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BEFORE THE ARIZONA CORPORATION COMMISSION

2015 OCT -6 A 11: 57

COMMISSIONERS

SUSAN BITTER SMITH, ~~Chairman~~  
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Arizona Corporation Commission  
**DOCKETED** ARIZONA CORP COMMISSION  
**DOCKET CONTROL**

OCT 6 2015

DOCKETED BY

IN THE MATTER OF THE JOINT APPLICATION  
OF THE ARIZONA ELECTRIC POWER  
COOPERATIVE, INC. AND SOUTHWEST  
TRANSMISSION COOPERATIVE, INC. FOR  
AUTHORIZATIONS ASSOCIATED WITH THEIR  
MERGER AND THE ISSUANCE BY AEPCO, AS  
THE SURVIVING COOPERATIVE, OF AN  
INDENTURE

Docket Nos. E-01773A-14-0018  
E-04100A-14-0018

**STATUS REPORT RE MERGER**

GALLAGHER & KENNEDY, P.A.  
2575 E. CAMELBACK ROAD  
PHOENIX, ARIZONA 85016-9225  
(602) 530-8000

Arizona Electric Power Cooperative, Inc. ("AEPCO") and Southwest Transmission Cooperative, Inc. ("SWTC") (collectively, the "Cooperatives") hereby submit this report regarding the status of their merger, which was approved by the Commission in Decision No. 74591 (the "Decision").

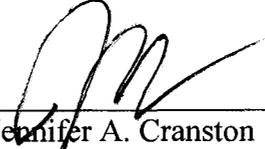
The Cooperatives filed their application in this matter in January 2014, seeking Commission approval of the merger of SWTC with and into AEPCO and, relatedly, authorization to substitute the Cooperatives' mortgages with an indenture issued to AEPCO. At that time and when the Commission issued its Decision, AEPCO was next in the indenture queue established by the Rural Utilities Service ("RUS"). Accordingly, the Cooperatives anticipated completing their merger shortly after the Commission's Decision. As it turned out, the RUS process took longer than expected. RUS is now actively processing AEPCO's submission and has indicated an intent to approve by the end of 2015.

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1 Pursuant to the Second Ordering Paragraph at page 9 of the Decision, on August 7, 2014,  
2 AEPCO filed with Docket Control SWTC's transmission tariffs in AEPCO's name. However,  
3 because the merger was not complete as of that filing, the tariffs state that they will become  
4 effective the day immediately following the date upon which the merger is completed and  
5 closed. In order to clarify the effective date of the tariffs, AEPCO hereby agrees to file a notice  
6 with Docket Control of the date upon which AEPCO delivers the articles of merger to the  
7 Commission pursuant to A.R.S. § 40-2144.<sup>1</sup> AEPCO will also file a separate notice with Docket  
8 Control once the Commission has accepted and filed the articles of merger pursuant to the same  
9 statute.

10 RESPECTFULLY SUBMITTED this 6th day of October, 2015.

11 GALLAGHER & KENNEDY, P.A.

12  
13 By   
14 Jennifer A. Cranston  
15 2575 East Camelback Road  
16 Phoenix, Arizona 85016-9225  
17 Attorneys for Arizona Electric Power  
18 Cooperative, Inc. and Southwest  
19 Transmission Cooperative, Inc.  
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22 <sup>1</sup> Because RUS did not process and approve the Cooperatives' application in 2014, the Cooperatives had to revise  
23 certain articles of merger, which are now called the Statement of Merger and the Agreement and Plan of Merger, to  
24 comply with certain statutory revisions that became effective January 1, 2015 pursuant to the Arizona Entity  
Restructuring Act. Accordingly, the merger documents that AEPCO will deliver to the Commission in order to  
complete the merger differ slightly, but not substantively, from the copies that were attached to the Cooperatives'  
initial application filed in this docket.

1 **Original and 15 copies** filed this  
2 6th day of October, 2015, with:

3 Docket Control  
4 Arizona Corporation Commission  
5 1200 West Washington Street  
6 Phoenix, Arizona 85007

7 **Copies** of the foregoing delivered  
8 this 6th day of October, 2015, to:

9 Wes Van Cleve  
10 Legal Division  
11 Arizona Corporation Commission  
12 1200 West Washington Street  
13 Phoenix, Arizona 85007

14 Candrea Allen  
15 Utilities Division  
16 Arizona Corporation Commission  
17 1200 West Washington Street  
18 Phoenix, Arizona 85007

19 **Copies** of the foregoing mailed/emailed  
20 this 6th day of October, 2015, to:

21 Michael W. Patten  
22 Snell & Wilmer  
23 One Arizona Center  
24 400 East Van Buren, Suite 1900  
Phoenix, Arizona 85004-2202  
Attorneys for Trico Electric  
Cooperative, Inc.

Vincent Nitido  
Karen Cathers  
Trico Electric Cooperative, Inc.  
8600 West Tangerine Road  
P.O. Box 930  
Marana, Arizona 85653

1 Michael A. Curtis  
William P. Sullivan  
2 Larry K. Udall  
Curtis, Goodwin, Sullivan,  
3 Udall & Schwab, P.L.C.  
501 East Thomas Road  
4 Phoenix, Arizona 85012-3205  
Attorneys for Mohave Electric  
5 Cooperative, Inc.

6 Peggy Gillman  
Mohave Electric Cooperative, Inc.  
7 P.O. Box 1045  
Bullhead City, Arizona 86430  
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