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AZ CORP COMMISSION

ARIZONA CORPORATION COMMISSION

FEB 15 4 45 PM '01

APPLICATION FOR APPROVAL OF SALE OF ASSETS AND/OR FOR TRANSFER OF THE CERTIFICATE OF CONVENIENCE AND NECESSITY

DOCUMENT CONTROL

WATER AND/OR SEWER

DOCKET NO. WJ-03994A-01-0134

DOCKET NO. WJ-03127A-01-0134

A. The name, address and telephone number of the Transferor (Company) is:

Wick Water, L.L.C.

301 North Main, Suite 1300

Wichita, Kansas 67202 (316) 291-8200

B. If doing business under a name other than the Transferor (Company) name, specify:

C. The Transferor is a:

<input type="checkbox"/> Corporation: <input type="checkbox"/> "C", <input type="checkbox"/> "S", <input type="checkbox"/> Non-profit <input type="checkbox"/> Arizona, <input type="checkbox"/> Foreign	<input type="checkbox"/> Partnership <input type="checkbox"/> Limited, <input type="checkbox"/> General <input type="checkbox"/> Arizona, <input type="checkbox"/> Foreign
<input type="checkbox"/> Sole Proprietorship	<input checked="" type="checkbox"/> Limited Liability Company (LLC)
<input type="checkbox"/> Other (Specify)	

D. List the name, address and telephone number of the attorney for the Transferor.

Jay I. Moyes
Moyes Storey Ltd.

Steve Wene
(same address)

3003 North Central Avenue, Suite 1250

Phoenix, Arizona 85012 (602) 604-2141 604-2189

E. List the name, address and telephone number of management contact:

John K. Garvey

301 North Main, Suite 1300

Wichita, Kansas 67202 (316) 291-8200

F. The name, address and telephone number of the Transferee (Company) is:

CDC Wickenburg Water, LLC

P.O. Box 2199

Phoenix, Arizona 85001-2199 (602) 604-2200

G. If doing business under a name other than the Transferee (Company) name, specify:

H. List the name, address and telephone number of the attorney for the Transferee.

Jay I. Moyes
Moyes Storey Ltd.

Steve Wene
(same address)

3003 North Central Avenue, Suite 1250

Phoenix, Arizona 85012 (604) 602-2141 604-2189

I. List the name, address and telephone number of management contact:

Don Beauregard
HMB Partners, Inc.

3033 East 1st Avenue, Suite 810

Denver, Colorado 80206 (303) 370-0021

J. (Transferee) List the name, address and telephone number of the on-site manager of the utility:

To be designated at time of transfer.

K. (Transferee) List the name, address and telephone number of the certified operator as authorized by the Arizona Department of Environmental Quality:

To be designated at time of transfer.

L. The Transferee is a:

<input type="checkbox"/> Corporation: <input type="checkbox"/> "C", <input type="checkbox"/> "S", <input type="checkbox"/> Non-profit <input type="checkbox"/> Arizona, <input type="checkbox"/> Foreign	<input type="checkbox"/> Partnership <input type="checkbox"/> Limited, <input type="checkbox"/> General <input type="checkbox"/> Arizona, <input type="checkbox"/> Foreign
<input type="checkbox"/> Sole Proprietorship	<input checked="" type="checkbox"/> Limited Liability Company (LLC)
<input type="checkbox"/> Other (Specify)	

M. If Transferee is a corporation: N/A

1. List names of Officers and Directors:

Officers

Directors

_____	_____
_____	_____
_____	_____
_____	_____

2. Indicate the number of shares of stock authorized to issue:

3. If stock has been issued, indicate the number of shares issued and the date of issue:

N. If Transferee is a partnership: N/A

1. List the names of general partners:

_____	_____
_____	_____

2. List name, address and telephone number of managing partner:

- If Applicant is a foreign limited partnership, provide a copy of the Partnership's "Certificate of Registration" with the Arizona Secretary of State

O. If Transferee is a sole proprietor, list name, address and telephone number of individual:

N/A

P. Have all customer security deposits been refunded? Yes ___ No X. If no, mark the block below which describes the proposed disposition of security deposits.

___ All security deposits will be refunded at time of closing.

___ All security deposits will be transferred to the Transferee.

X Other (explain).

No security deposits are required.

Q. Are there any refunds due on Main Extension Agreements? Yes ___ No ___ . If Yes, mark the block below which describes the proposed disposition of the refunds.

___ Transferor will continue to refund after the transfer.

___ Transferee will assume the refunding obligations.

___ A full refund will be made at closing by Transferor.

___ Other (explain).

N/A

R. (WATER ONLY) Are there any refunds due on meter and service line installations?
Yes ___ No ___ . If Yes, mark the block below that describes the proposed disposition of
refunds.

___ Transferor will continue to refund after the transfer.

___ Transferee will assume the refunding obligations.

___ A full refund will be made at closing by Transferor.

___ Other (explain).

N/A

S. (Transferee) Attach the following exhibit(s):

1. Copy of bill of sale, purchase contract or other instrument which conveys the assets to the transferee
2. Articles of Incorporation (if corporation)
3. By-Laws (if corporation)
4. Certificate of Good Standing (if corporation)
5. Articles of Partnership (if partnership)
6. Articles of Organization (if limited liability company)
7. Corporate Resolution if required by Articles of Incorporation
8. Attach a copy of the transfer of City or County Franchise from the Transferor to Transferee.

T. List names and addresses of any other public utility interest Transferee has:

1. _____ N/A _____

2. _____

U. Indicate the date that notice of the application was sent, or will be sent to the customers. N/A

_____, 19__.

DATED the 1st day of March, 19 99

John K. Garvey

(Signature of Authorized Representative of Transferor)

John K. Garvey

(Type Name Here)

President, PETROLEUM, INC., Member

(Title)

SUBSCRIBED AND SWORN to before me on this 1st day of March, 19 99



Melody A. Ewert

NOTARY PUBLIC

My Commission Expires April 16, 1999

Thomas N. Morrill

(Signature of Authorized Representative of Transferee)

Thomas N. Morrill

(Type Name Here)

President of Cascades Denver Corporation, Sole Member of CDC Wickenburg Ranch, LLC, Sole Member

of CDC Wickenburg Water, LLC

SUBSCRIBED AND SWORN to before me on this 15th day of March, 19 99

Wendy L. Kerest

NOTARY PUBLIC

My Commission Expires March 22, 2001

ATTACHMENT 8

Maricopa County will transfer a County Franchise only when the Arizona Corporation Commission approves a transfer of the Certificate of Convenience and Necessity for water. Therefore, the Transferor and Transferee request that the Arizona Corporation Commission designate the transfer of the County Franchise to the Transferee as a condition subsequent to the Arizona Corporation Commission's final approval of this Transfer of the Certificate of Convenience and Necessity for water.