SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

FOR ANNUAL AND TRANSITION REPORTS PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

(Mark One)

x **Annual Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended December 31, 2008 or**

o **Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from to**

Commission File Number	Registrant, State of Incorporation Address, Zip Code and Telephone Number	IRS Employer Identification No.
001-14431	**American States Water Company** (Incorporated in California) 630 E. Foothill Boulevard, San Dimas, CA 91773-1212 (909) 394-3600	95-4676679
001-12008	**Golden State Water Company** (Incorporated in California) 630 E. Foothill Boulevard, San Dimas, CA 91773-1212 (909) 394-3600	95-1243678

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
American States Water Company Common Shares	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

American States Water Company	Yes o No x
Golden State Water Company	Yes o No x

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

American States Water Company	Yes o No x
Golden State Water Company	Yes o No x

Indicate by check mark whether Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

American States Water Company	Yes x No o
Golden State Water Company	Yes x No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. x

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

American States Water Company

Large accelerated filer o	Accelerated filer x	Non-accelerated filer o	Smaller reporting company o

Golden State Water Company

Large accelerated filer o	Accelerated filer o	Non-accelerated filer x	Smaller reporting company o

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act)

American States Water Company	Yes o No x
Golden State Water Company	Yes o No x

The aggregate market value of the total voting common stock held by non-affiliates of American States Water Company was approximately $602,818,000 and $529,930,000 on June 30, 2008 and March 11, 2009, respectively. The closing price per Common Share on March 11, 2009, as quoted in the *The Wall Street Journal website*, was $30.60. As of March 11, 2009, the number of Common Shares of American States Water Company, outstanding was 17,317,982. As of that same date, American States Water Company owned all 134 outstanding Common Shares of Golden State Water Company. The aggregate market value of the total voting stock held by non-affiliates of Golden State Water Company was zero on June 30, 2008 and March 11, 2009.

Golden State Water Company meets the conditions set forth in General Instruction I(1) and (2) of Form 10-K and is therefore filing this Form, in part, with the reduced disclosure format for Golden State Water Company.

Documents Incorporated by Reference:

Portions of the Proxy Statement of American States Water Company will be subsequently filed with the Securities and Exchange Commission as to Part III, Item Nos. 10, 11, 13 and 14 and portions of Item 12, in each case as specifically referenced herein.

AMERICAN STATES WATER COMPANY
and
GOLDEN STATE WATER COMPANY

FORM 10-K

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PART I

Item 1. Business

This annual report on Form 10-K is a combined report being filed by two separate Registrants: American States Water Company (hereinafter "AWR"), and Golden State Water Company (hereinafter "GSWC"). References in this report to "Registrant" are to AWR and GSWC, collectively, unless otherwise specified. GSWC makes no representations as to the information contained in this report relating to AWR and its subsidiaries, other than GSWC.

AWR makes its periodic reports, Form 10-Q and Form 10-K, and current reports, Form 8-K, available free of charge through its website, www.aswater.com, as soon as material is electronically filed with or furnished to the Securities and Exchange Commission ("SEC"). Such reports are also available on the SEC's internet website at http://www.sec.gov. AWR also makes available free of charge its code of business conduct and ethics, its corporate governance guidelines and the charters of its Nominating and Governance Committee, its Compensation Committee, and its Audit and Finance Committee through its website or by calling (800) 999-4033. AWR and GSWC have filed the certification of officers required by Section 302 of the Sarbanes-Oxley Act as Exhibits 31.1 and 31.2 to its Form 10-K for the year ended December 31, 2008.

AWR submitted a CEO Certification to the New York Stock Exchange in June 2008 certifying that the Registrant was in compliance with the corporate governance rules of the New York Stock Exchange.

General

AWR is the parent company of GSWC, Chaparral City Water Company ("CCWC") and American States Utility Services, Inc. ("ASUS") and its subsidiaries (Fort Bliss Water Services Company ("FBWS"), Terrapin Utility Services, Inc. ("TUS"), Old Dominion Utility Services, Inc. ("ODUS"), Palmetto State Utility Services, Inc. ("PSUS") and Old North Utility Services, Inc. ("ONUS")). AWR was incorporated as a California corporation in 1998 as a holding company. AWR has three reportable segments: water, electric and contracted services. Within the segments, AWR has three principal business units: water and electric service utility operations conducted through GSWC, a water-service utility operation conducted through CCWC, and a contracted services unit conducted through ASUS and its subsidiaries. FBWS, TUS, ODUS, PSUS and ONUS may be referred to herein collectively as the "Military Utility Privatization Subsidiaries".

GSWC is a California public utility company engaged principally in the purchase, production and distribution of water. GSWC also distributes electricity in one customer service area. GSWC is regulated by the California Public Utilities Commission ("CPUC") and was incorporated as a California corporation on December 31, 1929. GSWC is organized into one electric customer service area and three water service regions operating within 75 communities in 10 counties in the State of California and provides water service in 21 customer service areas. Region I consists of 7 customer service areas in northern and central California; Region II consists of 4 customer service areas located in Los Angeles County; and Region III consists of 10 customer service areas in eastern Los Angeles County, and in Orange, San Bernardino and Imperial counties. GSWC also provides electric service to the City of Big Bear Lake and surrounding areas in San Bernardino County through its Bear Valley Electric Service ("BVES") division.

GSWC served 254,482 water customers and 23,172 electric customers at December 31, 2008, or a total of 277,654 customers, compared with 254,546 water customers and 23,273 electric customers, or a total of 277,819 customers at December 31, 2007. GSWC's utility operations exhibit seasonal trends. Although GSWC's water utility operations have a diversified customer base, residential and commercial customers account for the majority of GSWC's water sales and revenues. Revenues derived from commercial and residential water customers accounted for approximately 90% of total water revenues for the years ended December 31, 2008, 2007 and 2006.

CCWC is an Arizona public utility company serving 13,423 customers as of December 31, 2008, compared with 13,488 customers at December 31, 2007. Located in the town of Fountain Hills, Arizona and a portion of the City of Scottsdale, Arizona, the majority of CCWC's customers are residential. The Arizona Corporation Commission ("ACC") regulates CCWC.

ASUS, through its wholly-owned subsidiaries, has contracted with the U.S. government to provide water and/or wastewater services, including the operation and maintenance of water and/or wastewater systems pursuant to 50-year fixed price contracts, which are subject to periodic prospective price redeterminations and modifications for changes in circumstances. All of the contracts with the U.S. government may be terminated, in whole or in part, prior to the end of the 50-year term for convenience of the U.S. government or as a result of default or nonperformance by the subsidiary performing the contract. In either event, the ASUS subsidiary is entitled to recover the remaining amount of its capital investment pursuant to the terms of a termination settlement with the U.S. government at the time of termination as provided in each of the contracts. The contract price for each of these contracts is subject to redetermination two years after commencement of operations and every three years thereafter under the terms of these contracts. Prices are subject to

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equitable adjustment based upon changes in circumstances and changes in wages and fringe benefits to the extent provided in each of the contracts. Pursuant to the terms of these contracts, the Military Utility Privatization Subsidiaries operate, as of the effective date of their respective contracts, the following water and wastewater systems:

- FBWS - - water and wastewater systems at Fort Bliss located near El Paso, Texas effective October 1, 2004;
- TUS - - water and wastewater systems at Andrews Air Force Base in Maryland effective February 1, 2006;
- ODUS - - wastewater systems at Fort Lee in Virginia effective February 23, 2006 and the water and wastewater systems at Fort Eustis, Fort Monroe and Fort Story in Virginia effective April 3, 2006;
- PSUS - - water and wastewater systems at Fort Jackson in South Carolina effective January 2, 2008; and
- ONUS - - water and wastewater systems at Fort Bragg, North Carolina effective March 1, 2008.

ASUS and GSWC have also been pursuing opportunities to provide retail water services within the service area of the Natomas Central Mutual Water Company ("Natomas"). Natomas is a California mutual water company which currently provides water service to its shareholders, primarily for agricultural irrigation in portions of Sacramento and Sutter counties in northern California. GSWC and Natomas have entered into various agreements including the purchase of certain water and water rights that may allow GSWC the ability to serve Sutter counties in the future.

Certain financial information for each of AWR's business segments - water distribution, electric distribution, and contracted services - is set forth in Note 16 to the Notes to Consolidated Financial Statements of American States Water Company and its subsidiaries. AWR's water and electric distribution segments are not dependent upon a single or only a few customers. The U.S. government is the largest customer for ASUS' contracted services.

The revenue from most of AWR's business segments is seasonal. The impact of seasonality on AWR's businesses is discussed in more detail in Item 1A — *"Risk Factors"*.

Environmental matters and compliance with such laws and regulations are discussed in detail in Item 7 — *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* under the section titled "Environmental Matters".

Competition

The businesses of GSWC and CCWC are substantially free from direct and indirect competition with other public utilities, municipalities and other public agencies within their existing service territories. GSWC and CCWC compete with governmental agencies and other investor-owned utilities in connection with offering service to new real estate developments on the basis of financial terms, availability of water and ability to commence providing service on a timely basis. AWR's other subsidiary, ASUS, actively competes for business with other investor-owned utilities, other third party providers of water and/or wastewater services, and governmental entities on the basis of price and quality of service.

Employee Relations

GSWC had 569 employees as of December 31, 2008 as compared to 529 at December 31, 2007. Eighteen positions in GSWC's Bear Valley Electric customer service area are covered by a collective bargaining agreement with the International Brotherhood of Electrical Workers, which expires in 2009. Sixty eight positions in GSWC's Region II ratemaking district are covered by a collective bargaining agreement with the Utility Workers Union of America, which expires in 2011. GSWC has no other unionized employees.

AWR and its other subsidiaries had 106 employees as of December 31, 2008. Ten of the employees of a subsidiary of ASUS are covered by a collective bargaining agreement with the International Union of Operating Engineers which will expire in 2011.

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Forward-Looking Information

This Form 10-K and the documents incorporated by reference herein contain forward-looking statements intended to qualify for the "safe harbor" from liability established by the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements regarding our goals, beliefs, plans or current expectations, taking into account the information currently available to management. Forward-looking statements are not statements of historical facts. For example, when we use words such as "believes," "anticipates," "expects, " "plans", "estimates," "intends," "may" and other words that convey uncertainty of future events or outcome, we are making forward-looking statements. Such statements address future events and conditions concerning such matters as our ability to raise capital, capital expenditures, earnings, litigation, rates, water sales, water quality and other regulatory matters, adequacy of water supplies, our ability to recover electric, natural gas and water supply costs from ratepayers, contract operations, liquidity and capital resources, and accounting matters. We caution you that any forward-looking statements made by us are not guarantees of future performance and that actual results may differ materially from those currently anticipated in such statements, by reason of factors such as: changes in utility regulation; recovery of regulatory assets not yet included in rates; future economic conditions which affect changes in customer demand and changes in water and energy supply costs; repayment of amounts owed to us and changes in pension and postretirement benefit plan costs; future climatic conditions; delays in customer payments or price redeterminations or equitable adjustments on contracts executed by ASUS and its subsidiaries; potential assessments for failure to meet interim targets for the purchase of renewable energy; and legislative, legal proceedings, regulatory and other circumstances affecting anticipated revenues and costs.

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Item 1A — Risk Factors

You should carefully read the risks described below and other information in this Form 10-K in order to understand certain of the risks of our business.

Our business is heavily regulated and, as a result, decisions by regulatory agencies and changes in laws and regulations can significantly affect our business

Our revenues depend substantially on the rates and fees we charge our customers and the ability to recover our costs on a timely basis, including the ability to recover the costs of purchased water, groundwater assessments, electric power, natural gas, chemicals, water treatment, security at water facilities and preventative maintenance and emergency repairs. Any delays by either the CPUC or the ACC in granting rate relief to cover increased operating and capital costs at our public utilities or delays in obtaining approval of our requests for equitable adjustments or price redetermination for contracted services from the U.S. government may adversely affect our financial performance. We may file for interim rates in California in situations where there may be delays in granting final rate relief during a general rate case proceeding. If the CPUC approves lower rates, the CPUC will require us to refund to customers the difference between the interim rates and the rates approved by the CPUC.

Regulatory decisions may also impact prospective revenues and earnings, affect the timing of the recognition of revenues and expenses, may overturn past decisions used in determining our revenues and expenses and could result in impairment of goodwill if the decision affects CCWC or ASUS. Management continually evaluates the anticipated recovery of regulatory assets, liabilities and revenues subject to refund and provides for allowances and/or reserves as deemed necessary. In the event that our assessment of the probability of recovery through the ratemaking process is incorrect, we will adjust the associated regulatory asset or liability to reflect the change in our assessment or any regulatory disallowances.

Management also reviews goodwill for impairment at least annually. A change in our evaluation of the probability of recovery of regulatory assets, a regulatory disallowance of all or a portion of our costs or material impairment of goodwill could have a material adverse effect on our financial results. We determined that CCWC's goodwill had been impaired by $7.7 million as of December 31, 2008 due, in part, to regulatory lags and adverse regulatory decisions by the ACC. CCWC has $3.5 million of goodwill remaining which may be at risk for potential impairment if rate increases that we have requested from the ACC are not granted. ASUS also has $1.1 million of goodwill which may be at risk for potential impairment if requested price redeterminations and equitable adjustments are not granted.

We are also, in some cases, required to estimate future expenses and in others, we are required to incur the expense before recovering costs. As a result, our revenues and earnings may fluctuate depending on the accuracy of our estimates, timing of our investments or expenses or other factors. If expenses increase significantly over a short period of time, we may experience delays in recovery of these expenses, the inability to recover carrying costs for these expenses and increased risks of regulatory disallowances or write-offs.

Regulatory agencies may also change their rules and policies which may adversely affect our profitability and cash flows. Changes in policies of the U.S. government may also adversely affect our military base contract operations. In certain circumstances, the U.S. government may be unwilling or unable to appropriate funds to pay costs mandated by changes in rules and policies of state regulatory agencies or may seek bids on work that we believe is covered by the contract awarded to us, thereby reducing the returns that we anticipated at the time of execution of the contract. The U.S. government may also delay approval of requests for equitable adjustment or redetermination of prices which could adversely affect our anticipated rates of return.

We may also be subject to fines or penalties if a regulatory agency determines that we have failed to comply with laws, regulations or orders applicable to our businesses, unless we appeal this determination or our appeal of an adverse determination is denied.

Our costs involved in maintaining water quality and complying with environmental regulation have increased and are expected to continue to increase

Our capital and operating costs have increased substantially as a result of increases in environmental regulation arising from increases in the cost of disposing of residuals from our water treatment plants, upgrading and building new water treatment plants, monitoring compliance activities and securing alternative supplies when necessary. Our public utilities may be able to recover these costs through the ratemaking process. We may also be able to recover these costs under contractual arrangements. In certain circumstances, costs may be recoverable from parties responsible or potentially responsible for contamination, either voluntarily or through specific court action.

We may also incur significant costs in connection with seeking to recover costs due to contamination of water supplies. Our ability to recover these types of costs also depends upon a variety of factors, including approval of rate increases, the willingness of potentially responsible parties to settle litigation and otherwise address the contamination and the extent and magnitude of the contamination. We can give no assurance regarding the adequacy of any such recovery to offset the costs associated with the contamination or the cost of recovery of these costs.

Our subsidiaries operating water and/or wastewater systems on military bases are also subject to increasingly stringent environmental regulations. The contracts provide various mechanisms for recovery of costs, including increasing revenues through change in conditions provisions and equitable adjustment procedures. Our contracts with the U.S. government are, however, subject to the Anti-Deficiency Act. As a result, our recovery of these costs may depend upon Congressional action to appropriate funds.

Additional Risks Associated with our Public Utility Operations

Our operating costs have increased and are expected to continue to increase as a result of groundwater contamination

Our operations are impacted by groundwater contamination in certain service territories. We have taken a number of steps to address contamination, including the removal of wells from service, decreasing the amount of groundwater pumped from wells in order to slow the movement of plumes of contaminated water, constructing water treatment facilities and securing alternative sources of supply from other areas not affected by the contamination.

In some cases, potentially responsible parties have reimbursed us for some or all of our costs. In other cases, we have taken legal action against parties believed to be potentially responsible for the contamination. To date, the CPUC has permitted us to establish memorandum accounts in California for potential recovery of these types of costs. As a result, our memorandum and water supply balancing accounts are high by historical standards. We can give no assurance regarding the outcome of litigation arising out of contamination or our ability to recover these costs in the future.

Persons who are potentially responsible for causing the contamination of groundwater supplies have also been increasingly asserting claims against water distributors on a variety of theories and have thus far brought the water distributors (including us) within the class of potentially responsible parties in federal court actions pending in Los Angeles County. This increases the costs and risks of seeking recovery of these costs. Management believes that rate recovery, proper insurance coverage and reserves are in place to appropriately manage these types of claims. However, such claims, if ultimately resolved unfavorably to us, could, in the aggregate, have a material adverse effect on our results of operations and financial condition.

The adequacy of our water supplies depends upon a variety of uncontrollable factors

The adequacy of our water supplies varies from year to year depending upon a variety of factors, including:

- Rainfall, runoff, flood control and availability of reservoir storage;
- Availability of Colorado River water and imported water from northern California;
- The amount of useable water stored in reservoirs and groundwater basins;
- The amount of water used by our customers and others;
- Water quality, and
- Legal limitations on production, diversion, storage, conveyance and use.

Population growth and increases in the amount of water used in California and Arizona have caused increased stress on surface water supplies and groundwater basins. The importation of water from the Colorado River, one of our important sources of supply has decreased due to implementation of the California 4.4 Plan which limits the amount of water that the Metropolitan Water District of Southern California, or MWD, is entitled to take from the Colorado River. In addition, new court-ordered pumping restrictions on water obtained from the Sacramento-San Joaquin Delta have decreased the amount of water MWD is able to import from northern California. We are cooperating with MWD to secure additional supplies from conservation, desalination and water exchanges with agricultural water users, but it is not known to what extent these efforts will be successful and sustainable.

CCWC obtains its water supply from operating wells and from the Colorado River through the Central Arizona Project, or CAP. CCWC's water supply may be subject to interruption or reduction if there is an interruption or reduction in water supplies available to CAP. In addition, CCWC's ability to provide water service to new real estate developments is dependent upon CCWC's ability to meet the requirements of the Arizona Department of Water Resources regarding the CCWC's assured water supply account.

Water shortages may:

- adversely affect our supply mix, for instance, causing increased reliance upon more expensive water sources;
- adversely affect our operating costs, for instance, by increasing the cost of producing water from more highly contaminated aquifers;
- result in an increase in our capital expenditures, for example by requiring the construction of pipelines to connect to alternative sources of supply, new wells to replace those that are no longer in service or are otherwise inadequate to meet the needs of our customers, and reservoirs and other facilities to conserve or reclaim water, and
- adversely affect the volume of water sold as a result of mandatory or voluntary conservation efforts by customers.

We may be able to recover increased operating and capital costs through the ratemaking process. We implemented a modified supply cost balancing account to track and recover costs from our supply mix changes, as authorized by the CPUC, in November 2008. We may also recover costs from certain third parties that may be responsible, or potentially responsible, for groundwater contamination.

Our liquidity may be adversely affected by changes in water supply costs

We obtain our water supplies for GSWC and CCWC from a variety of sources. For example, water is pumped from aquifers within our service areas to meet a portion of the demands of our customers. When water produced from wells is insufficient to meet customer demand or when such production is interrupted, we have purchased water from other suppliers. As a result, our cost of providing, distributing and treating water for our customers' use can vary significantly. Furthermore, imported water wholesalers, such as MWD and CAP may not always have an adequate supply of water to sell to us.

We have established water supply cost balancing accounts at GSWC for expenses of purchased water, purchased power and groundwater related pump taxes for our water service areas. Under the water supply cost balancing account procedures prior to November 2008, changes in water supply costs, such as those that occurred due to changes in supply mix (purchased water volume vs. pumped water, for instance) compared to the authorized amount historically directly affected our earnings. In November 2008, the CPUC authorized GSWC to implement a modified balancing account that permits GSWC to reflect changes in all water supply costs, including those due to changes in water supply mix, in the balancing account.

Our liquidity and earnings could be adversely affected by increases in maintenance costs due to our aging infrastructure

Some of our systems in California are more than 50 to 75 years old. We have experienced a high number of leaks, water quality and mechanical problems in some of these older systems. In addition, well and pump maintenance expenses continue to increase due to rising labor and material costs and more stringent water discharge requirements. These costs can and do increase unexpectedly and in substantial amounts.

We include increases in maintenance costs in each general rate case filed by our rate-regulated public utilities for possible recovery. However, we estimate the amount of expenses expected to be incurred during future years in California. We may not recover overages from those estimates in rates, which may adversely affect our financial condition, results of operations, cash flow and liquidity.

Our liquidity and earnings may be adversely affected by our conservation efforts

Conservation by all customer classes at GSWC and CCWC is a top priority. However, customer conservation can result in lower volumes of water sold. We are also experiencing a decline in per residential customer water usage due to the use of more efficient household fixtures and appliances by residential consumers, and perhaps, efforts by our customers to reduce costs as a result of adverse economic conditions.

Our public utilities businesses are heavily dependent upon revenue generated from rates charged to our residential customers for the volume of water used. The rates we charge for water are regulated by the CPUC and the ACC and may not be unilaterally adjusted to reflect changes in demand. Declining usage also negatively impacts our long-term operating revenues if we are unable to secure rate increases or if growth in the residential customer base does not occur to the extent necessary to offset the per customer residential usage decline. In November 2008, we implemented a water revenue adjustment mechanism at GSWC which has the effect of reducing, in part, the adverse impacts of our customers' conservation efforts.

Our earnings may be affected, to some extent, by weather during different seasons

The demand for water and electricity varies by season. For instance, most water consumption occurs during the third quarter of each year when weather in California and Arizona tends to be hot and dry. During unusually wet weather, our customers generally use less water. In November 2008, GSWC implemented a new conservation rate design and a water revenue adjustment mechanism approved by the CPUC at two of its water regions, which should help mitigate fluctuations in revenues and earnings due to changes in water consumption in California. CCWC's revenues and profitability will, however, continue to be impacted by changes in water consumption in Arizona.

The demand for electricity in our electric customer service area is greatly affected by winter snows. An increase in winter snows reduces the use of snowmaking machines at ski resorts in the Big Bear area and, as a result, reduces our electric revenues. Likewise, unseasonably warm weather during a skiing season may result in temperatures too high for snowmaking conditions, which also reduces our electric revenues. We have requested a revenue adjustment mechanism from the CPUC for our electric business which, if approved, should help mitigate fluctuations in the revenues and earnings of our electric business due to changes in the amount of electricity used by GSWC's customers.

Our liquidity, and in certain circumstances, earnings, may be adversely affected by increases in electricity and natural gas prices in California

We purchase most of our electric energy sold to customers in our electric customer service area from others under purchased power contracts. In addition to purchased power contracts, we purchase additional energy from the spot market to meet peak demand. We may sell surplus power to the spot market during times of reduced energy demand. We also operate a natural gas-fueled 8.4 megawatt, or MW, generator in our electric service area.

During the energy crisis in late 2000 and 2001, we incurred approximately $23.1 million of additional energy purchase costs that were not covered in rates. The CPUC authorized a surcharge of 2.2¢ per kilowatt hour from our customers through August 2011 to recover this under-collected balance. Based on projected electricity sales, we expect to recover all of this under-collected balance. In addition, the CPUC authorized recovery of energy purchase costs from customers, up to an annual weighted average cost of $77 per MWh each year through August 2011. We are required to write-off costs in excess of this cap. As a result, we are at risk for increases in spot market prices of electricity purchased and for decreases in spot market prices for electricity sold. Since the energy crisis in late 2001, the under-collection in our energy supply cost balancing account incurred during the energy crisis has decreased to $3.0 million as a result of the surcharge. However, this decrease has been offset by increases in the supply cost balancing account primarily due to increases in costs associated with the transportation of energy.

Unexpected generator downtime or a failure to perform by any of the counterparties to our electric and natural gas purchase contracts could further increase our exposure to fluctuating natural gas and electric prices.

Changes in electricity prices also affected the unrealized gains and losses on our block forward purchased power contracts that qualify as derivative instruments as we adjusted the asset or liability on these contracts to reflect the fair market value of the contracts at the end of each month. These unrealized gains and losses have been reflected in earnings prior to January 1, 2009.

We have filed an application with the CPUC to review our new purchased power contracts, effective after December 31, 2008. In this filing, we also requested the CPUC's authorization of a memorandum account to track the changes in the fair market value of the contracts resulting in unrealized gains and losses. If this application is approved, unrealized gains and losses on these purchased power contracts will not impact earnings.

Our assets are subject to condemnation

Municipalities and other government subdivisions may, in certain circumstances, seek to acquire certain of our assets through eminent domain proceedings. It is generally our practice to contest these proceedings which may be costly and may divert the attention of management from the operation of our business. If a municipality or other government subdivision succeeds in acquiring our assets, there is a risk that we will not receive adequate compensation for the assets acquired or be able to recover all charges associated with divesting these assets.

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Additional Risks Associated with our Contracted Services

We derive revenues from contract operations primarily from the operation and maintenance of water and/or wastewater systems at military bases and the construction of water and wastewater improvements to the infrastructure on these bases. As a result, these operations are subject to risks that are different than those of our public utility operations.

Our operations and maintenance contracts on military bases create certain risks that are different from that of our regulated utility operations

We have entered into contracts to provide water and/or wastewater services at military bases pursuant to 50-year contracts, subject to termination, in whole or in part, for the convenience of the U.S. government. In addition, the U.S. government may stop work under the terms of the contracts, delay performance of our obligations under the contracts or modify the contracts at its convenience.

Our contract pricing was based on a number of assumptions, including assumptions about prices and availability of labor, equipment and materials. We may be unable to recover all costs if any of these assumptions are inaccurate or if all costs that we may incur in connection with performing the work were not considered. Our operations and maintenance contracts are also subject to periodic price adjustments at the time of price redetermination or in connection with requests for equitable adjustments or other changes permitted by the terms of the contracts. The contract price for each of these contracts is subject to redetermination two years after commencement of operations and every three years thereafter to the extent provided in each of the contracts. Prices are also subject to equitable adjustment based upon changes in circumstances and changes in wages and fringe benefits to the extent provided in each of the contracts.

We have experienced delays in the redetermination of prices following completion of the first two years of operation under our operation and maintenance contracts in effect for more than two years. We have also experienced delays in obtaining a final equitable adjustment of prices for the significantly higher infrastructure at certain of the bases than that described by the U.S. government in its request for proposal. These delays have negatively impacted our results of operations and cash flows. Further delays will impact our future earnings and cash flows.

We are required to record all costs incurred under these types of contracts as these costs are incurred. As a result, we have been recording losses associated with unanticipated conditions that we have encountered at Fort Bliss and our two new bases in North Carolina and South Carolina. We will reverse previously recorded costs as, and to the extent that, our requests for equitable adjustments are approved.

We are subject to audits, cost review and investigations by contracting oversight agencies. During the course of an audit, the oversight agency may disallow costs. Such cost disallowances may result in adjustments to previously reported revenues.

Payment under these contracts is subject to appropriations by Congress. We may experience delays in receiving payment or delays in redetermination of prices or other price adjustments due to cancelled or delayed appropriations specific to our projects or reductions in government spending for the military generally or military base operations. Appropriations and the timing of payment may be influenced by, among other things, the state of the economy, competing political priorities, budget constraints, the timing and amount of tax receipts and the overall level of government expenditures for the military generally or military base operations specifically.

In addition, we must maintain the proper management of water and wastewater facilities, employ state-certified and other qualified employees to support the operation of these facilities and otherwise comply with contract requirements.

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Risks associated with the collection, treatment and disposal of wastewater are different, in some respects, from that of our water utility operations

The wastewater collection, treatment and disposal operations of our subsidiaries providing water and/or wastewater services on military bases are subject to substantial regulation and involve significant environmental risks. If collection or sewage systems fail, overflow or do not operate properly, untreated wastewater or other contaminants could spill onto nearby properties or into nearby streams and rivers, causing damage to persons or property, injury to aquatic life and economic damages, which may not be recoverable in fees. This risk is most acute during periods of substantial rainfall or flooding, which are common causes of sewer overflow and system failure. Liabilities resulting from such damage could adversely and materially affect our business, results of operations and financial condition. In the event that we are deemed liable for any damage caused by overflow, our losses might not be covered by insurance policies or we may find it difficult to secure insurance for this business in the future at acceptable rates.

Our contracts for the construction of infrastructure improvements on military bases create risks that are different, in some respects, from that of our operations and maintenance contracts

We have entered into contracts for the construction of infrastructure improvements to water and wastewater systems at military bases. Many of these contracts are fixed-price contracts. Under fixed-price contracts, we benefit from cost savings and earnings, but are generally unable to recover any cost overruns to the approved contract price. Under extenuating circumstances, the U.S. government has approved increased cost change orders.

We recognize revenues from these types of contracts using the percentage-of-completion method of accounting. This accounting practice results in our recognizing contract revenues and earnings ratably over the contract term in proportion to our incurrence of contract costs. The earnings or losses recognized on individual contracts are based on periodic estimates of contract revenues, costs and profitability as the construction projects progress.

We establish prices for these types of fixed-price contracts based, in part, on cost estimates that are subject to a number of assumptions, including assumptions regarding future economic conditions. If these estimates prove inaccurate or circumstances change, cost overruns could have a material adverse effect on our contracted business operations and results of operations for contracted services.

We may be adversely affected by disputes with the U.S. government regarding our performance of contract services on military bases

If there is a dispute with the U.S. government regarding performance under these contracts or the amounts owed to us, the U.S. government may delay, reject or withhold payment, or assert its right to offset damages against amounts owed to us. If we are unable to collect amounts owed to us on a timely basis or the U.S. government asserts its offset rights, profits and cash flows will be adversely affected.

If we fail to comply with the terms of one or more of our U.S. government contracts, other agreements with the U.S. government or U.S. government regulations and statutes, we could be suspended or barred from future U.S. government contracts for a period of time and be subject to possible damages, fines and penalties and damage to our reputation in the water and wastewater industry.

We depend, to some extent, upon subcontractors to assist us in the performance of contracted services on military bases

We rely, to some extent, on subcontractors to assist us in the operation and maintenance of the water and wastewater systems at a number of military bases, subject to our existing contracts with the U.S. government. The failure of any of these subcontractors to perform services for us in accordance with the terms of our contracts with the U.S. government could result in the termination of our contracts to provide water and/or wastewater services at these bases, a loss of revenues or increases in costs to correct as a result of a subcontractor's performance failures. We are able to mitigate these risks, in part, by obtaining, and requiring our subcontractors to obtain, performance bonds.

We are also required to make a good faith effort to achieve our small business subcontracting plan goals pursuant to U.S. government regulation. If we fail to use good faith efforts to meet these goals, the U.S. government may assess damages against us at the end of the contract or, in some cases, at the end of each price redetermination period. The U.S. government has the right to offset claimed damages against any amounts owed to us.

We also rely on third-party manufacturers as well as third-party subcontractors to complete our construction projects. To the extent that we cannot engage subcontractors or acquire equipment or materials, our ability to complete a project in a timely fashion or at a profit may be impaired. If the amount of costs we incur for these projects exceeds the amount we have estimated in our bid, we could experience losses in the performance of these contracts. In addition, if a

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subcontractor or manufacturer is unable to deliver its services, equipment or materials according to the negotiated terms for any reason, including the deterioration of its financial condition, we may be required to purchase the services, equipment or materials from another source at a higher price. This may reduce the profit to be realized or result in a loss on a project for which the services, equipment or materials were needed.

If these subcontractors fail to perform services to be provided to us or fail to provide us with the proper equipment or materials, we may be penalized for their failure to perform.

We continue to incur costs associated with the expansion of our contract activities

We continue to incur additional costs in connection with the expansion of our contract operations associated with the preparation of bids and the negotiation of the terms of new contracts for contract operations on military bases and compliance with regulatory requirements associated with our water marketing efforts. Our ability to recover these costs and to earn a profit on our contract operations will depend upon the extent to which we are successful in obtaining new contracts on military bases and satisfying regulatory requirements associated with our water marketing efforts and recovering these costs and other costs from new contract revenues.

Other Risks

Our business requires significant capital expenditures

The utility business is capital intensive. On an annual basis, we spend significant sums of money for additions to, or replacement of, our property, plant and equipment at our California and Arizona utilities. We obtain funds for these capital projects from operations, contributions by developers and others and advances from developers (which are repaid over a period of time at no interest). We also periodically borrow money or issue equity for these purposes. In addition, we have a syndicated bank credit facility that is partially used for these purposes. We cannot provide assurance that these sources will continue to be adequate or that the cost of funds will remain at levels permitting us to earn a reasonable rate of return.

Our subsidiaries providing water and wastewater services on military bases also expect to incur significant capital expenditures. To the extent that the U.S. government does not reimburse us for these expenditures as the work is performed, the U.S. government will repay us over time with interest. However, if there is a dispute with the U.S. government regarding performance under these contracts or the amounts owed to us, the U.S. government may delay, reject or withhold payment, or assert its right to offset damages against amounts owed to us. If we are unable to collect amounts owed to us on a timely basis or the U.S. government asserts its offset rights, profits and cash flows will be adversely affected.

We may be adversely impacted by the current financial crisis

Due to recent capital market events, there has been a decline in the fair value of the assets in our pension and postretirement benefit plans since December 31, 2007. This decline in market value will significantly increase our pension and post-retirement benefit plan expenses in 2009. To the extent that this decline in market value continues or is not reversed and is not offset by changes in the discount rate, pension and postretirement benefit plan expenses may also increase in subsequent years, negatively impacting earnings. If market conditions do not improve, we will also need to increase our cash contributions to these plans in 2009 and subsequent years. We include increases in pension and postretirement cost in each general rate case filed by our public utilities for possible recovery. However, we estimate the amount of expenses expected to be incurred during future years in California. We may not recover overages from those estimates in rates, which may adversely affect our financial condition, results of operations, cash flow and liquidity. In March 2009, we filed an advice letter with the CPUC requesting authorization to establish a Pension Costs Memorandum Account. If this account is approved, we will track the difference between the pension costs authorized by the CPUC and included in customer rates, and our actual pension costs. We will not record the amounts in this account as a regulatory asset until they are reviewed and approved by the CPUC. If approved by the CPUC, we will then establish a regulatory asset with a corresponding increase to earnings. Until then, we expect that our earnings will be negatively affected by increasing pension costs.

We obtain funds from external sources to finance our on-going capital expenditures. Access to external financing on reasonable terms depends, in part, on conditions in the debt and equity markets. When business and market conditions deteriorate we may no longer have access to the capital markets on reasonable terms. Our ability to obtain funds is dependent upon our ability to access the capital markets by issuing debt or equity to third parties or obtaining funds from our revolving credit facility. If the current financial turmoil continues for an extended period of time, it may become necessary for us to seek funds on unattractive terms. Moreover, we also have goodwill at CCWC and ASUS that may be adversely impacted if economic conditions worsen.

We anticipate a loss of customers and an increase in charge-offs as a result of rising unemployment, residential foreclosure and business failures. We also anticipate a reduction in water usage due to the loss of income and the decline in

wealth of customers in our services areas. Our ability to collect amounts owed to us by other third parties could also be adversely impacted by the current financial crisis.

We are unable to predict at this time how we may otherwise be impacted by this financial crisis.

Our failure to comply with the restrictive covenants in our long-term debt agreements and credit facility could trigger prepayment obligations

Our failure to comply with the restrictive covenants under our long-term debt agreements could result in an event of default, which, if not cured or waived, could result in us being required to repay or refinance these borrowings before their due dates on less favorable terms. If we are forced to repay or refinance these borrowings on less favorable terms, our results of operations and financial condition could be adversely affected by increased costs and interest rates.

We are a holding company that depends on cash flow from GSWC to meet our financial obligations and to pay dividends on our common shares

As a holding company, our subsidiaries conduct substantially all operations and our only significant assets are investments in our subsidiaries. This means that we are dependent on distributions of funds from our subsidiaries to meet our debt service obligations and to pay dividends on our common shares. More than 90% of our earnings are derived from the operations of GSWC. Moreover, none of our other subsidiaries has paid any dividends to us during the past three years. As a result, we are largely dependent on cash flow from GSWC to meet our financial obligations and to pay dividends on our common shares.

Our subsidiaries are separate and distinct legal entities and generally have no obligation to pay any amounts due on our debt. Our subsidiaries only pay dividends if and when declared by the subsidiary board. Moreover, GSWC is obligated to give first priority to its own capital requirements and to maintain a capital structure consistent with that determined to be reasonable by the CPUC in its most recent decision on capital structure, in order that ratepayers not be adversely affected by the holding company structure. Furthermore, our right to receive cash or other assets in the unlikely event of liquidation or reorganization of GSWC is generally subject to the prior claims of creditors of that subsidiary. If we are unable to obtain funds from GSWC in a timely manner, we may be unable to meet our financial obligations, make additional investments or pay dividends.

A disruption of our information technology systems could adversely affect our business

We depend on our information technology, or IT, systems to bill customers, process orders, provide customer service, manage construction projects, manage our financial records, track assets, remotely monitor certain of our plants and facilities and manage human resources, inventory and accounts receivable collections. Our IT systems also allow us to purchase products from our suppliers and bill customers on a timely basis, maintain cost-effective operations and provide service to our customers. A serious disruption of these systems could adversely affect our business and our ability to provide service to our customers.

Our IT systems are vulnerable to damage or interruption from:

- power loss, computer systems failures and internet, telecommunications or data network failures;
- user negligence or improper operation by, or supervision of, employees;
- physical and electronic loss of customer data or security breaches, misappropriation and similar events;
- computer viruses;
- intentional acts of vandalism and similar events; and
- hurricanes, fires, floods, earthquakes and other natural disasters.

Such damages or interruptions may result in physical and electronic loss of customer or financial data, security breaches, misappropriation and similar events.

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Our operations are geographically concentrated in California

Although we operate water and wastewater facilities in a number of states, our operations are concentrated in California, particularly southern California. As a result, our financial results are largely subject to political, water supply, labor, utility cost and regulatory risks, economic conditions and other economic risks affecting California. California has been particularly hard hit by the current economic crisis. California is raising taxes in order to balance the state budget and jobs may be lost to other states which are perceived as having a more business friendly climate, thereby exacerbating the impact of the financial crisis in California. Consequently, we anticipate a loss of GSWC customers and an increase in charge-offs as a result of rising unemployment, residential foreclosure and business failures in California.

We operate in areas subject to natural disasters or that may be the target of terrorist activities

We operate in areas that are prone to earthquakes, fires, mudslides and other natural disasters. While we maintain insurance policies to help reduce our financial exposure, a significant seismic event in southern California, where our operations are concentrated, or other natural disasters in California could adversely impact our ability to deliver water and adversely affect our costs of operations. The CPUC has historically allowed utilities to establish a catastrophic event memorandum account as another possible mechanism to recover these costs.

Terrorists could seek to disrupt service to our customers by targeting our assets. We have invested in additional security for facilities throughout our regulated service areas to mitigate the risks of terrorist activities. We also may be prevented from providing water and/or wastewater services at the military bases we serve in times of military crisis affecting these bases.

Item 1B — Unresolved Staff Comments

None.

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Item 2 - Properties

Electric Properties

GSWC's electric properties are all located in the Big Bear area of San Bernardino County, California. As of December 31, 2008, GSWC owned and operated 29 miles of overhead 34.5 kilovolt ("kv") transmission lines, 1 mile of underground 34.5 kv transmission lines, 176.4 miles of 4.16 kv or 2.4 kv distribution lines, 53 miles of underground cable, 13 sub-stations and a natural gas-fueled 8.4 MW peaking generation facility. GSWC also has franchises, easements and other rights of way for the purpose of constructing and using poles, wires and other appurtenances for transmitting electricity.

Water Properties

As of December 31, 2008, GSWC's physical properties consisted of water transmission and distribution systems which included 2,727 miles of pipeline together with services, meters and fire hydrants and approximately 430 parcels of land, generally less than 1 acre each, on which are located wells, pumping plants, reservoirs and other water utility facilities, including four surface water treatment plants. GSWC also has franchises, easements and other rights of way for the purpose of constructing and using pipes and appurtenances for transmitting and distributing water.

As of December 31, 2008, GSWC owned 248 wells, of which 208 are active operable wells equipped with pumps with an aggregate production capacity of approximately 219.3 million gallons per day. GSWC has 56 connections to the water distribution facilities of the MWD, and other municipal water agencies. GSWC's storage reservoirs and tanks have an aggregate capacity of approximately 109 million gallons. GSWC owns no dams in its customer service areas. The following table provides, in greater detail, selected water utility plant of GSWC for each of its water regions:

	Pumps		Distribution Facilities			Reservoirs	
Region	**Well**	**Booster**	**Mains***	**Services**	**Hydrants**	**Tanks**	**Capacity***
Region I	72	119	535	55,694	4,015	46	35,327
Region II	50	68	972	100,573	8,680	25	20,095
Region III	126	198	1,220	98,215	10,445	81	53,425 **(1)**
Total	248	385	2,727	254,482	23,140	152	108,847

* Reservoir capacity is measured in thousands of gallons. Mains are in miles.

(1) GSWC has additional reservoir capacity in its Claremont system, through an exclusive right to use all of one 8 million gallon reservoir, one-half of another 8 million gallon reservoir, and one-half of a treatment plant's capacity, all owned by Three Valleys Municipal Water District.

As of December 31, 2008, CCWC's physical properties consisted of water transmission and distribution systems, which included 184 miles of pipeline, together with services, meters, fire hydrants, wells, reservoirs with a combined storage capacity of 7.55 million gallons and other water utility facilities including a surface water treatment plant, which treats water from the CAP.

Adjudicated and Other Water Rights

GSWC

GSWC owns numerous water rights in California, as shown in the table below. Water rights are divided between groundwater and surface water, and groundwater rights are further subject to classification as either adjudicated or unadjudicated rights. Adjudicated rights have been subjected to comprehensive litigation in the courts, are typically quantified and are actively managed for optimization and sustainability of the resource. Unadjudicated groundwater rights have not been quantified and are not subject to predetermined limitations, but are measured by maximum historical usage. Surface water rights are quantified and managed by the State Water Resources Control Board, unless they originated prior to 1914, in which case they resemble unadjudicated groundwater rights. A total of 118,109 acre-feet per year ("AFY") of water rights are owned by GSWC as follows:

	Groundwater		Surface Water	
Region	**Adjudicated Rights (AFY)**	**Unadjudicated Rights (AFY)**	**Water Rights (AFY)**	**Totals (AFY)**
Region I	10,248	20,113	10,134	40,495
Region II	23,942	1,771	—	25,713
Region III	27,490	23,010	1,401	51,901
Total	61,680	44,894	11,535	118,109

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CCWC

CCWC has an assured water supply designation, by decision and order of the Arizona Department of Water Resources ("ADWR"). Pursuant to a decision issued by ADWR on April 7, 2004, CCWC has demonstrated the physical, legal and continuous availability of CAP water and groundwater, in an aggregate volume of 11,759 acre-feet per year for a minimum of 100 years. The 11,759 acre-feet is comprised of existing CAP allocation of 8,909 acre-feet per year, 350 acre-feet per year groundwater allowance, incidental recharge credits of 500 acre-feet per year, and a Central Arizona Groundwater Replenishment District contract of 2,000 acre-feet per year.

ASUS

In August 2004, Natomas and ASUS entered into a contract under which ASUS acts as the exclusive agent for marketing water that has become temporarily surplus to the internal needs of Natomas, to third parties outside the Natomas service area, and that arises under water rights permits and contracts owned or controlled by Natomas. On January 31, 2006, ASUS and Natomas entered into a water purchase and sale agreement under which ASUS agreed to acquire 5,000 acre-feet of permanent Sacramento River water diversion rights from Natomas. Pursuant to the terms of this agreement, Natomas agreed to sell, transfer and convey to ASUS, in perpetuity, water rights and entitlements to divert from the Sacramento River up to 5,000 acre-feet of water per year for consumptive use, subject to certain regulatory approvals. Terms of the acquisition, among other things, include a base price of $2,500 per acre-foot of water, with payments contingent on achieving specific milestones and events over a 10-year period. After first determining whether a need for the water exists in Sutter County, ASUS may use the water rights acquired from Natomas to serve existing GSWC's customers, to re-sell to other beneficial users, or to pursue and serve expanded service territories.

Pursuant to a marketing services agreement, ASUS agreed to attempt to arrange for the sale and transfer of Natomas' temporarily surplus water for beneficial use beyond the Natomas service area. Natomas agreed to pay to ASUS a commission of 16% of the lease or sale price for any such water successfully marketed by ASUS. At the same time that the water purchase agreement was completed, Natomas and ASUS also entered into a settlement agreement that released Natomas from previously established reimbursement obligations under prior agreements. In accordance with the marketing agreement, Natomas shareholders voted in December 2007 to approve the sale of 8,000 to 10,000 acre-feet of Natomas' Central Valley Project water to the City of Folsom, subject to certain regulatory and environmental approvals. The base price to be paid by Folsom is $4,000 per acre-foot.

Office Buildings

Registrant's general headquarters are housed in a single-story office building located in San Dimas, California. The land and the building are owned by GSWC. GSWC also owns and/or leases certain facilities housing regional, district and customer service offices. CCWC owns its primary office space in

Fountain Hills, Arizona. ASUS leases an office facility in Costa Mesa, California. ASUS' subsidiary, ONUS, leases a service center located in North Carolina.

Mortgage and Other Liens

As of December 31, 2008, GSWC had no mortgage debt outstanding, encumbrances or liens securing indebtedness.

As of December 31, 2008, substantially all of the utility plant of CCWC was pledged to secure its Industrial Development Authority Bonds, which among other things, restricts CCWC's ability to incur debt and make liens, sell, lease or dispose of assets, or merge with another corporation, and pay dividends.

As of December 31, 2008, neither AWR nor ASUS or any of its subsidiaries had any mortgage debt or liens securing indebtedness, outstanding. However, under the terms of certain debt of AWR and GSWC, AWR and GSWC are prohibited from issuing any secured debt, without providing equal and ratable security to the holders of this existing debt.

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Condemnation of Properties

The laws of the State of California and the State of Arizona provide for the acquisition of public utility property by governmental agencies through their power of eminent domain, also known as condemnation, where doing so is necessary and in the public interest. In addition, however, the laws of California provide: (i) that the owner of utility property may contest whether the condemnation is actually necessary and in the public interest, and (ii) that the owner is entitled to receive the fair market value of its property if the property is ultimately taken.

Although the City of Claremont, California (the "City") located in GSWC's Region III, has not initiated the formal condemnation process pursuant to California law, the City has expressed various concerns to GSWC about the rates charged by GSWC and the effectiveness of the CPUC's rate-setting procedures. The City hired a consultant to perform an appraisal of the value of GSWC's water system serving the City. The value was estimated in 2004 by the City's consultant at $40 to $45 million. GSWC disagrees with the consultant's valuation assessment. As of December 31, 2008, management believes that the fair market value of the Claremont water system exceeds the $40.9 million recorded net book value and also exceeds the consultant's estimates of its value. The Claremont City Council held a project priorities workshop in April 2007. The council members agreed that the acquisition of GSWC's water system was to remain a priority and authorized staff to obtain updated appraisals for the value of the water systems. Requests for proposals have been sent to consulting firms by the City. In meetings held in February and June of 2008, the Claremont City Council stated that they had decided to authorize additional studies of the acquisition of GSWC's water system and plans to move forward on this matter.

The Town of Apple Valley abandoned its activities related to a potential condemnation of GSWC's water system serving the Town in 2007. Except for the City of Claremont and the Town of Apple Valley, Registrant has not been, within the last three years, involved in activities related to the potential condemnation of any of its water customer service areas or in its BVES customer service area. No formal condemnation proceedings have been filed against any of the Registrant's service areas during the past three years.

Item 3 - Legal Proceedings

Water Quality-Related Litigation:

Perchlorate and/or Volatile Organic Compounds ("VOC") have been detected in five wells servicing GSWC's South San Gabriel System. GSWC filed suit in federal court, along with two other affected water purveyors (San Gabriel Valley Water Company and City of Monterey Park), and the San Gabriel Basin Water Quality Authority ("WQA"), against some of those allegedly responsible for the contamination of two of these wells. The lawsuit was filed on August 14, 2002 in the United States District Court for the Central District of California. Some of the other potential defendants settled with GSWC, other water purveyors and the WQA (the "Water Entities"), on VOC related issues prior to the filing of the lawsuit. In response to the filing of the lawsuit, the Potentially Responsible Party ("PRP") defendants filed motions to dismiss the suit or strike certain portions of the suit. The judge issued a ruling on April 1, 2003 granting in part and denying in part the PRP's motions. A key ruling of the court was that the water purveyors, including GSWC, by virtue of their ownership of wells contaminated with hazardous chemicals are themselves PRPs under the Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA").

GSWC has, pursuant to permission of the court, amended its suit to claim certain affirmative defenses as an "innocent" party under CERCLA. Registrant is presently unable to predict the outcome of this ruling on its ability to fully recover from the PRPs future costs associated with the treatment of these wells. In this same suit, the PRPs have filed cross-complaints against the Water Entities, the MWD, the Main San Gabriel Basin Watermaster and others on the theory that they arranged for and did transport contaminated water into the Main San Gabriel Basin for use by GSWC and the other two affected water purveyors and for other related claims.

On August 29, 2003, the US Environmental Protection Agency ("EPA") issued Unilateral Administrative Orders ("UAO") against 41 parties deemed responsible for polluting the groundwater in that portion of the San Gabriel Valley from which these two impacted wells draw water. GSWC was not named as a party to the UAO. The UAO requires that these parties remediate the contamination. The judge in the lawsuit has appointed a special master to oversee mandatory settlement discussions between the PRPs and the Water Entities. EPA is also conducting settlement discussions with several PRPs regarding the UAO. The Water Entities and EPA are working to coordinate their settlement discussions under the special master in order to arrive at a complete resolution of all issues affecting the lawsuit and the UAO. Settlements with a number of the PRPs are being finalized; however, Registrant is presently unable to predict the ultimate outcome of these settlement discussions.

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Santa Maria Groundwater Basin Adjudication:

In 1997, the Santa Maria Valley Water Conservation District ("plaintiff") filed a lawsuit against multiple defendants, including GSWC, the City of Santa Maria, and several other public water purveyors. The lawsuit was filed on July 14, 1997 in the Santa Clara County Superior Court: *Santa Maria Valley Water Conservation District v. City of Santa Maria, et al* (Lead Case No. CV 770214; consolidated with Case Nos.: CV 784900, 784921, 784926, 785509, 785511, 785515, 785522, 785936, 786791, 787150, 787151, 787152).

The plaintiff's lawsuit sought an adjudication of the Santa Maria Groundwater Basin (the "Basin"). A stipulated settlement of the lawsuit has been reached, subject to CPUC approval. The settlement, among other things, if approved by the CPUC, would preserve GSWC's historical pumping rights and secure supplemental water rights for use in case of drought or other reductions in the natural yield of the Basin. GSWC, under the stipulation, has a right to 10,000 acre-feet of groundwater replenishment provided by the Twitchell Project, a storage and flood control reservoir project operated by the Santa Maria Valley Conservation District. A monitoring and annual reporting program has been established to allow the parties to responsibly manage the Basin and to respond to shortage conditions. If severe water shortage conditions are found over a period of five years, the management area engineer will make findings and recommendations to alleviate such shortages. In the unlikely case that the Basin experiences severe shortage conditions, the court has the authority to limit GSWC's groundwater production to 10,248 acre-feet per year, based on developed water in the Basin.

On February 11, 2008, the court issued its final judgment, which approves and incorporates the stipulation. The judgment awards GSWC prescriptive rights to groundwater against the non-stipulating parties. In addition, the judgment grants GSWC the right to use the Basin for temporary storage and to recapture 45 percent of the return flows that are generated from its importation of State Water Project water. Pursuant to this judgment, the court retains jurisdiction over all of the parties to make supplemental orders or to amend the judgment as necessary. On March 20, 2008, the non-stipulating parties filed notices of appeal. Registrant is unable to predict the outcome of the appeal.

Other Litigation:

Two former officers of GSWC filed a lawsuit against both AWR and GSWC alleging among other things, wrongful termination and retaliation against the former officers. The lawsuits were filed on November 15, 2007 in the Los Angeles Superior Court: *Conway, et al. v. Golden State Water Company, et al.*, Case No. BC380721. Management believes that the allegations are without merit and intends to vigorously defend against them. Based on management's understanding of all the claims, management does not believe that the ultimate resolution of this matter will have a material adverse effect on GSWC's financial position, results of operations, or cash flows.

Registrant is also subject to ordinary routine litigation incidental to its business. Management believes that rate recovery, proper insurance coverage and reserves are in place to insure against property, general liability and workers' compensation claims incurred in the ordinary course of business. Management is unable to predict an estimate of the loss, if any, resulting from any pending suits or administrative proceedings.

Item 4. Submission of Matters to a Vote of Security Holders

No matters were submitted to a vote of security holders through the solicitation of proxies or otherwise during the fourth quarter of the fiscal year covered by this report.

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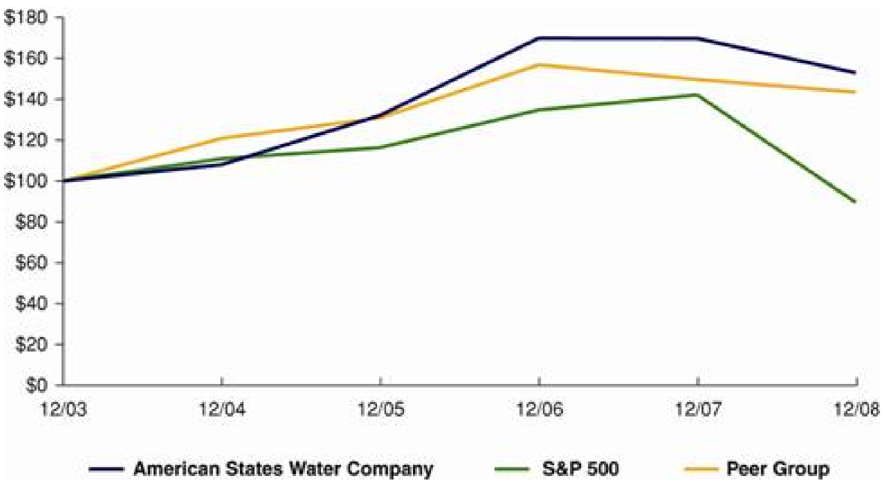
PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Stock Performance Graph

The graph below compares American States Water Company's cumulative five-year total shareholder return on Common Shares with the cumulative total returns of the S & P 500 index and a customized peer group of six companies that includes: Artesian Resources Corp., California Water Service, Connecticut Water, Middlesex Water Company, SJW Corp. and Southwest Water Company. The graph tracks the performance of a $100 investment in our Common Shares, in the index and in the peer group (with the reinvestment of all dividends) from December 31, 2003 to December 31, 2008.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*
Among American States Water Company, The S&P 500 Index
And A Peer Group



*$100 invested on 12/31/03 in stock & index-including reinvestment of dividends.
Fiscal year ending December 31.

	12/03	12/04	12/05	12/06	12/07	12/08
American States Water Company	**100.00**	**107.96**	**132.08**	**169.83**	**169.71**	**152.85**
S&P 500	**100.00**	**110.88**	**116.33**	**134.70**	**142.10**	**89.53**
Peer Group	**100.00**	**120.84**	**130.87**	**156.80**	**149.59**	**143.44**

The stock price performance included in this graph is not necessarily indicative of future stock price performance.

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Market Information Relating to Common Shares

Common Shares of American States Water Company are traded on the New York Stock Exchange ("NYSE") under the symbol AWR. The intra-day high and low NYSE prices on the Common Shares for each quarter during the past two years, as reported by the Wall Street Journal's website, were:

	Stock Prices	
	High	Low
2008		
First Quarter	$ 40.25	$ 31.78
Second Quarter	38.77	33.09
Third Quarter	42.00	33.03
Fourth Quarter	39.50	27.00
2007		
First Quarter	$ 41.12	$ 35.36
Second Quarter	38.84	33.57
Third Quarter	44.84	35.06
Fourth Quarter	46.14	36.77

The closing price of the Common Shares of American States Water Company on the NYSE as reported on the Wall Street Journal's website on March 11, 2009 was $30.60.

Approximate Number of Holders of Common Shares

As of March 11, 2009, there were 3,024 holders of record of the 17,317,982 outstanding Common Shares of American States Water Company. AWR owns all of the authorized and outstanding Common Shares of GSWC, CCWC and ASUS. ASUS owns all of the outstanding stock of the Military Utility Privatization Subsidiaries.

Frequency and Amount of Any Dividends Declared and Dividend Restrictions

For the last two years, AWR has paid dividends on its Common Shares on or about March 1, June 1, September 1 and December 1. The following table lists the amount of dividends paid on Common Shares of American States Water Company:

	2008	2007
First Quarter	$ 0.250	$ 0.235
Second Quarter	$ 0.250	$ 0.235
Third Quarter	$ 0.250	$ 0.235
Fourth Quarter	$ 0.250	$ 0.250
Total	$ 1.000	$ 0.955

AWR's ability to pay dividends is subject to the requirement in the Company's $115 million revolving credit facility for AWR to maintain compliance with all covenants described in footnote (15) to the table in the section entitled "*Contractual Obligations, Commitments and Off Balance Sheet Arrangements*" included in Part II, Item 7 in Management's Discussion and Analysis of Financial Condition and Results of Operation. GSWC's maximum ability to pay dividends is restricted by certain Note Agreements to the sum of $21 million plus 100% of consolidated net income from certain dates plus the aggregate net cash proceeds received from capital stock offerings or other instruments convertible into capital stock from various dates. Under the most restrictive of the Note Agreements, $237.3 million was available from GSWC to pay dividends to AWR as of December 31, 2008. GSWC is also prohibited under the terms of a senior note issued in October 2005 from paying dividends if, after giving effect to the dividend, its total indebtedness to capitalization ratio (as defined) would be more than .6667 to 1. GSWC would have to issue additional debt of $290.2 million to invoke this covenant as of December 31, 2008.

The ability of AWR, ASUS and GSWC to pay dividends is also restricted by California law. Under restrictions of the California tests, approximately $125.0 million of AWR's retained earnings was available to pay dividends to common shareholders at December 31, 2008. Approximately $129.8 million was available from the retained earnings of GSWC at December 31, 2008 to pay dividends to AWR. At December 31, 2008, ASUS was unable to pay dividends to AWR under the California tests due to cumulative losses.

CCWC is subject to contractual restrictions on its ability to pay dividends. CCWC's maximum ability to distribute dividends is limited to maintenance of no more than 55% debt in its capital structure for the quarter immediately preceding the distribution. The ability of CCWC to pay dividends is also restricted under Arizona law. Under restrictions of the Arizona tests, approximately $2.6 million was available to pay dividends to AWR at December 31, 2008. See footnote (6) to the table in the section entitled "*Contractual Obligations and Other Commitments*" included in Part II, Item 7 in Management's Discussion and Analysis of Financial Conditions and Results of Operation for additional information regarding CCWC's debt.

AWR paid $17.3 million in common dividends to shareholders for the year ended December 31, 2008, as compared to $16.3 million for the year ended December 31, 2007. GSWC paid dividends of $13.2 million and $17.2 million to AWR in 2008 and 2007, respectively. CCWC and ASUS did not pay any dividends to AWR in 2008 or 2007.

Securities Authorized for Issuance under Equity Compensation Plans

We have made stock awards to our executive officers and managers under the 2000 Stock Incentive Plan (the "2000 Employee Plan") and the 2008 Stock Incentive Plan (the "2008 Employee Plan"). We have also made stock awards to our non-employee directors under the 2003 Non-Employee Directors Stock Plan (the "Directors Plan"). We provide information regarding the securities which have been issued and which are available for issuance under these plans in the table set forth below as of December 31, 2008. This table does not include any common shares that may be issued under our 401(k) plan.

Plan category	(a)(1) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted-average exercise price of outstanding options, warrants and rights	(c)(1) Number of securities remaining available for future issuance under equity Compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	541,452	$ 30.65	1,379,980
Equity compensation plans not approved by security holders	—	—	—
Total	541,452	$ 30.65	1,379,980

(1) Amounts shown are for options granted only. At December 31, 2008, there were 32,184 restricted stock units outstanding that had been granted to employees under the 2000 Employee Plan and 45,618 restricted stock units outstanding that had been granted to directors under the Directors Plan. Each restricted stock unit was issued with dividend equivalent rights until the restricted stock unit vests or is terminated earlier pursuant to the term of the grant. We may not grant restricted stock units with respect to more than 118,000 of our common shares under the Directors Plan.

Other Information

The shareholders of AWR have approved the material features of all equity compensation plans under which AWR directly issues equity securities. AWR did not directly issue any unregistered equity securities during 2008.

The following table provides information about Company repurchases of its Common Shares during the fourth quarter of 2008:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Maximum Number of Shares That May Yet Be Purchased under the Plans or Programs (3)
October 1 - 31, 2008	28	$ 36.79	—	NA
November 1 - 30, 2008	10,438	$ 33.45	—	NA
December 1 - 31, 2008	223	$ 30.86	—	NA
TOTAL	10,689 (2)	$ 33.41	—	NA

(1) None of the Common Shares was purchased pursuant to any publicly announced stock repurchase program.

(2) Of this amount, 10,350 Common Shares were acquired on the open market for employees pursuant to the Company's 401(k) Plan. The remainder of the Common Shares were acquired on the open market for participants in the Company's Common Share Purchase and Dividend Reinvestment Plan.

(3) None of these plans contain a maximum number of Common Shares that may be purchased in the open market under the plans.

Item 6. Selected Financial Data

AMERICAN STATES WATER COMPANY (AWR):

(in thousands, except per share amounts)	2008(3)	2007(3)	2006(3)	2005	2004
Income Statement Information					
Total Operating Revenues	$ 318,718	$ 301,370	$ 268,629	$ 238,128	$ 229,090
Total Operating Expenses **(2)**	263,912	233,638	212,023	176,068	179,033
Operating Income **(2)**	54,806	67,732	56,606	62,060	50,057
Interest Expense	21,330	21,582	21,121	14,657	18,095
Interest Income	1,837	2,371	2,818	1,103	44
Net Income **(2)**	$ 22,005	$ 28,030	$ 23,081	$ 26,766	$ 18,541
Basic Earnings per Common Share **(1)**	$ 1.27	$ 1.62	$ 1.34	$ 1.58	$ 1.19
Dividends Declared per Common Share	$ 1.000	$ 0.955	$ 0.910	$ 0.900	$ 0.888
Average Shares Outstanding	17,262	17,121	16,934	16,778	15,633
Average Number of Diluted Shares Outstanding	17,394	17,177	17,101	16,809	15,663
Fully Diluted Earnings per Common Share	$ 1.26	$ 1.61	$ 1.33	$ 1.57	$ 1.18
Balance Sheet Information					
Total Assets	$ 1,061,287	$ 963,898	$ 936,955	$ 873,135	$ 810,277
Common Shareholders' Equity	310,503	302,129	283,734	264,094	251,465
Long-Term Debt	266,536	267,226	267,833	268,405	228,902
Total Capitalization	$ 577,039	$ 569,355	$ 551,567	$ 532,499	$ 480,367

(1) In accordance with Emerging Issues Task Force No. 03-06, *"Participating Securities and the Two-Class Method under FASB Statement No. 128"* which was effective in the second quarter of 2004, AWR uses the "two-class" method of computing EPS for the affects of participating securities. The "two-class" method is an earnings allocation formula that determines EPS for each class of common stock and participating security. AWR has participating securities related to stock options and stock units that earn dividend equivalents on an equal basis with Common Shares. Net income available for common shareholders excluding earnings available and allocated to participating securities, was $21,890,000, $27,723,000, $22,623,000 and $26,468,000 for the years ended December 31, 2008, 2007, 2006 and 2005, respectively.

(2) In 2008, results include a $7.7 million goodwill impairment charge related to CCWC, in accordance with Statement of Financial Accounting Standards ("SFAS") No. 142, *"Goodwill and Other Intangible Assets"*.

GOLDEN STATE WATER COMPANY (GSWC):

(in thousands)	2008(3)	2007(3)	2006(3)	2005	2004
Income Statement Information					
Total Operating Revenues	$ 268,888	$ 258,752	$ 244,425	$ 225,872	$ 220,769
Total Operating Expenses	205,970	194,046	189,123	163,230	167,164
Operating Income	62,918	64,706	55,302	62,642	53,605
Interest Expense	19,651	20,063	19,186	13,288	17,168
Interest Income	1,774	2,111	2,670	1,047	30
Net Income	$ 27,819	$ 26,900	$ 23,258	$ 27,828	$ 20,911
Balance Sheet Information					
Total Assets	$ 970,150	$ 889,973	$ 867,661	$ 807,249	$ 756,276
Common Shareholder's Equity	324,533	278,441	266,965	255,518	243,848
Long-Term Debt	260,561	260,941	261,248	261,540	221,697
Total Capitalization	$ 585,094	$ 539,382	$ 528,213	$ 517,058	$ 465,545

(3) Effective December 31, 2006, Registrant adopted SFAS No. 158, "*Employer's Accounting for Defined Benefit Pension and Other Postretirement Plans — an amendment of FASB Statements No. 87, 88, 106, and 132(R)*". Because pensions and other postretirement costs have historically been recovered through rates, upon implementing SFAS No. 158, a regulatory asset was recorded for the costs that would otherwise be charged to common shareholders' equity in accordance with SFAS No. 158. At December 31, 2008, 2007 and 2006, $40.9 million, $11.4 million and $22.8 million, respectively, has been recorded as a regulatory asset related to pension and other postretirement costs, with a corresponding amount to pension and postretirement liabilities. Increases in 2008 were caused by declines in the market value of plan assets and lower discount rates used resulting in an increase in the underfunded position. Decreases in 2007 were caused by increases in the discount rates used to measure the pension and postretirement obligations.

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Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operation

The following discussion and analysis provides information on AWR's consolidated operations and assets and where necessary, includes specific references to AWR's individual segments and/or other subsidiaries: GSWC, CCWC, ASUS and its subsidiaries.

Overview

Registrant's revenues, operating income and cash flows are earned primarily through delivering potable water to homes and businesses through approximately 2,900 miles of water distribution pipelines and the delivery of electricity in the Big Bear area of San Bernardino county. Rates charged to customers of GSWC and CCWC are determined by the CPUC and ACC, respectively. These rates are intended to allow recovery of operating costs and a reasonable rate of return on capital. Factors affecting financial performance of our regulated utilities include the process and timing of setting rates charged to customers; the ability to recover, and the process for recovering in rates, the costs of distributing water and electricity and our overhead costs; weather; the impact of increased water quality standards and environmental regulations on the cost of operations and capital expenditures; pressures on water supply caused by population growth, more stringent water quality standards, deterioration in water quality and water supply from a variety of causes; capital expenditures needed to upgrade water systems and increased costs; and risks associated with litigation relating to water quality and water supply, including suits initiated by Registrant to protect its water supply.

Operating revenues and income from contracted services at ASUS and its subsidiaries are earned primarily from the operation and maintenance of water and/or wastewater systems for the U.S. government at various military bases. All of the operations and maintenance contracts with the U.S. government are 50-year firm, fixed-price contracts with prospective price redeterminations. ASUS also may generate revenues from the construction of infrastructure improvements at these bases pursuant to the terms of these 50-year contracts or pursuant to supplemental contracts. Revenues generated by contract operations are primarily dependent on these new business activities, including military base operations and the construction of new and/or replacement infrastructure at these military bases. As a result, ASUS is subject to risks that are different than those of Registrant's regulated water and electric utilities. ASUS plans to continue seeking contracts for the operation and maintenance of water and/or wastewater services at military bases. Factors affecting the financial performance of our Military Utility Privatization Subsidiaries include delays in receiving payments from the U.S. government and the redetermination and equitable adjustment of prices under contracts with the U.S. government.

Registrant plans to continue to seek additional rate increases in future years to recover operating and supply costs and receive reasonable returns on invested capital. Capital expenditures in future years are expected to remain at much higher levels than depreciation expense. Cash solely from operations is not expected to be sufficient to fund Registrant's needs for capital expenditures, dividends, investments in Registrant's contract business and other cash requirements. Registrant expects to fund a portion of these needs through a combination of debt and common stock offerings over the next twelve months depending on market conditions. On August 25, 2008, AWR amended its $85 million syndicated credit facility, to increase its aggregate bank commitments by $30 million to $115 million. In addition, a senior note in the amount of $40.0 million has been issued on March 10, 2009, to CoBank, ACB ("CoBank"). Under the terms of this senior note, CoBank purchased a 6.7% Senior Note due March 10, 2019 in the aggregate principal amount of $40.0 million from GSWC. The proceeds will be used to pay down GSWC's intercompany short-term borrowings and to fund capital expenditures.

For 2008, net income was $22.0 million compared to $28.0 million in 2007, a decrease of 21.5%. Diluted earnings per share for 2008 were $1.26 compared to $1.61 in 2007. The decrease in earnings is due primarily to: (i) decreased water consumption and higher operating expenses at GSWC, (ii) a goodwill impairment charge of $7.7 million at CCWC, (iii) and the reduced financial performance of the Military Utility Privatization Subsidiaries. Prior to the implementation of GSWC's water revenue adjustment mechanism in November 2008, GSWC's earnings were affected by decreased consumption. GSWC's water consumption in 2008 decreased by approximately 5% as compared to 2007, or $0.18 per share. Although precipitation was overall lower in most of 2008 (with the exception of the first quarter), compared to the same period in 2007, the 2008 water revenues appear to have been impacted by the effects of state-wide customer conservation efforts. Due to the implementation of GSWC's water revenue adjustment mechanism in late November 2008, earnings were favorably impacted by approximately $0.03 per share in the fourth quarter of 2008 that would have previously been lost due to conservation. Therefore, the net impact due to lower sales in 2008 was $0.15 per share. Higher operating expenses in 2008, as compared to the same period of last year, also negatively impacted GSWC's earnings in 2008. These decreases in GSWC's earnings were partially offset by increases in customer rates approved by the CPUC and effective January 1, 2008 and a lower effective income tax rate.

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During 2008, a charge of $7.7 million, or $0.27 per share, was recorded to reflect the impairment of goodwill at CCWC in accordance with SFAS No. 142, *"Goodwill and Other Intangible Assets"*. During the recent impairment testing, Registrant determined that revenue growth for its Arizona utility, CCWC, was likely to be slower than originally projected due to downturns in overall economic conditions and new housing construction, as well as the current regulatory environment in Arizona resulting in regulatory lags and lower than anticipated rate increases.

Registrant's 2008 results have also been affected by the reduced financial performance of ASUS' contracted service operations at military bases, due to increases in operating expenses primarily incurred at two bases in North Carolina and South Carolina under new operating and maintenance contracts. ASUS incurred higher than anticipated operating costs, losses on certain construction projects under these new contracts and emergency construction activities not anticipated in the contracts to address the age and pre-existing condition of the infrastructure. ASUS is attempting to recover these increased costs through the equitable adjustment provisions of the contracts for these two bases. Moreover, ASUS' results in 2007 included a significant wastewater expansion project at Fort Bliss that added about $0.17 per share. There was no similar significant project during the year ended December 31, 2008. ASUS' overall performance in 2008 decreased by $0.10 per share when compared to 2007.

Unrealized gains and losses on purchased power contracts have been impacting GSWC's earnings since 2002 when GSWC entered into certain purchase power contracts. These contracts qualified as derivative instruments under SFAS No. 133, *"Accounting for Derivative Instruments and Hedging Activities."* The pretax unrealized gain on purchased power contracts was $1.6 million increasing net income by $0.05 per share in 2008 compared to $2.1 million or $0.07 per share for the same period of 2007, a $0.02 per share decrease in earnings between the two periods.

Summary Results by Segment

AWR has three reportable segments: water, electric and contracted services. Within the segments, AWR has three principal business units: water and electric service utility operations conducted through GSWC, a water-service utility operation conducted through CCWC, and a contracted services unit conducted through ASUS and its subsidiaries. The tables below set forth summaries of the results by segment (in thousands) for the years ended December 31, 2008 and 2007:

	Operating Revenues				Pretax Operating Income			
	Year Ended 12/31/2008	Year Ended 12/31/2007	$ CHANGE	% CHANGE	Year Ended 12/31/2008	Year Ended 12/31/2007	$ CHANGE	% CHANGE
Water	$ 247,936	$ 237,882	$ 10,054	4.2%	$ 54,609	$ 62,622	$ (8,013)	-12.8%
Electric	28,424	28,574	(150)	-0.5%	1,334	3,274	(1,940)	-59.3%
Contracted services	42,358	34,914	7,444	21.3%	(988)	2,045	(3,033)	-148.3%
AWR parent	—	—	—	—	(149)	(209)	60	28.7%
Totals from operation	$ 318,718	$ 301,370	$ 17,348	5.8%	$ 54,806	$ 67,732	$ (12,926)	-19.1%

Water - For the year ended December 31, 2008, pretax operating income for water decreased by $8.0 million compared to the year ended December 31, 2007, or 12.8%. The decrease was, due in large part, to the goodwill impairment charge of $7.7 million, or $0.27 per share, recorded at CCWC in accordance with SFAS No. 142, *"Goodwill and Other Intangible Assets"*, as more fully described later.

The dollar water margin increased $7.5 million as compared to the same period of 2007 due to higher water rates approved by the CPUC effective January 1, 2008, offset by lower water consumption. An approximately 5% decrease in water consumption during the year of 2008 resulted in a $7.5 million decrease in water revenues, or $0.18 per share. This decrease in consumption occurred even though precipitation was overall lower in most of 2008 (with the exception of the first quarter) as compared to 2007. Differences in temperature and rainfall in Registrant's service areas as well as the effects of conservation, have impacted consumption of water by customers causing fluctuations in Registrant's revenues and earnings between comparable periods.

In August 2008, the CPUC issued a final decision regarding conservation rate design that allows for the establishment and implementation of a Water Revenue Adjustment Mechanism ("WRAM") to decouple sales from revenues and a Modified Cost Balancing Account ("MCBA") to remove the impact to earnings due to supply mix changes. GSWC prospectively implemented the new WRAM and MCBA in late November 2008 for Regions II and III. This should help mitigate fluctuations in Registrant's future water margin due to changes in water consumption and supply mix. In addition, the CPUC also approved an advice letter filed by GSWC to allow GSWC to create and implement a Water Conservation Memorandum Account ("WCMA") to track the extraordinary expenses and revenue shortfall associated with conservation measures in conjunction with the declared drought in California. See further discussion on conservation included in the

"Regulatory Matters" section. With the implementation of the WRAM and MCBA in late November 2008, earnings were favorably impacted by approximately $0.03 per share in the fourth quarter of 2008 that would have previously been lost due to conservation. Therefore, the net impact due to lower sales in 2008 was $0.15 per share. Higher operating expenses, as more fully described later, decreased pretax operating income by $7.8 million.

Electric - For the year ended December 31, 2008, pretax operating income from electric operations decreased by $1.9 million due in part to a decrease of $546,000 in the pretax unrealized gain on purchased power contracts for the year ended December 31, 2008 as compared to the same period in 2007. The unrealized gain on purchased power contracts increased operating income by approximately $1.6 million for the year of 2008, or $0.05 per share, as compared to $2.1 million, or $0.07 per share, for the same period in 2007. The remainder of the decrease was due primarily to an increase of $802,000 in allocation of costs from corporate headquarters' to BVES and a lower electric margin resulting from lower electric usage and reconnection fees.

Contracted Services - For the year ended December 31, 2008, the pretax operating income for contracted services decreased by $3.0 million to a pretax loss of $988,000. This was primarily due to losses incurred at military bases under two new contracts. ASUS began operating and maintaining the water and wastewater systems under two new contracts in North Carolina and South Carolina during the first quarter of 2008. Pretax operating losses at these two bases were $3.6 million for the year ended December 31, 2008, including $935,000 for emergency construction and maintenance at PSUS to address pre-existing conditions not anticipated in the contract and for which ASUS is pursuing recovery from the U.S. government, and $379,000 in anticipated losses associated with certain initial capital upgrade projects. In September 2008, PSUS submitted a Request for Equitable Adjustment ("REA") for the water and wastewater systems at Fort Jackson, South Carolina requesting a contract modification for these initial capital upgrades and emergency construction costs. The aggregate value of the REA relating to construction work is approximately $1.6 million. The REA has not yet been approved by the U.S. government, and therefore, the anticipated losses on these projects and the emergency costs have been recorded during 2008 in construction expense. In addition, ASUS plans to submit an REA for the water and wastewater systems at Fort Bragg/Pope Air Force Base in North Carolina upon completion of the U.S. government's review of the Joint Inventory Report filed by ASUS in August 2008. The Joint Inventory Report indicates the quantity of the Fort Bragg/Pope Air Force Base infrastructure to be 20-30% greater than what was assumed under the original 50-year contract. Higher than anticipated transition costs, increases in nonincome tax assessments and other operating expenses also contributed to the losses.

Pretax operating income at the other military bases under existing contracts increased by $44,000 for the year ended December 31, 2008 as compared to the same period last year. During 2007, there was a $20.6 million wastewater expansion construction project at Fort Bliss with the U.S. government that generated approximately $4.9 million in pretax operating income during 2007. The project was completed in August 2007. However, ASUS' subsidiaries did undertake similar construction activity in 2008 that were on a smaller scale and helped replace construction revenues and operating income generated from the wastewater expansion project in 2007. Earnings and cash flows from amendments and modifications to the original 50-year contracts with the U.S. government are sporadic and may or may not continue in future periods.

The timely receipt of price redeterminations is critical in order for ASUS to recover increasing costs for operating and maintaining the water and wastewater systems at the military bases. In addition, higher allocations of corporate headquarters' expenses to ASUS and its wholly-owned subsidiaries by the CPUC were not contemplated at the time the contracts with the U.S. government were negotiated and will be addressed in future price redeterminations. Under the terms of these contracts, the contract price is subject to price redetermination two years after commencement of operations and every three years thereafter. Redeterminations have been submitted and are under review by the U.S. government for operations of ODUS and TUS in Virginia and Maryland, respectively. The price redeterminations are expected to be completed in 2009. Pending redetermination of prices, ASUS has received interim inflation adjustments during 2008 to the management fees for operating and maintaining the water and wastewater systems at Fort Eustis, Fort Story and Fort Monroe in Virginia, and the wastewater system at Fort Lee also in Virginia effective on the second anniversary of the date when ASUS began operating these bases (February 23, 2006 for Fort Lee and April 3, 2006 for the other three bases).

FBWS has experienced delays in the redetermination of prices at Fort Bliss following completion of the first two years of operation in October 2006. At Fort Bliss, management fees for operation and maintenance of the water and wastewater systems are based on cost levels prevailing in 2003 when the contract with the U.S. government was bid. Further, the contract pricing was also based on assumptions about the size and age of the infrastructure to be operated and maintained over the 50-year contract. The REA had been filed as a claim with the U.S. government to adequately reflect the amount of assets included in the infrastructure at Fort Bliss, which is substantially more than originally estimated by the U.S. government as part of its solicitation for this contract. In December 2008, the U.S. government approved an interim adjustment at Fort Bliss which increased the monthly water and wastewater fees by 50% and 59%, respectively. The increase was retroactive to October 1, 2008 and is expected to generate approximately $1.2 million of additional revenues annually related to operating and maintaining the Fort Bliss systems. ASUS is continuing negotiations with Fort Bliss to finalize the adjustment necessary due to the increased infrastructure and will also be preparing a price redetermination request for Fort Bliss which it expects to file by mid-2009.

These price redeterminations and equitable adjustments, which include adjustments to reflect changes in operating conditions and infrastructure levels from that assumed at the time of the execution of the contracts, as well as inflation in costs, are expected to provide added revenues prospectively to help offset increased costs and provide Registrant the opportunity to generate positive operating income at its Military Utility Privatization Subsidiaries. As of December 31, 2008, ASUS has $1.1 million of goodwill, which may be at risk for potential impairment if requested price redeterminations and equitable adjustments that have not yet been approved, are not received.

The following discussion and analysis for the years ended December 31, 2008, 2007 and 2006 provides information on AWR's consolidated operations and assets and where necessary, includes specific references to AWR's individual segments and/or other subsidiaries: GSWC, CCWC, ASUS and its subsidiaries.

Consolidated Results of Operations — Years Ended December 31, 2008 and 2007 (amounts in thousands):

	Year Ended 12/31/2008	Year Ended 12/31/2007	$ CHANGE	% CHANGE
OPERATING REVENUES				
Water	$ 247,936	$ 237,882	$ 10,054	4.2%
Electric	28,424	28,574	(150)	-0.5%
Contracted services	42,358	34,914	7,444	21.3%
Total operating revenues	318,718	301,370	17,348	5.8%
OPERATING EXPENSES				
Water purchased	46,617	45,439	1,178	2.6%
Power purchased for pumping	10,428	10,591	(163)	-1.5%
Groundwater production assessment	10,623	9,944	679	6.8%
Power purchased for resale	13,616	14,199	(583)	-4.1%
Unrealized gain on purchased power contracts	(1,554)	(2,100)	546	-26.0%
Supply cost balancing accounts	(387)	(1,962)	1,575	-80.3%
Other operating expenses	30,076	27,375	2,701	9.9%
Administrative and general expenses	62,716	52,637	10,079	19.1%
Depreciation and amortization	31,562	28,941	2,621	9.1%
Maintenance	16,331	15,779	552	3.5%
Property and other taxes	12,312	11,254	1,058	9.4%
ASUS construction expenses	23,872	22,125	1,747	7.9%
Goodwill impairment charge	7,700	—	7,700	100.0%
Net gain on sale of property	—	(584)	584	-100.0%
Total operating expenses	263,912	233,638	30,274	13.0%
OPERATING INCOME	54,806	67,732	(12,926)	-19.1%
OTHER INCOME AND EXPENSES				
Interest expense	(21,330)	(21,582)	252	-1.2%
Interest income	1,837	2,371	(534)	-22.5%
Other	71	299	(228)	-76.3%
	(19,422)	(18,912)	(510)	2.7%
INCOME FROM OPERATIONS BEFORE INCOME TAX EXPENSE	35,384	48,820	(13,436)	-27.5%
Income tax expense	13,379	20,790	(7,411)	-35.6%
NET INCOME	$ 22,005	$ 28,030	$ (6,025)	-21.5%

Net income for the year ended December 31, 2008 was $22.0 million, equivalent to $1.27 and $1.26 per common share on a basic and fully diluted basis, respectively, compared to $28.0 million or $1.62 and $1.61 per common share on a basic and fully diluted basis, respectively, for the year ended December 31, 2007. Impacting the comparability in the results of the two periods on a fully diluted per share basis are the following significant items:

- A goodwill impairment charge of $7.7 million, or $0.27 per share, during the year ended December 31, 2008 related to CCWC.

- An unrealized gain on purchased power contracts which increased pretax income during the year ended December 31, 2008 by $1.6 million, or $0.05 per share, as compared to $2.1 million, or $0.07 per share, for the same period in 2007, a net decrease of $0.02 per share.

- Increased water rates partially offset by higher water supply costs contributed $0.41 per share to earnings while an approximate 5% decrease in water usage during the year ended December 31, 2008 resulted in a $7.5 million decrease in water revenues, or $0.18 per share. The 2008 water revenues appear to have been impacted by the effects of state-wide customer conservation efforts. As previously mentioned, with the implementation of the WRAM and MCBA in late November 2008, earnings were favorably impacted by approximately $0.03 per share in the fourth quarter of 2008 that would have previously been lost due to conservation. Therefore, the net impact due to lower sales in 2008 was $0.15 per share. As a result of these individual factors, the overall dollar water margin increased by $7.5 million, or $0.26 per share, during the year ended December 31, 2008.

- Pretax operating income for contracted services declined by $3.0 million, or $0.10 per share, during the year ended December 31, 2008 due primarily to losses incurred at new bases. ASUS commenced operation of water and wastewater systems at military bases in North Carolina and South Carolina during the first quarter of 2008 and has incurred higher than anticipated transition, maintenance and emergency construction costs as well as projected losses on certain construction contracts. Current estimates of construction costs compared to contract revenues indicate losses on certain initial capital upgrade projects. Modifications or change orders have not yet been approved by the U.S. government, and therefore, the anticipated losses on these projects and pre-contract costs have been recorded in construction expenses during 2008.

- Registrant recorded a net gain on sale of property of $584,000, or $0.02 per share, during the year ended December 31, 2007. There was no similar gain in the same period of 2008.

- GSWC recorded $480,000 in interest income, or $0.02 per share, during the second quarter of 2008 in connection with the IRS's examination of the 2002 income tax return.

- A significant decrease in the effective income tax rate during the year ended December 31, 2008 as compared to the same period in 2007, due primarily to changes between book and taxable income that are treated as flow-through adjustments in accordance with regulatory requirements favorably impacted earnings by $0.10 per share during 2008.

- Higher other expenses at GSWC in 2008 primarily consisting of administrative, general, depreciation and other operating expenses as described below, contributed to an overall decrease of $0.32 per diluted share to the results of operations.

Operating Revenues

Water

For the year ended December 31, 2008, revenues from water operations increased by 4.2% to $247.9 million, compared to $237.9 million for the year ended December 31, 2007. Contributing to this increase were the following: (i) rate increases in all three GSWC water regions approved by the CPUC effective January 1, 2008, which added approximately $13.2 million to water revenues during the year ended December 31, 2008; (ii) an increase in water revenues of $2.1 million due to the surcharge approved by the CPUC effective in May 2008 to recover Region III's under-collection in supply costs; this increase in revenues is offset by a corresponding amount in the supply cost balancing accounts discussed below, resulting in no impact to pretax operating income; (iii) the adoption of the WRAM effective November 25, 2008 at which time GSWC began recording the difference between what is billed to its metered customers in Regions II and III and that which is authorized by the CPUC; and as a result, GSWC recorded $1.3 million of additional revenues caused by the under-collection in the WRAM accounts during the month of December 2008, and (iv) the recording of $541,000 in July 2008 of additional revenues in connection with corrections to the rate calculation for Region III.

These increases in water revenues were partially offset by a decrease of approximately 5% in water consumption due to conservation during 2008, which caused water revenues to be lower by approximately $7.5 million. The implementation of the WRAM should help mitigate fluctuations in Registrant's future revenues due to changes in water consumption. The decline in the number of customers did not result in a significant decrease in water revenues.

Electric

For the year ended December 31, 2008, revenues from electric operations decreased by 0.5% to $28.4 million compared to $28.6 million for the year ended December 31, 2007 due to a decrease of 2.2% in electric usage and lower connections and reconnection fees. The effects of lower electric usage were partially offset by an adjustment of $437,000 in December 2007 resulting from BVES' low income program balancing account which reduced electric revenues during 2007. There was no similar adjustment made during 2008.

Contracted Services

Revenues from contracted services are composed of construction revenues and management fees for operating and maintaining the water and/or wastewater systems at military bases. For the year ended December 31, 2008, revenues from contracted services increased by $7.4 million, or 21.3%, to $42.4 million compared to $34.9 million for the year ended December 31, 2007. Approximately $5.0 million in new revenue was generated from management fees for operating and maintaining the water and wastewater systems under the two new contracts in North Carolina and South Carolina, both of which began during the first quarter of 2008. There was also approximately $4.9 million in construction and transition revenues at these two bases.

At the other bases under existing contracts in 2008 and 2007, there was an increase of $666,000 in management fees due primarily to interim increases at FBWS and ODUS. This was offset by a net decrease of $3.1 million in construction revenues at these existing bases during 2008 when compared to 2007. In 2007, a wastewater expansion project at Fort Bliss generated $20.6 million of construction revenues out of a total of $29.0 million for all ASUS subsidiaries during the year ended December 31, 2007. The project was completed in August 2007 and did not recur in 2008. Although there was no similar singularly significant project during 2008, ASUS' subsidiaries did undertake similar construction activities in 2008 that were on a smaller scale and collectively helped replace construction revenues generated from the wastewater expansion project in 2007. Earnings and cash flows from amendments and modifications to the original 50-year contracts with the U.S. government are sporadic and may or may not continue in future periods.

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Operating Expenses:

Supply Costs

Supply costs for the water segment consist of purchased water, purchased power for pumping, groundwater production assessment and water supply cost balancing accounts. Supply costs for the electric segment consist of power purchased for resale (including the cost of natural gas) and the electric supply cost balancing accounts. Water and electric margins are computed by taking total revenues, less total supply costs. Registrant uses these margins and related percentages as an important measure in evaluating its operating results. Registrant believes this measure is a useful internal benchmark in evaluating the utility business performance within its water and electric segments. Registrant reviews these measurements regularly and compares them to historical periods and to its operating budget as approved. However, this measure, which is not presented in accordance with generally accepted accounting principles ("GAAP") may not be comparable to similarly titled measures used by other entities and should not be considered as an alternative to operating income, which is determined in accordance with GAAP, as an indicator of operating performance.

Total supply costs comprise the largest segment of total operating expenses. Supply costs accounted for approximately 30.7% and 33.5% of total operating expenses for the year ended December 31, 2008 and 2007, respectively. The table below provides the amount of increases (decreases), percent changes in supply costs, and margins during the year ended December 31, 2008 and 2007 (amounts in thousands):

	Year Ended 12/31/2008	Year Ended 12/31/2007	$ CHANGE	% CHANGE
WATER OPERATING REVENUES **(1)**	$ 247,936	$ 237,882	$ 10,054	4.2%
WATER SUPPLY COSTS:				
Water purchased **(1)**	$ 46,617	$ 45,439	$ 1,178	2.6%
Power purchased for pumping **(1)**	10,428	10,591	(163)	-1.5%
Groundwater production assessment **(1)**	10,623	9,944	679	6.8%
Water supply cost balancing accounts **(1)**	(2,784)	(3,648)	864	-23.7%
TOTAL WATER SUPPLY COSTS	$ 64,884	$ 62,326	$ 2,558	4.1%
WATER MARGIN **(2)**	$ 183,052	$ 175,556	$ 7,496	4.3%
PERCENT MARGIN - WATER	73.8%	73.8%		
ELECTRIC OPERATING REVENUES **(1)**	$ 28,424	$ 28,574	$ (150)	-0.5%
ELECTRIC SUPPLY COSTS:				
Power purchased for resale **(1)**	$ 13,616	$ 14,199	$ (583)	-4.1%
Electric supply cost balancing accounts **(1)**	2,397	1,686	711	42.2%
TOTAL ELECTRIC SUPPLY COSTS	$ 16,013	$ 15,885	$ 128	0.8%
ELECTRIC MARGIN **(2)**	$ 12,411	$ 12,689	$ (278)	-2.2%
PERCENT MARGIN - ELECTRIC	43.7%	44.4%		

(1) As reported on AWR's Consolidated Statements of Income, except for supply cost balancing accounts. The sum of water and electric supply cost balancing accounts in the table above are shown on AWR's Consolidated Statements of Income and totaled ($387,000) and ($1,962,000) for the year ended December 31, 2008 and 2007, respectively.

(2) Water and electric margins do not include any depreciation and amortization, maintenance expense, unrealized gains and losses on purchased power contracts or other operating expenses.

Two of the principal factors affecting water supply costs and gross margin are the amount of water produced and the source of the water. Generally, the variable cost of producing water from wells is less than the cost of water purchased from wholesale suppliers. In addition, GSWC is authorized to establish water and electric supply cost balancing accounts for increases and/or decreases in costs due to changes in rates charged by its suppliers which provide purchased water and purchased power, and by agencies assessing groundwater related pump taxes for water service areas in California. Higher or

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lower actual costs as compared to costs authorized by the CPUC will either be recovered from or refunded to customers in the future.

Prior to November 2008, changes in the water resource mix between water supplied from purchased sources and that supplied from Registrant's wells would increase/decrease actual supply-related costs relative to the mix approved for recovery through rates, thereby impacting earnings either negatively or positively. On August 21, 2008, the CPUC issued a final decision which approved the establishment of a modified cost balancing account that allows recovery of supply costs for changes in water supply mix. GSWC implemented the MCBA in November 2008 prospectively in connection with the new conservation rate design and the implementation of a WRAM to decouple sales from revenues. Under the MCBA, GSWC began tracking adopted expense levels for purchased water, purchased power and pump taxes, as established by the CPUC. Variances (which include the effects of changes in both rate and volume) between adopted and actual purchased water, purchased power, and pump tax expenses are recorded as a component of the supply cost balancing account provision, as the amount of such variances will be recovered from or refunded to GSWC's customers at a later date. This is reflected with an offsetting entry to a current asset or liability balancing account (tracked individually for Regions II and III).

For the year ended December 31, 2008, 40.1% of GSWC's water supply mix was purchased as compared to 40.5% purchased for the year ended December 31, 2007. Because the cost of water purchased is generally higher than pumped water from GSWC's wells, this change in mix resulted in a slight improvement in water's percent margin prior to November 2008 compared to the same period in 2007. As noted above, in November 2008 GSWC implemented the MCBA for Regions II and III which eliminates the effects of changes in the water supply mix prospectively.

Purchased water costs for the year ended December 31, 2008 increased by 2.6% to $46.6 million as compared to $45.4 million in 2007. The increase in purchased water due to higher water rates charged from wholesale suppliers was offset by lower customer usage and the slight favorable change in the supply mix discussed above. In general, the supply cost balancing account as discussed above allows GSWC to track incremental rate changes from suppliers for future recovery in water rates. The favorable change in the supply mix allowed GSWC to serve a portion of the customer demand from groundwater production rather than wholesale purchases, primarily because of the return to service or replacement of wells which had been removed from service in 2007 as a result of water quality issues and mechanical problems.

For the year ended December 31, 2008, the decrease of 1.5% in power purchased for pumping was principally due to lower customer demand, partially offset by a favorable change in the supply mix, as discussed above. Groundwater production assessments were higher by 6.8% due to a favorable change in supply mix and increases in assessment rates (pump tax rates) levied against groundwater production, effective July 2007 and 2008. Average pump tax rates increased in Regions II and III by approximately 3% and 6%, respectively, between the two periods. These increases in groundwater production assessments were partially offset by lower customer demand. Again, the supply cost balancing account and MCBA tracks the increases in pump tax rates for future recovery in water rates.

The supply cost balancing account tracks differences between the current cost for supply items (water, power, and pump taxes) charged by GSWC's suppliers and the cost for those items incorporated into GSWC's rates. Over-collections occur when the current cost of these items is less than the amount in rates which has the effect of increasing the supply cost balancing account in the Statements of Income. Under-collections occur when the current cost exceeds the amount in rates for these items and, conversely, will have the effect of decreasing the supply cost balancing account in the Statements of Income. Typically, over-collections or under-collections, when they occur, are tracked in the supply cost balancing accounts for future refund or recovery through a surcredit (in the event of an over-collection) or surcharge (in the event of an under-collection) on customers' bills. Once in rates, the amortization of surcharges that are in place to recover under-collections from customers have the effect of increasing the supply cost balancing account and increasing revenues in the Statements of Income, resulting in no earnings impact. Conversely, the amortization of surcredits that are in rates to refund over-collections to customers have the effect of decreasing the supply cost balancing account and decreasing revenues, also resulting in no earnings impact.

An increase of $864,000 in the water supply cost balancing account provision during the year ended December 31, 2008 as compared to the same period in 2007 was primarily caused by: (i) a $2.8 million increase in the amortization of the water supply cost balancing accounts for surcharges currently in effect; (ii) the recording of $497,000 in the MCBA accounts effective November 25, 2008, and (iii) a $310,000 decrease in interest earned on the supply cost balancing accounts due to lower interest rates, offset by: (i) a net increase totaling $2.5 million of under-collections in 2008 compared to the same period in 2007, and (ii) the recording of a $181,000 net under-collection adjustment relating to Region III's pre-2001 supply costs which were approved by the CPUC in May of 2008; upon approval by the CPUC, a regulatory asset was established for these previously incurred supply costs.

For the year ended December 31, 2008, the cost of power purchased for resale to customers in GSWC's BVES division decreased by 4.1% to $13.6 million compared to $14.2 million for the year ended December 31, 2007 reflecting

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primarily lower customer demand and kilowatt-hour usage. Overall, electric's dollar margin decreased by $278,000 due to lower demand and a $579,000 decrease in interest earned on the electric supply cost balancing account due to lower interest rates, partially offset by an adjustment of $437,000 in 2007 resulting from BVES' low income program which reduced electric revenues, previously discussed.

Unrealized (Gain) Loss on Purchased Power Contracts

Unrealized (gain) and loss on purchased power contracts represent gains and losses recorded for GSWC's purchased power agreements with Morgan Stanley Capital Group, Inc. There was a $1.6 million pretax unrealized gain on purchased power contracts for the year ended December 31, 2008 compared to $2.1 million for the year ended December 31, 2007. The contract for unrealized gains and losses at BVES terminated at December 31, 2008. We have filed an application with the CPUC to review our new purchased power contracts, effective after December 31, 2008, and intend to seek the CPUC's authorization of a memorandum account to track the changes in the fair market value of the contracts resulting in unrealized gains and losses. If this application is approved, in future periods unrealized gains and losses on the new purchased power contracts will not impact earnings.

Other Operating Expenses

The primary components of other operating expenses include payroll, materials and supplies, chemicals and water treatment, and outside service costs of operating the regulated water systems, including the costs associated with water transmission and distribution, pumping, water quality, meter reading, billing, and operations of district offices. Registrant's electric and contracted services operations incur many of the same types of costs as well. For the year ended December 31, 2008 and 2007, other operating expenses by segment consisted of the following (amounts in thousands):

	Year Ended 12/31/2008	Year Ended 12/31/2007	$ CHANGE	% CHANGE
Water Services	$ 23,232	$ 21,721	$ 1,511	7.0%
Electric Services	2,230	1,927	303	15.7%
Contracted Services	4,614	3,727	887	23.8%
Total other operating expenses	$ 30,076	$ 27,375	$ 2,701	9.9%

For the year ended December 31, 2008, other operating expenses for water services increased by $1.5 million, or 7.0%, due primarily to an increase: (i) in labor costs of $755,000 due to higher wages and related benefits, and an overall increase in the number of employees; (ii) of $497,000 in bad debt expense due to current economic situation which is affecting customers across all water service areas; (iii) of $359,000 in outside legal and consulting services, and (iv) of $101,000 in GSWC's water education program costs in connection with conservation, partially offset by a decrease of $162,000 due to lower water treatment and chemical costs, including the removal of nitrate and perchlorate at various groundwater treatment plants that occurred in 2007, and a decrease of $39,000 in other expenses.

There was an increase of $303,000 in other operating expenses for electric services primarily due to higher wages and related benefits of $177,000, an increase of $113,000 in bad debt expense and an increase of $13,000 in other expenses.

Contracted services experienced increases in other operating expenses of $887,000 primarily due to the commencement of the operation of water and wastewater systems at military bases in North Carolina and South Carolina that began during the first quarter of 2008. As a result of these new bases, other operating expenses increased by $3.0 million during the year ended December 31, 2008, including $1.0 million in transition costs. These increases were partially offset by decreases at the other military bases during 2008 resulting from lower outside services of $1.4 million primarily paid to the subcontractor that provided wastewater services to certain of ASUS' subsidiaries. On January 31, 2008, ASUS and its subsidiaries agreed to buy out all current and future rights which this subcontractor had to provide wastewater services at any bases operated by ASUS and any of its present and/or future subsidiaries. For the year ended December 31, 2008, most of these services were performed internally at lower cost, some of which is recorded in labor costs within maintenance expense. There was also a decrease of $791,000 in bad debt expense due to the reversal of previously recorded reserves resulting from collections of past due receivables from the U.S. government, partially offset by an increase of $78,000 in other expenses.

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Administrative and General Expenses

Administrative and general expenses include payroll related to administrative and general functions, all employee benefits charged to expense accounts, insurance expenses, outside legal and consulting fees, regulatory utility commission expenses, expenses associated with being a public company and general corporate expenses. For the year ended December 31, 2008 and 2007, administrative and general expenses by segment consisted of the following (amounts in thousands):

	Year Ended 12/31/2008	Year Ended 12/31/2007	$ CHANGE	% CHANGE
Water Services	$ 45,184	$ 40,735	$ 4,449	10.9%
Electric Services	6,857	5,744	1,113	19.4%
Contracted Services	10,675	6,158	4,517	73.4%
Total administrative and general expenses	$ 62,716	$ 52,637	$ 10,079	19.1%

For the year ended December 31, 2008, administrative and general expenses increased by $4.4 million in water services compared to the year ended December 31, 2007 due primarily to: (i) an increase of $3.1 million in labor costs and other miscellaneous employee benefits due to higher wages largely related to Registrant's annual performance-based salary review program and an increase in overall number of employees; (ii) additional compensation expenses of $590,000 relating to payments made to a former executive officer under a severance and release agreement; (iii) an increase of $699,000 in outside services including legal, tax and consulting costs, and (iv) an increase of $60,000 in other expenses.

For the year ended December 31, 2008, administrative and general expenses increased by $1.1 million in electric services compared to the year ended December 31, 2007 due primarily to: (i) an increase of $802,000 in allocation of costs from the corporate headquarters' to BVES; (ii) a $151,000 increase in labor costs and employee related benefits, and (iii) a $160,000 increase in outside consulting, legal and other services.

There was an increase of $4.5 million in contracted services administrative and general expenses due primarily to an increase of $3.9 million associated with the commencement of the operation of water and wastewater systems at military bases in North Carolina and South Carolina that began during the first quarter of 2008, including allocations from ASUS' headquarters and the General Office headquarters. There were also increases at the other bases including: (i) an increase of approximately $217,000 in outside services for legal and consulting work, including costs incurred in connection with a business acquisition, previously discussed; (ii) an approximate $239,000 increase in labor and employee benefit costs, and (iii) a charge of $213,000 relating to the acquisition of the assets of a wastewater subcontractor and the related settlement of the preexisting relationship between ASUS and the wastewater subcontractor used by the Military Utility Privatization Subsidiaries in 2007. These increases were partially offset by a decrease of $62,000 in other expenses.

Depreciation and Amortization

For the year ended December 31, 2008 and 2007, depreciation and amortization by segment consisted of the following (amounts in thousands):

	Year Ended 12/31/2008	Year Ended 12/31/2007	$ CHANGE	% CHANGE
Water Services	$ 28,840	$ 26,561	$ 2,279	8.6%
Electric Services	2,209	2,175	34	1.6%
Contracted Services	513	205	308	150.2%
Total depreciation and amortization	$ 31,562	$ 28,941	$ 2,621	9.1%

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For the year ended December 31, 2008, depreciation and amortization expense for water and electric services increased by $2.3 million to $31.0 million compared to $28.7 million for the year ended December 31, 2007 reflecting, among other things, the approximately $55.0 million of additions to utility plant during 2007, depreciation on which began in January 2008. There were also changes to the composite depreciation rates approved by the CPUC. Registrant anticipates that depreciation expense will continue to increase due to ongoing construction at its regulated subsidiaries. Registrant believes that depreciation expense related to property additions approved by the appropriate regulatory agency will be recovered through water and electric rates.

There was also an increase in depreciation and amortization expense for contracted services due to the commencement of the operation of water and wastewater systems at military bases in North Carolina and South Carolina that began during the first quarter of 2008. As a result of these new bases, depreciation and amortization expense increased by $137,000 during the year ended December 31, 2008. There were also increases of approximately $171,000 at the other military bases and at ASUS' corporate office due to the addition of fixed assets.

Maintenance

For the year ended December 31, 2008 and 2007, maintenance expense by segment consisted of the following (amounts in thousands):

	Year Ended 12/31/2008	Year Ended 12/31/2007	$ CHANGE	% CHANGE
Water Services	$ 12,993	$ 14,471	$ (1,478)	-10.2%
Electric Services	805	787	18	2.3%
Contracted Services	2,533	521	2,012	386.2%
Total maintenance	$ 16,331	$ 15,779	$ 552	3.5%

For the year ended December 31, 2008, maintenance expense for water services decreased by $1.5 million to $13.0 million compared to $14.5 million for the year ended December 31, 2007 due principally to a decrease in emergency maintenance on GSWC's wells and water supply sources in its Region II and III service areas. Region II and III's maintenance expense decreased by $1.3 million and $268,000, respectively. This decrease was partially offset by an increase of $302,000 in maintenance expense at Region I. There was also a decrease of $170,000 at CCWC.

There was an increase of $18,000 in maintenance for electric services related to the 8.4 MW natural gas-fueled generation plant.

There was an increase of $2.0 million in contracted services maintenance expense due primarily to the commencement of the operation of water and wastewater systems at military bases in North Carolina and South Carolina that began during the first quarter of 2008, which added $1.8 million in maintenance expense for the year ended December 31, 2008. The level of maintenance costs at these bases also reflects the age and condition of the infrastructure at these bases. There was also increased maintenance expense of $247,000 at the other bases due primarily to higher internal labor costs as a result of the Military Utility Privatization Subsidiaries performing services directly that were formerly performed by a wastewater subcontractor. As previously mentioned, in January 2008, ASUS and its subsidiaries agreed to buy out all current and future rights which this subcontractor had to provide wastewater services at any bases operated by ASUS.

Property and Other Taxes

For the year ended December 31, 2008 and 2007, property and other taxes by segment consisted of the following (amounts in thousands):

	Year Ended 12/31/2008	Year Ended 12/31/2007	$ CHANGE	% CHANGE
Water Services	$ 10,641	$ 10,247	$ 394	3.8%
Electric Services	530	882	(352)	-39.9%
Contracted Services	1,141	125	1,016	812.8%
Total property and other taxes	$ 12,312	$ 11,254	$ 1,058	9.4%

For the year ended December 31, 2008, overall property and other taxes for water and electric services increased by $42,000. Additional property taxes resulting from higher assessed values and increases in payroll taxes based on increased labor costs, were partially offset by lower franchise fees at BVES.

Property and other taxes were higher in contracted services due to the commencement of the operation of water and wastewater systems at military bases in North Carolina and South Carolina that began during the first quarter of 2008. As a result of these new bases, property and other taxes increased by $370,000 during the year ended December 31, 2008. There was also an increase of $646,000 primarily in gross receipt taxes at the other military bases mostly related to the ODUS military bases in Virginia due in part to an increase in gross revenues.

Construction Expenses

For the year ended December 31, 2008, ASUS' construction expenses increased to $23.9 million compared to $22.1 million for the same period in 2007. The commencement of the operation of water and wastewater systems at military bases in North Carolina and South Carolina that began during the first quarter of 2008 added construction expenses of $4.1 million during the year ended December 31, 2008, including $935,000 for emergency construction at PSUS to address pre-existing conditions not anticipated in the contract and for which ASUS is pursuing recovery from the U.S. government and $379,000 in anticipated losses associated with certain initial capital upgrade projects. Additional construction expenses of $13.3 million at ASUS' other subsidiaries during 2008 were offset by the 2007 wastewater expansion project at Fort Bliss, previously discussed. For the year ended December 31, 2007, this project generated $15.7 million in construction expenses. The project was completed in August 2007 and did not recur in 2008.

Goodwill Impairment Charge

During 2008, a charge of $7.7 million was recorded to reflect the impairment of goodwill in accordance with SFAS No. 142, "*Goodwill and Other Intangible Assets*". As required by SFAS No. 142, Registrant tests goodwill annually for impairment at the reporting unit level, or when events or circumstances indicate the carrying values may not be recoverable. Registrant evaluates goodwill for impairment using discounted cash flow methodologies, transaction values for comparable companies, and other valuation techniques for reporting units with goodwill balances. The realization of goodwill is dependent on expected future cash flows from the underlying operations. Forecasted revenues and capital expenditures, which include forecasted customer connection growth and the timing and amount of regulated rate increases, are key components of the discounted cash flow projections.

During the recent impairment analysis, Registrant determined that revenue growth for its Arizona utility, CCWC, was likely to be slower than originally projected due to downturns in overall economic conditions and new housing construction, as well as the current regulatory environment in Arizona resulting in regulatory lags and lower than anticipated rate increases. Based on the recent goodwill impairment analysis, $7.7 million of goodwill associated with CCWC was found to be impaired and was charged to expense during the fourth quarter of 2008.

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Net Gain on Sale of Property

For the year ended December 31, 2007, water services recorded a net pretax gain of $584,000 on the sale of property primarily related to a gain of $325,000 relating to GSWC's sale of a parcel of land to the Los Angeles Unified School District for the purpose of constructing a high school. There was also a pretax gain of $238,000 on the sale of property it owned in the City of Claremont. There were no similar gains in the same period of 2008. Earnings and cash flows from these transactions are sporadic and may or may not continue in future periods.

Interest Expense

For the year ended December 31, 2008 and 2007, interest expense by segment consisted of the following (amounts in thousands):

	Year Ended 12/31/2008	Year Ended 12/31/2007	$ CHANGE	% CHANGE
Water and Electric Services	$ 20,437	$ 20,515	$ (78)	-0.4%
Contracted Services	893	1,067	(174)	-16.3%
Total interest expense	$ 21,330	$ 21,582	$ (252)	-1.2%

For the year ended December 31, 2008, overall interest expense decreased by 1.2% to $21.3 million compared to $21.6 million for the year ended December 31, 2007 despite an increase in short term borrowings due to lower short-term interest rates. The average interest rate on short-term borrowings for the year ended December 31, 2008 was 3.32%, as compared to an average of 5.95% during the same period of 2007. Average bank loan balances outstanding under an AWR credit facility for the year ended December 31, 2008 were approximately $57 million, as compared to an average of $32 million during the same period of 2007.

Interest Income

For the year ended December 31, 2008 and 2007, interest income by segment consisted of the following (amounts in thousands):

	Year Ended 12/31/2008	Year Ended 12/31/2007	$ CHANGE	% CHANGE
Water and Electric Services	$ 1,832	$ 2,340	$ (508)	-21.7%
Contracted Services	5	31	(26)	-83.9%
Total interest income	$ 1,837	$ 2,371	$ (534)	-22.5%

Interest income for water and electric services decreased by 21.7% due to less interest earned on short-term cash surplus of $402,000 and a decrease of $617,000 in interest accrued on the uncollected balance of the Aerojet litigation memorandum account authorized by the CPUC due to lower interest rates. These decreases were partially offset by the recording of $480,000 in interest income during the second quarter of 2008 in connection with the IRS's examination of the 2002 income tax return.

Other

For the year ended December 31, 2008 and 2007, water services recorded other income of $71,000 and $299,000, respectively, as a result of Registrant's equity interest in an investment.

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Income Tax Expense

For the year ended December 31, 2008 and 2007, income tax expense by segment consisted of the following (amounts in thousands):

	Year Ended 12/31/2008	Year Ended 12/31/2007	$ CHANGE	% CHANGE
Water and Electric Services	$ 14,105	$ 20,450	$ (6,345)	-31.0%
Contracted Services	(726)	340	(1,066)	-313.5%
Total income tax expense	$ 13,379	$ 20,790	$ (7,411)	-35.6%

For the year ended December 31, 2008, income tax expense for water and electric services decreased by 31.0% to $14.1 million compared to $20.5 million for the year ended December 31, 2007 due primarily to a decrease in pretax income and a lower effective tax rate ("ETR"). The ETR for water and electric services for the year ended December 31, 2008 was 37.9% as compared to a 42.8% ETR applicable to the year ended December 31, 2007. The ETR deviates from the federal statutory rate primarily due to state taxes and the changes between book and taxable income that are treated as flow-through adjustments in accordance with regulatory requirements (principally plant, rate case and compensation, including expected contributions to Registrant's pension plans in 2009). Flow-through adjustments increase or decrease tax expense in one period, with an offsetting increase or decrease occurring in another period.

Income tax expense for contracted services decreased to a tax benefit of $726,000 compared to a tax expense of $340,000 for the year ended December 31, 2007 due primarily to a decrease in pretax income. The ETR for contracted services for the year ended December 31, 2008 was 38.6% as compared to a 33.7% ETR applicable to the year ended December 31, 2007. The 2008 ETR is higher than the 2007 ETR primarily as a result of the impact of differing state tax rates among the stand-alone state taxing jurisdictions within which ASUS and its subsidiaries operate.

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Consolidated Results of Operations - Years Ended December 31, 2007 and 2006 (dollars in thousands)

	Year Ended 12/31/2007	Year Ended 12/31/2006	$ CHANGE	% CHANGE
OPERATING REVENUES				
Water	$ 237,882	$ 222,912	$ 14,970	6.7%
Electric	28,574	29,268	(694)	-2.4%
Contracted services	34,914	16,449	18,465	112.3%
Total operating revenues	301,370	268,629	32,741	12.2%
OPERATING EXPENSES				
Water purchased	45,439	44,641	798	1.8%
Power purchased for pumping	10,591	10,007	584	5.8%
Groundwater production assessment	9,944	9,033	911	10.1%
Power purchased for resale	14,199	14,383	(184)	-1.3%
Unrealized (gain) loss on purchased power contracts	(2,100)	7,071	(9,171)	-129.7%
Supply cost balancing accounts	(1,962)	(1,835)	(127)	6.9%
Other operating expenses	27,375	24,134	3,241	13.4%
Administrative and general expenses	52,637	47,110	5,527	11.7%
Depreciation and amortization	28,941	26,272	2,669	10.2%
Maintenance	15,779	12,254	3,525	28.8%
Property and other taxes	11,254	10,187	1,067	10.5%
Construction expenses	22,125	9,024	13,101	145.2%
Net gain on sale of property	(584)	(258)	(326)	126.4%
Total operating expenses	233,638	212,023	21,615	10.2%
OPERATING INCOME	67,732	56,606	11,126	19.7%
OTHER INCOME AND EXPENSES				
Interest expense	(21,582)	(21,121)	(461)	2.2%
Interest income	2,371	2,818	(447)	-15.9%
Other	299	459	(160)	-34.9%
	(18,912)	(17,844)	(1,068)	6.0%
INCOME FROM OPERATIONS BEFORE INCOME TAX EXPENSE	48,820	38,762	10,058	25.9%
Income tax expense	20,790	15,681	5,109	32.6%
NET INCOME	$ 28,030	$ 23,081	$ 4,949	21.4%

Net income for the year ended December 31, 2007 increased by 21.4% to $28.0 million, equivalent to $1.62 and $1.61 per common share on a basic and fully diluted basis, respectively, compared to $23.1 million or $1.34 and $1.33 per basic and diluted common shares, respectively, for the year ended December 31, 2006. Impacting the comparability in the results of the two periods are the following significant items:

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- There was an unrealized gain on purchased power contracts in 2007 due to increasing energy prices versus an unrealized loss on purchased power contracts in 2006. The cumulative unrealized gain on purchased power contracts increased pretax income by approximately $2.1 million, or $0.07 per share, for the year ended December 31, 2007, as compared to a cumulative unrealized loss on purchased power contracts that decreased pretax income by $7.1 million, or $0.24 per share in 2006.

- A decision issued by the CPUC on April 13, 2006 regarding the accounting treatment of GSWC's water rights lease revenues, increased pretax operating income by about $2.3 million in March 2006, or approximately $0.08 per share, when compared to the same period in 2007. Pursuant to a March 2004 CPUC order, the apportionment of any Folsom lease revenues that GSWC may collect commencing in January 2004 was to be determined by a later decision. Pending that later decision and beginning in the first quarter of 2004, all amounts billed to the City of Folsom had been included in a regulatory liability account and no amounts were recognized as revenue until uncertainties about this matter were resolved with the CPUC. On April 13, 2006, the CPUC authorized GSWC to reinvest all lease revenues since January 2004, inclusive of the balances in the regulatory liability accounts established by GSWC for this matter, in water system infrastructure. These investments will be included in the rate base upon which GSWC earns a rate of return. In accordance with California law, GSWC has eight years in which to reinvest the proceeds, after which any amount remaining would inure to the customer's benefit. As a result, in the first quarter of 2006, GSWC transferred about $2.3 million of water rights lease revenues received from the City of Folsom in 2004 and 2005 from the regulatory liability account, into water revenues.

- There was an increase, excluding the $2.3 million of water right lease revenues discussed above, in the margin for the water segment of $15.5 million, or $0.52 per share, as compared to the same period of 2006 due to increased water rates approved by the CPUC that were effective January 1, 2007, an increase in water consumption over that in the prior period, and a favorable supply mix change.

- There was an increase in pretax operating income from contracted services at ASUS of $1.9 million, or $0.07 per share, as compared to the same period of 2006 for operating, maintaining and improving the water and wastewater systems at military bases for the U.S. government. The increases include revenue recognized for certain special projects under the percentage-of-completion method of accounting.

- There was an increase in GSWC's other operating and maintenance expenses of $5.3 million, or $0.18 per share, as compared to the same period of 2006, resulting from higher chemical and water treatment costs along with an increase in required and emergency maintenance on GSWC's wells and water supply sources.

- Higher other expenses primarily consisting of administrative and general expenses, a change in the effective income tax rate, as well as other items described below, contributed to an overall decrease of $0.36 per basic share to the results of operations.

Operating Revenues

Water

For the year ended December 31, 2007, revenues from water operations increased by 6.7% to $237.9 million, compared to $222.9 million for the year ended December 31, 2006. Contributing to this increase were rate increases approved by the CPUC effective January 1, 2007, which added approximately $13.0 million in 2007 to water revenues. Included in the rate increases for 2007 were $6.4 million for Region II and $3.0 million to recover general office expenses allocated to Region III. These increases were approved by the CPUC on November 16, 2007 and were retroactive to January 1, 2007. In addition, an increase of about 2.6% in the volume of billed water consumption resulting from much warmer and drier weather conditions increased revenues by approximately $3.8 million. Differences in temperature and rainfall in Registrant's service areas impact sales of water to customers, causing fluctuations in Registrant's revenues and earnings between comparable periods. Partially offsetting these increases was the fact that operating revenues for 2006 were positively impacted by a CPUC decision issued on April 13, 2006 enabling GSWC to record $2.3 million of water rights lease revenues from the City of Folsom for the period from January 2004 to December 2005. Prior to this decision, the apportionment of any lease revenues that GSWC collected in 2004 and 2005 had been included in a regulatory liability account and no amounts were recognized as revenues until regulatory uncertainties about this matter were resolved. There was no such adjustment in 2007. In addition, the increases in revenues are partially offset by the expiration in October 2006 of the surcharge that was in rates to recover Region III's under-collection in supply costs. This decrease in revenues is offset by a corresponding amount in the supply cost balancing accounts discussed below, resulting in no impact to pretax operating income.

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Electric

For the year ended December 31, 2007, revenues from electric operations decreased by 2.4% to $28.6 million compared to $29.3 million for the year ended December 31, 2006 due primarily to lower electric usage and the recording of a regulatory liability of approximately $178,000, with a corresponding decrease in revenues, for probable refunds to customers related to the construction of GSWC's 8.4 MW natural gas-fueled generation plant.

Contracted Services

Revenues from contracted services are comprised of construction revenues and management fees for operating and maintaining the water and wastewater systems at military bases. For the year ended December 31, 2007, revenues from contracted services increased by $18.5 million, or 112.3%, to $34.9 million compared to $16.4 million for the year ended December 31, 2006 due primarily to an increase of approximately $18.9 million related to construction revenues earned from the U.S. government and recognized on the percentage-of-completion method of accounting. The revenues earned were for the construction of certain improvements, renewals and replacements to the existing water and wastewater infrastructure at Fort Bliss and at the military bases located in Virginia and Maryland pursuant to contracts entered into in 2005. Certain of the construction projects are fixed-price contracts and are supplements to ASUS' 50-year contracts with the U.S. government. In particular, ASUS entered into a $20.6 million project for the construction of certain improvements to the existing wastewater infrastructure located at Fort Bliss. The project was a firm-fixed price contract and was an amendment and supplement to the 50-year contract with the U.S. government to manage the entire water and wastewater systems at Fort Bliss. Revenues from this agreement have been recognized under the percentage-of-completion method of accounting. As a result of this new project, which began in early 2007, revenues for contracted services increased by $20.6 million during 2007. The project was completed in August 2007. The year over year revenue increase resulting from this project was partially offset by the non-recurrence of revenues for other one-time construction projects that were completed in 2006. Earnings and cash flows from amendments and modifications to the original 50-year contracts with the U.S. government are sporadic and may or may not continue in future periods.

There were also additional management fee revenues totaling $539,000 during 2007 generated from operating and maintaining the water and wastewater systems under the military privatization contracts in Virginia and Maryland. Offsetting these increases was a decrease in management fees totaling $938,000 related to contracts with various municipalities to provide billing, call handling and meter reading services. Effective January 1, 2007, ASUS assigned these service contracts with the various municipalities to GSWC. These management fees are now earned by GSWC so there was no impact on Registrant's consolidated earnings as a result of this assignment.

Registrant relies upon rate approvals by state regulatory agencies in California and Arizona and price redeterminations and equitable adjustments by the U.S. government in order to recover operating expenses and provide for a return on invested and borrowed capital used to fund utility plant. Without such adequate rate relief granted in a timely manner, operating revenues and earnings can be negatively impacted.

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Operating Expenses:

Supply Costs

Supply costs for the water segment consist of purchased water, purchased power for pumping, groundwater production assessments and water supply cost balancing accounts. Supply costs for the electric segment consist of purchased power for resale and the electric supply cost balancing account. Water and electric margins are computed by taking total revenues, less total supply costs. Registrant uses these margins and related percentages as an important measure in evaluating its operating results. Registrant believes this measure is a useful internal benchmark in evaluating the utility business performance within its water and electric segments. Registrant reviews these measurements regularly and compares them to historical periods and to our operating budget as approved. However, this measure, which is not presented in accordance with GAAP, may not be comparable to similarly titled measures used by other entities and should not be considered as an alternative to operating income, which is determined in accordance with GAAP, as an indicator of operating performance.

Total supply costs comprise the largest segment of total operating expenses. Supply costs accounted for approximately 33.5% and 36.0% of total operating expenses for the years ended December 31, 2007 and 2006, respectively. The table below provides the amount of increases (decreases), percent changes in supply costs, and margins during the years ended December 31, 2007 and 2006 (amounts in thousands):

	Year Ended 12/31/2007	Year Ended 12/31/2006	$ CHANGE	% CHANGE
WATER OPERATING REVENUES **(1)**	$ 237,882	$ 222,912	$ 14,970	6.7%
WATER SUPPLY COSTS:				
Water purchased **(1)**	$ 45,439	$ 44,641	$ 798	1.8%
Power purchased for pumping **(1)**	10,591	10,007	584	5.8%
Groundwater production assessment **(1)**	9,944	9,033	911	10.1%
Water supply cost balancing accounts **(1)**	(3,648)	(3,141)	(507)	16.1%
TOTAL WATER SUPPLY COSTS	$ 62,326	$ 60,540	$ 1,786	3.0%
WATER MARGIN **(2)**	$ 175,556	$ 162,372	$ 13,184	8.1%
PERCENT MARGIN - WATER	73.8%	72.8%		
ELECTRIC OPERATING REVENUES **(1)**	$ 28,574	$ 29,268	$ (694)	-2.4%
ELECTRIC SUPPLY COSTS:				
Power purchased for resale **(1)**	$ 14,199	$ 14,383	(184)	-1.3%
Electric supply cost balancing accounts **(1)**	1,686	1,306	380	29.1%
TOTAL ELECTRIC SUPPLY COSTS	$ 15,885	$ 15,689	$ 196	1.2%
ELECTRIC MARGIN **(2)**	$ 12,689	$ 13,579	$ (890)	-6.6%
PERCENT MARGIN - ELECTRIC	44.4%	46.4%		

(1) As reported on AWR's Consolidated Statements of Income, except for supply cost balancing accounts. The sum of water and electric supply cost balancing accounts in the table above are shown on AWR's Consolidated Statements of Income and totaled ($1,962,000) and ($1,835,000) for the years ended December 31, 2007 and 2006, respectively.

(2) Water and electric margins do not include any depreciation and amortization, maintenance expense, unrealized gains and losses on purchased power contracts, or other operating expenses.

For the year ended December 31, 2007, 42% of the Company's water supply mix was purchased as compared to 44% purchased for the year ended December 31, 2006. This change in mix resulted in improved margins in 2007 compared to the same period in 2006. Water gross margin for the year ended December 31, 2006 included the $2.3 million water rights

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lease revenues from the City of Folsom. Without the $2.3 million water rights lease revenues in 2006, water gross margin for the year ended December 31, 2006 would have been 71.8%.

Purchased water costs for the year ended December 31, 2007 increased by 1.8% to $45.4 million compared to $44.6 million for the year ended December 31, 2006. The increase is due primarily to higher water rates charged by wholesale suppliers and higher customer consumption. In general, the supply cost balancing account as discussed above allows GSWC to track incremental rate changes from suppliers, for future recovery in water rates. These increases in purchased water costs were offset by a favorable change in the supply mix discussed above. The favorable change in supply mix allowed GSWC to serve a portion of the increased customer demand from groundwater production rather than wholesale purchases, primarily because of the 2007 return to service or replacement of wells which had been removed from service in 2006 as a result of water quality issues and mechanical problems.

For the year ended December 31, 2007, the increases in power purchased for pumping and groundwater production assessments were due to higher customer demand and an increase in pumping volume resulting from the favorable supply mix change as discussed. There were also increases in assessment rates (pump tax rates) levied against groundwater production, effective July 2006 and 2007. Average 2007 pump tax rates increased in Region II and III by approximately 8% and 6%, respectively. Again, the supply cost balancing account tracks the increases in pump tax rates for future recovery in water rates.

A decrease of $507,000 during 2007 in the water supply cost balancing account provision as compared to 2006 was primarily caused by a $2.1 million decrease due to the expiration in October 2006 of the surcharge that was in rates to recover previously incurred supply costs in GSWC's Region III service areas. This decrease was partially offset by an overall increase of $1.6 million in the provision as compared to the same period of 2006. On November 16, 2007, the CPUC approved general rate case increases, retroactive to January 1, 2007, for GSWC's Region II service area. The decision reflects the revenue requirement for supply costs that included recent rate increases from GSWC's suppliers. As a result, there was less under-collection in supply costs to record as compared to 2006, resulting in an increase to the supply cost balancing account as discussed.

For the year ended December 31, 2007, the cost of power purchased for resale to customers in GSWC's BVES division decreased slightly by 1.3% to $14.2 million compared to $14.4 million for the year ended December 31, 2006 reflecting primarily lower customer demand and kilowatt-hour usage.

Unrealized (Gain) Loss on Purchased Power Contracts

Unrealized (gain) and loss on purchased power contracts represent gains and losses recorded for GSWC's purchased power agreements with Pinnacle West Marketing & Trading Company, LLC ("PWMT") (formerly Pinnacle West Capital Corporation), which qualify as derivative instruments under SFAS No. 133. In June 2007, PWMT sold many of its wholesale power contracts to Morgan Stanley Capital Group, Inc. ("MSCG"). The sale included the contract between PWMT and GSWC. GSWC was notified by PWMT about the sale of its contracts, and in September 2007 an assignment agreement was executed by GSWC, PWMT and MSCG that became effective November 1, 2007. The assignment agreement retained the identical terms and conditions of the original contract.

The $2.1 million pretax unrealized gain on purchased power contracts for the year ended December 31, 2007 is due to an increase in the forward market prices at December 31, 2007 since December 31, 2006. There was a $7.1 million pretax unrealized loss on purchased power contracts for the year ended December 31, 2006. Unrealized gains and losses at BVES will continue to impact earnings positively or negatively during the life of the contract, which terminates at the end of 2008. As of December 31, 2007, there is an accumulated unrealized loss of $1.6 million which will be recognized in income by December 31, 2008.

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Other Operating Expenses

The components of other operating expenses include primarily payroll, materials and supplies, chemicals and water treatment, and contract service costs of operating the regulated water systems, including the costs associated with water transmission and distribution, pumping, water quality, meter reading, billing, and operations of district offices. For the years ended December 31, 2007 and 2006, other operating expenses by segment consisted of the following (amounts in thousands):

	Year Ended 12/31/2007	Year Ended 12/31/2006	$ CHANGE	% CHANGE
Water Services	$ 21,721	$ 19,846	$ 1,875	9.4%
Electric Services	1,927	1,789	138	7.7%
Contracted Services	3,727	2,499	1,228	49.1%
Total other operating expenses	$ 27,375	$ 24,134	$ 3,241	13.4%

For the year ended December 31, 2007, other operating expenses for water services increased by $1.9 million due primarily to higher chemicals and water treatment costs, including supplies and materials, of $1.2 million in particular at GSWC's Region II and III services areas. Region II incurred additional costs primarily for the removal of arsenic and volatile organic compounds at six of its wells, while Region III incurred additional costs primarily for two of its treatment plants. There was also an increase in labor costs of $399,000 due to higher wages and related benefits, and an increase of $738,000 in conservation costs at GSWC's Region II service area. In 2007, GSWC began expensing conservation costs in Region II pursuant to an agreement reached with the CPUC during its general rate case. Some of the 2007 Region II conservation expenses were recovered in rates. Previously, conservation costs in Region II were capitalized and recovered in rate base. These expense increases in 2007 were offset, in part, by a decrease of $343,000 in bad debt expense.

There was also an increase in other operating expenses of $1.2 million for contracted services primarily due to the commencement of the operation of water and wastewater systems at military bases in Maryland and Virginia. ASUS operated these bases during the full year ended December 31, 2007, whereas, with service commencement dates in the first four months of 2006, they were only operated by ASUS during part of 2006. Other operating expenses increased by approximately $573,000 at these bases. There was also an increase of $654,000 in bad debt expense primarily related to aged accounts receivable balances from the U.S. government. As of December 31, 2007, approximately $2.1 million of amounts due from the U.S. government were past due.

Administrative and General Expenses

Administrative and general expenses include payroll related to administrative and general functions, all employee benefits charged to expense accounts, insurance expenses, outside legal and consulting fees, regulatory utility commission expenses, expenses associated with being a public company, and general corporate expenses. For the years ended December 31, 2007 and 2006, administrative and general expenses by segment consisted of the following (amounts in thousands):

	Year Ended 12/31/2007	Year Ended 12/31/2006	$ CHANGE	% CHANGE
Water Services	$ 40,735	$ 37,995	$ 2,740	7.2%
Electric Services	5,744	5,013	731	14.6%
Contracted Services	6,158	4,102	2,056	50.1%
Total administrative and general expenses	$ 52,637	$ 47,110	$ 5,527	11.7%

For the year ended December 31, 2007, administrative and general expenses increased by $3.5 million in water and electric services compared to the year ended December 31, 2006 due primarily to: (i) an increase of $470,000 in outside services relating primarily to additional tax, accounting and legal services; (ii) an approximate $1.9 million increase in labor costs due to higher wages largely related to Registrant's annual performance-based salary review program; (iii) an agreement with the City of Folsom to dismiss all opposition to GSWC providing service to the proposed Westborough development; the agreement requires GSWC to pay the City of Folsom $550,000 with Aerojet reimbursing GSWC for 50%, or $275,000, of the settlement payment; as of and for the year ended December 31, 2007, GSWC has recorded an obligation to the City of Folsom for $550,000, an additional receivable of $275,000 from Aerojet for the amount to be reimbursed and a net charge to administrative and general expenses in the amount of $275,000 for its share of the settlement payment; (iv) an increase in insurance premiums of approximately $610,000; (v) a $351,000 increase in rent expense for office space and the telephone system; (vi) an increase in regulatory commission expenses of approximately $149,000, and (vii) a $494,000 net increase in other miscellaneous expenses primarily related to bank fees, postage, supplies and other general corporate expenses. These increases were offset by a decrease of $741,000 in pension costs as a result of favorable changes to actuarial assumptions.

There was also an increase of $2.1 million in contracted services administrative and general expenses due primarily to: (i) the recovery in 2006 of transition period operating expenses of about $672,000 at the various military bases pursuant to the contracts with the U.S. government; there was no such recovery in 2007; (ii) an increase of approximately $367,000 in outside services including legal and consulting costs; (iii) an approximate $402,000 increase in labor and employee benefit costs; and (iv) an increase of $526,000 in allocation from the corporate headquarters to the Military Utility Privatization Subsidiaries. A final decision on the general rate case for GSWC's Region II and the application to cover general office expenses allocated to Regions II and III were approved on November 16, 2007 and imposed an increased allocation of corporate headquarters' expenses to contracted services. This adjustment was retroactive to January 1, 2007 and was made in the fourth quarter of 2007, thus negatively impacting contracted services' pretax income and positively impacting water and electric services' pretax income by the same amount.

Depreciation and Amortization

For the years ended December 31, 2007 and 2006, depreciation and amortization by segment consisted of the following (amounts in thousands):

	Year Ended 12/31/2007	Year Ended 12/31/2006	$ CHANGE	% CHANGE
Water Services	$ 26,561	$ 24,040	$ 2,521	10.5%
Electric Services	2,175	2,040	135	6.6%
Contracted Services	205	192	13	6.8%
Total depreciation and amortization	$ 28,941	$ 26,272	$ 2,669	10.2%

For the year ended December 31, 2007, depreciation and amortization expense for water and electric services increased by $2.7 million to $28.7 million compared to $26.1 million for the year ended December 31, 2006 reflecting, among other things, the effects of closing approximately $73 million of additions to utility plant during 2006, depreciation on which began in January 2007. Registrant anticipates that depreciation expense will continue to increase due to Registrant's on-going construction program at its regulated subsidiaries. Registrant believes that depreciation expense related to property additions approved by the appropriate regulatory agency will be recovered through water and electric rates.

There was also an increase in depreciation and amortization expense for contracted services due to the addition of fixed assets.

Maintenance

For the years ended December 31, 2007 and 2006, maintenance expense by segment consisted of the following (amounts in thousands):

	Year Ended 12/31/2007	Year Ended 12/31/2006	$ CHANGE	% CHANGE
Water Services	$ 14,471	$ 11,225	$ 3,246	28.9%
Electric Services	787	632	155	24.5%
Contracted Services	521	397	124	31.2%
Total maintenance	$ 15,779	$ 12,254	$ 3,525	28.8%

For the year ended December 31, 2007, maintenance expense for water services increased by 28.9% to $14.5 million compared to $11.2 million for the year ended December 31, 2006 due principally to an increase in planned and emergency maintenance on GSWC's water supply and distribution facilities. A significantly higher than anticipated number of water main repairs were completed during 2007, many of which were attributed to much colder than average temperatures reacting with the cast iron pipe materials in older sections of GSWC's distribution system. In January 2007, GSWC's largest distribution system in Los Angeles County experienced over 200 leaks due to the colder than normal temperatures. In addition to the increase in repairs to the distribution systems owned by GSWC, an increased effort in 2007 was focused on planned maintenance of fire hydrants, gate valves and flushing dead-end water lines compared to 2006.

GSWC also experienced an increase in planned and unplanned maintenance of its water supply sources, namely company-owned wells. Many planned well treatment and rehabilitation projects were deferred in 2006 due to unanticipated water quality and mechanical problems in many wells discussed above. In 2007, a number of new wells and treatment facilities were placed into service allowing GSWC to continue with the well maintenance projects originally scheduled for 2006 without experiencing a decline in groundwater production. In general, well and pump maintenance expenses continue to increase due to rising labor and material costs and more stringent water discharge requirements. These maintenance increases are included in each general rate case and are generally recovered in rates. However, amounts included in each general rate case are estimated for future years and overages from those estimates may not be covered in rates.

There was an increase of $155,000 in maintenance for electric services related to the 8.4 MW natural gas-fueled generation plant. There was also an increase of $124,000 in contracted services maintenance expense due primarily to increases at Fort Bliss.

Property and Other Taxes

For the years ended December 31, 2007 and 2006, property and other taxes by segment consisted of the following (amounts in thousands):

	Year Ended 12/31/2008	Year Ended 12/31/2007	$ CHANGE	% CHANGE
Water Services	$ 10,247	$ 9,422	$ 825	8.8%
Electric Services	882	635	247	38.9%
Contracted Services	125	130	(5)	-3.8%
Total property and other taxes	$ 11,254	$ 10,187	$ 1,067	10.5%

For the year ended December 31, 2007, overall property and other taxes increased by 10.5% to $11.3 million compared to $10.2 million for the year ended December 31, 2006 reflecting additional property taxes resulting from higher assessed values, and increases in payroll taxes based on increased labor costs.

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Construction Expenses

For the year ended December 31, 2007, ASUS construction expenses increased to $22.1 million compared to $9.0 million for the same period in 2006 reflecting the costs incurred for the construction of various improvements, renewals and replacements to the existing water and wastewater infrastructures at Fort Bliss and at the military bases located in Virginia and Maryland pursuant to contracts entered into in 2005. The increase in construction activity resulted from amendments to the original 50-year contracts with the U.S. government which required the construction of additional improvements at the various military bases. As previously mentioned, ASUS entered into a $20.6 million project for the construction of certain improvements to the existing wastewater infrastructure located at Fort Bliss. As a result of this new project, construction expenses increased by $15.7 million during 2007. The project was completed in August 2007. The increase in construction expenses because of this project was partially offset by other non-recurring construction projects that were completed in 2006.

Net Gain on Sale of Property

For the year ended December 31, 2007, water services recorded a net pretax gain of $584,000 on the sale of property. This gain includes a settlement of $325,000 reached with the Los Angeles Unified School District in connection with the condemnation of a parcel of land for the purpose of constructing a high school. This parcel of land had not been used for a number of years in GSWC's public utility operations. In addition, there was a gain of $238,000 related to the sale of property in the City of Claremont. Earnings and cash flows from these transactions are sporadic and may or may not continue in future periods.

Interest Expense

For the years ended December 31, 2007 and 2006, interest expense by segment consisted of the following (amounts in thousands):

	Year Ended 12/31/2007	Year Ended 12/31/2006	$ CHANGE	% CHANGE
Water and Electric Services	$ 20,515	$ 20,073	$ 442	2.2%
Contracted Services	1,067	1,048	19	1.8%
Total interest expense	$ 21,582	$ 21,121	$ 461	2.2%

For the year ended December 31, 2007, interest expense increased by 2.2% to $21.6 million compared to $21.1 million for the year ended December 31, 2006 primarily reflecting higher interest rates. There was also an increase in short-term borrowings. Average bank loan balances outstanding under an AWR credit facility for the year ended December 31, 2007 were approximately $32 million, as compared to an average of $28 million during the same period of 2006.

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Interest Income

For the years ended December 31, 2007 and 2006, interest income by segment consisted of the following (amounts in thousands):

	Year Ended 12/31/2007	Year Ended 12/31/2006	$ CHANGE	% CHANGE
Water and Electric Services	$ 2,340	$ 2,811	$ (471)	-16.8%
Contracted Services	31	7	24	342.9%
Total interest income	$ 2,371	$ 2,818	$ (447)	-15.9%

Interest income decreased by $447,000 for the year ended December 31, 2007 due primarily to the initial recording in the first quarter of 2006 of interest accrued on the uncollected balance of the Aerojet litigation memorandum account authorized by the CPUC. As a result, the interest income accrued on the memorandum account decreased by $355,000 between the two periods. In addition, interest income decreased reflecting the receipt of interest amounting to $381,000 related to a $3.0 million Internal Revenue Service refund received in May 2006. These decreases were partially offset by an increase in interest earned on short-term cash surplus.

Other

For the years ended December 31, 2007 and 2006, water services recorded other income of $299,000 and $459,000, respectively, as a result of its ownership interest in an equity investment.

Income Tax Expense

For the years ended December 31, 2007 and 2006, income tax expense by segment consisted of the following (amounts in thousands):

	Year Ended 12/31/2007	Year Ended 12/31/2006	$ CHANGE	% CHANGE
Water and Electric Services	$ 20,450	$ 16,117	$ 4,333	26.9%
Contracted Services	340	(436)	776	-178.0%
Total income tax expense	$ 20,790	$ 15,681	$ 5,109	32.6%

For the year ended December 31, 2007, overall income tax expense increased by 32.6% to $20.8 million compared to $15.7 million for the year ended December 31, 2006 due, in part, to an increase in pretax income of 25.9%. In addition, the ETR for the year ended December 31, 2007 was 42.6% as compared to a 40.5% ETR applicable to the year ended December 31, 2006. The variance between the ETR and the statutory tax rate primarily results from differences between book and taxable income that are treated as flow-through adjustments in accordance with regulatory requirements. The increase in the ETR in 2007 is principally due to a net increase in compensatory-related flow-through adjustments. Flow-through adjustments increase or decrease tax expense in one period, with an offsetting increase or decrease occurring in another period. In addition, during the third quarter of 2005, AWR filed an amended tax return for 2001 with the IRS which was subject to IRS and Congressional Joint Committee of Taxation (“JCT”) review. During the second quarter of 2006, the IRS and JCT reviews were completed and AWR received a refund in the amount of its original claim of $3.0 million, with interest. Consequently, in the second quarter of 2006, AWR recorded a tax benefit of $400,000, of which $351,000 was attributable to GSWC. There was no such corresponding benefit in 2007.

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Critical Accounting Policies and Estimates

Critical accounting policies and estimates are those that are important to the portrayal of AWR’s financial condition, results of operations and cash flows, and require the most difficult, subjective or complex judgments of AWR’s management. The need to make estimates about the effect of items that are uncertain is what makes these judgments difficult, subjective and/or complex. Management makes subjective judgments about the accounting and regulatory treatment of many items. The following are accounting policies that are critical to the financial statements of AWR. For more information regarding the significant accounting policies of Registrant, see Note 1 of “*Notes to Financial Statements”* included in Part II, Item 8 in Financial Statements and Supplementary Data.

Accounting for Rate Regulation — Because the Registrant operates extensively in a regulated business, it is subject to the provisions of SFAS No. 71, “*Accounting for the Effects of Certain Types of Regulation”*. Application of SFAS No. 71 requires accounting for certain transactions in accordance with regulations defined by the respective regulatory commissions of the state in which operations are conducted. Utility companies defer costs and credits on the balance sheet as regulatory assets and liabilities when it is probable that those costs and credits will be recognized in the ratemaking process in a period different from the period in which they would have been reflected in income by an unregulated company. These deferred regulatory assets and liabilities are then reflected in the income statement in the period in which the same amounts are reflected in the rates charged for service. Regulation and the effects of regulatory accounting have the most significant impact on the financial statements. When either GSWC or CCWC file for adjustments to rates, the capital assets, operating costs and other matters are subject to review, and disallowances could occur. In the event that a portion of the Registrant’s operations is no longer subject to the provisions of SFAS No. 71, Registrant would be required to write-off related regulatory assets and liabilities that are not specifically recoverable and determine if other assets might be impaired. If a regulatory commission determined that a portion of the Registrant’s assets are not recoverable in customer rates, Registrant would be required to determine if it had suffered an asset impairment that would require a write-down in the assets’ valuation. At December 31, 2008, the consolidated balance sheet included regulatory assets, less regulatory liabilities, of approximately $120.2 million. Management continually evaluates the anticipated recovery of regulatory assets, liabilities, and revenues subject to refund and will provide for allowances and/or reserves as deemed necessary. In the event that Registrant’s assessment as to the probability of the inclusion in the ratemaking process is incorrect, the associated regulatory asset or liability would be adjusted to reflect the change in our assessment or the impact of regulatory approval of rates.

As permitted by the CPUC, GSWC maintains water and electric supply cost balancing accounts to track under and over collections of revenues designed to recover such costs. These under-collections and over-collections are included in AWR’s regulatory assets, net of regulatory liabilities and totaled approximately $27.9 million as of December 31, 2008. Costs are recorded as expenses and charged to balancing accounts when such costs are incurred. The balancing accounts are reversed when such costs are recovered through rate adjustments or through refunds of previously incurred costs. The amounts included in these accounts primarily relate to increases in amounts charged to GSWC for purchased water, purchased power, and pump taxes that are different from amounts incorporated into the rates approved by the CPUC. GSWC accrues interest on its supply cost balancing accounts at the prevailing rate for 90-day commercial paper. The under-collections and over-collections are recorded as regulatory assets and liabilities in accordance with SFAS No. 71 on a monthly basis. Reviews by the CPUC occur at the time of the filing of a rate case or an advice letter. Management continually evaluates the anticipated recovery of these under-collections and will provide for allowances and/or reserves as deemed necessary. In the event that Registrant’s assessment as to the probability of the inclusion in the ratemaking process is incorrect, the associated regulatory asset would be adjusted to reflect the change in our assessment or change as a result of regulatory approval. Recent adjustments to the regulatory assets based on amounts approved by the CPUC have not been material.

Effective November 25, 2008 with the adoption of the WRAM, GSWC also implemented the MCBA and began tracking adopted expense levels for purchased water, purchased power and pump taxes, as established by the CPUC. Variances (which include the effects of changes in both rate and volume) between adopted and actual purchased water, purchased power, and pump tax expenses are recorded as a component of the supply cost balancing account provision, as the amount of such variances will be recovered from or refunded to GSWC’s customers at a later date. The balances in the WRAM and MCBA assets and liabilities accounts will fluctuate on a monthly basis depending upon the variance between adopted and actual results. The recovery or refund of the WRAM is netted against the MCBA over- or under-recovery for the corresponding Region and is also interest bearing at the current 90 day commercial paper rate. When the net amount achieves a pre-determined level for the respective region (i.e., at least 2.5 percent over- or under-recovery of the approved revenue requirement), GSWC intends to seek approval from the CPUC to refund or collect the balance in the accounts. As of December 31, 2008, GSWC has a net aggregated regulatory asset of $825,000 which is comprised of a $1,322,000 under-collection in the WRAM accounts and a $497,000 over-collection in the MCBA accounts. Management will evaluate the anticipated recovery of this under-collection and will provide for allowances and/or reserves as deemed necessary.

Revenue Recognition — GSWC and CCWC record water and electric utility operating revenues when the service is provided to customers. Operating revenues include unbilled revenues that are earned (service has been provided) but not billed by the end of each accounting period. The historical actual unbilled revenues are calculated, from each customer billing record that was billed after the end of the accounting period, based on the number of days that the service had been provided. Unbilled revenues are recorded for both monthly and bi-monthly customers. The unbilled revenues are based on customer billings subsequent to year end which are used to compile the actual unbilled consumption as of the year end reporting period. In addition, effective November 25, 2008 with the adoption of the WRAM, GSWC began recording the difference between what is billed to its regulated customers in Regions II and III and that which is authorized by the CPUC.

Revenues from non-regulated operations and maintenance agreements are recognized when services have been rendered to companies, municipalities or the U.S. government under such agreements. Revenues from firm, fixed-price construction contracts pursuant to 50-year contracts with the U.S. government are recognized on the percentage-of-completion method of accounting and, therefore, take into account the cost, estimated earnings, and revenue to date on contracts not yet completed. The amount of revenue recognized is largely based on costs expended to date and is measured by the percentage of the actual cost to-date to the estimated total cost for each contract. This method is used because management considers it to be the best available measure of progress on these contracts. Revenues from cost-plus-profit contracts are recognized on the basis of costs incurred during the period plus the profit earned, measured by the cost-to-cost method. Contract costs include all direct material and labor costs charged by subcontractors and those indirect costs related to contract performance, such as indirect labor, supplies, tools, repairs, and overhead costs. Administrative and general costs are charged to expense as incurred. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined. Changes in job performance, job conditions, change orders and estimated profitability, including those arising from contract penalty provisions, and final contract settlements may result in revisions to costs and income and are recognized in the period in which the revisions are determined.

Income Taxes — Registrant's income tax calculations require estimates due principally to the regulated nature of the operations of GSWC and CCWC, the multiple states in which Registrant operates, and potential future tax rate changes. Registrant uses the asset and liability method of accounting for income taxes under which deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured us ing enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Changes in regulatory treatment, or significant changes in tax-related estimates, assumptions or law, could have a material impact on the financial position and results of operations of Registrant. As a regulated utility, GSWC treats certain temporary differences as flow-through adjustments in computing its income tax provision consistent with the income tax approach approved by the CPUC for ratemaking purposes. Flow-through adjustments increase or decrease tax expense in one period, with an offsetting increase or decrease occurring in another period. Giving effect to these temporary differences as flow-through adjustments typically results in a greater variance between the effective tax rate and the statutory federal income tax rate in any given period than would otherwise exist if GSWC were not required to account for its income taxes as a regulated enterprise.

Effective January 1, 2007, Registrant and GSWC adopted FASB Interpretation No. 48, *"Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement No. 109"* ("FIN 48"). As of December 31, 2008, Registrant's total amount of unrecognized tax benefits was $4.2 million of which none, if recognized, would affect the effective tax rate. See Note 10 (Income Taxes) of *Notes to Consolidated Financial Statements*.

Impairment of Goodwill and Other Long-Lived Assets — In accordance with SFAS No. 142, *"Goodwill and Other Intangible Assets,"* goodwill is tested for impairment at least annually on December 31 and more frequently if circumstances indicate that it may be impaired. At December 31, 2008, Registrant has $4.6 million of goodwill. Goodwill impairment testing is performed at the operating segment (or "reporting unit") level. The goodwill impairment model is a two-step process. First, it requires a comparison of the book value of net assets to the fair value of the related operations that have goodwill assigned to them. Registrant uses the terminal multiple valuation method in estimating fair value which assumes a business will be sold at the end of the projection period at a specific terminal multiple. Earnings and discounted cash flows were developed from Registrant's internal forecasts. Additionally, management must make an estimate of a weighted average cost of capital to be used as a company-specific discount rate, which takes into account certain risk and size premiums, long-term bond yields, and the capital structure of the industry. Changes in these projections or estimates could result in a reporting unit either passing or failing the first step in the SFAS No. 142 impairment model, which could significantly change the amount of any impairment ultimately recorded.

Registrant also considers other qualitative and quantitative factors, including terminal multiples used in the water industry, the regulatory environment in which the reporting unit operates that can significantly impact future earnings and cash flows, and the effects of the volatile current economic environment. If the fair value is determined to be less than book value, a second step is performed to compute the amount of the impairment. In this process, a fair value for goodwill is

estimated, based in part on the fair value of the applicable reporting unit's assets and liabilities used in the first step, and are compared to its carrying value. The fair values for the majority of such assets and liabilities are equal to their carrying values; however, the fair values of the applicable debt are highly dependent upon market conditions surrounding the measurement date. The amount by which carrying value exceeds fair value represents the amount of goodwill impairment.

Registrant completed its impairment testing as of December 31, 2008 and determined that CCWC's goodwill had been impaired resulting in a $7.7 million charge during the fourth quarter of 2008. If changes in circumstances or events occur, or estimates and assumptions which were used in the impairment test change, Registrant might be required to record additional impairment charges for goodwill. As of December 31, 2008, CCWC has $3.5 million of goodwill remaining which may be at risk for potential impairment if the requested rate increases are not granted by the ACC. As of December 31, 2008, ASUS has $1.1 million of goodwill which may also be at risk for potential impairment if future price redeterminations and equitable adjustments are not granted by the U.S. government.

Periodically, Registrant also reviews for possible impairment of its utility plant in service in accordance with SFAS No. 90, *"Regulated Enterprises — Accounting for Abandonments and Disallowances of Plant Costs"*. During 2007 and 2006, approximately $53,000 and $317,000, respectively, was written-off due to disallowances by the regulator. Registrant determined that there were no impairment losses for 2008. Registrant also reviews regulatory assets for the continued application of SFAS No. 71.

Derivative Instruments — In 2001 and 2002, GSWC entered into various block-forward purchase power contracts. Certain of these contracts did not qualify for the normal purchases and normal sales exception to SFAS No. 133, *"Accounting for Derivative Instruments and Hedging Activities,"* as amended by SFAS Nos. 138 and 149, and have been recognized at fair market value on the balance sheet as an asset or liability and an unrealized gain or loss against earnings. On a monthly basis, the related asset or liability was adjusted to reflect the fair market value at the end of the month. As these contracts settled, the realized gains or losses were recorded in power purchased for resale, and the unrealized gains or losses were reversed. As a result, GSWC recognized pretax unrealized gains of $1,554,000 and $2,100,000 for the years ended December 31, 2008 and 2007, respectively, and a pretax unrealized loss of $7,071,000 for the year ended December 31, 2006. The increases and decreases in energy prices throughout the terms of these contracts resulted in significant fluctuations to GSWC's results of operations. The market prices for energy used to determine the fair value for this derivative instrument were estimated based on independent sources such as broker quotes and publications. The contracts entered into in 2001 and 2002 all expired as of December 31, 2008.

In October 2008, GSWC executed a new purchased power contract that will provide power to BVES effective January 1, 2009 at a fixed cost over three and five year terms depending on the amount of power and period during which the power will be purchased under the contract. The new contract is subject to CPUC approval. The new contract will also be subject to SFAS No. 133 and will require mark-to-market derivative accounting. Included in GSWC's filing to the CPUC requesting approval of the new contract, GSWC also requested the CPUC to authorize the establishment of regulatory asset and liability accounts to offset the entries required by SFAS No. 133. If approved by the CPUC as requested, all unrealized gains and losses generated from the new purchased power contract would be deferred on a monthly basis into the non-interest bearing regulatory accounts that would track the changes in fair value of the derivative throughout the term of the contract. Changes in the fair value of the derivative throughout the term of the new contract will be included in the regulatory accounts established upon approval of the contract by the CPUC and would, as a result, no longer affect GSWC's earnings at that time.

Pension and Postretirement Medical Benefits - Registrant's pension and postretirement medical benefit obligations and related costs are calculated using the actuarial concepts, within the framework of SFAS No. 87, *"Employer's Accounting for Pensions"* and SFAS No. 106, *"Employer's Accounting for Postretirement Benefits Other than Pensions"*, respectively. Two critical assumptions, the discount rate and the expected return on plan assets, are important elements of expense and/or liability measurement. We evaluate these critical assumptions annually. Other assumptions include the healthcare cost trend rate and employee demographic factors such as retirement patterns, mort ality, turnover and rate of compensation increase. The discount rate enables Registrant to state expected future cash payments for benefits as a present value on the measurement date. The guideline for setting this rate is a high-quality, long-term corporate bond rate. Registrant's discount rates were determined by considering the average of pension yield curves constructed using a large population of high quality corporate bonds. The resulting discount rates reflect the matching of plan liability cash flows to the yield curves. A lower discount rate increases the present value of benefit obligations and increases periodic pension expense. Conversely, a higher discount rate decreases the present value of benefit obligations and decreases periodic pension expense. To determine the expected long-term rate of return on the plan assets, Registrant considers the current and expected asset allocation, as well as historical and expected returns on each plan asset class. A lower expected rate of ret urn on plan assets will increase pension and postretirement expense. The long-term expected return on plan assets was 7% in both 2008 and 2007, for both the pension and postretirement medical plans.

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Pension Plan - For the pension plan obligation, Registrant decreased the discount rate to 6.15% as of December 31, 2008 from 6.55% as of December 31, 2007 to reflect market interest rate conditions at December 31, 2008. At December 31, 2008, Registrant's pension plan inclu ded a $95.4 million projected benefit obligation ("PBO"), a $78.7 million in accumulated benefit obligation ("ABO") and $54.2 million in plan assets stated at fair value. Total net period pension cost for 2008 was $4.2 million. A 25 basis point decrease in the assumed discount rate would have increased total net periodic pension expense for 2008 by approximately $372,000 or 8.9%, and would have increased the PBO and ABO at December 31, 2008 by $3.6 million, or approximately 3.8%. A 25 basis point decrease in the long-term return on pension plan asset assumption would have increased 2008 pension cost by approximately $176,000.

In addition, changes in the fair value of plan assets will impact future pension cost and the Plan's funded status. Volatile market conditions have affected the value of AWR's trust established to fund its future long-term pension benefits. The market value of the investments within the plan trust declined by approximately 25% during the year ended December 31, 2008. Unless the market recovers, reductions in the value of plan assets will result in increased future expense, an increase in the underfunded position and increased future contributions. As of February 28, 2009, the fair value of the pension plan assets decreased to $48.6 million due to changes in market conditions. In March 2009, Registrant filed an advice letter with the CPUC requesting authorization to establish a Pension Costs Memorandum Account. If this account is approved, Registrant will track the difference between the pension costs authorized by the CPUC and included in customer rates, and actual pension costs. Registrant will not record the amounts in this account as a regulatory asset until they are reviewed and approved by the CPUC. If approved by the CPUC, Registrant will then establish a regulatory asset with a corresponding increase to earnings. Until then, Registrant expects that its earnings will be negatively affected by increasing pension costs.

Funding requirements for qualified defined benefit pension plans are determined by government regulations and not by accounting pronouncements. However, in 2007 Registrant began contributing the pension cost determined by SFAS No. 87 which exceeded the minimum required contribution. In accordance with this funding policy, during 2009 the pension contribution is expected to be approximately $8.5 million. The Pension Protection Act of 2006 was signed into law in August 2006. In establishing the contribution amount, Registrant has considered the potential impact of funding rule changes under this Act.

Postretirement Plan - The discount rate for the postretirement medical benefit obligation was increased to 6.40% as of December 31, 2008 from 6.35% as of December 31, 2007. At December 31, 2008, Registrant's postretirement medical benefit plan reflected a $10.3 million PBO and $4.9 million in plan assets stated at fair value. Total expense for this plan was $912,000 for 2008. A 25 basis point decrease in the assumed discount rate would have increased the net periodic cost for 2008 by a nominal amount and would increase the PBO and ABO at December 31, 2008 by approximately $260,000 or approximately 2.5%. A 25 basis point decrease in the long-term return on postretirement plan asset assumption would have increased 2008 postretirement medical expense by approximately $14,000. As of February 28, 2009, the fair value of the postretirement plan assets decreased to $4.4 million due to changes in market conditions. Furthermore, increasing the health care cost trend rate by one percentage point would increase the PBO and ABO as of December 31, 2008 by $1.2 million and annual service and interest costs by $116,000. Decreasing the health care cost trend rate by one percentage point would decrease the PBO and ABO as of December 31, 2008 by $1.0 million and annual service and interest costs by $99,000.

Registrant adopted SFAS No. 158, *"Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans — an amendment of FASB Statements No. 87, 88, 106 and 132(R)"* on December 31, 2006. As a result of adopting SFAS No. 158 on December 31, 2006, Registrant recorded the underfunded status of its pension and other postretirement benefit plans on the balance sheet and recorded a regulatory asset for these costs that would otherwise be charged to common shareholders' equity, as it anticipates recoverability of the costs through customer rates. SFAS No. 158 did not currently change how net periodic costs for pensions and other postretirement benefits are accounted for in the statements of income. The PBO of the pension and other postretirement plans exceeded the related fair value of plan assets at the December 31, 2008, 2007 and 2006 measurement date by $46.6 million, $16.9 million and $28.3 million, respectively. The increases in 2008 were caused by declines in the market value of plan assets due to current market conditions, and a lower discount rate used for the Pension Plan. The decrease in 2007 resulted primarily from the effect of an increase in discount rates and an increase in plan assets during 2007 due to positive equity market performance and pension contributions. Changes in the plan's funded status will affect the assets and liabilities recorded on the balance sheet in accordance with SFAS No. 158. Due to Registrant's regulatory recovery treatment, the recognition of the funded status is offset by a regulatory asset pursuant to SFAS No. 71.

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Liquidity and Capital Resources

AWR

Registrant's regulated business (primarily that of GSWC), is capital intensive and requires considerable capital resources. A portion of these capital resources are provided by internally generated cash flows from operations. When necessary, Registrant obtains funds from external sources in the capital markets and through bank borrowings. Access to external financing on reasonable terms depends on Registrant's credit ratings and current business conditions, including that of the water utility industry in general as well as conditions in the debt or equity capital markets. If these business and market conditions deteriorate to the extent that AWR no longer has access to the capital markets at reasonable terms, Registrant has access to a revolving credit facility that is currently utilized to support operations. On August 25, 2008, AWR amended its $85 million syndicated credit facility, to increase the aggregate bank commitments by $30 million to $115 million. Up to $20 million of this facility may be used for letters of credit. As of December 31, 2008, an aggregate of $74.7 million in cash borrowings were included in current liabilities and approximately $11.1 million of letters of credit were outstanding under this facility. As of December 31, 2008, AWR had $29.2 million available to borrow under the credit facility.

AWR also has a Registration Statement on file with the Securities and Exchange Commission ("SEC") for the sale from time to time of debt and equity securities. As of December 31, 2008, $150.0 million was available for issuance under this Registration Statement which will expire in August 2009. AWR is planning on issuing common shares in 2009 depending on market conditions. Proceeds from the issuance of common shares are expected to be used to pay down short-term borrowings. In addition, a senior note in the amount of $40.0 million has been issued on March 10, 2009, to CoBank, ACB ("CoBank"). Under the terms of this senior note, CoBank purchased a 6.7% Senior Note due March 10, 2019 in the aggregate principal amount of $40.0 million from GSWC. The proceeds will be used to pay down intercompany short-term borrowings and to fund capital expenditures.

Registrant believes that AWR's sound capital structure and "A Stable" credit rating, combined with its financial discipline, will enable AWR to access the debt and/or equity markets. However, unpredictable financial market conditions in the future may limit its access or impact the timing of when to access the market, in which case Registrant may choose to temporarily reduce its capital spending. Capital expenditures were approximately $77.0 million during 2008, an increase of $27.2 million over the same period last year which were used for infrastructure replacements and improvements. Capital expenditures during 2008 were funded primarily by internally generated cash, short-term borrowings, and advances and contributions from developers. Registrant's capital budget for 2009 is estimated at $75 million.

AWR funds its operating expenses and pays dividends on its outstanding common shares primarily through dividends from GSWC and through proceeds from equity issuances not invested in subsidiaries. The ability of GSWC to pay dividends to AWR is restricted by California law. Under restrictions of the California tests, at December 31, 2008, approximately $129.8 million was available from the retained earnings of GSWC to pay dividends to AWR. GSWC is also subject to contractual restrictions on its ability to pay dividends. GSWC's maximum ability to pay dividends is restricted by certain Note Agreements to the sum of $21 million plus 100% of consolidated net income from various dates plus the aggregate net cash proceeds received from capital stock offerings or other instruments convertible into capital stock from various dates. Under the most restrictive of the Note Agreements, $237.3 million was available to pay dividends to AWR as of December 31, 2008. GSWC is also prohibited from paying dividends if, after giving effect to the dividend, its total indebtedness to capitalization ratio (as defined) would be more than 0.6667 to 1. Dividends in the amount of $13.2 million, $17.2 million and $17.2 million were paid to AWR by GSWC during the years ended December 31, 2008, 2007 and 2006, respectively.

AWR has paid common dividends for over 75 consecutive years. On January 27, 2009, AWR declared a regular quarterly dividend of $0.250 per Common Share. The dividend, totaling approximately $4.3 million, was paid on March 2, 2009 to common shareholders of record at the close of business on February 10, 2009. In 2008, 2007 and 2006, AWR paid quarterly dividends to shareholders, totaling approximately $17.3 million or $1.000 per share, $16.3 million or $0.955 per share, and $15.4 million or $0.910 per share, respectively. AWR's ability to pay cash dividends on its Common Shares outstanding depends primarily upon cash flows from GSWC. AWR presently intends to continue paying quarterly cash dividends in the future, on or about March 1, June 1, September 1 and December 1, subject to earnings and financial condition, regulatory requirements and such other factors as the Board of Directors may deem relevant.

AWR anticipates that interest costs will increase in future periods due to the need for additional external capital to fund its construction program, and potential market interest rate increases. AWR believes that costs associated with capital used to fund construction at its regulated subsidiaries will continue to be recovered in water and electric rates charged to customers. However, the proposed decision in the GSWC cost of capital proceeding authorized an interest rate balancing account to track interest costs of new debt. This balancing account would track any difference between the forecast incremental cost of debt included in the cost of capital adopted and the actual cost of debt for any long-term debt issued by GSWC from the effective date of the final decision.

Due to recent market events, the fair value of the plan assets for the pension and postretirement plans have declined since December 31, 2007. Lower plan asset values resulted in: (i) an increase in AWR's underfunded positions on the balance sheet with a corresponding increase in regulatory assets for pensions and other postretirement obligations at December 31, 2008, and (ii) a significant increase in pension and postretirement expense and required cash contributions in 2009, and in subsequent years to the extent the effects are not offset by the effects of a change in the discount rate.

In August 2008, Standard & Poor's reaffirmed a rating of "A Stable" for both AWR and GSWC. S&P debt ratings range from AAA (highest rating possible) to D (obligation is in default). Securities ratings are not recommendations to buy, sell or hold a security and are subject to change or withdrawal at any time by the rating agency.

Cash Flows from Operating Activities:

Registrant's future cash flows from operating activities will be affected by utility regulation; infrastructure investment; maintenance expenses; inflation; compliance with environmental, health and safety standards; production costs; customer growth; per customer usage of water and electricity; weather and seasonality; and required cash contributions to pension and postretirement plans. In addition, future cash flows from non-regulated subsidiaries will depend on new business activities, including military base operations and the construction of new and/or replacement infrastructure at the different military bases, timely redetermination of prices and requests for equitable adjustments of prices and timely collection of payments from the U.S. government.

Cash flows from operating activities have generally been sufficient to meet operating requirements and a portion of capital expenditure requirements. As previously mentioned, AWR amended its $85 million syndicated credit facility, to increase the aggregate bank commitments by $30 million to $115 million. Registrant will continue to seek access to debt and equity capital markets to meet future operating requirements and capital expenditure requirements. There can be no assurance that Registrant will be able to successfully access such markets on favorable terms or at all. Operating cash flows can be negatively affected by changes in the regulatory environments and changes in economic conditions.

Taking into account the factors noted above, Registrant also obtains cash from non-operating sources such as the proceeds from debt issuances, customer advances for and contributions in aid of construction and equity offerings, discussed below in financing activities.

Net cash provided by operating activities was $62.1 million for the year ended December 31, 2008 as compared to $51.0 million for the same period ended December 31, 2007. The overall increase of $11.1 million was primarily attributable to an increase in water revenues at GSWC due to higher water rates charged to customers that were approved by the CPUC, and an increase of $6.6 million in cash advances at ASUS for billings in excess of costs and estimated earnings on uncompleted contracts collected during the year ended December 31, 2008 from the U.S. government, primarily at Fort Jackson and Fort Bragg. The timing of cash receipts and disbursements related to working capital items, including rate recovery from customers of regulatory assets, also affected the changes in net cash provided by operating activities. Changes in cash flows from operating activities were generally consistent with changes in the results of operations as adjusted by changes in working capital in the normal course of business.

Cash Flows from Investing Activities:

Net cash used in investing activities, which consists primarily of capital expenditures at GSWC, increased to $79.3 million for the year ended December 31, 2008 as compared to $49.3 million for the same period in 2008. This increase was primarily due to $27.2 million higher capital expenditures consistent with Registrant's capital investment plan for 2008. Also in 2008, ASUS completed the acquisition of substantially all assets of the subcontractor that provided wastewater services for the Military Utility Privatization Subsidiaries for an aggregate purchase price of $2.3 million related to the assets. In 2007, cash used in investing activities also included proceeds received on the sale of property. There were no proceeds received on the sale of property during 2008.

Cash flows used in investing activities are expected to maintain at similar levels during 2009. Capital expenditures are expected to be approximately $75 million during 2009. Registrant intends to invest capital prudently to provide essential services to its regulated customer base, while working with its regulators to have the opportunity to earn a fair rate of return on investment. Registrant's infrastructure investment plan consists of both infrastructure renewal programs, where infrastructure is replaced, as needed, and major capital investment projects, where new water treatment and delivery facilities will be constructed. Projected capital expenditures and other investments are subject to periodic review and revision to reflect changes in economic conditions and other factors.

Cash Flows from Financing Activities:

Registrant's financing activities include the issuance and repayments of long-term debt and notes payable to banks, primarily through its wholly owned subsidiary, GSWC, the issuance of common shares, proceeds from stock option

exercises, and the payment of dividends on common shares. In order to finance new infrastructure, Registrant also receives customer advances for and contributions in aid of construction (net of refunds).

Net cash provided by financing activities was $22.8 million for the year ended December 31, 2008 as compared to net cash used of $3.3 million for the same period in 2007. The increase of $26.1 million in net cash provided by financing activities was primarily caused by an increase of $32.3 million in notes payable to banks to fund operations. This increase was partially offset by an increase of $918,000 in dividends paid to AWR's shareholders and a decrease of $3.2 million in the proceeds from stock option exercises in 2008.

GSWC

GSWC funds the majority of its operating expenses, payments on its debt, and dividends on its outstanding common shares and a portion of its construction expenditures through internal sources. Internal sources of cash flow are provided primarily by retention of a portion of earnings from operating activities. Internal cash generation is influenced by factors such as weather patterns, environmental regulation, litigation, changes in supply costs and regulatory decisions affecting GSWC's ability to recover these supply costs, timing of rate relief, increases in maintenance expenses and capital expenditures. GSWC has $100.0 million available for issuance of debt or equity securities under a Registration Statement that became effective in February 2009.

As mentioned previously, GSWC relies on external sources, including equity investments and short-term borrowings from AWR, and long-term debt to help fund a portion of its construction expenditures. In addition, GSWC receives advances and contributions from customers, home builders and real estate developers to fund construction necessary to extend service to new areas. Advances for construction are refundable generally at rates ranging from 10% to 22% of the revenues received from the installation for which funds were advanced or in equal annual installments over periods of time ranging from 10 to 40 year periods. Amounts which are no longer refundable are reclassified to contributions in aid of construction. Utility plant funded by advances and contributions is excluded from rate base. Generally, GSWC depreciates contributed property and amortizes contributions in aid of construction at the composite rate of the related property.

Cash Flows from Operating Activities:

Net cash provided by operating activities was $63.1 million for the year ended December 31, 2008 as compared to $48.4 million for the same period in 2007. The increase of $14.7 million is primarily attributable to increased water revenues resulting from higher water rates charged to customers that were approved by the CPUC, and the timing of cash receipts and disbursements related to working capital items affecting the changes in net cash provided by operating activities, including rate recovery from customers of GSWC's regulatory assets. Changes in cash flows from operating activities were generally consistent with changes in the results of operations in the normal course of business.

Cash Flows from Investing Activities:

Net cash used in investing activities increased to $73.1 million for the year ended December 31, 2008 as compared to $46.1 million for the same period in 2007. This increase was due to higher capital expenditures consistent with GSWC's 2008 capital improvement plan. In 2007, cash used in investing activities was partially offset by proceeds received on the sale of property. There were no proceeds received on the sale of property during 2008. GSWC is expected to incur capital expenditures in 2009 of approximately $75 million primarily for upgrades to its water supply and distribution facilities as well as costs for computer software and implementation.

Cash Flows from Financing Activities:

Net cash provided by financing activities was $12.4 million for the year ended December 31, 2008 as compared to net cash used of $2.6 million for the same period in 2007. The increase in net cash provided by financing activities was primarily due to the issuance of 12 additional GSWC Common Shares to AWR for $30.0 million. GSWC used the proceeds to pay down intercompany debt owed to AWR. Accordingly, there was a $17.0 million decrease in the net change in intercompany borrowings. There was also a $4.0 million decrease in dividends paid to AWR.

CCWC and ASUS

CCWC funds the majority of its operating expenses, payments on its debt and dividends, if any, through internal operating sources or short-term borrowings from AWR. CCWC also relies on external sources, including long-term debt, contributions-in-aid-of-construction, advances for construction and install-and-convey advances, to fund the majority of its construction expenditures. ASUS funds its operating expenses primarily through management fees and investments by or loans from AWR. ASUS, in turn, provides funding to its subsidiaries.

Contractual Obligations, Commitments and Off Balance Sheet Arrangements

Registrant has various contractual obligations which are recorded as liabilities in the consolidated financial statements. Other items, such as certain purchase commitments and operating leases are not recognized as liabilities in the consolidated financial statements, but are required to be disclosed.

In addition to contractual maturities, Registrant has certain debt instruments that contain annual sinking fund or other principal payments. Registrant believes that it will be able to refinance debt instruments at their maturity through public issuance, or private placement, of debt or equity. Annual payments to service debt are generally made from cash flow from operations.

The following table reflects Registrant's contractual obligations and commitments to make future payments pursuant to contracts as of December 31, 2008. All obligations and commitments are obligations and commitments of AWR unless otherwise noted.

	Payments/Commitments Due by Period (1)				
($ in thousands)	**Total**	**Less than 1 Year**	**1-3 Years**	**4-5 Years**	**After 5 Years**
Notes/Debentures (2)	$ 173,100	$ —	$ —	$ 3,100	$ 170,000
Private Placement Notes (3)	68,000	—	—	—	68,000
Tax-Exempt Obligations (4)	18,584	89	215	6,225	12,055
Other Debt Instruments (5)	1,203	237	526	254	186
Total GSWC Long-Term Debt	260,887	326	741	9,579	250,241
Chaparral City Water Co. Debt (6)	6,285	310	675	755	4,545
Total AWR Long-Term Debt	$ 267,172	$ 636	$ 1,416	$ 10,334	$ 254,786
Interest on Long-Term Debt (7)	$ 369,966	$ 18,692	$ 37,312	$ 37,143	$ 276,819
Advances for Construction (8)	86,816	3,508	6,718	6,718	69,872
Purchased Power Contracts (9)	40,945	8,436	17,995	14,514	—

Capital Expenditure Commitments (10)	17,634	17,634	—	—	—
Water Purchase Agreements (11)	60,600	14,502	27,912	14,245	3,941
Operating Leases (12)	11,587	2,938	5,058	2,783	808
Employer Contributions (13)	48,228	9,468	19,432	19,328	—
Chaparral City Water Co. (14)	401	160	241	—	—
SUB-TOTAL	$ 636,177	$ 75,338	$ 114,668	$ 94,731	$ 351,440
Other Commitments (15)	83,934				
TOTAL	$ 987,283				

(1) Excludes dividends and facility fees.

(2) The Notes and Debentures are issued under an Indenture dated as of September 1, 1993, as amended in December 2008. The Notes and Debentures do not contain any financial covenants that Registrant believes to be material or cross default provisions.

(3) Private Placement Notes in the amount of $28 million were issued pursuant to the terms of note purchase agreements with substantially similar terms. These agreements contain restrictions on the payment of dividends, minimum interest coverage requirements, a maximum debt to capitalization ratio and a negative pledge. Pursuant to the terms of these agreements, GSWC must maintain a minimum interest coverage ratio of two times interest expense. In addition, a senior note in the amount of $40 million was issued in October 2005, to CoBank. Under the terms of the senior note, the Company may not incur any additional debt or pay any distributions to its shareholders if, after giving effect thereto, it would have a debt to capitalization ratio in excess of .6667 to 1 or a debt to Earnings Before Interest, Taxes, Depreciation and Amortization ("EBITDA") ratio of more than 8 to 1. GSWC does not currently have any outstanding mortgages or other encumbrances on its properties.

(4) Consists of obligations under a loan agreement supporting $7.9 million in outstanding debt issued by the California Pollution Control Financing Authority, $6 million in obligations supporting $6 million in certificates of participation issued by the Three Valleys Municipal Water District and $4.7 million of obligations incurred by GSWC with respect to its 500 acre-foot entitlement to water from the State Water Project ("SWP"). These obligations do not contain any financial covenants believed to be material to Registrant or any cross default provisions. GSWC's obligations with respect to the certificates of participation issued by the Three Valleys Municipal Water District are supported by a letter of credit issued by Wells Fargo Bank. In regards to its SWP entitlement, GSWC has entered into agreements with various developers for 422 acre-feet, in the aggregate, of its 500 acre-foot entitlement to water from the SWP.

(5) Consists of $721,000 outstanding under a fixed rate obligation incurred to fund construction of water storage and delivery facilities with the Three Valleys Municipal Water District, $339,000 outstanding under a variable rate obligation incurred to fund construction of water delivery facilities with the Three Valleys Municipal Water District and an aggregate of $143,000 outstanding under capital lease obligations. These obligations do not contain any financial covenants believed to be material to Registrant or any cross default provisions.

(6) Consists of $6.3 million of outstanding obligations under a loan agreement supporting Industrial Development Revenue Bonds. The loan agreement contains provisions that establish a maximum of 65% debt in the capital structure, limits cash distributions when the percentage of debt in the capital structure exceeds 55% and requires a debt service coverage ratio of two times interest expense.

(7) Consists of expected interest expense payments assuming Registrant's long-term debt remains outstanding until maturity. Current interest rates were used to estimate expected interest expense payments on variable rate long-term debt.

(8) Advances for construction represent annual contract refunds to developers for the cost of water systems paid for by the developers. The advances are generally refundable in equal annual installments over periods of time ranging from 10 to 40-year periods, or at rates ranging from 10% to 22% of the revenue received from the installation for which funds were advanced.

(9) Consists of the new purchased power contract executed in October 2008 with Shell Energy North America (US), LP ("Shell") that began providing power to BVES effective January 1, 2009 at a fixed cost over three and five year terms depending on the amount of power and period during which the power will be purchased under the contract.

(10) Consists of noncancelable commitments primarily for capital projects under signed contracts.

(11) Water purchase agreements consist of: (i) contracts with various governmental entities to purchase imported water for an aggregate remaining commitment of $53.7 million, which expire on an agreement by agreement basis commencing in 2011 through 2013; (ii) a remaining amount of $2.4 million under an agreement with the City of Claremont to lease water rights that were ascribed to the City as part of the Six Basins adjudication (the initial term expires in 2028 with an option to renew this agreement for 10 more years), and (iii) an aggregate amount of $4.5 million of other water purchase commitments with other third parties. In some cases, the amount of the commitment is estimated based on current rates per acre-foot of water purchased. These rates may be changed annually.

(12) Reflects Registrant's future minimum payments under noncancelable operating leases.

(13) Primarily consists of Registrant's expected contributions (all by employer) to its pension and postretirement plans in 2009, 2010, 2011, 2012 and 2013. These amounts are estimates and are subject to change based on, among other things, the limits established for federal tax deductibility (pension plan), and the significant impact that returns on plan assets and changes in discount rates might have on such amounts. Also included are Registrant's estimated future contributions for the Supplemental Executive Retirement Plan which equal the expected benefit payments under this plan.

(14) CWC has a long-term water supply contract with the Central Arizona Conservation District (the "District") through September 2033, and is entitled to take 8,909 acre-feet of water per year from CAP. There is an annual charge based on the amount of CCWC's entitlement. This charge does not depend upon the amount of water delivered. The rate for such charge is set by the District and is subject to annual increases. The estimated remaining commitment under this contract is $401,000 as of December 31, 2008.

(15) Other commitments consist of: (i) a $115 million syndicated revolving credit facility, of which $74.7 million was outstanding as of December 31, 2008; (ii) a $3.9 million asset retirement obligation that reflects principally the retirement of wells, which by law need to be properly capped at the time of removal; (iii) $296,000 with respect to a $6,296,000 irrevocable letter of credit issued by Wells Fargo Bank to support the certificates of participation of Three Valleys Municipal Water District (the other $6,000,000 is reflected under tax-exempt obligations); (iv) an irrevocable letter of credit in the amount of $850,000 for the deductible in Registrant's business automobile insurance policy; (v) an irrevocable letter of credit in the amount of $580,000 that expires in October 2009 for its energy scheduling agreement with Automated Power Exchange as security for the purchase of power, and (vi) an irrevocable letter of credit in the amount of $3,600,000 pursuant to a settlement agreement with Edison to cover Registrant's commitment to pay the settlement amount. All of the letters of credit are issued pursuant to the syndicated revolving credit facility. The syndicated revolving credit facility contains restrictions on prepayments, disposition of property, mergers, liens and negative pledges, indebtedness and guaranty obligations, transactions with affiliates, minimum interest coverage requirements, a maximum debt to capitalization ratio, and a minimum debt rating. Pursuant to the Credit Agreement, AWR must maintain a minimum interest coverage ratio of 3.25 times interest expense, a maximum total funded debt ratio of 0.65 to 1.00 and a minimum debt rating of Baa3 or BBB-.

In January 2006, ASUS, entered into a water purchase agreement to acquire 5,000 acre-feet of water rights from Natomas for a base price of $2,500 per acre-foot of water payable in payments contingent on achievement of specific milestones and events. Because of the contingencies which have not been met, this agreement has not been included in the table above.

Off-Balance Sheet Arrangements

As noted above, Registrant has various contractual obligations which are recorded as liabilities in the consolidated financial statements. Other items, such as certain purchase commitments and operating leases are not recognized as liabilities in the consolidated financial statements, but are required to be disclosed. Except for those disclosed above in the table, Registrant does not have any other off-balance sheet arrangements.

Effects of Inflation

The rates of our regulated utilities are established to provide recovery of costs and a fair return on our shareholders' investment. Recovery of the effects of inflation through higher water rates is dependent upon receiving adequate and timely rate increases. However, authorized rates charged to customers are usually based on a forecast of expenses and capital costs for GSWC and on historical expenses and capital costs for CCWC. Rates may lag increases in costs caused by inflation. During periods of moderate to low inflation, as has been experienced for the past several years, the effects of inflation on our operating results have not been significant. Furthermore, in California the CPUC allows the use of projections for a future test year in general rate cases.

For the Military Utility Privatization Subsidiaries, under the terms of the contracts with the U.S. government, the contract price is subject to price redetermination two years after commencement of operations and every three years thereafter to the extent provided in each of the contracts. These price redeterminations include adjustments to reflect changes in operating conditions, as well as inflation in costs. Like our regulated utilities, recovery of the effects of inflation is dependent upon receiving adequate and timely price redeterminations. ASUS has experienced delays in the redetermination of prices at the various bases.

Bear Valley Electric Service of GSWC

As of December 31, 2008, GSWC had accrued $16.1 million in under-collected power costs, including approximately $3.0 million related to the remaining amount of the under-collection of costs that were incurred during the energy crisis in late 2000 and 2001 in connection with providing service to its Bear Valley Electric customers. GSWC is authorized to include up to a weighted annual energy purchase cost of $77 per MWh each year through August 2011 in its electric supply cost balancing account. To the extent that actual weighted average annual costs for power purchased exceeds the $77 per MWh amount, GSWC will not be able to include these amounts in its balancing account and such amounts will be expensed, unless the CPUC approves adjustments.

Power Supply Arrangements at GSWC's Bear Valley Electric Service Area

Most of the electric energy sold by GSWC to customers in its BVES area is purchased from others.

During the California energy crisis, GSWC entered into a five-year and nine-month, block forward purchase contract with Mirant Marketing for 15 MWs of electric energy at a price of $95 per MWh beginning April 1, 2001 through December 31, 2006 to stabilize our purchased energy costs for the electric division. The contract with Mirant Marketing had physical delivery requirements and hence did not require derivative accounting treatment. However, in an attempt to take advantage of the lower energy prices in 2002, GSWC entered into blended and extended purchase power contracts with MSCG (formerly PWMT), effective November 2002 which expired on December 31, 2008. These contracts did require derivative accounting treatment.

In October 2008 GSWC executed a new purchased power contract with Shell Energy North America (US), LP ("Shell") for different amounts of power over different time periods. Shell began providing power to BVES on January 1, 2009. The new contract is subject to CPUC approval. Under the new contract, Shell agreed to provide 13 MWs of electric energy to GSWC at an average fixed price of $67.15 per MWh beginning January 1, 2009 through November 30, 2013. During the winter peak period, Shell agreed to provide GSWC 7 MWs of electric energy at an average fixed price of $66.40 per MWh beginning January 1, 2009 through December 31, 2011. The new contract will also be subject to SFAS No. 133 and will require mark-to-market derivative accounting. BVES has requested the CPUC to authorize the establishment of regulatory asset and liability accounts to offset the entries required by SFAS No. 133. If this request is approved by the CPUC, all unrealized gains and losses generated from this purchased power contract would be deferred on a monthly basis into the non-interest bearing regulatory accounts that would track the changes in fair value of the derivative throughout the term of the contract.   Changes in the fair value of the derivative throughout the term of the new contract will be included in the regulatory accounts established by GSWC upon approval of the contract by the CPUC, and would, at such time, no longer affect GSWC's earnings.

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GSWC previously filed a complaint with the FERC seeking to reduce the $95 per MWh rate in the Mirant Marketing contract to a just and reasonable price. The FERC denied GSWC's complaint and GSWC appealed the denial. On December 19, 2006, the United States Court of Appeals for the Ninth Circuit issued an opinion granting the petition filed by GSWC for a review of the orders that the FERC issued.   The Court's opinion remanded the case back to the FERC, finding that the FERC applied the wrong legal standard and ignored relevant factors in denying the Company's complaint. Neither the FERC nor Mirant Marketing filed a petition with the Supreme Court of the United States for review of the Court of Appeals' judgment in GSWC's case, making the Court of Appeals' judgment final. Other sellers of energy, however, sought Supreme Court review of the Ninth Circuit's judgment remanding to the FERC similar complaints brought against them by other utilities. The Supreme Court affirmed the Ninth Circuit's judgment remanding those cases, but on narrower grounds than in the Ninth Circuit's opinion. The Ninth Circuit vacated its opinion in all the cases, including GSWC's case, in light of the Supreme Court's decision and remanded the cases to the FERC. The FERC has stayed the proceedings to allow the parties an opportunity to engage in settlement discussions. Registrant is unable to predict the final outcome of these settlement discussions or the outcome of the FERC proceedings.

The average minimum monthly load at BVES customer service area has been approximately 12 MWs. The average winter load has been 18 MWs with a winter peak of 39 MWs when the snowmaking machines at the ski resorts are operating. In addition to the power purchase contracts, GSWC buys additional energy from the spot market to meet peak demand and sells surplus power to the spot market sporadically. The average cost of power purchased, including the transactions in the spot market, was approximately $74.86 per MWh for the year ended December 31, 2008 as compared to $76.69 per MWh for the same period of 2007. GSWC's average energy costs are impacted by pricing fluctuations on the spot market.

Generation Facility

As a means of meeting the increasing demands for energy, GSWC has constructed a natural gas-fueled 8.4 MW generation facility. The generator went on line during the third quarter of 2004. GSWC filed for increased rates in the third quarter of 2004. In April 2005, new customer rates went into effect related to this generation plant, which has resulted in an increase of approximately $2.3 million in annual revenue based on an estimated total capital-related cost of $13 million. The rates are subject to refund pending CPUC's final cost review. The CPUC also ordered GSWC to establish a memorandum account to track the capital-related costs of the generation plant. If actual recorded costs in the memorandum account are less than the costs authorized by the CPUC of $13 million, the revenue requirement for the difference is to be refunded to customers. During the third quarter of 2007, GSWC received vendor credits of approximately $851,000, which reduced the actual recorded costs of the generation plant below $13 million. As a result, GSWC has recorded as of December 31, 2008, a regulatory liability of $353,000 with a corresponding reduction in electric revenues for probable refunds to customers related to the generation plant.

In December 2008, the CPUC's Division of Ratepayer Advocates ("DRA") issued a report in connection with BVES' general rate case. In their report, DRA disagreed with the amount of overhead costs allocated to the generation plant. DRA proposes to use a different overhead loading factor to assign indirect costs to the generation plant. This would reduce the amount of overhead costs assigned to the generation plant and increase the amount to be refunded to customers. In January 2009, BVES submitted rebuttal testimony disagreeing with DRA's recommendation to reduce the amount of overhead costs applied to the generation plant. Management believes that DRA's rationale and recommendations are not correct and are inconsistent with GSWC's historical practice of applying overhead which has been approved by the CPUC in prior rate cases. GSWC will vigorously defend its position. If the DRA's recommendations are accepted by the CPUC, GSWC may be required to refund to customers an additional $1.0 million calculated as of December 31, 2008. At this time, GSWC is unable to predict the outcome of this matter. Since management believes that the CPUC will not approve DRA's recommendations, no additional refunds to customers have been recorded as of December 31, 2008.

Contracted Services

On March 4, 2008, ASUS received a letter from the U.S. Army demanding payment of approximately $7.5 million in liquidated damages for alleged failure at FBWS to make a good faith effort to achieve its small business subcontracting goals. FBWS had filed a Notice of Appeal stating its disagreement with the position taken by the U.S. Army. The U.S. Army responded to the appeal and had disagreed with all of FBWS' assertions. On February 2, 2009, FBWS and the U.S. government entered into a Settlement Agreement whereby the U.S. government agreed not to pursue the liquidated damages and released FBWS from any and all claims arising from this matter. FBWS agreed to pay the U.S. government a nominal amount for administrative expenses associated with the U.S. government's response to ASUS' appeal of the liquidated damages claim.

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Construction Program

Registrant's businesses require significant annual capital expenditures. GSWC maintains an ongoing water distribution main replacement program throughout its customer service areas based on the priority of leaks detected, fire protection enhancement and an underlying replacement schedule. In addition, GSWC upgrades its electric and water supply facilities in accordance with industry standards, local requirements and CPUC requirements. As of December 31, 2008, GSWC has unconditional purchase obligations for capital projects of approximately $17.6 million. In addition, GSWC is expected to incur capital expenditures in 2009 of approximately $75.0 million primarily for upgrades to its water supply and distribution facilities as well as costs for computer software and implementation. During the years ended December 31, 2008, 2007 and 2006, GSWC spent $73.1 million, $46.7 million and $64.5 million, respectively, for these purposes. A portion of these capital expenditures is funded by developers through either advances, which must be repaid, or contributions in aid of construction, which are not required to be repaid.

CCWC is expected to incur capital expenditures in 2009 of approximately $1 million, compared to capital expenditures of $2.6 million, $2.9 million and $1.9 million in 2008, 2007 and 2006, respectively.

ASUS is expected to incur capital expenditures in 2009 of approximately $56.0 million, most of which will be funded by the U.S. government. In certain circumstances, the U.S. government may request that ASUS finance the cost of selected construction projects. ASUS will consider financing such projects. The terms of any such financing, including the interest rate, will be determined on a case-by-case basis.

AWR has no material capital expenditure commitments.

Regulatory Matters

Certificates of Public Convenience and Necessity

GSWC holds Certificates of Public Convenience and Necessity granted by the CPUC in each of the ratemaking districts it serves. CCWC holds Certificates of Public Convenience and Necessity granted by the ACC for the areas in which it serves. In addition, FBWS holds a Certificate of Public Convenience and Necessity from the Texas Commission on Environmental Quality; the Virginia State Corporation Commission exercises jurisdiction over ODUS as a public service company; the Maryland Public Service Commission conditionally approved the right of TUS to operate as a water and wastewater utility service at Andrews Air Force Base, Maryland; the South Carolina Public Service Commission exercises jurisdiction over PSUS as a public service company, and ONUS is regulated by the North Carolina Public Service Commission.

Rate Regulation

GSWC is subject to regulation by the CPUC, which has broad powers with respect to service and facilities, rates, classification of accounts, valuation of properties, the purchase, disposition and mortgaging of properties necessary or useful in rendering public utility service, the issuance of securities, the granting of certificates of public convenience and necessity as to the extension of services and facilities and various other matters. CCWC is subject to comparable regulation by the ACC.

Rates that GSWC and CCWC are authorized to charge are determined by the CPUC and the ACC, respectively, in general rate cases and are derived using rate base, cost of service and cost of capital, as projected for a future test year in California and using a historical test year, as adjusted, in Arizona. Rates charged to customers vary according to customer class and rate jurisdiction and are generally set at levels allowing for recovery of prudently incurred costs, including a fair return on rate base. In California, rate base generally consists of the original cost of utility plant in service, plus certain other assets, such as working capital and inventory, less accumulated depreciation on utility plant in service, deferred income tax liabilities and certain other deductions. In Arizona, rate base consists of the same components; however, it is based on fair value rather than original cost.

GSWC is required to file a general rate case ("GRC") application every three years for each of its water rate-making areas according to a schedule established by the CPUC. GRC's typically include an increase in the first test year with inflation rate adjustments for the second and third years of the GRC cycle for expenses. For capital projects, there are two test years. Rates are based on a forecast of expenses and capital costs for the test year. According to the CPUC's new water rate case plan adopted in May 2007, GSWC will migrate to a rate case schedule that brings all three Regions of GSWC within a single triennial rate case. Starting with the filing made on July 1, 2008, GSWC's Regions II and III plus the general office are undergoing rate review in a single case. Region I's most recent rate case was decided on January 31, 2008. GSWC expects to file its next rate case for Region I in January 2010, for rates in years 2011 and 2012. GSWC will then file for all three regions plus the general office in July 2011 for years 2013, 2014, and 2015. According to the new rate case schedule, all Regions will then be reviewed in a single case for the ensuing three-year cycle. The new consolidated GRC is expected to have an 18-month processing schedule.

In California, rates may also be increased by offsets for certain expense increases, including but not limited to supply cost offset and balancing account amortization, advice letter filings related to certain plant additions and other operating cost increases. Offset rate increases and advice letter filings typically have a two- to four- month regulatory processing lag.

Under the new rate case plan adopted by the CPUC in May 2007, GSWC is required to file a separate application to review the rate of return authorized by the CPUC. In prior years, the rate of return was determined as part of the general rate case process along with all other operating costs. This new procedure to separate the rate of return from the general rate case is the same process that the CPUC utilizes to determine the rate of return for energy companies under CPUC jurisdiction.

GSWC filed its first cost of capital application under the new rate case plan on May 1, 2008. The application requests the CPUC to adopt a new rate of return on rate-base ("RORB") of 10% on average for calendar years 2009, 2010, and 2011, based on a requested return on equity ("ROE") of 12.1%. If approved as filed, it is expected that the new adopted ROE and RORB would generate approximately $12 million of additional annual revenue in 2009. The scoping memo for this proceeding bifurcated the proceeding into two phases. Phase I will establish ROEs. Phase II will address automatic adjustment mechanisms for ROE/RORB between rate cases. In December 2008, the CPUC issued a Proposed Decision ("PD") in the Phase I cost of capital proceeding. The PD recommends an ROE of 10.2%. A final decision on Phase I of the cost of capital proceeding is expected before the end of the first quarter in 2009. In January 2009, the CPUC issued a revised scoping memo for Phase 2 of the proceeding which directed the parties to submit testimony addressing the effect of the

current financial market crisis on the utilities ability to attract and retain capital. Those testimonies were filed on February 2, 2009 and a hearing on that subject was held on February 12, 2009. On February 23, 2009, GSWC signed a settlement agreement with DRA and the other utilities in Phase II of the cost of capital proceeding regarding the automatic adjustment mechanism. That settlement, if adopted by the CPUC, would establish the index for adjusting the adopted ROE, the "trigger" for an adjustment, and the frequency and timing for possible adjustments. A final decision on Phase II is expected in the late second quarter or early third quarter of 2009.

Neither the operations nor rates of AWR and ASUS are directly regulated by the CPUC or the ACC. The CPUC and the ACC do, however, regulate certain transactions between GSWC and its affiliates. In addition, the Military Utility Privatization Subsidiaries are regulated by their respective commissions in the state in which they operate. However, the amounts charged by the Military Utility Privation Subsidiaries for water and wastewater services at military bases are based upon the terms of 50-year contracts with the U.S. government and supplemental fixed price construction contracts. The operations and maintenance contracts provide that prices will be redetermined at the end of two years after commencement of operations at each military base and every three years thereafter. In addition, prices may be equitably adjusted for changes in law, wage and benefit increases and other circumstances. ASUS has, however, experienced delays in the redetermination of rates and the processing of equitable adjustment requests. For the supplemental construction contracts, prices may be changed through the change order process if significant unforeseen issues arise during the construction process.

Changes in Rates

The following table lists information on estimated annual rate changes for GSWC as approved by the CPUC during 2008, 2007 and 2006.

(in thousands) Year	Supply Cost Offset	Balancing Account Amortization	General and Step Increases	Advice Letters	Total
2008	$ —	$ 7,165	$ 12,951	$ 3,264	$ 23,380
2007	1,749	716	12,155	2,353	16,973
2006	—	(3,563)	11,081	1,218	8,736

Recent Changes in Rates

Rate increases in 2009:

In January 2009, the CPUC approved escalation/attrition year rate increases for all three GSWC water ratemaking areas effective January 1, 2009. The authorized rate increases are expected to provide GSWC with additional annual revenues of approximately $256,000 for Region I. The authorized rate changes are expected to provide GSWC additional annual revenues of approximately $5.1 million for Region II representing the third year of a three-year rate case increase approved by the CPUC in 2007. The interim rate changes for Region III are expected to provide GSWC with additional revenues of approximately $4.0 million in 2009. These estimates of additional revenues are based upon normalized sales levels approved by the CPUC, effective January 1, 2009.

Rate increases in 2008:

In January 2008, the CPUC approved rate increases of $6.4 million for the seven ratemaking areas in the Region I customer service area based on an authorized return on equity of 10.2%. On March 3, 2008, the DRA filed an application for rehearing of the Region I GRC decision on various legal grounds. As permitted by the CPUC, GSWC filed a response to DRA's application. In September 2008, the CPUC granted a limited rehearing in order to consider whether it is reasonable to include in Region I's rate base approximately $3.7 million of costs incurred in connection with the La Serena Plant Improvement Project. The project is currently in rate base and the earnings have been included in rates since January 1, 2008. At this time, management believes it is probable that the costs of this project will be allowed to remain in rate base. The final resolution of this issue is expected in the fourth quarter of 2009 as part of the CPUC's decision in the Region II and III general rate case.

In January 2008, the CPUC also approved attrition year rate increases for Regions II and Region III customer service areas effective January 1, 2008 designed to generate annual revenues of approximately $3.6 million and $3.0 million based on an authorized return on equity of 10.1% and 9.8%, respectively.

The combined rate increases for Regions I, II and III discussed above are designed to generate approximately $13.0 million annually, based upon normalized sales levels approved by the CPUC, effective January 1, 2008.

Rate increases in 2007:

In February 2006, GSWC filed an application with the CPUC for rate increases in Region II and to cover general office expenses at the Corporate Headquarters for both Regions II and III. Due to delays in issuing a decision on these applications, the CPUC had previously approved interim rate increases totaling $1.2 million and $135,000 for Region II and Region III, respectively, that became effective January 1, 2007. On November 16, 2007, the CPUC approved the general rate increases for the Region II service area and additional rate increases in Region II and III to recover general office expenses at the Corporate Headquarters. The rate increases were retroactive to January 1, 2007. Accordingly, during the fourth quarter of 2007, GSWC recorded the revenue difference between the interim rates implemented on January 1, 2007 and the final rates authorized by the CPUC for the period from January 1 to the implementation of the authorized rates. This resulted in the recording of a $7.2 million regulatory asset and corresponding increase in revenues during the fourth quarter of 2007. A surcharge was implemented in the first quarter of 2008 to begin recovering this amount from customers.

The CPUC also approved the second year increases for Region III in an estimated amount of approximately $2.3 million, effective January 1, 2007. Based on certain corrections to the rate calculation, GSWC also filed an Application for Rehearing to request additional revenues in connection with the January 2006 decision. On July 31, 2008, the CPUC adopted a stipulation jointly filed by GSWC and DRA. The stipulation addressed all of the pending issues including proposing a 12-month surcharge enabling GSWC to recover revenues of approximately $541,000 for the period January 1, 2006 through May of 2008. In addition, it was stipulated that tariffs in Region III should be adjusted for additional revenues generated from the date the stipulation was approved. As a result of the CPUC's approval, a regulatory asset of $541,000 was established in July 2008 with a corresponding increase to income. This regulatory asset is being recovered through the 12-month surcharge.

Pending Rate Requests

GSWC

GSWC filed its general rate case for Region II and III plus the general office on July 1, 2008. The new rates are to be effective for 2010, 2011 and 2012. GSWC filed for revenue increases and if approved as filed, the rate increases for Region II are expected to generate approximately $20.3 million in annual revenues starting in 2010, $2.6 million in 2011 and $4.2 million in 2012, and increases of $30.0 million starting in 2010, $1.7 million in 2011 and $3.7 million in 2012 for Region III.

In June 2008, GSWC's BVES division filed its general rate case with the CPUC's electric division. The filing was the first full general rate case for BVES since 1996. Costs incurred in connection with the construction of the generating facility are expected to be reviewed by the CPUC as part of the 2008 general rate case. The filing requests an overall annual revenue increase of $6.8 million for 2009 and incremental increases of $3.7 million over the three year period 2010-2012. All of the increase is to the base rate portion of BVES' rates. The $6.8 million increase represents an overall increase of approximately 23% over current rates. BVES has included a request for a phased-in implementation of the rate increase. The proposed phase in plan would recognize the full rate increase in the first year for financial reporting purposes, but defer the revenue recovery to a subsequent year. In the application, BVES has requested an ROE of 11.7%.

As previously discussed, during the third quarter of 2008, BVES filed an amended application to request CPUC approval of a new purchased power contract addressing the revenue requirement for the purchased power component of rates and also requesting regulatory accounting treatment for all unrealized gain and losses on the new contract due to derivative accounting. A final decision on this application is expected in the second quarter of 2009.

CCWC

CCWC filed a rate case with the ACC in August 2004 for its water system in Fountain Hills, Arizona. In September 2005, the ACC approved a rate increase for CCWC. The rate increase was effective on October 1, 2005 and was expected to generate additional annual revenues of approximately $1.1 million, an 18% increase over 2004 revenues. During this GRC, CCWC sought to have its rates determined using a fair value rate base. The ACC elected not to use fair value in setting the rates. CCWC appealed the ACC's use of only original cost less depreciation rate base to determine the revenue requirement. Because CCWC's fair value rate base was higher, the use of original cost exclusively to determine the revenue requirement deprived CCWC of a substantial amount of operating income. Following the approval of this rate case, CCWC filed an appeal with the Arizona Court of Appeals. On February 13, 2007, the Arizona Court of Appeals upheld CCWC's challenge to the ACC's failure to use fair value rate base in the determination of operating income. The process the ACC utilized resulted in a lower revenue requirement and was found to be in violation of the Arizona Constitution. However, the Court also held that the ACC's determination of the return on equity, while not well-explained, was made based on the evidence, was a matter within the agency's substantial discretion and was lawful. The ACC decided to not seek review, and

the matter was returned to the ACC on remand for modification of the original ACC decision consistent with the decision of the Court of Appeals. Testimony was filed by ACC staff and the Residential Utility Consumer Office. The ACC conducted evidentiary hearings on the remanded case in January 2008. The ACC rendered its final decision on July 17, 2008. The decision reduced the ROE from the 9.3% in the original decision by 200 basis points resulting in a return on fair value rate base of only 6.4%, resulting in expected additional annual revenues of only $12,000. CCWC has filed its Opening Brief with the Court of Appeals on February 25, 2009 regarding this decision by the ACC.

During the course of remand proceedings in the 2004 rate case, in the fourth quarter of 2007, CCWC filed its new general rate case with the ACC. Unlike California, there is not a three-year cycle in Arizona. The only filing requirement is that a utility cannot have two applications pending at the same time. In the 2007 filing, CCWC requested rate increases which are expected to generate approximately $3.1 million in additional annual revenues. The processing of this case was expected to take approximately 18 months. However, the ACC suspended processing of the 2007 rate case until completion of the proceedings on remand of the 2004 rate case. As a result of the final determination in the 2004 rate case, CCWC intends to pursue the 2007 case as promptly as possible including a request for interim rates. As of December 31, 2008, CCWC has $3.5 million of goodwill which may be at risk for potential impairment if the requested rate increases are not granted by the ACC. Evidentiary hearings on the 2007 GRC filing were held in December 2008 for all issues other than the rate of return. Evidentiary hearings on the rate of return issue were held in January 2009. Parties have submitted briefs and reply briefs.

Other Regulatory Matters

New Service Territory Application, Sutter County

GSWC has entered into a water transfer agreement with Natomas under which Natomas has agreed to sell up to 30,000 acre-feet per year of water to be used exclusively by GSWC to serve customers in Sutter County, California. GSWC filed for a Certificate of Public Convenience and Necessity ("CPCN") with the CPUC on May 31, 2006 to provide retail water service in a portion of Sutter County, California within the Natomas service area. CPUC review of the application was deferred pending completion of an environmental assessment for the proposed new water service territory. On September 29, 2008, GSWC filed an amended application which included the Proponents Environmental Assessment. On October 3, 2008 the County of Sutter and the CPUC's DRA protested the application. On October 14, 2008, GSWC submitted comments on the protests. On January 15, 2009, the CPUC Administrative Law Judge (ALJ) held a prehearing conference. Sutter County's attorney recommended a delay in the proceeding until May 2009 when the County anticipates the completion of a review of the environmental impact report and a building moratorium may be lifted due to the current levee situation. The ALJ is reviewing the merits of a delay and has yet to issue a scoping memo and a procedural schedule.

New Service Territory Application, Westborough Development, Sacramento County

On April 7, 2006, GSWC filed an advice letter with the CPUC to incorporate the Westborough development in Sacramento County into the Rancho Cordova service area and to provide water service to that new development. The City of Folsom filed a protest of GSWC's advice letter on April 27, 2006. On January 30, 2007, the CPUC rejected the advice letter without prejudice, and invited GSWC to re-file the advice letter once the City of Folsom protest was resolved, or file an application for CPUC approval of the service territory expansion.

In June 2007, GSWC signed an agreement with the City of Folsom and the City agreed not to contest GSWC's providing water service to Westborough and relinquished all claims concerning GSWC's providing water service to the area. As compensation to the City of Folsom to resolve its claim, GSWC agreed to pay the City of Folsom $550,000. Aerojet agreed to reimburse GSWC for 50%, or $275,000, of the settlement payment. As of

December 31, 2008, GSWC has recorded an obligation of $550,000 to the City of Folsom and an additional receivable of $275,000 from Aerojet for the amount to be reimbursed.

During the third quarter of 2007, GSWC filed a second advice letter after resolving the issue with the City of Folsom. That advice letter was subsequently protested by the Sacramento County Water Agency ("SCWA"). During the second quarter of 2008, the objections raised by SCWA in their protest were removed. GSWC intends to file again with the CPUC in 2009 to incorporate the Westborough development in Sacramento County into the Rancho Cordova service area and to provide water service to that new development.

Conservation Rate Design and Revenue Adjustment Mechanisms

In February 2007, the CPUC opened an Order Instituting Investigation ("OII") to Consider Policies to Achieve Conservation Objectives (known as the "Conservation OII"). The Conservation OII's primary considerations were: (i) the establishment of a WRAM to decouple sales from revenues; (ii) a tiered rate design as a means to encourage water conservation; (iii) the establishment of the MCBA; and (iv) whether the adoption of a revenue adjustment mechanism should affect the authorized ROE. The WRAM and the MCBA are intended to negate any impact on the Company's earnings from customers' conservation efforts. On August 21, 2008, the CPUC issued a final decision which authorized GSWC to implement an increasing block rate design in GSWC's Regions II and III as a means to encourage water conservation. It also directed GSWC to file a tiered rate design for Region I, which has been filed by GSWC. In addition, GSWC was authorized to establish a WRAM to track revenue shortfalls for subsequent recovery from customers, and an MCBA that would include recovery for changes in water supply mix. The decision further defers to the cost of capital proceeding, the issue of whether the adoption of the WRAM should affect GSWC's ROE.

In accordance with the CPUC's administrative processing rules, GSWC implemented two-tiered increasing block rates in late November 2008 and began recording in the WRAM accounts the difference between what is billed to its regulated customers in Regions II and III and that which is authorized by the CPUC. GSWC has provided customers with conservation rate notices as a bill insert and explained to customers the impact of conservation rates on customers' bills. As of December 31, 2008, there is an approximately $1.3 million net under-collection in the WRAM in Regions II and III. A WRAM and MCBA will be established for Region I after tiered rates go into effect.

The CPUC also approved an advice letter filing in a separate proceeding to allow GSWC to create and implement a Water Conservation Memorandum Account ("WCMA") to track the extraordinary expenses and revenue shortfall associated with the conservation measures in conjunction with the declared drought in California. The WCMA was effective August 18, 2008 and was used to track the revenue shortfall until the WRAM was implemented on November 25, 2008. At November 24, 2008, approximately $1.9 million of net under-collection had been included in the WCMA for Regions II and III prior to the implementation of the WRAM. However, unlike the WRAM which is probable for recovery according to the August 2008 CPUC decision, the recovery of the WCMA is less certain and therefore GSWC has not recorded the under-collection. In January 2009, GSWC filed an advice letter with the CPUC seeking authorization to recover the amounts included in the WCMA. If approved by the CPUC, GSWC would then establish a regulatory asset with a corresponding increase to income. GSWC continues to track under-collections for Region I in the WCMA and will do so until a WRAM is established in Region I.

Supply Cost Memorandum/Balancing Accounts

As permitted by the CPUC, Registrant maintains water supply cost balancing accounts for GSWC to account for under-collections and over-collections of revenues designed to recover such costs. The supply cost balancing accounts track differences between the current cost for supply items (water, power, and pump taxes) charged by GSWC's suppliers and the cost for those items incorporated into GSWC's rates. Under-collections (recorded as regulatory assets) occur when the current cost exceeds the amount in rates for these items and, conversely, over-collections (recorded as regulatory liabilities) occur when the current cost of these items is less than the amount in rates. As of December 31, 2008, there is approximately $11.8 million net under-collection in the water supply cost balancing accounts. Of this amount, approximately $7.9 million relates to GSWC's Region III customer service area. In May 2008, the CPUC approved a surcharge to begin recovering $7.0 million of this under-collection over 24 months. The remaining $0.9 million for Region III will be included for recovery in a future filing. Further, the remaining $3.9 million net under-collections in the water supply cost balancing accounts relate to GSWC's Region I net under-collection of $1.9 million and Region II's net under-collection of $2.0 million. Currently, there are surcharges in place in Region I expiring in 2009 and 2010 to recover this under-collection. A surcredit in Region II to refund a previous over-collection expired in August 2008. In December 2008, the CPUC approved GSWC's Regions II and III supply expense offsets effective January 1, 2009 to reduce the level of under-collections prospectively. Management believes that it is probable that the CPUC will permit GSWC to continue recovering in rates the net under-collections in supply costs.

On August 21, 2008, the CPUC issued a final decision which approved a settlement agreement between GSWC and the DRA regarding conservation rate design for GSWC's Region II and III as previously discussed. As a result of this decision, GSWC was permitted to establish the MCBA that will permit GSWC to recover supply costs related to changes in water supply mix. GSWC implemented this MCBA in November 2008. This account will replace the current water supply cost balancing account procedure for costs incurred after the modified supply cost balancing account is implemented. As of December 31, 2008, there is an approximate $497,000 net over-collection in the MCBA.

Low Income Balancing Accounts

GSWC has a regulatory asset that reflects the costs of implementing and administering the California Alternate Rates for Water program in GSWC's Region II and Region III and the California Alternate Rate for Energy program in GSWC's BVES division. These programs mandated by the CPUC provide a 15% discount for qualified low-income water customers and 20% for qualified low-income electric customers. The low income balancing account was established in May 2002 to track all the discounts and costs related to these programs for future recovery in rates. The Company anticipates the discounts for low income families will eventually be incorporated in GSWC's base rates to customers. GSWC accrues interest on its low income balancing accounts at the prevailing rate for 90-day commercial paper. As part of the respective general rate case proceedings, GSWC filed for recovery of Region II's and III's low income balancing accounts. In January 2007, the CPUC approved the recovery of $744,000 in Region III's low income balance over a 12-month period effective January 1, 2007. In August 2008, the CPUC approved the recovery of $2.7 million in Region II's low income balancing account over a 12-month period effective August 28, 2008. During 2008, GSWC also implemented a low income rate program in Region I in connection with its January 2008 GRC decision.

Santa Maria Groundwater Basin Adjudication

GSWC has incurred costs of approximately $7.0 million as of December 31, 2008, including legal and expert witness fees, in defending its groundwater supply in the Santa Maria Groundwater Basin. Such costs had been recorded in utility plant for future rate recovery. In February 2006, GSWC filed an application with the CPUC for recovery of $5.5 million of these costs, representing the amount of the costs that had been incurred as of December 31, 2005. In February 2007, GSWC reached a settlement with the DRA authorizing recovery of the $5.5 million requested in GSWC's application. The settlement deferred review of the remaining legal costs pending final resolution of the lawsuit. In May 2007, the CPUC issued a decision that approved the settlement with the DRA. Pursuant to the decision, GSWC was authorized to place in rate base $2.7 million of the $5.5 million of previously incurred litigation costs. GSWC was also authorized to amortize, with interest, the remaining $2.8 million of the $5.5 million in rates over a ten-year period. This amount has been transferred into a separate memorandum account included within regulatory assets and a surcharge was implemented in the third quarter of 2007 for recovery of these costs.

All litigation costs, including interest, that have been incurred since December 31, 2005, totaling approximately $1.5 million, have also been transferred from rate base to a separate new memorandum account, subject to a reasonableness review by the CPUC in a subsequent phase of this proceeding or in a new proceeding. In April 2008, the Administrative Law Judge closed the proceeding without ruling on the stipulation or authorizing recovery of the remaining costs. The ruling directed GSWC to file a new application. In accordance with this ruling, GSWC intends to file a new application. Management believes that these additional costs will be approved and the recovery of these costs through rates is probable.

CPUC Subpoena

On February 15, 2007, the CPUC issued a subpoena to GSWC in connection with an investigation of certain work orders and charges paid to a specific contractor used by GSWC for numerous construction projects totaling approximately $18.0 million. The CPUC's investigation focuses on whether GSWC was overcharged for these construction projects and whether these overcharges were approved in customer rates. The construction projects completed by this specific contractor related primarily to work on water treatment and pumping plants which have been placed in service and are used and useful. In June 2007, GSWC received notification from the CPUC that it was instituting an audit. The purpose of the audit was to examine for the period 1994 to the present, GSWC's policies, procedures, and practices throughout all of its Regions regarding the granting or awarding of construction contracts or jobs. GSWC is currently responding to data requests submitted by the CPUC. Management cannot predict the outcome of the investigation or audit at this time.

In January 2009, the ACC staff requested information regarding the CPUC subpoena and on-going audit. GSWC has been working with the ACC staff to provide responsive materials that are relevant to CCWC. Management cannot predict the outcome of the ACC's request and whether it could affect the processing of CCWC's GRC.

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Bear Valley Electric Service

GSWC's BVES division has been filing compliance reports with the CPUC regarding its purchases of energy from renewable energy resources. The filings indicated that BVES had not achieved interim target purchase levels of renewable energy resources and thus, on its face, might be subject to a potential penalty. GSWC formally contested the potential penalty reflected in the compliance report. The CPUC considered the future timing and applicability of renewable energy resource requirements as they apply to smaller energy utilities like BVES and on May 30, 2008, the CPUC issued its final decision regarding the renewable responsibilities of small utilities (including BVES). The final decision affirmed the renewable obligation targets for the small utilities but also allowed the small utilities to defer compliance under the CPUC's flexible compliance rules. BVES will need to continue its efforts to procure renewable resources each year going forward, and where that may prove difficult because the market for such resources is very constrained, then BVES will be required to describe in detail the problems that warrant further deferral, in accordance with the CPUC's flexible compliance rules. Because the final decision deferred BVES' interim target purchase levels for the years 2004 through 2007, management believes that the CPUC's decision effectively forecloses any exposure to financial penalties for the year 2007 and earlier. For the 2008 year, BVES has not met the interim targets and expects that the CPUC will waive any potential fines in accordance with the flexible compliance rules. Accordingly, no provision for loss has been recorded in the financial statements as of December 31, 2008.

Customer Information/Customer Relationship Management System (CIS/CRM)

In October 2008, GSWC filed an advice letter with the CPUC requesting authorization to enter into a contract with a vendor to provide implementation services for a new Customer Information/Customer Relationship Management System (CIS/CRM) and to expend funds in excess of the amount authorized previously by the CPUC in 2007. The revised total costs of the project under the contract are estimated at $11.6 million, before overhead, of which $3.0 million are currently in rates. In January 2009, the CPUC issued a resolution authorizing GSWC to move forward with the CIS/CRM system. The resolution grants the request of GSWC to enter into a contract for the new CIS/CRM system. The CPUC authorized GSWC to spend an additional $6.0 million above the $3.0 million currently in rates. The CPUC also authorized GSWC to track the remaining $2.6 million in a memorandum account. GSWC is authorized to request the recovery of these memorandum account costs in rates by filing an advice letter. These costs currently are estimates and as of December 31, 2008, GSWC has only committed to spending $625,000 of the $2.6 million.

Pension Costs Memorandum Account

Registrant's pension plan was underfunded at December 31, 2008 and 2007. However, there was a significant increase in the underfunded status of the pension plan during 2008. This was partially due to an increase in the projected benefit obligation in 2008 caused primarily from a decrease in the discount rate, as well as a significant decrease in the fair value of plan assets. This increase in the underfunded status of the pension plan will result in higher pension costs in future years than originally estimated and included in customer rates. In March 2009, Registrant filed an advice letter with the CPUC requesting authorization to establish a Pension Costs Memorandum Account. If this account is approved, Registrant will track the difference between the pension costs authorized by the CPUC and included in customer rates, and actual pension costs. Registrant will not record the amounts in this account as a regulatory asset until they are reviewed and approved by the CPUC. If approved by the CPUC, Registrant will then establish a regulatory asset with a corresponding increase to earnings. Until then, Registrant expects that its earnings will be negatively affected by increasing pension costs.

Environmental Matters

The EPA regulates contaminants that may have adverse health effects, are known or likely to occur at levels of public health concern, and the regulation of which will provide a meaningful opportunity for health risk reduction. The California Department of Public Health ("CDPH"), acting on behalf of the EPA, administers the EPA's program in California. Similar state agencies administer these rules in the other states in which we operate.

GSWC and CCWC currently test their water supplies and water systems according to, among other things, requirements listed in the Federal Safe Drinking Water Act ("SDWA"). In compliance with the SDWA and to assure a safe drinking water supply to its customers, GSWC and CCWC have incurred increased operating costs for testing to determine the levels, if any, of the constituents in their sources of supply and additional expense to treat contaminants in order to meet the MCL standards and also to meet state and local standards and consumer demands. GSWC and CCWC expect to incur additional capital costs as well as increased operating costs to maintain or improve the quality of water delivered to their customers in light of anticipated stress on water resources associated with watershed and aquifer pollution as well as to meet future water quality standards. The CPUC and ACC ratemaking processes provide GSWC and CCWC with the opportunity to recover prudently incurred capital and operating costs in future filings associated with achieving water quality standards. Management believes that such incurred and expected future costs should be authorized for recovery by the CPUC and ACC, as applicable.

Pursuant to their respective contracts, the Military Utility Privatization Subsidiaries of ASUS test their water and wastewater systems according to applicable regulations and intend to seek recovery of unanticipated capital costs required to comply with future changes in law or regulation or to meet water quality challenges based on changes in circumstances on the bases' water supplies, if necessary. Under the contracts, the U. S. government may recognize recovery of such costs as an equitable adjustment to the fee for providing services at each of the bases served by these subsidiaries.

Groundwater Rule

The EPA has adopted a Groundwater Rule ("GWR"), which establishes multiple barriers to protect against bacteria and viruses in drinking water systems that use groundwater with compliance mandated by December 1, 2009. The GWR applies to all U.S. public water systems that use groundwater as a source, including the Registrant's systems. The GWR includes system sanitary surveys conducted by the states to identify significant deficiencies; hydrogeologic sensitivity assessments for undisinfected systems; source water microbial monitoring by systems that do not disinfect and draw from hydrogeologically sensitive aquifers or have detected fecal indicators within a distribution system; corrective action; and compliance monitoring for systems which disinfect to ensure that they reliably achieve 4-log (99.99%) inactivation or removal of viruses.

While no assurance can be given as to the ultimate nature and cost of GWR compliance, GSWC and CCWC do not believe that the GWR, as adopted, will impose significant compliance costs on the Registrant, because we currently engage in disinfection of all our groundwater systems. In compliance with the GWR, however, Registrant is evaluating the needs to include more source water monitoring for coliforms and continuous monitoring for chlorine residual. Registrant is currently evaluating all groundwater wells within its systems to identify any that were not constructed or protected to new standards, as is the case in some older groundwater wells. There is a possibility that some vulnerable groundwater facilities will require disinfection treatment to meet disinfectant residual contact time standards, which can include significant capital costs, such as the construction of a detention tank.

Fluoridation of Water Supplies in California

By July 1, 2006, GSWC was required to provide an estimate to CDPH of the total capital costs to install fluoridation treatment equipment to add fluoride, a cavity preventative, in each of its water systems. The cost estimates were provided to CDPH in May 2006. GSWC is required to install this equipment if funding is provided from sources other than ratepayers, shareholders, bondholders or via other fees or charges levied on GSWC's water systems. GSWC may also voluntarily install this equipment and seek recovery of costs from ratepayers. The CPUC is required to approve these costs within 45 days of the filing of an application or advice letter in accordance with CPUC rules. GSWC has not yet received funding for installation of this equipment.

Matters Relating to GSWC's Bay Point Water Systems

During the first quarter of 2008, GSWC's Bay Point water systems located in northern California violated a drinking water standard. GSWC routinely monitors for the presence of drinking water contaminants including total trihalomethanes ("TTHM"). The TTHM samples taken in the first quarter of 2008 indicated that this water system exceeded the maximum contaminant limits ("MCL") for TTHM. Studies conducted by GSWC indicate that source water quality is the predominate factor in this situation. Water imported from the Sacramento-San Joaquin Delta experienced salt water intrusion and had high

levels of organic compounds from agricultural drainage during the first quarter. These compounds form TTHM during the treatment process. To remedy the situation, GSWC increased the purchase of chloraminated water from the Contra Costa Water District beginning in March 2008 and throughout 2008. Chloramination is an accepted and widely used method to mitigate TTHM. Based on the results of compliance samples collected in the second quarter of 2008, GSWC is now in compliance of the TTHM MCL. GSWC has filed an advice letter with the CPUC to allow the establishment of a memorandum account to recover future additional costs associated with the purchase of chloraminated water for its Bay Point Water Systems.

Matters Relating to GSWC's Arden-Cordova Water System

In GSWC's Arden-Cordova system, five wells prior to 2006, had previously been removed from service and destroyed due to contamination from perchlorate or trichloroethylene. During 2006, another three wells were destroyed that had been previously impacted from either perchlorate and/or nitrosodimethylamine ("NDMA") contamination. The supply has been replaced for these wells. Five additional wells are currently out of service due to either perchlorate levels above the CDPH MCL of 6 parts per billion ("ppb") or NDMA levels over the notification level of 10 parts per trillion ("ppt"). GSWC continues to monitor all of its active groundwater wells in the Arden-Cordova system for perchlorate and NDMA, along with other constituents.

Aerojet has, in the past, used ammonium perchlorate in oxidizing rocket fuels. NDMA is an additional by-product from the production of rocket fuels and it is believed that contamination in GSWC's Arden-Cordova service area is also related to the activities of Aerojet. In 2000, GSWC filed suit against Aerojet for contamination of GSWC's groundwater supply in its Arden-Cordova system. On October 12, 2004, Registrant and Aerojet reached a final settlement, relating to this contamination. Under the terms of the settlement, Aerojet paid GSWC $8.7 million in the first quarter of 2004 and agreed to pay GSWC an additional $8 million over a period of five years commencing in December 2009, plus interest accruing from January 1, 2004. These payments, if made, will offset GSWC's costs of utility plant and purchased water by $16 million and $735,000, respectively.

Aerojet has previously reimbursed GSWC $4.3 million in capital costs and $171,000 for additional water supply. In addition, Aerojet has agreed to reimburse GSWC $17.5 million, plus interest accruing from January 1, 2004, for its past legal and expert costs. The source of these later reimbursements is solely from connection fees anticipated to be received by Aerojet in a new development area owned by Aerojet adjacent to the GSWC's Arden-Cordova system, known as Westborough previously discussed.

In January 2009, Moody's Investors Service downgraded the corporate family ratings of GenCorp Inc., Aerojet's parent, to B3 from B2 and its probability of default rating to Caa1 from B2. Obligations rated "B" by Moody's are considered speculative by Moody's and are, in Moody's view, subject to high credit risk and have generally poor credit quality. Obligations rated Caa1 are judged by Moody's to be of poor credit standing and are, in Moody's view, subject to very high credit risk and have extremely poor credit quality. At this time, management believes that Aerojet will be able to fulfill its contractual obligations and has not provided a reserve for uncollectible amounts as of December 31, 2008.

Aerojet transferred remediated groundwater to the Sacramento County Water Agency to facilitate the Sacramento County Water Agency providing treated water for distribution to GSWC and other water purveyors affected by the contamination. Aerojet, Sacramento County Water Agency and GSWC are currently negotiating the best alternative methods to treat and deliver this water to ensure a continued reliable and safe water supply for its Rancho Cordova customers within the Arden-Cordova service area as well as supply for the new development area owned by Aerojet.

Matters Relating to GSWC's Bell/Bell Gardens Water System

In 1998, the South Coast Air Quality Management District ("AQMD") issued a permit to GSWC for the installation and use of air stripping equipment at one of GSWC's groundwater treatment systems in its Region II service area. In 2005, the AQMD conducted an inspection of this facility ("Watson Plant") and issued a Notice of Violation ("NOV") for exceeding the amount of groundwater permitted to be treated by the treatment system during calendar year 2004. In 2007, GSWC reached a settlement of the NOV with the AQMD. As part of the settlement, GSWC agreed to perform a Supplemental Environmental Program ("SEP"). A SEP typically involves capital expenditures resulting in a change of process, equipment, material, or indirect source reduction for the purposes of eliminating or reducing air contaminant emissions. The SEP prepared by GSWC involved installation and operation of granular activated carbon ("GAC") filters at the facility. Installation of the filters will eliminate the use of the air stripping equipment at the facilities involved with the NOV and thus improve air quality. The AQMD accepted the SEP and assessed a nominal penalty of $25,000. In February 2009, GSWC began operation of the permanent GAC treatment system at the Watson Plant. Management believes that GSWC has fulfilled its obligations under the SEP and no further penalties are expected to be assessed. Upon AQMD inspection and approval, GSWC will be deemed released from any and all claims or penalties arising from the NOV. As December 31, 2008, GSWC

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spent approximately $1.0 million in the completion of the SEP. Management believes it is probable that the capital costs of the SEP will be approved in rate base by the CPUC.

Matters Relating to GSWC's San Gabriel Water Systems

Perchlorate and/or Volatile Organic Compounds ("VOC") have been detected in five wells servicing GSWC's San Gabriel System. As previously discussed, GSWC filed suit in federal court, along with two other affected water purveyors and the WQA, against some of those responsible for the contamination. For more details see *Item 3 — Legal Proceedings.*

Matters Relating to Military Privatization Contracts

Under the terms of contracts executed by the Military Utility Privatization Subsidiaries with the U.S. Army and U.S. Air Force, the U.S. government continues to be responsible for environmental contamination caused by its fault or negligence and for environmental contamination that occurred prior to execution of the contracts. In addition, each of the Military Utility Privatization Subsidiaries has the right to seek an equitable adjustment to its contract in the event that there are changes in environmental laws, a change in the quality of water used in providing water service or wastewater discharged by the U.S. government or contamination of the air or soil not caused by the fault or negligence of the Military Utility Privatization Subsidiary.

ODUS has assumed responsibility for operation and maintenance of the water and wastewater systems at Fort Eustis, Virginia. The U.S. government entered into a consent order with the Department of Health of the Commonwealth of Virginia ("VDH") on March 15, 2001, relating to exceedances of the non-acute primary maximum contaminant level for total coliform bacteria, which appears to be due to biological growth in the distribution system. Based on the ODUS operations plan presented to VDH, which included scheduled improvements to the water system at Fort Eustis, the consent order was closed effective March 2, 2007.

Matters Relating to Environmental Clean-Up

Chadron Plant:

GSWC has been involved in the environmental remediation and clean-up at its Chadron Plant site that contained an underground storage tank which was used to store gasoline. This tank was removed from the ground in July 1990 along with the dispenser and ancillary piping. As required at the time, a tank removal report was submitted to the Los Angeles Department of Public Works ("DPW"). At the request of DPW, soil samples were collected beneath the tank and the results indicated gasoline impacted soil in the northern portion of the former tank pit. Quarterly monitoring began in July 1994. Between July 1994 and November 1995, additional monitoring wells were installed and pilot remediation tests were conducted. A site assessment report was completed in April 1996.

In January 1998, a plan for the underground storage tank site remediation and closure was prepared. The remediation system plan was installed and became fully operational in 1998 with an estimated two years thereafter to get site closure. This plan was approved by the Los Angeles Regional Water Quality Control Board of the California Environmental Protection Agency ("LARWQCB"). In November 2002, the LARWQCB commented on the methodology selected for cleanup of dissolved contaminants in the groundwater. Data from operation of the technology implemented at the subject site for the past several years indicated that the technology did not work well. With the technology implemented no longer performing as expected, in 2006 an evaluation of the current remedial system was conducted to look for potential alternatives. This engineering evaluation was completed in April 2006 and was made based on currently available information from quarterly reports.

In February 2007, additional site assessment work was conducted. The site assessment showed that there was more gasoline at higher concentrations spread over a larger area than previously measured. In October 2007, LARWQCB approved an interim remedial action plan. In March 2008, a Phase I multi-phase extraction ("MPE") remediation system started operation. The original plan was to operate this Phase I clean up system for a six-month period. However, based on monitoring data, the Phase I MPE system was operated until December 2008. GSWC will continue to monitor groundwater during the first quarter and second quarter of 2009 to determine if the MPE system needs to be remobilized for further cleanup.

GSWC submitted a work plan for In-Situ Chemical Oxidation ("ISCO") Bench-scale Testing to the LARWQCB for review and approval. Bench-scale testing is scheduled to start in April 2009. If the ISCO process is determined to be effective, GSWC will begin implementing the Phase II cleanup. Remediation is estimated to take two more years, followed by at least one year of monitoring and reporting.

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As of December 31, 2008, the total spent to clean-up and remediate GSWC's plant facility is approximately $2.1 million, of which $1.5 million has been paid by the State of California Underground Storage Tank Fund. Amounts paid by GSWC have been included in rate-base and approved by the CPUC for recovery.

As of December 31, 2008, GSWC has an accrued liability for the estimated additional cost of $1.3 million to complete the clean-up at the site. The ultimate cost may vary as there are many unknowns in remediation of underground gasoline spills and this is an estimate based on currently available information. Management also believes it is probable that the estimated additional costs will be approved in rate-base by the CPUC.

Ballona Plant

During the first quarter of 2008, hydrocarbon contaminated soil was found at a plant site ("Ballona Plant") located in GSWC's Southwest customer service area where an abandoned water tank was demolished. The contamination appears to be shallow and likely the result of past corrosion control practices. An initial investigation and characterization of the contaminated area has been conducted. Investigation report indicates that contamination levels are below normal cleanup goals. GSWC is contacting local Certified Unified Program Agency to get direction on what cleanup, if any, is required. At this time, GSWC is unable to reasonably estimate what, if any, clean-up costs will be incurred. Historically, this type of clean-up cost has been included in rates as approved by the CPUC.

Security Issues

In response to the events of September 11, 2001 and the ongoing war on terror in the United States and abroad, water utilities, including Registrant, have been advised to increase security at key facilities in order to avoid contamination of water supplies and other disruptions of service. In compliance with *"The Public Health Security and Bioterrorism Preparedness Act of 2002" (HR 3448),* Registrant has implemented measures to increase security in accordance with a vulnerability assessment of its large systems and system assessments completed on all systems operated by Registrant. GSWC has upgraded its facilities to enhance the safety of water system operations. Capital improvements provided by Registrant have been included in rate-base and approved by the CPUC for recovery.

GSWC continues to improve its facilities based upon advances in security technology and to monitor relevant industry developments. Registrant has also continued to refine its Emergency Response Plan and to periodically conduct operational security exercises for all of its water systems. Registrant will seek recovery of any additional costs that it incurs in enhancing the security of its water systems from the CPUC.

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Water Supply

GSWC's Water Supply

During 2008, GSWC delivered just over 193,000 acre-feet 84,100,000 hundred cubic feet ("ccf") of water to its customers, which is about 529 acre-feet per average day. (An acre-foot is about 326,000 gallons.) Approximately 55% came from groundwater production wells situated throughout GSWC's service areas. GSWC supplemented groundwater production with wholesale purchases from regional water suppliers (roughly 40% of total demand) and with authorized diversions from rivers (roughly 5%) under contracts with the United States Bureau of Reclamation ("Bureau") and the Sacramento Municipal Utility District. During 2007, GSWC supplied 87,700,000 ccf of water, approximately 55% of which was produced from groundwater sources, 40% was purchased from regional wholesalers, and the remainder was obtained from surface water diversions under contracts with the Bureau and SMUD.

Approximately 55% of GSWC's water supply comes from its own groundwater production wells situated throughout its service areas. GSWC purchases from the MWD member agencies about 45% of its total demand. In light of restrictions on imported water supplies and drought conditions in southern California more fully described below, GSWC has been engaging in a comprehensive and on-going assessment of its water rights and groundwater storage assets. In addition, GSWC has begun to aggressively pursue voluntary conservation measures among its customers and implementing customer education initiatives to help to deal with supply variability and the general scarcity of water supplies.

Groundwater

Over the years, population growth in GSWC's service areas and increases in the amount of groundwater used have resulted in both cooperative and judicially-enforced regimes for owning water rights and managing groundwater basins for long-term sustainability. GSWC management actively participates in efforts to protect groundwater basins from over-use and from contamination and to protect its water rights. In some periods, these efforts require reductions in groundwater pumping and increased reliance on alternative water resources.

GSWC owns approximately 118,100 acre-feet of water rights, mostly groundwater, to help meet supply requirements. The productivity of GSWC's groundwater resources varies from year to year depending upon a variety of factors, including the amount and location of rainfall, the availability of imported replenishment water, the amount of water previously stored in groundwater basins, the amount and seasonality of water use by our customers and others, evolving challenges to water quality, and a variety of legal limitations on use, if a groundwater basin is in an over-drafted condition.

Imported Water

GSWC also manages a portfolio of water supply arrangements with water wholesalers to insure the reliability, quality and affordability of water. For example, GSWC has contracts with various governmental entities (principally MWD's member agencies) and other parties to purchase water for distribution to customers. The MWD is a public agency organized and managed to provide a supplemental, imported supply to its member public agencies. There are 26 such member agencies, consisting of 14 cities, 11 municipal water districts, and one county water authority. GSWC has 43 connections to MWD's water distribution facilities and those of member agencies. The Company purchases MWD water through six separate member agencies aggregating more that 75,000 acre-feet annually. MWD's principal sources of water are the Colorado River and the State Water Project ("SWP") which conveys water from northern California.

To meet its water supply needs, GSWC has contracts with MWD member agencies, various governmental entities and other parties to purchase water or water rights for an aggregate amount of $60.6 million as of December 31, 2008. Included in this amount as of December 31, 2008, is $53.7 million for minimum purchases under take or pay contracts, based on current wholesale rates, over the next five years. The wholesale rates are expected to increase over the terms of the agreements. The current contracts expire on an agreement-by-agreement basis between 2011 through 2013. The terms and conditions vary under each contract. GSWC plans to purchase for its customers' use at least the minimum water requirement under each of the respective contracts in order to supplement its own groundwater resources. GSWC is also committed to purchased $2.4 million of groundwater production rights in the Six Basins from the City of Claremont pursuant to a long-term lease which expires in 2028 with an option to renew for an additional ten years. GSWC also has an aggregate of $4.5 million for other water purchase commitments with other third parties.

State Water Project

Water supplies available to MWD through the State Water Project ("SWP") have historically varied from year to year based on weather. However, MWD has generally been able to provide sufficient quantities of water to satisfy the needs of its constituents.

A key link in the SWP is the Sacramento/San Joaquin River Delta adjacent to the San Francisco Bay ("Delta"). The fresh water pathway through the Delta is supported by earthen levees, and the reliability of those levees has been called into question based on post hurricane Katrina assessments by various federal, state and local agencies. A significant failure of the Delta levee system would substantially interfere with water exports, thus potentially disrupting the water supply available to GSWC from northern California via MWD. In light of these risks, the state Department of Water Resources and the Governor have convened a series of interdisciplinary task forces to develop proposals to preserve the environmental viability of the Delta and safeguard the water supply. GSWC continues to participate in and monitor developments related to the Delta and efforts to craft a workable solution to the risks presented by reliance on the Delta for water supply conveyance to southern California.

The SWP faces particular challenges to the operation of its pumping plant located at the southern end of the Delta which naturally drains to the Pacific Ocean through the San Francisco Bay. Because of its diversion of water for export to central, coastal and southern California through the pumping plant, the SWP is subject to a variety of operating limitations and permitting processes designed, collectively, to balance the need for water exports with the need to restore and protect the Delta environment. In late 2007, a Federal judge issued a decision in the case *Natural Resources Defense Council v. Kempthorne*, Case No. 05-CV-1207 (U.S. Dist. Ct., E.D.) finding, among other things, that the Biological Opinion ("BiOp") issued by the U.S. Fish and Wildlife Service (the "Service") was legally insufficient and failed to consider recent declines in delta smelt abundance. A new BiOp, responsive to recent scientific findings and to the judge's order, was filed December 15, 2008. The BiOp, which sets the parameters for a new operating procedure for the SWP, could result in permanent restrictions on water deliveries through the Delta, reducing deliveries in some years by up to 50%.

Due to declining storage levels in the State's reservoirs, MWD currently estimates that initial allocations from the SWP for 2009 will be approximately 10% to 15% of State water, which would be the second lowest in the history of the SWP.

Colorado River

On October 17, 2003, the Federal government, acting through the Bureau in its capacity as Colorado River watermaster, the State of California, and four Southern California water agencies, including MWD, reached an agreement, known as the Quantification Settlement Agreement ("QSA"). The QSA allocates California's annual 4.4 million acre-feet ("MAF") share of the Colorado River among those agencies and provides the framework for accounting and transfers among them. Under the QSA, MWD will continue to have access to its base allotment of Colorado River water each year, as well as excess Colorado River water until October 2016, and up to 1.6 MAF of additional water that the Imperial Irrigation District proposes to conserve and sell to the state for use by MWD members.

Wholesale Water Supplier Responses

Under its Integrated Resources Plan, MWD estimates that it can meet its member agencies' demands over at least the next 20 years. However, in light of pressure on all of its sources of imported water, including the drought mentioned above, MWD adopted a Water Supply Allocation Plan on February 12, 2008. The Plan, which will be put into effect if MWD declares a shortage of imported supplies in the future, incorporates considerations for impacts on retail customers and the economy; changes and losses in local supplies; investment in and development of local resources; and conservation efforts. MWD has indicated that a regional shortage of 10% to 25% or more is possible for 2009, and has stated there is a 75% chance of mandatory rationing occurring within its service territories in 2009. MWD has declared restrictions on water availability for groundwater replenishment and other supply programs. MWD has also announced planned increases to its water rates beginning in 2009. Increases in prices from wholesalers such as MWD flow through the water supply balancing account for GSWC.

The Contra Costa Water District ("CCWD"), which also relies on water flow through the Delta, has also announced plans for mandatory water allocations and restrictions in 2009. GSWC purchases water from the CCWD for use in its Bay Point service territory. GSWC is working closely with CCWD to ensure continued supply to customers in its Bay Point service territory through implementation of possible mandatory water conservation activities.

GSWC is closely monitoring developments and working with its water suppliers to safeguard the supply and evaluate potential emergency responses to prolonged reduction in imported supplies.

CCWC's Water Supply

CCWC has been given a Municipal and Industrial ("M&I") designation for purposes of determining priority for allocations of water from the Central Arizona Project ("CAP"). The first curtailment of CAP deliveries in the event of shortage would occur to non-Indian agricultural users. Such users accounted for a third of CAP deliveries in 2004, creating a buffer for M&I users such as CCWC. The priority for M&I users of CAP, such as CCWC, provides an improved outlook for CCWC supplies. In addition to its supplies from the CAP, CCWC produces water from two operating wells. The majority of CCWC's water supply is obtained from its CAP allocation. Well water is used for peaking capacity in excess of treatment plant capability, during treatment plant shutdown, and to keep the wells in optimal operating condition.

CCWC has an Assured Water Supply designation, by decision and order of the Arizona Department of Water Resources ("ADWR"). Pursuant to a decision issued by ADWR on April 7, 2004, CCWC demonstrated the physical, legal and continuous availability of CAP water and groundwater, in an aggregate volume of 9,828 acre-feet per year for a minimum of 100 years. The 9,828 acre-feet is comprised of existing CAP allocation of 6,978 acre-feet per year, 350 acre-feet per year groundwater allowance, incidental recharge credits of 500 acre-feet per year, and a Central Arizona Groundwater Replenishment District (the "District") contract of 2,000 acre-feet per year. CCWC's existing groundwater account balance of 35,829 acre-feet provides approximately 350 acre-feet per year for an estimated one hundred years.

The Arizona Water Settlement Act was signed into law in December of 2004. This legislation provides for an additional CAP allocation to CCWC in the amount of 1,931 acre-feet per year. In order to receive this additional allocation, CCWC entered into a revised contract with the District in November 2007 and made a payment of $1.3 million for this additional CAP allocation. Upon entering into the revised contract, CCWC applied to ADWR to modify and increase its Designation of Assured Supply from 9,828 acre-feet per year to 11,759 acre-feet per year. CCWC also has the physical capability to deliver water in excess of that which is currently accounted for in CCWC's assured water supply account. In addition, CCWC has a long-term water supply contract with the District through September 2033, and is entitled to take 8,909 acre-feet of water per year from the CAP, including the additional allocation of 1,931 acre-feet per year discussed above. CCWC pays an annual charge to the District for this water supply regardless of amount of water delivered by the District. The rate for such charge is set by the District and is subject to annual increases. Based on the District's published new rate schedules, the estimated remaining commitment under this contract is $401,000 as of December 31, 2008.

The quantity of water CCWC supplies to some or all of its customers may be interrupted or curtailed, pursuant to the provisions of its tariffs.

Weather Outlook

As noted above, water supply and revenues at GSWC and CCWC are significantly affected, both in the short-run and long-run, by changes in weather and climate conditions.

In June, 2008, Governor Arnold Schwarzenegger issued an executive order declaring a statewide drought, which directed state agencies and departments to take immediate action to address the serious drought conditions and water delivery reductions that exist in California. In July 2008, the Governor and Senator Dianne Feinstein proposed a compromise plan to the legislature to update California's water system that would put the state on the path toward restoring the Sacramento-San Joaquin Delta, expanding water supplies and promoting conservation efforts that will ensure a clear, reliable water supply for California.

In September 2008, the Governor's office issued the following statement reaffirming the severe drought conditions as stated previously on the June 2008 press release: "California's drought is impacting our economy, our agriculture and our families, and an end to these dry conditions is nowhere in sight. We are facing the potential for another dry year in 2009, which is why the Administration is actively planning for an ongoing drought and working to alleviate the effects of the state's dry conditions. The Water Bank program will be providing water to communities who need it most."

The above average precipitation level in early 2008 in California was offset by dry weather experienced since March of 2008. According to National Climatic Data Center ("NCDC"), the precipitation level in the State for the three months ended December 31, 2008 was 5.6 inches, which was lower than the 10-year average precipitation of 7.31 inches for the same period and the annual precipitation level for the year was 16.60 inches as compared to the 10 year average of 20.00 inches. The year 2008 was ranked 21st driest year during the past 114 years by 3.4 inches or 17% lower. The U.S. Seasonal Drought Outlook's January 15, 2009 publication forecasted that the drought is to persist over much of California.

At the end of December 2008, DWR estimated that California reservoirs were at 67% of average and California precipitation at 88% of normal for the water year so far. The DWR further reported in their first snow survey that, 'snow water content is 76% of normal for the date (December 30, 2008), statewide'. By January 22, 2009, the DWR reported statewide snow water equivalents to be 57% of normal.

Military Utility Privatization Subsidiaries

The U.S. government is responsible for providing the source of supply for all water on each of the bases served by the Military Utility Privatization Subsidiaries at no cost to the Military Utility Privatization Subsidiaries.

New Accounting Pronouncements

Registrant is subject to newly issued requirements as well as changes in existing requirements issued by the Financial Accounting Standards Board. Differences in financial reporting between periods could occur unless and until the CPUC and the ACC approve such changes for conformity through regulatory proceedings. See *Note 1 of Notes to Consolidated Financial Statements.*

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Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Registrant is exposed to certain market risks, including fluctuations in interest rates, and commodity price risk primarily relating to changes in the market price of electricity. Market risk is the potential loss arising from adverse changes in prevailing market rates and prices.

Interest Rate Risk

A significant portion of Registrant's capital structure is comprised of fixed-rate debt and some long-term variable rate debt. Market risk related to our fixed-rate debt is deemed to be the potential increase in fair value resulting from a decrease in interest rates. At December 31, 2008, the fair value of Registrant's long-term debt was $310.2 million. A hypothetical ten percent decrease in market interest rates would have resulted in a $20.4 million increase in the fair value of Registrant's long-term debt.

Market risk related to Registrant's variable-rate debt is estimated as the potential decrease in pretax earnings resulting from an increase in interest rates. The interest rates applicable to variable-rate debt are based on weekly market rates. At December 31, 2008, the weekly market rate was approximately 1%. Based on $6.3 million of variable-rate debt outstanding as of December 31, 2008, a hypothetical one percent rise in interest rates would not result in a material impact to earnings.

At December 31, 2008, Registrant did not believe that its short-term debt was subject to interest rate risk, due to the fair market value being approximately equal to the carrying value.

The proposed decision in the GSWC cost of capital proceeding authorized an interest rate balancing account to track interest costs of new debt. This balancing account would track any difference between the forecast incremental cost of debt included in the cost of capital adopted and the actual cost of debt for any long-term debt issued by GSWC from the effective date of the final decision.

Commodity/Derivative Risk

Registrant is exposed to commodity price risk primarily relating to changes in the market price of electricity for BVES. To manage its exposure to energy price risk, during 2001 and 2002 Registrant entered into certain block-forward purchase power contracts that qualified as derivative instruments under SFAS No. 133. A derivative financial instrument or other contract derives its value from another investment or designated benchmark. The power purchased under these contracts was only used to service electric customers' demand and Registrant did not and does not engage in trading of purchased power. Certain of these contracts did qualify as an exception provided under SFAS No. 133 for activities that were considered normal purchases and normal sales. These contracts have been reflected in the statements of income at the time of contract settlement. Contracts that did not qualify for the normal purchases and normal sales exception have been recognized at fair market value on the balance sheet as an asset or liability and an unrealized gain or loss against earnings. On a monthly basis, the related asset or liability was adjusted to reflect the fair market value at the end of the month. As these contracts settled, the realized gains or losses were recorded in power purchased for resale, and the unrealized losses were reversed. As a result, GSWC recognized pretax unrealized gains of $1,554,000 and $2,100,000 for the years ended December 31, 2008 and 2007, respectively, and a pretax unrealized loss of $7,071,000 for the year ended December 31, 2006. The increases and decreases in energy prices throughout the terms of the contracts have resulted in significant fluctuations to GSWC's results of operations. The market prices for energy used to determine the fair value for this derivative instrument were estimated based on independent sources such as broker quotes and publications. The contracts entered into in 2001 and 2002 have all expired as of December 31, 2008.

In October 2008, GSWC executed a new purchased power contract that will provide power to BVES effective January 1, 2009 at a fixed cost over a three and five year term depending on the products offered in the contract. The new contract is subject to CPUC approval. The new contract will also be subject to SFAS No. 133 and will require mark-to-market derivative accounting. Included in GSWC's filing to the CPUC requesting approval of the new contract, GSWC also requested the CPUC to authorize the establishment of regulatory asset and liability accounts to offset the entries required by SFAS No. 133. If GSWC's request is approved, all unrealized gains and losses generated from the new purchased power contract will be deferred on a monthly basis into the non-interest bearing regulatory accounts that would track the changes in fair value of the derivative throughout the term of the contract. Upon approval of the new contract by the CPUC, changes in the fair value of the derivative throughout the term of the new contract will be included in the regulatory accounts established and would, as a result, no longer affect GSWC's earnings.

Except as discussed above, Registrant has no other derivative financial instruments, financial instruments with significant off-balance sheet risks or financial instruments with concentrations of credit risk.

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Impact of the Current Financial Crisis

Due to recent capital market events, there has been a significant decline in the fair value of the assets in Registrant's pension and post-retirement benefit plans since December 31, 2007. This decline in market value has increased Registrant's underfunded position recorded on the balance sheets for these plans. As of December 31, 2008, Registrant's underfunded positions in these plans increased by $29.7 million to $46.6 million as compared to $16.9 million as of December 31, 2007. This decline in market value will also significantly increase Registrant's pension and post-retirement benefit plan expenses in 2009. To the extent that this decline in market value continues or is not reversed and is not offset by changes in the discount rate, increases in pension and post-retirement benefit plan expenses may increase in years subsequent to 2009. If market conditions do not improve, Registrant will also need to increase its cash contributions to these plans in 2009 and subsequent years.

Registrant includes increases in pension and postretirement cost in each general rate case filed by GSWC for possible recovery. However, Registrant estimates the amount of expenses expected to be incurred during future years in California. Registrant may not recover overages from those estimates in rates, which may adversely affect its financial condition, results of operations, cash flow and liquidity. Registrant is currently unable to predict if these higher costs will be recovered in future rates. In March 2009, Registrant filed an advice letter with the CPUC requesting authorization to establish a Pension Costs Memorandum Account. If this account is approved, Registrant will track the difference between the pension costs authorized by the CPUC and included in customer rates, and actual pension costs. Registrant will not record the amounts in this account as a regulatory asset until they are reviewed and approved by the CPUC. If approved by the CPUC, Registrant will then establish a regulatory asset with a corresponding increase to earnings. Until then, Registrant expects that its earnings will be negatively affected by increasing pension costs.

Registrant obtains funds from external sources to finance its on-going capital expenditures. Access to external financing on reasonable terms depends, in part, on conditions in the debt and equity markets. When business and market conditions deteriorate Registrant may no longer have access to the capital markets on reasonable terms. Registrant's ability to obtain funds is dependent upon the ability of Registrant to access the capital markets by issuing debt or equity to third parties or obtaining funds from its revolving credit facility. If the current financial turmoil continues for an extended period of time, it may become necessary for Registrant to seek funds on unattractive terms. However, a senior note in the amount of $40.0 million has been issued on March 10, 2009, to CoBank, ACB ("CoBank"). Under the terms of this senior note, CoBank purchased a 6.7% Senior Note due March 10, 2019 in the aggregate principal amount of $40.0 million from GSWC. The proceeds will be used to pay down intercompany short-term borrowings and to fund capital expenditures.

Registrant's ability to collect amounts owed by customers and other third parties could also be adversely impacted by the current financial crisis. GSWC has been experiencing a slow-down in payments from its customers as well as an increase in write-offs of accounts receivables from water customers. The current economic situation is affecting customers across all of Registrant's water service areas. An increased incidence of customers' inability to pay or delays in paying their utility bills, or an increase in customer bankruptcies, may lead to higher bad debt expense and reduced cash flow. In addition, GSWC has an $8.0 million note receivable pursuant to a settlement agreement with Aerojet. This note, plus interest on the unpaid balance, is scheduled to be paid by Aerojet in installments over five years beginning in December 2009. In January 2009, Moody's Investors Service downgraded the corporate family ratings of GenCorp Inc., Aerojet's parent, further to B3 from B2 and its probability of default rating to Caa1 from B2. Obligations rated "B" by Moody's are considered speculative by Moody's and are, in Moody's view, subject to high credit risk and have generally poor credit quality. Obligations rated Caa1 are judged by Moody's to be of poor credit standing and are, in Moody's view, subject to very high credit risk and have extremely poor credit quality. At this time, management believes the note receivable from Aerojet is still fully collectible and has not provided a reserve for uncollectible amounts as of December 31, 2008. GSWC will continue to assess recoverability of this note receivable.

Registrant is unable to predict at this time how it may otherwise be impacted by this financial crisis.

Item 8. Financial Statements and Supplementary Data

American States Water Company

Golden State Water Company

AMERICAN STATES WATER COMPANY
CONSOLIDATED BALANCE SHEETS

(in thousands)	December 31, 2008	2007
Assets		
Utility Plant, at cost		
Water	$ 1,051,838	$ 982,708
Electric	66,513	65,078
	1,118,351	1,047,786
Less — accumulated depreciation	(346,022)	(316,038)
	772,329	731,748
Construction work in progress	52,933	44,631
Net utility plant	825,262	776,379
Other Property and Investments		
Goodwill	4,610	11,354
Other property and investments	10,689	10,245
Total other property and investments	15,299	21,599
Current Assets		
Cash and cash equivalents	7,283	1,698
Accounts receivable-customers, less allowance for doubtful accounts	14,315	16,095
Unbilled revenue	17,958	16,035
Receivable from U.S. government, less allowance for doubtful accounts	8,094	7,556
Other accounts receivable, less allowance for doubtful accounts	6,341	4,154
Income taxes receivable	1,526	60
Materials and supplies	2,109	1,576
Regulatory assets — current	16,071	5,187
Prepayments and other current assets	2,950	2,765
Costs and estimated earnings in excess of billings on uncompleted contracts	11,836	3,842
Deferred income taxes — current	2,131	4,047
Total current assets	90,614	63,015
Regulatory and Other Assets		
Regulatory assets	104,521	82,539
Other accounts receivable	8,167	9,723
Costs and estimated earnings in excess of billings on uncompleted contracts	6,897	2,284
Deferred income taxes	254	28
Other	10,273	8,331
Total regulatory and other assets	130,112	102,905
Total Assets	$ 1,061,287	$ 963,898

The accompanying notes are an integral part of these consolidated financial statements.

AMERICAN STATES WATER COMPANY
CONSOLIDATED BALANCE SHEETS

(in thousands)	December 31, 2008	2007
Capitalization and Liabilities		
Capitalization		
Common shareholders' equity	$ 310,503	$ 302,129

Long-term debt	266,536	267,226
Total capitalization	577,039	569,355
Current Liabilities		
Notes payable to banks	74,700	37,200
Long-term debt — current	636	609
Accounts payable	36,582	29,091
Income taxes payable	974	398
Accrued employee expenses	5,625	6,228
Accrued interest	2,463	2,467
Regulatory liabilities — current	—	173
Deferred income taxes — current	2	—
Unrealized loss on purchased power contracts	—	1,554
Billings in excess of costs and estimated earnings on uncompleted contracts	2,094	2,641
Other	14,321	13,890
Total current liabilities	137,397	94,251
Other Credits		
Advances for construction	86,816	84,479
Contributions in aid of construction — net	101,593	98,657
Deferred income taxes	84,750	82,480
Unamortized investment tax credits	2,245	2,336
Accrued pension and other postretirement benefits	52,235	20,851
Regulatory liabilities	425	557
Billings in excess of costs and estimated earnings on uncompleted contracts	9,866	2,037
Other	8,921	8,895
Total other credits	346,851	300,292
Commitments and Contingencies (Notes 13 and 14)		
Total Capitalization and Liabilities	$ 1,061,287	$ 963,898

The accompanying notes are an integral part of these consolidated financial statements.

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AMERICAN STATES WATER COMPANY
CONSOLIDATED STATEMENTS OF CAPITALIZATION

(in thousands, except share data)	December 31, 2008	2007
Common Shareholders' Equity:		
Common Shares, no par value, no stated value:		
Authorized: 30,000,000 shares		
Outstanding: 17,301,047 shares in 2008 and 17,231,041 shares in 2007	$ 185,499	$ 181,796
Earnings reinvested in the business	125,004	120,333
	310,503	302,129
Long-Term Debt (All are of GSWC unless otherwise noted)		
Notes/Debentures:		
6.64% notes due 2013	1,100	1,100
6.80% notes due 2013	2,000	2,000
6.87% notes due 2023	5,000	5,000
7.00% notes due 2023	10,000	10,000
7.55% notes due 2025	8,000	8,000
7.65% notes due 2025	22,000	22,000
6.81% notes due 2028	15,000	15,000
6.59% notes due 2029	40,000	40,000
7.875% notes due 2030	20,000	20,000
7.23% notes due 2031	50,000	50,000
Private Placement Notes:		
9.56% notes due 2031	28,000	28,000
5.87% notes due 2028	40,000	40,000
Tax-Exempt Obligations:		
5.50% notes due 2026	7,865	7,905
Variable Rate Obligation due 2014	6,000	6,000
State Water Project due 2035	4,719	4,818
Other Debt Instruments:		
8.50% fixed rate obligation due 2012	721	886
Variable Rate Obligation due 2018	339	375
Capital lease obligations	143	166
Chaparral City Water Company:		

5.20% term bonds due 2011	745	1,000
5.40% term bonds due 2022	4,610	4,610
5.30% term bonds due 2022	930	975
	267,172	267,835
Less: Current maturities	(636)	(609)
	266,536	267,226
Total Capitalization	$ 577,039	$ 569,355

The accompanying notes are an integral part of these consolidated financial statements.

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AMERICAN STATES WATER COMPANY
CONSOLIDATED STATEMENTS OF INCOME

(in thousands, except per share amounts)	For the years ended December 31, 2008	2007	2006
Operating Revenues			
Water	$ 247,936	$ 237,882	$ 222,912
Electric	28,424	28,574	29,268
Contracted services	42,358	34,914	16,449
Total operating revenues	318,718	301,370	268,629
Operating Expenses			
Water purchased	46,617	45,439	44,641
Power purchased for pumping	10,428	10,591	10,007
Groundwater production assessment	10,623	9,944	9,033
Power purchased for resale	13,616	14,199	14,383
Unrealized (gain) loss on purchased power contracts	(1,554)	(2,100)	7,071
Supply cost balancing accounts	(387)	(1,962)	(1,835)
Other operating expenses	30,076	27,375	24,134
Administrative and general expenses	62,716	52,637	47,110
Depreciation and amortization	31,562	28,941	26,272
Maintenance	16,331	15,779	12,254
Property and other taxes	12,312	11,254	10,187
Construction expenses	23,872	22,125	9,024
Goodwill impairment charge	7,700	—	—
Net gain on sale of property	—	(584)	(258)
Total operating expenses	263,912	233,638	212,023
Operating Income	54,806	67,732	56,606
Other Income and Expenses			
Interest expense	(21,330)	(21,582)	(21,121)
Interest income	1,837	2,371	2,818
Other	71	299	459
Total other income and expenses	(19,422)	(18,912)	(17,844)
Income from operations before income tax expense	35,384	48,820	38,762
Income tax expense	13,379	20,790	15,681
Net Income	$ 22,005	$ 28,030	$ 23,081
Weighted Average Number of Common Shares Outstanding	17,262	17,121	16,934
Basic Earnings Per Common Share	$ 1.27	$ 1.62	$ 1.34
Weighted Average Number of Diluted Shares Outstanding	17,394	17,177	17,101
Fully Diluted Earnings Per Common Share	$ 1.26	$ 1.61	$ 1.33
Dividends Declared Per Common Share	$ 1.000	$ 0.955	$ 0.910

The accompanying notes are an integral part of these consolidated financial statements.

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AMERICAN STATES WATER COMPANY

CONSOLIDATED STATEMENTS OF CHANGES IN COMMON SHAREHOLDERS' EQUITY

(in thousands)	Common Shares Number of Shares	Common Shares Amount	Earnings Reinvested in the Business	Accumulated Other Comprehensive Income (Loss)	Total
Balances at December 31, 2005	16,798	$ 166,529	$ 101,121	$ (3,556)	$ 264,094
Add:					
Net income			23,081		23,081
Additional minimum pension liability adjustment, net				3,376	3,376
Total comprehensive income					26,457
Net adjustment to adopt SFAS No. 158				180	180
Issuance of Common Shares	59	2,117			2,117
Exercise of stock options	192	4,419			4,419
Tax benefit from employee stock options		1,237			1,237
Compensation on stock-based awards		757			757
Dividend equivalent rights on stock-based awards not paid in cash		76			76
Deduct:					
Dividends on Common Shares			15,392		15,392
Dividend equivalent rights on stock based awards, net of tax effect			211		211
Balances at December 31, 2006	17,049	175,135	108,599	—	283,734
Cumulative effect of adopting FIN 48			181		181
Add:					
Net income			28,030		28,030
Issuance of Common Shares	26	876			876
Exercise of stock options	156	3,911			3,911
Tax benefit from employee stock options		835			835
Compensation on stock-based awards		968			968
Dividend equivalent rights on stock-based awards not paid in cash		71			71
Deduct:					
Dividends on Common Shares			16,339		16,339
Dividend equivalent rights on stock based awards, net of tax effect			138		138
Balances at December 31, 2007	17,231	181,796	120,333	—	302,129
Add:					
Net income			22,005		22,005
Issuance of Common Shares	42	1,173			1,173
Exercise of stock options	28	690			690
Tax benefit from employee stock options		150			150
Compensation on stock-based awards		1,613			1,613
Dividend equivalent rights on stock-based awards not paid in cash		77			77
Deduct:					
Dividends on Common Shares			17,257		17,257
Dividend equivalent rights on stock based awards, net of tax effect			77		77
Balances at December 31, 2008	17,301	$ 185,499	$ 125,004	$ —	$ 310,503

The accompanying notes are an integral part of these consolidated financial statements.

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AMERICAN STATES WATER COMPANY
CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)	For the years ended December 31, 2008	2007	2006
Cash Flows From Operating Activities:			
Net income	$ 22,005	$ 28,030	$ 23,081
Adjustments for non-cash items:			
Depreciation and amortization	31,562	28,941	26,272
Net gain on sale of property	—	(584)	(258)
Provision for doubtful accounts	885	1,109	837
Deferred income taxes and investment tax credits	1,957	1,462	4,715
Unrealized (gain) loss on purchased power contracts	(1,554)	(2,100)	7,071
Equity earnings from investment	(71)	(299)	(459)

Stock-based compensation expense	1,499	857	546
Goodwill impairment charge	7,700	—	—
Other — net	522	1,034	1,340
Changes in assets and liabilities:			
Accounts receivable — customers	884	(1,572)	(2,007)
Unbilled revenue	(1,923)	(339)	(501)
Other accounts receivable	(786)	137	44
Receivables from the U.S. government	(372)	(1,295)	(2,277)
Materials and supplies	(533)	(11)	(144)
Prepayments and other current assets	(185)	2,122	211
Regulatory assets - supply cost balancing accounts	(387)	(1,962)	(1,835)
Other assets	(737)	(4,152)	(2,347)
Costs and estimated earnings in excess of billings on uncompleted contracts	(12,607)	(1,631)	(4,495)
Accounts payable	7,532	833	4,331
Income taxes receivable/payable	(890)	1,527	(1,709)
Billings in excess of costs and estimated earnings on uncompleted contracts	7,282	635	1,836
Accrued pension and other postretirement benefits	687	70	666
Other liabilities	(324)	(1,790)	(3,359)
Net cash provided	62,146	51,022	51,559
Cash Flows From Investing Activities:			
Capital expenditures	(77,018)	(49,867)	(66,599)
Business acquisition	(2,298)	—	—
Proceeds from sale of property	—	609	391
Net cash used	(79,316)	(49,258)	(66,208)
Cash Flows from Financing Activities:			
Proceeds from issuance of Common Shares, net of issuance costs	1,173	876	2,117
Proceeds from stock option exercises	690	3,911	4,419
Tax benefits from exercise of stock-based awards	150	835	1,237
Receipt of advances for and contributions in aid of construction	4,892	7,073	8,810
Refunds on advances for construction	(3,603)	(4,179)	(3,246)
Cash received on financing portion of purchased power contracts	—	—	2,681
Retirement or repayments of long-term debt	(663)	(601)	(649)
Net change in notes payable to banks	37,500	5,200	5,000
Dividends paid	(17,257)	(16,339)	(15,392)
Other	(127)	(65)	(137)
Net cash provided (used)	22,755	(3,289)	4,840
Net increase (decrease) in cash and cash equivalents	5,585	(1,525)	(9,809)
Cash and cash equivalents, beginning of year	1,698	3,223	13,032
Cash and cash equivalents, end of year	$ 7,283	$ 1,698	$ 3,223

The accompanying notes are an integral part of these consolidated financial statements.

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GOLDEN STATE WATER COMPANY
BALANCE SHEETS

(in thousands)	December 31, 2008	2007
Assets		
Utility Plant, at cost		
Water	$ 985,641	$ 922,459
Electric	66,513	65,078
	1,052,154	987,537
Less — accumulated depreciation	(326,089)	(298,856)
	726,065	688,681
Construction work in progress	51,778	43,552
Net utility plant	777,843	732,233
Other Property and Investments	7,719	7,838
	7,719	7,838
Current Assets		
Cash and cash equivalents	3,812	1,389
Accounts receivable-customers, less allowance for doubtful accounts	13,969	15,741
Unbilled revenue	17,641	15,701
Inter-company receivable	309	563
Other accounts receivable, less allowance for doubtful accounts	4,348	3,195

Materials and supplies	1,543	1,562
Regulatory assets — current	16,018	5,116
Prepayments and other current assets	2,714	2,595
Deferred income taxes — current	2,144	3,845
Total current assets	62,498	49,707
Regulatory and Other Assets		
Regulatory assets	104,521	82,539
Other accounts receivable	8,167	9,723
Other	9,402	7,933
Total regulatory and other assets	122,090	100,195
Total Assets	$ 970,150	$ 889,973

The accompanying notes are an integral part of these financial statements.

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GOLDEN STATE WATER COMPANY
BALANCE SHEETS

(in thousands)	December 31, 2008	December 31, 2007
Capitalization and Liabilities		
Capitalization		
Common shareholder's equity	$ 324,533	$ 278,441
Long-term debt	260,561	260,941
Total capitalization	585,094	539,382
Current Liabilities		
Long-term debt — current	326	309
Accounts payable	25,897	24,402
Inter-company payable	18,392	23,764
Income taxes payable to Parent	2,794	2,469
Accrued employee expenses	4,940	5,677
Accrued interest	2,391	2,424
Regulatory liabilities — current	—	173
Unrealized loss on purchased power contracts	—	1,554
Deferred income taxes— current	39	—
Other	13,245	13,459
Total current liabilities	68,024	74,231
Other Credits		
Advances for construction	80,977	78,917
Contributions in aid of construction — net	89,519	87,323
Deferred income taxes	83,765	78,805
Unamortized investment tax credits	2,245	2,336
Accrued pension and other postretirement benefits	52,235	20,851
Other	8,291	8,128
Total other credits	317,032	276,360
Commitments and Contingencies (Notes 13 and 14)		
Total Capitalization and Liabilities	$ 970,150	$ 889,973

The accompanying notes are an integral part of these financial statements.

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GOLDEN STATE WATER COMPANY
STATEMENTS OF CAPITALIZATION

(in thousands, except share data)	December 31, 2008	December 31, 2007
Common Shareholder's Equity:		
Common shares, no par value, Outstanding: 134 shares in 2008 and 122 shares in 2007	$ 194,728	$ 163,180
Earnings reinvested in the business	129,805	115,261
	324,533	278,441

Long-Term Debt		
Notes/Debentures:		
6.64% notes due 2013	1,100	1,100
6.80% notes due 2013	2,000	2,000
6.87% notes due 2023	5,000	5,000
7.00% notes due 2023	10,000	10,000
7.55% notes due 2025	8,000	8,000
7.65% notes due 2025	22,000	22,000
6.81% notes due 2028	15,000	15,000
6.59% notes due 2029	40,000	40,000
7.875% notes due 2030	20,000	20,000
7.23% notes due 2031	50,000	50,000
Private Placement Notes:		
9.56% notes due 2031	28,000	28,000
5.87% notes due 2028	40,000	40,000
Tax-Exempt Obligations:		
5.50% notes due 2026	7,865	7,905
Variable Rate Obligation due 2014	6,000	6,000
State Water Project due 2035	4,719	4,818
Other Debt Instruments:		
8.50% fixed rate obligation due 2012	721	886
Variable rate obligation due 2018	339	375
Capital lease obligations	143	166
	260,887	261,250
Less: Current maturities	(326)	(309)
	260,561	260,941
Total Capitalization	$ 585,094	$ 539,382

The accompanying notes are an integral part of these financial statements.

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GOLDEN STATE WATER COMPANY
STATEMENTS OF INCOME

(in thousands)	For the years ended December 31, 2008	2007	2006
Operating Revenues			
Water	$ 240,464	$ 230,178	$ 215,157
Electric	28,424	28,574	29,268
Total operating revenues	268,888	258,752	244,425
Operating Expenses			
Water purchased	45,815	44,583	43,707
Power purchased for pumping	9,818	9,972	9,389
Groundwater production assessment	10,623	9,944	9,033
Power purchased for resale	13,616	14,199	14,383
Unrealized (gain) loss on purchased power contracts	(1,554)	(2,100)	7,071
Supply cost balancing accounts	(387)	(1,962)	(1,835)
Other operating expenses	24,781	23,045	20,878
Administrative and general expenses	49,897	44,330	41,002
Depreciation and amortization	28,997	27,051	24,448
Maintenance	13,431	14,721	11,539
Property and other taxes	10,933	10,854	9,770
Net gain on sale of property	—	(591)	(262)
Total operating expenses	205,970	194,046	189,123
Operating Income	62,918	64,706	55,302
Other Income and Expenses			
Interest expense	(19,651)	(20,063)	(19,186)
Interest income	1,774	2,111	2,670
Other	53	225	608
Total other income and expenses	(17,824)	(17,727)	(15,908)
Income from operations before income tax expense	45,094	46,979	39,394
Income tax expense	17,275	20,079	16,136
Net Income	$ 27,819	$ 26,900	$ 23,258

The accompanying notes are an integral part of these financial statements.

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GOLDEN STATE WATER COMPANY
STATEMENTS OF CHANGES IN
COMMON SHAREHOLDER'S EQUITY

(in thousands, except number of shares)	Common Shares Number of Shares	Common Shares Amount	Earnings Reinvested in the Business	Accumulated Other Comprehensive Income (Loss)	Total
Balances at December 31, 2005	122	$ 159,429	$ 99,645	$ (3,556)	$ 255,518
Comprehensive income:					
Net income			23,258		23,258
Additional minimum pension liability adjustment, net				3,376	3,376
Total comprehensive income					26,634
Net adjustment to adopt SFAS No. 158				180	180
Tax benefit from employee stock options		1,235			1,235
Compensation on stock-based awards		722			722
Dividend equivalent rights on stock-based awards not paid in cash		73			73
Deduct:					
Dividends on Common Shares			17,200		17,200
Dividend equivalent rights on stock-based awards, net of tax effect			197		197
Balances at December 31, 2006	122	161,459	105,506	—	266,965
Cumulative effect of adopting FIN 48			185		185
Add:					
Net income			26,900		26,900
Tax benefit from employee stock options		772			772
Compensation on stock based awards		881			881
Dividend equivalent rights on stock-based awards not paid in cash		68			68
Deduct:					
Dividends on Common Shares			17,200		17,200
Dividend equivalent rights on stock-based awards, net of tax effect			130		130
Balances at December 31, 2007	122	163,180	115,261	—	278,441
Add:					
Net income			27,819		27,819
Issuance of Common Shares to Parent	12	30,000			30,000
Tax benefit from employee stock options		149			149
Compensation on stock based awards		1,324			1,324
Dividend equivalent rights on stock-based awards not paid in cash		75			75
Deduct:					
Dividends on Common Shares			13,200		13,200
Dividend equivalent rights on stock-based awards, net of tax effect			75		75
Balances at December 31, 2008	134	$ 194,728	$ 129,805	$ —	$ 324,533

The accompanying notes are an integral part of these financial statements.

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GOLDEN STATE WATER COMPANY
STATEMENTS OF CASH FLOWS

(in thousands)	For the years ended December 31, 2008	2007	2006
Cash Flows From Operating Activities:			

Net income	$ 27,819	$ 26,900	$ 23,258
Adjustments for non-cash items:			
Depreciation and amortization	28,997	27,051	24,448
Net gain on sale of property	—	(591)	(262)
Provision for doubtful accounts	1,021	434	825
Deferred income taxes and investment tax credits	4,696	1,812	4,930
Unrealized (gain) loss on purchased power contracts	(1,554)	(2,100)	7,071
Equity earnings from investment	(53)	(225)	(608)
Stock-based compensation expense	1,199	764	511
Other — net	478	680	862
Changes in assets and liabilities:			
Accounts receivable — customers	899	(1,562)	(2,066)
Unbilled revenue	(1,940)	(330)	(515)
Other accounts receivable	255	335	719
Materials and supplies	19	(12)	(146)
Prepayments and other assets	(119)	2,080	220
Regulatory assets - supply cost balancing accounts	(387)	(1,962)	(1,835)
Other assets	(538)	(4,091)	(2,523)
Accounts payable	1,819	310	1,904
Inter-company receivable/payable	304	(550)	97
Income taxes receivable/payable from/to Parent	325	1,016	(626)
Accrued pension and other postretirement benefits	687	70	666
Other liabilities	(822)	(1,672)	(3,125)
Net cash provided	63,105	48,357	53,805
Cash Flows From Investing Activities:			
Capital expenditures	(73,092)	(46,725)	(64,489)
Proceeds from sale of property	—	609	384
Net cash used	(73,092)	(46,116)	(64,105)
Cash Flows From Financing Activities:			
Tax benefits from exercise of stock-based awards	149	772	1,235
Proceeds from issuance of Common Shares to Parent	30,000	—	—
Receipt of advances for and contributions in aid of construction	4,550	6,609	7,722
Refunds on advances for construction	(3,220)	(3,979)	(2,758)
Cash received on financing portion of purchased power contracts	—	—	2,681
Repayments of long-term debt	(363)	(321)	(309)
Net change in inter-company borrowings	(5,390)	11,590	12,000
Common dividends paid	(13,200)	(17,200)	(17,200)
Other	(116)	(58)	(124)
Net cash provided (used)	12,410	(2,587)	3,247
Net increase (decrease) in cash and cash equivalents	2,423	(346)	(7,053)
Cash and cash equivalents, beginning of year	1,389	1,735	8,788
Cash and cash equivalents, end of year	$ 3,812	$ 1,389	$ 1,735

The accompanying notes are an integral part of these financial statements.

AMERICAN STATES WATER COMPANY AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1 — Summary of Significant Accounting Policies

Nature of Operations: American States Water Company ("AWR") is the parent company of Golden State Water Company ("GSWC"), Chaparral City Water Company ("CCWC") and American States Utility Services, Inc. ("ASUS") (and its subsidiaries, Fort Bliss Water Services Company ("FBWS"), Terrapin Utility Services, Inc. ("TUS"), Old Dominion Utility Services, Inc. ("ODUS"), Palmetto State Utility Services, Inc. ("PSUS") and Old North Utility Services, Inc. ("ONUS")). AWR and its subsidiaries may be collectively referred to herein as "Registrant" or the Company. The subsidiaries of ASUS may be collectively referred to herein as the "Military Utility Privatization Subsidiaries.".

GSWC is a public utility engaged principally in the purchase, production, distribution and sale of water in California serving approximately 254,000 water customers. GSWC also distributes electricity in several San Bernardino Mountain communities serving approximately 23,000 electric customers. The California Public Utilities Commission ("CPUC") regulates GSWC's water and electric business, including properties, rates, services, facilities and other matters. CCWC is a public utility regulated by the Arizona Corporation Commission ("ACC") serving over 13,000 customers in the town of Fountain Hills, Arizona and a portion of the City of Scottsdale, Arizona. ASUS performs water and wastewater services and operations on a contract basis. Through its wholly-owned subsidiaries, ASUS has entered into agreements with the U.S. government to operate and maintain the water and/or wastewater systems at various military bases pursuant to 50-year fixed price contracts, which are subject to periodic price redeterminations and modifications for changes in circumstances. There is no direct regulatory oversight by either the CPUC or the ACC of AWR or the operation or rates of the contracted services provided by ASUS or any of its wholly owned subsidiaries. AWR's assets, revenues and operations are primarily those of GSWC.

Basis of Presentation: The consolidated financial statements of AWR include the accounts of AWR and its wholly-owned subsidiaries and are prepared in conformity with accounting principles generally accepted in the United States of America. Inter-company transactions and balances have been eliminated in the AWR consolidated financial statements. Investments in partially-owned affiliates are accounted for by the equity method when Registrant's ownership interest exceeds 20%. The preparation of these financial statements required the use of certain estimates by management in determining Registrant's assets, liabilities, revenues and expenses. Actual results could differ from those estimates. Certain prior-period amounts were reclassified to conform to 2008 financial statement presentation.

Related Party Transactions: AWR's subsidiaries provide and receive various services to and from their parent, AWR, and among themselves. In addition, AWR has a $115 million syndicated credit facility. AWR borrows under this facility and provides funds to its subsidiaries, including GSWC, in support of its operations. Amounts owed to AWR for borrowings under this facility represent the majority of GSWC's inter-company payables on GSWC's balance sheets as of December 31, 2008 and 2007. The interest rate charged to GSWC is sufficient to cover AWR's interest cost under the credit facility. GSWC also allocates certain corporate office administrative and general costs to its affiliates using agreed allocation factors. AWR owns all of the outstanding common stock of GSWC, CCWC and ASUS. ASUS owns all of the outstanding common stock of the Military Utility Privatization Subsidiaries.

Utility Accounting: Registrant's accounting policies conform to accounting principles generally accepted in the United States of America, including the accounting principles for rate-regulated enterprises, which reflect the ratemaking policies of the CPUC, ACC and the Federal Energy Regulatory Commission ("FERC"). The utility subsidiaries, GSWC and CCWC, have incurred various costs and received various credits reflected as regulatory assets and liabilities. Accounting for such costs and credits as regulatory assets and liabilities is in accordance with Statement of Financial Accounting Standards ("SFAS") No. 71 *"Accounting for the Effects of Certain Types of Regulation."* This Statement sets forth the application of accounting principles generally accepted in the United States of America for those companies whose rates are established by or are subject to approval by an independent third-party regulator.

Under SFAS No. 71, rate regulated entities defer costs and credits on the balance sheet as regulatory assets and liabilities when it is probable that those costs and credits will be recognized in the ratemaking process in a period different from the period in which they would have been reflected in income by an unregulated company. These deferred regulatory assets and liabilities are then reflected in the income statement in the period in which the same amounts are reflected in the rates charged for service. The amounts included as regulatory assets and liabilities that will be collected over a period exceeding one year are classified as long-term assets and liabilities as of December 31, 2008 and 2007.

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Property and Depreciation: GSWC and CCWC capitalize, as utility plant, the cost of additions, betterments and replacements of retired units. Such cost includes labor, material and certain indirect charges. Water systems acquired are recorded at estimated original cost of utility plant when first devoted to utility service and the applicable accumulated depreciation is recorded to accumulated depreciation. The difference between the estimated original cost, less accumulated depreciation, and the purchase price, if recognized by the regulator, is recorded as an acquisition adjustment within utility plant. At December 31, 2008, utility plant includes a net credit acquisition adjustment of $8.8 million for GSWC, which is generally being amortized over approximately 30 years as permitted by the CPUC. Amortization of the acquisition adjustments totaled $374,000 for each of the three years ended December 31, 2008.

Depreciation is computed on the straight-line, remaining-life basis, based on depreciable plant as of the beginning of each year in accordance with Registrant's ratemaking process. The aggregate provisions for depreciation for GSWC approximated 3% for its water distribution unit, and approximately 4% for its electric unit for the years 2008, 2007 and 2006. The aggregate provision for depreciation for CCWC was 3.7% for 2008, 2007 and 2006. Expenditures for maintenance and repairs are expensed as incurred. Replaced or retired property costs are charged to the accumulated provision for depreciation. Property owned and depreciation recorded by ASUS and its subsidiaries are not material to Registrant's financial statements.

Estimated useful lives of Registrant's utility plant, as authorized by the CPUC, are as follows:

Source of water supply	30 years to 50 years
Pumping	25 years to 40 years
Water treatment	20 years to 35 years
Transmission and distribution	25 years to 55 years
Generation	40 years
Other plant	7 years to 40 years

Impairment of Long-Lived Assets: Long-lived assets are reviewed for impairment annually or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be fully recoverable in accordance with SFAS No. 144, *"Accounting for the Impairment or Disposal of Long-Lived Assets"*. Registrant would recognize an impairment loss only if the carrying value amount of a long-lived asset is not recoverable from customer rates authorized by the CPUC and ACC. Impairment loss is measured as the excess of the carrying value over the amounts recovered in customer rates. During the years ended December 31, 2007 and 2006, impairment losses of approximately $53,000 and $317,000, respectively, were recorded in "Other Operating Expenses" as a result of the disallowance of certain capital costs by the CPUC and ACC. For the year ended December 31, 2008, no write-downs were required.

Goodwill: At December 31, 2008, Registrant had approximately $4.6 million of goodwill included in "Other Property and Investments." Approximately $3.5 million of the goodwill arose during Registrant's acquisition of CCWC in October 2000 and represents the remaining difference between the aggregate purchase price and the fair value of CCWC's net assets acquired. CCWC's goodwill is reduced on an ongoing basis to reflect the total tax benefit realized from amortizing, for tax purposes, the excess of tax over book goodwill basis in accordance with SFAS No. 109, *"Accounting for Income Taxes."* The remaining $1.1 million of the goodwill arose from ASUS' 2008 acquisition of a subcontractor's business more fully discussed in Note 19.

In accordance with SFAS No. 142, *"Goodwill and Other Intangible Assets,"* goodwill is tested for impairment at least annually on December 31 and more frequently if circumstances indicate that it may be impaired. Goodwill impairment testing is performed at the operating segment (or "reporting unit") level. The goodwill impairment model is a two-step process. First, it requires a comparison of the book value of net assets to the fair value of the related operations that have goodwill assigned to them. Registrant uses the terminal multiple valuation method in estimating fair value which assumes a business will be sold at the end of the projection period at a specific terminal multiple. Earnings and discounted cash flows were developed from Registrant's internal forecasts. Additionally, management must make an estimate of a weighted average cost of capital to be used as a company-specific discount rate, which takes into account certain risk and size premiums, long-term bond yields, and the capital structure of the industry. Changes in these projections or estimates could result in a reporting unit either passing or failing the first step in the SFAS No. 142 impairment model, which could significantly change the amount of any impairment ultimately recorded.

Registrant also considers other qualitative and quantitative factors, including terminal multiples used in the water industry, the regulatory environment in which the reporting unit operates that can significantly impact future earnings and cash flows, and the effects of the volatile current economic environment. If the fair value is determined to be less than book value, a second step is performed to compute the amount of the impairment. In this process, a fair value for goodwill is estimated, based in part on the fair value of the applicable reporting unit's assets and liabilities used in the first step, and are

compared to its carrying value. The fair values for the majority of such assets and liabilities are equal to their carrying values; however, the fair values of the applicable debt are highly dependent upon market conditions surrounding the measurement date. The amount by which carrying value exceeds fair value represents the amount of goodwill impairment.

During the fourth quarter ended December 31, 2008, based on a combination of factors, including the current economic downturn, as well as the current regulatory environment in Arizona resulting in regulatory lags and lower than anticipated rate increases, Registrant determined that its goodwill for CCWC was impaired and recorded a charge of $7.7 million. The changes in the carrying amount of goodwill, as allocated between the reporting units, for the years ended December 31, 2008 and 2007 are summarized as follows:

(in thousands):	**CCWC**	**ASUS**	**Total**
Goodwill at December 31, 2006	$ 11,614	$ —	$ 11,614
Additions from acquisitions	—	—	—
Impairment	—	—	—
SFAS No. 109 amortization	(261)	—	(261)
Goodwill at December 31, 2007	11,353	—	11,353
Additions from acquisitions	—	1,116	1,116
Impairment	(7,700)	—	(7,700)
SFAS No. 109 amortization	(159)	—	(159)
Goodwill at December 31, 2008	$ 3,494	$ 1,116	$ 4,610

Cash and Cash Equivalents: Cash and cash equivalents include short-term cash investments with an original maturity of three months or less. At times, cash and cash equivalent balances may be in excess of federally insured limits. The Company's cash and cash equivalents are held with financial institutions with high credit standings.

Accounts Receivable: Accounts receivable is reported on the balance sheet net of any allowance for doubtful accounts. The allowance for doubtful accounts is Registrant's best estimate of the amount of probable credit losses in Registrant's existing accounts receivable from its water and electric customers, and is determined based on historical write-off experience and the aging of account balances. Registrant reviews the allowance for doubtful accounts quarterly. Account balances are written off against the allowance when it is probable the receivable will not be recovered. When utility customers request extended payment terms, credit is extended based on regulatory guidelines, and collateral is not required. Other accounts receivable consist of amounts due from third parties (non-customers) for various reasons including amounts due from contractors, amounts due under settlement agreements, and amounts due from the U.S. government pursuant to awarded contracts to operate and maintain, and provide construction services for the water and/or wastewater systems at military bases. The allowance for these other accounts receivable is based on Registrant's evaluation of the receivable portfolio under current conditions and a review of specific problems and such other factors that, in Registrant's judgment, should be considered in estimating losses.

Materials and Supplies: Materials and supplies are stated at the lower of cost or market. Cost is computed using average cost.

Interest: Interest incurred during the construction of capital assets is generally not capitalized for financial reporting purposes as such policy is not followed in Registrant's ratemaking process. Interest expense is generally recovered through the regulatory process.

Water and Electric Operating Revenues: GSWC and CCWC record water and electric utility operating revenues when the service is provided to customers. Revenues include amounts billed to customers on a cycle basis based on meter reading for services provided and unbilled revenues representing estimated amounts to be billed for usage from the last meter reading date to the end of the accounting period. The unbilled revenues are based on customer billings subsequent to year end which are used to compile the actual unbilled consumption as of the year end reporting period. Flat-rate customers are billed in advance at the beginning of the service period and are reported as deferred revenues. Revenue from flat-rate customers is deferred and adjustments are calculated to determine the revenue related to the applicable period. In addition, effective November 25, 2008 with the adoption of the Water Revenue Adjustment Mechanism ("WRAM") by the CPUC, GSWC began recording the difference between what is billed to its regulated customers in Regions II and III and that which is authorized by the CPUC.

Other Operating Revenues: Revenues from non-regulated operations and maintenance agreements are recognized when services have been rendered to companies, municipalities or the U.S. government under such agreements. Revenues from fixed-price construction contracts with the U.S. government are recognized on the percentage-of-completion method of accounting and, therefore, take into account the cost, estimated earnings, and revenue to date on contracts not yet completed.

The amount of revenue recognized is based on costs expended to date and is measured by the percentage of actual costs to date to the estimated total cost for each contract. This method is used because management considers it to be the best available measure of progress on these contracts. Revenues from cost-plus-profit contracts are recognized on the basis of costs incurred during the period plus the profit earned, measured by the cost-to-cost method. Contract costs include all direct material and labor costs charged by subcontractors and indirect costs related to contract performance, such as indirect labor, supplies, tools, repairs, and overhead costs. Administrative and general costs are charged to expense as incurred. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined. Changes in job performance, job conditions, change orders and estimated profitability, including those arising from contract penalty provisions and final contract settlements, may result in revisions to costs and income and are recognized in the period in which the revisions are determined. The asset, "Costs and estimated earnings in excess of billings on uncompleted contracts," represents revenues recognized in excess of amounts billed. The liability, "Billings in excess of costs and estimated earnings on uncompleted contracts," represents billings in excess of revenues recognized. Amounts expected to be earned/collected in the next 12-months have been classified as current.

Comprehensive Income: Prior to the adoption of SFAS No. 158, "*Employer's Accounting for Defined Benefit Pension and Other Postretirement Plans — an amendment of FASB Statements No. 87, 88, 106, and 132(R)*", accumulated other comprehensive income ("OCI") was reported as a separate component of shareholders' equity. OCI included an adjustment to the minimum pension liability in accordance with SFAS No. 87, "*Employers' Accounting for Pensions*". This item was separately reported on the Consolidated Statement of Changes in Common Shareholders' Equity. As of December 31, 2006, Registrant adopted the provisions of SFAS No. 158 and began recording the adjustment to the minimum pension liability as a regulatory asset. See Note 11 for further details.

Debt Issuance Costs and Redemption Premiums: Original debt issuance costs are capitalized and amortized over the lives of the respective issues. Premiums paid on the early redemption of debt, which is reacquired through refunding, are deferred and amortized over the life of the debt issued to finance the refunding as Registrant normally receives recovery of these costs in rates.

Other Credits and Liabilities: For GSWC, advances for construction represent amounts advanced by developers for the cost to construct water system facilities in order to extend water service to their properties. Advances are generally refundable at rates ranging from 10% to 22% of the revenue received from the installations for which funds were advanced or in equal annual installments over periods of time ranging from 10 to 40-year periods. In certain instances, GSWC makes refunds on these advances over a specific period of time based on operating revenues related to the main or as new customers are connected to receive service from the main. After all refunds are made, any remaining balance is transferred to contributions-in-aid of construction. Utility plant funded by advances and contributions is excluded from rate base. Generally, GSWC depreciates contributed property and amortizes contributions in aid of construction at the composite rate of the related property. During 2008, 2007 and 2006, approximately $1.1 million, $2.6 million and $4.2 million, respectively, of advances that expired were transferred to contributions-in-aid of construction. Contributions-in-aid of construction are similar to advances, but require no refunding and are amortized over the useful lives of the related property. For CCWC, advances for construction represent amounts advanced by developers which are refundable over 10 to 20 years. Refund amounts under the CCWC contracts are based on annual revenues from the extensions, as authorized by the ACC.

Fair Value of Financial Instruments: For cash and cash equivalents, accounts receivable, accounts payable and short-term debt, the carrying amount is assumed to approximate fair value due to the short-term nature of the amounts. The table below estimates the fair value of long-term debt held by the utility subsidiaries. Rates available to the utility subsidiaries at December 31, 2008 and 2007 for debt with similar terms and remaining maturities were used to estimate fair value for long-term debt. Changes in the assumptions will produce differing results.

	2008		2007	
(dollars in thousands)	**Carrying Amount**	**Fair Value**	**Carrying Amount**	**Fair Value**
Financial liabilities:				
Long-term debt—GSWC	$ 260,887	$ 304,069	$ 261,250	$ 293,711
Long-term debt—CCWC	6,285	6,123	6,585	6,430
Total AWR	$ 267,172	$ 310,192	$ 267,835	$ 300,141

Stock Options: Registrant has two stock incentive plans for employees, the 2000 Stock Incentive Plan, or 2000 Employee Plan, and the 2008 Stock Incentive Plan, or 2008 Employee Plan, and a stock incentive plan for directors, the 2003 Non-Employee Directors Stock Plan, or 2003 Directors Plan, which are described more fully in Note 12. Registrant applies the provisions of SFAS No. 123R, "*Share-Based Payment*" in accounting for all of its stock-based awards. See Note 12 for further discussion.

Sales and Use Taxes: GSWC bills certain sales and use taxes levied by state or local governments to its customers. Included in these sales and use taxes are franchise fees, which GSWC pays to various municipalities (based on ordinances

adopted by these municipalities) in order to use public right of way for utility purposes. GSWC bills these franchise fees to its customers based on a CPUC-authorized rate. These franchise fees, which are required to be paid regardless of GSWC's ability to collect from the customer, are accounted for on a gross basis. GSWC's franchise fees billed to customers and recorded as operating revenue were approximately $2.6 million, $2.7 million and $2.4 million the years ended December 31, 2008, 2007 and 2006, respectively. When GSWC acts as an agent, and the tax is not required to be remitted if it is not collected from the customer, the taxes are accounted for on a net basis.

Depending on the state in which the operations are conducted, ASUS and its subsidiaries are also subject to certain state nonincome tax assessments generally computed on a "gross receipts" or "gross revenues" basis. These nonincome tax assessments are required to be paid regardless of ASUS' ability to be reimbursed by the U.S. government under its 50-year contracts to operate and maintain the water and wastewater systems at military basis. The nonincome tax assessments are accounted for on a gross basis and totaled $715,000 during the year ended December 31, 2008.

Recently Adopted Accounting Pronouncements: In September 2006, the Financial Accounting Standards Board ("FASB") issued SFAS No. 157, "*Fair Value Measurements*". SFAS No. 157 defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS No. 157 was effective for financial statements issued for fiscal years beginning after November 15, 2007. In February 2008, the FASB delayed the effective date of SFAS No. 157 for certain nonfinancial assets and liabilities until January 1, 2009. These nonfinancial items include assets and liabilities that are re cognized and disclosed at fair value in the financial statements on a nonrecurring basis, such as Registrant's reporting units measured at fair value in a goodwill impairment test and asset retirement obligations. As it applies to its financial instruments, Registrant implemented the new standard effective January 1, 2008. The partial adoption of SFAS No. 157 for financial assets and liabilities did not have any impact on Registrant's consolidated financial position, results of operations or cash flows. However, it does require additional disclosures. See Note 4 for information and related disclosures regarding the fair value measurements on Registrant's derivatives. Long-term debt is not carried at fair value, but SFAS No. 107, *"Disclosures about Fair Value of Financial Instruments"* requires fair value disclosure on an annual basis. Registrant's pension and postretirement plan assets are comprised of a ctively traded debt and equity securities, and therefore the market related value is equal to the fair value of plan assets which is used to compute the funded status recognized in Registrant's financial statements.

In February 2007, the FASB issued SFAS No. 159, "*The Fair Value Option for Financial Assets and Financial Liabilities*". SFAS No. 159 allows measurement at fair value of eligible financial assets and liabilities that are not otherwise measured at fair value. The election to measure a financial asset or liability at fair value can be made on an instrument-by-instrument basis and is irrevocable. The difference between "carrying value" and "fair value" at the election date is recorded as a transition adjustment to beginning retained earnings. Subsequent changes in fair value are recognized in earnings. SFAS No. 159 also establishes additional disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar type assets and liabilities. SFAS No. 159 was effective for Registrant's fiscal year beginning January 1, 2008. Registrant has not elected to apply the fair value option to any of its financial assets and liabilities. Therefore, the adoption of SFAS No. 159 did not have any impact on Registrant's consolidated financial position, results of operations or cash flows.

In March 2007, the FASB Emerging Issues Task Force ("EITF") issued EITF No. 06-11, *"Accounting for Income Tax Benefits of Dividends on Share-Based Payment"*, which concludes that a realized income tax benefit from dividends or dividend equivalents that are charged to retained earnings and are paid to employees and directors for equity classified as nonvested equity shares, nonvested equity share units, and outstanding equity share options should be recognized as an increase in additional paid-in capital. Registrant has commenced recognizing this tax benefit as an increase in additional paid-in capital beginning January 1, 2008. The impact of this change was not material to Registrant's consolidated financial statements.

In December 2007, the Securities and Exchange Commission ("SEC") issued Staff Accounting Bulletin ("SAB") No. 110, *"Share-Based Payment"*. Effective January 1, 2008, Registrant adopted the guidance of SAB No. 110, which requires Registrant to develop expected option terms by reviewing detailed external information about employee exercise behavior. The simplified method is no longer permitted if such information is available. As a result of the new guidance, Registrant's expected term used for options granted in 2008 was 5 years as compared to 6 years which was derived under the simplified method used for grants in prior years.

In December 2007, the FASB issued SFAS No. 141(R) (revised 2007), "*Business Combinations*". SFAS No. 141(R) which establishes principles and requirements for how the acquirer of a business recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree. SFAS No. 141(R) also provides guidance for recognizing and measuring the goodwill acquired in the business combination and determines what information to disclose to enable users of the financial statement to evaluate the nature and financial effects

of the business combination. SFAS No. 141(R) is effective for financial statements issued for fiscal years beginning after December 15, 2008. Accordingly, any business combinations Registrant engages in will be recorded and disclosed following existing accounting standards until January 1, 2009.

In December 2007, the FASB also issued SFAS No. 160, "*Noncontrolling Interests in Consolidated Financial Statements—an amendment of ARB No. 51*". The objective of SFAS No. 160 is to improve the relevance, comparability, and transparency of the financial information that a reporting entity provides in its consolidated financial statements by establishing accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. SFAS No. 160 is effective for financial statements issued for fiscal years beginning after December 15, 2008. Registrant is evaluating the potential impact of SFAS No. 160; however, this standard is not expected to have any material impact on Registrant's future consolidated financial statements and disclosures.

In March 2008, the FASB issued SFAS No. 161, *"Disclosures about Derivative Instruments and Hedging Activities,"* ("SFAS No. 161"). SFAS No. 161 amends and expands the disclosure requirements of SFAS No. 133, *"Accounting for Derivative Instruments and Hedging Activities."* SFAS No. 161 requires qualitative disclosures about objectives and strategies for using derivatives, quantitative disclosures about fair value amounts of gains and losses on derivative instruments and disclosures about credit-risk-related contingent features in derivative agreements. This statement is effective for financial statements issued for fiscal years beginning after November 15, 2008. Registrant does not expect any impact as a result of adopting SFAS No. 161.

In May 2008, the FASB issued SFAS No. 162, *"The Hierarchy of Generally Accepted Accounting Principles"*. SFAS No. 162 identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles in the United States. SFAS No. 162 was effective on November 15, 2008. The adoption of this standard did not have an impact on Registrant's results of operations, financial position or cash flows.

In December 2008, the FASB issued FSP No. FAS 132(R)-1, "*Employers' Disclosures about Postretirement Benefit Plan Assets*. FSP No. FAS 132(R)-1 amends SFAS No. 132(R), *Employers' Disclosures about Pensions and Other Postretirement Benefits*", to require additional disclosures about plan assets held in an employer's defined benefit pension or other postretirement plan, to provide users of financial statements with an understanding of (i) how investment allocation decisions are made, including the factors that are pertinent to an understanding of investment policies and strategies, (ii) the major categories of plan assets, (iii) the inputs and valuation techniques used to measure the fair value of plan assets including the level within the fair value hierarchy, using the guida nce in SFAS No. 157, and (iv) significant concentrations of risk within plan assets. FSP No. FAS 132(R)-1 is effective for financial statements issued for fiscal years ending after December 15, 2009. Registrant is evaluating the potential impact of FSP No. FAS 132(R)-1.

Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on Registrant's consolidated financial statements upon adoption.

Note 2 — Regulatory Matters

In accordance with accounting principles for rate-regulated enterprises, Registrant records regulatory assets, which represent probable future revenue associated with certain costs that will be recovered from customers through the ratemaking process, and regulatory liabilities, which represent probable future reductions in revenue associated with amounts that are to be credited to customers through the ratemaking process. At December 31, 2008, Registrant had approximately $14.8 million of regulatory assets not accruing carrying costs. Of this amount, $7.1 million relates to deferred income taxes representing accelerated tax benefits flowed-through to ratepayers, which will be included in rates concurrently with recognition of the associated future tax expense, and a $4.9 million "non-yielding" regulatory asset related to general rate case memorandum accounts to be recovered over 12 - 24 months. The remainder relates to other expenses that do not provide for recovery of carrying costs that Registrant expects to recover in rates over a short period. Regulatory assets, less regulatory liabilities, included in the consolidated balance sheets are as follows:

(In thousands)	December 31, 2008	December 31, 2007
GSWC		
Electric supply cost balancing account	$ 16,077	$ 18,318
Water supply cost balancing accounts	11,807	8,525
WRAM and MCBA	825	—
Costs deferred for future recovery on Aerojet case	20,613	21,244
Pensions and other postretirement obligations	40,939	11,443
Flow-through taxes, net (Note 10)	7,134	5,220
Electric transmission line abandonment costs	3,001	3,157
Asset retirement obligations	3,646	3,547
Low income rate assistance balancing accounts	4,758	4,147
General rate case memorandum accounts	4,922	7,162
Santa Maria adjudication memorandum accounts	4,011	4,005
Refund of water right lease revenues	(2,360)	(2,945)
Other regulatory assets, net	5,166	3,659
Total GSWC	$ 120,539	$ 87,482
CCWC		
Asset retirement obligations	$ 55	$ 52
Other regulatory liabilities, net	(427)	(538)
Total AWR	$ 120,167	$ 86,996

Supply Cost Balancing Accounts:

Electric Supply Cost Balancing Account—Electric power costs incurred by GSWC's Bear Valley Electric Service ("BVES") division continue to be charged to its electric supply cost balancing account. The under-collection in the electric supply cost balancing account is $16.1 million at December 31, 2008. Of this amount, approximately $3.0 million relates to the under-collection remaining as of December 31, 2008 that was incurred during the energy crisis in late 2000 and 2001, discussed below. The remaining $13.1 million in the electric supply cost balancing account relates to $3.4 million from the tariff charged to GSWC by Southern California Edison ("Edison") for the abandonment of a transmission line upgrade discussed below, and $9.7 million for changes in purchased energy and power system delivery costs including interest, also discussed below.

The CPUC has authorized GSWC to collect a surcharge from its customers of 2.2¢ per kilowatt hour through August 2011, to enable GSWC to recover an under-collection of approximately $23.1 million at the end of 2001 which had been incurred during the energy crisis in late 2000 and 2001. GSWC sold 137,358,365, 140,441,255 and 141,235,419 kilowatt hours of electricity to its BVES customers for the years ended December 31, 2008, 2007 and 2006, respectively. As a result of the surcharge, the supply cost balancing account was reduced by approximately $3.0 million, $3.1 million and $3.0 million for the years ended December 31, 2008, 2007 and 2006, respectively. Approximately $20.1 million of the $23.1 million under-collection incurred during the energy crisis in late 2000 and 2001 has been recovered through this surcharge. GSWC anticipates the surcharge, based on projected electricity sales, to be sufficient for it to recover by August 2011 the amount of the under-collected balance incurred during the energy crisis. However, in 2011, if GSWC has not fully recovered the amount of this under collection, GSWC will seek regulatory approval of any amounts not recovered through this surcharge.

Changes in purchased energy and power system delivery costs as compared to authorized rates have also impacted the electric supply cost balancing account by $9.7 million as of December 31, 2008. The purchased energy costs that are recorded in the supply cost balancing account are subject to a price cap by terms of a 2001 settlement which was subsequently approved in a CPUC decision. The BVES division of GSWC is allowed to include its actual recorded purchased energy costs up to a weighted annual average cost of $77 per megawatt-hour ("MWh") through August 2011 in its electric supply cost balancing account. To the extent that the actual weighted average annual cost for power purchased exceeds the $77 per MWh amount, GSWC will not be able to include these amounts in its balancing account and such amounts will be expensed. There were no amounts expensed over the $77 per MWh cap during the years ended December 31, 2008 and 2006. During the year ended December 31, 2007, the amount expensed was $29,000.

Charges to GSWC by Edison associated with the transportation of energy over Edison's power system and the abandonment of a transmission line upgrade have increased under Edison's tariff to levels that exceed the amounts authorized by the CPUC in BVES retail power rates to its customers. The incremental cost increase to GSWC from the tariff for the abandonment of a transmission line upgrade, which is not currently included in rates, is $38,137 per month. The incremental costs of $3.4 million at December 31, 2008 not included in rates have been included in the balancing account at December 31, 2008 for subsequent recovery from customers, subject to CPUC approval.

The power system delivery costs are not subject to the $77 per MWh price cap referenced above. Other components, such as interest accrued on the cumulative under-collected balance and power lost during transmission, also affect the balance of the electric supply cost balancing account.

In summary, for the years ended December 31, 2008, 2007 and 2006, the under-collection decreased by approximately $2.2 million, $1.6 million and $1.2 million, respectively.

Water Supply Cost Balancing Accounts—As permitted by the CPUC, Registrant maintains water supply cost balancing accounts for GSWC to account for under-collections and over-collections of revenues designed to recover such costs. The supply cost balancing accounts track differences between the current cost for supply items (water, power, and pump taxes) charged by GSWC's suppliers and the cost for those items incorporated into GSWC's rates. Under-collections (recorded as regulatory assets) occur when the current cost exceeds the amount in rates for these items and, conversely, over-collections (recorded as regulatory liabilities) occur when the current cost of these items is less than the amount in rates. Typically, under-collections or over-collections, when they occur, are tracked in the supply cost balancing accounts for future recovery or refund through a surcharge (in the event of an under-collection) or through a surcredit (in the event of an over-collection) on customers' bills. Registrant accrues interest on its supply cost balancing accounts at the rate prevailing for 90-day commercial paper. Registrant does not maintain a supply cost balancing account for CCWC.

For the years ended December 31, 2008, 2007 and 2006, approximately $5.1 million, $2.7 million and $4.2 million of under-collections (including interest), respectively, were recorded in the water supply cost balancing accounts. Amortization of surcharges that are in rates to recover under-collections from customers and surcredits that are in rates to refund over-collections to customers also increased or decreased the water supply cost balancing accounts, as applicable. During the year ended December 31, 2008 and 2006, approximately $1.8 million and $1.1 million of surcharges were billed to customers to decrease previously incurred under-collection in the water supply cost balancing accounts. During the year ended December 31, 2007, approximately $990,000 of was credited to customers to decrease the previously incurred over-collection in the water supply cost balancing accounts.

As of December 31, 2008, there is an approximately $11.8 million net under-collection in the water supply cost balancing accounts. Of this amount, approximately $7.9 million relates to GSWC's Region III customer service area. In May 2008, the CPUC approved a surcharge to begin recovering $7.0 million of this under-collection over 24 months. The remaining $0.9 million for Region III will be included for recovery in a future filing. The remaining $3.9 million net under-collections in the water supply cost balancing accounts relate to GSWC's Region I net under-collection of $1.9 million and Region II's net under-collection of $2.0 million. Currently, there are surcharges in place in Region I expiring in 2009 and 2010 to recover this under-collection. A surcredit in Region II to refund a previous over-collection expired in August 2008. In December 2008, the CPUC approved GSWC's Regions II and III supply expense offsets effective January 1, 2009 to reduce the level of under-collections prospectively.

On August 21, 2008, the CPUC issued a final decision which approved a settlement agreement between GSWC and the CPUC's Division of Ratepayer Advocates ("DRA") regarding conservation rate design. As a result of this decision, GSWC is permitted to establish a Modified Cost Balancing Account ("MCBA") that will permit GSWC to recover supply costs related to changes in water supply mix in addition to rate changes by GSWC's suppliers. GSWC implemented this MCBA in November 2008. This account will replace the current water supply cost balancing account procedure for costs incurred after the modified supply cost balancing account is implemented. See further discussion below under WRAM.

<u>Water Revenue Adjustment Mechanism ("WRAM") and Modified Cost Balancing Account ("MCBA"):</u>

Effective November 25, 2008 with the adoption of the WRAM and the MCBA, GSWC began recording the difference between what is billed to its regulated customers in Regions II and III and that which is authorized by the CPUC. Under the WRAM, GSWC records the adopted level of volumetric revenues as authorized by the CPUC for metered accounts (adopted volumetric revenues). While the WRAM tracks volumetric-based revenues, the revenue requirements approved by the CPUC include service charges, flat rate charges, and other items that are not subject to the WRAM. The adopted volumetric revenues considers the seasonality of consumption of water based upon historical averages. The variance between adopted volumetric revenues and actual billed volumetric revenues for metered accounts is recorded as a component of revenue with an offsetting entry to a current asset or liability balancing account (tracked individually for Region II and III). The variance amount may be positive or negative and represents amounts that will be billed or refunded to customers in the future.

Under the MCBA, GSWC began tracking adopted expense levels for purchased water, purchased power and pump taxes, as established by the CPUC. Variances (which include the effects of changes in both rate and volume) between adopted and actual purchased water, purchased power, and pump tax expenses are recorded as a component of the supply cost balancing account provision, as the amount of such variances will be recovered from or refunded to GSWC's customers at a later date. This is reflected with an offsetting entry to a current asset or liability balancing account (tracked individually for Region II and III).

The balances in the WRAM and MCBA assets and liabilities accounts will fluctuate on a monthly basis depending upon the variance between adopted and actual results. The recovery or refund of the WRAM is netted against the MCBA over- or under-collection for the corresponding Region and is interest bearing at the current 90 day commercial paper rate. When the net amount for Regions II and III achieves a pre-determined level (i.e., at least 2.5 percent over- or under-recovery of the approved revenue requirement), GSWC will seek approval from the CPUC to refund or collect the balance in the accounts. Account balances less than those levels may be refunded or collected in GSWC's general rate case proceedings or aggregated with future calendar year balances for comparison with the pre-determined recovery level of 2.5 percent of adopted revenues. As of December 31, 2008, GSWC has a net aggregated regulatory asset of $825,000 which is comprised of $1,322,000 under-collection in the WRAM accounts and $497,000 over-collection in the MCBA accounts.

<u>Costs Deferred for Future Recovery:</u>

In 1999, GSWC sued Aerojet-General Corporation ("Aerojet") for contaminating the Sacramento County Groundwater Basin, which affected certain GSWC wells. On a related matter, GSWC also filed a lawsuit against the State of California (the "State"). The CPUC authorized memorandum accounts to allow for recovery, from customers, of costs incurred by GSWC in prosecuting the cases against Aerojet and the State, less any recovery from the defendants or others. On July 21, 2005, the CPUC authorized GSWC to collect approximately $21.3 million of the Aerojet litigation memorandum account, through a rate surcharge, which will continue for no longer than 20 years. Beginning in October 2005, new rates went into effect to begin amortizing the memorandum account over a 20-year period. A rate surcharge generating approximately $1.1 million was billed to customers during the years ended December 31, 2008, 2007 and 2006, respectively. GSWC will keep the Aerojet memorandum account open until the earlier of full amortization of the balance or 20 years. However, no costs will be added to the memorandum account, other than on-going interest charges approved by the CPUC decision. Pursuant to the decision, additional interest of approximately $445,000, $1.1 million and $1.1 million was added to the Aerojet litigation memorandum account during the years ended December 31, 2008, 2007 and 2006, respectively.

Aerojet has also agreed to reimburse GSWC $17.5 million, plus interest accruing from January 1, 2004, for GSWC's past legal and expert costs, which is included in the Aerojet litigation memorandum account. The reimbursement of the $17.5 million is contingent upon the issuance of land use approvals for development in a defined area within Aerojet property in Eastern Sacramento County and the receipt of certain fees in connection with such development. The Westborough development is within the defined area in the settlement agreement.

On April 7, 2006, GSWC filed an advice letter with the CPUC to incorporate the Westborough development in Sacramento County into the Rancho Cordova service area and to provide water service to that new development. The City of Folsom filed a protest of GSWC's advice letter on April 27, 2006. On January 30, 2007, the CPUC rejected the advice letter without prejudice, and invited GSWC to re-file the advice letter once the City of Folsom protest was resolved, or file an application for CPUC approval of the service territory expansion. In June 2007, GSWC signed an agreement with the City of Folsom and the City agreed not to contest GSWC's providing water service to Westborough and relinquished all claims concerning GSWC's providing water service to the area. As compensation to the City of Folsom to resolve its claim, GSWC has agreed to pay the City of Folsom $550,000. Aerojet has agreed to reimburse GSWC for 50%, or $275,000, of the settlement payment. As of December 31, 2008, GSWC has recorded an obligation of $550,000 to the City of Folsom and an

additional receivable of $275,000 from Aerojet for the amount to be reimbursed. During the third quarter of 2007, GSWC filed a second advice letter after resolving the issue with the City of Folsom. That advice letter was subsequently protested by the Sacramento County Water Agency ("SCWA"). During the second quarter of 2008, the objections raised by SCWA in their protest were removed. GSWC intends to file again with the CPUC later in 2009 to incorporate the Westborough development in Sacramento County into the Rancho Cordova service area and to provide water service to that new development.

It is management's intention to offset certain proceeds from the housing development by Aerojet in the Westborough areas, pursuant to the settlement agreement, against the balance in this litigation memorandum account. At this time, management believes the full balance of the Aerojet litigation memorandum account will be collected by 2025.

Pensions and Other Postretirement Obligations:

As more fully discussed in Note 11, effective December 31, 2006, Registrant adopted SFAS No. 158. Because pensions and other postretirement costs have historically been recovered through rates, upon implementing SFAS No. 158, a regulatory asset has been recorded for the costs that would otherwise be charged to common shareholders' equity in accordance with SFAS No. 158. Registrant's pension and postretirement plans were underfunded at December 31, 2008 and 2007. However, there was a significant increase in the underfunded status of the pension plan during 2008. As discussed in Note 11, this was partially due to an increase in the projected benefit obligation in 2008 caused primarily from a decrease in the discount rate, as well as a significant decrease in the fair value of plan assets.

The increase in the underfunded status of the pension plan will result in higher pension costs in future years than originally estimated and included in customer rates. In March 2009, Registrant filed an advice letter with the CPUC requesting authorization to establish a Pension Costs Memorandum Account. If this account is approved, Registrant will track the difference between the pension costs authorized by the CPUC and included in customer rates, and actual pension costs. Registrant will not record the amounts in this account as a regulatory asset until they are reviewed and approved by the CPUC. If approved by the CPUC, Registrant will then establish a regulatory asset with a corresponding increase to earnings. Until then, Registrant expects that its earnings will be negatively affected by increasing pension costs.

Electric Transmission Line Abandonment Costs:

The ability of GSWC to deliver purchased power to customers in its BVES customer service area is limited by the ability of the transmission facilities owned by Edison to transmit this power. GSWC filed a lawsuit against Edison in 2000 for breach of contract as a result of delays in upgrading these transmission facilities as well as for other reasons. In March 2004, GSWC and Edison agreed to settle this suit. Under the terms of the settlement agreement, GSWC agreed to pay a $5 million project abandonment fee to Edison. Edison filed an application with the FERC for approval to treat the entire $5 million settlement payment as an abandoned project cost to be included in Edison's wholesale tariff charged to GSWC. A liability to Edison and with a corresponding regulatory asset of $5 million were established at the time of settlement.

GSWC made an initial lump sum payment of $1.4 million to Edison during the first quarter of 2004 and agreed to pay Edison the remaining $3.6 million over a 15 year term through 180 equal monthly payments of $38,137 to be included in Edison's monthly tariff, discussed previously. Since the tariff was approved by the FERC, the $1.4 million lump sum payment was recorded in the electric supply cost balancing account, which decreased this regulatory asset balance. In addition, monthly payments of $38,137 per month made to Edison during the years ended December 31, 2008, 2007 and 2006, as discussed previously, have also been included in the electric supply cost balancing account, the principal of which would also decrease the regulatory asset account. Management believes that it is probable that the CPUC will permit GSWC to recover the rates authorized by and on file with FERC in connection with the Edison settlement.

Asset Retirement Obligations:

As more fully discussed in Note 3, effective January 1, 2003, Registrant adopted SFAS No. 143, *"Accounting for Asset Retirement Obligations."* Because retirement costs have historically been recovered through rates at the time of retirement, upon implementing SFAS No. 143, the cumulative effect was reflected as a regulatory asset. Registrant will also reflect the gain or loss at settlement as a regulatory asset or liability on the balance sheet.

Low Income Balancing Accounts:

This regulatory asset reflects primarily the costs of implementing and administering the California Alternate Rates for Water program in GSWC's Regions and the California Alternate Rate for Energy program in GSWC's BVES division. These programs mandated by the CPUC provide a 15% discount for qualified low-income water customers and 20% for electric customers. The low income balancing account was established in May 2002 to track all the discounts and costs related to this program for future recovery in rates. The Company anticipates that discounts for low income families will be incorporated in GSWC's base rates to customers. GSWC accrues interest on its low income balancing accounts at the prevailing rate for 90-day commercial paper. As part of the respective general rate case proceedings, GSWC filed for recovery of Region II's and III's low income balancing accounts. In August 2008, the CPUC approved the recovery of $2.7 million in Region II's low income balancing account over a 12-month period effective August 28, 2008.

General Rate Case Memorandum Accounts:

On November 16, 2007, the CPUC approved general rate case increases for GSWC's Region II service area and additional rate increases in Region II and III to recover general office expenses at the corporate headquarters of GSWC. Due to delays in issuing a decision on these applications, the CPUC had previously approved an interim rate increase for Region II totaling $1.2 million that became effective January 1, 2007. Based on the decision issued by the CPUC on November 16, 2007, the approved revenue increase for 2007 totals approximately $6.4 million and was retroactive to January 1, 2007. Additionally, the decision also reflected a rate increase of approximately $3.0 million for 2007 to recover corporate headquarters' expenses allocated to Region III. Similar to Region II, the CPUC had previously approved an interim rate increase for Region III, totaling $135,000, which became effective January 1, 2007.

As a result of these decisions, GSWC recorded approximately $7.2 million as a non-yielding regulatory asset with a corresponding increase to revenues during the fourth quarter of 2007 related to additional revenues representing the revenue difference between the interim rates implemented on January 1, 2007 and the final rates authorized by the CPUC for the period from January 1 through December 20, 2007 (date when the new tariff rates were fully implemented). A surcharge was implemented February 2008 to recover the retroactive revenues over 24 months. There were no corresponding retroactive revenues recorded in 2008 and 2006. The decision also changed the revenue requirement related to the adopted rates for Region II supply cost balancing accounts, also retroactive to January 1, 2007. At the time of the final decision, an under-collection of $2.5 million which had been recorded in the Region II supply cost balancing account throughout 2007 was reversed in November 2007 reducing this regulatory asset.

For GSWC's Region III rate case approved by the CPUC on January 12, 2006, GSWC also filed an Application for Rehearing to request additional revenues, based on certain corrections to the rate calculation. On July 31, 2008, the CPUC adopted a stipulation jointly filed by GSWC and DRA. The stipulation addressed all of the pending issues including proposing a 12-month surcharge enabling GSWC to recover revenues of approximately $541,000 for the period January 1, 2006 through May of 2008. As a result of the CPUC's approval, a regulatory asset of $541,000 was recorded in July 2008 with a corresponding increase to income. GSWC expects to recover this regulatory asset through the 12-month surcharge.

Santa Maria Adjudication Memorandum Accounts:

GSWC has incurred costs of approximately $7.0 million as of December 31, 2008, including legal and expert witness fees, in defending its rights to the groundwater supply in the Santa Maria Basin for use by its customers in Santa Barbara and San Luis Obispo Counties. Such costs had been recorded in utility plant for future rate recovery.

In February 2006, GSWC filed an application with the CPUC for recovery of $5.5 million of these costs, representing the amount of the costs that had been incurred as of December 31, 2005. In February 2007, GSWC reached a settlement with the CPUC's Division of Ratepayer Advocates ("DRA") authorizing recovery of the $5.5 million requested in GSWC's application. The settlement deferred review of the remaining legal costs pending final resolution of the lawsuit. In May 2007, the CPUC issued a decision that approved the settlement with the DRA. Pursuant to the decision, GSWC was authorized to place in rate base $2.7 million of the $5.5 million of previously incurred litigation costs in the Santa Maria groundwater basin adjudication.

GSWC was also authorized to amortize, with interest, the remaining $2.8 million of the $5.5 million in rates over a ten-year period. This amount has been transferred into a separate memorandum account included within regulatory assets and a surcharge has been implemented in the third quarter of 2007 for recovery of these costs. A rate surcharge generating approximately $325,000 and $237,000 was billed to customers during the years ended December 31, 2008 and 2007, respectively.

All litigation costs, including interest, that have been incurred since December 31, 2005, totaling approximately $1.5 million, have also been transferred from rate base to a separate memorandum account, subject to a reasonableness review by the CPUC in a subsequent phase of this proceeding or in a new proceeding. In April 2008, the Administrative Law Judge closed the proceeding without ruling on the stipulation or authorizing recovery of the remaining costs. The ruling directed GSWC to file a new application. In accordance with this ruling, GSWC intends to file a new application in 2009. Management believes that these additional costs will be approved and that recovery of these costs through rates is probable.

Refund of Water Right Lease Revenues:

In 1994, GSWC entered into a contract to lease to the City of Folsom, 5,000 acre-feet per year of water rights from the American River. GSWC included all associated revenues in a nonoperating income account. In a decision issued on March 16, 2004, the CPUC ordered GSWC to refund 70 percent of the total amount of lease revenues received since 1994, plus interest, to customers. Pursuant to the order, GSWC recorded a $6.2 million regulatory liability with a corresponding charge against non-operating income, net of taxes, during the fourth quarter of 2003. A final amount of the refund was approved by the CPUC in June 2004 and GSWC adjusted its estimate to the approved refund amount of $5.2 million. Refunds of approximately $585,000, $620,000 and $592,000 were provided to customers during the years ended December 31, 2008, 2007 and 2006, respectively. The refunds will be made over a 9-year period which commenced in June 2004.

Pursuant to the March 2004 CPUC order, the apportionment of any lease revenues that GSWC collects commencing in January 2004 was to be determined by a later decision. Pending that later decision and beginning in the first quarter of 2004, all amounts billed to the City of Folsom had been included in a regulatory liability account and no amounts were recognized as revenue until uncertainties about this matter were resolved with the CPUC. On April 13, 2006, the CPUC authorized GSWC to reinvest all lease revenues received from the City of Folsom since January, 2004, inclusive of the balances in the regulatory liability accounts, in water system infrastructure and to include such investments in the rate base upon which GSWC earns a rate of return. As a result, GSWC transferred approximately $2.3 million of water rights lease revenues received from the City of Folsom in 2004 and 2005 from the regulatory liability account into other operating revenues in the first quarter of 2006. GSWC also recorded additional other operating revenues of approximately $1.3 million, $1.3 million and $1.2 million reflecting lease revenues from the City of Folsom for the years ended December 31, 2008, 2007 and 2006, respectively.

BVES Generation Facility Capital-Related Memorandum Account):

In April 2005, new customer rates went into effect related to the 8.4 megawatt ("MW") natural gas-fueled generation plant, which has resulted in an increase of approximately $2.3 million in annual revenue based on an estimated total capital-related cost of $13 million. The rates are subject to refund pending the CPUC's final cost review. The CPUC also ordered GSWC to establish a Capital-Related Memorandum Account ("CAPMA") to track the capital-related costs of the generation plant. If actual recorded costs in the memorandum account are less than the costs authorized by the CPUC of $13 million, the revenue requirement for the difference is to be refunded to ratepayers. During the third quarter of 2007, GSWC received vendor credits of approximately $851,000, which reduced the actual recorded costs of the generation plant below $13 million. As a result of these credits, GSWC began recording a regulatory liability with a corresponding reduction in electric revenues due to this over-collection and probable refunds to customers related to the 8.4 MW natural gas-fueled generation plant. As of December 31, 2008, approximately $353,000 has been included in the CAPMA account as a regulatory liability.

In December 2008, the CPUC's Division of Ratepayer Advocates ("DRA") issued a report in connection with BVES' general rate case. In their report, DRA disagreed with the amount of overhead costs allocated to the generation plant. DRA proposes to use a different overhead loading factor to assign indirect costs to the generation plant. This would reduce the amount of overhead costs assigned to the generation plant and increase the amount to be refunded to customers in the CAPMA account. In January 2009, BVES submitted rebuttal testimony disagreeing with DRA's recommendation to reduce the amount of overhead costs applied to the generation plant. Management believes that DRA's rationale and recommendations are not correct and are inconsistent with GSWC's historical practice of applying overhead which has been approved by the CPUC in prior rate cases. GSWC will vigorously defend its position. However, if DRA prevails, it can result in additional refunds to customers of approximately $1.0 million calculated as of December 31, 2008. At this time, GSWC is unable to predict the outcome of this matter. However, management believes that the CPUC will not approve DRA's recommendations and therefore no additional refund to customers have been recorded as of December 31, 2008.

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Environmental Clean-Up and Remediation:

GSWC has included in other regulatory assets as of December 31, 2008 approximately $1.3 million of additional estimated costs to remediate and clean-up one of its plant sites that contained an underground storage tank which was used to store gasoline. Amounts paid by GSWC in the past for this site have been included in rate-base and approved by the CPUC for recovery. The ultimate cost may vary as there are many unknowns in remediation of underground gasoline leakage and this is an estimate based on currently available information. Management believes it is probable that the estimated additional costs will be approved for recovery in rates.

CCWC Other Regulatory Assets/Liabilities:

Fountain Hills Sanitary District ("FHSD") is a political subdivision of the State of Arizona that provides sanitary sewer service to customers residing within CCWC's water service area. In connection with its sanitary system, FHSD constructed a recharge system whereby it recharges treated effluent through multiple injection wells. In order for FHSD to secure an Aquifer Protection Permit for its recharge system, FHSD requested CCWC to permanently cease using one of its wells. As a possible replacement for this well, FHSD constructed a new well adjacent to the community center ("Community Center Well"). However, this well was not able to produce an equivalent amount of water to CCWC's well that was taken out of production. Accordingly, in February 2005, CCWC entered into an agreement with FHSD whereby CCWC agreed to permanently remove from service this well and in return CCWC received a settlement fee of $1,520,000 from FHSD. Pursuant to the agreement, CCWC agreed to: (i) permanently remove from service and cap this well, and cap another well which had never been used as a potable source of supply; (ii) relinquish any legal claim or interest that CCWC may otherwise possess in the Community Center Well, and (iii) grant an option to FHSD to acquire one of the wells at a future date at fair market value. The removal of these two wells from service did not have a significant impact on CCWC's water supply. In 2005, CCWC recognized a net gain of $760,000 related to this settlement agreement and has established a regulatory liability for the remaining $760,000 that remains as of December 31, 2008 pending ACC review of this matter.

Other Regulatory Matters:

On February 15, 2007, the CPUC issued a subpoena to GSWC in connection with an investigation of certain work orders and charges paid to a specific contractor used by GSWC for numerous construction projects totaling approximately $18.0 million. The CPUC's investigation focuses on whether GSWC was overcharged for these construction projects and whether these overcharges were approved in customer rates. The construction projects completed by this specific contractor related primarily to work on water treatment and pumping plants which have been placed in service and are used and useful. In June 2007, GSWC received notification from the CPUC that it was instituting an audit. The purpose of the audit was to examine for the period 1994 to the present, GSWC's policies, procedures, and practices throughout all of its Regions regarding the granting or awarding of construction contracts or jobs. GSWC is currently responding to data requests submitted by the CPUC. Management cannot predict the outcome of the investigation or audit at this time.

In January 2009, the ACC staff requested information regarding the CPUC subpoena and on-going audit. GSWC has been working with the ACC staff to provide responsive materials that are relevant to CCWC. Management cannot predict the outcome of the ACC's request and whether it could affect the processing of CCWC's pending general rate case.

GSWC's BVES division has been regularly filing compliance reports with the CPUC regarding its purchases of energy from renewable energy resources. The filings indicated that BVES had not achieved interim target purchase levels of renewable energy resources and thus, on its face, might be subject to a potential penalty. GSWC formally contested the potential penalty reflected in the compliance report. The CPUC considered the future timing and applicability of renewable energy resource requirements as they apply to smaller energy utilities like BVES and on May 30, 2008, the CPUC issued its final decision regarding the renewable responsibilities of small utilities (including BVES). The final decision affirmed the renewable obligation targets for the small utilities but also allowed for the small utilities to defer compliance under the CPUC's flexible compliance rules. BVES is continuing its efforts to procure renewable resources each year going forward, and where that may prove difficult because the market for such resources is very constrained, then BVES will be required to describe in detail the problems that warrant further deferral, in accordance with the CPUC's flexible compliance rules. Because the final decision deferred BVES' interim target purchase levels for the years 2004 through 2007, management believes that the CPUC's decision effectively forecloses any exposure to financial penalties for the year 2007 and earlier. For the 2008 year, BVES did not meet the interim targets and expects that the CPUC will waive any potential fines in accordance with the flexible compliance rules. Accordingly, no provision for loss has been recorded in the financial statements as of December 31, 2008.

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Note 3 — Utility Plant

The following table shows Registrant's utility plant by major class (in thousands):

	GSWC December 31,		AWR December 31,	
	2008	2007	2008	2007
Water				
Land	$ 13,968	$ 13,609	$ 14,240	$ 13,881
Intangible assets	28,680	23,916	30,015	25,233
Source of water supply	63,121	59,913	68,166	64,937
Pumping	136,110	129,748	141,578	134,439
Water treatment	58,054	54,627	66,779	63,313
Transmission and distribution	618,057	575,958	658,577	613,175
General	67,651	64,688	72,483	67,730
	985,641	922,459	1,051,838	982,708
Electric				
Transmission and distribution	46,740	45,439	46,740	45,439
Generation	12,547	12,646	12,547	12,646
General	7,226	6,993	7,226	6,993
	66,513	65,078	66,513	65,078
Less — accumulated depreciation	(326,089)	(298,856)	(346,022)	(316,038)
Construction work in progress	51,778	43,552	52,933	44,631
Net utility plant	$ 777,843	$ 732,233	$ 825,262	$ 776,379

Asset Retirement Obligations:

Effective January 1, 2003, Registrant adopted SFAS No. 143, which requires businesses to record the fair value of a liability for an asset retirement obligation in the period in which it is incurred. When the liability is initially recorded, the entity capitalizes a cost by increasing the carrying amount of the related long-lived asset. Over time, the liability is accreted to its present value each period, and the capitalized cost is depreciated over the useful life of the related asset. Upon settlement of the liability, an entity either settles the obligation for its recorded amount or incurs a gain or loss upon settlement. Registrant's legal obligations for retirement reflect principally the retirement of wells, which by law need to be properly capped at the time of removal. As such, the regulated subsidiaries of AWR incur asset retirement obligations. Retirement costs have historically been recovered through rates at the time of retirement. Accordingly, at implementation of SFAS No. 143, the cumulative effect was reflected as a regulatory asset. Registrant will also reflect the gain or loss at settlement as a regulatory asset or liability on the balance sheet. With regards to removal costs associated with certain other long-lived assets, such as water mains, distribution and transmission assets, asset retirement obligations have not been recognized as the Company believes that it will not be obligated to retire these assets. In 2005, FASB issued Interpretation No. 47, *"Accounting for Conditional Asset Retirement Obligations,"* which had no impact on Registrant's asset retirement obligations.

Upon adoption of SFAS No. 143 on January 1, 2003, Registrant recorded the fair value of the asset retirement obligation of $13.2 million at its net present value of $2.7 million, increased depreciable assets by $0.4 million for asset retirement costs, increased accumulated depreciation by $0.2 million and increased regulatory assets by $2.5 million. Amounts recorded under SFAS No. 143 are subject to various assumptions and determinations, such as determining whether a legal obligation exists to remove assets, and estimating the fair value of the costs of removal, when final removal will occur and the credit-adjusted risk-free interest rates to be utilized on discounting future liabilities. Changes that may arise over time with regard to these assumptions will change amounts recorded in the future. Estimating the fair value of the costs of removal were determined based on third party costs.

The following is a reconciliation of the beginning and ending aggregate carrying amount of the asset retirement obligations, which is included in "Other Credits" on the balance sheets as of December 31, 2008 and 2007:

Asset Retirement Obligation (in thousands):	GSWC	CCWC	Total
Obligation at December 31, 2006	$ 3,415	$ 49	$ 3,464
Additional liabilities incurred in 2007	—	—	—
Liabilities settled in 2007	—	—	—
Accretion	340	4	344
Obligation at December 31, 2007	3,755	53	3,808
Additional liabilities incurred in 2008	4	—	4
Liabilities settled in 2008	(248)	—	(248)
Accretion	340	4	344
Obligation at December 31, 2008	$ 3,851	$ 57	$ 3,908

Note 4 — Derivative Instruments

Registrant had certain block-forward purchase power contracts that are subject to SFAS No. 133, *"Accounting for Derivative Instruments and Hedging Activities,"* as amended by SFAS Nos. 138 and 149. A derivative financial instrument or other contract derives its value from another investment or designated benchmark. SFAS No. 133 requires companies to record derivatives on the balance sheet as assets and liabilities, and to measure those instruments at their fair value. During 2002, GSWC became a party to block-forward purchase power contracts that qualified as derivative instruments under SFAS

No. 133. Contracts with Pinnacle West Capital Corporation ("PWCC") which became effective in November 2002 have not been designated as normal purchases and normal sales. In June 2007, PWCC sold the contracts between PWCC and GSWC to Morgan Stanley Capital Group, Inc. ("MSCG") effective November 1, 2007. Settlement of these contracts occurred on a cash or net basis through 2006 and occurred by physical delivery thereafter through the expiration of the contracts on December 31, 2008. Registrant had no other derivative financial instruments prior to January 1, 2009.

As a result of the contracts with MSCG, on a monthly basis, the related asset or liability is adjusted to reflect the fair market value at the end of the month. Registrant adopted SFAS No. 157 effective January 1, 2008 for financial assets and liabilities measured on a recurring basis. SFAS No. 157 applies to all financial assets and financial liabilities that are being measured and reported on a fair value basis. There was no impact in the adoption of SFAS No. 157 to the consolidated financial statements. However, SFAS No. 157 requires disclosure that establishes a framework for measuring fair value and expands disclosure about fair value measurements. The statement requires fair value measurements to be classified and disclosed in one of the following three categories:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2: Quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability, or

Level 3: Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

Registrant's valuation model utilizes various inputs that include quoted market prices for energy over the duration of the contracts. The market prices used to determine the fair value for this derivative instrument were estimated based on independent sources such as broker quotes and publications that are not observable in or corroborated by the market. When such inputs have a significant impact on the measurement of fair value, the instrument is categorized in Level 3. Accordingly, the valuation of the derivative on Registrant's purchased power contract with MSCG has been classified as Level 3.

The following table presents changes in the fair value of the derivative for the year ended December 31, 2008.

(dollars in thousands)	Gains (Losses)
Balance, December 31, 2007	$ (1,554)
Unrealized gain on purchased power contracts included in operating expenses	1,554
Balance, December 31, 2008	—

As these contracts were settled, the realized gains or losses were recorded in power purchased for resale, and the previously recorded unrealized gains or losses were reversed. These purchased power contracts expired on December 31, 2008.

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In October 2008, GSWC executed a new purchased power contract that will provide power to BVES effective January 1, 2009 at a fixed cost over three and five year terms depending on the amount of power and period during which the power will be purchased under the contract. The new contract is subject to CPUC approval. Once the contract is approved, BVES intends to file a separate application to incorporate the new costs, including energy purchases and delivery costs, into rates. The new contract will also be subject to SFAS No. 133 and will require mark-to-market derivative accounting. In connection with the filing to review and approve the new contract, BVES also requested the CPUC to authorize the establishment of regulatory asset and liability accounts to offset the entries required by SFAS No. 133. All unrealized gains and losses generated from the new purchased power contract would be deferred on a monthly basis into the non-interest bearing regulatory accounts that would track the changes in fair value of the derivative throughout the term of the contract. Upon approval of the new contract by the CPUC, changes in the fair value of the derivative throughout the term of the new contract will be included in the regulatory accounts established and would, as a result, no longer affect GSWC's earnings.

Note 5 — Military Privatization

ASUS, through its wholly-owned subsidiaries, has entered into agreements with the U.S. government to operate and maintain the water and/or wastewater systems at various military bases pursuant to 50-year fixed price contracts, subject to periodic price redeterminations and modifications for changes in circumstances.

Under the economics of the agreements with the U.S. government, each of the Military Utility Privatization Subsidiaries should recover 100% of its investment in the assets of the water and wastewater systems acquired at the time of execution of the operation and maintenance agreements for each of the bases under the terms of the applicable 50-year service contract. A capital investment recovery charge in an amount equal to the payments due under the purchase obligation is paid to the Military Utility Privatization Subsidiaries by the U.S. government as a result of the purchase of the systems. Accordingly, Registrant recorded the purchase price obligation as a liability offset with a receivable of the same amount, therefore, not impacting Registrant's financial position. The amounts charged by the Military Utility Privatization Subsidiaries for water and wastewater services at the respective military bases are based upon the terms of the 50-year contract between the Military Utility Privatization Subsidiaries and the U.S. government. Under the terms of these agreements, the Military Utility Privatization Subsidiaries agreed to operate and maintain the water and/or wastewater systems at the respective bases for a monthly net fixed price for operation and maintenance, and for an amount to cover renewals and replacements for the first two years of the contract. Under the terms of each of these contracts, prices are to be redetermined at the end of the initial two year period and every three years thereafter. In addition, prices may be equitably adjusted for changes in law and other circumstances. These adjustments can be retrospective and/or prospective. The Military Utility Privatization Subsidiaries have experienced delays in obtaining readjustment of prices and equitable adjustments as required by the terms of these contracts.

The fixed price for operation and maintenance is recorded in revenues on a monthly basis as the services are performed. The fixed price received monthly for renewals and replacements on the water and wastewater systems includes a profit that is recognized on the percentage-of-completion method of accounting as the individual capital projects are completed. From time to time, the U.S. government may modify the original contract to include special construction projects including capital upgrades. However, earnings and cash flows from modifications to the original 50-year contracts with the U.S. government are sporadic and may or may not continue in future periods.

The contracts may be terminated, in whole or in part, prior to the end of the 50-year term for convenience of the U.S. government or as a result of default or nonperformance by the Military Utility Privatization Subsidiaries. In either event, each of the Military Utility Privatization Subsidiaries should be entitled to recover the remaining amount of its capital investment pursuant to the terms of a termination settlement with the U.S. government at the time of termination as provided in each of the contracts.

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The asset, "Costs and estimated earnings in excess of billings on uncompleted contracts," represents revenues recognized in excess of amounts billed. The liability, "Billings in excess of costs and estimated earnings on uncompleted contracts," represents billings in excess of revenues recognized. Costs and estimated earnings on uncompleted contracts and amounts due from the U.S government as of December 31, 2008 and 2007 are as follows (in thousands):

	2008	2007
Costs incurred on uncompleted contracts	$ 17,390	$ 6,620
Estimated earnings	4,818	1,895
Revenues recognized on uncompleted contracts	22,208	8,515
Less: Billings to date	(15,435)	(7,067)
	$ 6,773	$ 1,448
Included in the accompanying balance sheets under the following captions:		
Costs and estimated earnings in excess of billings on uncompleted contracts	$ 18,733	$ 6,126
Billings in excess of costs and estimated earnings on uncompleted contracts	(11,960)	(4,678)
	$ 6,773	$ 1,448
Receivable from the U.S. government, less allowance for doubtful accounts **(1)**	$ 8,094	$ 7,556

(1) Allowance for doubtful accounts was $121,000 and $496,000 as of December 31, 2008 and 2007, respectively. The receivable from the U.S. government includes an unbilled amount of approximately $126,000 and $495,000 as of December 31, 2008 and 2007, respectively, on completed contracts expected to be billed over the next 12-24 months.

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Note 6 — Earnings Per Share and Capital Stock

In accordance with EITF No. 03-06, *"Participating Securities and the Two-Class Method under FASB Statement No. 128"*, Registrant uses the "two-class" method of computing earnings per share ("EPS"). The "two-class" method is an earnings allocation formula that determines EPS for each class of common stock and participating security. AWR has participating securities related to stock options and restricted stock units that earn dividend equivalents on an equal basis with AWR's Common Shares (the "Common Shares") that have been issued under AWR's 2000 and 2008 Employee Plans and the 2003 Directors Plan. In applying the "two-class" method, undistributed earnings are allocated to both common shares and participating securities. The following is a reconciliation of Registrant's net income and weighted average Common Shares outstanding for calculating basic net income per share:

Basic	**For The Years Ended December 31,**		
(in thousands, except per share amounts)	**2008**	**2007**	**2006**
Net income	$ 22,005	$ 28,030	$ 23,081
Less: (a) Distributed earnings to common shareholders	17,262	16,351	15,410
Distributed earnings to participating securities	91	182	312
Undistributed earnings	4,652	11,497	7,359
(b) Undistributed earnings allocated to common shareholders	4,628	11,372	7,213
Undistributed earnings allocated to participating securities	24	125	146
Total income available to common shareholders, basic (a)+(b)	$ 21,890	$ 27,723	$ 22,623
Weighted average Common Shares outstanding, basic	17,262	17,121	16,934
Basic earnings per Common Share	$ 1.27	$ 1.62	$ 1.34

Diluted EPS is based upon the weighted average number of Common Shares, including both outstanding shares and shares potentially issuable in connection with stock options and restricted stock units granted under Registrant's 2000 and 2008 Employee Plans and the 2003 Directors Plan, and net income. At December 31, 2008 there were 541,452 stock options outstanding under these Plans. At December 31, 2008, there were also 77,802 restricted stock units outstanding. The following is a reconciliation of Registrant's net income and weighted average Common Shares outstanding for calculating diluted net income per share:

Diluted	**For The Years Ended December 31,**		
(in thousands, except per share amounts)	**2008**	**2007**	**2006**
Common shareholders earnings, basic	$21,890	$27,723	$22,623
Undistributed earnings for dilutive stock options **(1)**	24	—	146
Total common shareholders earnings, diluted	$21,914	$27,723	$22,769
Weighted average Common Shares outstanding, basic	17,262	17,121	16,934

Stock-based compensation **(2)**	132	56	167
Weighted average Common Shares outstanding, diluted	17,394	17,177	17,101
Diluted earnings per Common Share	$1.26	$1.61	$1.33

(1) Undistributed earnings allocated to participating securities were not included due to their antidilutive effect on diluted earnings per share.

(2) In applying the treasury stock method of reflecting the dilutive effect of outstanding stock-based compensation in the calculation of diluted EPS, 541,452 stock options and 77,802 restricted stock units at December 31, 2008 were deemed to be outstanding in accordance with SFAS No. 128, *"Earnings Per Share"*.

During the year ended December 31, 2008, Registrant issued 41,810 Common Shares under the Registrant's Common Share Purchase and Dividend Reinvestment Plan ("DRP") and the 2000 and 2008 Employee Plans for $1,173,000. There are 594,257 and 282,574 Common Shares authorized for issuance directly by AWR but unissued under the DRP and the 401(k) Plan, respectively, at December 31, 2008. Shares reserved for the 401(k) Plan are in relation to AWR's matching contributions and for investment purposes by participants. During the year ended December 31, 2007, Registrant issued 22,649 Common Shares under the Registrant's DRP for $876,000. There were no Common Shares issued under Registrant's 401(k) Plan in 2007. During the year ended December 31, 2006, Registrant issued 24,699 and 33,417 Common Shares under the Registrant's DRP and 401(k) Plan, respectively, for $2.1 million. In addition, during the years ended December 31, 2008,

2007 and 2006, Registrant issued 28,196, 155,771 and 193,069 Common Shares for approximately $690,000, $3,911,000 and $4,419,000, respectively, as a result of the exercise of stock options. During 2008, 2007 and 2006, no cash proceeds received by AWR as a result of the exercise of stock options were distributed to any subsidiaries of AWR.

During the years ended December 31, 2008, 2007 and 2006, Registrant repurchased in the open market 36,509, 9,449, and 26,181, respectively, Common Shares under the Registrant's DRP and 401(k) Plan, which were used to satisfy the requirements of these plans and programs.

AWR has a registration statement on file with the SEC for issuance, from time to time, of Common Shares, Preferred Shares and/or debt securities. As of December 31, 2008, $150 million was available for issuance of additional securities under this registration statement.

GSWC's outstanding common stock is owned entirely by its parent, AWR. To the extent GSWC does not reimburse AWR for stock-based compensation awarded under various stock compensation plans, such amounts increase the value of GSWC's common shareholder's equity. In August 2008, the Board of Directors approved the issuance of 12 additional GSWC common shares to AWR for $30.0 million. GSWC used the proceeds to pay down debt owed to AWR.

Note 7 — Dividend Limitations

On January 27, 2009, AWR declared a regular quarterly dividend of $0.250 per Common Share. The dividend, totaling approximately $4.3 million, was paid on March 2, 2009 to common shareholders of record at the close of business on February 10, 2009. In 2008, 2007 and 2006, AWR paid quarterly dividends to shareholders, totaling approximately $17.3 million or $1.000 per share, $16.3 million or $0.955 per share and $15.4 million or $0.910 per share, respectively. AWR's ability to pay cash dividends on its Common Shares outstanding depends primarily upon cash flows from its GSWC subsidiary.

GSWC is subject to contractual restrictions on its ability to pay dividends. GSWC's maximum ability to pay dividends is restricted by certain Note Agreements to the sum of $21 million plus 100% of consolidated net income from various dates plus the aggregate net cash proceeds received from capital stock offerings or other instruments convertible into capital stock from various dates. Under the most restrictive of the Note Agreements, $237.3 million was available to pay dividends to AWR as of December 31, 2008. GSWC is also prohibited from paying dividends if, after giving effect to the dividend, its total indebtedness to capitalization ratio (as defined) would be more than .6667 to 1. Dividends in the amount of $13.2 million, $17.2 million and $17.2 million were paid to AWR by GSWC in 2008, 2007 and 2006, respectively.

The ability of AWR, ASUS and GSWC to pay dividends is also restricted by California law. Under restrictions of the California tests, approximately $125.0 million of retained earnings for AWR was available to pay dividends to common shareholders at December 31, 2008. Approximately $129.8 million was available from the retained earnings of GSWC to pay dividends to AWR. At December 31, 2008, ASUS was not allowed to pay dividends to AWR under the California tests.

CCWC is subject to contractual restrictions on its ability to pay dividends. CCWC's maximum ability to distribute dividends is limited to the maintenance of no more than 55% debt in the capital structure for the quarter immediately preceding the distribution. The ability of CCWC to pay dividends is also restricted by Arizona law. Under restrictions of the Arizona tests, approximately $2.6 million was available to pay dividends to AWR at December 31, 2008. There were no dividends distributed from CCWC to AWR in 2008, 2007 or 2006.

Note 8 — Bank Debt

AWR established a syndicated credit facility that expires in June 2010. On August 25, 2008, AWR amended its $85 million syndicated credit facility, to increase the aggregate bank commitments by $30 million to $115 million. Under the terms of this facility, either AWR or GSWC may obtain letters of credit for up to an aggregate of $20 million. GSWC has obtained letters of credit, in the aggregate amount of $11.3 million, including: (i) a letter of credit with a fee of 0.625%, which expires October 5, 2009, in the amount of $6.3 million, in favor of a trustee with respect to the variable rate obligation issued by the Three Valleys Municipal Water District; (ii) a letter of credit with an annual fee of 0.625% in the amount of $850,000 as security for the deductible in the Company's business automobile insurance policy; (iii) a letter of credit with a fee of 0.625%, which expires October 5, 2009 in an amount of $585,000 as security for the purchase of power, and (iv) an irrevocable letter of credit in the amount of $3.6 million, which expires October 5, 2009, pursuant to a settlement agreement with Edison to cover Registrant's commitment to pay the settlement amount. There were no compensating balances required. Loans can be obtained at the option of Registrant and bear interest at rates based on credit ratings and Euro rate margins. At December 31, 2008, $74.7 million was outstanding under this facility, $18.2 million of which was used to fund GSWC's operations, $25.7 million was used to fund ASUS activities, $2.4 million was used to fund CCWC activities and $28.4 million was to fund AWR's purchase of 12 shares of GSWC in August 2008.

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Registrant's short-term borrowing activities (excluding letters of credit) for the last three years were as follows:

	December 31,		
(in thousands, except percent)	2008	2007	2006
Balance Outstanding at December 31,	$ 74,700	$ 37,200	$ 32,000
Interest Rate at December 31,	1.82%	5.54%	6.11%
Average Amount Outstanding	$ 57,429	$ 32,138	$ 27,786
Weighted Average Annual Interest Rate	3.32%	5.95%	5.77%
Maximum Amount Outstanding	$ 88,500	$ 40,500	$ 33,000

All of the letters of credit are issued pursuant to the syndicated revolving credit facility. The syndicated revolving credit facility contains restrictions on prepayments, disposition of property, mergers, liens and negative pledges, indebtedness and guaranty obligations, transactions with affiliates, minimum interest coverage requirements, a maximum debt to capitalization ratio, and a minimum debt rating. Pursuant to the credit agreement, AWR must maintain a minimum interest coverage ratio of 3.25 times interest expense, a maximum total funded debt ratio of 0.65 to 1.00 and a minimum debt rating of Baa3 or BBB-.

Note 9 — Long-Term Debt

Registrant's long-term debt consists primarily of Notes and Debentures. The Company summarizes its long-term debt in the Statements of Capitalization. GSWC has no mortgage debt, and leases and other similar financial arrangements are not material. No new long-term debt was issued in 2008 and 2007. On March 10, 2009, a senior note in the amount of $40 million was issued (Note 20).

Private placement notes in the amount of $28 million were issued pursuant to the terms of note purchase agreements with substantially similar terms. These agreements contain restrictions on the payment of dividends, minimum interest coverage requirements, a maximum debt to capitalization ratio and a negative pledge. Pursuant to the terms of these agreements, GSWC must maintain a minimum interest coverage ratio of two times interest expense. In addition, on October 11, 2005, CoBank, ACB ("CoBank"), purchased a 5.87% Senior Note due December 20, 2028 (the "Note") in the aggregate principal amount of $40,000,000 from GSWC. Under the terms of this senior note issued to CoBank, GSWC may not incur any additional debt or pay any distributions to its shareholders if, after giving effect thereto, it would have a debt to capitalization ratio in excess of .6667 to 1 or a debt to earnings before interest, taxes, depreciation and amortization ("EBITDA") ratio of more than 8 to 1. GSWC does not currently have any outstanding mortgages or other encumbrances on its properties.

Redemption of certain long-term debt issues outstanding as of December 31, 2008 and 2007 can be made in whole or in part at the option of GSWC subject to redemption schedules embedded in the agreements particular to each issue. With the exception of the 9.56% Notes and the Senior Note issued to Co-Bank, the redemption premiums in effect for 2008 and 2007 range up to 6.3% of par value. The 9.56% Notes are subject to a make-whole premium based on 55 basis points above the applicable Treasury Yield if redeemed prior to 2021. After 2021, the maximum redemption premium is 3% of par value. The 5.87% Senior Note is subject to a make-whole premium based on the difference between Co-Bank's cost of funds on the date of purchase and Co-Bank's cost of funds on the date of redemption, plus 0.5%.

CCWC has long-term Industrial Development Authority Bonds ("IDA Bonds"). Substantially all of the utility plant of CCWC is pledged as collateral for its IDA Bonds. The Bond Agreement, among other things: (i) requires CCWC to maintain certain financial ratios; (ii) restricts CCWC's ability to incur additional debt, make liens, sell, lease or dispose of assets, merge with another corporation, and pay dividends, and (iii) requires CCWC to establish a debt service reserve fund held in trust for future payments, which totaled approximately $656,000 as of December 31, 2008 and 2007.

AWR - Annual maturities of all long-term debt, including capitalized leases, amount to approximately $636,000, $694,000, $722,000, $667,000, $9,667,000 and $254,786,000 for the five years ending December 31, 2009 through 2013 and thereafter, respectively.

GSWC - Annual maturities of all long-term debt, including capitalized leases, amount to approximately $326,000, $364,000, $377,000, $302,000, $9,277,000 and $250,241,000 for the five years ending December 31, 2009 through 2013 and thereafter, respectively.

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Note 10 — Taxes on Income

Registrant provides deferred income taxes for temporary differences under SFAS No. 109, *"Accounting for Income Taxes,"* for certain transactions which are recognized for income tax purposes in a period different from that in which they are reported in the financial statements. The most significant items are the tax effects of accelerated depreciation, the supply cost balancing accounts, and advances for, and contributions-in-aid-of-, construction. SFAS No. 109 also requires that rate-regulated enterprises record deferred income taxes for temporary differences given flow-through treatment at the direction of a regulatory commission. The resulting deferred tax assets and liabilities are recorded at the expected cash flow to be reflected in future rates. Given that the CPUC has consistently permitted the recovery of flowed-through tax effects, GSWC has established regulatory liabilities and assets offsetting such deferred tax assets and liabilities (Note 2). Deferred investment tax credits are amortized ratably to the deferred tax provision over the lives of the property giving rise to the credits.

GSWC is included in AWR's consolidated federal income tax and combined California state franchise tax returns. GSWC's federal tax liability is computed as if it filed a separate return, and its state tax liability is computed in a manner consistent with its adopted method for regulatory purposes, which is computed separately from AWR and its subsidiaries.

As a regulated utility, GSWC treats certain temporary differences as flow-through adjustments in computing its income tax provision consistent with the income tax approach approved by the CPUC for ratemaking purposes. Flow-through adjustments increase or decrease tax expense in one period, with an offsetting increase or decrease occurring in another period. Giving effect to these temporary differences as flow-through adjustments typically results in a greater variance between the effective tax rate and the statutory federal income tax rate in any given period than would otherwise exist if GSWC were not required to account for its income taxes as a regulated enterprise.

The significant components of the deferred tax assets and liabilities as reflected in the balance sheets at December 31, 2008 and 2007 were:

	AWR December 31,		GSWC December 31,	
(dollars in thousands)	2008	2007	2008	2007
Deferred tax assets:				
Regulatory-liability-related: ITC and excess deferred taxes	$ 1,850	$ 1,893	$ 1,850	$ 1,893
Regulatory-liability-related: California Corporation Franchise Tax	2,051	2,328	2,051	2,328
Accrued regulatory liabilities	962	1,200	962	1,200
Unrealized loss	—	633	—	633
Contributions and advances	13,603	13,317	10,920	10,634
	$ 18,466	$ 19,371	$ 15,783	$ 16,688
Deferred tax liabilities:				
Fixed assets	$ (67,091)	$ (62,106)	$ (64,203)	$ (59,625)
Regulatory-asset-related: depreciation and other	(11,035)	(9,441)	(11,035)	(9,441)
California Corporation Franchise Tax	(299)	(440)	(14)	(184)
Other property related	(21)	(388)	(27)	(418)
Other nonproperty related	(887)	(3,910)	(664)	(489)
Balancing and memorandum accounts	(13,068)	(12,905)	(13,068)	(12,905)
Deferred charges	(8,432)	(8,586)	(8,432)	(8,586)
	(100,833)	(97,776)	(97,443)	(91,648)
Accumulated deferred income taxes - net	$ (82,367)	$ (78,405)	$ (81,660)	$ (74,960)

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The current and deferred components of income tax expense were as follows:

	AWR Year Ended December 31,		
(dollars in thousands)	2008	2007	2006
Current			
Federal	$ 7,019	$ 14,742	$ 7,641
State	4,243	4,327	3,095
Total current tax expense	$ 11,262	$ 19,069	$ 10,736
Deferred			
Federal	$ 3,439	$ 1,746	$ 4,984
State	(1,322)	(25)	(39)
Total deferred tax expense	2,117	1,721	4,945
Total income tax expense	$ 13,379	$ 20,790	$ 15,681

	GSWC Year Ended December 31,		
(dollars in thousands)	2008	2007	2006
Current			
Federal	$ 8,262	$ 14,034	$ 7,773
State	4,317	4,233	3,433
Total current tax expense	$ 12,579	$ 18,267	$ 11,206
Deferred			
Federal	$ 5,317	$ 1,806	$ 5,025
State	(621)	6	(95)
Total deferred tax expense	4,696	1,812	4,930
Total income tax expense	$ 17,275	$ 20,079	$ 16,136

The reconciliations of the effective tax rates to the federal statutory rate are as follows:

	AWR Year Ended December 31,		
(dollars in thousands, except percent)	2008	2007	2006
Federal taxes on pretax income at statutory rate	$ 12,384	$ 17,087	$ 13,567
Increase (decrease) in taxes resulting from:			
State income tax, net of federal benefit	1,746	2,938	1,814
Flow through on fixed assets	455	394	375
Flow through on pension costs	(1,104)	78	403
Investment tax credit	(91)	(91)	(91)
Other - net	(11)	384	(387)
Total income tax expense	$ 13,379	$ 20,790	$ 15,681
Pretax income	$ 35,384	$ 48,820	$ 38,762

Effective income tax rate	37.8%	42.6%	40.5%

(dollars in thousands, except percent)	GSWC Year Ended December 31, 2008	2007	2006
Federal taxes on pretax income at statutory rate	$ 15,783	$ 16,443	$ 13,788
Increase (decrease) in taxes resulting from:			
State income tax, net of federal benefit	2,250	2,891	2,006
Flow through on fixed assets	455	394	375
Flow through on pension costs	(1,104)	78	403
Investment tax credit	(91)	(91)	(91)
Other - net	(18)	364	(345)
Total income tax expense	$ 17,275	$ 20,079	$ 16,136
Pretax income	$ 45,094	$ 46,979	$ 39,394
Effective income tax rate	38.3%	42.7%	41.0%

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In July 2006, the FASB issued FIN 48. FIN 48 clarifies the accounting for uncertainty in income taxes by prescribing the recognition threshold a tax position is required to meet before being recognized in the financial statements. FIN 48 also provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. Effective January 1, 2007, Registrant and GSWC adopted FIN 48. As a result of adoption, Registrant and GSWC increased their retained earnings by $181,000 and $185,000, respectively.

The following table provides a reconciliation of AWR's and GSWC's unrecognized tax benefits at December 31, 2008 and 2007 (in thousands):

	2008 AWR	2008 GSWC	2007 AWR	2007 GSWC
Unrecognized tax benefits at beginning of period	$ 5,113	$ 5,113	$ 4,788	$ 4,788
Increases as a result of tax positions taken prior to the period	—	—	11	11
Decreases as a result of tax positions taken prior to the period	—	—	—	—
Increases as a result of tax positions taken during the period	267	267	314	314
Decreases as a result of tax positions taken during the period	—	—	—	—
Decreases relating to settlements with taxing authorities	(1,157)	(1,157)	—	—
Reductions as a result of lapses of statute-of-limitation periods	—	—	—	—
Unrecognized tax benefits at end of period	$ 4,223	$ 4,223	$ 5,113	$ 5,113

For both AWR and GSWC, there was no portion of the unrecognized-tax-benefit balance at December 31, 2008 that would affect the effective tax rate if recognized.

With the adoption of FIN 48, Registrant continued its policy of classifying interest on income tax over/underpayments in interest income/expense and penalties in "other operating expenses." At December 31, 2007, AWR and GSWC included $368,000 and $394,000, respectively, of net interest receivables from taxing authorities in other assets (all as noncurrent). AWR and GSWC recognized $154,000 and $175,000, respectively, of interest income from taxing authorities for the year ended December 31, 2007. At December 31, 2007, Registrant had no accruals for income-tax-related penalties. Registrant recognized the reversal of $39,000 of previously imposed income-tax related penalties during the year ended December 31, 2007.

At December 31, 2008, AWR and GSWC included $898,000 and $888,000, respectively, of net interest receivables from taxing authorities in other assets (all as noncurrent). AWR and GSWC recognized $530,000 and $494,000, respectively, of interest income from taxing authorities for the year ended December 31, 2008. At December 31, 2008, Registrant had no accruals for income-tax-related penalties. Registrant did not recognize any income-tax related penalties during the year ended December 31, 2008.

Registrant files federal and various state income tax returns. The U.S. federal filings for the years 1997 through 1999 and 2002 came under examination during the first quarter of 2007 as a result of Registrant having filed an amended 2002 return during the third quarter of 2006 for which Internal Revenue Service ("IRS") and Congressional Joint Committee of Taxation ("JCT") reviews are required. The 2002 return was amended primarily as a result of the IRS consenting to Registrant's request for approval to change a tax accounting method ("Consent"). During the second quarter of 2008, the IRS issued a Revenue Agent's Report ("RAR") in connection with its examination of the 2002 tax year which resulted in Registrant recognizing certain tax benefits in accordance with FIN 48. Upon receiving the RAR, Registrant filed a protest with the IRS's Office of Appeals in which it requested a conference to address Registrant's disagreement with certain of the Agent's adjustments. In connection with the Consent, Registrant filed amended 2003 and 2004 returns during the third quarters of 2007 and 2008, respectively. The 2003 and 2004 returns came under IRS examination during the fourth quarter of 2008. Registrant is unable to anticipate when the appeals process, IRS examinations and JCT reviews will be concluded. In relation to the Consent, Registrant's total amount of unrecognized tax benefits could significantly increase or decrease within twelve months of December 31, 2008. An estimate of the range of the reasonably possible change cannot be made at December 31, 2008.

Registrant's 2005 through 2007 tax years also remain subject to examination by the IRS and its 2004 through 2007 tax years remain subject to examination by state taxing authorities. Registrant has filed protective refund claims with the applicable state taxing authority for the 2002 and 2003 tax years, also in connection with the Consent.

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Note 11 — Employee Benefit Plans

Pension and Postretirement Medical Plans:

Registrant maintains a pension plan (the “Pension Plan”) that provides eligible employees (those aged 21 and older, with at least one year of service) monthly benefits upon retirement based on average salaries and length of service. The eligibility requirement to begin receiving these benefits is 5 years of vested service. The normal retirement benefit is equal to 2% of the five highest consecutive years’ average earnings multiplied by the number of years of credited service, up to a maximum of 40 years, reduced by a percentage of primary social security benefits. There is also an early retirement option; however, for terminations on or after January 1, 2004, the early retirement provisions were amended to increase benefits under the Pension Plan for employees who retire prior to age 65. The eligibility requirements for early retirement are age 55 and 5 years of vested service. The Pension Plan amendment increased Registrant’s annual pension cost by approximately 5%. Annual contributions are made to the Pension Plan, which comply with the funding requirements of the Employee Retirement Income Security Act (“ERISA”).

Registrant also provides post-retirement medical benefits for all active employees hired before February of 1995, through a medical insurance plan. Eligible employees, who retired prior to age 65, and/or their spouses, were able to retain the benefits under the plan for active employees until reaching age 65. Eligible employees upon reaching age 65, and those eligible employees retiring at or after age 65, and/or their spouses, receive coverage through a Medicare supplement insurance policy paid for by Registrant subject to an annual cap limit. Registrant’s postretirement medical plan does not provide prescription drug benefits to Medicare-eligible employees and is not affected by the Medicare Prescription Drug Improvement and Modernization Act of 2003.

At December 31, 2008, Registrant had 913 participants in the Pension Plan of which 511 were active, 213 were retired and 189 were disabled. Approximately 85 active employees are subject to collective bargaining arrangements. Also, at December 31, 2008, Registrant had 375 participants in the postretirement medical plan of which 236 were active, 14 were disabled and 125 were retired. Average active participant age was 44 years.

In September 2006, the FASB issued SFAS No. 158, which requires employers to recognize the overfunded or underfunded positions of defined benefit postretirement plans, including pension plans, in their balance sheets. Under SFAS No. 158, any actuarial gains and losses, prior service costs and transition assets or obligations that were not recognized under previous accounting standards must be recognized in Other Comprehensive Income (“OCI”) under shareholders’ equity, net of tax, until they are amortized as a component of net periodic benefit cost. SFAS No. 158 did not change how net periodic pension and postretirement costs are accounted for and reported in the income statement. Registrant adopted the provisions of SFAS No. 158 effective December 31, 2006. In accordance with SFAS No. 71, Registrant has established a regulatory asset for the amounts otherwise chargeable to OCI that are expected to be recovered through rates in future periods. The changes in actuarial gains and losses, prior service costs and transition assets or obligations pertaining to the regulatory asset will be recognized as an adjustment to the regulatory asset account as these amounts are recognized as components of net periodic pension costs each year. Decreases in the fair market value of plan assets during 2008 resulted in an increase to the regulatory asset accounts with a corresponding increase to the pension liability accounts.

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The following table sets forth the Pension Plan’s funded status and amounts recognized in Registrant’s balance sheets and the components of net pension cost and accrued postretirement liability at December 31, 2008 and 2007:

(dollars in thousands)	Pension Benefits 2008	Pension Benefits 2007	Postretirement Medical Benefits 2008	Postretirement Medical Benefits 2007
Change in Projected Benefit Obligation:				
Projected benefit obligation at beginning of year	$ 83,352	$ 86,078	$ 10,405	$ 11,801
Service cost	3,585	3,758	328	350
Interest cost	5,399	4,971	616	601
Actuarial loss/(gain)	5,972	(8,793)	(694)	(1,915)
Benefits paid	(2,862)	(2,662)	(374)	(432)
Projected benefit obligation at end of year	$ 95,446	$ 83,352	$ 10,281	$ 10,405
Changes in Plan Assets:				
Fair value of plan assets at beginning of year	$ 70,921	$ 64,246	$ 5,892	$ 5,372
Actual (loss) return on plan assets	(18,060)	4,363	(1,083)	293
Employer contributions	4,166	4,974	509	659
Benefits paid	(2,862)	(2,662)	(374)	(432)
Fair value of plan assets at end of year	$ 54,165	$ 70,921	$ 4,944	$ 5,892
Funded Status:				
Net amount recognized as accrued pension cost	$ (41,281)	$ (12,431)	$ (5,337)	$ (4,513)

(dollars in thousands, except percent)	Pension Benefits 2008	Pension Benefits 2007	Postretirement Medical Benefits 2008	Postretirement Medical Benefits 2007
Amounts recognized on the balance sheets:				
Current liabilities	$ —	$ —	$ —	$ —
Non-current liabilities	(41,281)	(12,431)	(5,337)	(4,513)
Net amount recognized	$ (41,281)	$ (12,431)	$ (5,337)	$ (4,513)
Amounts recognized in regulatory assets consist of:				
Initial net obligation	$ —	$ —	$ 2,514	$ 2,933
Prior service cost (credit)	877	995	(1,432)	(1,631)
Net loss	36,640	7,672	982	341
Regulatory assets	37,517	8,667	2,064	1,643
Unfunded accrued pension cost	3,764	3,764	3,273	2,870
Net liability recognized	$ 41,281	$ 12,431	$ 5,337	$ 4,513

Changes in plan assets and benefit obligations recognized in regulatory

assets:				
Regulatory asset at beginning of year	$ 8,667	$ 18,068	$ 1,643	$ 3,850
Initial net obligation	—	—	—	—
Prior service cost (credit)	—	—	—	—
Net loss (gain)	28,969	(8,624)	641	(1,980)
Amortization of initial net asset (obligation)	—	—	(419)	(419)
Amortization of prior service cost (credit)	(119)	(163)	199	199
Amortization of net loss (gain)	—	(614)	—	(7)
Total change in regulatory asset	28,850	(9,401)	421	(2,207)
Regulatory asset at end of year	$ 37,517	$ 8,667	$ 2,064	$ 1,643
Net periodic pension costs	$ 4,166	$ 4,974	$ 912	$ 950
Change in regulatory asset	28,850	(9,401)	421	(2,207)
Total recognized in net periodic pension cost and regulatory asset	$ 33,016	$ (4,427)	$ 1,333	$ (1,257)
Estimated amounts that will be amortized from regulatory asset over the next fiscal year:				
Initial net asset (obligation)	$ —	$ —	$ (419)	$ (419)
Prior service credit (cost)	(119)	(119)	199	199
Net gain (loss)	(2,287)	—	—	—
Additional year-end information for plans with an accumulated benefit obligation in excess of plan assets:				
Projected benefit obligation	$ 95,446	$ 83,352	$ 10,281	$ 10,405
Accumulated benefit obligation	78,667	68,354	N/A	N/A
Fair value of plan assets	54,164	70,921	4,944	5,892
Weighted-average assumptions used to determine benefit obligations at December 31:				
Discount rate	6.15%	6.55%	6.40%	6.35%
Rate of compensation increase	4.00%	4.00%	N/A	N/A

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In accordance with ratemaking, Registrant capitalizes a portion of its pension and other postretirement costs in the overhead pool included in Utility Plant. The components of net periodic pension and postretirement benefits cost, before allocation to the overhead pool, for 2008, 2007, and 2006 are as follows:

(dollars in thousands, except percent)	Pension Benefits			Postretirement Medical Benefits		
	2008	2007	2006	2008	2007	2006
Components of Net Periodic Benefits Cost:						
Service cost	$ 3,585	$ 3,758	$ 3,854	$ 328	$ 350	$ 414
Interest cost	5,399	4,971	4,680	616	601	623
Expected return on plan assets	(4,937)	(4,532)	(3,959)	(252)	(228)	(190)
Amortization of transition	—	—	—	419	419	419
Amortization of prior service cost	119	163	163	(199)	(199)	(199)
Amortization of actuarial loss	—	614	1,162	—	7	165
Net periodic pension cost	$ 4,166	$ 4,974	$ 5,900	$ 912	$ 950	$ 1,232
Weighted-average assumptions used to determine net periodic cost:						
Discount rate	6.55%	5.95%	5.75%	6.35%	5.80%	5.55%
Expected long-term return on plan assets	7.00%	7.00%	7.00%	*	*	*
Rate of compensation increase	4.00%	4.00%	4.00%	N/A	N/A	N/A

* 7.0% for union plan, 4.2% for non-union, net of income taxes in 2008, 2007 and 2006.

Plan Funded Status:

Registrant’s pension and postretirement plans were underfunded at December 31, 2008 and 2007. However, there was a significant increase in the underfunded status of the Pension Plan during 2008. This was partially due to an increase in the projected benefit obligation in 2008 caused primarily from a decrease in the discount rate from 6.55% to 6.15% and also due to the passage of time and the use of updated mortality tables. The underfunded status also increased due to a significant decrease in the fair value of the plan assets. Registrant’s market related value of plan assets is equal to the fair value of plan assets. Volatile market conditions have affected the value of AWR’s trust established to fund its future long-term pension benefits. The market value of the investments within the plan trust declined by approximately 25% during the year ended December 31, 2008. These benefit plan assets and related obligations are remeasured annually using a December 31 measurement date. Unless the market recovers, reductions in the value of plan assets will result in increased future expense, an increase in the underfunded position and increased future contributions. Changes in the plan’s funded status will affect the assets and liabilities recorded on the balance sheet in accordance with SFAS No. 158. Due to Registrant’s regulatory recovery treatment, the recognition of the funded status is offset by a regulatory asset pursuant to SFAS No. 71.

Plan Assets:

The assets of the pension and postretirement medical plans are managed by a third party trustee. The investment policy allocation of the assets in the trust was approved by Registrant's Administrative Committees for the Pension and Retiree Medical Funds, which has oversight responsibility for all retirement plans. Registrant's pension and postretirement plan weighted-average asset allocations at December 31, 2008 and 2007, by asset category are as follows:

	Pension Benefits		Postretirement Medical Benefits	
Asset Category	**2008**	**2007**	**2008**	**2007**
Actual Asset Allocations:				
Equity securities	54%	54%	55%	43%
Debt securities	41%	31%	37%	26%
Cash equivalents	5%	11%	8%	31%
All other	—%	4%	—%	—%
Total	100%	100%	100%	100%

Equity securities did not include AWR's stock as of December 31, 2008 and 2007.

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	Pension Benefits	Postretirement Medical Benefits
Target Asset Allocations for 2009:		
Equity securities	55%	54%
Debt securities	40%	36%
Cash equivalents	5%	10%
Total	100%	100%

Plan Contributions:

During 2008, Registrant contributed $4,166,000 and $509,000 to its pension and postretirement medical plans, respectively. Registrant currently expects to contribute $8,476,000 and $725,000 to its pension and postretirement medical plans in 2009, respectively. In establishing the contribution amount, Registrant is considering the potential impact of funding rule changes under the Pension Protection Act of 2006 which establishes new minimum funding standards and prohibits plans underfunded by more than 20% from providing lump sum distributions and adopting amendments that increase plan liabilities.

Benefit Payments:

Registrant's estimated future benefit payments at December 31, 2008 are as follows (in thousands):

	Pension Benefits	Postretirement Medical Benefits
2009	$ 3,084	$ 523
2010	3,410	603
2011	3,751	654
2012	4,073	707
2013	4,452	754
2014-2018	29,594	4,476
Total	$ 48,364	$ 7,717

Assumptions:

Certain actuarial assumptions, such as the discount rate, long-term rate of return on plan assets and the healthcare cost trend rate have a significant effect on the amounts reported for net periodic benefit cost as well as the related benefit obligation amounts.

Discount Rate — The assumed discount rate for pension and postretirement medical plans reflects the market rates for high-quality corporate bonds currently available. Registrant's discount rates were determined by considering the average of pension yield curves constructed of a large population of high quality corporate bonds. The resulting discount rate reflects the matching of plan liability cash flows to the yield curves.

Expected Long-Term Rate of Return on Assets — The long-term rate of return on plan assets represents an estimate of long-term returns on an investment portfolio consisting of a mixture of equities, fixed income, and other investments. To develop the expected long-term rate of return on assets assumption for the pension plan, Registrant considered the historical returns and the future expectations for returns for each asset class, as well as the target asset allocation of the pension portfolio. This resulted in the selection of the 7.0% long-term rate of return on assets assumption for the Pension Plan.

Registrant's policy is to fund the medical benefit trusts based on actuarially determined amounts as allowed in rates. Registrant may invest such funds in qualified instruments to achieve the desired return objective and minimize recovery through rates. Registrant has invested the funds in the postretirement trusts that will achieve a desired return and minimize amounts necessary to recover through rates. The mix is expected to provide for a return on assets similar to the Pension Plan and to achieve Registrant's targeted allocation. This resulted in the selection of the 7.0% long-term rate of return on assets assumption for the union plan and 4.20% (net of income taxes) for the non-union plan.

Healthcare Cost Trend Rate **—** A sliding scale for assumed health care cost increases was used for the periods presented. In 2008 and 2007, health care cost increases started at 8.5% grading down to 5.0% in 10 years for those under age 65, and at 9.5% grading down to 5.0% in 10 years for post 65. In 2006, health care cost increases started at 9.0% grading down to 5.0% in 10 years for those under age 65, and at 10.5% grading down to 5.0% in 10 years for post 65.

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Assumed health care cost trend rates have a significant effect on the amounts reported for the health care plans. A one-percentage-point change in assumed health care cost trend rates would have the following effects:

(dollars in thousands)	1-Percentage-Point Increase	1-Percentage-Point Decrease
Effect on total of service and interest cost components	$ 116	$ (99)
Effect on postretirement benefit obligation	$ 1,187	$ (1,025)

Supplemental Executive Retirement Plan:

Registrant has a supplemental executive retirement plan ("SERP") that provides additional retirement benefits to certain key employees and officers of the Company by making up benefits, which are limited by Sections 415 and 401(a)(17) of the Internal Revenue Code of 1986, as amended, and certain additional benefits. As of December 31, 2008 and 2007, the benefits are unfunded.

In September 2007, Registrant entered into a Retention Agreement with its then President and Chief Executive Officer ("CEO"). Under the terms of the Retention Agreement, Registrant has agreed that, for the purposes of the Company's SERP, it will calculate the CEO's benefit based on 3% of compensation (as defined in the SERP) per credited years of service commencing January 13, 1988, up to a maximum limit of 60% of compensation, less a percentage of primary social security benefits and amounts payable to the CEO under the Company's defined benefit pension plan. This change in the CEO's SERP benefit resulted in an increase of $950,000 to the SERP projected benefit obligation with a corresponding increase to the respective regulatory asset as of September 30, 2007 (re-measurement date).

In September 2008, GSWC entered into a Resignation Agreement and General Release of Claims with a former officer. In connection with the resignation, GSWC agreed to pay amounts that the former officer would have been entitled to receive under the Company's SERP and Pension Plans if, as of the effective date of resignation, the former officer had been fully vested in both Plans, had earned two years of credited service for benefit purposes under the Plans and had retired with deferred benefits under the Plans, payable in monthly installments commencing at the age of 65. This agreement resulted in a special termination benefit of $149,000 for the year ended December 31, 2008.

The following provides a reconciliation of benefit obligations, funded status of the SERP, as well as a summary of significant estimates at December 31, 2008 and 2007:

(dollars in thousands)	2008	2007
Change in Benefit Obligation:		
Benefit obligation at beginning of year	$ 3,907	$ 2,783
Service cost	240	401
Interest cost	251	184
Special termination benefits	149	—
Plan amendments	—	947
Actuarial (gain)/loss	1,088	(390)
Benefits paid	(18)	(18)
Benefit obligation at end of year	$ 5,617	$ 3,907
Changes in Plan Assets:		
Fair value of plan assets at beginning of year	—	—
Fair value of plan assets at end of year	—	—
Funded Status:		
Net amount recognized as accrued pension cost	$ (5,617)	$ (3,907)

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(dollars in thousands, except percent)	2008	2007
Amounts recognized on the balance sheets:		
Current liabilities	$ (267)	$ (18)
Non-current liabilities	(5,350)	$ (3,889)
Net amount recognized	$ (5,617)	$ (3,907)
Amounts recognized in regulatory assets consist of:		
Prior service cost	1,119	2,038
Net loss (gain)	238	(905)
Regulatory assets	1,357	1,133
Unfunded accrued pension cost	4,260	2,774
Net liability recognized	$ 5,617	$ 3,907
Changes in plan assets and benefit obligations recognized in regulatory assets consist of:		
Regulatory asset at beginning of year	$ 1,133	$ 898
Initial net obligation	—	—
Prior service cost (credit)	—	$ 947

Net loss (gain)	1,088	(390)
Amortization of initial net asset (obligation)	—	—
Amortization of prior service cost (credit)	(918)	(350)
Amortization of net loss (gain)	54	28
Total change in regulatory asset	224	235
Regulatory asset at end of year	$ 1,357	$ 1,133
Net periodic pension cost	$ 1,504	$ 907
Change in regulatory asset	224	235
Total recognized in net periodic pension and net income	$ 1,728	$ 1,142
Estimated amounts that will be amortized from regulatory asset over the next fiscal year:		
Initial net asset (obligation)	—	—
Prior service credit (cost)	$ (161)	$ (918)
Net gain (loss)	—	54
Additional year-end information for plans with an accumulated benefit obligation in excess of plan assets:		
Projected benefit obligation	$ 5,617	$ 3,905
Accumulated benefit obligation	4,321	3,441
Fair value of plan assets	—	—
Weighted-average assumptions used to determine benefit obligations:		
Discount rate	6.30%	6.45%
Salary assumption	4.00%	4.00%

The components of SERP expense, before allocation to the overhead pool, for 2008, 2007, and 2006 are as follows:

(dollars in thousands, except percent)	2008	2007	2006
Components of Net Periodic Benefits Cost:			
Service cost	$ 240	$ 401	$ 222
Interest cost	251	184	145
Special termination benefits	149	—	—
Amortization of actuarial gain	(54)	(28)	(21)
Amortization of prior service cost	918	350	154
Net periodic pension cost	$ 1,504	$ 907	$ 500
Weighted-average assumptions used to determine net periodic cost:			
Discount rate	6.45%	5.90% / 6.30%	5.65% / 6.20%
Salary assumption	4.00%	4.00%	4.00%

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Contributions: Estimated contribution in 2009 for the SERP plan is $267,000.

Benefit Payments: Registrant's estimated future benefit payments for the SERP at December 31, 2008 are as follows (in thousands):

2009	$ 267
2010	265
2011	270
2012	267
2013	342
2014-2018	2,049
Total	$ 3,460

401(k) Investment Incentive Program:

Registrant has a 401(k) Investment Incentive Program under which employees may invest a percentage of their pay, up to a maximum investment prescribed by law, in an investment program managed by an outside investment manager. Registrant's cash contributions to the 401(k) are based upon a percentage of individual employee contributions and, for 2008, 2007 and 2006, totaled $1.5 million, $1.3 million and $1.2 million, respectively.

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Note 12 — Stock Compensation Plans

Summary Description of Stock Incentive Plans

AWR currently has three primary stock incentive plans: the 2000 Employee Plan and the 2008 Employee Plan for employees, and the 2003 Directors Plan for directors, each more fully described below.

2000 Employee Plan — AWR adopted the 2000 Employee Plan at the annual meeting of shareholders in 2000 to provide stock-based incentive awards in the form of stock options, and restricted stock to employees as a means of promoting the success of the Company by attracting, retaining and more fully aligning the interests of employees with those of shareholders generally. The 2000 Employee Plan was amended in January 2006 to also permit the grant of restricted stock units. The 2000 Employee Plan is administered by the Compensation Committee of the Board of Directors (the "Committee").

For stock options, the Committee determined, among other things, the date of grant, the form, term, option exercise price, vesting and exercise terms of each option. Stock options granted by AWR have been in the form of nonqualified stock options, expire ten years from the date of grant, vest over a period of three years and are subject to earlier termination as provided in the form of option agreement approved by the Committee. The option price per share was determined by the Committee at the time of grant, but was not be less than 100% of the fair market value of Common Shares on the date of grant. In addition, prior to 2006 AWR granted certain employees receiving a grant of stock options the right to also receive cash dividends pursuant to the terms of a dividend equivalent rights agreement for a period of up to three years from the date of the option grant.

For restricted stock, the Committee determined, among other things, the dividend, voting and other rights prior to vesting and the restrictions (which may be based on performance criteria, passage of time or other factors) imposed on the shares. For restricted stock units, the Committee determined, among other things, the vesting terms and form of pay-out. Each employee who received a grant of a restricted stock unit was entitled to dividend equivalent rights in the form of additional restricted stock units until vesting of the restricted stock units. The restricted stock units are a non-voting unit of measurement relative to one Common Share.

There are 1,050,000 Common Shares reserved for issuance under the 2000 Employee Stock Plan, 137,369 of which remain available for issuance as of December 31, 2008. The Board of Directors and shareholders approved an amendment to the 2000 Employee Plan at the annual meeting of shareholders in May 2008 to prohibit the award of additional awards, other than pursuant to dividend equivalent rights to AWR's executive officers for the restricted stock unit awards granted prior to March 31, 2008.

2008 Employee Plan — AWR adopted the 2008 Employee Plan at the annual meeting of shareholders in May 2008 in order to enable the Committee to continue to make stock awards to eligible employees in the same manner as under the 2000 Employee Plan. All new awards since April 1, 2008 have been and will be granted under the 2008 Employee Plan. There are 1,100,000 Common Shares reserved for issuance under the 2008 Employee Plan, of which 1,092,581 remain available for issuance as of December 31, 2008.

2003 Directors Plan — On May 20, 2003, the Board of Directors adopted the 2003 Directors Plan, subject to shareholder approval. The shareholders approved the 2003 Directors Plan at the May 2004 Annual Meeting. The 2003 Directors Plan provides the non-employee directors with supplemental stock-based compensation and encourages them to increase their stock ownership in AWR. There are 250,000 Common Shares reserved for issuance under the 2003 Directors Plan, of which 150,030 remain available for issuance as of December 31, 2008. Pursuant to the 2003 Directors Plan, non-employee directors are entitled to receive options and restricted stock units at each annual meeting of shareholders commencing with the 2003 annual meeting of shareholders. AWR also granted options to each non-employee director at its annual shareholder meetings in 2003 and 2004 to purchase 1,000 Common Shares and has increased the option grant to 3,000 shares to each non-employee director since its annual shareholder meeting in 2005. Commencing with the 2007 annual meeting of shareholders, non-employee directors are entitled to receive restricted stock units equal to the annual retainer in lieu of stock options. In addition, each non-employee director with no more than ten years of service with AWR was entitled to receive additional restricted stock units at the annual meetings in 2007and 2008 in an amount equal to the then current annual retainer payable by AWR to each non-employee director divided by the fair market value of Common Shares on the last trading day prior to the annual meeting. Commencing with AWR's 2009 annual meeting, all directors will be entitled to receive restricted stock units equal to two times the annual retainer, regardless of their number of years of service on the board. All grants of stock options and restricted stock units are entitled to dividend equivalent rights payable in the form of additional restricted stock units under the terms of the 2003 Directors Plan.

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The stock options granted under the 2003 Directors Plan are 10-year nonqualified stock options. The exercise price of the stock options must be 100% of the fair market value of Common Shares on the date of grant. Stock options granted under the 2003 Directors Plan are fully vested and exercisable upon the date of grant. Restricted stock units with respect to dividend equivalent rights on stock options credited to the non-employee director are payable in Common Shares on the earlier of the date on which the stock option is exercised and three years from the date of grant of the stock option. Restricted stock units granted at each annual meeting of shareholders and restricted stock units with respect to dividend equivalent rights with respect thereto are payable solely in Common Shares on the date that the participant terminates service as a director. Restricted stock units credited to each non-employee director's account are at all times fully vested and non-forfeitable.

Effect of Stock-Based Compensation on Net Income

Effective January 1, 2006, Registrant adopted the provisions of SFAS No. 123(R), which requires the recognition of compensation expense related to the fair value of stock-based compensation awards. Under the provisions of SFAS No. 123(R), share-based compensation cost is measured by the Registrant at the grant date, based on the calculated fair value of the award, and is recognized as an expense over the employee's requisite service period (generally the vesting period of the equity grant). The following table presents share-based compensation expenses for the years ended December 31, 2008, 2007 and 2006. These expenses are included in administrative and general expenses in AWR and GSWC's statements of income resulting from stock options, restricted stock and restricted stock units:

	AWR For The Years Ended December 31,			GSWC For The Years Ended December 31,		
(in thousands)	**2008**	**2007**	**2006 (2)**	**2008**	**2007**	**2006 (2)**
Stock-based compensation related to:						
Stock options granted to employees and directors	$ 789	$ 429	$ 358	$ 617	$ 370	$ 336
Restricted stock units granted to employees	550	252	160	422	218	147
Restricted stock units granted to directors	160	176	28	160	176	28

Stock-based compensation recognized in the income statement, before taxes	1,499	857	546	1,199	764	511
Income tax benefit **(1)**	—	(22)	(14)	—	—	—
Total stock-based compensation after income taxes	$ 1,499	$ 835	$ 532	$ 1,199	$ 764	$ 511

(1) A net income tax benefit is not reflected for GSWC, as its tax benefit recognition was fully offset by the recognition of a regulatory liability as a result of the flow-through treatment of its compensatory expenses for regulatory purposes.

(2) Tax effect upon adoption on January 1, 2006, was $1,237,000 decrease in cash flows from operations with a corresponding increase in financing activities. Effect of earnings per share upon adoptions was $0.03 per basic and diluted share.

Equity-based compensation cost, capitalized as part of utility plant for the year ended December 31, 2008 was $242,000 and $241,000, respectively, for AWR and GSWC. For the year ended December 31, 2007 and 2006, the equity-based compensation cost, capitalized as part of utility plant was $185,000 and $211,000, respectively, for both AWR and GSWC. In addition, pursuant to SFAS No. 123(R), dividend equivalent rights paid in cash in the amount of approximately $115,000 and $103,000 for AWR and GSWC, respectively, for the year ended December 31, 2007 were recognized as a reduction to retained earnings, net of tax benefit of approximately $50,000 and $45,000, respectively. In 2008, there were no similar cash disbursement in dividend equivalent rights.

In accordance with SFAS No. 123(R), Registrant amortizes stock-based compensation over the requisite (vesting) period for the entire award. Options issued pursuant to the 2000 Employee Plan and the 2008 Employee Plan vest and are exercisable in installments of 33% the first two years and 34% in the third year, starting one year from the date of the grant and expire 10 years from the date of the grant.

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Valuation of Stock Options

Registrant estimated the fair value of stock options granted during the years ended December 31, 2008, 2007 and 2006 using the Black-Scholes valuation model. Key input assumptions used to estimate the fair value of stock options include the exercise price of the award, the expected option term, the expected volatility of the Registrant's stock over the option's expected term, the risk-free interest rate over the option's expected term, and the Registrant's expected annual dividend yield. Registrant believes that the valuation technique and the approach utilized to develop the underlying assumptions are appropriate in calculating the fair values of Registrant's stock options granted during the years ended December 31, 2008, 2007 and 2006. Estimates of fair value are not intended to predict actual future events or the value ultimately realized by persons who receive equity awards. The fair value of stock units and restricted stock was determined based on the closing trading price of Common Shares on the grant date.

The fair value of each option grant during the years ended December 31, 2008, 2007 and 2006 was estimated on the grant date using the Black-Scholes option-pricing model with the following assumptions:

	2008	2007	2006
Weighted-average fair value of option granted	$6.78	$9.64	$8.01 - $13.38
Risk-free interest rate	3.49%	4.54%	4.40% - 5.02%
Expected annual dividend yield	2.60%	2.52%	2.60% - 3.08%
Expected volatility factor	23.34%	25.10%	24.52% -26.40%
Expected option term (in years)	5	6	6

Summary of key assumptions — The risk-free interest rate for periods equal to the expected term of the share option was based on the U.S. Treasury yield curve in effect at the time of grant. Dividend yield reflects the current dividend rate at the date of grant. The stock volatility for each grant is measured using the weighted average of historical monthly and daily price changes of the Common Shares over the most recent period equal to the expected option life of the grant. For the years ended December 31, 2007 and 2006, the option term on the employee grants was determined using the simplified method for estimating expected option life, which qualify as "plain-vanilla" options and is derived from the average midpoint between vesting and the contractual term, as described in SEC's Staff Accounting Bulletin ("SAB") No. 107, "*Share-Based Payment*." The options granted to directors did not qualify as "plain-vanilla" and, therefore, the option term was determined using historical data. Effective January 1, 2008, Registrant adopted the guidance of SEC's SAB No. 110, *"Share-Based Payment,"* which requires Registrant to develop expected option terms by reviewing detailed external information about employee exercise behavior. The simplified method is no longer being permitted if such information is available. SFAS No. 123(R) also requires entities to estimate the number of forfeitures expected to occur and record expense based upon the number of awards expected to vest.

Stock Options — A summary of stock option activity as of December 31, 2008, and changes during the year ended December 31, 2008, is presented below:

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
Options outstanding at January 1, 2008	469,390	$ 29.54		
Granted	105,520	34.18		
Exercised	(28,196)	24.47		
Forfeited or expired	(5,262)	34.93		
Options outstanding at December 31, 2008	541,452	$ 30.65	6.59	$ 1,262,112
Options exercisable at December 31, 2008	368,115	$ 28.31	5.83	$ 1,720,140

The weighted-average grant-date fair value of options granted by Registrant during the year ended December 31, 2008 was $6.78. The aggregate intrinsic value in the table above represents the total pretax intrinsic value (i.e., the difference between the closing price of the Common Shares on the last trading day of the 2008 calendar year and the exercise price, times the number of shares) that would have been received by the option holders had all option holders exercised their option on December 31, 2008. This amount changes if the fair market value of the Common Shares changes. The total intrinsic value of options exercised during the years ended December 31, 2008, 2007 and 2006 was approximately $417,000, $2,173,000 and $2,823,000, respectively.

During the years ended December 31, 2008, 2007 and 2006, Registrant received approximately $690,000, $3,911,000 and $4,419,000, respectively, in cash proceeds from the exercise of its stock options and realized approximately $150,000, $835,000 and $1,237,000, respectively, of tax benefit for the tax deduction from awards exercised. As of December 31, 2008, approximately $535,000 of total unrecognized compensation cost related to outstanding stock options is expected to be recognized over a remaining period ranging from 0.08 to 2.83 years.

Restricted Stock and Stock Units — A summary of the status of Registrant's outstanding restricted stock units to employees and directors as of December 31, 2008, and changes during the year ended December 31, 2008, is presented below:

	Number of Restricted Share Units	Weighted Average Grant-Date Value
Restricted share units at January 1, 2008	62,689	$ 31.44
Granted	26,327	34.19
Vested	(11,214)	36.32
Forfeited	—	—
Restricted share units at December 31, 2008	77,802	$ 31.54

As of December 31, 2008, there was approximately $389,000 of total unrecognized compensation cost related to restricted stock units granted under Registrant's employee and director's stock plans. That cost is expected to be recognized over a remaining period ranging from 0.08 to 2.83 years.

AWR has no restricted stock outstanding as of December 31, 2008.

Note 13 - Business Risks and Commitments

Registrant's rate-regulated utility operations are engaged in supplying water and electric service to the public. Registrant is required to provide service and grant credit to customers within its defined service areas. Although Registrant has a diversified base of residential, industrial and other customers, revenues derived from commercial and residential water customers accounted for approximately 90% of total water revenues in 2008, which is about the same percentage as in 2007 and 2006. Registrant faces additional risks associated with weather conditions, adequacy and quality of water supplies, regulatory decisions, pronouncements and laws, water-related litigation, and general business conditions.

GSWC's Water Supply:

GSWC obtains its water supply from its operating wells and purchases from others, principally member agencies of the Metropolitan Water District of Southern California ("MWD"). The MWD is a public agency and quasi-municipal corporation created in 1928 by a vote of the electorates of several Southern California cities. MWD's primary purpose was and is to provide a supplemental supply of water for domestic and municipal uses and purposes at wholesale rates to its member public agencies. There are 26 member public agencies of MWD, consisting of 14 cities, 11 municipal water districts, and one county water authority. Registrant has 56 connections to MWD's water distribution facilities and those of other member water agencies. Its combined MWD water purchases through 6 separate MWD member agencies total more than 75,000 acre feet annually.

MWD's principal sources of water are the State Water Project and the Colorado River. Other water users also use these sources of water. Population growth has intensified demand among the various users for limited amounts of water. In response, MWD continues to evaluate and develop a number of alternative water supply options including conservation, groundwater storage and conjunctive use programs within MWD's service area, water transfer and storage agreements, and a variety of local projects and incentive programs to support increased investments in conservation, reclamation and brackish groundwater and seawater desalination. Under MWD's Integrated Resources Plan and implementing strategies, MWD estimates that it can meet its member agencies' demands over at least the next 20 years.

To further meet its water supply needs, GSWC has contracts with MWD member agencies, various governmental entities and other parties to purchase water or water rights for an aggregate amount of $60.6 million. Included in this amount as of December 31, 2008 is $53.7 million that remains outstanding under purchase agreements with governmental entities. Certain of these agreements had expired in 2007 but were renewed for an additional 5 years with minimum purchase commitments. The current contracts with the governmental entities expire on an agreement by agreement basis commencing in 2011 through 2013. Each of these contracts contain minimum take or pay provisions with the terms and conditions varying under each contract. GSWC plans to continue to purchase and use at least the minimum water requirement under the respective contracts in the future. The amount of the remaining obligations was estimated based on current rates per acre-foot. These rates may be changed annually. Also included in the $60.6 million is a remaining commitment of $2.4 million under an agreement with the City of Claremont to lease water rights that were ascribed to the City as part of the Six Basins adjudication. The initial term of the agreement expires in 2028. GSWC can exercise an option to renew this agreement for 10 additional years. The remaining amount of $4.5 million is the aggregate commitment for purchased water with various third parties which expire commencing in 2013 through 2038.

GSWC's estimated future minimum payments under these purchased water supply commitments at December 31, 2008 are as follows, in thousands:

2009	$ 14,502
2010	14,035

2011		13,877
2012		13,824
2013		421
Thereafter		3,941
Total	$	60,600

CCWC's Water Supply:

CCWC obtains its water supply from two operating wells and from Colorado River water delivered by the Central Arizona Project ("CAP"). The majority of CCWC's water supply is obtained from its CAP allocation and well water is used for peaking capacity in excess of treatment plant capability, during treatment plant shutdown, and to keep the well system in optimal operating condition. CCWC has an assured water supply designation, by decision and order of the Arizona Department of Water Resources ("ADWR"), providing in part that, subject to its requirements, CCWC has a sufficient supply of groundwater and CAP water which is physically, continuously and legally available to satisfy current and committed demands of its customers, plus at least two years of predicted demands, for 100 years. On April 7, 2004 the ADWR issued a decision confirming that CCWC has demonstrated the physical, legal and continuous availability of CAP water and groundwater, in an aggregate volume of 9,828 acre-feet per year for a minimum of 100 years.

The Arizona Water Settlement Act was signed into law in December of 2004. This legislation provides for an additional CAP allocation to CCWC in the amount of 1,931 acre-feet per year. In order to receive this additional allocation, CCWC needed to enter into a revised contract with the Central Arizona Conservation District (the "District"). CCWC executed an agreement on this amendment during 2007. CCWC applied to the ADWR to modify and increase its designation of assured supply from 9,828 acre-feet per year to 11,759 acre-feet per year. CCWC entered into a commitment with the District to purchase the 1,931 acre-feet of water per year of additional CAP water rights and in November 2007 paid approximately $1.3 million for these additional CAP water rights. In addition, CCWC has a long-term water supply contract with the District through September 2033, and is entitled to take 8,909 acre-feet of water per year from CAP, including the additional allocation of 1,931 acre-feet per year discussed above. In connection with this long-term water supply contract, CCWC pays an annual charge based on its full allocation regardless of amount of water delivered. The rate for such charge is set by the District and is subject to annual increases. Based on the District's published new rate schedules, the estimated remaining commitment under this contract is $401,000 as of December 31, 2008.

Notwithstanding an assured water supply designation, CCWC's water supply may be subject to interruption or reduction, in particular owing to interruption or reduction of CAP water. In the event of interruption or reduction of CAP water, CCWC can currently rely on its well water supplies for short-term periods. However, in any event, the quantity of water CCWC supplies to some or all of its customers may be interrupted or curtailed, pursuant to the provisions of its tariffs. CCWC also has the physical capability to deliver water far in excess of that which is currently accounted for in CCWC's assured water supply account.

Bear Valley Electric:

Effective November 2002, GSWC entered into a series of purchase power contracts with PWMT (now MSCG). Under the agreements, GSWC exchanged 15 MWs of electric energy with PWMT at $74.65 per MWh that resulted in an upfront payment by PWMT of $20.35 per MWh for 15 MWs over the period beginning November 1, 2002 through December 31, 2006. This upfront payment was recorded as a reduction of purchased power costs that are included in the electric supply cost balancing account. Settlement of these contracts occurred on a net or cash basis through 2006. Upon the expiration of the Mirant Marketing contract at the end of 2006, GSWC began taking physical delivery under the PWMT purchase power contracts through the expiration of the contract on December 31, 2008.

In October 2008, GSWC executed a new purchased power contract with Shell Energy North America (US), LP ("Shell") that began providing power to BVES effective January 1, 2009 at a fixed cost over three to five year terms for different amounts of power over different time periods under the contract. The new contract is subject to CPUC approval. The main product under the new contract with Shell provides for 13 MWs of electric energy at an average fixed price of $67.15 per MWh beginning January 1, 2009 through November 30, 2013. During the winter peak, another product under the Shell contract provides for 7 MWs of electric energy at an average fixed price of $66.40 per MWh beginning January 1, 2009 through December 31, 2011. GSWC's total commitment under this new agreement amounts to $40.9 million, of which all remains outstanding as of December 31, 2008.

The average minimum load at GSWC's BVES customer service area has been approximately 12 MWs. The average winter load has been 18 MWs with a winter peak of 39 MWs when the snowmaking machines at the ski resorts are operating. GSWC owns a natural gas-fueled 8.4 MW generation facility that went on line during August of 2004, and assists GSWC in controlling its spot market purchase prices.

On July 17, 2002, the CPUC approved a settlement agreement reached among GSWC, all intervening parties and the then Office of Ratepayer Advocates of the CPUC, which permits GSWC to recover $77 per MWh of purchased power costs through rates, effective immediately thereafter. GSWC will only be allowed to include up to a weighted annual energy purchase cost of $77 per MWh each year through August 2011, in its balancing account. To the extent GSWC's actual average annual weighted cost for purchased power is less than $77 per MWh, the differential will recover amounts included in the electric supply balancing account. Conversely, to the extent that actual average annual weighted costs for power purchased exceed the $77 per MWh amount, GSWC will not be able to include these amounts in its balancing account and such amounts will be expensed. In 2007, approximately $29,000 was expensed. There was no expense in 2008 and 2006 over the $77 per MWh cap. As a result of the settlement, GSWC is also permitted to collect a surcharge of 2.2¢ per kilowatt hour from its customers for up to ten years commencing August 2001 to allow GSWC an opportunity to collect amounts remaining in its electric cost balancing account, with interest, incurred by GSWC during the energy crisis in 2000-2001.

The ability of GSWC to deliver purchased power to customers in its BVES service area is limited by the ability of the transmission facilities owned by Edison to transmit this power. GSWC filed a lawsuit against Edison in 2000 for breach of contract as a result of delays in upgrading these transmission facilities as well as for other reasons. As described in Note 2, GSWC and Edison agreed to settle this suit. Under the terms of the agreement, GSWC agreed to pay a $5 million project abandonment fee to Edison and made an initial lump sum payment of $1.4 million to Edison during the first quarter of 2004. GSWC agreed to pay Edison an additional $3.6 million over a 15 year term through 180 equal monthly payments of $38,137. All payments made to Edison under this agreement are included in the electric supply cost balancing account.

Operating Leases:

Registrant leases equipment and facilities primarily for its Regional and District offices under non-cancelable operating leases with varying terms, provisions, and expiration dates. Rent expense for leases that contain scheduled rent increases are recorded on a straight-line basis. During 2008, 2007 and 2006, Registrant's consolidated rent expense was approximately $3,371,000, $2,912,000 and $2,634,000, respectively. Registrant's future minimum payments under long-term non-cancelable operating leases at December 31, 2008 are as follows, in thousands:

2009	$ 2,938
2010	2,666
2011	2,392
2012	1,659
2013	1,124
Thereafter	808
Total	$ 11,587

There is no material difference between the consolidated operations of AWR and the operations of GSWC in regards to the future minimum payments under long-term non-cancelable operating leases.

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Note 14 - Contingencies

Water Quality-Related Litigation:

Perchlorate and/or Volatile Organic Compounds ("VOC") have been detected in five wells servicing GSWC's South San Gabriel System. GSWC filed suit in federal court, along with two other affected water purveyors and the San Gabriel Basin Water Quality Authority ("WQA"), against some of those allegedly responsible for the contamination of two of these wells. Some of the other potential defendants settled with GSWC, other water purveyors and the WQA (the "Water Entities"), on VOC related issues prior to the filing of the lawsuit. In response to the filing of the lawsuit, the Potentially Responsible Party ("PRP") defendants filed motions to dismiss the suit or strike certain portions of the suit. The judge issued a ruling on April 1, 2003 granting in part and denying in part the PRP's motions. A key ruling of the court was that the water purveyors, including GSWC, by virtue of their ownership of wells contaminated with hazardous chemicals are themselves PRPs under the Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA").

GSWC has, pursuant to permission of the court, amended its suit to claim certain affirmative defenses as an "innocent" party under CERCLA. Registrant is presently unable to predict the outcome of this ruling on its ability to fully recover from the PRPs future costs associated with the treatment of these wells. In this same suit, the PRPs have filed cross-complaints against the Water Entities, the MWD, the Main San Gabriel Basin Watermaster and others on the theory that they arranged for and did transport contaminated water into the Main San Gabriel Basin for use by GSWC and the other two affected water purveyors and for other related claims.

On August 29, 2003, the US Environmental Protection Agency ("EPA") issued Unilateral Administrative Orders ("UAO") against 41 parties deemed responsible for polluting the groundwater in that portion of the San Gabriel Valley from which the two impacted GSWC wells draw water. GSWC was not named as a party to the UAO. The UAO requires that these parties remediate the contamination. The judge in the lawsuit has appointed a special master to oversee mandatory settlement discussions between the PRPs and the Water Entities. EPA is also conducting settlement discussions with several PRPs regarding the UAO. The Water Entities and EPA are working to coordinate their settlement discussions under the special master in order to arrive at a complete resolution of all issues affecting the lawsuit and the UAO. Settlements with a number of the PRPs are being finalized; however, Registrant is presently unable to predict the ultimate outcome of these settlement discussions.

Condemnation of Properties:

The laws of the State of California and the State of Arizona provide for the acquisition of public utility property by governmental agencies through their power of eminent domain, also known as condemnation, where doing so is necessary and in the public interest. In addition, however, the laws of California provide: (i) that the owner of utility property may contest whether the condemnation is actually necessary and in the public interest, and (ii) that the owner is entitled to receive the fair market value of its property if the property is ultimately taken.

Although the City of Claremont, California (the "City") located in GSWC's Region III, has not initiated the formal condemnation process pursuant to California law, the City has expressed various concerns to GSWC about the rates charged by GSWC and the effectiveness of the CPUC's rate-setting procedures. The City hired a consultant to perform an appraisal of the value of GSWC's water system serving the City. The value was estimated in 2004 by the City's consultant at $40—$45 million. GSWC disagrees with the consultant's valuation assessment. As of December 31, 2008, management believes that the fair market value of the Claremont water system exceeds the $40.9 million recorded net book value and also exceeds the consultant's estimates of its value. The Claremont City Council held a project priorities workshop in April 2007. The council members agreed that the acquisition of GSWC's water system was to remain a priority and authorized staff to obtain updated appraisals for the value of the water systems. Requests for proposals have been sent to consulting firms by the City. In meetings held in February and June of 2008, the Claremont City Council stated that they had decided to authorize additional studies of the acquisition of GSWC's water system and plans to move forward on this matter.

The Town of Apple Valley abandoned its activities related to a potential condemnation of GSWC's water system serving the Town in 2007. Except for the City of Claremont and the Town of Apple Valley, Registrant has not been, within the last three years, involved in activities related to the potential condemnation of any of its water customer service areas or in its BVES customer service area. No formal condemnation proceedings have been filed against any of the Registrant's service areas during the past three years.

***Santa Maria Groundwater Basin Adjudication*:**

In 1997, the Santa Maria Valley Water Conservation District ("plaintiff") filed a lawsuit against multiple defendants, including GSWC, the City of Santa Maria, and several other public water purveyors. The plaintiff's lawsuit sought an adjudication of the Santa Maria Groundwater Basin (the "Basin"). A stipulated settlement of the lawsuit has been reached, subject to CPUC approval. The settlement, among other things, if approved by the CPUC, would preserve GSWC's historical pumping rights and secure supplemental water rights for use in case of drought or other reductions in the natural yield of the Basin. GSWC, under the stipulation, has a right to 10,000 acre-feet of groundwater replenishment provided by the Twitchell Project, a storage and flood control reservoir project operated by the Santa Maria Valley Conservation District. A monitoring and annual reporting program has been established to allow the parties to responsibly manage the Basin and to respond to shortage conditions. If severe water shortage conditions are found over a period of five years, the management area engineer will make findings and recommendations to alleviate such shortages. In the unlikely case that the Basin experiences severe shortage conditions, the court has the authority to limit GSWC's groundwater production to 10,248 acre-feet per year, based on developed water in the Basin.

On February 11, 2008, the court issued its final judgment, which approves and incorporates the stipulation. The judgment awards GSWC prescriptive rights to groundwater against the non-stipulating parties. In addition, the judgment grants GSWC the right to use the Basin for temporary storage and to recapture 45 percent of the return flows that are generated from its importation of State Water Project water. Pursuant to this judgment, the court retains jurisdiction over all of the parties to make supplemental orders or to amend the judgment as necessary. On March 20, 2008, the non-stipulating parties filed notices of appeal. Registrant is unable to predict the outcome of the appeal.

Aerojet Note Receivable:

Pursuant to the settlement agreement with Aerojet discussed in Note 2, GSWC has an $8.0 million note receivable, plus $2.2 million of accrued interest, guaranteed by Aerojet. This note, plus interest on the unpaid balance, is scheduled to be paid by Aerojet in installments over five years beginning in December 2009. In January 2009, Moody's Investors Service downgraded the corporate family ratings of GenCorp Inc., Aerojet's parent, further to B3 from B2 and its probability of default rating to Caa1 from B2. Obligations rated "B" by Moody's are considered speculative by Moody's and are, in Moody's view, subject to high credit risk and have generally poor credit quality. Obligations rated Caa1 are judged by Moody's to be of poor credit standing and are, in Moody's view, subject to very high credit risk and have extremely poor credit quality. At this time, management believes the note receivable from Aerojet is still fully collectible and has not provided a reserve for uncollectible amounts as of December 31, 2008. GSWC will continue to assess recoverability of this note receivable.

***Air Quality Management District*:**

In 1998, the South Coast Air Quality Management District ("AQMD") issued a permit to GSWC for the installation and use of air stripping equipment at one of GSWC's groundwater treatment systems in its Region II service area. In 2005, the AQMD conducted an inspection of this facility ("Watson Well") and issued a Notice of Violation ("NOV") for exceeding the amount of groundwater permitted to be treated by the treatment system during calendar year 2004. Since receiving the NOV, changes in GSWC's procedures have helped to avoid additional violations at the facility. In 2007, GSWC reached a settlement of the NOV with the AQMD. As part of the settlement, GSWC agreed to install and operate granular activated carbon ("GAC") filters at the facility. Installation of the filters will eliminate the use of the air stripping equipment at the facilities involved with the NOV and thus improve air quality. The AQMD accepted this agreement and assessed a nominal penalty. In February 2009, GSWC began operating the permanent GAC treatment system at the Watson Plant. Management believes that GSWC has fulfilled its obligations under the settlement with AQMD and no further penalties are expected to be assessed. Upon AQMD inspection and approval, GSWC will be deemed released from any and all claims or penalties arising from the NOV. GSWC has spent approximately $1.0 million as of December 31, 2008. Management also believes it is probable that the capital costs incurred on this project will be approved in rate base by the CPUC.

***Environmental Clean-Up and Remediation*:**

Chadron Plant: GSWC has been involved in environmental remediation and clean-up at a plant site ("Chadron Plant") that contained an underground storage tank which was used to store gasoline for its vehicles. This tank was removed from the ground in July 1990 along with the dispenser and ancillary piping. Since then, GSWC has been involved in various remediation activities at this site. Recent site assessments have been conducted which showed that there was more gasoline at higher concentrations spread over a larger area than previously measured. Remediation is estimated to take two more years, followed by at least one year of monitoring and reporting. As of December 31, 2008, the total spent to clean-up and remediate GSWC's plant facility is approximately $2.1 million, of which $1.5 million has been paid by the State of California

Underground Storage Tank Fund. Amounts paid by GSWC have been included in rate-base and approved by the CPUC for recovery.

As of December 31, 2008, GSWC has an accrued liability for the estimated additional cost of $1.3 million to complete the clean-up at the site. The ultimate cost may vary as there are many unknowns in remediation of underground gasoline spills and this is an estimate based on currently available information. Management also believes it is probable that the estimated additional costs will be approved in rate-base by the CPUC.

Ballona Plant: During the first quarter of 2008, hydrocarbon contaminated soil was found at a plant site ("Ballona Plant") located in GSWC's Southwest customer service area where an abandoned water tank was demolished. The contamination appears to be shallow and is believed likely to be the result of past corrosion control practices. An initial investigation and characterization of the contaminated area has been conducted. The investigation report indicates that contamination levels are below normal cleanup goals. GSWC is contacting the local agency to get direction on what cleanup, if any, is required. Historically, the cost for this type of clean-up has been included in rates as approved by the CPUC.

Contracted Services:

On March 4, 2008, ASUS received a letter from the U.S. Army demanding payment of approximately $7.5 million in liquidated damages for alleged failure at FBWS to make a good faith effort to achieve its small business subcontracting goals. On February 2, 2009, FBWS and the U.S. government entered into a Settlement Agreement whereby the U.S. government agreed not to pursue the liquidated damages claim and released FBWS from any and all claims arising from this matter. FBWS agreed to pay the U.S. government a nominal amount for administrative expenses associated with the U.S. government's response to ASUS' appeal of the liquidated damages claim.

Other Litigation:

Two former officers of GSWC filed a lawsuit against both AWR and GSWC alleging among other things, wrongful termination and retaliation against the former officers. Management believes that the allegations are without merit and intends to vigorously defend against them. Based on management's understanding of all the claims, management does not believe that the ultimate resolution of this matter will have a material adverse effect on AWR's and GSWC's financial position, results of operations, or cash flows.

Registrant is also subject to other ordinary routine litigation incidental to its business. Management believes that rate recovery, proper insurance coverage and reserves are in place to insure against property, general liability and workers' compensation claims incurred in the ordinary course of business. Registrant is unable to predict an estimate of the loss, if any, resulting from any pending suits or administrative proceedings.

Note 15 - Construction Program

GSWC maintains an ongoing water distribution main replacement program throughout its customer service areas based on the priority of leaks detected, fire protection enhancement and an underlying replacement schedule. In addition, GSWC upgrades its electric and water supply facilities in accordance with industry standards, local requirements and CPUC requirements. As of December 31, 2008, GSWC has unconditional purchase obligations for capital projects of approximately $17.6 million.

ASUS actively seeks opportunities to own, lease or operate water and wastewater systems for governmental entities, which may involve significant capital commitments. The Military Utility Privatization Subsidiaries have capital commitments that are being funded by the U.S. government. In the event that ASUS needs to pre-fund capital projects for a long period of time, a financing cost is charged to the U.S. government. ASUS is expected to incur capital expenditures in 2009, most of which will be funded by the U.S. government. In certain circumstances, the government may request that ASUS finance the cost of selected construction projects. ASUS will consider financing such projects. The terms of any such financing, including interest rates, will be determined on a case-by-case basis.

AWR has no material capital commitments.

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Note 16 — Business Segments

AWR has three reportable segments, water, electric and contracted services, whereas GSWC has two segments, water and electric. Within the segments, AWR has three principal business units: water and electric service utility operations conducted through GSWC, a water-service utility operation conducted through CCWC, and a contracted services unit conducted through ASUS and its subsidiaries. All activities of GSWC are geographically located within California. All activities of CCWC are located in the state of Arizona. Both GSWC and CCWC are rate-regulated utilities.

Activities of ASUS and its subsidiaries have been conducted in California, Maryland, New Mexico, North Carolina, South Carolina, Texas and Virginia. ASUS' wholly-owned subsidiaries are regulated by the state in which the subsidiary conducts water and/or wastewater operations. Rates are based upon the terms of the contracts with the U.S. government which have been filed with the commissions in the states in which ASUS' subsidiaries operate. On a stand-alone basis, AWR has no material assets other than its investments in its subsidiaries.

The tables below set forth information relating to GSWC's operating segments, CCWC, ASUS and its subsidiaries, and other matters. Certain assets, revenues and expenses have been allocated in the amounts set forth. The identifiable assets are net of respective accumulated provisions for depreciation. Capital additions reflect capital expenditures paid in cash and exclude property installed by developers and conveyed to GSWC or CCWC.

	As Of And For The Year Ended December 31, 2008					
	GSWC		CCWC	ASUS	AWR	Consolidated
(dollars in thousands)	Water	Electric	Water	Contracts	Parent	AWR
Operating revenues	$ 240,464	$ 28,424	$ 7,472	$ 42,358	$ —	$ 318,718
Operating income (loss)	61,584	1,334 (1)	(6,975) (2)	(988)	(149)	54,806
Interest expense, net	16,059	1,818	448	888	280	19,493
Identifiable assets	740,073	37,770	45,114	2,305	—	825,262
Depreciation and amortization expense	26,788	2,209	2,052	513	—	31,562
Capital additions	71,563	1,529	2,597	1,329	—	77,018

(1) Includes $1,554,000 unrealized gain on purchased power contracts.

(2) Includes $7,700,000 goodwill impairment charge.

	As Of And For The Year Ended December 31, 2007					
	GSWC		CCWC	ASUS	AWR	Consolidated
(dollars in thousands)	Water	Electric	Water	Contracts	Parent	AWR
Operating revenues	$ 230,178	$ 28,574	$ 7,704	$ 34,914	$ —	$ 301,370
Operating income (loss)	61,432	3,274 (3)	1,190	2,045	(209)	67,732
Interest expense, net	16,299	1,653	430	1,036	(207)	19,211
Identifiable assets	693,546	38,687	43,274	872	—	776,379
Depreciation and amortization expense	24,876	2,175	1,685	205	—	28,941

Capital additions	45,388	1,337	2,861	281	—	49,867

(3) Includes $2,100,000 unrealized gain on purchased power contracts.

	As Of And For The Year Ended December 31, 2006					
	GSWC		CCWC	ASUS	AWR	Consolidated
(dollars in thousands)	Water	Electric	Water	Contracts	Parent	AWR
Operating revenues	$ 215,157	$ 29,268	$ 7,755	$ 16,449	$ —	$ 268,629
Operating income (loss)	58,827	(3,525)(4)	1,306	101	(103)	56,606
Interest expense, net	15,185	1,331	479	1,041	267	18,303
Identifiable assets	671,733	39,811	38,217	840	—	750,601
Depreciation and amortization expense	22,408	2,040	1,632	192	—	26,272
Capital additions	62,480	2,009	1,754	356	—	66,599

(4) Includes $7,071,000 unrealized loss on purchased power contracts.

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Note 17 — Allowance for Doubtful Accounts

The table below presents Registrant's provision for doubtful accounts charged to expense and accounts written off, net of recoveries. Provisions included in 2008, 2007 and 2006 for AWR and GSWC are as follows:

	AWR December 31,		
(dollars in thousands)	2008	2007	2006
Balance at beginning of year	$ 1,664	$ 1,096	$ 1,126
Provision charged to expense	921	1,143	723
Accounts written off, net of recoveries	(1,334)	(575)	(753)
Balance at end of year	$ 1,251	$ 1,664	$ 1,096
Allowance for doubtful accounts related to accounts receivable-customer	$ 656	$ 539	$ 796
Allowance for doubtful accounts related to receivable from U.S. government	121	496	—
Allowance for doubtful accounts related to other accounts receivable	474	629	300
Total allowance for doubtful accounts	$ 1,251	$ 1,664	$ 1,096

	GSWC December 31,		
(dollars in thousands)	2008	2007	2006
Balance at beginning of year	$ 961	$ 1,054	$ 1,099
Provision charged to expense	1,075	469	698
Accounts written off, net of recoveries	(997)	(562)	(743)
Balance at end of year	$ 1,039	$ 961	$ 1,054
Allowance for doubtful accounts related to accounts receivable-customer	$ 632	$ 519	$ 771
Allowance for doubtful accounts related to other accounts receivable	407	442	283
Total allowance for doubtful accounts	$ 1,039	$ 961	$ 1,054

AWR (parent) has not established any provision for doubtful accounts.

Note 18 — Supplemental Cash Flow Information

The following table sets forth non-cash financing and investing activities and other cash flow information (in thousands).

	AWR December 31,			GSWC December 31,		
	2008	2007	2006	2008	2007	2006
Taxes and Interest Paid:						
Income taxes paid	$ 13,353	$ 15,837	$ 11,096	$ 13,185	$ 15,614	$ 10,494
Interest paid	20,640	21,152	20,083	19,104	19,343	18,238
Non-Cash Transactions:						
Property installed by developers and conveyed	$ 7,284	$ 7,838	$ 2,875	$ 5,567	$ 3,772	$ 1,971

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Note 19 — Business Acquisition

ASUS, through its wholly-owned subsidiaries, entered into agreements with the U.S. government to operate and maintain the water and/or wastewater systems at various military bases pursuant to 50-year firm, fixed price contracts with prospective price redeterminations. ASUS, through its wholly-owned subsidiaries, entered into subcontracts with a single subcontractor pursuant to which the subcontractor agreed to provide wastewater services to ASUS' subsidiaries at bases in Maryland, New Mexico, Texas and Virginia. On January 31, 2008, ASUS and its subsidiaries agreed to buy out all rights which this subcontractor had to provide wastewater services at these bases and any future rights that the subcontractor or any of its affiliates might have to provide wastewater services as a subcontractor to ASUS or any of its subsidiaries at any other bases for an aggregate purchase price of approximately $2.5 million. The purchase also included the acquisition of substantially all assets used by the subcontractor in providing the wastewater services, including most vehicles, tools, supplies, equipment and books and records totaling approximately $611,000. The acquisition resulted in the recording of approximately $1.1 million of goodwill, $571,000 of identifiable intangible assets subject to amortization and a charge to net income of $213,000 for settlement of the pre-existing relationship with the subcontractor. This acquisition was not material to Registrant's financial position or results of operations.

Note 20 — Subsequent Event

A senior note in the amount of $40.0 million was issued on March 10, 2009, to CoBank. Under the terms of this senior note, CoBank purchased a 6.7% Senior Note due March 10, 2019 in the aggregate principal amount of $40.0 million from GSWC. The proceeds will be used to pay down intercompany short-term borrowings and to fund capital expenditures. The terms of the new agreement are consistent with the terms under a previous note agreement with CoBank executed in October 2005 (Note 9).

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Note 21 — Selected Quarterly Financial Data (Unaudited)

The quarterly financial information presented below is unaudited. The business of Registrant is of a seasonal nature and it is management's opinion that comparisons of basic earnings for the quarterly periods do not reflect overall trends and changes in Registrant's operations.

	AWR For The Year Ended December 31, 2008				
(in thousands, except per share amounts)	Operating Revenues	Operating Income	Net Income	Basic Earnings Per Share	Diluted Earnings Per Share*
First Quarter	$ 68,942	$ 14,462	$ 5,304	$ 0.31	$ 0.30
Second Quarter	80,313	19,581	9,283	0.54	0.53
Third Quarter	85,261	13,143	4,552	0.26	0.26
Fourth Quarter (1)	84,202	7,620	2,866	0.16	0.16
Year	$ 318,718	$ 54,806	$ 22,005	$ 1.27	$ 1.26

	GSWC For The Year Ended December 31, 2008		
(in thousands)	Operating Revenues	Operating Income	Net Income
First Quarter	$ 59,309	$ 15,173	$ 5,918
Second Quarter	69,621	19,822	9,606
Third Quarter	74,059	14,049	5,348
Fourth Quarter (1)	65,899	13,874	6,947
Year	$ 268,888	$ 62,918	$ 27,819

* The sum of the quarterly 2008 diluted earnings per share amounts do not agree to the yearly totals due to rounding.

(1) The fourth quarter of 2008 reflects the following:

- an unrealized gain of $788,000 on the purchased power contracts at BVES.
- net under-collection of $825,000 resulting from the implementation of the WRAM and MCBA in November 2008.
- a goodwill impairment charge of $7,700,000 associated with CCWC.
- a decrease in GSWC's effective income tax rate due to changes between book and taxable income that are treated as flow-through adjustments in accordance with regulatory requirements, which resulted in approximately $1.7 million lower tax expense for GSWC in the fourth quarter of 2008 when compared to the same period in 2007.

	AWR For The Year Ended December 31, 2007				
(in thousands, except per share amounts)	Operating Revenues	Operating Income	Net Income	Basic Earnings Per Share	Diluted Earnings Per Share
First Quarter	$ 72,270	$ 16,851	$ 6,984	$ 0.40	$ 0.40
Second Quarter	79,246	17,457	7,322	0.42	0.42
Third Quarter	75,842	17,525	7,629	0.44	0.44
Fourth Quarter (2)	74,012	15,899	6,095	0.36	0.35
Year	$ 301,370	$ 67,732	$ 28,030	$ 1.62	$ 1.61

	GSWC For The Year Ended December 31, 2007		
(in thousands)	Operating Revenues	Operating Income	Net Income
First Quarter	$ 57,557	$ 14,631	$ 5,902
Second Quarter	65,149	15,772	6,470

Third Quarter	69,469	17,161	7,608
Fourth Quarter (2)	66,577	17,142	6,920
Year	$ 258,752	$ 64,706	$ 26,900

(2) The fourth quarter of 2007 reflects the following:

- an unrealized gain of $522,000 on the purchased power contracts at BVES.
- the recording of approximately $7.2 million additional revenues associated with the Region II general rate case and the application to recover general office expenses at the corporate headquarters of GSWC allocated to Regions II and III, both approved by the CPUC on November 16, 2007. The rate increases were retroactive to January 1, 2007. The decision also changed the revenue requirement related to the adopted rates for the Region II supply cost memorandum account; also retroactive to January 1, 2007. At the time of the final decision, an under-collection of $2.5 million which had been recorded in the Region II supply cost memorandum account throughout 2007 was reversed in November 2007 offsetting the retroactive revenues.

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of
American States Water Company:

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of American States Water Company and its subsidiaries (“the Company”) at December 31, 2008 and 2007, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2008 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the accompanying index presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2008, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company’s management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management’s Report on Internal Control over Financial Reporting appearing in Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company’s internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As discussed in Notes 1 and 11 to the consolidated financial statements, the Company changed the manner in which it accounts for defined benefit pension and other postretirement plans as of December 31, 2006.

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

Los Angeles, California
March 13, 2009

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and
Shareholder of Golden State Water Company:

In our opinion, the accompanying balance sheets and statements of capitalization and the related statements of income, common shareholder's equity and cash flows present fairly, in all material respects, the financial position of Golden State Water Company ("GSWC") at December 31, 2008 and 2007, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2008 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of GSWC's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As discussed in Notes 1 and 11 to the financial statements, GSWC changed the manner in which it accounts for defined benefit pension and other postretirement plans as of December 31, 2006.

/s/ PricewaterhouseCoopers LLP

Los Angeles, California
March 13, 2009

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Report from Management on the Responsibility for Financial Statements

The consolidated financial statements contained in the annual report were prepared by the management of American States Water Company, which is responsible for their integrity and objectivity. The consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States of America and include, where necessary, amounts based upon management's best estimates and judgments. All other financial information in the annual report is consistent with the consolidated financial statements and is also the responsibility of management.

The Audit Committee, composed of three outside directors, exercises oversight of management's discharge of its responsibilities regarding the systems of internal control and financial reporting. The committee periodically meets with management, the internal auditor and the independent accountants to review the work and findings of each. The committee also reviews the qualifications of, and recommends to the board of directors, a firm of independent registered public accountants.

Registrant's independent registered public accounting firm, PricewaterhouseCoopers LLP, is engaged to audit the consolidated financial statements included in this report in accordance with the standards of the Public Company Accounting Oversight Board (United States) and to express an opinion on whether those consolidated financial statements fairly present, in all material respects, Registrant's results of operations, financial position and cash flows. In addition, the effectiveness of AWR's internal control over financial reporting as of December 31, 2008 has been audited by PricewaterhouseCoopers LLP. The result of their work is expressed in their Report of Independent Registered Public Accounting Firm.

/s/ ROBERT J. SPROWLS	/s/ EVA G. TANG
Robert J. Sprowls President, Chief Executive Officer	Eva G. Tang Chief Financial Officer, Senior Vice President - Finance, Treasurer and Corporate Secretary

March 13, 2009

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Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None

Item 9A. Controls and Procedures

(a) Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) or 15d-15(e) promulgated under the

Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures of AWR and GSWC were effective as of the end of the period covered by this annual report.

(b) Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework in *Internal Control - Integrated Framework*, our management concluded that our internal control over financial reporting of AWR and GSWC was effective as of December 31, 2008.

(c) Attestation Report of the Independent Registered Public Accounting Firm

The effectiveness of our internal control over financial reporting of AWR as of December 31, 2008 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which is included herein.

(d) Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) or 15d(f) under the Exchange Act) of AWR and GSWC that occurred during the fourth quarter of 2008 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9A(T). Controls and Procedures

We provide information regarding the controls and procedures of GSWC in Item 9A. This Annual Report does not include an attestation report of GSWC's registered public accounting firm regarding internal control over financial reporting. The report of the management of GSWC was not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit GSWC to provide only management's report in this Annual Report.

Item 9B. Other Information

On March 10, 2009, GSWC entered into a Note Purchase Agreement with CoBank, ACB ("CoBank") pursuant to which CoBank purchased a senior note from GSWC for $40.0 million. The senior note bears interest at a fixed rate of 6.70% and matures on March 10, 2019. The proceeds of the senior note will be used to pay down short term debt, pending use for capital expenditures. The covenants and terms are otherwise substantially similar to the covenants and terms of the senior note issued to CoBank in October 2005.

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PART III

Item 10. Directors, Executive Officers and Corporate Governance

Information responsive to Part III, Item 10 is included in the Proxy Statement, to be filed by Registrant with the SEC pursuant to Regulation 14A, under the captions therein entitled: (i) "Proposal 1: Election of Directors"; (ii) "Executive Officers"; (iii) "Governance of the Company"; (iv) "Stock Ownership"; (v) "Nominating and Governance Committee"; (vi) "Audit and Finance Committee", and (vii) "Obtaining Additional Information From Us" and is incorporated herein by reference pursuant to General Instruction G(3).

Item 11. Executive Compensation

Information responsive to Part III, Item 11 is included in the Proxy Statement, to be filed by Registrant with the SEC pursuant to Regulation 14A, under the captions therein entitled: (i) "Proposal 1: Election of Directors"; (ii) " Executive Officers", and (iii) "Compensation Committee" and is incorporated herein by reference pursuant to General Instruction G(3).

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Information responsive to Part III, Item 12 is included in the Proxy Statement, to be filed by Registrant with the SEC pursuant to Regulation 14A, under the caption entitled "Stock Ownership" , and is incorporated herein by reference pursuant to General Instruction G(3).

Item 13. Certain Relationships and Related Transactions, and Director Independence

Information responsive to Part III, Item 13 is included in the Proxy Statement, to be filed by Registrant with the SEC pursuant to Regulation 14A, under the caption therein entitled "Governance of the Company" and is incorporated herein by reference pursuant to General Instruction G(3).

Item 14. Principal Accounting Fees and Services

Information responsive to Part III, Item 14 is included in the Proxy Statement, to be filed by Registrant with the SEC pursuant to Regulation 14A, under the caption therein entitled "Proposal 2: Ratification of Auditors" and is incorporated herein by reference pursuant to General Instruction G(3).

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PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) The following documents are filed as a part of this Annual Report on Form 10-K:

1. Reference is made to the Financial Statements incorporated herein by reference to Part II, Item 8 hereof.

2. Schedule I — Condensed Financial Information of AWR may be found in the Financial Statements and Notes to Financial Statements incorporated herein by reference to Part II, Item 8 hereof or at the conclusion of this Item. Schedules II, III, IV, and V are omitted as they are not applicable.

3. Reference is made to Item 15(b) of this Annual Report on Form 10-K.

(b) Exhibits:

3.1	By-Laws of American States Water Company incorporated by reference to Exhibit 3.1 of Registrant's Form 8-K, filed December 31, 2007
3.2	Amended and Restated By-laws of Golden State Water Company incorporated by reference to Exhibit 3.1 of Registrant's Form 8-K filed December 29, 2008
3.3	Amended and Restated Articles of Incorporation of American States Water Company incorporated by reference to Exhibit 3.3 of Registrant's Form 10-K/A for the year ended December 31, 2003
3.4	Restated Articles of Incorporation of Golden State Water Company, as amended, incorporated herein by reference to Exhibit 3.1 of Registrant's Form 10-Q for the quarter ended September 30, 2005
4.1	Indenture, dated September 1, 1993 between Golden State Water Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee, as supplemented, incorporated herein by reference to Exhibit 4.01 of Golden State Water Company Form S-3 filed December 12, 2008
4.2	Note Purchase Agreement dated as of October 11, 2005 between Golden State Water Company and Co-Bank, ACB incorporated by reference to Exhibit 4.1 of Registrant's Form 8-K filed October 13, 2005
10.1	Deferred Compensation Plan for Directors and Executives incorporated herein by reference to Registrant's Registration Statement on Form S-2, Registration No. 33-5151 (2)
10.2	Second Sublease dated October 5, 1984 between Golden State Water Company and Three Valleys Municipal Water District incorporated herein by reference to Registrant's Registration Statement on Form S-2, Registration No. 33-5151
10.3	Note Agreement dated as of May 15, 1991 between Golden State Water Company and Transamerica Occidental Life Insurance Company incorporated herein by reference to Registrant's Form 10-Q with respect to the quarter ended June 30, 1991
10.4	Schedule of omitted Note Agreements, dated May 15, 1991, between Golden State Water Company and Transamerica Annuity Life Insurance Company, and Golden State Water Company and First Colony Life Insurance Company incorporated herein by reference to Registrant's Form 10-Q with respect to the quarter ended June 30, 1991
10.5	Loan Agreement between California Pollution Control Financing Authority and Golden State Water Company, dated as of December 1, 1996 incorporated by reference to Exhibit 10.7 of Registrant's Form 10-K for the year ended December 31, 1998
10.6	Agreement for Financing Capital Improvement dated as of June 2, 1992 between Golden State Water Company and Three Valleys Municipal Water District incorporated herein by reference to Registrant's Form 10-K with respect to the year ended December 31, 1992

10.7	Water Supply Agreement dated as of June 1, 1994 between Golden State Water Company and Central Coast Water Authority incorporated herein by reference to Exhibit 10.25 of Registrant's Form 10-K with respect to the year ended December 31, 1994
10.8	2003 Non-Employee Directors Stock Purchase Plan, as amended (1) (2)
10.9	Dividend Reinvestment and Common Share Purchase Plan incorporated herein by reference to American States Water Company Rule Form S-3 filed November 12, 2008
10.10	Form of Amended and Restated Change in Control Agreement between American States Water Company or a subsidiary and certain executives incorporated herein by reference to Exhibit 10.5 to Registrant's Form 8-K filed on November 5, 2008(2)
10.11	Amended and Restated Golden State Water Company Pension Restoration Plan, as amended incorporated by reference to Exhibit 10.2 of Registrant's Form 8-k filed November 5, 2008 (2)
10.12	American States Water Company 2000 Stock Incentive Plan, as amended, incorporated by reference to Exhibit 10.2 of Registrant's Form 8-K filed May 23, 2008 (2)

10.13	Loan and Trust Agreement between The Industrial Development Authority of The County of Maricopa, Chaparral City Water Company and Bank One, Arizona, NA,, dated as of December 1, 1997 incorporated by reference to Exhibit 10.19 of Registrant's Form 10-K with respect to the year ended December 31, 2000
10.14	Delivery Agreement between Central Arizona Water Conservation District and Chaparral City Water Company, dated as of December 6, 1984 incorporated by reference to Exhibit 10.20 to Registrant's Form 10-K with respect to the year ended December 31, 2000
10.15	Repayment Contract between the United States Bureau of Reclamation and Chaparral City Water Company, dated as of December 6, 1984 for construction of a delivery and storage system to transport CAP water incorporated by reference to Exhibit 10.21 Registrant's Form 10-K with respect to the year ended December 31, 2000
10.16	Note Purchase Agreement dated as of March 10, 2009 between Golden State Water Company and Co-Bank, ACB (1)
10.17	Amended and Restated Credit Agreement between American States Water Company dated June 3, 2005 with Wells Fargo Bank, N.A., as Administrative Agent, as amended, incorporated by reference to Exhibit 10.1 to Registrant's Form 8-K filed August 28, 2008
10.18	Form of Indemnification Agreement for executive officers and directors incorporated by reference to Exhibit 10.21 to Registrant's Form 10-K for the year ended December 31, 2006 (2)
10.19	Form of Non-Qualified Stock Option Plan Agreement for officers and key employees for the 2000 Stock Incentive Plan incorporated by reference to Exhibit 10.1 to Registrant's Form 8-K on January 1, 2005 (2)
10.20	Form of Non-Qualified Stock Option Plan Agreement for officers and key employees for the 2000 Stock Incentive Plan incorporated by reference to Exhibit 10.1 of Registrant's Form 10-Q for the period ended March 31, 2006 (2)
10.21	Form of Director's Non-Qualified Stock Option Agreement incorporated by reference to Exhibit 10.1 to Registrant's Form 10-Q for the period ended September 30, 2006 (2)
10.22	Water Rights Agreement dated as of January 31, 2006 between Natomas Mutual Water Company and American States Utility Services, Inc. incorporated by reference to Exhibit 9.01 to Registrant's Form 8-K filed February 3, 2006
10.23	Form of Restricted Stock Unit Award Agreement for officers and key employees under the 2000 Stock Incentive Plan incorporated by reference to Exhibit 10.3 of Registrant's Form 8-K filed November 5, 2008 (2)
10.24	Letter dated November 7, 2005 to Robert J. Sprowls regarding retirement benefits incorporated by reference to Exhibit 10.2 to Registrant's Form 10-Q with respect to the quarter ended September 30, 2005 (2)
10.25	Retention Agreement dated September 12, 2007 for Floyd Wicks incorporated by reference to Exhibit 10.1 to Registrant's Form 8-K filed on September 14, 2007 (2)

10.26	Form of Restricted Stock Unit Award Agreement for officers and key employees under the 2008 Stock Incentive Plan incorporated by reference to Exhibit 10.4 of Registrant's Form 8-K filed on November 5, 2008 (2)
10.27	Form of Amendment to Change in Control Agreement between American States Water Company or a subsidiary and certain executives incorporated herein by reference to Exhibit 10.6 to Registrant's Form 8-K filed November 5, 2008 (2)
10.28	Resignation and General Release dated September 18, 2008 between Michael George and American States Water Company incorporated herein by reference to Exhibit 10.1 to Registrant's Form 8-K filed September 22, 2008 (2)
10.29	2008 Stock Incentive Plan incorporated by reference to Exhibit 10.1 to Registrant's Form 8-K filed May 23, 2008 (2)
10.30	Form of Nonqualified Stock Option Agreement for officers and key employees for the 2008 Stock Incentive Plan incorporated herein by reference to Exhibit 10.3 to Registrant's Form 8-K filed May 23, 2008 (2)
21.	Subsidiaries of Registrant (1)
23.1	Consent of Independent Registered Public Accounting Firm for AWR (1)
23.1.1	Consent of Independent Registered Public Accounting Firm for GSWC (1)
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for AWR (1)
31.1.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for GSWC (1)
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for AWR (1)
31.2.1	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for GSWC (1)
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (3)
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (3)

(c) See Item 15(a)(2)

(1) Filed concurrently herewith

(2) Management contract or compensatory arrangement

(3) Furnished concurrently herewith

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Registrants have duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMERICAN STATES WATER COMPANY ("AWR"):

By: /s/ EVA G. TANG
Senior Vice President-Finance, Chief Financial Officer, Treasurer and Corporate Secretary

GOLDEN STATE WATER COMPANY ("GSWC"):

By: /s/ EVA G. TANG
Senior Vice President-Finance, Chief Financial Officer and Secretary

Date: March 13, 2009

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Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of Registrants and in the capacities and on the dates indicated.

	Date:
/s/ LLOYD E. ROSS Lloyd E. Ross Chairman of the Board and Director of AWR and GSWC	March 13, 2009
/s/ ROBERT J. SPROWLS Robert J. Sprowls Principal Executive Officer, President and Chief Executive Officer of AWR and GSWC and Director of GSWC	March 13, 2009
/s/ EVA G. TANG Eva G. Tang Principal Financial and Accounting Officer, Senior Vice President-Finance, Chief Financial Officer, Treasurer and Corporate Secretary of AWR; and Senior Vice President-Finance, Chief Financial Officer and Secretary of GSWC	March 13, 2009
/s/ FLOYD E. WICKS Floyd E. Wicks Vice Chairman of the Board and Director of AWR and GSWC	March 13, 2009
/s/ JAMES L. ANDERSON James L. Anderson Director of AWR and GSWC	March 13, 2009
/s/ N.P. DODGE, JR. N.P. Dodge, Jr. Director of AWR and GSWC	March 13, 2009
/s/ ANNE M. HOLLOWAY Anne M. Holloway Director of AWR and GSWC	March 13, 2009

/s/ ROBERT F. KATHOL	March 13, 2009
Robert F. Kathol Director of AWR and GSWC	
/s/ GARY F. KING	March 13, 2009
Gary F. King Director of AWR and GSWC	
/s/ DIANA M. BONTÁ	March 13, 2009
Diana M. Bontá Director of AWR and GSWC	

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AMERICAN STATES WATER COMPANY
SCHEDULE I — CONDENSED FINANCIAL INFORMATION OF PARENT

CONDENSED BALANCE SHEET

(in thousands)	December 31, 2008	December 31, 2007
Assets		
Cash and equivalents	$ 17	$ 154
Inter-company loan receivables	46,351	41,740
Inter-company receivables	191	13
Other current assets	—	8
Total current assets	46,559	41,915
Investments in subsidiaries	338,539	297,797
Other assets	2,516	1,802
Total assets	$ 387,614	$ 341,514
Liabilities and Capitalization		
Note payable to bank	$ 74,700	$ 37,200
Income taxes payable	2,300	2,139
Deferred taxes and other liabilities	111	46
Total liabilities	77,111	39,385
Common shareholders' equity	310,503	302,129
Total capitalization	310,503	302,129
Total liabilities and capitalization	$ 387,614	$ 341,514

The accompanying condensed note is an integral part of these condensed financial statements.

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AMERICAN STATES WATER COMPANY
SCHEDULE I - CONDENSED FINANCIAL INFORMATION OF PARENT

CONDENSED STATEMENTS OF INCOME

(In thousands, except per share amounts)	For the Years Ended December 31, 2008	2007	2006
Operating Revenues and Other Income	$ 18	$ 74	$ —
Operating Expenses	190	77	227
Loss Before Equity in Earnings of Subsidiaries	(172)	(3)	(227)
Equity in Earnings of Subsidiaries	22,177	28,033	23,308
Net Income	$ 22,005	$ 28,030	$ 23,081
Weighted Average Number of Common Shares Outstanding	17,262	17,121	16,934
Basic Earnings Per Common Share	$ 1.27	$ 1.62	$ 1.34
Weighted Average Number of Diluted Common Shares Outstanding	17,394	17,177	17,101
Fully Diluted Earnings per Common Share	$ 1.26	$ 1.61	$ 1.33

The accompanying condensed note is an integral part of these condensed financial statements.

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AMERICAN STATES WATER COMPANY
SCHEDULE I — CONDENSED FINANCIAL INFORMATION OF PARENT

CONDENSED STATEMENTS OF CASH FLOWS

(in thousands)	For the Years Ended December 31, 2008	2007	2006
Cash Flows From Operating Activities	$ 12,368	$ 17,429	$ 16,745
Cash Flows From Investing Activities:			
Loans (made to)/repaid from, wholly-owned subsidiaries	(4,611)	(11,340)	(13,396)
Increase in investment of subsidiary	(30,000)	—	—
Net cash used in investing activities	(34,611)	(11,340)	(13,396)
Cash Flows From Financing Activities:			
Proceeds from the issuance of common stock	1,173	876	2,117
Proceeds from stock option exercises	690	3,911	4,419
Net change in notes payable to banks	37,500	5,200	5,000
Dividends paid	(17,257)	(16,339)	(15,392)
Net cash provided (used) in financing activities	22,106	(6,352)	(3,856)
(Decrease) increase in cash and equivalents	(137)	(263)	(507)
Cash and equivalents at beginning of period	154	417	924
Cash and equivalents at the end of period	$ 17	$ 154	$ 417
Cash dividends received from Golden State Water Company	$ 13,200	$ 17,200	$ 17,200

The accompanying condensed note is an integral part of these condensed financial statements.

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AMERICAN STATES WATER COMPANY
NOTES TO CONDENSED FINANCIAL INFORMATION OF PARENT

Note 1 — Basis of Presentation

The accompanying condensed financial statements of AWR (parent) should be read in conjunction with the consolidated financial statements and notes thereto of American States Water Company and subsidiaries (“Registrant”) included in Part II, Item 8 of this Form 10-K. AWR’s (parent) significant accounting policies are consistent with those of Registrant and its wholly-owned subsidiary, Golden State Water Company (‘GSWC”).

Note 2 — Note Payable to Banks

AWR (parent) established a syndicated credit facility, as amended, that expires in June 2010 which provides for borrowings up to $115 million. Under the terms of this facility, either AWR (parent) or GSWC may obtain letters of credit for up to an aggregate of $20 million. GSWC has obtained letters of credit, in the aggregate amount of $11.3 million, including: (i) a letter of credit with a fee of 0.625%, which expires October 5, 2009, in the amount of $6.3 million to a trustee with respect to the variable rate obligation issued by the Three Valleys Municipal Water District; (ii) a letter of credit with an annual fee of 0.625% in the amount of $850,000 as security for the deductible in the Company’s business automobile insurance policy; (iii) a letter of credit with a fee of 0.625%, which expires October 5, 2009 in an amount of $585,000 as security for the purchase of power, and (iv) an irrevocable letter of credit in the amount of $3.6 million, which expires October 5, 2009, pursuant to a settlement agreement with Edison to cover GSWC’s commitment to pay the settlement amount. There were no compensating balances required. Loans can be obtained at the option of AWR (parent) and bear interest at rates based on credit ratings and Euro rate margins.

At December 31, 2008, $74.7 million was outstanding under this facility, of which $28.4 million was used to fund AWR’s (parent) purchase of 12 shares of GSWC in August 2008. AWR (parent) borrows under this facility and provides loans to its subsidiaries, including GSWC, in support of its operations, under terms that are similar to that of the credit facility. AWR’s (parent) short-term borrowing activities (excluding letters of credit) for the last three years were as follows:

(in thousands, except percent)	December 31, 2008	2007	2006
Balance Outstanding at December 31,	$ 74,700	$ 37,200	$ 32,000
Interest Rate at December 31,	1.82%	5.54%	6.11%
Average Amount Outstanding	$ 57,429	$ 32,138	$ 27,786
Weighted Average Annual Interest Rate	3.32%	5.95%	5.77%

Maximum Amount Outstanding	$ 88,500	$ 40,500	$ 33,000

All of the letters of credit are issued pursuant to the syndicated revolving credit facility. The syndicated revolving credit facility contains restrictions on prepayments, disposition of property, mergers, liens and negative pledges, indebtedness and guaranty obligations, transactions with affiliates, minimum interest coverage requirements, a maximum debt to capitalization ratio, and a minimum debt rating. Pursuant to the credit agreement, AWR (parent) must maintain a minimum interest coverage ratio of 3.25 times interest expense, a maximum total funded debt ratio of 0.65 to 1.00 and a minimum debt rating of Baa3 or BBB-.

Exhibit 10.8

AMERICAN STATES WATER COMPANY

2003 NON-EMPLOYEE DIRECTORS STOCK PLAN

Amended Restated, and Corrected Effective as of
January 27, 2009

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AMERICAN STATES WATER COMPANY
2003 NON-EMPLOYEE DIRECTORS STOCK PLAN

Section 1. General Description

The American States Water Company 2003 Non-Employee Directors Stock Plan (the "Plan") provides for grants of stock units and stock options to non-employee directors. The purposes of the Plan are (a) to attract, motivate and retain eligible directors of the Company by providing to them supplemental stock-based compensation and (b) to encourage eligible directors to increase their stock ownership in the Company. The Plan is amended and restated in its entirety effective as of January 27, 2009.

Section 2. Definitions

Whenever the following terms are used in this Plan they shall have the meaning specified below unless the context clearly indicates to the contrary:

"**Account or Accounts**" means the Participant's Stock Unit Account or Option Dividend Equivalent Account, as the context requires.

"**Award Units**" means Stock Units credited pursuant to Sections 5.1 and 5.2 and any Dividend Equivalents credited thereon pursuant to Section 5.3.

"**Board**" means the Board of Directors of the Company.

"**Cause**" has the same meaning as determined under Section 304 of the California Corporations Code or any successor thereof.

"**Code**" means the Internal Revenue Code of 1986, as amended.

"**Common Stock**" means the Common Stock of the Company, subject to adjustment pursuant to Section 6.

"**Committee**" means the Board or a Committee of the Board acting under delegated authority from the Board.

"**Company**" means American States Water Company, a California corporation, and its successors and assigns.

"**Dividend Equivalent**" means (a), with respect to a Participant's Option Dividend Equivalent Account, the amount of cash dividends or other cash distributions paid by the Company on that number of shares of Common Stock that is equal to the number of shares subject to each outstanding Option held by the Participant as of the applicable measurement date for the dividend or other distribution, which amount shall be allocated as Stock Units credited to the Participant's Option Dividend Equivalent Account pursuant to Section 4.7; and (b), with respect to a Participant's Stock Unit Account, the amount of cash dividends or other cash distributions paid by the Company on that number of shares of Common Stock that is equal to the number of Stock Units then credited to the Participant's Stock Unit Account as of the applicable measurement date for the dividend or other distribution, which amount shall be allocated as additional Stock Units to the Participant's Stock Unit Account pursuant to Section 5.3.

"**Distribution Subaccount"** means a subaccount of a Non-Employee Director's Option Dividend Equivalent Account established to separately account for Dividend Equivalents credited in the form of Stock Units with respect to each outstanding Option.

"**Effective Date**" means May 20, 2003, subject to shareholder approval at the 2004 annual meeting of shareholders.

"**Eligible Non-Employee Director**" means each Non-Employee Director who first becomes a Non-Employee Director on or after the date of the 2003 Annual Meeting and each other Non-Employee Director who notifies the Company in writing of his or her election to waive all benefits under the Retirement Plan in exchange for participation in the Stock Unit Award feature under Section 5.2(a) of this Plan.

"**Exchange Act**" means the Securities Exchange Act of 1934, as amended from time to time.

"**Fair Market Value**" on any date means (1) if the stock is listed or admitted to trade on a national securities exchange, the closing price of the stock on the Composite Tape, as published in the Western Edition of The Wall Street Journal, of the principal national securities exchange on which the stock is so listed or admitted to trade, on such date, or, if there is no trading of the stock on such date, then the closing price of the stock as quoted on such Composite Tape on the next preceding date on which there was trading in such shares; (2) if the stock is not listed or admitted to trade on a national securities exchange, the last price for the stock on such date, as furnished by the National Association of Securities Dealers, Inc. ("NASD") through the NASDAQ National Market Reporting System or a similar organization if the NASD is no longer reporting such information; (3) if the stock is not listed or admitted to trade on a national securities exchange and is not reported on the National Market Reporting System, the mean between the bid and asked price for the stock on such date, as furnished by the NASD or a similar organization; or (4) if the stock is not listed or admitted to trade on a national securities exchange, is not reported on the National Market Reporting System and if bid and asked prices for the stock are not furnished by the NASD or a similar organization, the value as established by the Committee at such time for purposes of this Plan.

"**Grant Date**" means the date on which an Option is granted pursuant to Section 4.

"**Non-Employee Director**" means a member of the Board who is not an officer or employee of the Company or a subsidiary.

"**Option or Nonqualified Stock Option**" means an option to purchase a number of shares of Common Stock granted to Non-Employee Directors pursuant to Section 4.1.

"**Option Dividend Equivalent Account**" means the bookkeeping account maintained by the Company on behalf of each Participant that is credited with Dividend Equivalents in accordance with Section 4.7, and includes each Distribution Subaccount.

"**Participant**" means any person who has been granted an Option or Award Units under this Plan.

"**Plan**" means the American States Water Company 2003 Non-Employee Directors Stock Plan.

"**Retirement**" means a retirement or resignation by a Non-Employee Director who either (a) has attained age 65 and has provided at least five years service as a member of the Board or (b) is required to retire from service on the Board and not seek reelection or nomination pursuant to the Company's director retirement policy.

"**Retirement Plan**" means the Company's Amended and Restated Retirement Plan for Non-Employee Directors of American States Water Company.

"**Securities Act**" means the Securities Act of 1933, as amended.

"**Stock**" means a share of Common Stock.

"**Stock Unit or Unit**" means a non-voting unit of measurement which is deemed for bookkeeping and payment purposes to represent one outstanding share of Common Stock of the Company solely for purposes of determining benefits under this Plan, established pursuant to the grant of Award Units under Sections 5.1 and 5.2, or in respect of Dividend Equivalents under Section 4.7 or Section 5.3, and payable solely in a share of Stock, on a one-for-one basis.

"**Stock Unit Account**" means the bookkeeping account maintained by the Company on behalf of each Participant that is credited with Award Units and Dividend Equivalents in accordance with Section 5.

"**2003 Annual Meeting**" means the Company's 2003 annual meeting of stockholders.

Section 3. Effective Date; Duration

The effective date of the Plan is May 20, 2003, subject to approval of the Company's stockholders at their 2004 annual meeting. No awards may be granted under the Plan after May 19, 2013. The Plan shall continue in effect until all matters relating to Options, Stock Units and the administration of the Plan have been completed and all payments of benefits have been made.

Section 4. Stock Option Awards

4.1 <u>Annual Award</u>.

(a) On the date of each annual meeting of stockholders in the years 2003 through 2006, each Non-Employee Director in office immediately following the annual meeting shall be granted, without further action by the Committee, a Nonqualified Stock Option to purchase shares of Common Stock. Each Non-Qualified Stock Option granted pursuant to this Section 4.1(a) in 2003 and 2004 shall be an option to purchase 1000 shares and each Nonqualified Stock Option granted pursuant to this Section 4.1(a) in 2005 and 2006 shall be an option to purchase 3000 shares.

(b) If any person who was not a Non-Employee Director at the immediately preceding annual meeting of stockholders at which a grant is made pursuant to Section 4.1(a) becomes a Non-Employee Director within six months following such annual meeting, then such Non-Employee Director shall be granted, without any further action by the Committee, a Nonqualified Stock Option to purchase that number of shares of Common Stock granted to Non-Employee Directors at the immediately preceding annual meeting, the Grant Date of which shall be the date the person takes office; provided, however, that no such grant shall be made after May 1, 2007.

4.2 **Maximum Number of Shares.** Annual grants that would otherwise exceed the maximum number of shares allotted for issuance under the Plan contained in Section 7.1 shall be prorated within such limitation pursuant to Section 7.2.

4.3 **Option Price.** The exercise price per share of the Stock covered by each Option granted pursuant to this Section 4 shall be 100% of the Fair Market Value of the Stock on the Grant Date. The exercise price of any Option granted under this Section 4 shall be paid in full at the time of each purchase in cash, by electronic funds transfer, or by check or in shares of Stock valued at their Fair Market Value on the date the Participant exercises the Option, or partly in such shares and partly in cash, provided that any such shares used in payment that were previously acquired by the Participant from the Company upon exercise of an Option or otherwise shall have been owned by the Participant at least six months prior to the date of exercise. The Company shall not be obligated to deliver shares of Stock unless and until it receives full payment of the exercise price therefor and any related conditions of the Option have been satisfied.

4.4 **Option Period and Exercisability.** Each Option granted under this Section 4 and all rights or obligations thereunder shall expire 10 years after the Grant Date and shall be subject to earlier termination as provided below. Each Option shall be fully exercisable upon the Grant Date.

4.5 **Termination of Directorship.**

(a) If a Non-Employee Director's services as a member of the Board terminate for any reason other than Cause, then any Option granted pursuant to this Section 4 held by such Participant shall remain exercisable for the period of time set forth in the option agreement evidencing his or her Option.

(b) If a Non-Employee Director's services as a member of the Board terminate for Cause, all unexercised Options shall terminate on the date of termination of services.

4.6 **Option Agreements.** Each Option granted to a Non-Employee Director shall be evidenced by an agreement in a form approved by the Committee and shall contain the terms and conditions consistent with the Plan as approved by the Committee relating to the Option.

4.7 **Dividend Equivalent Credits to Option Dividend Equivalent Accounts.**

(a) As of each dividend record date from the date of grant of an Option to the earlier of (1) the third anniversary of the date of grant of such Option or (2) the Participant's termination of service for Cause, regardless of whether the Option has been partially or fully exercised, a Participant's Option Dividend Equivalent Account shall be credited with Stock Units in an amount equal to the Dividend Equivalents representing dividends payable as of such dividend record date on a number of shares equal to the aggregate number of shares originally subject to such Option divided by the then Fair Market Value of a share of Common Stock on the dividend record date. The Dividend Equivalents attributable to each Option granted to a Participant shall be credited to a separate Distribution Subaccount established for such Participant.

(b) Stock Units credited to the Participant's Distribution Subaccount with respect to an Option shall become payable to the Participant upon the earlier to occur of (1) the date of the Non-Employee Director's termination of service as a director of the Company or (2) three years from the Grant Date.

(c) Stock Units credited to a Non-Employee Director's Option Dividend Equivalent Account shall at all times be fully vested and non-forfeitable and shall be distributed in an equivalent whole number of shares of Stock. Any fractional share interests shall be accumulated and paid in cash on the distribution date.

Section 5. **Stock Units Awards**

5.1 **2003 Awards**

(a) Continuing Eligible Non-Employee Directors. As of the date of the 2003 Annual Meeting, the Stock Unit Account of each person who is continuing in office as an Eligible Non-Employee Director immediately following such meeting shall be credited with a number of Stock Units equal to (1) $15,000, multiplied by (2) the lesser of (i) the Non-Employee Director's years of prior Board service or (ii) 10, divided by (3) the Fair Market Value of a share of Common Stock on the last trading date prior to the 2003 Annual Meeting.

(b) New Eligible Non-Employee Directors. As of the date of the 2003 Annual Meeting, the Stock Unit Account of each person who first becomes a Non-Employee Director at the 2003 Annual Meeting shall be credited with a number of Stock Units equal to (1) the amount of the then-current annual retainer divided by (2) the Fair Market Value of a share of Common Stock on the last trading date prior to the 2003 Annual Meeting.

5.2 Annual Award.

(a) As of the date of each annual meeting of stockholders in the years 2004 through 2008, the Stock Unit Account of each Eligible Non-Employee Director in office immediately following the annual meeting shall be credited with a number of Stock Units (the "Retirement Stock Units") equal to (1) the amount of the then-current annual retainer payable by the Company for services rendered as a director for such year, divided by (2) the Fair Market Value of Common Stock on the last trading date prior to such annual meeting; provided, however, that in no event shall the Stock Unit Account of an Eligible Non-Employee Director be credited with Retirement Stock Units with respect to more than 10 years of service (including, for this purpose, the number of years of service taken into account under Section 5.1(a)).

(b) As of the date of each annual meeting of the stockholders commencing in 2009, the Stock Unit Account of each Non-Employee Director in office immediately following the annual meeting shall be credited with a number of Stock Units (the "Compensation Stock Units") equal to (1) two times the amount of the then-current annual retainer payable by the Company for services rendered as a director for such year, divided by (2) the Fair Market Value of Common Stock on the last trading date prior to such annual meeting. As of the date of each annual meeting of the stockholders in 2007 and 2008, the Stock Unit Account of each Non-Employee Director was credited with a number of Compensation Stock Units equal to (1) the amount of the then-current annual retainer payable by the Company for services rendered as a director for such year, divided by (2) the Fair Market Value of Common Stock on the last trading date prior to such annual meeting.

(c) Annual grants that would otherwise exceed the maximum number of shares allotted for issuance under the Plan contained in Section 7.1 shall be prorated within such limitation pursuant to Section 7.2.

5.3 Crediting of Dividend Equivalents to Stock Unit Accounts.

(a) As of each dividend record date, a Non-Employee Director's Stock Unit Account shall be credited with additional Stock Units in an amount equal to the Dividend Equivalents representing dividends payable as of such dividend record date on a number of shares equal to the aggregate number of Units credited to the Participant's Stock Unit Account divided by the Fair Market Value of a share of Common Stock on the dividend record date.

(b) Stock Units credited in respect of Dividend Equivalents shall be paid in Stock at the same time and the same manner as the Stock Units to which they relate.

5.4 Units and Other Amounts Vest Immediately. All Units or other amounts credited to a Non-Employee Director's Stock Unit Account shall be at all times fully vested and not subject to a risk of forfeiture.

5.5 Distribution of Benefits.

(a) Notwithstanding anything herein to the contrary, the portion of a Non-Employee Director's Stock Unit Account attributable to Stock Units granted pursuant to Section 5.1 or Retirement Stock Units granted pursuant to Section 5.2(a) (and any Dividend Equivalents attributable to such Stock Units) shall be distributed in accordance with this Section 5.5(a).

(1) Commencement of Benefits Distribution. Subject to the terms of this Section 5.5(a) and Section 6, each Non-Employee Director shall be entitled to receive a distribution of his or her Stock Unit Account in the form of shares of Stock upon his or her termination of service as a director of the Company.

(2) Manner of Distribution. Upon a Non-Employee Director's termination of service as a director of the Company, the Company shall, subject to Section 7.2, deliver to the Participant (or his or her Beneficiary, as applicable) a number of shares of Stock equal to the number of Stock Units (as adjusted pursuant to Section 6, if applicable) to which the Participant is then entitled under the terms of Section 5.5(a). Such distribution shall be made in a lump sum as soon as administratively practicable, but no later than 30 days, following the Participant's termination of service.

(b) Notwithstanding anything herein to the contrary, the portion of a Non-Employee Director's Stock Unit Account attributable to Compensation Stock Units granted pursuant to Section 5.2(b) (and any Dividend Equivalents attributable to such Stock Units) shall be distributed in accordance with this Section 5.5(b).

(1) Commencement of Benefits Distribution. With respect to each grant of Stock Units to a Non-Employee Director, the Non-Employee Director shall be entitled to receive one-third of such Stock Units (including Dividend Equivalents applicable to such Stock Units) on each of the first, second and third anniversaries of such grant in the form of shares of Stock. Notwithstanding the foregoing, if a Non-Employee Director terminates service as a director of the Company prior to the complete distribution of his or her Stock Unit Account, such Non-Employee Director shall be entitled to receive a distribution of his or her Stock Unit Account in the form of shares of Stock.

(2) Manner of Distribution. Upon the first, second, and third anniversaries of the date of grant of Stock Units to a Non-Employee Director (or if earlier, the Non-Employee Director's termination of service as a director of the Company), the Company shall, subject to Section 7.2, deliver to the Participant (or his or her Beneficiary, as applicable) a number of shares of Stock equal to the number of Stock Units (as adjusted pursuant to Section 6, if applicable) to which the Participant is then entitled under the terms of Section 5.5(b). Such distribution shall be made in a lump sum as soon as administratively practicable, but no later than 30 days, following the applicable anniversary of the grant (or, if earlier, the Participant's termination of service).

Section 6. Changes in Capital Structure.

6.1 Adjustments. Upon (or, as may be necessary to effect the adjustment, immediately prior to): any reclassification, recapitalization, stock split (including a stock split in the form of a stock dividend) or reverse stock split; any merger, combination, consolidation, or other reorganization; any spin-off, split-up, or similar extraordinary dividend distribution in respect of the Common Stock; or any exchange of Common Stock or other securities of the Corporation, or any similar, unusual or extraordinary corporate transaction in respect of the Common Stock; then the Committee shall equitably and proportionately adjust (1) the number and type of shares of Common Stock (or other securities) that thereafter may be made the subject of awards (including the specific share limits, maximums and numbers of shares set forth elsewhere in this Plan), (2) the number, amount and type of shares of Common Stock (or other securities or property) subject to any outstanding awards, (3) the grant, purchase, or exercise price of any outstanding awards, and/or (4) the securities, cash or other property deliverable upon exercise or payment of any outstanding awards, in each case to the extent appropriate to preclude the enlargement or dilution of rights and benefits under such awards.

It is intended that, if possible, any adjustments contemplated by the preceding paragraph be made in a manner that satisfies applicable legal, tax (including, without limitation and as applicable in the circumstances, Section 424 of the Code, Section 409A of the Code and Section 162(m) of the Code) and accounting (so as to not trigger any charge to earnings with respect to such adjustment) requirements.

Without limiting the generality of Section 8.3, any good faith determination by the Committee pursuant to this Section 6.1 shall be conclusive and binding on all persons.

6.2 Corporate Transactions-Assumption or Termination of Awards. Upon the occurrence of any of the following: any merger, combination, consolidation, or other reorganization; any exchange of Common Stock or other securities of the Corporation; a sale of all or substantially all the business, stock or assets of the Corporation; a dissolution of the Corporation; or any other event in which the Corporation does not survive (or does not survive as a public company in respect of its Common Stock); then the Committee may make provision for a cash payment in settlement of, or for the assumption, substitution or exchange of any or all outstanding share-based awards or the cash, securities or property deliverable to the holder of any or all outstanding share-based awards, based upon, to the extent relevant under the circumstances, the distribution or consideration payable to holders of the Common Stock upon or in respect of such event.

The Committee may adopt such valuation methodologies for outstanding awards as it deems reasonable in the event of a cash or property settlement and, in the case of options or similar rights, but without limitation on other methodologies, may base such settlement solely upon the excess if any of the per share amount payable upon or in respect of such event over the exercise or base price of the award.

In any of the events referred to in this Section 6.2, the Committee may take such action contemplated by this Section 6.2 prior to such event (as opposed to on the occurrence of such

event) to the extent that the Committee deems the action necessary to permit the participant to realize the benefits intended to be conveyed with respect to the underlying shares.

Without limiting the generality of Section 8.3, any good faith determination by the Committee pursuant to its authority under this Section 6.2 shall be conclusive and binding on all persons.

6.3 Option Termination. To the extent that any vested Option is not exercised prior to (i) a dissolution of the Company or (ii) a merger or other corporate event, and no provision is made for the assumption, conversion, substitution or exchange of the Option, the Option shall terminate upon the occurrence of such event.

Section 7. Shares Subject To The Plan; Share Limits

7.1 Shares Available for Issuance. Subject to adjustment under Section 6, the aggregate number of shares of Stock that may be issued or delivered under the Plan shall not exceed 250,000 shares. Stock delivered by the Company under the Plan shall be shares of authorized and unissued shares of Stock and/or previously issued Stock held as treasury shares and shall be fully paid and non-assessable when issued. Shares issuable on exercise of Options or payment of Stock Units shall be reserved for issue, and to the extent that awards terminate or expire without payment in shares, the shares will be available for subsequent grants or accretions. Subject to adjustment under Section 6, the aggregate number of Stock Units that may be issued or delivered under the Plan is 118,000.

7.2 Share Limits; Cut Backs. If any grant of an Option or the award or crediting of Stock Units would cause the sum of the shares of Stock previously issued and shares issuable under outstanding awards under the Plan to exceed the maximum number of shares authorized under the Plan, the Company shall prorate among the Non-Employee Directors the grant of new Options or award of Stock Units and allocate the number of remaining shares available for issuance first to the grant of Options and second toward the award of Award Units. If and for so long as no available share authorization remains, no additional Options shall be granted or Stock Units credited and cash shall be paid in lieu of dividend equivalents under Sections 4.7 and 5.3 for such duration.

7.3 Fractional Shares; Minimum Issue. Fractional share interests may be accumulated but shall not be issued. Cash will be paid or transferred in lieu of any fractional share interests that remain upon a final distribution under the Plan. No fewer than 100 shares may be purchased on exercise of an Option at any one time unless the number purchased is the total number at the time available for purchase under the Option.

Section 8. Administration

8.1 The Administrator.

The Administrator of this Plan shall be the Board as a whole or a Committee as appointed from time to time by the Board to serve as administrator of this Plan. The participating members of any Committee so acting shall include, as to decisions in respect of participants who are subject to Section 16 of the

Exchange Act, only those members who are Non-Employee

Directors (as defined in Rule 16b-3 promulgated under the Exchange Act). Members of the Committee shall not receive any additional compensation for administration of this Plan.

8.2 **Committee Action**.

A member of the Committee shall not vote or act upon any matter which relates solely to himself or herself as a Participant in this Plan. Action of the Committee with respect to the administration of this Plan shall be taken pursuant to a majority vote or (assuming compliance with Section 8.1) by unanimous written consent of its members.

8.3 **Rights and Duties; Delegation and Reliance; Decisions Binding**.

Subject to the limitations of this Plan, the Committee shall be charged with the general administration of this Plan and the responsibility for carrying out its provisions, and shall have powers necessary to accomplish those purposes, including, but not by way of limitation, the following:

(a) To construe and interpret this Plan;

(b) To resolve any questions concerning the amount of benefits payable to a Participant (except that no member of the Committee shall participate in a decision relating solely to his or her own benefits);

(c) To make adjustments under Section 6 and all other determinations required by this Plan;

(d) To maintain all the necessary records for the administration of this Plan; and

(e) To make and publish forms, rules and procedures for the administration of this Plan.

The determination of the Committee made in good faith as to any disputed question or controversy and the Committee's determination of benefits payable to Participants, including decisions as to adjustments under Section 6, shall be conclusive and binding for all purposes of this Plan. In performing its duties, the Committee shall be entitled to rely on information, opinions, reports or statements prepared or presented by: (i) officers or employees of the Company whom the Committee believes to be reliable and competent as to such matters; and (ii) counsel (who may be employees of the Company), independent accountants and other persons as to matters which the Committee believes to be within such persons' professional or expert competence. The Committee shall be fully protected with respect to any action taken or omitted by it in good faith pursuant to the advice of such persons. The Committee may delegate ministerial, bookkeeping and other non-discretionary functions to individuals who are officers or employees of the Company.

Section 9. **Amendment and Termination; Stockholder Approval**

9.1 **Amendment and Termination**. Subject to Section 9.2, the Board shall have the right to amend this Plan in whole or in part from time to time or may at any time suspend or terminate this Plan; provided, however, that, except as contemplated by Section 6, no amendment or termination shall cancel or otherwise adversely affect in any way, without his or her written consent, any Participant's rights with respect to Stock Units credited to his or her Accounts or Options granted; and provided further that neither Section 4 nor any other provision of the Plan or an award shall be amended to permit the reduction (by amendment, substitution, cancellation and regrant or other means) of the exercise price of any Option without prior stockholder approval. Any amendments authorized hereby shall be stated in an instrument in writing, and all Participants shall be bound by such amendment. Changes contemplated by Section 6 shall not be deemed to constitute changes or amendments for purposes of this Section 9.1.

9.2 **Stockholder Approval**. The Plan, any grant, election, action, crediting or vesting prior to stockholder approval, shall be subject to approval of the Plan by the stockholders of the Company and, to the extent required under applicable law or listing agency rule, required by the provisions of Section 9.1, or deemed necessary or advisable by the Board, any amendment to the Plan shall be subject to stockholder approval.

Section 10. **Miscellaneous**

10.1 **Limitation on Participants' Rights**. Participation in this Plan shall not give any person the right to continue to serve as a member of the Board or any rights or interests other than as expressly provided herein. This Plan shall create only a contractual obligation on the part of the Company as to such amounts and shall not be construed as creating a trust or fiduciary relationship between the Company, the Board, the Committee, and any Participant or other person. This Plan, in and of itself, has no assets. Participants shall have only the rights of a general unsecured creditor of the Company with respect to amounts credited and benefits payable, if any, on their Accounts, and rights no greater than the right to receive the Common Stock (or equivalent value as a general unsecured creditor) with respect to Accounts. Participants shall not be entitled to receive actual dividends or to vote Shares until after delivery of a certificate representing the Shares.

10.2 **Beneficiaries**.

(a) Beneficiary Designation. Upon forms provided by the Company each Non-Employee Director may designate in writing the Beneficiary or Beneficiaries (as defined in Section 10.2(b)) whom such Non-Employee Director desires to receive any amounts payable under the Plan after his or her death. Beneficiary designation forms shall be effective on the date that the form is received by the Corporate Secretary. A Non-Employee Director may from time to time change his or her designated Beneficiary or Beneficiaries without the consent of such Beneficiary or Beneficiaries by filing a new designation in writing with the Corporate Secretary. However, if a married Non-Employee Director wishes to designate a person other than his or her spouse as Beneficiary, such designation shall be consented to in writing by the spouse. The Non-

Employee Director may change any election designating a Beneficiary or Beneficiaries without any requirement of further spousal consent if the spouse's consent so provides. Notwithstanding the foregoing, spousal consent shall not be necessary if it is established that the required consent cannot be obtained because the spouse cannot be located or because of other circumstances prescribed by the Committee. The Company and the Committee may rely on the Non-Employee Director's designation of a Beneficiary or Beneficiaries last filed in accordance with the terms of the Plan.

(b) Definition of Beneficiary. A Participant's "Beneficiary" or "Beneficiaries" shall be the person, persons, trust or trusts (or similar entity) designated by the Participant or, in the absence of a designation, entitled by will or the laws of descent and distribution to receive the Participant's benefits under this Plan in the event of the Participant's death, and shall mean the Participant's executor or administrator if no other Beneficiary is identified and able to act under the circumstances.

10.3 Non-Transferability. A Participant's rights and interests under the Plan in respect of Options and Stock Units, including amounts payable or Stock deliverable under or in respect thereof, may not be assigned, pledged, or transferred except:

(a) in the event of a Participant's death, to a designated beneficiary as provided in Section 10.2(b) above, or in the absence of such designation, by will or the laws of descent and distribution; or

(b) in the case of Options, with the consent of the Committee evidenced in writing or by duly adopted resolution, to certain persons or entities related to the Participant, including but not limited to members of the Participant's immediate family, charitable institutions, or trusts or other entities whose beneficiaries or beneficial owners are members of the Participant's immediate family and/or charitable institutions, pursuant to such conditions and procedures as the Committee may establish. Any permitted transfer shall be subject to the condition that the Committee receive evidence satisfactory to it that the transfer is being made for essentially estate and/or tax planning purposes or a gratuitous or donative basis and without consideration (other than nominal consideration or in exchange for an interest in a qualified transferee) and only if such transfer would not adversely affect the Company's eligibility to use Form S-8 to register under the Securities Act of 1933, as amended, the offering of shares issuable under the Plan by the Company.

The above exercise and transfer restrictions shall not apply to transfers to the Company or transfers pursuant to a court order.

10.4 Obligations Binding Upon Successors.

Obligations of the Company under this Plan shall be binding upon successors of the Company.

10.5 Governing Law; Severability.

The validity of this Plan and any agreements entered into under the Plan or any of its provisions shall be construed, administered and governed in all respects under the laws of the

State of California. If any provisions of this Plan shall be held by a court of competent jurisdiction to be invalid or unenforceable, the remaining provisions hereof shall continue to be fully effective.

10.6 Compliance with Laws.

This Plan and the offer, issuance and delivery of shares of Common Stock and/or the payment of benefits under this Plan are subject to compliance with all applicable federal and state laws, rules and regulations (including but not limited to state and federal securities law) and to such approvals by any listing, agency or any regulatory or governmental authority as may, in the opinion of counsel for the Company, be necessary or advisable in connection therewith. Any securities delivered under this Plan shall be subject to prior registration or such restrictions as the Company may deem necessary or desirable to assure compliance with all applicable legal requirements, and the person acquiring such securities shall, if requested by the Company, provide such assurances and representations to the Company as it may reasonably request to assure such compliance.

10.7 Limitations on Rights Associated with Units. A Non-Employee Director's Accounts shall be a memorandum account on the books of the Company. The Units credited to a Non-Employee Director's Accounts shall be used solely as a device for the determination of the number of shares of Stock to be distributed to the Participant in accordance with this Plan following his or her termination of service as a director of the Company. The Units shall not be treated as property or as a trust fund of any kind. No Participant shall be entitled to any voting or other stockholder rights with respect to Units credited under this Plan. The number of Units credited to a Participant's Accounts shall be subject to adjustment in accordance with Section 6 and the terms of this Plan.

10.8 Plan Construction.

It is the intent of the Company that transactions pursuant to this Plan satisfy and be interpreted in a manner that satisfies the applicable conditions for exemption under Rule 16b-3 promulgated under the Exchange Act ("Rule 16b-3") so that, to the extent consistent therewith, the crediting of Units and the payment of Stock as well as grants of Options will be entitled to the benefits of Rule 16b-3 or other exemptive rules under Section 16 of the Exchange Act and will not be subjected to avoidable liability thereunder.

10.9 Headings Not Part of Plan.

Headings and subheadings in this Plan are inserted for reference only and are not to be considered in the construction of the provisions hereof.

Exhibit 10.16

GOLDEN STATE WATER COMPANY

$40,000,000

6.70% Senior Note due March 10, 2019

NOTE PURCHASE AGREEMENT

Dated as of March 10, 2009

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GOLDEN STATE WATER COMPANY
630 East Foothill Blvd.
San Dimas, California 91773

March 10, 2009

6.70% Senior Note due March 10, 2019

COBANK, ACB
5500 South Quebec Street
Greenwood Village, Colorado 80111

Attention: Communications and Energy Banking Group

Ladies and Gentlemen:

Golden State Water Company, a California corporation (the “Company”), agrees with CoBank, ACB (the “Purchaser”) as follows:

1. AUTHORIZATION, SALE AND PURCHASE OF NOTE.

Subject to the terms and conditions of this Agreement, the Company will authorize, will issue and sell to the Purchaser, and the Purchaser will purchase from the Company, at the Closing provided for in Section 2, $40,000,000 aggregate principal amount of its 6.70% Senior Note due March 10, 2019 (the “Note”). The Note shall be substantially in the form set out in Exhibit 1, with such changes, if any, as may be approved by the Purchaser and the Company. Certain capitalized terms used in this Agreement are defined in Schedule A; references to a “Schedule” or an “Exhibit” are, unless otherwise specified, to a Schedule or an Exhibit attached to this Agreement.

2. CLOSING.

The sale and purchase of the Note to be purchased by the Purchaser shall occur at the offices of Sherman & Howard, LLC, 633 17th Street, Denver, Colorado 80302, at 11:00 A.M., (Mountain time), at a closing (the “Closing”) on March 10, 2009 or on such other Business Day thereafter on or prior to March 10, 2009 as may be agreed upon by the Company and the Purchaser (the “Closing Date”). At the Closing the Company will deliver to the Purchaser the Note in a form of a Note dated the date of the Closing in the Purchaser’s name (or in the name of the Purchaser’s nominee), against delivery by the Purchaser to the Company or its order of immediately available funds in the amount of the purchase price therefor by wire transfer of immediately available funds for the account of the Company to Wells Fargo Bank, ABA No. 121-000248, Account #4584-706535, Account Name: Golden State Water Company, Ref: Note Purchase Agreement Proceeds. If at the Closing the Company shall fail to tender the Note to the Purchaser as provided above in this Section 2, or any of the conditions specified in

Section 3 shall not have been fulfilled to the Purchaser's satisfaction, the Purchaser shall, at the Purchaser's election, be relieved of all further obligations under this Agreement, without thereby waiving any rights the Purchaser may have by reason of such failure or such nonfulfillment.

3. CONDITIONS TO CLOSING.

The Purchaser's obligation to purchase and pay for the Note to be sold to the Purchaser at the Closing is subject to the fulfillment to the Purchaser's satisfaction, prior to or at the Closing, of the following conditions:

3.1. Representations and Warranties.

The representations and warranties of the Company in this Agreement shall be correct in all material respects as of the date hereof and the Closing Date.

3.2. Performance; No Default.

The Company shall have performed and complied with all agreements and conditions contained in this Agreement required to be performed or complied with by it prior to or at the Closing in all material respects and after giving effect to the issue and sale of the Note, no Default or Event of Default shall have occurred and be continuing.

3.3. Compliance Certificates.

(a) Officer's Certificate. The Company shall have delivered to the Purchaser an Officer's Certificate, dated the date of the Closing, certifying that the conditions specified in Sections 3.1, 3.2 and 3.7 have been fulfilled.

(b) Secretary's Certificate. The Company shall have delivered to the Purchaser a certificate attaching and certifying as to the: (1) organizational documents of the Company; (2) resolutions and other corporate proceedings relating to the authorization, execution and delivery of the Note and the Agreement; (3) names and true ink signatures of the officers of the Company authorized to execute this Agreement, the Note, and the related documents; and (4) due incorporation and good standing of the Company in the State of California.

3.4. Opinion of Counsel.

The Purchaser shall have received an opinion, dated the date of the Closing from O'Melveny & Myers LLP, counsel for the Company, in form and substance satisfactory to counsel for Purchaser (and the Company hereby instructs its counsel to deliver such opinion to the Purchaser).

3.5. Purchase Permitted by Applicable Law, etc.

On the date of the Closing the Purchaser's purchase of the Note shall (i) be permitted by the laws and regulations of each jurisdiction to which the Purchaser is subject, and (ii) not subject the Purchaser to any tax, penalty or liability under or pursuant to any applicable

law or regulation, which law or regulation was not in effect on the date hereof. If requested by the Purchaser, the Purchaser shall have received an Officer's Certificate certifying as to such matters of fact as the Purchaser may reasonably specify to enable the Purchaser to determine whether such purchase is so permitted.

3.6. Payment of Special Counsel Fees.

Without limiting the provisions of Section 14.1, the Company shall have paid on or before the Closing the reasonable fees, charges and disbursements of the Purchaser's special counsel up to a maximum amount of $25,000 to the extent reflected in a statement of such counsel rendered to the Company at least one Business Day prior to the Closing.

3.7. Changes in Corporate Structure.

The Company shall not have changed its jurisdiction of incorporation or been a party to any merger or consolidation and shall not have succeeded to all or any substantial part of the liabilities of any other entity, at any time following the date of the most recent financial statements referred to in Section 4.5.

3.8. Proceedings and Documents.

All corporate proceedings taken in connection with the transactions contemplated by this Agreement and all documents and instruments necessary to the consummation thereof shall be reasonably satisfactory in form and substance to the Purchaser and the Purchaser's special counsel, and the Purchaser and the Purchaser's special counsel shall have received all such counterpart originals or certified or other copies of such documents as the Purchaser or they may reasonably request.

4. REPRESENTATIONS AND WARRANTIES OF THE COMPANY.

The Company represents and warrants to the Purchaser that:

4.1. Organization; Power and Authority.

The Company is a corporation duly organized, validly existing and in good standing under the laws of the State of California, and is duly qualified as a foreign corporation and is in good standing in each jurisdiction in which the conduct of its business or the ownership or leasing of its Properties makes such qualification or registration necessary, other than those jurisdictions as to which the failure to be so qualified or in good standing could not reasonably be expected to have a Material Adverse Effect. The Company has all requisite corporate power and corporate authority to conduct its business, to own and lease its Properties and to execute and deliver this Agreement and the Note and to perform the provisions hereof and thereof. The chief executive offices of the Company are located in San Dimas, California. All outstanding capital stock of Company is duly authorized, validly issued, fully paid and non-assessable, and no holder thereof has any enforceable right of rescission under any applicable state or federal securities or other Laws. The Company is in compliance with all Laws and other legal requirements applicable to its business, has obtained all authorizations, consents, approvals, orders, licenses and permits from, and has accomplished all filings, registrations and

qualifications with, or obtained exemptions from any of the foregoing from, any Governmental Agency that are necessary for the transaction of its business, except as disclosed in the Company's filings with the Securities and Exchange Commission after January 1, 2008 until the date hereof or where the failure so to comply with Laws and other legal requirements applicable to its business, obtain authorizations, etc., file, register, qualify or obtain exemptions could not reasonably be expected to have a Material Adverse Effect.

4.2. Authorization, etc.

The execution and delivery by Company of this Agreement and the Note and payment of the Obligations have been duly authorized by all necessary corporate action and do not and will not:

(a) Require any consent or approval not heretofore obtained of any shareholder, security holder or creditor of the Company;

(b) Violate or conflict with any provision of the Company's articles of incorporation or bylaws;

(c) Result in or require the creation or imposition of any Lien (other than pursuant to the Loan Documents) or Right of Others upon or with respect to any Property now owned or leased or hereafter acquired by the Company;

(d) Violate any Requirement of Law applicable to the Company;

(e) Result in a breach of or constitute a default under, or cause or permit the acceleration of any obligation owed under, any indenture or loan or credit agreement or any other Contractual Obligation to which the Company is a party or by which the Company or any of its Property is bound or affected;

and the Company is not in violation of, or default under, any Requirement of Law or Contractual Obligation, or any indenture, loan or credit agreement described in Section 4.2(e), in any respect that could reasonably be expected to have a Material Adverse Effect.

4.3. No Governmental Approvals Required.

Except as previously obtained or made, no authorization, consent, approval, order, license or permit from, or filing, registration or qualification with, any Governmental Agency is or will be required to authorize or permit under applicable Laws the execution and delivery by the Company of the Agreement and the Note and payment of the Obligations.

4.4. Subsidiary.

The only Subsidiary of the Company is a wholly owned Subsidiary of the Company, California Cities Water Company, Inc., a California corporation.

4.5. Financial Statements.

The Company has delivered to the Purchaser (a) the audited consolidated financial statements of the Company and its Subsidiary for the Fiscal Year ended December 31, 2007 and (b) the consolidated financial statements of the Company and its Subsidiary for the Fiscal Quarters ended June 30, 2008 and September 30, 2008. Such financial statements fairly present in all material respects the financial condition, results of operations and changes in financial position as of such dates and for such periods in conformity with GAAP consistently applied.

4.6. No Other Liabilities, No Material Adverse Changes.

As of the Closing Date, the Company does not have any material liability or material contingent liability required under GAAP to be reflected or disclosed, and not reflected or disclosed, in the financial statements described in Section 4.5, other than liabilities and contingent liabilities arising in the ordinary course of business since the date of such financial statements, or that could not be reasonably expected to have a Material Adverse Effect. As of the Closing Date, no circumstance or event has occurred that could reasonably be expected to have a Material Adverse Effect since December 31, 2007.

4.7. Intangible Assets.

The Company owns, or possesses the right to use to the extent necessary in its business, all material trademarks, trade names, copyrights, patents, patent rights, computer software, licenses and other Intangible Assets that are used in the conduct of its business as now operated, and no such Intangible Asset, to the best knowledge of Company, conflicts with the valid trademark, trade name, copyright, patent, patent right or Intangible Asset of any other Person, except, in any such case, to the extent that could not reasonably be expected to have a Material Adverse Effect. Schedule 4.7 sets forth all patents, patent applications, trademarks, trade names and trade styles used by Company at any time within the five (5) year period ending on the Closing Date.

4.8. Binding Obligations.

Each of this Agreement and the Note will, when executed and delivered by Company, constitute the legal, valid and binding obligation of the Company, enforceable against Company in accordance with its terms, except as enforcement may be limited by Debtor Relief Laws or equitable principles relating to the granting of specific performance and other equitable remedies as a matter of judicial discretion.

4.9. No Default.

No event has occurred and is continuing that is a Default or Event of Default.

4.10. Regulation U; Investment Company Act.

No part of the proceeds of the Note hereunder will be used to purchase or carry, or to extend credit to others for the purpose of purchasing or carrying, any Margin Stock in

violation of Regulation U. The Company is not or is not required to be registered as an “investment company” under the Investment Company Act of 1940.

4.11. Tax Liability.

The Company has filed all tax returns which are required to be filed, and has paid, or made provision for the payment of, all taxes with respect to the periods, Property or transactions covered by said returns, or pursuant to any assessment received by the Company, except (a) such taxes, if any, as are being contested in good faith by appropriate proceedings and as to which adequate reserves have been established and maintained and (b) immaterial taxes so long as no material Property of Company is at impending risk of being seized, levied upon or forfeited.

4.12. Employee Matters.

There is no strike, work stoppage or labor dispute with any union or group of employees pending or, to the best knowledge of the Company overtly threatened involving Company that individually or in the aggregate could reasonably be expected to have a Material Adverse Effect.

4.13. Fiscal Year.

The Company operates on a fiscal year ending on December 31.

4.14. Solvency.

After giving effect to this Agreement (including after giving effect to delivery of the Note under this Agreement as of the Closing Date), the Company shall be Solvent.

4.15. Use Of Proceeds.

The Company’s capital expenditure budgets for 2008-2011 include at least $40 million of capital expenditures for projects that will serve rural communities (populations of 20,000 or less).

5. REPRESENTATIONS OF THE PURCHASER.

5.1. Purchase for Investment.

The Purchaser represents that the Note represents a loan by the Purchaser. The Purchaser further represents and warrants to the Company that: (A) it is authorized under the laws applicable to it to make the loan and accept the Note as evidence thereof; and (B) it is making the Loan and acquiring the Note for its own account, with no intention of dividing its participation with others or reselling or otherwise distributing the same in violation of the Securities Act of 1933 or applicable state securities laws. The Purchaser understands that the Note has not been registered under the Securities Act and may be resold only if registered

pursuant to the provisions of the Securities Act or if an exemption from registration is available, except under circumstances where neither such registration nor such an exemption is required by law, and that the Company is not required to register the Note or to permit the resale of the Note. The Company may place an appropriate legend on the Note concerning the restrictions set forth in this Article 5.

5.2. Source of Funds.

The Purchaser represents, as to each source of funds (a “Source”) to be used by the Purchaser to pay the purchase price of the Note to be purchased by the Purchaser hereunder, that the Source does not include assets of any employee benefit plan, other than a plan exempt from the coverage of

ERISA. As used in this Section 5.2, the term "employee benefit plan" shall have the meaning assigned to such term in Section 3 of ERISA.

6. INFORMATION AS TO COMPANY.

6.1. Financial and Business Information.

The Company shall deliver to the Purchaser:

(a) Quarterly Statements — within 60 days after the end of each quarterly fiscal period in each fiscal year of the Company (other than the last quarterly fiscal period of each such fiscal year), duplicate copies of,

(i) a consolidated balance sheet of the Company and its Subsidiaries as at the end of such quarter, and

(ii) consolidated statements of income, changes in shareholders' equity and cash flows of the Company and its Subsidiaries, for such quarter and (in the case of the second and third quarters) for the portion of the fiscal year ending with such quarter, setting forth in each case in comparative form the figures for the corresponding periods in the previous fiscal year, all in reasonable detail, prepared in accordance with GAAP applicable to quarterly financial statements generally, and certified by a Senior Financial Officer as fairly presenting, in all material respects, the financial position of the Company and its Subsidiaries and their results of operations and cash flows, subject to changes resulting from year-end adjustments, provided that delivery within the time period specified above of copies of the Company's Quarterly Report on Form 10-Q prepared in compliance with the requirements therefor and filed with the Securities and Exchange Commission shall be deemed to satisfy the requirements of this Section 6.1(a);

(b) Annual Statements — within 100 days after the end of each fiscal year of the Company, duplicate copies of,

(i) a consolidated balance sheet of the Company and its Subsidiaries, as at the end of such year, and

(ii) consolidated statements of income, changes in shareholders' equity and cash flows of the Company and its Subsidiaries, for such year,

setting forth in each case in comparative form the figures for the previous fiscal year, all in reasonable detail, prepared in accordance with GAAP, and accompanied by an opinion thereon of independent certified public accountants of recognized national standing, which opinion shall state that such financial statements present fairly, in all material respects, the financial position of the Company and its Subsidiaries and their results of operations and cash flows and have been prepared in conformity with GAAP, and that the examination of such accountants in connection with such financial statements has been made in accordance with generally accepted auditing standards, and that such audit provides a reasonable basis for such opinion in the circumstances, provided that the delivery within the time period specified above of the Company's Annual Report on Form 10-K for such fiscal year prepared in accordance with the requirements therefor and filed with the Securities and Exchange Commission shall be deemed to satisfy the requirements of this Section 6.1(b);

(c) Notice of Default or Event of Default — promptly, and in any event within five days after a Responsible Officer becomes aware of the existence of any Default or Event of Default, a written notice specifying the nature and period of existence thereof and what action the Company is taking or proposes to take with respect thereto;

(d) ERISA Matters — promptly, and in any event within five days after a Responsible Officer becomes aware of any of the following, a written notice setting forth the nature thereof and the action, if any, that the Company or an ERISA Affiliate proposes to take with respect thereto:

(i) with respect to any Plan, any reportable event, as defined in section 4043(b) of ERISA and the regulations thereunder, for which notice thereof has not been waived pursuant to such regulations as in effect on the date hereof; or

(ii) the taking by the PBGC of steps to institute, or the threatening by the PBGC of the institution of, proceedings under section 4042 of ERISA for the termination of, or the appointment of a trustee to administer, any Plan, or the receipt by the Company or any ERISA Affiliate of a notice from a Multiemployer Plan that such action has been taken by the PBGC with respect to such Multiemployer Plan; or

(iii) any event, transaction or condition that could result in the imposition of any Lien on any of the rights, properties or assets of the Company or any ERISA Affiliate pursuant to Title I or IV of ERISA, if such liability or Lien, taken together with any other such Liens then existing, would reasonably be expected to have a Material Adverse Effect; and

(e) Requested Information — with reasonable promptness, such other data and information relating to the business, operations, affairs, financial condition, annual budget, assets or properties of the Company or relating to the ability of the Company to perform its obligations hereunder and under the Note as from time to time may be reasonably requested by the Purchaser.

Information required to be delivered pursuant to this Section 6.1 (to the extent any such documents are included in materials otherwise filed with the Securities and Exchange

Commission) shall be deemed to have been delivered on the date on which the Company provides notice to Purchaser that such information has been posted on the Company's website at the website address listed on the signature page hereof or another website identified in such notice and accessible to the Purchaser without charge; provided that the Company shall provide the Purchaser with paper copies if requested to do so by Purchaser.

6.2. Inspection.

The Company shall permit the representatives of the Purchaser:

(a) No Default — if no Default or Event of Default then exists, at the expense of the Purchaser and upon reasonable prior notice to the Company, to visit the principal executive office of the Company, to discuss the affairs, finances and accounts of the Company with the Company's officers, and, with the consent of the Company (which consent will not be unreasonably withheld) to visit the other offices and properties of the Company, all at such reasonable times and as often as may be reasonably requested in writing; provided, however, that unless the Company otherwise agrees, the Purchaser may only conduct an on-site inspection of the Company following the Closing twice in any fiscal year; and

(b) Default — if a Default or Event of Default then exists, at the reasonable expense of the Company and upon reasonable prior notice to the Company, to visit and inspect any of the offices or properties of the Company, and, to the extent permitted by applicable Law, to examine all its books of account, records, reports and other papers, to make copies and extracts therefrom, and to discuss its affairs, finances and accounts with its officers and independent public accountants (and by this provision the Company authorizes said accountants to discuss the affairs, finances and accounts of the Company), all at such times and as often as may be reasonably requested; provided that the Company may, if it so chooses, be present at or participate in any such discussion.

7. PREPAYMENT OF THE NOTE.

7.1. Optional Prepayments with Redemption Premium.

The Company may, at its option, upon notice as provided below, prepay at any time all, or from time to time any part of, the Note, in an amount not less than $1,000,000 in the case of a partial prepayment, at 100% of the principal amount so prepaid, plus the Redemption Premium determined for the prepayment date with respect to such principal amount as provided in Section 7.3. The Company will give the Purchaser written notice of each optional prepayment under this Section 7.1 not less than 3 days and not more than 60 days prior to the date fixed for such prepayment. Each such notice shall specify such date, the aggregate principal amount of the Note to be prepaid on such date, and the interest to be paid on the prepayment date with respect to such principal amount being prepaid. By noon (Mountain Time) on the date for such prepayment, the Purchaser shall notify the Company of its calculation of the amount of the Redemption Premium due on such date.

7.2. Maturity; Surrender, etc.

In the case of each prepayment of the Note pursuant to this Section 7, the principal amount of the Note to be prepaid shall mature and become due and payable on the date fixed for such prepayment, together with interest on such principal amount accrued to such date and the applicable Redemption Premium. From and after such date, unless the Company shall fail to pay such principal amount when so due and payable, together with the interest and Redemption Premium as aforesaid, interest on such principal amount shall cease to accrue.

7.3. Redemption Premium.

The term "Redemption Premium" means, with respect to the Note, an amount calculated by Purchaser in good faith and in a commercially reasonable manner as follows:

(A) Purchaser will determine the difference between: (1) the rate allocated by Purchaser on the date the rate on the Note is fixed as its cost to fund the loan represented by the Note in the manner set forth in Purchaser's standard methodology; minus (2) the rate estimated by Purchaser on the date of calculation to be its cost, less dealer concessions and other issuance costs, to fund a new fixed rate loan in accordance with the methodology used by the Purchaser for loans to other borrowers on the date the Note is repaid having the same fixed rate period and repayment characteristics as the balance of the Note being repaid. If such difference is negative, then for purposes of the remaining calculations, such difference shall be deemed to be zero.

(B) Add ½ of 1% to such difference (such that the minimum result shall at all times be ½ of 1%).

(C) Divide the result determined in (B) above by the number of times interest is payable during the year.

(D) For each interest period (or portion thereof) during which interest was scheduled to accrue at the fixed rate of the Note, multiply the amount determined in (C) above by the principal balance scheduled to have been outstanding during such period (such that there is a calculation for each interest period during which the amount repaid was scheduled to have been outstanding at the fixed rate).

(E) Determine the present value of each calculation made under (D) above based upon the scheduled time that interest on the amount repaid would have been payable and a discount rate equal to the rate set forth in (A)(2) above.

(F) Add all of the calculations made under (E) above. The result is the Redemption Premium.

(G) Purchaser's determination of the Redemption Premium shall be presumed to be correct in the absence of manifest error.

Nothing contained herein shall prevent Purchaser from funding its loans in any manner as Purchaser may, in its sole discretion, elect, and the surcharges provided for herein shall not be

increased or decreased based on the actual methods chosen by Purchaser to fund or hedge the loan being repaid.

8. AFFIRMATIVE COVENANTS.

The Company covenants that so long as any portion of the Note is outstanding:

8.1. Insurance.

The Company will maintain liability, casualty and other insurance (subject to customary deductibles and retentions and which may include self-insurance) with responsible insurance companies in such amounts and against such risks as is carried by responsible companies engaged in similar businesses and owning similar assets.

8.2. Payment of Taxes.

The Company will pay and discharge promptly all taxes, assessments and governmental charges or levies imposed upon it, upon its Property or any part thereof and upon its respective income or profits or any part thereof, except that Company shall not be required to pay or cause to be paid (a) any tax, assessment, charge or levy that is not yet past due, or is being contested in good faith by appropriate proceedings so long as the relevant entity has established and maintains adequate reserves for the payment of the same or (b) any immaterial tax, assessment, governmental charge or levy so long as no material Property of Company is at impending risk of being seized, levied upon or forfeited.

8.3. Corporate Existence, etc.

(a) The Company will at all times preserve and maintain its existence in its jurisdiction of organization.

(b) The Company will also at all times preserve and maintain all material authorizations, rights, franchises, privileges, consents, approvals, orders, licenses, permits or registrations from any Governmental Agency that are necessary for the transaction of its business and qualify to transact business in each jurisdiction in which such qualification is necessary in view of the business or the ownership or leasing of its Properties, except where the failure to so preserve, maintain or qualify could not reasonably be expected to have a Material Adverse Effect.

8.4. Acquire Non-voting Participation Certificates in Purchaser.

Acquire non-voting participation certificates in Purchaser in such amounts and at such times as the Purchaser may require in accordance with its bylaws and capital plan (as each may be amended from time to time), except that the maximum amount of such certificates that the Company may be required to purchase in connection with the loan made by Purchaser hereunder may not exceed the maximum amount permitted by the bylaws of the Purchaser at the time the Note is entered into or is renewed or refinanced by Purchaser. The rights and obligations of the parties with respect to such certificates and any patronage or other distributions made by the Purchaser shall be governed by the Purchaser's bylaws and capital plan (as each

may be amended from time to time). As security for the Company's obligations to Purchaser, Purchaser shall have a statutory first priority lien on all equity which the Company may now own or hereafter acquire in Purchaser and all proceeds thereof.

8.5. Use of Proceeds.

The proceeds of the Note will be used to finance capital expenditures under the Company's capital expenditure budgets for 2008-2011.

9. NEGATIVE COVENANTS.

The Company covenants that so long as any portion of the Note is outstanding, or any other Obligation remains unpaid, that the Company shall not, unless the Purchaser otherwise consents:

9.1. Disposition of Property.

In any fiscal year make one or more Dispositions of Property with a book value of more than a Substantial Portion, whether such Property is now owned or hereafter acquired, including Dispositions pursuant to any order of any Governmental Agency in an eminent domain proceeding and any settlement of any such proceeding unless, within one year of the occurrence of such Disposition, the Company applies the Net Proceeds of such Disposition to one or more of the following:

(1) the optional redemption of all or a portion of the Note as provided in Section 7; or

(2) the payment or other retirement of a portion of Indebtedness incurred or assumed by the Company which ranks pari passu with the Note); or

(3) the purchase of Public Utility Property (other than Property of the Company involved in such Disposition), as determined by the Board of Directors of the Company whose determination shall be conclusive and evidenced in a resolution of the Board of Directors.

9.2. Liens on Property; Permitted Encumbrances.

Create, issue, assume, guarantee or suffer to exist any Indebtedness secured by any Lien of any nature upon any of its Properties, whether now owned or hereafter acquired, except:

(a) Liens existing on the Closing Date and disclosed in Schedule 9.2 and any renewals/extensions, refinancings or amendments thereof, provided that the obligations secured or benefited thereby are not increased (other than for premiums or other payments required to be paid in connection therewith and the expenses incurred in connection therewith);

(b) Liens under the Loan Documents; and

(c) Permitted Encumbrances,

without, in each case, effectively providing that the Note (together with, if the Company shall so determine, any other Indebtedness of the Company ranking pari passu with the Note) shall be secured equally and ratably with such Indebtedness.

9.3. Merger, Consolidation, etc.

The Company shall not consolidate with or merge with any other corporation, except mergers and consolidations of a Subsidiary into the Company (with the Company as the surviving entity), or convey, transfer or lease substantially all of its assets in a single transaction or series of transactions to any Person unless:

(a) the successor formed by such consolidation or the survivor of such merger or the Person that acquires by conveyance, transfer or lease substantially all of the assets of the Company as an entirety, as the case may be, shall be a Solvent corporation organized and existing under the laws of the United States or any State thereof (including the District of Columbia), and, if the Company is not such corporation, such corporation shall have executed and delivered to the Purchaser its assumption of the due and punctual performance and observance of each covenant and condition of this Agreement and the Note; and

(b) immediately after giving effect to such transaction, no Default or Event of Default shall have occurred and be continuing; and

(c) the Total Indebtedness to Capitalization Ratio of the Company, its Subsidiaries and of such other corporation, on a consolidated basis, is not more than .6667 to 1 at the end of the fiscal quarter immediately preceding the merger after giving effect to the merger, consolidation or sale and any changes in Total Indebtedness since the end of such quarter (exclusive of any adjustments to Total Capitalization relating to transaction costs and accounting adjustments resulting from such transaction); and

(d) the Total Indebtedness to EBITDA Ratio of the Company, its Subsidiaries and of such other corporation, on a consolidated basis, is not greater than 8:1 for the 12 month period preceding the end of the quarter preceding such merger, after giving effect to the merger, consolidation or sale and any changes in Total Indebtedness since the end of such quarter; and

(e) the successor or survivor entity has agreed to conduct the principal business of the successor or survivor entity as a regulated water/wastewater public utility under the laws of one or more states of the United States.

9.4. Change in Business.

Cease to conduct its principal business as a regulated water/wastewater public utility under the laws of one or more states of the United States of America.

9.5. Transactions with Affiliates.

The Company will not enter into or be a party to, any transaction or arrangement with any Affiliate (including without limitation, the purchase from, sale to or exchange of Property with, or the rendering of any service by or for, any Affiliate), except upon fair and reasonable terms no less favorable in any material respect to the Company than would be obtained in a comparable arm’s length transaction with a Person other than an Affiliate or as otherwise may be permitted by applicable Law.

9.6 Restrictions on Sale and Leaseback Transactions.

Enter into any arrangement with any Person providing for a Sale and Leaseback, unless the Net Proceeds of such sale are at least equal to the value of such Property, as determined by the Board of Directors of the Company, whose determination shall be conclusive and evidenced in a resolution of the Board of Directors, and the Company would be entitled, pursuant to Section 9.2 to incur Indebtedness secured by a Lien on the Property to be leased without equally and ratably securing the Note. In no event may the value of Property subject to a Sale and Leaseback, as determined by the Board of Directors of the Company as provided herein, together with the amount of Permitted Capital Indebtedness outstanding on the date of any such Sale and Leaseback exceed a Substantial Portion of the Property of the Company and its Subsidiaries on a consolidated basis.

10. FINANCIAL COVENANTS.

10.1. Indebtedness.

The Company covenants and agrees that it will not create, incur or assume any Indebtedness, if an Event of Default has occurred and is continuing or if, after giving effect thereto, any of the following conditions is not satisfied:

(a) the Total Indebtedness to Capitalization Ratio of the Company and its Subsidiaries, on a consolidated basis, would be more than .6667 to 1 at the end of the fiscal quarter immediately preceding such creation, occurrence or assumption; or

(b) the Total Indebtedness to EBITDA Ratio of the Company and its Subsidiaries, on a consolidated basis, would be greater than 8:1 for the 12 month period preceding the end of the quarter preceding such creation, incurrence or assumption; or

(c) an Event of Default would otherwise occur.

Notwithstanding the foregoing, the Company may incur Indebtedness solely for the purpose of repaying or refinancing existing Indebtedness so long as (i) the principal amount of such new Indebtedness does not exceed the principal amount of the existing Indebtedness refinanced or repaid (plus the premiums or other payments required to be paid in connection with such refinancing or repayment and the expenses incurred in connection therewith), (ii) the maturity of such new Indebtedness is not earlier than that of the existing Indebtedness to be refinanced or repaid, (iii) such new Indebtedness, determined as of the date of incurrence, has an Average Life at least equal to the remaining Average Life of the Indebtedness to be refinanced or repaid, and

(iv) the new Indebtedness is pari passu with or subordinate to the Indebtedness being refinanced or repaid.

10.2. Distributions.

The Company covenants and agrees that it will not declare or pay or make any form of Distribution, whether from capital, income or otherwise, and whether in Cash or in Property, if, at the time of the declaration or payment of such Distribution,

(a) an Event of Default has occurred and is continuing or,

(b) if after giving effect thereto the Total Indebtedness to Capitalization Ratio of the Company and its Subsidiaries, on a consolidated basis, would be more than .6667 to 1 or an Event of Default would otherwise occur.

10.3. Rounding.

Any financial ratios required to be maintained by Company pursuant to this Agreement shall be calculated by dividing the appropriate component by the other component, carrying the result to one place more than the number of places by which such ratio is expressed in this Agreement and rounding the result up or down to the nearest number (with a round-up if there is no nearest number) to the number of places by which such ratio is expressed in this Agreement.

10.4. Accounting Terms; Covenant Calculations.

All accounting terms not specifically defined in this Agreement shall be construed in conformity with GAAP applied on a consistent basis, except as otherwise specifically prescribed herein. In the event that GAAP changes during the term of this Agreement such that the covenants contained in Sections 9.3, 9.6, 10.1 or 10.2 would then be calculated in a different manner with different components, (i) Company and Purchaser agree to amend this Agreement in such respects as are necessary to conform these covenants to substantially the same criteria as were effective prior to such change in GAAP, and (ii) Company shall be deemed to be in compliance with the covenants contained in the aforesaid Sections if and to the extent that Company would have been in compliance therewith under GAAP as in effect immediately prior to such change.

10.5. Fiscal Year.

The Company covenants and agrees that it will maintain a calendar year fiscal year.

11. EVENTS OF DEFAULT.

An “Event of Default” shall exist if any of the following conditions or events shall occur and be continuing:

(a) the Company defaults in the payment of any principal or Redemption Premium, if any, on the Note when the same becomes due and payable, whether at maturity or at a date fixed for prepayment or by declaration or otherwise; or

(b) the Company defaults in the payment of any interest on the Note for more than five Business Days after the same becomes due and payable; or

(c) the Company defaults in the performance of or compliance with any term contained in Sections 8.3(a), 9.1, 9.2, 9.3, 9.6 or 10; or

(d) the Company defaults in the performance of or compliance with any term contained herein (other than those referred to in paragraphs (a), (b) and (c) of this Section 11) and such default is not remedied within 60 days after the earlier of (i) a Responsible Officer obtaining actual knowledge of such default and (ii) the Company receiving written notice of such default from the Purchaser (any such written notice to be identified as a “notice of default” and to refer specifically to this paragraph (d) of Section 11); or

(e) any representation or warranty made in writing by or on behalf of the Company or by any officer of the Company in this Agreement or in any writing furnished in connection with the transactions contemplated hereby proves to have been false or incorrect in any material respect on the date as of which made; or

(f) the Company is in default (as principal or as guarantor or other surety) in the payment of any principal of or premium or interest on any Indebtedness that is outstanding in an aggregate principal amount of more than $2,500,000 beyond any period of grace provided with respect thereto for more than sixty (60) days; or (ii) the Company is in default in the performance of or compliance with any term of any Indebtedness in an aggregate outstanding principal amount of at least $2,500,000 or of any mortgage, indenture or other agreement relating thereto or any other condition exists, and as a consequence of such default or condition such Indebtedness has been declared due and payable before its stated maturity or before its regularly scheduled dates of payment; or

(g) the Company (i) is generally not paying, or admits in writing its inability to pay, its debts as they become due, (ii) files, or consents by answer or otherwise to the filing against it of, a petition for relief or reorganization or arrangement or any other petition in bankruptcy, for liquidation or to take advantage of any bankruptcy, insolvency, reorganization, moratorium or other similar law of any jurisdiction, (iii) makes an assignment for the benefit of its creditors, (iv) consents to the appointment of a custodian, receiver, trustee or other officer with similar powers with respect to it or with respect to any Substantial Portion of its Property, (v) is adjudicated as insolvent or to be liquidated, or (vi) takes corporate action for the purpose of any of the foregoing;

(h) a court or governmental authority of competent jurisdiction enters an order appointing, without consent by the Company, a custodian, receiver, trustee or other officer with similar powers with respect to it or with respect to any Substantial Portion of its Property, or constituting an order for relief or approving a petition for relief or reorganization or any other petition in bankruptcy or for liquidation or to take advantage of any bankruptcy or insolvency

law of any jurisdiction, or ordering the dissolution, winding-up or liquidation of the Company, or any such petition shall be filed against the Company and such petition shall not be dismissed within 60 days; or

(i) a final judgment or judgments for the payment of money aggregating in excess of $2,500,000 are rendered against one or more of the Company and its Subsidiaries, which judgments are not, within 60 days after entry thereof, bonded, discharged, or stayed pending appeal, or are not discharged within 60 days after the expiration of such stay, or an agreement has not been entered into for, or an order of a Governmental Agency has not been entered permitting, the payment of such judgment over a period of more than 60 days.

12. REMEDIES ON DEFAULT, ETC.

12.1. Acceleration.

(a) If an Event of Default with respect to the Company described in paragraph (g) or (h) of Section 11 (other than an Event of Default described in clause (i) of paragraph (g) or described in clause (vi) of paragraph (g) by virtue of the fact that such clause encompasses clause (i) of paragraph (g)) has occurred, the Note shall automatically become immediately due and payable.

(b) If any other Event of Default has occurred and is continuing, the Purchaser may at any time at its option, by notice to the Company, declare the Note to be immediately due and payable.

Upon the Note becoming due and payable under this Section 12.1, whether automatically or by declaration, the Note will forthwith mature and the entire unpaid principal amount of the Note, plus (x) all accrued and unpaid interest thereon and (y) the Redemption Premium determined in respect of such principal amount (to the full extent permitted by applicable law), shall all be immediately due and payable, without presentment, demand, protest or further notice, all of which are hereby waived. The Company acknowledges, and the parties hereto agree, that the Purchaser has the right to maintain its investment in the Note free from repayment by the Company (except as herein specifically provided for) and that the provision for payment of a Redemption Premium by the Company in the event that the Note is prepaid or is accelerated as a result of an Event of Default, is intended to provide compensation for the deprivation of such right under such circumstances.

12.2. Other Remedies.

If any Default or Event of Default has occurred and is continuing, and irrespective of whether the Note has become or has been declared immediately due and payable under Section 12.1, the Purchaser may proceed to protect and enforce its rights by an action at law, suit in equity or other appropriate proceeding, whether for the specific performance of any agreement contained herein or in the Note, or for an injunction against a violation of any of the terms hereof or thereof, or in aid of the exercise of any power granted hereby or thereby or by law or otherwise.

12.3. Rescission.

At any time after the Note has been declared due and payable pursuant to clause (b) of Section 12.1, the Purchaser by written notice to the Company, may rescind and annul any such declaration and its consequences if (a) the Company has paid all overdue interest on the Note, all principal of and Redemption Premium, if any, on the Note that is due and payable and is unpaid other than by reason of such declaration, and all interest on such overdue principal and Redemption Premium, if any, and (to the extent permitted by applicable law) any overdue interest in respect of the Note, at the Default Rate, (b) all Events of Default and Defaults, other than non-payment of amounts that have become due solely by reason of such declaration, have been cured or have been waived pursuant to Section 16, and (c) no judgment or decree has been entered for the payment of any monies due pursuant hereto or to the Note. No rescission and annulment under this Section 12.3 will extend to or affect any subsequent Event of Default or Default or impair any right consequent thereon.

12.4. No Waivers or Election of Remedies, Expenses, etc.

No course of dealing and no delay on the part of the Purchaser in exercising any right, power or remedy shall operate as a waiver thereof or otherwise prejudice the Purchaser’s rights, powers or remedies. No right, power or remedy conferred by this Agreement or by the Note upon the Purchaser shall be exclusive of any other right, power or remedy referred to herein or therein or now or hereafter available at law, in equity, by statute or otherwise. Without limiting the obligations of the Company under Section 16, the Company will pay to the Purchaser on demand such further amount as shall be sufficient to cover all reasonable costs and expenses of the Purchaser incurred in any enforcement or collection under this Section 12, including, without limitation, reasonable attorneys’ fees, expenses and disbursements.

13. PAYMENTS ON NOTE.

Payments of principal, Redemption Premium, if any, and interest becoming due and payable on the Note shall be by wire transfer of immediately available funds for the account of the Purchaser at CoBank, ACB, ABA No. 3070-8875-4, Account No. 00036798, Golden State Water Company (or such other account or in such other manner as Purchaser may at any time, by notice to the Company, direct).

14. EXPENSES, ETC.

14.1. Transaction Expenses.

At the Closing, the Company shall pay an origination fee of $100,000 to the Purchaser, plus the reasonable legal expenses of Purchaser's counsel as provided in Section 3.5. Whether or not the transaction contemplated hereby is consummated, the Company will pay all reasonable costs and expenses (including reasonable attorneys' fees of a special counsel and, if reasonably required, local or other counsel) incurred by the Purchaser in connection with such transaction and in connection with any amendments, waivers or consents under or in respect of this Agreement or the Note (whether or not such amendment, waiver or consent becomes effective), including, without limitation: (a) the reasonable costs and expenses incurred in enforcing or defending (or determining whether or how to enforce or defend) any rights under

this Agreement or the Note or in responding to any subpoena or other legal process or informal investigative demand issued in connection with this Agreement or the Note, or by reason of being a holder of the Note, and (b) the reasonable costs and expenses, including financial advisors' fees, incurred in connection with the insolvency or bankruptcy of the Company or in connection with any work-out or restructuring of the transaction contemplated hereby and by the Note.

14.2. Survival.

The obligations of the Company under this Section 14 will survive the payment of the Note, the enforcement, amendment or waiver of any provision of this Agreement or the Note, and the termination of this Agreement.

15. ENTIRE AGREEMENT.

All statements contained in any certificate or other instrument delivered by or on behalf of the Company pursuant to this Agreement shall be deemed representations and warranties of the Company under this Agreement. Subject to the preceding sentence, this Agreement and the Note embody the entire agreement and understanding between the Purchaser and the Company and supersede all prior agreements and understandings relating to the subject matter hereof.

16. AMENDMENT AND WAIVER.

16.1. Requirements.

This Agreement and the Note may be amended, and the observance of any term hereof or of the Note may be waived (either retroactively or prospectively), with (and only with) the written consent of the Company and the Purchaser.

16.2. Binding Effect, etc.

No amendment or waiver will extend to or affect any obligation, covenant, agreement, Default or Event of Default not expressly amended or waived or impair any right consequent thereon. No course of dealing between the Company and the Purchaser nor any delay in exercising any rights hereunder or under the Note shall operate as a waiver of any rights of the Purchaser. As used herein, the term "this Agreement" and references thereto shall mean this Agreement as it may from time to time be amended or supplemented.

17. NOTICES.

All notices and communications provided for hereunder shall be in writing and sent (a) by telecopy if the sender on the same day sends a confirming copy of such notice by a recognized overnight delivery service (charges prepaid), or (b) by registered or certified mail with return receipt requested (postage prepaid), or (c) by a recognized overnight delivery service (with charges prepaid). Any such notice must be sent:

(i) if to the Purchaser or the Purchaser's nominee, to the Purchaser or at the address set forth at the beginning hereof or such other address as the Purchaser shall have specified to the Company in writing, or

(ii) if to the Company, to the Company at its address set forth at the beginning hereof to the attention of the Chief Financial Officer, or at such other address as the Company shall have specified to the Purchaser in writing.

Notices under this Section 17 will be deemed given only when actually received.

18. REPRODUCTION OF DOCUMENTS.

This Agreement and all documents relating thereto, including, without limitation, (a) consents, waivers and modifications that may hereafter be executed, (b) documents received by the Purchaser at the Closing (except the Note itself), and (c) financial statements, certificates and other information previously or hereafter furnished to the Purchaser, may be reproduced by the Purchaser by any photographic, photostatic, micro-film, microcard, miniature photographic or other similar process and the Purchaser may destroy any original document so reproduced. The Company agrees and stipulates that, to the extent permitted by applicable law, any such reproduction shall be admissible in evidence as the original itself in any judicial or administrative proceeding (whether or not the original is in existence and whether or not such reproduction was made by the Purchaser in the regular course of business) and any enlargement, facsimile or further reproduction of such reproduction shall likewise be admissible in evidence. This Section 18 shall not prohibit the Company from contesting any such reproduction to the same extent that it could contest the original, or from introducing evidence to demonstrate the inaccuracy of any such reproduction.

19. CONFIDENTIAL INFORMATION.

For the purposes of this Section 19, “Confidential Information” means information delivered to the Purchaser by or on behalf of the Company in connection with the transactions contemplated by or otherwise pursuant to this Agreement that is proprietary in nature and that was clearly marked or labeled or otherwise adequately identified when received by the Purchaser as being confidential information of the Company and its Subsidiaries, provided that such term does not include information that (a) was publicly known or otherwise known to the Purchaser prior to the time of such disclosure, (b) subsequently becomes publicly known through no act or omission by the Purchaser or any person acting on the Purchaser’s behalf, (c) otherwise becomes known to the Purchaser other than through disclosure by the Company or any Subsidiary, or (d) constitutes financial statements delivered to the Purchaser under Section 5.1 that are otherwise publicly available. The Purchaser will maintain the confidentiality of such Confidential Information in accordance with procedures adopted by the Purchaser in good faith to protect confidential information of third parties delivered to the Purchaser, provided that the Purchaser may deliver or disclose Confidential Information to (i) the Purchaser’s directors, officers, employees, agents, attorneys and affiliates, (to the extent such disclosure reasonably relates to the administration of the investment represented by the Purchaser’s Note), (ii) the Purchaser’s financial advisors and other professional advisors who agree to hold confidential the Confidential Information substantially in accordance with the terms of this Section 18, (iii) any

federal or state regulatory authority having jurisdiction over the Purchaser or any nationally recognized rating agency that requires access to information about the Purchaser’s loans, or (iv) any other Person to which such delivery or disclosure may be necessary or appropriate (w) to effect compliance with any law, rule, regulation or order applicable to the Purchaser, (x) in response to any subpoena or other legal process, (y) in connection with any litigation to which the Purchaser is a party, or (z) if an Event of Default has occurred and is continuing, to the extent the Purchaser may reasonably determine such delivery and disclosure to be necessary or appropriate in the enforcement or for the protection of the rights and remedies under the Note and this Agreement.

20. MISCELLANEOUS.

20.1. Successors and Assigns.

All covenants and other agreements contained in this Agreement by or on behalf of the Company bind and inure to the benefit of its successors and assigns, whether so expressed or not. Purchaser may not assign the Note or its rights and obligations to any other Person, other than an assignment of the Note to a nominee of Purchaser. It is understood and agreed that Purchaser’s agreement not to assign the Note and the Agreement as provided herein is a material inducement to Company in entering into this Agreement and executing and delivering the Note. Notwithstanding the foregoing, Purchaser may transfer or assign the Note in whole, but not in part, to another investor reasonably acceptable to the Company if the interest rate on the Note is reduced in an amount sufficient to compensate the Company for the loss of patronage refunds from Purchaser.

20.2. Payments Due on Non-Business Days.

Anything in this Agreement or the Note to the contrary notwithstanding, any payment of principal of or Redemption Premium or interest on the Note that is due on a date other than a Business Day shall be made on the next succeeding Business Day without including the additional days elapsed in the computation of the interest payable on such next succeeding Business Day.

20.3. Severability.

Any provision of this Agreement that is prohibited or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition or unenforceability without invalidating the remaining provisions hereof, and any such prohibition or unenforceability in any jurisdiction shall (to the full extent permitted by law) not invalidate or render unenforceable such provision in any other jurisdiction.

20.4. Construction.

Each covenant contained herein shall be construed (absent express provision to the contrary) as being independent of each other covenant contained herein, so that compliance with any one covenant shall not (absent such an express contrary provision) be deemed to excuse compliance with any other covenant. Where any provision herein refers to action to be taken by

any Person, or which such Person is prohibited from taking, such provision shall be applicable whether such action is taken directly or indirectly by such Person.

20.5. Counterparts.

This Agreement may be executed in one or more of counterparts, each of which shall be an original but all of which together shall constitute one instrument. Each counterpart may consist of a number of copies hereof, each signed by less than all, but together signed by each of the parties hereto.

20.6. Governing Law.

Except to the extent governed by applicable federal law, this Agreement shall be construed and enforced in accordance with, and the rights of the parties shall be governed by, the law of the State of California excluding choice-of-law principles of the law of such State that would require the application of the laws of a jurisdiction other than such State.

*   *   *   *   *

The execution hereof by you shall constitute a contract between us for the uses and purposes hereinabove set forth, and this Agreement may be executed in one or more counterparts, each executed counterpart constituting an original but all together only one agreement.

GOLDEN STATE WATER COMPANY

By /s/ Robert J. Sprowls
Robert J. Sprowls
Its President and Chief Executive Officer

Accepted and agreed to as of the date first above written.

COBANK, ACB

By /s/ Dave Dornbirer
Dave Dornbirer
Its Vice President
Energy & Water Division

SCHEDULE A

DEFINED TERMS

As used herein, the following terms have the respective meanings set forth below or set forth in the Section hereof following such term:

"Advances for Construction" means funds advanced by any Person in connection with the addition of utility plant which funds are subject to refund and, in accordance with GAAP as in effect on the date hereof, are reflected as "Other Credits" in the financial statements of the Company and its Subsidiaries, until refunded.

"Affiliate" means, at any time, and with respect to any Person, any other Person that at such time directly or indirectly through one or more intermediaries Controls, or is Controlled by, or is under common Control with, such first Person. As used in this definition, "Control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a Person, whether through the ownership of voting securities, by contract or otherwise. Unless the context otherwise clearly requires, any reference to an "Affiliate" is a reference to an Affiliate of the Company.

"Aggregate Effective Amount" means, as of any date of determination and with respect to all letters of credit for the benefit of the Company then outstanding, the sum of (a) the aggregate effective face amounts of all such letters of credit not then paid by issuing bank plus (b) the aggregate amounts paid by issuing bank under such letters of credit not then reimbursed to the issuing bank by the Company.

"Average Life" means, as of the date of determination, with respect to any Indebtedness, the quotient obtained by dividing (i) the sum of the products of the numbers of years from the date of determination to the dates of each successive scheduled principal payment (assuming the exercise by the obligor of such Indebtedness of all unconditional (other than as to the giving of notice) extension options of each such scheduled payment date) of such Indebtedness multiplied by the amount of such principal payment by (ii) the sum of all principal payments.

"Business Day" means any day other than a Saturday, a Sunday or a day on which the Purchaser or Federal Reserve Banks are required or authorized to be closed.

"Capital Lease" means, as to any Person, a lease of any Property by that Person as lessee that is, or should be in accordance with GAAP (including Financial Accounting Standards Board Statement No. 13, as amended or superseded from time to time), recorded as a "capital lease" on the balance sheet of that Person prepared in accordance with GAAP.

"Capital Lease Obligations" means all monetary obligations of a Person under any Capital Lease.

"Cash" means, when used in connection with any Person, all monetary and non-monetary items owned by that Person that are treated as cash in accordance with GAAP.

"Cash Equivalents" means, when used in connection with any Person, that Person's Investments in:

(a) Government Securities due within one year after the date of the making of the Investment;

(b) readily marketable direct obligations of any State of the United States of America or any political subdivision of any such State or any public agency or instrumentality thereof given on the date of such Investment a credit rating of at least Aa by Moody's Investor Services ("Moody's") or AA by Standard & Poor's Ratings Service ("S&P"), in each case due within one year from the making of the Investment;

(c) certificates of deposit issued by, bank deposits in, eurodollar deposits through, bankers' acceptances of, and repurchase agreements covering Government Securities executed by the Purchaser or any bank incorporated under the Laws of the United States of America, any State thereof or the District of Columbia and having on the date of such Investment combined capital, surplus and undivided profits of at least $250,000,000, or total assets of at least $5,000,000,000, in each case due within one year after the date of the making of the Investment;

(d) certificates of deposit issued by, bank deposits in, eurodollar deposits through, bankers' acceptances of, and repurchase agreements covering Government Securities executed by Purchaser or any branch or office located in the United States of America of a bank incorporated under the Laws of any jurisdiction outside the United States of America having on the date of such Investment combined capital, surplus and undivided profits of at least $500,000,000, or total assets of at least $15,000,000,000, in each case due within one year after the date of the making of the Investment;

(e) repurchase agreements covering Government Securities executed by a broker or dealer registered under Section 15(b) of the Securities Exchange Act of 1934, as amended, having on the date of the Investment capital of at least $50,000,000, due within 90 days after the date of the making of the Investment; provided that the maker of the Investment receives written confirmation of the transfer to it of record ownership of the Government Securities on the books of a "primary dealer" in such Government Securities or on the books of such registered broker or dealer, as soon as practicable after the making of the Investment;

(f) readily marketable commercial paper or other debt Securities issued by corporations doing business in and incorporated under the Laws of the United States of America or any State thereof or of any corporation that is the holding company for a bank described in clause (c) or (d) above given on the date of such Investment a credit rating of at least P-1 by Moody's or A-1 by S&P, in each case due within one year after the date of the making of the Investment;

(g) "money market preferred stock" issued by a corporation incorporated under the Laws of the United States of America or any State thereof (i) given on the date of such Investment a credit rating of at least Aa by Moody's and AA by S&P, in each case having an investment period not exceeding 50 days or (ii) to the extent that investors therein

have the benefit of a standby letter of credit issued by Purchaser or a bank described in clauses (c) or (d) above; provided that (y) the amount of all such Investments issued by the same issuer does not exceed $5,000,000 and (z) the aggregate amount of all such Investments does not exceed $10,000,000;

(h) a readily redeemable "money market mutual fund" sponsored by a bank described in clause (c) or (d) hereof, or a registered broker or dealer described in clause (e) hereof, that has and maintains an investment policy limiting its investments primarily to instruments of the types described in clauses (a) through (g) hereof and given on the date of such Investment a credit rating of at least Aa by Moody's and AA by S&P; and

(i) corporate notes or bonds having an original term to maturity of not more than one year issued by a corporation incorporated under the Laws of the United States of America or any state thereof, or a participation interest therein; provided that (i) commercial paper issued by such corporation is given on the date of such Investment a credit rating of at least Aa by Moody's and AA by S&P, (ii) the amount of all such Investments issued by the same issuer does not exceed $5,000,000 and (iii) the aggregate amount of all such Investments does not exceed $10,000,000.

"Code" means the Internal Revenue Code of 1986, as amended from time to time, and the rules and regulations promulgated thereunder from time to time.

Closing" is defined in Section 2.

"Closing Date" is defined in Section 2.

"Company" means Golden State Water Company, a California corporation.

"Confidential Information" is defined in Section 19.

"Contractual Obligation" means, as to any Person, any provision of any outstanding Security issued by that Person or of any material agreement, instrument or undertaking to which that Person is a party or by which it or any of its Property is bound.

"Debtor Relief Laws" means the Bankruptcy Code of the United States of America, as amended from time to time, and all other applicable liquidation, conservatorship, bankruptcy, moratorium, rearrangement, receivership, insolvency, reorganization, or similar debtor relief Laws from time to time in effect affecting the rights of creditors generally.

"Default" means an event or condition the occurrence or existence of which would, with the lapse of time or the giving of notice or both, become an Event of Default.

"Default Rate" means that rate of interest that is 2% per annum above the rate of interest stated in clause (a) of the first paragraph of the Note.

"Disposition" means the sale, transfer or other disposition (each, a "Transfer") in any single transaction or series of related transactions of any asset, or group of related assets, of the Company or any Subsidiary other than (a) a Transfer of Cash, Cash Equivalents, Investments

(other than Investments in a Subsidiary), inventory or other assets sold or otherwise disposed of in the ordinary course of business of the Company or any Subsidiary, (b) a Transfer of equipment sold or otherwise disposed of where substantially similar equipment in replacement thereof has theretofore been acquired, or thereafter within 90 days is acquired, by the Company or any Subsidiary and (c) a Transfer of obsolete assets no longer useful in the business of the Company or any Subsidiary and (d) a Transfer to the Company or a wholly-owned Subsidiary of the Company.

"Distribution" means, with respect to any equity Security issued by a Person, or any warrant or right to acquire any equity Security of a Person, (a) the retirement, redemption, purchase, or other acquisition for value by such Person of any such equity Security, (b) declaration or (without duplication) payment by such Person or any dividend in Cash or in Property (other than in common stock or other equity Security of such Person) on or with respect to any such equity Security, (c) any Investment by such Person in the holder of any such equity Security, and (d) any other payment by such Person constituting a distribution under applicable Laws with respect to such equity Security.

"EBITDA" means, with respect to any fiscal period, the sum of (a) Net Income for that period, plus (b) any extraordinary loss reflected in such Net Income, minus (c) any extraordinary gain reflected in such Net Income, plus (d) Interest Expense of the Company and its Subsidiaries for that period, plus (e) the aggregate amount of federal and state taxes on or measured by income of the Company and its Subsidiaries for that period (whether or not payable during that period), plus (f) depreciation and amortization expense of the Company and its Subsidiaries for that period, plus (g) all other non-cash, non-recurring significant expenses of the Company and its Subsidiaries for that period acceptable to the Purchaser, in each case as determined in accordance with GAAP, consistently applied and, in the case of items (d), (e), (f), and (g) only to the extent reflected in the determination of Net Income for that period. An expense is significant for this purpose if it equals or exceeds $1,000,000.

"ERISA" means the Employee Retirement Income Security Act of 1974, as amended from time to time, and the rules and regulations promulgated thereunder from time to time in effect.

"ERISA Affiliate" means any trade or business (whether or not incorporated) that is treated as a single employer together with the Company under section 414 of the Code.

"Event of Default" is defined in Section 11.

"GAAP" means, as of any date of determination, accounting principles (a) set forth as generally accepted in then currently effective Opinions of the Accounting Principles Board of the American Institute of Certified Public Accountants, (b) set forth as generally accepted in then currently effective Statements of the Financial Accounting Standards Board or (c) that are then approved by such other entity as may be approved by a significant segment of the accounting profession in the United States of America. The term "consistently applied," as used in connection therewith, means that the accounting principles applied are consistent in all material respects with those applied at prior dates or for prior periods.

"Governmental Agency" means the government of

(i) the United States of America or any State or other political subdivision thereof, or

(ii) any jurisdiction in which the Company or any Subsidiary conducts all or any part of its business, or which asserts jurisdiction over any properties of the Company or any Subsidiary, or

(iii) any entity exercising executive, legislative, judicial, regulatory or administrative functions of, or pertaining to, any such government.

"Government Securities" means readily marketable (a) direct full faith and credit obligations of the United States of America or obligations guaranteed by the full faith and credit of the United States of America and (b) obligations of an agency or instrumentality of, or corporation owned, controlled or sponsored by, the United States of America that are generally considered in the securities industry to be implicit obligations of the United States of America.

"Guaranty Obligation" means, as to any Person, any (a) guarantee by that Person of Indebtedness of, or other obligation performable by, any other Person or (b) assurance given by that Person to an obligee of any other Person with respect to the performance of any obligation by, or the financial condition of, such other Person, whether direct, indirect or contingent, including any purchase or repurchase agreement covering such obligation or any collateral security therefor, any agreement to provide funds (by means of loans, capital contributions or otherwise) to such other Person, any agreement to support the solvency or level of any balance sheet item of such other Person or any "keep well" or other arrangement of whatever nature given for the purpose of assuring or holding harmless such obligee against loss with respect to any obligation of such other Person; provided, however, that the term Guaranty Obligation shall not include endorsements of instruments for deposit or collection or similar arrangements in the ordinary course of business. The amount of any Guaranty Obligation in respect of Indebtedness shall be deemed to be an amount equal to the stated or determinable amount of the related Indebtedness (unless the Guaranty Obligation is limited by its terms to a lesser amount, in which case to the extent of such amount) or, if not stated or determinable, the maximum reasonably anticipated liability in respect thereof as determined by the Person in good faith. The amount of any other Guaranty Obligation shall be deemed to be zero unless and until the amount thereof has been (or in accordance with Financial Accounting Standards Board Statement No. 5 should be) quantified and reflected or disclosed in the consolidated financial statements (or note thereof) of Company and its Subsidiaries.

"Indebtedness" means, as to any Person (without duplication), (a) indebtedness of such Person for borrowed money or for the deferred purchase price of Property (excluding trade and other accounts payable in the ordinary course of business in accordance with ordinary trade terms), (b) indebtedness of such Person of the nature described in clause (a) that is non-recourse to the credit of such Person but is secured by assets of such Person, to the extent of the fair market value of such assets as determined in good faith by such Person, (c) Capital Lease Obligations of such Person, (d) indebtedness of such Person arising under bankers' acceptance facilities or under facilities for the discount of accounts receivable of such Person, (e) any direct

or contingent obligations of such Person under letters of credit issued for the account of such Person and (f) any net obligations of such Person under Interest Rate Protection Agreements. For the avoidance of doubt, Advances for Construction of the Company in the ordinary course of business, to the extent that such obligation is recorded as a liability offset by a receivable in the same amount on the financial statements of Company, will not constitute Indebtedness hereunder. All indebtedness guaranteed as to payment of principal in any manner by such Person or in effect guaranteed by such Person through a contingent agreement to purchase such indebtedness, and all indebtedness secured by a Lien upon property owned by such Person, even though such Person has not assumed or become liable for the payment of such indebtedness, shall for all purposes hereof be deemed to be "Indebtedness" of such Person.

"Interest Expense" means, with respect to any Person and as of the last day of any fiscal period, the sum of (a) all interest, fees, charges and related expenses (in each case as such expenses are calculated according to GAAP) paid or payable (without duplication) for that fiscal period by that Person to a lender in connection with borrowed money (including any obligations for fees, charges and related expenses payable to the issuer of any letter of credit) or the deferred purchase price of assets that are considered "interest expense" under GAAP plus (b) the portion of rent paid or payable (without duplication) for that fiscal period by that Person under Capital Lease Obligations that should be treated as interest in accordance with Financial Accounting Standards Board Statement No. 13.

"Interest Rate Protection Agreement" means a written agreement between the Company and one or more financial institutions providing for "swap", "cap", "collar" or other interest rate protection with respect to any Indebtedness.

"Investment" means, when used in connection with any Person, any investment by or of that Person, whether by means of purchase or other acquisition of stock or other Securities of any other Person or by means of a loan, advance creating a debt, capital contribution, guaranty or other debt or equity participation or interest in any other Person, including any partnership, limited liability company and joint venture interests of such Person. The amount of any Investment shall be the amount actually invested (minus any return of capital with respect to such Investment which has actually been received in Cash or has been converted into Cash), without adjustment for subsequent increases or decreases in the value of such Investment.

"Laws" means, collectively, all international, foreign, federal, state and local statutes, treaties, rules, regulations, ordinances, codes, and administrative or judicial precedents.

"Lien" any mortgage, deed of trust, pledge, hypothecation, assignment for security, security interest, encumbrance, lien or charge of any kind, affecting any Property, including any lease in the nature of a security interest.

"Loan Documents" means, collectively, this Agreement, the Note, and any other agreements of any type or nature hereafter executed and delivered by the Company in any way relating to or in furtherance of this Agreement, in each case either as originally executed or as the same may from time to time be supplemented, modified, amended, restated, extended or supplanted.

"Margin Stock" means "margin stock" as such term is defined in Regulation U.

"Material Adverse Effect" means any set of circumstances or events which (a) has had or would reasonably be expected to have any material adverse effect whatsoever upon the validity or enforceability of any Loan Document, (b) has been or would reasonably be expected to be material and adverse to the business, condition (financial or otherwise), prospects or operations of the Company and its Subsidiaries, taken as a whole, or (c) has materially impaired or would reasonably be expected to materially impair the ability of the Company to perform its Obligations under the Loan Documents.

"Multiemployer Plan" means any Plan that is a "multiemployer plan" (as such term is defined in section 4001(a)(3) of ERISA).

"Net Income" means, with respect to any fiscal period, the consolidated net income of the Company and its Subsidiaries for that period, determined in accordance with GAAP, consistently applied.

"Net Proceeds" means, with respect to any Disposition, the cash consideration received by the Company for such Disposition after (i) provision for all income and other taxes resulting from such Disposition, (ii) payment of all brokerage commissions, underwriting, legal, accounting, appraisal and other fees and expenses related to such Disposition, (iii) deduction of appropriate amounts to be provided by the Company as a reserve, in accordance with GAAP, against any liabilities associated with the assets sold or disposed of in such Disposition and retained by the Company after such Disposition, including, without limitation, any indemnification obligations associated with the Disposition.

"Note" is defined in Section 1.

"Obligations" means all present and future obligations of every kind or nature of the Company at any time and from time to time owed to the Purchaser, under any one or more of the Loan Documents, whether due or to become due, matured or unmatured, liquidated or unliquidated, or contingent or noncontingent, including obligations of performance as well as obligations of payment, and including interest that accrues after the commencement of any proceeding under any Indebtedness or Debtor Relief Law by or against the Company.

"Officer's Certificate" means a certificate of a Senior Financial Officer or of any other officer of the Company whose responsibilities extend to the subject matter of such certificate.

"PBGC" means the Pension Benefit Guaranty Corporation referred to and defined in ERISA or any successor thereto

"Permitted Capital Asset Indebtedness" means Indebtedness of Company and its Subsidiaries consisting of Capital Lease Obligations, or otherwise incurred to finance the purchase or construction of capital assets (which shall be deemed to exist if the Indebtedness is incurred at or within 90 days before or after the purchase or construction of the capital assets), or to refinance any such Indebtedness.

"Permitted Encumbrances" means:

(a) Inchoate Liens incident to construction on or maintenance of Property; or Liens incident to construction on or maintenance of Property now or hereafter filed of record for which adequate reserves have been set aside (or deposits made pursuant to applicable Law) and which are being contested in good faith by appropriate proceedings and have not proceeded to judgment, provided that, by reason of nonpayment of the obligations secured by such Liens, no such Property is subject to an impending risk of loss or forfeiture;

(b) Liens for taxes and assessments on Property which are not yet past due; or Liens for taxes and assessments on Property for which adequate reserves have been set aside and are being contested in good faith by appropriate proceedings and have not proceeded to judgment, provided that, by reason of nonpayment of the obligations secured by such Liens, no such Property is subject to an impending risk of loss or forfeiture;

(c) statutory Liens, other than those described in clauses (a) or (b) above, arising in the ordinary course of business with respect to obligations which are not delinquent or are being contested in good faith, provided that, if delinquent, adequate reserves have been set aside with respect thereto and, by reason of nonpayment, no Property is subject to an impending risk of loss or forfeiture;

(d) Liens consisting of pledges or deposits to secure obligations under workers' compensation laws or similar legislation, including Liens of judgments thereunder which are not currently dischargeable;

(e) Liens consisting of pledges or deposits of Property to secure performance in connection with operating leases made in the ordinary course of business, provided the aggregate value of all such pledges and deposits (excluding the property subject to such lease) in connection with any such lease does not at any time exceed 10% of the annual fixed rentals payable under such lease;

(f) Liens consisting of deposits of Property to secure bids made with respect to, or performance of, contracts (other than contracts creating or evidencing an extension of credit to the depositor);

(g) Liens consisting of deposits of Property to secure statutory obligations of the Company;

(h) Liens consisting of deposits of Property to secure (or in lieu of) surety, appeal or customs bonds;

(i) Liens which secure indebtedness which was in existence at the time of any transaction permitted by Section 9.3 and were not created in contemplation of such transaction;

(j) Liens securing Permitted Capital Asset Indebtedness on and limited to the capital assets acquired, constructed or financed with the proceeds of such Permitted Capital Asset Indebtedness or with the proceeds of any Indebtedness directly or

indirectly financed by such Indebtedness; provided that the aggregate principal amount of such Indebtedness secured by such Liens and incurred by the Company and/or its Subsidiaries after the Closing Date and the value of the Property subject to a Sale and Leaseback shall not exceed a Substantial Portion of the Property of the Company and its Subsidiaries, on a consolidated basis, at any time outstanding (as determined in accordance with GAAP consistently applied);

(k) Liens consisting of deposits of Cash and/or Cash Equivalents to secure the obligation of the Company to reimburse a lender under a letter of credit incurred in the ordinary course of business which will terminate after the maturity of the credit or reimbursement agreement related to such letter of credit; and

(l) Liens on Property of the Company and its Subsidiaries that are immaterial in amount or type or on Property that is immaterial in value or to the conduct of the business of the Company and its Subsidiaries taken as a whole.

"Person" means an individual, partnership, corporation, limited liability company, association, trust, unincorporated organization, or a government or agency or political subdivision thereof.

"Plan" means an "employee benefit plan" (as defined in section 3(3) of ERISA) that is or, within the preceding five years, has been established or maintained, or to which contributions are or, within the preceding five years, have been made or required to be made, by the Company or any ERISA Affiliate or with respect to which the Company or any ERISA Affiliate may have any liability.

"Property" means any interest in any kind of property or asset, whether real, personal or mixed, or tangible or intangible.

"Public Utility Property" means Property which is used in the provision, treatment or distribution of water or wastewater or in the generation, transmission and distribution of electric energy and which is included in the rate base of a regulated public utility.

"Requirement of Law" means, as to any Person, the articles or certificate of incorporation and by-laws or other organizational or governing documents of such Person, and any Law, or judgment, award, decree, writ or determination of a Governmental Agency, in each case applicable to or binding upon such Person or any of its Property or to which such Person or any of its Property is subject.

"Responsible Officer" means any Senior Financial Officer and any other officer of the Company with responsibility for the administration of the relevant portion of this Agreement.

"Right of Others" means, as to any Property in which a Person has an interest, any legal or equitable right, title or other interest (other than a Lien) held by any other Person in that Property, and any option or right held by any other Person to acquire any such right, title or other interest in that Property, including any option or right to acquire a Lien; provided, however, that (a) no covenant restricting the use or disposition of Property of such Person contained in any Contractual Obligation of such Person and (b) no provision contained in a contract creating a

right of payment or performance in favor of a Person that conditions, limits, restricts, diminishes, transfers or terminates such right shall be deemed to constitute a Right of Others.

"Sale and Leaseback" means, with respect to any Person, the sale of Property owned by that Person (the "Seller") to another Person (the "Buyer"), together with the substantially concurrent leasing of such Property by the Buyer to the Seller; provided that such term shall not include any sale under threat of condemnation which involves a concurrent leasing of such Property or any sale followed by a temporary lease for a term, including renewal thereof, of not more than three years.

"Security" means any capital stock, share, voting trust certificate, bond, debenture, note or other evidence of Indebtedness, limited partnership interest, member interest, or any warrant, option or other right to purchase or acquire any of the foregoing.

"Senior Financial Officer" means the chief financial officer, principal accounting officer, treasurer or comptroller of the Company.

"Solvent" means, as of any date of determination, and as to any Person, that on such date: (a) the fair valuation of the assets of such Person is greater than the fair valuation of such Person's probable liability in respect of existing debts; (b) such Person does not intend to, and does not believe that it will, incur debts beyond such Person's ability to pay as such debts mature; (c) such Person is not engaged in a business or transaction, and is not about to engage in a business or transaction, which would leave such Person with assets remaining which would constitute unreasonably small capital after giving effect to the nature of the particular business or transaction (including, in the case of the Company, the transactions occurring on the Closing Date); and (d) such Person is generally paying its debts as they become due. For purposes of the foregoing (1) the "fair valuation" of any assets means the amount realizable within a reasonable time, either through collection or sale, of such assets at their regular market value, which is the amount obtainable by a capable and diligent businessman from an interested buyer willing to purchase such assets within a reasonable time under ordinary circumstances; and (2) the term "debts" includes any legal liability whether matured or unmatured, liquidated or unliquidated, absolute, fixed, or contingent.

"Subsidiary" means, as to any Person, any corporation, association or other business entity in which such Person or one or more of its Subsidiaries owns sufficient equity or voting interests to enable it or them (as a group) ordinarily, in the absence of contingencies, to elect a majority of the directors (or Persons performing similar functions) of such entity, and any partnership or joint venture if more than a 50% interest in the profits or capital thereof is owned by such Person or one or more of its Subsidiaries or such Person and one or more of its Subsidiaries (unless such partnership can and does ordinarily take major business actions without the prior approval of such Person or one or more of its Subsidiaries). Unless the context otherwise clearly requires, any reference to a "Subsidiary" is a reference to a Subsidiary of the Company.

"Substantial Portion" means, as of any date of determination, the book value of assets equal to or exceeding 15% of Total Capitalization as of the last day of the preceding fiscal year.

"Total Capitalization" means, at any time the sum of Total Indebtedness plus the difference between the total assets of the Company less total liabilities of the Company (each determined in accordance with GAAP; provided that contributions in aid of construction, Advances for Construction, customer deposits and similar items reducing rate base calculation shall be excluded.

"Total Indebtedness" means, as of any date of determination, without duplication, the sum of (a) all principal Indebtedness of the Company and its Subsidiaries for borrowed money (including subordinated indebtedness, debt Securities issued by the Company and any of its Subsidiaries, the aggregate principal Indebtedness outstanding under the Note and the Aggregate Effective Amount of all outstanding Letters of Credit in favor of the Company) on that date plus (b) the aggregate amount of the principal portion of all Capital Lease Obligations of the Company and its Subsidiaries plus (c) any Guaranty Obligations of the Company and its Subsidiaries with respect to the Indebtedness of others of the types referred to in (a) and (b) above.

"Total Indebtedness to Capitalization Ratio" means the ratio of Total Indebtedness to Total Capitalization, determined as of the last day of each quarter of the fiscal year.

"Total Indebtedness to EBIDTA Ratio" means the ratio of Total Indebtedness to EBITDA, determined on the last day of each fiscal year.

"UCC" means the Uniform Commercial Code as the same may from time to time be enacted and in effect in the State of California; provided that, in the event by reason of mandatory provisions of law, any or all of the attachment, perfection or priority of the Purchaser's Lien on any collateral is governed by the Uniform Commercial Code as enacted and in effect in a jurisdiction other than the State of California, the term "UCC" shall mean the Uniform Commercial Code as enacted and in effect in such other jurisdiction solely for purposes of the provisions hereof relating to such attachment, perfection or priority and for purposes of definitions related to such provisions.

EXHIBIT 1

[FORM OF NOTE]

GOLDEN STATE WATER COMPANY

6.70% SENIOR NOTE DUE MARCH 10, 2019

March 10, 2009

$40,000,000

FOR VALUE RECEIVED, the undersigned, GOLDEN STATE WATER COMPANY (the "Company"), a corporation organized and existing under the laws of the State of California, hereby promises to pay to COBANK, ACB (the "Purchaser"), the principal sum of FORTY MILLION DOLLARS on March 10, 2019 with interest (computed on the basis of a 365/6-day year) (a) on the unpaid balance thereof at the rate of 6.70% per annum from the date hereof, payable semiannually, on the first day of March and September in each year, commencing with September 1, 2009, until the principal hereof shall have become due and payable, and (b) to the extent permitted by law on any overdue payment (including any overdue prepayment) of principal, any overdue payment of interest and any overdue payment of any Redemption Premium (as defined in the Note Purchase Agreement referred to below), payable semiannually as aforesaid a rate per annum from time to time equal to the Default Rate (as defined in the Note Purchase Agreement).

Payments of principal of, interest on and any Redemption Premium with respect to this Note are to be made in lawful money of the United States of America at CoBank ACB, ABA No. 3070-8875-4, Account No. 00036798, Golden State Water Company or to such other account or in such other manner as CoBank shall have designated by written notice to the Company as provided in the Note Purchase Agreement referred to below.

This Note is issued pursuant to the Note Purchase Agreement, dated as of March 10, 2009 (as from time to time amended, the "Note Purchase Agreement"), between the Company and the Purchaser and is entitled to the benefits thereof.

This Note may not be assigned by Purchaser to any other Person, other than a nominee of Purchaser.

This Note is subject to optional prepayment, in whole or from time to time in part, at the times and on the terms specified in the Note Purchase Agreement, but not otherwise. If an Event of Default, as defined in the Note Purchase Agreement, occurs and is continuing, the principal of this Note may be declared or otherwise become due and payable in the manner, at the price and with the effect provided in the Note Purchase Agreement.

Except to the extent governed by applicable federal law, this Note shall be construed and enforced in accordance with, and the rights of the parties shall be governed by, the law of the State of California excluding choice-of-law principles of the law of such State that would require the application of the laws of a jurisdiction other than such State.

GOLDEN STATE WATER COMPANY

By ______________________________

Robert J. Sprowls
Its President and Chief Executive Officer

Exhibit 21

Subsidiaries of
American States Water Company

Golden State Water Company

American States Utility Services, Inc.

Fort Bliss Water Services Company

Old Dominion Utility Services, Inc.

Terrapin Utility Services, Inc.

Palmetto State Utility Services, Inc.

Old North Utility Services, Inc.

Chaparral City Water Company

California Cities Water Company, Inc.

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (File Nos. 333-155310 and 333-136682) and the Registration Statements on Form S-8 (File Nos. 333-155376, 333-132496, 333-129873 and 333-108095) of American States Water Company of our report dated March 13, 2009 relating to the consolidated financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP
Los Angeles, California
March 13, 2009

Exhibit 23.1.1

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (File No. 333-156112) of Golden State Water Company of our report dated March 13, 2009 relating to the financial statements of Golden State Water Company, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP
Los Angeles, California
March 13, 2009

Exhibit 31.1

Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for AWR

I, Robert J. Sprowls, certify that:

1) I have reviewed this annual report on Form 10-K of American States Water Company (referred to as "the Registrant") for the year ended December 31, 2008;

2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4) The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting.

5) The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of Registrant's board of directors (or persons performing the equivalent function):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal controls over financial reporting.

Dated: March 13, 2009	By:	/s/ ROBERT J. SPROWLS
		Robert J. Sprowls
		Chief Executive Officer

Exhibit 31.1.1

Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for GSWC

I, Robert J. Sprowls, certify that:

1) I have reviewed this annual report on Form 10-K of Golden State Water Company (referred to as "GSWC") for the year ended December 31, 2008;

2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the GSWC as of, and for, the periods presented in this report;

4) GSWC's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for GSWC and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to GSWC, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of GSWC's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in GSWC's internal control over financial reporting that occurred during GSWC's most recent fiscal quarter (GSWC's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, GSWC's internal control over financial reporting.

5) GSWC's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the GSWC's auditors and the audit committee of GSWC's board of directors (or persons performing the equivalent function):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the GSWC's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in GSWC's internal controls over financial reporting.

Dated: March 13, 2009

By: /s/ ROBERT J. SPROWLS
Robert J. Sprowls
Chief Executive Officer

Exhibit 31.2

Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for AWR

I, Eva G. Tang, certify that:

1) I have reviewed this annual report on Form 10-K of American States Water Company (referred to as “the Registrant”) for the year ended December 31, 2008;

2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4) The Registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the Registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the Registrant’s internal control over financial reporting that occurred during the Registrant’s most recent fiscal quarter (the Registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant’s internal control over financial reporting.

5) The Registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant’s auditors and the audit committee of Registrant’s board of directors (or persons performing the equivalent function):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant’s ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant’s internal controls over financial reporting.

Dated: March 13, 2009	By:	/s/ EVA G. TANG
		Eva G. Tang Senior Vice President-Finance, Chief Financial Officer, Treasurer and Corporate Secretary

Exhibit 31.2.1

Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for GSWC

I, Eva G. Tang, certify that:

1) I have reviewed this annual report on Form 10-K of Golden State Water Company (referred to as "GSWC") for the year ended December 31, 2008;

2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of GSWC as of, and for, the periods presented in this report;

4) GSWC's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for GSWC and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to GSWC, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of GSWC's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in GSWC's internal control over financial reporting that occurred during GSWC's most recent fiscal quarter (GSWC's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, GSWC's internal control over financial reporting.

5) GSWC's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to GSWC's auditors and the audit committee of GSWC's board of directors (or persons performing the equivalent function):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect GSWC's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in GSWC's internal controls over financial reporting.

Dated: March 13, 2009	By:	/s/ EVA G. TANG
		Eva G. Tang Senior Vice President-Finance, Chief Financial Officer and Secretary

Exhibit 32.1

Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Annual Report of American States Water Company and Golden State Water Company (the “Registrant”) on Form 10-K for the year ended December 31, 2008, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I Robert J. Sprowls, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

/s/ ROBERT J. SPROWLS

Robert J. Sprowls
Chief Executive Officer

Dated: March 13, 2009

Exhibit 32.2

Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(18 U.S.C. Section 1350)

In connection with the Annual Report of American States Water Company and Golden State Water Company (the “Registrant”) on Form 10-K for the year ended December 31, 2008, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I Eva G. Tang, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

/s/ EVA G. TANG

Eva G. Tang
Senior Vice President-Finance, Chief Financial Officer,
Treasurer and Corporate Secretary

Dated: March 13, 2009