

Ocie C. Allen, Jr.
P.O. Box 10572
Tallahassee, FL 32302
(904) ~~681-9002~~
942-4012

ORIGINAL
FILE COPY

January 30, 1995

940819-EG

Ms. Ann Smith
P.O. Box 1126
Monticello, Fl.

Dear Ms. Smith:

On November 14, 1994 you filed a Petition For Formal Proceedings with the Florida Public Service Commission. In your Petition you expressed concerns that "There will be a loss of local jobs and local economic benefits which flow from the operation of LFC's plants".

If your real concern is lost of local jobs and local economic benefits, I believe there is a better, more economic, and faster way of addressing these real concerns.

DOCUMENT NUMBER-DATE

01459 FEB-88

FPSC-RECORDS/REPORTING

Enclosed are three letters Agreements. One dated November 2, 1994, from Henry A. Lyczak, referencing the Sale of Stock of LFC #47 Corp by LFC Energy Corporation as Seller to Walton Consultants, Inc. as Buyer. Another dated December 28, 1994, from Terrell C. Madigan, Walton Consultants Attorney, agreeing to the purchase by Walton. The last one dated January 9, 1995, from S. David Arnsperger, notifying LFC Corporation that Walton stands ready to meet the sales price of \$8,500,000.

Based upon the foregoing information, I respectfully request that you voluntarily dismiss your First District Court appeal. Walton's purchase is being delayed by your appeal. The local jobs and local economic benefits will become a reality upon Walton's purchase.

Shortly after you filed your appeal, I reviewed the First District Court's case file. I noticed that you failed to file the required

\$250.00 filing fee. If you have not paid this filing fee, please do not. What then will happen is your appeal will be dismissed, Walton will then purchase the stock of LFC #47 Corp., the Plants will begin operation, and the needed jobs and local economical benefits will happen immediately.

If you have any questions, I will be happy to meet with you or you may call me, my attorney, Mr. Arnesiger, or Mr. Lyczak. Please drop this appeal.

Sincerely,
Ocie C. Allen Jr.

Potomac Financial Group, Inc.

Financial Consultants
1113 Potomac
HOUSTON, TEXAS 77057

940819

TELEPHONE 713 827-1116

FACSIMILE 713 963-9497

January 9, 1994

Mr. Chris Davis, President
LFC Financial Corp
Three Radnor Corporate Center, Suite 400
Radnor Pennsylvania 19087-0170

re: In response to LFC No. 47 Corp.'s November 2, 1994 Letter concerning
Sale of Stock of LFC No. 47 Corp. by LFC Energy Corporation as Seller to
Walton Consultants, Inc. as Buyer

Dear Mr. Davis:

As Financial Advisor to the transaction, we hereby inform LFC Energy Corporation the ("Seller"), that Walton Consultants, Inc. the ("Buyer") stands ready to meet your sales price of \$8,500,000 on the terms as presented in the draft letter of intent as provided to the Buyer's attorney on November 2, 1994. The Buyer only conditions for his purchase are his acceptance of the critical flaw analysis and the twenty four hour capacity test conducted by or under the supervision of Stone & Webster as described in my December 27, 1994 letter.

The Buyer and his financing partners wish to expedite the closing and will look forward to the execution of the purchase agreement as soon as available. The Buyer expects a response to this letter in ten (10) calendar days.



S. David Arnsperger
President

cc: Terrell C. Madigan, Eckert Seamans et.al.
O.C. Allen, Walton Consultants, Inc.
Wm. H. Murphy, Wm. H. Murphy & Co., Inc.

LFC No. 47 Corp.

Three Radnor Corporate Center
100 Matsonford Road, Suite 400
P.O. Box 5760
Radnor, Pennsylvania 19087-5760
Telephone (610) 364-2000
FAX (610) 527-2170

VIA FACSIMILE (904) 222-3452

November 2, 1994

RECEIVED

NOV 02 1994

Office of
TERRILL C. MADIGAN

Terrell C. Madigan, Esq.
ECKHART SEAMANS CERRIN & MELLOTT
206 South Adams Street
Tallahassee, FL 32301

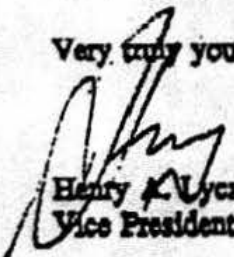
**RE: Sale of Stock of LFC No. 47 Corp. by LFC Energy Corporation as Seller to
Walton Consultants, Inc. as Buyer**

Dear Terry:

Enclosed please find a draft letter of intent for the sale of the stock of LFC No. 47 Corp. We are committed to selling the Jefferson and Madison plants and are ready to proceed by further discussing our goals and expectations for a successful deal. With that in mind, and after you have had a chance to review the enclosed, please give me a call. I would be interested in talking further with you about your assumptions and plans for purchasing the projects, in particular, for securing financing.

I look forward to hearing from you.

Very truly yours,


Henry A. Uyczak
Vice President

HAL/sjp
Enclosure

cc: **Ocie C. Allen, Jr., President**
Walton Consultants, Inc.

ECKERT SEAMANS CHERIN & MELLOTT

December 28, 1994

206 South Adams Street
Tallahassee, Fl. 32301
Telephone 904/222-2515
Facsimile 904/222-3452

Henry A. Lyczak, Vice President
LFC Financial Corp.
Three Radnor Corporate Center
Suite 400
100 Matsonford Road
Radnor, Pennsylvania 19087-4574

VIA FACSIMILE
(610) 527-0170

Re: Sale of LFC No. 47 Corp. to Walton Consultants, Inc.

Dear Henry:

Following up on your conversation earlier today with Ocie Allen, please send LFC's letter of intention as to the sale of LFC No. 47 Corp. to Walton Consultants, Inc., directly to my attention. Over the past several days, letters have been directed to your attention and that of your company president, Chris Davis, from Société BankHouse and Potomac Financial Group, Inc. (copies attached) I am advised that Mr. Davis is out of town for the holidays; therefore I will try to see to it that forthcoming communications from our financial backers are coordinated through me directly to your attention.

The bid from Société BankHouse is a legitimate offer to provide the requisite financing. Please feel free to contact Société BankHouse or Potomac Financial Group, Inc., directly, if you require further assurances of the bona fides of the financing. A lot of work has gone into pulling the present financing package together, and based on your latest discussion with Ocie Allen, it appears that you are now in position to pursue in good faith the sale of the power plants to Walton Consultants, Inc.

I anticipate following up with you shortly on the details, and receiving the referenced letter from you this week. With best wishes for the remainder of the holidays, I remain

Sincerely,

ECKERT SEAMANS CHERIN & MELLOTT


Terrell C. Madigan

attachments

cc: **Ocie C. Allen, Jr.**
S. David Arnsperger

TERRELL C. MADIGAN
904/ 222-2515

- Tallahassee
- Fort Lauderdale
- Boca Raton
- Miami
- Pittsburgh
- Harrisburg
- Allentown
- Philadelphia
- Boston
- Buffalo
- Washington DC