009.

Christine Payne
(Signature of officer authorized to administer oaths.)

CHRISTINE PAYNE
Notary Public, State of Ohio
My Commission Expires 10-18-2009