

ORIGINAL

RUTLEDGE, ECENIA, PURNELL & HOFFMAN

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW

STEPHEN A. ECENIA
RICHARD M. ELLIS
KENNETH A. HOFFMAN
LORENA A. HOLLEY
MICHAEL G. MAIDA
MARTIN P. McDONNELL
J. STEPHEN MENTON

POST OFFICE BOX 551, 32302-0551
215 SOUTH MONROE STREET, SUITE 420
TALLAHASSEE, FLORIDA 32301-1841

TELEPHONE (850) 681-6788
TELECOPIER (850) 681-6515

R. DAVID PRESCOTT
HAROLD F. X. PURNELL
MARSHA E. RULE
GARY R. RUTLEDGE
MAGGIE M. SCHULTZ

GOVERNMENTAL CONSULTANTS
PARSONS B. HEATH
MARGARET A. MENDUNI

October 26, 2006

VIA HAND DELIVERY

Ms. Blanca Bayo, Director
Commission Clerk and Administrative Services
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

RECEIVED-FPSC
05 OCT 26 PM 4: 20
COMMISSION CLERK

RE: Docket No. 060643-WS - Joint Application by AquaSource Utility, Inc. d/b/a Aqua Utilities Florida, Inc., Arredondo Utility Company, Inc. d/b/a Aqua Utilities Florida, Inc., Crystal River Utilities, Inc. d/b/a Aqua Utilities Florida, Inc., Jasmine Lakes Utilities Corporation d/b/a Aqua Utilities Florida, Inc., Ocala Oaks Utilities, Inc. d/b/a Aqua Utilities Florida, Inc. and Aqua Utilities Florida, Inc. for Acknowledgment of Corporate Reorganization and Approval of Name Change

Dear Ms. Bayo:

Enclosed for filing on behalf of AquaSource Utility, Inc. d/b/a Aqua Utilities Florida, Inc., Arredondo Utility Company, Inc. d/b/a Aqua Utilities Florida, Inc., Crystal River Utilities, Inc. d/b/a Aqua Utilities Florida, Inc., Jasmine Lakes Utilities Corporation d/b/a Aqua Utilities Florida, Inc., Ocala Oaks Utilities, Inc. d/b/a Aqua Utilities Florida, Inc. and Aqua Utilities Florida, Inc. are the original and twelve copies of the following documents:

- CMP
COM
CTR
ECR
GCL
OPC
RCA
SCR
SGA
SEC
OTH

- 1. Revised Exhibit "F" and attached Certificate Nos. 371-S and 268-S - this Exhibit has been revised to reflect the inclusion of Certificate Nos. 371-S and 268-S, which were omitted from the original Exhibit "F."
2. Late-Filed Exhibit "B" with Attachments "1" - "5."
Please acknowledge receipt of these documents by stamping the extra copy of this letter "filed" and returning the copy to me.

RECEIVED & FILED

FPSC BUREAU OF REC

DOCUMENT NUMBER-DATE

09861 OCT 26 06

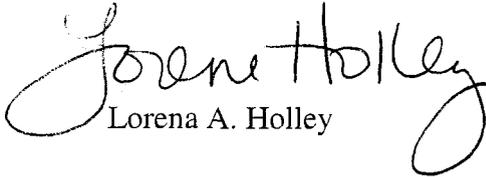
FPSC-COMMISSION CLERK

RUTLEDGE, ECENIA, PURNELL & HOFFMAN

Ms. Blanca Bayo, Director
October 26, 2006
Page 2

Thank you for your assistance with this filing.

Sincerely,


Lorena A. Holley

Enclosures

cc: Pat Brady, Florida Public Service Commission

REVISED EXHIBIT F

Attached hereto are the following original Commission-issued water and wastewater certificates for each of the Applicants:

AquaSource Utility, Inc. d/b/a Aqua Utilities Florida, Inc.:

Certificate No. 424-W (Highlands County)
Certificate No. 441-W (Lake County)
Certificate No. 371-S (Lake County)
Certificate No. 268-S (Lee County)
Certificate No. 585-W (Polk County)
Certificate No. 503-S (Polk County)

Arredondo Utility Company d/b/a Aqua Utilities Florida, Inc.:

Certificate No. 549-W (Alachua County)
Certificate No. 479-S (Alachua County)

Crystal River Utilities, Inc. d/b/a Aqua Utilities Florida, Inc.:

Certificate No. 123-W (Lake County)
Certificate No. 053-W (Palm Beach County)
Certificate No. 594-W (Polk County)
Certificate No. 510-S (Polk County)
Certificate No. 507-W (Sumter County)
Certificate No. 441-S (Sumter County)

Jasmine Lakes Utilities, Inc. d/b/a Aqua Utilities Florida, Inc.:

Certificate No. 110-W (Pasco)
Certificate No. 083-S (Pasco)

Ocala Oaks Utilities, Inc. d/b/a Aqua Utilities Florida, Inc.:

Certificate No. 346-W (Marion)

Aqua Utilities Florida, Inc. :

Certificate No. 2-W (Brevard County)
Certificate No. 422-W (Highlands County)
Certificate No. 359-S (Highlands County)
Certificate No. 106-W (Lake County)
Certificate No. 120-S (Lake County)
Certificate No. 84-W (Orange County)
Certificate No. 209-W (Pasco County)
Certificate No. 154-S (Pasco County)
Certificate No. 587-W (Polk County)
Certificate No. 506-S (Polk County)
Certificate No. 76-W (Putnam County)
Certificate No. 284-S (Putnam County)
Certificate No. 279-W (Seminole County)

DOCUMENT NUMBER-DATE

09861 OCT 25 88

FPSC-COMMISSION CLERK

Certificate No. 226-S (Seminole County)
Certificate No. 238-W (Volusia County)
Certificate No. 182-S (Volusia County)
Certificate No. 501-W (Washington County)
Certificate No. 435-S (Washington County)

FLORIDA PUBLIC SERVICE COMMISSION

Certificate Number

268 - S

Upon consideration of the record it is hereby ORDERED that authority be and is hereby granted to:

AQUASOURCE UTILITY, INC.
dba AQUA UTILITIES FLORIDA, INC.

Whose principal address is:

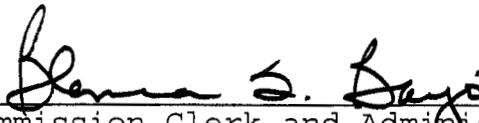
6960 Professional Parkway, #400
Sarasota, FL 34240 (Lee County)

to provide wastewater service in accordance with the provision 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	8851	DOCKET	780586-S
ORDER	8851-A	DOCKET	780586-S
ORDER	25242	DOCKET	910858-SU
ORDER	PSC-93-1487-FOF-SU	DOCKET	930673-SU
ORDER	PSC-99-1910-PAA-SU	DOCKET	982017-SU
ORDER	PSC-04-0715-FOF-WS	DOCKET	040359-WS
ORDER		DOCKET	
ORDER		DOCKET	

BY ORDER OF THE
FLORIDA PUBLIC SERVICE COMMISSION


Commission Clerk and Administrative
Services Director



FLORIDA PUBLIC SERVICE COMMISSION

Certificate Number

371 - S

Upon consideration of the record it is hereby ORDERED that authority be and is hereby granted to:

AQUASOURCE UTILITY, INC.
dba AQUA UTILITIES FLORIDA, INC.

Whose principal address is:

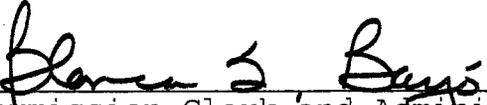
6960 Professional Parkway East, #400
Sarasota, FL 34240 (Lake County)

to provide wastewater service in accordance with the provision 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	14115	DOCKET	840304-WS
ORDER	19575	DOCKET	870633-WS
ORDER	23378	DOCKET	900106-WS
ORDER	PSC-96-0131-FOF-WS	DOCKET	950231-WS
ORDER	PSC-99-2115-PAA-WS	DOCKET	981779-WS
ORDER	PSC-04-0715-FOF-WS	DOCKET	040359-WS
ORDER		DOCKET	
ORDER		DOCKET	
ORDER		DOCKET	

BY ORDER OF THE
FLORIDA PUBLIC SERVICE COMMISSION


Commission Clerk and Administrative
Services Director



LATE-FILED EXHIBIT B

Attached hereto are documents in support of the corporate reorganization that is the subject of Aqua Utilities' Application for Acknowledgment of Corporate Reorganization and for Approval of Name Change ("Application"), and a detailed description of the corporate reorganization ("Reorganization").

CORPORATE STRUCTURE PRIOR TO REORGANIZATION

Background

Aqua America, Inc. (hereinafter referred to as "Aqua America"), is a Pennsylvania corporation and the parent company of Aqua Utilities Florida, Inc. (hereinafter referred to as "Aqua Utilities/Florida"), and Aqua Utilities, Inc., a Texas corporation (hereinafter referred to as Aqua Utilities, Inc./Texas).

Aqua Utilities/Florida is the entity that purchased the assets of Florida Water Services Corporation ("FWSC") on June 30, 2004, which was approved by Commission Order No. PSC-05-1242-PAA-WS, issued December 20, 2006, in Docket No. 040951-WS. Prior to the Reorganization, Aqua Utilities, Inc./Texas owned the following six Florida subsidiaries: Crystal River Utilities, Jasmine Lakes Utilities Corp., Arredondo Utility Company, Inc., Ocala Oaks Utilities, Inc., Dolomite Utilities Corp., and Lake Suzy Utility, Inc. Aqua America (formerly Philadelphia Suburban Corporation) purchased the Texas corporation AquaSource Utility, Inc. (now Aqua Utilities, Inc./Texas) and its subsidiaries from its parent company, DQE, Inc. This acquisition was approved by Commission Order No. PSC-03-0163-FOF-WS, issued February 3, 2003, in Docket No. 021023-WS. Prior to the Reorganization, Aqua Utilities, Inc./Texas also directly owned water and wastewater system assets in Highland, Lake, Lee and Polk Counties.

The purpose of the Reorganization is for Aqua Utilities/Florida to become the sole owner of all Commission-regulated water and wastewater systems that are owned through subsidiaries of Aqua America. As described in more detail below, after the Reorganization, Aqua Utilities, Inc./Texas will continue to exist, but its interest in Florida will be limited to its ownership of three subsidiaries whose systems are not regulated by the Commission: Crystal River Utilities, Inc. (with systems in and regulated by Citrus County), Dolomite Utilities Corp. (with systems in and regulated by Sarasota County), and Lake Suzy Utility, Inc. (not subject to Commission regulation at the conclusion of an anticipated agreement with DeSoto County).

Aqua Utilities, Inc./Texas

As described in more detail below, the Reorganization affects the following four subsidiaries owned by Aqua Utilities, Inc./Texas:

- 1) Crystal River Utilities, Inc. d/b/a Aqua Utilities Florida, Inc.;

- 2) Jasmine Lakes Utilities Corp. d/b/a Aqua Utilities Florida, Inc.;
- 3) Arredondo Utility Company, Inc. d/b/a Aqua Utilities Florida, Inc.; and
- 4) Ocala Oaks Utilities, Inc. d/b/a Aqua Utilities Florida, Inc.

Dolomite Utilities Corp., and Lake Suzy Utility, Inc. d/b/a Aqua Utilities Florida, Inc., both Florida subsidiaries of Aqua Utilities, Inc./Texas, are not included in the Reorganization. Because Dolomite Utilities Corp. has systems only in Sarasota County, which is not subject to regulation by the Commission, Dolomite Utilities Corp. will continue to exist as a separate corporation under the ownership of Aqua Utilities, Inc./Texas and is not part of the Reorganization.

Lake Suzy Utility, Inc. d/b/a Aqua Utilities Florida, Inc. has systems in DeSoto County and one customer in Charlotte County. Through an anticipated agreement with DeSoto County, Lake Suzy Utility, Inc. will no longer be subject to regulation by the Commission and was thus not included in the Reorganization. The anticipated agreement is the subject of Commission Docket No. 041294-WS.

Aqua Utilities, Inc./Texas also owns the following Commission-regulated water and wastewater systems directly:

- 1) Lake Josephine and Sebring Lakes in Highlands County;
- 2) 48 Estates, Kings Cove, and Summit Chase in Lake County;
- 3) South Seas in Lee County; and
- 4) Village in Polk County.

Because these are Commission-regulated water and wastewater systems, as part of the Reorganization, these assets will be transferred to Aqua Utilities/Florida.

CORPORATE STRUCTURE AFTER REORGANIZATION

Corporate Reorganization – Mergers

Through papers filed with the Florida Department of State, Division of Corporations, on September 29, 2006 and on October 13, 2006, the following three Florida subsidiaries, which were previously wholly owned by Aqua Utilities, Inc./Texas, were merged into Aqua Utilities/Florida:

- 1) Jasmine Lakes Utilities, Corp. d/b/a Aqua Utilities Florida, Inc., (See documents attached hereto as Attachment 1)
- 2) Arredondo Utility Company, Inc. d/b/a Aqua Utilities Florida, Inc. (See documents attached hereto as Attachment 2); and
- 3) Ocala Oaks Utilities, Inc. d/b/a Aqua Utilities Florida, Inc. (See documents attached hereto as Attachment 3).

As confirmed by Attachments 1, 2, and 3, these three Florida Corporations ceased to exist once they were each merged into Aqua Utilities/Florida, the surviving

corporation, which has succeeded to all rights, title, and interests of the three former Florida Corporations.

Corporate Reorganization – Transfer of Assets

Because Crystal River Utilities, Inc. d/b/a Aqua Utilities Florida, Inc. and Aqua Utilities, Inc./Texas own systems in counties that are not regulated by the Commission, both entities had to remain in existence after the Reorganization. Thus, in order for Aqua Utilities/Florida to become the sole share holder of all of the Aqua America Commission-regulated water and wastewater systems in Florida, as described in more detail below, the Commission-regulated systems of Crystal River Utilities, Inc. d/b/a Aqua Utilities Florida, Inc. and Aqua Utilities/Texas were transferred to Aqua Utilities/Florida.

Crystal River Utilities, Inc. d/b/a Aqua Utilities Florida, Inc.

Prior to the Reorganization, Crystal River Utilities, Inc. d/b/a Aqua Utilities Florida, Inc. owned water and wastewater systems in several counties regulated by the Commission (Lake, Palm Beach, Polk, and Sumter), as well as in Citrus County which is currently not subject to regulation by the Commission.

On October 1, 2006, a Bill of Sale and Assignment and Assumption Agreement was executed between Crystal River Utilities, Inc. and Aqua Utilities/Florida (See documents attached hereto as Attachment 4). Pursuant to the Assignment, all assets associated with the Commission-regulated water and wastewater systems owned by Crystal River Utilities, Inc., were transferred to Aqua Utilities/Florida. The only assets that remain under the ownership of Crystal River Utilities, Inc. are those associated with its systems located in Citrus County, which are not regulated by the Commission. Also included as part of Attachment 4 are copies of Quitclaim Deeds conveying the real property associated with the Commission-regulated systems located in Lake, Polk, and Sumter Counties from Crystal River Utilities, Inc. to Aqua Utilities/Florida.

Thus, after the Reorganization, as a result of the asset transfer, the Florida corporation, Crystal River Utilities, Inc., which is wholly owned by Aqua Utilities, Inc./Texas (which is wholly owned by Aqua America), remains in existence in Florida, but now only owns systems located in Citrus County, which is not subject to regulation by the Commission.

Aqua Utilities, Inc./Texas

As part of the Reorganization, Aqua Utilities, Inc./Texas transferred all of its directly owned water and wastewater system assets located in counties regulated by the Commission (Highlands, Lake, Lee, and Polk) to Aqua Utilities/Florida.

On October 1, 2006, a Bill of Sale and Assignment and Assumption Agreement was executed between Aqua Utilities, Inc./Texas and Aqua Utilities/Florida (See documents attached hereto as Attachment 5). Pursuant to the Assignment, all assets

associated with the Commission-regulated water and wastewater systems owned by Aqua Utilities, Inc./Texas were transferred to Aqua Utilities/Florida. Also included as part of Attachment 5 are copies of Quitclaim Deeds conveying the real property associated with the Commission-regulated systems located in Highland, Lake, Lee, and Polk Counties from Aqua Utilities, Inc./Texas to Aqua Utilities/Florida.

Thus, as a result of the asset transfer, Aqua Utilities, Inc./Texas, which is wholly owned by Aqua America, remains in existence in Florida, but does not directly own any assets in Florida, except through its wholly owned subsidiaries (Dolomite Utilities, Inc., Lake Suzy Utility, Inc. and Crystal River Utilities, Inc.).

CONCLUSION

Accordingly, the Reorganization that is the subject of Commission Docket No. 060364-WS, was completed as of October 13, 2006. Aqua Utilities/Florida is now the owner of solely Commission-regulated water and wastewater systems owned by the parent company Aqua America.

As stated in the Application, the officers and directors, as well as the management operations, customer service, mailing address, and telephone numbers for each of the systems remain the same after the Reorganization. Ownership and control of the systems have not been affected by the Reorganization.

State of Florida



Department of State

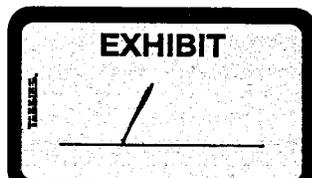
I certify the attached is a true and correct copy of the Articles of Merger, filed on September 29, 2006 effective October 1, 2006, for AQUA UTILITIES FLORIDA, INC., the surviving Florida entity, as shown by the records of this office.

The document number of this entity is P03000073338.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Third day of October, 2006



CR2EO22 (01-06)



Sue M. Cobb
Sue M. Cobb
Secretary of State

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Aqua Utilities Florida, Inc. _____	Florida _____	_____

06 SEP 29 PM 14:25
 FILED
 DEPARTMENT OF STATE
 TALLAHASSEE, FLORIDA

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Jasmine Lake Utilities Corporation _____	Florida _____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 10/1/2006 / _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
 The Plan of Merger was adopted by the shareholders of the surviving corporation on June 30, 2006.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
 The Plan of Merger was adopted by the shareholders of the merging corporation(s) on June 30, 2006.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
There are no amendments to the Articles of Incorporation

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:
There is no Restatement of Articles of Incorporation.

PLAN OF MERGER
Between
JASMINE LAKES UTILITIES CORP.
And
AQUA UTILITIES FLORIDA, INC.

THIS Plan of Merger (the "Agreement") dated as of the 1st day of July, 2006 is made by and between **Jasmine Lakes Utilities Corp.**, a Florida corporation ("Jasmine"), and **Aqua Utilities Florida, Inc.**, a Florida corporation, ("Utilities Florida"). Jasmine and Utilities Florida are sometimes collectively referred to as the "Merged Parties";

RECITALS

A. Jasmine is a Florida corporation which provides public water service to customers in Marion County, Florida, and public water and wastewater treatment services to customers in Pasco County.

B. Jasmine is a wholly owned subsidiary of Aqua Utilities, Inc. (the "Shareholder"), a Texas corporation.

C. Both the Shareholder and Utilities Florida are wholly owned subsidiaries of Aqua America, Inc., ("Ultimate Parent") a Pennsylvania corporation.

D. Jasmine and Utilities Florida are the constituent corporations to the merger contemplated by this Agreement (the "Merger"), which has been approved by written consent of the sole shareholder of Jasmine and by written consent of the sole shareholder of Utilities Florida, pursuant to which Jasmine will be merged into Utilities Florida upon the terms and conditions set forth herein.

E. Both Jasmine and Utilities Florida intend, by approving resolutions authorizing this Agreement, to adopt the Agreement as a "plan of reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder and to cause the merger to qualify as a reorganization under Section 368(a)(1)(A) of the Code.

NOW THEREFORE, in consideration of the recitals, covenants and agreements herein contained, and intending to be legally bound hereby, the parties hereto agree as follows:

1. The Merger

1.01 At the Effective Time (as defined in Section 1.03) in accordance with Section 607.1106 of the Florida Business Corporation Act (the "Act"), Jasmine shall be merged with and into Utilities Florida. The separate existence and corporate organization of Jasmine shall thereupon cease and Jasmine and Utilities Florida will be a single corporation. The term, "Surviving Corporation" shall refer to the entity which continues in existence after the merger of Jasmine into Utilities Florida. Utilities Florida shall be the surviving corporation in the Merger.

The terms and conditions of the Merger, the terms of carrying the same into effect, and all other provisions deemed desirable in connection therewith are set forth in this Agreement.

1.02 The Surviving Corporation shall without further act or deed succeed to and possess all of the rights, privileges, powers and franchises, whether public or private in nature, and be subject to all the restrictions, disabilities, debts, obligations, duties and liabilities of Jasmine. All property of every kind, whether real, personal, or mixed, belonging to Jasmine shall be vested in the Surviving Corporation without further act or deed and all debts, obligations, duties or other liabilities of Jasmine shall thereby attach to and be assumed by the Surviving Corporation and may be enforced against it to the same extent as if the Surviving Corporation had itself incurred them.

1.03 Upon acceptance of this Plan of Merger, Articles of Merger ("Articles of Merger") shall be executed by the parties and filed with the Florida Department of State in accordance with Section 607.1105 of the Act. The Merger shall become effective on October 1, 2006, such time being herein called the "Effective Time."

2. Name and Corporate Structure

2.01 The corporate existence and registered office in Florida of the Surviving Corporation shall be unaffected by the Merger.

2.02 The Articles of Incorporation and Bylaws of the Surviving Corporation shall be unaffected by the Merger and shall remain unchanged and in full force and effect as a result of the Merger.

2.03 Upon the Effective Date, the directors and officers of the Surviving Corporation shall continue to serve as directors and officers of the Surviving Corporation until successors are elected and shall qualify. If, by reason of death or otherwise, any such person on the Effective Date cannot or will not act as a director or officer, the vacancy thereby created will be filled after the Merger becomes effective in accordance with the Bylaws of the Surviving Corporation. Upon the Effective Date, the term of office of each director and officer of Jasmine shall terminate.

2.04 The Merger shall not affect the issued or outstanding shares of capital stock of the Surviving Corporation and the number of authorized shares of the Surviving Corporation shall be unaffected by the Merger.

2.05 On the Effective Date, the stock transfer books of Jasmine shall be deemed to be closed and no transfer or purported transfer of shares of the capital stock of Jasmine shall thereafter be made, effected, consummated or given effect.

2.06 The shares of stock of the Surviving Corporation and Jasmine are owned, either directly or indirectly, by the Ultimate Parent. Accordingly, at the Effective Date, by virtue of the merger and without any action on the part of the holder thereof, each share of outstanding capital stock of Jasmine shall be cancelled automatically.

3. Effect of the Transaction

3.01 At the Effective Date, the following actions shall occur:

- (a) the separate existence of Jasmine shall cease;
- (b) the Surviving Corporation shall possess all the rights, privileges, powers and franchises of Jasmine;
- (c) all the property, real, personal and mixed, and franchises of Jasmine and all debts due on whatever account to it, including any choses in action belonging to it, shall be deemed to be transferred to and vested in the Surviving Corporation by operation of law and without further acts or deeds;
- (d) all rights, privileges, powers and franchises, and all and every other interest of Jasmine shall be thereafter the property of the Surviving Corporation as they were of Jasmine;
- (e) the title to and interest in any real estate vested by deed, lease or otherwise in Jasmine shall not revert or be impaired;
- (f) the Surviving Corporation shall be responsible for all the liabilities and obligations of Jasmine, but the liabilities of Jasmine or its Shareholder, directors or officers shall not be affected by the Merger;
- (g) the officers or directors of Jasmine shall execute and deliver all such instruments and take all such actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such properties, assets, rights privileges and franchises and otherwise to carry out the purposes of this Agreement.

4. Conduct Pending the Merger

4.01 Neither Jasmine, the Shareholder nor Utilities Florida shall, prior to the Effective Date of the Merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Plan and Agreement of Merger.

5. Conditions Precedent

5.01 The Florida Public Service Commission shall have issued an order approving the transactions contemplated by this Agreement, and such other authorization and approvals as Jasmine and Utilities Florida may require. Such order, authorizations and approvals shall be in form and substance satisfactory to the parties.

6. Representations and Warranties

6.01 Jasmine is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida and Utilities Florida is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida.

6.02 Jasmine, the Shareholder, and Utilities Florida, each has full power and lawful authority to execute and deliver this Agreement and upon the receipt of any and all governmental authorizations, including but not limited to the Florida Public Service Commission, has the authority to consummate and perform the transactions contemplated hereby. Upon the receipt of any governmental authorizations, this Agreement will constitute the legal, valid and binding obligations of the signatories thereto, enforceable against them in accordance with its terms.

7. Execution and Counterparts

7.01 This Plan and Agreement of Merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute one original instrument.

JASMINE LAKES UTILITIES CORP.

By: Richard D. Hugus
Richard D. Hugus, President

AQUA UTILITIES FLORIDA, INC.

By: Richard D. Hugus
Richard D. Hugus, President

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on October 16, 2006, for AQUA UTILITIES FLORIDA, INC., the surviving Florida entity, as shown by the records of this office.

The document number of this entity is P03000073338.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Seventeenth day of October, 2006



CR2EO22 (01-06)

EXHIBIT

2

Sue M. Cobb
Sue M. Cobb
Secretary of State

ARTICLES OF MERGER
(Profit Corporations)

FILED
06 OCT 16 PM 2:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Aqua Utilities Florida, Inc.</u>	<u>Florida</u>	_____

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Arredondo Utility Company, Inc.</u>	<u>Florida</u>	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 10/16/2006 / _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on October 1, 2006.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on October 1, 2006.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

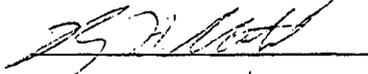
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Aqua Utilities Florida, Inc.



Roy H. Stahl, Vice President & Secretary

Arredondo Utility Company, Inc.



Roy H. Stahl, Vice President & Secretary

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
There are no amendments to the Articles of Incorporation

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:
There is no Restatement of Articles of Incorporation.

PLAN OF MERGER
Between
ARREDONDO UTILITY COMPANY
And
AQUA UTILITIES FLORIDA, INC.

THIS Plan of Merger (the "Agreement") dated as of the 1st day of October, 2006 is made by and between **Arredondo Utility Company**, a Florida corporation ("Arredondo"), and **Aqua Utilities Florida, Inc.**, a Florida corporation, ("Utilities Florida"). Arredondo and Utilities Florida are sometimes collectively referred to as the "Merged Parties";

RECITALS

A. Arredondo is a Florida corporation which provides water and wastewater treatment services to customers in Alachua County, Florida.

B. Arredondo is a wholly owned subsidiary of Aqua Utilities, Inc. (the "Shareholder"), a Texas corporation.

C. Both the Shareholder and Utilities Florida are wholly owned subsidiaries of Aqua America, Inc., ("Ultimate Parent") a Pennsylvania corporation.

D. Arredondo and Utilities Florida are the constituent corporations to the merger contemplated by this Agreement (the "Merger"), which has been approved by written consent of the sole shareholder of Arredondo and by written consent of the sole shareholder of Utilities Florida, pursuant to which Arredondo will be merged into Utilities Florida upon the terms and conditions set forth herein.

E. Both Arredondo and Utilities Florida intend, by approving resolutions authorizing this Agreement, to adopt the Agreement as a "plan of reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder and to cause the merger to qualify as a reorganization under Section 368(a)(1)(A) of the Code.

NOW THEREFORE, in consideration of the recitals, covenants and agreements herein contained, and intending to be legally bound hereby, the parties hereto agree as follows:

1. The Merger

1.01 At the Effective Time (as defined in Section 1.03) in accordance with Section 607.1106 of the Florida Business Corporation Act (the "Act"), Arredondo shall be merged with and into Utilities Florida. The separate existence and corporate organization of Arredondo shall thereupon cease and Arredondo and Utilities Florida will be a single corporation. The term, "Surviving Corporation" shall refer to the entity which continues in existence after the merger of Arredondo into Utilities Florida. Utilities Florida shall be the surviving corporation in the Merger. The terms and conditions of the Merger, the terms of carrying the same into effect, and all other provisions deemed desirable in connection therewith are set forth in this Agreement.

1.02 The Surviving Corporation shall without further act or deed succeed to and possess all of the rights, privileges, powers and franchises, whether public or private in nature, and be subject to all the restrictions, disabilities, debts, obligations, duties and liabilities of Arredondo. All property of every kind, whether real, personal, or mixed, belonging to Arredondo shall be vested in the Surviving Corporation without further act or deed and all debts, obligations, duties or other liabilities of Arredondo shall thereby attach to and be assumed by the Surviving Corporation and may be enforced against it to the same extent as if the Surviving Corporation had itself incurred them.

1.03 Upon acceptance of this Plan of Merger, Articles of Merger ("Articles of Merger") shall be executed by the parties and filed with the Florida Department of State in accordance with Section 607.1105 of the Act. The Merger shall become effective as of October 1, 2006, such time being herein called the "Effective Time."

2. Name and Corporate Structure

2.01 The corporate existence and registered office in Florida of the Surviving Corporation shall be unaffected by the Merger.

2.02 The Articles of Incorporation and Bylaws of the Surviving Corporation shall be unaffected by the Merger and shall remain unchanged and in full force and effect as a result of the Merger.

2.03 Upon the Effective Date, the directors and officers of the Surviving Corporation shall continue to serve as directors and officers of the Surviving Corporation until successors are elected and shall qualify. If, by reason of death or otherwise, any such person on the Effective Date cannot or will not act as a director or officer, the vacancy thereby created will be filled after the Merger becomes effective in accordance with the Bylaws of the Surviving Corporation. Upon the Effective Date, the term of office of each director and officer of Arredondo shall terminate.

2.04 The Merger shall not affect the issued or outstanding shares of capital stock of the Surviving Corporation and the number of authorized shares of the Surviving Corporation shall be unaffected by the Merger.

2.05 On the Effective Date, the stock transfer books of Arredondo shall be deemed to be closed and no transfer or purported transfer of shares of the capital stock of Arredondo shall thereafter be made, effected, consummated or given effect.

2.06 The shares of stock of the Surviving Corporation and Arredondo are owned, either directly or indirectly, by the Ultimate Parent. Accordingly, at the Effective Date, by virtue of the merger and without any action on the part of the holder thereof, each share of outstanding capital stock of Arredondo shall be cancelled automatically.

3. Effect of the Transaction

3.01 At the Effective Date, the following actions shall occur:

- (a) the separate existence of Arredondo shall cease;
- (b) the Surviving Corporation shall possess all the rights, privileges, powers and franchises of Arredondo;
- (c) all the property, real, personal and mixed, and franchises of Arredondo and all debts due on whatever account to it, including any choses in action belonging to it, shall be deemed to be transferred to and vested in the Surviving Corporation by operation of law and without further acts or deeds;
- (d) all rights, privileges, powers and franchises, and all and every other interest of Arredondo shall be thereafter the property of the Surviving Corporation as they were of Arredondo;
- (e) the title to and interest in any real estate vested by deed, lease or otherwise in Arredondo shall not revert or be impaired;
- (f) the Surviving Corporation shall be responsible for all the liabilities and obligations of Arredondo, but the liabilities of Arredondo or its Shareholder, directors or officers shall not be affected by the Merger;
- (g) the officers or directors of Arredondo shall execute and deliver all such instruments and take all such actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such properties, assets, rights privileges and franchises and otherwise to carry out the purposes of this Agreement.

4. Conduct Pending the Merger

4.01 Neither Arredondo, the Shareholder nor Utilities Florida shall, prior to the Effective Date of the Merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Plan and Agreement of Merger.

5. Conditions Precedent

5.01 The Florida Public Service Commission shall have issued an order approving the transactions contemplated by this Agreement, and such other authorization and approvals as Arredondo and Utilities Florida may require. Such order, authorizations and approvals shall be in form and substance satisfactory to the parties.

6. Representations and Warranties

6.01 Arredondo is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida and Utilities Florida is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida.

6.02 Arredondo, the Shareholder, and Utilities Florida, each has full power and lawful authority to execute and deliver this Agreement and upon the receipt of any and all governmental

authorizations, including but not limited to the Florida Public Service Commission, has the authority to consummate and perform the transactions contemplated hereby. Upon the receipt of any governmental authorizations, this Agreement will constitute the legal, valid and binding obligations of the signatories thereto, enforceable against them in accordance with its terms.

7. Execution and Counterparts

7.01 This Plan and Agreement of Merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute one original instrument.

ARREDONDO UTILITY COMPANY, INC.

By: 
Nicholas DeBenedictis, Chairman

AQUA UTILITIES FLORIDA, INC.

By: 
Nicholas DeBenedictis, Chairman



Department of State

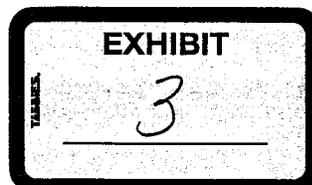
I certify the attached is a true and correct copy of the Articles of Merger, filed on October 16, 2006, for AQUA UTILITIES FLORIDA, INC., the surviving Florida entity, as shown by the records of this office.

The document number of this entity is P03000073338.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Seventeenth day of October, 2006



CR2EO22 (01-06)



Sue M. Cobb
Sue M. Cobb
Secretary of State

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(If known/ applicable)</small>
<u>Aqua Utilities Florida, Inc.</u>	<u>Florida</u>	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(If known/ applicable)</small>
<u>Ocala Oaks Utilities, Inc.</u>	<u>Florida</u>	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 10/16/2006 / _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on October 1, 2006.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on October 1, 2006.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
 06 OCT 16 PM 2:54
 TAMI
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

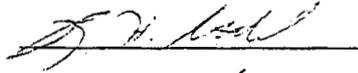
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

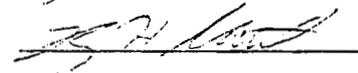
Typed or Printed Name of Individual & Title

Aqua Utilities Florida, Inc.



Roy H. Stahl, Vice President & Secretary

Ocala Oaks Utilities, Inc.



Roy H. Stahl, Vice President & Secretary

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
There are no amendments to the Articles of Incorporation

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:
There is no Restatement of Articles of Incorporation.

PLAN OF MERGER
Between
OCALA OAKS UTILITIES, INC.
And
AQUA UTILITIES FLORIDA, INC.

THIS Plan of Merger (the "Agreement") dated as of the 1st day of October, 2006 is made by and between **Ocala Oaks Utilities, Inc.**, a Florida corporation ("Ocala"), and **Aqua Utilities Florida, Inc.**, a Florida corporation ("Utilities Florida"). Ocala and Utilities Florida are sometimes collectively referred to as the "Merged Parties";

RECITALS

A. Ocala is a Florida corporation which provides water services to customers located in Florida.

B. Ocala is a wholly owned subsidiary of Aqua Utilities, Inc. (the "Shareholder"), a Texas corporation.

C. Both the Shareholder and Utilities Florida are wholly owned subsidiaries of Aqua America, Inc. ("Ultimate Parent") a Pennsylvania corporation.

D. Ocala and Utilities Florida are the constituent corporations to the merger contemplated by this Agreement (the "Merger"), which has been approved by written consent of the sole shareholder of Ocala and by written consent of the sole shareholder of Utilities Florida, pursuant to which Ocala will be merged into Utilities Florida upon the terms and conditions set forth herein.

E. Both Ocala and Utilities Florida intend, by approving resolutions authorizing this Agreement, to adopt the Agreement as a "plan of reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder and to cause the merger to qualify as a reorganization under Section 368(a)(1)(A) of the Code.

NOW THEREFORE, in consideration of the recitals, covenants and agreements herein contained, and intending to be legally bound hereby, the parties hereto agree as follows:

1. The Merger

1.01 At the Effective Time (as defined in Section 1.03) in accordance with Section 607.1106 of the Florida Business Corporation Act (the "Act"), Ocala shall be merged with and into Utilities Florida. The separate existence and corporate organization of Ocala shall thereupon cease and Ocala and Utilities Florida will be a single corporation. The term, "Surviving Corporation" shall refer to the entity which continues in existence after the merger of Ocala into Utilities Florida. Utilities Florida shall be the surviving corporation in the Merger. The terms and conditions of the Merger, the terms of carrying the same into effect, and all other provisions deemed desirable in connection therewith are set forth in this Agreement.

1.02 The Surviving Corporation shall without further act or deed succeed to and possess all of the rights, privileges, powers and franchises, whether public or private in nature, and be subject to all the restrictions, disabilities, debts, obligations, duties and liabilities of Ocala. All property of every kind, whether real, personal, or mixed, belonging to Ocala shall be vested in the Surviving Corporation without further act or deed and all debts, obligations, duties or other liabilities of Ocala shall thereby attach to and be assumed by the Surviving Corporation and may be enforced against it to the same extent as if the Surviving Corporation had itself incurred them.

1.03 Upon acceptance of this Plan of Merger, Articles of Merger ("Articles of Merger") shall be executed by the parties and filed with the Florida Department of State in accordance with Section 607.1105 of the Act. The Merger shall become effective as of October 1, 2006, such time being herein called the "Effective Time."

2. Name and Corporate Structure

2.01 The corporate existence and registered office in Florida of the Surviving Corporation shall be unaffected by the Merger.

2.02 The Articles of Incorporation and Bylaws of the Surviving Corporation shall be unaffected by the Merger and shall remain unchanged and in full force and effect as a result of the Merger.

2.03 Upon the Effective Date, the directors and officers of the Surviving Corporation shall continue to serve as directors and officers of the Surviving Corporation until successors are elected and shall qualify. If, by reason of death or otherwise, any such person on the Effective Date cannot or will not act as a director or officer, the vacancy thereby created will be filled after the Merger becomes effective in accordance with the Bylaws of the Surviving Corporation. Upon the Effective Date, the term of office of each director and officer of Ocala shall terminate.

2.04 The Merger shall not affect the issued or outstanding shares of capital stock of the Surviving Corporation and the number of authorized shares of the Surviving Corporation shall be unaffected by the Merger.

2.05 On the Effective Date, the stock transfer books of Ocala shall be deemed to be closed and no transfer or purported transfer of shares of the capital stock of Ocala shall thereafter be made, effected, consummated or given effect.

2.06 The shares of stock of the Surviving Corporation and Ocala are owned, either directly or indirectly, by the Ultimate Parent. Accordingly, at the Effective Date, by virtue of the merger and without any action on the part of the holder thereof, each share of outstanding capital stock of Ocala shall be cancelled automatically.

3. Effect of the Transaction

3.01 At the Effective Date, the following actions shall occur:

- (a) the separate existence of Ocala shall cease;

(b) the Surviving Corporation shall possess all the rights, privileges, powers and franchises of Ocala;

(c) all the property, real, personal and mixed, and franchises of Ocala and all debts due on whatever account to it, including any choses in action belonging to it, shall be deemed to be transferred to and vested in the Surviving Corporation by operation of law and without further acts or deeds;

(d) all rights, privileges, powers and franchises, and all and every other interest of Ocala shall be thereafter the property of the Surviving Corporation as they were of Ocala;

(e) the title to and interest in any real estate vested by deed, lease or otherwise in Ocala shall not revert or be impaired;

(f) the Surviving Corporation shall be responsible for all the liabilities and obligations of Ocala, but the liabilities of Ocala or its Shareholder, directors or officers shall not be affected by the Merger;

(g) the officers or directors of Ocala shall execute and deliver all such instruments and take all such actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such properties, assets, rights privileges and franchises and otherwise to carry out the purposes of this Agreement.

4. Conduct Pending the Merger

4.01 Neither Ocala, the Shareholder nor Utilities Florida shall, prior to the Effective Date of the Merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Plan and Agreement of Merger.

5. Conditions Precedent

5.01 The Florida Public Service Commission shall have issued an order approving the transactions contemplated by this Agreement, and such other authorization and approvals as Ocala and Utilities Florida may require. Such order, authorizations and approvals shall be in form and substance satisfactory to the parties.

6. Representations and Warranties

6.01 Ocala is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida and Utilities Florida is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida.

6.02 Ocala, the Shareholder, and Utilities Florida, each has full power and lawful authority to execute and deliver this Agreement and upon the receipt of any and all governmental authorizations, including but not limited to the Florida Public Service Commission, has the authority to consummate and perform the transactions contemplated hereby. Upon the receipt of

any governmental authorizations, this Agreement will constitute the legal, valid and binding obligations of the signatories thereto, enforceable against them in accordance with its terms.

7. Execution and Counterparts

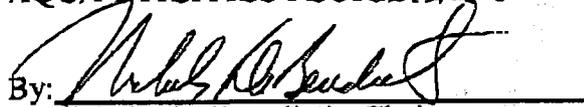
7.01 This Plan and Agreement of Merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute one original instrument.

OCALA OAKS UTILITIES, INC.

By: 

Nicholas DeBenedictis, Chairman

AQUA UTILITIES FLORIDA, INC.

By: 

Nicholas DeBenedictis, Chairman

BILL OF SALE
and
ASSIGNMENT AND ASSUMPTION AGREEMENT
between
CRYSTAL RIVER UTILITIES, INC.
and
AQUA UTILITIES FLORIDA, INC.

BILL OF SALE and ASSIGNMENT and ASSUMPTION AGREEMENT dated as of October 1, 2006, from **CRYSTAL RIVER UTILITIES, INC.** ("Seller"), a Florida corporation to **AQUA UTILITIES FLORIDA, INC.** ("Buyer"), a Florida corporation.

WITNESSETH

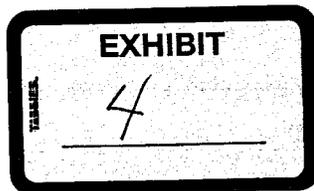
WHEREAS, Seller and Buyer have entered into a Plan and Agreement of Asset Transfer dated June 26, 2006 (the "Plan of Transfer") under which Seller has agreed to sell and Buyer has agreed to certain of Seller's assets ("Water System Assets") and which are used or useful in the provision of water services ("Water System Business") in Lake, Palm Beach, Polk and Sumter Counties, Florida which are more fully described on **Exhibit A** which is attached hereto and incorporated by reference; and

WHEREAS the Plan of Transfer also provides that Seller will sell and Buyer will purchase certain of Seller's assets ("Wastewater System Assets") which are used or useful in the provision of wastewater services ("Wastewater System Business") in Polk and Sumter Counties, Florida and which are more fully described on **Exhibit B** which is attached hereto and incorporated by reference; and

WHEREAS, Buyer has agreed to assume all of the liabilities related to the Water System Business and the Wastewater System Business, ("Assumed Liabilities") including but not limited to the assumption to provide water services in Lake, Palm Beach, Polk and Sumter Counties, Florida; and wastewater services in Polk and Sumter Counties, Florida;

WHEREAS, pursuant to due authorization, Seller is presently executing and delivering this Bill of Sale and Assignment and Assumption Agreement to Buyer for the purpose of selling and assigning to and vesting in Buyer all of the right, title and interest currently held by the Seller in and to the Water System Assets and Wastewater System Assets to the extent that rights, title and interest may be personal property; and

WHEREAS, pursuant to due authorization, Buyer is presently executing and delivering this Bill of Sale and Assignment and Assumption Agreement to Seller for the purpose of assuming the Assumed Liabilities;



NOW, THEREFORE, in consideration of the promises and other consideration set forth in the Plan of Asset Transfer, the sufficiency of which is hereby acknowledged, the parties hereby agree as follows:

1. Seller hereby grants, sells, conveys, assigns, transfers, sets over to, and vests in the Buyer, its successors and assigns, all of Seller's right, title and interest, legal and equitable, in and to all of the intangible rights and tangible personal property included in the Water System Assets, and Wastewater System Assets to have and to hold the same, forever.

2. Seller hereby constitutes and appoints Buyer, its successors and assigns, as a true and lawful agent and attorney of Seller with full power of substitution, in the name and stead of Seller, but on behalf of and for the benefit of Buyer, to demand and receive any and all of the Water System Assets or Wastewater System Assets which are not in the possession or under the exclusive control of Seller, and to give receipts and releases for and in respect of the same, and any part thereof, and from time to time to institute and prosecute in the name of Seller, or in the name of Buyer, its successors and assigns, as the legal attorney of and for Seller thereunto duly authorized, for the benefit of Buyer, its successors and assigns, and at Buyer's expense, any and all proceedings at law, in equity or otherwise, which Buyer, its successors and assigns, may deem proper for the collection and enforcement of any claim or right of any kind hereby granted, sold, conveyed, transferred or assigned, or intended so to be, and to do all acts and things in relation to the Water System Assets or Wastewater System Assets which Buyer, its successors and assigns, shall deem desirable, Seller hereby declaring that the foregoing powers are coupled with an interest and are and shall be irrevocable by Seller or by the dissolution of Seller or in any manner or for any reason whatsoever.

3 Buyer hereby assumes and agrees to discharge and perform the Assumed Liabilities and provided in the Plan of Asset Transfer.

4. Each party for itself, its successors and assigns, hereby covenants that, at any time and from time to time after the delivery of this instrument, at the other's request and expense and without further consideration, such party will do, execute, acknowledge and deliver, or will cause to be done, executed, acknowledged and delivered, all and every such further acts, conveyances, transfers, assignments, powers of attorney and assurances as may reasonably be required to more effectively to convey, transfer to or vest in, and to put the Buyer in possession of, any of the Water System Assets, or to better enable the Buyer to realize upon or otherwise enjoy any of the Water System Assets or to carry into effect the intent and purposes of the Plan and Agreement of Transfer..

5. Nothing in this instrument, expressed or implied, is intended or shall be construed to confer upon or give to any person, firm or corporation other than the parties, and their successors and assigns any remedy or claim under or by reason of this instrument or any term, covenant or condition hereof, and all of the terms, covenants, conditions, promises and agreements in this instrument contained shall be for the sole and exclusive benefit of the parties and their successors and assigns.

6. This instrument is being executed by the parties with the intention of being legally bound and shall be binding upon them, their successors and assigns, for the uses and purposes above set forth and referred to, and shall be effective as of the date hereof.

7. This instrument shall be governed by and enforced in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the parties have caused this Bill of Sale and Assignment and Assumption Agreement to be duly executed as of the date first above written.

Crystal River Utilities, Inc.

By: Richard D. Hugus
Richard D. Hugus
President

Aqua Utilities Florida, Inc.

By: Richard D. Hugus
Richard D. Hugus
President

UTILITY NAME: Crystal River Utilities, Inc.
 SYSTEM NAME / COUNTY: Rosalee Oaks / Polk

YEAR OF REPORT
 December 31, 2005

WATER UTILITY PLANT ACCOUNTS

ACCT. NO. (a)	ACCOUNT NAME (b)	PREVIOUS YEAR (c)	ADDITIONS (d)	RETIREMENTS (e)	CURRENT YEAR (f)
301	Organization	\$ -	\$ -	\$ -	\$ -
302	Franchises	251			251
303	Land and Land Rights	4,022			4,022
304	Structure and Improvements	25,954	1,963		27,917
305	Collecting and Impounding Reservoirs				
306	Lake, River and Other Intakes				
307	Wells and Springs				
308	Infiltration Galleries and Tunnels				
309	Supply Mains	4,500			4,500
310	Power Generation Equipment				
311	Pumping Equipment	8,987			8,987
320	Water Treatment Equipment	1,018	-	(240)	778
330	Distribution Reservoirs and Standpipes	4,860			4,860
331	Transmission and Distribution Mains				
333	Services	2,877			2,877
334	Meters and Meter Installations	86			86
335	Hydrants	6,454			6,454
339	Other Plant / Miscellaneous Equipment				
340	Office Furniture and Equipment	129			129
341	Transportation Equipment				
342	Stores Equipment				
343	Tools, Shop and Garage Equipment		18,043		18,043
344	Laboratory Equipment				
345	Power Operated Equipment				
346	Communication Equipment				
347	Miscellaneous Equipment				
348	Other Tangible Plant				
TOTAL WATER PLANT		\$ 59,138	\$ 20,006	\$ (240)	\$ 78,904

NOTE: Any adjustments made to reclassify property from one account to another must be footnoted.

UTILITY NAME: Crystal River Utilities, Inc.
 SYSTEM NAME / COUNTY: The Woods / Sumter

YEAR OF REPORT
 December 31, 2005

WATER UTILITY PLANT ACCOUNTS

ACCT. NO. (a)	ACCOUNT NAME (b)	PREVIOUS YEAR (c)	ADDITIONS (d)	RETIREMENTS (e)	CURRENT YEAR (f)
301	Organization	\$ -	\$ -	\$ -	\$ -
302	Franchises	535			535
303	Land and Land Rights				
304	Structure and Improvements	3,500	14,309		17,809
305	Collecting and Impounding Reservoirs				
306	Lake, River and Other Intakes				
307	Wells and Springs				
308	Infiltration Galleries and Tunnels				
309	Supply Mains	125			125
310	Power Generation Equipment				
311	Pumping Equipment	3,553	4,851		8,404
320	Water Treatment Equipment	14,643	(495)		14,148
330	Distribution Reservoirs and Standpipes	6,331			6,331
331	Transmission and Distribution Mains	5,361	(771)		4,590
333	Services		626		626
334	Meters and Meter Installations	2,625			2,625
335	Hydrants				
339	Other Plant / Miscellaneous Equipment	118,617			118,617
340	Office Furniture and Equipment	121			121
341	Transportation Equipment				
342	Stores Equipment				
343	Tools, Shop and Garage Equipment		15,289		15,289
344	Laboratory Equipment				
345	Power Operated Equipment				
346	Communication Equipment				
347	Miscellaneous Equipment				
348	Other Tangible Plant				
TOTAL WATER PLANT		\$ 155,411	\$ 33,809		\$ 189,220

NOTE: Any adjustments made to reclassify property from one account to another must be footnoted.

UTILITY NAME: Crystal River Utilities, Inc.
 SYSTEM NAME / COUNTY: Ravenswood / Lake

YEAR OF REPORT
 December 31, 2005

WATER UTILITY PLANT ACCOUNTS

ACCT. NO. (a)	ACCOUNT NAME (b)	PREVIOUS YEAR (c)	ADDITIONS (d)	RETIREMENTS (e)	CURRENT YEAR (f)
301	Organization	\$ -	\$ -	\$ -	\$ -
302	Franchises	816			816
303	Land and Land Rights	368			368
304	Structure and Improvements	5,777	(0)		5,777
305	Collecting and Impounding Reservoirs				
306	Lake, River and Other Intakes				
307	Wells and Springs				
308	Infiltration Galleries and Tunnels				
309	Supply Mains				
310	Power Generation Equipment				
311	Pumping Equipment	2,635	2,960		5,595
320	Water Treatment Equipment	184			184
330	Distribution Reservoirs and Standpipes	7,839			7,839
331	Transmission and Distribution Mains	2,729			2,729
333	Services				
334	Meters and Meter Installations	7,117			7,117
335	Hydrants				
339	Other Plant / Miscellaneous Equipment				
340	Office Furniture and Equipment	64			64
341	Transportation Equipment				
342	Stores Equipment				
343	Tools, Shop and Garage Equipment		15,294		15,294
344	Laboratory Equipment				
345	Power Operated Equipment				
346	Communication Equipment				
347	Miscellaneous Equipment				
348	Other Tangible Plant				
TOTAL WATER PLANT		\$ 27,529	\$ 18,254		\$ 45,783

NOTE: Any adjustments made to reclassify property from one account to another must be footnoted.

UTILITY NAME: Crystal River Utilities, Inc.
 SYSTEM NAME / COUNTY: Haines Creek / Lake

YEAR OF REPORT
 December 31, 2005

WATER UTILITY PLANT ACCOUNTS

ACCT. NO. (a)	ACCOUNT NAME (b)	PREVIOUS YEAR (c)	ADDITIONS (d)	RETIREMENTS (e)	CURRENT YEAR (f)
301	Organization	\$ 25	\$ -	\$ -	\$ 25
302	Franchises	856			856
303	Land and Land Rights				
304	Structure and Improvements	2,694			2,694
305	Collecting and Impounding Reservoirs				
306	Lake, River and Other Intakes				
307	Wells and Springs	1,902			1,902
308	Infiltration Galleries and Tunnels				
309	Supply Mains	800			800
310	Power Generation Equipment	15,191			15,191
311	Pumping Equipment	5,388	505		5,893
320	Water Treatment Equipment	837			837
330	Distribution Reservoirs and Standpipes	3,102			3,102
331	Transmission and Distribution Mains	25,378	4,439		29,817
333	Services	645			645
334	Meters and Meter Installations	8,573			8,573
335	Hydrants				
339	Other Plant / Miscellaneous Equipment				
340	Office Furniture and Equipment	130			130
341	Transportation Equipment				
342	Stores Equipment				
343	Tools, Shop and Garage Equipment	348			348
344	Laboratory Equipment				
345	Power Operated Equipment				
346	Communication Equipment				
347	Miscellaneous Equipment				
348	Other Tangible Plant				
TOTAL WATER PLANT		\$ 65,869	\$ 4,944		\$ 70,813

NOTE: Any adjustments made to reclassify property from one account to another must be footnoted.

UTILITY NAME: Crystal River Utilities, Inc.
 SYSTEM NAME / COUNTY: Lake Osborne / Palm Beach

YEAR OF REPORT
December 31, 2005

WATER UTILITY PLANT ACCOUNTS

ACCT. NO. (a)	ACCOUNT NAME (b)	PREVIOUS YEAR (c)	ADDITIONS (d)	RETIREMENTS (e)	CURRENT YEAR (f)
301	Organization	\$ -	\$ -	\$ -	\$ -
302	Franchises	750			750
303	Land and Land Rights				
304	Structure and Improvements				
305	Collecting and Impounding Reservoirs				
306	Lake, River and Other Intakes				
307	Wells and Springs				
308	Infiltration Galleries and Tunnels				
309	Supply Mains				
310	Power Generation Equipment				
311	Pumping Equipment				
320	Water Treatment Equipment				
330	Distribution Reservoirs and Standpipes				
331	Transmission and Distribution Mains	90,694			90,694
333	Services				
334	Meters and Meter Installations	25,359			25,359
335	Hydrants	8,465			8,465
339	Other Plant / Miscellaneous Equipment	13,806			13,806
340	Office Furniture and Equipment	689			689
341	Transportation Equipment				
342	Stores Equipment				
343	Tools, Shop and Garage Equipment				
344	Laboratory Equipment				
345	Power Operated Equipment				
346	Communication Equipment				
347	Miscellaneous Equipment				
348	Other Tangible Plant				
TOTAL WATER PLANT		\$ 139,763			\$ 139,763

NOTE: Any adjustments made to reclassify property from one account to another must be footnoted.

UTILITY NAME: Crystal River Utilities, Inc.
 SYSTEM NAME / COUNTY: Rosalee Oaks / Polk

YEAR OF REPORT
December 31, 2005

WASTEWATER UTILITY PLANT ACCOUNTS

ACCT. NO. (a)	ACCOUNT NAME (b)	PREVIOUS YEAR (c)	ADDITIONS (d)	RETIREMENTS (e)	CURRENT YEAR (f)
351	Organization		\$ -	\$ -	\$ -
352	Franchises	251			251
353	Land and Land Rights				
354	Structure and Improvements	5,500			5,500
355	Power Generation Equipment				
360	Collection Sewers - Force				
361	Collection Sewers - Gravity	10,321			10,321
362	Special Collecting Structures				
363	Services to Customers	1,599			1,599
364	Flow Measuring Devices		887		887
365	Flow Measuring Installations				
366	Reuse Services				
367	Reuse Meters and Meter Installations				
370	Receiving Wells				
371	Pumping Equipment	8,963	848		9,811
374	Reuse Distribution Reservoirs				
375	Reuse Transmission and Distribution System				
380	Treatment & Disposal Equipment	7,842			7,842
381	Plant Sewers				
382	Outfall Sewer Lines				
389	Other Plant / Miscellaneous Equipment	12,392			12,392
390	Office Furniture & Equipment	31			31
391	Transportation Equipment				
392	Stores Equipment				
393	Tools, Shop and Garage Equipment				
394	Laboratory Equipment				
395	Power Operated Equipment				
396	Communication Equipment				
397	Miscellaneous Equipment				
398	Other Tangible Plant	2,644			2,644
Total Wastewater Plant		\$ 49,543	\$ 1,735	\$ -	\$ 51,278

NOTE: Any adjustments made to reclassify property from one account to another must be footnoted.

Note (1) Adjust prior year balance

UTILITY NAME: Crystal River Utilities, Inc.
 SYSTEM NAME / COUNTY: The Woods / Sumter

YEAR OF REPORT
 December 31, 2005

WASTEWATER UTILITY PLANT ACCOUNTS

ACCT. NO. (a)	ACCOUNT NAME (b)	PREVIOUS YEAR (c)	ADDITIONS (d)	RETIREMENTS (e)	CURRENT YEAR (f)
351	Organization		\$ -	\$ -	\$ -
352	Franchises	427			427
353	Land and Land Rights	7,500			7,500
354	Structure and Improvements				
355	Power Generation Equipment				
360	Collection Sewers - Force				
361	Collection Sewers - Gravity	7,875			7,875
362	Special Collecting Structures				
363	Services to Customers				
364	Flow Measuring Devices		1,061		1,061
365	Flow Measuring Installations				
366	Reuse Services				
367	Reuse Meters and Meter Installations				
370	Receiving Wells				
371	Pumping Equipment	5,490			5,490
374	Reuse Distribution Reservoirs				
375	Reuse Transmission and Distribution System				
380	Treatment & Disposal Equipment	3,679			3,679
381	Plant Sewers	837			837
382	Outfall Sewer Lines				
389	Other Plant / Miscellaneous Equipment	90,757			90,757
390	Office Furniture & Equipment	100			100
391	Transportation Equipment				
392	Stores Equipment				
393	Tools, Shop and Garage Equipment				
394	Laboratory Equipment				
395	Power Operated Equipment				
396	Communication Equipment				
397	Miscellaneous Equipment				
398	Other Tangible Plant	1,690	2,334		4,024
Total Wastewater Plant		\$ 118,355	\$ 3,395	\$ -	\$ 121,750

NOTE: Any adjustments made to reclassify property from one account to another must be footnoted.

Quitclaim Deed

THIS QUITCLAIM DEED is made on this 1st day of October, 2006 by Crystal River Utilities, Inc., a Florida corporation, ("Transferor") with a principal place of business at 6960 Professional Parkway East, Sarasota, Florida to Aqua Utilities Florida, Inc., a Florida corporation with a principal place of business at 6960 Professional Parkway East, Sarasota, Florida ("Transferee"):

Transferor, in consideration of the sum of One Dollar (\$1.00) to the Transferor paid, the receipt of which is acknowledged, remises, releases and forever quitclaims to the Transferee all of the interest of Transferor, if any in and to that real property located in Lake County, Florida, and identified by the Property Tax I.D. Number contained in **Exhibit A** hereto.

To have and to hold, all and singular the described property, together with the tenements, hereditaments, and appurtenances belonging to the property, or in any way appertaining, and the rents, issues and profits of the property to Transferee and Transferee's heirs and assigns forever.

In witness whereof, Transferor has set Transferor's hand and seal on the sate first above written.

Crystal River Utilities, Inc.

By: Richard D. Hugus
Richard D. Hugus
Title: President

SEAL

State of North Carolina
County of Wake

There appeared before me, Richard D. Hugus known to me to be the President of Crystal River Utilities, Inc., who executed the above document and acknowledged the same to be his free act and deed.

Jennifer K. Stalder
Notary Public

My Commission expires on April 16, 2010

Exhibit A

Property located in Lake County, Florida

County	Description	Tax I.D. Number	
Lake	Crystal River (PSC)- Ravenswood	0220240400-000-02501	Real Estate

Quitclaim Deed

THIS QUITCLAIM DEED is made on this 1st day of October, 2006 by Crystal River Utilities, Inc., a Florida corporation, ("Transferor") with a principal place of business at 6069 Professional Parkway East, Sarasota, Florida, to Aqua Utilities Florida, Inc., a Florida corporation with a principal place of business at 6069 Professional Parkway East, Sarasota, Florida ("Transferee"):

Transferor, in consideration of the sum of One Dollar (\$1.00) to the Transferor paid, the receipt of which is acknowledged, remises, releases and forever quitclaims to the Transferee all of the interest of Transferor, if any in and to that real property located in Polk County, Florida, and identified by the Property Tax I.D. Number listed on **Exhibit A** hereto.

To have and to hold, all and singular the described property, together with the tenements, hereditaments, and appurtenances belonging to the property, or in any way appertaining, and the rents, issues and profits of the property to Transferee and Transferee's heirs and assigns forever.

In witness whereof, Transferor has set Transferor's hand and seal on the sate first above written.

Crystal River Utilities, Inc.

By: Richard D. Hugus
Richard D. Hugus
Title: _____
President

SEAL

State of North Carolina
County of Wake

There appeared before me, Richard D. Hugus, known to me to be the President of Crystal River Utilities, Inc. who executed the above document and acknowledged the same to be his free act and deed.

Jennifer K. Stoyer
Notary Public

My Commission expires on April 16, 2010

Exhibit A

Property located in Polk County, Florida

County	Description	Tax I.D. Number	
Polk	Crystal River (PSC)-Rosalie Oaks	362824-271000-000602	Real Estate
Polk	Crystal River (PSC)-Rosalie Oaks	362824-271000-000401	Real Estate
Polk	Crystal River (PSC)-Rosalie Oaks	262824-000000-024040	Real Estate
Polk	Crystal River (PSC)-Rosalie Oaks	262824-000000-024050	Real Estate
Polk	Crystal River (PSC)-Rosalie Oaks	282929-991710-001260	Real Estate
Polk	Crystal River (PSC)-Rosalie Oaks	292929-000000-014010	Real Estate

Quitclaim Deed

THIS QUITCLAIM DEED is made on this 1st day of October, 2006 by Crystal River Utilities, Inc., a Florida corporation, ("Transferor") with a principal place of business at 6960 Professional Parkway East, Sarasota, Florida to Aqua Utilities Florida, Inc., a Florida corporation with a principal place of business at 6960 Professional Parkway East, Sarasota, Florida ("Transferee"):

Transferor, in consideration of the sum of One Dollar (\$1.00) to the Transferor paid, the receipt of which is acknowledged, remises, releases and forever quitclaims to the Transferee all of the interest of Transferor, if any in and to that real property located in Sumter County, Florida, and identified by the Property Tax I.D. Number listed on **Exhibit A** hereto.

To have and to hold, all and singular the described property, together with the tenements, hereditaments, and appurtenances belonging to the property, or in any way appertaining, and the rents, issues and profits of the property to Transferee and Transferee's heirs and assigns forever.

In witness whereof, Transferor has set Transferor's hand and seal on the sate first above written.

Crystal River Utilities, Inc.

By: Richard D. Hugus
Richard D. Hugus
Title: President

SEAL

State of North Carolina
County of Wake

There appeared before me, Richard D. Hugus , known to me to be the President of Crystal Rivers Utilities, Inc., who executed the above document and acknowledged the same to be his free act and deed.

Jennifer K. Stayer
Notary Public

My Commission expires on April 16, 2010

Exhibit A

Properties Located in Sumter County

County	Description	Tax I.D. Number	
Sumter	Crystal River-The Woods - Sewer	R12-042	Real Estate
Sumter	Crystal River-The Woods - Water	R12C337	Real Estate

BILL OF SALE
and
ASSIGNMENT AND ASSUMPTION AGREEMENT
between
AQUA UTILITIES, INC.
and
AQUA UTILITIES FLORIDA, INC.

BILL OF SALE and ASSIGNMENT and ASSUMPTION AGREEMENT dated as of October 1 2006, from **AQUA UTILITIES , INC.** (“Seller”), a Texas corporation to **AQUA UTILITIES FLORIDA, INC.** (“Buyer”), a Florida corporation.

WITNESSETH

WHEREAS, Seller and Buyer have entered into a Plan and Agreement of Asset Transfer dated June 26, 2006 (the “Plan of Transfer”) under which Seller has agreed to sell and Buyer has agreed to certain of Seller’s assets (“Water System Assets”) and which are used or useful in the provision of water services (“Water System Business”) in Highland, Lake, and Polk Counties, Florida which are more fully described on **Exhibit A** which is attached hereto and incorporated by reference; and

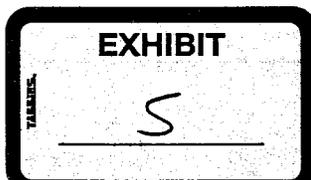
WHEREAS the Plan of Transfer also provides that Seller will sell and Buyer will purchase certain of Seller’s assets (“Wastewater System Assets”) which are used or useful in the provision of wastewater services (“Wastewater System Business”) in Lake, Lee and Polk Counties , Florida and which are more fully described on **Exhibit B** which is attached hereto and incorporated by reference; and

WHEREAS, Buyer has agreed to assume all of the liabilities related to the Water System Business and the Wastewater System Business, (“Assumed Liabilities”) including but not limited to the assumption to provide water services in Highland, Lake, and Polk Counties , Florida; and wastewater services in Lake, Lee and Polk , Florida;

WHEREAS, pursuant to due authorization, Seller is presently executing and delivering this Bill of Sale and Assignment and Assumption Agreement to Buyer for the purpose of selling and assigning to and vesting in Buyer all of the right, title and interest currently held by the Seller in and to the Water System Assets and Wastewater System Assets to the extent that rights, title and interest may be personal property; and

WHEREAS, pursuant to due authorization, Buyer is presently executing and delivering this Bill of Sale and Assignment and Assumption Agreement to Seller for the purpose of assuming the Assumed Liabilities;

NOW, THEREFORE, in consideration of the promises and other consideration set forth in



the Plan of Asset Transfer, the sufficiency of which is hereby acknowledged, the parties hereby agree as follows:

1. Seller hereby grants, sells, conveys, assigns, transfers, sets over to, and vests in the Buyer, its successors and assigns, all of Seller's right, title and interest, legal and equitable, in and to all of the intangible rights and tangible personal property included in the Water System Assets, and Wastewater System Assets to have and to hold the same, forever.

2. Seller hereby constitutes and appoints Buyer, its successors and assigns, as a true and lawful agent and attorney of Seller with full power of substitution, in the name and stead of Seller, but on behalf of and for the benefit of Buyer, to demand and receive any and all of the Water System Assets or Wastewater System Assets which are not in the possession or under the exclusive control of Seller, and to give receipts and releases for and in respect of the same, and any part thereof, and from time to time to institute and prosecute in the name of Seller, or in the name of Buyer, its successors and assigns, as the legal attorney of and for Seller thereunto duly authorized, for the benefit of Buyer, its successors and assigns, and at Buyer's expense, any and all proceedings at law, in equity or otherwise, which Buyer, its successors and assigns, may deem proper for the collection and enforcement of any claim or right of any kind hereby granted, sold, conveyed, transferred or assigned, or intended so to be, and to do all acts and things in relation to the Water System Assets or Wastewater System Assets which Buyer, its successors and assigns, shall deem desirable, Seller hereby declaring that the foregoing powers are coupled with an interest and are and shall be irrevocable by Seller or by the dissolution of Seller or in any manner or for any reason whatsoever.

3 Buyer hereby assumes and agrees to discharge and perform the Assumed Liabilities and provided in the Plan of Asset Transfer.

4. Each party for itself, its successors and assigns, hereby covenants that, at any time and from time to time after the delivery of this instrument, at the other's request and expense and without further consideration, such party will do, execute, acknowledge and deliver, or will cause to be done, executed, acknowledged and delivered, all and every such further acts, conveyances, transfers, assignments, powers of attorney and assurances as may reasonably be required to more effectively to convey, transfer to or vest in, and to put the Buyer in possession of, any of the Water System Assets, or to better enable the Buyer to realize upon or otherwise enjoy any of the Water System Assets or to carry into effect the intent and purposes of the Plan and Agreement of Transfer..

5. Nothing in this instrument, expressed or implied, is intended or shall be construed to confer upon or give to any person, firm or corporation other than the parties, and their successors and assigns any remedy or claim under or by reason of this instrument or any term, covenant or condition hereof, and all of the terms, covenants, conditions, promises and agreements in this instrument contained shall be for the sole and exclusive benefit of the parties and their successors and assigns.

6. This instrument is being executed by the parties with the intention of being legally

bound and shall be binding upon them, their successors and assigns, for the uses and purposes above set forth and referred to, and shall be effective as of the date hereof.

7. This instrument shall be governed by and enforced in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the parties have caused this Bill of Sale and Assignment and Assumption Agreement to be duly executed as of the date first above written.

Aqua Utilities, Inc.

By: Richard D. Hugus
Richard D. Hugus
President

Aqua Utilities Florida, Inc.

By: Richard D. Hugus
Richard D. Hugus
President

UTILITY NAME: AquaSource Utility, Inc.
 SYSTEM NAME / COUNTY: Kings Cove / Lake

YEAR OF REPORT
December 31, 2005

WATER UTILITY PLANT ACCOUNTS

ACCT. NO. (a)	ACCOUNT NAME (b)	PREVIOUS YEAR (c)	ADDITIONS (d)	RETIREMENTS (e)	CURRENT YEAR (f)
301	Organization	\$ -	\$ -	\$ -	\$ -
302	Franchises	918			918
303	Land and Land Rights	1,901			1,901
304	Structure and Improvements	160,824			160,824
305	Collecting and Impounding Reservoirs				
306	Lake, River and Other Intakes				
307	Wells and Springs	10,000	600		10,600
308	Infiltration Galleries and Tunnels				
309	Supply Mains	1,448			1,448
310	Power Generation Equipment	18,276			18,276
311	Pumping Equipment	15,011			15,011
320	Water Treatment Equipment	793		(241)	552
330	Distribution Reservoirs and Standpipes	25,219			25,219
331	Transmission and Distribution Mains	46,260	9,903		56,163
333	Services	6,047			6,047
334	Meters and Meter Installations	10,684			10,684
335	Hydrants				
339	Other Plant / Miscellaneous Equipment	14,214			14,214
340	Office Furniture and Equipment				
341	Transportation Equipment	24,468	354		24,822
342	Stores Equipment				
343	Tools, Shop and Garage Equipment				
344	Laboratory Equipment				
345	Power Operated Equipment				
346	Communication Equipment				
347	Miscellaneous Equipment	2,600			2,600
348	Other Tangible Plant	13,886			13,886
TOTAL WATER PLANT		\$ 352,549	\$ 10,857	\$ (241)	\$ 363,165

NOTE: Any adjustments made to reclassify property from one account to another must be footnoted.

UTILITY NAME: AquaSource Utility, Inc.
 SYSTEM NAME / COUNTY: Summit Chase / Lake

YEAR OF REPORT
 December 31, 2005

WATER UTILITY PLANT ACCOUNTS

ACCT. NO. (a)	ACCOUNT NAME (b)	PREVIOUS YEAR (c)	ADDITIONS (d)	RETIREMENTS (e)	CURRENT YEAR (f)
301	Organization	\$ 8,164	\$ -	\$ -	\$ 8,164
302	Franchises	245			245
303	Land and Land Rights	6,600			6,600
304	Structure and Improvements	96,676	24,441		121,117
305	Collecting and Impounding Reservoirs				
306	Lake, River and Other Intakes				
307	Wells and Springs	43,099			43,099
308	Infiltration Galleries and Tunnels				
309	Supply Mains				
310	Power Generation Equipment	15,861			15,861
311	Pumping Equipment	25,260			25,260
320	Water Treatment Equipment	1,296	-	(262)	1,034
330	Distribution Reservoirs and Standpipes	37,949	3,228		41,177
331	Transmission and Distribution Mains	54,282	1,586		55,868
333	Services	5,567			5,567
334	Meters and Meter Installations	9,542			9,542
335	Hydrants	7,180			7,180
339	Other Plant / Miscellaneous Equipment	664			664
340	Office Furniture and Equipment	1,188			1,188
341	Transportation Equipment	24,469			24,469
342	Stores Equipment				
343	Tools, Shop and Garage Equipment				
344	Laboratory Equipment				
345	Power Operated Equipment				
346	Communication Equipment				
347	Miscellaneous Equipment	400	9,841		10,241
348	Other Tangible Plant	16,257			16,257
TOTAL WATER PLANT		\$ 354,699	\$ 39,096	\$ (262)	\$ 393,533

NOTE: Any adjustments made to reclassify property from one account to another must be footnoted.

UTILITY NAME: AquaSource Utility, Inc.
 SYSTEM NAME / COUNTY: Sebring Lakes / Highlands

YEAR OF REPORT
December 31, 2005

WATER UTILITY PLANT ACCOUNTS

ACCT. NO. (a)	ACCOUNT NAME (b)	PREVIOUS YEAR (c)	ADDITIONS (d)	RETIREMENTS (e)	CURRENT YEAR (f)
301	Organization	\$ -	\$ -	\$ -	\$ -
302	Franchises				
303	Land and Land Rights	4,800			4,800
304	Structure and Improvements	36,656			36,656
305	Collecting and Impounding Reservoirs				
306	Lake, River and Other Intakes				
307	Wells and Springs	42,040			42,040
308	Infiltration Galleries and Tunnels				
309	Supply Mains				
310	Power Generation Equipment		3,628		3,628
311	Pumping Equipment	44,858			44,858
320	Water Treatment Equipment	6,617	1,555		8,172
330	Distribution Reservoirs and Standpipes	36,712			36,712
331	Transmission and Distribution Mains	129,427	5,219		134,646
333	Services	3,962	2,137		6,099
334	Meters and Meter Installations	10,552			10,552
335	Hydrants				
339	Other Plant / Miscellaneous Equipment		601		601
340	Office Furniture and Equipment				
341	Transportation Equipment				
342	Stores Equipment				
343	Tools, Shop and Garage Equipment				
344	Laboratory Equipment				
345	Power Operated Equipment				
346	Communication Equipment				
347	Miscellaneous Equipment				
348	Other Tangible Plant				
TOTAL WATER PLANT		\$ 315,624	\$ 13,140		\$ 328,764

NOTE: Any adjustments made to reclassify property from one account to another must be footnoted.

UTILITY NAME: AquaSource Utility, Inc.
 SYSTEM NAME / COUNTY: Village Water / Polk

YEAR OF REPORT
 December 31, 2005

WATER UTILITY PLANT ACCOUNTS

ACCT. NO. (a)	ACCOUNT NAME (b)	PREVIOUS YEAR (c)	ADDITIONS (d)	RETIREMENTS (e)	CURRENT YEAR (f)
301	Organization	\$ -	\$ -	\$ -	\$ -
302	Franchises	1,583			
303	Land and Land Rights				1,583
304	Structure and Improvements				
305	Collecting and Impounding Reservoirs				
306	Lake, River and Other Intakes				
307	Wells and Springs	3,000			
308	Infiltration Galleries and Tunnels				3,000
309	Supply Mains				
310	Power Generation Equipment				
311	Pumping Equipment		173		
320	Water Treatment Equipment				173
330	Distribution Reservoirs and Standpipes				
331	Transmission and Distribution Mains	43,610	101,893		
333	Services	4,236			145,503
334	Meters and Meter Installations	9,961	3,565		4,236
335	Hydrants	8,346			13,526
339	Other Plant / Miscellaneous Equipment	760			8,346
340	Office Furniture and Equipment				760
341	Transportation Equipment				
342	Stores Equipment				
343	Tools, Shop and Garage Equipment				
344	Laboratory Equipment				
345	Power Operated Equipment	30,890			
346	Communication Equipment				30,890
347	Miscellaneous Equipment				
348	Other Tangible Plant				
TOTAL WATER PLANT		\$ 102,386	\$ 105,631		\$ 208,017

NOTE: Any adjustments made to reclassify property from one account to another must be footnoted.

UTILITY NAME: AquaSource Utility, Inc.
 SYSTEM NAME / COUNTY: 48 Estates / Lake

YEAR OF REPORT
December 31, 2005

WATER UTILITY PLANT ACCOUNTS

ACCT. NO. (a)	ACCOUNT NAME (b)	PREVIOUS YEAR (c)	ADDITIONS (d)	RETIREMENTS (e)	CURRENT YEAR (f)
301	Organization	\$ -	\$ -	\$ -	\$ -
302	Franchises				
303	Land and Land Rights				
304	Structure and Improvements	45,307			45,307
305	Collecting and Impounding Reservoirs				
306	Lake, River and Other Intakes				
307	Wells and Springs				
308	Infiltration Galleries and Tunnels				
309	Supply Mains				
310	Power Generation Equipment				
311	Pumping Equipment				
320	Water Treatment Equipment	559	-	(258)	301
330	Distribution Reservoirs and Standpipes				
331	Transmission and Distribution Mains	762	30,581		31,343
333	Services				
334	Meters and Meter Installations	4,500			4,500
335	Hydrants				
339	Other Plant / Miscellaneous Equipment	1,029			1,029
340	Office Furniture and Equipment				
341	Transportation Equipment	18,361	12,883		31,244
342	Stores Equipment				
343	Tools, Shop and Garage Equipment				
344	Laboratory Equipment				
345	Power Operated Equipment				
346	Communication Equipment				
347	Miscellaneous Equipment	2,417			2,417
348	Other Tangible Plant				
TOTAL WATER PLANT		\$ 72,935	\$ 43,464	\$ (258)	\$ 116,141

NOTE: Any adjustments made to reclassify property from one account to another must be footnoted.

UTILITY NAME: AquaSource Utility, Inc.
 SYSTEM NAME / COUNTY: Lake Josephine / Highlands

YEAR OF REPORT
 December 31, 2005

WATER UTILITY PLANT ACCOUNTS

ACCT. NO. (a)	ACCOUNT NAME (b)	PREVIOUS YEAR (c)	ADDITIONS (d)	RETIREMENTS (e)	CURRENT YEAR (f)
301	Organization	\$ -	\$ -	\$ -	\$ -
302	Franchises				
303	Land and Land Rights	25,000			25,000
304	Structure and Improvements	79,031	5,606		84,637
305	Collecting and Impounding Reservoirs				
306	Lake, River and Other Intakes				
307	Wells and Springs	30,455			30,455
308	Infiltration Galleries and Tunnels				
309	Supply Mains	50,431			50,431
310	Power Generation Equipment				
311	Pumping Equipment	7,361	1,146		8,507
320	Water Treatment Equipment	70,507			70,507
330	Distribution Reservoirs and Standpipes				
331	Transmission and Distribution Mains	150,391	2,004		152,395
333	Services	16,999			16,999
334	Meters and Meter Installations	53,904	6,182		60,086
335	Hydrants				
339	Other Plant / Miscellaneous Equipment				
340	Office Furniture and Equipment				
341	Transportation Equipment				
342	Stores Equipment				
343	Tools, Shop and Garage Equipment	3,191			3,191
344	Laboratory Equipment				
345	Power Operated Equipment	1,943			1,943
346	Communication Equipment				
347	Miscellaneous Equipment	6,834	566		7,400
348	Other Tangible Plant				
TOTAL WATER PLANT		\$ 496,047	\$ 15,504		\$ 511,551

NOTE: Any adjustments made to reclassify property from one account to another must be footnoted.

UTILITY NAME: AquaSource Utility, Inc.
 SYSTEM NAME / COUNTY: Kings Cove / Lake

YEAR OF REPORT
 December 31, 2001

WASTEWATER UTILITY PLANT ACCOUNTS

ACCT. NO. (a)	ACCOUNT NAME (b)	PREVIOUS YEAR (c)	ADDITIONS (d)	RETIREMENTS (e)	CURRENT YEAR (f)
351	Organization			\$ -	\$
352	Franchises				
353	Land and Land Rights	13,314			13,314
354	Structure and Improvements	239,881			239,881
355	Power Generation Equipment				
360	Collection Sewers - Force	40,000			40,000
361	Collection Sewers - Gravity	7,759	20,438		28,197
362	Special Collecting Structures				
363	Services to Customers	5,000			5,000
364	Flow Measuring Devices				
365	Flow Measuring Installations				
366	Reuse Services				
367	Reuse Meters and Meter Installations				
370	Receiving Wells	626			626
371	Pumping Equipment	28,738	1,514		30,252
374	Reuse Distribution Reservoirs				
375	Reuse Transmission and Distribution System				
380	Treatment & Disposal Equipment	13,214		(428)	12,786
381	Plant Sewers				
382	Outfall Sewer Lines				
389	Other Plant / Miscellaneous Equipment	3,192			3,192
390	Office Furniture & Equipment				
391	Transportation Equipment	5,771			5,771
392	Stores Equipment				
393	Tools, Shop and Garage Equipment				
394	Laboratory Equipment				
395	Power Operated Equipment				
396	Communication Equipment				
397	Miscellaneous Equipment	40,835			40,835
398	Other Tangible Plant	8,089			8,089
Total Wastewater Plant		\$ 406,419	\$ 21,952	\$ (428)	\$ 427,943

NOTE: Any adjustments made to reclassify property from one account to another must be footnoted.

UTILITY NAME: AquaSource Utility, Inc.
 SYSTEM NAME / COUNTY: Summit Chase / Lake

YEAR OF REPORT
 December 31, 2005

WASTEWATER UTILITY PLANT ACCOUNTS

ACCT. NO. (a)	ACCOUNT NAME (b)	PREVIOUS YEAR (c)	ADDITIONS (d)	RETIREMENTS (e)	CURRENT YEAR (f)
351	Organization	\$ 11,343	\$ -	\$ -	\$ 11,343
352	Franchises	250			250
353	Land and Land Rights				
354	Structure and Improvements	33,487	12,160		45,647
355	Power Generation Equipment				
360	Collection Sewers - Force	770			770
361	Collection Sewers - Gravity	58,256			58,256
362	Special Collecting Structures				
363	Services to Customers	9,248			9,248
364	Flow Measuring Devices				
365	Flow Measuring Installations	8,098			8,098
366	Reuse Services				
367	Reuse Meters and Meter Installations				
370	Receiving Wells				
371	Pumping Equipment	79,956			79,956
374	Reuse Distribution Reservoirs				
375	Reuse Transmission and Distribution System				
380	Treatment & Disposal Equipment	5,995			5,995
381	Plant Sewers				
382	Outfall Sewer Lines				
389	Other Plant / Miscellaneous Equipment				
390	Office Furniture & Equipment				
391	Transportation Equipment	5,770			5,770
392	Stores Equipment				
393	Tools, Shop and Garage Equipment				
394	Laboratory Equipment				
395	Power Operated Equipment				
396	Communication Equipment				
397	Miscellaneous Equipment	2,148			2,148
398	Other Tangible Plant	2,644			2,644
Total Wastewater Plant		\$ 217,965	\$ 12,160	\$ -	\$ 230,125

NOTE: Any adjustments made to reclassify property from one account to another must be footnoted.

UTILITY NAME: AquaSource Utility, Inc.
 SYSTEM NAME / COUNTY: Village Water / Polk

YEAR OF REPORT
 December 31, 2005

WASTEWATER UTILITY PLANT ACCOUNTS

ACCT. NO. (a)	ACCOUNT NAME (b)	PREVIOUS YEAR (c)	ADDITIONS (d)	RETIREMENTS (e)	CURRENT YEAR (f)
351	Organization	\$ 1,417	\$ -	\$ -	\$ 1,417
352	Franchises				
353	Land and Land Rights	19,000			19,000
354	Structure and Improvements	23,489			23,489
355	Power Generation Equipment				
360	Collection Sewers - Force	26,089			26,089
361	Collection Sewers - Gravity	37,964			37,964
362	Special Collecting Structures				
363	Services to Customers	1,188			1,188
364	Flow Measuring Devices				
365	Flow Measuring Installations		683		683
366	Reuse Services				
367	Reuse Meters and Meter Installations				
370	Receiving Wells	1,922			1,922
371	Pumping Equipment	99,066	2,702		101,768
374	Reuse Distribution Reservoirs				
375	Reuse Transmission and Distribution System				
380	Treatment & Disposal Equipment	2,813	355		3,168
381	Plant Sewers	33,367			33,367
382	Outfall Sewer Lines	719			719
389	Other Plant / Miscellaneous Equipment				
390	Office Furniture & Equipment				
391	Transportation Equipment				
392	Stores Equipment				
393	Tools, Shop and Garage Equipment				
394	Laboratory Equipment				
395	Power Operated Equipment				
396	Communication Equipment				
397	Miscellaneous Equipment				
398	Other Tangible Plant	34,099			34,099
Total Wastewater Plant		\$ 281,133	\$ 3,740	\$ -	\$ 284,873

NOTE: Any adjustments made to reclassify property from one account to another must be footnoted.

UTILITY NAME: AquaSource Utility, Inc.
 SYSTEM NAME / COUNTY: South Seas / Lee

YEAR OF REPORT
 December 31, 2005

WASTEWATER UTILITY PLANT ACCOUNTS

ACCT. NO. (a)	ACCOUNT NAME (b)	PREVIOUS YEAR (c)	ADDITIONS (d)	RETIREMENTS (e)	CURRENT YEAR (f)
351	Organization			\$ -	\$ -
352	Franchises				
353	Land and Land Rights	60,000			60,000
354	Structure and Improvements	416,491			416,491
355	Power Generation Equipment	14,034	56,053		70,087
360	Collection Sewers - Force	35,115			35,115
361	Collection Sewers - Gravity	19,830			19,830
362	Special Collecting Structures	27,832			27,832
363	Services to Customers				
364	Flow Measuring Devices	4,765			4,765
365	Flow Measuring Installations	749			749
366	Reuse Services				
367	Reuse Meters and Meter Installations				
370	Receiving Wells				
371	Pumping Equipment	954,902	3,436	(517,717)	440,621
374	Reuse Distribution Reservoirs	33,131			33,131
375	Reuse Transmission and Distribution System	14,379			14,379
380	Treatment & Disposal Equipment	1,627,716	34,119	(1,156)	1,660,679
381	Plant Sewers	1,714			1,714
382	Outfall Sewer Lines	71,879			71,879
389	Other Plant / Miscellaneous Equipment	81,163			81,163
390	Office Furniture & Equipment				
391	Transportation Equipment	19,252	11,444	(14,252)	16,444
392	Stores Equipment				
393	Tools, Shop and Garage Equipment	912			912
394	Laboratory Equipment		11,399		11,399
395	Power Operated Equipment	1,493			1,493
396	Communication Equipment	1,498			1,498
397	Miscellaneous Equipment				
398	Other Tangible Plant	12,961			12,961
Total Wastewater Plant		\$ 3,399,816	\$ 116,451	\$ (533,125)	\$ 2,983,142

NOTE: Any adjustments made to reclassify property from one account to another must be footnoted.

Quitclaim Deed

THIS QUITCLAIM DEED is made on this 1st day of October, 2006 by Aqua Utilities, Inc., a Texas corporation, ("Transferor") with a principal place of business at 1021 Main Street, Houston, Texas to Aqua Utilities Florida, Inc., a Florida corporation with a principal place of business at 6960 Professional Parkway East, Sarasota, Florida ("Transferee"):

Transferor, in consideration of the sum of One Dollar (\$1.00) to the Transferor paid, the receipt of which is acknowledged, remises, releases and forever quitclaims to the Transferee all of the interest of Transferor, if any in and to that real property located in Lake County, Florida, and described and identified by the Property Tax I.D. Number listed on **Exhibit A** hereto.

To have and to hold, all and singular the described property, together with the tenements, hereditaments, and appurtenances belonging to the property, or in any way appertaining, and the rents, issues and profits of the property to Transferee and Transferee's heirs and assigns forever.

In witness whereof, Transferor has set Transferor's hand and seal on the sate first above written.

Aqua Utilities, Inc.

By: Richard D. Hugus
Richard D. Hugus

Title: President

SEAL

State of North Carolina
County of Wake

There appeared before me, Richard D. Hugus, known to me to be the President of Aqua Utilities, Inc., who executed the above document and acknowledged the same to be his free act and deed.

Jennifer K. Stalzer
Notary Public

My Commission expires on April 16, 2010

Exhibit A

Properties located in Lake County

County	Description	Tax I.D. Number	
Lake	Carlton Village	1118240100-027-04400	Real Estate
Lake	Carlton Village	1118240100-011-00001	Real Estate
Lake	East Lake Harris Estates	2020262100-000-11000	Real Estate
Lake	Fern Terrace	3019250100-000-03500	Real Estate
Lake	Friendly Center	2920260800-000-04000	Real Estate
Lake	Grand Terrace	3218260275-000-00001	Real Estate
Lake	Grand Terrace	3218240100-000-03201	Real Estate
Lake	Hobby Hills	2818240200-000-04201	Real Estate
Lake	Holiday Haven	2518250002-000-03100	Real Estate
Lake	Imperial Mobile Terrace	2519250400-00B-01502	Real Estate
Lake	Morningview	0220240002-000-00801	Real Estate
Lake	Morningview	0715270100-000-03201	Real Estate
Lake	Morningview	0715271000-000-01105	Real Estate
Lake	Palms MHP	3620240200-000-00A00	Real Estate
Lake	Picciola Island	1319240100-00B-00800	Real Estate
Lake	Piney Woods	3318240003-000-03400	Real Estate
Lake	Silver Lake/Western Shores	0119250500-054-00200	Real Estate
Lake	Skycrest	3418240200-000-01200	Real Estate
Lake	Stone Mountain	1820250001-000-03200	Real Estate
Lake	Valencia Terrace	1019240700-000-00101	Real Estate
Lake	Venetian Village	1120260003-000-00106	Real Estate
Lake	Venetian Village	1120260003-000-00104	Real Estate
Lake	Western Shores	0719260100-000-04100	Real Estate
Lake	Kings Cove	0119240100-00A-00000	Real Estate
Lake	Summit Chase	3119260003-000-03602	Real Estate
Lake	Summit Chase	3119260003-000-03603	Real Estate
Lake	Summit Chase	1319250002-000-04204	Real Estate
Lake	Summit Chase	3119260250-00A-00003	Real Estate
Lake	48 Estates	1319250100-000-04801	Real Estate

Quitclaim Deed

THIS QUITCLAIM DEED is made on this 1st day of October, 2006 by Aqua Utilities, Inc., a Texas corporation, ("Transferor") with a principal place of business at 1021 Main Street, Houston, Texas to Aqua Utilities Florida, Inc., a Florida corporation with a principal place of business at 6960 Professional Parkway East, Sarasota, Florida ("Transferee"):

Transferor, in consideration of the sum of One Dollar (\$1.00) to the Transferor paid, the receipt of which is acknowledged, remises, releases and forever quitclaims to the Transferee all of the interest of Transferor, if any in and to that real property located in Lee County, Florida, and identified by the Property Tax I.D. Number listed on **Exhibit A** hereto.

To have and to hold, all and singular the described property, together with the tenements, hereditaments, and appurtenances belonging to the property, or in any way appertaining, and the rents, issues and profits of the property to Transferee and Transferee's heirs and assigns forever.

In witness whereof, Transferor has set Transferor's hand and seal on the sate first above written.

Aqua Utilities, Inc.

By: Richard D. Hugus
Richard D. Hugus
Title: President

SEAL

State of North Carolina
County of Wake

There appeared before me, Richard D. Hugus, known to me to be the President of Aqua Utilities, Inc., who executed the above document and acknowledged the same to be his free act and deed.

Jennifer K. Stayer
Notary Public

My Commission expires on April 16, 2010

Exhibit A
Properties located in Lee County Florida

County	Description	Tax I.D. Number	
Lee	South Seas	22-45-21-00-00005.0010	Real Estate
Lee	South Seas	26-45-21-00-00013.0000	Real Estate

Quitclaim Deed

THIS QUITCLAIM DEED is made on this 1st day of October, 2006 by Aqua Utilities, Inc., a Texas corporation, ("Transferor") with a principal place of business at 1021 Main Street, Houston, Texas to Aqua Utilities Florida, Inc., a Florida corporation with a principal place of business at 6960 Professional Parkway East, Sarasota, Florida ("Transferee"):

Transferor, in consideration of the sum of One Dollar (\$1.00) to the Transferor paid, the receipt of which is acknowledged, remises, releases and forever quitclaims to the Transferee all of the interest of Transferor, if any in and to that real property located in Highland County, Florida, and identified by the Property Tax I.D. Number listed on **Exhibit A** hereto.

To have and to hold, all and singular the described property, together with the tenements, hereditaments, and appurtenances belonging to the property, or in any way appertaining, and the rents, issues and profits of the property to Transferee and Transferee's heirs and assigns forever.

In witness whereof, Transferor has set Transferor's hand and seal on the sate first above written.

Aqua Utilities, Inc.

By: Richard D. Hugus
Richard D. Hugus
Title: President

SEAL

State of North Carolina
County of Wake

There appeared before me, Richard D. Hugus, known to me to be the President of Aqua Utilities, Inc., who executed the above document and acknowledged the same to be his free act and deed.

Jennifer K. Stodier
Notary Public

My Commission expires on April 16, 2010

Quitclaim Deed

THIS QUITCLAIM DEED is made on this 1st day of October, 2006 by Aqua Utilities, Inc., a Texas corporation, ("Transferor") with a principal place of business at 1021 Main Street, Houston, Texas to Aqua Utilities Florida, Inc., a Florida corporation with a principal place of business at 6960 Professional Parkway East, Sarasota, Florida ("Transferee"):

Transferor, in consideration of the sum of One Dollar (\$1.00) to the Transferor paid, the receipt of which is acknowledged, remises, releases and forever quitclaims to the Transferee all of the interest of Transferor, if any in and to that real property located in Polk County, Florida, and identified by the Property Tax I.D. Number listed on **Exhibit A** hereto.

To have and to hold, all and singular the described property, together with the tenements, hereditaments, and appurtenances belonging to the property, or in any way appertaining, and the rents, issues and profits of the property to Transferee and Transferee's heirs and assigns forever.

In witness whereof, Transferor has set Transferor's hand and seal on the sate first above written.

Aqua Utilities, Inc.

By: Richard D. Hugus
Richard D. Hugus
Title: President

SEAL

State of North Carolina
County of Wake

There appeared before me, Richard D. Hugus known to me to be the President of Aqua Utilities, Inc., who executed the above document and acknowledged the same to be his free act and deed.

Jennifer K. Stalger
Notary Public

My Commission expires on April 16, 2010

Exhibit A

Property located in Polk County

County	Description	Tax I.D. Number	
Polk	Gibsonia Estates	242723-008900-001043	Real Estate
Polk	Lake Gibson Estates	242723-008300-008082	Real Estate
Polk	Lake Gibson Estates	242723-008300-003062	Real Estate
Polk	Lake Gibson Estates	272723-008300-001012	Real Estate
Polk	Lake Gibson Estates	272723-000000-014003	Real Estate
Polk	Lake Gibson Estates	242723-000000-012004	Real Estate
Polk	Orange Hill/Sugar Creek	282825-354770-020020	Real Estate