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BEFORE THE ARIZONA CORPORATION COMMISSION

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Arizona Corporation Commission

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AZ CORP COMMISSION  
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COMMISSIONERS

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

HP INVESTMENT CORPORATION,  
  
COMPLAINANT,  
  
VS.  
  
APPALOOSA WATER COMPANY,  
  
RESPONDENT.

DOCKET NO. W-03443A-06-0713

PROCEDURAL ORDER

**BY THE COMMISSION:**

On November 7, 2006, HP Investment Corporation ("HP" or "Complainant") filed with the Arizona Corporation Commission ("Commission") a Complaint ("Complaint") against Appaloosa Water Company ("Appaloosa" or "Respondent") for failure to comply with Commission Rules and Regulations.

On December 4, 2006, Appaloosa filed an Answer to the Complaint, Affirmative Defenses and Motion to Dismiss Complaint.

On December 11, 2006, HP filed its Response to Appaloosa's Motion to Dismiss.

On December 20, 2006, Appaloosa filed its Reply to Motion to Dismiss.

On December 26, 2006, by Procedural Order, a procedural conference was scheduled to commence on January 24, 2007.

On January 24, 2007, a procedural conference was held, and based on discussions during the conference, further deadlines needed to be set.

On February 8, 2007, by Procedural Order, the parties and Staff were directed to submit a joint proposed procedural schedule on or before February 26, 2007.

On February 23, 2007, HP and Appaloosa filed a Joint Proposed Procedural Schedule and stated among other things that, Staff had no objection to the procedural schedule.

1 On February 26, 2007, Staff filed a Response to the Joint Proposed Schedule indicating Staff  
2 has no objections to the proposed schedule.

3 On March 9, 2007, by Procedural Order, a pre-hearing conference was scheduled for April 3,  
4 2007.

5 On March 30, 2007, HP and Appaloosa filed a Joint Motion to Extend Deadline for Discovery  
6 and the Filing of Direct Testimony and Staff Report.

7 On April 3, 2007, a pre-hearing conference was held. At the pre-hearing conference, the  
8 parties stated that they believed they had reached a settlement on the issues in this matter and  
9 requested that the hearing be continued for 60 days.

10 On April 5, 2007, by Procedural Order, the hearing was continued to June 4, 2007.

11 On June 4, 2007, the hearing was reconvened and the parties stated that had reached an  
12 agreement on the Main Extension Agreement ("MXA").

13 On July 13, 2007, by Procedural Order, HP and Appaloosa were instructed to file a copy of  
14 the fully executed MXA, and Notice that the MXA has been submitted to Staff for its review and  
15 approval, on or before August 30, 2007.

16 On August 30, 2007, HP and Appaloosa filed a Joint Motion for Extension of Time  
17 requesting that the deadline to file the MXA be extended for a period of not less than sixty (60) days.  
18 No objections to the joint request for an extension of time were filed.

19 On October 10, 2007, by Procedural Order, HP and Appaloosa's Joint Motion Extension of  
20 Time was granted. The Procedural Order instructed HP and Appaloosa to file on or before December  
21 31, 2007, a copy of the fully executed MXA, and Notice that the MXA had been submitted to Staff  
22 for its review and approval.

23 On April 7, 2008, Appaloosa notified the Commission that no agreement had been reached  
24 between Appaloosa Water and HP Investments with regards to the MXA. The notice further stated  
25 that Appaloosa believed the property held by HP, which required the main line extension, is now for  
26 sale.

27 On July 2, 2008, HP filed a Motion to Withdraw its Complaint, stating that HP has not  
28 entered into a MXA with Appaloosa, and no longer wishes to continue with its Complaint against

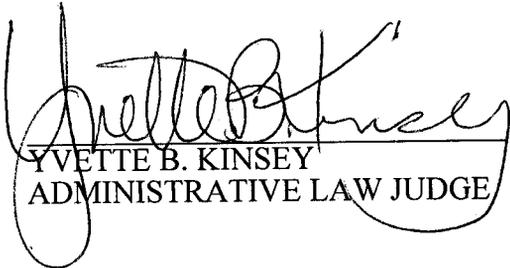
1 Appaloosa. No objections have been filed to HP's Motion to Withdraw.

2 Accordingly, HP's Motion should be granted and the docket should be administratively  
3 closed.

4 IT IS THEREFORE ORDERED that HP Investment Corporation's Motion to Withdraw its  
5 Compliant against Appaloosa Water Company is hereby granted.

6 IT IS FURTHER ORDERED that the docket in this matter shall be, and hereby is,  
7 administratively closed.

8 DATED this 11th day of July, 2008.

  
YVETTE B. KINSEY  
ADMINISTRATIVE LAW JUDGE

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13 Copies of the foregoing mailed/delivered  
this 11th day of July, 2008

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26 By:   
27 Debra Broyles  
Secretary to Yvette B. Kinsey

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