

A.P. UTILITIES, INC.

3925 Southeast 45th Court Suite E · Ocala, Florida 34480-7431
352/694-7474

June 14, 1999

Ms. Blanco Bayo
Division of Records and Reporting
State of Florida - Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850

Re: A.P. Utilities, Settlement Offer

971504

Dear Ms. Bayo,

A.P. Utilities, Inc. (APU) hereby offers the following settlement offer as a resolution of all unpaid accounts owed by APU to the Commission:

1. APU offers to pay \$70,000 to settle the balance of those amounts owed for delinquent 1991-1995 Regulatory Assessment fees and associated penalties and interest, as required by Order No. PSC-97-0286-FOF-WU. APU has already made this payment (\$57,050 remitted to the PSC and \$12,950 retained by the collection agency).
2. APU offers to remit the penalties for failure to timely file its 1993 annual reports and for failure to correct deficiencies in its 1994-1995 annual reports, as required by Order No. PSC-97-0286-FOF-WU, from the proceeds of its sale of APU's Raven Hill, South Oak and Peppertree Systems to Marion County.
3. APU offers to remit its delinquent 1996 regulatory assessment fees, associated penalty and interest, and penalty for failure to timely file its 1996 annual report, as required by Order No. PSC-97-1556-PCO-WU, and penalty for its failure to timely file its 1998 annual report from the proceeds of its sale of APU's Raven Hill, South Oak and Peppertree Systems to Marion County.
4. APU offers to remit its delinquent 1997 regulatory assessment fees, associated penalty and interest, and penalty for failure to correct deficiencies in its 1996 annual report, as required by Order No. PSC-98-1005-SC-WU, from the funds escrowed for potential APU overearnings required by Order No. PSC-98-0044-PCO-WU. APU offers to pay any excesses not covered by the escrow account from the sale of its Hawk's Point and 49th Street Village Water Systems to Ocala Oaks Utilities.

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DOCUMENT NUMBER-DATE

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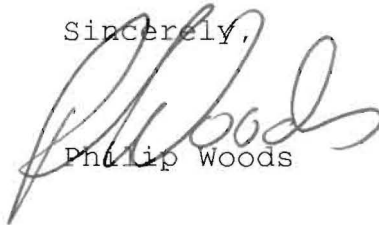
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5. APU 1998 and 1999 Regulatory Assessment fees have been deposited in the Regulatory Assessment Fee Escrow Account Required by Order No. PSC-98-044-SC-WU.

If you have any questions concerning this offer, please do not hesitate to contact this office.

Sincerely,

A handwritten signature in cursive script, appearing to read "Philip Woods".

Philip Woods

cc T. Vaccaro