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Commission Clerk  
Florida Public Service Commission  
2540 Shumard Boulevard  
Tallahassee, Florida 32399-0850

July 31, 2003

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COMMISSION  
CLERK

RE: Docket No. 030572-WS  
Application for Transfer of Water and Wastewater Facilities to Orange County, and  
Request for Cancellation of Certificate Nos. 15-W and 76-S, by Park Manor Waterworks,  
Inc.

Dear Sir/Madam:

Our client, Park Manor Waterworks, Inc. (the "Company"), has entered into an Agreement for Purchase and Sale of its water and wastewater assets to Orange County, Florida (the "County"). The closing is conditioned upon the Company obtaining advance approval from the Public Service Commission (the "Commission"). While Commission approval of the application is, of course, a matter of statutory right, the County has heretofore declined to waive or modify that precondition, notwithstanding the Governor's July 15, 2003, veto of Senate Bill 140.

We have therefore requested expedited issuance of the Commission order approving the transfer, in advance of closing. In response, Commission Staff has conveyed concerns regarding the Commission's ability to secure payment of regulatory assessment fees from the former owner of a transferred utility, and requested advance payment of the fees accrued through closing.

Given substantial expenditures on plant repairs required in advance of closing, our client does not have the liquidity to remit such fees (which are technically due on or before March 31, 2004) at this time. However, in an attempt to alleviate Staff's concerns, enclosed herewith please find the Company's instructions to the Closing Agent directing payment of regulatory assessment fees from the sales proceeds to be received at closing. The estimation of the amount of regulatory assessment fees in those instructions was calculated under the assumption of an August 31, 2003 closing date.

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We are today advised by Commission Staff that it appears that the requisite Commission order in this case may not be issued administratively but that the matter will instead require a decision by the Commissioners at an agenda conference. In that regard, please note that given unanticipated delays in obtaining a closing date, the Company has experienced hardship in retaining the services of its operational employees, such as the plant operator and the meter reader. Accordingly, in the event that an administrative order cannot be issued forthwith, we respectfully request that the matter be placed on the next available agenda conference, in any event not later than the conference scheduled for August 19, 2003.

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

Sincerely,

A handwritten signature in black ink that reads "Wayne L. Schiefelbein". The signature is written in a cursive, slightly slanted style.

Wayne L. Schiefelbein  
Of Counsel

cc: Office of General Counsel (H. McLean; M. Helton; J. Brubaker)  
Division of Economic Regulation (T. Devlin; D. Mailhot; K. Kaproth; P. Daniel;  
C. Johnson)  
Ms. Bernice A. Goetz, President  
Martin S. Friedman, Esq.  
Robert C. Brannan, Esq.  
John R. Jenkins, Esq.  
Robert D. Guthrie, Assistant County Attorney

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PARK MANOR WATERWORK

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*Park Manor Waterworks, Inc.*  
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277-1204

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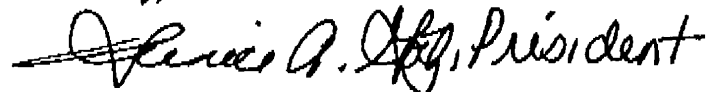
RE: Park Manor Waterworks, Inc. asset sale to Orange County, Florida

Dear Mr. Friedman:

Park Manor Waterworks, Inc. (the "company") intends to pay its estimated 2003 regulatory assessment fees at the Closing of the above-referenced transaction. Accordingly, the company directs you to include on the Closing Statement a deduction of \$26,059.45 from the Company's proceeds for the payment of these fees. Subsequent to closing, please forward a check for this amount along with the enclosed executed forms directly to the Florida Public Service Commission.

Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to contact me.

Sincerely,



Bernice A. Goetz, President  
PARK MANOR WATERWORKS, INC.