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February 14, 2003

Ms. Blanca Bayo  
Director, Division of Records & Reporting  
Florida Public Service Commission  
2540 Shumard Oak Boulevard  
Tallahassee, Florida 32399-0850

Re: Joint Petition for Acknowledgment of Corporate  
Reorganization and Joint Application for the  
Approval of a Name Change  
Docket No. 020775-WS

Dear Ms. Bayo:

Enclosed for filing is the original and seven (7) copies of  
the Motion for Acknowledgment of a Revision to Corporate  
Reorganization in connection with the Joint Petition for  
Acknowledgment of Corporate Reorganization and Joint Application  
for the Approval of a Name Change. Please file the original  
pleading in Docket No. 020775-WS and distribute the copies in  
accordance with your customary procedures.

If you need any additional information or have any questions,  
please do not hesitate to call me.

Thank you for your assistance in this matter.

Sincerely yours,



Scott G. Schildberg

SGS/arp  
Enclosures

cc: William J. Deas  
Randy Corbin  
Cheryl Johnson

AUS  
CAF  
CMP  
COM  
CTR  
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DISTRIBUTION CENTER

**BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION**

In re: Joint Petition for )  
Acknowledgment of Corporate )  
Reorganization and Joint )  
Application for the Approval )  
of a Name Change )

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DOCKET NO.: 020775-WS

DATE SUBMITTED FOR FILING:

February 14, 2003

**MOTION FOR ACKNOWLEDGMENT OF A REVISION TO CORPORATE  
REORGANIZATION**

Southlake Utilities, Inc. ("Southlake"), a Florida corporation, and Southlake Water Works, L.L.C. ("Water Works"), a Delaware limited liability company, (Southlake and Water Works are collectively "Applicants"), hereby jointly move the Florida Public Service Commission ("Commission") for a new acknowledgment of a revision to their corporate reorganization, as previously acknowledged by the Commission.

1. On July 22, 2002, the Applicants filed a Joint Petition for Acknowledgment of Corporate Reorganization and Joint Application for the Approval of Name Change.

2. On August 8, 2002, the Applicants filed the First Amendment to Petition for Acknowledgment of Corporate Reorganization and Joint Application for the Approval of Name Change (collectively the "Petition").

3. As set forth in the Petition, Southlake originally intended to conduct a two-phase plan of reorganization of the ownership structure of Southlake. The second phase of the reorganization included (1) the establishment of Water Works as a wholly-owned subsidiary of Southlake and (ii) the transfer of assets of Southlake, including the certificates of authorization granted by the Commission, from Southlake to Water Works.

4. In Order No. PSC-02-1481-FOF-WS, issued on October 28, 2002, (the "Order"), the Commission acknowledged the proposed reorganization and the name change.

5. Phase One of the reorganization, as defined in the Petition, has now been completed. In addition, Water Works has been established as a wholly-owned subsidiary of Southlake but has taken no further action beyond its formation.

6. Because of tax considerations, the Applicants have now determined that it is in the best interests of the Applicants not to complete Phase Two of the reorganization, as defined in the Petition. Instead, the reorganization will cease with the existing completion of Phase One. There will not be any transfer of Southlake's assets to Water Works and Water Works will not become the utility service provider.

7. No name change will be required because the utility service provider will continue to be Southlake Utilities, Inc. Water Works will not file any fictitious name application for Southlake Utilities with the Florida Secretary of State as it will not be utilizing such a fictitious name.

8. Since the utility service provider will continue to be Southlake Utilities, Inc., and there will not be a name change, tariff sheets referring to "Southlake Water Works, L.L.C. d/b/a Southlake Utilities" will not be necessary. Southlake's existing tariffs refer to Southlake Utilities, Inc., which is the name of the utility service provider, and shall continue as such.

9. Water and wastewater utility companies are generally required to notify the Commission of reorganization even when the reorganization does not constitute a transfer. Order No. 24398, Order Acknowledging Corporate Reorganization and Name Change, In re: Petition for Acknowledgment of Corporate Reorganization and Name Change on Certificates Nos. 502-W and 436-S in Nassau County from Sunray Utilities, Inc., to Sunray Utilities - Nassau, Inc., Docket No. 910166-WS, issued on April 22, 1991, 1991 FPSC Reporter 4:290. Accordingly, Applicants are filing this Motion to notify the Commission of the proposed revision in the reorganization, to request the Commission's acknowledgment of the revision in the reorganization, and to request the Commission's acknowledgment that certain portions of the Order are no longer applicable or required.

10. Consistent with the original plan of reorganization, the revised reorganization has resulted in the deletion of three intermediate entities and required one vertical merger. The purpose of the original and revised plans of reorganization was to simplify the ownership and structure of the organization as well as to simplify accounting and financial reporting. Consistent with

the original plan of reorganization, the ultimate utility service provider has the same ownership and management that previously existed.

11. The revised reorganization has removed all of the intervening layers of ownership leaving Southlake as the certificate holder with all of its stock directly owned by its individual investors. Southlake has also created a wholly-owned subsidiary for Southlake, which may be useful in the future but has no present function.


12. Attached hereto is a revised Notice to Customers for the revised Corporate Reorganization.

13. Applicants hereby request that the Commission acknowledge this revision of the corporate reorganization as set forth above.

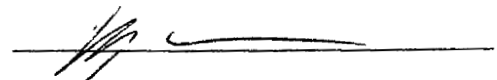
14. Because of the revision in the reorganization, several items in the Order are no longer correct or appropriate. Applicants hereby request that the Commission acknowledge that the following portions of the Order are no longer applicable: (a) the portions of the Order which relate to the transfer of the utility assets to Water Works and Water Works then becoming the utility operator (Step 5 of the reorganization as set forth in the Petition); (b) the portions of the Order which relate to Water Works operating under the fictitious name Southlake Water Works, L.L.C. d/b/a Southlake Utilities; (c) the portions in the Order requiring Water Works to file proof of the registration of the fictitious name; (d) the portions of the Order which require tariff

filings to reflect the name change in the reorganization; and (e) the portions of the Order relating to Southlake being dissolved.

I, Jeffrey Cagan, in my capacity as President of Southlake Utilities, Inc., do solemnly swear or affirm that the facts stated in the foregoing application and all Attachments, Schedules, and Exhibits attached thereto are true and correct and that said statements of fact constitute a complete statement of the matter to which they relate.

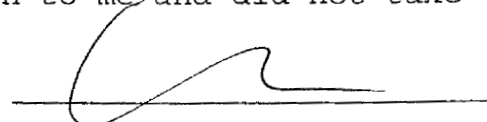
  
Jeffrey Cagan, President


I, Jeffrey Cagan, in my capacity as President of Southlake Utilities, Inc., the sole member of Southlake Water Works, L.L.C., do solemnly swear or affirm that the facts stated in the foregoing application and all Attachments, Schedules, and Exhibits attached thereto are true and correct and that said statements of fact constitute a complete statement of the matter to which they relate.

  
Jeffrey Cagan, President

STATE OF Florida )  
COUNTY OF Lake )

The foregoing instrument was acknowledged before me this 12 day of February, 2003, by Jeffrey Cagan, as President of Southlake Utilities, Inc., on behalf of the corporation. He is personally known to me and did not take an oath.

  
NOTARY PUBLIC, State of

Printed  William J. Deas  
MY COMMISSION # DD030439 EXPIRES  
August 14, 2005  
BONDED THROUGH TROY FAIN INSURANCE, INC.

STATE OF Florida )  
COUNTY OF Polk )

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of Feb, 2003, by Jeffrey Cagan, in his capacity as President of Southlake Utilities, Inc., the sole member of Southlake Water Works, L.L.C., on behalf of the Company. He is personally known to me and did not take an oath.



NOTARY PUBLIC, State of



Printed William J. Deas  
MY COMMISSION # DD030439 EXPIRES  
August 14, 2005  
BONDED THRU TROY FAIR INSURANCE, INC.  
My Commission Expires:



Notice to Customers of Southlake Utilities, Inc.,  
of Acknowledgment by the Florida Public Service Commission  
Docket No. 020775-WS  
Dated: \_\_\_\_\_, 2003

Dear Customer:

On July 22, 2002, Southlake Utilities, Inc. ("Southlake"), filed an Application with the Florida Public Service Commission ("Commission") for acknowledgment of corporate reorganization. Southlake undertook a reorganization of its organizational structure which eliminated several intermediate companies from the organizational structure. There is no change to the ultimate ownership or control of the utility or any change in the principal officers, the address, or the operation personnel. The Commission acknowledged the corporate reorganization in Order No. PSC-02-1481-FOF-WS. Southlake's address and telephone number are as follows:

Southlake Utilities, Inc.  
16554 Crossings Boulevard, Suite 2  
Clermont, Florida 34711  
(352) 394-8898