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BEFORE THE ARIZONA CORPORATION COMMISSION  
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**COMMISSIONERS**

**Jeff Hatch-Miller, Chairman**  
**Marc Spitzer**  
**William A. Mundell**  
**Mike Gleason**  
**Kristin K. Mayes**

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AZ CORP COMMISSION  
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Arizona Corporation Commission  
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JAN 14 2005

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IN THE MATTER OF THE APPLICATION OF  
PALO VERDE UTILITIES COMPANY FOR AN  
EXTENSION OF ITS EXISTING CERTIFICATE  
OF CONVENIENCE AND NECESSITY.

Docket No. SW-03575A-03-0586

IN THE MATTER OF THE APPLICATION OF  
SANTA CRUZ WATER COMPANY FOR AN  
EXTENSION OF ITS EXISTING CERTIFICATE  
OF CONVENIENCE AND NECESSITY.

Docket No. W-03576A-03-0586

**NOTICE OF FILING IN COMPLIANCE WITH  
DECISION NO. 67240  
(Acquisition Schedule)**

Global Water Resources, LLC, in compliance with Decision No. 67240 in the above-captioned dockets, submits the attached Acquisition Schedule.

RESPECTFULLY submitted this 14<sup>th</sup> day of January 2005.

ROSHKA HEYMAN & DEWULF, PLC

By 

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- 1 Original + 15 copies of the foregoing  
filed this 14<sup>th</sup> day of January 2005, with:
- 2
- 3 Docket Control
- 4 ARIZONA CORPORATION COMMISSION  
1200 West Washington  
Phoenix, Arizona 85007
- 5 Copies of the foregoing hand-delivered/mailed  
this 14<sup>th</sup> day of January 2005, to:
- 6
- 7 Chairman Jeff Hatch-Miller  
Arizona Corporation Commission  
1200 West Washington  
Phoenix, Arizona 85007
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- 9 Commissioner William A. Mundell  
Arizona Corporation Commission  
1200 West Washington  
Phoenix, Arizona 85007
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- 11 Commissioner Marc Spitzer  
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- 13 Commissioner Mike Gleason  
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- 15 Commissioner Kristin K. Mayes  
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- 17 Dwight D. Nodes, Esq.  
Administrative Law Judge  
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11 By *Mary Sperlitz*  
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Attachment B

Acquisition Schedule

This Acquisition Schedule shall be prepared pursuant to the Settlement Conditions contained in Arizona Corporation Commission Dockets No. SW-03575A-03-0568 and No. W-03576A-03-0568.

**PART 1**

Describe below each investment in, or acquisition of, any utility made by Global Water Resources, LLC during the six month period ending on the date this document is executed.

NONE

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**PART 2**

As of this date, the capital structures of Palo Verde Utilities Company, LLC (PVUC) and Santa Cruz Water Company (SCWC) and any other GWR acquired utility are as follows:

	PVUC		SCWC	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$12,554,016	100%	\$4,943,776	100%
	<b>\$12,544,016</b>	<b>100%</b>	<b>\$4,943,776</b>	<b>100%</b>

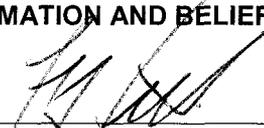
	Acquired Company Here	
	Amount	%
Long-Term Debt*	NONE	
Equity**	NONE	

\*Include current portion of Long-term Debt.

\*\*Includes Common Stock, Paid In Capital and Returned Earnings (Deficit).

The undersigned also confirm that at no time during the last six months did the equity ratios (as calculated above) of PVUC and SCWC fall below 40%.

**WE THE UNDERSIGNED TREVOR HILL AND LEO COMMANDEUR, DO SAY THAT THE ABOVE INFORMATION HAS BEEN PREPARED UNDER OUR DIRECTION AND WE HAVE CAREFULLY EXAMINED THE SAME, AND DECLARE THE SAME TO BE A COMPLETE AND CORRECT STATEMENT OF BUSINESS AND AFFAIRS OF SAID COMPANIES FOR THE PERIOD COVERED BY THIS REPORT IN RESPECT TO EACH & EVERY MATTER AND THING SET FORTH, TO THE BEST OF OUR KNOWLEDGE, INFORMATION AND BELIEF.**

X  1/11/05  
Signature of owner or official/date

X  01/11/05  
Signature of owner or official/date