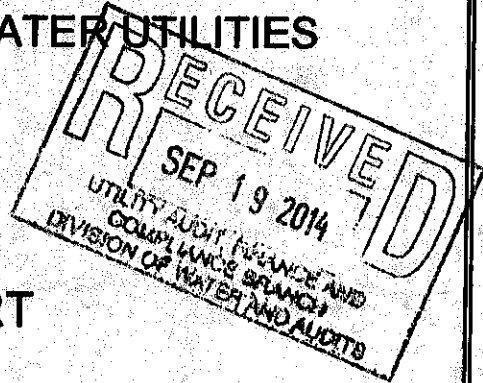


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|----------------|
| Received _____ |
| Examined _____ |

CLASS D
WATER UTILITIES

U# _____



2013
ANNUAL REPORT
OF

MHC Acquisition One, LLC

(NAME UNDER WHICH CORPORATION, PARTNERSHIP, OR INDIVIDUAL IS DOING BUSINESS)

Two North Riverside Plaza, Suite 800 Chicago, IL 60606

(OFFICIAL MAILING ADDRESS)

ZIP

TO THE
PUBLIC UTILITIES COMMISSION
STATE OF CALIFORNIA
FOR THE YEAR ENDED DECEMBER 31, 2013

REPORT MUST BE FILED NOT LATER THAN MARCH 31, 2014

PEASLEY, ALDINGER & O'BYMACHOW
AN ACCOUNTANCY CORPORATION

MATT A. PEASLEY, CPA
CHRISTIAN L. ALDINGER, CPA

2120 MAIN STREET, SUITE 265
HUNTINGTON BEACH, CALIFORNIA 92648

(714) 536-4418
FAX (714) 536-2039

INDEPENDENT ACCOUNTANT'S COMPILATION REPORT

September 16, 2014

MHC Acquisition One, LLC
Two North Riverside Plaza, Suite 800
Chicago, IL 60606

We have compiled the balance sheet of MHC Acquisition One, LLC (Santa Cruz Utility Water system) as of December 31, 2013, and the related income statement for the year ended December 31, 2013, included in the accompanying prescribed form. We have also compiled the supplementary information included on page 8 (Schedules B & C), page 9 (Schedule D), page 10 (Schedule E), page 12 (Schedules G, H, & I), page 13 (Schedules J, K, L, M, N, & O), page 4 Excess Capacity, page 14 for Facility Fees Data, and pages 5 and 6 of Safe Drinking Water Bond Act/State Revolving Fund Data. We have not audited or reviewed the accompanying financial statements and supplementary schedules and, accordingly, do not express an opinion or provide any assurance about whether the financial statements and supplementary schedules are in accordance with the form prescribed by the Public Utilities Commission of the State of California.

Management is responsible for the preparation and fair presentation of the financial statements in accordance with requirements prescribed by the Public Utilities Commission of the State of California and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statements.

Our responsibility is to conduct the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist management in presenting financial information in the form of financial statements without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements.

These financial statements (including related disclosures) are presented in accordance with the requirements of the Public Utilities Commission of the State of California, which differ from accounting principles generally accepted in the United States of America.

The supplementary information contained on page 3 (General Information) and page 12 (Schedules G, H & I) and page 13 (Schedules J, K, L, M, N, & O) of the accompanying prescribed form has not been audited, reviewed, or compiled by us, and, accordingly, we assume no responsibility for that information.

PEASLEY, ALDINGER & O'BYMACHOW
AN ACCOUNTANCY CORPORATION



Christian L. Aldinger
Certified Public Accountant

TABLE OF CONTENTS

| | <u>Page</u> |
|--|-------------|
| Instructions | 2 |
| General Information | 3 |
| Excess Capacity and Non-Tariffed Services | 4 |
| Safe Drinking Water Bond Act / State Revolving Fund Data | 5-6 |
| Schedule A - Balance Sheet | 7 |
| Schedule B - Water Plant In Service | 8 |
| Schedule C - Reserve for Depreciation of Utility Plant | 8 |
| Schedule D - Capital Stock Outstanding (As of December 31, 2013) | 9 |
| Schedule E - Long-Term Debts | 10 |
| Schedule F - Income Statement | 11 |
| Schedule G - Source of Supply and Water Developed Wells | 12 |
| Schedule H - Water Delivered to Metered Customers | 12 |
| Schedule I - Employees and Their Compensation | 12 |
| Schedule J - Advances for Construction | 13 |
| Schedule K - Total Meters and Services (Active and Inactive) | 13 |
| Schedule L - Meter Testing Data | 13 |
| Schedule M - Service Connections at End of Year | 13 |
| Schedule N - Storage Facilities | 13 |
| Schedule O - Footages of Pipe (Excluding Service Pipes) | 13 |
| Facility Fees Data | 14 |
| Declaration | 15 |

INSTRUCTIONS

1. Two completed and signed hard copies of this report and one electronic copy must be filed **NOT LATER THAN MARCH 31, 2014**, with:

**CALIFORNIA PUBLIC UTILITIES COMMISSION
DIVISION OF WATER AND AUDITS
ATTN: KAYODE KAJOPAIYE
505 VAN NESS AVENUE, ROOM 3105
SAN FRANCISCO, CALIFORNIA 94102-3298
kok@cpuc.ca.gov**

2. Failure to file the report on time may subject a utility to the penalties and sanctions provided by the Public Utilities Code.
3. The Oath on Page12, must be signed by an authorized officer, partner, or owner.
4. The report must be prepared in ink, typed or computer generated.
5. The report must be filled in, and every question answered. **LEAVE NO SCHEDULE BLANK.** Insert the words "none" or "not applicable" or "n/a" when appropriate.
6. Certain balance sheet and income statement accounts flow to supplemental schedules. The totals of the details in the latter must agree with the balances of the accounts to which they refer.
7. Some schedules provide for a "balance at beginning of year." The amount shown should agree with the "balance at end of year" as shown in the report for the previous year. If there is a difference it should be explained by footnote.
8. When there is insufficient space in a schedule to permit a complete statement of the requested information, insert sheets should be prepared and identified by the number of the schedule to which it refers. Be certain that the inserts are securely attached to the report. If inserts are needed, prepare all inserts in one separate electronic file in Microsoft Excel format and file it with the electronic file of this report.
9. This report must cover the calendar year from January 1, 2013, through December 31, 2013. Fiscal year reports will not be accepted.

CLASS D WATER UTILITIES
(HAVING LESS THAN 500 SERVICE CONNECTIONS)

MHC Acquisition One, LLC
(Name under which corporation, partnership or individual is doing business)

Two North Riverside Plaza, Suite 800 Chicago, IL 60606
(Official mailing address)

Santa Cruz, Santa Cruz County
(Service Area - Town and County)

Telephone Number: 312-279-1486 Fax Number: 312-279-1839

Email Address: N/A

GENERAL INFORMATION

(Attach a supplementary statement, if necessary)
RETURN ORIGINAL TO COMMISSION, NO PHOTOCOPIES.

1. If a corporation show:
 (A) Date of organization August 19, 1996 incorporated in the State of Delaware
 (B) Names, titles and addresses of principal officers: Marguerite Nader, President and CEO; Paul Seavey, Senior VP, CFO & Treasurer; Roger Maynard, Exec. VP - Asset Mgmt; Larisa Drake, Senior VP - Marketing; Kenneth Kroot, Senior VP - General Counsel & Secretary; Patrick Waite, Senior VP - Property Mgmt; Walter Jaccord, Legal and Assist. Secretary
2. If unincorporated provide the name and address of the owner(s) or the partners: N/A

3. Name, title, and telephone number of:
 (A) One person listed above to receive correspondence: Marguerite Nader 312-279-1486
 (B) Person responsible for operations and services: Jennifer McClellan 831-423-8660

4. Were any contracts or agreements in effect with any organization or person covering service, supervision and/or management of your business affairs during the year? (Yes or No) Yes
 If so, what was the nature and the amount of each payment made under the agreement, to whom were payments made, and to what account was each payment charged?
Equity Lifestyles Properties, labor: \$4,828 acct 630, professional: \$13,266 acct 631.

5. State the names of associated companies or persons which, directly or indirectly, or through one or more intermediaries, control, or are controlled by, or are under common control with respondent:
MHC Acquisition QRS, Inc.; MHC Operating Limited Partnership Equity Lifestyles, Inc.

PUBLIC HEALTH STATUS

6. Has state or local health department inspection been made during the year?
 7. Are routine laboratory tests of water being made?
 8. Has state health department water supply permit been obtained? (Indicate date)
 9. If no permit has been obtained, state whether application has been made and when.
 10. Show expiration date if state permit is temporary.

| Yes | No | Latest Date |
|-----|----|-------------|
| | x | |
| | x | |
| | x | |
| | x | |
| | | N/A |

11. List Name, Grade, and License Number of all Licensed Operators:

Geo H. Wilson Plumbing Contractor #00056172

12. This annual report was prepared by:

Name of firm or consultant: Peasley, Aldinger & O'Bymachow
 Address of firm or consultant: 2120 Main Street, Suite 265
Huntington Beach, CA 92648
 Phone Number of firm or consultant: (714) 536-4418

Excess Capacity and Non-Tariffed Services

NOTE: In D.00-07-018, D.03-04-028, and D. 04-12-023, the CPUC set forth rules and requirements regarding water utilities provision of non-tariffed services using excess capacity. These decisions require water utilities to: 1) file an advice letter requesting Commission approval of that service, 2) provide information regarding non-tariffed goods/services in each company's Annual Report to the Commission.

Based on the information and filings required in D.00-07-018, D.03-04-028, and D.04-12-023, provide the following information by each individual non-tariffed goods and services provided in calendar year 2013:

| Applies to All Non-Tariffed Goods/Services that require Approval by Advice Letter | | | | | | | | | | | |
|---|--|-------------------|--|------------------------|--|------------------------|---|--|-------------------------------------|--|--------------------------------|
| Row No. | Description of Non-Tariffed Good/Service | Active or Passive | Total Revenue Derived From Non-Tariffed Goods/ Services (by account) | Revenue Account Number | Total Expenses Incurred to Provide Non-Tariffed Goods/ Services (by Account) | Expense Account Number | Advice Letter and/or Resolution Number Approving Non-Tariffed Goods/ Services | Total Income Tax Liability Incurred Because of Non-Tariffed Goods/ Services (by Account) | Income Tax Liability Account Number | Gross Value of Regulated Assets Used in the Provision of a Non-Tariffed Goods/ Services (by Account) | Regulated Asset Account Number |
| N/A | | | | | | | | | | | |

**FOR ALL WATER COMPANIES
SAFE DRINKING WATER BOND ACT/STATE REVOLVING FUND DATA**

Please provide the following information relating to each Safe Drinking Water Bond Act (SDWBA) or Safe Drinking Water State Revolving Fund (SRF) loan surcharge collection for the calendar year. Please use one page per loan.

1. Current Fiscal Agent: **N/A**

Name: _____
 Address: _____
 Phone Number: _____
 Account Number: _____
 Date Hired: _____

2. Total surcharge collected from customers during the 12 month reporting period:

\$ _____

| Meter Size | No. of Metered Customers | Monthly Surcharge Per Customer |
|-------------------------------|--------------------------|--------------------------------|
| 3/4 inch | | |
| 1 inch | | |
| 1 1/2 inch | | |
| 2 inch | | |
| 3 inch | | |
| 4 inch | | |
| 6 inch | | |
| Number of Flat Rate Customers | | |
| Total | | |

3. Summary of the bank account activities showing:

| | |
|-----------------------------------|----------|
| Balance at beginning of year | \$ _____ |
| Deposits during the year | _____ |
| Interest earned for calendar year | _____ |
| Withdrawals from this account | _____ |
| Balance at end of year | _____ |

4. Reason or Purpose of Withdrawal from this bank account:

**FOR ALL WATER COMPANIES
SAFE DRINKING WATER BOND ACT/STATE REVOLVING FUND DATA (Continued)**

5. Plant amounts included in Schedule A-1a, Account No. 101--Water Plant in Service which were funded using SDWBA or SRF funds: **N/A**

| Line No. | Acct. No. | Title of Account (a) | Balance Beginning of Year (b) | Plant Additions During Year (c) | Plant Retirements During Year (d) | Other Debits* or (Credits) (e) | Balance End of Year (f) |
|----------|-----------|----------------------------------|----------------------------------|------------------------------------|--------------------------------------|-----------------------------------|----------------------------|
| 1 | | NON-DEPRECIABLE PLANT | | | | | |
| 2 | 301 | Intangible Plant | | | | | |
| 3 | 303 | Land | | | | | |
| 4 | | Total non-depreciable plant | | | | | |
| 5 | | DEPRECIABLE PLANT | | | | | |
| 6 | 304 | Structures | | | | | |
| 7 | 307 | Wells | | | | | |
| 8 | 317 | Other Water Source Plant | | | | | |
| 9 | 311 | Pumping Equipment | | | | | |
| 10 | 320 | Water Treatment Plant | | | | | |
| 11 | 330 | Reservoirs, Tanks and Standpipes | | | | | |
| 12 | 331 | Water Mains | | | | | |
| 13 | 333 | Services and Meter Installations | | | | | |
| 14 | 334 | Meters | | | | | |
| 15 | 335 | Hydrants | | | | | |
| 16 | 339 | Other Equipment | | | | | |
| 17 | 340 | Office Furniture and Equipment | | | | | |
| 18 | 341 | Transportation Equipment | | | | | |
| 19 | | Total depreciable plant | | | | | |
| 20 | | Total water plant in service | | | | | |

SCHEDULE A - BALANCE SHEET (AS OF DECEMBER 31, 2013)

| Line | Acct. | Assets | Balance |
|-------------|--------------|---|----------------|
| 1 | 101 | Water Plant in Service (Excluding SDWBA) | 195,549 |
| 2 | 101.1 | Water Plant in Service - SDWBA | |
| 3 | 101.2 | Water Plant in Service - Prop 50 | |
| 4 | 103 | Water Plant Held for Future Use | |
| 5 | 104 | Water Plant Purchased or Sold | |
| 6 | 105 | Water Plant Construction Work in Progress | |
| 7 | 100.3 | Construction Work in Progress (Prop 50) | |
| 8 | 108 | Accumulated Depreciation of Water Plant | (156,376) |
| 9 | 108.1 | Accumulated Amortization of SDWBA Loan | |
| 10 | 114 | Water Plant Amortization Adjustments | |
| 11 | 121 | Non-water Utility Property and Other Assets | |
| 12 | 121.3 | Cash - Miscellaneous Special Deposits (Prop 50) | |
| 13 | 122 | Accumulated Depreciation of Non-water Utility Property | |
| 14 | 124 | Other Investments | |
| 15 | 131 | Cash | (137,452) |
| 16 | 131.3 | Cash - Miscellaneous Special Deposits (Prop 50) | |
| 17 | 132 | Special Deposits | |
| 18 | 141 | Accounts Receivable - Customers | 178 |
| 19 | 142 | Receivables from Associated Companies | |
| 20 | 143 | Accumulated Provision for Uncollectible Accounts | |
| 21 | 151 | Materials and Supplies | |
| 22 | 174 | Other Current Assets | |
| 23 | 180 | Deferred Charges | 157,214 |
| 24 | | | |
| 25 | | | |
| 26 | | Total Assets | 59,113 |
| | | | |
| Line | Acct. | Equity and Liabilities | Balance |
| 27 | 201 | Common Stock (for corporations only) | |
| 28 | 204 | Preferred Stock (for corporations only) | |
| 29 | 211 | Other Paid-in Capital (for corporations only) | |
| 30 | 215 | Retained earnings (for corporations only) | (25,147) |
| 31 | 218 | Proprietary Capital (for proprietorships and partnerships only) | |
| 32 | 224 | Long-Term Debt | |
| 33 | 231 | Accounts Payable | 3,556 |
| 34 | 232 | Short-Term Notes Payable | |
| 35 | 233 | Customer Deposits | |
| 36 | 236 | Taxes Accrued | |
| 37 | 237 | Interest Accrued | |
| 38 | 241 | Other Current Liabilities | 76,296 |
| 39 | 250 | Reserve for Depreciation of Utility Plant (Prop 50) | |
| 40 | 252 | Advances for Construction | |
| 41 | 253 | Other Credits | 4,408 |
| 42 | 255 | Accumulated Deferred Investment Tax Credits | |
| 43 | 266.0 | Contributions - Publicly Grant-Funded Plant (Prop 50) | |
| 44 | 266.1 | Accumulated Amortization of Contributions - Publicly Grant-Funded Plant (Prop 50) | |
| 45 | 271 | Contributions in Aid of Construction | |
| 46 | 272 | Accumulated Amortization of Contributions | |
| 47 | 282 | Accumulated Deferred Income Taxes - ACRS Depreciation | |
| 48 | 283 | Accumulated Deferred Income Taxes - Other | |
| 49 | | | |
| 50 | | | |
| 51 | | Total Equity and Liabilities | 59,113 |

SCHEDULE B - WATER PLANT IN SERVICE (AS OF DECEMBER 31, 2013)

| Line | Acct | Title of Account | Balance Beg of Year | Plant Additions During year | Plant Retirements During year | Other Debits or (Credits) | Balance End of year |
|------|------|----------------------------------|------------------------|--------------------------------|----------------------------------|------------------------------|------------------------|
| 1 | 301 | Intangible Plant | 10,000 | | | | 10,000 |
| 2 | 303 | Land | | | | | |
| 3 | 304 | Structures | | | | | |
| 4 | 307 | Wells | | | | | |
| 5 | 311 | Pumping Equipment | | | | | |
| 6 | 317 | Other Water Source Plant | | | | | |
| 7 | 320 | Water Treatment Plant | | | | | |
| 8 | 330 | Reservoirs, Tanks and Standpipes | | | | | |
| 9 | 331 | Water Mains | 97,400 | | | | 97,400 |
| 10 | 333 | Services and Meter Installations | 23,562 | | | | 23,562 |
| 11 | 334 | Meters | 36,022 | | | | 36,022 |
| 12 | 335 | Hydrants | 9,898 | | | | 9,898 |
| 13 | 339 | Other Equipment | 18,667 | | | | 18,667 |
| 14 | 340 | Office Furniture and Equipment | | | | | |
| 15 | 341 | Transportation Equipment | | | | | |
| 16 | | Total water plant in service | 195,549 | | | | 195,549 |

* Debit or credit entries should be explained by footnotes or supplementary schedules

SCHEDULE C - RESERVE FOR DEPRECIATION OF UTILITY PLANT (AS OF DECEMBER 31, 2013)

| Line | Item | Account 108 Water Plant | Account 108.1 SDWBA Loans | Water Plant Funded by Prop 50 (For information only) | |
|------|--|----------------------------|------------------------------|--|--------------------------------------|
| 1 | Balance in reserves at beginning of year | 151,533 | | | A. Method used to compute |
| 2 | Add: Credits to reserves during year | | | | depreciation expense |
| 3 | (a) Charged to Account No. 272 | | | | (Acct. 403) and rate. |
| 4 | (b) Charged to Account No. 403 | 4,843 | | | COMPOSITE 2.61% |
| 5 | (c) Charged to Account No. 407 | | | | B. Amount of depreciation expense |
| 6 | (d) Salvage recovered | | | | or to be claimed on utility property |
| 7 | (e) All other credits | | | | in your federal income tax return |
| 8 | Total credits | 4,843 | | | for the year covered by this |
| 9 | Deduct: Debits to reserves during year | | | | report \$ |
| 10 | (a) Book cost of property retired | | | | |
| 11 | (b) Cost of removal | | | | C. State method used to compute |
| 12 | (c) All other debits | | | | tax depreciation. |
| 13 | Total debits | - | | | |
| 14 | Balance in reserve at end of year | 156,376 | | | |
| 15 | (1) Explanation of all other credits | | | | |
| 16 | (2) Explanation of all other debits | | | | |

SCHEDULE D - CAPITAL STOCK OUTSTANDING (AS OF DECEMBER 31, 2013)

| Line | Description | Shareholder Name | Number of Shares | Par Value |
|------|---|------------------|------------------|-----------|
| 1 | Common Stocks | N/A | N/A | N/A |
| 2 | Common Stocks | | | |
| 3 | Common Stocks | | | |
| 4 | Common Stocks | | | |
| 5 | Common Stocks | | | |
| 6 | Common Stocks | | | |
| 7 | Common Stocks | | | |
| 8 | Common Stocks | | | |
| 9 | Common Stocks | | | |
| 10 | Common Stocks | | | |
| 11 | Common Stocks | | | |
| 12 | Common Stocks | | | |
| 13 | Common Stocks | | | |
| 14 | Common Stocks | | | |
| 15 | Common Stocks | | | |
| 16 | Total - Common Stocks | | | |
| | | | | |
| 17 | Preferred Stocks | N/A | N/A | N/A |
| 18 | Preferred Stocks | | | |
| 19 | Preferred Stocks | | | |
| 20 | Preferred Stocks | | | |
| 21 | Preferred Stocks | | | |
| 22 | Preferred Stocks | | | |
| 23 | Preferred Stocks | | | |
| 24 | Preferred Stocks | | | |
| 25 | Preferred Stocks | | | |
| 26 | Preferred Stocks | | | |
| 27 | Preferred Stocks | | | |
| 28 | Preferred Stocks | | | |
| 29 | Preferred Stocks | | | |
| 30 | Preferred Stocks | | | |
| 31 | Preferred Stocks | | | |
| 32 | Total - Preferred Stocks | | | |
| | | | | |
| 33 | Total annual dividends declared and/or paid to common stockholders | | | \$ N/A |
| 34 | Percentage of total annual dividend to common stockholders as a percentage of total net income (%) | | | N/A |
| 35 | Total annual dividends declared and/or paid to preferred stock shareholders | | | \$ N/A |
| 36 | Percentage of total annual dividend to preferred stockholders as a percentage of total net income (%) | | | N/A |

Note: Please use duplicate page(s) to meet your company's needs if additional lines are needed.

SCHEDULE E - LONG-TERM DEBTS

| Line | Lender Name | CPUC Order No. | Class | Date of Issuance | Date of Maturity | Principle Amount Authorized | Interest Rate (%) | Accrued Interest for Current Year | Interest Paid for Current Year | Outstanding Balance as of 12/31/2013 |
|------|--------------|----------------|-------|------------------|------------------|-----------------------------|-------------------|-----------------------------------|--------------------------------|--------------------------------------|
| 1 | N/A | | | | | | | | | |
| 2 | | | | | | | | | | |
| 3 | | | | | | | | | | |
| 4 | | | | | | | | | | |
| 5 | | | | | | | | | | |
| 6 | | | | | | | | | | |
| 7 | | | | | | | | | | |
| 8 | | | | | | | | | | |
| 9 | | | | | | | | | | |
| 10 | | | | | | | | | | |
| 11 | Total | | | | | | | | | |

Note: Please use duplicate page(s) to meet your company's needs if additional lines are needed.

SCHEDULE F - INCOME STATEMENT

| Line | Acct. | Description | Balance |
|-------------|--------------|---|-----------------|
| 1 | | Operating Revenues: | |
| 2 | 460 | Unmetered Water Revenue | |
| 3 | 462 | Fire Protection Revenue | |
| 4 | 465 | Irrigation Revenue | |
| 5 | 470 | Metered Water Revenue | 45,534 |
| 6 | 475 | Approved Total Surcharge Revenue(s) | |
| 7 | 480 | Other water revenue | |
| 8 | | Total Revenue Received | 45,534 |
| 9 | | Less: Revenue Deductions | |
| 10 | | SDWBA/SRF Surcharge Revenue | |
| 11 | | Total Operating Revenue | 45,534 |
| 12 | | Operating Expenses: | |
| 13 | 610 | Purchased Water | 76,294 |
| 14 | 615 | Power | |
| 15 | 618 | Other Volume Related Expenses | |
| 16 | 630 | Employee Labor | 4,828 |
| 17 | 640 | Materials | |
| 18 | 650 | Contract Work | |
| 19 | 660 | Transportation Expense | |
| 20 | 664 | Other Plant Maintenance Expenses | |
| 21 | 670 | Office Salaries | |
| 22 | 671 | Management Salaries | |
| 23 | 674 | Employee Pensions and Benefits | |
| 24 | 676 | Uncollectible Accounts Expense | 1,316 |
| 25 | 678 | Office Services and Rentals | |
| 26 | 681 | Office Supplies and Expense | |
| 27 | 682 | Professional Services | 15,722 |
| 28 | 684 | Insurance | 450 |
| 29 | 688 | Regulatory Commission Expense | |
| 30 | 689 | General Expense | 2,185 |
| 31 | | Total Operating Expenses | 100,795 |
| 32 | 403 | Depreciation Expense | 4,843 |
| 33 | 407 | SDWBA/SRF Loan Amortization Expense | |
| 34 | 408 | Taxes Other Than Income Taxes | |
| 35 | 409 | State Corporate Income Tax Expense | 800 |
| 36 | 410 | Federal Corporate Income Tax Expense | |
| 37 | | Total Operating Revenue Deductions | 106,438 |
| 38 | | Utility Operating Income | (60,904) |
| 39 | 421 | Non-utility Income | (54) |
| 40 | 426 | Miscellaneous Non-utility Expense | 1,500 |
| 41 | 427 | Interest Expense | |
| 42 | | Net Income | (62,350) |

See Accompanying Accountant's Compilation Report

| SCHEDULE G - SOURCES OF SUPPLY AND WATER DEVELOPED WELLS | | | | | |
|--|------------------------|------------|---------------------|---------------------------|----------------------------|
| Location | No. | Diam. Inch | Depth to Water Feet | Pumping Capacity (g.p.m.) | Annual Quantities Pumped |
| N/A | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| OTHER | | | | | |
| Streams or Springs Location of Diversion Point | Flow in Priority Right | | (Unit) Diversions | | Annual Quantities Diverted |
| | Claim | Capacity | Max | Min | Unit |
| N/A | | | | | |
| | | | | | |
| | | | | | |
| Purchased water (unit) | | | | | |
| Supplier: Santa Cruz Municipal Utilities | | | | Annual Quantity | |
| | | | | | |
| | | | | | |

| SCHEDULE H - WATER DELIVERED TO METERED CUSTOMERS (If figures are available) (specify unit) | | | |
|--|---------------|---------|----------------|
| Classification of Service | Month of Year | | Total for Year |
| | Maximum | Minimum | |
| Residential | | | |
| Commercial | N/A | | |
| Industrial | | | |
| Fire Protection | | | |
| Irrigation | | | |
| Other (specify) | | | |
| | | | |
| | | | |
| Total | | | |

| SCHEDULE I - EMPLOYEES AND THEIR COMPENSATION | | | | | | |
|---|------|---------------------|-----------------------|-----------------------------|------------------------------------|-------------------------------|
| Line | Acct | Account | Number at End of Year | Salaries Charged to Expense | Salaries Charged to Plant Accounts | Total Salaries and Wages Paid |
| 1 | 630 | Employee Labor | | | | |
| 2 | 670 | Office salaries | N/A | | | |
| 3 | 671 | Management salaries | | | | |
| 4 | | Total | | | | |

| SCHEDULE J - ADVANCES FOR CONSTRUCTION | |
|---|-----|
| Balance beginning of year | |
| Additions during year | N/A |
| Subtotal - Beginning balance plus additions during year | |
| Refunds | |
| Transfers to Acct. 271 - Contributions in Aid of Construction | |
| Balance end of year | |

| SCHEDULE K - TOTAL METERS AND SERVICES (Active and Inactive) | | |
|---|--------|----------|
| Size | Meters | Services |
| 5/8 x 3/4-in | | |
| 3/4-in | 201 | 201 |
| 1-in | | |
| -in | | |
| -in | | |
| Total | 201 | 201 |

| SCHEDULE L - METER-TESTING DATA | |
|---|-----|
| Number of meters tested during year | N/A |
| 1 Used, before repair | |
| 2 Used, after repair | |
| 3 Fast, requiring refund | |
| Numbers of meters in service requiring test per General Order No. 103 | |

| SCHEDULE M - SERVICE CONNECTIONS AT END OF YEAR | | | | | | | | |
|--|---------|------|-------|----------|------|-------|-------------------|------|
| Classification | Active | | | Inactive | | | Total connections | |
| | Metered | Flat | Total | Metered | Flat | Total | Metered | Flat |
| Residences | 198 | | 198 | | | | 198 | |
| Industrial/Commercial | | | | | | | | |
| Irrigation | | | | | | | | |
| Fire Protection (public) | | | | | | | | |
| Fire Protection (private) | | | | | | | | |
| Other (specify) Park Facilities | 3 | | 3 | | | | 3 | |
| Total | 201 | | 201 | | | | 201 | |

NOTE: Total connections (metered plus flat) should agree with total services in Schedule K.

| SCHEDULE N - STORAGE FACILITIES | | | SCHEDULE O - FOOTAGES OF PIPE (EXCLUDING SERVICE PIPES) | | | | | |
|--|-----|------------------------------|--|--------------|----------------|-------|-----------------------|--------|
| Description | No. | Combined capacity in gallons | Description | 2" and under | 2 1/4 to 3 1/4 | 4" | Other sizes (specify) | Totals |
| Concrete | | | Cast Iron | | | | | |
| Earth | N/A | | Welded steel | | | | | |
| Wood | | | Standard screw | | | | | |
| Steel | | | Cement-asbestos | | | | | |
| Other | | | Plastic | | | | | |
| | | | Other (specify) | 4,858 | 50 | 4,943 | | 9,851 |
| Total | | | Total | 4,858 | 50 | 4,943 | | 9,851 |

FACILITY FEES DATA

Please provide the following information relating to Facility Fees collected for the calendar year 2013, pursuant to Resolution No. W-4110.

1. Trust Account Information: **N/A**

Bank Name: _____
 Address: _____
 Account Number: _____
 Date Opened: _____

2. Facilities Fees collected for new connections during the calendar year:

A. Commercial

| NAME | AMOUNT |
|-------|----------|
| _____ | _____ |
| _____ | \$ _____ |
| _____ | \$ _____ |
| _____ | \$ _____ |
| _____ | \$ _____ |
| _____ | \$ _____ |

B. Residential

| NAME | AMOUNT |
|-------|----------|
| _____ | _____ |
| _____ | \$ _____ |
| _____ | \$ _____ |
| _____ | \$ _____ |
| _____ | \$ _____ |
| _____ | \$ _____ |

3. Summary of the bank account activities showing:

| | AMOUNT |
|-----------------------------------|----------|
| Balance at beginning of year | \$ _____ |
| Deposits during the year | _____ |
| Interest earned for calendar year | _____ |
| Withdrawals from this account | _____ |
| Balance at end of year | _____ |

4. Reason or Purpose of Withdrawal from this bank account:

DECLARATION

(PLEASE VERIFY THAT ALL SCHEDULES ARE ACCURATE AND COMPLETE BEFORE SIGNING)

I, the undersigned _____

JOHN LOS

Officer, Partner, or Owner (Please Print)

of _____

MHC Acquisition One, LLC (Santa Cruz Water Utility)

Name of Utility

under penalty of perjury do declare that this report has been prepared by me, or under my direction, from the books, papers and records of the respondent; that I have carefully examined the same, and declare the same to be a complete and correct statement of the business and affairs of the above-named respondent and the operations of its property for the period of January 1, 2013, through December 31, 2013.

CHIEF ACCOUNTING OFFICER

Title (Please Print)

[Handwritten Signature]

Signature

312 279 1516

Telephone Number

9/17/2014

Date