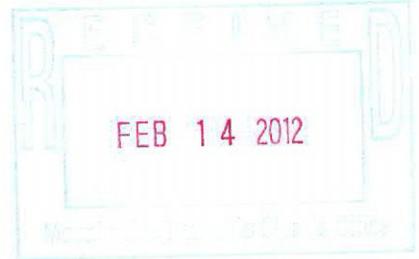


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Attorneys for Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
	:	
In re	:	Chapter 11
	:	
BB LIQUIDATING INC., et al.,¹	:	Case No. 10-14997 (BRL)
	:	
	:	(Jointly Administered)
Debtors.	:	
-----X	:	

**NOTICE OF HEARING REGARDING
DEBTORS' MOTION PURSUANT TO
11 U.S.C. §§ 105(a) AND 366 FOR ENTRY OF AN ORDER
TERMINATING THE DEBTORS' ADEQUATE ASSURANCE ESCROW ACCOUNT**

PLEASE TAKE NOTICE THAT a hearing on the annexed *Debtors' Motion Pursuant to 11 U.S.C. §§ 105(a) and 366, for Entry of an Order Terminating the Debtors' Adequate Assurance Escrow Account* (the "**Motion**") of BB Liquidating Inc. (f/k/a Blockbuster Inc.) and its debtor affiliates, as debtors and debtors in possession (collectively, the "**Debtors**"), for entry of an order pursuant to sections 105(a) and 366 of title 11 of the United States Code authorizing the Debtors to terminate the escrow account established to provide adequate

¹ The Debtors, together with the last four digits of each Debtor's federal tax identification number, are: BB Liquidating Inc. (5102); BB Liquidating Canada Inc. (1269); BB Liquidating Digital Technologies Inc. (9222); BB Liquidating Distribution, Inc. (0610); BB Liquidating GC, Inc. (1855); BB Liquidating Global Services Inc. (3019); BB Liquidating International Spain Inc. (7615); BB Liquidating Investments LLC (6313); BB Liquidating Procurement LP (2546); BB Liquidating Video Italy, Inc (5068); BB Liquidating ML, LLC (5575); BB Liquidating Trading Zone Inc. (8588); and BB Liquidating B2 LLC (5219).

assurance to the Debtors' utility companies, dated February 8, 2012, all as more fully set forth in the Motion, will be held before the Honorable Burton R. Lifland, United States Bankruptcy Judge, in Room 623 of the United States Bankruptcy Court for the Southern District of New York (the "*Bankruptcy Court*"), One Bowling Green, New York, New York 10004, on **February 28, 2012, at 10:00 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-242 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court's filing system and (b) by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with two hard copies delivered directly to Chambers of the Honorable Burton R. Lifland) and served upon: (i) the Office of the United States Trustee for Region 2, 33 Whitehall Street, 21st Floor, New York, New York 10044 (Attn: Brian Masumoto, Esq.); (ii) Weil, Gotshal & Manges LLP, attorneys for the Debtors, at (a) 767 Fifth Avenue, New York, New York 10153 (Attn: Stephen Karotkin, Esq.) and (b) 200 Crescent Court, Suite 300, Dallas, Texas 75201 (Attn: Martin A. Sosland, Esq.); (iii) Cooley LLP, 1114 Avenue of the Americas, New York, New York 10036 (Attn: Richard Kanowitz, Esq. and Cathy Hershcopf, Esq.), attorneys for the statutory creditors' committee appointed in these cases; (iv) Sheppard, Mullin, Richter & Hampton LLP, 333 South Hope Street, Floor 43, Los Angeles, California 90071 (Attn: Kyle J. Mathews, Esq.), attorneys for U.S. Bank National Association, as trustee under that certain Indenture, dated as of October 1, 2009, with respect to the 11.75% Senior Secured Notes due 2014 issued by Blockbuster Inc.; (v) Emmet, Marvin & Martin,

LLP, 120 Broadway, 32nd Floor, New York, New York (Attn: Edward P. Zujkowski, Esq.), attorneys for The Bank of New York Trust Company, N.A., as trustee under that certain Indenture, dated as of August 20, 2004, with respect to the 9% Senior Subordinated Notes due 2012 issued by Blockbuster Inc.; (vi) Sidley Austin LLP, 787 Seventh Avenue, New York, New York 10019 (Attn: James Seery, Esq.), attorneys for the lenders under the Debtor in Possession Revolving Credit Agreement (the “*DIP Facility*”); and (vii) Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, New York 10036 (Attn: Alexandra Margolis, Esq. and Mark Chehi, Esq.), attorneys for Wilmington Trust FSB, as agent under the DIP Facility, in each case so as to be received no later than **4:00 p.m. (Eastern Time) on February 21, 2012** (the “*Objection Deadline*”).

PLEASE TAKE FURTHER NOTICE that if no objections are timely filed and served with respect to the Motion, the Debtors may, on or after the Objection Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the Motion, which order may be entered with no further notice or opportunity to be heard.

Dated: February 8, 2012
New York, New York

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
: **Chapter 11**
: **Case No. 10-14997 (BRL)**
: **(Jointly Administered)**
: **Debtors.**
-----X

**DEBTORS' MOTION
PURSUANT TO 11 U.S.C. §§ 105(a) AND 366, FOR ENTRY OF AN ORDER
TERMINATING THE DEBTORS' ADEQUATE ASSURANCE ESCROW ACCOUNT**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

BB Liquidating Inc. (f/k/a Blockbuster Inc.) and its debtor affiliates, as debtors and debtors in possession (collectively, the "*Debtors*" or "*Blockbuster*"),² submit this motion (the "*Motion*") and respectfully represent as follows:

¹ The Debtors, together with the last four digits of each Debtor's federal tax identification number, are: Blockbuster Inc. (5102); Blockbuster Canada Inc. (1269); Blockbuster Digital Technologies Inc. (9222); Blockbuster Distribution, Inc. (0610); Blockbuster Gift Card, Inc. (1855); Blockbuster Global Services Inc. (3019); Blockbuster International Spain Inc. (7615); Blockbuster Investments LLC (6313); Blockbuster Procurement LP (2546); Blockbuster Video Italy, Inc (5068); Movielink, LLC (5575); Trading Zone Inc. (8588); and B² LLC (5219).

I.

BACKGROUND

1. On September 23, 2010 (the “**Petition Date**”), each of the Debtors commenced a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors’ chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

2. As of the Petition Date, the Debtors owned or managed over 3,000 stores, 39 distributions centers, and 8 corporate office centers. These properties required continuous provision of utility services—such as electricity, natural gas, oil, water, sewer, telecom, trash collection, and/or other services (each, a “**Utility Service**” and, collectively, the “**Utility Services**”)—from hundreds of local and/or regional utilities, as that term is used in section 366 of the Bankruptcy Code (each a “**Utility Company**” and, collectively, the “**Utility Companies**”). On September 24, 2010, the Debtors filed the *Debtors’ Motion Pursuant to 11 U.S.C. §§ 105(a) and 366, for Entry of an Order (I) Approving the Debtors’ Proposed Form of Adequate Assurance, (II) Resolving Objections by Utility Companies, and (III) Prohibiting Utilities from Altering,*

² Information regarding the Debtors’ business, capital structure, and the circumstances leading to these chapter 11 cases is contained in the *Affidavit of Jeffery J. Stegenga Pursuant to Local Bankruptcy Rule 1007-2 in Support of First Day Motions* [Dkt. No. 3], filed on September 23, 2010 (the “**Petition Date**”), the date on which each of the Debtors commenced a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their business and manage their properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors’ cases are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure. Further, on October 1, 2010, the United States Trustee for Region 2 (the “**U.S. Trustee**”) appointed a statutory committee of unsecured creditors (the “**Creditors’ Committee**”).

Refusing, or Discontinuing Service [Dkt. No. 71] (the “**Utility Motion**”). The Court entered an order approving the Utility Motion on October 21, 2010 [Dkt. No. 361] (the “**Utility Order**”).

3. Among other things, the Utility Order instructed the Debtors to establish a segregated escrow account (the “**Escrow Account**”) with JP Morgan Chase Bank, N.A. (the “**Escrow Agent**”) funded with approximately \$1.4 million (“**Adequate Assurance Deposit**”) for the benefit of the Utility Companies that did not have either a pre-existing adequate assurance arrangement or settlement agreement with the Debtors (each an “**Escrow Beneficiary**”, and collectively, the “**Escrow Beneficiaries**”, listed hereto on **Exhibit “A”**). The Adequate Assurance Deposit consists of two (2) weeks worth of Utility Services, calculated as a historical average over the twelve months preceding the Petition Date, for each of the Escrow Beneficiaries (the “**Adequate Assurance**”). On October 12, 2010, the Debtors established the Escrow Account and provided each of the Escrow Beneficiaries with notice of the same and instructions on how to access their respective Adequate Assurance amounts in the event the Debtors failed to pay an Escrow Beneficiary for post-petition services during the pendency of their chapter 11 cases. The current balance of the Escrow Account is approximately \$1.1 million (the “**Adequate Assurance Balance**”).

4. The Utility Order provides that the Debtors are authorized to reduce the Adequate Assurance Deposit as necessary upon store closings, termination of an Escrow Beneficiary’s service, or if an Escrow Beneficiary is provided with an alternative form of adequate assurance or settlement. *See* Utility Order, ¶ 7. Further, the Escrow Account is to be terminated upon the earlier of (i) entry of an order of this Court authorizing the return of the remaining Adequate Assurance Deposit to the Debtors and (ii) the effective date of a chapter 11 plan for the Debtors. *See* Utility Order, ¶ 6.

5. On April 26, 2011 (the “**Closing Date**”), the Debtors closed the sale of substantially all of their assets (the “**Sale**”) to DISH Network Corporation and its affiliates (“**DISH**”). The Sale was consummated pursuant to the *Amended and Restated Asset Purchase and Sale Agreement by and among Blockbuster, Inc., the Debtor Subsidiaries Party Hereto and DISH Network Corporation* (the “**Purchase Agreement**”)³. After the Closing Date, the Debtors began transferring certain of their operations and assets to DISH and winding down the remainder of their affairs (the “**Transition Process**”). During the Transition Process, the Debtors transferred to DISH the Utility Companies’ accounts for stores that DISH intended to keep operating and terminated the remaining Utility Companies’ accounts. Pursuant to the Purchase Agreement, during the Transition Process, DISH was obligated to pay certain administrative expenses associated with the Debtors’ operations, including payment of all Utility Services for accounts that had neither been terminated nor transferred to DISH. As of the date of this Motion, the Transition Process with respect to the Utility Companies has been completed, and the Debtors have no remaining obligations to any Utility Company, inclusive of any Escrow Beneficiary.

6. The Debtors are in the process of winding up the remainder of their affairs, including marshalling their assets for the purpose of maximizing distributions to creditors. Toward that end, the Debtors desire to terminate the Escrow Account, which has served its intended purpose, so that the Adequate Assurance Balance may be made available for distributions to creditors.

³ The Purchase Agreement and Sale were approved by the *Order, Pursuant to 11 U.S.C. §§ 105 and 363 and Fed. R. Bankr. P. 2002, 4001, 6004, and 9014, Approving (A) the Sale of the Debtors’ Assets Free and Clear of Interests and (B) Procedures for the Assumption and Assignment of Executory Contracts and Unexpired Leases to the Purchaser* [Dkt. No. 1602] (the “**Sale Order**”), dated April 14, 2011.

II.

JURISDICTION

7. This Court has subject matter jurisdiction to consider and determine this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

III.

RELIEF REQUESTED

8. By this Motion, the Debtors request, pursuant to sections 105(a) and 366 of the Bankruptcy Code and the provisions of the Utility Order, entry of an order (the “*Proposed Order*”) substantially in the form of *Exhibit “B”* annexed hereto instructing the Escrow Agent to (i) terminate the Escrow Account and (ii) release the Adequate Assurance Balance to the Debtors.

IV.

BASIS FOR RELIEF REQUESTED

9. As explained above, the Debtors have completed the Transition Process, and consequently, they have either terminated each of the Escrow Beneficiary’s accounts and services (the “*Termination*”) or transferred the same to DISH (the “*Transfer*”). In the event of a Termination, the Debtors and DISH have paid all final bills and satisfied any outstanding balances. In the event of a Transfer, the Debtors and DISH have satisfied all outstanding balances and transferred any contractual obligations related to such account(s) to DISH. Accordingly, the Court should direct the Escrow Agent to terminate the Escrow Account and release the Adequate Assurance Balance to the Debtors, because the Debtors no longer have any contractual relationship with or further liabilities to any Utility Company or Escrow Beneficiary. Additionally, although there is no basis in law or equity for requiring the Debtors to continue

providing adequate assurance to the Escrow Beneficiaries pursuant to section 366 of the Bankruptcy Code, the Debtors are, however, obligated to attempt to recover funds from as many sources available to them in an effort to enhance their creditors' recovery. Collection of the Adequate Assurance Balance will significantly enhance the Debtors' ability to make meaningful distributions on account of creditors' claims.

10. Pursuant to the terms of the Sale, the Debtors retained their rights and interest to any Excluded Assets (as such term is defined in the Purchase Agreement), including all restricted cash. *See* Purchase Agreement, §§2.2(h), 2.4(a). The Adequate Assurance Balance held in the Escrow Account is a component of the Debtors' restricted cash.

11. Given the satisfaction of all obligations to the Escrow Beneficiaries that were protected by the Adequate Assurance Deposit and the absence of any other interest in such funds, it is in the best interests of the Debtors and their estates that the Debtors recover the Adequate Assurance Balance. Accordingly, the Debtors respectfully request that the Court direct the Escrow Agent to terminate the Escrow Account and release the Adequate Assurance Balance to the Debtors.

V.

CAUSE EXISTS TO TERMINATE THE ESCROW ACCOUNT

12. As stated, the relief requested herein is essential to assure the maximum possible recovery to the Debtors' creditors. This Court possesses the power, under section 105(a) of the Bankruptcy Code, to "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105(a). The requested relief neither prejudices the Escrow Beneficiaries, the Utility Companies nor any other party and will affirmatively enhance creditor recoveries. The Debtors submit, therefore, that the relief

requested herein is necessary and appropriate, is in the best interests of their estates and creditors, and should be granted in all respects.

VI.

NOTICE

13. No trustee or examiner has been appointed in these chapter 11 cases. The Debtors have served notice of this Motion on: (i) the U.S. Trustee; (ii) the attorneys for the Creditors' Committee; (iii) the attorneys for U.S. Bank National Association, as trustee under that certain Indenture, dated as of October 1, 2009, with respect to the 11.75% Senior Secured Notes due 2014 issued by Blockbuster Inc.; (iv) the attorneys for Bank of New York Trust Company, N.A., as trustee under that certain Indenture, dated as of August 20, 2004, with respect to the 9% Senior Subordinated Notes due 2012 issued by Blockbuster Inc.; (v) Sidley Austin LLP, attorneys for the lenders under the DIP Facility; (vi) Skadden, Arps, Slate, Meagher & Flom LLP, the attorneys for Wilmington Trust FSB, as agent under the DIP Facility; (vii) each of the Escrow Beneficiaries listed on *Exhibit "A"*; (viii) the Escrow Agent; and (ix) those parties who have requested notice pursuant to Bankruptcy Rule 2002 (collectively, the "*Notice Parties*"). The Debtors submit that no other or further notice need be provided.

14. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

WHEREFORE the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as it deems just and proper.

Dated: February 8, 2012
New York, New York

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Exhibit A

Escrow Beneficiaries

NAME	ADEQUATE ASSURANCE
Alameda Power & Telecom Total	\$780
Alliant Energy/Interstate Power Company Total	\$2,555
Alliant Energy/WP&L Total	\$2,536
Altus Power Total	\$375
Anderson City Utilities Total	\$723
Athens Utilities Board, TN Total	\$313
Athens Utilities, AL Total	\$344
Atlantic City Electric/4875 Total	\$3,942
Avista Utilities Total	\$1,916
Azusa Light & Water Department Total	\$574
Benton County PUD Total	\$279
Berkeley Electric Cooperative Total	\$1,701
Black Hills Energy Total	\$521
Black River Electric Cooperative, SC Total	\$411
Blue Grass Energy Total	\$447
Blue Ridge Electric/SC Total	\$423
Bluebonnet Electric Cooperative/Giddings Total	\$661
Board of Public Works-Gaffney, SC Total	\$571
Borough of Butler, NJ-Electric Dept Total	\$679
Borough of Chambersburg, PA Total	\$515
Borough of Madison, NJ Total	\$629
Borough of Middletown PA Total	\$672
Borough of Quakertown, PA Total	\$862
Bountiful Department of Utilities Total	\$558
Bryan Texas Utilities (BTU) Total	\$606
Caihoun Utilities, GA Total	\$546
Canby Utility Board Total	\$151
Carteret-Craven Electric Total	\$859
Cedar Falls Utilities (CFU) Total	\$227
CELD: Chicopee Electric Light Department Total	\$636
Central Georgia EMC (elec) Total	\$733
Central Maine Power (CMP) Total	\$1,877
Central Vermont Public Service Corp Total	\$1,451
Chelan County Public Utility District Total	\$205
City of Abbeville, LA Total	\$398
City of Albemarle, NC Total	\$379
City of Alexandria, LA Total	\$551
City of Anaheim, CA Total	\$1,140
City of Apple Valley, MN Total	\$8
City of Ashland, OR Total	\$405
City of Austin, TX Total	\$9,219
City of Bowling Green, OH Total	\$318
City of Broken Arrow, OK Total	\$2
City of Brooklyn Park, MN Total	\$23
City of Buffalo, MN Total	\$283
City of Burbank, CA Total	\$1,499
City of Camden, SC Total	\$401
City of Cartersville, GA Total	\$703
City of Chelsea, MI Total	\$241
City of Cheney, WA Total	\$180
City of Claremore, OK Total	\$387
City of Cookeville, TN Total	\$449
City of Covington, GA Total	\$790
City of Cuyahoga Falls, OH Total	\$665
City of Denton, TX Total	\$1,176
City of Eagan, MN Total	\$10
City of Edmond, OK Total	\$650
City of Fairhope, AL Total	\$570
City of Forest Grove, OR Total	\$229
City of Fort Morgan, CO Total	\$273
City of Franklin, VA Total	\$350
City of Garland Utility Services Total	\$2,181
City of Gastonia, NC Total	\$482
City of Geneva, IL Total	\$351
City of Glendale, CA - Water & Power Total	\$2,022
City of Glenwood Springs, CO Total	\$208
City of Grand Haven Board of Light & Pow Total	\$499
City of Greenville, TX/GEUS Total	\$534
City of Hamilton, OH Total	\$454
City of Healdsburg, CA Total	\$522
City of High Point, NC Total	\$292
City of Homestead FL Total	\$804
City of Independence, MO Total	\$2,051
City of Jamestown, NY Total	\$307
City of Kinston, NC Total	\$760
City of Lacey, WA Total	\$6
City of Lawrenceville, GA Total	\$466
City of Lebanon, MO Total	\$424
City of Lebanon, OH Total	\$315
City of Lodi, CA Total	\$950
City of Longmont, CO Total	\$223

NAME	ADEQUATE ASSURANCE
City of Loveland, CO Total	\$382
City of Lumberton, NC Total	\$540
City of Manassas, VA Total	\$798
City of Maple Grove, MN Total	\$26
City of Maryville Utilities, TN Total	\$499
City of Mesa, AZ Total	\$1,129
City of Monroe, NC Total	\$416
City of Morganton, NC Total	\$523
City of Naperville, IL Total	\$1,164
City of Natchitoches, LA Total	\$665
City of Ocala, FL Total	\$2,016
City of Pasadena, CA Total	\$1,957
City of Peru, IL Total	\$221
City of Redding, CA Total	\$1,292
City of Richland, WA Total	\$293
City of Rock Hill, SC Total	\$985
City of Roseville, CA Total	\$1,954
City of Sallisaw, OK Total	\$436
City of Santa Clara, CA Total	\$507
City of Seattle/34016/34017 Total	\$4,038
City of Shelby, NC Total	\$377
City of St. Charles, IL Total	\$414
City of St. Cloud Public Utilities, FL Total	\$490
City of St. Robert, MO Total	\$336
City of Statesville, NC Total	\$474
City of Tacoma Public Utilities Total	\$2,059
City of Ukiah, CA Total	\$468
City of Westerville, OH Total	\$437
Clark Public Utilities Total	\$2,202
Clay Electric Cooperative/Orange Park Total	\$1,211
Clay Electric Cooperative/Pallatka Total	\$584
Cobb EMC Total	\$5,841
Colorado Springs Utilities Total	\$2,872
Columbia Power & Water Systems (CPWS) Total	\$698
Columbia River PUD Total	\$176
Com Ed Total	\$39,115
Comfortsystems Total	\$2
Connexus Energy Total	\$1,504
Consumers Energy Total	\$15,416
CoServ Total	\$3,935
Cowlitz County PUD Total	\$273
CPS Energy Total	\$12,927
Crawfordsville Electric Light & Power Total	\$366
Dakota Electric Association Total	\$1,336
Dayton Power & Light Total	\$5,547
DELMARVA POWER DE/MD/VA/17000 Total	\$5,802
Delta Montrose Electric Association Total	\$394
DEMCO (Dixie Electric Membership Corp) Total	\$497
Dept of Public Utilities-Orangeburg Total	\$442
Direct Energy/643249 Total	\$55,340
DTE Energy/2859/67-069a Total	\$35,440
Duck River Electric Membership Corp, TN Total	\$412
Duncan Public Utilities Authority Total	\$240
Duquesne Light Company Total	\$1,538
Easley Combined Utilities, SC Total	\$536
Easton Utilities Total	\$773
Electrical District No. 3 Total	\$612
Electricities of N.C. Inc Total	\$222
Elmhurst Mutual Power & Light Total	\$141
Empire District Total	\$337
EnergyUnited Total	\$1,007
Eugene Water & Electric Board (EWEB) Total	\$349
Fairport Municipal Commission Total	\$163
Farmington Light & Water Total	\$525
Flint EMC, GA Total	\$735
Florida Public Utilities Co, Fernandina Total	\$713
Fort Collins Utilities Total	\$1,182
Frankfort Electric and Water Plant Board Total	\$320
Franklin County PUD Total	\$225
Glasgow Electric Plant Board Total	\$667
Graham County Electric Cooperative, Inc. Total	\$765
Granbury Municipal Utility Total	\$492
Grand Island Utilities Department Total	\$502
Grays Harbor PUD Total	\$219
Green Mountain Power (GMP) Total	\$1,780
Greeneville Light & Power System Total	\$517
Greenfield Utilities Total	\$357
Greenville Utilities Commission, NC Total	\$1,714
Greer Commission of Public Works, SC Total	\$492
GreyStone Power Corporation (elec) Total	\$2,087
Guam Power Authority Total	\$3,858

NAME	ADEQUATE ASSURANCE
Hawaii Electric Light Co., Inc. (HELCO) Total	\$7,562
Hawaiian Electric Co., Inc. (HECO)/3978 Total	\$15,713
Holland Board of Public Works Total	\$1,004
Hopkinsville Electric System Total	\$502
Horry Electric Cooperative, Inc. Total	\$1,020
Indianapolis Power & Light (IPL) Total	\$6,077
Intermountain Rural Electric Association Total	\$1,110
Jackson Electric Membership Corp, GA Total	\$3,661
Jersey Central Power & Light Total	\$20,124
Johnson City Power Board Total	\$1,679
Johnson County R E M C Total	\$407
Jones-Onslow Electric Total	\$947
Kansas City Board of Public Utilities Total	\$413
Kansas City Power & Light Co./219330 Total	\$7,680
Kansas City Power&Light/219703 Total	\$3,959
Kauai Island Utility Cooperative Total	\$3,232
Klssimnee Utility Authority Total	\$1,630
Lansing Board of Water & Light Total	\$1,660
Laurens Electric Cooperative Total	\$1,195
Lawrenceburg Municipal Utilities Total	\$328
Lawrenceburg Utility Systems, TN Total	\$360
LG&E - Louisville Gas & Electric Total	\$3,596
Lincoln Electric System Total	\$2,436
Long Island Power Authority Total	\$14,985
Los Angeles Dept of Water & Power/30808 Total	\$18,084
Madison Gas and Electric - WI Total	\$1,656
Manitowoc Public Utilities, WI Total	\$332
Maui Electric Company (MECO) Total	\$2,889
McMinnville Water & Light Total	\$251
Met-Ed/3687 Total	\$5,691
MidAmerican Energy Company Total	\$6,765
Mid-Carolina Electric Cooperative Total	\$472
Minnesota Power Total	\$810
Minnesota Valley Electric Cooperative Total	\$310
Modern Electric Water Company Total	\$231
Modesto Irrigation District Total	\$1,551
Morristown Utility Commission Total	\$590
Mountain View Electric Association Inc. Total	\$690
Murray City Utilities, UT Total	\$241
Muscatine Power and Water Total	\$361
National Grid - Massachusetts/1005 Total	\$11,610
National Grid - Rhode Island/1049 Total	\$1,879
New River Light & Power Company/NC Total	\$444
Newnan Utilities, GA Total	\$649
Northeastern REMC Total	\$437
Northern Virginia Electric Cooperative Total	\$358
NSTAR/4508 Total	\$7,713
Nueces Electric Coop Inc-Robstown Total	\$741
OG&E - Oklahoma Gas & Electric Service Total	\$11,807
Oklahoma Electric Cooperative Total	\$721
Omaha Public Power District Total	\$3,125
Pacific Power-Rocky Mountain Power Total	\$13,834
PECO/37629 Total	\$16,547
Pedernales Electric Cooperative, Inc. Total	\$394
Penelec/3687 Total	\$2,322
Portland General Electric (PGE) Total	\$9,557
PPL Utilities/Allentown/25222 Total	\$16,407
Price Municipal Corporation, UT Total	\$276
Provo City Utilities Total	\$200
Public Service of New Hampshire/638 Total	\$3,827
Public Works Comm. City of Fayetteville Total	\$1,196
PUD #1 of Okanogan County Total	\$383
PUD #3 of Mason County Total	\$151
Randolph EMC Total	\$619
Reliant Energy Solutions/120954 Total	\$63
Riverside Public Utilities, CA Total	\$2,698
Riviera Utilities - Daphne, AL Total	\$659
Riviera Utilities - Foley Total	\$695
Rocky Mount Public Utilities Total	\$852
Rolla Municipal Utilities Total	\$694
Sacramento Municipal Utility District Total	\$11,360
Salem Electric Total	\$226
Sawnee EMC Total	\$3,742
SCE&G-South Carolina Electric & Gas Total	\$12,829
Scottsboro Electric Power Board Total	\$360
Shakopee Public Utility Total	\$446
Silverdale Water District # 16 Total	\$4
SMECO (Southern Maryland Electric Coop) Total	\$2,702
Snapping Shoals EMC Total	\$841
Snohomish County PUD Total	\$7,545
South Central Power CO, OH Total	\$771

NAME	ADEQUATE ASSURANCE
Southwest Suburban Sewer District, WA Total	\$2
Spanish Fork City UT Total	\$435
Springfield Utility Board Total	\$409
Sulphur Springs Valley Elec Coop Total	\$871
Sun Prairie Water & Light Commision Total	\$438
The Illuminating Company Total	\$2,196
Town of Culpeper, VA Total	\$412
Town of Rowley, MA Total	\$489
Town of Smithfield, NC Total	\$511
Town of Wellesley, MA Total	\$518
Tri-County Electric Cooperative/TX Total	\$427
Turlock Irrigation District Total	\$1,940
UES-Capital Total	\$453
UES-Seacost/981010 Total	\$1,038
UGI Utilities - Electric Service Total	\$1,317
Union Power Cooperative Total	\$434
United Electric Cooperative, Inc.-PA Total	\$376
United Power Total	\$595
Utilities Commission, FL Total	\$1,147
Vineland Municipal Utilities Total	\$838
Volunteer Energy Cooperative Total	\$218
Washington Utilities NC Total	\$655
Water District #49 Total	\$1
Water Gas & Light Commission Total	\$755
WE Energies/Wisconsin Electric/Gas Total	\$13,382
Westar Energy/KPL Total	\$737
Western Massachusetts Electric/150494 Total	\$1,908
Westfield Gas & Electric MA Total	\$764
Wilson Energy Utility Services Total	\$768
Wisconsin Public Service Corp Total	\$1,691
Wright-Hennepin Coop Electric Total	\$646
Wyandotte Municipal Services, MI Total	\$935
XCEL Energy-Northern States Power Co. Total	\$11,278
XCEL Energy-Public Service Company of CO Total	\$14,335
Yampa Valley Electric Association, Inc. Total	\$211
York Electric Cooperative SC Total	\$383
Zeeland Board of Public Works Total	\$287

NAME	ADEQUATE ASSURANCE
Alogasco - Alabama Gas Corporation Total	\$473
Alliant Energy/Interstate Power Company Total	\$79
Alliant Energy/WP&L Total	\$179
Ameren CIPS/66875 Total	\$161
Ameren CIPS/66878 Total	\$313
Ameren UE/66529 Total	\$310
AmerenCILCO - 66826 Total	\$161
AmerenIP Total	\$1,165
Arkansas Oklahoma Gas Corp (AOG) Total	\$31
Athens Utilities Board, TN Total	\$43
Athens Utilities, AL Total	\$46
Atmos Energy/790311 Total	\$9,694
Austell Natural Gas System Total	\$107
Avista Utilities Total	\$688
Batesville Water & Gas Utility IN Total	\$79
Bay State Gas Total	\$685
BGE - Baltimore Gas & Electric Total	\$1,330
Black Hills Energy Total	\$745
Borough of Chambersburg, PA Total	\$92
Cascade Natural Gas Total	\$958
Cedar Falls Utilities (CFU) Total	\$53
CenterPoint Energy Arkla/4583 Total	\$219
CenterPoint Energy Minnegasco/4671 Total	\$1,794
CenterPoint Energy/1325/4981/2628 Total	\$1,428
Central Hudson Gas & Electric Co Total	\$1,175
Chattanooga Gas Company/11147 Total	\$335
Chesapeake Utilities Total	\$79
Citizens Gas & Coke Utility Total	\$511
City of Brenham, TX Total	\$26
City of Buford, GA Total	\$74
City of Cartersville, GA Total	\$8
City of Cookeville, TN Total	\$27
City of Corpus Christi, TX-Utility Busine Total	\$36
City of Covington, GA Total	\$65
City of Del Rio Water & Gas Dept. Total	\$24
City of Fairhope, AL Total	\$30
City of Fort Morgan, CO Total	\$74
City of Gulf Breeze, FL Total	\$5
City of Hamilton, OH Total	\$65
City of Lawrenceville, GA Total	\$123
City of Monroe Combined Utilities Total	\$52
City of Monroe, NC Total	\$46
City of Palo Alto, CA Total	\$148
City of Pensacola, FL Total	\$147
City of Richmond, VA Total	\$438
City of Shelby, NC Total	\$40
City of St. Robert, MO Total	\$102
City of Sugar Hill, GA Total	\$72
City of Thibodaux, LA Total	\$16
City of Tomball, TX Total	\$25
City of Warner Robins, GA Total	\$67
City of Winder, GA Total	\$50
Colorado Springs Utilities Total	\$930
Columbia Gas of Kentucky Total	\$270
Columbia Gas of Ohio Total	\$3,799
Columbia Gas of Pennsylvania Total	\$744
Columbia Gas of Virginia Total	\$944
Comfortsystems Total	\$73
Con Edison Total	\$1,452
Connecticut Natural Gas Corp (CNG) Total	\$478
Consumers Energy Total	\$5
Corning Natural Gas Total	\$146
CoServ Total	\$24
Coweta-Fayette EMC Total	\$9
CPS Energy Total	\$461
Dalton Utilities, GA Total	\$41
DELMARVA POWER DE/MD/VA/17000 Total	\$396
Delta Natural Gas Total	\$170
Dept of Public Utilities-Orangeburg Total	\$41
DTE Energy/2859/67-069a Total	\$54
Duke Energy/9001076 Total	\$3,002
Easton Utilities Total	\$81
Elizabethtown Gas Total	\$1,178
Elizabethtown, KY-Water & Gas Total	\$46
Elkton Gas Total	\$44
Empire District Total	\$61
Entergy Gulf States LA, LLC/8103 Total	\$140
Equitable Gas Company Total	\$494
Fort Hill Natural Gas Authority Total	\$80
Greenville Utilities Commission, NC Total	\$14
Greer Commission of Public Works, SC Total	\$42
Grey Forest Utilities Total	\$32

NAME	ADEQUATE ASSURANCE
Grove Municipal Service Authority Total	\$40
Hartselle Utilities Board Total	\$82
Kansas Gas Service Total	\$614
Kokomo Gas Total	\$145
KUB-Knoxville Utilities Board Total	\$267
Lancaster Utilities Collection-Office Total	\$57
Lenoir City Utilities Board (LCUB) Total	\$38
LG&E - Louisville Gas & Electric Total	\$508
Madison Gas and Electric - WI Total	\$365
Metropolitan Utilities Distric/2165/3600 Total	\$545
Michigan Gas Utilities Total	\$254
MidAmerican Energy Company Total	\$1,582
Middle Tennessee Natural Gas Total	\$62
Minnesota Energy Resources Corporation Total	\$365
Missouri Gas Energy (MGE) Total	\$1,672
Missouri Natural Gas Company Total	\$442
Mobile Gas Service Corporation Total	\$37
MOUNTAINEER GAS Total	\$506
National Grid - 1048 Total	\$567
National Grid - Brooklyn/020690/29212 Total	\$2,084
National Grid - Hicksville/9037/9040 Total	\$4,854
National Grid - New York/1303 Total	\$1,332
National Grid - Woburn/4300 Total	\$3,565
New Jersey Natural Gas Company (NJR) Total	\$2,587
Nicor Gas/2020/0632 Total	\$7,754
North Shore Gas Total	\$589
Northern Indiana Fuel & Light Co (NIF&L) Total	\$45
NorthWestern Energy/SD & NE Total	\$154
NSTAR/4508 Total	\$730
NV Energy/30065 Total	\$395
NW Natural Total	\$4,041
NYSEG-New York State Electric & Gas Total	\$838
Okaloosa Gas Distrct, FL Total	\$74
Oklahoma Natural Gas Co: Kansas City Total	\$2,922
Orange and Rockland Utilities (O&R) Total	\$634
Pacific Gas & Electric Total	\$2,801
Palatka Gas Authority, FL Total	\$3
PECO/37629 Total	\$2,510
Peoples Energy/Peoples Gas Total	\$2,442
Peoples Natural Gas/26784 Total	\$159
Philadelphia Gas Works Total	\$574
Piedmont Natural Gas-Nashville Gas Total	\$2,338
Pike Natural Gas Co Total	\$54
PSNC Energy (Public Service Co. of NC) Total	\$1,175
Puget Sound Energy Total	\$3,063
Questar Gas Total	\$3,065
RG&E - Rochester Gas & Electric Total	\$933
Rocky Mount Public Utilities Total	\$70
San Diego Gas & Electric Total	\$58
Scottsboro Water, Sewer and Gas Board Total	\$60
Semco Energy Gas Company Total	\$537
Sevier County Utility District (SCUD) Total	\$117
SourceGas, LLC Total	\$259
South Jersey Gas Company Total	\$780
Southern California Gas (The Gas Co.) Total	\$1,182
Southern Connecticut Gas (SCG) Total	\$375
Southwest Gas Corporation Total	\$767
Sycamore Gas Company Total	\$55
Terrebonne Parish Consolidated Govt. Total	\$6
Texas Gas Service Total	\$62
The Energy Cooperative Total	\$43
TW Phillips Gas & Oil Company Total	\$56
UGI Central Penn Gas Total	\$433
UGI Penn Natural Gas Total	\$1,019
UGI Utilities - Gas Service Total	\$2,477
Union Oil & Gas Incorporated Total	\$91
UNITIL ME Total	\$227
UNITIL NH Total	\$419
Valley Energy Total	\$39
Vectren Energy Delivery/North 6248 Total	\$1,145
Vectren Energy Delivery/Ohio 6262 Total	\$703
Vermont Gas Systems, Inc. Total	\$287
Virginia Natural Gas Total	\$965
Washington Gas/3747 Total	\$2,517
WE Energies/Wisconsin Electric/Gas Total	\$2,377
Westfield Gas & Electric MA Total	\$57
Wisconsin Public Service Corp Total	\$354
XCEL Energy:Northern States Power Co. Total	\$904
XCEL Energy:Public Service Company of CO Total	\$4,768
Yankee Gas Services Total	\$1,553
York County Natural Gas Total	\$24

NAME	ADEQUATE ASSURANCE
Ada City Utilities OK Total	\$13
Alameda County Water District Total	\$84
Alderwood Water District Total	\$57
Altoona City Authority Total	\$14
Altus Power Total	\$4
American Water & Energy Savers Total	\$119
AMS Billing Services Total	\$133
Anderson City Utilities Total	\$44
Aqua Illinois/Danville Total	\$16
Aqua Illinois/Kankakee Total	\$13
Aqua New Jersey/1229 Total	\$57
Aqua Ohio Inc./Lake Erie West Dist Total	\$27
Aqua Ohio/Struthers Division Total	\$7
Aqua Pennsylvania/1229 Total	\$233
Aqua Utilities Florida, Inc Total	\$10
Arizona Water Company Total	\$109
Artesian Water Company, Inc. Total	\$121
Athens Clarke County, GA Total	\$12
Athens Utilities Board, TN Total	\$12
Auburn Water Department Total	\$8
Augusta Utilities Department Total	\$49
AJUM - IL Total	\$20
Aurora Water Total	\$159
Azusa Light & Water Department Total	\$15
Bangor Water District Total	\$14
Batesville Water & Gas Utility IN Total	\$18
Bay County Dept of Water & Sewer MI Total	\$11
Bayonne Municipal Utilities Authority Total	\$103
Beaches Energy Services Total	\$90
Beaufort-Jasper Water & Sewer Authority Total	\$18
Bella Vista Water Company Total	\$8
Benbrook Water and Sewer Authority, TX Total	\$40
Berkeley County Water, SC Total	\$19
Birmingham Water Works Board,AL Total	\$69
Board of Public Works-Gaffney, SC Total	\$5
Board of Public Works-Hannibal MO Total	\$15
Board of Water Commissioners/Detroit - 3 Total	\$373
Board of Water Supply/HI Total	\$44
Board of Water Works of Pueblo, CO Total	\$66
Borough of Butler, NJ-Water Department Total	\$19
Borough of Carlisle, PA Total	\$18
Borough of Chambersburg, PA Total	\$4
Borough of Emmaus, PA Total	\$66
Borough of Fair Lawn, NJ-Water Dept. Total	\$53
Borough of Glassboro, NJ Total	\$19
Borough of Hanover, PA Total	\$12
Borough of Madison, NJ Total	\$97
Borough of Shillington, PA Total	\$34
Borough of Shippensburg, PA Total	\$30
Borough of Waynesboro, PA Total	\$15
Brick Township Municipal Utilities Total	\$24
Bristol Virginia Utilities (BVUB) - 8100 Total	\$41
Bristol Water Department, CT Total	\$18
Brunswick-Glynn County, GA Total	\$15
Bryan Texas Utilities (BTU) Total	\$42
Burlington Municipal Waterworks,IA Total	\$17
Butler County, Dept of Environmental SVC Total	\$14
California Water Service-Bakersfield Total	\$142
California Water Service-Montebello Total	\$19
California Water Service-San Jose Total	\$125
California Water Service-San Mateo Total	\$13
California Water Service-Torrance Total	\$126
California Water Service-Westlake Villag Total	\$20
California-American Water Company Total	\$105
Calvert County Government, MD Total	\$18
Canby Utility Board Total	\$50
Canton City Utilities Total	\$6
Cape Fear Public Utility Authority Total	\$21
Carbondale Water & Sewer Total	\$5
Catoosa Utility District Authority Total	\$7
Cedar Falls Utilities (CFU) Total	\$7
Cedar Rapids Municipal Utilities Total	\$39
Center Township Water & Sewer Authority Total	\$11
Charleston Water System Total	\$105
Charter Township of Clinton, MI Total	\$17
Charter Township of Orion, MI Total	\$32
Charter Township of Plymouth, MI Total	\$6
Chester Water Authority, PA Total	\$26
Chesterfield County Utilities Department Total	\$63
Chillicothe Municipal Utilities Dept.,OH Total	\$14
Citrus County Utilities, FL Total	\$14
City and County of Broomfield, CO Total	\$7

NAME	ADEQUATE ASSURANCE
City of Abbeville, LA Total	\$8
City of Aiken, SC Total	\$14
City of Akron, OH Total	\$3
City of Albany, OR Total	\$92
City of Albemarle, NC Total	\$4
City of Alexandria, LA Total	\$6
City of Alice, TX Total	\$75
City of Allen Park, MI Total	\$30
City of Allen, TX - Utility Dept Total	\$11
City of Altamonte Springs, FL Total	\$7
City of Alvin, TX Total	\$27
City of Anacortes, WA Total	\$4
City of Anaheim, CA Total	\$24
City of Anderson, CA Total	\$13
City of Angels Camp, CA Total	\$22
City of Angleton, TX Total	\$22
City of Ankeny, IA Total	\$20
City of Apopka, FL Total	\$5
City of Apple Valley, MN Total	\$97
City of Appleton, WI Total	\$195
City of Ardmore, OK Total	\$36
City of Arlington, TX Total	\$73
City of Arvada, CO Total	\$170
City of Asheboro, NC Total	\$7
City of Asheville, NC Total	\$46
City of Athens, TX Total	\$18
City of Atlanta, GA-Dept of Watershed Mg Total	\$11
City of Aurora, IL Total	\$49
City of Austin, TX Total	\$177
City of Azle, TX Total	\$21
City of Baltimore, MD (metered water) Total	\$42
City of Bay City, TX Total	\$19
City of Baytown, TX Total	\$51
City of Beeville, TX Total	\$59
City of Bellaire, TX Total	\$26
City of Belleview, FL Total	\$12
City of Bellingham, WA Total	\$71
City of Belton, MO Total	\$6
City of Berea, OH Total	\$11
City of Berwyn, IL Total	\$24
City of Beverly Hills, CA Total	\$129
City of Big Spring, TX Total	\$9
City of Biloxi, MS Total	\$4
City of Birmingham, MI Total	\$15
City of Bloomington, IL Total	\$25
City of Blue Springs Utility Billing Total	\$34
City of Boca Raton, FL Total	\$24
City of Bowling Green, OH Total	\$16
City of Boynton Beach, FL/Utilities Dept Total	\$62
City of Brenham, TX Total	\$16
City of Brevard, NC Total	\$6
City of Bridgeport, WV Total	\$10
City of Brighton, MI Total	\$9
City of Broken Arrow, OK Total	\$46
City of Brookfield, WI Total	\$21
City of Brooklyn Park, MN Total	\$44
City of Brooksville, FL Total	\$9
City of Brownwood, TX Total	\$85
City of Buffalo, MN Total	\$8
City of Burbank, CA Total	\$29
City of Burleson, TX Total	\$7
City of Burlington, NC Total	\$3
City of Burlington, WI Total	\$53
City of Camden, SC Total	\$9
City of Canton, GA Total	\$7
City of Cape Girardeau, MO Total	\$30
City of Carlsbad, CA Total	\$59
City of Carmel, IN Total	\$7
City of Carrollton, GA Total	\$14
City of Cartersville, GA Total	\$45
City of Cayce, SC Total	\$32
City of Ceres, CA Total	\$53
City of Chandler, AZ Total	\$7
City of Charlotte, MI Total	\$18
City of Charlotte, NC Total	\$163
City of Chelsea, MI Total	\$7
City of Chicago, IL- Dept. of Water Total	\$2
City of Chippewa Falls, WI Total	\$19
City of Choctaw, OK Total	\$11
City of Circleville, OH Total	\$2
City of Claremore, OK Total	\$4
City of Clawson, MI Total	\$10

NAME	ADEQUATE ASSURANCE
City of Clemson, SC Total	\$13
City of Clermont, FL Total	\$18
City of Cleveland, Division of Water, OH Total	\$31
City of Clinton, MS Total	\$5
City of Clovis, CA Total	\$8
City of Cocoa, FL Total	\$83
City of Colleyville, TX Total	\$17
City of Columbia, SC - Water Total	\$218
City of Concord, NH Total	\$3
City of Conroe, TX Total	\$24
City of Conway, SC Total	\$8
City of Cookeville, TN Total	\$4
City of Corona, CA Total	\$18
City of Corpus Christi, TX-Utility Busine Total	\$109
City of Corsicana, TX Total	\$27
City of Cottage Grove, OR Total	\$57
City of Covington, GA Total	\$10
City of Covington, LA Total	\$5
City of Crest Hill, IL Total	\$52
City of Crossville, TN Total	\$4
City of Crown Point IN Total	\$9
City of Cumming, GA Total	\$19
City of Cuyahoga Falls, OH Total	\$4
City of Dallas, TX Total	\$317
City of Daly City, CA Total	\$52
City of Daphne, AL Total	\$15
City of Davenport, IA Total	\$19
City of Davison, MI Total	\$11
City of Dearborn Heights, MI Total	\$55
City of Decatur, TX Total	\$14
City of Deer Park, TX Total	\$10
City of Deerfield Beach, FL Total	\$132
City of Del City, OK Total	\$11
City of Del Rio Water & Gas Dept. Total	\$9
City of Deland, FL Total	\$24
City of Delray Beach, FL Total	\$43
City of Denton, TX Total	\$79
City of Dixon, CA Total	\$13
City of Dover, NH Total	\$73
City of Downey, CA Total	\$10
City of Dry Ridge, KY Total	\$10
City of Dunedin - Utility, FL Total	\$43
City of Durham, NC (Sewer/Water) Total	\$46
City of Eagan, MN Total	\$52
City of Eastpointe, MI Total	\$20
City of Eden Prairie, MN Total	\$8
City of Edgewater Utilities, FL Total	\$47
City of Edgewater, CO Total	\$76
City of Edmond, OK Total	\$30
City of Elgin, IL-Fox River Reclamation Total	\$41
City of Elizabethton, TN (Water/Sewer) Total	\$5
City of Englewood, OH Total	\$6
City of Euless, TX Total	\$31
City of Eureka, CA Total	\$22
City of Eureka, MO Total	\$5
City of Excelsior Springs, MO Total	\$19
City of Fairhope, AL Total	\$7
City of Fenton, MI Total	\$36
City of Florence, SC Total	\$13
City of Fond Du Lac, WI Total	\$51
City of Forest Grove, OR Total	\$24
City of Forest Hill, TX Total	\$96
City of Fort Lauderdale, FL Total	\$505
City of Fort Morgan, CO Total	\$17
City of Fort Oglethorpe, GA Total	\$9
City of Fort Walton Beach, FL Total	\$55
City of Fountain Valley, CA Total	\$13
City of Franklin, VA Total	\$41
City of Fresno, CA Total	\$58
City of Friendswood, TX Total	\$15
City of Frisco, TX Total	\$33
City of Gainesville, GA-PUD Total	\$28
City of Gainesville, TX Total	\$22
City of Gallipolis, OH Total	\$14
City of Garland Utility Services Total	\$89
City of Gastonia, NC Total	\$16
City of Geneva, IL Total	\$46
City of Gilroy, CA Total	\$133
City of Glendale, AZ Total	\$10
City of Glens Falls, NY Total	\$13
City of Gloucester, MA Total	\$13
City of Goldsboro, NC Total	\$4

NAME	ADEQUATE ASSURANCE
City of Gonzales, LA Total	\$7
City of Grand Blanc, MI Total	\$10
City of Grand Prairie, TX Total	\$48
City of Grand Rapids, MI Total	\$50
City of Grants Pass, OR Total	\$8
City of Greensboro, NC Total	\$39
City of Greenville, TX/GEUS Total	\$19
City of Gulf Breeze, FL Total	\$22
City of Gulfport, MS Total	\$9
City of Haines City, FL Total	\$4
City of Haltom City TX Total	\$107
City of Hamilton, OH Total	\$10
City of Hammond, LA Total	\$13
City of Hanford, CA Total	\$14
City of Hartsville, SC Total	\$6
City of Havelock, NC Total	\$19
City of Heath, OH Total	\$3
City of Henderson, NC Total	\$9
City of Henderson, NV - Utilities Srvc Total	\$48
City of Hialeah, FL-Dept of Water & Sewe Total	\$155
City of Hickory Hills, IL Total	\$11
City of Hickory, NC Total	\$32
City of High Point, NC Total	\$9
City of Hinesville, GA Total	\$54
City of Hollywood, FL Total	\$64
City of Homestead FL Total	\$10
City of Houston, TX - Water/Wastewater Total	\$145
City of Huber Heights, OH Total	\$6
City of Hudson, WI Total	\$18
City of Huntington Beach, CA Total	\$75
City of Hurst, TX Total	\$55
City of Independence, MO Total	\$24
City of Iowa City, IA Total	\$5
City of Irving, TX Total	\$114
City of Jackson, CA Total	\$20
City of Jacksonville, NC Total	\$91
City of Jamestown, NY Total	\$7
City of Joliet, IL Total	\$35
City of Kalamazoo, MI Total	\$66
City of Kingsport, TN Total	\$9
City of Kingsville, TX Total	\$64
City of Kinston, NC Total	\$9
City of Lacey, WA Total	\$5
City of Lafayette, IN Total	\$3
City of Lake Charles, LA Total	\$14
City of Lake City, FL Total	\$15
City of Lake Forest, IL Total	\$85
City of Lake Oswego, OR Total	\$45
City of Lake Wales, FL Total	\$23
City of Lakeport, CA Total	\$16
City of Lancaster, PA Total	\$4
City of Lancaster, SC Total	\$9
City of Lawrenceville, GA Total	\$9
City of League City, TX Total	\$7
City of Leesburg, FL Total	\$68
City of Leesville, LA Total	\$14
City of Lemoore, CA Total	\$7
City of Lenoir, NC Total	\$7
City of Lewisville, TX Total	\$18
City of Liberty, MO Total	\$24
City of Lima, OH Total	\$15
City of Lincoln Park, MI Total	\$13
City of Long Beach, CA Total	\$85
City of Long Beach, MS Total	\$8
City of Lorain, OH Total	\$5
City of Lowell, MA Total	\$31
City of Lumberton, NC Total	\$46
City of Mabank, TX Total	\$30
City of Madera, CA Total	\$8
City of Malden, MA Total	\$2
City of Manassas, VA Total	\$6
City of Mandeville, LA Total	\$13
City of Mansfield, OH Total	\$3
City of Mansfield, TX Total	\$130
City of Maple Grove, MN Total	\$28
City of Margate, FL Total	\$89
City of Marion, IL Total	\$5
City of Marion, OH Total	\$22
City of Marshall, TX Total	\$7
City of Maryville Utilities, TN Total	\$17
City of McAlester, OK Total	\$12
City of McComb, MS Total	\$59

NAME	ADEQUATE ASSURANCE
City of McHenry, IL Total	\$67
City of McKinney, TX Total	\$1,971
City of Mebane, NC Total	\$5
City of Melbourne, FL Total	\$12
City of Merced Total	\$33
City of Mesa, AZ Total	\$54
City of Mesquite, TX Total	\$8
City of Miami Beach, FL Total	\$120
City of Miamisburg, OH Total	\$10
City of Middletown, NY Total	\$75
City of Middletown, OH Total	\$25
City of Midwest City, OK Total	\$42
City of Milledgeville GA Total	\$5
City of Milpitas, CA Total	\$18
City of Milton, FL Total	\$10
City of Minnetonka, MN Total	\$1
City of Monroe Combined Utilities Total	\$39
City of Monroe, LA Total	\$22
City of Monroe, MI Total	\$118
City of Monroe, NC Total	\$21
City of Monrovia, CA Total	\$13
City of Moore, OK Total	\$5
City of Morgan Hill, CA Total	\$9
City of Morganton, NC Total	\$27
City of Mount Airy, NC Total	\$6
City of Mount Dora, FL Total	\$46
City of Mount Vernon, WA Total	\$38
City of Mountain View, CA Total	\$73
City of Mt. Pleasant, TX Total	\$9
City of Muskogee, OK Total	\$5
City of Myrtle Beach, SC Total	\$25
City of Naperville, IL Total	\$13
City of Neptune Beach, FL Total	\$6
City of New Baltimore, MI Total	\$27
City of New Bern, NC Total	\$12
City of Newark, DE Total	\$6
City of Newberg, OR Total	\$37
City of Niceville, FL Total	\$31
City of North Augusta, SC Total	\$9
City of North Bend, WA Total	\$31
City of North Las Vegas, NV- Finance Dep Total	\$51
City of North Miami, FL Total	\$310
City of Novi, MI Total	\$43
City of O Fallon, MO Total	\$16
City of Oak Harbor, WA Total	\$232
City of Oakdale, CA Total	\$4
City of Ocala, FL Total	\$101
City of Ocean Springs, MS Total	\$18
City of Oceanside, CA Total	\$37
City of Ocoee, FL Total	\$140
City of Oklahoma City, OK Total	\$134
City of Okmulgee, OK Total	\$8
City of Olathe, KS Total	\$33
City of Omak, WA Total	\$24
City of Onalaska, WI Total	\$11
City of Ontario, CA Total	\$34
City of Orange, TX Total	\$40
City of Oregon, OH Total	\$10
City of Ormond Beach, FL Total	\$6
City of Oswego, NY Total	\$21
City of Oviedo, FL Total	\$33
City of Owasso/Owasso Public Works Total	\$22
City of Oxnard, CA Total	\$20
City of Palatka, FL Total	\$8
City of Palestine, TX Total	\$12
City of Palm Coast, FL Total	\$31
City of Palo Alto, CA Total	\$230
City of Park Hills Water Dept, MO Total	\$5
City of Park Ridge, IL Total	\$160
City of Pasadena, CA Total	\$55
City of Pasadena, TX Total	\$10
City of Pasco, WA Total	\$25
City of Patterson, CA Total	\$8
City of Pembroke Pines, FL Total	\$33
City of Peoria, AZ Total	\$15
City of Peru, IL Total	\$2
City of Petersburg, VA Total	\$21
City of Phoenix, AZ Total	\$62
City of Pittsburg, CA Total	\$55
City of Plano, TX Total	\$50
City of Plant City, FL Total	\$43
City of Plantation, FL Total	\$5

NAME	ADEQUATE WATER ASSURANCE
City of Plymouth, IN Total	\$12
City of Plymouth, MN Total	\$39
City of Pompano Beach, FL Total	\$10
City of Pontiac, MI Total	\$59
City of Port Hueneme, CA Total	\$95
City of Port Orange, FL Total	\$14
City of Port St. Lucie, FL Total	\$61
City of Portland, OR Total	\$1,339
City of Poway, CA Total	\$38
City of Rainbow City, AL Total	\$56
City of Raleigh, NC Total	\$191
City of Red Bluff, CA Total	\$9
City of Redding, CA Total	\$51
City of Redmond, WA Total	\$33
City of Redwood City, CA Total	\$9
City of Richardson, TX Total	\$34
City of Richland, WA Total	\$51
City of Richmond Hill, GA Total	\$8
City of Richmond, VA Total	\$35
City of Rochester Hills-Water Total	\$20
City of Rochester, NY Total	\$15
City of Rock Hill, SC Total	\$39
City of Rockford, IL Total	\$8
City of Rome, GA Total	\$10
City of Roseburg, OR Total	\$138
City of Roxboro, NC Total	\$29
City of Royal Oak, MI Total	\$179
City of Rutland, VT Total	\$13
City of Saint Louis Park, MN Total	\$19
City of Sallisaw, OK Total	\$4
City of San Bernardino, CA - Water Total	\$21
City of San Diego, CA Total	\$296
City of Sand Springs, OK Total	\$5
City of Santa Barbara, CA Total	\$45
City of Santa Clara, CA Total	\$16
City of Santa Monica, CA Total	\$137
City of Santa Paula, CA Total	\$21
City of Sapulpa, OK Total	\$19
City of Savannah, GA Total	\$57
City of Scottsdale, AZ Total	\$23
City of Seabrook, TX Total	\$6
City of Seagoville, TX Total	\$10
City of Seattle/34016/34017 Total	\$187
City of Sherman, TX Total	\$21
City of Silvis, IL Total	\$11
City of Sioux City, IA Total	\$4
City of Snohomish, WA Total	\$190
City of Soledad Total	\$11
City of South Pasadena, CA Total	\$23
City of Sparks, NV Total	\$5
City of Spokane, WA Total	\$10
City of Springboro, OH Total	\$8
City of St. Augustine, FL Total	\$9
City of St. Charles, IL Total	\$3
City of St. Charles, MO Total	\$40
City of St. Clair Shores, MI Total	\$34
City of St. Clair, MI Total	\$19
City of St. Cloud Public Utilities, FL Total	\$11
City of St. Francis, WI Total	\$84
City of St. Louis, MO Total	\$44
City of St. Petersburg, FL Total	\$80
City of St. Robert, MO Total	\$6
City of Statesville, NC Total	\$4
City of Stephenville, TX Total	\$46
City of Sterling Heights Water Total	\$23
City of Stockton, CA Total	\$19
City of Stuart, FL Total	\$88
City of Sulphur, LA Total	\$12
City of Sumter, SC Total	\$16
City of Sunrise, FL Total	\$154
City of Syracuse, NY - Water Total	\$95
City of Tacoma Public Utilities Total	\$50
City of Tamarac, FL Total	\$53
City of Tampa, FL Total	\$217
City of Tarpon Springs, FL Total	\$7
City of Taylor, MI Total	\$8
City of Tehachapi, CA Total	\$14
City of Tempe, AZ Total	\$36
City of Temple Terrace, FL Total	\$6
City of Terrell, TX Total	\$30
City of Texas City, TX Total	\$4
City of Thibodaux, LA Total	\$2

NAME	ADEQUATE ASSURANCE
City of Thornton, CO Total	\$60
City of Thousand Oaks, CA Total	\$42
City of Titusville, FL Total	\$58
City of Toledo, OH Total	\$41
City of Tomball, TX Total	\$62
City of Troy, MI Total	\$71
City of Tucson, AZ Total	\$137
City of Tulare, CA Total	\$16
City of Tulsa, OK Total	\$194
City of Tustin, CA Total	\$11
City of Ukiah, CA Total	\$14
City of Union City, GA Total	\$29
City of University Park, TX Total	\$56
City of Urbana, OH Total	\$5
City of Uvalde, TX Total	\$34
City of Vandalia, OH Total	\$15
City of Vicksburg, MS Total	\$14
City of Victoria, TX Total	\$22
City of Villa Rica, GA Total	\$12
City of Virginia Beach, VA Total	\$162
City of Warner Robins, GA Total	\$24
City of Warr Acres, OK Total	\$1
City of Warren, MI Total	\$11
City of Watertown, NY Total	\$24
City of Waxahachie, TX Total	\$6
City of Wayzata, MN Total	\$12
City of Weirton, WV Total	\$15
City of West Columbia, SC Total	\$6
City of West Monroe, LA Total	\$8
City of West Palm Beach/Utilities Total	\$107
City of Westerville, OH Total	\$2
City of Westfield, MA Total	\$15
City of Westland, MI - Dept. 180701 Total	\$11
City of Westwego, LA Total	\$4
City of Wheaton, IL Total	\$2
City of Whiteville, NC Total	\$5
City of Wilton Manors, FL Total	\$30
City of Winder, GA Total	\$74
City of Winston-Salem, NC Total	\$28
City of Winter Park, FL Total	\$16
City of Wixom Utilities Total	\$13
City of Wood Dale, IL Total	\$3
City of Wood River, IL Total	\$4
City of Woodstock, GA Total	\$6
City of Worcester, MA Total	\$51
City of Wyoming, MI Total	\$27
City of Xenia, OH Total	\$10
City of Yuba City, CA Total	\$8
City of Zephyrhills, FL Total	\$5
City Utilities (Fort Wayne, IN) Total	\$74
City Utilities Dept - Pikeville, KY Total	\$12
City Water Works TN Total	\$34
Clay County Utility Authority, FL Total	\$72
Clayton County Water Authority Total	\$17
Clear Brook City MUD Total	\$12
Clear Lake City Water, TX Total	\$22
Clermont County Water Resources, OH Total	\$15
Cleveland Utilities Total	\$8
Cobb County Water System Total	\$283
Colchester Sewer and Water Commission Total	\$9
College Station Utilities - TX Total	\$41
Colorado Springs Utilities Total	\$289
Columbia County Water & Sewerage System Total	\$20
Columbia Power & Water Systems (CPWS) Total	\$7
Columbia Water Company Total	\$6
Columbus Water Works Total	\$8
Columbus-City Treasurer Power Sewer/Wat Total	\$474
Comfortsystems Total	\$8
Commissioners of Public Wks - Grnwood SC Total	\$10
Connecticut Water Company Total	\$45
Consolidated PWSD C-1 Total	\$8
Consolidated Waterworks District #1 Total	\$35
Coos Bay-North Bend Water Board Total	\$32
Cornerstones MUD Total	\$32
Council Bluffs Water Works Total	\$21
County of Henrico, VA Total	\$32
Coweta County Water Dept., GA Total	\$23
Cross Gates Utilities Total	\$13
Cullman Power Board Total	\$12
Dallas CO WCID #6 TX Total	\$23
Dalton Utilities, GA Total	\$5
DeKalb County Water/Sewer System Total	\$9

NAME	ADEQUATE ASSURANCE
Delta Charter Township, MI Total	\$5
Deltona Water Total	\$5
Denver Water Total	\$55
Dept of Public Utilities-Orangeburg Total	\$2
Dept of Utilities City of Quincy IL Total	\$14
Dept of Water Supply/CO of Hawaii Total	\$23
Deptford Township MUA, NJ Total	\$8
Des Moines Water Works Total	\$145
Destin Water Users, Inc. Total	\$7
Dover Water Commissioners NJ Total	\$26
Doylestown Township Municipal Authority Total	\$19
Duncan Public Utilities Authority Total	\$4
Dupage County Public Works Total	\$7
Durant City Utility, OK Total	\$9
Easley Combined Utilities, SC Total	\$25
East Bay Municipal Utility Dist (EBMUD) Total	\$495
East Peoria Water & Sewer Dept. Total	\$19
East Valley Water District Total	\$72
Eastern Municipal Water District Total	\$41
Easton Utilities Total	\$16
Eastside Utility District TN Total	\$76
Electric City Utilities/City of Anderson Total	\$18
Elizabethtown, KY-Water & Gas Total	\$12
Elkhart Public Utilities Total	\$6
Emerald Coast Utilities Authority Total	\$23
Energy Management Systems/Dept 0680 Total	\$6
Enterprise Water Works Board Total	\$7
Erie County Dept. of Environmental Serv. Total	\$7
Erie County Water Authority Total	\$26
Erie Water Works Total	\$30
Etowah Water & Sewer Authority GA Total	\$9
Eugene Water & Electric Board (EWEB) Total	\$126
Everett Utilities Total	\$22
Fairfax Water - VA Total	\$62
Fairfield Municipal Utilities Total	\$119
Farmington Light & Water Total	\$6
Faulkley Gully MUD Total	\$15
Fayette County Water System Total	\$26
Fewtek Inc Total	\$31
First Utility District of Knox County Total	\$8
Flint Township-Board of Public Works Total	\$9
Florence Water & Sewer Commission Total	\$20
Forsyth County Water GA Total	\$9
Fort Collins Utilities Total	\$93
Fort Collins-Loveland Water District Total	\$36
Fort Dodge Water Dept, IA Total	\$9
Fort Worth Water Dept, TX Total	\$315
Franklin Square Water District Total	\$14
Fremont City Waterworks, OH Total	\$7
Fruitport Charter Township, MI Total	\$28
Fry Road M.U.D. Total	\$7
Fulton County, GA Total	\$9
Georgetown Co. Water & Sewer Total	\$11
Georgetown Municipal Water & Sewer SVC Total	\$6
Georgetown Township Total	\$10
Gettysburg Municipal Authority PA Total	\$13
Glasgow Water Co. Total	\$5
Golden State Water Co. Total	\$439
Goshen Water & Sewer Total	\$14
Grand Island Utilities Department Total	\$6
Grand Strand Water & Sewer Total	\$41
Granger-Hunter Improvement District Total	\$38
Great Oaks Water Company Total	\$9
Greater Cincinnati Water Works Total	\$62
Green Mountain Water and Sanitation Dist Total	\$65
Greene County Sanitary Engineering Dept Total	\$6
Greenville Water Commission - TN Total	\$5
Greenfield Utilities Total	\$17
Greensburg Municipal Water & Wastewater Total	\$6
Greenville Utilities Commission, NC Total	\$51
Greenville Water Dept.,MS Total	\$25
Greenville Water System, SC Total	\$63
Greer Commission of Public Works, SC Total	\$7
Grove Municipal Service Authority Total	\$9
Guam Waterworks Authority Total	\$12
Guardian/N High St CTR Total	\$58
Gwinnett Co. Water Resources Total	\$97
Halifax County Service Authority Total	\$6
Hallsdale-Powell Utility District Total	\$11
Hardin County Water District 1 Total	\$11
Harris County MUD #153 Total	\$8
Harris County MUD #257 Total	\$11

NAME	ADEQUATE ASSURANCE
Harris County MUD #53 Total	\$9
Harris County WCID #110 Total	\$29
Harrison Township, MI Total	\$13
Hartland Township Total	\$9
Hartselle Utilities Board Total	\$8
Hazel Park Water Dept Total	\$83
Hazleton City Authority - Water Dept. Total	\$90
Hendersonville Water & Sewer Dept Total	\$4
Henry County Water and Sewer Authority Total	\$5
Herbert Yentis & Company Total	\$8
Heritage Village Water Company Total	\$19
Hernando County Utilities, FL Total	\$9
Hicksville Water District Total	\$3
Highland Sewer & Water Authority Total	\$12
Highlands Ranch Metro Districts Total	\$37
Highline Water District, WA Total	\$19
Hillsboro Public Utilities/OH Total	\$8
Hillsborough County Water Resource -BOCC Total	\$67
Hillview Water Co., Inc. Total	\$24
Hixson Utility District, TN Total	\$61
Holland Board of Public Works Total	\$10
Holland Charter Township, MI Total	\$7
Hopkinsville Water Environment Auth Total	\$6
HRSD/HRUBS Total	\$195
Illinois-American Water Company Total	\$49
Indiana-American Water Company Total	\$112
Indianapolis Water Company Total	\$60
Irvine Ranch Water District Total	\$79
Ista, North America /60878 Total	\$20
Jackson County Public Water Supply Dist Total	\$7
Jackson Township Municipal Utilities Aut Total	\$34
Janesville Water & Wastewater Utility Total	\$99
JEA/Jacksonville Electric Authority Total	\$312
Jefferson Parish, LA Total	\$200
Jenks Public Works Authority OK Total	\$6
Jessamine County Water Dist #1 Total	\$13
Johnson City Utility System Total	\$5
JPC Utilities, LLC Total	\$12
Kannapolis Water & Sewer Total	\$3
Kansas City Board of Public Utilities Total	\$17
KCMO Water Services Department Total	\$45
Kenosha Water Utility Total	\$116
Kentucky-American Water Company Total	\$72
Kissimmee Utility Authority Total	\$32
KUB-Knoxville Utilities Board Total	\$98
Lafayette Utilities Systems (LUS) Total	\$21
Lake Cities Municipal Utility Auth Total	\$20
Lake County Dept. of Utilities (OH) Total	\$184
Lakeland Electric/City of Lakeland,FL Total	\$73
Lancaster Utilities Collection-Office Total	\$12
Lansing Board of Water & Light Total	\$31
Las Vegas Valley Water District Total	\$29
Las Virgenes Municipal Water District Total	\$31
Lawrence Utilities, IN Total	\$5
Lawrenceburg Municipal Utilities Total	\$8
Lawrenceburg Utility Systems, TN Total	\$17
Lees Summit Water Utility Total	\$10
Lenoir City Utilities Board (LCUB) Total	\$6
Lincoln County Water Dept., NC Total	\$9
Lincoln Water System Total	\$4
Litchfield Park Service Company (LPSCO) Total	\$38
Little River Water & Sewerage Co, Inc Total	\$7
Lockport Waterworks and Sewerage System Total	\$3
Long Island American Water, NY Total	\$310
Los Angeles Dept of Water & Power/30808 Total	\$632
Loudoun Water Total	\$18
Louisiana Water Company (3) New Iberla Total	\$7
Louisville Water Company Total	\$230
Loves Park Water Department Total	\$6
Lower Bucks County Joint Total	\$46
Lower Saucon Authority Total	\$103
Macon Water Authority Total	\$20
Madison Co. Utilities District Total	\$36
Madison Water/Sewer/Storm Utilities, WI Total	\$263
Manitowoc Public Utilities, WI Total	\$3
Marina Coast Water District Total	\$8
Marion County Utilities FL Total	\$26
Marksville Water System, LA Total	\$8
Marlboro Township M.U.A. Total	\$98
Martin County Utilities Total	\$17
McKinleyville Community Services Dist Total	\$4
McMinnville Water & Light Total	\$31

NAME	ADEQUATE FINANCIAL ASSURANCE
Metropolitan St. Louis Sewer District Total	\$64
Metropolitan Utilities Distric/2166/3600 Total	\$134
MIAMI-DADE WATER AND SEWER DEPT Total	\$987
Middleton Water & Sewer Utility Total	\$9
Mid-Peninsula Water District Total	\$18
Midway Services Utilities Total	\$35
Midway Water System Total	\$19
Milwaukee Water Works Total	\$55
Minneapolis Finance Dept. Total	\$40
Misslon Bend MUD #2 Total	\$42
Missouri American Water/94551 Total	\$335
Mobile Area Water & Sewer System-MAWSS Total	\$41
Mobile County Water, Sewer & Fire, AL Total	\$7
Modern Electric Water Company Total	\$11
Moncks Corner Waterworks Total	\$6
Monroe County Water Authority Total	\$23
Montgomery County Water Services, OH Total	\$78
Morgantown Utility Board Total	\$91
Morristown Utility Commission Total	\$6
Mount Laurel Municipal Utilities Total	\$5
Mount Pleasant Waterworks, SC Total	\$12
Mountain Iron Public Utilities Total	\$12
MUD #47 Total	\$4
Muhlenberg Township Authority, PA Total	\$6
Muscatine Power and Water Total	\$11
National Exemption Service Total	\$10
Nevada Irrigation District, CA Total	\$19
New Castle Utilities, IN Total	\$22
New Jersey American Water Company/371331 Total	\$57
New Jersey American Water/371476 Total	\$20
Newnan Utilities, GA Total	\$7
Newport News Waterworks Total	\$61
North Marin Water District Total	\$15
North Penn Water Authority Total	\$10
North Port Utilities, FL Total	\$12
North Richland Hills Utility Total	\$21
Northshore Utility District Total	\$71
Northwest Park MUD Total	\$16
NYC Water Board Total	\$15
O.B.M.U.A. Total	\$22
Oak Hill Sanitary Board Total	\$2
Oconee County Utility Department Total	\$15
OCWA-Onondaga County Water Authority Total	\$62
Ogden City Utilities Total	\$79
Ohio-American Water Company Total	\$13
Okeechobee Utility Authority, FL Total	\$16
Olivenhain Municipal Water District-OMWD Total	\$24
Orange Vale Water Company Total	\$43
Orlando Utilities Commission Total	\$67
Otay Water District Total	\$67
Ottawa County Sanitary Engineer Total	\$17
Oxford Water Works, AL Total	\$5
Pace Water Systems, Inc Total	\$6
Padre Dam Municipal Water District Total	\$149
Paducah Water Works Total	\$7
Palm Bay Utilities Total	\$31
Palm Beach County Water Utilities Dept Total	\$152
Parker Water & Sanitation District Total	\$12
Parkersburg Utility Board Total	\$4
Pascagoula Utilities, MS Total	\$5
Pasco County Utilities Total	\$37
Passaic Valley Water Comm,NJ Total	\$123
Paulding County Water System, GA Total	\$5
Payson City Corporation, UT Total	\$22
Payson Water Department Total	\$11
Pemberton Township Water Dept. Total	\$36
Pennsylvania-American Water Company Total	\$184
Peoples Water Service Co of FL Total	\$11
Phenix City Utilities AL Total	\$59
Picayune Utility Dept, MS Total	\$29
Pico Water District CA Total	\$7
Pinellas County, FL-Utilities Total	\$65
Pittsburgh Water & Sewer Authority Total	\$15
Placer County Water Agency Total	\$101
Pleasant Grove City, UT Total	\$10
Polk County Utilities Divison Total	\$13
Pompton Lakes Borough MUA Total	\$7
Portland Water District - ME Total	\$22
Poteau Water Department, OK Total	\$6
Powdersville Water Co., Inc. Total	\$5
Prattville Water Works Board Total	\$7
Price Municipal Corporation, UT Total	\$9

NAME	ADEQUATE ASSURANCE
Provo City Utilities Total	\$29
Public Utility District of Skagit County Total	\$31
Public Water Supply Dist #2 Total	\$7
Public Works Comm. City of Fayetteville Total	\$67
Putnam Public Service District Total	\$7
Raytown Water Company Total	\$29
Red Lion Municipal Authority Total	\$3
Reynoldsburg Water Dept Total	\$34
Richland Township Water Authority Total	\$28
Richmond Water, Gas & Sewage Works Total	\$2
Ridgewood Water Total	\$10
Riverside Public Utilities, CA Total	\$85
Riviera Utilities - Foley Total	\$6
Roanoke Rapids Sanitary Dist NC Total	\$7
Rockdale Water Resources Total	\$34
Rocky Mount Public Utilities Total	\$31
Rolla Municipal Utilities Total	\$12
Rubio Canon Land & Water Assn. Total	\$34
Saint Paul Regional Water Services Total	\$40
Salt Lake City Corporation Total	\$38
San Jose Water Company Total	\$133
Sandy Township Municipal Authority Total	\$45
Santa Clarita Water Division Total	\$26
Santa Cruz Municipal Utilities Total	\$94
Saraland Water Service Total	\$12
Sarasota County Environmental Services Total	\$48
Scottsboro Water, Sewer and Gas Board Total	\$23
Security Water & Sanitation Districts Total	\$34
Sedalla Water Department Total	\$7
Seminole County, FL Total	\$7
Seneca Light & Water Total	\$14
Sewerage and Water Board of New Orleans Total	\$74
SFPUC-Water Department, CA Total	\$21
Shelby Township Dept of Public Works Total	\$6
Shorelands Water Co. Inc. Total	\$6
Shoreline Water District Total	\$168
Shorewood Municipal Utilities, WI Total	\$76
Silverdale Water District # 16 Total	\$21
South Alabama Utilities AL Total	\$8
South Bend Water Works Total	\$9
South Burlington Water Department Total	\$20
South Huntington Water District Total	\$9
South Ogden City Corporation Total	\$20
South Whitehall Township-PA Total	\$5
Southeast Morris County MUA Total	\$219
Southgate Water Department, MI Total	\$4
Southington Board of Water Commissioners Total	\$50
Spanaway Water Company Total	\$26
Spanish Fork City UT Total	\$2
Spartanburg Water System Total	\$13
Spectrum Utilities Solutions/Cincinnati Total	\$22
Speedway Water Works Total	\$7
Springfield Utility Board Total	\$37
St. Albans Municipal Utility Commission Total	\$9
St. Charles Parish Dept of Water Total	\$5
St. John The Baptist Parish Utilities Total	\$6
St. Lucie West Services District Total	\$33
St. Marys County Metropolitan Commission Total	\$11
Suburban Water Systems-West Covina Total	\$68
Suffolk County Water Authority - NY Total	\$86
Sun Prairie Water & Light Commission Total	\$21
Sweetwater Authority Total	\$117
Tennessee-American Water Company Total	\$30
The Colony Utility Department Total	\$43
The Newtown Artesian Water Company Total	\$53
Timber Lane UD Total	\$9
Toho Water Authority Total	\$5
Town of Aberdeen, NC Total	\$6
Town of Boone, NC Total	\$14
Town of Brownsburg, IN Total	\$4
Town of Cary, NC Total	\$21
Town of Castle Rock, CO Total	\$28
Town of Chesapeake Beach, MD Total	\$8
Town of Cicero, IL Total	\$26
Town of Clay Uniform Water Total	\$29
Town of Clayton, NC Total	\$5
Town of Culpeper, VA Total	\$6
Town of Davie, FL Total	\$19
Town of Dillon, CO Total	\$16
Town of Essex, VT Total	\$161
Town of Evans Water Dept Total	\$14
Town of Flower Mound, TX Total	\$57

NAME	ADEQUATE ASSURANCE
Town of Fuquay-Varina, NC Total	\$7
Town of Harrisburg, NC Total	\$9
Town of Hempstead, NY-Dept of Water/EMWD Total	\$28
Town of Holly Springs, NC Total	\$5
Town of Jupiter, FL Total	\$31
Town of Lake Placid, FL Total	\$17
Town of Lexington, SC Total	\$13
Town of Little Elm Total	\$48
Town of Mooresville, NC Total	\$5
Town of Normal, IL Total	\$9
Town of Purcellville, VA Total	\$9
Town of Smlthfield, NC Total	\$56
Town of Spring Lake, NC Total	\$8
Town of Stoneham, MA Total	\$144
Town of Walker, LA Total	\$35
Town of Warrenton, VA Total	\$2
Town of Wellesley, MA Total	\$17
Township of Bloomfield, NJ Total	\$7
Township of Falls Authority Total	\$40
Township of Haddon, NJ Total	\$15
Township of Parsippany-Troy Hills, NJ Total	\$63
Township of Pennsville, NJ Total	\$22
Township of Wall, NJ Total	\$37
Township of West Caldwell, NJ Total	\$15
Trail of the Lakes MUD, TX Total	\$9
Truckee Meadows Water Authority, NV Total	\$143
Tualatin Valley Water District Total	\$14
Tuolumne Utilities District Total	\$103
Unired Water Delaware Total	\$20
Unired Water New Jersey/Hackensack Total	\$14
Unired Water New York Total	\$80
Unired Water Pennsylvania Total	\$16
Unired Water Toms River Total	\$60
Utilities Commission, FL Total	\$19
Utilities Inc. of Louisiana Total	\$33
Utility Payment Processing BR Water Total	\$99
Utility Payment Processing Parish Water Total	\$5
UTILITY Recovery Systems Total	\$5
Vallecitos Water District Total	\$31
Valley Water Systems, Inc. Total	\$11
Van Buren Township, MI Total	\$11
VCCDD-LSSA Total	\$8
Ventura County Waterworks Total	\$9
Vernal City, UT Total	\$13
Vernon Parish Water and Sewer Commission Total	\$15
Vertex Business Services Total	\$50
Village of Antioch, IL Total	\$9
Village of Bartlett, IL Total	\$20
Village of Cary, IL Total	\$3
Village of Crestwood, IL Total	\$8
Village of Dansville, NY Total	\$96
Village of Deerfield, IL Total	\$2
Village of Forest Park, IL Total	\$26
Village of Fox Lake, IL Total	\$24
Village of Frankfort, IL Total	\$12
Village of Glen Carbon, IL Total	\$15
Village of Glendale Heights, IL Total	\$58
Village of Hoffman Estates, IL Total	\$5
Village of Jonesville, MI Total	\$6
Village of Lake In The Hills Water Dept Total	\$8
Village of Lake Zurich, IL Total	\$3
Village of Merrionette Park Total	\$43
Village of Newark, NY Total	\$18
Village of Olympia Fields, IL Total	\$7
Village of Romeoville, IL Total	\$6
Village of Round Lake Beach, IL Total	\$6
Village of Schaumburg, IL Total	\$4
Village of Shorewood, WI Total	\$61
Village of Tequesta, FL Total	\$9
Village of Tinley Park Total	\$18
Village of Wellington, FL Total	\$22
Village of Western Springs, IL Total	\$16
Village of Wintersville, OH Total	\$10
Virginia-American Water Company Total	\$113
Vista Irrigation District Total	\$158
Volusia County Water & Sewer Total	\$79
W. Harris County M.U.D. 9 Total	\$6
Walnut Valley Water District Total	\$12
Walnutport Authority, PA Total	\$23
Warminster Municipal Authority Total	\$41
Washington Suburban Sanitary Commission Total	\$16
Washington Utilities NC Total	\$26

NAME	ADEQUATE ASSURANCE
Washoe County Treasurer Total	\$21
Water District #49 Total	\$46
Water Gas & Light Commission Total	\$61
Water Revenue Bureau, PA Total	\$67
Water Service Corp of Kentucky/Aqua/KWS Total	\$4
Water Works & Sewer Board (Gadsden, AL) Total	\$18
Water Works District #3 Total	\$13
WaterOne Total	\$90
Waterstone Utility Services Total	\$86
Waukesha Water Utility Total	\$32
Wausau Water Works Total	\$17
West Allis Water & Sewer Utilities Total	\$183
West Bend Water Utility Total	\$102
West Carteret Water Corp Total	\$9
West Des Moines Water Works Total	\$15
West Sound Utility District Total	\$26
West Virginia-American Water Company Total	\$143
Western Municipal Water District/7000 Total	\$10
Wheeling Municipal Services Total	\$3
Whitworth Water District No. 2 Total	\$15
Williamsport Municipal Water Authority Total	\$16
Wilson Energy Utility Services Total	\$6
Wilton Water & Sewer Authority, NY Total	\$20
Windham Water/Sewer Department Total	\$18
Woodhaven Water Dept./MI Total	\$2
Woodinville Water District Total	\$61
Wooster City Services Total	\$16
Wyandotte Municipal Services, MI Total	\$27
Yarmouth Water District Total	\$14
Yorba Linda Water District Total	\$5
York Water Company Total	\$14
Zeeland Board of Public Works Total	\$3

Exhibit B

Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
:
In re : **Chapter 11**
:
BLOCKBUSTER INC., et al.,¹ : **Case No. 10-14997 (BRL)**
:
: **(Jointly Administered)**
:
Debtors. :
-----X

**ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 366 TERMINATING
THE DEBTORS' ADEQUATE ASSURANCE ESCROW ACCOUNT**

Upon the Motion², dated February 8, 2012, of BB Liquidating Inc. (f/k/a Blockbuster Inc.) and its debtor affiliates, as debtors and debtors in possession (collectively, the “*Debtors*” or “*Blockbuster*”), for an order pursuant to sections 105(a) and 366 of the Bankruptcy Code, requesting that the Escrow Agent terminate the Debtors’ Escrow Account established to provide adequate assurance to the Escrow Beneficiaries, and release the Adequate Assurance Balance to the Debtors, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-431 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Debtors having provided notice of the Motion and Hearing (as

¹ The Debtors, together with the last four digits of each Debtor’s federal tax identification number, are: Blockbuster Inc. (5102); Blockbuster Canada Inc. (1269); Blockbuster Digital Technologies Inc. (9222); Blockbuster Distribution, Inc. (0610); Blockbuster Gift Card, Inc. (1855); Blockbuster Global Services Inc. (3019); Blockbuster International Spain Inc. (7615); Blockbuster Investments LLC (6313); Blockbuster Procurement LP (2546); Blockbuster Video Italy, Inc (5068); Movielink, LLC (5575); Trading Zone Inc. (8588); and B² LLC (5219).

² Capitalized terms used and not otherwise defined herein shall have the meaning(s) ascribed to them in the Motion.

defined below) to the Notice Parties and no further notice is necessary; and the Court having held a hearing to consider the requested relief (the "**Hearing**"); and upon the record of the Hearing, and all of the proceedings before the Court, the Court finds and determines that the requested relief is in the best interest of the Debtors, their estates, creditors, and all parties in interest; the legal and factual bases set forth in the Motion establish just and sufficient cause to grant the requested relief herein; **IT IS HEREBY ORDERED THAT:**

1. The Motion is granted as provided herein.
2. The Escrow Agent is directed to terminate the Escrow Account within five (5) business days of the entry of this Order and release the Adequate Assurance Balance to the Debtors.
3. The Adequate Assurance Balance is the property of the Debtors' estates, and is free from any liens, interests or other encumbrances.
4. The relief granted herein applies to and shall be binding upon the Escrow Agent, the Escrow Beneficiaries, and all other parties in interest.
5. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.
6. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: _____, 2012
New York, New York

UNITED STATES BANKRUPTCY JUDGE

