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NEW APPLICATION ORIGINAL

BROWN & BAIN, P.A.

Attorneys at Law

RECEIVED

DOUGLAS G. LEMKE
T(520) 798-7906
F(520) 798-5466
lemke@brownbain.com

2001 DEC 20 4 40 12

AZ CORP COMMISSION
DOCUMENT CONTROL

December 20, 2001

Goodman Water Company

W-02500A-01-0996
WT-04073A-01-0996

Dear Sir/Madam:

Attached is an application by Goodman Water Company for an Application for Approval of the Sale of Assets and/or Transfer of Certificate of Convenience and Necessity. The purpose of this application is to seek ACC approval to sell the assets and transfer the certificate of convenience and necessity from Goodman Water Company to Eagle Crest Water, LLC.

The ownership and management of Goodman Water Company, an Arizona corporation, is identical to that of Eagle Crest Water, LLC, an Arizona limited liability company. The same principals of both these entities have decided that, for tax considerations and ease of business management, an Arizona limited liability company is the preferable vehicle by which to operate their current water utility business. Upon approval of this application, Eagle Crest Water, LLC will continue to serve the customers of Goodman Water Company in the same manner. Following such ACC approval and upon final dissolution of Goodman Water Company, the principals of Eagle Crest Water, LLC intend to change the name of Eagle Crest Water, LLC to Goodman Water Company, LLC.

In essence, this public water utility simply seeks to change from a corporation to a limited liability company. Other than the form of business entity involved, the two entities will function the same, and the interest of the public will continue to be served.

Sincerely,

Douglas G. Lemke

Arizona Corporation Commission

-2-

December 20, 2001

Arizona Corporation Commission
Docket Control
1200 West Washington Street
Phoenix, Arizona 85007

HAND DELIVERED

DGL/mc

Enclosure

Copy with enclosure to:

Jim Shiner
Goodman Water Company
3567 East Sunrise, Suite 119
Tucson, AZ 85718

Intraoffice Copy without enclosure to
Michael F. McNulty

NEW APPLICATION

<p>ARIZONA CORPORATION COMMISSION RECEIVED</p> <p>APPLICATION FOR APPROVAL OF THE SALE OF ASSETS AND/OR TRANSFER OF CERTIFICATE OF CONVENIENCE AND NECESSITY</p> <p><u>WATER AND/OR SEWER</u></p> <p>2001 FEB 20 A 10 15 AZ CORP COMMISSION DOCUMENT CONTROL</p>

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

Goodman Water Company
3567 East Sunrise Drive, #119
Tucson, Arizona 85718
(520) 529-8217

W-02500A-01-0996
W-04073A-01-0996

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

N/A

C. The Transferor is a:

<input checked="" type="checkbox"/> Corporation: <input type="checkbox"/> "C", <input checked="" type="checkbox"/> "S", <input type="checkbox"/> Non-Profit <input checked="" 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 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:

Douglas G. Lemke, Esq.
Brown & Bain, P.A.
Post Office Box 2265
Tucson, Arizona 85702-2265
(520) 798-7900

- E. List the name, address and telephone number of the management contact:
James A. Shiner
3567 East Sunrise Drive, #119
Tucson, Arizona 85718
(520) 529-8217
- F. The name, address and telephone number of the Transferee (Company) is:
Eagle Crest Water, LLC
3567 East Sunrise Drive, #119
Tucson, Arizona 85718
(520) 529-8217
- G. If doing business under a name other than the Transferee (Company) name, specify:
N/A
- H. List the name, address and telephone number of the attorney for the Transferee.
Douglas G. Lemke, Esq.
Brown & Bain, P.A.
Post Office Box 2265
Tucson, Arizona 85702-2265
(520) 798-7900
- I. List the name, address and telephone number of the management contact:
James A. Shiner
3567 East Sunrise Drive, #119
Tucson, Arizona 85718
(520) 529-8217
- J. (Transferee) List the name, address and telephone number of the on-site manager of the utility:
YL Technology
HC70 Box 3601
Sahuarita, Arizona 85629
(520) 625-1671
- K. (Transferee) List the name, address and telephone number of the certified operator as authorized by the Arizona Department of Environmental Quality:
YL Technology
HC70 Box 3601
Sahuarita, Arizona 85629
(520) 625-1671

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:

1. List names of Officers and Directors:

Officers

Directors

N/A

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

N/A

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

N/A

N. If Transferee is a partnership:

1. List names of general partners:

N/A

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

N/A

◆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 ___. If no, mark the block below which describes the proposed disposition of security deposits.

N/A. There are no customer security deposits.

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

___ All security deposits will be transferred to the Transferee.

___ Other (explain).

Q. Are there any refunds due on Main Extension Agreements? Yes ___ No X. 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).

R. (WATER ONLY) Are there any refunds due on meter and service line installations? Yes ___ No X. 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).

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. (Exhibit A attached hereto.)
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). (Exhibit B attached hereto.)
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. (See Exhibit A attached hereto.)

8. Attach a copy of the Transfer of City or County Franchise from the Transferor to Transferee.

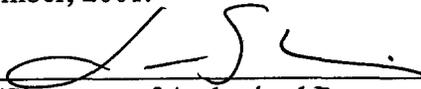
T. List names and addresses of any other public utility interest Transferee has:

None

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

The notice of application will be sent to the customers within 2 weeks of filing this application.

DATED the 19th day of December, 2001.


(Signature of Authorized Representative of Transferor)

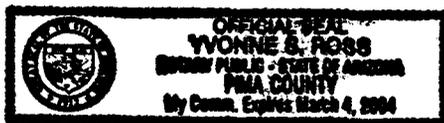
James Shiver
(Type or Print Name Here)

V.P.
(Title)

SUBSCRIBED AND SWORN to before me on this 19th day of December 2001.


NOTARY PUBLIC

My Commission Expires



DATED the 19th day of December, 2001.

[Signature]
(Signature of Authorized Representative of Transferee)

James Shimen
(Type or Print Name Here)

mgmg member
(Title)

SUBSCRIBED AND SWORN to before me on this 19th day of December, 2001.

[Signature]
NOTARY PUBLIC

My Commission Expires

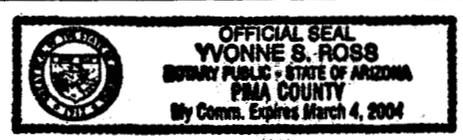


EXHIBIT A

BILL OF SALE AND ASSIGNMENT

KNOW ALL MEN BY THESE PRESENTS:

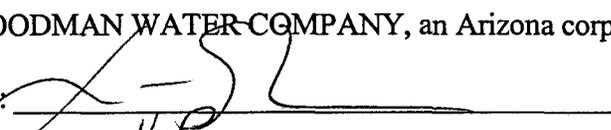
That GOODMAN WATER COMPANY, an Arizona corporation ("Seller"), for and in consideration of the sum of TEN DOLLARS (\$10.00) and other good and valuable consideration to it in hand paid by EAGLE CREST WATER, LLC ("Buyer"), the receipt of which is hereby acknowledged, does by these presents grant, bargain, sell, convey and assign unto the Buyer, its successors and assigns, subject to the approval of the Arizona Corporation Commission, the aggregate of mechanical equipment, components and all other appurtenances used in connection with the delivery of domestic water service, which are attached to, or located in or on utilities easements and roadway easements, including but not limited to pipelines (of whatever size), boosters, pumps, fittings, connections, valves, meters, taps, storage tanks and electrical systems (the "Water System") and all permits, franchises, licenses, records and other tangible property of Seller.

TO HAVE AND TO HOLD the same unto Buyer, its successors and assigns, forever.

IN WITNESS WHEREOF, Seller has caused this instrument to be executed this 19 day of December, 2001.

SELLER

GOODMAN WATER COMPANY, an Arizona corporation

By: 
Its: V.P.

BUYER

EAGLE CREST WATER LLC, an Arizona limited liability company

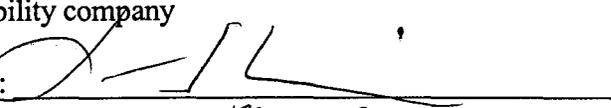
By: 
Its: mgm member

EXHIBIT B

L-1011610-3

EXPEDITED

2001 DEC 12 P 4: 37

APPR. [Signature]
DATE APPR. 12-12-01
TERM _____
DATE _____

ARTICLES OF ORGANIZATION
of
EAGLE CREST WATER, LLC

The undersigned hereby forms a limited liability company (the "Company") pursuant to Chapter 4 of Title 29 of the Arizona Revised Statutes, as amended (§ 29-601 *et seq.*) (the "Act").

1. The name of the Company is:

OK
Eagle Crest Water, LLC

2. The address of the registered office of the Company is:

3567 E. Sunrise, #119
Tucson, Arizona 85718

3. The name and address of the statutory agent for service of process on the Company are:

Michael F. McNulty
c/o Brown & Bain, P.A.
One South Church Avenue, Suite 1900
Tucson, Arizona 85701

4. The names and addresses of the Members of the Company who own a twenty percent or greater interest in the Company are:

Alexander Sears
3567 E. Sunrise, #119
Tucson, Arizona 85718

James A. Shiner
3567 E. Sunrise, #119
Tucson, Arizona 85718

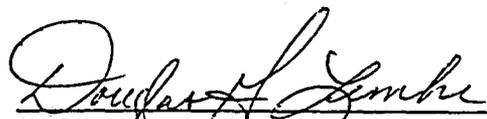
5. Management of the Company is vested in the Managers, whose names and addresses are:

Alexander Sears
3567 E. Sunrise, #119
Tucson, Arizona 85718

James A. Shiner
3567 E. Sunrise, #119
Tucson, Arizona 85718

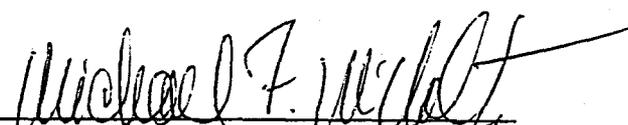


DATED: December 12, 2001.



Douglas G. Lemke, Organizer

Michael F. McNulty, being appointed the Statutory Agent for service of process of the Company, hereby accepts such appointment.



Michael F. McNulty, as Statutory Agent