

CLASS "B"

WATER and/or SEWER UTILITIES

(Gross Revenue of \$150,000 or More but Less Than \$750,000 Each)

ANNUAL REPORT

OF

Hudson Bay Company

104-S

Certificate Number(s)



FOR THE

YEAR ENDED DECEMBER 31, 1997

**OFFICIAL COPY
DIVISION OF
WATER AND SEWER
Do Not Remove from this Office**

Cronin, Jackson, Nixon & Wilson
CERTIFIED PUBLIC ACCOUNTANTS, P.A.

JAMES L. CARLSTEDT, C.P.A.
JOHN H. CRONIN, JR., C.P.A.
ERIC M. DOAN, C.P.A.
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April 7, 1998

Officers and Directors
Hudson Bay Company

We have compiled the 1997 Annual Report of Hudson Bay Company in the accompanying prescribed form, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

Our compilation was limited to presenting, in the form prescribed by the Florida Public Service Commission, information that is the representation of the management of Hudson Bay Company. We have not audited or reviewed the report referred to above and, accordingly, do not express an opinion or any form of assurance on it.

This report is presented in accordance with the requirements of the Florida Public Service Commission, which differ from generally accepted accounting principles. Accordingly, this report is not designed for those who are not informed about such differences.

Cronin, Jackson, Nixon & Wilson

CRONIN, JACKSON, NIXON & WILSON

EXECUTIVE SUMMARY

CERTIFICATION OF ANNUAL REPORT

YEAR OF REPORT
December 31, 1997

UTILITY NAME: Hudson Bay Company

I HEREBY CERTIFY, to the best of my knowledge and belief:

- | | | |
|--------------|-----------|--|
| YES
(X) | NO
() | 1. The utility is in substantial compliance with the Uniform System of Accounts prescribed by the Florida Public Service Commission. |
| YES
(X) | NO
() | 2. The utility is in substantial compliance with all applicable rules and orders of the Florida Public Service Commission. |
| YES
(X) | NO
() | 3. There have been no communications from regulatory agencies concerning noncompliance with, or deficiencies in, financial reporting practices that could have a material effect on the financial statement of the utility. |
| YES
(X) | NO
() | 4. The annual report fairly represents the financial condition and results of operations of the respondent for the period presented and other information and statements presented in the report as to the business affairs of the respondent are true, correct and complete for the period for which it represents. |

Items Certified

1. 2. 3. 4.
(X) (X) (X) (X)



(signature of the chief executive officer of the utility)

1. 2. 3. 4.
() () () ()

N/A

(signature of the chief financial officer of the utility)

* Each of the four items must be certified YES or NO. Each item need not be certified by both officers. The items being certified by the officer should be indicated in the appropriate area to the left of the signature.

NOTICE: Section 837.06, Florida Statutes, provides that any person who knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his duty shall be guilty of a misdemeanor of the second degree.

ANNUAL REPORT OF

Hudson Bay Company

County: Pasco

(Exact Name of Utility)

List below the exact mailing address of the utility for which normal correspondence should be sent:

14334 Old Dixie Hwy.
Hudson, Florida 34667

Telephone: (813) 863-0205

Name and address of person to whom correspondence concerning this report should be addressed:

Robert C. Nixon
Cronin, Jackson, Nixon & Wilson, CPA
2560 Gulf-to-Bay Blvd., Ste. 200
Clearwater, Florida 34620

Telephone: (813) 791-4020

List below the address of where the utility's books and records are located:

14334 Old Dixie Hwy.
Hudson, Florida 34667

Telephone: (813) 863-0205

List below any groups auditing or reviewing the records and operations:

Cronin, Jackson, Nixon, and Wilson, CPA's

Date of original organization of the utility:

3 / 20 / 69

Check the appropriate business entity of the utility as filed with the Internal Revenue Service:

Individual

Partnership

Sub S Corporation

1120 Corporation

List below every corporation or person owning or holding directly or indirectly 5 percent or more of the voting securities of the utility:

	Name	Percent Ownership	
1.	Robert Bammann	44	%
2.	Charles Griffin	44	%
3.			%
4.			%
5.			%
6.			%
7.			%
8.			%
9.			%
10.			%

UTILITY NAME: Hudson Bay Company

YEAR OF REPORT
December 31, 1997

DIRECTORY OF PERSONNEL WHO CONTACT THE FLORIDA PUBLIC SERVICE COMMISSION

NAME OF COMPANY REPRESENTATIVE (1)(2)	TITLE OR POSITION	ORGANIZATIONAL UNIT TITLE (3)	USUAL PURPOSE FOR CONTACT WITH FPSC
Robert Bammann	President	Hudson Bay Company	All company matters
Charles Griffin	Vice-President	Hudson Bay Company	Engineering matters
Mathew Griffin	V.P. / Secretary Treasurer	Hudson Bay Company	Operational & customer matters
Ken Hoffman	Attorney	Rutledge, Ecenia, et. al.	Legal matters
Robert C. Nixon	CPA	Cronin, Jackson, Nixon & Wilson, CPA's, P.A.	Rate and accounting matters
Charles E. Griffin	Engineer	Charles E. Griffin Inc.	Engineering matters

- (1) Also list appropriate legal counsel, accountants and others who may not be on general payroll.
- (2) Provide individual telephone numbers if the person is not normally reached at the company.
- (3) Name of company employed by if not on general payroll.

UTILITY NAME: Hudson Bay Company

COMPANY PROFILE

Provide a brief narrative company profile which covers the following areas:

- A. Brief company history.
- B. Public services rendered.
- C. Major goals and objectives.
- D. Major operating divisions and functions.
- E. Current and projected growth patterns.
- F. Major transactions having a material effect on operations.

- (A) Hudson Bay Company, (dba Hudson Utilities, Inc.), a Florida corporation, was incorporated in 1975. The company is a class B regulated public utility providing sewer transmission lines within a designated service area in Hudson, Florida. The company was purchased in September 1987 by Robert Bamman.
- (B) Sewage collection only. Treatment is purchased from Pasco County.
- (C) To provide central sewage collection service throughout the utility's service area and a fair rate of return to the company's stockholders.
- (D) Sewer collection service only.
- (E) The Company expects to add approximately 500 new connections annually.
- (F) The Company has obtained financing to expand the collection system within the certificated area.

YEAR OF REPORT
December 31, 1997

UTILITY NAME: Hudson Bay Company

PARENT / AFFILIATE ORGANIZATION CHART
Current as of 12/31/97

Complete below an organizational chart that shows all parents and subsidiaries of the utility. The chart must also show the relationship between the utility and the affiliates listed on E-7, E-10(a) and E-10(b).

Hudson Bay Company is neither a subsidiary nor a parent of another corporation

UTILITY NAME: Hudson Bay Company

YEAR OF REPORT
December 31, 1997

COMPENSATION OF OFFICERS

For each officer, list the time spent on respondent as an officer compared to time spent on total business activities and the compensation received as an officer from the respondent.

NAME (a)	TITLE (b)	% OF TIME SPENT AS OFFICER OF UTILITY (c)	OFFICERS COMPENSATION (d)
Robert Bammann	President	55 %	\$ 27,550
Charles Griffin	Vice-President	35 %	\$ 12,720
Mathew Griffin	Vice-President Secretary/ Treasurer	100 %	\$ 32,850
			% \$
			% \$
			% \$
			% \$
			% \$
			% \$

COMPENSATION OF DIRECTORS

For each director, list the number of director meetings attended by each director and the compensation received as a director from the respondent.

NAME (a)	TITLE (b)	NUMBER OF DIRECTORS MEETINGS ATTENDED (c)	DIRECTORS COMPENSATION (d)
Robert Bammann	President	2	\$ None
Charles Griffin	Vice-President	2	\$ None
Mathew Griffin	Vice-President Secretary/ Treasurer	2	\$ None
			\$
			\$
			\$
			\$
			\$
			\$

UTILITY NAME: Hudson Bay Company

BUSINESS CONTRACTS WITH OFFICERS, DIRECTORS AND AFFILIATES

List all contracts, agreements, or other business arrangements* entered into during the calendar year (other than compensation related to position with Respondents) between the Respondent and officer and director listed on page E-6. In addition, provide the same information with respect to professional services for each firm, partnership, or organization with which the officer or director is affiliated.

NAME OF OFFICER, DIRECTOR OR AFFILIATE (a)	IDENTIFICATION OF SERVICE OR PRODUCT (b)	AMOUNT (c)	NAME AND ADDRESS OF AFFILIATED ENTITY (d)
Robert Bammann	Bldg., Rents	\$ 9,472	N/A

* Business Agreement, for this schedule, shall mean any oral or written business deal which binds the concerned parties for products or services during the reporting year or future years. Although the Respondent and/or other companies will benefit from the arrangement, the officer or director is, however, acting on his behalf or for the benefit of other companies or persons.

UTILITY NAME: Hudson Bay Company

YEAR OF REPORT
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AFFILIATION OF OFFICERS AND DIRECTORS

For each of the officials listed on page E-6, list the principle occupation or business affiliation and all affiliations or connections with any other business or financial organizations, firms, or partnerships. For purposes of this part, an official will be considered to have an affiliation with any business or financial organization, firm or partnership in which he is an officer, director, trustee, partner, or a person exercising similar functions.

NAME (a)	PRINCIPLE OCCUPATION OR BUSINESS AFFILIATION (b)	AFFILIATION OR CONNECTION (c)	NAME AND ADDRESS OF AFFILIATION OR CONNECTION (d)
Robert Bammann	Construction	Shareholder	Marelli Construction Hudson, Florida
Charles Griffin	Engineering	Shareholder	Charles E. Griffin, Inc.

UTILITY NAME: Hudson Bay Company

BUSINESSES WHICH ARE A BYPRODUCT, COPRODUCT OR JOINT PRODUCT RESULT OF PROVIDING WATER OR SEWER SERVICE

Complete the following for any business which is conducted as a byproduct, coproduct or joint product as a result of providing water and/or sewer service. This would include any business which requires the use of utility land and facilities. Examples of these types of businesses would be orange groves, nurseries, tree farms, fertilizer manufacturing, etc. This would not include any business for which the assets are properly included in Account 121 - Nonutility Property along with the associated revenues and expenses segregated out as nonutility also.

BUSINESS OR SERVICE CONDUCTED (a)	ASSETS		REVENUES		EXPENSES	
	BOOK COST OF ASSETS (b)	ACCT. NO. (c)	REVENUES GENERATED (d)	ACCT. NO. (e)	EXPENSES INCURRED (f)	ACCT. NO. (g)
None	\$		\$		\$	

UTILITY NAME: Hudson Bay Company

YEAR OF REPORT December 31, 1997
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BUSINESS TRANSACTIONS WITH RELATED PARTIES

List each contract, agreement, or other business transaction exceeding a cumulative amount of \$500 in any one year, entered into between the Respondent and a business or financial organization, firm, or partnership named on pages E-2 and E-6 identifying the parties, amounts, dates and product, asset, or service involved.

Part I. Specific Instructions: Services and Products Received or Provided

1. Enter in this part all transactions involving services and products received or provided.
2. Below are some types of transactions to include:
 - management, legal and accounting services
 - computer services
 - engineering & construction services
 - repairing and servicing of equipment
 - material and supplies furnished
 - leasing of structures, land and equipment
 - rental transactions
 - sale, purchase or transfer of various products

NAME OF COMPANY OR RELATED PARTY (a)	DESCRIPTION SERVICE AND/OR NAME OF PRODUCT (b)	CONTRACT OR AGREEMENT EFFECTIVE DATES (c)	ANNUAL CHARGES	
			(P)urchased or (S)old (d)	AMOUNT (e)

BUSINESS TRANSACTIONS WITH RELATED PARTIES (Cont'd)

Part II. Specific Instructions: Sale, Purchase and Transfer of Assets

1. Enter in this part all transactions relating to the purchase, sale or transfer of assets.

2. Below are examples of some types of transactions to include:

- purchase, sale or transfer of equipment.
- purchase, sale or transfer of land and structures.
- purchase, sale or transfer of securities.
- noncash transfers of assets.
- noncash dividends other than stock dividends.
- writeoff of bad debts or loans.

3. The columnar instructions follow:

- (a) Enter name of related party or company.
- (b) Describe briefly the type of assets purchased, sold or transferred.
- (c) Enter the total received or paid. Indicate purchase with "P" and sale with "S".
- (d) Enter the net book value for each item reported.
- (e) Enter the net profit or loss for each item (column (c) - column (d)).
- (f) Enter the fair market value for each item reported. In space below or in a supplemental schedule, describe the basis used to calculate fair market value.

NAME OF COMPANY OR RELATED PARTY (a)	DESCRIPTION OF ITEMS (b)	SALE OR PURCHASE PRICE (c)	NET BOOK VALUE (d)	GAIN OR LOSS (e)	FAIR MARKET VALUE (f)
Robert Bamman / Marelli Construction	Construction of collection system at cost	\$ 1,290,412	0	0	1,290,412

UTILITY NAME: Hudson Bay Company

**COMPOSITE STATISTICS FOR ALL
PRIVATELY OWNED WATER AND SEWER UTILITIES UNDER AGENCY JURISDICTION**

DESCRIPTION (a)	WATER (b)	SEWER (c)
PLANT (Intrastate Only)(000's Omitted):		
Plant in Service _____	\$ N/A	\$ 4,808
Construction Work In Progress _____		133
Plant Acquisition Adjustment (Net) _____		25
Plant Held For Future Use _____		
Materials and Supplies _____		
Less:		
Accumulated Depreciation and Accumulated Amortization _____		717
Contributions In Aid Of Construction (Net) _____		1,292
Net Book Cost _____	\$	\$ 2,957
REVENUES AND EXPENSES (Intrastate Only)(000's Omitted):		
Operating Revenues _____	\$	\$ 794
Depreciation and Amortization Expense _____	\$	\$ 81
Income Tax Expense _____		107
Taxes Other Than Income _____		535
Other Operating Expenses _____		
Total Operating Expenses _____	\$	\$ 723
Net Operating Income _____	\$	\$ 71
Other Income _____	\$	\$ (25)
Other Income Deductions _____		174
Net Income _____	\$	\$ (128)
CUSTOMERS (Intrastate Only):		
Residential - Yearly Average _____		1,265
Commercial - Yearly Average _____		73
Industrial - Yearly Average _____		
Others - Yearly Average _____		
Total _____		1,338
OTHER STATISTICS (Intrastate Only):		
Average Annual Residential Use Per 1,000 Gallons (1) _____		56.61
Average Annual Residential Cost Per 1,000 Gallons (1) _____	\$	\$ 9.55
Average Residential Monthly Bill _____	\$	\$ 28.59
Gross Plant Investment Per Customer _____	\$	\$ 3,593

Note (1): Averages for all customers, information not available for residential only customers.

FINANCIAL

SECTION

UTILITY NAME: Hudson Bay Company

YEAR OF REPORT
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COMPARATIVE BALANCE SHEET - ASSETS AND OTHER DEBITS

ACCT. NO. (a)	ACCOUNT NAME (b)	REF. PAGE (c)	CURRENT YEAR (d)	PREVIOUS YEAR (e)
UTILITY PLANT				
101-105	Utility Plant	F-5	\$ 4,941,212	\$ 3,458,409
108-110	Less: Accumulated Depreciation and Amortization	F-6	(717,428)	(584,613)
	Net Plant		4,223,784	2,873,796
114-115	Utility Plant Acquisition	F-5	24,728	26,000
	Adjustments (Net)			
	Other Plant Adjustments (specify)			
	Total Net Utility Plant		4,248,512	2,899,796
OTHER PROPERTY AND INVESTMENTS				
121	Nonutility Property	F-7	256	256
122	Less: Accumulated Depreciation and Amortization			
	Net Nonutility Property		256	256
123	Investment in Associated Companies	F-8		
124	Utility Investments	F-8		
125	Other Investments	F-8		
127	Special Funds	F-8	16,057	
	Total Other Property and Investments		16,313	256
CURRENT AND ACCRUED ASSETS				
131	Cash		4,817	15,105
132	Special Deposits	F-7	19,440	87,261
134	Working Funds			
135	Temporary Cash Investments			
141-144	Accounts and Notes Receivable, Less Accumulated Provision for Uncollectable Accounts	F-9	161,452	158,118
145	Accounts Receivable from Associated Companies	F-10	22,300	9,700
146	Notes Receivable from Associated Companies	F-10		
151	Materials and Supplies			
162	Prepayments	F-11	2,692	50,026
171	Accrued Interest and Dividends Receivable			9,651
174	Misc. Current and Accrued Assets			
	Total Current and Accrued Assets		210,701	329,861

UTILITY NAME: Hudson Bay Company

YEAR OF REPORT
December 31, 1997

COMPARATIVE BALANCE SHEET - ASSETS AND OTHER DEBITS

ACCT. NO. (a)	ACCOUNT NAME (b)	REF. PAGE (c)	CURRENT YEAR (d)	PREVIOUS YEAR (e)
	DEFERRED DEBITS			
181	Unamortized Debt Discount & Expense_____	F-12	194,301	
182	Extraordinary Property Losses_____	F-12		
186	Misc. Deferred Debits_____	F-11		
190	Accumulated Deferred Income Taxes_____		607,455	480,428
	Total Deferred Debits_____		801,756	480,428
	TOTAL ASSETS AND OTHER DEBITS_____		\$ 5,277,282	\$ 3,710,341

NOTES TO THE BALANCE SHEET

The space below is provided for important notes regarding the balance sheet.

UTILITY NAME: Hudson Bay Company

COMPARATIVE BALANCE SHEET - EQUITY CAPITAL AND LIABILITIES

ACCT. NO. (a)	ACCOUNT NAME (b)	REF. PAGE (c)	CURRENT YEAR (d)	PREVIOUS YEAR (e)
EQUITY CAPITAL				
201	Common Stock Issued _____	F-14	181	\$ 100
204	Preferred Stock Issued _____	F-14		
211	Other Paid-in Capital _____		604,029	591,749
212	Discount on Capital Stock _____			
213	Capital Stock Expense _____			
214-215	Retained Earnings (Deficit) _____	F-15	(707,291)	(579,753)
216	Reacquired Capital Stock _____		(2,400)	
218	Proprietary Capital (Proprietorship and Partnership Only) _____			
	Total Equity Capital (Deficit) _____		(105,481)	12,096
LONG TERM DEBT				
221	Bonds _____	F-16		
223	Advances from Associated Companies _____	F-16		
224	Other Long Term Debt _____	F-14		
	Total Long Term Debt _____			
CURRENT AND ACCRUED LIABILITIES				
231	Accounts Payable _____		88,991	139,514
232	Notes Payable _____	F-13	3,178,757	1,726,306
233	Accounts Payable to Associated Co. _____	F-13	220,075	
234	Notes Payable to Associated Co. _____	F-13		5,149
235	Customer Deposits _____			
236	Accrued Taxes _____	F-17	35,724	91,957
237	Accrued Interest _____	F-18	28,313	15,472
238	Accrued Dividends _____			
239	Matured Long Term Debt _____			
240	Matured Interest _____			
241	Miscellaneous Current and Accrued Liabilities _____	F-19		
	Total Current and Accrued Liabilities _____		3,551,860	1,978,398

UTILITY NAME: Hudson Bay Company

COMPARATIVE BALANCE SHEET - EQUITY CAPITAL AND LIABILITIES

ACCT. NO. (a)	ACCOUNT NAME (b)	REF. PAGE (c)	CURRENT YEAR (d)	PREVIOUS YEAR (e)
	DEFERRED CREDITS			
251	Unamortized Premium on Debt _____	F-12		\$ _____
252	Advances for Construction _____	F-19	57,668	57,668
253	Other Deferred Credits (Contributed Taxes) _____		309,509	361,278
255	Accumulated Deferred Investment Tax Credits _____			
	Total Deferred Credits _____		367,177	418,946
	OPERATING RESERVES			
261	Property Insurance Reserve _____			
262	Injuries and Damages Reserve _____			
263	Pensions and Benefits Reserve _____			
265	Miscellaneous Operating Reserves _____			
	Total Operating Reserves _____			
	CONTRIBUTIONS IN AID OF CONSTRUCTION			
271	Contributions in Aid of Construction _____	F-20	1,638,934	1,470,257
272	Accumulated Amortization of Contributions in Aid of Construction _____	F-21	(346,969)	(294,734)
	Total Net C.I.A.C. _____		1,291,965	1,175,523
	ACCUMULATED DEFERRED INCOME TAXES			
281	Accumulated Deferred Income Taxes - Accelerated Depreciation _____		171,761	125,378
282	Accumulated Deferred Income Taxes - Liberalized Depreciation _____			
283	Accumulated Deferred Income Taxes - Other _____			
	Total Accum. Deferred Income Taxes _____		171,761	125,378
	TOTAL EQUITY CAPITAL AND LIABILITIES _____		\$ 5,277,282	\$ 3,710,341

UTILITY NAME: Hudson Bay Company

COMPARATIVE OPERATING INCOME

ACCT. NO. (a)	ACCOUNT NAME (b)	PREVIOUS YEAR (c)	REF. PAGE (d)	CURRENT YEAR (e)
	UTILITY OPERATING INCOME			
400	Operating Revenues _____	\$ 714,244	F-3(b)	\$ 793,845
401	Operating Expenses _____	446,787	F-3(b)	534,931
403	Depreciation Expense _____	63,663	F-6/F-21	80,580
406	Amortization of Utility Plant Acquisition Adjustment _____			
407	Amortization Expense _____			
408.1	Taxes Other Than Income _____	101,875	F-17	107,486
409.1	Income Taxes _____		F-17	
410.10	Deferred Federal Income Taxes _____			
411.10	Provision for Deferred Income Taxes - Credit _____			
412.10	Investment Tax Credits Deferred to Future Periods _____			
412.11	Investment Tax Credits Restored to Operating Income _____			
	Utility Operating Expenses _____	612,325		722,997
	Utility Operating Income _____	101,919		70,848
413	Income From Utility Plant Leased To Others _____			
414	Gains (Losses) From Disposition of Utility Property _____			
	Total Utility Operating Income [Enter here and on Page F-3(c)] _____	101,919		70,848

COMPARATIVE OPERATING INCOME

REF. PAGE (f)	WATER (g)	REF. PAGE (h)	SEWER (c)	OTHER (e)
W-3	\$ N/A	S-3	\$ 793,845	\$ N/A
W-2 F-6/F-21		S-2 F-6/F-21	534,931 80,580	
F-6 F-17 F-17		F-6 F-17 F-17	107,486	
			722,997	
	N/A		70,848	
	\$ N/A		\$ 70,848	\$ N/A

UTILITY NAME: Hudson Bay Company

COMPARATIVE OPERATING INCOME (Cont'd)

ACCT. NO. (a)	ACCOUNT NAME (b)	PREVIOUS YEAR (c)	REF. PAGE (d)	CURRENT YEAR (e)
	Total Utility Operating Income [From Page F-3(a)]	101,919		70,848
	OTHER INCOME AND DEDUCTIONS			
415	Revenues From Merchandising, Jobbing and Contract Deductions			
416	Costs and Expenses of Merchandising, Jobbing and Contract Work			
419	Interest and Dividend Income	2,405		2,977
420	Allowance for Funds Used During Construction			
421	Nonutility Income			376
426	Miscellaneous Nonutility Expenses	(4,421)		(27,925)
	Total Other Income and Deductions	(2,016)		(24,572)
	TAXES APPLICABLE TO OTHER INCOME			
408.20	Taxes Other Than Income		F-17	
409.20	Income Taxes		F-17	
410.20	Provision for Deferred Income Taxes			
411.20	Provision for Deferred Income Taxes - Credit	(29,347)		(88,062)
412.20	Investment Tax Credits - Net			
412.30	Investment Tax Credits Restored to Operating Income			
	Total Taxes Applicable to Other Income	(29,347)		(88,062)
	INTEREST EXPENSE			
427	Interest Expense	178,069	F-18	231,988
428	Amortization of Debt Discount & Expense		F-12	29,888
429	Amortization of Premium on Debt		F-12	
	Total Interest Expense	178,069		261,876
	EXTRAORDINARY ITEMS			
433	Extraordinary Income			
434	Extraordinary Deductions			
409.30	Income Taxes, Extraordinary Items			
	Total Extraordinary Items			
	NET INCOME	\$ (48,819)		\$ (127,538)

UTILITY NAME: Hudson Bay Company

YEAR OF REPORT
December 31, 1997

SCHEDULE OF YEAR END RATE BASE

ACCT. NO. (a)	ACCOUNT NAME (b)	REF. PAGE (c)	WATER UTILITY (d)	SEWER UTILITY (e)
101	Utility Plant In Service _____	F-5	\$ N/A	\$ 4,808,417
	Less:			
	Nonused and Useful Plant (1) _____			
108.1	Accumulated Depreciation _____	F-6		717,428
110.1	Accumulated Amortization _____	F-6		
271	Contributions in Aid of Construction _____	F-20		1,638,934
252	Advances for Construction _____	F-19		
	Subtotal _____			2,452,055
	Additions:			
272	Accumulated Amortization of Contributions in Aid of Construction _____	F-21		346,969
	Subtotal _____			2,799,024
	Plus or Minus:			
114	Acquisition Adjustments (2) _____	F-5		
115	Accumulated Amortization of Acquisition Adjustments (2) _____	F-5		
	Working Capital Allowance (3) _____			66,866
	Other (Specify): _____			
	CIAC Tax - invested portion _____			138,840

	RATE BASE _____		\$ _____	\$ 3,004,730
	UTILITY OPERATING INCOME _____		\$ _____	\$ 70,848
	ACHIEVED RATE OF RETURN _____		_____ %	2.36 %

NOTES:

- (1) Estimated if not known.
- (2) Include only those Acquisition Adjustments that have been approved by the Commission.
- (3) Calculated using the 1/8th of O & M method.

UTILITY NAME: Hudson Bay Company

UTILITY PLANT (ACCTS. 101 - 106)

ACCT. NO. (a)	DESCRIPTION (b)	WATER (c)	SEWER (d)	OTHER THAN REPORTING SYSTEMS (e)	TOTAL (f)
	Plant Accounts				
101	Utility Plant In Service	\$ N/A	\$ 4,808,417	\$ N/A	\$ 4,808,417
102	Utility Plant Leased to Others				
103	Property Held for Future Use				
104	Utility Plant Purchased or Sold				
105	Construction Work in Progress		132,795		132,795
	Total Utility Plant	\$ N/A	\$ 4,941,212	\$ N/A	\$ 4,941,212

UTILITY PLANT ACQUISITION ADJUSTMENTS (ACCTS. 114 - 115)

Report each acquisition adjustment and related accumulated amortization separately. For any acquisition adjustment approved by the Commission, include the Order Number.

DESCRIPTION (a)	WATER (b)	SEWER (c)	OTHER THAN REPORTING SYSTEMS (d)	TOTAL (e)
ACQUISITION ADJUSTMENTS (114):				
	\$ N/A	\$ 50,730	\$ N/A	\$ 50,730
Total Plant Aquisition Adj.		50,730		50,730
ACCUMULATED AMORTIZATION (115):				
		(26,002)		(26,002)
Total Accumulated Amortization		(26,002)		(26,002)
Net Acquisition Adjustments	\$ N/A	\$ 24,728	\$ N/A	\$ 24,728

UTILITY NAME: Hudson Bay Company

ACCUMULATED DEPRECIATION (ACCT. 108)

DESCRIPTION (a)	WATER (b)	SEWER (c)	OTHER THAN REPORTING SYSTEMS (d)	TOTAL (e)
Balance first of year -----	\$ N/A	\$ 584,613	\$ N/A	\$ 584,613
Credits during year:				
Accruals charged:				
to Account 108 -----		132,815		132,815
Accruals charged other accounts (specify) -----				
Salvage -----				
Other Credits (specify) -----				
Total credits -----		132,815		132,815
Debits during year:				
Book cost of plant retired -----				
Cost of removal -----				
Other debits (specify) -----				
Total debits -----				
Balance end of year -----	\$ N/A	\$ 717,428	\$ N/A	\$ 717,428

ACCUMULATED AMORTIZATION (ACCT. 110)

DESCRIPTION (a)	WATER (b)	SEWER (c)	OTHER THAN REPORTING SYSTEMS (d)	TOTAL (e)
Balance first of year -----	\$ N/A	\$	\$	\$
Credits during year:				
Accruals charged:				
to Account 110 -----				
Accruals charged other accounts (specify) -----				
Total credits -----				
Debits during year:				
Book cost of plant retired -----				
Other debits (specify) -----				
Total debits -----				
Balance end of year -----	\$	\$	\$	\$

UTILITY NAME: Hudson Bay Company

YEAR OF REPORT December 31, 1997
--

NONUTILITY PROPERTY (ACCT 121)

Report separately each item of property with a book cost of \$25,000 or more included in Account 121. Other items may be grouped by classes of property.				
DESCRIPTION (a)	BEGINNING YEAR BALANCE (b)	ADDITIONS (c)	REDUCTIONS (d)	ENDING YEAR BALANCE (e)
Office Equipment - Misc.	\$ 256	\$ _____	\$ _____	\$ 256
Total Nonutility Property _____	\$ 256	\$ _____	\$ _____	\$ 256

SPECIAL DEPOSITS (ACCTS. 132 - 133)

Report hereunder all special deposits carried in Accounts 132 and 133.	
DESCRIPTION OF SPECIAL DEPOSITS (a)	YEAR END BOOK COST (b)
SPECIAL DEPOSITS (ACCT. 132):	
CIAC Gross-Up Escrow	\$ 19,440
Total Special Deposits _____	\$ 19,440

UTILITY NAME: Hudson Bay Company

YEAR OF REPORT
December 31, 1997

INVESTMENTS AND SPECIAL FUNDS (ACCTS. 123 - 127)

Report hereunder all investments and special funds carried in Accounts 123 thru 127.		
DESCRIPTION OF SECURITY OR SPECIAL FUND (a)	FACE OR PAR VALUE (b)	YEAR END BOOK COST (c)
INVESTMENT IN ASSOCIATED COMPANIES (ACCT. 123): N/A <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>	\$	\$
Total Investment In Associated Companies _____		\$ _____
UTILITY INVESTMENTS (ACCT. 124): N/A <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>	\$	\$
Total Utility Investments _____		\$ _____
OTHER INVESTMENTS (ACCT. 125): N/A <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>	\$	\$
Total Other Investments _____		\$ _____
SPECIAL FUNDS (ACCTS. 126 & 127)		
Repairs & Replacement		\$ 4,511
Annual Holding Account		11,042
Escrow - Prepayment account (Property taxes)		504
<hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>		
Total Special Funds _____		\$ 16,057

UTILITY NAME: Hudson Bay Company

ACCOUNTS AND NOTES RECEIVABLE - NET (ACCTS. 141 - 144)

Report hereunder all accounts and notes receivable included in Accounts 141, 142 and 144. Amounts included in Accounts 142 and 144 should be listed individually.

DESCRIPTION (a)	TOTAL (b)
ACCOUNTS RECEIVABLE:	
Customer Accounts Receivable (Acct. 141):	
Water _____ \$	
Sewer _____	84,430
Other _____	
Total Customer Accounts Receivable _____	84,430
OTHER ACCOUNTS RECEIVABLE (Acct. 142):	
_____ \$	

Total Other Accounts Receivable _____	
NOTES RECEIVABLE (Acct. 144):	
Notes receivable from customers for CIAC _____	\$ 82,022

Total Notes Receivable _____	82,022
Total Accounts and Notes Receivable _____	166,452
ACCUMULATED PROVISION FOR UNCOLLECTABLE ACCOUNTS (Acct. 143):	
Balance First of Year _____	\$ 5,000
Add: Provision for uncollectables for current year _____	
Collections of accounts previously written off _____	
Utility accounts _____	
Others _____	
Total Additions _____	
Deduct accounts written off during year:	
Utility accounts _____	
Others _____	
Total accounts written off _____	
Balance end of year _____	5,000
Total Accounts and Notes Receivable - Net _____	\$ 161,452

YEAR OF REPORT
December 31, 1997

UTILITY NAME: Hudson Bay Company

ACCOUNTS RECEIVABLE FROM ASSOCIATED COMPANIES (ACCT. 145)

Report each account receivable from associated companies separately.

DESCRIPTION (a)	TOTAL (b)
Receivable from shareholder - B. Bamman	\$ 22,300
Total _____	\$ 22,300

NOTES RECEIVABLE FROM ASSOCIATED COMPANIES (ACCT. 146)

Report each note receivable from associated companies separately.

DESCRIPTION (a)	INTEREST RATE (b)	TOTAL (c)
N/A		\$
Total _____		\$

UTILITY NAME: Hudson Bay Company

YEAR OF REPORT December 31, 1997
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PREPAYMENTS (ACCT. 162)

DESCRIPTION (a)	TOTAL (b)
Prepaid Insurance _____	\$ _____
Prepaid Rents _____	_____
Prepaid Interest _____	_____
Prepaid Taxes _____	2,692
Other Prepayments (Specify): _____	_____
_____	_____
Total Prepayments _____	\$ <u>2,692</u>

MISCELLANEOUS DEFERRED DEBITS (ACCT. 186):

DESCRIPTION (a)	TOTAL (b)
MISCELLANEOUS DEFERRED DEBITS (Acct. 186):	
Deferred Rate Case Expense (Acct. 186.1) _____	\$ _____
Other Deferred Debits (Acct 186.2) _____	_____
_____	_____
Total Miscellaneous Deferred Debits _____	\$ <u>NONE</u>

UTILITY NAME: Hudson Bay Company

YEAR OF REPORT
December 31, 1997

UNAMORTIZED DEBT DISCOUNT AND EXPENSE AND PREMIUM ON DEBT (ACCTS. 181 AND 251)

Report the net discount and expense or premium separately for each security issue.		
DESCRIPTION (a)	AMOUNT WRITTEN OFF DURING YEAR (b)	YEAR END BALANCE (c)
UNAMORTIZED DEBT DISCOUNT AND EXPENSE (Acct. 181):		
Notes Payable - WRH Mortgage, Republic Bank & Utited Bank	\$ 29,888	\$ 194,301
_____	_____	_____
_____	_____	_____
_____	_____	_____
Total Unamortized Debt Discount and Expense -----	\$ 29,888	\$ 194,301
UNAMORTIZED PREMIUM ON DEBT (Acct. 251):		
N/A	\$ _____	\$ _____
_____	_____	_____
_____	_____	_____
_____	_____	_____
Total Unamortized Premium on Debt -----	\$ _____	\$ _____

EXTRAORDINARY PROPERTY LOSSES (ACCT. 182)

Report each item separately.	
DESCRIPTION (a)	TOTAL (b)
EXTRAORDINARY PROPERTY LOSSES (Acct. 182):	
N/A	\$ _____
_____	_____
_____	_____
_____	_____
Total Extraordinary Property Losses -----	\$ _____

YEAR OF REPORT
December 31, 1997

UTILITY NAME: Hudson Bay Company

NOTES PAYABLE (ACCTS. 232 AND 234)

DESCRIPTION (a)	NOMINAL DATE OF ISSUE (b)	DATE OF MATURITY (c)	INTEREST		PRINCIPAL AMOUNT PER BALANCE SHEET (f)
			RATE (d)	FREQUENCY OF PAYMENT (e)	
ACCOUNT 232 - NOTES PAYABLE:					
WRH MORTGAGE, INC.	05/07/97	04/30/02	13.50 %	Monthly	\$ 600,000
REPUBLIC/UNITED BANKS	05/07/97	04/30/02	10.75 %	Monthly	2,523,645
SOUTH TRUST BANK	07/07/97	0.23333	6.25 %	Monthly	13,567
C. McMeans	10/23/96	Demand	8.00 %	Monthly	36,500
Ford Motor Credit	10/29/95	9/29/99	3.90	Monthly	5,045
Total Account 232 -----					\$ 3,178,757
ACCOUNT 234 - NOTES PAYABLE TO ASSOCIATED COMPANIES:					
N/A			%		\$
			%		
			%		
			%		
			%		
Total Account 234 -----					\$ NONE

ACCOUNTS PAYABLE TO ASSOCIATED COMPANIES (ACCT. 233)

Report each account payable separately.	
DESCRIPTION (a)	TOTAL (b)
Payable to Marelli Constr. - Completed construction phase	\$ 165,557
Griffin Engineering - Utility engineering services	54,518
Total -----	\$ 220,075

UTILITY NAME: Hudson Bay Company

YEAR OF REPORT December 31, 1997
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CAPITAL STOCK (ACCTS. 201 and 204)

DESCRIPTION (a)	COMMON STOCK (b)	PREFERRED STOCK (c)
Par or stated value per share -----	\$ 1.00	\$ N/A
Shares authorized -----	200	
Shares issued and outstanding -----	181	
Total par value of stock issued -----	\$ 181	
Dividends declared per share for year -----	\$ None	

LONG TERM DEBT (ACCT. 224)

DESCRIPTION OF OBLIGATION (INCLUDING NOMINAL DATE OF ISSUE AND DATE OF MATURITY) (a)	INTEREST		PRINCIPAL AMOUNT PER BALANCE SHEET (f)
	RATE (d)	FREQUENCY OF PAYMENT (e)	
N/A	%		\$
-----	%		
-----	%		
-----	%		
-----	%		
-----	%		
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-----	%		
-----	%		
-----	%		
-----	%		
-----	%		
Total -----			\$

UTILITY NAME: Hudson Bay Company

YEAR OF REPORT
December 31, 1997

STATEMENT OF RETAINED EARNINGS

1. Dividends should be shown for each class and series of capital stock.
Show amounts of dividends per share.
2. Show separately the state and federal income tax effect of items shown in
Account No. 439.

ACCT. NO. (a)	DESCRIPTION (b)	AMOUNTS (c)
215	Unappropriated Retained Earnings:	
	Balance beginning of year (Deficit) _____	\$ (579,753)
	Changes to account:	
439	Adjustments to Retained Earnings (requires	
	Commission approval prior to use):	
	Credits: _____	

	Total Credits _____	
	Debits: _____	

	Total Debits _____	
435	Balance transferred from Income (Loss) _____	(127,538)
436	Appropriations of Retained Earnings:	

	Total appropriations of Retained Earnings _____	
	Dividends declared:	
437	Preferred stock dividends declared _____	

438	Common stock dividends declared _____	

	Total Dividends Declared _____	
	Balance end of year (Deficit) _____	(707,291)
214	Appropriated Retained Earnings (state balance and purpose of	
	each appropriated amount at year end):	

	Total Appropriated Retained Earnings _____	
	Total Retained Earnings (Deficit) _____	\$ (707,291)

Notes to Statement of Retained Earnings:

UTILITY NAME: Hudson Bay Company

YEAR OF REPORT December 31, 1997

BONDS (ACCT. 221)

DESCRIPTION OF OBLIGATION (INCLUDING NOMINAL DATE OF ISSUE AND DATE OF MATURITY) (a)	INTEREST		PRINCIPAL AMOUNT PER BALANCE SHEET (d)
	RATE (b)	FREQUENCY OF PAYMENT (c)	
N/A	%		\$
	%		\$
	%		\$
	%		\$
	%		\$
	%		\$
	%		\$
	%		\$
	%		\$
	%		\$
	%		\$
	%		\$
	%		\$
	%		\$
Total			\$

ADVANCES FROM ASSOCIATED COMPANIES (ACCT. 223)

Report each account payable separately.

DESCRIPTION (a)	TOTAL (b)
N/A	\$
	\$
	\$
	\$
	\$
	\$
	\$
	\$
	\$
	\$
Total	\$

UTILITY NAME: Hudson Bay Company

YEAR OF REPORT
December 31, 1997

ACCRUED TAXES (ACCT. 236)

ACCT. NO. (a)	DESCRIPTION (b)	WATER (c)	SEWER (d)	OTHER (e)	TOTAL (f)
	Balance First of Year _____	\$ N/A	\$ 91,957	\$ N/A	\$ 91,957
	Accruals Charged:				
408.10	Utility Regulatory Assessment Fees _____		35,723		35,723
408.11	Property Taxes _____		57,770		57,770
408.12	Payroll Taxes _____		12,316		12,316
408.13	Other Taxes & Licenses _____		1,677		1,677
409.10	Federal Income Taxes _____				
409.11	State Income Taxes _____				
	Taxes Applicable to Other Income (Accts. 408.2, 409.2, 409.3, 410.2) _____				
	Total Taxes Accrued _____		107,486		107,486
	Taxes Paid During Year:				
408.10	Utility Regulatory Assessment Fees _____		32,141		32,141
408.11	Property Taxes _____		117,585		117,585
408.12	Payroll Taxes _____		12,316		12,316
408.13	Other Taxes & Licenses _____		1,677		1,677
409.10	Federal Income Taxes _____				
409.11	State Income Taxes _____				
	Taxes Applicable to Other Income (Accts. 408.2, 409.2, 409.3, 410.2) _____				
	Total Taxes Paid _____		163,719		163,719
	Balance End of Year _____	\$ N/A	\$ 35,724	\$ N/A	\$ 35,724

UTILITY NAME: Hudson Bay Company

YEAR OF REPORT
December 31, 1997

ACCRUED INTEREST (ACCT. 237)

DESCRIPTION OF DEBT (a)	BALANCE BEGINNING OF YEAR (b)	INTEREST ACCRUED DURING YEAR		INTEREST PAID DURING YEAR (e)	BALANCE END OF YEAR (f)
		ACCT. DEBIT (c)	AMOUNT (d)		
ACCOUNT NO. 237.1 - ACCRUED INTEREST ON LONG TERM DEBT:					
WRH Mortgage, Inc.	\$ 15,434	427	\$ 118,796	\$ 127,255	\$ 6,975
Republic/United Banks		427	107,571	86,233	21,332
Suntrust Bank		427	755	755	0
Ford Motor Credit		427	280	280	0
J. Bammann	38	427	128	166	0
Total Account No. 237.1	15,472		227,530	214,689	28,313
ACCOUNT NO. 237.2 - ACCRUED INTEREST ON OTHER LIABILITIES:					
Misc. - other		427	4,458	4,458	
Total Account 237.2			4,458	4,458	
Total Account 237	\$ 15,472		\$ 231,988	\$ 219,147	\$ 28,313

**REGULATORY COMMISSION EXPENSE - AMORTIZATION
OF RATE CASE EXPENSE (ACCTS. 666 and 766)**

DESCRIPTION OF CASE (DOCKET NO.) (a)	EXPENSE INCURRED DURING YEAR (b)	AMOUNT TRANSFERRED TO ACCT. NO. 186.1 (c)	CHARGED OFF DURING YEAR	
			ACCT. (d)	AMOUNT (e)
N/A	\$	\$		\$
Total	\$	\$		\$

UTILITY NAME: Hudson Bay Company

YEAR OF REPORT
December 31, 1997

MISCELLANEOUS CURRENT AND ACCRUED LIABILITIES (ACCT. 241)

DESCRIPTION (a)	BALANCE END OF YEAR (b)
N/A	\$ _____

Total Miscellaneous Current and Accrued Liabilities _____	\$ _____

ADVANCES FOR CONSTRUCTION (ACCT. 252)

NAME OF PAYOR (a)	BALANCE BEGINNING OF YEAR (b)	DEBITS ACCT.		CREDITS (e)	BALANCE END OF YEAR (f)
		DEBIT (c)	AMOUNT (d)		
Pasco County	\$ 57,668	_____	\$ _____	\$ _____	\$ 57,668
	_____	_____	_____	_____	_____
	_____	_____	_____	_____	_____
	_____	_____	_____	_____	_____
	_____	_____	_____	_____	_____
	_____	_____	_____	_____	_____
	_____	_____	_____	_____	_____
	_____	_____	_____	_____	_____
	_____	_____	_____	_____	_____
	_____	_____	_____	_____	_____
	_____	_____	_____	_____	_____
	_____	_____	_____	_____	_____
	_____	_____	_____	_____	_____
Total _____	\$ 57,668	_____	\$ _____	\$ _____	\$ 57,668

UTILITY NAME: Hudson Bay Company

YEAR OF REPORT
December 31, 1997

CONTRIBUTIONS IN AID OF CONSTRUCTION (ACCT. 271)

DESCRIPTION (a)	WATER (b)	SEWER (c)	W & S OTHER THAN SYSTEM REPORTING (d)	TOTAL (e)
Balance first of year _____	\$ N/A	\$ 1,470,257	\$ N/A	\$ 1,470,257
Add credits during year:				
Contributions received from Capacity, Main Extension and Customer Connection Charges (Schedule "A") _____		168,677		168,677
Contributions received from Developer or Contractor Agreements in cash or property (Schedule "B") _____				
Total Credits _____		168,677		168,677
Less debits charged during the year (All debits charged during year must be explained below) _____				
Total Contributions In Aid of Construction _____	\$ N/A	\$ 1,638,934	\$ N/A	\$ 1,638,934

Explain all debits charged to Account 271 below:

UTILITY NAME: Hudson Bay Company

YEAR OF REPORT December 31, 1997
--

SCHEDULE "A"
ADDITIONS TO CONTRIBUTIONS IN AID OF CONSTRUCTION RECEIVED FROM CAPACITY, MAIN EXTENSION AND CUSTOMER CONNECTION CHARGES RECEIVED DURING THE YEAR

DESCRIPTION OF CHARGE (a)	NUMBER OF CONNECTIONS (b)	CHARGE PER CONNECTION (c)	WATER (d)	SEWER (e)
Capacity Charges:	168	\$ 1,000.00	\$	\$ 168,000
Unrefundable CIAC gross-up				677
Total Credits -----			\$	\$ 168,677

ACCUMULATED AMORTIZATION OF CONTRIBUTIONS IN AID OF CONSTRUCTION (ACCT. 272)

DESCRIPTION (a)	WATER (b)	SEWER (c)	W & S OTHER THAN SYSTEM REPORTING (d)	TOTAL (e)
Balance first of year -----	\$ N/A	\$ 294,734	\$ N/A	\$ 294,734
Debits during year:				
Accruals charged to Account 272 -----		52,235		52,235
Other debits (specify):				
Total debits -----		52,235		52,235
Credits during year (specify):				
Total Credits -----				
Balance end of year -----	\$ N/A	\$ 346,969	\$ N/A	\$ 346,969

YEAR OF REPORT December 31, 1997

UTILITY NAME: Hudson Bay Company

SCHEDULE "B"
ADDITIONS TO CONTRIBUTIONS IN AID OF CONSTRUCTION RECEIVED FROM ALL DEVELOPERS OR
CONTRACTORS AGREEMENTS FROM WHICH CASH OR PROPERTY WAS RECEIVED DURING THE YEAR

DESCRIPTION (a)	INDICATE "CASH" OR "PROPERTY" (b)	WATER (c)	SEWER (d)
N/A		\$	\$
Total Credits		\$	\$

UTILITY NAME: Hudson Bay Company

YEAR OF REPORT
December 31, 1997

**RECONCILIATION OF REPORTED NET INCOME WITH TAXABLE INCOME FOR FEDERAL INCOME TAXES
(UTILITY OPERATIONS)**

1. The reconciliation should include the same detail as furnished on schedule M-1 of the federal income tax return for the year. The reconciliation shall be submitted even though there is no taxable income for the year. Descriptions should clearly indicate the nature of each reconciling amount and show the computation of all tax accruals.

2. If the utility is a member of a group which files a consolidated federal tax return, reconcile reported net income with taxable net income as if a separate return were to be filed, indicating intercompany amounts to be eliminated in such consolidated return. State names of group members, tax assigned to each group member, and basis of allocation, assignment, or sharing of the consolidated tax among group members.

DESCRIPTION (a)	REFERENCE (b)	AMOUNT (c)
Net income for the year (Loss) -----		\$ (127,538)
Reconciling items for the year:		
Taxable income not reported on the books:		
_____		_____
_____		_____
_____		_____
_____		_____
Deductions recorded on books not deducted for return:		
Amortization of goodwill		188
_____		_____
_____		_____
_____		_____
Income recorded on books not deducted for return:		
Provision for deferred income taxes - credit		85,019
_____		_____
_____		_____
_____		_____
Deduction on return not charged against book income:		
Depreciation & amortization		173,843
_____		_____
_____		_____
Federal tax net income (Loss) -----		\$ (386,212)
Computation of tax:		
The Company has a net operating loss for 1997; therefore, no current income tax computation is necessary.		

**** COMPLETION OF SCHEDULE ONLY REQUIRED IF AFUDC WAS CHARGED DURING YEAR ****

YEAR OF REPORT December 31, 1997
--

UTILITY NAME: Hudson Bay Company

SCHEDULE "A"

SCHEDULE OF COST OF CAPITAL USED FOR AFUDC CALCULATION (2)

CLASS OF CAPITAL (a)	DOLLAR AMOUNT (1) (b)	PERCENTAGE OF CAPITAL (c)	ACTUAL COST RATES (d)	WEIGHTED COST [c x d] (e)
Common Equity	\$ N/A	%	%	%
Preferred Stock		%	%	%
Long Term Debt		%	%	%
Customer Deposits		%	%	%
Tax Credits - Zero Cost		%	%	%
Tax Credits - Weighted Cost		%	%	%
Deferred Income Taxes		%	%	%
Other (Explain)		%	%	%
	_____	_____	_____	_____
Total	\$ N/A	%		%

- (1) Should equal amounts on Schedule B, Column (f), page F-25.
- (2) Must be calculated using the same methodology used to calculate AFUDC rate approved by the Commission.

APPROVED AFUDC RATE

<p align="center">Current Commission approved AFUDC rate: _____ %</p> <p align="center">Commission order approving AFUDC rate: _____</p>
--

** COMPLETION OF SCHEDULE ONLY REQUIRED IF AFUDC WAS CHARGED DURING YEAR **

UTILITY NAME: Hudson Bay Company

YEAR OF REPORT December 31, 1997
--

SCHEDULE "B"

SCHEDULE OF CAPITAL STRUCTURE ADJUSTMENTS

CLASS OF CAPITAL (a)	PER BOOK BALANCE (b)	NON-UTILITY ADJUSTMENTS (c)	NON-JURIS. ADJUSTMENTS (d)	OTHER (1) ADJUSTMENTS (e)	CAPITAL STRUCTURE USED FOR AFUDC CALCULATION (f)
Common Equity	\$ N/A	\$	\$	\$	\$
Preferred Stock					
Long Term Debt					
Customer Deposits					
Tax Credits - Zero Cost					
Tax Credits - Weighted Cost					
Deferred Income Taxes					
Other (Explain)					
Total	\$ N/A	\$	\$	\$	\$

(1) Explain below all adjustments made in Column (e):

WATER OPERATION SECTION

Note: Hudson Bay Company is a sewer only utility; therefore, Pages W-1 through W-10 have been omitted from this report.

**SEWER
OPERATION
SECTION**

UTILITY NAME: Hudson Bay Company

YEAR OF REPORT
December 31, 1997

SEWER UTILITY PLANT ACCOUNTS

ACCT. NO. (a)	ACCOUNT NAME (b)	PREVIOUS YEAR (c)	ADDITIONS (d)	RETIREMENTS (e)
351	Organization _____	\$ 6,246	\$ _____	\$ _____
352	Franchises _____	_____	_____	_____
353	Land and Land Rights _____	4,388	_____	_____
354	Structure and Improvements _____	1,684	_____	_____
360	Collection Sewers - Force _____	762,205	51,012	_____
361	Collection Sewers - Gravity _____	1,521,940	941,762	_____
362	Special Collecting Structures _____	_____	_____	_____
363	Services to Customers _____	327,096	228,737	_____
364	Flow Measuring Devices _____	137,719	1,798	_____
365	Flow Measuring Installations _____	_____	_____	_____
370	Receiving Wells _____	283,806	101,110	_____
371	Pumping Equipment _____	247,379	108,542	_____
380	Treatment and Disposal Equipment _____	_____	_____	_____
381	Plant Sewers _____	_____	_____	_____
382	Outfall Sewer Lines _____	_____	_____	_____
389	Other Plant and Miscellaneous Equipment _____	6,298	_____	_____
390	Office Furniture and Equipment _____	28,471	3,746	_____
391	Transportation Equipment _____	11,846	20,747	_____
392	Stores Equipment _____	_____	_____	_____
393	Tools, Shop and Garage Equipment _____	9,071	_____	_____
394	Laboratory Equipment _____	_____	_____	_____
395	Power Operated Equipment _____	_____	_____	_____
396	Communication Equipment _____	_____	_____	_____
397	Miscellaneous Equipment _____	2,814	_____	_____
398	Other Tangible Plant _____	_____	_____	_____
	Total Sewer Plant _____	\$ 3,350,963	\$ 1,457,454	\$ _____

NOTE: Any adjustments made to reclassify property from one account to another must be footnoted.

SEWER UTILITY PLANT MATRIX

	.1	.2	.3	.4	.5
CURRENT YEAR (f)	INTANGIBLE PLANT (g)	COLLECTION PLANT (h)	SYSTEM PUMPING PLANT (i)	TREATMENT AND DISPOSAL PLANT (j)	GENERAL PLANT (k)
\$ 6,246	\$ 6,246				
4,388		\$ 4,388	\$	\$	\$
1,684		1,684			
813,217		813,217			
2,463,702		2,463,702			
555,833		555,833			
139,517		139,517			
384,916			384,916		
355,921			355,921		
6,298	6,298				
32,217					32,217
32,593					32,593
9,071					9,071
2,814					2,814
\$ 4,808,417	\$ 12,544	\$ 3,978,341	\$ 740,837	\$	\$ 76,695

UTILITY NAME: Hudson Bay Company

YEAR OF REPORT
December 31, 1997

SEWER UTILITY EXPENSE ACCOUNTS

ACCT. NO. (a)	ACCOUNT NAME (b)	CURRENT YEAR (c)	.1	.2
			COLLECTION EXPENSES - OPERATIONS (d)	COLLECTION EXPENSES - MAINTENANCE (e)
701	Salaries and Wages - Employees	\$ 151,381	\$	\$
703	Salaries and Wages - Officers, Directors and Majority Stockholders	20,363		
704	Employee Pensions and Benefits			
710	Purchased Sewage Treatment	242,378		
711	Sludge Removal Expense			
715	Purchased Power	12,269	12,269	
716	Fuel for Power Purchased			
718	Chemicals			
720	Materials and Supplies	16,924	6,187	
731	Contractual Services - Engineering			
732	Contractual Services - Accounting	15,215		
733	Contractual Services - Legal	15,670		
734	Contractual Services - Management Fees			
735	Contractual Services - Other	19,846		
741	Rental of Building/Real Property	9,472	9,472	
742	Rental of Equipment	992		
750	Transportation Expense	4,593		
756	Insurance - Vehicle	2,347	2,347	
757	Insurance - General Liability	6,919	6,919	
758	Insurance - Workmens Compensation	6,849	6,849	
759	Insurance - Other			
760	Advertising Expense			
766	Regulatory Commission Expenses - Amortization of Rate Case Expense			
767	Regulatory Commission Expenses Other			
770	Bad Debt Expense	5,487		
775	Miscellaneous Expenses	4,226	3,138	
	Total Sewer Utility Expenses	\$ 534,931	\$ 47,181	\$

SEWER EXPENSE ACCOUNT MATRIX

.3 PUMPING EXPENSES - OPERATIONS (f)	.4 PUMPING EXPENSES - MAINTENANCE (g)	.5 TREATMENT & DISPOSAL EXPENSES - OPERATIONS (h)	.6 & DISPOSAL EXPENSES - MAINTENANCE (i)	.7 TREATMENT CUSTOMER ACCOUNTS EXPENSE (j)	.8 ADMINISTRATIVE & GENERAL EXPENSES (k)
\$ _____	\$ _____	\$ 151,381	\$ _____	\$ _____	\$ _____
_____	_____	20,363	_____	_____	_____
_____	_____	242,378	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	2,544	_____	_____	4,523	3,670
_____	_____	_____	_____	_____	15,215
_____	_____	_____	_____	_____	15,670
_____	_____	4,528	1,297	4,622	9,399
_____	_____	_____	_____	_____	992
_____	_____	4,593	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	5,487	_____
_____	_____	_____	_____	_____	1,088
\$ _____	\$ 2,544	\$ 423,243	\$ 1,297	\$ 14,632	\$ 46,034

UTILITY NAME: Hudson Bay Company

YEAR OF REPORT
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SEWER OPERATING REVENUE

ACCT. NO. (a)	DESCRIPTION (b)	BEGINNING YEAR NO. CUSTOMERS (c)	YEAR END NUMBER CUSTOMERS (d)	AMOUNTS (e)
	Operating Revenues:			
	Flat Rate Revenues:			\$
521.1	Residential Revenues -----			
521.2	Commercial Revenues -----			
521.3	Industrial Revenues -----			
521.4	Revenues From Public Authorities -----			
521.5	Multiple Family Dwelling Revenues -----			
521.6	Other Revenues -----			
	Total Flat Rate Revenues -----			
	Measured Revenues:			
522.1	Residential Revenues -----	1,271	1,259	433,950
522.2	Commercial Revenues -----	66	80	352,981
522.3	Industrial Revenues -----			
522.4	Revenues From Public Authorities -----			
522.5	Multiple Family Dwelling Revenues -----			
	Total Measured Revenues -----	1,337	1,339	786,931
523	Revenues From Public Authorities -----			
524	Revenues From Other Systems -----			
525	Interdepartmental Revenues -----			
	Totals -----	1,337	1,339	786,931
	Other Sewer Revenues:			
530	Guarenteed Revenues -----			
531	Sale of Sludge -----			
532	Forfeited Discounts -----			
534	Rents From Sewer Property -----			
535	Interdepartmental Rents -----			
536	Other Sewer Revenues -----			6,914
	Total Other Sewer Revenues -----			6,914
	Total Sewer Operating Revenues -----			\$ 793,845

UTILITY NAME: Hudson Bay Company

BASIS FOR SEWER DEPRECIATION CHARGES

ACCT. NO. (a)	ACCOUNT NAME (b)	AVERAGE SERVICE LIFE IN YEARS (c)	AVERAGE NET SALVAGE IN PERCENT (d)	DEPRECIATION RATE APPLIED IN PERCENT (100% - d) / c (f)
351	Organization	10	%	10.00 %
352	Franchises		%	%
354	Structure and Improvements	27	%	3.70 %
360	Collection Sewers - Force	30	%	3.33 %
361	Collection Sewers - Gravity	30	%	3.33 %
362	Special Collecting Structures		%	%
363	Services to Customers	38	%	2.63 %
364	Flow Measuring Devices	5	%	20.00 %
365	Flow Measuring Installations		%	%
370	Receiving Wells	25	%	4.00 %
371	Pumping Equipment	18	%	5.56 %
380	Treatment and Disposal Equipment		%	%
381	Plant Sewers		%	%
382	Outfall Sewer Lines		%	%
389	Other Plant and Miscellaneous Equipment	15	%	6.67 %
390	Office Furniture and Equipment	6	%	16.67 %
391	Transportation Equipment	6	%	16.67 %
392	Stores Equipment		%	%
393	Tools, Shop and Garage Equipment	15	%	6.67 %
394	Laboratory Equipment		%	%
395	Power Operated Equipment	6	%	16.67 %
396	Communication Equipment		%	%
397	Miscellaneous Equipment	10	%	10.00 %
398	Other Tangible Plant	30	%	3.33 %
	Sewer Plant Composite Depreciation Rate		%	%

* If depreciation rates prescribed by this Commission are on a total composite basis, entries should be made on this line only.

UTILITY NAME: Hudson Bay Company

YEAR OF REPORT
December 31, 1997

ANALYSIS OF ENTRIES IN SEWER ACCUMULATED DEPRECIATION

ACCT. NO. (a)	ACCOUNT NAME (b)	BALANCE AT BEGINNING OF YEAR (c)	ACCRUALS (d)	OTHER CREDITS * (e)	TOTAL CREDITS (d + e) (f)
351	Organization	\$ 6,246	\$	\$	\$ 0
352	Franchises				
354	Structure and Improvements	777	56		56
360	Collection Sewers - Force	240,466	27,956		27,956
361	Collection Sewers - Gravity	135,910	46,295		46,295
362	Special Collecting Structures				
363	Services to Customers	23,159	11,585		11,585
364	Flow Measuring Devices	32,477	11,467		11,467
365	Flow Measuring Installations				
370	Receiving Wells	62,031	11,666		11,666
371	Pumping Equipment	53,619	16,181		16,181
380	Treatment and Disposal Equipment				
381	Plant Sewers				
382	Outfall Sewer Lines				
389	Other Plant and Miscellaneous Equipment				
390	Office Furniture and Equipment	19,190	3,840		3,840
391	Transportation Equipment	1,975	2,716		2,716
392	Stores Equipment				
393	Tools, Shop and Garage Equipment	4,148	462		462
394	Laboratory Equipment				
395	Power Operated Equipment				
396	Communication Equipment				
397	Miscellaneous Equipment	4,055	398		398
398	Other Tangible Plant	560	193		193
	Total Depreciable Sewer Plant In Service	\$ 584,613	\$ 132,815	\$	\$ 132,815

- * Specify nature of transaction.
Use () to denote reversal entries.

ANALYSIS OF ENTRIES IN SEWER ACCUMULATED DEPRECIATION (Cont'd)

PLANT RETIRED (g)	ASSOCIATED SALVAGE AND INSURANCE (h)	ASSOCIATED COST OF REMOVAL (i)	OTHER CHARGES (j)	TOTAL CHARGES (g-h+i+j) (k)	BALANCE AT END OF YEAR (c+f-k) (l)
\$ _____	\$ _____	\$ _____	\$ _____	\$ _____	\$ 6,246
_____	_____	_____	_____	_____	833
_____	_____	_____	_____	_____	268,422
_____	_____	_____	_____	_____	182,205
_____	_____	_____	_____	_____	34,744
_____	_____	_____	_____	_____	43,944
_____	_____	_____	_____	_____	73,697
_____	_____	_____	_____	_____	69,800
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	23,030
_____	_____	_____	_____	_____	4,691
_____	_____	_____	_____	_____	4,610
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	4,453
_____	_____	_____	_____	_____	753
_____	_____	_____	_____	_____	_____
\$ _____	\$ _____	\$ _____	\$ _____	\$ _____	\$ 717,428

UTILITY NAME: Hudson Bay Company
 SYSTEM NAME: Same

YEAR OF REPORT
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PUMPING EQUIPMENT

	(Master)					
Lift station number	41	12	13	15	49	42
Make or type and nameplate data of pump	ABS	ABS	ABS	ABS	ABS	ABS
Year installed	1989	1973	1986	1988	1990	1990
Rated capacity (GPM)						
Size	10 HP	8 HP	5 HP	5 HP	5 HP	5 HP
Power:						
Electric	x	x	x	x	x	x
Mechanical						
Nameplate data of motor						

Lift station number	CNW	12-A	52	19	33	57
Make or type and nameplate data of pump	Flyte	Imbara	Imbara	ABS	ABS	ABS
Year installed	1990	1978	1990	1988	1988	1989
Rated capacity (GPM)						
Size	4 HP	3 HP	3 HP	2 HP	2 HP	2 HP
Power:						
Electric	x	x	x	x	x	x
Mechanical						
Nameplate data of motor						

SERVICE CONNECTIONS

Size (inches)	4"	6"	6"			
Type (PVC, VCP, etc)	PVC	PVC	YCP			
Average length	18'	11'	17'			
Number of active service connections	731	416	192			
Beginning of year	788	686	192			
Added during year	576	429				
Retired during year (1)	(107)	(92)				
End of year	1,257	1,023	192			
Give full particulars concerning inactive connections						
vacant homes	284	250				
Vacant lots	242	357				

Note (1): Correction of prior year's service connection count.

UTILITY NAME: Hudson Bay Company
 SYSTEM NAME: Same

YEAR OF REPORT
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PUMPING EQUIPMENT

Lift station number _____	11	14	16	9	10	17
Make or type and nameplate data of pump _____	Barnes	Barnes	Barnes	Barnes	Barnes	Barnes
Year installed _____	1997	1997	1997	1997	1997	1997
Rated capacity _____						
Size _____	11 HP	11 HP	11 HP	11 HP	11 HP	11 HP
Power:						
Electric _____	x	x	x	x	x	x
Mechanical _____						
Nameplate data of motor _____						

Lift station number _____	53					
Make or type and nameplate data of pump _____	Barnes					
Year installed _____	1997					
Rated capacity _____						
Size _____	11HP					
Power:						
Electric _____	x					
Mechanical _____						
Nameplate data of motor _____						

SERVICE CONNECTIONS

Size (inches) _____						
Type (PVC, VCP, etc) _____						
Average length _____						
Number of active service connections _____						
Beginning of year _____						
Added during year _____						
Retired during year _____						
End of year _____						
Give full particulars concerning inactive connections _____						

UTILITY NAME: Hudson Bay Company
SYSTEM NAME: Same

COLLECTING MAINS

COLLECTING MAINS:						
Size (inches) _____	8"	8"	_____	_____	_____	_____
Type of main _____	PVC	VCP	_____	_____	_____	_____
Length of main (nearest foot):						
Beginning of year _____	46,318	9,185	_____	_____	_____	_____
Added during year _____	28,165	_____	_____	_____	_____	_____
Retired during year _____	_____	_____	_____	_____	_____	_____
End of year _____	72,483	9,185	_____	_____	_____	_____
MANHOLES:						
Size (inches) _____	4'	4'	_____	_____	_____	_____
Type _____	PRECAST	BRICK	_____	_____	_____	_____
Number:						
Beginning of year _____	171	31	_____	_____	_____	_____
Added during year _____	104	_____	_____	_____	_____	_____
Retired during year _____	275	31	_____	_____	_____	_____
End of year _____	_____	_____	_____	_____	_____	_____

FORCE MAINS

FORCE MAINS:						
Size (inches) _____	4"	6"	8"	8"	12"	6"
Type of main _____	PVC	PVC	PVC	DIP	DIP	DIP
Length of main (nearest foot):						
Beginning of year _____	13,521	30,679	3,890	104	3,756	128
Added during year _____	3,055	20	_____	_____	_____	_____
Retired during year _____	_____	_____	_____	_____	_____	_____
End of year _____	16,576	30,699	3,890	104	3,756	128

YEAR OF REPORT
December 31, 1997

UTILITY NAME: Hudson Bay Company
SYSTEM NAME: Same

TREATMENT PLANT

Manufacturer _____	All sewage is transmitted for treatment to the Pasco County sub-regional wastewater plant.	_____
Type _____		_____
"Steel" or "Concrete" _____		N/A
Total Capacity _____		N/A
Average Daily Flow _____		207,518
Effluent Disposal _____		N/A
Total Gallons of Sewage Treated _____		75,744,000

MASTER LIFT STATION PUMPS

Manufacturer _____	ABS	Flyte	Barnes	_____	_____	_____
Capacity _____ (GPM)	650	1,000	650	_____	_____	_____
Motor Mfr. _____	_____	_____	_____	_____	_____	_____
Horsepower _____	10 HP	18 HP	11 HP	_____	_____	_____
Power (Electric or Mechanical) _____	Electrical	Electrical	Electrical	_____	_____	_____

OTHER SEWER SYSTEM INFORMATION

Furnish information below for each system not physically connected with another facility. A separate page should be supplied where necessary.

- Maximum number of ERC's * which can be served. 1,200
- Estimated annual increase in ERC's * Approximately 500
- List permit numbers required by Chapter 14-17, Rules of the Department of Environmental Regulation (DER) for systems in operation. CS51-151277, CS51-184031, CS51-185477, PCCS #60, PCCS #113 & PCCS #126, PCCS 126 & DEP #CS51-0131619
- State any plans and estimated completion dates for any enlargements of this system. Continued extension of collection system within the Company's service area.
- If the present systems do not meet the requirements of Chapter 17-4, Rules of the DER, submit the following:
 - Evaluation of the present plant or plants in regard to meeting the DER's rules.
 - Plans for funding and construction of the required upgrading.
 - Have these plans been coordinated with the DER? Yes
 - Do they concur? Yes
 - When will construction begin? 1998
- In what percent of your certificated area have service connections been installed? 63 %

* ERC = (Total Gallons Treated / 365 Days) / 275 Gallons Per Day (Note 1)

Note: Total Gallons Treated includes both sewage treated and purchased sewage treatment.

Note (1): Per Company's engineer, 173 gallons per day based on most recent FPSC rate order.

UTILITY NAME: Hudson Bay Company
SYSTEM NAME: Same

CALCULATION OF THE SEWER SYSTEMS EQUIVALENT RESIDENTIAL UNITS

METER SIZE (a)	TYPE OF METER (b)	EQUIVALENT FACTOR (c)	NUMBER OF METERS (d)	TOTAL NUMBER OF METER EQUIVALENTS (c x d) (e)
5/8"	Displacement	1.0	1,258	1,258
3/4"	Displacement	1.5	61	92
1"	Displacement	2.5	5	13
1 1/2"	Displacement or Turbine	5.0	5	25
2"	Displacement, Compound or Turbine	8.0	5	40
3"	Displacement	15.0	2	30
3"	Compound	16.0		
3"	Turbine	17.5		
4"	Displacement or Compound	25.0	2	50
4"	Turbine	30.0		
6"	Displacement or Compound	50.0	1	50
6"	Turbine	62.5		
8"	Compound	80.0		
8"	Turbine	90.0		
10"	Compound	115.0		
10"	Turbine	145.0		
12"	Turbine	215.0		
Total SEWER System Meter Equivalents -----				1,558

CALCULATION OF THE SEWER SYSTEMS EQUIVALENT RESIDENTIAL CONNECTIONS

$$\left(\frac{75,744,000}{\text{(total gallons purchased)}} \right) / 365 \text{ days} / 275 \text{ gpd (1)} = \underline{1,200}$$

Note (1): See note 1 on Schedule S-8 for 173gpd vs. 275gpd