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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

2008 JUL 15 P 4: 16

AZ CORP 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.

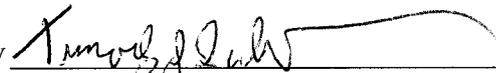
Docket No. W-03576A-03-0586

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

Global Water - Palo Verde Utilities Company and Global Water - Santa Cruz Water Company, in compliance with Decision No. 67240 in the above-captioned dockets, submits the attached Acquisition Schedule. Please note that Global Water, Inc. has purchased all outstanding shares of Balterra Sewer Corp. on May 7, 2008 and the formation of Global Water - Picacho Cove Water Company and Global Water - Picacho Cove Utilities Company was approved by the Arizona Corporation Commission ("ACC") in April 2008.

RESPECTFULLY submitted this 15<sup>th</sup> day of July 2008.

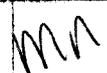
ROSHKA DEWULF & PATTEN, PLC

By 

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

Arizona Corporation Commission  
**DOCKETED**

JUL 15 2008

DOCKETED BY 

**ROSHKA DEWULF & PATTEN, PLC**  
ONE ARIZONA CENTER  
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1 Original + 15 copies of the foregoing  
2 filed this 15<sup>th</sup> day of July 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 15<sup>th</sup> day of July 2008, to:

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

15 Janice Alward, Esq.  
16 Chief Counsel, Legal Division  
17 Arizona Corporation Commission  
18 1200 West Washington  
19 Phoenix, Arizona 85007

20 Ernest G. Johnson, Esq.  
21 Director, Utilities Division  
22 Arizona Corporation Commission  
23 1200 West Washington  
24 Phoenix, Arizona 85007

25 Brian Bozzo  
26 Compliance Manager  
27 Utilities Division  
Arizona Corporation Commission  
1200 West Washington  
Phoenix, Arizona 85007

28 Debbie Amador

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 Water Inc. purchased all of the outstanding shares of Balterra Sewer Company on May 7th, 2008.
The formation of Picacho Cove Water and Picacho Cove Utilities companies was approved by the ACC on April 8th, 2008.

PART 2

As of 31 May 2008, 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**	\$78,147,291	100%	\$66,242,634	100%
	<u>\$78,147,291</u>	<u>100%</u>	<u>\$66,242,634</u>	<u>100%</u>
	Francisco Grande		Water Utility of Greater Buckeye	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$126,255	13%
Equity**	\$35,820	100%	\$851,070	87%
	<u>\$35,820</u>	<u>100%</u>	<u>\$977,325</u>	<u>100%</u>
	Valencia Water Co		Water Utility of Greater Tonopah	
	Amount	%	Amount	%
Long-Term Debt*	\$2,099,075	94%	\$251,859	11%
Equity**	\$124,671	6%	\$2,023,408	89%
	<u>\$2,223,746</u>	<u>100%</u>	<u>\$2,275,267</u>	<u>100%</u>
	Willow Valley Water Co		Water Utility of North Scottsdale	
	Amount	%	Amount	%
Long-Term Debt*	\$239,209	14%	\$0	0%
Equity**	\$1,480,430	86%	(\$23,724)	100%
	<u>\$1,719,639</u>	<u>100%</u>	<u>(\$23,724)</u>	<u>100%</u>
	Hassayampa Utility Co		CP Water Co.	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$891,242	100%	\$0	100%
	<u>\$891,242</u>	<u>100%</u>	<u>\$0</u>	<u>100%</u>
	Picacho Cove Water		Picacho Cove Utilities	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$38,767	100%	\$97,108	100%
	<u>\$38,767</u>	<u>100%</u>	<u>\$97,108</u>	<u>100%</u>
	Balterra Sewer			
	Amount	%		
Long-Term Debt*	\$0	0%		
Equity**	\$1,258,598	100%		
	<u>\$1,258,598</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

30-Jun-08

Signature of owner or official/date

X

30-Jun-08

Signature of owner or official/date