

Received _____
Examined _____

CLASS D
WATER UTILITIES

U# _____

2012
ANNUAL REPORT
OF

Keene Water System

(NAME UNDER WHICH CORPORATION, PARTNERSHIP, OR INDIVIDUAL IS DOING BUSINESS)

Union Pacific Company

Attn: Robert Bylsma

10031 Foothills Blvd. , Suite 200 Roseville, CA 95747

(OFFICIAL MAILING ADDRESS)

ZIP

TO THE
PUBLIC UTILITIES COMMISSION
STATE OF CALIFORNIA
FOR THE YEAR ENDED DECEMBER 31, 2012

REPORT MUST BE FILED NOT LATER THAN APRIL 2, 2013

TABLE OF CONTENTS

	<u>Page</u>
Instructions	2
General Information	3
Excess Capacity and Non-Tariffed Services	4
Safe Drinking Water Bond Act / State Revolving Fund Data	5-6
Schedule A - Balance Sheet	7
Schedule B - Water Plant In Service	8
Schedule C - Reserve for Depreciation of Utility Plant	8
Schedule D - Capital Stock Outstanding (As of December 31, 2012)	9
Schedule E - Long-Term Debts	9
Schedule F - Income Statement	10
Schedule G - Source of Supply and Water Developed Wells	11
Schedule H - Water Delivered to Metered Customers	11
Schedule I - Employees and Their Compensation	11
Schedule J - Advances for Construction	12
Schedule K - Total Meters and Services (Active and Inactive)	12
Schedule L - Meter Testing Data	12
Schedule M - Service Connections at End of Year	12
Schedule N - Storage Facilities	12
Schedule O - Footages of Pipe (Excluding Service Pipes)	12
Facility Fees Data	13
Declaration	14

INSTRUCTIONS

1. Two completed and signed hard copies of this report and one electronic copy must be filed **NOT LATER THAN APRIL 2, 2013**, with:

**CALIFORNIA PUBLIC UTILITIES COMMISSION
DIVISION OF WATER AND AUDITS
ATTN: KAYODE KAJOPAIYE
505 VAN NESS AVENUE, ROOM 3105
SAN FRANCISCO, CALIFORNIA 94102-3298
kok@cpuc.ca.gov**

2. Failure to file the report on time may subject a utility to the penalties and sanctions provided by the Public Utilities Code.
3. The Oath on Page12, must be signed by an authorized officer, partner, or owner.
4. The report must be prepared in ink, typed or computer generated.
5. The report must be filled in, and every question answered. LEAVE NO SCHEDULE BLANK. Insert the words "none" or "not applicable" or "n/a" when appropriate.
6. Certain balance sheet and income statement accounts flow to supplemental schedules. The totals of the details in the latter must agree with the balances of the accounts to which they refer.
7. Some schedules provide for a "balance at beginning of year." The amount shown should agree with the "balance at end of year" as shown in the report for the previous year. If there is a difference it should be explained by footnote.
8. When there is insufficient space in a schedule to permit a complete statement of the requested information, insert sheets should be prepared and identified by the number of the schedule to which it refers. Be certain that the inserts are securely attached to the report. If inserts are needed, prepare all inserts in one separate electronic file in Microsoft Excel format and file it with the electronic file of this report.
9. This report must cover the calendar year from January 1, 2012, through December 31, 2012. Fiscal year reports will not be accepted.

CLASS D WATER UTILITIES
(HAVING LESS THAN 500 SERVICE CONNECTIONS)

Keene Water System

(Name under which corporation, partnership or individual is doing business)

Union Pacific Railroad Company Attn: Robert Bylsma 10031 Foothills Blvd., Suite 200 Roseville, CA 95614

(Official mailing address)

Communities of Keene and Woodford in Kern County

(Service Area - Town and County)

Telephone Number: 916-789-6229 **Fax Number:** 916-789-6227

Email Address: RCBYLSMA@up.com

GENERAL INFORMATION

(Attach a supplementary statement, if necessary)
RETURN ORIGINAL TO COMMISSION, NO PHOTOCOPIES.

1. If a corporation show:
(A) Date of organization N/A incorporated in the State of N/A

(B) Names, titles and addresses of principal officers: _____

2. If unincorporated provide the name and address of the owner(s) or the partners:

Union Pacific Railroad Company 1400 Douglas Street Omaha, NE 68179

3. Name, title, and telephone number of:

(A) One person listed above to receive correspondence: Robert Bylsma, Regional Environmental Counsel, 916-789-6229

(B) Person responsible for operations and services: Robert Bylsma, Regional Environmental Counsel, 916-789-6229

4. Were any contracts or agreements in effect with any organization or person covering service, supervision and/or management of your business affairs during the year? (Yes or No) No

If so, what was the nature and the amount of each payment made under the agreement, to whom were payments made, and to what account was each payment charged?

5. State the names of associated companies or persons which, directly or indirectly, or through one or more intermediaries, control, or are controlled by, or are under common control with respondent:

PUBLIC HEALTH STATUS

- 6. Has state or local health department inspection been made during the year?
- 7. Are routine laboratory tests of water being made?
- 8. Has state health department water supply permit been obtained? (Indicate date)
- 9. If no permit has been obtained, state whether application has been made and when.
- 10. Show expiration date if state permit is temporary.

Yes	No	Latest Date
	X	12/20/2012
X		12/31/2012
X		5/31/1995

11. List Name, Grade, and License Number of all Licensed Operators:

N/A

Excess Capacity and Non-Tariffed Services

NOTE: In D.00-07-018, D.03-04-028, and D. 04-12-023, the CPUC set forth rules and requirements regarding water utilities provision of non-tariffed services using excess capacity. These decisions require water utilities to: 1) file an advice letter requesting Commission approval of that service, 2) provide information regarding non-tariffed goods/services in each company's Annual Report to the Commission.

Based on the information and filings required in D.00-07-018, D.03-04-028, and D.04-12-023, provide the following information by each individual non-tariffed goods and services provided in calendar year 2012:

Applies to All Non-Tariffed Goods/Services that require Approval by Advice Letter											
Row No.	Description of Non-Tariffed Good/Service	Active or Passive	Total Revenue Derived From Non-Tariffed Goods/ Services (by account)	Revenue Account Number	Total Expenses Incurred to Provide Non-Tariffed Goods/ Services (by Account)	Expense Account Number	Advice Letter and/or Resolution Number Approving Non-Tariffed Goods/ Services	Total Income Tax Liability Incurred Because of Non-Tariffed Goods/ Services (by Account)	Income Tax Liability Account Number	Gross Value of Regulated Assets Used in the Provision of a Non-Tariffed Goods/ Services (by Account)	Regulated Asset Account Number

**FOR ALL WATER COMPANIES
SAFE DRINKING WATER BOND ACT/STATE REVOLVING FUND DATA**

Please provide the following information relating to each Safe Drinking Water Bond Act (SDWBA) or Safe Drinking Water State Revolving Fund loan surcharge collection for the calendar year. Please use one page per loan.

1. Current Fiscal Agent: N/A

Name: _____
 Address: _____
 Phone Number: _____
 Account Number: _____
 Date Hired: _____

2. Total surcharge collected from customers during the 12 month reporting period:

\$ _____

Meter Size	No. of Metered Customers	Monthly Surcharge Per Customer
3/4 inch		
1 inch		
1 1/2 inch		
2 inch		
3 inch		
4 inch		
6 inch		
Number of Flat Rate Customers		
Total		

3. Summary of the bank account activities showing:

Balance at beginning of year	\$ _____
Deposits during the year	_____
Interest earned for calendar year	_____
Withdrawals from this account	_____
Balance at end of year	_____

4. Reason or Purpose of Withdrawal from this bank account:

**FOR ALL WATER COMPANIES
SAFE DRINKING WATER BOND ACT/STATE REVOLVING FUND DATA (Continued)**

5. Plant amounts included in Schedule A-1a, Account No. 101--Water Plant in Service which were funded using SDWBA or SRF funds:

Line No.	Acct. No.	Title of Account (a)	Balance Beginning of Year (b)	Plant Additions During Year (c)	Plant Retirements During Year (d)	Other Debits* or (Credits) (e)	Balance End of Year (f)
1		NON-DEPRECIABLE PLANT					
2	301	Intangible plant					
3	303	Land					
4		Total non-depreciable plant					
5		DEPRECIABLE PLANT					
6	304	Structures					
7	307	Wells		NOT APPLICABLE			
8	317	Other water source plant					
9	311	Pumping equipment					
10	320	Water treatment plant					
11	330	Reservoirs, tanks and standpipes					
12	331	Water mains					
13	333	Services and meter installations					
14	334	Meters					
15	335	Hydrants					
16	339	Other equipment					
17	340	Office furniture and equipment					
18	341	Transportation equipment					
19		Total depreciable plant					
20		Total water plant in service					

SCHEDULE A - BALANCE SHEET (AS OF DECEMBER 31, 2012)

Line	Acct.	Assets	Balance
1	101	Water Plant In Service	1,408,669
2	101.1	SDWBA Plant	
3	103	Water Plant Held for Future Use	
4	104	Water Plant Purchased or Sold	
5	105	Water Plant Construction Work in Progress	
6	100.3	Construction Work in Progress (Prop 50)	
7	108	Accumulated Depreciation of Water Plant	(299,450)
8	108.1	Accumulated Amortization of SDWBA Loan	
9	114	Water Plant Acquisition Adjustments	
10	121	Non-water Utility Property and Other Assets	
11	121.3	Cash - Miscellaneous Special Deposits (Prop 50)	
12	122	Accumulated Depreciation of Non-water Utility Property	
13	124	Other Investments	
14	131	Cash	
15	132	Special Deposits	
16	141	Accounts Receivable - Customers	\$16,328
17	142	Receivables from Associated Companies	
18	143	Accumulated Provision for Uncollectible Accounts	
19	151	Materials and Supplies	
20	174	Other Current Assets	
21	180	Deferred Charges	
22			
23			
24		Total Assets	1,125,547
Line	Acct.	Equity and Liabilities	Balance
25	201	Common Stock (for corporations only)	
26	204	Preferred Stock (for corporations only)	
27	211	Other Paid-in Capital (for corporations only)	
28	215	Retained earnings (for corporations only)	(\$2,093,681)
29	218	Proprietary Capital (for proprietorships and partnerships only)	
30	224	Long-Term Debt	
31	231	Accounts Payable	
32	232	Short-Term Notes Payable	
33	233	Customer Deposits	
34	236	Taxes Accrued	
35	237	Interest Accrued	
36	241	Other Current Liabilities	3,219,228
37	250	Reserve for Depreciation of Utility Plant (Prop 50)	
38	252	Advances for Construction	
39	253	Other Credits	
40	255	Accumulated Deferred Investment Tax Credits	
41	266	Publicly Funded Grant Plant (Prop 50)	
42	271	Contributions in Aid of Construction	
43	272	Accumulated Amortization of Contributions	
44	282	Accumulated Deferred Income Taxes - ACRS Depreciation	
45	283	Accumulated Deferred Income Taxes - Other	
46			
47			
48		Total Equity and Liabilities	1,125,547

SCHEDULE B - WATER PLANT IN SERVICE (AS OF DECEMBER 31, 2012)

Line	Acct	Title of Account	Balance Beg of Year	Plant Additions During year	Plant Retirements During year	Other Debits or (Credits)	Balance End of year
1	301	Intangible Plant					
2	303	Land					
3	304	Structures					
4	307	Wells					
5	311	Pumping Equipment	54,737				54,737
6	317	Other Water Source Plant					
7	320	Water Treatment Plant					
8	330	Reservoirs, Tanks and Standpipes					
9	331	Water Mains	1,353,932				1,353,932
10	333	Services and Meter Installations					
11	334	Meters					
12	335	Hydrants					
13	339	Other Equipment					
14	340	Office Furniture and Equipment					
15	341	Transportation Equipment					
16		Total water plant in service	1,408,669				1,408,669

* Debit or credit entries should be explained by footnotes or supplementary schedules

SCHEDULE C - RESERVE FOR DEPRECIATION OF UTILITY PLANT (AS OF DECEMBER 31, 2012)

Line	Item	Account 108 Water Plant	Account 108.1 SDWBA Loans	Water Plant Funded by Prop 50 (For information only)	
1	Balance in reserves at beginning of year	(264,233)			A. Method used to compute
2	Add: Credits to reserves during year				depreciation expense
3	(a) Charged to Account No. 272				(Acct. 403) and rate.
4	(b) Charged to Account No. 403	(35,217)			2.5 % per year
5	(c) Charged to Account No. 407				B. Amount of depreciation expense
6	(d) Salvage recovered				or to be claimed on utility property
7	(e) All other credits				in your federal income tax return
8	Total credits				for the year covered by this
9	Deduct: Debits to reserves during year				report \$
10	(a) Book cost of property retired				
11	(b) Cost of removal				C. State method used to compute
12	(c) All other debits				tax depreciation.
13	Total debits				
14	Balance in reserve at end of year	(299,450)			
15	(1) Explanation of all other credits				
16	(2) Explanation of all other debits				

SCHEDULE D - CAPITAL STOCK OUTSTANDING (AS OF DECEMBER 31, 2012)

Line	Description	Shareholder Name	Number of Shares	Par Value
1	Common Stocks			
2	Common Stocks			
3	Common Stocks			
4	Common Stocks			
5	Common Stocks			
6	Common Stocks	N/A		
7	Common Stocks			
8	Common Stocks			
9	Common Stocks			
10	Common Stocks			
11	Total - Common Stocks			
12	Preferred Stocks			
13	Preferred Stocks			
14	Preferred Stocks			
15	Preferred Stocks			
16	Preferred Stocks			
17	Total - Preferred Stocks			
18	Total annual dividends declared and/or paid to common stockholders			\$
19	Percentage of total annual dividend to common stockholders as a percentage of total net income (%)			
20	Total annual dividends declared and/or paid to preferred stock shareholders			\$
21	Percentage of total annual dividend to preferred stockholders as a percentage of total net income (%)			

SCHEDULE E - LONG-TERM DEBTS

Line	Class	Date of Issuance	Date of Maturity	Principle Amount Authorized	Interest Rate (%)	Accrued Interest for Current Year	Interest Paid for Current Year	Outstanding Balance as of 12/31/2012
1								
2								
3								
4				N/A				
5								
6								
7								
8								
9								
10								
11	Total							

Note: Please use duplicate page(s) to meet your company's needs if more lines are needed

SCHEDULE F - INCOME STATEMENT

Line	Acct.	Description	Balance
1		Operating Revenues:	
2	460	Unmetered Water Revenue	
3	462	Fire Protection Revenue	
4	465	Irrigation Revenue	
5	470	Metered Water Revenue	\$131,691
6	475	Approved Total Surcharge Revenue(s)	
7	480	Other water revenue	
8		Total Revenue Received	\$131,691
9		Less: Revenue Deductions	
10		SDWBA/SRF Surcharge Revenue	
11		Total Operating Revenue	\$131,691
12		Operating Expenses:	
13	610	Purchased Water	
14	615	Power	
15	618	Other Volume Related Expenses	
16	630	Employee Labor	
17	640	Materials	
18	650	Contract Work	\$53,031
19	660	Transportation Expense	\$260,380
20	664	Other Plant Maintenance Expenses	\$1,112
21	670	Office Salaries	
22	671	Management Salaries	
23	674	Employee Pensions and Benefits	
24	676	Uncollectible Accounts Expense	
25	678	Office Services and Rentals	
26	681	Office Supplies and Expense	
27	682	Professional Services	\$967
28	684	Insurance	
29	688	Regulatory Commission Expense	\$1,785
30	689	General Expense	\$3,118
31		Total Operating Expenses	\$320,393
32	403	Depreciation Expense	35,217
33	407	SDWBA/SRF Loan Amortization Expense	
34	408	Taxes Other Than Income Taxes	\$2,380
35	409	State Corporate Income Tax expense	
36	410	Federal Corporate Income Tax Expense	
37		Total Operating Revenue Deductions	357,990
38		Utility Operating Income	(\$226,299)
39	421	Non-utility Income	
40	426	Miscellaneous Non-utility Expense	
41	427	Interest Expense	
42		Net Income	(\$226,299)

SCHEDULE G - SOURCES OF SUPPLY AND WATER DEVELOPED WELLS					
Location	No.	Diam. Inch	Depth to Water Feet	Pumping Capacity (g.p.m.)	Annual Quantities Pumped
Not Applicable - Wells were shut down per request from PUC on 1/1/2010					
OTHER					
Streams or Springs Location of Diversion Point	Flow in Priority Right		(Unit) Diversions		Annual Quantities Diverted
	Claim	Capacity	Max	Min	Unit
Purchased water (unit)					
Supplier: Water delivered from Tehacapi, CA to Keene Fred Youngren				Annual Quantity (Gal)	
				6,439,400.00	

SCHEDULE H - WATER DELIVERED TO METERED CUSTOMERS			
(If figures are available) (specify unit)			
Classification of Service	Month of Year		Total for Year
	Maximum	Minimum	
Residential	257,634	100,409	1,853,307
Commercial	472,878	79,975	3,383,295
Industrial			
Fire Protection	290,770	36,430	1,549,640
Irrigation			
Other (specify)			
Total			6,786,242

SCHEDULE I - EMPLOYEES AND THEIR COMPENSATION						
Line	Acct	Account	Number at End of Year	Salaries Charged to Expense	Salaries Charged to Plant Accounts	Total Salaries and Wages Paid
1	630	Employee Labor		0	0	0
2	670	Office salaries				
3	671	Management salaries				
4		Total		0	0	0

SCHEDULE J - ADVANCES FOR CONSTRUCTION	
Balance beginning of year	
Additions during year	
Subtotal - Beginning balance plus additions during year	
Refunds	
Transfers to Acct. 271 - Contributions in Aid of Construction	
Balance end of year	N/A

SCHEDULE K - TOTAL METERS AND SERVICES (Active and Inactive)		
Size	Meters	Services
5/8 x 3/4-in	33	33
3/4-in		
1-in		
2-in	2	2
-in		
Total	35	35

SCHEDULE L - METER-TESTING DATA	
Number of meters tested during year	
1 Used, before repair	N/A
2 Used, after repair	
3 Fast, requiring refund	
Numbers of meters in service requiring test per General Order No. 103	

SCHEDULE M - SERVICE CONNECTIONS AT END OF YEAR								
Classification	Active			Inactive			Total connections	
	Metered	Flat	Total	Metered	Flat	Total	Metered	Flat
Residences	20	0	20	12		12	32	0
Industrial/Commercial	2	0	2			0	2	0
Irrigation	0	0	0			0	0	0
Fire Protection (public)	1	0	1			0	1	0
Fire Protection (private)	0	0	0			0	0	0
Other (specify)	0	0	0			0	0	0
Total	23	0	23	12	0	12	35	0

NOTE: Total connections (metered plus flat) should agree with total services in Schedule K.

SCHEDULE N - STORAGE FACILITIES			SCHEDULE O - FOOTAGES OF PIPE (EXCLUDING SERVICE PIPES)					
Description	No.	Combined capacity in gallons	Description	2" and under	2 1/4 to 3 1/4	4"	Other sizes (specify) 6"	Totals
Concrete			Cast Iron					0
Earth			Welded steel					0
Wood			Standard screw					0
Steel	2	50000	Cement-asbestos					0
Other			Plastic			2,925	10,000	12,925
			Other (specify)					0
			Copper	925				925
								0
Total	2	50,000	Total	925		2,925	10,000	13,850

FACILITY FEES DATA

Please provide the following information relating to Facility Fees collected for the calendar year 2012, pursuant to Resolution No. W-4110.

1. Trust Account Information:

Bank Name: _____ N/A
 Address: _____
 Account Number: _____
 Date Opened: _____

2. Facilities Fees collected for new connections during the calendar year:

A. Commercial

NAME	AMOUNT
_____	_____
_____	\$ _____
_____	\$ _____
_____	\$ _____
_____	\$ _____
_____	\$ _____

B. Residential

NAME	AMOUNT
_____	_____
_____	\$ _____
_____	\$ _____
_____	\$ _____
_____	\$ _____
_____	\$ _____

3. Summary of the bank account activities showing:

	AMOUNT
Balance at beginning of year	\$ _____
Deposits during the year	_____
Interest earned for calendar year	_____
Withdrawals from this account	_____
Balance at end of year	_____

4. Reason or Purpose of Withdrawal from this bank account:

DECLARATION

(PLEASE VERIFY THAT ALL SCHEDULES ARE ACCURATE AND COMPLETE BEFORE SIGNING)

I, the undersigned Heidi Brammer
Officer, Partner, or Owner (Please Print)
of Keene Water System
Name of Utility

under penalty of perjury do declare that this report has been prepared by me, or under my direction, from the books, papers and records of the respondent; that I have carefully examined the same, and declare the same to be a complete and correct statement of the business and affairs of the above-named respondent and the operations of its property for the period of January 1, 2012, through December 31, 2012.

Senior Manager - Financial Reporting
Title (Please Print)

Heidi Brammer
Signature

(402)-544-4887
Telephone Number

4/1/2013
Date