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BEFORE THE ARIZONA CORPORATION COMMISSION

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COMMISSIONERS

BOB STUMP, Chairman

GARY PIERCE

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2013 APR 15 P 2:10

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-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 15th day of April 2013.

ROSHKA DEWULF & PATTEN, PLC.

Arizona Corporation Commission

DOCKETED

APR 15 2013

DOCKETED BY

By

Michael W. Patten

Timothy J. Sabo

One Arizona Center

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1 Original + 15 copies of the foregoing
2 filed this 15th day of April 2013, 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 15th day of April 2013, to:

9 Lyn Farmer, Esq.
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11 Hearing Division
12 Arizona Corporation Commission
13 1200 West Washington
14 Phoenix, Arizona 85007

15 Janice Alward, Esq.
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27 Arizona Corporation Commission
1200 West Washington
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By *Debbie Anand*

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 28 February 2013, 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**	\$47,480,541	100%	\$29,911,731	100%
	<u>\$47,480,541</u>	<u>100%</u>	<u>\$29,911,731</u>	<u>100%</u>
	Francisco Grande		Water Utility of Greater Buckeye	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$11,315	2%
Equity**	\$0	0%	\$694,050	98%
	<u>\$0</u>	<u>100%</u>	<u>\$705,365</u>	<u>100%</u>
	Valencia Water Co		Water Utility of Greater Tonopah	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$711,548	100%	(4,508,618)	100%
	<u>\$711,548</u>	<u>100%</u>	<u>(4,508,618)</u>	<u>100%</u>
	Willow Valley Water Co		Water Utility of North Scottsdale	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$2,524,107	100%	(390,142)	100%
	<u>\$2,524,107</u>	<u>100%</u>	<u>(390,142)</u>	<u>100%</u>
	Hassayampa Utility Co		CP Water Co.	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	(1,032,177)	100%	\$2,347	100%
	<u>(1,032,177)</u>	<u>100%</u>	<u>\$2,347</u>	<u>100%</u>
	Picacho Cove Water		Picacho Cove Utilities	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$118,998	100%	(248,706)	100%
	<u>\$118,998</u>	<u>100%</u>	<u>(248,706)</u>	<u>100%</u>
	Baltarra Sewer			
	Amount	%		
Long-Term Debt*	\$0	0%		
Equity**	\$1,448,024	100%		
	<u>\$1,448,024</u>	<u>100%</u>		

*Include current portion of Long-term Debt.

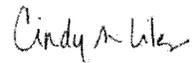
**Includes Common Stock, Paid In Capital and Retained Earnings (Deficit).

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 

 Signature of Officer

x 

 Signature of Officer