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BEFORE THE ARIZONA CORPORATION COMMISSION

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COMMISSIONERS

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2010 DEC 17 P 3:41
AJO CORP COMMISSION
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Arizona Corporation Commission

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IN THE MATTER OF THE APPLICATION OF
AJO IMPROVEMENT COMPANY FOR APPROVAL
OF THE TRANSFER OF ASSETS TO ARIZONA
PUBLIC SERVICE COMPANY

Docket No. E-01025A-10-0334
E-01345A-10-0334

**NOTICE OF FILING
COMPLIANCE
(Decision No. 72003)**

Decision No. 72003 (December 10, 2010) requires Ajo Improvement Company ("AIC") to file all documents evidencing the consummation of the transaction no later than 30 days from the effective date of the transaction. Accordingly, ("AIC") files a duly executed Bill of Sale and Schedule A.

Also, attached is an affidavit of publication from Ajo Copper News regarding ("AIC's") application for approval to transfer assets to Arizona Public Service Company.

RESPECTFULLY submitted this 17th day of December, 2010.

AJO IMPROVEMENT COMPANY

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Attorneys for Ajo Improvement Company

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FACSIMILE 602-256-6800

1 Original + 13 copies of the foregoing
2 filed this 17th day of December 2010 with:

3 Docket Control
4 ARIZONA CORPORATION COMMISSION
5 1200 West Washington
6 Phoenix, Arizona 85007

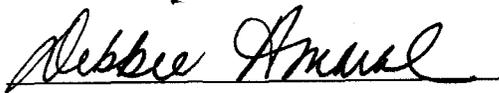
7 Copies of the foregoing hand-delivered/mailed
8 this 17th day of December, 2010, to:

9 Lyn Farmer, Esq
10 Chief Administrative Law Judge
11 Hearing Division
12 Arizona Corporation Commission
13 1200 West Washington
14 Phoenix, Arizona 85007

15 Janice Alward, Esq.
16 Chief Counsel Legal Division
17 Arizona Corporation Commission
18 1200 West Washington
19 Phoenix, Arizona 85007

20 Steve Olea
21 Director, Utilities Division
22 Arizona Corporation Commission
23 1200 West Washington
24 Phoenix, Arizona 85007

25 Brian Bozzo
26 Compliance Manger, Utilities Division
27 1200 West Washington
Phoenix, AZ 85007



BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS:

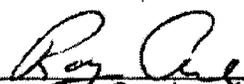
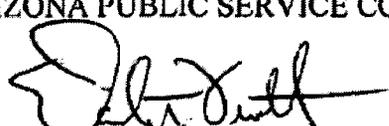
That the undersigned (the "Seller"), for valuable consideration paid by ARIZONA PUBLIC SERVICE COMPANY, an Arizona corporation (the "Buyer"), the receipt of which is hereby acknowledged, does hereby sell, transfer and convey to the Buyer, all of Seller's right, title and interest in the items of personal property and equipment (the "Subject Property") more particularly described in Schedule A, attached hereto and incorporated herein by this reference.

Seller warrants that the Subject Property is sold, transferred and conveyed to Buyer free and clear of all rights, claims, liens, encumbrances or other title exceptions granted by Seller or otherwise arising from Seller's acts or omissions, and Seller hereby agrees to defend its title to the Subject Property against the claims of all third parties claiming by, through or under it.

Buyer has inspected the Subject Property and is fully familiar with its condition. The Subject Property is sold to Buyer "as is," "with all faults."

EXCEPT FOR THE FOREGOING WARRANTY OF SELLER'S TITLE TO THE SUBJECT PROPERTY, SELLER MAKES NO WARRANTIES TO BUYER OR ANY THIRD PARTY WITH RESPECT TO THE SUBJECT PROPERTY, AND ANY AND ALL OTHER WARRANTIES, INCLUDING WITHOUT LIMITATION, THE WARRANTIES OF MERCHANTABILITY AND FITNESS FOR PURPOSE, ARE HEREBY EXPRESSLY DISCLAIMED.

Dated as of this 11 day of October, 2010.

	<p>AJO IMPROVEMENT COMPANY</p> <p>By: <u></u> Name: <u>ROY ARCHER</u> Its: <u>OPERATIONS MANAGER</u> ARIZONA PUBLIC SERVICE COMPANY</p> <p>By: <u></u> Name: <u>Daniel T. Froetcher</u> Its: <u>Vice President, Energy Delivery</u></p>
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SCHEDULE A

“The Subject Property”

The transfer of the Ajo Improvement Company’s (AIC) facilities will include the AIC 69kV line that extends west of the APS 69kV line approximately 1 mile west of the Coffee Pot substation which will include the following:

Description	Qty
Power Poles including Cross Arms	14
Insulators	42
#2 ACSR Cable	15,840ft
Ground Wire	5,280ft

Ajo Copper News

Hollister David, Publisher
 Gabrielle David, Editor
 Michelle Pacheco, Office Manager

P. O. Box 39 • Ajo, Arizona 85321
 Phone (520) 387-7688
 FAX (520) 387-7505

STATE OF ARIZONA)
) ss.
 COUNTY OF PIMA)

Hollister David deposes and says that he is the publisher of the *Ajo Copper News*, a weekly newspaper of general circulation and established character, published weekly at Ajo, Pima County, Arizona, and that

Public Notice of the Application of Ajo Improvement Company for Approval to Transfer Assets to Arizona Public Service Company Docket No. E-01025A-10-0334

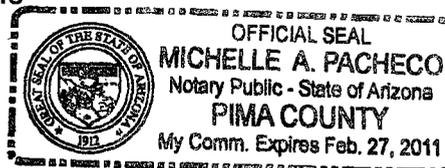
a correct copy of which is attached to this affidavit, was published in the said *Ajo Copper News* every week in the newspaper proper and not in a supplement for

Publ. November 3, 2010

Hollister David, Publisher,
 Ajo Copper News

Sworn to and subscribed before me, a Notary Public in and for the County of Pima, Arizona, this 3 day of November, 2010.

Michelle A. Pacheco
 Notary Public



ARTICLES OF INCORPORATION OF GRAYDON MEDICAL MANAGEMENT, INC.

ARTICLE I
NAME
 The name of the corporation shall be GRAYDON MEDICAL MANAGEMENT, INC.

ARTICLE II
PURPOSE
 The purpose for which this corporation is organized is to provide medical management services to its members.

ARTICLE III
MEMBERSHIP
 The members of the corporation shall be those persons who are admitted to membership in accordance with the provisions of this article.

ARTICLE IV
SHARES
 The corporation shall have one class of shares, known as common shares, which shall be owned by the members of the corporation.

ARTICLE V
MANAGEMENT
 The business and affairs of the corporation shall be managed by or for the members of the corporation.

ARTICLE VI
DISSOLUTION
 Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation in accordance with the provisions of this article.

ARTICLE VII
AMENDMENTS
 The articles of incorporation and the bylaws of the corporation may be amended from time to time by the affirmative vote of a majority of the members of the corporation.

ARTICLE VIII
GOVERNING LAWS
 The laws of the State of Arizona shall govern the corporation.

ARTICLE IX
ENTIRE AGREEMENT
 These articles of incorporation and the bylaws of the corporation constitute the entire agreement between the members of the corporation.

ARTICLE X
SEVERABILITY
 If any provision of these articles of incorporation is held to be invalid or unenforceable, the remaining provisions shall remain in full force and effect.

ARTICLE XI
WITNESSES
 The members of the corporation who have signed these articles of incorporation are:

Dottie Watson, 4731 N Via Madre, Tucson, AZ 85749
 Dottie Watson, 4731 N Via Madre, Tucson, AZ 85749
 Dottie Watson, 4731 N Via Madre, Tucson, AZ 85749

ARTICLE XII
ADOPTION
 These articles of incorporation were adopted and approved by the members of the corporation on this 3rd day of November, 2010.

ARTICLE XIII
ATTEST
 I, Notary Public, do hereby certify that the foregoing is a true and correct copy of the articles of incorporation of the corporation.

Ajo Copper News

Hollister David, Publisher
Gabrielle David, Editor
Michelle Pacheco, Office Manager

P. O. Box 39 • Ajo, Arizona 85321
Phone (520) 387-7688
FAX (520) 387-7505

STATE OF ARIZONA)
) ss.
COUNTY OF PIMA)

Hollister David deposes and says that he is the publisher of the *Ajo Copper News*, a weekly newspaper of general circulation and established character, published weekly at Ajo, Pima County,

PUBLIC NOTICE OF THE APPLICATION OF AJO IMPROVEMENT COMPANY FOR APPROVAL TO TRANSFER ASSETS TO ARIZONA PUBLIC SERVICE COMPANY DOCKET NO. E-01025A-10-0334

f Ajo
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Company

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On August 9, 2010, Ajo Improvement Company ("AIC") filed an Application with the Arizona Corporation Commission ("Commission") for an order authorizing it to transfer fourteen (14) 69 kV distribution line poles and related facilities (including any conductors, switches and insulators) to Arizona Public Service Company ("APS"). The purpose of the transfer is to facilitate the interconnection of renewable generation project near Ajo, Arizona (specifically a 4.5 MW facility on property owned by Freeport-McMoRan Copper & Gold Inc.). This transfer to APS will not impair AIC's ability to provide safe and reliable service to its customers. The Application is available for inspection during regular business hours at the offices of the Commission in Phoenix, at 1200 West Washington Street, Phoenix Arizona, 85007, and on the internet via the Commission website (www.azcc.gov) using the eDocket function (or at <http://images.edocket.azcc.gov/docketpdf/0000116118.pdf>). A copy of the application is also available at AIC's offices in Ajo, Arizona.

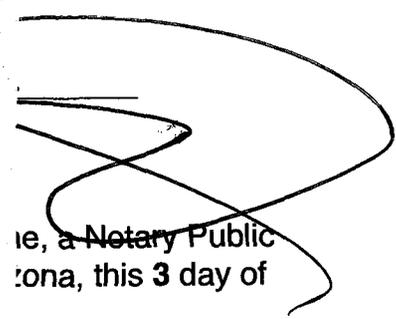
You may have the right to intervene in the proceeding. Intervention shall be in accordance with A.A.C. R-14-3-105. If you wish to intervene you must file an original and 13 copies of a timely written motion to intervene with the Commission and send a copy of the motion to the Applicant or its counsel and to all parties of record. The motion must, at a minimum, contain the following:

1. Your name, address, and telephone number and the name, address, and telephone number of the proposed intervenor and of any person upon whom service of documents is to be made; if different from the intervenor.
2. A short statement of your interest in the proceeding (e.g. a customer or potential customer of the Applicant, etc.)
3. A statement certifying that you have mailed a copy of the motion to intervene to the Applicant or their counsel and to all parties of record in the case.

If representation by counsel is required by Rule 31 of the Rules of the Arizona Supreme Court, intervention will be conditioned upon the intervenor obtaining counsel to represent the intervenor. For more information about requesting intervention, visit the Commission's website at <http://www.azcc.gov/divisions/utilities/forms/interven.pdf>.

The granting of intervention, among other things, entitles a party to request a hearing. If a hearing is ordered, an intervenor is permitted to present sworn evidence at hearing and to cross-examine other witnesses. Failure to intervene, however, will not preclude any interested person or entity from providing public comment on the application. The Commission anticipates considering this matter at a future Open Meeting. Public comment regarding the application will be taken at that time. For a form to use and instructions on how to email comments to the Commission, go to http://www.azcc.gov/divisions/utilities/forms/public_comment.pdf, or call 1-800-222-7000. Written public comments may also be submitted in this case by mailing a letter, referencing Docket No. E-01025A-10-0334 to Arizona Corporation Commission, Consumer Services Section, 1200 West Washington Street, Phoenix 85007.

The Commission does not discriminate on the basis of disability in admission to its public meetings. Persons with a disability may request reasonable accommodations such as a sign language interpreter, as well as request this document in an alternative format, by contacting the ADA Coordinator, Shaylin Bernal, E-mail sabernal@azcc.gov, voice telephone number (602) 542-3931. Requests should be made as early as possible to allow time to arrange the accommodation.



ie, a Notary Public
ona, this 3 day of



SEAL
PACHECO
tate of Arizona
JUNTY
s Feb. 27, 2011