

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

FILED⁴
SEP 06 2002

Missouri Public
Service Commission

In the Matter of the Application of)
Environmental Utilities LLC. to)
Acquire by Foreclosure the Franchise,) Case No. WM-2003-0065
Water Works, and Sewer System of)
Osage Water Company)

HANCOCK CONSTRUCTION COMPANY'S APPLICATION TO INTERVENE
AND PROPOSED RESPONSE
TO THE APPLICATION OF ENVIRONMENTAL UTILITIES, LLC.

COMES NOW Hancock Construction Company, movant, by and through it's attorney of record, Thomas E. Loraine of Loraine & Associates, and moves to intervene in the above referenced matter, and in support of this application and response states as follows:

For it's reasons, movant (Hancock) states that said application is in conformity with C.S.R. 240 et.seq.

STATEMENT OF FACTS

1. Notice for response to the Application of Environmental Utilities, L.L.C. was scheduled for August 30, 2002. Hancock Construction Company was scheduled for trial in the Circuit Court of Camden County on September 3, 2002 in Hancock Construction Company vs. Osage Water Company, and did in fact obtain a Judgment against Osage Water Company in the amount of \$215,640.39, a copy of which is attached hereto as Exhibit 1.

2. The unverified application to acquire the franchise, water works and sewer system

of Osage Water Company is an attempt by Environmental Utilities, L.L.C. to transfer all of Osage Water Company's assets to Environmental Utilities, L.L.C. that has no authority to provide water service to any entity in the State of Missouri.

3. Hancock Construction Company's interest in the matter is that it has significant facts to present to the Commission that should be considered in the public interest.

4. Hancock has been involved in significant litigation with Osage Water Company.

5. Osage Water Company has not operated in accordance with record keeping and accounting principles for the past eight years.

6. Environmental Utilities, LLC. is a limited liability company formed and owned by Gregory and Deborah Williams, husband and wife. Deborah Williams is the managing member of Environmental Utilities, L.L.C. She is also the trustee of the Future Advance Deed of Trust at issue in this case.

7. Osage Water Company is a corporation which holds certificates to provide water and/or sewer service in Camden County, Missouri. Deborah Williams is the manager of Osage Water Company. Gregory Williams has a history of ownership in Osage Water Company (OWC). Mr Williams has also been designated as the trustee of a voting trust allowing him to vote all the voting shares of Osage Water Company's stock. Mr. Williams has previously played significant roles in the management of Osage Water Company as shareholder, director, officer, manager and attorney.

8. Environmental Utilities, L.L.C.'s claim in paragraph 1 that it has been approved by this Commission to provide utility water service is false. In its June 27, 2002 Report and Order WA-2002-65 the Commission found:

"The Commission will, however, require Environmental Utilities to demonstrate compliance with one proposed condition before it grants the requested certificate of convenience and necessity. That single condition is that Environmental Utilities demonstrate that it has arranged to provide wholesale water to Osage Water for delivery to its customers in Eagle Woods."

9. Environmental Utilities, L.L.C. states in Paragraph 8 of the Application in this case that OWC is not authorized to conduct business in the State of Missouri, that OWC is insolvent and unable to pay its debts as they accrue. Based on these assertions, OWC cannot enter into any wholesale contract with Environmental Utilities, L.L.C..

10. The Commission's required wholesale contract does not exist and cannot exist. Without a wholesale contract, Environmental Utilities, L.L.C. 's conditional Certificate of Convenience and Necessity (CCN) allowed in Case WA-2002-65 is void. Environmental Utilities, L.L.C. is now an unregulated corporation with unauthorized assets transferred from OWC in violation of state law requiring prior approval of the Public Service Commission.

11. Evidence presented in Case WA-2002-65 showed under Section 393.190.1 that there was an unauthorized transfer of water well, excavator and bobcat assets from OWC to Environmental Utilities, L.L.C. . These assets were identified in Case WA-99-437 as OWC rate base assets supporting OWC's Eagle Woods CCN Application. Commission refusal to consider evidence on this unauthorized transfer in Case WA-2002-65 has now set up conditions where it is possible that OWC's Eagle Wood customers could suffer the same fate as the Broadwater Bay customers but without any regulatory protection since Environmental Utilities, L.L.C. is not a regulated utility.

12. The Commission was forewarned in Case WA-2002-65 that awarding a CCN to Environmental Utilities, L.L.C. would create a situation where further unauthorized transfer of assets from OWC to Environmental Utilities, L.L.C. could occur.

13. Mr. Williams has now resorted to possible felonious actions to accomplish these foretold unauthorized transfers.

14. Substantial evidence, not considered by the Commission, was first presented in Case WA-97-236 documenting the incompetence, illegal activities and operations hazardous, such as illusionary fire hydrants, to the public. This evidence demonstrated Mr. and Mrs. Williams' inability to provide water service through their present corporation (OWC). The evidence in WA- 97-236 showed during the tenure of Williams management the debt ratio in excess of 90%, combined with the Williams' incompetence resulted in the now occurring OWC "financial death spiral".

15. The Commission's failure to consider evidence presented in Cases WA-97-236 and WA-2002-65 identified a pattern of Commission findings not consistent with its statutory powers allowing it to "best promote public interest, preserve the public health and protect those using such... water...system."

16. This pattern was crystalized in Commissioner Murray's dissent in Case WA-2002-65: " I am convinced, however, that today's decision will serve only the interests of the Applicant and the principals of OWC".

17. This Commission pattern of ignoring substantial evidence in order to secure the interests of Gregory and Deborah Williams has now resulted in probable violation of Section 393.220.4 where Mr. Williams, Mrs. Williams and Mr. Mitchell could be deemed guilty of a felony.

18. The "Deed of Trust", the basis of the attempted transfer of all OWC assets to Environmental Utilities, L.L.C., a copy of which is attached hereto as Exhibit 2 as well as the Assignment of the Deed of Trust to Environmental Utilities, L.L.C., a copy of which is attached hereto as Exhibit 3, relies on a promissory note promising to pay "the holder [t]hereof" the sum of \$500,000.00. Based on the circumstances it is clear the "holder" was Greg Williams and the promissary note is in exchange for legal fees billed to OWC by Mr. Williams' private law firm. Mr. Williams' legal fees first came into question during Staff's audit in Case WA-97-236. Further, Staff stated these fees would be investigated in OWC's next rate case. A review of Staff's filing in Case WR-2000-557 and Staff Accounting Schedules used as the basis of the rate relief shows that these legal fees were not capitalized, amortized or expensed. Staff rejected these legal fees in determining the cost of service adopted by the Commission and reflected in OWC's present tariffs.

19. On February 14, 2001 in Case WR 2000-557, Staff filed its direct case excluding all Gregory Williams legal fees from its recommended rate relief for OWC. The Commission relied solely on Staff's filing since OWC did not prefile any written testimony, and none of the

testimony of its witness at the evidentiary hearing contradicted Staff's calculation of Osage's appropriate revenue requirement.

20. On February 15, 2001, in an attempt to circumvent Staff recommendations and Commission findings excluding Gregory Williams legal fees, OWC executed a Promissory Note with a principal balance of \$436,328.47. The Promissory Note stated the principal, Gregory Williams, would be due and payable upon demand.... in equal monthly installments of \$1,000.00.00.

21. The Promissory Note and Deed of Trust are void by reason of Section 393.220.2. Any sale, transfer, assignment, mortgage, or other disposition or encumbrance of OWC's Camden County assets without an order from the Missouri Public Service Commission is void. Section 393.190.1

22. OWC is an administratively dissolved corporation as of the afternoon of September 3, 2002, doing business in Camden County, Missouri. Under Section 393.145 RSMO the appropriate remedy would be to petition the Circuit Court for an Order attaching the assets of the utility and placing the utility under the control and responsibility of a receiver. Such action is necessary to prevent transfer of OWC assets to Gregory Williams with subsequent assignment of these assets to Environmental, a non regulated corporation causing irrevocable harm to creditor Hancock Construction Company and to other creditors, as well as to the public using these water and sewer systems. Mr. Hancock's Judgment was obtained the morning of September 3, 2002, a copy of which is attached hereto as Exhibit 1.

23. Hancock Construction, as a creditor with a Camden County Circuit Court Judgment of \$215,640.39 will, if allowed, intervene in this case. Hancock's latest intervention in Case

WA-2002-65 resulted in an approximate 11 month delay in Commission granting a conditional Certificate of Convenience and Necessity to Environmental Utilities, L.L.C. If Environmental Utilities, L.L.C. forecloses upon OWC's assets and these assets are transferred to Environmental Utilities, L.L.C., it could set up the conditions presently endured by the customers at Broadwater Bay. And, without recourse such as Staffs filed complaint in Case WC-2002-67, these customers could be without water services for 11 months.

24 All OWC assets if transferred to Environmental Utilities, L.L.C., an unregulated corporation, would prevent Staff from filing a complaint because OWC wouldn't own the assets needed to serve customers in its Certificated areas.

25. This onerous condition, due to Commission findings in Case WA-2002-65, now exist for Eagle Woods customers.

26. Due to Commission preferential treatment of the Williams' Case WA-2002-65 Application, there was an unauthorized transfer of a water well, an excavator and a bobcat from OWC to Environmental Utilities, L.L.C.

27. Eagle Woods customers are now being served from assets "owned" by Gregory and Deborah Williams and served by Environmental Utilities, an unregulated corporation without a CCN.

WHEREFORE, Hancock Construction Company respectfully requests that the Commission deny Environmental Utilities, L.L.C.'s request for approval of it's foreclosure on OWC's assets, deny Environmental Utilities, L.L.C.'s Application for Certificate of Convenience and Necessity, enjoin Deborah Williams and Gregory Williams from foreclosing on Osage Water Company, under Section 393.145 RSMo. Petition the Circuit Court for an order attaching the

assets of the utility and placing the utility under the control and responsibility of a receiver, set this matter for evidentiary hearing, and order a rehearing on Case WA-2002-65.

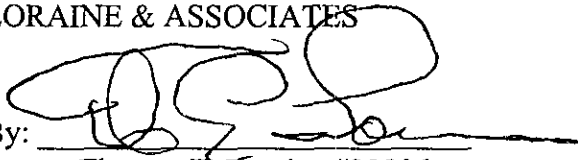
In accordance with 4 CSR 240-2.080.

1. This application is filed with one original and fourteen copies.
2. A cover letter stating the subject matter of this Application to file herewith. Such letter contains no matter for PSC decision.
3. Not applicable.
4. One copy of this Application and one copy of the cover letter has been served on the Public Counsel. See Certificate of Service below.
5. Not applicable.
6. One copy of this Application has been sent by certified, return receipt mail to Gregory Williams. See Certificate of Service below.
7. This Application to Intervene is filed with the Executive Secretary of the PSC on September 6, 2002, the expected date of the Secretary's file stamp.
8. Hancock Construction Company is represented by Thomas E. Loraine of the firm of Loraine & Associates whose signature appears hereinafter.
9. This Application to Intervene displays on it's first page the case number before the PSC and the title of the proceedings before the PSC, including name of Applicant.
10. This Application is typewritten on 8-1/2 x 11 inch paper, bound on its left edge with appendices.
11. Not applicable.

12. Paragraph 12 is applicable since this is an emergency filing since the time for response was August 30, 2002.
13. Not applicable.
14. Not applicable.

Respectfully submitted,

LORAIN & ASSOCIATES

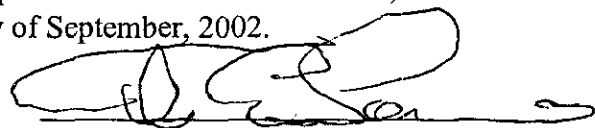
By: 

Thomas E. Loraine #22206
4075 Highway 54, Suite 300
Osage Beach, MO. 65065
(573) 348-8909 Telephone
(573) 348-8920 Facsimile

ATTORNEY FOR HANCOCK CONSTRUCTION
COMPANY

CERTIFICATE OF SERVICE

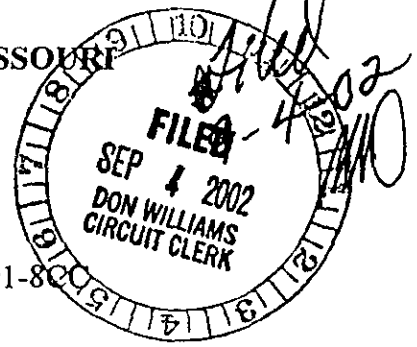
The undersigned hereby certifies that a true copy of the foregoing Application was served upon the attorneys of record by **CERTIFIED, RETURN RECEIPT REQUESTED** to **Gregory D. Williams**, Highway 5 at Lake Road 5-32, P.O. Box 431, Sunrise Beach, MO. 65079 and **HAND DELIVERED** by **William Cochran** AND **U.S. MAIL** to **Office of Public Counsel, P.O. Box 7800, Jefferson City, MO. 65102** and **General Counsel, Missouri Public Service Commission, P.O. Box 360, Jefferson City, MO. 65102**, AND by U.S. Mail, postage prepaid to the Presiding Commissioner, Camden County courthouse, 1 Court Circle, P.O. Box 960, Camdenton, Mo. 65020, and Missouri Department of Natural Resources, 205 Jefferson Street, Jefferson City, MO. 65101, on this 6th day of September, 2002.


THOMAS E. LORAIN

IN THE CIRCUIT COURT OF CAMDEN COUNTY, MISSOURI

HANCOCK CONSTRUCTION COMPANY,)
)
Plaintiff,)
)
v.)
)
OSAGE WATER COMPANY,)
)
Defendant.)

Case No. CV101-800



JUDGMENT

On the 3rd day of September 2002, the following proceedings were had and made of record before the Honorable Mary Dickerson, Circuit Court Judge, in the above-entitled cause. On the aforesaid date, plaintiff appeared by and through its President, David L. Hancock, and by counsel, Thomas E. Loraine of Loraine & Associates. Defendant, although duly notified, failed to appear for trial.

This cause came on for trial and was submitted to the court upon plaintiff's Petition. The court, having heard and considered the evidence and the statements of counsel, does hereby find in favor of plaintiff and against defendant as to all issues, including as to defendant's defense that the Debenture Note at issue was not approved by the Missouri Public Service Commission as required by § 393.180, RSMo.

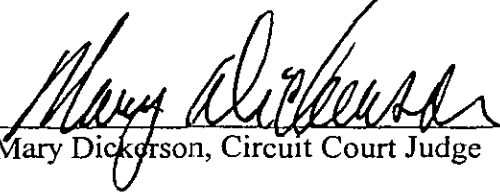
WHEREFORE, IT IS ORDERED that defendant shall pay to plaintiff the sum of \$215,640.39 with interest accruing at the rate of nine percent (9%) per annum as of ~~May 24~~ ^{Sept. 3}, 2002. 

IT IS FURTHER ORDERED that the cost of this action be, and are hereby, taxed against defendant.

PLAINTIFF'S
EXHIBIT

tabbles

Dated this 3rd day of September 2002.



Mary Dickerson, Circuit Court Judge

CERTIFIED TO BE A TRUE AND
CORRECT COPY OF THE ORIGINAL

DATE 9-4-02

CLERK OF CIRCUIT COURT
CAMDEN COUNTY, MO.

BY Don Williams CLERK

BY B. Cheryl Dean DEPUTY

Elkins-Swyers Co., Springfield, Mo. - Y-5315

BK0210PG0059

**FUTURE ADVANCE DEED OF TRUST & SECURITY AGREEMENT
STATE OF MISSOURI**

THIS DEED OF TRUST SECURES FUTURE ADVANCES AND FUTURE OBLIGATIONS AND IS GOVERNED BY THE PROVISIONS OF SECTION 443.055 RSMo.

THIS DEED, MADE AND ENTERED INTO THIS 15th day of February, 2001, by and between Osage Water Company, A Missouri Corporation, Grantor, whose address is P.O. Box 777, Camden, MO 65020 and

Debra J. Williams, Trustee, whose address is P.O. Box 231, Sunrise Beach, MO 65079, and

Gregory D. Williams, Attorney at Law, whose address is P.O. Box 431, Sunrise Beach, MO 65079, Beneficiary.

WITNESSETH, That the Grantor, in consideration of One Dollar to it in hand paid by the Trustee, receipt of which is hereby acknowledged, does hereby grant, bargain and sell to the Trustee the land in Camden County, Missouri, and grants to the Beneficiary a Security Interest in the fixtures, equipment, and intangibles described as follows:

All property owned by Osage Water Company in Camden County, Missouri, including, but not limited to, the following described tracts of land:

All of Lot 99A of Shawnee Bend No. 5, a subdivision in Camden County, Missouri.

ALSO: A tract of land in the Southeast Quarter of Section 12, Township 39 North, Range 16 West, and being a part of a tract as described in Book 96, Page 572, Camden County Records, Camden County, Missouri, more particularly described as follows: Commencing at the Southwest corner of the Southeast Quarter of said Section 12, thence South 89 Degrees 52 minutes 20 seconds East along the South line of said Section 12, 614.68 feet to the true point of beginning; thence continuing South 89 degrees 52 minutes 20 seconds East 82.28 feet, to the Southeast corner of said tract as described in Book 96, Page 572; thence leaving the section line North along the east line of said tract 164.70 feet, to the Northeast corner of said tract; thence South 89 degrees 49 minutes 54 seconds West along the South line of PASSOVER ROAD, and the north line of said tract, 10.0 feet; thence leaving said north line South 111.66 feet; thence West 72.28 feet; thence South 53.04 feet to the true point of beginning.

Together with an easement for the operation, maintenance, repair and replacement of the existing water lines and water system now located in or hereafter installed or constructed in PARKVIEW BAY SUBDIVISION.

ALSO: A tract of land in Government Lot 3, in Section 3, and a part of the Northwest Quarter of the Northeast Quarter of Section 10, all in Township 39 North, Range 16 West, and being part of a tract as described in Book 225, Page 815, Camden County, Missouri, more particularly described as follows:

Beginning at the Southwest Corner of the Northwest quarter of the Northeast Quarter of Section 10, thence North along the west line of the Northwest Quarter of the Northeast Quarter 570.6 feet; thence East 29.6 feet; thence North 42 degrees 28 Minutes East 610.5 feet to the centerline of

PLAINTIFF'S
EXHIBIT

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road, said point being the point of beginning of said tract as described in Book 225, Page 815, thence along said centerline and the Southwesterly line of said tract the following courses: thence North 10 degrees 57 minutes 47 seconds West, 165.58 feet; thence North 53 degrees 58 minutes 40 seconds West 280.96 feet, to the true point of beginning; thence continuing along said centerline North 53 degrees 58 minutes 40 seconds West 66.2 feet to the Northwestern corner of said tract; thence leaving said centerline North 73 degrees 30 minutes 00 seconds East, along the northerly line of said tract 75.64 feet; thence leaving said northerly line South 53 degrees 58 minutes 40 seconds East 20.14 feet; thence South 36 degrees 01 minute 20 seconds West, 60.0 feet to the true point of beginning. Subject to the right of way of said road.

ALSO: A tract of land in Government Lot 2 of the Northwest quarter of Section 34, Township 38 North, Range 17 West, and being a part of a tract as described in Book 57, Page 224, Camden County Records Office, Camden County, Missouri, more particularly described as follows: Beginning at a stone at the southwest corner of said Lot 2, thence North 04 degrees 01 minute 58 seconds West along the west line of Lot 2, 266.14 feet; thence leaving said west line North 85 degrees 58 minutes 01 second East, 144.96 feet to the true point of beginning; thence North 05 degrees 43 minutes 14 seconds East, 27.92 feet; thence South 84 degrees 16 minutes 46 seconds East, 35.00 feet; thence South 05 degrees 43 minutes 14 seconds West, 27.92 feet; thence North 84 degrees 16 minutes 46 seconds West, 35.00 feet to the true point of beginning.

A tract of land in Government Lot 2 of the Northwest quarter of Section 34, Township 38 North, Range 17 West, and being a part of a tract as described in Book 57, Page 224, Camden County Records Office, Camden County, Missouri, more particularly described as follows: Beginning at a stone at the southwest corner of said Lot 2, thence North 04 degrees 01 minute 58 seconds West along the west line of Lot 2, 266.14 feet; thence leaving said west line North 85 degrees 58 minutes 01 second East, 144.96 feet to the true point of beginning; thence North 05 degrees 43 minutes 14 seconds East, 27.92 feet; thence South 84 degrees 16 minutes 46 seconds East, 35.00 feet; thence South 05 degrees 43 minutes 14 seconds West, 27.92 feet; thence North 84 degrees 16 minutes 46 seconds West, 35.00 feet to the true point of beginning.

ALSO: All of Well Easement "B" as shown on the Plat of Survey recorded in Book 25 at Page 9 in the Office of the Recorder of Deeds of Camden County, Missouri.

ALSO: All that part of Tract 8 of TUTTLE'S ACREAGES, a subdivision in Camden County, Missouri, according to the plat thereof on file and of record in the Office of the Recorder of Deeds, Camden County, Missouri, described as follows: All that part of the Southwest Quarter of the Southeast Quarter of Section 1, Township 39 North, Range 16 West, described as follows: Commencing at a point on the Quarter Section line 607.2 feet South from a stone marking the Northwest corner of the Southwest Quarter of the Southeast Quarter of said Section 1; thence continue South along said Quarter Section line 250.7 feet to the Northwest corner of tract of land deeded to Hazel Evans by deed recorded in Book 84, Page 259; thence South 87 degrees 11 minutes East along the North line of Hazel Evans property 142.5 feet, more or less, to the Westerly right-of-way line of Highway 54 as located in November, 1966; thence along said Westerly right-of-way 120.7 feet to an existing iron pin at the Easterly most corner of a tract of land conveyed to Shoney's Inc. in Book 354, Page 937 of the Camden County, Missouri warranty deed records; thence departing said right-of-way line North 51 degrees 46 minutes West 220.00 feet to the point of beginning of the tract of land described herein; thence continue North 51 degrees 46 minutes West 20 feet; thence South 38 degrees 14 minutes West 20 feet; thence South 51 degrees 46 minutes East 20 feet; thence North 38 degrees 14 minutes East 20.0 feet to the point of beginning.

ALSO: A tract of land being a part of a tract designated "PHASE 2", "THE LEDGES, THIRD AMENDED PLAT", a subdivision of Camden County, Missouri, more particularly described as follows: Beginning at the intersection of the southeasterly line Lot 1, adjacent to Lot 2, and the tangent of a 99 degree curve as shown on the plat of said subdivision, thence along said tangent and the centerline of LEDGES DRIVE, South 66 degrees 21 minutes East 174.69 feet; thence leaving said centerline South 23 degrees 39 minutes West 34.0 feet, to a point on the southerly right-of-

minutes 55 seconds West 34.49 feet; thence on a curve to the left, said curve having a radius of 151.0 feet and an arc length of 79.09 feet; thence South 89 degrees 28 minutes 34 seconds West 436.9 feet, to the easterly right-of-way of U.S. Highway No. 54 and the End.

ALSO: A 15 foot wide easement for easting water lines lying in TUTTLE'S ACREAGES, a subdivision in Camden County, Missouri, according to the plat thereof on file and of record in the Office of the Recorder of Deeds, Camden County, Missouri, the centerline of said easement being described as follows: All that part of the Southwest Quarter of the Southeast Quarter of Section 1, Township 39 North, Range 16 West, described as follows: Commencing at a point on the Quarter Section line 607.2 feet South from a stone marking the Northwest corner of the Southwest Quarter of the Southeast Quarter of said Section 1; thence continue South along said Quarter Section line 250.7 feet to the Northwest corner of tract of land deeded to Hazel Evans by deed recorded in Book 84, Page 259; thence South 87 degrees 11 minutes East along the North line of Hazel Evans property 142.5 feet, more or less, to the Westerly right-of-way line of Highway 54 as located in November, 1966; thence along said Westerly right-of-way 120.7 feet to an existing iron pin at the Easterly most corner of a tract of land conveyed to Shoney's Inc. in Book 354, Page 937 of the Camden County, Missouri warranty deed records; thence departing said right-of-way line North 51 degrees 46 minutes West 267.5 feet, more or less, to an existing iron pin; thence South 65 degrees 00 minutes 42 seconds West 8.40 feet; thence North 2 degrees 10 minutes 09 seconds East 264.06 feet to an existing water hydrant for the point of beginning of the easement described herein; thence run along centerline of said easement South 2 degrees 10 minutes 09 seconds West 264.06 feet; thence South 51 degrees 46 minutes East 30.25 feet; thence South 38 degrees 14 minutes West along the existing water lines 236.34 feet; more or less; thence South 1 degree 44 minutes East 140.94 feet to an existing water hydrant for the point of termination of the easement described herein.

ALSO: Together with an easement for the operation, maintenance, repair and replacement of the existing water lines and water system located in THE LEDGES, THIRD AMENDED PLAT, a subdivision in Camden County, Missouri.

ALSO: Waterline easement as described in Book 468, Page 424, Camden County Recorder's Office.

ALSO: Waterline easements as described in Book 377, Page 240, Camden County Recorder's Office.

Together with all fixtures and equipment located on or within said tracts of land and easements.

Together with all Permits issued by the Missouri Department of Natural Resources for the operation of all wastewater collection and treatment facilities located in Camden County, Missouri or for the operation of all water supplies and distribution systems located in Camden County, Missouri.

Together with all certificates of convenience and necessity granted by the Missouri Public Service Commission for the operation of all water or sewer systems located in Camden County, Missouri.

TO HAVE AND TO HOLD THE SAME with all easements, rights and appurtenances belonging thereto, to the Trustee in trust for the following purposes:

WHEREAS, the Grantor did on this date execute to the Beneficiary a promissory note of even date herewith, and

WHEREAS, the Grantor agrees (1) to pay all present and future taxes and assessments, general and special, against said property before the same become delinquent or actionable, (2) to pay all liens or claims that may take precedence of this

way of said LEDGES DRIVE and the true point of beginning; thence North 66 degrees 21 minutes West along said Southerly right-of-way 12.56 feet; thence leaving said right-of-way line South 23 degrees 39 minutes West 30.25 feet; thence South 20 degrees 08 minutes 24 seconds East 15.33 feet; thence North 69 degrees 51 minutes 36 seconds East 17.40 feet; thence North 20 degrees 08 minutes 24 seconds West 15.33 feet; thence North 23 degrees 39 minutes East 18.21 feet to the true point of beginning.

Together with all easements owned by Osage Water Company in Camden County, Missouri, including, but not limited to, the following:

All of the Eagle Woods development which is located in Section 7, Township 39 North, Range 16 West, more specifically described as follows:

Beginning at the intersection of State Route KK and the East Section line of Section 7, Township 39 North, Range 16 West, thence North along said East Section line 1402 feet, more or less, to the Southeast Corner of the Northeast Quarter of the Northeast Quarter of Section 7, Township 39 North, Range 16 West, thence West along the South line of the Northeast Quarter of the Northeast Quarter of Section 7 1,320 feet, more or less, to the Southwest Corner of the Northeast Quarter of the Northeast Quarter of Section 7, thence North along the West line of the Northeast Quarter of the Northeast Quarter of Section 7 1,320 feet, more or less, to the North Section line of Section 7, thence West along said North Section line of Section 7 475 feet, more or less, to the centerline of State Route KK, thence along the centerline of State Route KK south and east 3,390 feet, more or less, to the point of beginning.

AN EASEMENT, said easement being a part of Lot 1, "CHAUVINS KK COMMERCIAL PARK", a subdivision of Camden county, Missouri, more particularly described as beginning at the easternmost corner of said Lot 1, thence North 47 Degrees 47 Minutes 22 Seconds West, along the northeasterly line of said Lot 1, 257.47 feet, to the true point of beginning of said tract; thence continuing North 47 Degrees 47 Minutes 22 Seconds West, along said lot line 30.24 feet; thence leaving said lot line South 42 Degrees 12 Minutes 38 Seconds West, 30.12 feet; thence South 47 Degrees 47 Minutes 22 Seconds East, 30.24 feet; thence North 42 Degrees 12 Minutes 38 Seconds East, 30.12 feet, to the true point of beginning.

ALSO AN EASEMENT across a part of said Lot 1, said easement being 10.0 ft. wide, 5.0 feet each side of and parallel to the following described centerline more particularly described as follows: Beginning at the easternmost corner of said Lot 1, thence North 42 Degrees 13 Minutes 54 Seconds West, along the southeasterly line of Lot 1, 15.65 feet, to the true point of beginning; thence leaving said southeasterly line North 47 Degrees 38 Minutes 59 Seconds West, 257.46 feet; thence returning South 47 Degrees 38 Minutes 59 Seconds East, 145.91 feet; thence South 42 Degrees 21 Minutes 01 Seconds West, 52.61 feet, to an existing meter and the end.

AN EASEMENT, said easement being a part of Lot 1, "CHAUVINS KK COMMERCIAL PARK", a subdivision of Camden County, Missouri, more particularly described as beginning at the easternmost corner of said Lot 1, thence North 47 Degrees 47 Minutes 22 Seconds West along the northeasterly line of said Lot 1, 258.71 feet, to the true point of beginning of said tract; thence continuing North 47 degrees 47 minutes 22 seconds West, along said lot line 261.29 feet, to the northernmost corner of said Lot 1; thence South 42 Degrees 10 Minutes 53 Seconds West, along the northwesterly line of said Lot 1, 35.00 feet; thence South 47 Degrees 47 Minutes 22 Seconds East 261.29 feet; thence North 42 Degrees 12 Minutes 38 Minutes East, 35.00 feet, to the true point of beginning.

An Easement 10.0 feet wide across a part of Lots 1, 2, 3 and 4 of CRAIG'S SUBDIVISION, a subdivision in Camden County, Missouri, said easement lying parallel to, westerly and southerly of the following described line: Beginning at the Southeast corner of said Lot 4, thence North along the East line of said Lot 4, 175.19 feet, to the Northeast Corner of Lot 4; thence along the Northerly line of said Lot 4, 3, 2, and 1 the following corner: Along a curve to the right, said curve having a radius of 199.0 feet and arc length of 104.07 feet, thence North 60 degrees 34

deed of trust in any respect as soon as such liens or claims shall become due, (3) to keep said premises in good condition and repair and not permit any waste thereon or substantial deterioration thereof, and (4) to make all payments due with respect to each and every mortgage or deed of trust secured by the above described property and which is a prior or superior lien to the lien and effect of this deed of trust; and upon the failure of the Grantor to keep any of said agreements, the holder of said indebtedness or any part thereof may pay such tax, pay off such liens, or claims, or cost of repairs, or payments due, as the case may be, and the money so expended with interest at 9% per annum shall be secured by this Deed of Trust, and Grantor agrees to repay the same upon demand.

NOW, if said indebtedness be paid when due, and said agreements be kept, this deed of trust shall become void and shall be released by Beneficiary or its assigns at the expense of the Grantor, but if default be made in the payment of the principal or interest of said indebtedness shall become due and the Trustee at the request of the holder of said indebtedness or any part thereof shall sell said property or any part thereof at public auction to the highest bidder for cash at the East Front Door of the Camden County Courthouse in Camdenton, Missouri, first giving notice of such sale in the manner now prescribed by statute; and upon such sale the Trustee shall convey to the purchaser the property sold and out of the proceeds of sale shall pay, (1) the costs of sale including a reasonable attorney's fee, if an attorney be employed, (2) the moneys, if any, paid out by the Beneficiary or its assigns as herein authorized, (3) the unpaid indebtedness with interest to the date of sale, and (4) the balance to the Grantor or its successors or assigns; and any conveyance so made shall be prima facie evidence of the facts recited therein.

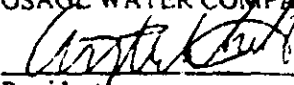
The Grantor reserves possession of said property as tenant of the Trustee at a rental of one cent per month payable upon demand until default in the performance of any of the foregoing agreements, whereupon possession shall be delivered to the Trustee or the purchaser at the Trustee's sale hereunder.

In case of the inability or refusal to act, or temporary or permanent absence from said State of Missouri of the Trustee, or of any successor Trustee, when any advertisement and sale are to be made hereunder, then the holder of said indebtedness may, by written instrument duly executed, acknowledged, and recorded, appoint a successor trustee who shall for the purposes of advertisement and sale of the property described herein, succeed to the title and powers of the Trustee hereunder.

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



OSAGE WATER COMPANY


President

BK0210PG0059

STATE OF MISSOURI

COUNTY OF

On this 15th day of February, 2001, before me appeared William P. Mitchell, to me personally known, who, being by me duly sworn, did say that he is the president of Osage Water Company, a Missouri Corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its board of directors, and said William P. Mitchell acknowledged said instrument to be the free act and deed of said corporation.

Nancy L. Reuter
Notary Public

My commission expires:

NANCY L. REUTER
Notary Public, Hickory Co., MO
My Comm. Expires Aug. 25, 2001

STATE OF MISSOURI
RECORDS & CLERK
CERTIFIED TRUE & CORRECT

2001 MAR -6 P 1:35 PM

BOOK 210 PAGE 59
DEPT. OF REVENUE RECORDER

John Shroy DEPUTY

33rd C. Williams



CERTIFIED TO BE A TRUE AND
CORRECT COPY OF THE ORIGINAL

DATE 8-30-02

RECORDER OF DEEDS
CAMDEN COUNTY, MO.

BY Donnie Shellin RECORDER

BY Tiffany Williams DEPUTY

Elkins-Swyer Co., Springfield, Mo. - Y-3844

MD0540-0563

DONNIE SNELLING
CAMDEN COUNTY
RECORDER OF DEEDS

2002 AUG 15 11:11 B

PGS. 5 \$ 35.00

DEPUTY D. K. King

G. Williams

ASSIGNMENT OF NOTE AND DEED OF TRUST

THIS INDENTURE is made and entered into this 14th day of August, 2002 by Gregory D. Williams, A Married Person, GRANTOR owner and holder of a promissory note and Future Advance Deed of Trust & Security Agreement executed by Osage Water Company, A Missouri Corporation on February 15, 2001 and recorded March 6, 2001 at 1:35 p.m. in Deed of Trust Book 210 at Page 59 in the Office of the Recorder of Deeds of Camden County, Missouri.

NOW THEREFORE, in consideration of Ten Dollars and other good and valuable consideration, Gregory D. Williams does hereby assign, negotiate, convey and transfer to Environmental Utilities, LLC, A Missouri Limited Liability Company, GRANTEE, all right, title and interest in and to said promissory note and deed of trust, without recourse, on the following described property, to-wit:

All property owned by Osage Water Company in Camden County Missouri, including, but not limited to, the following described tracts of land:

All of Lot 99A of Shawnee Bend No. 5, a subdivision in Camden County, Missouri.

ALSO: A tract of land in the Southeast Quarter of Section 12, Township 39 North, Range 16 West, and being a part of a tract as described in Book 96, Page 572, Camden County Records, Camden County, Missouri, more particularly described as follows: Commencing at the Southwest corner of the Southeast Quarter of said Section 12, thence South 89 Degrees 52 minutes 20 seconds East along the South line of said Section 12, 614.68 feet, to the true point of beginning; thence continuing South 89 degrees 52 minutes 20 seconds East 82.28 feet, to the Southeast corner of said tract as described in Book 96, Page 572; thence leaving the section line North along the east line of said tract 164.70 feet, to the Northeast corner of said tract; thence South 89 degrees 49 minutes 54 seconds West along the South line of PASSOVER ROAD, and the north line of said tract, 10.0 feet; thence leaving said north line South 111.66 feet; thence West 72.28 feet; thence South 53.04 feet to the true point of beginning.

Together with an easement for the operation, maintenance, repair and replacement of the existing water lines and water system now located in or hereafter installed or constructed in PARKVIEW BAY SUBDIVISION.

ALSO: A tract of land in Government Lot 3, in Section 3, and a part of the Northwest Quarter of the Northeast Quarter of Section 10, all in Township 39 North, Range 16 West, and being part of a tract as described in Book 225, Page 815, Camden County, Missouri, more particularly described as follows



Beginning at the Southwest Corner of the Northwest quarter of the Northeast Quarter of Section 10, thence North along the west line of the Northwest Quarter of the Northeast Quarter 570.6 feet; thence East 29.6 feet; thence North 42 degrees 28 Minutes East 610.5 feet to the centerline of road, said point being the point of beginning of said tract as described in Book 225, Page 815, thence along said centerline and the Southwesterly line of said tract the following courses: thence North 10 degrees 57 minutes 47 seconds West, 165.58 feet; thence North 53 degrees 58 minutes 40 seconds West 280.96 feet, to the true point of beginning; thence continuing along said centerline North 53 degrees 58 minutes 40 seconds West 66.2 feet to the Northwesterly corner of said tract; thence leaving said centerline North 73 degrees 30 minutes 00 seconds East, along the northerly line of said tract 75.64 feet; thence leaving said northerly line South 53 degrees 58 minutes 40 seconds East 20.14 feet; thence South 36 degrees 01 minute 20 seconds West, 60.0 feet to the true point of beginning. Subject to the right of way of said road.

ALSO: A tract of land in Government Lot 2 of the Northwest quarter of Section 34, Township 38 North, Range 17 West, and being a part of a tract as described in Book 57, Page 224, Camden County Recorders Office, Camden County, Missouri, more particularly described as follows:

Beginning at a stone at the southwest corner of said Lot 2, thence North 04 degrees 01 minute 58 seconds West along the west line of Lot 2, 266.14 feet; thence leaving said west line North 85 degrees 58 minutes 01 second East, 144.96 feet to the true point of beginning; thence North 05 degrees 43 minutes 14 seconds East, 27.92 feet; thence South 84 degrees 16 minutes 46 seconds East, 35.00 feet; thence South 05 degrees 43 minutes 14 seconds West, 27.92 feet; thence North 84 degrees 16 minutes 46 seconds West, 35.00 feet to the true point of beginning.

A tract of land in Government Lot 2 of the Northwest quarter of Section 34, Township 38 North, Range 17 West, and being a part of a tract as described in Book 57, Page 224, Camden County Recorders Office, Camden County, Missouri, more particularly described as follows:

Beginning at a stone at the southwest corner of said Lot 2, thence North 04 degrees 01 minute 58 seconds West along the west line of Lot 2, 266.14 feet; thence leaving said west line North 85 degrees 58 minutes 01 second East, 144.96 feet to the true point of beginning; thence North 05 degrees 43 minutes 14 seconds East, 27.92 feet; thence South 84 degrees 16 minutes 46 seconds East, 35.00 feet; thence South 05 degrees 43 minutes 14 seconds West, 27.92 feet; thence North 84 degrees 16 minutes 46 seconds West, 35.00 feet to the true point of beginning.

ALSO: All of Well Easement "B" as shown on the Plat of Survey recorded in Book 25 at Page 9 in the Office of the Recorder of Deeds of Camden County, Missouri.

ALSO: All that part of Tract 8 of TUTTLE'S ACREAGES, a subdivision in Camden County, Missouri, according to the plat thereof on file and of record in the Office of the Recorder of Deeds, Camden County, Missouri, described as follows: All that part of the Southwest Quarter of the Southeast Quarter of Section 1, Township 39 North, Range 16 West, described as follows: Commencing at a point on the Quarter Section line 607.2 feet South from a stone marking the Northwest corner of the Southwest Quarter of the Southeast Quarter of said Section 1; thence continue South along said Quarter Section line 250.7 feet to the Northwest corner of tract of land deeded to Hazel Evans by deed recorded in Book 84, Page 259; thence South 87 degrees 11 minutes East along the North line of Hazel Evans property 142.5 feet, more or less, to the Westerly right-of-way line of Highway 54 as located in November, 1966; thence along said Westerly right-of-way 120.7 feet to an existing iron pin at the Easterly most corner of a tract of land conveyed to Shoney's Inc. in Book 354, Page 937 of the Camden County, Missouri warranty deed records; thence departing said right-of-way line North 51 degrees 46 minutes West 220.00 feet to the point of beginning of the tract of land described herein; thence continue North 51 degrees 46 minutes West 20 feet, thence South 38 degrees 14 minutes West 20 feet; thence South 51 degrees 46 minutes East 20 feet, thence North 38 degrees 14 minutes East 20.0 feet to the point of beginning.

ALSO: A tract of land being a part of a tract designated "PHASE 2", "THE LEDGERS, THIRD AMENDED PLAT", a subdivision of Camden County, Missouri, more particularly described as follows: Beginning at the intersection of the southeasterly line Lot 1, adjacent to Lot 2, and the tangent of a 90-

degree line to show the corner of said subdivision, thence along said tangent and the centerline of LEDGES DRIVE South 30 degrees 21 minutes East 174.69 feet, thence leaving said centerline South 23 degrees 39 minutes West 30.25 feet, to a point on the southerly right-of-way of said LEDGES DRIVE and the true point of beginning, thence North 60 degrees 21 minutes West along said Southerly right-of-way 12.80 feet, thence leaving said right-of-way line South 23 degrees 39 minutes West 30.25 feet; thence South 20 degrees 08 minutes 24 seconds East 15.33 feet; thence North 69 degrees 51 minutes 36 seconds East 17.40 feet, thence North 27 degrees 08 minutes 24 seconds West 15.33 feet; thence North 23 degrees 39 minutes East 18.21 feet to the true point of beginning.

together with all easements owned by Osage Water Company in Camden County, Missouri, including, but not limited to, the following:

All of the Eagle Woods development which is located in Section 7, Township 39 North, Range 16 West, more particularly described as follows:

Beginning at the intersection of State Route KK and the East Section line of Section 7, Township 39 North, Range 16 West, thence North along said East Section line 1402 feet, more or less, to the Southeast Corner of the Northeast Quarter of the Northeast Quarter of Section 7, Township 39 North, Range 16 West, thence West along the South line of the Northeast Quarter of the Northeast Quarter of Section 7 1,320 feet, more or less, to the Southwest Corner of the Northeast Quarter of the Northeast Quarter of Section 7, thence North along the West line of the Northeast Quarter of the Northeast Quarter of Section 7 1,320 feet, more or less, to the North Section line of Section 7, thence West along said North Section line of Section 7 475 feet, more or less, to the centerline of State Route KK, thence along the centerline of State Route KK south and east 2,091 feet, more or less, to the point of beginning.

AN EASEMENT, said easement being a part of Lot 1, "CHAUVINS KK COMMERCIAL PARK", a subdivision of Camden county, Missouri, more particularly described as beginning at the easternmost corner of said Lot 1, thence North 47 Degrees 47 Minutes 22 Seconds West, along the northeasterly line of said Lot 1, 257.47 feet, to the true point of beginning of said tract; thence continuing North 47 Degrees 47 Minutes 22 Seconds West, along said lot line 30.24 feet; thence leaving said lot line South 42 Degrees 12 Minutes 38 Seconds West, 30.12 feet; thence South 47 Degrees 47 Minutes 22 Seconds East, 30.24 feet; thence North 42 Degrees 12 Minutes 38 Seconds East, 30.12 feet, to the true point of beginning.

ALSO AN EASEMENT across a part of said Lot 1, said easement being 10.0 ft. wide, 5.0 feet each side of and parallel to the following described centerline more particularly described as follows: Beginning at the easternmost corner of said Lot 1, thence North 42 Degrees 13 Minutes 54 Seconds West, along the southeasterly line of Lot 1, 15.65 feet, to the true point of beginning; thence leaving said southeasterly line North 47 Degrees 38 Minutes 59 Seconds West, 257.46 feet; thence returning South 47 Degrees 38 Minutes 59 Seconds East, 145.91 feet; thence South 42 Degrees 21 Minutes 01 Seconds West, 52.61 feet, to an existing meter and the end.

AN EASEMENT, said easement being a part of Lot 1, "CHAUVINS KK COMMERCIAL PARK", a subdivision of Camden County, Missouri, more particularly described as beginning at the easternmost corner of said Lot 1, thence North 47 Degrees 47 Minutes 22 Seconds West along the northeasterly line of said Lot 1, 258.71 feet, to the true point of beginning of said tract; thence continuing North 47 degrees 47 minutes 22 seconds West, along said lot line 261.29 feet, to the northernmost corner of said Lot 1, thence South 42 Degrees 10 Minutes 53 Seconds West, along the northwesterly line of said Lot 1, 35.00 feet, thence South 47 Degrees 47 Minutes 22 Seconds East 261.29 feet; thence North 42 Degrees 12 Minutes 38 Minutes East, 35.00 feet, to the true point of beginning.

An Easement 10.0 feet wide across a part of Lots 1, 2, 3 and 4 of CRAIG'S SUBDIVISION, a subdivision in Camden County, Missouri, said easement lying parallel to, westerly and southerly of the following described line: Beginning at the Southeast corner of said Lot 4, thence North along the east line of said Lot 4, 175.19 feet, to the Northeast Corner of Lot 4; thence along the Northernly lines of said Lots 4, 3, 2 and 1, the following courses: Along a curve to the right, said curve having a radius of 199.0 feet and an arc length of 104.07 feet; thence North 60 degrees 34 minutes 55 seconds West 34.49 feet, thence on a curve to the

left, said curve having a radius of 151.0 feet and an arc length of 79.09 feet; thence South 89 degrees 28 minutes 34 seconds West 436.9 feet, to the easterly right-of-way of U.S. Highway No. 54 and the End.

ALSO: A 15 foot wide easement for easting water lines lying in TUTTLE'S ACREAGES, a subdivision in Camden County, Missouri, according to the plat thereof on file and of record in the Office of the Recorder of Deeds, Camden County, Missouri, the centerline of said easement being described as follows: All that part of the Southwest Quarter of the Southeast Quarter of Section 1, Township 39 North, Range 16 West, described as follows: Commencing at a point on the Quarter Section line 607.2 feet South from a stone marking the Northwest corner of the Southwest Quarter of the Southeast Quarter of said Section 1; thence continue South along said Quarter Section line 250.7 feet to the Northwest corner of tract of land deeded to Hazel Evans by deed recorded in Book 84, Page 259; thence South 87 degrees 11 minutes East along the North line of Hazel Evans property 142.5 feet, more or less, to the Westerly right-of-way line of Highway 54 as located in November, 1966; thence along said Westerly right-of-way 120.7 feet to an existing iron pin at the Easterly most corner of a tract of land conveyed to Shoney's Inc. in Book 354, Page 937 of the Camden County, Missouri, warranty deed records; thence departing said right-of-way line North 51 degrees 46 minutes West 267.5 feet, more or less, to an existing iron pin; thence South 65 degrees 00 minutes 42 seconds West 8.40 feet; thence North 2 degrees 10 minutes 09 seconds East 264.06 feet to an existing water hydrant for the point of beginning of the easement described herein; thence run along centerline of said easement South 2 degrees 10 minutes 09 seconds West 264.06 feet; thence South 51 degrees 46 minutes East 30.25 feet; thence South 38 degrees 14 minutes West along the existing water lines 236.34 feet; more or less; thence South 1 degrees 44 minutes East 140.94 feet to an existing water hydrant for the point of termination of the easement described herein.

ALSO: Together with an easement for the operation, maintenance, repair and replacement of the existing water lines and water system located in THE LEDGES, THIRD AMENDED PLAT, a subdivision in Camden County, Missouri.

ALSO: Waterline easement as described in Book 468, Page 424, Camden County Recorder's Office.

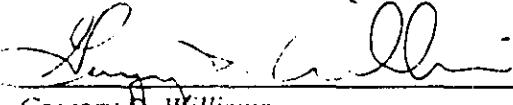
ALSO: Waterline easements as described in Book 377, Page 240, Camden County Recorder's Office.

Together with all fixtures and equipment located on or within said tracts of land and easements.

Together with all Permits issued by the Missouri Department of Natural Resources for the operation of all wastewater collection and treatment facilities located in Camden County, Missouri or for the operation of all water supplies and distribution systems located in Camden County, Missouri.

Together with all certificates of convenience and necessity granted by the Missouri Public Service Commission for the operation of all water or sewer systems located in Camden County, Missouri.

In witness whereof the Grantor has set his hand the day and year first above written.


Gregory D. Williams

IN WITNESS WHEREOF, I, the Recorder of Deeds, do hereby certify that the foregoing is a true and correct copy of the original as the same appears from the records of the Office of the Recorder of Deeds, Camden County, Missouri.

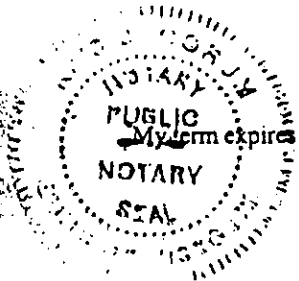
RECORDED IN BOOK 468, PAGE 424, CAMDEN COUNTY RECORDER'S OFFICE.

WD 0540-0563

On this 14th day of August, 2002, before me, Kris J. Corum, a Notary Public, personally appeared Gregory D. Williams, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in Camden County the day and year last above written.

Kris J. Corum
Notary Public in and for said
County and State



KRIS J. CORUM
Notary Public - State of Missouri
County of Morgan
My Commission Expires Apr. 22, 2006

CERTIFIED TO BE A TRUE AND
CORRECT COPY OF THE ORIGINAL

DATE 8-30-02

RECORDER OF DEEDS
CAMDEN COUNTY, MO.

BY Donnie Snelling RECORDER

BY Tiffany Williams DEPUTY
Elkins-Swyers Co., Springfield, Mo. - Y-3844

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

In the Matter of the Application of	)	
Environmental Utilities LLC. to	)	
Acquire by Foreclosure the Franchise,	)	Case No. WM-2003-0065
Water Works, and Sewer System of	)	
Osage Water Company	)	

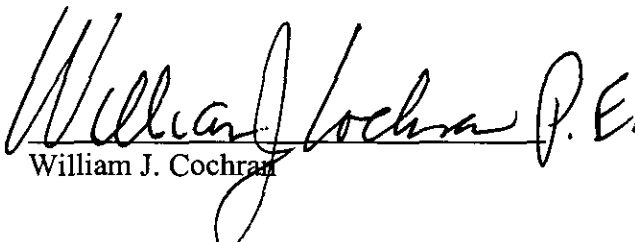
CERTIFICATE OF SERVICE

It is hereby certified that a true and correct copy of HANCOCK CONSTRUCTION COMPANY'S APPLICATION TO INTERVENE AND PROPOSED RESPONSE TO THE APPLICATION OF ENVIRONMENTAL UTILITIES, LLC., was mailed hard copy, postage prepaid, this 6th day of September, 2002, **VIA CERTIFIED/RETURN RECEIPT REQUESTED to Gregory D. Williams**, Highway 5 at Lake Road 5-32, P.O. Box 431, Sunrise Beach, MO. 65079, and regular mail to Office of Public Counsel, P.O. Box 7800, Jefferson City, Missouri 65102, Presiding Commissioner, Camden County Courthouse, 1 Court Circle, P.O. Box 960, Camdenton, Missouri 65020, General Counsel, Missouri Public Service Commission, P.O. Box 360, Jefferson City, Missouri 65102 and Missouri Department of Natural Resources, 205 Jefferson Street, Jefferson City, Missouri 65101. and **HAND DELIVERED** by William Cochran to Office of Public Counsel, P.O. Box 7800, Jefferson City, Missouri 65102 and General Counsel, Missouri Public Service Commission, P.O. Box 360, Jefferson City, Missouri 65102, and mailed by U.S. mail hard copy, first class, postage pre-paid this 6th day of September, 2002.

Respectfully submitted,

LORAIN & ASSOCIATES

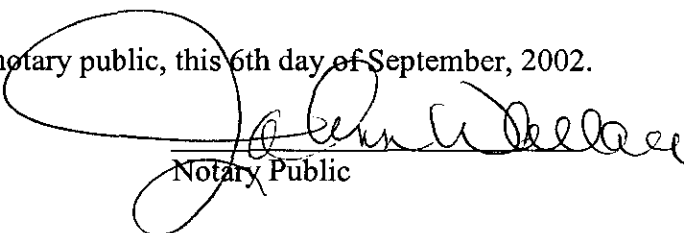

Thomas E. Loraine #22206


William J. Cochran

4075 Highway 54, Suite 300
Osage Beach, MO 65065
(573) 348-8909

ATTORNEY FOR HANCOCK CONSTRUCTION

Subscribed and sworn to before me, a notary public, this 6th day of September, 2002.


Notary Public

My commission expires:

JOANN WALLACE
Notary Public - Notary Seal
STATE OF MISSOURI
Camden County
My Commission Expires Dec. 22, 2002