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COMMISSION
CLERK

January 29, 2009

Ms. Ann Cole, Director
Commission Clerk and Administrative Services
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

090056 - SU

Re: Aqua Utilities Florida, Inc.'s Application for Approval of Transfer of Fountain Lake Sewer Corporation's Wastewater System and Amendment of Certificates in Lee County, Florida.

Dear Ms. Cole:

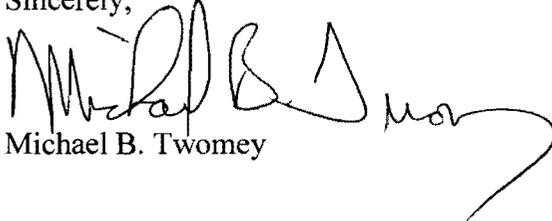
Enclosed for filing on behalf of Aqua Utilities Florida, Inc. are the following documents:

1. The Original and eleven copies of the completed Application in the above-styled matter and attached exhibits A-X; and
2. The filing fee in the amount of \$1,500.

Please acknowledge receipt of these documents by stamping the extra copy of this letter "filed" and returning the copy to me.

Thank you for your assistance with this filing.

Sincerely,


Michael B. Twomey

Enclosures

COM _____
 (ECR) + Orig maps (2) _____
 GCL | _____
 OPC | _____
 RCP _____
 SSC _____
 SGA _____
 ADM _____
 CLK Grant _____

DOCUMENT NUMBER-DATE
00734 JAN 29 08
FPSC-COMMISSION CLERK

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Aqua Utilities Florida, Inc.'s Application)
for Approval of Transfer of Fountain Lake Sewer)
Corporation's Wastewater System and Amendment)
of Certificates in Lee County, Florida.)
_____)

Docket No. 090056-SW

Filed: _____, 2009

**AQUA UTILITIES FLORIDA, INC.'S
APPLICATION FOR APPROVAL OF TRANSFER
OF FOUNTAIN LAKES SEWER CORPORATION'S WASTEWATER SYSTEM
AND AMENDMENT OF CERTIFICATES
IN LEE COUNTY, FLORIDA**

Aqua Utilities Florida, Inc. ("AUF" or "Buyer"), by and through its undersigned counsel, and pursuant to Sections 367.045(2) and 367.071, Florida Statutes, and Rules 25-30.036(3) and 25-30.037, Florida Administrative Code, hereby files this Application for approval of the transfer of the water and wastewater systems of Fountain Lakes Sewer Corp. (Fountain Lakes" or "Seller") to AUF and for amendment of AUF's wastewater certificate of authorization for Lee County, Florida, to include the Fountain Lakes wastewater service territory. In support of this Application, AUF states as follows:

APPLICANT INFORMATION

1. The name and address of the Buyer for purposes of this Application, and as it appears on AUF's Commission-issued water and wastewater certificates are:

Aqua Utilities Florida, Inc.
1100 Thomas Ave.
Leesburg, FL 34748
(352) 787 0980
(352) 787 6333

DOCUMENT NUMBER-DATE

00734 JAN 29 8

FPSC-COMMISSION CLERK

2. The name and address of AUF's authorized representatives are:

Michael B. Twomey, Esq.
Post Office Box 5256
Tallahassee, Florida 32314-5256
(850) 421-9530 (Telephone)

Kimberly A. Joyce, Esq.
Aqua America, Inc.
762 West Lancaster Avenue
Bryn Mawr, PA 19010
(610) 645-1077 (Telephone)
(610) 519-0989 (Facsimile)

3. The Seller's representative for purposes of this Application is:

Mary Jo Kelly
Fountain Lakes Sewer Corp.
523 South 8th Street
Minneapolis, NDJ 55404
maryjo.kelly@k-a-c.com
(612)-335-2767

4. AUF has been issued Water and Wastewater Certificates by the Florida Public Service Commission ("Commission") related to its operations in Alachua, Brevard, Charlotte/Desoto, Highlands, Sumter, Lee, Marion, Orange, Palm Beach, Pasco, Polk, Putnam, Seminole, Sumter, Volusia, and Washington Counties. AUF has been issued Wastewater Certificate No. 268S by the Commission with respect to AUF's provision of utility services in Lee County, Florida.

5. Incorporated herein is AUF's Application for Approval of Purchase of the Fountain Lakes wastewater system in Lee County, Florida and for Amendment of Certificates (the "Application"). The incorporated Application includes all of the information required by Rules 25-30.036(3) and 25-30.037, Florida Administrative Code.

A. APPLICATION FOR APPROVAL OF TRANSFER OF FOUNTAIN LAKES

WASTEWATER SYSTEM

I. FINANCIAL AND TECHNICAL INFORMATION

6. AUF is a Florida corporation authorized to do business in Florida as of July 2, 2003. The names and addresses of AUF's corporate officers and director are listed in **Exhibit "A"** to the Application.

7. **Exhibit "B"** to the Application is a statement indicating how this purchase is in the public interest, including a summary of AUF's experience in water and wastewater utility operations, a showing of AUF's financial ability to provide service and a statement that AUF will fulfill the commitments, obligations and representations of Fountain Lakes with regard to utility matters.

8. AUF is a wholly-owned subsidiary of Aqua America, Inc. ("Aqua America") and owns other water or wastewater utilities. AUF also is an affiliate of Aqua Utilities, Inc. (formerly AquaSource Utility, Inc.), which also is a wholly-owned subsidiary of Aqua America. Aqua Utilities, Inc. also owns numerous water and wastewater utilities located in Florida. The utilities owned by each are listed in **Exhibit "C"** to the Application.

9. The sale of the Fountain Lakes Sewer Corp. wastewater system to AUF occurred on April 30, 2008. **Exhibit "D"** to the Application is a copy of the Asset Purchase Agreement, including attachments, by and between Fountain Lakes and AUF, executed on or about September 4th, 2007. Section 367.071(1), Florida Statutes, provides that a utility may sell its land, facilities and certificates prior to Commission determination that the sale is in the public interest, if the sale is made contingent upon Commission approval. Accordingly, Section 7.10 of

the Asset Purchase Agreement provides that this sale of Fountain Lakes wastewater systems is contingent upon Commission approval.

10. The Asset Purchase Agreement includes definitions of the “Waste Water System Assets” purchased by AUF (Section 1.2 of Agreement), the purchase price and terms of payment (Section 1.4 of Agreement), and a provision confirming that AUF is not assuming any liabilities or obligations of Fountain Lakes except for the obligation to provide wastewater service (Section 1.5 of Agreement). The Agreement does not address:

- a. Any guaranteed revenue contracts;
- b. Developer agreements;
- c. Customer advances;
- d. Debt of the utility; and
- e. Leases.

11. **Exhibit “E”** to the Application is a statement regarding the disposition of any outstanding regulatory assessment fees, fines or refunds owed for the Fountain Lakes system.

12. **Exhibit “F”** to the Application is a statement describing AUF’s financing of the purchase.

13. **Exhibit “G”** to the Application is a list of any or all entities upon which AUF is relying to provide funding for the sale, and an explanation of the manner and amount of such funding, including financial statements and copies of any financial agreements with AUF.

14. **Exhibit “H”** to the Application sets forth the proposed net book value of the wastewater system transferred to AUF.

15. **Exhibit “I”** to the Application is a statement confirming that AUF is not requesting an acquisition adjustment.

16. The books and records of Fountain Lakes are available for inspection by the Commission. The name, address, and telephone number of the person who has possession of the books and records of Fountain Lakes are as follows:

Carl Smith
Aqua Utilities Florida, Inc.
1100 Thomas Ave.
Leesburg, FL 34748
(352) 435 – 4024 (Telephone)
(352) 787 – 6333 (Facsimile)

17. **Exhibit “J”** to the Application is a statement from AUF regarding the federal income tax returns of Fountain Lakes Corp.

18. **Exhibit “K”** to the Application is a statement from AUF regarding the condition of each system being acquired and the status of its compliance with applicable standards set by the Florida Department of Environmental Protection.

II. NOTICE OF ACTUAL APPLICATION

19. In accordance with Rule 25-30.030(2), Florida Administrative Code, AUF has obtained from the Commission a list of the names and addresses of the municipalities, the counties, the regional planning counsel, the Office of Public Counsel, the Commission’s Office of the Clerk, the appropriate regional office of the Department of Environmental Protection, the appropriate water management districts, and privately-owned water and wastewater utilities that hold a certificate granted by the Commission and that are located within the county in which the systems proposed to be transferred are located.

20. In accordance with Rule 25-30.030(5), Florida Administrative Code, AUF will provide notice of this Application containing the information required under Rule 25-30.030(4), Florida Administrative Code, by regular mail to the governing body of each county and

municipality contained in the list obtained from the Commission as referenced above, as well as the other entities contained in the list obtained from the Commission, within 7 days of filing this Application.

21. Pursuant to Rule 25-30.030(8), Florida Administrative Code, within 15 days of filing this Application, AUF will submit **Late-Filed Exhibit "L"** to the Application, which will include an affidavit confirming that the Notice of Application was provided as described in Paragraphs 19-20, along with a copy of the Notice and a copy of the list of entities obtained from the Commission.

22. In accordance with Rule 25-30.030(6), Florida Administrative Code, AUF will provide a notice by regular mail, to each customer of each system to be transferred within 7 days of filing this Application. Within 15 days of filing its Application, AUF will submit **Late-Filed Exhibit "M"** to the Application, which will include a copy of the Notice of Application provided to the customers, and an affidavit reflecting that it has provided the Notice of this Application to each customer of each system to be transferred.

23. In accordance with Rule 25-30.030(7), Florida Administrative Code, AUF will publish the Notice once in a newspaper of general circulation in the territory proposed to be transferred within 7 days of filing this Application. Within 15 days of filing this Application, AUF will submit **Late-Filed Exhibit "N"** to the Application, which will include an affidavit reflecting that the Notice has been published once in a newspaper of general circulation in each territory proposed to be transferred, along with proof of each publication.

III. FILING FEE

24. The application fee required by Section 367.145, Florida Statutes, and Rule 25-30.020, Florida Administrative Code, has been submitted to the Office of Commission Clerk along with the filing of this Application.

IV. OTHER

25. **Exhibit "O"** to the Application provides evidence that Fountain Lakes owns the land upon which each treatment facility for each system to be transferred is located.

26. **Exhibit "P"** to the Application contains sample tariff sheets for each system proposed to be transferred reflecting the change in ownership, the existing rates and charges, and the territorial descriptions of each water and wastewater system.

27. **Exhibit "Q"** to the Application states that Fountain Lakes has been issued wastewater certificate No. 442-S by the Commission.

B. APPLICATION FOR AMENDMENT OF CERTIFICATES OF AUTHORIZATION

I. SYSTEM INFORMATION

28. AUF provides wastewater service to the proposed amended territory. AUF provides service to the proposed amended territory by utilizing AUF's current plant. The capacity of the existing wastewater treatment facilities is 0.190 million gallons per day ("MGD").

29. The type of customers anticipated to be served by the extension of wastewater service will be single and multi-family homes.

30. Attached hereto as **Exhibit "R"** is a copy of the executed and recorded special warranty deed as evidence that AUF owns the land where the wastewater facilities that will serve the proposed territory are located.

II. FINANCIAL AND TECHNICAL INFORMATION

31. AUF has the technical and financial ability to render reasonably sufficient, adequate and efficient service to the proposed amended territory. AUF is a wholly owned subsidiary of Aqua America, Inc., which provides service to more than 800,000 customers in thirteen states. Given its size, access to capital and its recognized strength in system planning, capital budgeting and construction management, Aqua America and its subsidiary AUF are uniquely well-positioned to provide high quality water and wastewater service to its customers.

32. Funding for the acquisition of the Fountain Lakes system was provided through Aqua America, Inc. and will not impact AUF's capital structure. Further, the acquisition will not impact AUF's monthly rates and service availability charges.

33. The rates for the Fountain Lakes wastewater system were established by the Commission Order No. PSC-93-1189-FOF-SU August 12, 1993. The inclusion of the proposed amended territory to AUF's Lee County service area will not have an impact on AUF's current rates or service availability charges.

III. TERRITORY DESCRIPTION AND MAPS

34. Attached hereto as **Exhibit "S"** is an accurate legal description of the wastewater territory proposed to be added using township, range and section references as specified by Rule 25-30.030(2), Florida Administrative Code.

35. Attached hereto as **Exhibit "T"** is an official county tax assessment map showing township, range and section of the proposed amended territory.

36. Attached hereto as **Exhibit "U"** are maps showing the existing lines and facilities and the proposed amended territory.

IV. ANNUAL REPORTS AND CERTIFICATES

37. Attached hereto as **Exhibit "V"** is an affidavit of John. M. Lihvarcik, the President and Chief Operating Officer of AUF, affirming that AUF has tariffs and an annual report on file with the Commission.

38. Attached hereto as **Exhibit "W"** is a copy of Order No. PSC-06-0973-FOF-WS issued November 22, 2006 in Docket No. 060643-WS, Order Acknowledging Corporate Reorganization and Approving Name Change. This Order serves as AUF's Amended Certificates for AUF's water and wastewater systems that are subject to the Commission's jurisdiction, including AUF's Wastewater Certificate No. 268S in Lee County.

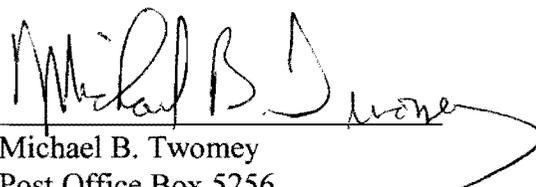
V. AFFIDAVIT

39. Attached hereto as **Exhibit "X"** is an affidavit of John M. Lihvarcik, the President and Chief Operating Officer of AUF, affirming that the facts stated herein and in the attached exhibits are true and correct.

WHEREFORE, AUF requests that this Commission:

- A. Grant AUF's Application;
- B. Approve the transfer of the Fountain Lakes wastewater systems to AUF;
- C. Approve the amendment of AUF's wastewater certificates of authorization in Lee County, Florida to include Fountain Lakes wastewater service territory; and
- D. Grant such other relief as is appropriate.

Respectfully submitted this 29th day of January, 2009.


Michael B. Twomey
Post Office Box 5256
Tallahassee, Florida 32314-5256
(850) 421-9530

In re: Aqua Utilities Florida, Inc.'s Application)
for Approval of Transfer of Fountain Lake Sewer)
Corporation's Wastewater System and Amendment)
of Certificates in Lee County, Florida.)
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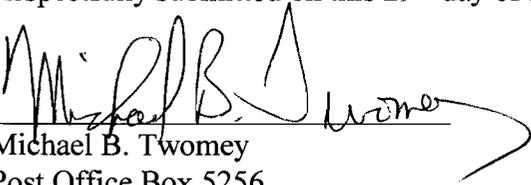
Docket No. _____

Filed: January 29, 2008

FILING FEE

The number of ERCs in the Extension Area is between 501 and 2,000 ERCs. Pursuant to Rule 25-3.020, Florida Administrative Code, the appropriate filing fee is \$1,500.00. A check for the amount of the filing fee is included with this Application.

Respectfully submitted on this 29th day of January, 2009 by:



Michael B. Twomey
Post Office Box 5256
Tallahassee, Florida 32314-5256
(850) 421-9530

EXHIBIT A
Rule 25-30.037 (2)d)

If the buyer is a corporation, list the names, titles, and addresses of corporate officers and directors.

Director:

Nicholas DeBenedictis, 762 West Lancaster Avenue, Bryn Mawr, PA 19010

Officers:

President – Christopher Franklin, 762 West Lancaster Avenue, Bryn Mawr, PA 19010

Vice President – John M. Lihvarcik, 1100 Thomas Avenue, Leesburg, Florida 34749

Vice President and Chief Financial Officer – David P. Smeltzer, 762 West Lancaster Avenue, Bryn Mawr, PA 19010

Vice President and Treasurer – Roy H. Stahl, 762 West Lancaster Avenue, Bryn Mawr, PA 19010

Secretary – Maria Gordiany, 762 West Lancaster Avenue, Bryn Mawr, PA 19010

EXHIBIT B
Rule 25-30.037 (3)(j)

A statement indicating how the transfer is in the public interest, including a summary of the buyer's experience in water and/or wastewater utility operations, a showing of the buyer's financial ability to provide service and a statement that the buyer will fulfill the commitments, obligations and representations of the seller with regard to utility matters.

The sale of the Fountain Lakes Sewer Corp. d/b/a "Fountain Lakes" wastewater assets to AUF ("Buyer") is in the public interest for numerous reasons, the most important of which are as follows:

Focus on Water and Wastewater Service

The Buyer is a wholly-owned subsidiary of Aqua America, Inc. ("Aqua America"), a publicly traded water and wastewater utility based in the United States, which provides service to more than 800,000 customers in thirteen states. The proposed acquisition would place the wastewater operations of the Fountain Lakes wastewater system in the hands of an experienced company and industry leader whose sole focus in the provision of high quality water and wastewater service at reasonable prices. The Buyer will fulfill the commitments, obligations and representations of Fountain Lakes.

Size and Financing Capability

The Fountain Lakes customers will be served by a large, fiscally sound company that has the capability to finance necessary capital additions. To illustrate, as of December 31, 2006, Aqua America's total permanent capitalization was approximately \$1.8 billion. As the Commission is well aware, the need to comply with increasingly stringent water quality and environmental standards, while rehabilitating and replacing aging infrastructure, has created substantial demands for capital investment by water and wastewater utilities. Aqua America has become a leader in the area of infrastructure replacement. This undertaking is critically important, not only to assure high quality water service but also to maintain adequate pressures for fire protection purposes. Given its size, access to capital and its recognized strength in system planning, capital budgeting and construction management, Aqua America and its subsidiaries are uniquely well-positioned to provide high quality water and wastewater service. In addition, because of its outstanding credit quality, Aqua America can access the capital markets on favorable terms.

Economics of Scale

As the largest publicly traded water and wastewater utility system based in the United States, Aqua America enjoys substantial economies of scale and scope through mass purchasing of certain goods (e.g. chemicals and equipment) and the provision of centralized service (e.g., the system-wide administration of an employee pension and benefit plan). The acquisition of Fountain Lakes systems present a further opportunity to extend these economics to the Fountain Lakes customers in such areas as accounting and record keeping, financial and regulatory reporting, customer billing and accounting and customer service.

EXHIBIT B (Continued)

Page 2

Commitment to Customer Service

Aqua America is totally committed to providing its customers with the highest quality service at the lowest price. In addition, Aqua America and its subsidiaries have worked in partnership with State and local officials to address the problems faced by smaller systems that may lack the financial and/or technical resources needed to comply with evolving water quality standards. As part of the Aqua America system, the Fountain Lakes properties should be equipped to pursue these opportunities.

EXHIBIT C
Rule 25-30.037 (2)(f)

List the names and locations of other water and/or wastewater utilities owned by the buyer and PSC certificate numbers, if any.

Aqua Utilities Florida, Inc.

Aqua Utilities Florida, Inc. ("AUF") is a wholly-owned subsidiary of Aqua America. AUF owns and operates the following water and wastewater system that are subject to Commission jurisdiction:

AUF Water Systems

Alachua County – Certification 549W

Arredondo Estates
Arredondo Farms

Brevard County – Certification 002W

Kingswood
Oakwood

Desoto/Charlotte County – Certification 599W

Lake Suzy

Highlands County – Certification 422 W

Lake Josephine
Leisure Lakes
Sebring Lakes

Lake County – Certification 106W

Carlton Village
East Lake Harris
Fern Terrace
Fairways @ Mt. Plymouth
Friendly Center
Grand Terrace
Haines Creek
Hobby Hills
Holiday Haven
Imperial Mobile Terrace
JS – 48 Estates
JS – Kings Cove
JS – Summit Chase
Morningview
Palms MHP
Picciola Island

EXHIBIT C (continued)

List the names and locations of other water and/or wastewater utilities owned by the buyer and PSC certificate numbers, if any.

Piney Woods
Quail Ridge
Ravenswood
Silver Lake Estate/Western Shores
Skycrest
Stone Mountain
Valencia Terrace
Venetian Village

Marion County – Certification 346W

Ocala Oaks

Orange County – Certification 084W

Tangerine

Palm Beach County – Certification 053W

Lake Osborne

Pasco County – Certification 209W

Jasmine Lakes
Palm Terrace
Zephyr Shores

Polk County – Certification 587W

Breeze Hill
Gibsonia Estates
Lake Gibson Estates
Orange Hill/Sugar Creek
Rosalie Oaks
Village Water

Putnam County – 076W

Beecher's Point
Hermits Cove
Interlachen Lakes / Park Manor
Palm Port
Pomona Park
River Grove
Silver Lake Oaks
St. John's Highlands

EXHIBIT C (Continued)

List the names and locations of other water and/or wastewater utilities owned by the buyer and PSC certificate numbers, if any.

Welaka/Saratoga Harbor
Wootens

Seminole County – Certification 279W

Chuluota
Harmony Homes

Sumter County – Certification 507W

Jumper Creek
The Woods

Volusia County – Certification 238W

Jungle Den
Tomoka/Twin Rivers

Washington County – Certification 501W

Sunny Hills

AUF Wastewater Systems

Alachua County – Certification 579S

Arredondo Farms

DeSoto/Charlotte County - Certification 514S

Lake Suzy

Highlands County – Certification 359S

Leisure Lakes

Lake County – Certification 120S

Fairways @ Mt. Plymouth
Holiday Haven
JS – Kings Cove
JS – Summit Chase
Morningview
Ravenswood
Valencia Terrace
Venetian Village

EXHIBIT C (Continued)

List the names and locations of other water and/or wastewater utilities owned by the buyer and PSC certificate numbers, if any.

Lee County- Certification 268S
South Seas

Pasco County – Certification 154S
Jasmine Lakes
Palm Terrace
Zephyr Shores

Polk County – Certification 506S
Breeze Hill
Lake Gibson Estates
Village Water

Putnam County – Certification 284S
Beecher's Point
Park Manor
Silver Lake Oaks

Seminole County – Certification 226S
Chuluota
Florida Central Commerce Park

Sumter County – Certification 441S
Jumper Creek
The Woods

Washington County – Certification 435S
Sunny Hills

Aqua Utilities, Inc.

Aqua Utilities, Inc. (formerly AquaSource Utility, Inc.) is also a wholly-owned subsidiary of Aqua America. Aqua Utilities, Inc. owns and operates water and wastewater systems in Citrus, Hardee and Sarasota Counties.

EXHIBIT D
Rule 25-30.037 (2)(g)

A copy of the Asset Purchase Agreement, including attachments, by and between Fountain Lakes Sewer Corp. and Aqua Utilities Florida, Inc. executed on or about September 4th, 2007, is attached hereto.

**ASSET SALE AGREEMENT
(WASTEWATER AND IRRIGATION SYSTEMS)**

This Asset Purchase Agreement dated Sept. 4, 2007, between Fountain Lakes Sewer Corp., a Florida for profit corporation, with a business address at 22821 Sand Dune Road, Estero, Florida 33928 ("FLSC") and Osborne Properties Limited Partnership, a Minnesota limited partnership, doing business as Fountain Lakes Irrigation System ("Osborne"); on the one hand and Aqua Utilities Florida, Inc., a Florida corporation with a business address at 1100 Thomas Avenue, Leesburg, Florida 37478 ("Aqua Utilities Florida") and Aqua Operations, Inc., a Delaware corporation registered to do business in Florida ("Aqua Operations"), on the other hand. FLSC and Osborne are sometimes collectively referred to herein as "Seller". Aqua Utilities Florida and Aqua Operations are sometimes collectively referred to herein as "Purchaser".

RECITALS

- A. FLSC is a Florida corporation that owns a wastewater system in a residential community known as Fountain Lakes, which is situated in the City of Estero, Lee County, Florida.
- B. Osborne is a Minnesota limited partnership that owns an irrigation system in the Fountain Lakes residential community in Estero, Florida.
- C. Aqua Utilities Florida is a public utility corporation that furnishes wastewater services to the public in various areas of Florida.
- D. Aqua Operations is a Delaware corporation that furnishes water and wastewater services to the public.
- E. FLSC and Osborne desire to sell, and Aqua Utilities Florida and Aqua Operations desire to purchase, the Assets (hereinafter defined) upon the terms and conditions set forth herein.

NOW, THEREFORE, in consideration of the recitals of the covenants, representations and agreements herein contained, and intending to be legally bound hereby, the parties hereto agree as follows:

1. **SALE AND PURCHASE OF THE ASSETS**

1.1 **Purchase and Sale of Wastewater System Assets**

Subject to the terms and conditions hereinafter set forth, Aqua Utilities Florida shall purchase from FLSC, and FLSC shall sell, assign, transfer, grant, convey and deliver to Aqua Utilities Florida at the Closing (hereinafter defined) the Wastewater System Assets (hereinafter defined), free and clear of all liens and encumbrances.

1.2 Wastewater System Assets

The Wastewater System Assets of FLSC ("Wastewater System Assets") are defined to be all of the assets, properties and rights of FLSC (whether tangible, real, personal or mixed), which are held and used in connection with the Wastewater System located in the Fountain Lakes residential community, which is situated in the City of Estero, Lee County, Florida, including, without limitation, the assets and rights set forth in Schedule 1.2 of this Agreement. Notwithstanding the foregoing, the Wastewater System Assets shall not include any of the following:

- a. customer service lines that run from the curb clean-out area to the residences.
- b. piping and fixtures internal to the Fountain Lakes residences.
- c. cash on hand of FLSC and accounts receivable for any period prior to the Closing Date.

1.3 Purchase and Sale of Irrigation System Assets

Subject to the terms and conditions hereinafter set forth, Aqua Operations shall purchase from Osborne, and Osborne shall sell, assign, transfer, grant, convey and deliver to Aqua Operations at the Closing (hereinafter defined) the Irrigation System Assets (hereinafter defined), free and clear of all liens and encumbrances.

1.4 Irrigation System Assets Defined

The Irrigation System Assets of Osborne ("Irrigation System Assets") are defined to be: all of the assets, properties and rights of Osborne (whether tangible, real, personal or mixed), which are held and used in connection with the irrigation system located in the Fountain Lakes residential community, which is situated in the City of Estero, Lee County, Florida, including, without limitation, the assets and rights set forth in Schedule 1.2 of this Agreement. Notwithstanding the foregoing, the Irrigation System Assets shall not include any of the following:

- a. customer service lines that run from the meter or electrically operated valve to the residences.
- b. cash on hand of Osborne and accounts receivable for any period prior to the Closing Date.

The Wastewater System Assets and the Irrigation System Assets are collectively referred to in this Agreement as the "Assets".

1.5 Accounts Receivable and Billing Procedures

Prior to the Closing Date, Seller shall provide to Aqua Utilities Florida a copy of Seller's file containing the names and addresses and account balances of Seller's customers. All accounts receivable of the Seller shall remain the property of the Seller. Seller shall be entitled to retain and/or collect any amounts paid by customers for wastewater and irrigation service provided in the calendar month in which the Closing occurs, without adjustment. Aqua Utilities Florida shall be entitled to bill customers for wastewater and irrigation service provided in the period beginning on the first of the month following the month in which the Closing occurs.

1.6 Purchase Price; Payment

The purchase price for the Assets is One Million Six Hundred Thousand Dollars (\$1,600,000.00) (the "Purchase Price"). This amount shall be paid in cash by wire transfer of funds by Aqua Utilities Florida to Seller at Closing less any amounts paid to Seller as a deposit.

1.7 Non-Assumption of Liabilities

Except as expressly stated in Section 4, paragraph k of this Agreement, all liabilities and obligations of Seller arising from the ownership and operation of the Assets prior to the Closing Date shall remain the sole responsibility of Seller. Purchaser shall not assume and shall not be liable for any liability or obligations of Seller of any nature whatsoever, whether express or implied, fixed or contingent, known or unknown. Aqua Utilities Florida shall be solely responsible for all liabilities or obligations that arise from the ownership and operation of the Wastewater System Assets from and after the Closing Date, including, without limitation, those described in Section 4, paragraph k of this Agreement. Aqua Operations shall be solely responsible for all liabilities or obligations that arise from the ownership and operation of the Irrigation System Assets from and after the Closing Date, including, without limitation, those described in Section 4, paragraph k of this Agreement. Seller shall not assume and shall not be liable for any liability or obligation of Purchaser of any nature whatsoever, whether express or implied, fixed or contingent, known or unknown.

2. CLOSING

2.1 Closing Date, Place and Time

Closing hereunder (the "Closing") shall take place at the offices of Aqua Utilities Florida located at 1100 Thomas Avenue, Leesburg, Florida, and commence on Oct. 16 at 10:00 a.m. local time. The date of the Closing is referred to herein as the "Closing Date".

2.2 Items to be Delivered at Closing

At Closing and subject to the terms and conditions herein contained, Seller shall deliver to Purchaser all of Seller's title, interest and rights to the Assets, by executing and delivering to Purchaser the following:

a. A Special Warranty Deed conveying FLSC's interest in the real property legally described on Schedule 1.3 of this Agreement being transferred to Aqua Utilities Florida free and clear of any and all liens and encumbrances. Title to the real property shall on the date of the Closing be insurable (with standard exceptions) at regular rates by any licensed title insurance company. At the Closing (as hereinafter defined), FLSC shall deliver the duly executed and acknowledged deed to the real property, specifically warranting title to the real property as herein described.

b. A Bill of Sale and Assignment, and other instruments and documents of conveyance and transfer, all in form reasonably satisfactory to Seller, Purchaser and their respective counsel, as shall be necessary and effective to transfer and assign to, and vest in, Purchaser good and marketable title to the Assets with warranty of title;

c. If necessary, Seller's interest in all easements (via an assignment or grant) in a form reasonably satisfactory to Seller, Purchaser and their respective counsel, for pumping stations, wastewater and irrigation mains and related facilities, and for access to and the use and maintenance and operation of the Assets;

d. Copies, or the originals, where appropriate, and all documents necessary to assign and otherwise transfer all agreements, contracts, commitments, leases, plans, bids quotations, proposals, instruments belonging to the Seller that are part of or related to the Assets;

e. A certificate, in a form and substance satisfactory to Purchaser, executed by Seller confirming that any and all contracts between Seller and any other entity have been satisfied and that no claims exist relating to these contracts;

f. A complete and accurate list of the names, addresses, and billing addresses of all customers of the Wastewater System Assets and/or Irrigation System Assets;

g. Keys to any and all facilities identified as Assets; and simultaneously with such delivery, Seller will assist Purchaser in taking actual possession and operating control of the Assets and assist in the transfer of all permits to Purchaser at Closing.

2.3 Transfer of Utilities

The parties will cooperate to transfer utility service, including, but not limited to, telephone and electric, as of the Closing Date. In the event service cannot be transferred in the name of Aqua Utilities Florida or Aqua Operations, as appropriate, as of the Closing Date, the bills shall be pro-rated as of the Closing Date.

3. **CONDITIONS PRECEDENT TO OBLIGATIONS OF PURCHASER**

The Closing of the transaction shall be contingent upon the following:

- a. Seller shall comply with its obligations hereunder, and provide a Bring-Down Certificate at Closing certifying that the representations herein are true and accurate as of the Closing;
- b. Seller shall provide to Purchaser an Opinion Letter from counsel in the form attached hereto as Schedule 3(b);
- c. FLSC shall provide to Purchaser a certificate of good standing from the Secretary of State for the State of Florida;
- d. Purchaser shall be satisfied with its review of the real estate to be conveyed to Purchaser from FLSC;
- e. Purchaser shall receive, and be satisfied with, all required approvals from regulatory agencies, including, without limitation, Florida Department of Environmental Protection and the South Florida Water Management District, to enable Purchaser to assume the ownership and operation of the Assets and to provide sewer and irrigation service to the public in the service territory presently being served by Seller.

4. **REPRESENTATIONS AND WARRANTIES OF SELLER**

Seller makes the following representations and warranties that shall survive the date hereof and the Closing except as disclosed on Schedule 4 attached hereto:

- a. Neither FLSC nor Osborne has any liabilities or obligations outstanding that relate to their respective Assets or may give rise to a claim against their respective Assets;
- b. FLSC and Osborne each have good and marketable title to their respective Assets, and there are no liens, encumbrances or security interests against their respective Assets that will not be satisfied or released by Seller prior to or at Closing;
- c. FLSC and Osborne each have good and valid rights to use, occupy and obtain access to the areas where the sewer mains, collection, irrigation mains and other facilities of their respective Assets are located and to convey such rights of use, occupancy and access to Purchaser;
- d. There are no pending or, to Seller's knowledge, threatened claims regarding the Assets or Seller's ability to transfer the Assets;

e. Seller does not know or have reason to know of any events or conditions related to the Assets that would give rise to any liability under any of the environmental laws of Florida or the United States;

f. Seller does not know or have reason to know of any material violation of, or material lack of compliance with, any law, ordinance or government rule or regulation to which the Assets are subject;

g. Seller is not a party to any contract for other purchase of, or payment for, supplies, equipment or for services related to the Assets, except such contracts that shall not survive Closing;

h. Seller does not know of any existing or threatened conditions or developments which would have a material adverse effect on the Assets.

i. Seller has paid, or will arrange for the full payment of, all taxes owed by Seller on account of the operation of the Assets up to and through Closing. All federal, state and local tax returns, reports and statements (including all income, unemployment, compensation, social security, payroll, sales and use, excise, privilege, property, ad valorem, franchise, license, school, and other taxes owed or assessed under the laws of the United States or any state or municipal or political subdivision thereof required to be filed by Seller (the "Tax Returns") have been filed with the appropriate governmental agencies in all jurisdictions in which returns, reports and statements properly reflect the tax liabilities of Seller for the periods, properties or events covered thereby. All federal, state and local taxes, assessments, interest, penalties, deficiencies, fees and other governmental charges or impositions, including those enumerated above in respect of the Tax Returns, that are called for by the Tax Returns, or claimed to be due by any taxing authority from Seller, or upon or measured by the properties, assets or income of Seller, have been properly paid.

j. FLSC possesses all legal rights, entitlements and permits necessary to operate the Wastewater System Assets, including all legal rights necessary to dispose of all treated wastewater generated by the Wastewater System Assets.

k. Notwithstanding any of the above listed representations and warranties, FLSC hereby represents and Aqua Utilities Florida hereby acknowledges that the wastewater treatment plant flow readings have on occasion exceeded permitted flow levels and that corrective action must be taken to maintain flow at or below the permitted levels. At present, the cause of the excess flow levels is believed to be due to inflow/infiltration problems with the wastewater system. To date FLSC has performed extensive re-grouting and repairs to the wastewater system. However, additional repairs remain to be performed. FLSC is currently obtaining bids for the cost of these additional repairs.

Purchaser hereby agrees (i) to accept the Assets, "AS-IS", "WHERE-IS", in their present condition, including the condition that is causing wastewater flow in excess of permitted levels, (ii) to perform the remaining repairs, at its sole cost, to address the inflow/infiltration issues that

are suspected to be causing the excess flow levels, and (iii) subject to the terms of Section 7.10 hereof, to convert the wastewater treatment plant to a reuse plant, at its sole cost, if necessary to bring the plant flow into compliance.

1. Osborne possesses all legal rights, entitlements and permits necessary to operate the Irrigation System Assets.

5. INDEMNIFICATION

Seller hereby acknowledges that, following the effective time of Closing, Aqua Utilities Florida shall be responsible for the provision of wastewater service to the customers of FLSC and Aqua Operations shall be responsible for the provision of irrigation service to the customers of Osborne. Other than the provision of wastewater and irrigation service after the Closing, and the matters described in Section 4, paragraph k, above, Purchaser does not and shall not assume or incur any liability or obligation of Seller of any nature whatsoever, express or implied, fixed or contingent, known or unknown. Except for the matters described in the foregoing sentence as being the obligation of Purchaser, FLSC shall indemnify and hold harmless Aqua Utilities Florida and its officers, employees and agents from and against all liabilities and obligations of FLSC and from and against any and all third-party claims, actions, judgments and fines (1) arising from any misrepresentation or breach of warranty by FLSC under this Agreement; and/or (2) related to the Wastewater System Assets to the extent such third-party claims, actions, judgments and fines arise from activities or events that occurred or originated prior to the effective time of Closing. Aqua Utilities Florida shall indemnify and hold harmless FLSC, its officers, employees and agents from and against all third-party claims, actions, judgments and fines (i) arising from any misrepresentation or breach of covenant under this Agreement by Aqua Utilities Florida; and/or (2) related to the the Wastewater System Assets to the extent such third-party claims, actions, judgments and fines arise from activities or events that occur or originate after the effective time of Closing, or relate to the matters assumed by Aqua Utilities Florida in Section 4, paragraph k of this Agreement.

Osborne shall indemnify and hold harmless Aqua Operations, its officers, employees and agents from and against all liabilities and obligations of Osborne and from and against any and all third party claims, actions, judgments and fines (1) arising from any misrepresentation or breach of warranty by Osborne under this Agreement, and/or (2) related to the Irrigation System Assets to the extent such third party claims, actions, judgments and fines arise from activities or events that occurred or originated prior to the effective time of Closing. Aqua Operations shall indemnify and hold harmless Osborne, its partners, employees and agents from and against all third party claims, actions, judgments and fines (1) arising from any misrepresentation or breach of covenant under this Agreement by Aqua Operations and/or (2) related to the Irrigation System Assets to the extent such third party claims, actions, judgments and fines arise from activities or events that occur or originate after the effective time of Closing.

6. **COVENANTS AND ACKNOWLEDGMENTS**

Seller will support Aqua Utilities Florida's application(s) to the Florida Public Service Commission, Florida Department of Environmental Protection, and/or the South Florida Water Management District, if applicable, and will assist with the transfer of any and all permits. Aqua Utilities Florida covenants and agrees to use diligent, best efforts to obtain all required permits and approvals as soon as possible.

7. **GENERAL PROVISIONS**

7.1 **Notices**

Any notice, request, demand, waiver, consent, approval or other communication which is required or permitted hereunder shall be in writing and shall be deemed given only if sent by regular mail where the receipt of which is confirmed by a telephone conversation, or delivered personally, or sent by overnight delivery service or registered or certified mail, postage prepaid, return receipt requested, as follows:

IF TO AQUA UTILITIES FLORIDA, INC.:

Aqua Utilities Florida, Inc.
1100 Thomas Avenue
Leesburg, FL 34738
Attention: John M. Lihvarcik

IF TO SELLER:

Fountain Lakes Sewer Corp.
523 South 8th Street
Minneapolis, MN 55404
Attention: Mary Jo Kelly

IF TO AQUA OPERATIONS, INC.:

Aqua Operations, Inc.
762 West Lancaster Avenue
Bryn Mawr, Pennsylvania 19010
Attention: Deputy General Counsel

or to such other address as the addressee may have specified in a written notice duly given to the sender as provided herein. Such notice, request, demand, waiver, consent, approval or other communication will be deemed to have been given as of the date so delivered or mailed.

7.2 **Governing Law**

This instrument shall be governed by and enforced in accordance with the laws of the State of Florida.

7.3 **Entire Agreement; Modification; Integration Clause**

This Agreement sets forth the entire understanding of the parties hereto with respect to the transactions contemplated hereby. It shall not be amended or modified except by written

instrument duly executed by each of the parties hereto. Any and all previous agreements and understandings between or among any or all of the parties regarding the subject matter hereof, whether written or oral, are superseded by this Agreement.

7.4 Binding Effect

All terms and provisions of this Agreement shall be binding upon, inure to the benefit of and be enforceable by the legal representatives, successors and assigns of the Seller or Aqua Utilities Florida.

7.5 Schedules

All of the Schedules referred to herein are intended to be and hereby are specifically made a part of this Agreement.

7.6 Survival

The terms and conditions of this Agreement shall survive Closing.

7.7 Representation by Counsel; Construction

Each party acknowledges and represents to the other that it has been represented by legal counsel in connection with the preparation and execution of this document and related documents and each party therefore acknowledges and agrees that any rule of construction or interpretation of language against the drafting party shall not be applicable to this document or any related document.

7.8 Arbitration

Each party agrees to arbitrate any dispute, claim or controversy arising from, or related to this Agreement with the exception of any claim for restraints or injunctive relief. By agreeing to arbitrate each dispute, claim or controversy, subject to the limitations set forth above, each party is also agreeing to waive any right it may have to a jury trial or other proceeding in court with regard to such dispute, claim or controversy. Any such arbitration shall be conducted in Tallahassee, Florida, in accordance with the rules of the American Arbitration Association or at such other city closest to Tallahassee in which the American Arbitration Association conducts arbitration proceedings.

7.9 Counterparts; Facsimile Signature

This Agreement may be executed in counterparts. A facsimile copy of the signature page and signature on behalf of each party shall be effective as an original signature for purposes of showing the execution of this document.

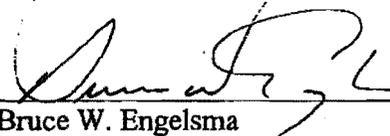
7.10 Regulatory Approval Contingency.

The sale of Assets contemplated by this Agreement is subject to and contingent upon the approval of the Florida Public Service Commission upon terms and conditions reasonably acceptable to Aqua Utilities Florida as to such approval; however, as provided in Section 367.071, Florida Statutes, the parties desire to close the transaction in advance of the Commission's approval. In the event that the FPSC determines that the sale and transfer of the Waste Water System Assets is not in the public interest and that Aqua Utilities Florida will not fulfill the commitments, obligations, and representations of the utility, and, therefore, the FPSC denies such transfer, or in the event that the FPSC approves the sale and transfer of the Waste Water System Assets upon terms and conditions not reasonably acceptable to Aqua Utilities Florida, then the Assets shall be repurchased by Seller via the same means and at the same Purchase Price as the Assets were purchased by Purchaser pursuant to this Agreement. Seller agrees that in the event of such repurchase, Seller will reimburse Aqua Utilities Florida for all capital expenditures made for the improvement to the Waste Water System Assets, provided such expenditures were necessary to comply with any regulatory order, emergency situation, or legal requirement, and further provided Aqua Utilities Florida obtains not less than two (2) competitive bids for said improvements, selects the lowest responsible bidder to perform the work and provides Seller with copies of all of such bids and contracts in support of the amount to be paid by Seller in connection with the repurchase. Purchaser hereby agrees that it will not convert the Wastewater Treatment plant to a reuse plant, as described in Section 4 of this Agreement before either (a) receiving final approval to the purchase of the Wastewater System Assets from the Florida Public Service Commission, or (b) waiving the contingency.

Notwithstanding any thing to the contrary in this Section 7.10, if Aqua Utilities Florida has not received final approval for the purchase of the Wastewater System Assets from the Florida Public Service Commission by the date that is fifteen (15) months after the date of Closing ("Contingency Date"), Purchaser must either (a) transfer the Assets to Seller at the same Purchase Price as the Assets were purchased by Purchaser, or (b) waive this contingency, in which case this sale of the Assets shall be considered final and Seller shall have no further obligation to repurchase the Assets. If Purchaser elects to transfer the Assets to Seller, Purchaser shall notify Seller in writing of its election no sooner than thirty (30) days before the Contingency Date and no later than the Contingency Date. If Purchaser gives written notice in accordance with this Section, the parties shall close on the repurchase of the Assets within thirty (30) days after Seller's receipt of Purchaser's written notice of election. If Purchaser does not give Seller written notice by the Contingency Date, this contingency shall be deemed waived by Purchaser, this sale shall be final and Seller shall have no further obligation to repurchase the Assets.

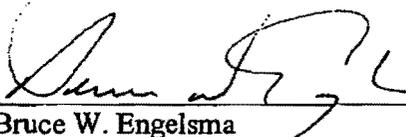
IN WITNESS WHEREOF, intending to be legally bound, the parties hereto have duly executed this Agreement on the date first above written.

FOUNTAIN LAKES SEWER CORP.
a Florida for profit corporation

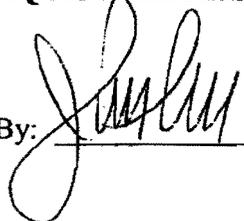
By: 
Bruce W. Engelsma
Its: President

OSBORNE PROPERTIES LIMITED PARTNERSHIP
a Minnesota limited partnership

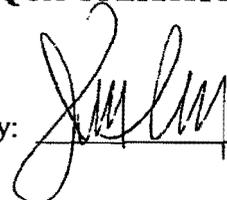
By: Osborne Properties GP, LLC
a Minnesota limited liability company
Its: General Partner

By: 
Bruce W. Engelsma
Its: CEO

AQUA UTILITIES FLORIDA, INC.

By: 

AQUA OPERATIONS, INC

By: 

Schedule 1.2

List of Assets

I. **WASTEWATER TREATMENT PLANT FACILITIES**

One (1) fully operational 190,000 gallons per day wastewater treatment plant as shown on as-built plans. Wastewater Treatment Plant Level _____, dated _____ to include any and all other upgrades since said date.

II. **WASTEWATER COLLECTION SYSTEM**

All wastewater collection mains (gravity and/or force), company laterals (main to curblines), manholes, cleanouts, discharge lines and any other facilities that are located within the site or that extend beyond the site.

Six (6) wastewater lift stations.

III. **IRRIGATION SYSTEM**

All irrigation system mains, company irrigation laterals, valves, meters, clocks and any other facilities that are located within the site or that extend beyond the site;

Six (6) wells and seven (7) irrigation pump stations, located on map previously provided to Aqua Utilities Florida.

IV. **REAL ESTATE**

All right, title and interest of Seller in and to the land described on Schedule 1.3 to this Agreement, presently used in connection with the provision of wastewater and irrigation services and any rights in land reserved for future service whether by perpetual easement, fee simple interest or otherwise.

V. **MISCELLANEOUS**

A. Customer records, customer contracts, financial records, engineering drawings, vendor contracts, leases, environmental reports and all other records necessary to the continued operation of the Assets.

B. All permits held by Seller for the Assets to the extent that such permits are transferable.

C. Any and all facility plans currently in Seller's possession or control, along with as-built plans and drawings, including, but not limited to the production facilities and other Wastewater System Assets and Irrigation System Assets, operation and maintenance (O&M) manuals, engineering records and reports, source studies, and operational data.

Schedule 1.3

Legal Description

FOUNTAIN LAKES
SEWAGE TREATMENT PLANT SITE

LEGAL DESCRIPTION

A PARCEL OF LAND IN SECTION 4, TOWNSHIP 47 SOUTH, RANGE 25 EAST, LEE COUNTY, FLORIDA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGIN AT THE SOUTHWEST CORNER OF SECTION 4, TOWNSHIP 47 SOUTH RANGE 25 EAST; THENCE N. 0°36'02"W. ALONG THE WEST LINE OF THE SOUTHWEST ONE QUARTER OF SAID SECTION 4 FOR 1018.06 FEET; THENCE N. 89°23'58"E. FOR 140.00 FEET; THENCE N. 44°23'58"E. FOR 120.00 FEET; THENCE N. 89°23'58"E. FOR 191.90 FEET TO AN INTERSECTION WITH THE WESTERLY LINE OF THAT CERTAIN FLORIDA POWER AND LIGHT COMPANY EASEMENT DESCRIBED IN DEED BOOK 220 AT PAGES 574 THROUGH 579 OF THE PUBLIC RECORDS OF LEE COUNTY, FLORIDA; THENCE S. 21°20'53"E. ALONG SAID WESTERLY LINE FOR 1157.73 FEET TO AN INTERSECTION WITH THE SOUTH LINE OF THE SOUTHWEST ONE QUARTER OF THE AFOREMENTIONED SECTION 4; THENCE S. 87°59'44"W. ALONG SAID SOUTH LINE FOR 827.12 FEET TO THE POINT OF BEGINNING. SAID PARCEL OF LAND SITUATE LYING AND BEING IN LEE COUNTY, FLORIDA. CONTAINING 13.29 ACRES MORE OR LESS.

AND TOGETHER WITH THE FOLLOWING DESCRIBED PARCEL OF LAND:

A PARCEL OF LAND IN SECTION 4, TOWNSHIP 47 SOUTH, RANGE 25 EAST, LEE COUNTY, FLORIDA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE SOUTHWEST CORNER OF SECTION 4, TOWNSHIP 47 SOUTH, RANGE 25 EAST, THENCE N 0°36'02" W ALONG THE WEST LINE OF THE SOUTHWEST ONE QUARTER OF SAID SECTION 4 FOR 1018.06 FEET TO THE POINT OF BEGINNING OF THE HEREIN DESCRIBED PARCEL OF LAND; THENCE CONTINUE N 0°36'02" W ALONG SAID WEST LINE FOR 1185.00 FEET TO AN INTERSECTION WITH THE WESTERLY LINE OF THAT CERTAIN FLORIDA POWER AND LIGHT COMPANY EASEMENT DESCRIBED IN DEED BOOK 228 AT PAGE 574 THROUGH 579 OF THE PUBLIC RECORDS OF LEE COUNTY, FLORIDA; THENCE S 21°20'53" E ALONG SAID WESTERLY LINE FOR 1176.44 FEET; THENCE S 89°23'58" W FOR 191.90 FEET; THENCE S 44°23'58" W FOR 120.00 FEET; THENCE S 89°23'58" W FOR 140.00 FEET TO THE POINT OF BEGINNING. SAID PARCEL OF LAND SITUATE LYING AND BEING IN LEE COUNTY, FLORIDA.

DR BK 03373
PG 3179

Schedule 3(b)

Opinion Letter from Seller's Counsel

(LETTERHEAD)

_____, 2007

Aqua Utilities Florida, Inc
1100 Thomas Avenue
Leesburg, Florida 34748

Re: Asset Sale Agreement (Wastewater and Irrigation System Assets)

Dear Sirs:

I have acted as counsel to the Seller in conjunction with the Asset Sale Agreement dated as of _____, 2007 (the "Agreement") between Fountain Lakes Sewer Corp., a Florida corporation ("Fountain Lakes") and Osborne Properties Limited Partnership ("Osborne") (collectively, the "Seller") and Aqua Utilities Florida, Inc. and Aqua Operations, Inc. (collectively the "Purchaser"). The Agreement provides for Purchaser to acquire from Seller the Assets, as defined therein, located in the development known as the Fountain Lakes which is situated in City of Estero, Lee County, Florida (collectively herein called the "Assets").

I have examined the Agreement and the certifications, documents and instruments delivered pursuant thereto. I have also examined original copies, certified copies and file copies of records, agreements, instruments, certificates of public officials and officers and other documents relating to the Assets.

Based upon the foregoing, I am of the opinion that:

(a) Fountain Lakes is a Florida corporation, duly organized, validly existing and in good standing in the State of Florida. Osborne is a Minnesota limited partnership duly organized and validly existing. Seller is in good standing under the laws of the State of Florida.

(b) Fountain Lakes and Osborne each have the requisite power, authority, permission and regulatory authorizations to own and operate their respective Assets and, as to Fountain

Lakes, to carry on the wastewater treatment and disposal system and, as to Osborne, irrigation supply system business as it has been and is now being conducted.

(c) Neither the execution and delivery of the Agreement by Seller, nor consummation and performance of the transactions contemplated thereby (i) requires the approval or consent of any federal, state, local or other governmental body or agency (other than the Florida Public Service Commission, Florida Department of Environmental Protection and the South Florida Water Management District) that has not been obtained, (ii) results in the violation of any law, ordinance or regulation to which Seller is subject; or (iii) results in a violation of any judgment, order, writ, injunction or decree of any court or of any governmental official, agency or instrumentality which is applicable to Seller.

(d) The execution and delivery of the Agreement and the performance of the transactions contemplated hereby does not violate, conflict with or result in the breach (with or without the giving of notice or lapse of time or both) of any term, condition or provision of any instrument, contract, lease, agreement, permit, certificate or other document to which Seller is a party, or is otherwise bound or affected, or by which any of the Assets may be bound or affected.

(e) Fountain Lakes and Osborne each have full power and authority to execute this Agreement and to sell, convey, assign, transfer and deliver their respective Assets to Purchaser as provided in the Agreement.

(f) All proceedings required to be taken by the Seller's Board of Directors and partners, respectively, to carry out the Agreement, and to authorize the Seller to sell, convey, assign, transfer and deliver to Purchaser the Assets pursuant to the Agreement have been duly and properly taken.

(g) The Agreement has been duly executed and delivered by Seller and is the legal, valid and binding obligation of Seller enforceable against Seller in accordance with the terms of the Agreement.

(h) The instruments delivered by Seller to transfer their respective Assets to Purchaser have been duly authorized, executed and delivered, are legal, valid and binding in accordance with their terms.

The opinions expressed herein are limited to matters of federal law and the laws of the State of Florida. This opinion is provided to Purchaser solely for the purpose of complying with Seller's obligations under the Agreement. This opinion is given for Purchaser's use and benefit and, except as may not be relied upon by any other person without the prior written consent of the undersigned.

Sincerely yours,

{Attorney for Seller}

Schedule 4

Exceptions to the Representation and Warranties of Seller

1. Notwithstanding any of the representations in Section 4 of this Asset Sale Agreement, Seller hereby discloses to Purchaser that Seller is aware that the Fountain Lakes Homeowner's Association has contacted Kraus-Anderson, Incorporated and informed Kraus-Anderson, Incorporated that sink holes have developed on the Fountain Lakes residential community property. To date, the sink holes appear to be caused by alleged problems with the storm water drainage system. No claims or demands have been made or threatened against either the Wastewater Systems Assets, the Irrigation Assets, either of the Sellers, or Seller's proposed transfer of the Assets.

EXHIBIT E
Rule 25-30.037 (2)(r)

A statement regarding the disposition of any outstanding regulatory assessment fees, fines or refunds owed.

There are no outstanding regulatory assessment fees, fines or refunds owed.

EXHIBIT F
Rule 25-30.037 (2)(i)

A statement describing the financing of the purchase.

The purchase of Fountain Lakes wastewater system was financed through the use of short-term funds from AUF and Aqua Operations' parent, Aqua America, Inc.

EXHIBIT G
Rule 25-30.037 (2)(k)

A list of all entities upon which the applicant is relying to provide funding to the buyer, and an explanation of the manner and amount of such funding, which shall include their financial statements and copies of any financial agreements with the utility. This requirement shall not apply to any person or entity holding less than 10 percent of ownership interest in the utility.

The transaction was funded by the parent, Aqua America, with short term debt. The amount of funding for the transaction was \$ 522,000.00. The parent's statement is available at www.aquaamerica.com

EXHIBIT H
Rule 25-30.037 (2)(l)

The proposed net book value of the system as of the date of the proposed transfer. If rate base (or net book value) has been established previously by this Commission, state the Order No. and date issued. Identify all adjustment made to update this rate base (or net book value) to the date of the proposed transfer.

The proposed net book value as of the date of the proposed transfer is \$550,362.00 (as per the 2007 Annual Report filed with the Florida Public Service Commission).

Rate Base was previously established August 12, 1993 in Order No. PSC-93-1189-FOF-SU, the staff assisted rate case as the average rate base of \$317,310.00

EXHIBIT I
Rule 25-30.037 (2)(m)

A statement setting forth the reasons for an acquisition adjustment, if one is requested.

Not applicable.

EXHIBIT J
Rule 25-30.037 (2)(o)

A statement from the buyer that it has obtained or will obtain copies of all the federal income tax returns of the seller from the date the utility was first established, or rate base was last established by the Commission or, if the tax returns have not been obtained, a statement from the buyer detailing the steps taken to obtain the returns.

Aqua has obtained via a request for the federal income tax returns. Aqua has received a copy (not signed) of the lasted federal tax return for 2007 which is attached.

Schedule A Cost of Goods Sold (see instructions)

1	Inventory at beginning of year	1	
2	Purchases	2	
3	Cost of labor	3	
4	Additional section 263A costs (attach schedule)	4	
5	Other costs (attach schedule)	5	
6	Total. Add lines 1 through 5	6	0
7	Inventory at end of year	7	
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on page 1, line 2	8	0

9a Check all methods used for valuing closing inventory:

- (i) Cost
- (ii) Lower of cost or market
- (iii) Other (Specify method used and attach explanation.) ▶

b Check if there was a writedown of subnormal goods

c Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970)

d If the LIFO inventory method was used for this tax year, enter percentage (or amounts) of closing inventory computed under LIFO 9d

e If property is produced or acquired for resale, do the rules of section 263A apply to the corporation? Yes No

f Was there any change in determining quantities, cost, or valuations between opening and closing inventory? If "Yes," attach explanation Yes No

Schedule C Dividends and Special Deductions (see instructions)

	(a) Dividends received	(b) %	(c) Special deductions (a) x (b)
1 Dividends from less-than-20%-owned domestic corporations (other than debt-financed stock)		70	0
2 Dividends from 20%-or-more-owned domestic corporations (other than debt-financed stock)		80	0
3 Dividends on debt-financed stock of domestic and foreign corporations	see instruct.		0
4 Dividends on certain preferred stock of less-than-20%-owned public utilities		42	0
5 Dividends on certain preferred stock of 20%-or-more-owned public utilities		48	0
6 Dividends from less-than-20%-owned foreign corporations and certain FSCs		70	0
7 Dividends from 20%-or-more-owned foreign corporations and certain FSCs		80	0
8 Dividends from wholly owned foreign subsidiaries		100	0
9 Total. Add lines 1 through 8. See instructions for limitation			0
10 Dividends from domestic corporations received by a small business investment company operating under the Small Business Investment Act of 1958		100	0
11 Dividends from affiliated group members		100	0
12 Dividends from certain FSCs		100	0
13 Dividends from foreign corporations not included on lines 3, 6, 7, 8, 11, or 12			
14 Income from controlled foreign corporations under subpart F (attach Form(s) 5471)			
15 Foreign dividend gross-up			
16 IC-DISC and former DISC dividends not included on lines 1, 2, or 3			
17 Other dividends			
18 Deduction for dividends paid on certain preferred stock of public utilities			
19 Total dividends. Add lines 1 through 17. Enter here and on page 1, line 4	0		
20 Total special deductions. Add lines 9, 10, 11, 12, and 18. Enter here and on page 1, line 29b			0

Schedule E Compensation of Officers (see instructions for page 1, line 12)

Note: Complete Schedule E only if total receipts (line 1a plus lines 4 through 10 on page 1) are \$500,000 or more.

(a) Name of officer	(b) Social security number	(c) Percent of time devoted to business	Percent of corporation stock owned		(f) Amount of compensation
			(d) Common	(e) Preferred	
1		%	%	%	0
		%	%	%	0
		%	%	%	0
		%	%	%	0
		%	%	%	0
2	Total compensation of officers				0
3	Compensation of officers claimed on Schedule A and elsewhere on return				0
4	Subtract line 3 from line 2. Enter the result here and on page 1, line 12				0

Schedule J Tax Computation (see instructions)

Table with 10 rows for tax computation. Columns include line numbers, descriptions, and numerical values. Total tax is 0.

Schedule K Other Information (see instructions)

Table with 13 rows for other information. Columns include question numbers, descriptions, Yes/No checkboxes, and numerical values. Includes questions about accounting methods, dividends, and foreign ownership.

Schedule L Balance Sheets per Books	Beginning of tax year		End of tax year	
	(a)	(b)	(c)	(d)
Assets				
1 Cash		61,239		59,085
2a Trade notes and accounts receivable	63,250		76,541	
b Less allowance for bad debts	()	63,250		76,541
3 Inventories				
4 U.S. government obligations				
5 Tax-exempt securities (see instructions)				
6 Other current assets (attach schedule)		4,085		4,085
7 Loans to shareholders				
8 Mortgage and real estate loans				
9 Other investments (attach schedule)				
10a Buildings and other depreciable assets	2,456,523		2,516,835	
b Less accumulated depreciation	(1,127,226)	1,329,297	(1,217,714)	1,299,121
11a Depletable assets				
b Less accumulated depletion	()	0		0
12 Land (net of any amortization)		72,352		72,352
13a Intangible assets (amortizable only)	21,190		21,190	
b Less accumulated amortization	(20,481)	709	(21,013)	177
14 Other assets (attach schedule)		92,850		54,815
15 Total assets		1,623,782		1,566,176
Liabilities and Shareholders' Equity				
16 Accounts payable		52,619		55,762
17 Mortgages, notes, bonds payable in less than 1 year				
18 Other current liabilities (attach schedule)		860,712		797,449
19 Loans from shareholders		855,882		1,127,326
20 Mortgages, notes, bonds payable in 1 year or more		517,153		461,744
21 Other liabilities (attach schedule)				
22 Capital stock: a Preferred stock				
b Common stock	7,500	7,500	7,500	7,500
23 Additional paid-in capital		200,000		200,000
24 Retained earnings—Appropriated (attach schedule)				
25 Retained earnings—Unappropriated		(870,084)		(1,083,605)
26 Adjustments to shareholders' equity (attach schedule)				
27 Less cost of treasury stock		()		
28 Total liabilities and shareholders' equity		1,623,782		1,566,176

Schedule M-1 Reconciliation of Income (Loss) per Books With Income per Return

Note: Schedule M-3 required instead of Schedule M-1 if total assets are \$10 million or more—see instructions

1 Net income (loss) per books	-213,521	7 Income recorded on books this year not included on this return (itemize):	
2 Federal income tax per books		Tax-exempt interest \$	
3 Excess of capital losses over capital gains			
4 Income subject to tax not recorded on books this year (itemize):	0		0
5 Expenses recorded on books this year not deducted on this return (itemize):		8 Deductions on this return not charged against book income this year (itemize):	
a Depreciation \$ 4,045		a Depreciation \$	
b Charitable contributions \$		b Charitable contributions \$	
c Travel and entertainment \$		Deferred Tax Amort: 905	
		4797 Loss 2,505	
	4,045		3,410
6 Add lines 1 through 5	-209,476	9 Add lines 7 and 8	3,410
		10 Income (page 1, line 28)—line 6 less line 9	-212,886

Schedule M-2 Analysis of Unappropriated Retained Earnings per Books (Line 25, Schedule L)

1 Balance at beginning of year	-870,084	5 Distributions: a Cash	
2 Net income (loss) per books	-213,521	b Stock	
3 Other increases (itemize):		c Property	
		6 Other decreases (itemize):	
	0		
4 Add lines 1, 2, and 3	-1,083,605	7 Add lines 5 and 6	0
		8 Balance at end of year (line 4 less line 7)	-1,083,605

Sales of Business Property

(Also Involuntary Conversions and Recapture Amounts
Under Sections 179 and 280F(b)(2))

2007

Department of the Treasury
Internal Revenue Service (99)

Attachment
Sequence No. **27**

▶ Attach to your tax return. ▶ See separate instructions.

Name(s) shown on return FOUNTAIN LAKES SEWER CORP.	Identifying number 41-1611741
--	---

1 Enter the gross proceeds from sales or exchanges reported to you for 2007 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20 (see instructions) 1

Part I Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft—Most Property Held More Than 1 Year (see instructions)

(a) Description of property	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss) Subtract (f) from the sum of (d) and (e)
2 Sewr treatment equipmer	6/15/1995	12/31/2007	0	671	3,176	-2,505
						0
						0

3 Gain, if any, from Form 4684, line 39	3
4 Section 1231 gain from installment sales from Form 6252, line 26 or 37	4
5 Section 1231 gain or (loss) from like-kind exchanges from Form 8824	5
6 Gain, if any, from line 32, from other than casualty or theft	6
7 Combine lines 2 through 6. Enter the gain or (loss) here and on the appropriate line as follows:	7 -2,505

Partnerships (except electing large partnerships) and S corporations. Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 10, or Form 1120S, Schedule K, line 9. Skip lines 8, 9, 11, and 12 below.

Individuals, partners, S corporation shareholders, and all others. If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9. If line 7 is a gain and you did not have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on the Schedule D filed with your return and skip lines 8, 9, 11, and 12 below.

8 Nonrecaptured net section 1231 losses from prior years (see instructions)	8
9 Subtract line 8 from line 7. If zero or less, enter -0-. If line 9 is zero, enter the gain from line 7 on line 12 below. If line 9 is more than zero, enter the amount from line 8 on line 12 below and enter the gain from line 9 as a long-term capital gain on the Schedule D filed with your return (see instructions)	9

Part II Ordinary Gains and Losses (see instructions)

10 Ordinary gains and losses not included on lines 11 through 16 (include property held 1 year or less):

	0
	0
	0

11 Loss, if any, from line 7	11 (2,505)
12 Gain, if any, from line 7 or amount from line 8, if applicable	12
13 Gain, if any, from line 31	13
14 Net gain or (loss) from Form 4684, lines 31 and 38a	14
15 Ordinary gain from installment sales from Form 6252, line 25 or 36	15
16 Ordinary gain or (loss) from like-kind exchanges from Form 8824	16
17 Combine lines 10 through 16	17 -2,505

18 For all except individual returns, enter the amount from line 17 on the appropriate line of your return and skip lines a and b below. For individual returns, complete lines a and b below:

a If the loss on line 11 includes a loss from Form 4684, line 35, column (b)(ii), enter that part of the loss here. Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 28, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 23. Identify as from "Form 4797, line 18a." See instructions

b Redetermine the gain or (loss) on line 17 excluding the loss, if any, on line 18a. Enter here and on Form 1040, line 14

18a	
18b	0

Depreciation and Amortization

(Including Information on Listed Property)

Department of the Treasury
Internal Revenue Service

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return FOUNTAIN LAKES SEWER CORP.	Business or activity to which this form relates 1120 - Water/Sewer co	Identifying number 41-1611741
--	---	---

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount. See the instructions for a higher limit for certain businesses	1	125,000
2 Total cost of section 179 property placed in service (see instructions).	2	
3 Threshold cost of section 179 property before reduction in limitation	3	500,000
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	0
5 Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	125,000

(a) Description of property	(b) Cost (business use only)	(c) Elected cost	
6			
7 Listed property. Enter the amount from line 29	7		
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7		8	0
9 Tentative deduction. Enter the smaller of line 5 or line 8		9	0
10 Carryover of disallowed deduction from line 13 of your 2006 Form 4562.		10	
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)		11	
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11		12	0
13 Carryover of disallowed deduction to 2008. Add lines 9 and 10, less line 12	13		0

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)

14 Special allowance for qualified New York Liberty or Gulf Opportunity Zone property (other than listed property) and cellulosic biomass ethanol plant property placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	28,652

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2007	17	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	<input type="checkbox"/>	

Section B - Assets Placed in Service During 2007 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19 a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property		7,726	25 yrs.	MM	S/L	154
h Residential rental property			27.5 yrs.	MM	S/L	
i Nonresidential real property			39 yrs.	MM	S/L	

Section C - Assets Placed in Service During 2007 Tax Year Using the Alternative Depreciation System

20 a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year			40 yrs.	MM	S/L	

Part IV Summary (see instructions)

21 Listed property. Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	28,806
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Line 26 (Form 1120) - Other Deductions

1	Travel, Meals and Entertainment		
	a Travel	1a	5,076
2	Administrative costs	2	16,615
3	Bank charges	3	9,500
4	Consultation expenses	4	992
5	Insurance	5	2,534
6	Legal	6	5,110
7	Management fee	7	42,000
8	Miscellaneous	8	500
9	Office supplies and expense	9	984
10	Postage	10	4,819
11	Professional fees	11	70,976
12	Supplies	12	375
13	Telephone	13	2,249
14	Utilities	14	35,986
15	Amortized costs	15	101,881
16	Total other deductions	16	299,597
17	Total deductions less expenses for offsetting credits	17	299,597

Line 6, Sch L (Form 1120) - Other Current Assets

		Beginning	End
1	Deferred Tax Benefit	4,085	4,085
2	Total other current assets	4,085	4,085

Line 14, Sch L (Form 1120) - Other Assets

		Beginning	End
1	CIAC Gross-Up/Deferred Items	92,850	54,815
2	Total other assets	92,850	54,815

Line 18, Sch L (Form 1120) - Other Current Liabilities

		Beginning	End
1	Accrued/Deferred Taxes	27,311	26,406
2	CIAC Fees and Property	823,004	759,691
3	Accrued Expenses	10,397	11,352
4	Total other current liabilities	860,712	797,449

**Application for Automatic 6-Month Extension of Time To File
 Certain Business Income Tax, Information, and Other Returns**

OMB No 1545-0233

► File a separate application for each return.

Type or Print File by the due date for the return for which an extension is requested. See instructions.	Name		Identifying number
	FOUNTAIN LAKES SEWER CORP.		41-1611741
	Number, street, and room or suite no. (If P.O. box, see instructions.)		
	523 SOUTH 8TH STREET		
City, town, state, and ZIP code (If a foreign address, enter city, province or state, and country (follow the country's practice for entering postal code)).			
MINNEAPOLIS		MN	55404

Note. See instructions before completing this form.

- 1 Enter the form code for the return that this application is for (see below)
- 2 If the foreign corporation does not have an office or place of business in the United States, check here ►
- 3 If the organization is a corporation or partnership that qualifies under Regulations section 1.6081-5, check here ►
- 4 a The application is for calendar year 20 07 , or tax year beginning _____, 20 _____, and ending _____, 20 _____
- b **Short tax year.** If this tax year is less than 12 months, check the reason:
 Initial return Final return Change in accounting period Consolidated return to be filed
- 5 If the organization is a corporation and is the common parent of a group that intends to file a consolidated return, check here ►
 If checked, attach a schedule, listing the name, address, and Employer Identification Number (EIN) for each member covered by this application.

6 Tentative total tax	6	0
7 Total payments and credits (see instructions)	7	0
8 Balance due. Subtract line 7 from line 6. Generally, you must deposit this amount using the Electronic Federal Tax Payment System (EFTPS), a Federal Tax Deposit (FTD) Coupon, or Electronic Funds Withdrawal (EFW) (see instructions for exceptions)	8	0

Application Is For:	Form Code	Application Is For:	Form Code
Form 706-GS(D)	01	Form 1120-ND	19
Form 706-GS(F)	02	Form 1120-ND (section 4951 taxes)	20
Form 1041 (estate)	04	Form 1120-PC	21
Form 1041 (trust)	05	Form 1120-POL	22
Form 1041-N	06	Form 1120-REIT	23
Form 1041-QFT	07	Form 1120-RIC	24
Form 1042	08	Form 1120-S	25
Form 1065	09	Form 1120-SF	26
Form 1065-B	10	Form 3520-A	27
Form 1066	11	Form 8612	28
Form 1120	12	Form 8613	29
Form 1120-A (fiscal-year 2006-2007 corporations)	14	Form 8725	30
Form 1120-C	34	Form 8804	31
Form 1120-F	15	Form 8831	32
Form 1120-FSC	16	Form 8876	33
Form 1120-H	17	Form 8924	35
Form 1120-L	18		



For calendar year 2007 or tax year beginning _____, 2007 ending _____



880602007123100020050377341161174100003

Name **FOUNTAIN LAKES SEWER CORP.** Check here if any changes
 Address **523 SOUTH 8TH STREET** have been made to name
 Address or address
 City/State/ZIP **MINNEAPOLIS, MN 55404**

Computation of Florida Net Income and Emergency Excise Tax

1. Federal taxable income (see instructions)			
Attach pages 1-4 of federal return	Check here if negative	<u>X</u>	212886.00
2. State income taxes deducted in computing federal taxable income (attach schedule)	Check here if negative	_____	0.00
3. Additions to federal taxable income (from Schedule I)	Check here if negative	_____	0.00
4. Total of Lines 1, 2 and 3	Check here if negative	<u>X</u>	212886.00
5. Subtractions from federal taxable income (from Schedule II)	Check here if negative	_____	0.00
6. Adjusted federal income (Line 4 minus Line 5)	Check here if negative	<u>X</u>	212886.00
7. Florida portion of adjusted federal income (see instructions)	Check here if negative	<u>X</u>	688806.00
8. Nonbusiness income allocated to Florida (from Schedule R)	Check here if negative	_____	0.00
9. Florida exemption			0.00
10. Florida net income (Line 7 plus Line 8 minus Line 9)			0.00
11. Tax due: 5.5% of Line 10 or amount from Schedule VI, Line 11, whichever is greater (see instructions for Schedule VI)			0.00
12. Credits against the tax (from Schedule V, Line 18)			0.00
13. Emergency excise tax due (from Schedule A, Line 20)			0.00
14. Total corporate income/franchise and emergency excise tax due (see instructions)			0.00
15. a) Penalty: F-2220 <u>0.00</u> b) Other <u>0.00</u>			
c) Interest: F-2220 <u>0.00</u> d) Other <u>0.00</u> Line 15 Total ▶			0.00
16. Total of Lines 14 and 15			0.00
17. Payment credits: Estimated tax payments 17a \$ <u>0.00</u>			
Tentative tax payment 17b \$ <u>0.00</u>			0.00
18. Subtract Line 17 from Line 16. Enter amount due here and on payment coupon. If there is an overpayment, enter on Line 19 and/or Line 20			0.00
19. Credit: Enter amount of overpayment credited to next year's estimated tax here and on payment coupon			0.00
20. Refund: Enter amount of overpayment to be refunded here and on payment coupon			0.00

Florida Corporate Income Tax Return

Do Not Detach YEAR ENDING 12/31/2007

To ensure proper credit to your account, enclose your check with tax return when mailing.

Return is Due 1st Day of the 4th Month After Close of the Taxable Year

Check here if you transmitted funds electronically

Name **FOUNTAIN LAKES SEWER CORP.**
 Address **523 SOUTH 8TH STREET**
 Address
 City/State/ZIP **MINNEAPOLIS, MN 55404**

411611741	0	0	0
20070101	0	0	0
20071231	-21288600	0	0
00000000	.000000	0	0
001	0	0	68880600
201	47592000	0	0
-21288600	0	0	0
0	0	0	0



This return is considered incomplete unless a copy of the federal return is attached.

A return that is not signed, or improperly signed and verified, will be subject to a penalty. The statute of limitations period will not start until the return is properly signed and verified. This return must be completed in its entirety.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign here	Signature of officer (must be an original signature)	Date	Title	
	Preparer's signature	Date	Preparer check if self-employed <input type="checkbox"/>	Preparer's PTIN
Paid preparers only	Firm's name (or yours if self-employed) and address	FEIN	ZIP	

All Taxpayers Are Required to Answer Questions A Through M Below as Appropriate — See Instructions

A. State of incorporation: Florida

B. Florida Secretary of State document number: _____

C. Florida consolidated return? YES NO

D. Initial return Final return (final federal return filed)

E. Taxpayer election s. 220.03(5), F.S. General Rule Election A Election B

F. Principal Business Activity Code (as pertains to Florida)
221300

G. A Florida extension of time was timely filed? YES NO If yes, attach copy of Florida Form F-7004.

H-1. Corporation is a member of a controlled group? YES NO If yes, attach list.

H-2. Part of a federal consolidated return? YES NO If yes, provide: FEIN from federal consolidated return: _____ Name of corporation: _____

H-3. The federal common parent has sales, property or payroll in Florida? YES NO

I. Location of corporate books: 523 S 8th Street
Minneapolis, MN

J. Taxpayer is a member of a Florida partnership or joint venture? YES NO

K. Enter date of latest IRS audit n/a List years examined _____

L. Contact person and telephone for questions concerning this return:
Tom Dunleavy 612-332-7281

M. Type of federal return filed 1120 1120A 1120S or _____

Where to Send Payments and Returns

Make check payable to and send with return to:
Florida Department of Revenue
5050 W Tennessee Street
Tallahassee FL 32399-0135

If you are requesting a refund (Line 20), send your return to:
Florida Department of Revenue
PO Box 6440
Tallahassee FL 32314-6440

Remember:

- ✓ Make your check payable to the Florida Department of Revenue.
- ✓ Write your FEI Number on your check.
- ✓ Sign your check and return.
- ✓ Attach a copy of your federal return.
- ✓ Attach a copy of your Form F-7004 (extension of time) if applicable.



FEIN 41-1611741
DATA Page 1

411611741	0	0	0
-21288600	0	0	0
0	.000000	0	0
0	0	0	0
0	0	0	0
0	0	0	0
0	0	0	0
0	-68880600	0	0
0	0	0	0
0	0	0	255903100
0	0	0	1260900
0	0	0	48262200
1	0	0	255903100
2	0	0	1260900
2	0	0	48262200
2	0	0	.000000
2	0	0	.000000
n/a	0	0	.000000
2880600	0	0	.250000
-21288600	0	0	.250000
47592000	0	0	.500000
68880600	0	0	.000000



FEIN 41-1611741
DATA Page 2

411611741	251683500	-21288600	0
0	7235200	0	0
0	0	-68880600	0
0	258918700	0	0
245652300	255903100	0	0
7235200	0	.000000	0
0	255903100	0	0
252887500	0	0	0
0	48262200	0	0
251683500	48262200	0	0
7235200	0	0	0
0	48262200	0	0
258918700	48262200	0	0
255903100	0	0	0
0	0	0	0
255903100	0	0	0
0	0	0	0
245652300	.000000	0	0
7235200	.000000	0	0
0	0	0	0
252887500	0	0	0
0	-21288600	0	0



NAME FOUNTAIN LAKES SEWER CORP.

FEIN

41-1611741

TAXABLE YEAR ENDING 12/31/2007

Schedule A — Computation of Emergency Excise Tax (for assets placed in service 1/1/81 to 12/31/86)

1. Total depreciation expense deducted on federal Form 1120	1.	28806
2. Florida portion of adjusted federal income from F-1120, Page 1, Line 7 or Schedule VI, Line 7 (see instructions)	2.	-212886
3. Loss carry forward (Enter the loss as a positive number)	3.	475920
4. Subtract Line 3 from Line 2 and enter here Note: If a loss carry forward shown on Line 3 exceeds a loss on Line 2, enter positive difference of the loss amounts shown	4.	688806
5. Depreciation deducted pursuant to I.R.C. s. 168 for assets placed in service 1/1/81 to 12/31/86	5.	
6. Straight-line depreciation deducted pursuant to I.R.C. s. 168(b)(3) and 60% of amounts of depreciation previously taxed on Schedule VI (for assets placed in service 1/1/81 to 12/31/86)	6.	
7. All depreciation deducted pursuant to I.R.C. s. 168 directly related to any amount shown as nonbusiness income	7.	
8. Subtract the sum of Line 6 and 7 from the amount on Line 5 and enter result here	8.	0
9. Multiply Line 8 by .40 (40%) and enter here	9.	0
10. Florida apportionment fraction shown in Schedule IIIA or IIID of F-1120 (Taxpayers that are 100% in Florida enter 1.0)	10.	1.000000
11. Multiply Line 9 by Line 10 and enter here	11.	0
12. Determine the amount of depreciation deducted pursuant to I.R.C. s. 168 [except pursuant to s. 168(b)(3)] used in computing nonbusiness income allocated to Florida, multiply the amount by .40 (40%), and enter here	12.	
13. Add Lines 11 and 12 and enter here	13.	0
14. Loss shown on Line 4. Note: If Line 4 does not show a loss, enter 0	14.	688806
15. The portion of the exemption provided in s. 220.14, Florida Statutes, not used for Chapter 220 purposes, if any. If none, enter 0	15.	
16. Subtract the sum of Lines 14 and 15 from the amount on Line 13 and enter result here	16.	-688806
17. Multiply Line 16 by 2.5 (not 2.5 %) and enter here. Note: If Line 16 shows a loss, enter 0	17.	0
18. Total tax due (2.2% of Line 17)	18.	0
19. (a) Emergency excise tax credit: (b) Emergency excise tax credit carryover: (attach schedule) Total	19.	0
20. Balance of tax due (enter on Page 1, Line 13)	20.	0

Schedule I — Additions and/or Adjustments to Federal Taxable Income

	Column (a) For page 1	Column (b) For Schedule VI, AMT
1. Interest excluded from federal taxable income (see instructions)	1.	1.
2. Undistributed net long-term capital gains (see instructions)	2.	2.
3. Net operating loss, net capital loss, and excess charitable and employee benefit plan contribution carryovers deducted in computing federal taxable income (attach schedule)	3.	0
4. Enterprise zone jobs credit (Form F-1156Z)	4.	0
5. Ad valorem taxes allowable as enterprise zone property tax credit (Form F-1158Z)	5.	0
6. Guaranty association assessment(s) credit	6.	6.
7. Rural and/or urban high crime area job tax credits	7.	0
8. State housing tax credit	8.	0
9. Credit for contributions to nonprofit scholarship funding organizations	9.	0
10. Renewable energy tax credits	10.	0
11. Other additions (attach statement)	11.	11.
12. Total Lines 1 through 11 in Columns (a) and (b.) Enter totals for each column on Line 12. Column (a) total is also entered on Page 1, Line 3 (of the F-1120 return). Column (b) total is also entered on Schedule VI, Line 3.	12.	0



NAME FOUNTAIN LAKES SEWER CORP.

FEIN

41-1611741

TAXABLE YEAR ENDING 12/31/2007

Schedule II — Subtractions from Federal Taxable Income		Column (a) For page 1	Column (b) For Schedule VI, AMT
1. Gross foreign source income less attributable expenses (a) Enter s. 78 I.R.C. income \$ _____ (b) plus s. 862 I.R.C. dividends \$ _____ (c) less direct and indirect expenses \$ _____ Total ▶		1. 0	1. 0
2. Gross subpart F income less attributable expenses (a) Enter s. 951 I.R.C. subpart F income \$ _____ (b) less direct and indirect expenses \$ _____ Total ▶		2. 0	2. 0
Note: Taxpayers doing business both within and without Florida enter zero on Lines 3, 4, and 5 and complete Line 4 of Schedule IV.			
3. Florida net operating loss carryover deduction (see instructions)		3. 0	3. 0
4. Florida net capital loss carryover deduction (see instructions)		4.	4.
5. Florida excess charitable and/or employee benefit plan contribution carryover (see instructions)		5.	5.
6. Nonbusiness income (from Schedule R, Line 3)		6. 0	6. 0
7. Eligible net income of an international banking facility (see instructions)		7.	7.
8. Other subtractions (attach statement)		8.	8.
9. Total Lines 1 through 8 in Columns (a) and (b). Enter totals for each column on Line 9. Column (a) total is also entered on Page 1, Line 5 (of the F-1120 return). Column (b) total is also entered on Schedule VI, Line 5.		9. 0	9. 0

Schedule III — Apportionment of Adjusted Federal Income					
III-A For use by taxpayers doing business both within and without Florida, except those providing insurance or transportation services.					
	(a) WITHIN FLORIDA (Numerator)	(b) TOTAL EVERYWHERE (Denominator)	(c) Col. (a) + Col. (b) Rounded to Six Decimal Places	(d) Weight If any factor in Column (b) is zero, see note on Page 10 of the instructions.	(e) Weighted Factors Rounded to Six Decimal Places
1. Property (Schedule III-B below)	2559031	2559031	1.000000	x 25% or <u>25.0%</u>	.250000
2. Payroll	12609	12609	1.000000	x 25% or <u>25.0%</u>	.250000
3. Sales (Schedule III-C below)	482622	482622	1.000000	x 50% or <u>50.0%</u>	.500000
4. Apportionment fraction [Sum of Lines 1, 2, and 3, Column (e)]. Enter here and on Schedule IV, Line 2.					1.000000
III-B For use in computing average value of property (Use original cost).	WITHIN FLORIDA		TOTAL EVERYWHERE		
	a. Beginning of year	b. End of year	a. Beginning of year	b. End of year	
1. Inventories of raw material, work in process, finished goods	0	0	0	0	
2. Buildings and other depreciable assets	2456523	2516835	2456523	2516835	
3. Land owned	72352	72352	72352	72352	
4. Other tangible and intangible (financial org. only) assets (attach schedule)	0	0	0	0	
5. Total (Lines 1 through 4)	2528875	2589187	2528875	2589187	
6. Average value of property [add Line 5, Columns (a) and (b) and divide by 2 (for within Florida and total everywhere)]	2559031		2559031		
7. Rented property (8 times net annual rent)	0		0		
8. Total (Lines 6 and 7). Enter on Line 1, Schedule III-A, Column (a) and (b)	2559031		2559031		
	Average Florida		Average Everywhere		
III-C Sales Factor	TOTAL WITHIN FLORIDA (Omit cents)		TOTAL EVERYWHERE (Omit cents)		
1. Sales (gross receipts)	N/A		0		
2. Sales delivered or shipped to Florida purchasers	0		N/A		
3. Other gross receipts (rents, royalties, interest, etc. when applicable)	482622		482622		
4. TOTAL SALES [Enter on Schedule III-A, Line 3, Columns (a) and (b)]	482622		482622		
III-D Special Apportionment Fractions (see instructions)	(a) WITHIN FLORIDA	(b) TOTAL EVERYWHERE	(c) FLORIDA Fraction [(a) + (b)] Rounded to Six Decimals Places		
1. Insurance companies (attach copy of Schedule T-Annual Report)			.000000		
2. Transportation services			.000000		



NAME FOUNTAIN LAKES SEWER CORP.

FEIN

41-1611741

TAXABLE YEAR ENDING 12/31/2007

Schedule IV — Computation of Florida Portion of Adjusted Federal Income

	Column (a) ADJUSTED FEDERAL INCOME	Column (b) ADJUSTED AMT INCOME
1. Apportionable adjusted federal income from Page 1, Line 6 [or Line 6, Schedule VI for AMT in Col. (b)]	1. -212886	1. 0
2. Florida apportionment fraction [Schedule III-A, Line 4 or Schedule III-D, Column (c)]	2. 1.000000	2. 1.000000
3. Tentative apportioned adjusted federal income (multiply Line 1 by Line 2)	3. -212886	3. 0
4. Net operating loss and/or other carryover apportioned to Florida (attach statement; see instructions)	4. 475920	4. 0
5. Adjusted federal income apportioned to Florida (Line 3 less Line 4; see instructions)	5. -688806	5. 0

Schedule V — Credits Against the Corporate Income/Franchise Tax

1. Florida health maintenance organization credit (attach assessment notice)	1.
2. Capital investment tax credit (attach certification letter)	2.
3. Enterprise zone jobs credit (from Form F-1156Z attached)	3.
4. Community contribution tax credit (attach certification letter)	4.
5. Enterprise zone property tax credit (from Form F-1158Z attached)	5.
6. Rural job tax credit (attach certification letter)	6.
7. Urban high crime area job tax credit (attach certification letter)	7.
8. Emergency excise tax (EET) credit (see instructions and attach schedule)	8. 0
9. Hazardous waste facility tax credit	9.
10. Florida alternative minimum tax (AMT) credit	10.
11. Contaminated site rehabilitation tax credit (attach tax credit certificate)	11.
12. Child care tax credits (attach certification letter)	12.
13. State housing tax credit (attach certification letter)	13.
14. Credit for contributions to nonprofit scholarship funding organizations (attach certificate)	14.
15. Florida renewable energy technologies investment tax credit	15.
16. Florida renewable energy production tax credit	16.
17. Other credits (attach schedule)	17.
18. Total credits against the tax (sum of Lines 1 through 17 not to exceed the amount on Page 1, Line 11). Enter total credits on Page 1, Line 12	18. 0

Schedule VI — Computation of Florida Alternative Minimum Tax (AMT)

1. Federal alternative minimum taxable income after exemption (attach federal Form 4626)	1. 0
2. State income taxes deducted in computing federal taxable income (attach schedule)	2. 0
3. Additions to federal taxable income [from Schedule I, Column (b)]	3. 0
4. Total of Lines 1 through 3	4. 0
5. Subtractions from federal taxable income [from Schedule II, Column (b)]	5. 0
6. Adjusted federal alternative minimum taxable income (Line 4 minus Line 5)	6. 0
7. Florida portion of adjusted federal income (see instructions)	7. 0
8. Nonbusiness income allocated to Florida (see instructions)	8. 0
9. Florida exemption	9. 0
10. Florida net income (Line 7 plus Line 8 minus Line 9)	10. 0
11. Florida alternative minimum tax due (3.3% of Line 10). See instructions for Page 1, Line 11	11. 0



NAME FOUNTAIN LAKES SEWER CORP. FEIN 41-1611741 TAXABLE YEAR ENDING 12/31/2007

Schedule R — Nonbusiness Income

Line 1. Nonbusiness income (loss) allocated to Florida

Type	Amount
Total allocated to Florida	1. 0
(Enter here and on Page 1, Line 8 or Schedule VI, Line 8 for AMT)	

Line 2. Nonbusiness income (loss) allocated elsewhere

Type	State/country allocated to	Amount
Total allocated elsewhere	2.	0

Line 3. Total nonbusiness income

Grand total. Total of Lines 1 and 2	3.	0
(Enter here and on Schedule II, Line 6)		

**Estimated Tax Worksheet
For Taxable Years Beginning On or After January 1, 2008**

1. Florida income expected in taxable year	1.	\$	
2. Florida exemption \$5,000 (Members of a controlled group, see instructions on page 15 of F-1120N)	2.	\$	
3. Estimated Florida net income (Line 1 less Line 2)	3.	\$	0
4. Total Estimated Florida tax (5.5% of Line 3)*		\$	0
Less: Credits against the tax	4.	\$	0
* Taxpayers subject to federal alternative minimum tax must compute Florida alternative minimum tax at 3.3% and enter the greater of these two computations.			
5. Estimated emergency excise tax	5.	\$	
6. Total corporate and emergency excise tax (Line 4 plus Line 5)	6.	\$	0
If Line 6 is more than \$2,500, file installment as computed on Line 7; if \$2,500 or less, no declaration (Form F-1120ES) is required.			
7. Computation of installments:			
Payment due dates and	1st day of 5th month - Enter 0.25 of Line 6	7a.	0
payment amounts:	1st day of 7th month - Enter 0.25 of Line 6	7b.	0
	1st day of 10th month - Enter 0.25 of Line 6	7c.	0
	1st day after close of fiscal year - Enter 0.25 of Line 6	7d.	0

NOTE: If your estimated tax should change during the year, you may use the amended computation below to determine the amended amounts to be entered on the declaration (Form F-1120ES).

1. Amended estimated tax	1.	\$	
2. Less:			
(a) Amount of overpayment from last year elected for credit to estimated tax and applied to date	2a.	\$	
(b) Payments made on estimated tax declaration (F-1120ES)	2b.	\$	
(c) Total of Lines 2(a) and 2(b)	2c.	\$	0
3. Unpaid balance (Line 1 less Line 2(c))	3.	\$	0
4. Amount to be paid (Line 3 divided by number of remaining installments)	4.	\$	

Schedule II, Line 3 and Schedule IV, Line 4 (FL F-1120) - Net Operating Loss Carry Forward

Tax Year	(a) Adjusted Federal Income / Loss	(b) Apportionment Fraction for Year of Loss (rounded to 6 decimal places)	(c) Florida Apportioned NOLCO (a) * (b)	(d) NOLCO Applied (enter as negative)	(e) Florida Net Income/Loss (c + d)	(f) NOL Carry Forward to Next Year (c) + (d) < 0
1992						
1993						
1994						
1995						
1996						
1997	13039		13039		13039	
1998	77668		77668		77668	
1999						
2000						
2001	5947		5947		5947	
2002						
2003	9186		9186		9186	
2004						
2005	142600	1.000000	142600		142600	
2006	227480	1.000000	227480		227480	

Corporations entirely in Florida, enter NOLD as a positive number on Schedule II, Line 3.

Corporations within and without Florida, enter NOLD as a positive number on Schedule IV, Line 4 475920

NOLD Carry Forward to 2008 -475920

**Florida Tentative Income / Franchise and Emergency Excise Tax
Return and Application for Extension of Time to File Return**

ATX1
F-7004
R. 01/08
Rule 12C-1.051
Florida Administrative Code
Effective 01/08

Information for Filing Form F-7004

F-7004
R. 01/08

When to file — File this application on or before the original due date of the taxpayer's corporate income tax or partnership return.

Penalties for failure to pay tax — If a payment of tax is required with this application, failure to make such payment will void any extension of time and subject the taxpayer to penalties and interest for failure to file a timely return(s) and pay all taxes due. There is also a penalty for a late-filed return when no tax is due.

Signature — Form F-7004 must be signed by a person authorized by the taxpayer to do so, and who is either (a) an officer or partner of the taxpayer, (b) a person currently enrolled to practice before the Internal Revenue Service, or (c) an attorney or C.P.A. qualified to practice before the IRS under P.L. 89-332.

B. If applicable, state in detail the reason the extension is needed:

C. Type of federal return filed: 01
Contact person for questions Tom Dunleavy
Telephone number 612-332-7281

A. Has Form 7004 been filed with the Internal Revenue Service for the taxable year? Yes No

If the answer is "No," complete Item B.

An extension for Florida tax purposes may be granted, even though no federal extension was granted, if good cause is shown. For more information, see IRS announcements 60-90 and 63-113.

Six Month Extension of Time Request	Florida Income/Franchise Emergency Excise Tax Due
1. Tentative amount of Florida tax for the taxable year	1. 0.00
2. LESS: Estimated tax payments for the taxable year	2. 0.00
3. Balance due —100% of the tax tentatively determined due must be paid with this extension request	3. 0.00

Transfer the amount in Line 3 to Tentative tax due on reverse side.

Make checks payable and mail to:

FLORIDA DEPARTMENT OF REVENUE, 5050 W TENNESSEE STREET, TALLAHASSEE FL 32399-0135

CUT ALONG SOLID LINE

Florida Tentative Income / Franchise and Emergency Excise Tax Return and Application for Extension of Time to File Return		ATX1 F-7004 R. 01/08
Name	FOUNTAIN LAKES SEWER CORP.	FEIN 411611741
Address	523 SOUTH 8TH STREET.	Taxable Year End <u>12/31/2007</u>
Address		FILING STATUS Corporation <input checked="" type="checkbox"/> Partnership <input type="checkbox"/>
City/State/ZIP	MINNEAPOLIS, MN 55404	Check here if you transmitted funds electronically <input type="checkbox"/>
		Tentative Tax Due \$ 0.00

Under penalties of perjury, I declare that I have been authorized by the above named taxpayer to make this application, that to the best of my knowledge and belief the statements herein are true and correct:

Sign Here: _____ Date: _____

411611741	0	0	0
1	0	0	0
20071231	0	0	0
0	0	0	0
001	0	0	0
0	0	0	0
0	0	0	0
0	0	0	0

EXHIBIT K
Rule 25-30.037 (2)(p)

A statement from the buyer that after reasonable investigation, the system being acquired appears to be in satisfactory condition and in compliance with all applicable standards set by the Department of Environmental Protection.

After reasonable investigation, AUF (the requirement is for a statement from the “buyer,” not the parent.) has determined that the wastewater system acquired from Fountain Lakes Sewer Corp. in April, 2008, was and is in satisfactory condition and in compliance with all applicable standards set by the Florida Department of Environmental Protection (“FDEP”) and do not have any outstanding Notices of Violation or Consent Orders with the FDEP.

EXHIBIT L
Rule 25-30.030

An affidavit that the notice of actual application was given in accordance with Section 367-045(1), Florida Statutes, and Rule 25-30.030, Florida Administrative Code, by regular mail.

Exhibit L will be a late-filed exhibit.

EXHIBIT M
Rule 25-30.030

An affidavit that the notice of actual application was given in accordance with Rule 25-30.030, Florida Administrative Code, by regular mail or personal delivery to each customer of the system being transferred.

Exhibit M will be a late-file exhibit.

EXHIBIT N
Rule 25-30.030

Immediately upon completion of publication, an affidavit that the notice of actual application was published once in a newspaper of general circulation in the territory in accordance with Rule 25-30-030, Florida Administrative Code. A copy of the proof of publication shall accompany the affidavit.

Exhibit N will be a late-filed exhibit.

EXHIBIT O
Rule 25-30.037 (2)(q)

Evidence that the utility owns the land where the wastewater treatment facility is located. Or, where the utility does not own the land, a copy of the agreement which provides for the long term, continuous use of the land, such as a 99-year lease. The Commission may consider a written easement or other cost-effective alternative.

A copy of the Warranty Deed and legal description are attached.

Prepared by and Return to:
Martin S. Friedman, Esquire
Rose, Sundstrom & Bentley, LLP
2180 W. State Road 434, Suite 2118
Longwood, FL 32779

Our File No.: 25093.02

For official use by Clerk's office only

SPECIAL WARRANTY DEED

THIS INDENTURE, made this ____ day of October, 2007, between FOUNTAIN LAKES SEWER CORP., a Florida for profit corporation, whose business mailing address is: 523 S. 8th Street, Minneapolis, MN 55404-1078 (hereinafter "Grantor"), and AQUA UTILITIES FLORIDA, INC., a Florida corporation, whose business mailing address is 1100 Thomas Avenue, Leesburg, FL 37478 (hereinafter "Grantee")

WITNESSETH:

Grantor, for and in consideration of the sum of TEN AND NO/100 DOLLARS (\$10.00) and other valuable considerations, receipt whereof is hereby acknowledged, does hereby grant, bargain, sell, aliens, remises, releases, conveys and confirms unto Grantee, its/his/her/their heirs and assigns, the following described property, to wit:

A PARCEL OF LAND IN SECTION 4, TOWNSHIP 47 SOUTH, RANGE 25 EAST, LEE COUNTY, FLORIDA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGIN AT THE SOUTHWEST CORNER OF SECTION 4, TOWNSHIP 47 SOUTH, RANGE 25 EAST; THENCE N 0° 36' 02" W. ALONG THE WEST LINE OF THE SOUTHWEST ONE QUARTER OF SAID SECTION 4 FOR 1018.06 FEET; THENCE N 89° 23' 58" E. FOR 140.00 FEET; THENCE N. 44° 23' 58" E. FOR 120.00 FEET; THENCE N 89° 23' 58" E. FOR 191.90 FEET TO AN INTERSECTION WITH THE WESTERLY LINE OF THAT CERTAIN FLORIDA POWER AND LIGHT COMPANY EASEMENT DESCRIBED IN DEED BOOK 228 AT PAGES 574 THROUGH 579 OF THE PUBLIC RECORDS OF LEE COUNTY, FLORIDA; THENCE S 21° 20' 53" E. ALONG SAID WESTERLY LINE FOR 1157.73 FEET TO AN INTERSECTION WITH THE SOUTH LINE OF THE SOUTHWEST ONE QUARTER OF THE AFOREMENTIONED SECTION 4; THENCE S 87° 59' 44" W. ALONG SAID SOUTH LINE FOR 827.12 FEET TO THE POINT OF BEGINNING. SAID PARCEL OF LAND SITUATE LYING AND BEING IN LEE COUNTY, FLORIDA.

AND TOGETHER WITH THE FOLLOWING DESCRIBED PARCEL OF LAND:

A PARCEL OF LAND IN SECTION 4, TOWNSHIP 47 SOUTH, RANGE 25 EAST, LEE COUNTY, FLORIDA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE SOUTHWEST CORNER OF SECTION 4, TOWNSHIP 47 SOUTH, RANGE 25 EAST, THENCE N. 0° 36' 02" W. ALONG THE WEST LINE OF THE SOUTHWEST ONE QUARTER OF SAID SECTION 4 FOR 1018.06 FEET TO THE POINT OF BEGINNING OF THE HEREIN DESCRIBED PARCEL OF LAND; THENCE CONTINUE N 0° 36' 02" W. ALONG SAID WEST LINE FOR 1185.00 FEET TO AN INTERSECTION

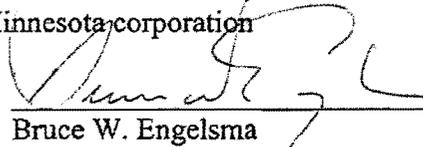
**KRAUS-ANDERSON, INCORPORATED
CERTIFICATE**

Kraus-Anderson, Incorporated, a Minnesota corporation ("KA") hereby certifies to Aqua Operations, Inc. as follows:

1. KA is the Declarant under the Declaration of Protective Covenants and Restrictions for Fountain Lakes (the "Declaration") and is the holder of the Declarant's rights under Supplement #9 and Supplement #16 to the Declaration (the "Declarant's Rights").
2. KA has not assigned the Declarant's Rights to any third party and is the only party whose consent is required to an assignment of the easement rights running in favor of Osborne Properties Limited Partnership ("Osborne") in connection with the ownership, operation and maintenance of the Fountain Lakes irrigation assets ("Fountain Lakes Irrigation Easements").
3. KA hereby does consent to the assignment of the Fountain Lakes Irrigation Easements to Aqua Operations, Inc. in accordance with the terms and conditions set forth in the Asset Sale Agreement dated September 4, 2007.

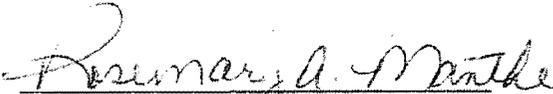
IN WITNESS WHEREOF, the undersigned has executed and delivered this Certificate as of October 16, 2007.

KRAUS-ANDERSON, INCORPORATED
a Minnesota corporation

By: 

Bruce W. Engelsma
CEO

Subscribed and sworn to before me
this 15 day of October, 2007.



Notary

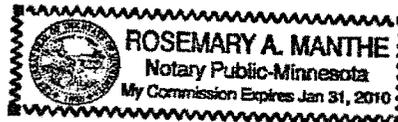


EXHIBIT P
Rule 25-30.037 (2)(s)

Sample tariff sheets for each system proposed to be transferred reflecting the change in ownership, the existing rates and charges, and the territorial descriptions for each water and wastewater system.

See attached sample tariffs as listed below:

Volume I–Section V, Original Sheet No.185.01 -Rate Schedule: Residential Service (RS)
Volume I–Section V, Original Sheet No.185.2-Rate Schedule: General Service (GS) & Multi-Family (MF)
Volume I–Section VI, First Revised Sheet No. 1.1-Index of Service Availability Charges (cont.)
Volume I-Section VI, Original Sheet No. 3.22 – Service Availability Charges
Volume I-Section VII, First Revised Sheet No.1.0 – Index of Miscellaneous Section
Volume I-Section VII, Original Sheet No. 2.6 – Miscellaneous Service Charges
Volume I-Section VII, Second Revised Sheet No.3.1 – Customer Deposits (cont.)
Volume II-Section V, Original Sheet No. 65.1-Rate Schedule: Residential Service (RS)
Volume II-Section V, Original Sheet No. 65.2-Rate Schedule: General Service (GS) & Multi-Family (MF)
Volume II-Section VII, First Revised Sheet No. 3.1-Customer Deposits (cont.)

AUF will provide the territory description sheets upon approval of the transfer.

INDEX OF TERRITORY SERVED

	<u>Sheet Number</u>
Index of Territory Served	1.0
Summary of Territory Served (Commission Orders)	2.0
Summary of Communities Served	3.0
Alachua County	
Territory Served	10.0
Communities Served	11.0
Description of Territory Served	
Arredondo	12.0
DeSoto and Charlotte Counties	
Territory Served	15.0
Communities Served	16.0
Description of Territory Served	
Lake Suzy	17.0
Highlands County	
Territory Served	20.0
Communities Served	21.0
Description of Territory Served	
Leisure Lakes	22.0
Lake County	
Territory Served	30.0
Communities Served	31.0
Description of Territory Served	
Holiday Haven	32.0
King's Cove	33.0
Momingview	40.0
Summit Chase	41.0
Valencia Terrace	42.0
Venetian Village	43.0
Lee County	
Territory Served	50.0
Communities Served	51.0
Description of Territory Served	
South Seas	52.0
Fountain Lakes	53.0
Pasco County	
Territory Served	60.0
Communities Served	61.0
Description of Territory Served	
Jasmine Lakes	62.0
Palm Terrace	63.0
Zephyr Shores	66.0

(Continued to Section II Sheet 1.1)

**Jack Lihvarcik
Chief Operating Officer**

SUMMARY OF TERRITORY SERVED

<u>System Name</u>	<u>County</u>	<u>Cert.</u>	<u>Order Number</u>	<u>Date</u>	<u>Docket No.</u>	<u>Filing Type</u>
Arredondo	Alachua	479-S	PSC-06-0973-FOF-WS	11/22/06	060643-WS	Name Change
Arredondo	Alachua	479-S	PSC-04-0715-FOF-WS	07/21/04	040359-WS	Name Change
Arredondo	Alachua	479-S	PSC-99-0481-FOF-WS	03/08/99	981509-WS	Majority Control
Arredondo	Alachua	479-S	PSC-92-1454-FOF-WS	12/15/92	920973-WS	Grandfather Cert.
Beecher's Point	Putnam	284-S	PSC-05-1242-PAA-WS	12/20/05	040951-WS	Transfer
Beecher's Point	Putnam	284-S	PSC-97-0427-FOF-WS	04/16/97	970028-WS	Name Change
Beecher's Point	Putnam	284-S	20469	12/20/88	880292-WS	Transfer
Beecher's Point	Putnam	284-S	19065	03/31/88	861311-WS	Refer 880292-WS
Beecher's Point	Putnam	355-S	17506	05/05/87	861311-WS	Deny Transfer
Beecher's Point	Putnam	355-S	12580	10/05/83	830204-WS(AP)	Original Certificate
Chuluota	Seminole	226-S	PSC-05-1242-PAA-WS	12/20/05	040952-WS	Transfer
Chuluota	Seminole	226-S	PSC-04-0949-FOF-WS	09/28/04	040730-WS	Deletion Territory
Chuluota	Seminole	226-S	PSC-04-0532-AS-WS	05/25/04	030637-WS	Deletion Territory
Chuluota	Seminole	226-S	PSC-00-0734-FOF-WS	04/14/00	980657-WS	Additional Territory
Chuluota	Seminole	226-S	PSC-97-0427-FOF-WS	04/16/97	970028-WS	Name Change
Chuluota	Seminole	226-S	PSC-95-0414-FOF-WS	03/27/95	930130-WS	Additional Territory
Chuluota	Seminole	226-S	16162	05/28/86	860585-WS	Additional Territory
Chuluota	Seminole	226-S	9988	05/05/81	780278-WS(TC)	Transfer
Chuluota	Seminole	194-S	7206	04/09/76	750759-WS(AP)	Original Certificate
Fountain Lakes	Lee	442-S	20470	12/20/88	8808688-SU	Original Certificate
Florida Central Commerce Park	Seminole	226-S	PSC-05-1242-PAA-WS	12/20/05	040951-WS	Additional Territory
Florida Central Commerce Park	Seminole	226-S	PSC-97-0427-FOF-WS	04/16/97	970028-WS	Name Change
Florida Central Commerce Park	Seminole	226-S	21913	09/19/89	881573-SU	Additional Territory
Holiday Haven	Lake	120-S	PSC-05-1242-PAA-WS	12/20/05	040951-WS	Transfer
Holiday Haven	Lake	120-S	PSC-97-0427-FOF-WS	04/16/97	970028-WS	Name Change
Holiday Haven	Lake	120-S	20869	03/09/89	880605-WS	Additional Territory
Jasmine Lakes	Pasco	154-S	PSC-06-0973-FOF-WS	11/22/06	060643-WS	Name Change
Jasmine Lakes	Pasco	083-S	PSC-04-0715-FOF-WS	07/21/04	040359-WS	Name Change
Jasmine Lakes	Pasco	083-S	PSC-99-0482-FOF-WS	03/08/99	981780-WS	Majority Control
Jasmine Lakes	Pasco	083-S	23728	11/07/90	900291-WS	Transfer
Jasmine Lakes	Pasco	083-S	5606	12/27/72	C-72656-W	Original Certificate
Jungle Den	Volusia	182-S	PSC-05-1242-PAA-WS	12/20/05	040951-WS	Transfer
Jungle Den	Volusia	182-S	PSC-97-0427-FOF-WS	04/16/97	970028-WS	Name Change
Jungle Den	Volusia	182-S	PSC-93-1449-FOF-WS	10/04/93	930153-WS	Additional Territory
Jungle Den	Volusia	182-S	20869	03/09/89	880605-WS	Transfer
Jungle Den	Volusia	256-S	8318	05/22/78	770282-WS(AP)	Original Certificate
King's Cove	Lake	120-S	PSC-06-0973-FOF-WS	11/22/06	060643-WS	Name Change
King's Cove	Lake	371-S	PSC-04-0715-FOF-WS	07/21/04	040359-WS	Name Change
King's Cove	Lake	371-S	PSC-99-2115-PAA-WS	10/25/99	981779-WS	Transfer
King's Cove	Lake	371-S	PSC-96-0131-FOF-WS	01/29/96	950231-WS	Additional Territory
King's Cove	Lake	371-S	23378	08/21/90	900106-WS	Transfer
King's Cove	Lake	307-S	21557	07/17/89	890354-WS	Transfer
King's Cove	Lake	307-S	10774	05/05/82	790759-WS(AP)	Grandfather Cert.
Lake Gibson Estates	Polk	506-S	PSC-05-1242-PAA-WS	12/20/05	040951-WS	Transfer
Lake Gibson Estates	Polk	506-S	PSC-97-0427-FOF-WS	04/16/97	970028-WS	Name Change
Lake Gibson Estates	Polk	506-S	PSC-97-0376-FOF-WS	04/07/97	960909-WS	Grandfather Cert.
Lake Suzy	DeSoto/Charlotte	514-S	PSC-08-		080311-WS	Name Change
Lake Suzy	DeSoto/Charlotte	514-S	PSC-07-0863-FOF-WS	10/29/07	041294-WS	Unwind Transfer
Lake Suzy	DeSoto/Charlotte	514-S	PSC-05-0313A-FOF-WS	05/20/05	041294-WS	Correction
Lake Suzy	DeSoto/Charlotte	514-S	PSC-05-0313-FOF-WS	03/21/05	041294-WS	Transfer Government
Lake Suzy	DeSoto/Charlotte	514-S	PSC-04-0715-FOF-WS	07/21/04	040359-WS	Name Change
Lake Suzy	DeSoto/Charlotte	514-S	PSC-00-0575-PAA-WS	03/22/00	970657-WS	Original Certificate

(Continued to Section II Sheet 2.1)

**Jack Lihvarcik
Chief Operating Officer**

SUMMARY OF COMMUNITIES SERVED

<u>Community Name</u>	<u>System Name</u>	<u>County</u>	<u>Territory Description</u>
American Condominium Park	Zephyr Shores	Pasco	Sheet No. 66.0
Arredondo Farms	Arredondo	Alachua	Sheet No. 12.0
Chuluota	Chuluota	Seminole	Sheet No. 92.0
Covered Bridge	Leisure Lakes	Highlands	Sheet No. 22.0
Executive Woods	Palm Terrace	Pasco	Sheet No. 63.0
Fountain Lakes	Fountain Lakes	Lee	Sheet No. 53.0
Florida Central Commerce Park	Florida Central Commerce Park	Lake	Sheet No. 93.0
Holiday Haven	Holiday Haven	Lake	Sheet No. 32.0
Jasmine Lakes	Jasmine Lakes	Pasco	Sheet No. 62.0
Jungle Den	Jungle Den	Volusia	Sheet No. 112.0
King's Cove	King's Cove	Lake	Sheet No. 33.0
Lake Gibson Estates	Lake Gibson Estates	Polk	Sheet No. 72.0
Lake Suzy	Lake Suzy	DeSoto/Charlotte	Sheet No. 17.0
Morningview	Morningview	Lake	Sheet No. 35.0
Palm Port	Palm Port	Putnam	Sheet No. 83.0
Palm Terrace Estates	Palm Terrace	Pasco	Sheet No. 64.0
Palm Terrace Gardens	Palm Terrace	Pasco	Sheet No. 65.0
Park Manor	Park Manor	Putnam	Sheet No. 84.0
Riverbend	Beecher's Point	Putnam	Sheet No. 82.0
Rosalie Oaks	Rosalie Oaks	Polk	Sheet No. 73.0
Silver Lake Oaks	Silver Lake Oaks	Putnam	Sheet No. 85.0
South Seas	South Seas	Lee	Sheet No. 52.0
Summit Chase	Summit Chase	Lake	Sheet No. 40.0
Sunny Hills	Sunny Hills	Washington	Sheet No. 122.0
The Woods	The Woods	Sumter	Sheet No. 102.0
Valencia Terrace	Valencia Terrace	Lake	Sheet No. 41.0
Venetian Village	Venetian Village	Lake	Sheet No. 42.0
Village Water	Village Water	Polk	Sheet No. 74.0
Zephyr Shores	Zephyr Shores	Pasco	Sheet No. 66.0

**Jack Lihvarcik
Chief Operating Officer**

LEE COUNTY

Territory Served

<u>System Name</u>	<u>Cert.</u>	<u>Order Number</u>	<u>Date</u>	<u>Docket No.</u>	<u>Filing Type</u>
Fountain Lakes	442-S	20470	12/20/08	880688-SU	Original Certificate
South Seas	268-S	PSC-06-0973-FOF-WS	11/22/06	060643-WS	Name Change
South Seas	268-S	PSC-04-0715-FOF-WS	07/21/04	040359-WS	Name Change
South Seas	268-S	PSC-99-1910-PAA-SU	09/27/99	982017-SU	Transfer
South Seas	268-S	PSC-93-1487-FOF-SU	10/12/93	930673-SU	Additional Territory
South Seas	268-S	25242	10/22/91	910858-SU	Addition Territory
South Seas	268-S	8851-A	05/09/79	780586-S	Correction
South Seas	268-S	8851	04/27/79	780586-S	Original Certificate

LEE COUNTY

Communities Served

<u>Community Name</u>	<u>System Name</u>	<u>Territory Description</u>
Fountain Lakes	Fountain Lakes	Sheet No. 53.0
South Seas	South Seas	Sheet No. 52.0

LEE COUNTY
Description of Territory Served

FOUNTAIN LAKES

Order No. 20470

FOUNTAIN LAKES SEWER LEGAL DESCRIPTION:

TOWNSHIP 47 SOUTH, RANGE 25 EAST IN LEE, COUNTY, FLORIDA

SECTIONS 4 AND 9

ALL THAT PART OF SECTION 4, TOWNSHIP 47 SOUTH, RANGE 25 EAST, LYING MORE THAN 500 FEET WEST OF THE RIGHT-OF-WAY OF STATE ROAD 45, AND ALL THAT PART OF THE NORTH ½ OF THE NORTH ½ OF SECTION 9, TOWNSHIP 47 SOUTH, RANGE 25 EAST, LYING MORE THAN 500 FEET WEST OF THE RIGHT-OF-WAY OF STATE ROAD 45, CONSISTING OF 372.02 ACRES MORE OR LESS.

TOGETHER WITH THAT CERTAIN PARCEL OF LAND 400 FEET IN WIDTH AND 500 FEET IN DEPTH SITUATED IN SAID SECTION 4, LYING BETWEEN THE FOREGOING TRACT AND STATE ROAD 45 WHICH PARCEL IS DESCRIBED AS:

COMMENCE AT THE INTERSECTION OF THE SOUTH LINE OF SAID SECTION 4 AND THE WEST LINE OF STATE ROAD 45; THENCE NORTH 06°39'59" WEST ALONG THE SAID WEST LINE OF STATE ROAD 45 A DISTANCE OF 1867.59 FEET TO THE POINT OF BEGINNING, THENCE SOUTH 83°20'01" WEST A DISTANCE OF 500 FEET, THENCE NORTH 06°39'59" WEST A DISTANCE OF 400 FEET, THENCE NORTH 83°20'01" EAST A DISTANCE OF 500 FEET TO THE WEST LINE OF STATE ROAD 45, THENCE SOUTH 06°39'59" EAST ALONG SAID WEST LINE OF THE TAMiami TAIL A DISTANCE OF 400 FEET TO THE POINT OF BEGINNING.

**RATE SCHEDULE: FOUNTAIN LAKES
RESIDENTIAL SERVICE (RS)**

AVAILABILITY: Available throughout the area served by the Company in the Fountain Lakes service area of Lee County.

APPLICABILITY: For wastewater service for all purposes in private residences and individually metered apartment units.

LIMITATIONS: Subject to all of the Company's Rules and Regulations of this Tariff and General Rules and Regulations of the Commission.

BILLING PERIOD: Monthly.

RATE:

<u>Meter Size</u>	<u>Base Facility Charge</u>
5/8" x 3/4"	\$ 14.97
3/4"	\$ 22.47
1"	\$ 37.46
1½"	\$ 74.89
2"	\$ 119.85
3"	\$ 239.66
4"	\$ 374.47
6"	\$ 748.97

GALLONAGE CHARGE Per 1,000 gallons \$ 3.94
(8,000 gallon maximum)

MINIMUM CHARGE: Base Facility Charge.

TERMS OF PAYMENT: Bills are due and payable when rendered and become delinquent if not paid within twenty (20) days. After five (5) working days written notice is mailed to the Customer separate and apart from any other bill, service may then be discontinued.

TYPE OF FILING: Transfer of Ownership

EFFECTIVE DATE:

**Jack Lihvarcik
Chief Operating Officer**

**RATE SCHEDULE: FOUNTAIN LAKES
GENERAL SERVICE (GS)**

AVAILABILITY: Available throughout the area served by the Company in the Fountain Lakes service area of Lee County.

APPLICABILITY: For wastewater service to all Customers for which no other schedule applies.

LIMITATIONS: Subject to all of the Company's Rules and Regulations of this Tariff and General Rules and Regulations of the Commission.

BILLING PERIOD: Monthly.

RATE:

<u>Meter Size</u>	<u>Base Facility Charge</u>
5/8" x 3/4"	\$ 14.97
3/4"	\$ 22.47
1"	\$ 37.46
1½"	\$ 74.89
2"	\$ 119.65
3"	\$ 239.66
4"	\$ 374.47
6"	\$ 748.97

GALLONAGE CHARGE Per 1,000 gallons \$ 3.94

MINIMUM CHARGE Base Facility Charge.

TERMS OF PAYMENT: Bills are due and payable when rendered and become delinquent if not paid within twenty (20) days. After five (5) working days written notice is mailed to the Customer separate and apart from any other bill, service may then be discontinued.

TYPE OF FILING: Transfer of Ownership

EFFECTIVE DATE:

**Jack Lihvarcik
Chief Operating Officer**

RATE SCHEDULE: FOUNTAIN LAKES
MULTI-FAMILY (MF)

AVAILABILITY: Available throughout the area served by the Company in the Fountain Lakes service area of Lee County.

APPLICABILITY: For wastewater service to all Customers for which no other schedule applies.

LIMITATIONS: Subject to all of the Company's Rules and Regulations of this Tariff and General Rules and Regulations of the Commission.

BILLING PERIOD: Monthly.

RATE:

Base Facility Charge

\$14.97 per unit

GALLONAGE CHARGE Per 1,000 gallons \$ 3.94

MINIMUM CHARGE Base Facility Charge.

TERMS OF PAYMENT: Bills are due and payable when rendered and become delinquent if not paid within twenty (20) days. After five (5) working days written notice is mailed to the Customer separate and apart from any other bill, service may then be discontinued.

TYPE OF FILING: Transfer of Ownership

EFFECTIVE DATE:

**Jack Lihvarcik
Chief Operating Officer**

SERVICE AVAILABILITY CHARGES

AVAILABILITY:

Fountain Lakes in Lee County, Florida

CHARGES:

Customer Connection (Tap-In Charge):

5/8" x 3/4" - Residential	\$
5/8" x 3/4" - General	
1"	
1 1/2"	
2"	
Over 2"	At Cost

Guaranteed Revenue Charge

With Prepayment of Service Availability Charges:

Residential-per ERC/month (275) GPD	\$ N/A
All others-per gallon/month	\$ N/A

Without Prepayment of Service Availability Charges:

Residential-per ERC/month (275) GPD	\$ N/A
All others-per gallon/month	\$ N/A

Main Extension charge

Residential-per ERC/month (275) GPD	\$ N/A
All others-per gallon/month	\$ N/A

or

Residential-per lot (___ foot frontage)	\$
All others-per foot	\$

Plan Review Charge At Cost

Plant Capacity Charges:

Per ERC Residential (275 GPD)	\$ 450.00
Per Gallon All Others	

System Capacity Charge:

Per ERC Residential (200 GPD)	\$ 1400.00
All other-per gallon	\$ 4.70

TYPE OF FILING Transfer of Ownership

EFFECTIVE DATE

SERVICE AVAILABILITY CHARGES

LIST OF PLANTS

(Continued from Section VI Sheet No. 3.0)

<u>Plant</u>	<u>County</u>
Beecher's Point	Putnam
Chuluota	Seminole
Fountain Lakes	Lee
Florida Central Commerce Park	Seminole
Holiday Haven	Lake
Jungle Den	Volusia
Lake Gibson Estates	Polk
Leisure Lakes	Highlands
Morningview	Lake
Palm Port	Putnam
Park Manor	Putnam

(Continued to Section VI Sheet No. 3.1)

MISCELLANEOUS SERVICE CHARGES

APPLICABILITY: For the following services to all customers within the certificated service areas of the Company. See SECTION II - TERRITORY SERVED for a list of all applicable systems.

1. **Initial Connection** - This charge would be levied for service initiation at a location where service did not exist previously.
2. **Normal Reconnection** - This charge would be levied for transfer of service to a new customer account at a previously served location, or reconnection of service subsequent to a customer requested disconnection.
3. **Violation Reconnection** - This charge would be levied each time service has to be disconnected or reconnected for existing customers who have been disconnected for cause according to Rule 25-30.320(2), Florida Administrative Code, including a delinquency in bill payment.
4. **Premise Visit Charge (In Lieu Of Disconnection)** - This charge would be levied when a service representative visits a premises for the purpose of discontinuing service for nonpayment of a due and collectible bill and does not discontinue service because the customer pays the service representative or otherwise makes satisfactory arrangements to pay the bill.

If both water and wastewater services are provided, only a single charge is appropriate unless circumstances beyond the control of the Company require multiple actions.

CHARGES: The charges assessed for these services will be in accordance with the most recent revision of FPSC Staff Advisory Bulletin No. 13.

<u>Type of Service</u>	<u>Fee</u>
Initial Connection	\$15.00
Normal Reconnection	\$15.00
Violation Reconnection	Actual Cost
Premises Visit	\$10.00

TYPE OF FILING Transfer of Ownership

EFFECTIVE DATE

Jack Lihvarcik
Chief Operating Officer

CUSTOMER DEPOSITS

Continued from Section VII Sheet No. 3.0)

<u>SYSTEM NAME</u>	<u>COUNTY</u>	<u>METER SIZE</u>	<u>DEPOSIT</u>
Arredondo	Alachua		
Beecher's Point	Putnam		\$ 30.00
Chuluota	Seminole		
Fountain Lakes	Lee	5/8" x 3/4"	\$ 50.00
Florida Central Commerce Park	Seminole		
Holiday Haven	Lake		\$ 25.00
Jasmine Lakes	Pasco		
Jungle Den	Volusia		\$ 25.00
King's Cove	Lake		\$ 45.00
Lake Gibson Estates	Polk		\$ 35.00
Leisure Lakes	Highlands		\$ 30.00
Morningview	Lake		
Palm Port	Putnam		
Palm Terrace	Pasco		\$ 10.00
Park Manor	Putnam		
Rosalie Oaks	Polk	5/8" x 3/4"	\$ 20.00
Rosalie Oaks	Polk	1"	\$ 50.00
Rosalie Oaks	Polk	1-1/2"	\$100.00
Rosalie Oaks	Polk	Over 2"	\$160.00
Silver Lake Oaks	Putnam		\$ 30.00
South Seas	Lee		
Summit Chase	Lake		\$ 40.00
Sunny Hills	Washington		\$ 25.00
The Woods	Sumter	5/8" x 3/4"	\$ 20.00
The Woods	Sumter	1"	\$ 50.00
The Woods	Sumter	1-1/2"	\$100.00
The Woods	Sumter	Over 2"	\$160.00

(Continued to Section VII Sheet No. 3.2)

Jack Lihvarcik
Chief Operating Officer

EXHIBIT Q
Rule 25-30.037 (2)(t)

The utility's current certificate(s) or if not available, provide an explanation of the steps the applicant took to obtain the certificate(s).

Attached is the original.

FLORIDA PUBLIC SERVICE COMMISSION

Name Correction
Certificate Number

442 - S

Upon consideration of the record it is hereby ORDERED
that authority be and is hereby granted to:

FOUNTAIN LAKES SEWER CORP.

Whose principal address is:

22700 South Tamiami Trail
Estero, FL 33928 (Lee County)

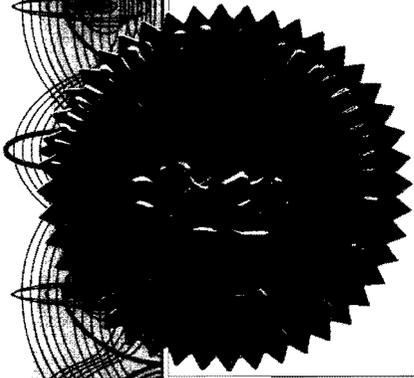
to provide wastewater service in accordance with the
provision of Chapter 367, Florida Statutes, the Rules,
Regulations and Orders of this Commission in the
territory described by the Orders of this Commission.

This Certificate shall remain in force and effect until
suspended, cancelled or revoked by Orders of this
Commission.

ORDER 20470
ORDER
ORDER
ORDER
ORDER
ORDER

DOCKET 880688-SU
DOCKET
DOCKET
DOCKET
DOCKET
DOCKET

BY ORDER OF THE
FLORIDA PUBLIC SERVICE COMMISSION



Denise S. Bayo

Director
Division of Records and Reporting

EXHIBIT R
Rule 25-30.036 (3)(d)

Evidence that the utility owns the land upon which the utility treatment facilities that will serve the proposed territory are located or a copy of an agreement, such as a 99-year lease, which provides for the continued use of the land.

See Exhibit O.

EXHIBIT S
Rule 25-30.036 (3)(e)

A description of the territory proposed to be served using township, range and section references as specified in Rule 25-30.030 (2).

Fountain Lakes Legal Description:

TOWNSHIP 47 SOUTH, RANGE 25 EAST IN LEE COUNTY, FLORIDA

SECTIONS 4 AND 9

ALL THAT PART OF SECTION 4, TOWNSHIP 47 SOUTH, RANGE 25 EAST, LYING MORE THAN 500 FEET WEST OF THE RIGHT-OF-WAY OF STATE ROAD 45, AND ALL THAT PART OF THE NORTH ½ OF THE NORTH ½ OF SECTION 9, TOWNSHIP 47 SOUTH, RANGE 25 EAST, LYING MORE THAN 500 FEET WEST OF THE RIGHT-OF-WAY OF STATE ROAD 45, CONSISTING OF 372.02 ACRES MORE OR LESS.

TOGETHER WITH THAT CERTAIN PARCEL OF LAND 400 FEET IN WIDTH AND 500 FEET IN DEPTH SITUATED IN SAID SECTION 4, LYING BETWEEN THE FOREGOING TRACT AND STATE ROAD 45 WHICH PARCEL IS DESCRIBED AS:

COMMENCE AT THE INTERSECTION OF THE SOUTH LINE OF SAID SECTION 4 AND THE WEST LINE OF STATE ROAD 45; THENCE NORTH 06°39'59" WEST ALONG THE SAID WEST LINE OF STATE ROAD 45 A DISTANCE OF 1867.59 FEET TO THE POINT OF BEGINNING, THENCE SOUTH 83°20'01" WEST A DISTANCE OF 500 FEET, THENCE NORTH 06°39'59" WEST A DISTANCE OF 400 FEET, THENCE NORTH 83°20'01" EAST A DISTANCE OF 500 FEET TO THE WEST LINE OF STATE ROAD 45, THENCE SOUTH 06°39'59" EAST ALONG SAID WEST LINE OF THE TAMIAMI TAIL A DISTANCE OF 400 FEET TO THE POINT OF BEGINNING.

Exhibit T
Rule 25-30.036 (3)(i)

One copy of the official county tax assessment map or other map showing township, range and section, with a scale such as 1" = 200' or 1"= 400', with the proposed territory plotted there on by use of metes and bounds or quarter sections and with a defined reference point of beginning.

Attached is the territory map.

EXHIBIT U
Rule 25-30.036 (3)(f)

One copy of a detailed system map showing the proposed lines, treatment facilities, and the territory proposed to be served. The map shall be of sufficient scale and detail to enable correlation with the description of the territory.

Attached is the territory map.

EXHIBIT V
Rule 25-30.036 (3)(r)

An affidavit that the utility has tariffs and annual reports on filed with the Commission.

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Aqua Utilities Florida, Inc.'s Application)
for Approval of Transfer of Fountain Lakes Sewer)
Corp. Wastewater System and Amendment of)
Certificate in Lee County, Florida.)
_____)

Docket No. _____

Filed: _____ 2009

AFFIDAVIT – Exhibit V

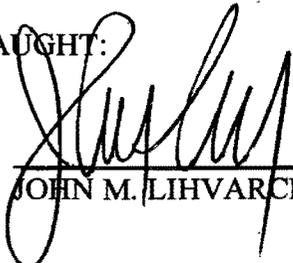
STATE OF FLORIDA:
COUNTY OF LAKE:

BEFORE ME, the undersigned authority, personally appeared John M. Lihvarcik,
who after being duly sworn, deposes and says:

1. That I, John M. Lihvarcik, am the President and Chief Operating Officer
of Aqua Utilities Florida, Inc.

2. That in accordance with Rule 25-30.036(3)(r), Florida Administrative
Code, I hereby affirm that Aqua Utilities Florida, Inc. has tariffs and current annual
reports on file with the Florida Public Service Commission.

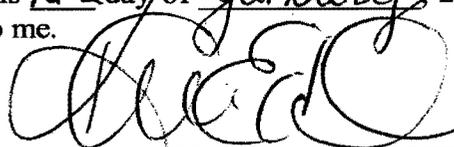
FURTHER AFFIANT SAYETH NAUGHT:



JOHN M. LIHVARIK

STATE OF FLORIDA:
COUNTY OF LAKE:

Subscribed and sworn to before me this 16th day of January, 2009, by
John M. Lihvarcik, who is personally known to me.



NOTARY PUBLIC

My Commission Expires _____

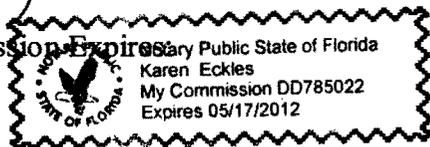


EXHIBIT W
Rule 25-30.036 (3)(q)

The number of the most recent order of the Commission establishing or changing the applicant's rates and charges.

Attached hereto is a copy of the Order No. PSC -06-0973-FOF-WS issued November 22, 2006 in Docket No. 060643-WS, Order Acknowledging Corporate Reorganization and Approving Name Change.

BEFORE THE PUBLIC SERVICE COMMISSION

In re: Joint application for acknowledgment of corporate reorganization and request for approval of name change on Certificate 268-S in Lee County from AquaSource Utility, Inc. d/b/a Aqua Utilities Florida, Inc.; Certificates 479-S and 549-W in Alachua County from Arredondo Utility Company, Inc. d/b/a Aqua Utilities Florida, Inc.; Certificates 053-W, 441-S, and 507-W in Palm Beach and Sumter Counties from Crystal River Utilities, Inc. d/b/a Aqua Utilities Florida, Inc.; and Certificate 346-W in Marion County from Ocala Oaks Utilities, Inc. d/b/a Aqua Utilities Florida, Inc. to Aqua Utilities Florida, Inc.; for cancellation of Certificates 424-W, 371-S, 441-W, 503-S, and 585-W in Highlands, Lake, and Polk Counties held by AquaSource Utility, Inc. d/b/a Aqua Utilities Florida, Inc.; Certificates 123-W, 510-S, and 594-W in Lake and Polk Counties held by Crystal River Utilities, Inc. d/b/a Aqua Utilities Florida, Inc.; and Certificates 083-S and 110-W in Pasco County held by Jasmine Lakes Utilities Corporation d/b/a Aqua Utilities Florida, Inc.; and for amendment of Certificates 422-W, 120-S, 106-W, 154-S, 209-W, 506-S, and 587-W in Highlands, Lake, Pasco, and Polk Counties held by Aqua Utilities Florida, Inc.

DOCKET NO. 060643-WS
ORDER NO. PSC-06-0973-FOF-WS
ISSUED: November 22, 2006

ORDER ACKNOWLEDGING CORPORATE REORGANIZATION
AND APPROVING NAME CHANGE

BY THE COMMISSION:

On September 25, 2006, AquaSource Utility, Inc. (AquaSource), Arredondo Utility Company, Inc. (Arredondo), Crystal River Utilities, Inc. (Crystal River), Jasmine Lakes Utilities Corporation (Jasmine Lakes), Ocala Oaks Utilities, Inc. (Ocala Oaks), and Aqua Utilities Florida, Inc. (Aqua Utilities FL) filed a joint application for acknowledgement of corporate reorganization and approval of name change. AquaSource, Arredondo, Crystal River, Jasmine Lakes, and Ocala Oaks currently operate under the Commission-approved d/b/a of Aqua Utilities Florida, Inc. The mailing address for the applicants was given as 6960 Professional Parkway

DOCUMENT NUMBER-DATE

10747 NOV 22 06

FPSC-COMMISSION CLERK

East, Sarasota, FL 34240. Prior to the reorganization and name change, the applicants' full name, business entity, certificate number(s), and county(ies) of operation were as follows:

Company Name	Business Entity	Certificate No.	County
AquaSource Utility, Inc. d/b/a Aqua Utilities Florida, Inc.	Texas Corporation	424-W	Highlands
		371-S, 441-W	Lake
		268-S	Lee
		503-S, 585-W	Polk
Arredondo Utility Company, Inc. d/b/a/ Aqua Utilities Florida, Inc.	Florida Corporation	479-S, 549-W	Alachua
Crystal River Utilities, Inc. d/b/a Aqua Utilities Florida, Inc.	Florida Corporation	123-W	Lake
		053-W	Palm Beach
		510-S, 594-W	Polk
		441-S, 507-W	Sumter
Jasmine Lakes Utilities Corporation d/b/a Aqua Utilities Florida, Inc.	Florida Corporation	083-S, 110-W	Pasco
Ocala Oaks Utilities, Inc. d/b/a Aqua Utilities Florida, Inc.	Florida Corporation	346-W	Marion
Aqua Utilities Florida, Inc.	Florida Corporation	2-W	Brevard
		359-S, 422-W	Highlands
		120-S, 106-W	Lake
		84-W	Orange
		154-S, 209-W	Pasco
		506-S, 587-W	Polk
		284-S, 76-W	Putnam
		226-S, 279-W	Seminole
		182-S, 238-W	Volusia
435-S, 501-W	Washington		

After the reorganization and name change, all of the applicants will be owned and operated under the name of Aqua Utilities Florida, Inc., the existing Florida corporation herein identified as Aqua Utilities FL. As a result, the certificated names for Arredondo, AquaSource, Ocala Oaks, and Crystal River (479-S, 549-W, 268-S, 346-W, 53-W, 441-S and 507-W) in Alachua, Lee, Marion, Palm Beach, and Sumter Counties should be changed to Aqua Utilities Florida, Inc., as follows:

Current Name	Certificate No. and County	Name Change
Arredondo	479-S in Alachua	Aqua Utilities Florida, Inc.
Arredondo	549-W in Alachua	Aqua Utilities Florida, Inc.
AquaSource	268-S in Lee	Aqua Utilities Florida, Inc.

Ocala Oaks	346-W in Marion	Aqua Utilities Florida, Inc.
Crystal River	53-W in Palm Beach	Aqua Utilities Florida, Inc.
Crystal River	441-S in Sumter	Aqua Utilities Florida, Inc.
Crystal River	507-W in Sumter	Aqua Utilities Florida, Inc.

In addition, consistent with Commission practice, the certificates for AquaSource, Crystal River, and Jasmine Lakes (424-W, 371-S, 441-W, 123-W, 83-S, 110-W, 503-S, 510-S, 585-W, and 594-W) in Highlands, Lake, Pasco, and Polk Counties should be cancelled and the certificates for Aqua Utilities Florida, Inc. (422-W, 120-S, 106-W, 154-S, 209-W, 506-S, 587-W) in those counties should be amended to include the territories of the cancelled certificates as follows:

Current Name	Certificate No. and County	Action
AquaSource	424-W in Highlands	Cancelled
Aqua Utilities Florida, Inc.	422-W in Highlands	Amended
AquaSource	371-S in Lake	Cancelled
Aqua Utilities Florida, Inc.	120-S in Lake	Amended
AquaSource	441-W in Lake	Cancelled
Crystal River	123-W in Lake	Cancelled
Aqua Utilities Florida, Inc.	106-W in Lake	Amended
Jasmine Lakes	83-S in Pasco	Cancelled
Aqua Utilities Florida, Inc.	154-S in Pasco	Amended
Jasmine Lakes	110-W in Pasco	Cancelled
Aqua Utilities Florida, Inc.	209-W in Pasco	Amended
AquaSource	503-S in Polk	Cancelled
Crystal River	510-S in Polk	Cancelled
Aqua Utilities Florida, Inc.	506-S in Polk	Amended
AquaSource	585-W in Polk	Cancelled
Crystal River	594-W in Polk	Cancelled
Aqua Utilities Florida, Inc.	587-W in Polk	Amended

Finally, for informational purposes, the certificates currently held by Aqua Utilities Florida, Inc. which are not affected by the corporate reorganization and name change are as follows:

Current Name	Certificate No. and County	Action
Aqua Utilities Florida, Inc.	2-W in Brevard	Unchanged
Aqua Utilities Florida, Inc.	359-S in Highlands	Unchanged
Aqua Utilities Florida, Inc.	84-W in Orange	Unchanged
Aqua Utilities Florida, Inc.	284-S in Putnam	Unchanged
Aqua Utilities Florida, Inc.	76-W in Putnam	Unchanged
Aqua Utilities Florida, Inc.	226-S in Seminole	Unchanged
Aqua Utilities Florida, Inc.	279-W in Seminole	Unchanged

Aqua Utilities Florida, Inc.	182-S in Volusia	Unchanged
Aqua Utilities Florida, Inc.	238-W in Volusia	Unchanged
Aqua Utilities Florida, Inc.	435-S in Washington	Unchanged
Aqua Utilities Florida, Inc.	501-W in Washington	Unchanged

Attachment A shows the applicants' organizational structure before the reorganization, and Attachment B shows the applicants' organizational structure after the reorganization. Aqua America, Inc. (Aqua America) is a Pennsylvania corporation and the parent company of Aqua Utilities FL and AquaSource. Aqua Utilities FL is the entity that purchased the remaining assets of Florida Water Services Corporation on June 30, 2004. That transfer was approved by the Commission in Order No. PSC-05-1242-PAA-WS, issued December 20, 2005, in Docket Nos. 040951-WS and 040952-WS, In re: Joint application for approval of sale of Florida Water Services Corporation's land, facilities, and certificates in Brevard, Highlands, Lake, Orange, Pasco, Polk, Putnam, a portion of Seminole, Volusia, and Washington counties to Aqua Utilities Florida, Inc.

Prior to the reorganization, in addition to directly owning Commission-regulated assets in Highland, Lake, Lee, and Polk Counties, AquaSource also owned the Commission-regulated subsidiaries of Arredondo, Jasmine Lakes, Ocala Oaks, and Crystal River (in Lake, Palm Beach, Polk and Sumter Counties) as well as the non-Commission-regulated subsidiaries of Crystal River in Citrus County, Dolomite Utilities Corporation (Dolomite) in Sarasota County and Lake Suzy Utilities, Inc. (Lake Suzy) in DeSoto County. The purpose of the reorganization was to consolidate and segregate all of Aqua America's Commission-regulated water and wastewater assets in Florida under the ownership and name of its Florida corporation, Aqua Utilities FL. Aqua America's non-Commission regulated Florida assets of Crystal River (Citrus), Dolomite, and Lake Suzy¹ are to remain under Aqua America's Texas corporation, AquaSource, which name has been changed to Aqua Utilities, Inc.

We note that AquaSource's name change to Aqua Utilities, Inc. was recognized by the State of Florida, Division of Corporations, effective March 2, 2006. Section 367.1214, Florida Statutes, requires that a utility notify the Commission and its customers before changing its name. However, as previously noted, AquaSource had been authorized to do business in Florida under the fictitious name of Aqua Utilities Florida, Inc.,² which d/b/a is still actively recorded.

¹ Pursuant to Order No. PSC-05-0313-FOF-WS, issued March 21, 2005, in Docket No. 041294-WS, In Re: Transfer of water and wastewater service areas from Lake Suzy Utilities, Inc. d/b/a Aqua Utilities Florida, Inc. to DeSoto County, and cancellation of Certificate Nos. 599-W and 514-S in Charlotte and DeSoto Counties, Lake Suzy will cease to be regulated by the Commission upon confirmation of the transfer to DeSoto and, thus, was not included in the reorganization.

² Order No. PSC-04-0715-FOF-WS, issued July 21, 2004, in Docket No. 040359-WS, In Re: Application for authority to operate under fictitious name, Aqua Utilities Florida, Inc., by AquaSource Utility, Inc., holder of Certificates 268-S, 503-S, 585-W, 371-S, 441-W, and 424-W; Arredondo Utility Company, Inc., holder of Certificate Nos. 549-W and 479-S; Crystal River Utilities, Inc., holder of Certificate Nos. 441-S, 507-W, 510-S, 594-W, 396-W, 123-W, and 053-W; Jasmine Lakes Utilities Corporation, holder of Certificate Nos. 110-W and 083-S; Lake Suzy Utilities, Inc., holder of Certificate Nos. 514-S and 599-W; and Ocala Oaks Utilities, Inc., holder of Certificate No. 346-W.

Therefore, at no time was AquaSource operating in Florida under a name different than that by which it was known with respect to the State of Florida, the Commission, and its customers. As such, the utility did not violate the intent or purpose of Section 367.1214, Florida Statutes. However, the utility is reminded that it must notify the Commission of any future changes to its name, whether corporate or fictitious.

Through Articles of Merger filed with the Florida Department of State, Division of Corporations, on September 29, 2006 and October 16, 2006, Arredondo, Jasmine Lakes, and Ocala Oaks were merged into Aqua Utilities FL which, as the surviving corporation, succeeded all rights, title, and interests of Arredondo, Jasmine Lakes, and Ocala Oaks, which then ceased to exist. Because Crystal River and Aqua Utilities, Inc. (f/n/a AquaSource) owned systems in Florida counties not regulated by the Commission, those corporations were not merged with Aqua Utilities FL. Instead, their Commission-regulated assets were transferred to Aqua Utilities FL. These transfers were accomplished by means of a Bill of Sale and Assignment and Assumption Agreement executed separately between each entity and Aqua Utilities FL, along with Quitclaim Deeds conveying the associated real property effective October 1, 2006. Since these transfers were the result of a reorganization between subsidiaries of Aqua America, overall ownership and control of the assets remained unchanged.

Through these mergers and transfers, all Commission-regulated water and wastewater assets in Florida owned by Aqua America have now been consolidated and segregated under its Florida subsidiary corporation, Aqua Utilities FL, as was the intent of the reorganization. The application contained documents showing recognition of the applicants' Articles of Merger by the Florida Department of State, Division of Corporations. The application also contained affidavits by an officer of the applicants' corporations attesting that ownership and control of the applicants' corporations will not change as a result of the restructuring and requested name change. The application further indicates that management operations, customer service, mailing addresses, and telephone numbers for each of the systems will remain the same after the reorganization.

Finally, the application contained a proposed customer notice and revised tariffs reflecting the name change and also returned the applicants' certificates. The applicants' proposed notice shall be given to all existing customers in the first billing cycle after the name change is approved by the Commission, herein. The revised tariffs shall be effective for services rendered or connections made on or after the stamped approval date on the tariff sheets pursuant to Rule 25-30.475, Florida Administrative Code. Attachment C contains the certificates affected by the reorganization and name change. The resultant order shall serve as Aqua Utilities FL's amended certificates and, as such, the order shall be retained by the utility.

The application provides sufficient documentation that neither ownership or control or transfer of assets is involved. Therefore, the applicants' corporate reorganization is hereby acknowledged and request for name change is approved effective the date of this order. The applicants' approved notice of name change shall be sent to all existing customers with the next regular billing after the order is issued. The revised tariffs shall be effective for services rendered or connections made on or after the stamped approval date on the tariff sheets pursuant

ORDER NO. PSC-06-0973-FOF-WS
DOCKET NO. 060643-WS
PAGE - 6 -

to Rule 25-30.475, Florida Administrative Code. The resultant order shall serve as Aqua Utilities Florida, Inc.'s amended certificates and, as such, it shall be retained by the utility.

Based on the foregoing, it is

ORDERED by the Florida Public Service Commission that the corporate reorganization is hereby acknowledged and request for name change is approved for Aqua Utilities Florida, Inc., effective the date of this order. It is further

ORDERED that the approved notice of name change shall be sent to all existing customers with the next regular billing after the order is issued. It is further

ORDERED that Aqua Utilities Florida, Inc., shall be on notice that it shall notify the Commission of any future name changes, whether corporate or fictitious. It is further

ORDERED that the revised tariffs shall be effective for services rendered or connections made on or after the stamped approval date on the tariff sheets pursuant to Rule 25-30.475, Florida Administrative Code. It is further

ORDERED that the resultant order shall serve as Aqua Utilities Florida, Inc.'s amended certificates and, as such, it shall be retained by the utility. It is further

ORDRED that this docket shall be closed.

By ORDER of the Florida Public Service Commission this 22nd day of November, 2006.

BLANCA S. BAYÓ, Director
Division of the Commission Clerk
and Administrative Services

By:



Kay Flynn, Chief
Bureau of Records

(SEAL)

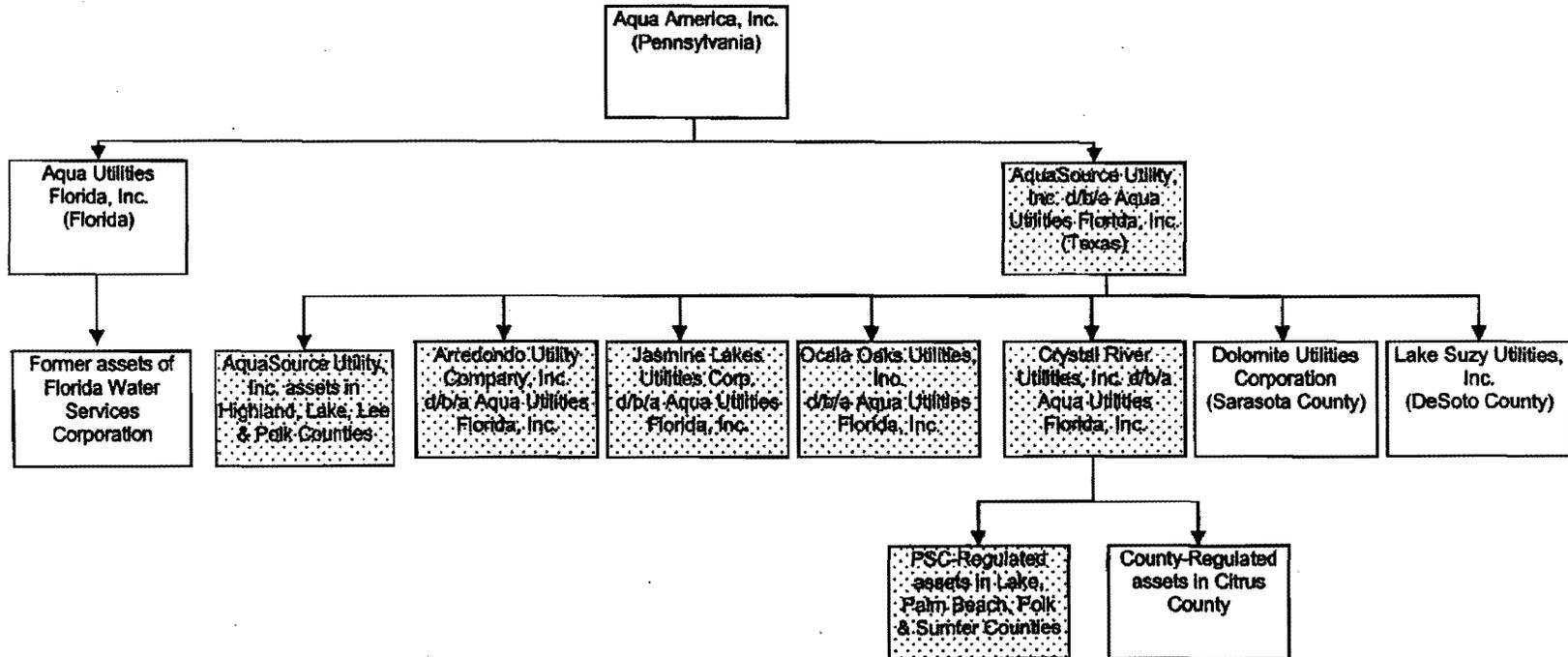
JSB

NOTICE OF FURTHER PROCEEDINGS OR JUDICIAL REVIEW

The Florida Public Service Commission is required by Section 120.569(1), Florida Statutes, to notify parties of any administrative hearing or judicial review of Commission orders that is available under Sections 120.57 or 120.68, Florida Statutes, as well as the procedures and time limits that apply. This notice should not be construed to mean all requests for an administrative hearing or judicial review will be granted or result in the relief sought.

Any party adversely affected by the Commission's final action in this matter may request: 1) reconsideration of the decision by filing a motion for reconsideration with the Director, Division of the Commission Clerk and Administrative Services, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, within fifteen (15) days of the issuance of this order in the form prescribed by Rule 25-22.060, Florida Administrative Code; or 2) judicial review by the Florida Supreme Court in the case of an electric, gas or telephone utility or the First District Court of Appeal in the case of a water and/or wastewater utility by filing a notice of appeal with the Director, Division of the Commission Clerk and Administrative Services and filing a copy of the notice of appeal and the filing fee with the appropriate court. This filing must be completed within thirty (30) days after the issuance of this order, pursuant to Rule 9.110, Florida Rules of Appellate Procedure. The notice of appeal must be in the form specified in Rule 9.900(a), Florida Rules of Appellate Procedure.

FLORIDA CONSOLIDATION LEGAL ENTITIES – “BEFORE”

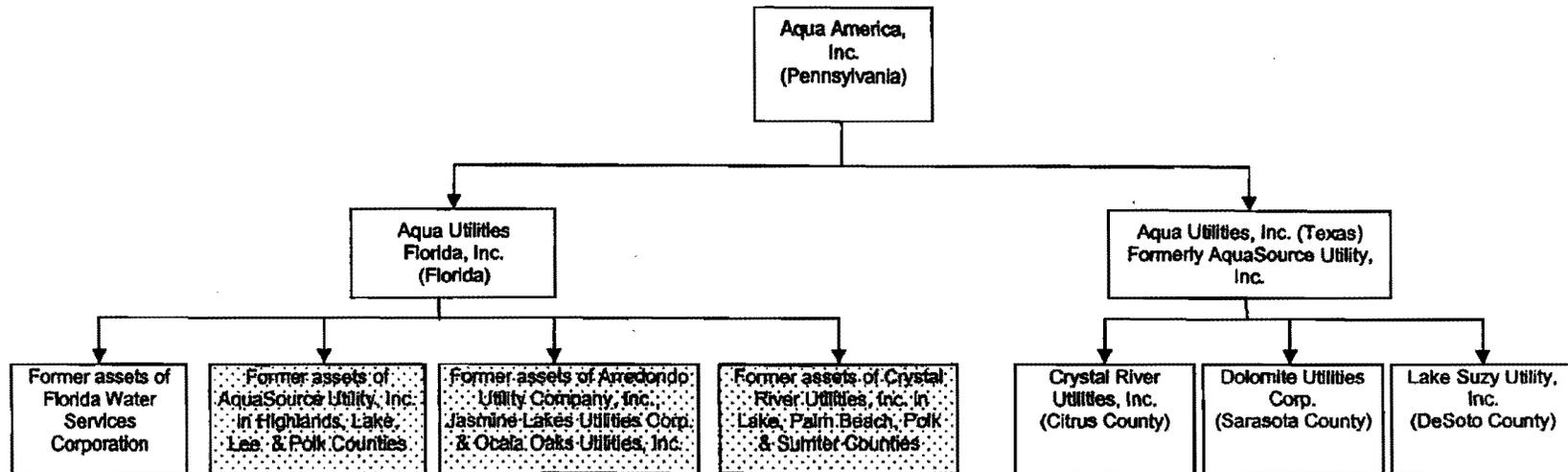


Entities/assets impacted by current reorganization



Entities/assets not impacted by current reorganization

FLORIDA CONSOLIDATION LEGAL ENTITIES – “AFTER”



-  Entities/assets impacted by current reorganization.
-  Entities/assets not impacted by current reorganization.

REVISED CERTIFICATES

for

AQUA UTILITIES FLORIDA, INC

479-S	Alachua County	Name Change
549-W	Alachua County	Name Change
422-W	Highlands County	Amendment
120-S	Lake County	Amendment
106-W	Lake County	Amendment
268-S	Lee County	Name Change
346-W	Marion County	Name Change
53-W	Palm Beach County	Name Change
154-S	Pasco County	Amendment
209-W	Pasco County	Amendment
506-S	Polk County	Amendment
587-W	Polk County	Amendment
441-S	Sumter County	Name Change
507-W	Sumter County	Name Change

FLORIDA PUBLIC SERVICE COMMISSION

authorizes

Aqua Utilities Florida, Inc.
pursuant to
Certificate Number 479-S

to provide wastewater service in Alachua County in accordance with the provisions of Chapter 367, Florida Statutes, and the Rules, Regulations, and Orders of this Commission in the territory described by the Orders of this Commission. This authorization shall remain in force and effect until superseded, suspended, cancelled or revoked by Order of this Commission.

<u>Order Number</u>	<u>Date Issued</u>	<u>Docket Number</u>	<u>Filing Type</u>
PSC-92-1454-FOF-WS	12/15/92	920973-WS	Original Certificate
PSC-99-0481-FOF-WS	03/08/99	981509-WS	Transfer of Majority Control
PSC-04-0715-FOF-WS	07/21/04	040359-WS	Name Change
PSC-06-0973-FOF-WS	11/22/06	060643-WS	Reorganization/Name Change

FLORIDA PUBLIC SERVICE COMMISSION

authorizes

Aqua Utilities Florida, Inc.
pursuant to
Certificate Number 549-W

to provide water service in Alachua County in accordance with the provisions of Chapter 367, Florida Statutes, and the Rules, Regulations, and Orders of this Commission in the territory described by the Orders of this Commission. This authorization shall remain in force and effect until superseded, suspended, cancelled or revoked by Order of this Commission.

<u>Order Number</u>	<u>Date Issued</u>	<u>Docket Number</u>	<u>Filing Type</u>
PSC-92-1454-FOF-WS	12/15/92	920973-WS	Original Certificate
PSC-99-0481-FOF-WS	03/08/99	981509-WS	Transfer of Majority Control
PSC-04-0715-FOF-WS	07/21/04	040359-WS	Name Change
PSC-06-0973-FOF-WS	11/22/06	060643-WS	Reorganization/Name Change

FLORIDA PUBLIC SERVICE COMMISSION

authorizes

Aqua Utilities Florida, Inc.
pursuant to
Certificate Number 422-W

to provide water service in Highlands County in accordance with the provisions of Chapter 367, Florida Statutes, and the Rules, Regulations, and Orders of this Commission in the territory described by the Orders of this Commission. This authorization shall remain in force and effect until superseded, suspended, cancelled or revoked by Order of this Commission.

<u>Order Number</u>	<u>Date Issued</u>	<u>Docket Number</u>	<u>Filing Type</u>
12879	01/13/84	830336-WS (AP)	Original Certificate
12989	02/13/84	830083-W (AP)	Original Certificate
22916	05/09/90	891250-WS	Transfer of Certificate
PSC-97-0427-FOF-WS	04/16/97	970028-WS	Name Change
PSC-00-1389-PAA-WU	07/31/00	991001-WU	Transfer/Amendment
PSC-01-0631-FOF-WU	03/14/01	001585-WU	Amendment
PSC-02-0651-PAA-WU	05/13/02	011401-WU	Transfer/Amendment
PSC-04-0715-FOF-WS	07/21/04	040359-WS	Name Change
PSC-05-1242-PAA-WS	12/20/05	040951-WS	Transfer of Certificate
PSC-06-0973-FOF-WS	11/22/06	060643-WS	Reorganization/Name Change

FLORIDA PUBLIC SERVICE COMMISSION

authorizes

Aqua Utilities Florida, Inc.
pursuant to
Certificate Number 120-S

to provide wastewater service in Lake County in accordance with the provisions of Chapter 367, Florida Statutes, and the Rules, Regulations, and Orders of this Commission in the territory described by the Orders of this Commission. This authorization shall remain in force and effect until superseded, suspended, cancelled or revoked by Order of this Commission.

<u>Order Number</u>	<u>Date Issued</u>	<u>Docket Number</u>	<u>Filing Type</u>
6142	05/14/74	73521-WS	Original Certificate
8299	05/05/78	780057-WS (TC)	Transfer of Certificate
9635	11/14/80	800192-WS (AP)	Original Certificate
10109	06/29/81	800636-WS (TC)	Transfer/Amendment
10109-A	07/31/81	800636-WS (MC)	Amendatory
14115	02/21/85	840304-WS	Original Certificate
19575	06/27/88	870633-WS	Transfer of Certificate
20869	03/09/89	880605-WS	Transfer/Amendment
23378	08/21/90	900106-WS	Transfer/Amendment
PSC-95-0268-FOF-WS	02/28/95	940091-WS	Transfer/Amendment
PSC-96-0131-FOF-WS	01/29/96	950231-WS	Amendment
PSC-97-0427-FOF-WS	04/16/97	970028-WS	Name Change
PSC-99-2115-PAA-WS	10/25/99	981779-WS	Transfer of Certificate
PSC-04-0715-FOF-WS	07/21/04	040359-WS	Name Change
PSC-05-1242-PAA-WS	12/20/05	040951-WS	Transfer of Certificate
PSC-06-0973-FOF-WS	11/22/06	060643-WS	Reorganization/Name Change

FLORIDA PUBLIC SERVICE COMMISSION

authorizes

Aqua Utilities Florida, Inc.
pursuant to
Certificate Number 106-W

to provide water service in Lake County in accordance with the provisions of Chapter 367, Florida Statutes, and the Rules, Regulations, and Orders of this Commission in the territory described by the Orders of this Commission. This authorization shall remain in force and effect until superseded, suspended, cancelled or revoked by Order of this Commission.

<u>Order Number</u>	<u>Date Issued</u>	<u>Docket Number</u>	<u>Filing Type</u>
5573	11/03/72	C-72497-W	Original Certificate
5595	12/07/72	C-72505-W	Original Certificate
5666	03/06/73	C-72651-W	Original Certificate
6801	07/25/75	750327-W (AP)	Original Certificate
6928	09/30/75	750367-W	Original Certificate
8075	12/02/77	770578-W (TC)	Transfer/Amendment
8076	12/02/77	770577-W (TC)	Transfer/Amendment
8144	01/25/78	770579-W (TC)	Transfer/Amendment
8299	05/05/78	780057-WS (TC)	Transfer/Amendment
9483	08/05/80	791043-W	Transfer/Amendment
9635	11/14/80	800192-WS (AP)	Original Certificate
9688	12/10/80	791043-W (TC)	Amendatory
9988	05/05/81	780278-WS (TC)	Transfer/Amendment
10109	06/29/81	800636-WS (TC)	Transfer/Amendment
10109-A	07/31/81	800636-WS (MC)	Amendatory
14115	02/21/85	840304-WS	Original Certificate
15295	10/25/85	850695-WU	Amendment
19575	06/27/88	870633-WS	Transfer of Certificate
20647	01/24/89	881011-WU	Transfer/Amendment
20869	03/09/89	880605-WS	Transfer/Amendment
21636	07/31/89	890348-WU	Transfer/Amendment
23378	08/21/90	900106-WS	Transfer/Amendment
23459	09/11/90	900227-WU	Amendment
23505	09/18/90	900556-WU	Amendment
23656	10/23/90	891320-WU	Amendment
23852	12/10/90	900556-WU	Affirmation of Amendment
24230	03/12/91	900702-WU	Amendment

FLORIDA PUBLIC SERVICE COMMISSION

authorizes

Aqua Utilities Florida, Inc.
pursuant to
Certificate Number 106-W
(Page 2)

to provide water service in Lake County in accordance with the provisions of Chapter 367, Florida Statutes, and the Rules, Regulations, and Orders of this Commission in the territory described by the Orders of this Commission. This authorization shall remain in force and effect until superseded, suspended, cancelled or revoked by Order of this Commission.

<u>Order Number</u>	<u>Date Issued</u>	<u>Docket Number</u>	<u>Filing Type</u>
PSC-93-0754-FOF-WU	05/18/93	921044-WU	Amendment
PSC-93-0754-A-FOF-WU	06/07/93	921044-WU	Amendatory
PSC-93-1150-FOF-WU	08/09/93	930129-WU	Amendment
PSC-93-1306-FOF-WU	09/08/93	930129-WU	Amendment
PSC-95-0268-FOF-WS	02/28/95	940091-WS	Transfer/Amendment
PSC-96-0131-FOF-WS	01/29/96	950231-WS	Amendment
PSC-96-0432-FOF-WU	03/28/96	950880-WU	Transfer/Amendment
PSC-96-1409-FOF-WU	11/20/96	960716-WU	Transfer of Certificate
PSC-97-0375-FOF-WU	04/07/97	960793-WU	Transfer/Amendment
PSC-97-0427-FOF-WS	04/16/97	970028-WS	Name Change
PSC-99-0483-FOF-WS	03/08/99	981508-WS	Transfer of Majority Control
PSC-99-2115-PAA-WS	10/25/99	981779-WS	Transfer of Certificate
PSC-02-1427-FOF-WU	10/18/02	990054-WU	Amendment/Deletion
PSC-03-0627-FOF-WU	05/23/03	021142-WU	Amendment
PSC-03-1235-FOF-WU	11/03/03	021137-WU	Amendment
PSC-04-0715-FOF-WS	07/21/04	040359-WS	Name Change
PSC-05-1242-PAA-WS	12/20/05	040951-WS	Transfer of Certificate
PSC-06-0973-FOF-WS	11/22/06	060643-WS	Reorganization/Name Change

FLORIDA PUBLIC SERVICE COMMISSION

authorizes

Aqua Utilities Florida, Inc.
pursuant to
Certificate Number 268-S

to provide wastewater service in Lee County in accordance with the provisions of Chapter 367, Florida Statutes, and the Rules, Regulations, and Orders of this Commission in the territory described by the Orders of this Commission. This authorization shall remain in force and effect until superseded, suspended, cancelled or revoked by Order of this Commission.

<u>Order Number</u>	<u>Date Issued</u>	<u>Docket Number</u>	<u>Filing Type</u>
8851	04/27/79	780586-S (AP)	Original Certificate
8851-A	05/09/79	780586-S (AP)	Amendatory
25242	10/22/91	910858-SU	Amendment
PSC-93-1487-FOF-SU	10/12/93	930673-SU	Amendment
PSC-99-1910-PAA-SU	09/27/99	982017-SU	Transfer of Certificate
PSC-04-0715-FOF-WS	07/21/04	040359-WS	Name Change
PSC-06-0973-FOF-WS	11/22/06	060643-WS	Reorganization/Name Change

FLORIDA PUBLIC SERVICE COMMISSION

authorizes

Aqua Utilities Florida, Inc.
pursuant to
Certificate Number 346-W

to provide water service in Marion County in accordance with the provisions of Chapter 367, Florida Statutes, and the Rules, Regulations, and Orders of this Commission in the territory described by the Orders of this Commission. This authorization shall remain in force and effect until superseded, suspended, cancelled or revoked by Order of this Commission.

<u>Order Number</u>	<u>Date Issued</u>	<u>Docket Number</u>	<u>Filing Type</u>
10471	12/23/81	810470-W (AP)	Original Certificate
12455	09/07/83	830283-W (EX)	Amendment
14000	01/14/85	840107-WU	Amendment
14178	03/14/85	850047-WU	Amendment
14474	06/17/85	850119-WU	Amendment
15294	10/24/85	850449-WU	Amendment
16487	08/19/86	860923-WU	Amendment
22978	05/24/90	900074-WU	Amendment
PSC-93-0343-FOF-WU	03/08/93	921071-WU	Amendment
PSC-94-0988-FOF-WU	08/15/94	930950-WU	Transfer/Amendment
PSC-99-1925-PAA-WU	09/28/99	981030-WU	Transfer/Amendment
PSC-99-2499-FOF-WU	12/21/99	981907-WU	Transfer of Majority Control
PSC-06-0973-FOF-WS	11/22/06	060643-WS	Reorganization/Name Change

FLORIDA PUBLIC SERVICE COMMISSION

authorizes

Aqua Utilities Florida, Inc.
pursuant to
Certificate Number 53-W

to provide water service in Palm Beach County in accordance with the provisions of Chapter 367, Florida Statutes, and the Rules, Regulations, and Orders of this Commission in the territory described by the Orders of this Commission. This authorization shall remain in force and effect until superseded, suspended, cancelled or revoked by Order of this Commission.

<u>Order Number</u>	<u>Date Issued</u>	<u>Docket Number</u>	<u>Filing Type</u>
5298	01/12/72	C-71484-W	Original Certificate
5434	05/30/72	72301-W	Transfer of Certificate
5538	10/03/72	T-72495-W	Transfer of Certificate
PSC-97-1149-FOF-WU	09/30/97	961535-WU	Transfer of Certificate
PSC-99-0483-FOF-WS	03/08/99	981508-WS	Transfer of Majority Control
PSC-04-0715-FOF-WS	07/21/04	040359-WS	Name Change
PSC-06-0973-FOF-WS	11/22/06	060643-WS	Reorganization/Name Change

FLORIDA PUBLIC SERVICE COMMISSION

authorizes

Aqua Utilities Florida, Inc.
pursuant to
Certificate Number 154-S

to provide wastewater service in Pasco County in accordance with the provisions of Chapter 367, Florida Statutes, and the Rules, Regulations, and Orders of this Commission in the territory described by the Orders of this Commission. This authorization shall remain in force and effect until superseded, suspended, cancelled or revoked by Order of this Commission.

<u>Order Number</u>	<u>Date Issued</u>	<u>Docket Number</u>	<u>Filing Type</u>
5605	12/27/72	C-72657-S	Original Certificate
6506	02/11/75	74091-S	Original Certificate
6506-A	06/29/84	74091-S	Amendatory
18243	10/05/87	870572-WS	Transfer of Certificate
20140	10/10/88	880472-WS	Transfer of Certificate
21146	04/28/89	890202-WS	Amendment
23728	11/07/90	900291-WS	Transfer of Certificate
PSC-97-0427-FOF-WS	04/16/97	970028-WS	Name Change
PSC-99-0482-FOF-WS	03/08/99	981780-WS	Transfer of Majority Control
PSC-04-0715-FOF-WS	07/21/04	040359-WS	Name Change
PSC-05-1242-PAA-WS	12/20/05	040951-WS	Transfer of Certificate
PSC-06-0973-FOF-WS	11/22/06	060643-WS	Reorganization/Name Change

FLORIDA PUBLIC SERVICE COMMISSION

authorizes

Aqua Utilities Florida, Inc.
pursuant to
Certificate Number 209-W

to provide water service in Pasco County in accordance with the provisions of Chapter 367, Florida Statutes, and the Rules, Regulations, and Orders of this Commission in the territory described by the Orders of this Commission. This authorization shall remain in force and effect until superseded, suspended, cancelled or revoked by Order of this Commission.

<u>Order Number</u>	<u>Date Issued</u>	<u>Docket Number</u>	<u>Filing Type</u>
5605	12/27/72	C-72656-W	Original Certificate
6506	02/11/75	74090-W	Original Certificate
6506-A	06/29/84	74090-W	Amendatory
18243	10/05/87	870572-WS	Transfer of Certificate
20140	10/10/88	880472-WS	Transfer of Certificate
21146	04/28/89	890202-WS	Amendment
23728	11/07/90	900291-WS	Transfer of Certificate
PSC-97-0427-FOF-WS	04/16/97	970028-WS	Name Change
PSC-99-0482-FOF-WS	03/08/99	981780-WS	Transfer of Majority Control
PSC-04-0715-FOF-WS	07/21/04	040359-WS	Name Change
PSC-05-1242-PAA-WS	12/20/05	040951-WS	Transfer of Certificate
PSC-06-0973-FOF-WS	11/22/06	060643-WS	Reorganization/Name Change

FLORIDA PUBLIC SERVICE COMMISSION

authorizes

Aqua Utilities Florida, Inc.
pursuant to
Certificate Number 506-S

to provide wastewater service in Polk County in accordance with the provisions of Chapter 367, Florida Statutes, and the Rules, Regulations, and Orders of this Commission in the territory described by the Orders of this Commission. This authorization shall remain in force and effect until superseded, suspended, cancelled or revoked by Order of this Commission.

<u>Order Number</u>	<u>Date Issued</u>	<u>Docket Number</u>	<u>Filing Type</u>
PSC-96-1568-FOF-WS	12/23/96	960989-WS	Grandfather Certificate
PSC-96-1568-A-FOF-WS	12/24/96	960989-WS	Amendatory
PSC-97-0376-FOF-WS	04/07/97	960909-WS	Grandfather Certificate
PSC-97-0427-FOF-WS	04/16/97	970028-WS	Name Change
PSC-98-0371-FOF-WS	03/06/98	961014-WS	Grandfather Certificate
PSC-99-0483-FOF-WS	03/08/99	981508-WS	Transfer of Majority Control
PSC-99-1882-PAA-WS	09/21/99	981697-WS	Transfer of Certificate
PSC-04-0715-FOF-WS	07/21/04	040359-WS	Name Change
PSC-05-1242-PAA-WS	12/20/05	040951-WS	Transfer of Certificate
PSC-06-0973-FOF-WS	11/22/06	060643-WS	Reorganization/Name Change

FLORIDA PUBLIC SERVICE COMMISSION

authorizes

Aqua Utilities Florida, Inc.
pursuant to
Certificate Number 587-W

to provide water service in Polk County in accordance with the provisions of Chapter 367, Florida Statutes, and the Rules, Regulations, and Orders of this Commission in the territory described by the Orders of this Commission. This authorization shall remain in force and effect until superseded, suspended, cancelled or revoked by Order of this Commission.

<u>Order Number</u>	<u>Date Issued</u>	<u>Docket Number</u>	<u>Filing Type</u>
PSC-96-1568-FOF-WS	12/23/96	960989-WS	Grandfather Certificate
PSC-96-1568-A-FOF-WS	12/24/96	960989-WS	Amendatory
PSC-97-0376-FOF-WS	04/07/97	960909-WS	Grandfather Certificate
PSC-97-0427-FOF-WS	04/16/96	970028-WS	Name Change
PSC-98-0371-FOF-WS	03/06/98	961014-WS	Grandfather Certificate
PSC-99-0483-FOF-WS	03/08/99	981508-WS	Transfer of Majority Control
PSC-99-1882-PAA-WS	09/21/99	981697-WS	Transfer of Certificate
PSC-04-0715-FOF-WS	07/21/04	040359-WS	Name Change
PSC-04-0859-FOF-WU	09/02/04	040484-WU	Amendment
PSC-05-1242-PAA-WS	12/20/05	040951-WS	Transfer of Certificate
PSC-06-0973-FOF-WS	11/22/06	060643-WS	Reorganization/Name Change

FLORIDA PUBLIC SERVICE COMMISSION

authorizes

Aqua Utilities Florida, Inc.
pursuant to
Certificate Number 441-S

to provide wastewater service in Sumter County in accordance with the provisions of Chapter 367, Florida Statutes, and the Rules, Regulations, and Orders of this Commission in the territory described by the Orders of this Commission. This authorization shall remain in force and effect until superseded, suspended, cancelled or revoked by Order of this Commission.

<u>Order Number</u>	<u>Date Issued</u>	<u>Docket Number</u>	<u>Filing Type</u>
19848	08/22/88	880013-WS	Grandfather Certificate
20518	12/23/88	880485-SU	Transfer of Certificate
PSC-92-1113-FOF-WS	10/05/92	920176-WS	Transfer of Certificate
PSC-93-1418-FOF-WS	09/29/93	930614-WS	Name Change
PSC-96-0666-FOF-WS	05/14/96	951330-WS	Transfer of Majority Control
PSC-97-0312-FOF-WS	03/24/97	960643-WS	Transfer of Certificate
PSC-99-0483-FOF-WS	03/08/99	981508-WS	Transfer of Majority Control
PSC-04-0715-FOF-WS	07/21/04	040359-WS	Name Change
PSC-06-0973-FOF-WS	11/22/06	060643-WS	Reorganization/Name Change

FLORIDA PUBLIC SERVICE COMMISSION

authorizes

Aqua Utilities Florida, Inc.
pursuant to
Certificate Number 507-W

to provide water service in Sumter County in accordance with the provisions of Chapter 367, Florida Statutes, and the Rules, Regulations, and Orders of this Commission in the territory described by the Orders of this Commission. This authorization shall remain in force and effect until superseded, suspended, cancelled or revoked by Order of this Commission.

<u>Order Number</u>	<u>Date Issued</u>	<u>Docket Number</u>	<u>Filing Type</u>
19848	08/22/88	880013-WS	Grandfather Certificate
25012	09/04/91	910586-WU	Amendment
PSC-92-1113-FOF-WS	10/05/92	920176-WS	Transfer of Certificate
PSC-93-1418-FOF-WS	09/29/93	930614-WS	Name Change
PSC-96-0666-FOF-WS	05/14/96	951330-WS	Transfer of Majority Control
PSC-97-0312-FOF-WS	03/24/97	960643-WS	Transfer of Certificate
PSC-99-0483-FOF-WS	03/08/99	981508-WS	Transfer of Majority Control
PSC-04-0715-FOF-WS	07/21/04	040359-WS	Name Change
PSC-06-0973-FOF-WS	11/22/06	060643-WS	Reorganization/Name Change

EXHIBIT X

Attached hereto is an affidavit of John M. Lihvarcik, Chief Operating Officer of AUF, affirming that the facts stated herein and in the attached exhibits are true and correct.

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Aqua Utilities Florida, Inc.'s Application)
for Approval of Transfer of Fountain Lakes Sewer)
Corp. Wastewater System and Amendment of)
Certificate in Lee County, Florida.)
_____)

Docket No. _____

Filed: _____ 2009

AFFIDAVIT – Exhibit X

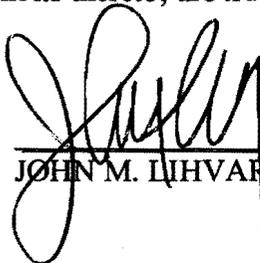
STATE OF FLORIDA:
COUNTY OF LAKE :

BEFORE ME, the undersigned authority, personally appeared John M. Lihvarcik,
who after being duly sworn, deposes and says:

1. That I, John M. Lihvarcik, am the President and Chief Operating Officer
of Aqua Utilities Florida, Inc.

2. That I hereby affirm that the facts stated in Aqua Utilities Florida, Inc.'s
Application for Approval of Transfer of Fountain Lakes Sewer Corp. Wastewater System
in Lee County, Florida, and the attached exhibits thereto, are true and correct.

3. Further Affiant sayeth not.



JOHN M. LIHVARCİK

STATE OF FLORIDA:
COUNTY OF LAKE :

Subscribed and sworn to before me this 11th day of January, 2009, by
John M. Lihvarcik, who is personally known to me.



NOTARY PUBLIC
My Commission Expires:

