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September 24, 1998

Ms. Blanca S. Bayo, Director
Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Betty Easley Conference Center, Room 110
Tallahassee, Florida 32399-0850

HAND DELIVERY

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SEP 24 PM 4:10
RECORDS AND REPORTING

Re: Docket No. 980957-WS

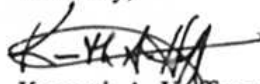
Dear Ms. Bayo:

Enclosed herewith for filing in the above-referenced docket on behalf of Florida Water Services Corporation ("Florida Water") are the original and fifteen copies of Florida Water Services Corporation's Response to Motion to Dismiss Objection.

Please acknowledge receipt of these documents by stamping the extra copy of this letter "filed" and returning the same to me.

Thank you for your assistance with this filing.

Sincerely,


Kenneth A. Hoffman

ACK _____
AFA _____
APP _____
CAF _____ KAH/rl
CMU _____ Enclosures
CTR _____ ec: Parties of Record
EAG _____ Trib.3
LEG _____ 1
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OPC _____
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SEC _____
WAS _____
OTH _____

DOCUMENT NUMBER-DATE

10612 SEP 24 98

FPSC-RECORDS/REPORTING

ORIGINAL

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Application for Transfer of)
Majority Organizational Control of)
Sanlando Utilities Corporation in)
Seminole County to Utilities, Inc.)
_____)

Docket No. 980957-WS

Filed: September 24, 1998

**FLORIDA WATER SERVICE CORPORATION'S
RESPONSE TO MOTION DISMISS OBJECTION**

Florida Water Services Corporation (hereinafter referred to as "Florida Water"), by and through its undersigned attorneys and pursuant to Sections 120.569, 120.57 and 367.045, Florida Statutes, and Rule 28-106.204, Florida Administrative Code, hereby files this Response to Utilities, Inc.'s Motion to Dismiss (the "Motion"), and in support hereof, states as follows:

1. Were Utilities, Inc.'s arguments true, there would be little reason for the Commission rules to require that an applicant seeking approval of a transfer of majority organizational control provide notice of the transfer to neighboring utilities. Thus, the premise for the Motion is suspect and the Motion should be denied.

2. Whether or not a prospective transferee's territory overlaps the approved territory of a neighboring utility may be considered part of the Commission's public interest determination when evaluating a proposed transfer. Accordingly, Florida Water has an affected interest and should be given standing.

3. If Florida Water did not file an objection to the proposed transfer, Utilities, Inc. might hereafter argue that Florida Water waived its rights relative to the territory overlap in any subsequent proceeding. Therefore, as asserted above, allowing Florida Water's participation in this docket is appropriate, and the Motion should be denied.

DOCUMENT NUMBER-DATE


10612 SEP 24 88

FPSC-RECORDS/REPORTING

WHEREFORE, Florida Water requests that the Commission:

- a. Hold a formal administrative hearing;
- b. Deny Sanlando's application as to the overlapping areas; and
- c. Deny Sanlando's Motion to Dismiss Florida Water's objection.

Respectfully submitted,



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and

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Orlando, FL 32860-0520
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Attorneys for Florida Water Services Corporation

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a copy of the foregoing Response has been served by U.S. Mail and telecopier (*) to the following parties on this 24th day of September, 1998:

Martin Friedman*
Rose, Sundstrom & Bentley, P.A.
2548 Blairstone Pines Drive
Tallahassee, FL 32301

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P.O. Box 3884
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Utilities, Inc.
Carl Wenz
2335 Sanders Road
Northbrook, IL 60062



KENNETH A. HOFFMAN, ESQ.