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UNISOURCE ENERGY CORP
Form 35-CERT
August 20, 2003

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

IN THE MATTER OF
UNISOURCE ENERGY CORPORATION, ET AL.

CERTIFICATE
PURSUANT TO
RULE 24

File No. 70-10116

(Public Utility Holding Company Act of 1935)

This Certificate of Notification pursuant to Rule 24 under the Public Utility Holding Company Act of 1935, as amended (the "Act"), is filed by UniSource Energy Corporation ("UniSource Energy"), an exempt holding company under Section 3(a)(1) of the Act, and its wholly-owned subsidiary, UniSource Energy Services, Inc. ("UES"), also an exempt holding company pursuant to Section 3(a)(1) of the Act, in connection with the acquisition by UES of all of the issued and outstanding common stock of UNS Electric, Inc. ("UNS Electric") and UNS Gas, Inc. ("UNS Gas"), as authorized by Order of the Securities and Exchange Commission (the "Commission") dated August 1, 2003, in this proceeding (Holding Co. Act Release No. 27706). UNS Electric and UNS Gas are the corporate vehicles through which UniSource Energy has purchased the electric and gas utility assets of Citizens Communications Company ("Company") that are located in Arizona and used to provide electric and gas utility service to customers in Arizona.

UniSource Energy hereby certifies to the Commission pursuant to Rule 24 that, on August 11, 2003, UniSource Energy, through UNS Electric and UNS Gas, completed the purchase of the Arizona electric and gas utility assets of Citizens for a total purchase price of \$220 million (\$88 million for the electric assets and \$132 million for the gas assets) plus operating capital adjustments.

A "past tense" opinion of counsel is filed as Exhibit F (past tense) hereto.

SIGNATURES

Pursuant to the requirements of the Act, the undersigned companies have duly caused this statement to be signed on their behalves by the undersigned thereunto duly authorized.

UniSource Energy Corporation

By: /s/ Kevin P. Larson

Name: Kevin P. Larson
Title: Vice President, Chief
Financial Officer and

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Treasurer

UniSource Energy Services, Inc.

By: /s/ Kevin P. Larson

Name: Kevin P. Larson

Title: Treasurer

Dated: August 20, 2003