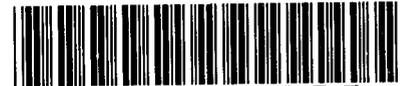


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BEFORE THE ARIZONA CORPORATION COMMISSION

RECEIVED

COMMISSIONERS

KRISTIN K. MAYES, Chairman

GARY PIERCE

PAUL NEWMAN

SANDRA D. KENNEDY

BOB STUMP

2010 OCT 15 P 3 54

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-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 15<sup>th</sup> day of October 2010.

ROSHKA DEWULF & PATTEN, PLC

Arizona Corporation Commission

DOCKETED

OCT 15 2010

DOCKETED BY

By

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

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**ROSHKA 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  
2 filed this 15<sup>th</sup> day of October 2010, 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 October 2010, 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 Steve Olea, Director  
21 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

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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.


PART 2

As of 31 August 2010, 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**	\$64,209,809	100%	\$47,671,222	100%
	<u>\$64,209,809</u>	<u>100%</u>	<u>\$47,671,222</u>	<u>100%</u>
	Francisco Grande		Water Utility of Greater Buckeye	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$150,146	15%
Equity**	\$127,873	100%	\$847,018	85%
	<u>\$127,873</u>	<u>100%</u>	<u>\$997,164</u>	<u>100%</u>
	Valencia Water Co		Water Utility of Greater Tonopah	
	Amount	%	Amount	%
Long-Term Debt*	\$3,383,351	59%	\$472,943	-41%
Equity**	\$2,327,937	41%	(\$1,622,239)	141%
	<u>\$5,711,288</u>	<u>100%</u>	<u>(\$1,149,296)</u>	<u>100%</u>
	Willow Valley Water Co		Water Utility of North Scottsdale	
	Amount	%	Amount	%
Long-Term Debt*	\$490,967	19%	\$0	0%
Equity**	\$2,117,599	81%	(\$103,178)	100%
	<u>\$2,608,566</u>	<u>100%</u>	<u>(\$103,178)</u>	<u>100%</u>
	Hassayampa Utility Co		CP Water Co.	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$51,104	100%	\$443	100%
	<u>\$51,104</u>	<u>100%</u>	<u>\$443</u>	<u>100%</u>
	Picacho Cove Water		Picacho Cove Utilities	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$118,520	100%	(\$56,184)	100%
	<u>\$118,520</u>	<u>100%</u>	<u>(\$56,184)</u>	<u>100%</u>
	Baltarra Sewer			
	Amount	%		
Long-Term Debt*	\$0	0%		
Equity**	\$1,567,697	100%		
	<u>\$1,567,697</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-Oct-10  
Signature of owner or official/date

X  15-Oct-10  
Signature of owner or official/date