

As a result of internal and external transmission system security studies in the fall of 2002, a unique risk to the MPS system was identified due to a condition on an NB Power breaker at the Beechwood 138 kV substation in Canada. The risk was that for a single breaker malfunction at Beechwood substation, MPS could lose two of its three main interconnections with NB Power. The loss of these interconnections, coupled with the uncertainty of on-system merchant generation levels, required MPS to act to prevent conditions that could result in an outage. Consequently, MPS paid NB Power \$125,900 in December of 2003, for installing a series breaker, which eliminated this risk to the MPS transmission system.

In order to address system security and reliability needs, MPS is also evaluating the construction of additional interconnections with NB Power. Such projects, subject to further analysis and regulatory approvals, would increase available and total transmission capacities. In addition, MPS is evaluating the merits of joining a new Independent System Operator ("ISO") or Regional Transmission Organization ("RTO"). At this time it is unclear as to the potential outcome of these efforts. Further, due to shortages of peaking generation capacity within the Maritimes region, MPS is evaluating other non-transmission options to ensure system reliability. Such alternative options may require legislative or regulatory approvals.

Item 3. Legal Proceedings

Item 3 (i) Maine and Maritimes Corporation

(a) Maine Public Utilities Commission, Request for Approval of Reorganization of MPS Into a Holding Company Structure, Docket No. 2002-676

On October 31, 2002, MPS filed a request for MPUC approval of the formation of a Maine-based holding company structure. Under this structure, MPS, EA, as well as other affiliates or subsidiaries, the creation of which was anticipated to occur at a later date, would become subsidiaries of a holding company, HoldCo. In its application, MPS stated that the corporate restructuring would be accomplished through a "reverse triangular merger," similar to the one employed in CMP's Application for Approval of Reorganization, of Transactions with Affiliated Interests, and Transfer of Assets, MPUC Docket No. 97-930.

The proposed MPS restructuring constituted a reorganization requiring MPUC approval pursuant to the provisions of 35-A M.R.S.A. § 708. In addition to the proposed reorganization, MPS also requested the approval of certain stock issuances and affiliated interest transactions.

Specifically, MPS requested MPUC approval of the following transactions and arrangements:

1. the creation of a corporation ("HoldCo") that became the parent company of MPS through its ownership of all outstanding company stock of MPS;
2. the creation of a corporation ("MergeCo") whose only purpose was to facilitate the corporate reorganization and which, when organized, became a wholly-owned subsidiary of HoldCo and which ceased to exist, once it had served its purpose;
3. the conversion and exchange of all the outstanding shares of MPS's common stock into an equal number of shares of HoldCo's common stock (to the degree that the conversion and exchange of MPS stock to be effected in that transaction was deemed to constitute an issuance of utility stock within the meaning of 35-A M.R.S.A. §§ 901 and 902);
4. the merger of MergeCo into MPS, with MPS as the surviving corporation, and the resulting conversion of the outstanding shares of MergeCo common stock into a number of shares of the common stock of MPS equal to the number of shares of MPS's common stock outstanding immediately prior to the share conversion described in item 3 above, which was deemed issued by MPS for this purpose;

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