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BEFORE THE ARIZONA CORPORATION COMMISSION
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COMMISSIONERS

Mike Gleason, Chairman
William A. Mundell
Jeff Hatch-Miller
Kristin K. Mayes
Gary Pierce

2007 JUL 16 P 3:50

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-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)**

Palo Verde Utilities Company, LLC and Santa Cruz Water Company, LLC, in compliance with Decision No. 67240 in the above-captioned dockets, submits the attached Acquisition Schedule.

RESPECTFULLY submitted this 16th day of July 2007.

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
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Arizona Corporation Commission
DOCKETED
JUL 16 2007

DOCKETED BY ne

ROSHKA DEWULF, PATTEN, PLC
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1 Original + 15 copies of the foregoing
filed this 16th day of July 2007, with:

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

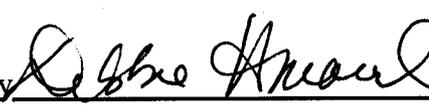
5 Copies of the foregoing hand-delivered/mailed
this 16th day of July 2007, to:

6
7 Dwight D. Nodes, Esq.
Assistant Chief Administrative Law Judge
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16 Brian Bozzo
Compliance, Utilities Division
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20 By 

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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.

The assets of Cave Creek Water Company were acquired by the Town of Cave Creek through condemnation proceedings on March 7, 2007.

PART 2

As of 31 May 2007, the capital structures of Palo Verde Utilities Company (PVUC) and Santa Cruz Water Company (SCWC) and any other GWR acquired utility are as follows:

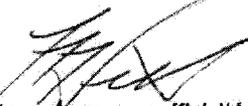
	PVUC		SCWC	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$70,104,953	100%	\$52,705,400	100%
	<u>\$70,104,953</u>	<u>100%</u>	<u>\$52,705,400</u>	<u>100%</u>
	Francisco Grande		Water Utility of Greater Buckeye	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$82,482	59%
Equity**	\$0	0%	\$57,054	41%
	<u>\$0</u>	<u>100%</u>	<u>\$139,536</u>	<u>100%</u>
	Valencia Water Co		Water Utility of Greater Tonopah	
	Amount	%	Amount	%
Long-Term Debt*	\$73,385	20%	\$297,331	82%
Equity**	\$289,355	80%	\$63,756	18%
	<u>\$362,740</u>	<u>100%</u>	<u>\$361,087</u>	<u>100%</u>
	Willow Valley Water Co		Water Utility of North Scottsdale	
	Amount	%	Amount	%
Long-Term Debt*	\$254,476	37%	\$0	0%
Equity**	\$429,019	63%	(\$5,292)	100%
	<u>\$683,495</u>	<u>100%</u>	<u>(\$5,292)</u>	<u>100%</u>
	Hassayampa Utility Co		CP Water Co.	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$421,839	100%	\$0	100%
	<u>\$421,839</u>	<u>100%</u>	<u>\$0</u>	<u>100%</u>

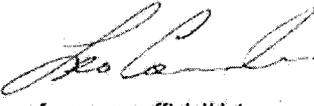
*Include current portion of Long-term Debt.

**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  16-Jul-07
Signature of owner or official/date

X  16-Jul-07
Signature of owner or official/date