

ORIGINAL



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July 25, 2005

Blanca S. Bayo, Director
Division of Commission Clerk and
Administrative Services
Florida Public Service Commission
2540 Shumard Oak Boulevard
Betty Easley Building, Room 110
Tallahassee, FL 32399-0850

Via Hand Delivery

COMMISSION
CLERK

JUL 25 PM 1:28

Re: Docket No. 050313-WU; Application for Transfer of Majority Organizational Control of NHC Utilities, Inc., Holder of Certificate No. 573-W in Charlotte County from EMB/NHC, L.L.C. to MHC-Encore Holdings, L.P.

Dear Ms. Bayo:

This letter supplements the July 8, 2005 and July 22, 2005 responses of NHC Utilities, Inc. (the Utility") to the May 27, 2005 letter from Ms. Patti Daniel requesting additional information concerning the above-named filing.

CMP _____
COM _____ Statement describing the financing of the purchase.

CTR _____
ECR _____
GCL _____
OPC _____
RCA _____
SCR _____
SGA _____
As part of the overall transaction, EMB/NHC, L.L.C. contributed its indirect interest in the Utility to MHC Encore Holdings, L.P. for a limited partnership interest in MHC Encore Holdings, L.P. MHC Encore Holdings, L.P.'s general partner is MHC-Encore Master Partnership GP, L.L.C., which is 100% owned by MHC Operating Limited Partnership ("MHCOLP"). MHCOLP acquired its interest in the Utility on February 17, 2004, as part of the overall transaction, by borrowing from its line of credit and using monies held in short term investments. Subsequently, on July 1, 2004, MHCOLP acquired EMB/NHC L.L.C.'s entire ownership interest in MHC Encore Holding, L.P. for a combination of cash and OP Units.

SEC 1 Please contact me if you have any questions.

OTH _____ RECEIVED & FILED

FPSC-BUREAU OF RECORDS

Sincerely,

Kathryn G.W. Cowdery

cc: Stephanie Clapp (via hand-delivery)

TAL:52724:1

DOCUMENT NUMBER-DAT

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RUDEN, McCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.

FPSC-COMMISSION CLERK