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December 7, 2004

Ms. Blanco Bayo  
Director of Records and Reporting  
Florida Public Service Commission  
2540 Shumard Oak Boulevard  
Tallahassee, FL 32399-0850

RECEIVED 1 PSC  
DEC - 8 AM 10:32  
COMMISSION  
CLERK

Re: Docket No. 040257-WS, In re: Application for transfer of Certificates 617-W and 531-S in Duval and St. Johns Counties from Nocatee Utility Corporation to JEA ("Application")

Dear Ms. Bayo:

Pursuant to Order Nos. PSC-04-0575-FOF-WS and PSC-04-0575A-FOF-WS, Nocatee Utility Corporation ("NUC") hereby provides a copy of the executed Closing Statement of the transfer between NUC and JEA. As set forth in the Closing Statement, the closing occurred on December 6, 2004. Please also note that NUC's Agreement for Wholesale Utilities, Operations, Management and Maintenance with JEA was accordingly terminated on December 6, 2004.

As stated in the Application, the original certificates have been misplaced. In the event that NUC locates the original certificates, NUC will forward them to the Florida Public Service Commission ("Commission"). However, according to the staff, the staff will be able to administratively cancel the certificates without having the original certificates in their possession.

In Order No. PSC-04-0575-FOF-WS, the Commission noted that the Regulatory Assessment Fee for the period January 1 through December 31, 2004, has been paid and the corresponding return was submitted on May 4, 2004. The Commission also noted in the Order that no annual report for 2004 would be filed.

Accordingly, NUC does not anticipate filing anything further with the Commission. If the Commission needs any further information or documentation or if you have any questions, please do not hesitate to call me.

Sincerely,



Scott G. Schildberg

SGS:vmm  
Enclosure  
cc: M. Lynn Pappas, Esq. (w/o enc.)  
Gayle Petrie, Esq. (w/o enc.)  
Mr. H. Jay Skelton (w/o enc.)

DOCUMENT NUMBER-DATE  
12982 DEC -8 3  
FPSC-COMMISSION CLERK

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SEC 1  
OTH \_\_\_\_\_

CLOSING STATEMENT

SELLER: NOCATEE UTILITY CORPORATION, A FLORIDA CORPORATION

BUYER: JEA, A PUBLIC BODY CORPORATE AND POLITIC OF THE STATE OF FLORIDA

PROPERTY: SELLER'S RIGHT, TITLE AND INTEREST IN WATER CERTIFICATE NO. 617-W AND WASTEWATER CERTIFICATE NO. 531-S

PURCHASE PRICE: \$2,250,000.00

CLOSING DATE: December 6, 2004

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BUYER'S STATEMENT

1.	Purchase Price	\$2,250,000.00
2.	Plus Charges to Buyer	-0-
3.	Less Credits to Buyer	-0-
	TOTAL AMOUNT DUE FROM BUYER	<u>\$2,250,000.00</u>

SELLER'S STATEMENT

1.	Purchase Price	\$2,250,000.00
2.	Plus Reimbursement to Seller	-0-
	Gross Amount Due Seller	<u>\$2,250,000.00</u>
3.	Less Seller's Closing Costs	-0-
	Total Closing Costs	<u>(\$ 0.00)</u>
	TOTAL AMOUNT DUE TO SELLER	<u>\$2,250,000.00</u>

The undersigned acknowledge and approve the foregoing statement of closing and authorize and direct Pappas Metcalf Jenks & Miller, P.A., as closing agent, to disburse such funds in accordance with this Closing Statement and attached disbursement sheet, which disbursement sheet is incorporated as a part of this closing statement.

**SELLER:**

NOCATEE UTILITY CORPORATION, a Florida corporation

By: *H.J. Skelton*  
Name: H.J. SKELTON  
Title: PRESIDENT

**BUYER:**

JEA, a public body corporate and politic of the State of Florida

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

The undersigned acknowledge and approve the foregoing statement of closing and authorize and direct Pappas Metcalf Jenks & Miller, P.A., as closing agent, to disburse such funds in accordance with this Closing Statement and attached disbursement sheet, which disbursement sheet is incorporated as a part of this closing statement.

**SELLER:**

NOCATEE UTILITY CORPORATION, a Florida corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**BUYER:**

JEA, a public body corporate and politic of the State of Florida

By: J.A. Dickenson  
Name: J.A. Dickenson  
Title: Managing Director/CEO

*Form Approved  
By: Layla Petru*