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BEFORE THE ARIZONA CORPORATION COMMISSION

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**COMMISSIONERS**

KRISTIN K. MAYES, Chairman  
GARY PIERCE  
PAUL NEWMAN  
SANDRA D. KENNEDY  
BOB STUMP

2009 JUL 15 P 2:49  
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.

RESPECTFULLY submitted this 15<sup>th</sup> day of July 2009.

ROSHKA DEWULF & PATTEN, PLC

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

Original + 15 copies of the foregoing  
filed this 15<sup>th</sup> day of July 2009, with:

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

Arizona Corporation Commission  
**DOCKETED**

JUL 15 2009

DOCKETED BY MS

**ROSHKA DEWULF, PATTEN, PLC**  
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1 Copies of the foregoing hand-delivered/mailed  
this 15<sup>th</sup> day of July 2009, to:

2  
3 Lyn Farmer, Esq.  
4 Assistant Chief Administrative Law Judge  
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By Mary Spolito

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.

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PART 2

As of 31 May 2009, 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**	\$79,438,398	100%	\$67,768,548	100%
	<u>\$79,438,398</u>	<u>100%</u>	<u>\$67,768,548</u>	<u>100%</u>
	Francisco Grande		Water Utility of Greater Buckeye	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$163,798	15%
Equity**	\$68,346	100%	\$911,867	85%
	<u>\$68,346</u>	<u>100%</u>	<u>\$1,075,665</u>	<u>100%</u>
	Valencia Water Co		Water Utility of Greater Tonopah	
	Amount	%	Amount	%
Long-Term Debt*	\$2,337,961	46%	\$500,600	18%
Equity**	\$2,794,989	54%	\$2,228,267	82%
	<u>\$5,132,950</u>	<u>100%</u>	<u>\$2,726,867</u>	<u>100%</u>
	Willow Valley Water Co		Water Utility of North Scottsdale	
	Amount	%	Amount	%
Long-Term Debt*	\$223,078	12%	\$0	0%
Equity**	\$1,632,026	88%	(\$96,825)	100%
	<u>\$1,855,104</u>	<u>100%</u>	<u>(\$96,825)</u>	<u>100%</u>
	Hassayampa Utility Co		CP Water Co.	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$1,458,798	100%	(\$168)	100%
	<u>\$1,458,798</u>	<u>100%</u>	<u>(\$168)</u>	<u>100%</u>
	Picacho Cove Water		Picacho Cove Utilities	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$114,979	100%	\$241,957	100%
	<u>\$114,979</u>	<u>100%</u>	<u>\$241,957</u>	<u>100%</u>
	Baltierra Sewer			
	Amount	%		
Long-Term Debt*	\$0	0%		
Equity**	\$1,515,243	100%		
	<u>\$1,515,243</u>	<u>100%</u>		

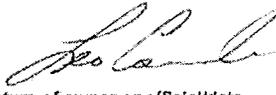
\*Include current portion of Long-term Debt.

\*\*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  15-Jul-09  
Signature of owner or official/date

X  15-Jul-08  
Signature of owner or official/date