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COMMISSIONERS
WILLIAM A. MUNDELL - Chairman
JIM IRVIN
MARC SPITZER
JEFF HATCH-MILLER
MIKE GLEASON

2003 JAN 13 P 2:45

AZ CORP COMMISSION
DOCUMENT CONTROL

IN THE MATTER OF THE APPLICATION OF)
CITIZENS COMMUNICATIONS COMPANY)
AND UNISOURCE ENERGY CORPORATION)
FOR APPROVAL FOR THE SALE OF CERTAIN)
ELECTRIC UTILITY AND GAS UTILITY)
ASSETS IN ARIZONA, THE TRANSFER OF)
CERTAIN CERTIFICATES OF CONVENIENCE)
AND NECESSITY FROM CITIZENS COMMUN-)
ICATIONS COMPANY TO UNISOURCE)
ENERGY CORPORATION, THE APPROVAL)
OF THE FINANCING FOR THE TRANS-)
ACTIONS AND OTHER RELATED MATTERS.)

DOCKET NO. E-01933A-02-0914
E-01032C-02-0914
G-01032A-02-0914

STAFF'S ADDENDUM "A" OF
PROTECTIVE AGREEMENT

The Arizona Corporation Commission Staff ("Staff") requests the attached seven (7) signed documents, each labeled "Exhibit A", be placed in the above listed docket as Addendum "A" to the Protective Agreement docketed January 9, 2003. Staff and the Joint Applicants, UniSource Energy Corporation, on behalf of itself, Tucson Electric Power Company and UniSource's designated affiliate(s) (collectively, "UniSource") and Citizens Communications Company Arizona Gas and Electric Divisions ("Citizens"), entered into this docketed Protective Agreement on January 9, 2003.

RESPECTFULLY SUBMITTED this 13th day of January, 2003.

Lisa A. Vandenberg (018532)
Legal Division, Attorney
1200 West Washington Street
Phoenix, Arizona 85007
(602) 542-3402

AN ORIGINAL and fifteen (15) copies were filed this 13th day of January, 2003 with:

Docket Control
1200 West Washington Street
Phoenix, Arizona 85007

...

Arizona Corporation Commission
DOCKETED
JAN 13 2003

DOCKETED BY
CAR

1 COPIES of the foregoing document
2 was filed this 13th day of January,
2003 to:

3 Thomas H. Campbell, Esq.
4 40 North Central Avenue
Phoenix, Arizona 85007

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6 Angela L. Bennett
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EXHIBIT "A"

I have read the foregoing Protective Agreement dated JANUARY 9th, 2003, in UniSource and Citizens Joint Application for approval of the sale of certain electric utility and gas utility assets in Arizona, the transfer of certain certificates of convenience and necessity from Citizens Communications Company to UniSource Energy Corporation, the approval of the financing for the transactions and other related matters, Docket No. E-01933A-02-0914, E-01032C-02-0914, G-01032A-02-0914 and agree to be bound by the terms and conditions of such Agreement.

CHRISTOPHER KEMPLEY
Name

Christopher C Kempley
Signature

A.C.C. Legal
Employer or Firm

1200 W. Washington
Business Address

Chief Counsel
Position or relationship with the
Arizona Corporation Commission

1/10/03
Date

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JANICE ALWARD

Name

Janice Alward

Signature

A.C.C. / Legal

Employer or Firm

1200 W. Washington

Business Address

Assistant Chief Counsel

Position or relationship with the
Arizona Corporation Commission

1/10/03

Date

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Nancy Roe
Name

Nancy Roe
Signature

ACC - Legal Division
Employer or Firm

1200 W. Washington
Business Address

Secretary
Position or relationship with the
Arizona Corporation Commission

11/10/03
Date

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CONSTANCE FITZSIMMONS
Name

Constance Fitzsimmons
Signature

Arizona Corporation Commission
Employer or Firm

1000 W. Washington Phoenix AZ 85007
Business Address

Paralegal
Position or relationship with the
Arizona Corporation Commission

1/10/03
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ALEXANDER V. IGWE, CPA

Name



Signature

ARIZONA CORPORATION COMMISSION

Employer or Firm

1200 WEST WASHINGTON STREET
PHOENIX, AZ 85007

Business Address

PUBLIC UTILITIES ANALYST IV

Position or relationship with the
Arizona Corporation Commission

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Date

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Reem Bahl
Name

Reem Bahl
Signature

A.C.C.
Employer or Firm

1200 W. Washington
Business Address

Utilities Engineer (Electric)
Position or relationship with the
Arizona Corporation Commission

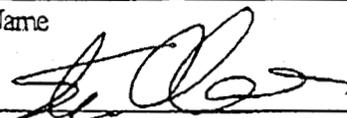
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Steven C. Carver
Name


Signature

Utilitech, Inc.
Employer or Firm

740 NW Blue Parkway Suite 204
Lee's Summit, MO 64086
Business Address

Consultant to ACC Staff
Position or relationship with the
Arizona Corporation Commission

1-10-03
Date