



Control Number: 45188



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PUC DOCKET NO. 45188
SOAH DOCKET NO. 473-16-0478

2015 NOV -4 PM 3: 53
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JOINT REPORT AND APPLICATION OF §
ONCOR ELECTRIC DELIVERY §
COMPANY LLC, OVATION §
ACQUISITION I, L.L.C., OVATION §
ACQUISITION II, L.L.C., AND SHARY §
HOLDINGS, L.L.C. FOR REGULATORY §
APPROVALS PURSUANT TO PURA §
§§14.101, 37.154, 39.262(I)-(m), AND §
39.915 §

PUBLIC UTILITY COMMISSION
OF TEXAS

**SECOND SUPPLEMENTAL RESPONSE OF OVATION ACQUISITION I, L.L.C.,
OVATION ACQUISITION II, L.L.C., AND SHARY HOLDINGS, L.L.C.
TO THE COMMISSION STAFF'S FIFTH SET OF REQUESTS FOR INFORMATION**

Ovation Acquisition I, L.L.C., Ovation Acquisition II, L.L.C., and Shary Holdings, L.L.C. ("Purchasers") filed its Response to the Commission Staff's ("Staff") Fifth Set of Request for Information ("RFIs") on October 23, 2015 and supplemented that response on November 2, 2015. Purchasers hereby supplement their responses Staff's 5th RFIs. Purchasers reserve the right to object at the time of the hearing to the admissibility of information produced herein.

Respectfully submitted,

By: 

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HOLDINGS, L.L.C.

CERTIFICATE OF SERVICE

It is hereby certified that a copy of the foregoing has been hand delivered, sent via overnight delivery or first class United States mail, postage prepaid, or emailed to all parties of record in this proceeding, on this the 4th day of November, 2015.

A handwritten signature in black ink, appearing to be "S. M. O.", is written over a horizontal line.

STAFF 5-9

Provide all correspondence, e-mails, and other communications between OV, OV2, or Shary Holdings and the Debt Commitment Lenders, individually or as a group, regarding either the Transaction or the Debt Commitment Letter.

Response:

Responsive documents will be provided and Purchasers will supplement this response as soon as practicable.

SUPPLEMENTAL RESPONSE:

The information requested is voluminous and consists of highly sensitive confidential information. The documents will be made available in the Austin voluminous room. To access these documents, please call at least 24 hours in advance for an appointment in order to assure that there is sufficient space and someone is available to accommodate your inspection. To make an appointment at the Austin voluminous room, located at 600 Congress Avenue, Suite 2000, Austin, Texas, please call Sarah Merrick at 512-721-2715.

Please see Exhibit STAFF 5-9 for the Voluminous Highly Sensitive Confidential Index.

See also Purchasers' Supplemental Response to STAFF 5-6, STAFF 5-7, and STAFF 5-8.

SECOND SUPPLEMENTAL RESPONSE:

Please see Supplemental Exhibit STAFF 5-9 for the Voluminous Highly Sensitive Confidential Index.

Preparer: Counsel
Sponsor: N/A

VOLUMINOUS HIGHLY SENSITIVE CONFIDENTIAL INDEX

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3. Email from Jeff Singer to Kyle Wagner RE: Ovation model question, June 30, 2015, 2 pages
4. Email from Alison Magruder to Henrik Sandstrom and Saf Joshi RE: Lender presentation to be posted on Intralinks, September 22, 2015, 43 pages
5. Email from Daniel Pombo to Sarah Soong and Kyle Wagner RE: Project Ovation discussion, July 16, 2015, 2 pages
6. Email from Sarah Soong to Daniel Pombo RE: Project Ovation discussion, July 16, 2015, 2 pages
7. Email from A.J. Galainena to David Campbell, et al. RE: Project Ovation – Due Diligence Questions, August 17, 2015, 7 pages
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12. Email from Christopher Holt to Jon Fouts, et al. RE: Project Ovation – Executed Papers, August 26, 2015, 96 pages
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19. Email from R.A. McDonough to Sarah Soong RE: Ovation syndication recommendation, August 7, 2015, 2 pages
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21. Email from Daniel Pombo to R.A. McDonough and Sarah Soong RE: Ovation follow up, July 19, 2015, 3 pages
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41. Email from Sarah Soong to Carl Lichtenfels RE: Project Ovation – Financing Discussion, July 1, 2015, 67 pages
42. Email from A.J. Galainena to David Campbell, et al. RE: Project Ovation – Due Diligence Questions, August 17, 2015, 7 pages
43. Email from Alison Magruder to Henrik Sandstrom and Saf Joshi RE: Lender presentation to be posted on Intralinks, September 22, 2015, 43 pages
44. Email from A.J. Galainena to David Campbell, et al. RE: Project Ovation – Due Diligence Questions, August 17, 2015, 7 pages
45. Email from Geoff Ley to Saumil Agrawal RE: 2018E Sensitivity, July 10, 2015, 2 pages
46. Email from Geoff Ley to Mark Costello RE: Ovation sensitivity model, August 31, 2015, 2 pages

SECOND SUPPLEMENTAL RESPONSE

47. Email from Sarah Soong to David Campbell, et al. RE: Lender presentation to be posted on Intralinks, September 20, 2015, 34 pages
48. Email from A.J. Galainena to David Campbell, Sarah Soong and Will Messer RE: Project Ovation – Draft Lender Presentation, August 14, 2015, 34 pages
49. Email from A.J. Galainena to David Campbell, Sarah Soong and Will Messer RE: Project Ovation – Draft Lender Presentation, August 13, 2015, 29 pages