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BEFORE THE ARIZONA CORPORATION

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COMMISSIONERS

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- William A. Mundell
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2008 JAN 15 P 3:54
 AZ. GOV. COMMISSION
 DOCKET CONTROL

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.

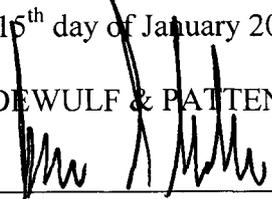
Docket No. W-03576A-03-0586

**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. Please note that Global Water, Inc. has made application for the approval of the acquisition of Balterra Sewer Corp.

RESPECTFULLY submitted this 15th day of January 2008.

ROSHKA DEWULF & PATTEN, PLC

By  for

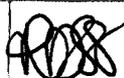
Michael W. Patten
 Timothy J. Sabo
 One Arizona Center
 400 East Van Buren Street, Suite 800
 Phoenix, Arizona 85004

Arizona Corporation Commission

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DOCKETED BY



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1 Original + 15 copies of the foregoing
2 filed this 15th day of January 2008, 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 15th day of January 2008, to:

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

15 Christopher C. Kempley
16 Chief Counsel, Legal Division
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20 Ernest G. Johnson, Esq.
21 Director, Utilities Division
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25 Brian Bozzo
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27 Arizona Corporation Commission
1200 West Washington
Phoenix, Arizona 85007

By Rebbie Amarel

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.

Global has made application for the approval of the acquisition of Ballterra Sewer Corp.

PART 2

As of 30 November 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**	\$76,647,343	100%		\$62,646,468	100%	
	<u>\$76,647,343</u>	<u>100%</u>		<u>\$62,646,468</u>	<u>100%</u>	
	Francisco Grande			Water Utility of Greater Buckeye		
	Amount	%		Amount	%	
Long-Term Debt*	\$0	0%		\$79,679	33%	
Equity**	\$0	0%		\$160,501	67%	
	<u>\$0</u>	<u>100%</u>		<u>\$240,180</u>	<u>100%</u>	
	Valencia Water Co			Water Utility of Greater Tonopah		
	Amount	%		Amount	%	
Long-Term Debt*	\$2,160,527	49%		\$270,466	20%	
Equity**	\$2,209,598	51%		\$1,093,935	80%	
	<u>\$4,370,125</u>	<u>100%</u>		<u>\$1,364,401</u>	<u>100%</u>	
	Willow Valley Water Co			Water Utility of Northern Scottsdale		
	Amount	%		Amount	%	
Long-Term Debt*	\$246,950	28%		\$0	0%	
Equity**	\$624,527	72%		(\$15,478)	100%	
	<u>\$871,477</u>	<u>100%</u>		<u>(\$15,478)</u>	<u>100%</u>	
	Hassayampa Utility Co			CP Water Co.		
	Amount	%		Amount	%	
Long-Term Debt*	\$0	0%		\$0	0%	
Equity**	\$550,180	100%		\$0	100%	
	<u>\$550,180</u>	<u>100%</u>		<u>\$0</u>	<u>100%</u>	

*Include current portion of Long-term Debt.

**Includes Common Stock, Paid In Capital and Retained 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  14-Jan-08
Signature of owner or official/date

X  14-Jan-08
Signature of owner or official/date