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BEFORE THE ARIZONA CORPORATION COMMISSION

Arizona Corporation Commission

DOCKETED

OCT 25 2002

WILLIAM MUNDELL
Chairman
JIM IRVIN
Commissioner
MARC SPITZER
Commissioner



IN THE MATTER OF THE APPLICATION OF ARIZONA PUBLIC SERVICE COMPANY FOR AN ORDER OR ORDERS AUTHORIZING IT TO ISSUE, INCUR, OR ASSUME EVIDENCES OF LONG-TERM INDEBTEDNESS; TO ACQUIRE A FINANCIAL INTEREST OR INTERESTS IN AN AFFILIATE OR AFFILIATES; TO LEND MONEY TO AN AFFILIATE OR AFFILIATES; AND TO GUARANTEE THE OBLIGATIONS OF AN AFFILIATE OR AFFILIATES

DOCKET NO. E-01345A-02-0707

MOTION AND CONSENT OF LOCAL COUNSEL FOR PRO HAC VICE ADMISSION OF MICHAEL R. ENGLEMAN

The signature attorney, pursuant to Rule 33 (c) and (d) Rules of the Supreme Court, moves the Commission to admit Michael R. Engleman as counsel pro hac vice in this action.

Pursuant to Rule 33 (c) and (d) Rules of the Supreme Court, the following exhibits are attached hereto:

1. the original Verified Application;
2. the original Certificates of Good Standing; and
3. the State Bar of Arizona Notice of Receipt.

The filing fee as required by Rule 33(d) has been submitted to the State Bar of Arizona. Jay L. Shapiro hereby agrees to serve as designated local counsel for the subject case. A proposed order admitting Michael R. Engleman accompanies this motion.

1 Dated this 25th day of October, 2002.

2
3
4
5 Jay L. Shapiro
6 Bar No. 14650
7 Fennemore Craig, P.C.
8 3003 North Central Avenue
9 Suite 2600
10 Phoenix, AZ 85012

11 **ORIGINAL +10 copies of the foregoing**
12 **hand-delivered for filing this 25th day**
13 **of October, 2002:**

14 Docket Control
15 ARIZONA CORPORATION COMMISSION
16 1200 West Washington
17 Phoenix, Arizona

18 **COPY delivered this 25th of October, 2002 day to:**

19 Lyn Farmer
20 Chief Administrative Law Judge
21 ARIZONA CORPORATION COMMISSION
22 1200 West Washington
23 Phoenix, Arizona

24 Christopher Kempley
25 Chief Counsel
26 ARIZONA CORPORATION COMMISSION
1200 West Washington
Phoenix, Arizona

Ernest Johnson
Utilities Director
ARIZONA CORPORATION COMMISSION
1200 West Washington
Phoenix, Arizona

1 COPY mailed this th 25 day of October, 2002 to:

2 Jeffrey B. Guldner
3 SNELL & WILMER
4 One Arizona Center
400 E. Van Buren
Phoenix, AZ 85004

5 Thomas L. Mumaw
6 PINNACLE WEST CAPITAL CORP
7 LAW DEPARTMENT
P.O. Box 53999, MS 8695
Phoenix, AZ 85072-3999

8 Larry F. Eisenstat
9 Michael R. Engleman
10 DICKSTEIN SHAPIRO MORIN & OSHINSKY
2101 L Street, NW
Washington, DC 20037
Attorneys for Panda Gila River, L.P.

11 Lindy Funkhouse
12 Scott Wakefield
13 RUCO
1110 W. Washington, Suite 200
Phoenix, AZ 85007

14 William P. Sullivan
15 Michael A. Curtis
2712 N. 7th Street
16 Phoenix, AZ 85006-1090
Attorneys for Reliant Resources, Inc.

17 Roger K. Ferland
18 QUARLES & BRADY STREICH LANG, LLP
Renaissance One
19 Two North Central Avenue
Phoenix, AZ 85004-2391
20 Attorneys for Harquahala Generating Company, LLC

21 Jay I. Moyes
22 MOYES STOREY
3003 N. Central Ave., Suite 1250
Phoenix, AZ 85012
23 Attorneys for PPL Southwest Generation
Holdings, LLC; PPL Energy Plus, LLC; and
24 PPL Sundance Energy, LLC

Jesse A. Dillon
PPL
2 North Ninth Street
Allentown, PA 18101

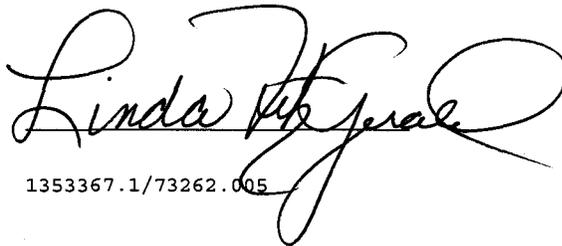
Walter W. Meek
AUIA
2100 N. Central Ave., Suite 210
Phoenix, AZ 85004

Lawrence V. Robertson, Jr.
MUNGER CHADWICK
National Bank Plaza
333 N. Wilmot, Suite 300
Tucson, AZ 85711
Attorneys for Southwestern Power Group II, LLC,
Bowie Power Station, and Sempra Energy Resources

Greg Patterson
ACPA
5432 E. Avalon
Phoenix, AZ 85018

Raymond S. Heyman
Michael W. Pattern
ROSHKA, HEYMAN & DeWULF
One Arizona Center
400 E. Van Buren, Suite 800
Phoenix, AZ 85004
Attorneys for Tucson Electric Power Co.

ARIZONA REPORTING SERVICE, INC.
2627 N. Third Street, Suite Three
Phoenix, AZ 85004-1104


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TO PRINT



For Official Use Only
App# E-01345A-02-0707
Pro Hac ID # P145232

NONRESIDENT ATTORNEY
PRO HAC VICE APPLICATION

Name: Michael R. Engleman

Residence Address: 8829 Cold Spring Road Potomac, MD 20854

Office Address: 2101 L Street, NW Washington, DC 20037-1526

Telephone: (202) 955-6676 Fax: (202) 887-0689

Title of cause or case where applicant seeks to appear: **See Attachment 1**

Docket Number: E-01345A-02-0707

Court, Board, or Administrative Agency: Arizona Corporation Commission

Party on whose behalf applicant seeks to appear: Panda Gila River, L.P.

Table with 3 columns: Courts to Which Applicant Has Been Admitted, Date of Admission, Bar Number. Rows include Kentucky Supreme Court (July 1988, # 82609) and DC Superior Court (June 2000, # 468453).

Applicant is a member in good standing in such courts.

Applicant is not currently disbarred or suspended in any court.

Applicant [] is / [X] is not (select one) currently subject to any pending disciplinary proceeding or investigation by any court, agency or organization authorized to discipline attorneys at law.

Table with 3 columns: Jurisdiction(s) Where Discipline Matter Pending, Nature of Matter Under Investigation, Name / Address of Disciplinary Authority.

Applicant [] has / [X] has not (select one) been disciplined by any court, agency or organization authorized to discipline attorneys at law.

In the preceding three (3) years, applicant has filed applications to appear as counsel under Rule 33, Arizona Rules of Supreme Court in the following:

Table with 4 columns: Title of Matter, Docket #, Court or Agency, Application Granted? (Y/N). Row 1: **See Attachment 2 and 3** (N/A).

ATTACHMENT 1

Title of cause or case where applicant seeks to appear:

In the matter of the Application of Arizona Public Service Company for an Order or Orders Authorizing it to Issue, Incur, or Assume Evidences of Long-Term Indebtedness, to Acquire a Financial Interest or Interests in an Affiliate or Affiliates; to lend money to an Affiliate or Affiliates; and to Guarantee the Obligations of an Affiliate or Affiliates

Docket No. E-01345A-02-0707

ATTACHMENT 2 and 3

In the preceding three (3) years, applicant has filed applications to appear as counsel under Rule 33, Arizona Rules of Supreme Court in the following:

Title of Matter	Docket #	Court or Agency
In the Matter of the Arizona Public Service Company's Request for Variance of certain Requirements of A.A.C. R14-2-1606	E-01345A-01-0822	Before The Arizona Corporation Commission
In the Matter of the Generic Electric Proceedings concerning Electric Restructuring Issues	E-00000A-02-0051	Before The Arizona Corporation Commission

Name of local counsel: Jay L. Shapiro

State Bar of Arizona Number: # 14650

Address: 3003 North Central Avenue, Suite 2600, Phoenix, AZ 85012-2913

Telephone: (602) 916-5000 Fax: (602) 916-5999

Name(s) of each party in this cause and name and address of all counsel of record: ****See Attachment 4****

Party:	Counsel of Record:	Address:
_____	_____	_____
_____	_____	_____
_____	_____	_____

Applicant is including with this application a nonrefundable application fee, payable to the State Bar of Arizona, in the amount of \$330.00.

This case or cause is / is not (select one) a related or consolidated matter for which applicant has previously applied to appear pro hac vice in Arizona. If this matter is a related or consolidated with any previous application, applicant certifies the following:

Applicant certifies the following:

1. Applicant shall be subject to the jurisdiction of the courts and agencies of the State of Arizona and to the State Bar of Arizona with respect to the law of this state governing the conduct of attorneys to the same extent as an active member of the State Bar of Arizona, as provided in Rule 46(b) Rules of the Supreme Court.
2. Applicant will review and comply with appropriate rules of procedure as required in the underlying cause.
3. Applicant understands and shall comply with the standards of conduct required of members of the State Bar of Arizona.

Verification

STATE OF District of Columbia)
County of _____) ss.

I, the Applicant, swear that all statements in the application are true, correct and complete to the best of my knowledge and belief.

Dated: 10/15/02

Applicant's signature Michael R. Engleman

SUBSCRIBED AND SWORN TO before me this 15 day of October, 2002, by
Michael R. Engleman
Name of Applicant

Penny Chanin
Notary Public

Penny Chanin
Notary Public District of Columbia
My Commission Expires: March 14, 2006²

ATTACHMENT 4

Name(s) of each party in this cause and name and address of all counsel of record:

PARTY	COUNSEL OF RECORD	ADDRESS
APS	Matthew P. Feeney Jeffrey B. Guldner Faraz Sanci Snell & Wilmer	One Arizona Center 400 East Van Buren Street Phoenix, AZ 85004-2202
APS Pinnacle West Capital Corporation	Thomas L. Mumaw, Esq. Senior Attorney	P. O. Box 53999 MS 8695 Phoenix, AZ 85072-3999
PANDA Gila River L.P. Fennemore Craig, P.C.	Jay L. Shapiro	3003 North Central Avenue Suite 2600 Phoenix, AZ 85012-2913
Dickstein Shapiro Morin & Oshinsky LLP	Larry F. Eisenstat Michael R. Engleman Frederick D. Ochsenhirt	2101 L Street, NW Washington, DC 20037
RUCO Residential Utility Consumer Office	Lindy Funkhouser Scott S. Wakefield	1110 West Washington Suite 220 Phoenix, AZ 85070
Reliant Resources Inc. Martinez & Curtis, P.C.	Michael A. Curtis William P. Sullivan Paul R. Michaud	2712 North 7th Street Phoenix, AZ 85006
Arizona Utility Investors Association	Walter W. Meek President	2100 North Central Avenue Suite 210 Phoenix, AZ 85004
ACAA	Mary-Ellen Kane	2627 North 3rd Street Suite Two Phoenix, AZ 85004
PG&E Energy Services Corp. Munger Chadwick, PLC	Lawrence V. Robertson, Jr	333 North Wilmot Suite 300 Tucson, AZ 85711-2634
Arizona Consumers Council	Albert Sterman	2849 East 8th Street Tucson, AZ 85716
PPL Southwest	Jay I. Moyes Moyes Storey	3003 North Central Avenue Suite 1250 Phoenix, AZ 85012

ATTACHMENT 4

Name(s) of each party in this cause and name and address of all counsel of record:

PARTY	COUNSEL OF RECORD	ADDRESS
Arizonans For Electric Choice & Competition	Charles T. Stevens	245 West Roosevelt Phoenix, AZ 85003
Arizona Competitive Power Alliance	Greg Patterson	5432 East Avalon Phoenix, AZ 85018
AES New Energy	Aaron Thomas o	350 South Grand Avenue Suite 2950 Los Angeles, CA 90071
Arizonans For Electric Choice & Competition	Gary A. Dodge Hatch, James & Dodge	10 West Broadway Suite 400 Salt Lake City, UT 84101
Arizona Reporting Service, Inc.		2627 N. Third Street Suite Three Phoenix, AZ 85004-1103

KENTUCKY BAR ASSOCIATION

514 WEST MAIN STREET
FRANKFORT, KENTUCKY 40601-1883
(502) 564-3795
FAX (502) 564-3225



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YOUNG LAWYERS

Michael J. Cox
Chair

EXECUTIVE DIRECTOR

Bruce K. Davis

October 4, 2002

THIS IS TO CERTIFY THAT

MICHAEL RAY ENGLEMAN

*Dickstein Shapiro Morin
2101 L Street Northwest
Washington, D.C. 20037*

Membership No. 82609

is a member in good standing with the Kentucky Bar Association as required by the Rules of the Supreme Court of Kentucky, no record of any charges or complaints of any kind having been preferred against him. The member currently has a non practice exemption wherein he has voluntarily agreed not to practice law in Kentucky until the exemption is removed by the Continuing Legal Education Commission upon certification of completion of appropriate continuing legal education credit hours.



***BRUCE K. DAVIS
REGISTRAR***

By:

Michele M. Pogrosky
Michele M. Pogrosky, Deputy Registrar



District of Columbia Court of Appeals
Committee on Admissions
500 Indiana Avenue, N.W. — Room 4200
Washington, D. C. 20001
202/879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia Court of Appeals, do hereby certify that

MICHAEL R. ENGLEMAN

was on the 10th day of July, 2000,
duly qualified and admitted as an attorney and counselor and
entitled to practice before this Court and is, on the date
indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have
hereunto subscribed my name and
affixed the seal of this Court
at the City of Washington, D.C.
this 4th day of
October, 2002.

GARLAND PINKSTON, JR., CLERK

By: *Paul C. [Signature]*
Deputy Clerk

**Administrative Agency
Arizona Corporation Commission**

In the matter of: Panda Gila River LP)
 Plaintiff/Petitioner,)
)
)
)
)
 Defendant/Respondent.)

CASE # E-01345A-02-0707

SBA App #P145232

**NOTICE OF RECEIPT OF
COMPLETE APPLICATION**

NOTICE IS HEREBY given by THE STATE BAR OF ARIZONA that it has received the verified application and fee from Michael R. Engleman.

In addition to this application, applicant has made the following applications to appear pro hac vice, pursuant to Rule 33 (d), within the previous three (3) years:

Title of Matter	Court/Agency	Date	Granted?	
AZ Public Service Co.	AZ Corporation Comm		<input checked="" type="checkbox"/> yes	<input type="checkbox"/> no
Generic Electric Proc.	AZ Corporation Comm.		<input checked="" type="checkbox"/> yes	<input type="checkbox"/> no
			<input type="checkbox"/> yes	<input type="checkbox"/> no
			<input type="checkbox"/> yes	<input type="checkbox"/> no

Exhibit A, the original verified application and Exhibit B, the original Certificate(s) of Good Standing are attached hereto.

DATED this 17th day of October, 2002

Marie Ruch
 Marie Ruch
 Membership Records
 State Bar of Arizona

Original Mailed on
 October 17th, 2002 to:
 Jay L. Shapiro
 3003 N. Central Ave Suite 2600
 Phoenix, AZ 85012-2913

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BEFORE THE ARIZONA CORPORATION COMMISSION

WILLIAM MUNDELL
Chairman
JIM IRVIN
Commissioner
MARC SPITZER
Commissioner

DOCKET NO. E-01345A-02-0707

IN THE MATTER OF THE APPLICATION
OF ARIZONA PUBLIC SERVICE
COMPANY FOR AN ORDER OR ORDERS
AUTHORIZING IT TO ISSUE, INCUR, OR
ASSUME EVIDENCES OF LONG-TERM
INDEBTEDNESS; TO ACQUIRE A
FINANCIAL INTEREST OR INTERESTS IN
AN AFFILIATE OR AFFILIATES; TO LEND
MONEY TO AN AFFILIATE OR
AFFILIATES; AND TO GUARANTEE THE
OBLIGATIONS OF AN AFFILIATE OR
AFFILIATES

**ORDER RE: PRO HAC VICE
ADMISSION OF MICHAEL R.
ENGLEMAN**

Having considered the Application to Appear Pro Hac Vice submitted by Michael R. Engleman, and good cause appearing therefrom,

IT IS HEREBY ORDERED that Michael R. Engleman may appear and practice before this Commission in the above-captioned docket.

Dated this _____ day of _____, 2002.

Lyn Farmer
Chief Administrative Law Judge

1 ORIGINAL +10 copies of the foregoing
2 hand-delivered for filing this 25th day
3 of October, 2002 to:

4 Docket Control
5 ARIZONA CORPORATION COMMISSION
6 1200 West Washington
7 Phoenix, Arizona

8 COPY delivered this 25th day of October, 2002 to:

9 Lyn Farmer
10 Chief Administrative Law Judge
11 ARIZONA CORPORATION COMMISSION
12 1200 West Washington
13 Phoenix, Arizona

14 Christopher Kempley
15 Chief Counsel
16 ARIZONA CORPORATION COMMISSION
17 1200 West Washington
18 Phoenix, Arizona

19 Ernest Johnson
20 Utilities Director
21 ARIZONA CORPORATION COMMISSION
22 1200 West Washington
23 Phoenix, Arizona

24 

25 1353291.1/73262.005

26