

NEW APPLICATION



0000088670

ARIZONA CORPORATION COMMISSION

**APPLICATION FOR APPROVAL OF THE SALE OF ASSETS AND/OR TRANSFER OF
CERTIFICATE OF CONVENIENCE AND NECESSITY**

WATER AND/OR SEWER

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SEP 10 2008

A. The name, address and telephone number of the Transferor (Company) **ARIZONA CORP. COMM
400 W CONGRESS STE 218 TUCSON AZ 85701**

Neil Petersen MWC Inc. W-20636A-08-0479

P.O. Box 12776 W-02659A-08-0479

Ft. Huachuca, Az 85670 (520) 405-9368

B. If doing business under a name other than the Transferor (Company) name, specify:

C. The Transferor is a:

| | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> Corporation: <input type="checkbox"/> "C", <input type="checkbox"/> "S", <input type="checkbox"/> Non-Profit <input type="checkbox"/> Arizona, <input type="checkbox"/> Foreign | <input type="checkbox"/> Partnership <input type="checkbox"/> Limited, <input type="checkbox"/> General <input type="checkbox"/> Arizona, <input type="checkbox"/> Foreign |
| <input type="checkbox"/> Sole Proprietorship | <input type="checkbox"/> Limited Liability Company |
| <input checked="" type="checkbox"/> Other (Specify) <u>TRUST</u> | |

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 2008 SEP 12 A 11:07
 DEPARTMENT OF WATER RESOURCES

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400 W CONGRESS STE 218 TUCSON AZ 85701

D. List the name, address and telephone number of the attorney for the Transferor.

E. List the name, address and telephone number of management contact:

Neil Petersen
P.O. Box 12776
Ft. Huachuca, Az 85670

F. The name, address and telephone number of the Transferee (Company) is:

Donald William Walser
13205 S. Avail Hollow Dr.
Pearce, Az 85625 (520) 265-0171

G. If doing business under a name other than the Transferee (Company) name, specify:

Grass Valley Water Company

H. List the name, address and telephone number of the attorney for the Transferee.

Not yet determined

I. List the name, address and telephone number of management contact:

Wil Walser
13205 S. Avail Hollow Dr. Pearce, Az 85625
(520) 265-0171 (520) 824-3046

J. (Transferee) List the name, address and telephone number of the on-site manager of the utility:

Wil Walser 13205 S. Avail Hollow Dr. Pearce, Az 85625
(520) 265-0171

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K.(Transferee) List the name, address and telephone number of the certified operator as authorized by the Arizona Department of Environmental Quality:

Not yet determined

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400 W CONGRESS STE 218 TUCSON AZ 85701

L. The Transferee is a:

| | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> Corporation: <input type="checkbox"/> "C", <input type="checkbox"/> "S", <input type="checkbox"/> Non-Profit <input type="checkbox"/> Arizona, <input type="checkbox"/> Foreign | <input type="checkbox"/> Partnership <input type="checkbox"/> Limited, <input type="checkbox"/> General <input type="checkbox"/> Arizona, <input type="checkbox"/> Foreign |
| <input checked="" type="checkbox"/> Sole Proprietorship | <input type="checkbox"/> Limited Liability Company |
| <input type="checkbox"/> Other (Specify) | |

M. If Transferee is a corporation:

1. List names of Officers and Directors:

Officers

Directors

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2. Indicate the number of shares of stock authorized to issue:

N/A

3. If stock has been issued, indicate the number of shares issued and the date of issue:

N/A

N. If Transferee is a partnership:

1. List the names of general partners:

N/A

2. List name, address and telephone number of managing partner:

N/A

▶ If Applicant is a foreign limited partnership, provide a copy of the Partnership's "Certificate of Registration" with the Arizona Secretary of State

O. If Transferee is a sole proprietor, list name, address and telephone number of individual:

Donald William Walser
13205 S. Quail Hollow Dr. Pearce, Az 85625
(520) 265-0171 (520) 824-3046

P. Have all customer security deposits been refunded? Yes ___ No . If no, mark the block below which describes the proposed disposition of security deposits.

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All security deposits will be refunded at time of closing.

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All security deposits will be transferred to the Transferee.

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Other (explain).

Q. Are there any refunds due on Main Extension Agreements? Yes ___ No . If Yes, mark the block below which describes the proposed disposition of the refunds.

Transferor will continue to refund after the transfer.

Transferee will assume the refunding obligations.

A full refund will be made at closing by Transferor.

Other (explain).

R. (WATER ONLY) Are there any refunds due on meter and service line installations?

Yes ___ No . If Yes, mark the block below that describes the proposed disposition of refunds.

Transferor will continue to refund after the transfer.

Transferee will assume the refunding obligations.

A full refund will be made at closing by Transferor.

Other (explain).

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S. (Transferee) Attach the following exhibit(s):

1. Copy of bill of sale, purchase contract or other instrument, which conveys the assets to the transferee.
2. Articles of Incorporation (if corporation)
3. By-Laws (if corporation)
4. Certificate of Good Standing (if corporation)
5. Articles of Partnership (if partnership)
6. Articles of Organization (if limited liability company)
7. Corporate Resolution if required by Articles of Incorporation
- ⑧ Attach a copy of the transfer of City or County Franchise from the Transferor to Transferee.

T. List names and addresses of any other public utility interest Transferee has:

1. _____

2. _____

U. Indicate the date that notice of the application was sent, or will be sent to the customers.

September 19, 2008.

8. No county franchise area

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DATED the 10th day of September, 20 08

SEP 10 2008

ARIZONA CORP. COMM
400 W CONGRESS STE 218 TUCSON AZ 85701

Neil Petersen

(Signature of Authorized Representative of Transferor)

NEIL PETERSEN

(Type Name Here)

TRUSTEE, PETERSEN TRUST UTD 7-21-98

(Title)

SUBSCRIBED AND SWORN to before me on this 10th day of September 20 08



Shivonne Rose Pergerson

NOTARY PUBLIC

My Commission Expires 6/30/2011

Donald W. Walser

(Signature of Authorized Representative of Transferee)

Donald W. Walser

(Type Name Here)

Owner

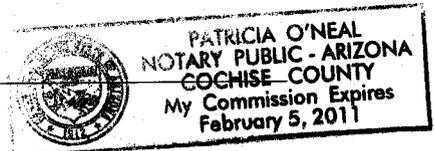
(Title)

SUBSCRIBED AND SWORN to before me on this 26th day of Aug 2008

Patricia O'Neal

NOTARY PUBLIC

My Commission Expires 020511



**PUBLIC NOTICE OF AN APPLICATION FOR THE SALE OF
ASSETS AND/OR TRANSFER OF THE CERTIFICATE OF
CONVENIENCE AND NECESSITY**

SEP 10 2008

BY: MWC Inc.

ARIZONA CORP. COMM
400 W CONGRESS STE 218 TUCSON AZ 85701

MWC Inc. Water Company has filed with the Arizona Corporation Commission (“Commission”) an application for authority to sell its assets and/or transfer its Certificate of Convenience and Necessity to provide water service to Grass Valley Water Company. If the application is granted, Grass Valley Water Company would be the exclusive provider of water service to your area. Grass Valley Water Company is under the jurisdiction of the Commission.

If you have any claims against MWC Inc., including claims for refunds of security deposits, service line and meter installations (WATER ONLY) or main extension agreements and you have not already been contacted by the Company, you must present your claim to MWC Inc. on or before ~~September~~^{October} 1, 2008. Direct your claim to, MWC Inc., PO Box 12776 Ft. Huachuca, AZ 85670 (520) 405-9368.

The Commission will hold a hearing in this matter. As a property owner or customer you may have the right to intervene in the proceeding. If you do not want to intervene, you may appear at the hearing and make a statement on your own behalf. You may contact the Commission at the address and telephone number listed below for the time and date of the hearing, and for more information on intervention. You may not receive any further notice of the proceeding unless requested by you.

If you have any questions or concerns about this application, have any objections to its approval, or wish to make a statement in support of it, you may contact the Consumer Services Section of the Commission at {1200 West Washington Street, Phoenix, AZ 85007 or call 1 800 222-7000/400 West Congress, North Building, Room 218, Tucson, AZ 85701 or call 1 800 535-0148}.

PURCHASE AGREEMENT

Agreement made this 10th day of September, 2008 between Neil Petersen, sole Trustee of Petersen Trust UTD 7-21-98, which holds McNeal Water Company, a water company serving the McNeal, Arizona area (hereinafter referred to as "The Seller"), and Wil Walser, for the purpose of purchasing The McNeal Water Company (aka MWC, Inc.).

The Seller, of PO Box 12776, Ft. Huachuca, Arizona 85670, agrees, for the sum of \$1000.00 (one thousand dollars), to sell to Wil Walser, 13205 S Quail Hollow Dr., Pearce, Arizona 85625, all rights to The McNeal Water Company, along with all pipe, water meters, meter boxes, tanks, wells and wellsite, along with the franchise area granted by the Arizona Corporation Commission, and the real property described herein, to wit: a wellsite described as, 404 20 033, Begin 390'W and 748.21' N of SE COR of SW4 SEC 14W 208' S208' to POB SEC 14 21 26 .993 AC.

It is further mutually agreed, that for an additional sum of \$2500.00 (two thousand and five hundred dollars), The Seller will sell to Wil Walser, a second wellsite along with all pipe, pumps, and tanks, located on the real property as described herein, 404 20 061C 14 21S 26E McNeal the W 45' of lots 5&6 BLK4. The property measures approx. 45' East-West, and 50' North-South. The Seller further agrees to carry a note on this property for a period of 1 year (12 months) at an interest rate of 1% per annum compounded monthly.

The Seller guarantees all real properties in this agreement are his to sell, and are free of any liens or encumbrances, and title and deed to each property will be turned over to Wil Walser at completion of individual sale. The Seller has disclosed any and all known defects of the system. Wil Walser acknowledges he has been given the opportunity to independently inspect the property and the water system. The properties and associated infrastructure are sold "as is".

All pertaining documents of The McNeal Water Company, will be turned over to Wil Walser at the completion of the sale of wellsite 1 (0.993 acre site).

Any unpaid or past due water bills incurred before completion of sale, will be collected by The Seller, and are his to keep.

Wil Walser agrees to transfer power to wellsite 1 into his name upon completion of sale, and any and all deposit refunds will be the property of The Seller.

The Seller understands that buyers spouse, Lojettie Walser, is a real estate agent, licensed by the State of Arizona.

Signed: Neil Petersen

Neil Petersen

Date: 9/10/2008

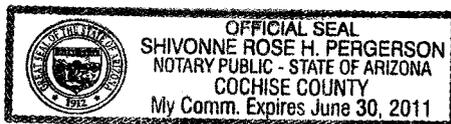
Signed: Wil Walser

Wil Walser

Date: 10 Sep 08

Witnessed:

Shivonne Rose H. Pergerson



I Certify That This Is A

True & Exact Copy If The Original

Date 9/10/08

Notary *Shivonne Rose H. Pergerson*

My Commission Expires 6/30/2011

