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BEFORE THE ARIZONA CORPORATION

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COMMISSIONERS

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MIKE GLEASON, Chairman
WILLIAM A. MUNDELL
JEFF HATCH-MILLER
KRISTIN K. MAYES
GARY PIERCE

ARIZONA CORPORATION
DOCKET CONTROL

IN THE MATTER OF THE
APPLICA-TION OF PERKINS
MOUNTAIN WATER COMPANY FOR
A CERTIFI-CATE OF CONVENIENCE
AND NECESSITY IN MOHAVE
COUNTY.

DOCKET NO. W-20380A-05-0490

IN THE MATTER OF THE
APPLICA-TION OF PERKINS
MOUNTAIN UTILITIES COMPANY
FOR A CERTIFI-CATE OF
CONVENIENCE AND NECESSITY IN
MOHAVE COUNTY.

DOCKET NO. SW-20379A-05-0489

NOTICE OF FILING
SUPPLEMENTAL INFORMATION

On November 30, 2007, Perkins Mountain Water Company and Perkins Mountain Utility Company (collectively "Applicants") filed with the Arizona Corporation Commission an Amendment to the Applications for Certificates of Convenience of Necessity ("Amended Application"). The Amended Application stated:

As of November 29, 2007, Utilities Inc. is the sole shareholder of the Perkins Companies with control over the operations of the Perkins Companies and the Applications. Utilities Inc. has no ownership interest in any entity owned by or controlled by James Rhodes or any of Mr. Rhodes' affiliated business enterprises. Likewise, neither Mr. Rhodes nor any of his affiliated business enterprises have any ownership interest in Utilities Inc. or any entity controlled by or under common control with Utilities Inc.

Applicants, through counsel undersigned, hereby submit the following affidavits in support of the Amended Application and specifically, the statement quoted above:

- Affidavit of John Hoy, Chief Regulatory Officer of Utilities, Inc.
- Affidavit of James Michael Rhodes

Arizona Corporation Commission

DOCKETED

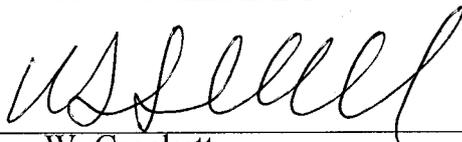
JAN _2 2008

¹ Amended Application page 4, line 22 through page 5 line 3.

DOCKETED BY

1 RESPECTFULLY SUBMITTED this 2nd day of January, 2008.

2 SNELL & WILMER L.L.P.

3
4 By 

5 Jeffrey W. Crockett
6 Bradley S. Carroll
7 One Arizona Center
8 400 East Van Buren
9 Phoenix, Arizona 85004-2202
10 Attorneys for Perkins Mountain Water
11 Company and Perkins Mountain Utility
12 Company

13 ORIGINAL and 15 copies filed this
14 2nd day of January, 2008, with:

15 Docket Control
16 Arizona Corporation Commission
17 1200 West Washington
18 Phoenix, Arizona 85007

19 COPY of the foregoing hand-delivered
20 this 2nd day of January, 2007, to:

21 Dwight D. Nodes, Administrative Law Judge
22 Hearing Division
23 Arizona Corporation Commission
24 1200 West Washington
25 Phoenix, Arizona 85007

26 Keith Layton, Staff Attorney
27 Legal Division
28 Arizona Corporation Commission
1200 West Washington
Phoenix, Arizona 85007

Ernest Johnson, Director
Utilities Division
Arizona Corporation Commission
1200 West Washington
Phoenix, Arizona 85007

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COPY of the foregoing mailed this
2nd day of January, 2008 to:

Booker T. Evans, Jr.
Kimberly A. Warshawski
Greenberg Traurig, L.L.P.
2375 East Camelback Road, Suite 700
Phoenix, Arizona 85016

Scott Fisher
Sports Entertainment
808 Buchanan Blvd., Ste. 115-303
Boulder City, Nevada 89005



AFFIDAVIT OF JOHN HOY

STATE OF ILLINOIS)
) ss.
County of Cook)
_____)

I, John Hoy, being first duly sworn upon my oath, do state as follows:

1. I am over 18 years of age and have personal knowledge of the matters set forth in this affidavit.
2. My business address is 2335 Sanders Road, Northbrook, Illinois, 60062.
3. I am the Chief Regulatory Officer of Utilities, Inc., an Illinois corporation.
4. On November 29, 2007, Utilities, Inc. acquired 100 percent of the stock of Perkins Mountain Water Company and Perkins Mountain Utility Company ("Perkins Companies") from Rhodes Homes Arizona, L.L.C., an Arizona limited liability company ("Rhodes Homes").
5. Upon information and belief, Rhodes Homes is 100 percent owned and controlled by James M. Rhodes.
6. In August 2007, Utilities, Inc. became aware that Rhodes Homes was interested in securing a water and wastewater provider to provide utility services to its proposed master planned communities at Golden Valley South and The Villages at White Hills ("Proposed Projects") in Mohave County, Arizona and was interested in transferring the stock of the Perkins Companies to such provider in order to proceed with the Applications for Certificates of Convenience and Necessity that were pending before the Arizona Corporation Commission in Docket Nos. W-20380A-05-0490 and SW-20379A-05-0489.
7. In September 2007, representatives of Utilities, Inc. met with a representative of Rhodes Homes to discuss the possibility of Utilities, Inc. providing utility service to the Proposed Projects and acquiring the Perkins Companies as Utilities, Inc. was interested in expanding its business operations in the State of Arizona.
8. Throughout September, October and November of 2007, representatives of Utilities, Inc. negotiated with representatives of Rhodes Homes and legal counsel for the Perkins Companies that culminated in the execution of the Stock Purchase and Utility Services Agreement on November 29, 2007.
9. James M. Rhodes and his affiliated entities have no direct or indirect ownership interest, control or affiliation with Utilities, Inc. whatsoever nor does Mr. Rhodes or any of his affiliates have or will have any direct or indirect ownership or control of the Perkins Companies.

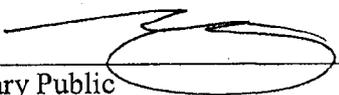
10. Neither Mr. Rhodes nor his affiliates will have any role in the operation of the Perkins Companies.

Further Affiant sayeth not.



JOHN HOY

SUBSCRIBED and sworn to before me this 21st day of December, 2007.



Notary Public

My Commission Expires:

5-29-2011



AFFIDAVIT OF JAMES MICHAEL RHODES

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

I, James Michael Rhodes, being first duly sworn upon my oath, do state as follows:

1. I am over 18 years of age and have personal knowledge of the matters set forth in this affidavit.
2. My business address is 4730 S. Fort Apache Road, Las Vegas, Nevada, 89147.
3. I am the President and sole shareholder of Sagebrush Enterprises, Inc., a Nevada corporation.
4. Perkins Mountain Water Company and Perkins Mountain Utility Company ("Perkins Companies") were each 100% owned and controlled by Rhodes Homes Arizona, L.L.C. ("Rhodes Homes"), which is 100% owned and controlled by The Rhodes Companies, LLC, which is 100% owned and controlled by Sagebrush Enterprises, Inc.
5. On November 29, 2007, Utilities, Inc. acquired 100 percent of the stock of the Perkins Companies from Rhodes Homes pursuant to a Stock Purchase and Utilities Services Agreement ("Agreement").
6. In August 2007, Rhodes Homes initiated discussions with Utilities, Inc. to provide utility services to the proposed master planned communities at Golden Valley South and The Villages at White Hills ("Proposed Projects") in Mohave County, Arizona.
7. In September 2007, Rhodes Homes met with Utilities, Inc. to discuss the possibility of Utilities, Inc. providing utility service to the Proposed Projects and acquiring the Perkins Companies.
8. Throughout September, October and November of 2007, representatives of Utilities, Inc. negotiated with representatives of Rhodes Homes and legal counsel for the Perkins Companies that culminated in the execution of the Agreement. I was not directly or personally involved in the negotiation of the Agreement.
9. Neither I (nor any of my affiliated entities in which I have any direct or indirect ownership interest, control or affiliation) had, have or will have, any direct or indirect ownership interest or control of Utilities, Inc. or any of its affiliates, including the Perkins Companies.

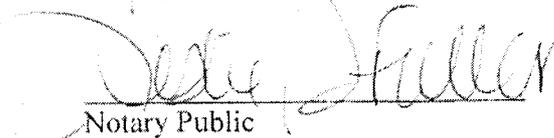
10. Neither I, nor any of my affiliates, employees or agents, have or will have any role in the operation of the Perkins Companies.

Further Affiant sayeth not.


JAMES MICHAEL RHODES

SUBSCRIBED and sworn to before me this 2nd day of January, 2008.




Notary Public

My Commission Expires:

1-23/10