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BEFORE THE ARIZONA CORPORATION

RECEIVED

**COMMISSIONERS**

GARY PIERCE, Chairman  
BOB STUMP  
SANDRA D. KENNEDY  
PAUL NEWMAN  
BRENDA BURNS

2012 OCT 15 P 3:44

ARIZONA 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 submit the attached Acquisition Schedule.

RESPECTFULLY submitted this 15<sup>th</sup> day of October 2012.

ROSHKA DEWULF & PATTEN, PLC.

Arizona Corporation Commission  
**DOCKETED**

OCT 15 2012

DOCKETED BY *DM*

By *Timothy J. Sabo*

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

**ROSHKA DEWULF, PATTEN, PLC**  
ONE ARIZONA CENTER  
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PHOENIX, ARIZONA 85004  
TELEPHONE NO 602-256-6100  
FACSIMILE 602-256-6800

1 Original + 13 copies of the foregoing  
filed this 15<sup>th</sup> day of October 2012, with:

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

5 Copies of the foregoing hand-delivered/mailed  
this 15<sup>th</sup> day of October 2012, to:

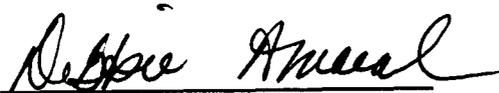
6 Lyn Farmer, Esq.  
7 Assistant Chief Administrative Law Judge  
Hearing Division  
8 Arizona Corporation Commission  
1200 West Washington  
9 Phoenix, Arizona 85007

10 Janice Alward, Esq.  
Chief Counsel, Legal Division  
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13 Steve Olea, Director  
Utilities Division  
14 Arizona Corporation Commission  
1200 West Washington  
15 Phoenix, Arizona 85007

16 Brian Bozzo  
Manager Compliance Enforcement, Utilities Division  
17 Arizona Corporation Commission  
1200 West Washington  
18 Phoenix, Arizona 85007

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By 

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 three month period ending on the date this document is executed.


PART 2

As of 31 August 2012, the capital structures of Palo Verde Utilities Company (PVUC) and Santa Cruz Water Company (SCWC) and any other GWR acquired utility are as follows:

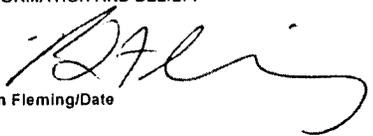
	PVUC		SCWC	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$49,060,187	100%	\$32,229,502	100%
	<u>\$49,060,187</u>	<u>100%</u>	<u>\$32,229,502</u>	<u>100%</u>
	Francisco Grande		Water Utility of Greater Buckeye	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$13,882	2%
Equity**	\$0	0%	\$849,882	98%
	<u>\$0</u>	<u>100%</u>	<u>\$863,864</u>	<u>100%</u>
	Valencia Water Co		Water Utility of Greater Tonopah	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$2,139,562	100%	(\$4,616,892)	100%
	<u>\$2,139,562</u>	<u>100%</u>	<u>(\$4,616,892)</u>	<u>100%</u>
	Willow Valley Water Co		Water Utility of North Scottsdale	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$2,715,848	100%	(\$369,865)	100%
	<u>\$2,715,848</u>	<u>100%</u>	<u>(\$369,865)</u>	<u>100%</u>
	Hassayampa Utility Co		CP Water Co.	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	(\$1,055,190)	100%	\$2,314	100%
	<u>(\$1,055,190)</u>	<u>100%</u>	<u>\$2,314</u>	<u>100%</u>
	Picacho Cove Water		Picacho Cove Utilities	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$118,385	100%	(\$249,457)	100%
	<u>\$118,385</u>	<u>100%</u>	<u>(\$249,457)</u>	<u>100%</u>
	Balterra Sewer			
	Amount	%		
Long-Term Debt*	\$0	0%		
Equity**	\$1,447,632	100%		
	<u>\$1,447,632</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%.

I THE UNDERSIGNED RON FLEMING, DO SAY THAT THE ABOVE INFORMATION HAS BEEN PREPARED UNDER MY DIRECTION AND I 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 MY KNOWLEDGE, INFORMATION AND BELIEF.

x  / 10/12/12  
Ron Fleming/Date