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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

2010 JAN 14 P 3:44  
AZ CORPORATION 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-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 - Palo Verde Utilities Company and Global Water - Santa Cruz Water  
Company, in compliance with Decision No. 67830 in the above-captioned dockets submit the  
attached Acquisition Schedule.

RESPECTFULLY submitted this 14<sup>th</sup> day of January 2010.

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

Arizona Corporation Commission  
**DOCKETED**

**JAN 14 2010**

DOCKETED BY MM

**ROSIKA DeWULF & PATTEN, PLC**  
ONE ARIZONA CENTER  
400 EAST VAN BUREN STREET - SUITE 800  
PHOENIX, ARIZONA 85004  
TELEPHONE NO 602-256-6100  
FACSIMILE 602-256-6800

1 Original + 15 copies of the foregoing  
filed this 14<sup>th</sup> day of January 2010 with:

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

5 Copies of the foregoing hand-delivered/mailed  
this 14<sup>th</sup> day of January 2010 to:

6 Lyn Farmer, Esq.  
7 Chief Administrative Law Judge  
Hearing Division  
8 Arizona Corporation Commission  
1200 West Washington  
9 Phoenix, Arizona 85007

10 Janice Alward, Esq.  
Chief Counsel, Legal Division  
11 Arizona Corporation Commission  
1200 West Washington  
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13 Steve Olea, Director  
Utilities Division  
14 Arizona Corporation Commission  
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16 Brian Bozzo  
Compliance Manager  
17 Utilities Division  
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18 1200 West Washington  
Phoenix, Arizona 85007

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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.


PART 2

As of 30 November 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:

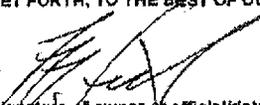
	PVUC		SCWC	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$81,302,386	100%	\$65,061,117	100%
	<del>\$81,302,386</del>	<del>100%</del>	<del>\$65,061,117</del>	<del>100%</del>
	Francisco Grande		Water Utility of Greater Buckeye	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$158,477	18%
Equity**	\$68,363	100%	\$359,723	84%
	<del>\$68,363</del>	<del>100%</del>	<del>\$1,018,200</del>	<del>100%</del>
	Valencia Water Co		Water Utility of Greater Tonopah	
	Amount	%	Amount	%
Long-Term Debt*	\$3,308,980	64%	\$489,793	18%
Equity**	\$1,832,637	36%	\$2,300,799	82%
	<del>\$5,141,617</del>	<del>100%</del>	<del>\$2,790,592</del>	<del>100%</del>
	Willow Valley Water Co		Water Utility of North Scottsdale	
	Amount	%	Amount	%
Long-Term Debt*	\$214,725	12%	\$0	0%
Equity**	\$1,628,347	88%	\$1,326,615	100%
	<del>\$1,843,072</del>	<del>100%</del>	<del>\$1,326,615</del>	<del>100%</del>
	Hassayampa Utility Co		CP Water Co.	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$1,456,493	100%	\$889	100%
	<del>\$1,456,493</del>	<del>100%</del>	<del>\$889</del>	<del>100%</del>
	Picacho Cove Water		Picacho Cove Utilities	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$116,494	100%	\$249,134	100%
	<del>\$116,494</del>	<del>100%</del>	<del>\$249,134</del>	<del>100%</del>
	Balterra Sewer			
	Amount	%		
Long-Term Debt*	\$0	0%		
Equity**	\$1,526,476	100%		
	<del>\$1,526,476</del>	<del>100%</del>		

\*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   
Signature of owner or official/date

6-Jan-10

X   
Signature of owner or official/date