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RECORDS AND REPORTING

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CHRIS H. BENTLEY, P.A.
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May 17, 1999

ROBERT M. C. ROSE
OF COUNSEL

VIA HAND DELIVERY

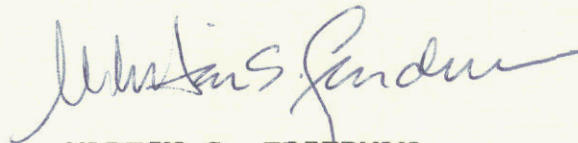
Ms. Blanca Bayo, Director
Florida Public Service Commission
Water and Wastewater Division
2540 Shumard Oaks Boulevard
Tallahassee, Florida 32399-0850

Re: Docket No. 981907-WS; AquaSource Utility, Inc.; Transfer of
Majority Organizational Control of Ocala Oaks Utilities, Inc.
Our File No. 33087.05

Dear Ms. Bayo:

In furtherance of my March 12, 1999 correspondence regarding
the above-referenced matter, enclosed are the title insurance
policies for the three properties which were acquired by Ocala Oaks
Utilities, Inc. by Quit Claim Deed.

Very truly yours,



MARTIN S. FRIEDMAN
For the Firm

MSF/brm
Enclosure
cc: Mr. Derek Clow
Ms. Stephanie Clapp
Samantha McRae, Esquire

AFA
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FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER-DATE

06210 MAY 17 99

FPSC-RECORDS/REPORTING



FATIC 524

Policy No. FA-35-374498

POLICY OF TITLE INSURANCE



ISSUED BY

First American Title Insurance Company

SUBJECT TO THE EXCLUSIONS FROM COVERAGE, THE EXCEPTIONS FROM COVERAGE CONTAINED IN SCHEDULE B AND THE CONDITIONS AND STIPULATIONS, FIRST AMERICAN TITLE INSURANCE COMPANY, a California corporation, herein called the Company, insures, as of Date of Policy shown in Schedule A, against loss or damage, not exceeding the Amount of Insurance stated in Schedule A, sustained or incurred by the insured by reason of:

1. Title to the estate or interest described in Schedule A being vested other than as stated therein;
2. Any defect in or lien or encumbrance on the title;
3. Unmarketability of the title;
4. Lack of a right of access to and from the land.

The Company will also pay the costs, attorneys' fees and expenses incurred in defense of the title, as insured, but only to the extent provided in the Conditions and Stipulations.

IN WITNESS WHEREOF, First American Title Insurance Company has caused its corporate seal to be hereunto affixed and these presents to be signed in facsimile under authority of its By-Laws.

First American Title Insurance Company

BY *Parker S. Kennedy* PRESIDENT

ATTEST *Mark L. Arneson* SECRETARY



FROM : G. Sheppard W. Dozier
2. CONTINUATION OF INSURANCE RISK
CONVEYANCE OF TITLE.
The coverage of this policy shall continue in force

FAX NO. : 352 732 5602

May. 12 1999 11:52AM P2
claimant would have had against any person or prop-
erty in respect to the claim had this policy not been

6. OPTIONS TO PAY OR OTHERWISE SETTLE

COMMERCIAL RESIDENTIAL NEW HOME SALE RESALE FORECLOSURE OTHER

First American Title Insurance Company

SCHEDULE A

Issuing Office File No.: 9904435

Policy No. FA35-374498

Date of Policy: April 19, 1999

Amount of Insurance \$ 5,500.00

1. Name of Insured:
OCALA OAKS UTILITIES, INC.

2. The estate or interest in the land which is covered by this policy is:
Fee Simple

3. Title to the estate or interest in the land is vested in:
OCALA OAKS UTILITIES, INC.

4. The land referred to in this policy is described as follows:
Lot 5, Block B, Chappell Hills, as per Plat thereof recorded in
Plat Book U Page 72, Public Records of Marion County, Florida.
Less the South 25.00 feet of the West 90.00 feet thereof.

First American Title Insurance Company

(Insert above the name of Agent)

By: 

ALTA Owner's Policy
(with printed mineral exception)

First American Title Insurance Company

SCHEDULE B

Issuing Office File No.: 9904435

Policy No. FA35-374498

EXCEPTIONS FROM COVERAGE

This policy does not insure against loss or damage (and the Company will not pay costs, attorneys' fees or expenses) which arise by reason of:

1. Any rights, interests or claims of parties in possession of the land not shown by the public records.
2. Any rights, interests or claims affecting the land which a correct survey would disclose and which are not shown by the public records.
3. Any lien for services, labor or materials in connection with improvements, repairs or renovations provided before, on, or after Date of Policy, not shown by the public records.
4. Any dispute as to the boundaries caused by a change in the location of any water body within or adjacent to the land prior to Date of Policy, and any adverse claim to all or part of the land that is, at Date of Policy, or was previously, under water.
5. Taxes or special assessments not shown as liens in the public records or in the records of the local tax collecting authority, at Date of Policy.
6. Any minerals or mineral rights leased, granted or retained by prior owners.
7. Taxes and assessments for the year 1999 and subsequent years, not yet due and payable.
8. Easements, limitations and regulations appearing on the Plat thereof recorded in Plat Book U Page 72, Public Records of Marion County, Florida.
9. Easement to Florida Power Corporation recorded in Official Records book 4, Page 273, and Agreement in Official Records Book 1080, Page 1795, Public Records of Marion County, Florida.
10. A covenant with the Board of County Commissioners of Marion County, Florida recorded in Official Records Book 1080 Page 1799, Public Records of Marion County, Florida.

FATIC 524

Policy No. FA-35-374481

POLICY OF TITLE INSURANCE



ISSUED BY

First American Title Insurance Company

SUBJECT TO THE EXCLUSIONS FROM COVERAGE, THE EXCEPTIONS FROM COVERAGE CONTAINED IN SCHEDULE B AND THE CONDITIONS AND STIPULATIONS, FIRST AMERICAN TITLE INSURANCE COMPANY, a California corporation, herein called the Company, insures, as of Date of Policy shown in Schedule A, against loss or damage, not exceeding the Amount of Insurance stated in Schedule A, sustained or incurred by the insured by reason of:

1. Title to the estate or interest described in Schedule A being vested other than as stated therein;
2. Any defect in or lien or encumbrance on the title;
3. Unmarketability of the title;
4. Lack of a right of access to and from the land.

The Company will also pay the costs, attorneys' fees and expenses incurred in defense of the title, as insured, but only to the extent provided in the Conditions and Stipulations.

IN WITNESS WHEREOF, First American Title Insurance Company has caused its corporate seal to be hereunto affixed and these presents to be signed in facsimile under authority of its By-Laws.

First American Title Insurance Company

BY *Parker S. Kennedy* PRESIDENT

ATTEST *Mark R. Arneson* SECRETARY

SCHEDULE A OWNER'S POLICY

COMMERCIAL RESIDENTIAL NEW HOME SALE RESALE FORECLOSURE OTHER

First American Title Insurance Company

SCHEDULE A

Issuing Office File No.: 9904434

Policy No. FA35-374481

Date of Policy: April 21, 1999

Amount of Insurance \$ 11,353.00

1. Name of Insured:
Ocala Oaks Utilities, Inc.

2. The estate or interest in the land which is covered by this policy is:
Fee Simple

3. Title to the estate or interest in the land is vested in:
Ocala Oaks Utilities, Inc.

4. The land referred to in this policy is described as follows:
Tract A, Unit One, of Ocala Oaks Subdivision, as per plat thereof recorded in Plat Book S Pages 123, 124 and 125, Public Records of Marion County, Florida.

First American Title Insurance Company
(Insert above line name of Agent)

By: _____

Authorized Signatory

Schedule B,
ALTA Owner's Policy
(with printed mineral exception)

First American Title Insurance Company

SCHEDULE B

Issuing Office File No.: 9904434

Policy No. FA35-374481

EXCEPTIONS FROM COVERAGE

This policy does not insure against loss or damage (and the Company will not pay costs, attorneys' fees or expenses) which arise by reason of:

1. Any rights, interests or claims of parties in possession of the land not shown by the public records.
2. Any rights, interests or claims affecting the land which a correct survey would disclose and which are not shown by the public records.
3. Any lien for services, labor or materials in connection with improvements, repairs or renovations provided before, on, or after Date of Policy, not shown by the public records.
4. Any dispute as to the boundaries caused by a change in the location of any water body within or adjacent to the land prior to Date of Policy, and any adverse claim to all or part of the land that is, at Date of Policy, or was previously, under water.
5. Taxes or special assessments not shown as liens in the public records or in the records of the local tax collecting authority, at Date of Policy.
6. Any minerals or mineral rights leased, granted or retained by prior owners.
7. Taxes and assessments for the year 1999 and subsequent years, not yet due and payable.
8. Easements, limitations and regulations appearing on the Plat thereof recorded in Plat Book S Pages 123 through 125, Public Records of Marion County, Florida.
9. A covenant with the Board of County commissioners of Marion County, Florida, recorded in Official Records Book 937 Page 0303 and Official Records Book 937 Page 0351, Public Records of Marion County, Florida.
10. Grant of Easement as shown in Official Records Book 937 Page 0348 and Official Records book 937 Page 0350, Public Records of Marion County, Florida.



FATIC 524

Policy No. FA-35-374474

POLICY OF TITLE INSURANCE



ISSUED BY

First American Title Insurance Company

SUBJECT TO THE EXCLUSIONS FROM COVERAGE, THE EXCEPTIONS FROM COVERAGE CONTAINED IN SCHEDULE B AND THE CONDITIONS AND STIPULATIONS, FIRST AMERICAN TITLE INSURANCE COMPANY, a California corporation, herein called the Company, insures, as of Date of Policy shown in Schedule A, against loss or damage, not exceeding the Amount of Insurance stated in Schedule A, sustained or incurred by the insured by reason of:

1. Title to the estate or interest described in Schedule A being vested other than as stated therein;
2. Any defect in or lien or encumbrance on the title;
3. Unmarketability of the title;
4. Lack of a right of access to and from the land.

The Company will also pay the costs, attorneys' fees and expenses incurred in defense of the title, as insured, but only to the extent provided in the Conditions and Stipulations.

IN WITNESS WHEREOF, First American Title Insurance Company has caused its corporate seal to be hereunto affixed and these presents to be signed in facsimile under authority of its By-Laws.

First American Title Insurance Company

BY *Parker S. Kennedy* PRESIDENT

ATTEST *Mark R. Arneson* SECRETARY



COMMERCIAL RESIDENTIAL NEW HOME SALE RESALE FORECLOSURE OTHER

First American Title Insurance Company

SCHEDULE A

Issuing Office File No.: 9904433

Policy No. FA35-374474

Date of Policy: April 19, 1999

Amount of Insurance \$ 6,600.00

1. Name of Insured:
Ocala Oaks Utilities, Inc.

2. The estate or interest in the land which is covered by this policy is:
Fee Simple

3. Title to the estate or interest in the land is vested in:
Ocala Oaks Utilities, Inc.

4. The land referred to in this policy is described as follows:
Tract "A", Belleair Subdivision, as per Plat thereof recorded in
Plat Book T Pages 77 and 78, Public Records of Marion County,
Florida.

First American Title Insurance Company

(Insert above line name of Agent)

By: _____

Authorized Signatory

PATC-314
Schedule B
ALTAOwner's Policy
(with printed mineral exception)

First American Title Insurance Company

SCHEDULE B

Issuing Office File No.: 9904433

Policy No. FA35-374474

EXCEPTIONS FROM COVERAGE

This policy does not insure against loss or damage (and the Company will not pay costs, attorneys' fees or expenses) which arise by reason of:

1. Any rights, interests or claims of parties in possession of the land not shown by the public records.
2. Any rights, interests or claims affecting the land which a correct survey would disclose and which are not shown by the public records.
3. Any lien for services, labor or materials in connection with improvements, repairs or renovations provided before, on, or after Date of Policy, not shown by the public records.
4. Any dispute as to the boundaries caused by a change in the location of any water body within or adjacent to the land prior to Date of Policy, and any adverse claim to all or part of the land that is, at Date of Policy, or was previously, under water.
5. Taxes or special assessments not shown as liens in the public records or in the records of the local tax collecting authority, at Date of Policy.
6. Any minerals or mineral rights leased, granted or retained by prior owners.
7. Taxes and assessments for the year 1999 and subsequent years, not yet due and payable.
8. Easements, limitations and regulations appearing on the Plat thereof recorded in Plat Book T Pages 77 and 78, Public records of Marion County, Florida.
9. A covenant with the Board of County Commissioners of Marion County, Florida, as recorded in Official Records Book 1027 Page 0307, Public Records of Marion County, Florida.
10. Restrictions, conditions, and/or protective covenants which appear in Official Records Book 1025 Page 0258 and Official Records Book 1026, Page 0119, Public Records of Marion County, Florida, but deleting any covenant, condition or restriction indicating a preference, limitation or discrimination based on race, color, religion, sex, handicap, familial status, or national origin to the extent such covenants, conditions or restrictions violate 42 USC 3604(c).