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BEFORE THE ARIZONA CORPORATION COMMISSION

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2011 JAN 14 P 3:58

AZ CORP COMMISSION
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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 submit the attached Acquisition Schedule.

RESPECTFULLY submitted this 14th day of January 2011.

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

Arizona Corporation Commission

DOCKETED

JAN 14 2011

DOCKETED BY [Signature]

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- 1 Original + 15 copies of the foregoing
- 2 filed this 14th day of January 2011, 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 14th day of January 2011, to:
- 9 Lyn Farmer, Esq.
- 10 Assistant 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 Manager Compliance Enforcement, Utilities Division
- 27 Arizona Corporation Commission
- 1200 West Washington
- Phoenix, Arizona 85007

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20 By 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.

NONE

PART 2

As of 30 November 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**	\$62,773,273	100%	\$46,485,210	100%
	<u>\$62,773,273</u>	<u>100%</u>	<u>\$46,485,210</u>	<u>100%</u>
	Francisco Grande		Water Utility of Greater Buckeye	
Long-Term Debt*	\$0	0%	\$147,279	15%
Equity**	\$134,003	100%	\$863,208	85%
	<u>\$134,003</u>	<u>100%</u>	<u>\$1,010,487</u>	<u>100%</u>
	Valencia Water Co		Water Utility of Greater Tonopah	
Long-Term Debt*	\$3,618,011	64%	\$467,151	-46%
Equity**	\$2,079,497	36%	(\$1,482,427)	146%
	<u>\$5,697,508</u>	<u>100%</u>	<u>(\$1,015,276)</u>	<u>100%</u>
	Willow Valley Water Co		Water Utility of North Scottsdale	
Long-Term Debt*	\$623,340	23%	\$0	0%
Equity**	\$2,035,079	77%	(\$180,068)	100%
	<u>\$2,658,419</u>	<u>100%</u>	<u>(\$180,068)</u>	<u>100%</u>
	Hassayampa Utility Co		CP Water Co.	
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$49,564	100%	\$1,828	100%
	<u>\$49,564</u>	<u>100%</u>	<u>\$1,828</u>	<u>100%</u>
	Picacho Cove Water		Picacho Cove Utilities	
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$118,376	100%	(\$56,221)	100%
	<u>\$118,376</u>	<u>100%</u>	<u>(\$56,221)</u>	<u>100%</u>
	Balterra Sewer			
Long-Term Debt*	\$0	0%		
Equity**	\$1,568,904	100%		
	<u>\$1,568,904</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

Signature of owner or official/date
Date: 14 Jan 2011

X

Signature of owner or official/date
Date: 14 Jan 2011