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BEFORE THE ARIZONA CORPORATION COMMISSION

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2006 OCT 16 P 4: 00

AZ CORP COMMISSION
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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-04-0767

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-04-0767

**NOTICE OF FILING IN COMPLIANCE WITH
DECISION NO. 67830
(Acquisition Schedule)**

Global Water Resources, LLC, in compliance with Decision No. 67830 in the above-captioned dockets,¹ submits the attached Acquisition Schedule.

RESPECTFULLY submitted this 16th day of October 2006.

Arizona Corporation Commission
DOCKETED

OCT 16 2006

DOCKETED BY hr

ROSHKA DEWULF & PATTEN, PLC

By Michael W. Patten
Michael W. Patten
Timothy J. Sabo
One Arizona Center
400 East Van Buren Street, Suite 800
Phoenix, Arizona 85004

¹ Certain compliance requirements for Decision No. 67240 were carried over to, and incorporated in, Decision No. 67830. See Decision No. 67830 at 11-12. Therefore, in order to avoid duplicate filings, Palo Verde Utilities Company and Santa Cruz Water Company are filing the compliance items in these dockets, but not the dockets underlying Decision No. 67240 (SW-03575A-03-0586 and W-03576A-03-0586).

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1 Original + 15 copies of the foregoing
2 filed this 16th day of October 2006, with:

3 Docket Control
4 ARIZONA CORPORATION COMMISSION
5 1200 West Washington
6 Phoenix, Arizona 85007

7 Copies of the foregoing hand-delivered/mailed
8 this 16th day of October 2006, to:

9 Dwight Nodes, Esq.
10 Administrative Law Judge
11 Hearing Division
12 Arizona Corporation Commission
13 1200 West Washington
14 Phoenix, Arizona 85007

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22 Arizona Corporation Commission
23 1200 West Washington
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25 Brian Bozzo
26 Utilities Division
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Phoenix, Arizona 85007



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.

West Maricopa Combine
Water Utility of Greater Buckeye (WUGB)
Water Utility of Greater Tonopah (WUGT)
Water Utility of Northern Scottsdale (WUNS)
Valencia Water Company (VWC)
Willow Valley Water Company (WVWC)

PART 2

As of 31 Aug 2006, 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**	\$48,374,997	100%	\$25,094,624	100%
	<u>\$48,374,997</u>	<u>100%</u>	<u>\$25,094,624</u>	<u>100%</u>

	CCWC		WUGB	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$81,322	41%
Equity**	\$3,248,193	100%	\$117,522	59%
	<u>\$3,248,193</u>	<u>100%</u>	<u>\$198,844</u>	<u>100%</u>

	VWC		WUGT	
	Amount	%	Amount	%
Long-Term Debt*	\$184,272	10%	\$296,153	73%
Equity**	\$1,636,125	90%	\$111,626	27%
	<u>\$1,820,397</u>	<u>100%</u>	<u>\$407,779</u>	<u>100%</u>

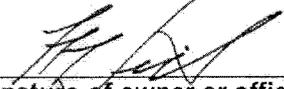
	WVWC		WUNS	
	Amount	%	Amount	%
Long-Term Debt*	\$492,922	87%	\$0	0%
Equity**	\$75,736	13%	\$(26,398)	0%
	<u>\$568,658</u>	<u>100%</u>	<u>\$(26,398)</u>	<u>0%</u>

*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  15 Oct 06
Signature of owner or official/date

X  Oct 06
Signature of owner or official/date