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April 13, 2012

HAND DELIVERY

Ann Cole, Commission Clerk
Office of Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399

RECEIVED-FPSC
APR 13 PM 2:03
COMMISSION
CLERK

RE: Docket No.: 120084-WS; Application of Utilities, Inc., for Authority for Transfer of Majority Organizational Control of Hydro Star, LLC to Corix Utilities (Illinois) LLC
Our File No.: 30057.204

Dear Ms. Cole:

Enclosed for filing are the original and fifteen (15) copies of the Application of Utilities, Inc., for Authority for Transfer of Majority Organizational Control of Hydro Star, LLC, to Corix Utilities (Illinois) LLC, along with this firm's check in the amount of \$6,000 which I believe to be the appropriate filing fee.

In addition, enclosed are the original and fifteen (15) copies Utilities, Inc.'s Petition for Variance or Waiver of Rules 25-30.037 (3) (i), (j) and (k) and 25-30.030 (4)(c), (6) and (7), Florida Administrative Code.

Should you have any questions regarding the enclosed, please do not hesitate to give me a call.

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OPC _____
CLK Original

Very truly yours,

MARTIN S. FRIEDMAN
For the Firm

MSF/mp
Enclosures

cc: Steven Lubertozi, Exec. Director of Regulatory Accounting & Affairs (w/encs.) (via e-mail)

DOCUMENT NUMBER DATE

02255 APR 13 2012

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

IN RE: Application of UTILITIES
INC., for authority to transfer
majority organizational control
of HYDRO STAR, LLC to CORIX UTILITIES
(ILLINOIS), LLC

Docket No. 120084-WS

PETITION FOR VARIANCE OR WAIVER OF
RULES 25-30.037(3)(i), (j) and (k), and 25-30.030(4)(c),(5), (6) and (7),
FLORIDA ADMINISTRATIVE CODE

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

1. The name and address of the Petitioner is:

Utilities, Inc.
2335 Sanders Road
Northbrook, IL 60062-6196
Telephone: (847) 498-6440

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

Application is:

COM _____
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OPC _____
CLK 1-original

Martin S. Friedman, Esquire
Sundstrom, Friedman & Fumero, LLP
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3. The transfer of majority organizational control of the Petitioner will be

accomplished by a transfer of all of the membership interests of Hydro Star, LLC, which owns all of the issued and outstanding shares of the stock of Hydro Star Holdings Corp., which, in turn,

DOCUMENT NUMBER-DATE

02255 APR 13 2012

FPSC-COMMISSION CLERK

owns all of the issued and outstanding shares of the stock of the Petitioner. The Petitioner's utility operations are conducted through its subsidiary companies, thus the utility operations will not be affected by the transfer. Because the transfer will not affect utility operations, a number of provisions of the Florida Administrative Code are inapplicable. Under virtually identical circumstances, the Commission approved waiver of the same Rules in Order No. PSC-05-1155-PAA-WS.

4. The requested waiver or variance is needed because the statutory time period to consider a waiver or variance, when added to the time within which the Commission has to act upon a transfer of majority organizational control may delay the closing on the transfer. Regulatory approvals are required for over 50 subsidiary operating companies in 15 states and it is unreasonable for the Petitioner to expend the necessary funds in other regulatory jurisdictions before proceeding in Florida. The emergency and immediate and adverse result unless the variance or waiver is granted is similar to that which this Commission found as sufficient in Order No. PSC-99-2422-PAA-WS, and more recently in Order No. PSC-05-1155-PAA-WS.

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

This provision requires that the notice of the transfer application include "a description using township, range and section reference" of the territory being transferred. The territory which is affected by this proceeding is not certificated to the Petitioner, but is certificated to 11 jurisdictional subsidiaries operating in 9 Florida counties. The Petitioner requests that it be allowed to send an identical one page notice to all of the customers of each subsidiary without reference to a territory description. The proposed notice would be substantially in the form attached hereto. This waiver or variance of this Rule is justified since this is a proceeding for the approval of the transfer of the membership interests of the parent company of the utility

subsidiaries regulated by this Commission. The customer knows the name of the utility subsidiary providing service which is the important fact, not a lengthy legal description. The purpose of the underlying rule is to provide customers with notice of a point of entry to protest a proposed transfer. This is accomplished by the attached notice. This Commission approved similar notices in Order Nos. PSC-99-2422-PAA-WS and PSC-05-1155-PAA-WS.

6. Rule 25-30.030(5), (6) and (7), Florida Administrative Code.

Further, in order for the Petitioner to go forward with the filing of its Application pending approval of a waiver or variance, the Petitioner requests a waiver or variance from the time requirements of Rule 25-30.030(5), (6) and (7), Florida Administrative Code. The Petitioner requests it be allowed to mail the notices within ten (10) days of the Commission's approval of the Notice.

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

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

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

An applicant for approval of a change in majority organizational control pursuant to this Rule must file the original and two copies of tariff sheets reflecting the change in ownership. Because this transaction involves the transfer of ownership of the membership interests of the ultimate parent company, not of the Petitioner, which is the owner of the regulated utilities, there are no tariff changes necessary and refiling existing tariffs would serve no useful purpose.

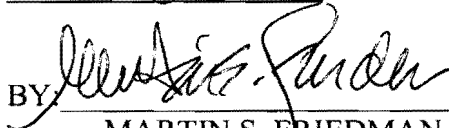
9. Rule 25-30.037(3)(k), Florida Administrative Code.

This Rule requires a utility seeking approval of the change in majority organizational control to file the Certificates. The Petitioner does not hold any Certificates. Since there are no changes in ownership of the regulated subsidiaries as a result of the transfer of the shares of the Petitioner, filing the Certificates would serve no useful purpose. Further, the Commission no longer issues Certificates to water and wastewater utilities.

WHEREFORE, UTILITIES, INC., requests this Commission, on an emergency basis pursuant to Rule 28-10.004(2), Florida Administrative Code, grant a waiver or variance of the provisions of Rules 25-30.030(4)(c), (5), (6) and (7), and 25-30.037(3)(I), (j) and (k), Florida Administrative Code, and permit it to comply with the requirements of Rule 25-30.030(5), (6) and (7), Florida Administrative Code by mailing the required notices within ten (10) days of the Commission's approval of the form of the Notice.

Respectfully submitted on this 12th day of
April, 2012, by:

SUNDSTROM, FRIEDMAN & FUMERO, LLP
766 North Sun Drive, Suite. 4030
Lake Mary, FL 32746
PHONE: (407) 830-6331
FAX: (407) 830-8522
mfriedman@sfflaw.com

BY: 
MARTIN S. FRIEDMAN
For the Firm

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

Notice is hereby given on April 13, 2012, pursuant to Section 367.071, Florida Statutes, of the Application for Transfer of Majority Organizational Control of Utilities, Inc., to Corix Utilities (Illinois), LLC. THIS APPLICATION IS NOT A REQUEST TO CHANGE THE RATES OF ANY OF THE BELOW LISTED SUBSIDIARIES. The following are the wholly owned subsidiaries of Utilities, Inc., which are certificated by the Florida Public Service Commission and their counties of operation:

- Cypress Lakes Utilities, Inc.....Polk
- Labrador Utilities, Inc.Pasco
- Lake Placid Utilities, Inc. Highlands
- Lake Utility Services, Inc. Lake
- Mid-County Services, Inc. Pinellas
- Sanlando Utilities Corporation.....Seminole
- Tierra Verde Utilities, Inc. Pinellas
- Utilities, Inc. of Eagle Ridge..... Lee
- Utilities, Inc. of Florida..... Seminole, Orange,
Pasco, Marion, Pinellas
- Utilities, Inc. of LongwoodSeminole
- Utilities, Inc. of Pennbrooke Lake

Any objection to the said application must be made in writing and filed within thirty (30) days from this date to the Commission Clerk, Office of the Commission Clerk, Florida Public Service Commission, 2540 Shumard Oaks Boulevard, Tallahassee, FL 32399-0850. A copy of said objection may be mailed to Sundstrom, Friedman & Fumero, LLP, 766 North Sun Drive, Suite, 4030, Lake Mary, Florida, 32746.

UTILITIES, INC.
2335 Sanders Road
Northbrook, IL 60062-6196