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THIS AMENDMENT:

Passed as amended by

ORIGINAL

Not Offered

Withdrawn

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COMPANY: Salt River Project Agriculture Improvement and Power District

AGENDA ITEM NO. U-7

DOCKET NO. E-02217A-03-0232

OPEN MEETING DATE: October 21 and 22, 2003

Page 4, Line 20, Insert the following new Findings of Fact No. 17:

"17. In exceptions it filed to the Proposed Order on October 15, 2003, SRP stated that it has decided not to pursue the expansion of the current limit on issuance of derivatives or other alternative bond products at this time, and thereby withdrew its request to increase the cap on the issuance of derivatives or other alternative bond products to fifteen percent. Staff's recommendation as set forth in Findings of Fact No. 14 is therefore moot.

Page 5, Line 11, Insert "\$" before "640,000,000"

Page 5, Lines 19-27, Delete entire Ordering Paragraph.

Arizona Corporation Commission DOCKETED

OCT 20 2003

DOCKETED BY [Signature]