

- HEATING AND COOLING
 WATER TRANSPORTATION COMPANIES

ANNUAL REPORT

OF

89-6013
Akron Thermal Limited Partnership
226 Opportunity Parkway
Akron, OH 44307

TO THE

PUBLIC UTILITIES COMMISSION OF OHIO



FOR THE
YEAR ENDED DECEMBER 31, 2008

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

RICHARD J. PUCAK, GENERAL MANAGER
226 OPPORTUNITY PARKWAY, AKRON, OH 44307
PHONE: 330-374-0600 FAX: 330-374-0202

PUCO

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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. <u>AKRON THERMAL LIMITED PARTNERSHIP</u> <u>PVC CERT. # 89-16013</u> |
| 2. | Date of organization <u>JULY 19, 1995</u> |
| 3. | Under the laws of what Government, State or Territory organized? If more than one, name all. <u>DELAWARE</u> |
| 4. | If a consolidated or merged company, name all constituent and all merged companies. <u>N/A</u> |
| 5. | Date and authority for each consolidation and each merger. <u>N/A</u> |
| 6. | State whether respondent is a corporation, a joint stock association, a firm or partnership, or an individual. <u>PARTNERSHIP</u> |
| 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. <u>N/A</u> |
| 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. <u>N/A</u> |
| 9. | Where are the books and records of the company kept? <u>226 OPPORTUNITY PARKWAY</u> <u>AKRON, OH 44307</u> |
| 10. | Name below all classes of public service furnished by the respondent. <u>DISTRICT HEATING (STEAM)</u> |

IDENTITY OF RESPONDENT

1. State whether respondent is a corporation, a joint stock association, a firm or partnership, or an individual. PARTNERSHIP
2. Date when operations began. JULY 19, 1995
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. N/A
4. If incorporated specify (a) Date of filing articles of incorporation, (b) State in which incorporated, N/A
5. Commission Case Number granting operating authority and date issued. 95-924-HT-A15 10/25/95
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. N/A
7. Description of general service territory. CITY OF AKRON, OH
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. N/A
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. OPPORTUNITY PARKWAY, LLC
236 N. CHAMPION ST.
YOUNGSTOWN, OH 44503
b. The form of control, whether sole or joint. SOLE
c. The extent of control. 100% GENERAL PARTNER
d. Whether control was direct or indirect. DIRECT
e. If indirect, the name and address of the intermediary through which control was established. N/A
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.

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. Issuances of Capital Stock or long term debt during the year: Identify the securities, date, consideration received and Commission authorization.

NONE

2. Changes in franchise rights.

NONE

3. Changes in ownership or control (shareholders holding 5% or more of outstanding stock).

NONE

4. Other important changes: Give brief particulars of each other important change which is not disclosed elsewhere in this report.

N/A

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 such 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. | <i>N/A</i> | | | |
| 2. | | | | |
| 3. | | | | |
| 4. | | | | |
| 5. | | | | |
| 6. | | | | |
| 7. | | | | |
| 8. | | | | |
| 9. | | | | |
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| 14. | | | | |
| 15. | | | | |
| 16. | | | | |
| 17. | | | | |
| 18. | | | | |
| 19. | | | | |
| 20. | | | | |
| | Total listed above | | | |
| | Total all stockholders | | | |

Annual Report of AKRON THERMAL, LP

Year Ended December 31, 2008

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 | TIHERMAL VENTURES II, LP | | |
| 2 | YOUNGSTOWN, OH | | |
| 3 | LIMITED PARTNER - 96% INTEREST | | |
| 4 | | | |
| 5 | JEFFREY BEES | | |
| 6 | YOUNGSTOWN, OH | | |
| 7 | LIMITED PARTNER - 3% INTEREST | | |
| 8 | | | |
| 9 | OPPORTUNITY PARKWAY, LLC | | |
| 10 | YOUNGSTOWN, OH | | |
| 11 | GENERAL PARTNER - 1% INTEREST | | |
| 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 | 21. | Treasurer |
| 17 | Name of Secretary of Board | 22. | Controller |
| 18 | President | | |
| 19 | Vice-President | | |
| 20 | Secretary | | |

SCHEDULE: 5

BALANCE SHEET

| Description | Page No. | Beginning Balance | Ending Balance | Increase or (Decrease) |
|--|----------|-------------------|-------------------|------------------------|
| Current Assets | | | | |
| Cash and Equivalents | | 391,760 | 350,161 | <41,599 |
| Accounts Receivable-Net | | 1,433,169 | 1,324,467 | <108,702 |
| Notes Receivable-Net | | — | — | — |
| Other Current Assets | | 315,072 | 250,988 | <64,084 |
| Totals | | 2,170,001 | 1,925,556 | <244,445 |
| Noncurrent Assets | | | | |
| Investments | | — | — | — |
| Other Noncurrent Assets | | 512,415 | 556,460 | 44,045 |
| Totals | | 512,415 | 556,460 | 44,045 |
| Property, Plant and Equipment | | | | |
| Property, Plant, and Equipment | | 2,489,682 | 2,810,098 | 320,416 |
| Accumulated Depreciation & Amortization | | <761,645 | <933,258 | <171,608 |
| Net Plant | | 1,728,037 | 1,876,840 | 148,803 |
| TOTAL ASSETS | | 4,410,453 | 4,358,821 | <51,632 |
| Current Liabilities | | | | |
| Accounts and Notes Payable | | 29,378,091 | 30,363,971 | 985,880 |
| Other Current & Accrued Liabilities | | 3,713,001 | 4,007,548 | 294,547 |
| Totals | | 33,091,092 | 34,371,519 | 1,280,427 |
| Total Long-Term Debt | | 4,850,000 | 4,850,000 | — |
| Other Deferred Credits | | — | — | — |
| Stockholders' Equity | | | | |
| Capital Stock | | — | — | — |
| Retained Earnings | | — | — | — |
| Proprietary Capital - Proprietorship and Partnership | | 33,530,639 | 34,862,277 | 1,331,638 |
| Totals | | 33,530,639 | 34,862,277 | 1,331,638 |
| TOTAL LIABILITIES & OTHER CREDITS | | 4,410,453 | 4,358,821 | <51,632 |

SCHEDULE: 5A

NOTES TO BALANCE SHEET

N/A

SCHEDULE: 6A

NOTES TO INCOME STATEMENT

N/A

SCHEDULE: 8

SPECIAL FUNDS ACCOUNTS 125 & 128 (125)

| Name of Fund (a) | Balance First of Year (b) | Additions Principal Income (c) (d) | | Deductions | Balance End of Year |
|---------------------|---------------------------------|--|----|------------|------------------------|
| <p>N/A</p> | | | | | |
| TOTALS | \$ | \$ | \$ | \$ | \$ |

SCHEDULE: 10 -

CAPITAL STOCK

1. Respondent 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) |
|---|-----------------------------------|------------------------------------|---|-----------------------------------|-------------------------------|---|---|
| N/A | \$ | | \$ | \$ | \$ | | \$ |

Annual Report of _____

Year Ended December 31, 20____

| | | | | | |
|--------|----|----|----|----|----|
| TOTALS | \$ | \$ | \$ | \$ | \$ |
|--------|----|----|----|----|----|

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) respond shall furnish the appropriate data. | | | | |
| Description of Obligation (a) | Nominal Date of Issue (b) | Date of Maturity (c) | Interest Rate (d) | Original Amount of Debt (e) |
| NOTE PAYABLE - THERMAL VENTURES II, LP | 9/01 | N/A | 7% | 4,850,000 |

SCHEDULE: 12

NOTES PAYABLE

| Name of Creditor | Considerations Reserved | Date of Obligations | Date of Maturity | Credit Balance at Close of Year |
|------------------|-------------------------|---------------------|------------------|---------------------------------|
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | Total | |

ACCOUNTS PAYABLE TO ASSOCIATED COMPANIES

| Name of Creditor | Considerations Reserved | Date of Obligations | Date of Maturity | Credit Balance at Close of Year |
|-----------------------------------|-------------------------|---------------------|------------------|---------------------------------|
| <u>THERMAL VENTURES II, LP</u> | | | | <u>5,560,947</u> |
| <u>MARTINSVILLE THERMAL, LLC</u> | | | | <u>15,000</u> |
| <u>AKRON THERMAL COOLING, LLC</u> | | | | <u>413,500</u> |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | Total | |

MATURED LONG TERM DEBT

| Name of Creditor | Considerations Reserved | Date of Obligations | Date of Maturity | Credit Balance at Close of Year |
|------------------|-------------------------|---------------------|------------------|---------------------------------|
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | Total | |

SCHEDULE: 14

BASES OF CHARGES 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 for 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, and rate prescribed by the Commission.

Jurisdiction _____
 Overall Operations

Classes and Subclasses of Depreciation Plant

| | Account Number and Title of Plant Accounts and its Subclasses (a) | Life (Years) (b) | *Net Salvage (%) (c) | Depreciation | |
|----|--|------------------|----------------------|---------------|----------------|
| | | | | *Rate (%) (d) | *Reserve % (e) |
| 1 | LEASEHOLD IMPROVEMENTS - DELTS / PUMPS - LINES / METERS - MANHOLE REVISIONS / RENOVATED - TURBINE GENERATOR - BOILER CONVERSION TO WOOD - BOILER CONVERSION TO OIL - TARE DRYER EQUIPMENT - PRECIP OPACITY CONTROLS | 5 | | 20% | |
| 2 | | 10 | | 10% | |
| 3 | | 10 | | 10% | |
| 4 | | 15 | | 6.67% | |
| 5 | | 20 | | 5% | |
| 6 | | 20 | | 5% | |
| 7 | | | | | |
| 8 | | | | | |
| 9 | | | | | |
| 10 | | | | | |
| 11 | YARD EQUIPMENT COMPUTERS + OFFICE EQUIPMENT FURNITURE + FIXTURES COMMUNICATION EQUIPMENT | 7 | | 14.29% | |
| 12 | | 5 | | 20% | |
| 13 | | 5 | | 20% | |
| 14 | | | | | |
| 15 | | | | | |
| 16 | | | | | |
| 17 | | | | | |
| 18 | | | | | |
| 19 | | | | | |
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| 25 | | | | | |
| 26 | | | | | |
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| 28 | | | | | |
| 29 | | | | | |
| 30 | | | | | |
| 31 | | | | | |
| 32 | | | | | |
| 33 | | | | | |

*Composite rate for all depreciable accounts

*Composite rate for all plant accounts

Ratio for all depreciable accounts

Ratio for all plant accounts

SCHEDULE: 15

STATEMENT OF RETAINED EARNINGS

| Account No. | Item | Page No. | Amount |
|-------------|--|----------|--------|
| | Balances-First of Year | | |
| | Changes: | | |
| | Balance Transferred from Income | | |
| | Dividends Declared | | |
| | Miscellaneous Debits to Retained Earnings | | |
| | Miscellaneous Credits to Retained Earnings | | |
| | Balance-End of Year | | |
| | Notes to Statement of Retained Earnings: | | |

SCHEDULE: 16

PARTNERSHIP CAPITAL STATEMENT ⁽¹⁾

| Account No. | Item | Page No. | Amount |
|-------------|---------------------------------------|----------|--------------|
| | Partnership Capital-Beginning of Year | | 23,530,639.7 |
| | Net Income (Loss) for Year | | 1,331,635.7 |
| | Partners' Capital Contributions | | — |
| | Miscellaneous Credits | | — |
| | Total Credits | | 1,331,635.7 |
| | Partners' Drawings | | — |
| | Prior Period Adjustment(s) | | — |
| | Miscellaneous Debits | | — |
| | Total Debits | | — |
| | Partnership Capital-End of Year | | 24,862,274.7 |

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

Annual Report of AKCON THERMAL, LP

Year Ended December 31, 20 08

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) |
| PUBLIC UTILITY EXCISE TAX | 4,328,861 | 684,108 | 607,801 | | 4,405,168 |
| PUBLIC UTILITY PROPERTY TAX | 315,373 | 196,638 | 53,371 | | 458,640 |
| PAYROLL TAXES | 12,604 | 186,943 | 196,574 | | 2,973 |
| REAL ESTATE TAXES | - 0 - | 107,411 | 36,573 | | 70,838 |
| Total | \$4,656,838 | \$1,175,100 | \$894,319 | \$ | \$4,937,619 |

SCHEDULE: 20

STATEMENT OF INTRASTATE-GROSS EARNINGS (1)

| Line No. | Item | Amount | | |
|---|---|---------------|----------------------------|-----------------|
| | | Total Company | Other Than Ohio Intrastate | Ohio Intrastate |
| 1 | Operating and Miscellaneous Revenue (Rent Revenue, Special Billings (revenue from work performed for others, rent revenue-nonoperating, return on regulated investment used to provide nonregulated products and services, etc.) | 15,350,332 | - 0 - | 15,350,332 |
| 2 | Other Revenue, Dividend and Interest Income, Gains From Disposition of Property -Operating and Nonoperating, Other Operating or 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) | 15,350,332 | - 0 - | 15,350,332 |
| 4 | Earnings or receipts from sales to other public utilities for resale | (- 0 -) | (- 0 -) | (- 0 -) |
| 5 | TOTAL (3) + (4) | 15,350,332 | - 0 - | 15,350,332 |
| <p>(1) Intrastate means from one point in Ohio to another point in Ohio, or wholly within Ohio.</p> | | | | |

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

RICHARD J. PUCAK GENERAL MANAGER
Name Title
226 OPPORTUNITY PARKWAY AKRON, OH 44307
Address
330-374-0600
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

JEFFREY P. BEES
Name President
236 N. CHAMPION ST. YOUNGSTOWN, OH 44503
Address

Annual Report of AKRON THERMAL, LP

Year Ended December 31, 2008

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 _____
County of _____

JEFFREY P. BEES makes oath and says that
(Insert here the name of the affiant.)

he is PRESIDENT, OPPORTUNITY PARKWAY, LLC, GENERAL PARTNER
(Insert here the official title of deponent)

of AKRON THERMAL, LIMITED PARTNERSHIP
(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 1/1, 2008, to and including 12/31, 2008.

Jeffrey P. Bees
(Signature of affiant.)

Subscribed and sworn to before me, a _____ in and for the State and county named, this _____ day of _____, 20____. My commission expires _____, 20____.

(Signature of officer authorized to administer oaths.)