

ORIGINAL

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

IN RE: Application of UTILITIES)
INC. for approval of merger and)
for jurisdictional determination.) DOCKET NO.
_____)

010887-WS

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EMERGENCY PETITION FOR VARIANCE OR WAIVER
OF RULES 25-30.037(3)(i), (j) and (k), and 25-30.030(4)(c),
FLORIDA ADMINISTRATIVE CODE

UTILITIES, INC., by and through its undersigned attorneys and pursuant to Section 120.542, Florida Statutes, hereby petitions the Florida Public Service Commission for a variance or waiver of certain requirements of Rules 25-30.030 and 25-30.037, Florida Administrative Code, as specifically identified below. In support of this Petition, Utilities, Inc. asserts the following:

- 1. The name and address of the Petitioner is:

Utilities, Inc.
2335 Sanders Road
Northbrook, IL 60062-6196
847-498-6440

- 2. The name, address and telephone number of the person to contact concerning this Application is:

Martin S. Friedman, Esquire
Rose, Sundstrom & Bentley, LLP
2548 Blainstone Pines Drive
Tallahassee, Florida 32301
850-877-6555
850-656-4029 fax
mfriedman@rsbattorneys.com

- 3. The merger, by which the purported transfer of majority

organizational control of Utilities, Inc. is to be accomplished, renders a number of provisions of the Florida Administrative Code inapplicable.

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4. The requested waiver or variance is needed because the statutory time period to consider a waiver or variance, when added to the time within which the Commission has to act upon a transfer of majority organizational control may delay the closing on the merger. Regulatory approvals are required for 80 subsidiary operating companies in 16 states and it is unreasonable for Utilities, Inc. to expend the necessary funds in other regulatory jurisdictions before proceeding in Florida. The emergency and immediate and adverse result unless the variance or waiver is granted is similar to that which this Commission found as sufficient in Order No. PSC-99-2422-PAA-WS.

5. Rule 25-30.030(4)(c), Florida Administrative Code.

This provision requires that the notice of the transfer application include "a description using township, range and section reference" of the territory being transferred. The territory which is affected by this proceeding is not certificated to Utilities, Inc., but is certificated to sixteen subsidiaries operating in twelve Florida counties. Utilities, Inc. requests that it be allowed to send an identical one page notice to all of the customers of each subsidiary without reference to a territory description. The proposed notice would be substantially in the form attached hereto. This waiver or variance of this Rule is justified since this is a proceeding for the approval of the merger of the parent company of the utility subsidiaries regulated by this

Commission. The customer knows the name of the utility providing service which is the important fact, not a lengthy legal description. The purpose of the underlying rule is to provide customers with notice of a point of entry to protest a proposed transfer. This is accomplished by the attached notice. This Commission approved a similar notice in Order No. PSC-99-2422-PAA-WS. Further, in order for Utilities, Inc. to go forward with the filing of its Application pending approval of a waiver or variance, Utilities, Inc. requests a waiver or variance from the time requirements of Rule 25-30.030(5), (6) and (7), Florida Administrative Code. Utilities, Inc. requests it be allowed to mail the notices within ten (10) days of the Commission's approval of the Notice.

6. Rule 25-30.037(3)(i), Florida Administrative Code.

This Rule requires an applicant for approval of the transfer of majority organizational control to file evidence that it owns the land upon which the treatment plants are located. Since the proposed merger does not affect the title to real estate, providing this documentation will serve no useful purpose. Evidence of ownership of such land has been provided in connection with various proceedings by each of the subsidiaries. This Commission reached a similar result in Order No. PSC-00-0475-FOF-WS.


7. Rule 25-30.037(3)(j), Florida Administrative Code.

An applicant for approval of a change in majority organizational control pursuant to this Rule must file the original and two copies of tariff sheets reflecting the change in ownership. Due to the nature of the merger, there are no tariff changes necessary and refiling existing tariffs would serve no useful purpose.


8. Rule 25-30.037(3)(k), Florida Administrative Code.

This Rule requires a utility seeking approval of the change in majority organizational control to file the Certificates. Utilities, Inc. does not hold any Certificates. Since there are no changes in ownership of the subsidiaries as a result of the merger, filing the Certificates would serve no useful purpose.

WHEREFORE, Utilities, Inc. requests this Commission, on an emergency basis pursuant to Rule 28-10.004(2), Florida Administrative Code, grant a waiver or variance as requested herein.

Respectfully submitted on this
 day of June, 2001, by:

ROSE, SUNDSTROM & BENTLEY, LLP
2548 Blairstone Pines Drive
Tallahassee, Florida 32301
(850) 877-6555

By 
MARTIN S. FRIEDMAN

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NOTICE OF APPLICATION FOR A TRANSFER
OF MAJORITY ORGANIZATIONAL CONTROL
LEGAL NOTICE

Notice is hereby given on June ____, 2001, pursuant to Section 367.071, Florida Statutes, of the application for transfer of majority organizational control of Utilities, Inc. to Nuon Acquisition Sub, Inc. THIS APPLICATION IS NOT A REQUEST TO CHANGE THE RATES OF ANY OF THE BELOW LISTED SUBSIDIARIES. The following are the wholly owned subsidiaries of Utilities, Inc. which are certificated by the Florida Public Service Commission and their counties of operation:

Alafaya Utilities, Inc.	Seminole
Bayside Utility Services, Inc.	Bay
Cypress Lakes Utilities, Inc.	Polk
Lake Groves Utilities, Inc.	Lake
Lake Placid Utilities, Inc.	Highlands
Lake Utility Services, Inc.	Lake
Mid-County Services, Inc.	Pinellas
Miles Grant Water & Sewer Company	Martin
Sandy Creek Utility Services, Inc.	Bay
Sanlando Utilities Corporation	Seminole
Tierra Verde Utilities, Inc.	Pinellas
Utilities, Inc. of Eagle Ridge	Lee
Utilities, Inc. of Florida	Seminole, Orange Pasco, Marion, Pinellas
Utilities, Inc. of Longwood	Seminole
Utilities, Inc. of Sandalhaven	Charlotte
Wedgfield Utilities, Inc.	Orange

Any objection to the said application must be made in writing and filed within thirty (30) days from this date to the Director, Division of Commission Clerk and Administrative Services, Florida Public Service Commission, 2540 Shumard Oaks Boulevard, Tallahassee, FL 32399-0850. A copy of said objection should be mailed to the attorney for the applicant who is: Martin S. Friedman, Esquire, Rose, Sundstrom & Bentley, LLP, 2548 Blairstone Pines Drive, Tallahassee, FL 32301.