

MAINE PUBLIC SERVICE CO  
Form 10-Q  
May 10, 2001

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 10-Q

Quarterly Report Under Section 13 or 15(d) of

The Securities Exchange Act of 1934

For Quarter Ended

March 31, 2001

Commission File No. 1-3429

Maine Public Service Company

(Exact name of registrant as specified in its charter)

Maine

(State or other jurisdiction of incorporation or organization)

01-0113635

(I.R.S. Employer Identification No.)

209 State Street, Presque Isle, Maine

(Address of principal executive office)

04769

(Zip Code)

Registrant's telephone number, including area code 207-768-5811

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X . No .

(APPLICABLE ONLY TO CORPORATE ISSUERS:)

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the close of the period covered by this report.

Common Stock, \$7.00 par value - 1,573,060 shares

Form 10-Q

## PART 1. FINANCIAL INFORMATION

### Item 1. Financial Statements

See the following exhibits - Maine Public Service Company and Subsidiaries Condensed Consolidated Financial Statements, including a statement of consolidated income for the quarter ended March 31, 2001, and for the corresponding period of the preceding year; a consolidated balance sheet as of March 31, 2001, and as of December 31, 2000, the end of the Company's preceding fiscal year; and a statement of consolidated cash flows for the period January 1 (beginning of the fiscal year) through March 31, 2001, and for the corresponding period of the preceding year.

In the opinion of management, the accompanying unaudited condensed consolidated financial statements present fairly the financial position of the Companies at March 31, 2001 and December 31, 2000, and the results of their operations for the three months ended March 31, 2001 and their cash flows for the three months ended March 31, 2001, and for the corresponding period of the preceding year.



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MAINE PUBLIC SERVICE COMPANY AND SUBSIDIARIES

STATEMENTS OF CONSOLIDATED OPERATIONS

(Unaudited)

(Dollars in Thousands Except Per Share Amounts)

|                                  | Three Months Ended |          |
|----------------------------------|--------------------|----------|
|                                  | March 31,          |          |
|                                  | 2001               | 2000     |
| Operating Revenues               | \$21,086           | \$17,567 |
| EA-Standard Offer Service Margin | 983                | 312      |
| Total Revenues                   | 22,069             | 17,879   |
| Operating Expenses               |                    |          |
| Energy Supply                    | 10,727             | 9,290    |

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|   |         |         |
|---|---------|---------|
| Operation and Maintenance                           | 2,860   | 2,995   |
| Depreciation  | 618     | 580     |
| Amortization of Stranded Costs                      | 2,174   | 804     |
| Amortization  | 54      | 252     |
| Taxes Other Than Income                             | 347     | 346     |
| Provision for Income Taxes                          | 1,839   | 1,151   |
| Total Operating Expenses                            | 18,619  | 15,418  |
| Operating Income                                    | 3,450   | 2,461   |
| Other Income (Deductions)                           |         |         |
| Equity in Income of Associated Companies            | 85      | 80      |
| Allowance for Equity Funds Used During Construction | 19      | 1       |
| Provision for Income Taxes                          | (139)   | (226)   |
| Other - Net   | 53      | 517     |
| Total   | 18      | 372     |
| Income Before Interest Charges                      | 3,468   | 2,833   |
| Interest Charges                                    |         |         |
| Long-Term Debt and Notes Payable                    | 674     | 1,016   |
| Less Carrying Costs-Stranded Costs and Allowance    |         |         |
| for Borrowed Funds used During Construction         | (245)   | (74)    |
| Total   | 429     | 942     |
| Net Income Available for Common Stock               | \$3,039 | \$1,891 |
| Average Shares Outstanding (000's)                  | 1,573   | 1,612   |
| Basic Earnings Per Share of Common Stock            | \$1.93  | \$1.17  |
| Dividends Declared per Common Share                 | \$0.32  | \$0.30  |

The accompanying notes are an integral part of these financial statements.

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MAINE PUBLIC SERVICE COMPANY AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(Dollars in Thousands)

|                               | Mar. 31, 2001 | December 31, |
|-------------------------------|---------------|--------------|
| ASSETS                        | (Unaudited)   | 2000         |
| Utility Plant                 |               |              |
| Electric Plant in Service     | \$78,751      | \$78,825     |
| Less Accumulated Depreciation | 36,887        | 36,290       |
| Net Electric Plant in Service | 41,864        | 42,535       |
| Construction Work-in-Progress | 2,290         | 1,468        |
| Total                         | 44,154        | 44,003       |

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|   |           |           |
|---|-----------|-----------|
| Investment in Associated Companies                        |           |           |
| Maine Yankee Atomic Power Company                         | 3,491     | 3,534     |
| Maine Electric Power Company, Inc.                        | 400       | 374       |
| Total   | 3,891     | 3,908     |
| Net Utility Plant and Investments                         | 48,045    | 47,911    |
| Current Assets  |           |           |
| Cash and Cash Equivalents                                 | 2,268     | 611       |
| Accounts Receivable - Net                                 | 9,834     | 9,140     |
| Unbilled Base Revenue                                     | 1,401     | 3,358     |
| Inventory   | 623       | 465       |
| Prepayments   | 713       | 993       |
| Total   | 14,839    | 14,567    |
| Regulatory Assets   |           |           |
| Uncollected Maine Yankee Decommissioning Costs            | 27,997    | 28,056    |
| Recoverable Seabrook Costs                                | 16,941    | 17,219    |
| Regulatory Assets - SFAS 109 & 106                        | 7,967     | 8,101     |
| Deferred Fuel and Purchased Energy Costs                  | 11,990    | 11,977    |
| Regulatory Asset - Power Purchase Agreement Restructuring | 8,343     | 8,706     |
| Unamortized Debt Expense                                  | 3,093     | 3,235     |
| Deferred Regulatory Costs, less accumulated amortization  | 141       | 233       |
| Total   | 76,472    | 77,527    |
| Other Assets  |           |           |
| Restricted Investments                                    | 9,622     | 9,876     |
| Miscellaneous   | 1,461     | 1,088     |
| Total   | 11,083    | 10,964    |
| Total Assets  | \$150,439 | \$150,969 |
| CAPITALIZATION AND LIABILITIES                            |           |           |
| Capitalization  |           |           |
| Common Shareholders' Equity                               |           |           |
| Common Stock  | \$13,071  | \$13,071  |
| Paid-in Capital   | 40        | 38        |
| Retained Earnings   | 35,634    | 33,099    |
| Treasury Stock, at cost                                   | (6,619)   | (6,622)   |
| Total   | 42,126    | 39,586    |
| Long-Term Debt (less current maturities)                  | 34,915    | 34,940    |
| Current Liabilities                                       |           |           |
| Long-Term Debt Due Within One Year                        | 1,050     | 1,050     |
| Notes Payable   | 3,000     | 4,900     |
| Accounts Payable  | 6,837     | 7,987     |
| Accounts Payable - Standard Offer Service                 | 51        | 39        |
| Dividends Declared  | 503       | 503       |

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|  |           |           |
|--|-----------|-----------|
| Customer Deposits  | 17        | 20        |
| Interest and Taxes Accrued                               | 2,176     | 1,073     |
| Total  | 13,634    | 15,572    |
| Deferred Credits   |           |           |
| Uncollected Maine Yankee Decommissioning Costs           | 27,997    | 28,056    |
| Deferred Income Tax                                      | 21,637    | 21,420    |
| Investment Tax Credits                                   | 244       | 252       |
| Deferred Gain & Related Accounts - Generating Asset Sale | 6,094     | 7,446     |
| Miscellaneous  | 3,792     | 3,697     |
| Total  | 59,764    | 60,871    |
| Total Capitalization and Liabilities                     | \$150,439 | \$150,969 |

The accompanying notes are an integral part of these financial statements.

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MAINE PUBLIC SERVICE COMPANY AND SUBSIDIARIES

Statements of Consolidated Cash Flows

(Unaudited)

(Dollars in Thousands)

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|   | Three Months Ended |         |
|---|--------------------|---------|
|   | March 31,          |         |
|   | 2001               | 2000    |
| Cash Flow From Operating Activities   |                    |         |
| Net Income  | \$3,039            | \$1,891 |
| Adjustments to Reconcile Net Income to Net Cash Provided By (Used For) Operations |                    |         |
| Depreciation  | 618                | 580     |
| Amortization  | 341                | 274     |
| Amortization of Deferred Gain from Asset Sale                                     | (1,341)            | (510)   |
| Income on Tax Exempt Bonds-Restricted Funds                                       | (94)               | -       |
| Deferred Income Taxes - Net   | 308                | 592     |
| AFUDC   | (26)               | (1)     |
| Accrued Interest on Generating Asset Sale Deferred Gain                           | -                  | 161     |
| Rate Stabilization Plan Revenue   | -                  | (379)   |
| Change in Deferred Fuel & Purchased Energy  | (12)               | (67)    |
| Change in Deferred Regulatory and Debt Issuance Costs                             | 237                | 309     |
| Change in Deferred Regulatory Asset - Power Purchase Restructuring                | (14)               | (37)    |
| Gain on Sale of Non-Utility Property  | -                  | (205)   |
| Change in Benefit Obligation  | 110                | 125     |
| Change in Current Assets and Liabilities  | 1,352              | (1,021) |
| Other   | 113                | 336     |
| Net Cash Flow Provided By Operating Activities                                    | 4,631              | 2,048   |
| Cash Flow From Financing Activities   |                    |         |
| Dividend Payments   | (503)              | (485)   |
| Drawdown of Asset Sale Proceeds with Trustee                                      | -                  | 2,500   |
| Deposit of Non-Utility Property Sale Proceeds with Trustee                        | -                  | (211)   |
| Purchase of Common Stock  | -                  | (171)   |
| Retirements on Long-Term Debt   | (25)               | (25)    |
| Short-Term Repayments, Net  | (1,900)            | (900)   |
| Net Cash Flow Provided By (Used For) Financing Activities                         | (2,428)            | 708     |
| Cash Flow From Investing Activities   |                    |         |
| Payment of Taxes on Generating Asset Sale Deferred Gain                           | -                  | (7,853) |
| Drawdown of Tax Exempt Bonds Proceeds   | 344                | -       |
| Proceeds from Sale of Non-Utility Property  | -                  | 208     |
| Investment in Electric Plant  | (890)              | (647)   |
| Net Cash Flow Used For Investment Activities                                      | (546)              | (8,292) |
| Increase (Decrease) in Cash and Cash Equivalents                                  | 1,657              | (5,536) |
| Cash and Cash Equivalents at Beginning of Year                                    | 611                | 6,985   |
| Cash and Cash Equivalents at End of Period  | \$2,268            | \$1,449 |
| Change in Current Assets and Liabilities Providing (Utilizing)                    |                    |         |
| Cash From Operating Activities  |                    |         |

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|   |         |           |
|---|---------|-----------|
| Accounts Receivable   | \$(694) | \$495     |
| Unbilled Revenue  | 1,957   | (168)     |
| Inventory   | (157)   | (183)     |
| Prepayments   | 280     | 112       |
| Accounts Payable & Accrued Expenses                             | (31)    | (1,282)   |
| Other Current Liabilities                                       | (3)     | 5         |
| Total Change  | \$1,352 | \$(1,021) |
| Supplemental Disclosure of Cash Flow Information:               |         |           |
| Cash Paid During the Period For:                                |         |           |
| Interest  | \$1,282 | \$1,368   |
| Income Taxes (Includes \$7.8 million payment in February, 20000 |         |           |
| to Revenue Canada for 1999 asset sale taxes)                    | \$(200) | \$8,060   |

The accompanying notes are an integral part of these financial statements.

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## NOTES TO CONSOLIDATED STATEMENTS

### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying unaudited consolidated financial statements include the accounts of the Company, its wholly-owned Canadian subsidiary, Maine and New Brunswick Electrical Power Company, Limited (ME&NB) and its unregulated marketing subsidiary, Energy Atlantic, LLC (EA).

The Company is subject to the regulatory authority of the Maine Public Utilities Commission (MPUC) and, with respect to wholesale rates, the Federal Energy Regulatory Commission (FERC).

The accompanying unaudited consolidated financial statements should be read in conjunction with the 2000 Annual Report, an integral part of Form 10-K. Certain financial statement disclosures have been condensed or omitted but are an integral part of the 2000 Form 10-K. These statements reflect all adjustments that are, in the opinion of management, necessary to a fair statement of results for interim periods presented. All such adjustments are of a normal recurring nature. The Company's significant accounting policies are described in the Notes to Consolidated Financial Statements of the Company's Annual Report filed with the Form 10-K. For interim reporting purposes, these same accounting policies are followed.

As of March 1, 2000, the Company bills customers for the energy supplied by standard offer and competitive energy providers. The Company is at risk for the collection of the standard offer supply, as it is required to remit funds within 26 days of the billing date. Competitive energy providers are paid only after the funds are collected from customers. The Company records accounts receivable for the amounts billed to Standard Offer Service (SOS) customers and a corresponding accounts payable for the amounts due to the energy supplier. No revenue is recognized as the Company is acting as an agent.

For purposes of the statements of consolidated cash flows, the Company considers all highly liquid securities with a maturity, when purchased, of three months or less to be cash equivalents.

Certain reclassifications have been made to the 2000 financial statement amounts in order to conform to the 2001 presentation.

## 2. ENERGY ATLANTIC

In January, 1999, Energy Atlantic, the Company's wholly-owned unregulated marketing subsidiary, formally began operations. This marketing subsidiary was involved in wholesale energy transactions during 1999 and the first two months of 2000, and began selling to retail customers on March 1, 2000, the commencement of retail competition in the State of Maine. EA's net income for the first quarter of 2001 was \$741,000 compared to \$74,000 for the first quarter of last year. The increase is primarily due to its new retail business.

Energy Atlantic provides standard offer service (SOS) and competitive energy supply (CES) to retail customers, both of which utilize power provided via a contract with Engage Energy America, LLC, (Engage). Revenues are received and expenses are paid directly by an escrow agent pursuant to instruction from Engage. EA receives a percentage of the net profit from the sale of energy. EA is the SOS provider for approximately 525,000 residential and small non-residential customers in the Central Maine Power (CMP) service territory and was awarded 20% of the medium non-residential customer base in the Company's service territory. As the SOS provider, EA has furnished a performance bond of approximately \$34,000,000 issued by Frontier Insurance Company. The utilities bear SOS account collection risk, as they are required to remit the amounts billed 26 days after the billing date to the escrow account mentioned above and maintain the billing and customer service relationship. EA records the accrued net margin of the SOS activity as revenue in the financial statements. EA's CES activity has consisted principally of two large industrial customers in CMP's service territory, as well as residential and small non-residential customers throughout Maine. For CES sales, EA negotiates the price directly with the customer, maintains customer service responsibility and has collection risk. CES activity is recorded on a gross basis to include the related revenues and purchased power expenses.

On December 5, 2000, the Federal Energy Regulatory Commission (FERC) issued an order increasing the Installed Capacity (ICAP) Deficiency Charge in the New England market from \$0.17 to \$8.75 per kw/month. Engage sent EA a letter giving notice that it was invoking certain contract renegotiation rights and setting forth

its position that an increase of this magnitude would give it grounds to cancel its contract with EA. EA

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responded by stating its view that the contract requires Engage to sustain the market risks of increases in the cost of supplying power and that the notice was in breach of the contract. Without agreeing with EA's position, Engage withdrew its notice letter. More recently, Engage has stated to both EA and the Maine Public Utilities Commission (MPUC) that EA previously breached the contract in certain respects and that such breaches would provide an independent basis for terminating the contract. EA has denied these allegations.

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On January 9, 2001, FERC stayed its order subject to a rehearing. On March 7, 2001, FERC issued its order reinstating the \$8.75 per kw/month ICAP charge effective April 1, 2001. This order was stayed by the U.S. First Circuit Court of Appeals on March 30, 2001.

These matters are presently the subject of active, ongoing negotiations and discussions among Engage, EA and representatives of the MPUC. No assurance can be given that the underlying contractual issues will be successfully resolved. To date, Engage has continued to meet its prior commitments to supply power to EA customers, and has continued to make payments to EA under the contract.

If Engage were to cease providing power at the previously-negotiated prices, EA would likely be unable to find alternative sources of supply at those prices. It is unclear whether and to what extent EA would be required to absorb the increased costs associated with its customer contracts. The Coastal Corporation, a former affiliate of Engage, has provided a \$35 million guaranty of performance by Engage. Whether the guaranty would be available would depend on whether Engage were determined to have breached the contract, a question that likely would not be resolved except by litigation. Moreover, the aggregate cost of supplying power to EA's customers at the prices set forth in existing retail contracts could well exceed the amount of the guaranty, in which case EA may not be able to meet its financial obligations.

Nonperformance by Engage under the contract would have a material adverse impact on the financial position and results of operations of EA. Management believes that the risk of loss to MPS as parent would generally be limited to its investment in EA and accumulated earnings, which amounted to \$3.0 million as of March 31, 2001, reduced to some degree by the tax consequences of such a loss.

As evidenced by the following table, EA's net income was \$741,000 for the first quarter of 2001, compared to \$74,000 for the first quarter of 2000. The increase is primarily due to its new retail business.

Three Months Ended

(Dollars in Thousands)

|                                  | 3/31/01  |         |               | 3/30/00 |          |               |
|----------------------------------|----------|---------|---------------|---------|----------|---------------|
|                                  | EA       | MPS     | Total Company | EA      | MPS      | Total Company |
| Operating Revenues               | \$11,223 | \$9,863 | \$21,086      | \$2,436 | \$15,131 | \$17,567      |
| EA Standard Offer Service Margin | 983      | -       | 983           | 312     | -        | 312           |
| Total Revenues                   | 12,206   | 9,863   | 22,069        | 2,748   | 15,131   | 17,879        |
| Operations & Maintenance Expense | 11,028   | 5,405   | 16,433        | 2,609   | 11,312   | 13,921        |
| Taxes                            | 490      | 1,696   | 2,186         | 49      | 1,448    | 1,497         |
| Total Operating Expenses         | 11,518   | 7,101   | 18,619        | 2,658   | 12,760   | 15,418        |
| Operating Income (Loss)          | 688      | 2,762   | 3,450         | 90      | 2,371    | 2,461         |
| Other Income & Deductions        | 53       | (35)    | 18            | 1       | 371      | 372           |
| Income Before Interest Charges   | 741      | 2,727   | 3,468         | 91      | 2,742    | 2,833         |
| Interest Charges                 | -        | 429     | 429           | 17      | 925      | 942           |

|              |         |           |           |         |           |           |
|--------------|---------|-----------|-----------|---------|-----------|-----------|
| Net Income   | \$741   | \$2,298   | \$3,039   | \$74    | \$1,817   | \$1,891   |
| Total Assets | \$6,782 | \$143,657 | \$150,439 | \$1,920 | \$152,220 | \$154,140 |

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### 3. RESTRUCTURING AND IMPLEMENTATION OF MULTI-YEAR RATE PLAN

#### Restructuring

As previously reported, on May 29, 1997, legislation titled "An Act to Restructure the State's Electric Industry" was signed into law by the Governor of Maine. The principal provisions with accounting impact on the Company are described in the Company's 2000 Form 10-K.

The MPUC has conducted several rulemaking proceedings associated with the new restructuring law.

In accordance with EITF 97-4, after the details of the restructuring plan were determined by the MPUC rulemaking, the Company discontinued application of the Statement of Financial Accounting Standards No. 71 (SFAS 71), "Accounting for the Effects of Certain Types of Regulations", for the retail generation

segment of its business in the fourth quarter of 1999. Under EITF 97-4, the Company is permitted to continue to defer certain costs as regulatory assets in instances where recovery through future regulatory cash flows is anticipated.

At March 31, 2001, \$76.5 million of regulatory assets remained on the Company's books. These regulatory assets are being amortized over various periods, up to 15 years, in accordance with the MPUC approved Phase II filing on stranded cost recovery. The major components include the remaining investment in Seabrook and recovery of fuel expense deferrals related to Wheelabrator-Sherman, the obligation for remaining operating expenses and recovery of the Company's remaining investment in Maine Yankee, and the recovery of several other regulatory assets. As approved by the MPUC, the amortization of these regulatory assets is offset by the recognition of the deferred gain from the sale of the generating assets. As of March 31, 2001, \$6.1 million of deferred gain remains to be utilized.

#### Rate Stipulation Effective March 1, 2000

On October 14, 1998, and subsequently amended on February 9, 1999 and August 11, 1999, the Company filed its determination of stranded costs, transmission and distribution costs and rate design with the MPUC. The Company's amended testimony supports its \$95.7 million estimate of stranded costs representing the return of and return on stranded cost items as described below, when deregulation occurred on March 1, 2000. The major components of stranded costs include the remaining investment in Seabrook, the above market costs of the amended power purchase agreement and recovery of fuel expense deferrals related to Wheelabrator-Sherman, the obligation for remaining operating expenses and recovery of the Company's remaining investment in Maine Yankee, and the recovery of several other regulatory assets less the available value from the sale of the generating assets.

On October 15, 1999, the Company filed with the MPUC a Stipulation resolving the revenue requirement and rate design issues for the Company's Transmission and Distribution (T&D) utility. This Stipulation was signed by the Public Advocate and approval was recommended by the MPUC staff. Under the Stipulation, the Company's total annual T&D revenue requirements were \$16,640,000, effective March 1, 2000. This revenue requirement includes a 10.7% return on equity with a capital structure based on 51% common equity. The Stipulation further provided that

the precise level of stranded cost recovery cannot be determined until final determination of all costs associated with the sale of the Company's generating assets, but does set forth some general principles concerning the Company's ultimate stranded costs recovery, including agreement that the major components of the Company's stranded costs are legitimate, verifiable and unmitigable, and therefore subject to recovery in rates, and that the 3.66% recovery foregone in Docket 98-865 shall be added to stranded cost recovery in the manner specified in the stipulation in that Docket. The Stipulation also provided that the Company's recovery of unamortized investment tax credits and excess deferred income taxes associated with the Company's generating assets await a final determination ruling from the IRS, which ruling has been sought by Central Maine Power Company. On December 1, 1999, the MPUC approved this Stipulation. In early January, 2000, CMP received its ruling from the IRS which concluded that the unamortized investment tax credits and excess deferred income taxes associated with the sale of the generating assets could not be used to reduce customer rates without violating the tax normalization rules for public utilities.

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On January 27, 2000, the MPUC approved a Stipulation in Phase II of Docket No. 98-577 that provided for the recovery in rates of the Company's stranded investment. The major element of the Phase II Stipulation was the \$12.5 million of stranded investment recoverable annually beginning March 1, 2000. This revenue requirement included a return on unrecovered stranded investment based on the capital structure approved by the MPUC in its December 1, 1999 Order. The approved capital structure consists of 51% common equity with an authorized return on equity of 10.7%. The Phase II Stipulation also allowed the Company to offset its unrecovered stranded investment in Seabrook by approximately \$7 million, representing an amount equal to 35% of the available value from the sale of the generating assets. The parties to the Phase II Stipulation also resolved several rate design issues, principally the elimination of the inclining block rate for residential customers. In addition, the Company was granted several accounting orders incorporating certain accounting methodologies used in determining the elements of stranded costs. The annual revenue requirement associated with the recovery of stranded costs will be reviewed at least every three years.

#### 4. INCOME TAXES

A summary of Federal and State income taxes charged to income is presented below. For accounting and ratemaking purposes, income tax provisions included in "Operating Expenses" reflect taxes applicable to revenues and expenses allowable for rate making purposes, with the exception of Energy Atlantic activity, which is above the line and not allowable for ratemaking purposes. The tax effect of items not included in rate base is allocated as "Other Income (Deductions)".

|                      | (Dollars in Thousands) |         |
|----------------------|------------------------|---------|
|                      | Three Months Ended     |         |
|                      | March 31,              |         |
|                      | 2001                   | 2000    |
| Current income taxes | \$1,665                | \$670   |
| Deferred income tax  | 321                    | 716     |
| Investment credits   | (8)                    | (9)     |
| Total income taxes   | \$1,978                | \$1,377 |
| Allocated to:        |                        |         |
| Operating Income     | \$1,839                | \$1,151 |
| Other income         | 139                    | 226     |
| Total                | \$1,978                | \$1,377 |

For the three months ended March 31, 2001 and 2000, the effective income tax rates were 39.4% and 42.1%, respectively. The principal reasons for the effective tax rates differing from the US federal income tax rate are the contribution to net income of the Company's Canadian subsidiary and flow through items, principally Seabrook amortization, required by regulation and state income taxes. Current income taxes recorded on the Company's deferred gain from the generating asset sale in 1999 are offset by corresponding deferred income taxes.

The following summarizes accumulated deferred income taxes established on temporary differences under SFAS 109 as of March 31, 2001 and December 31, 2000.

|                                       | (Dollars in Thousands) |              |
|---------------------------------------|------------------------|--------------|
|                                       | March 31,              | December 31, |
|                                       | 2001                   | 2000         |
| Seabrook                              | \$9,465                | \$9,511      |
| Property                              | 6,391                  | 6,516        |
| Regulatory expenses                   | (43)                   | (13)         |
| Deferred fuel                         | 4,382                  | 4,472        |
| Generating asset sale                 | (2,011)                | (2,551)      |
| W-S up-front payment                  | 3,328                  | 3,473        |
| Pension and post-retirement benefits  | (211)                  | (175)        |
| Other                                 | 336                    | 187          |
| Net accumulated deferred income taxes | \$21,637               | \$21,420     |

## 5. MAINE YANKEE

The Company owns 5% of the Common Stock of Maine Yankee, which operated an 860 MW nuclear power plant (the "Plant") in Wiscasset, Maine. On August 6, 1997, the Board of Directors of Maine Yankee voted

to permanently cease power operations and to begin decommissioning the Plant. The Plant experienced a number of operational and regulatory problems and did not operate after December 6, 1996. The decision to close the Plant permanently was based on an economic analysis of the costs, risks and uncertainties associated with operating the Plant compared to those associated with closing and decommissioning it. The Plant's operating license from the Nuclear Regulatory Commission (NRC) was due to expire on October 21, 2008.

The Maine Agreement for the decommissioning of Maine Yankee requires the Maine owners, (Central Maine Power, Bangor Hydro-Electric Company and the Company) for the period from March 1, 2000 through December 1, 2004, to hold their Maine retail ratepayers harmless from the amounts by which the replacement power costs for Maine Yankee exceed the replacement power costs assumed in the report to the Maine Yankee Board of Directors that served as a basis for the Plant shutdown decision, up to a maximum cumulative amount of \$41 million. The Company's share of the maximum amount would be \$4.1 million for the period. For the year ended December 31, 2000, the Company selected the price based on the two year entitlement auction which was allowed under the agreement. Since this price was below the assumed replacement power price, there was no liability for this period. The Company again selected the two year entitlement auction price for the year ended December 31, 2001, but on October 11, 2000, the Maine Agencies, (the MPUC and the Office of the Public Advocate) rejected the Maine Owners' selection of the sales auction price as the benchmark for calendar year 2001. On December 11, 2000, in separate negotiations, the Company reached an agreement in principal with the Maine Agencies. Under this Agreement, the Company will incur no liability for calendar year 2001. For the calendar years 2002 through 2004, the Company will be required to use the auction price as the appropriate proxy. At this time, the Company cannot predict the auction price for 2002 to 2004 and, if it were to exceed the assumed replacement power price, how much, if any, of the maximum \$4.1 million will be required to be recognized during these three years.

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With the closing of Maine Yankee, a provision of the Company's rate plan allowing the deferral of 50% of the Maine Yankee replacement power costs went into effect on June 6, 1997. Beginning in May, 1998, Maine Yankee replacement power costs have been offset by net savings from the restructured Purchase Power Agreement with Wheelabrator-Sherman, in accordance with the rate plan stipulation.

Beginning in April, 1999, the Company began amortizing an additional \$150,000 per month as part of a stipulation described in Note 3 above. As of March 31, 2001, the Company has a deferred Maine Yankee replacement power cost balance of approximately \$3.0 million, in accordance with the rate plan.

On September 1, 1997, Maine Yankee estimated the sum of the future payments for the closing, decommissioning and recovery of the remaining investment in Maine Yankee to be approximately \$930 million, of which the Company's 5% share would be approximately \$46.5 million. In December, 1998, June, 1999, September 2000, and again in February, 2001 Maine Yankee updated its estimate of decommissioning costs based on the Settlement. Legislation enacted in Maine in 1997 calls for restructuring the electric utility industry and provides for recovery of decommissioning costs, to the extent allowed by federal regulation, through the rates charged by the transmission and distribution companies. Based on the Maine legislation and regulation precedent established by the FERC in its opinion relating to the decommissioning of the Yankee Atomic nuclear plant, the Company believes that it is entitled to recover substantially all of its share of such costs from its customers and, as of March 31, 2001, is carrying on its consolidated balance sheet a regulatory asset and a corresponding liability in the amount of \$28.0 million, which is the September, 1997 cost estimate of \$46.5 million discussed above reduced by the Company's post-September 1, 1997 cost-of-service payments to Maine Yankee and reflects the cost adjustments agreed to in the settlement.

The MPUC, on January 27, 2000, approved a Stipulation providing for the recovery of stranded investment, which includes the Company's share of Maine Yankee decommissioning expenses, Maine Yankee replacement costs, and the remaining Maine Yankee investment.

On May 4, 2000, Maine Yankee notified its decommissioning operations contractor, Stone & Webster Engineering Corporation (Stone & Webster), that it was terminating its decommissioning operations contract pursuant to the terms of the contract. Subsequently, Stone & Webster notified Maine Yankee that it was disputing Maine Yankee's grounds for terminating the contract.

On May 8, 2000, Stone & Webster announced a proposed transaction in which it would transfer substantially all of its assets in exchange for an immediate credit facility and other consideration, including cash and stock. Stone & Webster said the credit facility was intended to enable it to address its liquidity difficulties and continue to operate its businesses until the asset sale was completed. Stone & Webster also announced that it intended to seek bankruptcy court approval of the asset sale and credit agreement.

On June 2, 2000, Stone & Webster filed a voluntary petition under Chapter 11 of the United States Bankruptcy Code with the United States Bankruptcy Court for the District of Delaware. By Sale Order dated July 13, 2000, the Bankruptcy Court approved the sale of substantially all of Stone & Webster's assets to the successful bidder in the Chapter 11 sale, The Shaw Group, Inc., (Shaw), for cash, stock, and the assumption of certain liabilities of Stone & Webster, and the proposed transaction announced earlier by Stone & Webster was terminated. Stone & Webster reported that the Shaw transaction was effectively closed on July 14, 2000, and that it would continue to operate as a Debtor-in-Possession subject to the supervision and orders of the Bankruptcy Court.

Commencing in May, 2000, Maine Yankee entered into interim agreements with Stone & Webster in order to allow decommissioning work to continue and avoid the adverse consequences of an abrupt or inefficient demobilization from the Plant site. After obtaining assignments of several subcontracts from Stone & Webster, Maine Yankee at least temporarily assumed the general contractor role, while decommissioning of the Plant site continued with major emphasis directed to maintaining the schedule on critical-path projects such as construction of the ISFSI and preparation of the Plant's reactor vessel for eventual shipment to an off-site disposal facility. During this period Maine Yankee performed a comprehensive assessment of its long-term alternatives for safely and efficiently completing the decommissioning, including evaluating detailed competitive-bid proposals from prospective successor general contractors. On January 26, 2001, Maine Yankee announced its decision to reject the proposals and continue to manage the decommissioning project itself without an external general contractor.

On June 30, 2000, Federal Insurance Company (Federal), which provided performance and payment bonds in the amount of \$37.6 million each in connection with the decommissioning operations contract, filed a Complaint for Declaratory Judgement against Maine Yankee in the United States Bankruptcy Court for the District of Delaware, which was subsequently transferred to the United States District Court in Maine. The Complaint alleges that Maine Yankee improperly terminated the decommissioning operations contract with Stone & Webster and failed to give

proper notice of the termination to Federal under the contract, and that Federal, therefore had no further obligations under the bonds.

On August 24, 2000, Maine Yankee also filed a \$78.2 million claim (later increased to \$86.0 million) proof of claim in the Stone & Webster Bankruptcy Court proceeding in Delaware seeking to recover its additional costs caused by Stone & Webster's contract default. Maine Yankee expects the court hearings in both proceedings to take place later in 2001. Maine Yankee believes that its termination of the Stone & Webster contract was proper, but cannot predict the outcome of the litigation.

In December 2000, Maine Yankee distributed approximately \$20 million to its owners from proceeds received as a result of the termination of Maine Yankee's membership in a nuclear industry mutual insurance company. The Company received its 5% ownership share, or \$1.0 million, and recorded a regulatory liability, awaiting rate treatment.

## 6. GENERATING ASSET DIVESTITURE

On July 7, 1998, the Company and WPS Power Development, Inc. (WPD-PDI) signed a purchase and sale agreement for the Company's electric generating assets. WPS-PDI agreed to purchase 91.8 megawatts of generating capacity for \$37.4 million, which is 3.2 times higher than the net book value of the assets. This

sale of assets is required by the State's electric industry restructuring law and required the approvals of the MPUC and the FERC.

On June 8, 1999, after receiving all of the major regulatory approvals, the Company completed the sale to WPD-PDI for \$37.4 million. The Company's 5% ownership in Maine Yankee was not part of the sale, since the plant is being decommissioned. After paying Canadian, Federal and State income taxes, the remaining proceeds will be used to reduce the Company's debt. The gain from the sale is currently deferred, and is being recognized according to the Maine Public Utilities Commission's (MPUC) decision on the Company's determination of stranded costs, transmission and distribution costs and rate design.

The components of the deferred gain are as follows:

|   | (Dollars in Millions) |
|---|-----------------------|
| Gross proceeds                          | \$37.5                |
| Settlement adjustment                   | (.1)                  |
| Net proceeds                            | 37.4                  |
| Net book value                          | (11.5)                |
| Excess taxes on sale of Canadian assets | (3.4)                 |
| Transition costs, net                   | (1.9)                 |
| Other                                   | .7                    |
| Available deferred gain                 | 21.3                  |

|  |        |
|--|--------|
| Utilization of available value per MPUC orders | (15.4) |
| Remaining deferred gain, net of tax*           | \$5.9  |

\*The \$5.9 million deferred gain above is the \$6.1 million "Deferred Gain and Related Accounts-Generating Asset Sale" as of March 31, 2001 reduced by the remaining deferral of transition costs allowed by the MPUC.

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The sale of the Company's generating assets in 1999 significantly impacted long-term debt. Proceeds from the sale and the partial liquidation of ME & NB were deposited with the first mortgage trustee and subsequently withdrawn to redeem the remaining \$2.5 million of 9.6% second mortgage bonds and \$1.4 million of the variable rate 1996 Public Utility Refunding Revenue Bonds. On June 14, 2000, the Company redeemed the 9.775% first mortgage bonds in the amount of \$15.0 million and paid a related premium on the retirement of \$2.1 million. In all, the Company has reduced long-term debt by \$18.9 million using generating asset sale proceeds. Consistent with past treatment, the Company has deferred premiums on the early redemption of debt issues and will amortize the balance over the remaining life of the original debt issues.

With the sale of the Company's generating assets in June, 1999, the Company purchased energy from the new owners, PDI, under an agreement that expired February 29, 2000, and these purchases are classified as purchased energy .

As part of the generating assets sale on June 8, 1999, the Company has entered into two indemnity

obligations with the purchaser, WPS-PDI. First, the Company will be liable, with certain limitations, for certain Aroostook River flowage damage. This liability will continue for ten years after the sale and shall not exceed \$2,000,000 in the aggregate. Second, the Company has warranted the condition of the sites sold to WPS-PDI, with an aggregate limit of \$3,000,000 for two years after the date of sale, and five years after the sale for environmental claims. The Company is unaware of any pending claims under either of these indemnity obligations.

## 7. ISSUANCE OF LONG-TERM DEBT

On October 19, 2000, the Maine Public Utilities Financing Bank (MPUFB) issued \$9 million of its tax-exempt bonds due October 1, 2025 (the 2000 Series) on behalf of the Company. The proceeds have been placed in trust to be drawn down for the reimbursement of issuance costs and for the construction of qualifying distribution property. Pursuant to the long-term note issued under a loan agreement between the Company and the MPUFB, the Company has agreed to make payments to the MPUFB for the principal and interest on the bonds. Concurrently, pursuant to a letter of credit and reimbursement agreement, the Company caused a Direct Pay Letter of Credit for an initial term of nineteen months to be issued by The Bank of New York for the benefit of the holders of such bonds. To secure the Company's obligations under the letter of credit and reimbursement agreement, the Company issued first and second mortgage

bonds, in the amounts of \$5 million and \$4.525 million, respectively. The Company has the option of selecting weekly, monthly, annual or term interest rate periods for the 2000 Series, and, at issuance, selected the weekly interest period, with an initial interest rate of 4.35%. On November 20, 2000, the Company purchased an interest rate cap of 6% at a cost of \$36,000, to expire November 2003, that applies to the 2000 and 1996 Series. As of March 31, 2001, the cumulative effective interest rate of the 2000 Series, including issuance costs and credit enhancement fees since issuance was 6.48%.

## 8. WPS COMPLAINT

October 30, 2000, WPS Energy Services (WPS), a Competitive Electricity Provider (CEP) offering retail sales of electricity in the Company's service territory, filed a Complaint against the Company as well as a Petition to Alter or Amend the MPUC's September 2, 1998 Order in Docket No. 98-138.

The Complaint alleges that the Company has violated various provisions of Chapter 304 of the MPUC's Regulations governing relations between the Company and all CEPs, including the Company's own marketing subsidiary, Energy Atlantic, LLC (EA). According to the Complaint, various of the Company's employees have engaged in conduct that either awards EA a competitive advantage over other CEPs or has burdened WPS with an unfair disadvantage relative to EA. These allegations include such practices as denying WPS information made available to EA, or providing EA with information about WPS's customers that is not available publicly. The Company does not believe it has in any way violated any provisions of Chapter 304 and intends to so argue before the MPUC.

In its September 2, 1998 Order in Docket No. 98-138 authorizing the formation of EA, the Commission allowed the Company and EA to share the services of certain employees under certain conditions on the ground that such sharing was in the public interest and would not have any anti-competitive effect on the retail market for electricity. WPS claims that the sharing does not conform to the conditions set forth in the Order and that, in any event, the Commission should now find such sharing not in the public interest, thereby amending its original September 2, 1998 Order.

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The Complaint and Petition to Amend the September 2, 1998 Order, in addition to requesting a prohibition on the sharing of certain employees, particularly Maine Public Services Company's General Counsel, also seeks a formal investigation of the Complaint, penalties for any violations of the Commission's rules and certain specific relief for violations of Chapter 304.

In its response, the Company strongly denied the allegations in the WPS Complaint and asked the Commission to dismiss the Complaint and for Summary Judgement in its favor.

On May 1, 2001, the Commission issued its Order in this matter, finding that some counts in the WPS Complaint should be dismissed by that others raised factual issues that could be resolved only through a more formal hearing

process. The Commission declined, however, to take initial jurisdiction over the Complaint. Instead the Commission ordered the parties to submit their dispute to the informal dispute resolution process set forth in MPS's Chapter 304 Implementation Plan. Under this Plan, the dispute must be submitted to an independent law firm which must issue its decision within 30 days. Only if the matter is not resolved to both parties' satisfaction will the Commission then take jurisdiction over the dispute.

The Commission also stated that it would open an investigation into the issue of whether MPS's General Counsel's dual role with MPS and EA "poses a threat to the operation of the competitive market in northern

Maine". The Commission will, however, hold that investigation in "abeyance" until the dispute resolution has been completed.

#### 9. ADOPTION OF SFAS NO. 133

The Company has adopted SFAS No. 133 "Accounting for Derivative Instruments and Hedging Activities" effective January 1, 2001. The Company has reviewed its business activities and determined that interest rate caps on the three variable rate long-term debt issues qualify as derivatives in accordance with SFAS 133. On June 1, 1998, the Company purchased an interest rate cap of 7% at a cost of \$172,000, to expire June 8, 2008 on \$11,540,000 of FAME's Taxable Electric Rate Stabilization Notes, Series 1998A, issued on behalf of the Company. On November 20, 2000, the Company purchased an interest cap of 6% at a cost

of \$36,000 to expire November 2003 that applies to the 2000 and 1996 Series of Maine Public Utilities Financing Bank's (MPUFB) bonds issued on behalf of the Company with outstanding balances of \$9.0 million and \$13.6 million, respectively. The Company recorded the cost of the caps as regulatory assets and is amortizing them over their useful lives. SFAS 133 requires companies to record derivatives on their balance sheet at fair value, with the related changes in fair value recorded as either income/expense or as a component of other comprehensive income, depending on the intended use of the derivative. For regulated entities, SFAS 133 allows the amount the fair value is below the carrying value to be recorded as a regulatory asset to the extent the difference is recoverable in the rate base of the Company. The Company has adopted a policy under regulatory accounting that requires any gain on the sale of these regulatory assets to be recorded as regulatory liabilities and returned to rate payers. The issuers of the caps related to the Company's FAME and MPUFB debt have declared their fair values as of March 31, 2001 to be \$102,000. The corresponding unamortized regulatory assets as of March 31, 2001 are \$128,000 in total.

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Form 10-Q

## PART 1. FINANCIAL INFORMATION

### Item 2. Management's Analysis of Quarterly Income Statements

#### Forward-Looking Statements

The discussion below may contain "forward-looking statements", as defined in the Private Securities Litigation Reform Act of 1995, related to expected future performance or our plans and objectives. Actual results could potentially differ materially from these statements. Therefore, there can be no assurance that actual results will not materially differ from expectations.

Factors that could cause actual results to differ materially from our projections include, among other matters, electric utility restructuring; future economic conditions; changes in tax rates, interest rates or rates of inflation; developments in our legislative, regulatory, and competitive environment; and the decommissioning cost of Maine Yankee.

## Results of Operations

Earnings per share and the net income available for common stock for the three months ended March 31, 2001 along with the corresponding information for the previous year are as follows:

|                         | Three Months Ended |         |
|-------------------------|--------------------|---------|
|                         | March 31,          |         |
|                         | 2001               | 2000    |
| Earnings per share      | \$ 1.93            | \$1.17  |
| Net income in thousands | \$3,039            | \$1,891 |

For the first quarter of 2001 compared to the same quarter last year, the increase in consolidated earnings per share (EPS) of \$.76 is attributable to the following:

Change in EPS - First Quarter of 2001

Compared to First Quarter of 2000

|   | EPS<br>Increase<br>(Decrease) |
|---|-------------------------------|
| Increase in Energy Atlantic net income  | \$.42                         |
| Reduction in power procurement expenses, partially offset by increased amortization of stranded costs and a decrease in retail revenues according to rate stipulation due to deregulation beginning March 1, 2000 | .27                           |
| Reduction in net interest costs   | .12                           |
| Decrease from gain on sale of land in the first quarter of 2000   | (.08)                         |
| Decrease in other operation and maintenance expenses  | .04                           |
| Other   | (.01)                         |
| Total   | \$.76                         |

## PART 1. FINANCIAL INFORMATION

## Item 2. Management's Analysis of Quarterly Income Statements

## Results of Operations (Continued)

Consolidated operating revenues for the quarters ended March 31, 2001 and 2000, are as follows:

| (Dollars in Thousands)      | 2001   |         | 2000   |         |
|-----------------------------|--------|---------|--------|---------|
|                             | \$     | MWH     | \$     | MWH     |
| Maine Public Service (MPS)  |        |         |        |         |
| - Retail                    | 9,063  | 141,188 | 14,576 | 146,102 |
| - Other Revenues            | 800    |         | 555    | 16,068  |
| Energy Atlantic, LLC (EA)   |        |         |        |         |
| - Competitive Energy Supply | 11,223 | 238,615 | 1,429  | 35,007  |
| - Other Revenues            | -      |         | 1,007  | 21,942  |
| - Standard Offer Margin     | 983    |         | 312    |         |
| Totals                      | 22,069 | 379,803 | 17,879 | 219,119 |

With the start of retail competition on March 1, 2000, the Parent Company's (MPS) retail revenues for the first quarter of 2000 reflect transmission and distribution charges only, while revenues for the same quarter last year include energy supply. Therefore, comparisons with periods including January and February, 2000 are difficult. MPS retail sales decreased by 3.4% (4,914 MWH), reflecting decreases in sales to large commercial customers of 12.1%, principally the lumber and wood products customers, impacted by the slowdown in the national economy. These were offset by an increase in sales to medium commercial customers of 7.3%.

The Company's wholly-owned marketing subsidiary, Energy Atlantic, LLC's (EA) Competitive Energy Supply revenues increased by \$9,794,000 and Standard Offer Service margin increased \$671,000, as sales to retail customers did not begin until March 1, 2000. The \$1,007,000 decrease in Other Revenues represents the termination of the wholesale contract with Houlton Water Company on March 1, 2000. See discussion below in "Energy Atlantic Operations".

For the quarters ended March 31, 2001 and 2000, total operating expenses were \$18,619,000 and \$15,418,000, respectively. The changes in operating expenses and energy sources are as follows:

| (Dollars in Thousands)           | Increase/(Decrease) |           |
|----------------------------------|---------------------|-----------|
|                                  | \$                  | MWH       |
| MPS Purchases                    | (7,075)             | (118,560) |
| EA Purchases                     | 8,512               | 181,666   |
| Total Energy Supply              | 1,437               | 63,106    |
| Operation & Maintenance Expenses | (135)               |           |
| Depreciation                     | 38                  |           |
| Amortization                     | (198)               |           |
| Amortization of Stranded Costs   | 1,370               |           |
| Income Taxes                     | 688                 |           |
| Taxes Other than Income          | 1                   |           |
| Total                            | 3,201               | 63,106    |

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Form 10-Q

## PART 1. FINANCIAL INFORMATION

## Item 2. Management's Analysis of Quarterly Income Statements

## Results of Operations (Continued)

With the start of retail competition on March 1, 2000, the Company provides transmission and distribution (T&D or delivery) services and no longer purchases or generates energy supply for its customers. During the quarter ended March 31, 2000, MPS purchased 118,560 MWH to serve customers at a cost of \$7.1 million. Purchases by EA increased by 181,666 MWH, \$8,512,000, as it began serving customers as a competitive energy supplier beginning on March 1, 2000. MPS continues to purchase power from Wheelabrator-Sherman (W-S) under an agreement that expires in 2006, at prices above current market conditions. Beginning on March 1, 2000, as a result of competitive bidding, the output from W-S is sold to the successful bidder, and the above-market amount, \$1,815,000 for the first quarter of 2001, is included in stranded cost amortization rather than energy supply. The increase in amortization of stranded costs of \$1,370,000 reflects the recognition of stranded costs in rates beginning March 1, 2000. Stranded costs include the W-S above-market costs discussed above, less amortization of the deferred gain from the 1999 sale of the Company's generating assets, in accordance with a Stipulation approved by the MPUC. T&D operation and maintenance expenses decreased by \$135,000, reflecting decreases in consulting and regulatory expenses.

## Energy Atlantic Operations

In January, 1999, Energy Atlantic, the Company's wholly-owned unregulated marketing subsidiary, formally began operations. This marketing subsidiary was involved in wholesale energy transactions during 1999 and the first two months of 2000, and began selling to retail customers on March 1, 2000, the commencement of retail competition in

the State of Maine. EA's net income for the first quarter of 2001 was \$741,000 compared to \$74,000 for the first quarter of last year. The increase is primarily due to its new retail business.

Energy Atlantic provides standard offer service (SOS) and competitive energy supply (CES) to retail customers, both of which utilize power provided via a contract with Engage Energy America, LLC, (Engage). Revenues are received and expenses are paid directly by an escrow agent pursuant to instruction from Engage. EA receives a percentage of the net profit from the sale of energy. EA is the SOS provider for approximately 525,000 residential and small non-residential customers in the Central Maine Power (CMP) service territory and was awarded 20% of the medium non-residential customer base in the Company's service territory. As the SOS provider, EA has furnished a performance bond of approximately \$34,000,000 issued by Frontier Insurance Company. The utilities bear SOS account collection risk, as they are required to remit the amounts billed 26 days after the billing date to the escrow account mentioned above and maintain the billing and customer service relationship. EA records the accrued net margin of the SOS activity as revenue in the financial statements. EA's CES activity has consisted principally of two large industrial customers in CMP's service territory, as well as residential and small non-residential customers throughout Maine. For CES sales, EA negotiates the price directly with the customer, maintains customer service responsibility and has collection risk. CES activity is recorded on a gross basis to include the related revenues and purchased power expenses.

On December 5, 2000, the Federal Energy Regulatory Commission (FERC) issued an order increasing the Installed Capacity (ICAP) Deficiency Charge in the New England market from \$0.17 to \$8.75 per kw/month. Engage sent EA a letter giving notice that it was invoking certain contract renegotiation rights and setting forth its position that an increase of this magnitude would give it grounds to cancel its contract with EA. EA responded by stating its view that the contract requires Engage to sustain the market risks of increases in the cost of supplying power and that the notice was in breach of the contract. Without agreeing with EA's position, Engage withdrew its notice letter. More recently, Engage has stated to both EA and the Maine Public Utilities Commission (MPUC) that EA previously breached the contract in certain respects and that such breaches would provide an independent basis for terminating the contract. EA has denied these allegations.

On January 9, 2001, FERC stayed its order subject to a rehearing. On March 7, 2001, FERC issued its order reinstating the \$8.75 per kw/month ICAP charge effective April 1, 2001. This order was stayed by the U.S. First Circuit Court of Appeals on March 30, 2001.

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## PART 1. FINANCIAL INFORMATION

### Item 2. Management's Analysis of Quarterly Income Statements

#### Results of Operations (Continued)

These matters are presently the subject of active, ongoing negotiations and discussions among Engage, EA and representatives of the MPUC. No assurance can be given that the underlying contractual issues will be successfully resolved. To date, Engage has continued to meet its prior commitments to supply power to EA customers, and has continued to make payments to EA under the contract.

If Engage were to cease providing power at the previously-negotiated prices, EA would likely be unable to find alternative sources of supply at those prices. It is unclear whether and to what extent EA would be required to absorb the increased costs associated with its customer contracts. The Coastal Corporation, a former affiliate of Engage, has provided a \$35 million guaranty of performance by Engage. Whether the guaranty would be available would depend on whether Engage were determined to have breached the contract, a question that likely would not be resolved except by litigation. Moreover, the aggregate cost of supplying power to EA's customers at the prices set forth in existing retail contracts could well exceed the amount of the guaranty, in which case EA may not be able to meet its financial obligations.

Nonperformance by Engage under the contract would have a material adverse impact on the financial position and results of operations of EA. Management believes that the risk of loss to MPS as parent would generally be limited to its investment in EA and accumulated earnings, which amounted to \$3.0 million as of March 31, 2001, reduced to some degree by the tax consequences of such a loss.

#### Liquidity

Net cash flows from operating activities were \$4,631,000 for the first three months of 2001. For the period, the Company paid \$503,000 in dividends and drew down \$344,000 from the trustee of the tax-exempt revenue bond proceeds based on qualifying property. The Company also paid a scheduled sinking fund payment of \$25,000 on long-term debt and decreased short-term borrowings by \$1,900,000. For the period, the Company invested \$890,000 in electric plant.

Net cash flows from operating activities were \$2,048,000 for the first three months of 2000. For the period, the Company paid \$485,000 in dividends, used \$25,000 to reduce long-term debt, drew down \$2,500,000 of the asset sale proceeds from the trustee and deposited \$211,000 of proceeds from the sale of land into the trustee account. The Company also repurchased 10,000 shares of common stock for \$171,000 in order to manage its capital structure to limit common equity to 51%, as authorized by the MPUC, and reduced short-term borrowings by \$900,000. For the period, the Company invested \$647,000 in electric plant, paid \$7,853,000 in Canadian income taxes on the generating asset sale, and received proceeds of \$208,000 from the sale of land.

#### Item 3. Quantitative and Qualitative Disclosures about Market Risk

(a) The Company has interest rate risk with three variable rate debt issues of the regulated business as of March 31, 2001 for purposes other than trading. These issues are discussed in detail in the Company's 2000 Annual Report, which is Exhibit 13 of the Company's 2000 Form 10-K. The discussion occurs in Note 9, "Long-Term Debt", of the Notes to Consolidated Financial Statements. See Note 3, "Adoption of SFAS 133" of this Form 10-Q for required disclosure of interest rate caps that qualify as derivative instruments.

(b) The Company's unregulated marketing subsidiary, Energy Atlantic, LLC (EA) is engaged in retail and wholesale energy transactions for purposes other than trading. This activity exposes EA to a number of risks such as market

liquidity, forecasting, deliverability and credit risk. EA seeks to assure that risks are identified, evaluated and actively managed.

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## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings

(a) WPS Energy Services, Inc., Complaint against Maine Public Service Company, and Petition to Alter or Amend the MPUC's Order Authorizing the Formation of Energy Atlantic, LLC, MPUC Docket Nos. 98-138 and 00-894

On October 30, 2000, WPS Energy Services (WPS), a Competitive Electricity Provider (CEP) offering retail sales of electricity in the Company's service territory, filed a Complaint (Docket No. 00-894) against the Company as well as a Petition to Alter or Amend the MPUC's September 2, 1998 Order in Docket No. 98-138.

The Complaint alleges that the Company has violated various provisions of Chapter 304 of the MPUC's Regulations governing relations between the Company and all CEPs, including the Company's own marketing subsidiary, Energy Atlantic, LLC (EA). According to the Complaint, various of the Company's employees have engaged in conduct that either awards EA a competitive advantage over other CEPs or has burdened WPS with an unfair disadvantage relative to EA. These allegations include such practices as denying WPS information made available to EA, or providing EA with information about WPS's customers that is not available publicly. The Company does not believe it has in any way violated any provisions of Chapter 304 and has so argued to the MPUC.

In its September 2, 1998 Order in Docket No. 98-138 authorizing the formation of EA, the Commission allowed the Company and EA to share the services of certain employees under certain conditions on the ground that such sharing was in the public interest and would not have any anti-competitive effect on the retail market for electricity. WPS claims that the sharing does not conform to the conditions set forth in the Order and that, in any event, the Commission should now find such sharing not in the public interest, thereby amending its original September 2, 1998 Order.

The Complaint and Petition to Amend the September 2, 1998 Order, in addition to requesting a prohibition on the sharing of certain employees, particularly Maine Public Service Company's General Counsel, also seeks a formal investigation of the Complaint, penalties for any violations of the Commission's rules and certain specific relief for violations of Chapter 304.

In its response, the Company strongly denied the allegations in the WPS Complaint and asked the Commission to dismiss the Complaint and for Summary Judgment in its favor.

On May 1, 2001, the Commission issued its Order in this matter, finding that some counts in the WPS Complaint should be dismissed but that others raised factual issues that could be resolved only through a more formal hearing process. The Commission declined, however, to take initial jurisdiction over the Complaint. Instead, the Commission ordered the parties to submit their dispute to the informal dispute resolution process set forth in MPS's Chapter 304 Implementation Plan. Under this Plan, the dispute must be submitted to an independent law firm which must issue its decision within 30 days. Only if the matter is not resolved to both parties' satisfaction will the Commission then take jurisdiction over the dispute.

The Commission also stated that it would open an investigation into the issue of whether MPS's General Counsel's dual role with MPS and EA "poses a threat to the operation of the competitive market in northern Maine". The Commission will, however, hold that investigation in "abeyance" until the dispute resolution process has been completed.

## PART II. OTHER INFORMATION

### Item 4. Submission of Matters to a Vote of Security Holders

None

Item 5. Other Information

None

Item 6. Exhibits and Reports on Form 8-K

None

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MAINE PUBLIC SERVICE COMPANY

(Registrant)

Date: May 10, 2001 By: /s/ Kurt A. Tornquist

Kurt A. Tornquist

Controller, Assistant Secretary and Assistant Treasurer



