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COMMISSIONERS

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AZ CORP COMMISSION
DOCKET CONTROL

Arizona Corporation Commission

DOCKETED

DEC 27 2007

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BEFORE THE ARIZONA CORPORATION COMMISSION

IN THE MATTER OF THE APPLICATION
OF QUEEN CREEK WATER COMPANY
FOR APPROVAL OF SALE OF ASSETS
AND CONDITIONAL CANCELLATION OF
ITS CERTIFICATE OF CONVENIENCE
AND NECESSITY

DOCKET NO. W-01395A-07-0556

**APPLICANT'S RESPONSE TO
MOTION TO AMEND
PROCEDURAL SCHEDULE**

Bryan Cave LLP
Two North Central Avenue, Suite 2200
Phoenix, Arizona 85004-4406
(602) 364-7000

Applicant Queen Creek Water Company ("QCWC") hereby responds to the Arizona Corporation Commission Utilities Division Staff's ("Staff") Motion to Amend Procedural Schedule dated December 24, 2007.

As noted in the original Application in this matter, the closing of the contemplated transaction, and transfer of utility assets and service to the Town of Queen Creek (the "Town"), is conditioned upon receipt of a conditional order from the Arizona Corporation Commission (the "Commission") cancelling QCWC's Certificate of Convenience and Necessity, effective upon notice to the Commission of the successful close of the parties' transaction. Entry of such an order is also necessary for the Town to finalize financing from the Water Infrastructure and Finance Authority of Arizona. The parties originally anticipated that this transaction would close in late January, and have taken steps to prepare for the orderly transfer of service at that time. Any delay hampers the ability of the parties to consummate the transaction and provide for the orderly and timely transition of service to consumers.

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1 Since filing of the present Motion, undersigned counsel has spoken with counsel for
2 Staff, Kevin Torrey, Esq., and confirmed that counsel is available and willing to consent to
3 move the hearing in the present matter to January 28th or 29th, 2007. QCWC would request,
4 therefore, that the hearing be reset for either January 28th or 29th, 2007. QCWC is willing, if
5 necessary to accommodate such earlier hearing date, to agree to a shortened time period for
6 responding to Staff's Report.

7
8 RESPECTFULLY SUBMITTED this 27th day of December, 2007.

9
10 BRYAN CAVE LLP

11 By 

12 Steven A. Hirsch, #006360

13 Stanley B. Lutz, #021195

14 Two N. Central Avenue, Suite 2200

15 Phoenix, AZ 85004-4406

16 Attorneys for Queen Creek Water Company

17 ORIGINAL and 13 copies of the foregoing
18 filed this 27th day of December, 2007 with:

19 Docket Control Division
20 Arizona Corporation Commission
21 1200 W. Washington Street
Phoenix, AZ 85007

22 COPY of the foregoing hand-delivered
23 this 27th day of December, 2007 to:

24 Lyn A. Farmer, Esq.
25 Chief Administrative Law Judge
26 Hearing Division
27 Arizona Corporation Commission
1200 W. Washington Street
Phoenix, AZ 85007

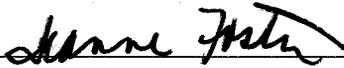
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