

ORIGINAL

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L.L.P.

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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SAN FRANCISCO

50 N. LAURA STREET
SUITE 2800
JACKSONVILLE, FL 32202-3650

(904) 354-8000
FACSIMILE: (904) 353-1673

WRITER'S DIRECT DIAL:

(904) 630-5342

LONDON
(A LONDON-BASED
MULTINATIONAL PARTNERSHIP)

PARIS
BRUSSELS
MOSCOW
RIYADH
(AFFILIATED OFFICE)

TASHKENT
BISHKEK
ALMATY
BEIJING

December 15, 1999

FEDERAL EXPRESS

Ms. Blanca Bayo
Director, Division of Records
and Reporting
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

991666-

RECEIVED
FLORIDA PUBLIC
SERVICE COMMISSION
99 DEC 16 AM 10:20
MAIL ROOM

Re: Application of United Water Florida, Inc. for Transfer of Majority Organizational Control of its Corporate Grandparent, United Water Resources, Inc. to Lyonnaise American Holding, Inc.

Dear Ms. Bayo:

Enclosed you will find late-filed Exhibits G, H, and I to be inserted into the Application of United Water Florida, Inc. for Transfer of Majority Organizational Control of its Corporate Grandparent, United Water Resources, Inc. to Lyonnaise American Holding, Inc. This is in Docket 991660. We have provided an original and five copies to correspond to our original filing on December 7, 1999. These exhibits relate to the notice by mail to non-customers (Exhibit G), notice by mail to customers (Exhibit H) and Published Notice (Exhibit I).

If you have any questions with regard to this filing, you may contact me at (904) 630-5342.

AFA
APP
CAF
CMU
CTR
EAG
LEG
MAS
OPC
RRR
SEC
WAB
OTH

Sincerely,

Daniel D. Richardson

DOCUMENT NUMBER-DATE
15388 DEC 16 99
FPSC-RECORDS/REPORTING

Blanca Bayo

Ms. Blanca Bayo
Director, Division of Records and Reporting
December 15, 1999
Page 2

DDR:dtw
Enclosures

cc: without attachments:
John D. Williams
Billie B. Messer
Stephanie A. Clapp
Richard Redemann
D. Tyler Van Leuven, Esq.

with attachments:
Walton F. Hill
Gary R. Moseley

138633

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Application of United Water Florida, Inc. for Transfer of Majority Organizational Control of its Corporate Grandparent, United Water Resources, Inc. to Lyonnaise American Holding, Inc.) DOCKET NO. 991660) DATE APPLICATION SUBMITTED FOR FILING: DECEMBER 7, 1999

EXHIBIT G (late filed)

AFFIDAVIT REGARDING NOTICE BY MAIL (NON-CUSTOMERS)

I, Gary R. Moseley, do solemnly swear or affirm that the Notice of actual Application was given in accordance with Section 367.045(1)(a), Florida Statutes, and Rule 25-30.030, Florida Administrative Code, by regular mail to the list attached as Annex G-1.

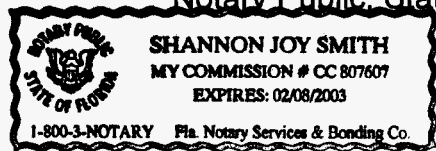
A copy of the Notice mailed to those listed in Annex G1 on December 8, 1999 is attached as Annex G-2.

UNITED WATER FLORIDA, INC.

By: Gary R. Moseley Gary R. Moseley, Vice President and General Manager

Subscribed and sworn to before me this 10th day of December 1999. Affiant is personally known to me or produced as identification and did take an oath.

Shannon J. Smith Notary Public, State of Florida



Print, Type or Stamp Commissioned Name of Notary Public

ANNEX G-1

LIST OF WATER AND WASTEWATER UTILITIES IN DUVAL COUNTY

(VALID FOR 60 DAYS)
11/04/1999-01/02/2000

UTILITY NAME

MANAGER

DUVAL COUNTY

COMMERCIAL UTILITIES, DIVISION OF GRACE AND COMPANY, INC. (WS090)
865 SOUTH LANE AVENUE
JACKSONVILLE, FL 32205-4420

ELROY C. GRACE
(904) 781-0970

FLORIDA WATER SERVICES CORPORATION (WS226)
P. O. BOX 609520
ORLANDO, FL 32860-9520

BRIAN P. ARMSTRONG
(407) 598-4152

FLORIDA WATER SERVICES CORPORATION (WU721)
P. O. BOX 609520
ORLANDO, FL 32860-9520

BRIAN P. ARMSTRONG
(407) 598-4152

J. STRAUSS UTILITY (SU305)
P. O. BOX 953
BOLINAS, CA 94924

C. STONE
(415) 868-2975

NEIGHBORHOOD UTILITIES, INC. (WU383)
200 NORTH LAURA STREET - 10TH FLOOR
JACKSONVILLE, FL 32202-3517

W. LARRY O'STEEN
(904) 350-9824

ORTEGA UTILITY COMPANY (WS182)
905 NORTH STREET
JACKSONVILLE, FL 32211-5793

ALAN W. POTTER
(904) 725-4616

REGENCY UTILITIES, INC. (WS203)
P. O. BOX 52506
JACKSONVILLE, FL 32201-2506

G. W. WHITMIRE, JR.
(904) 358-2529

UNITED WATER FLORIDA INC. (WS127)
P. O. BOX 8004
JACKSONVILLE, FL 32239-0004

GARY R. MOSELEY
(904) 721-4600

LIST OF WATER AND WASTEWATER UTILITIES IN DUVAL COUNTY

(VALID FOR 60 DAYS)
11/04/1999-01/02/2000

UTILITY NAME

MANAGER

GOVERNMENTAL AGENCIES

CITY OF JACKSONVILLE PLANNING BOARD
128 E. FORSYTH STREET
JACKSONVILLE, FL 32202

CLERK, BOARD OF COUNTY COMMISSIONERS, DUVAL COUNTY
103 COURTHOUSE
JACKSONVILLE, FL 32202

DEP NORTHEAST DISTRICT
7825 BAYMEADOWS WAY, SUITE 200B
JACKSONVILLE, FL 32256-7577

MAYOR, CITY OF ATLANTIC BEACH
800 SEMINOLE ROAD
ATLANTIC BEACH, FL 32233-5400

MAYOR, CITY OF JACKSONVILLE
CITY HALL - 220 EAST BAY STREET
JACKSONVILLE, FL 32202

MAYOR, CITY OF JACKSONVILLE BEACH
CITY HALL
11 NORTH 3RD STREET
JACKSONVILLE BEACH, FL 32250-6930

MAYOR, CITY OF NEPTUNE BEACH
116 FIRST STREET
NEPTUNE BEACH, FL 32266-6140

MAYOR, TOWN OF BALDWIN
10 U.S. 90 WEST
BALDWIN, FL 32234-1832

LIST OF WATER AND WASTEWATER UTILITIES IN DUVAL COUNTY

(VALID FOR 60 DAYS)
11/04/1999-01/02/2000

UTILITY NAME

MANAGER

N.E. FLORIDA REGIONAL PLANNING COUNCIL
9143 PHILLIPS HWY, SUITE 350
JACKSONVILLE, FL 32256

ST. JOHNS RIVER WTR MANAGEMENT DISTRICT
P.O. BOX 1429
PALATKA, FL 32178-1429

STATE OFFICIALS

STATE OF FLORIDA PUBLIC COUNSEL
C/O THE HOUSE OF REPRESENTATIVES
THE CAPITOL
TALLAHASSEE, FL 32399-1300

DIVISION OF RECORDS AND REPORTING
FLORIDA PUBLIC SERVICE COMMISSION
2540 SHUMARD OAK BOULEVARD
TALLAHASSEE, FL 32399-0850

LIST OF WATER AND WASTEWATER UTILITIES IN NASSAU COUNTY

(VALID FOR 60 DAYS)
11/04/1999-01/02/2000

UTILITY NAME

MANAGER

NASSAU COUNTY

FLORIDA PUBLIC UTILITIES COMPANY (FERNANDINA BEACH SYSTEM) (WU077)
P. O. BOX 3395
WEST PALM BEACH, FL 33402-3395

JOHN T. ENGLISH
(561) 838-1762

FLORIDA WATER SERVICES CORPORATION (WS574)
P. O. BOX 609520
ORLANDO, FL 32860-9520

BRIAN P. ARMSTONG
(407) 598-4152

UNITED WATER FLORIDA INC. (WS127)
P. O. BOX 8004
JACKSONVILLE, FL 32239-0004

GARY R. MOSELEY
(904) 721-4600

LIST OF WATER AND WASTEWATER UTILITIES IN NASSAU COUNTY

(VALID FOR 60 DAYS)
11/04/1999-01/02/2000

UTILITY NAME

MANAGER

GOVERNMENTAL AGENCIES

CLERK, BOARD OF COUNTY COMMISSIONERS, NASSAU COUNTY
P. O. BOX 456
FERNANDINA BEACH, FL 32034-5456

DEP NORTHEAST DISTRICT
7825 BAYMEADOWS WAY, SUITE 200B
JACKSONVILLE, FL 32256-7577

MAYOR, CITY OF FERNANDINA BEACH
P. O. BOX 668
FERNANDINA BEACH, FL 32034-0668

MAYOR, TOWN OF CALLAHAN
P. O. BOX 5016
CALLAHAN, FL 32011-5016

MAYOR, TOWN OF HILLIARD
P. O. BOX 249
HILLIARD, FL 32046-0249

N.E. FLORIDA REGIONAL PLANNING COUNCIL
9143 PHILLIPS HWY, SUITE 350
JACKSONVILLE, FL 32256

ST. JOHNS RIVER WTR MANAGEMENT DISTRICT
P.O. BOX 1429
PALATKA, FL 32178-1429

LIST OF WATER AND WASTEWATER UTILITIES IN NASSAU COUNTY

(VALID FOR 60 DAYS)
11/04/1999-01/02/2000

UTILITY NAME

MANAGER

STATE OFFICIALS

STATE OF FLORIDA PUBLIC COUNSEL
C/O THE HOUSE OF REPRESENTATIVES
THE CAPITOL
TALLAHASSEE, FL 32399-1300

DIVISION OF RECORDS AND REPORTING
FLORIDA PUBLIC SERVICE COMMISSION
2540 SHUMARD OAK BOULEVARD
TALLAHASSEE, FL 32399-0850

LIST OF WATER AND WASTEWATER UTILITIES IN ST. JOHNS COUNTY

(VALID FOR 60 DAYS)
11/04/1999-01/02/2000

UTILITY NAME

MANAGER

ST. JOHNS COUNTY

FLORIDA WATER SERVICES CORPORATION (WU721)
P. O. BOX 609520
ORLANDO, FL 32860-9520

BRIAN P. ARMSTRONG
(407) 598-4152

UNITED WATER FLORIDA INC. (WS127)
P. O. BOX 8004
JACKSONVILLE, FL 32239-0004

GARY R. MOSELEY
(904) 721-4600

LIST OF WATER AND WASTEWATER UTILITIES IN ST. JOHNS COUNTY

(VALID FOR 60 DAYS)
11/04/1999-01/02/2000

UTILITY NAME

MANAGER

GOVERNMENTAL AGENCIES

CLERK OF COURT, ST. JOHNS COUNTY
P. O. DRAWER 300
ST. AUGUSTINE, FL 32085-0300

DEP NORTHEAST DISTRICT
7825 BAYMEADOWS WAY, SUITE 200B
JACKSONVILLE, FL 32256-7577

MAYOR, CITY OF ST. AUGUSTINE
P. O. DRAWER 210
ST. AUGUSTINE, FL 32085-0210

MAYOR, TOWN OF HASTINGS
P. O. BOX 427
HASTINGS, FL 32145-0427

MAYOR, TOWN OF MARINELAND
9507 OCEAN SHORE BLVD.
MARINELAND, FL 32086-9602

MAYOR, TOWN OF ST. AUGUSTINE BEACH
370 A1A BEACH BLVD.
ST. AUGUSTINE, FL 32084-5944

N.E. FLORIDA REGIONAL PLANNING COUNCIL
9143 PHILLIPS HWY, SUITE 350
JACKSONVILLE, FL 32256

ST. JOHNS RIVER WTR MANAGEMENT DISTRICT
P.O. BOX 1429
PALATKA, FL 32178-1429

LIST OF WATER AND WASTEWATER UTILITIES IN ST. JOHNS COUNTY

(VALID FOR 60 DAYS)
11/04/1999-01/02/2000

UTILITY NAME

MANAGER

STATE OFFICIALS

STATE OF FLORIDA PUBLIC COUNSEL
C/O THE HOUSE OF REPRESENTATIVES
THE CAPITOL
TALLAHASSEE, FL 32399-1300

DIVISION OF RECORDS AND REPORTING
FLORIDA PUBLIC SERVICE COMMISSION
2540 SHUMARD OAK BOULEVARD
TALLAHASSEE, FL 32399-0850



United Water Florida
1400 Millcoe Road
PO Box 8004
Jacksonville, FL 32239-8004
telephone 904 721 4600
facsimile 904 721 4680

December 8, 1999

Subject: **NOTICE OF APPLICATION FOR A TRANSFER OF MAJORITY
ORGANIZATIONAL CONTROL PURSUANT TO CHAPTER 367.071(1)
FLORIDA STATUTES**

Dear Sir:

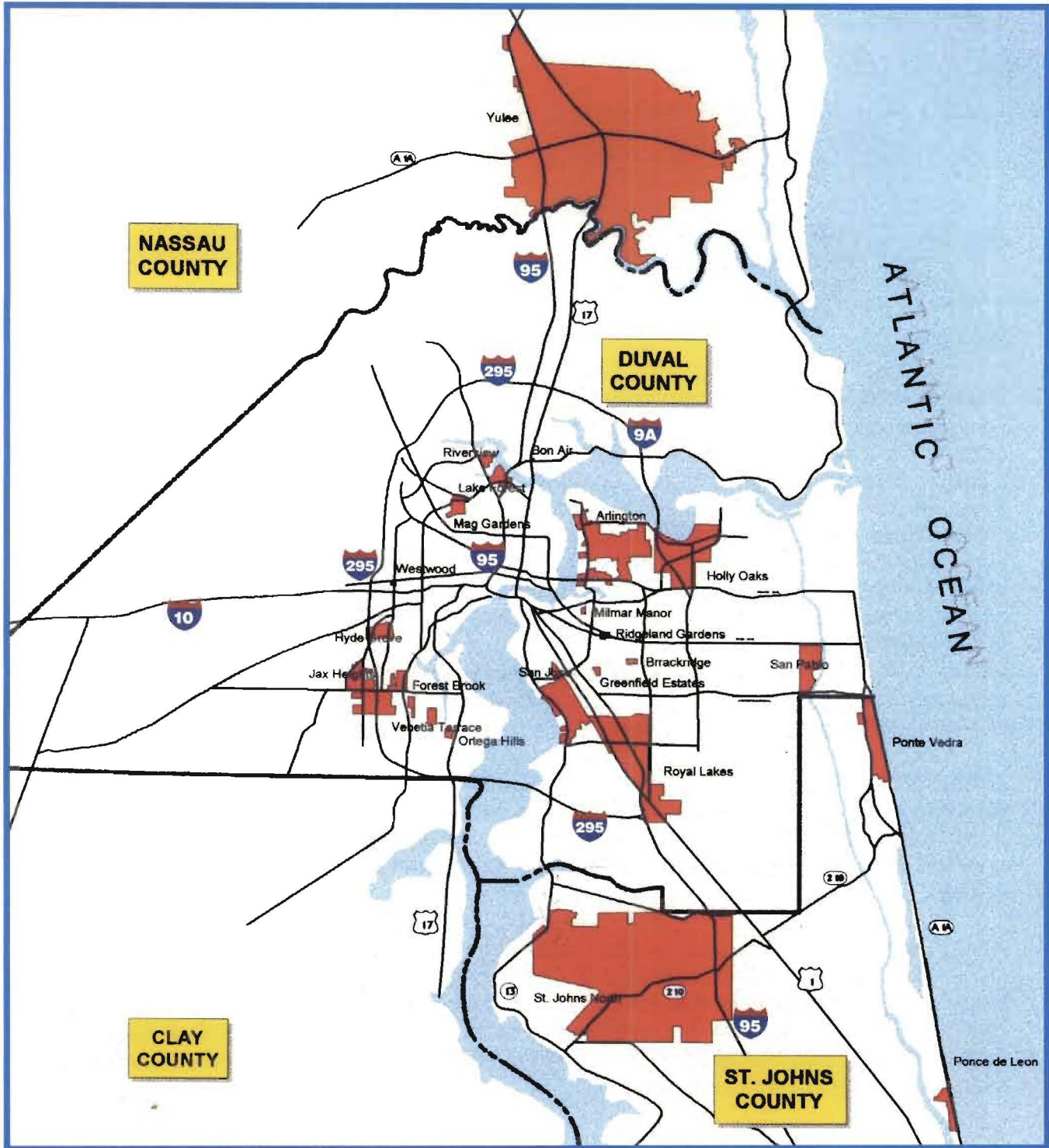
On August 20, 1999, an Agreement was signed by our grandparent corporation, United Water Resources, Inc., under which Lyonnaise American Holding, Inc., a Delaware corporation, will acquire the remaining shares of United Water Resources, Inc. that it does not own. Lyonnaise American Holding, Inc. currently holds 30% of United Water Resource Inc.'s common and 96% of its preference shares, and has held a substantial indirect interest in United Water Florida since 1982. Lyonnaise American Holding, Inc. is wholly-owned by the French firm of Suez Lyonnaise des Eaux, one of the largest water/wastewater utilities in the world. United Water Florida, Inc. will continue its operation under its current name, and there will be no direct impact on the rates, service, operations or management of United Water Florida as a result of this transaction. However, it will enhance the resources available to United Water Florida, Inc. to meet the ever growing water and wastewater needs of Florida, especially in the areas of research and development. This transaction is, of course, subject to stockholder and regulatory approvals.

United Water Florida, Inc. provides water and/or wastewater services to over 54,700 customers in Duval, Nassau and St. Johns Counties. A map of our territory is on the reverse side of this Notice. For a more detailed territory description by Section, Township and Range, or if you have any questions about this transaction, you may contact me at the address listed above.

As part of the review process, United Water Florida, Inc.'s application for approval of the proposed merger will be presented to the Florida Public Service Commission. The Commission's rules provide that any objections to the application must be in writing and filed with the Director, Division of Records and Reporting, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0870, no later than 30 days after the last date that this notice is mailed or published, whichever is later.

Sincerely,


United Water Florida, Inc.



United Water Florida Service Areas

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Application of United Water)	
Florida, Inc. for Transfer of Majority)	
Organizational Control of its)	DOCKET NO. <u>991660</u>
Corporate Grandparent, United)	
Water Resources, Inc. to Lyonnaise)	DATE APPLICATION SUBMITTED
American Holding, Inc.)	FOR FILING: DECEMBER 7, 1999
_____)	

EXHIBIT H (late filed)

AFFIDAVIT REGARDING NOTICE BY MAIL (CUSTOMERS)

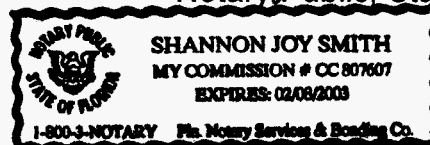
I, Gary R. Moseley, do solemnly swear or affirm that the Notice of actual Application was given in accordance with Rule 25-30.030, Florida Administrative Code, by regular mail posted on December 8, 1999 to each water and wastewater customer of United Water Florida, Inc. A copy of the Notice is attached as Annex H.

UNITED WATER FLORIDA, INC.

By: *Gary R. Moseley*
Gary R. Moseley, Vice President and
General Manager

Subscribed and sworn to before me this 10th day of December 1999. Affiant is
personally known to me or produced _____ as identification
and did take an oath.

Shannon J. Smith
Notary Public, State of Florida



Print, Type or Stamp Commissioned Name of
Notary Public



United Water Florida
 1400 Millcoe Road
 PO Box 8004
 Jacksonville, FL 32239-8004
 telephone 904 721 4600
 facsimile 904 721 4680

December 8, 1999

**Subject: NOTICE OF APPLICATION FOR A TRANSFER OF MAJORITY
 ORGANIZATIONAL CONTROL PURSUANT TO CHAPTER 367.071(1)
 FLORIDA STATUTES**

Dear Customer:

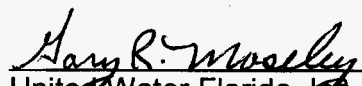
On August 20, 1999, an Agreement was signed by our grandparent corporation, United Water Resources, Inc., under which Lyonnaise American Holding, Inc., a Delaware corporation, will acquire the remaining shares of United Water Resources, Inc. that it does not own. Lyonnaise American Holding, Inc. currently holds 30% of United Water Resource Inc.'s common and 96% of its preference shares, and has held a substantial indirect interest in United Water Florida since 1982. Lyonnaise American Holding, Inc. is wholly-owned by the French firm of Suez Lyonnaise des Eaux, one of the largest water/wastewater utilities in the world. United Water Florida, Inc. will continue its operation under its current name, and there will be no direct impact on the rates, service, operations or management of United Water Florida as a result of this transaction. However, it will enhance the resources available to United Water Florida, Inc. to meet the ever growing water and wastewater needs of Florida, especially in the areas of research and development. This transaction is, of course, subject to stockholder and regulatory approvals.

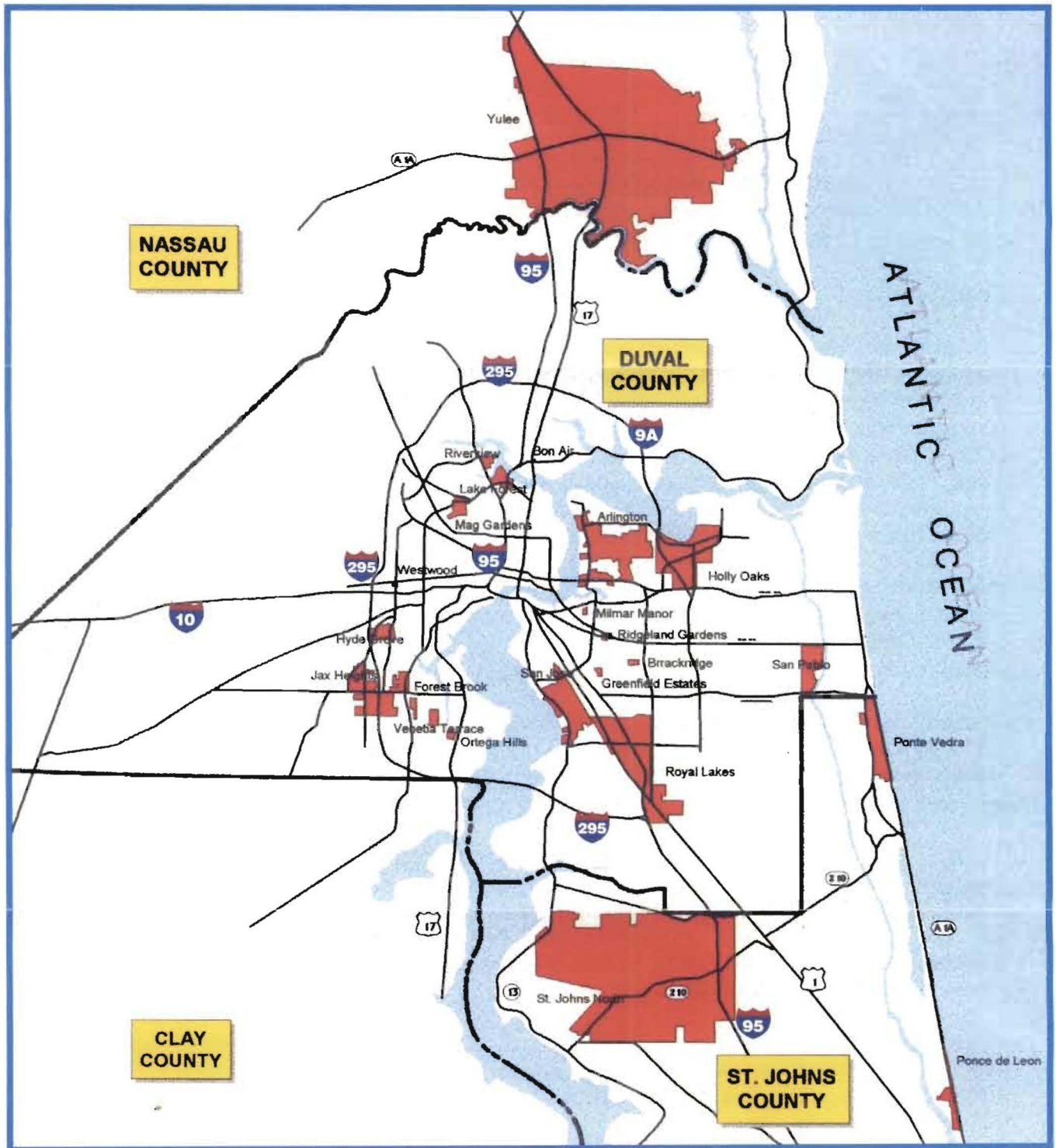
United Water Florida, Inc. provides water and/or wastewater services to over 54,700 customers in Duval, Nassau and St. Johns Counties. A map of our territory is on the reverse side of this Notice. For a more detailed territory description by Section, Township and Range, or if you have any questions about this transaction, you may contact me at the address listed above.

As part of the review process, United Water Florida, Inc.'s application for approval of the proposed merger will be presented to the Florida Public Service Commission. The Commission's rules provide that any objections to the application must be in writing and filed with the Director, Division of Records and Reporting, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0870, no later than 30 days after the last date that this notice is mailed or published, whichever is later.

United Water appreciates the opportunity to serve your water or wastewater needs. We believe that the proposed merger of our grandparent corporation will significantly enhance our ability to serve you and this community.

Sincerely,


 United Water Florida, Inc.



United Water Florida Service Areas

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Application of United Water Florida, Inc. for Transfer of Majority Organizational Control of its Corporate Grandparent, United Water Resources, Inc. to Lyonnaise American Holding, Inc.) DOCKET NO. 991660) DATE APPLICATION SUBMITTED FOR FILING: DECEMBER 7, 1999

EXHIBIT I (late filed)

AFFIDAVIT REGARDING PUBLISHED NOTICE

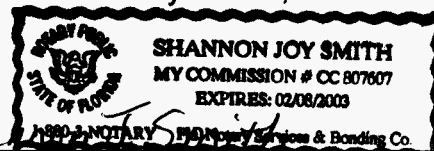
I, Gary R. Moseley, do solemnly swear or affirm that the Notice of actual Application was published once in a newspaper of general circulation in the territory (Florida Times Union) in accordance with Rule 25-30.030, Florida Administrative Code. A copy of the proof of publication is attached as Annex I. Publication was on December 9, 1999.

UNITED WATER FLORIDA, INC.

By: Gary R. Moseley, Vice President and General Manager

Subscribed and sworn to before me this 10th day of December 1999. Affiant is personally known to me or produced as identification and did take an oath.

Shannon J. Smith, Notary Public, State of Florida



Shannon J. Smith, Print, Type or Stamp Commissioned Name of Notary Public

ANNEX I

THE FLORIDA TIMES-UNION
Jacksonville, Fl
Affidavit of Publication

Florida Times-Union

LABEOUF, LAMB, GREENE & MACRAE, LLP
50 N LAURA ST
JACKSONVILLE FL 32202

REFERENCE: 0370603
R01542 Notice of Applicatio

State of Florida
County of Duval

Before the undersigned authority personally appeared Steven L. Smith who on oath says he is a Legal Advertising Representative of The Florida Times-Union, a daily newspaper published in Jacksonville in Duval County, Florida; that the attached copy of advertisement is a legal ad published in The Florida Times-Union. Affiant further says that The Florida Times-Union is a newspaper published in Jacksonville, in Duval County, Florida, and that the newspaper has heretofore been continuously published in Duval County, Florida each day, has been entered as second class mail matter at the post office in Jacksonville, in Duval County, Florida for a period of one year preceeding the first publication of the attached copy of advertisement; and affiant further says that he/she has neither paid nor promised any person, firm or corporation any discount, rebate, commission, or refund for the purpose of securing this advertisement for publication in said newspaper.

PUBLISHED ON: 12/09

FILED ON: 12/09/99

Name: Steven L. Smith Title: Legal Advertising Representative
In testimony whereof, I have hereunto set my hand and affixed my official seal, the day and year aforesaid.

NOTARY:

[Signature]
Wana Jeanie HARGIS
Commission # 00 347806
Expires Jun. 1, 2000
Bonded Thru
Atlantic Bonding Co., Inc.



NOTICE OF APPLICATION FOR TRANSFER OF MAJORITY ORGANIZATIONAL CONTROL PURSUANT TO CHAPTER 367.071(1) FLORIDA STATUTES.



NOTICE

NOTICE IS HEREBY GIVEN that on August 20, 1999, an Agreement was signed by United Water Resources, Inc., (grandparent corporation to United Water Florida, Inc.) under which Lyonnaise American Holding, Inc., a Delaware corporation, will acquire the remaining shares of United Water Resources, Inc. that it does not own. Lyonnaise American Holding, Inc. currently holds 30% of United Water Resources, Inc.'s common and 96% of its preference shares, and has held a substantial indirect interest in United Water Florida, Inc. since 1982. Lyonnaise American Holding, Inc. is wholly-owned by the French firm of Suez Lyonnaise des Eaux, one of the largest water/wastewater utilities in the world. United Water Florida, Inc. will continue its operation under its current name, and there will be no direct impact on the rates, service, operations, or management of United Water Florida, Inc. as a result of this transaction. However, it will enhance the resources available to United Water Florida, Inc. to meet the ever growing water and wastewater needs of Florida, especially in the areas of research and development. This transaction is, of course, subject to stockholder and regulatory approvals.

United Water Florida, Inc. provides water and/or wastewater services to over 54,700 customers in Duval, Nassau, and St. Johns Counties. A map of its territory is included in this Notice. For more detailed territory description by Section, Township, and Range, or if you have any questions about this transaction, you may contact Gary R. Moseley, Vice President and General Manager, United Water Florida, Inc. 1400 Millco Road, P.O. Box 8004, Jacksonville, Florida 32239-8004; (904) 721-4600.

As part of the review process, United Water Florida, Inc.'s application for approval of the proposed merger will be presented to the Florida Public Service Commission. The Commission's rules provide that any objections to the application must be in writing and filed with the Director, Division of Records and Reporting, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32329-0870, no later than 30 days after the last date that this notice is mailed or published, whichever is later.

United Water Florida, Inc.