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REGULATION  
(850) 413-6900

Public Service Commission

January 14, 2004

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Mr. Martin S. Friedman  
Attorney at Law  
Rose, Sundstrom & Bentley, LLP  
600 S. North Lake Blvd, Ste. 160  
Altamonte Springs, FL 32701

Re: Docket No. 030102-WS: Application for authority to transfer Certificate Nos. 620-W and 533-S in Highlands County from The Woodlands of Lake Placid, L.P. to L. P. Utilities Corporation.

Dear Mr. Friedman:

The supplement to the above referenced application has been received and reviewed by Commission staff. This letter addresses the deficiencies found by staff in the transfer application filed on October 20, 2003, and also notes additional clarifications needed. All items must be addressed in order to process the application.

Deficiencies - Wastewater

1. Contract for Sale and Related Items. Pursuant to Rule 25-30.037(2)(g), (h), (i), and (k), Florida Administrative Code (F.A.C.), the application is to provide a copy of the contract for sale and all auxiliary or supplemental agreements, which include purchase price and terms of payment; a list of and the dollar amount of the assets purchased and liabilities assumed or not assumed; and a description of all consideration between the parties. Please provide any supplemental or auxiliary agreements, including the list and dollar amount of assets purchased and liabilities assumed or not assumed; a statement regarding the disposition of debt of the utility; a statement giving more detail as to the financing of the purchase; and a list of all entities upon which the applicant is relying to provide funding to the buyer, and an explanation of the manner and amount of such funding, which shall include their financial statements and copies of any financial agreements with the utility.

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2. **Public Interest.** Pursuant to Rule 25-30.037(2)(j), F.A.C., the applicant is to provide a statement indicating how the transfer is in the public interest, including a summary of the buyer's experience in wastewater utility operations, a showing of the buyer's financial ability to provide service, and a statement that the buyer will fulfill the commitments, obligations and representations of the seller with regard to utility matters. Please provide separate statements relating to the water and wastewater facility purchases.
3. **Outstanding Refunds Owed.** Pursuant to Rule 25-30.037(2)(r), F.A.C., the applicant is to provide a statement regarding the disposition of any outstanding refunds owed. Please provide the required statement.

#### Deficiencies – Water

1. **Financing.** Pursuant to Rule 25-30.037(3)(e) and (g), F.A.C., the applicant is to provide a statement describing the financing of the purchase; and to provide a list of all entities, including affiliates, that have provided, or will provide, funding to the buyer, and an explanation of the manner and amount of such funding, which shall include their financial statements and copies of any financial agreements with the utility. Please explain in detail the amount of the assessments of the property owners and the uses for which the funds will be used. Please provide detailed information regarding entities relied upon for the financing .
2. **Public Interest and Buyer's Financial Ability.** Pursuant to Rule 25-30.037(3)(f), F.A.C., the applicant is to provide a statement describing how the transfer is in the public interest, and a showing of the buyer's financial ability to provide service. Please provide a more detailed statement as to why the transfer would be in the public interest. Also, please provide the balance sheet and income statement for the Property Owner Association's most recent 12 month period.

#### Other Clarification

Exhibit D of the application is an affidavit that actual notice of the application was given to the entities on the list provided by the Commission in accordance with Section 367.045(1)(a), Florida Statutes, and Rule 25-30.030, Florida Administrative Code. The Public Service Commission appears on the list to receive a copy of the mailing, however, no copy has been received. Please verify that the mailing was made to all parties on the list previously provided and re-mail a notice to the Commission. Should you find that the mailing was not made to all parties on the list, I would be glad to provide an updated list for renoticing.

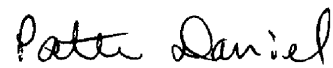
The original and four copies of the response to this letter should be filed with the Commission on or before **February 20, 2004**. When filing the response, please be sure to refer to the docket number and to direct the response to:

Mr. Martin S. Friedman  
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Division of Commission Clerk and Administrative Services  
Florida Public Service Commission  
2540 Shumard Oak Boulevard  
Tallahassee, Florida 32399-0850

Should you have any questions concerning the information in this letter, please contact Stephanie Clapp, of my staff, at 850-413-6997.

Sincerely,



Patti Daniel,  
Supervisor of Certification

PD:SAC

cc: Division of Economic Regulation (Clapp, Redemann, Kaproth)  
Office of the General Counsel (Fleming, Brown)