

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Application of)
Rainbow Springs Utilities,)
L.C. for Transfer of Majority)
Organizational Control.)
_____)

Docket No. 97 11/21/01 - WS

APPLICATION FOR TRANSFER OF MAJORITY ORGANIZATIONAL CONTROL

Applicant, RAINBOW SPRINGS UTILITIES, L.C. (hereinafter "Rainbow Springs" or "Utility"), by and through its undersigned attorneys and pursuant to Section 367.071, Florida Statutes, and Section 25-30.037(3), Florida Administrative Code ("F.A.C"), applies to the Florida Public Service Commission for transfer of majority organizational control of the membership interest in Rainbow Springs Utilities, L.C. from Rainbow Springs, Limited, a Florida limited partnership, to the individual shareholders of Chase Ventures, Inc. (Rainbow Springs, Limited's "parent" company), and in support thereof states:

I.

The full name and address of the applicant is:

Rainbow Springs Utilities, L.C. Check received with filing and forwarded to Fiscal for deposit.
8625 SW 200th Circle Fiscal to forward a copy of check to RAR with proof of deposit.
Dunnellon, Florida 34431-5325

Initials of person who forwarded check:
A.J.

II.

The full name and address of the applicant's attorney to whom all orders, notices, directives, correspondence and other communications shall be directed is:

F. Marshall Deterding
ROSE, SUNDSTROM & BENTLEY, LLP
2548 Blairstone Pines Drive
Tallahassee, Florida 32301

DOCUMENT NUMBER-DATE

09323 SEP 12 6

FPSC-RECORDS/REPORTING

III.

The ownership interest in Rainbow Springs Utilities, L.C. is currently held 99% by Rainbow Springs, Limited, and 1% by Chase Ventures, Inc., a related corporate entity. Rainbow Springs, Limited is owned by Chase Ventures, Inc. and CVI Associates Limited Partnership, as General Partners, and Chase Ventures, Inc. and Steele LLC, as Limited Partners. Under the terms of an assignment of membership interest entered into between Rainbow Springs, Limited and Chase Ventures, Inc., Rainbow Springs, Limited will transfer all ownership interest in Rainbow Springs Utilities, L.C. to Chase Ventures, Inc. so that Chase Ventures, Inc. will own directly the ownership interest in the Utility rather than through Rainbow Springs, Limited. This assignment is attached hereto as **Exhibit "A"**. Then Chase Ventures, Inc., through three separate assignments of membership interest, will transfer all of the interest in the Utility to its corporate shareholders based upon each shareholder's prorata ownership interest in this corporate parent of the Utility. These three assignments of membership interest are attached hereto as **Exhibit "B"**.

IV.

The complete name and address of the Assignor/Sellers are:

Rainbow Springs, Limited
c/o Chase Enterprises
One Commercial Plaza
Hartford, CT 06103

Rainbow Spring Utilities, L.C.
8625 SW 200th Circle
Dunnellon, Florida 34431-5325

V.

The complete names and addresses of the ultimate Assignees/Buyers are:

David T. Chase
c/o Chase Enterprises
One Commercial Plaza
Hartford, CT 06103

Cheryl A. Chase
c/o Chase Enterprises
One Commercial Plaza
Hartford, CT 06103

Arnold L. Chase
c/o Chase Enterprises
One Commercial Plaza
Hartford, CT 06103

VI.

The names and addresses of all of the Assignees/Buyers, corporate officers, directors, partners, and any other persons who own an interest in the Utility is the same as outlined in Paragraph V above, since the ultimate Assignees are individuals.

VII.

The three assignees do not own any water or wastewater utility company other than Rainbow Springs, Limited.

VIII.

Since this matter involves simply a transfer of ownership interest from a subsidiary through its parent to the existing shareholders, no additional financing will be necessary.

IX.

The purpose of the transfer is merely to eliminate Rainbow Springs, Limited, and Chase Ventures, Inc. as intermediary owners

of the Utility from the chain of ownership. Since Rainbow Springs Utilities, L.C. is currently owned by Rainbow Springs, Limited; Rainbow Springs, Limited is owned by Chase Ventures, Inc.; the three assignee shareholders own Chase Ventures, Inc., the elimination of Rainbow Springs, Limited and Chase Ventures, Inc. from the ownership chain does not constitute a real change in majority organizational control. However, in an abundance of caution, the Utility is filing this application to obtain the Commission's approval for this transfer of the Utility ownership interests.

X.

This transfer is in the public interest since it has no real effect on the ultimate ownership of the Utility, but simply eliminates two intermediary holding companies of the Utility ownership interests. The Assignees/Buyers' financial ability to provide service is therefore identical to that of the existing ownership. The Assignees/Buyers will fulfill the commitments, obligations and representations of the Assignor/Seller with regard to all Utility matters. A balance sheet with notes for each of the ultimate assignees is attached hereto as Exhibit "C".

XI.

In keeping with the past practices of the Rainbow Springs, Limited and Chase Ventures, Inc. regarding funding of Utility operations, The three Assignees/Buyers will continue to provide funding to the Utility company as and when needed. Attached hereto as Exhibit "C" are the most recent balance sheets with notes for

the three Assignees/Buyers. As has been the case in the past, these individuals have more than adequate funds available to fund any needed capital expenditures for Utility purposes as and when necessary in conjunction with any debt financing obtained directly by the Utility.

XII.

Because of the nature of this transaction, the Assignees/Buyers are fully aware of the condition of the Utility system and are satisfied that the Utility system is in satisfactory condition and compliance with all applicable standards set by the DEP.

XIII.

Evidence that the Utility owns the land upon which the Utility treatment facilities are located or has an agreement which provides for a continuous use of the land is attached hereto as Exhibit "D".

XIV.

Because this change in ownership simply constitutes the elimination of an intermediary owners of the Utility interest, no change in the tariff sheets is necessary or anticipated.

XV.

The originals of the Utility's current certificates are attached hereto as Exhibit "E".

XVI.

In accordance with the requirements of Section 25 30.020, Florida Administrative Code, for a system with the capacity to

serve between 501-2,000 ERCs, attached hereto is a filing fee in the amount of \$3,000 (\$1,500 each for the water and wastewater systems).

WHEREFORE, the applicant, Rainbow Springs Utilities, L.C. requests that the Commission issue its order recognizing this change in majority organizational control as outlined herein.

Respectfully submitted on this
12th day of September, 1997, by:



F. Marshall Deterding
ROSE, SUNDSTROM & BENTLEY, LLP
2548 Blairstone Pines Drive
Tallahassee, Florida 32301
(850) 877-6555

rainbow\transfer.app

RAINBOW SPRINGS UTILITIES, L.C.
Assignment of Ownership Interest

EXHIBIT A

ASSIGNMENT OF MEMBERSHIP INTEREST

RAINBOW SPRINGS, LIMITED, a Florida limited partnership with an address c/o Chase Enterprises, One Commercial Plaza, Hartford, CT 06103 (hereinafter "Assignor"), in consideration of One (\$1.00) Dollar and other good and valuable consideration, receipt of which is hereby acknowledged, hereby assigns to CHASE VENTURES, INC. (hereinafter "Assignee"), its heirs, successors and assigns, its membership interest in the limited liability company of RAINBOW SPRINGS UTILITIES, L.C. (the "Company"), constituting a ninety-nine (99%) percent interest in the Company (the "Interest"). Assignor hereby transfers to Assignee all of its title and interest in any of the Company assets, choses in action, and other rights under the Company's Operating Agreement, now or hereafter existing relating to the Interest. Effective as of the date hereof, Assignee shall have the right to receive from the Company the share of net profits and losses, cash flow, and distributions of other cash proceeds to which Assignor would otherwise be entitled relating to the Interest, and the right to the return from the Company of any contribution of Assignor to the capital of the Company with respect to the Interest. Assignee hereby assumes all of the responsibilities of Assignor pursuant to the Operating Agreement of the Company and shall be responsible for any and all liabilities of the Company attributable to the Interest.

Assignor represents and warrants that it has not assigned, pledged, hypothecated or otherwise encumbered the Interest and further represents and warrants that it is the lawful owner thereof and has good title thereto. Assignor has the free and unfettered right to execute this Assignment of Membership Interest without consent from any third party, except the Florida Public Service Commission ("FPSC") and Southtrust Bank of Florida, N.A. ("Southtrust"). This assignment is conditioned upon Assignor obtaining final unappealable approval of the FPSC to the transfer contemplated hereby, but, once granted, it shall be effective as of the date hereof. This Assignment is also conditioned upon the consent of Southtrust and when both the consent and the approval are granted, shall be absolute.

IN WITNESS WHEREOF, Assignor and Assignee have signed and sealed this Agreement.

Dated: As of June 16, 1997

Witnesses:

J. Bradley
J. Wood

ASSIGNOR:

RAINBOW SPRINGS, LIMITED

By: Chase Ventures, Inc.

By: *Cheryl A. Chase*
Cheryl A. Chase, President

J. Brodsky
L. Wood

ASSIGNER:

CHASE VENTURES, INC.

Cheryl A. Chase
Cheryl A. Chase, President

The above Assignment of Membership Interest is hereby consented to by all of the Members of Rainbow Springs Utilities, L.C.:

RAINBOW SPRINGS, LIMITED

By: Chase Ventures, Inc., General Partner

By Cheryl A. Chase
Cheryl A. Chase, President

CHASE VENTURES, INC.

By Cheryl A. Chase
Cheryl A. Chase, President

RAINBOW SPRINGS UTILITIES, L.C.
Assignment of Membership Interest

EXHIBIT B

ASSIGNMENT OF MEMBERSHIP INTEREST

CHASE VENTURES, INC., a Delaware corporation with an address c/o Chase Enterprises, One Commercial Plaza, Hartford, CT 06103 (hereinafter "Assignor"), in consideration of One (\$1.00) Dollar and other good and valuable consideration, receipt of which is hereby acknowledged, hereby assigns to DAVID T. CHASE (hereinafter "Assignee"), his heirs, successors and assigns, one-half (1/2) of its membership interest in the limited liability company of BALDWIN SPRINGS UTILITIES, I.C. (the "Company"), consisting of 48.34 interest in the Company (the "Interest"). Assignor hereby transfers to Assignee all of its title and interest in any of the Company assets, choses in action, and other rights under the Company's Operating Agreement, now or hereafter existing relating to the Interest. Effective as of the date hereof, Assignee shall have the right to receive from the Company the share of net profits and losses, cash flow, and distributions of other cash proceeds to which Assignor would otherwise be entitled relating to the Interest, and the right to the return from the Company of any contribution of Assignor to the capital of the Company with respect to the Interest. Assignee hereby assumes all of the responsibilities of Assignor pursuant to the Operating Agreement of the Company and shall be responsible for any and all liabilities of the Company attributable to the Interest.

Assignor represents and warrants that it has not assigned, pledged, hypothecated or otherwise encumbered the Interest and further represents and warrants that it is the lawful owner thereof and has good title thereto. Assignor has the free and unfettered right to execute this Assignment of Membership Interest without consent from any third party, except the Florida Public Service Commission ("PSC") and Southern Bank of Florida, N.A. ("Southtrust"). This assignment is conditioned upon Assignor obtaining final unappealable approval of the PSC to the transfer contemplated hereby, but, once granted, it shall be effective as of the date hereof. This Assignment is also conditioned upon the consent of Southtrust and when both the consent and the approval are granted, shall be absolute.

IN WITNESS WHEREOF, Assignor and Assignee have signed and sealed this Agreement.

Dated: as of June 16, 1997

Witnesses:

ASSIGNOR:


CHASE VENTURES, INC.



By 
Cheryl A. Chase, President

L. Wood
of Goddard

ASSIGNEE:


David T. Chase

ASSIGNMENT OF MEMBERSHIP INTEREST

CHASE VENTURES, INC., a Delaware corporation with an address c/o Chase Enterprises, One Commercial Plaza, Hartford, CT 06103 (hereinafter "Assignor"), in consideration of One (\$1.00) Dollar and other good and valuable consideration, receipt of which is hereby acknowledged, hereby assigns to ARNOLD L. CHASE (hereinafter "Assignee"), his heirs, successors and assigns, one-quarter (1/4) of its membership interest in the limited liability company of RAINBOW SPRINGS UTILITIES, L.C. (the "Company"), constituting a 24.75% interest in the Company (the "Interest"). Assignor hereby transfers to Assignee all of its title and interest in any of the Company assets, choses in action, and other rights under the Company's Operating Agreement, now or hereafter existing relating to the Interest. Effective as of the date hereof, Assignee shall have the right to receive from the Company the share of net profits and losses, cash flow, and distributions of other cash proceeds to which Assignor would otherwise be entitled relating to the Interest, and the right to the return from the Company of any contribution of Assignor to the capital of the Company with respect to the Interest. Assignee hereby assumes all of the responsibilities of Assignor pursuant to the Operating Agreement of the Company and shall be responsible for any and all liabilities of the Company attributable to the Interest.

Assignor represents and warrants that it has not assigned, pledged, hypothecated or otherwise encumbered the Interest and further represents and warrants that it is the lawful owner thereof and has good title thereto. Assignor has the free and unfettered right to execute this Assignment of Membership Interest without consent from any third party, except the Florida Public Service Commission ("FPSC") and Southtrust Bank of Florida, N.A. ("Southtrust"). This assignment is conditioned upon Assignor obtaining final unappealable approval of the FPSC to the transfer contemplated hereby, but, once granted, it shall be effective as of the date hereof. This Assignment is also conditioned upon the consent of Southtrust and when both the consent and the approval are granted, shall be absolute.

IN WITNESS WHEREOF, Assignor and Assignee have signed and sealed this Agreement.

Dated: As of June 16, 1997

Witnesses:

[Signature]
[Signature]

ASSIGNOR:

CHASE VENTURES, INC.

By *[Signature]*
Cheryl A. Chase, President

~~A. Brodsky~~
~~L. Wood~~

ASSIGNEE:


Arnold L. Chase

ASSIGNMENT OF MEMBERSHIP INTEREST

CHASE VENTURES, INC., a Delaware corporation with an address c/o Chase Enterprises, One Commercial Plaza, Hartford, CT 06103 (hereinafter "Assignor"), in consideration of One (\$1.00) Dollar and other good and valuable consideration, receipt of which is hereby acknowledged, hereby assigns to CHERYL A. CHASE (hereinafter "Assignee"), his heirs, successors and assigns, one-quarter (1/4) of its membership interest in the limited liability company of RAINBOW SPRINGS UTILITIES, L.C. (the "Company"), constituting a 34.75% interest in the Company (the "Interest"). Assignor hereby transfers to Assignee all of its title and interest in any of the Company assets, choses in action, and other rights under the Company's Operating Agreement, now or hereafter existing relating to the Interest. Effective as of the date hereof, Assignee shall have the right to receive from the Company the share of net profits and losses, cash flow, and distributions of other cash proceeds to which Assignor would otherwise be entitled relating to the Interest, and the right to the return from the Company of any contribution of Assignor to the capital of the Company with respect to the Interest. Assignee hereby assumes all of the responsibilities of Assignor pursuant to the Operating Agreement of the Company and shall be responsible for any and all liabilities of the Company attributable to the Interest.

Assignor represents and warrants that it has not assigned, pledged, hypothecated or otherwise encumbered the Interest and further represents and warrants that it is the lawful owner thereof and has good title thereto. Assignor has the free and unfettered right to execute this Assignment of Membership Interest without consent from any third party, except the Florida Public Service Commission ("FPSC") and Southtrust Bank of Florida, N.A. ("Southtrust"). This assignment is conditioned upon Assignor obtaining final unappealable approval of the FPSC to the transfer contemplated hereby, but, once granted, it shall be effective as of the date hereof. This Assignment is also conditioned upon the consent of Southtrust and when both the consent and the approval are granted, shall be absolute.

IN WITNESS WHEREOF, Assignor and Assignee have signed and sealed this Agreement.

Dated: As of June 16, 1997

Witnesses:



ASSIGNOR:

CHASE VENTURES, INC.

By 
Cheryl A. Chase, President

L. Weston
A. Godfrey

ASSIGNEE:

Cheryl A. Chase
Cheryl A. Chase

RAINBOW SPRINGS UTILITIES, L.C.

Balance Sheets with Notes

EXHIBIT C

ARNOLD L. CHASE
PRINCIPAL ITEMS OF PERSONAL NET WORTH
(at estimated fair value)
JUNE 30, 1996

ASSETS

Cash and invested cash		\$11,823,000
Securities (at market)		4,118,000
Accounts receivable, net		6,177,000
Mortgages receivable		1,134,000
Real Estate (Schedule 1):		
Land	\$ 1,555,000	
Shopping centers	22,000	
Office buildings	10,268,000	
Management companies	2,103,000	
Development/Other real estate	1,170,000	15,118,000
		<u>41,842,000</u>
Other investments (Schedule 2)		<u>41,842,000</u>
Total Assets		<u>\$80,212,000</u>

LIABILITIES

Note payable - Bank (Schedule 3)	\$ 690,000	
Loans/notes payable to affiliates, net		<u>63,979,000</u>
Total Liabilities		64,669,000

NET WORTH

Arnold L. Chase, Net Worth at June 30, 1996		<u>15,543,000</u>
Total Liabilities and Net Worth		<u>\$80,212,000</u>

See accompanying notes

ARNOLD L. CHASE
NOTES TO PRINCIPAL ITEMS OF PERSONAL NET WORTH
(at estimated fair value)
June 30, 1996

FINANCIAL REPORTING

The accompanying Statement of Principal Items of Personal Net Worth of Arnold L. Chase and the accompanying supporting schedules present the principal assets and liabilities of Arnold L. Chase at their estimated fair values at June 30, 1996, exclusive of personal property, deferred income taxes and contingent liabilities. The Statement and the accompanying schedules are referred to throughout these notes as the financial statements.

PRESENTATION AND VALUATION METHODS

The financial statements present the various assets of Arnold L. Chase in six basic categories. These categories include: Cash and Invested Cash, Securities, Accounts Receivable, Mortgages Receivable, Real Estate and Other Investments. These assets are primarily held by Arnold L. Chase directly or through interests in privately owned domestic and foreign corporations, partnerships and joint ventures. The liabilities of Arnold L. Chase are presented in the financial statements in the categories listed as Note payable - Bank and Loans/notes payable to affiliates, net.

A variety of valuation techniques have been used to determine the fair value of the assets and liabilities presented in the financial statements. A brief discussion of the specific valuation methods and form of ownership of assets within each of the basic asset categories is summarized below.

Cash and Invested Cash

Cash and invested cash represents recorded book balances of interest bearing and non-interest bearing accounts held at various financial institutions in addition to interest bearing certificates of deposits. This category includes only cash and invested cash held directly by Arnold L. Chase, and does not include his portion of cash held within his other businesses or affiliated entities.

Securities

Securities consist of publicly traded equity securities valued at the closing market price as of June 30, 1996, except for NASDAQ over-the-counter securities which are valued at the last trade price. This category includes only securities held directly by Arnold L. Chase, and does not include his portion of securities held within his other businesses or affiliated entities.

ARNOLD L. CHASE
NOTES TO PRINCIPAL ITEMS OF PERSONAL NET WORTH
(at estimated fair value)
June 30, 1996

Accounts Receivable, Net

Accounts receivable represent the outstanding principal balance of receivables, net of an allowance for doubtful accounts which has been established based on an account by account analysis. While certain receivables bear interest, the majority are non-interest bearing. This category includes only accounts receivable held directly by Arnold L. Chase, and does not include accounts or trade receivables held within his other business interests.

Mortgages Receivable

Mortgages receivable represents Arnold L. Chase's allocable share of the outstanding principal balance of a secured mortgage loan made primarily to affiliated parties and businesses. Where appropriate, an allowance for doubtful accounts has been established based on a loan by loan analysis. Each mortgage receivable is secured and evidenced by physical notes and mortgage documents and has terms and conditions which approximate current market terms for mortgage loans of comparable characteristics at the time the loan was originated.

Real Estate

Real estate interests are segregated into five basic categories; Land, Shopping Centers, Office Buildings, Management Companies, Development/Other Real Estate activities. The asset value assigned to each of the real estate interests has been determined by reference to traditional valuation techniques including the capitalization of net operating income, recent independent appraisals, recent comparable sales data, and through inquiry of knowledgeable real estate professionals. Gross asset values for each real estate asset are also adjusted for working capital balances and related party debt as of June 30, 1996. Schedule 1 provides a list of the real estate interests, by category, and their respective values. A brief description of the various assets held within the real estate interests and the methods used in valuing such assets is presented below.

Land

Land holdings are located in Avon, Farmington, Hartford and West Hartford, Connecticut and are held either directly by Arnold L. Chase or through interest in partnerships and joint ventures. Land value are largely substantiated by third party appraisals, third party offers and/or recent comparable sales.

Shopping Centers

Shopping center assets consist of neighborhood shopping centers located in Bristol, Southington and Berlin, Connecticut; Rutland, Vermont; McKeesport, Pennsylvania; and a power center located in Wallkill, New York. The neighborhood shopping and power centers' leasable space aggregates approximately 966,000 square feet with planned expansion of an additional 55,000 square feet.

ARNOLD L. CHASE
NOTES TO PRINCIPAL ITEMS OF PERSONAL NET WORTH
(at estimated fair value)
June 30, 1996

Shopping Centers (cont.)

Shopping center values were determined using a capitalization rate of 10.25% at net operating income which is consistent with industry averages for similar locations, tenant mix and physical condition of the centers. Where appropriate, certain lease-up assumptions were utilized.

Office Buildings

Office building assets aggregating approximately 2.4 million square feet of gross leasable space are held principally in partnerships and joint ventures, and are located in Hartford and New Haven, Connecticut; Fort Lauderdale, Florida; and Albany and New York City (Bronx), New York. Connecticut Financial Center's value was determined based on the discounted present value of future net operating income capitalized at 10%. NCNB Plaza's value was determined based on the stabilized net operating income capitalized at 12.5%. Other office building values considered such factors as local market conditions, location, contiguous space, and occupancy. Where appropriate, certain lease-up assumptions were utilized and gross asset values were limited to non-recourse financing secured by the underlying property.

Management Companies

Certain real estate assets are managed by companies wholly-owned by Arnold L. Chase, related family members and trusts for their benefit. The management companies earn fees based on gross revenues of the operating real estate assets. Additional fees are earned by the management companies in connection with rendering construction supervision services and leasing commissions. Where long-term management contracts exist, management company values are determined based upon recurring operating cash flow capitalized at multiples ranging from 4 to 8 times estimated 1996 income, considering such factors as the term of the agreements and ability of the underlying real estate venture to perform under the management contracts.

Development/Other Real Estate

Development activities consist of three projects; the Palm Harbor Marina renovation and expansion located in West Palm Beach, Florida; the Rainbow Springs development located in Marion County, Florida; and the Shartenberg project located in New Haven, Connecticut. A brief description of the significant development activities follows.

The Palm Harbor Marina consists of an existing 160 slip marina located in West Palm Beach, Florida and a 2.1 acre adjacent parcel of land. The development of this property will increase the marina capacity to accommodate more and larger vessels resulting in a more efficient layout. A 20,000 square foot amenities building is planned to be constructed on the adjacent site. This project has been valued based on a 12% capitalization rate of projected cash flow in year ten.

ARNOLD L. CHASE
NOTES TO PRINCIPAL ITEMS OF PERSONAL NET WORTH
(at estimated fair value)
June 30, 1996

Development/Other Real Estate (cont.)

discounted at 15%. The Rainbow Springs project is a retirement golf and country club community in Marion County, Florida which encompasses the development of approximately 3,650 acres (5,000 residential building lots). This project has been valued based on a recent independent appraisal. The Shartenberg project is a proposed development of a 400 car parking garage located in New Haven, Connecticut which will have the structural capacity to support a 250,000 square foot office tower.

Other real estate interests consist of parking lots located in New Haven, Connecticut and a research and development facility located in Warren, Michigan. The research and development facility's valuation was based on recent sales negotiations and the parking lots have been valued by the capitalization of net operating income at 10%.

Hotel and motel assets consist of a hotel and conference center located in Windsor, Connecticut (175 rooms) and a motor inn located in West Hartford, Connecticut (53 rooms).

Other Investments

Other investments include an array of businesses including leasing, construction and various holding companies. Each of these investments are owned and/or controlled by Arnold L. Chase, related family members and trusts for their benefit. Other investments are primarily valued at amounts that approximate net realizable value. Schedule 2 provides a list of other investments and their respective values.

D.T. Chase Enterprises, Inc. is the parent holding company for a number of entities including American Ranger, Inc., Chase Communications, Inc., David T. Chase Enterprises, Inc., Chase Wilmington, Inc., Chase American Corp. and Chase G.P. Corporation. D.T. Chase Enterprises, Inc. has been valued at an amount which approximates the company's net realizable value and includes the net asset values of each of its subsidiaries exclusive of real estate assets which have been separately valued.

Poland Communications, Inc. (formerly World Cable Communications, Inc.) is the parent holding company of Poland Cablevision (Netherlands) B.V. (PCBV), which is the parent holding company of three wholly-owned subsidiaries and owns a 97.92% interest in Polska Telewizja Kablowa, S.A. PCBV and its subsidiaries operate cable television systems in Gdansk, Krakow, Katowice and Warsaw, Poland, and continues development activities in other Polish cities.

ARNOLD L. CHASE
NOTES TO PRINCIPAL ITEMS OF PERSONAL NET WORTH
(at estimated fair value)
June 30, 1996

Note Payable - Bank

Note payable - Bank is reflected at the outstanding principal amount as of June 30, 1996.

Loans/Notes Payable to Affiliates, Net

Loans and notes payable to affiliates, net represents the outstanding principal balances of amounts payable by Arnold L. Chase to affiliates, net of loans and notes receivable by Arnold L. Chase from affiliates. Loans and notes receivable from affiliates are net of an allowance for doubtful accounts determined on a loan by loan analysis. Loans and notes to/from affiliates are evidenced by executed promissory notes.

CHERYL A. CHASE
PRINCIPAL ITEMS OF PERSONAL NET WORTH
(at estimated fair value)
JUNE 30, 1996

ASSETS

Cash and invested cash		\$ 282,000
Securities (at market)		2,150,000
Accounts receivable, net		4,349,000
Mortgage receivable		388,000
Real Estate (Schedule 1):		
Land	\$ 1,560,000	
Shopping centers	24,000	
Office buildings	11,325,000	
Management companies	2,553,000	
Development/Other real estate	<u>1,101,000</u>	16,563,000
Other investments (Schedule 2)		<u>69,455,000</u>
Total Assets		<u>\$93,187,000</u>

LIABILITIES

Note payable - Bank (Schedule 3)		\$ 690,000
Loans/notes payable to affiliates, net		<u>70,250,000</u>
Total Liabilities		70,940,000

NET WORTH

Cheryl A. Chase, Net Worth at June 30, 1996		<u>22,247,000</u>
Total Liabilities and Net Worth		<u>\$93,187,000</u>

See accompanying notes

CHERYL A. CHASE
NOTES TO PRINCIPAL ITEMS OF PERSONAL NET WORTH
(at estimated fair value)
JUNE 30, 1996

FINANCIAL REPORTING

The accompanying Statement of Principal Items of Personal Net Worth of Cheryl A. Chase and the accompanying supporting schedules present the principal assets and liabilities of Cheryl A. Chase at their estimated fair values at June 30, 1996, exclusive of personal property, deferred income taxes and contingent liabilities. The Statement and the accompanying schedules are referred to throughout these notes as the financial statements.

PRESENTATION AND VALUATION METHODS

The financial statements present the various assets of Cheryl A. Chase in six basic categories. These categories include: Cash and Invested Cash, Securities, Accounts Receivable, Mortgage Receivable, Real Estate and Other Investments. These assets are primarily held by Cheryl A. Chase directly or through interests in privately owned domestic and foreign corporations, partnerships and joint ventures. The liabilities of Cheryl A. Chase are presented in the financial statements in the categories listed as Note payable - Bank and Loans/notes payable to affiliates, net.

A variety of valuation techniques have been used to determine the fair value of the assets and liabilities presented in the financial statements. A brief discussion of the specific valuation methods and form of ownership of assets within each of the basic asset categories is summarized below.

Cash and Invested Cash

Cash and invested cash represents recorded book balances of interest bearing and non-interest bearing accounts held at various financial institutions in addition to interest bearing certificates of deposits. This category includes only cash and invested cash held directly by Cheryl A. Chase, and does not include her portion of cash held within her other businesses or affiliated entities.

Securities

Securities consist of publicly traded equity securities valued at the closing market price as of June 30, 1996, except for NASDAQ over-the-counter securities which are valued at the last trade price. This category includes only securities held directly by Cheryl A. Chase, and does not include her portion of securities held within her other businesses or affiliated entities.

CHERYL A. CHASE
NOTES TO PRINCIPAL ITEMS OF PERSONAL NET WORTH
(at estimated fair value)
JUNE 30, 1996

Accounts Receivable, Net

Accounts receivable represent the outstanding principal balance of receivables, net of an allowance for doubtful accounts which has been established based on an account by account analysis. While certain receivables bear interest, the majority are non-interest bearing. This category includes only accounts receivable held directly by Cheryl A. Chase, and does not include accounts or trade receivables held within her other business interests.

Mortgage Receivable

Mortgage receivable represents Cheryl A. Chase's allocable share of the outstanding principal balance of a secured mortgage loan made by Windsor Investors Corp. to an affiliated business. The mortgage receivable is secured and evidenced by a physical note and mortgage documents and has terms and conditions which approximate current market terms for mortgage loans of comparable characteristics at the time the loan was originated. For financial reporting purposes this asset has been valued separately and apportioned among the owners of the entity, rather than reflecting the value of the mortgage within the company.

Real Estate

Real estate interests are segregated into five basic categories; Land, Shopping Centers, Office Buildings, Management Companies, Development/Other Real Estate activities. The asset value assigned to each of the real estate interests has been determined by reference to traditional valuation techniques including the capitalization of net operating income, recent independent appraisals, recent comparable sales data, and through inquiry of knowledgeable real estate professionals. Gross asset values for each real estate asset are also adjusted for working capital balances and related party debt as of June 30, 1996. Schedule 1 provides a list of the real estate interests, by category, and their respective values. A brief description of the various assets held within the real estate interests and the methods used in valuing such assets is presented below.

Land

Land holdings are located in Avon, Farmington, Hartford and West Hartford, Connecticut and are held either directly by Cheryl A. Chase or through interest in partnerships and joint ventures. Land values are largely substantiated by third party appraisals, third party offers and/or recent comparable sales.

Shopping Centers

Shopping center assets consist of neighborhood shopping centers located in Bristol, Southington and Berlin, Connecticut; Rutland, Vermont; McKeesport, Pennsylvania; and a power center located in Wallkill, New York. The neighborhood shopping and power centers' leasable space aggregates approximately 966,000 square feet with planned expansion of an additional 55,000 square feet.

CHERYL A. CHASE
NOTES TO PRINCIPAL ITEMS OF PERSONAL NET WORTH
(at estimated fair value)
JUNE 30, 1996

Shopping Centers (cont.)

Shopping center values were determined using a capitalization rate of 10.25% of net operating income which is consistent with industry averages for similar locations, tenant mix and physical condition of the centers.

Office Buildings

Office building assets aggregating approximately 2.4 million square feet of gross leasable space are held principally in partnerships and joint ventures, and are located in Hartford and New Haven, Connecticut; Fort Lauderdale, Florida; and Albany and New York City (Bronx), New York. Connecticut Financial Center's value was determined based on the discounted present value of future net operating income capitalized at 10%. NCNB Plaza's value was determined based on the stabilized net operating income capitalized at 12.5%. Other office building values considered such factors as local market conditions, location, contiguous space, and occupancy. Where appropriate, certain lease-up assumptions were utilized and gross asset values were limited to non-recourse financing secured by the underlying property.

Management Companies

Certain real estate assets are managed by companies wholly-owned by Cheryl A. Chase, related family members and trusts for their benefit. The management companies earn fees based on gross revenues of the operating real estate assets. Additional fees are earned by the management companies in connection with rendering construction supervision services and leasing commissions. Where long-term management contracts exist, management company values are determined based upon recurring operating cash flow capitalized at multiples ranging from 4 to 8 times estimated 1996 income, considering such factors as the term of the agreements and ability of the underlying real estate venture to perform under the management contracts.

Development/Other Real Estate

Development activities consist of three projects; the Palm Harbor Marina renovation and expansion located in West Palm Beach, Florida; the Rainbow Springs development located in Marion County, Florida; and the Shartenberg project located in New Haven, Connecticut. A brief description of the significant development activities follows.

The Palm Harbor Marina consists of an existing 160 slip marina located in West Palm Beach, Florida and a 2.1 acre adjacent parcel of land. The development of this property will increase the marina capacity to accommodate more and larger vessels resulting in a more efficient layout. A 20,000 square foot amenities building is planned to be constructed on the adjacent site. This project has been valued based on a 12% capitalization rate of projected cash flow in year ten, discounted at 15%. The Rainbow Springs project is a retirement golf and country club

CHERYL A. CHASE
NOTES TO PRINCIPAL ITEMS OF PERSONAL NET WORTH
(at estimated fair value)
JUNE 30, 1996

Development/Other Real Estate (cont.)

community in Marion County, Florida which encompasses the development of approximately 3,650 acres (5,000 residential building lots). This project has been valued based on a recent independent appraisal. The Shartenberg project is a proposed development of a 400 car parking garage located in New Haven, Connecticut which will have the structural capacity to support a 250,000 square foot office tower.

Other real estate interests consist of parking lots located in New Haven, Connecticut; a hotel and conference center located in Windsor, Connecticut (175 rooms); and a research and development facility located in Warren, Michigan. The research and development facility's valuation was based on recent sales negotiations and the parking lots have been valued by the capitalization of net operating income at 10%.

Other Investments

Other investments include an array of businesses including leasing, construction and various holding companies. Each of these investments are owned and/or controlled by Cheryl A. Chase, related family members and trusts for their benefit. Other investments are primarily valued at amounts that approximate net realizable value. Schedule 2 provides a list of other investments and their respective values.

D.T. Chase Enterprises, Inc. is the parent holding company for a number of entities including American Ranger, Inc., Chase Communications, Inc., David T. Chase Enterprises, Inc., Chase Wilmington, Inc., Chase American Corp., and Chase G.P. Corporation. D.T. Chase Enterprises, Inc. has been valued at an amount which approximates the company's net realizable value and includes the net asset values of each of its subsidiaries exclusive of communications and real estate assets which have been separately valued.

Poland Communications, Inc. (formerly World Cable Communications, Inc.) is the parent holding company of Poland Cablevision (Netherlands) B.V. (PCBV), which is the parent holding company of three wholly-owned subsidiaries and owns a 97.92% interest in Polska Telewizja Kablowa, S.A. PCBV and its subsidiaries operate cable television systems in Gdansk, Krakow, Katowice and Warsaw, Poland, and continues development activities in other Polish cities.

Note Payable - Bank

Note payable - Bank is reflected at the outstanding principal amount as of June 30, 1996.

CHERYL A. CHASE
NOTES TO PRINCIPAL ITEMS OF PERSONAL NET WORTH
(at estimated fair value)
JUNE 30, 1996

Loans/Notes Payable to Affiliates, Net

Loans and notes payable to affiliates, net represents the outstanding principal balances of amounts payable by Cheryl A. Chase to affiliates, and is net of loans and notes receivable by Cheryl A. Chase from affiliates. Loans and notes receivable from affiliates are net of an allowance for doubtful accounts determined on a loan by loan analysis. Loans and notes to/from affiliates are evidenced by executed promissory notes.

DAVID T. CHASE
PRINCIPAL ITEMS OF PERSONAL NET WORTH
(at estimated fair value)
JUNE 30, 1996

ASSETS

Cash and invested cash		\$ 1,046,000
Securities (at market)		658,000
Accounts receivable, net		12,316,000
Note/mortgages receivable		8,475,000
Real Estate (Schedule 1):		
Land	\$ 4,023,000	
Shopping centers	11,591,000	
Office buildings	6,675,000	
Management companies	5,221,000	
Development/Other real estate	<u>16,228,000</u>	43,738,000
Other investments (Schedule 2)		<u>101,537,000</u>
Total Assets		<u>\$167,770,000</u>

LIABILITIES

Notes payable - Banks (Schedule 3)		\$ 18,864,000
Loans/notes payable to affiliates, net		<u>55,052,000</u>
Total Liabilities		73,916,000

NET WORTH

David T. Chase, Net Worth at June 30, 1996		<u>93,854,000</u>
Total Liabilities and Net Worth		<u>\$167,770,000</u>

See accompanying notes and accountants' review report

DAVID T. CHASE
NOTES TO PRINCIPAL ITEMS OF PERSONAL NET WORTH
(at estimated fair value)
June 30, 1996

FINANCIAL REPORTING

The accompanying Statement of Principal Items of Personal Net Worth of David T. Chase and the accompanying supporting schedules present the principal assets and liabilities of David T. Chase at their estimated fair values at June 30, 1996, exclusive of personal property, deferred income taxes and contingent obligations (see accountants' review report). The Statement and the accompanying schedules are referred to throughout these notes as the financial statements.

PRESENTATION AND VALUATION METHODS

The financial statements present the various assets of David T. Chase in six basic categories. These categories include: Cash and Invested Cash, Securities, Accounts Receivable, Note/Mortgages Receivable, Real Estate and Other Investments. These assets are held by David T. Chase directly or through interests in privately owned domestic and foreign corporations, partnerships and joint ventures. The liabilities of David T. Chase are presented in the financial statements in the categories listed as Notes Payable - Banks and Loans/Notes Payable to Affiliates.

A variety of valuation techniques have been used to determine the fair value of the assets and liabilities presented in the financial statements. A brief discussion of the specific valuation methods and form of ownership of assets within each of the basic asset categories is summarized below.

Cash and Invested Cash

Cash and invested cash represents recorded book balances of interest bearing and non-interest bearing accounts held at various financial institutions in addition to interest bearing certificates of deposits. This category includes only cash and invested cash held directly by David T. Chase, and does not include his portion of cash held within his other businesses or affiliated entities.

Securities

Securities consist of publicly traded equity securities valued at the closing market price as of June 30, 1996, except for NASDAQ over-the-counter securities which are valued at the last trade price. This category includes only securities held directly by David T. Chase, and does not include his portion of securities held within his other businesses or affiliated entities.

DAVID T. CHASE
NOTES TO PRINCIPAL ITEMS OF PERSONAL NET WORTH
(at estimated fair value)
June 30, 1996

Accounts Receivable, Net

Accounts receivable represent the outstanding principal balance of receivables, net of an allowance for doubtful accounts which has been established based on an account by account analysis. While certain receivables bear interest, the majority are non-interest bearing. This category includes only accounts receivable held directly by David T. Chase, and does not include accounts or trade receivables held within his other business interests or affiliate entities.

Note/Mortgages Receivable

Note receivable consists of a \$5 million note together with accrued interest of \$1 million payable by Polish Investments Holding Limited Partnership. This note is secured by a 2.3% stock interest in Polish Communications, Inc. (formerly World Cable Communications, Inc.), a company majority owned and controlled by the Chase interests. Polish Communications, Inc. is the parent holding company of Poland Cablevision (Netherlands), B.V. (PCBV), which is the parent holding company of three wholly-owned subsidiaries and owns a 97.92% interest in Polska Telewizja Kablowa, S.A. PCBV and its subsidiaries operate cable television systems in Gdansk, Krakow, Katowice and Warsaw, Poland, and continues development activities in other Polish cities.

Mortgages receivable represent David T. Chase's allocable share of the outstanding principal balance of secured mortgage loans made primarily to affiliated parties and businesses. Where appropriate, an allowance for doubtful accounts has been established based on a loan by loan analysis. Each mortgage receivable is secured and evidenced by physical notes and mortgage documents and has terms and conditions which approximate current market terms for mortgage loans of comparable characteristics at the time the loan was originated.

Real Estate

Real estate interests are segregated into five basic categories; Land, Shopping Centers, Office Buildings, Management Companies, and Development/Other Real Estate activities. The asset value assigned to each of the real estate interests has been determined by reference to traditional valuation techniques including the capitalization of net operating income, recent independent appraisals, recent comparable sales data, and through inquiry of knowledgeable real estate professionals. Gross asset values for each real estate asset are also adjusted for working capital balances and related party debt as of June 30, 1996. Schedule 1 provides a list of the real estate interests, by category, and their respective values. A brief description of the various assets held within the real estate interests and the methods used in valuing such assets is presented below.

DAVID T. CHASE
NOTES TO PRINCIPAL ITEMS OF PERSONAL NET WORTH
(at estimated fair value)
June 30, 1996

Land

Land holdings are located in Connecticut, New York and Pennsylvania, and are held either directly by David T. Chase or through interests in partnerships and joint ventures. Land values are largely substantiated by third party appraisals, third party offers and/or recent comparable sales.

Shopping Centers

Shopping center assets consist of neighborhood shopping centers located in Southington, Bristol, Waterford, and Berlin, Connecticut; South Hadley and Southbridge, Massachusetts; Rutland, Vermont; McKeesport, Pennsylvania; Middletown and Woonsocket, Rhode Island; and a power center located in Wallkill, New York. The neighborhood shopping centers' leasable area aggregates approximately 1.7 million square feet with planned expansion of an additional 124,000 square feet. Shopping center values were determined using a capitalization rate of 10.25% of net operating income which is consistent with industry averages for similar locations, tenant mix and physical condition of the centers. Where appropriate, certain lease-up assumptions were utilized.

Office Buildings

Office building assets aggregating approximately 2.5 million square feet of gross leasable space are held principally in partnerships and joint ventures, and are located in Hartford, New Haven, Colchester and New London, Connecticut; Fort Lauderdale, Florida; Albany and New York City (Bronx), New York. Connecticut Financial Center's value was determined based on the discounted present value of future net operating income capitalized at 10%. NCNB Plaza's value was determined based on the stabilized net operating income capitalized at 12.5%. Other office building values considered such factors as local market conditions, location, contiguous space, and occupancy. Where appropriate, certain lease-up assumptions were utilized and gross asset values were limited to non-recourse financing secured by the underlying property.

Management Companies

Certain real estate assets are managed by companies wholly-owned by David T. Chase, related family members and trusts for their benefit. The management companies earn fees based on gross revenues of the operating real estate assets. Additional fees are earned by the management companies in connection with rendering construction supervision services and leasing commissions. Where long-term management contracts exist, management company

DAVID T. CHASE
NOTES TO PRINCIPAL ITEMS OF PERSONAL NET WORTH
(at estimated fair value)
June 30, 1996

Management Companies (cont.)

values are determined based upon recurring operating cash flow capitalized at multiples ranging from 4 to 8 times estimated 1996 income, considering such factors as the term of the agreements and ability of the underlying real estate venture to perform under the management contracts.

Development/Other Real Estate

Development activities consist of three projects, the Palm Harbor Marina renovation and expansion located in West Palm Beach, Florida; Rainbow Springs development located in Marion County, Florida; and the Shartenberg project located in New Haven, Connecticut. A brief description of the significant development activities follow.

The Palm Harbor Marina consists of an existing 160 slip marina located in West Palm Beach, Florida and a 2.1 acre adjacent parcel of land. The development of this property will increase the marina capacity to accommodate more and larger vessels resulting in a more efficient layout. A 20,000 square foot amenities building is planned to be constructed on the adjacent site. This project has been valued based on a 12% capitalization rate of projected cash flow in year 10, discounted at 15%. The Rainbow Springs project is a retirement golf and country club community in Marion County, Florida which encompasses the development of approximately 3,650 acres (5,000 residential building lots). This project has been valued based on a recent independent appraisal. The Shartenberg Project is a proposed development of a 400 car parking garage located in New Haven, Connecticut which will have the structural capacity to support a 250,000 square foot office tower.

Other real estate interests consist of parking lots located in New Haven, Connecticut; a gas station located in Putnam, Connecticut; and a research and development facility located in Warren, Michigan. The research and development facility's valuation was based on recent sales negotiations and the parking lots have been valued by the capitalization of net operating income at 10%.

Hotel and motel assets consist of Howard Johnson facilities located in Deerfield Beach, Florida (177 rooms) and a hotel and conference center located in Windsor Locks, Connecticut (175 rooms). Deerfield Beach has been valued based on the capitalization of net operating income at 11%; and the Windsor facility value is based upon an executed sale contract.

Other Investments

Other investments include an array of businesses including communications, leasing, construction, and various holding companies. Each of these investments are owned and/or

DAVID T. CHASE
NOTES TO PRINCIPAL ITEMS OF PERSONAL NET WORTH
(at estimated fair value)
June 30, 1996

Other Investments (cont.)

controlled by related family members and trusts for their benefit. Other investments are primarily valued at amounts that approximate net realizable value. Schedule 2 provides a list of other investments and their respective values.

D.T. Chase Enterprises, Inc. is the parent holding company for a number of entities including American Ranger, Inc., Chase Communications, Inc., David T. Chase Enterprises, Inc., Chase Wilmington, Inc., Chase American Corp. and Chase G.P. Corporation. D.T. Chase Enterprises, Inc. has been valued at an amount which approximates the company's net realizable value and includes the net asset values of each of its subsidiaries exclusive of real estate assets which have been separately valued.

Notes Payable - Banks

Notes payable to banks represent the outstanding principal amounts payable by David T. Chase to financial institutions pursuant to term loan arrangements and lines of credit. Notes payable to banks includes a \$24 million amortizing term loan facility of which \$18 million is outstanding to financial institutions. This facility matures on December 31, 2000 and is secured in part by certain assets presented in the accompanying Statement of Principal Items of Personal Net Worth of David T. Chase. Schedule 3 provides a list of notes payable to banks as of June 30, 1996.

Loans/Notes Payable to Affiliates, Net

Loans and notes payable to affiliates represent the outstanding principal balances of amounts payable by David T. Chase to affiliates, and is net of loans and notes receivable by David T. Chase from affiliates. Loans and notes receivable from affiliates are net of an allowance for doubtful accounts determined on a loan by loan analysis. Loans and notes to/from affiliates are evidenced by executed promissory notes.

RAINBOW SPRINGS UTILITIES, L.C.

Special Warranty Deed

EXHIBIT D

SPECIAL WARRANTY DEED

FRANCES E. NIGPIN, CLERK OF COUNTY COURT
FILE: 95029447
05/03/95 14:39
OR BOOK/PAGE: 2135/1662
MARION COUNTY - *Maukander*

Rec. 24.00
DB 2,480.80

RECORD AND RETURN TO

STATE OF FLORIDA
DOCUMENTARY STAMP TAX
MAY-95
660.50

Ret.

Prepared by:
H. Randolph Klein
333 NW 3rd Ave., Ocala, FL 34475

Property Appraiser's Parcel I.D. 3291-000-002, 3291-000-010,
3299-000-001, 3299-000-002, 3299-000-015, 3299-000-016.

THIS WARRANTY DEED is made the 3RD day of May, 1995, between RAINBOW SPRINGS LIMITED, a Florida limited partnership, and RAINBOW SPRINGS UTILITIES, INC., a Florida corporation, hereinafter called GRANTOR, and RAINBOW SPRINGS UTILITIES, L.C., a Florida limited liability company, whose mailing address is c/o Chase Ventures, Inc., 8625 SW 200 Circle, Dunnellon, FL 34431, hereinafter called the GRANTEE.

That said Grantor, for and in consideration of the TEN AND 00/100 Dollars and other good and valuable considerations to said Grantor in hand paid by said Grantee, the receipt whereof is hereby acknowledged, has granted, bargained and sold to the said Grantee, and Grantee's heirs and assigns forever, the following described land, situate, lying and being in Marion County, Florida, to-wit:

See Exhibit A attached hereto.

SUBJECT to restrictions, reservations and easements of record.

and said Grantor will defend the title to said land against the lawful claims of all persons whomever claiming by, through or under the Grantor. "Grantor" and "Grantee" are used for singular or plural as context requires.

IN WITNESS WHEREOF, Grantor has hereunto set Grantor's hand and seal the day and year first above written.

Signed, sealed and delivered
in the presence of:

[Signature]
Witness #1
[Signature]
Printed Name

RAINBOW SPRINGS LIMITED, a Florida limited partnership, by its General Partners:

Chase Ventures, Inc., a Delaware corporation

By: *[Signature]*
James T. Collins, Vice President
8625 SW 200 Circle
Dunnellon, FL 33431

[Signature]
Witness #2
[Signature]
Printed Name

CVI ASSOCIATES LIMITED, a Florida limited partnership, by its General Partner, Chase Ventures, Inc., a Delaware corporation

By: *[Signature]*
James T. Collins, Vice President

4 2 1 3 6

STATE OF FLORIDA
DOCUMENTARY STAMP TAX
DEPT. OF REVENUE
MAY-95
900.00

4 2 1 3 5 3

STATE OF FLORIDA
DOCUMENTARY STAMP TAX
DEPT. OF REVENUE
MAY-95
900.00

RAINBOW SPRINGS UTILITIES, INC., a Florida corporation

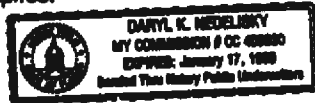
By: *[Signature]*
James T. Collins, President

STATE OF FLORIDA, COUNTY OF MARION

The foregoing instrument was acknowledged before me this 3RD day of May, 1995, by JAMES T. COLLINS, as Vice President of Chase Ventures, Inc., a Delaware corporation, () who is personally known to me or produced _____ as identification.

Daryl K. Nedelisky

Notary Public, State of Florida at Large
My commission expires:



STATE OF FLORIDA, COUNTY OF MARION

The foregoing instrument was acknowledged before me this 3RD day of May, 1995, by JAMES T. COLLINS, as President of Rainbow Springs Utilities, Inc., a Florida corporation, () who is personally known to me or produced _____ as identification.

Daryl K. Nedelisky

Notary Public, State of Florida at Large
My commission expires:



EXHIBIT A

LEGAL DESCRIPTION

Parcel 1 - Waste Water Treatment Plant Site

A portion of Tract "E" of the record plat of Rainbow Springs, as recorded in Plat Book P, pages 10-29, of the public records of Marion County, Florida, being more particularly described as follows:

Beginning at the Northeast corner of said Tract "E"; thence S. 37°44'36" W. along the East line of said Tract E, 382.49 feet; thence continue along said East line, S. 52°15'24" E. 15.00 feet; thence continue along said East line, S. 37°44'36" W. 1676.84 feet to the Southeast corner of said Tract E; thence N. 89°05'14" W. along the South line of said Tract E, 355.94 feet; thence continue along said South line N. 89°08'47" W. 795.19 feet; thence N. 00°51'13" E. 1788.88 feet, to the North line of said Tract E; thence S. 85°56'12" E. along said North line, 2379.03 feet to the Point of Beginning. Containing 70.87 acres, more or less.

AND

Parcel 2 - Water Treatment Plant Site & Well #15

Begin at the NE corner of Lot 2, Block H, Rainbow Springs Country Club Estates, as recorded in Plat Book S, pages 106 through 116, public records of Marion County, Florida, thence S. 80°22'13" W. along the North line of said Lot 2 a distance of 125 feet to the NW corner of said Lot 2, said point being the NE corner of Lot 3 of said Block H, thence S. 64°14'44" W. along the North line of said Lot 3 a distance of 63.57 feet, thence N. 25°45'16" W. 73.12 feet; thence N. 2°08'25" W. 150 feet to the SW corner of a drainage retention area as shown on said plat, thence N. 67°51'35" E. along the South line of said drainage retention area a distance of 200 feet to the SE corner of said drainage retention, said point being on the Westerly right of way line of SW 196th Avenue as shown on said plat, said point being on a curve concave easterly having a central angle of 50°36'16" and a radius of 1344.42 feet, thence Southeasterly along the arc of said curve and along said Westerly right of way a distance of 175.74 feet to the Point of Beginning (Chord bearing and distance between said points being S. 5°53'08" E. 175.61 feet). Subject to a 30 foot wide drainage easement along the Southerly boundary thereof and subject to an 8 foot wide utility easement along the North boundary thereof. Containing 0.8 acres, more or less.

AND

Parcel 3 - Well #14

A portion of Tract 5 of Rainbow Springs Country Club Estates, as per plat thereof recorded in Plat Book S, pages 106 through 116, of the public records of Marion County, Florida, being more particularly described as follows:

Commencing at the Southernmost corner of Tract 6 of said Rainbow Springs Country Club Estates; thence N. 62°00'35" W. along the Westerly line of said Tract 6, 113.39 feet, to a non-tangent intersection with a circular curve, concave Northeasterly and having a radius of 666.60 feet; thence continue along said Westerly line of Tract 6 and curve, Northwesterly, 533.88 feet, through a central angle of 45°53'18" and a chord bearing and distance of N. 41°55'17" W. 519.73 feet, to the Northwestery line of a 16 foot wide utility easement as shown on said plat; thence S. 70°20'08" W. along said Northwestery line, 40.00 feet, to the Point of Beginning of the herein described parcel; thence N. 19°39'52" W. 10.71 feet; thence S. 70°20'08" W. 63.00 feet; thence S. 19°39'52" E. 42.00 feet; thence N. 70°20'08" E. 63.00 feet; thence N. 19°39'52" W. 31.29 feet to the Point of Beginning. Containing 0.06 acres more or less. SUBJECT to a 16 foot utility easement as shown on said plat of Rainbow Springs Country Club Estates.

AND

Parcel 4 - Easement for Waste Water Force Main & Lift Station

An Easement to maintain a waste water force main and lift station on, under and across the following described property:

That part of Tract 8 of Rainbow Springs Country Club Estates as recorded in Plat Book S, pages 106 through 116 of the public records of Marion County, Florida, lying within 15' of, as measured at right angles to the following described centerline:

Commencing at the Easternmost corner of Lot 1, Block P, of said Rainbow Springs Country Club Estates; thence N. 63°52'06" E. along the Southerly line of said Tract 8, 160.95 feet to the Point of Beginning of the herein described centerline; thence N. 26°05'32" W. 7.42 feet; thence S. 64°41'23" W. 29.06 feet; thence N. 11°05'09" W. 235.81 feet; thence N. 42°36'51" W. 336.74 feet; thence N. 30°06'14" W. 248.24 feet; thence N. 16°01'00" W. 385.81 feet; thence N. 19°32'07" W. 388.60 feet; thence N. 11°44'58" W. 259.29 feet; thence N. 71°42'27" W. 238.09 feet; thence S. 24°53'54" W. 339.64 feet; thence N. 01°56'59" E. 133.87 feet; thence N. 30°45'05" W. 27.43 feet; thence N. 65°00'07" W. 148.80 feet; thence N. 58°57'38" W. 128.41 feet to a point that lies 15' Northeastly of, as measured at right angles to the Northeastly line of Tract 11 of said Rainbow Springs Country Club Estates; thence N. 39°21'11" W. parallel with said Northeastly line of Tract 11, 297.77 feet to the Northerly terminus of the above described centerline, said Point of Terminus lying on the Northerly boundary curve of said Tract 8 (said curve being concave Northerly and having a radius of 1948.24 feet), an arc distance of 15.72 feet, and a chord bearing and distance of N. 68°04'47" E. 15.72 feet from the Northernmost corner of aforementioned Tract 11.

AND

That part of Tract 10 of Rainbow Springs Country Club Estates as recorded in Plat Book S, pages 106 through 116, of the public records of Marion County, Florida, lying within 15' of as measured at right angles to the following described centerline:

Commencing at the Northernmost corner of Lot 1, Block S, of Rainbow Springs Country Club Estates First Replat as recorded in Plat Book Z, pages 51-54 of the public records of Marion County, Florida; thence N. 31°15'35" W. along the Easterly line of Tract 10 of said Rainbow Springs Country Club Estates, 172.12 feet to the Point of Beginning of the herein described centerline; thence S. 27°36'56" E. 43.97 feet; thence S. 06°48'08" E. 235.54 feet; thence S. 02°21'51" E. 512.00 feet; thence S. 16°12'30" W. 227.12 feet; thence S. 06°49'16" E. 324.78 feet; thence S. 03°45'56" W. 82.58 feet; thence S. 26°25'45" W. 131.18 feet; thence S. 39°37'53" W. 83.51 feet; thence S. 51°20'38" W. 135.18 feet; thence S. 42°41'41" W. 244.22 feet; thence S. 38°11'40" W. 195.89 feet; thence S. 22°14'50" E. 135.14 feet; thence S. 80°01'02" E. 3.64 feet to the Southerly terminus of the above described centerline, said Point of Terminus lying on the Westerly boundary curve of Lot 32, Block S, of aforementioned Rainbow Springs Country Club Estates, First Replat, (said curve being concave Easterly and having a radius of 992.75 feet), an arc distance of 4.00 feet and a chord bearing and distance of S. 10°05'54" W. 4.00 feet from the Northwestery corner of said Lot 32.

AND

Parcel 5 - Easement for Lift Station #3

TOGETHER with an easement to maintain a waste water lift station on the following described property:

A portion of Tract 11 of Rainbow Springs Country Club Estates as per plat thereof recorded in Plat Book S, pages 106-116, of the public records of Marion County, Florida, being more particularly described as follows:

Beginning at the Northwest corner of said Tract 11, said Point lying on a circular curve, concave northerly and having a radius of 1948.24 feet; thence Easterly, along the Northerly line of said Tract 11 and along the arc of said curve, 25.00 feet, through a chord bearing and distance of N. 87°23'03" E. 25.00 feet and a central angle of 00°44'07"; thence departing said Northerly line and curve S. 02°14'54" E. parallel with the West line of said Tract 11, 30.16 feet; thence S. 87°45'06" W. 25.00 feet to the aforementioned West line of Tract 11; thence N. 02°14'54" W. along said West line, 30.00 feet to the Point of Beginning. Said parcel containing 0.02 acres more or less.

AND

Parcel 6 - Sewerage Facilities and Nonexclusive Easement

TOGETHER WITH SEWERAGE FACILITIES, INCLUDING BUT NOT LIMITED TO THE WATER AND SEWAGE TREATMENT PLANTS, LINES, LATERALS, VALVES, LIFT STATIONS AND OTHER COLLECTION FACILITIES APPURTENANT THERETO, AND A NONEXCLUSIVE PERPETUAL EASEMENT FOR THE INSTALLATION, OPERATION AND MAINTENANCE OF SEWERAGE FACILITIES, OVER, UPON AND UNDER THE UTILITY EASEMENTS AND ROAD RIGHTS OF WAY SHOWN OR REFERENCED ON THE PLATS OF RAINBOW SPRINGS COUNTRY CLUB ESTATES RECORDED IN PLAT BOOK S, PAGES 106 THROUGH 116; RAINBOW SPRINGS FIFTH REPLAT RECORDED IN PLAT BOOK T, PAGES 46 THROUGH 59; AND RAINBOW SPRINGS COUNTRY CLUB ESTATES FIRST REPLAT RECORDED IN PLAT BOOK Z, PAGES 51 THROUGH 54, ALL IN THE PUBLIC RECORDS OF MARION COUNTY, FLORIDA. SUBJECT TO THE RIGHTS OF THE PUBLIC PURSUANT TO THE DEDICATION OF THE DEVELOPER APPEARING ON THE FOREGOING PLATS.



FLORIDA

Public Service Commission

CERTIFICATE NUMBER

311 - 8

Upon consideration of the record it is hereby ORDERED

that authority be and is hereby granted to

RAINBOW SPRINGS UTILITIES, I.C.

Whose principal address is

8625 Southwest 200th Circle

Dunnellon, Florida 34431 (Marion County)

to provide wastewater service in accordance with the provisions 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 10995 DOCKET 810352-WS
ORDER PSC-95-1305-POF-WS DOCKET 950599-WS
ORDER DOCKET
ORDER DOCKET

BY ORDER OF THE FLORIDA PUBLIC SERVICE COMMISSION

Handwritten signature: Diana S. Baye, Director, Division of Records & Reporting





FLORIDA

Public Service Commission

CERTIFICATE NUMBER

355 - W

Upon consideration of the record it is hereby ORDERED
that authority be and is hereby granted to
RAINBOW SPRINGS UTILITIES, L.C.

Whose principal address is

8625 Southwest 200th Circle

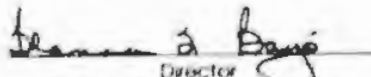
Dunnellon, Florida 34431 (Marion County)

to provide water service in accordance with
the provisions of Chapter 367, Florida Statutes, the Rules,
Regulations and Orders of this Commission in the territory de-
scribed by the Orders of this Commission.

This Certificate shall remain in force and effect until sus-
pended, cancelled or revoked by Orders of this Commis-
sion.

ORDER <u>10995</u>	DOCKET <u>810352-WS</u>
ORDER <u>PSC-95-1305-FOT-WS</u>	DOCKET <u>950599-WS</u>
ORDER _____	DOCKET _____
ORDER _____	DOCKET _____

BY ORDER OF THE
FLORIDA PUBLIC SERVICE COMMISSION


Director
Division of Records & Reporting



BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Application of
Rainbow Springs Utilities,
L.C. for Transfer of Majority
Organizational Control.

DEPOSIT DATE
Docket No ~~D 619~~ SEP 12 1997

APPLICATION FOR TRANSFER OF MAJORITY ORGANIZATIONAL CONTROL

Applicant, RAINBOW SPRINGS UTILITIES, L.C. (hereinafter "Rainbow Springs" or "Utility"), by and through its undersigned attorneys and pursuant to Section 367.071, Florida Statutes, and Section 25-30.037(3), Florida Administrative Code ("F.A.C"), applies to the Florida Public Service Commission for transfer of majority organizational control of the membership interest in Rainbow Springs Utilities, L.C. from Rainbow Springs, Limited, a Florida limited partnership, to the individual shareholders of Chase Ventures, Inc. (Rainbow Springs, Limited's "parent" company), and in support thereof states:

I.

The full name and address of the applicant is:

Rainbow Springs Utilities, L.C.
8625 SW 200th Circle
Dunnellon, Florida 34431-5325

II.

SEP 12 1997

RAINBOW SPRINGS UTILITY L.C. US0805
P.O. Box 1650
Dunnellon, FL 34430

2057
63-72/631

PAY TO THE ORDER OF

Florida Public Service Commission

9/4 10 97
\$ 2,000.00

Three thousand ⁰⁰/₁₀₀

DOLLARS Security Features

SUNTRUST

SunTrust Bank, North Central Florida
P.O. Box 110
Orlando, FL 32816

FOR Filing fee for change in majority
organizational control