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BEFORE THE ARIZONA CORPORATION

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BRENDA BURNS

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 October 2011.

ROSHKA DEWULF & PATTEN, PLC.

By

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- 1 Original + 15 copies of the foregoing
filed this 14th day of October 2011, with:
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3 Docket Control
ARIZONA CORPORATION COMMISSION
1200 West Washington
4 Phoenix, Arizona 85007
5
6 Copies of the foregoing hand-delivered/mailed
this 14th day of October 2011, to:
7
8 Lyn Farmer, Esq.
Assistant Chief Administrative Law Judge
Hearing Division
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20 By Albbie Amaral
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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, Inc. during the six month period ending on the date this document is executed.

PART 2

As of 31 August 2011, 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**	\$60,740,697	100%	\$44,455,839	100%
	<u>\$60,740,697</u>	<u>100%</u>	<u>\$44,455,839</u>	<u>100%</u>
	Francisco Grande		Water Utility of Greater Buckeye	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$138,371	14%
Equity**	\$0	0%	\$868,797	86%
	<u>\$0</u>	<u>100%</u>	<u>\$1,007,168</u>	<u>100%</u>
	Valencia Water Co		Water Utility of Greater Tonopah	
	Amount	%	Amount	%
Long-Term Debt*	\$3,498,385	68%	\$449,226	-42%
Equity**	\$1,670,750	32%	(\$1,522,908)	142%
	<u>\$5,169,135</u>	<u>100%</u>	<u>(\$1,073,682)</u>	<u>100%</u>
	Willow Valley Water Co		Water Utility of North Scottsdale	
	Amount	%	Amount	%
Long-Term Debt*	\$428,713	17%	\$0	0%
Equity**	\$2,057,211	83%	(\$218,969)	100%
	<u>\$2,485,924</u>	<u>100%</u>	<u>(\$218,969)</u>	<u>100%</u>
	Hassayampa Utility Co		CP Water Co.	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$70,624	100%	\$1,796	100%
	<u>\$70,624</u>	<u>100%</u>	<u>\$1,796</u>	<u>100%</u>
	Picacho Cove Water		Picacho Cove Utilities	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$118,769	100%	(\$55,505)	100%
	<u>\$118,769</u>	<u>100%</u>	<u>(\$55,505)</u>	<u>100%</u>
	Balterra Sewer			
	Amount	%		
Long-Term Debt*	\$0	0%		
Equity**	\$1,765,235	100%		
	<u>\$1,765,235</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 T. HILL AND CINDY M. LILES, 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 Trevor T. Hill 10-13-11
Signature of owner or official/date
15-Oct-11

X Cindy M. Liles 10-13-11
Signature of owner or official/date
15-Oct-11