

Services Corporation dated as of November 13, 1998, as amended by Amendment No. 1 dated March 22, 1999 (the "Amended Merger Agreement").

- (2) Previously paid.
- (3) Associated with and attached to the common stock are preferred stock purchase rights which will not be exercisable or evidenced separately from the common stock prior to the occurrence of certain events.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to Section 8(a), may determine.

</TABLE>

CALIFORNIA WATER SERVICE GROUP
AMENDMENT NO. 2 TO
REGISTRATION STATEMENT ON FORM S-4

This Post-Effective Amendment No. 2 (this "Amendment") to that certain Registration Statement on Form S-4 as amended by Amendment No. 1 (File No. 333-71367, the "Registration Statement") is being filed under the Securities Act of 1933, as amended (the "Securities Act") by California Water Service Group, a Delaware corporation (the "Company") for the purpose of removing 189,746 shares of the Company's common shares from registration under the Registration Statement, as amended. The number of shares registered under the Registration Statement, as amended, was 2,400,000.

A total of 2,210,254 shares of the Company's common stock, \$0.01 par value ("CWSG Common Stock"), were registered and issued based upon the number of shares of Dominguez Services Corporation common stock, one dollar (\$1) par value ("DSC Common Stock") actually converted into shares of CWSG Common Stock on the day of Closing, May 25, 2000, pursuant to the Agreement and Plan of Reorganization between California Water Service Group, California Water Service Company and Dominguez Services Corporation dated as of November 13, 1998, as amended by Amendment No. 1 dated March 22, 1999 (the "Amended Merger Agreement").

Under the terms of the Amended Merger Agreement, the Company agreed to exchange between 1.25 and 1.49 shares of CWSG Common Stock for each share of DSC Common Stock based upon the average closing price per share of CWSG Common Stock for twenty consecutive trading days prior to the fifth trading day before the Closing. The final exchange ratio was 1.38 shares of CWSG Common Stock for each share of DSC Common Stock. The number of shares registered is 2,210,254. The total number of shares of DSC Common Stock converted to CWSG Common Stock was 1,601,679 which represents the number of shares of DSC Common Stock outstanding on May 25, 2000. Fractional interests in the shares of DSC Common Stock were paid in cash.

The Company expressly adopts and ratifies the Registration Statement, as amended, for all purposes of the Securities Act and the Exchange Act.

-1-

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of San Jose, State of California, on September 20, 2000.

CALIFORNIA WATER SERVICE GROUP

By: Peter C. Nelson
President and Chief Executive Officer
and Director

POWER OF ATTORNEY

We the undersigned officers and directors of California Water Service

Group, hereby severally constitute and appoint Peter C. Nelson and Gerald F. Feeney, and each of them singly, our true and lawful attorneys and agents, with the full power of substitution to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the Post-Effective Amendment No. 2 to Registration Statement on Form S-4 filed herewith and any and all post effective amendments to said Registration Statement for the same offering that may be filed under Rule 462(b) under the Securities Act of 1933, as amended, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable California Water Service Group to comply with the provisions of the Securities Act of 1933 and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys or any of them, to said Registration Statements and any and all amendments thereto.

<TABLE>

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to Registration Statement on Form S-4 has been signed by the following persons in the capacities and on the dates indicated.

<CAPTION>

SIGNATURE -----	TITLE -----	DATE ----
<S> /s/ Peter C. Nelson ----- Peter C. Nelson	<C> President and Chief Executive Officer (Principal Executive Officer) and Director	<C> September 20, 2000
/s/ Gerald F. Feeney ----- Gerald F. Feeney	Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)	September 20, 2000
/s/ Robert W. Foy ----- Robert W. Foy	Chairman of the Board of Directors	September 20, 2000
/s/ Edward D. Harris, Jr., M.D. ----- Edward D. Harris, Jr., M.D.	Director	September 20, 2000

-2-

/s/ Robert K. Jaedicke ----- Robert K. Jaedicke	Director	September 20, 2000
/s/ Richard P. Magnuson ----- Richard P. Magnuson	Director	September 20, 2000
/s/ Linda R. Meier ----- Linda R. Meier	Director	September 20, 2000
/s/ C. H. Stump ----- C. H. Stump	Director	September 20, 2000
/s/ George A. Vera ----- George A. Vera	Director	September 20, 2000

</TABLE>

-3-