

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

In the Matter of the Transfer of Assets of)	
Swiss Villa Utilities, Inc. to the Black Oak)	
Mountain Resort Property Owners)	Case No. WO-2007-
Association)	

**MOTION TO APPROVE TRANSFER OF ASSETS OF SWISS VILLA UTILITIES, INC.
TO THE BLACK OAK MOUNTAIN RESORT PROPERTY OWNERS ASSOCIATION**

COMES NOW the Staff of the Missouri Public Service Commission ("Staff") and submits its request this Commission to authorize the transfer of the assets of Swiss Villa Utilities, Inc. to the Black Oak Mountain Resort Property Owners Association ("Black Oak"), conditioned (1) upon the submission of documentation that Black Oak has authority to access the utility-related facilities and (2) upon the modification of Black Oak bylaws to base the voting rights regarding utility matters on whether or not a person is a customer, as opposed to allowing one vote per lot. In support of its petition, Staff states:

Summary: Staff recommends that the Commission commence this proceeding to authorize a transfer of the assets of Swiss Villa Utilities, Inc. to Black Oak. Black Oak is the not-for-profit homeowners' association associated with the properties comprising Swiss Villa Utilities, Inc.'s service territory. Although Staff does not believe that all of the requirements supporting transfer are in place at this time, Staff recommends that the Commission approve the transfer of assets to Black Oak conditioned upon two remaining aspects: Black Oak must obtain authority to access the utility-related facilities, which are currently owned by Stone County; and Black Oak must modify its bylaws to base the voting rights regarding utility matters on whether or not a person is a customer, as opposed to allowing one vote per lot. Black Oak's representatives have indicated a willingness to take over the operation of Swiss Villa, Inc., and this proceeding is a necessary part of that process.

1. Swiss Villa Utilities, Inc. ("Company") was a "public utility," a "water

corporation,” and a “sewer corporation,” as those terms are defined in Section 386.020.¹ The Commission granted the company certificates of public convenience and necessity to provide water and sewer service in a portion of Stone County, Missouri, in Case Nos. WA-83-75 and SA-83-76 on June 28, 1983. As the Commission’s Order was not published and is not otherwise electronically available, it is attached to this Petition as Attachment A.

2. Swiss Villa Utilities, Inc. regularly provided service to approximately 139 customer connections, according to the last annual report submitted by the Company that contained such information (Calendar Year 1999, at page W-8; see Attachment B).²

3. The Company was administratively dissolved by the Missouri Secretary of State under the provisions of Section 351.486 RSMo (2000) on September 9, 2005 for failing to file its annual registration report. See Attachment C. Under the terms of Section 351.486 RSMo. (2000), an administratively dissolved corporation “continues its corporate existence but may not carry on any business except that necessary to wind up and liquidate its business and affairs under section 351.476 and notify claimants under section 351.478 and 351.482[.]” Of course, the Company in this case cannot comply with the law and “wind up and liquidate its business and affairs,” while continuing to provide water and sewer service.

4. In October 2006, Staff was told by members of the Board of Directors of Black Oak that that homeowners’ association, whose membership encompasses the customer base of Swiss Villa, had voted to “take over” the system. Staff has sought to encourage and foster the transfer of control, and this Motion is part of that process.

5. To understand the current situation, a brief history is helpful. Swiss Villa Utilities, Inc. was owned or controlled by Capital Services and Investments, Inc., which entered Chapter 11 Bankruptcy proceedings in Case No. 88-70370 in the Central District of Illinois. Quannah Corporation obtained the assets related to the provision of utility service along with all

¹ All statutory citations are to RSMo 2000, as currently supplemented, unless otherwise noted.

² As Swiss Villa Utilities, Inc. failed to submit annual reports, Staff filed a complaint in Case No. WC-2005-0493. The company defaulted and the Commission directed its General Counsel to seek penalties. In Case No. 06AC-CC00278, the Cole County Circuit Court granted a default judgment in favor of the Commission against Swiss Villa Utilities, Inc. of \$84,600 for missing annual reports and unpaid assessments.

other assets of the Swiss Villa development in July 1994 in that bankruptcy proceeding. Subsequently, the stock of Swiss Villa Utilities, Inc., the Missouri regulated utility, was transferred to S.V. Holding, Inc. (a not-for-profit corporation), as assignee of Quanah Corporation, under the auspices of the bankruptcy court in August 1994. See Attachment D. The Commission did not approve the stock transfer, because the acquiring corporation was a not-for-profit corporation and did not issue stock, so it was not a "stock corporation" subject to the requirements of Section 393.190.2, and thus did not require Commission approval.³ Thereafter, some homeowners in the Black Oak Mountain Resort community (the area served by Swiss Villa Utilities, Inc.) took places on the board of Swiss Villa Utilities, Inc., as officers, and also took positions on the S.V. Holding, Inc. Board of Directors. Both Boards included a representative of Quanah Corporation as well. As additional background information, the most recent Annual Registration Reports filed with the Missouri Secretary of State by S. V. Holding, Inc. and Quanah Corporation, as well as Swiss Villa Utilities, Inc. are attached hereto as Attachments E, F and G.

6. This arrangement lasted for some time, but in February 2004 the Board of Directors of Swiss Villa Utilities, Inc., resigned without replacement. The Board members incorrectly determined that because the utility was owned by a not-for-profit corporation and served only homeowners in a specific location, the company should no longer be regulated by the Commission. See Attachment H.⁴ A subsequent letter from Board members indicated that the resignation had taken place and provided further details. See Attachment I.

7. Among those details were statements that an accountant, Deal & Associates of

³ Analysis at the time indicated that not-for-profit corporations (such as S.V. Holding, Inc.) do not issue shares of stock and Commission approval of the transfer of stock of a regulated utility is required only when the stock of a regulated utility is purchased by a stock corporation or another regulated utility. S.V. Holding, Inc. was neither, so the Commission had no role. The Commissioners at the time were advised of this by the General Counsel's Office and took no further action.

⁴ Staff has inquired whether the homeowners' association would be willing to take over the utility systems. Such a transfer could eliminate all need for regulation. From Staff's perspective, if the homeowners' association were to take this action, the Commission's role will cease. However, the members of the homeowners' association who have responded to the Staff's queries have been unable to provide information to demonstrate that the homeowners' association has completed the prerequisites the Commission has expected in the past from homeowners' associations prior to taking over regulated systems. See the discussion below.

Springfield, Missouri, would bill customers and send statements. However, Deal & Associates' authority was limited to this role and, as Deal & Associates has indicated in a letter to the Commission, it has continued to do billing but otherwise operates "without direction." See Attachment J. An operator has also continued to do basic maintenance of the system, but also remains without direction.

8. Over the past few years, leading up to and including the period discussed in the preceding paragraphs, the County Commission of Stone County established a neighborhood improvement district and constructed improvements to the Swiss Villa, Inc. service territory with public funds. The property used in providing water and sewer service was conveyed to the County Commission of Stone County to hold in trust for the Bond Trustee until the bonds issued to pay for the improvements are retired, and as trustee for the property owners within the neighborhood improvement district. See Attachment K. In turn, the County Commission now proposes to lease the property to Black Oak. Staff has received leases executed by Stone County to Swiss Villa, Inc. and to S.V. Holding, Inc., which demonstrate Stone County's intent to lease the property to an entity which can operate the system, but as neither of those entities are currently operational, Staff has asked Stone County and Black Oak to enter into a lease themselves. Staff understands that at this time those two entities are in the process of preparing and executing a lease, which Staff will submit to the Commission when it has been executed. The Stone County Commission, as well as the boards of the Company and its ostensible owner, S.V. Holding, Inc.,⁵ currently disclaim any responsibility for the operation of the company.⁶

9. In light of these facts, Staff believes that transfer of Swiss Villa, Inc.'s assets to Black Oak is in the best interest of the public and will resolve many of the problems enumerated above. Staff seeks an order from the Commission under the auspices of Section 393.190 RSMo. (2000). The transfer of utility assets is governed by this section, and applications to the

⁵ The Boards of Swiss Villa Utilities, Inc. and S.V. Holdings, Inc., share a number of officers in common. S.V. Holdings, Inc. was administratively dissolved January 5, 2006 for failing to file its annual registration report.

⁶ The prior owner of Swiss Villa, Inc.'s real property, according to the property records of Stone County, was Quannah Corporation, which apparently received that property through the bankruptcy proceeding discussed above.

Commission for approval of utility asset sales are governed by Commission rules 4 CSR 240-2.060 and 4 CSR 240-3.310. Relevant case law provides that the Commission may approve an asset transfer if it is “not detrimental to the public interest”. See *State ex. Rel Fee Fee Trunk Sewer, Inc. v. Litz*, 596 S.W.2d 466, 468 (Mo. App. E.D. 1980).

10. Section 393.190 (1) RSMo. (2000) requires regulated water and sewer companies to obtain the approval of the Commission prior to transferring their facilities or system to another entity. As Swiss Villa, Inc. no longer exists in any practical sense and has no ability to retain an attorney or file a petition before this Commission, Staff submits this Motion for the Commission’s consideration.

11. As noted above, in October 2006, Staff was told by current members of the Black Oak Board of Directors that Black Oak had voted to “take over” the system. The Commission has approved transfers of water or sewer systems to homeowners’ associations and has cancelled certificates of convenience and necessity in the past when companies’ facilities have been so transferred if the following conditions exist:

Factor 1: The homeowners’ association must have as its membership all its utility customers, and operate the utility only for the benefit of its members;

Factor 2: The homeowners’ association must base the voting rights regarding utility matters on whether or not a person is a customer, as opposed to allowing one vote per lot (to avoid the situation where an owner of a majority of the lots would effectively have sole control over the system); and

Factor 3: The homeowners’ association must own or lease the utility system so that it has complete control over it.

See, e.g., *Rocky Ridge Ranch Property Ass’n*, Case No. WD-93-307 (July 7, 1993).

12. Staff is in the process of working with Black Oak and others with relevant authority to ensure that these factors are met.

a. A copy of the bylaws of Black Oak is attached as Attachment L, and reflects that Black Oak’s membership encompasses all utility customers. This complies

with Factor 1 listed above.

b. Although the bylaws do not currently reflect that the requirements of Factor 2 above have been met, Staff is working with the Black Oak board of directors to ensure that the proper terms are incorporated into its bylaws. Members of that Board have committed to seek modification of the entity's bylaws to meet the Commission's requirements.

c. As to Factor 3, as noted above in paragraph 8, the Stone County Commission has indicated its intent to lease the property that it now owns that was originally Swiss Villa, Inc.'s system, to Black Oak.

13. As Black Oak has not yet completed all prerequisites to meet the requirements the Commission has previously deemed appropriate, and because those factors are appropriate to apply in this case, Staff recommends that the Commission approve the transfer of Swiss Villa Utilities, Inc.'s assets to Black Oak upon the condition that Black Oak (1) obtain authority to access the utility-related facilities and (2) that it modify its bylaws so that each utility customer has one vote in decisions submitted for vote of the membership that pertain to utility operations.

14. Service of this Motion will be made upon the Company's registered agent according to the records of the Missouri Secretary of State, who is:

Lloyd Crosby
900 W. Commercial
Springfield, MO 65803

However, the registered agent has refused to accept service of any documents from this Commission and indicates that he is no longer the registered agent. See Attachments M and N. He is incorrect. Section 351.376 RSMo. (2000) provides that a registered agent of a for-profit corporation may resign upon "filing a written notice thereof, executed in duplicate, with the secretary of state[.]" The records of the Secretary of State do not reflect such a filing. Resignation does not become effective until thirty days after the Secretary of State has received the notice. *Id.* The valid registered agent's refusal to accept service supports a determination of

abandonment.

15. Section 351.486.4 provides that the "administrative dissolution of a corporation does not terminate the authority of its registered agent." Accordingly, this Motion will be sent to the registered agent, returned receipt requested. Service of this Motion will also be made in the same fashion upon the corporation's secretary in the most recent annual report filed with the Secretary of State.

16. Service will also be made upon Black Oak's registered agent, as well as upon the Office of Public Counsel. Staff also will serve S.V. Holdings and Quanah Corporation. Notice via service is also being provided to the County Commission of Stone County as it is the current owner of the former Swiss Villa, Inc. property.

WHEREFORE, Staff requests that the Commission consider the transfer of assets of Swiss Villa, Inc. to Black Oak and:

- (1) Approve the transfer, conditioned (a) upon Black Oak obtaining authority to access the utility-related facilities and (2) upon the modification of Black Oak bylaws to base the voting rights regarding utility matters on whether or not a person is a customer, as opposed to allowing one vote per lot; or, in the alternative,
- (2) Should Black Oak be unable to accomplish the modifications required above, to permit Staff to submit to the Commission a case in support of seeking a receiver to address the ownership and service provided by Swiss Villa, Inc.

Respectfully submitted,

/s/ David A. Meyer

David A. Meyer
Senior Counsel
Missouri Bar No. 46620

Attorney for the Staff of the
Missouri Public Service Commission
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david.meyer@psc.mo.gov

CERTIFICATE OF SERVICE

I hereby certify that copies of the foregoing have been mailed, hand-delivered, transmitted by facsimile or electronic mail to the following service list on this 20th day of April 2007.

/s/ David A. Meyer

David A. Meyer

Houston C. Ker
Registered Agent, Black Oak Mountain Resort Property Owners Association
6278 W Frm. Rd. 140
Springfield, MO 65802

Lloyd Crosby
Registered Agent, Swiss Villa Utilities, Inc.
900 West Commercial
Springfield, MO 65803

Lloyd Crosby
Registered Agent, S. V. Holding, Inc.
900 West Commercial
Springfield, MO 65803

Martin J. Studer
Registered Agent, Quanah Corporation
One Lakeshore Drive, Suite 6
P.O. Box 1378
Kimberling City, MO 65686

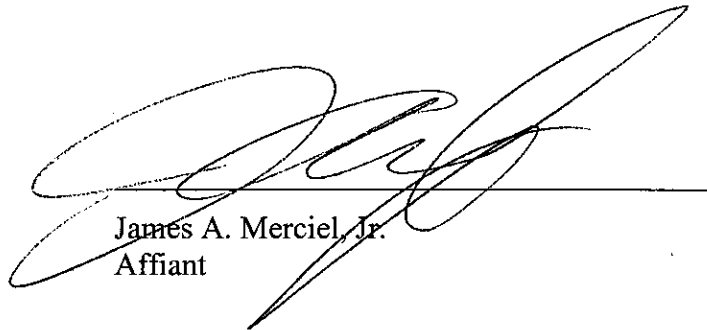
Office of Public Counsel
P.O. Box 7800
Jefferson City, MO 65102

County Commission of Stone County
Attn: William F. Mccullah
P. O. Box 45
Galena, MO 65656

VERIFICATION

STATE OF MISSOURI)
)
COUNTY OF COLE)

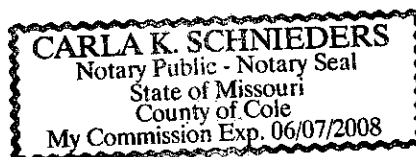
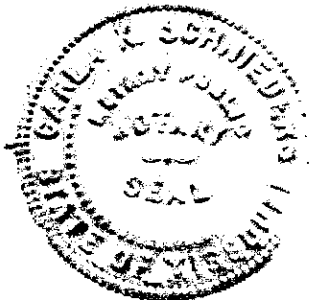
Comes now James A. Merciel, Jr., employee of the Staff of the Missouri Public Service Commission, being of lawful age and after being duly sworn, states that the affiant has read the accompanying pleading, and that the facts therein are true and correct to the best of his knowledge.


James A. Merciel, Jr.
Affiant

Subscribed and affirmed before me this 19th day of April 2007. I am
commissioned as a notary public within the County of Cole, State of Missouri,
and my commission expires on April 19, 2007.



NOTARY PUBLIC



BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

CASE NO. WA-83-75

In the matter of the application of Swiss Villa Utilities, Incorporated, for permission, approval, and a certificate of convenience and necessity authorizing it to construct, install, own, operate, control, manage and maintain a water system for the public located in Stone County, Missouri.

CASE NO. SA-83-76

In the matter of the application of Swiss Villa Utilities, Incorporated, for permission, approval, and a certificate of convenience and necessity authorizing it to construct, install, own, operate, control, manage and maintain a sewer system for the public located in Stone County, Missouri.

APPEARANCES: Willard C. Reine, Attorney at Law, 314 East High Street, Jefferson City, Missouri 65101, and Kenneth R. Babbitt, Attorney at Law, Buttonwood Center, Kimberling City, Missouri 65686, for Swiss Villa Utilities, Incorporated.

Douglas Brooks, Assistant General Counsel, Missouri Public Service Commission, P. O. Box 360, Jefferson City, Missouri 65102, for the Staff of the Missouri Public Service Commission.

REPORT AND ORDER

By an application filed on October 15, 1982, Applicant, Swiss Villa Utilities, Incorporated, seeks a certificate of convenience and necessity authorizing it to construct, install, own, operate, control, manage and maintain a water system serving a portion of Stone County, Missouri. By an application filed on October 15, 1982, Applicant seeks the same type of certificate to serve the same area with sewer service.

By due notice to interested parties, the two applications were set for hearing in the Commission's hearing room on April 14, 1983, and were heard on a joint record.

At the conclusion of the hearing, the parties waived the reading of the transcript pursuant to Section 536.080, RSMo 1978.

Findings of Fact

The Missouri Public Service Commission, having considered all of the competent and substantial evidence upon the whole record, makes the following findings of fact:

Applicant is a corporation organized and existing under the laws of the State of Missouri and its business address is P. O. Box 27, Lampe, Missouri 65681. Mr. William A. Bates is the president of Swiss Villa Utilities, Incorporated and is responsible for its day to day operations.

Mr. Bates and his wife, Nancy R. Bates, also own and are in the process of developing approximately 600 acres of land in the area the Applicant seeks to serve. There are approximately 430 lots in the developed area with about 30 to 35 of them owned by Mr. and Mrs. Bates and the balance by third parties. The 125 completed chalets in the area will be served by the water and sewer systems. There are 38 chalets now being served by the Applicant's sewage treatment plant. In addition, there is a restaurant and convention center located in that area which are now owned by Mr. and Mrs. Bates.

Mr. and Mrs. Bates purchased the existing water and sewer system from Universal Suburban Improvement District, a not-for-profit corporation consisting of the lot owners in the Swiss Villa Subdivision. They later installed a sewer treatment plant and a sewer lift station. On April 9, 1983, Mr. and Mrs. Bates transferred the sewer and water systems to the Applicant for the sum of \$68,000. Mr. and Mrs. Bates' investment in the water system was \$18,400 and in the sewer system was \$48,300. The operation of Swiss Villa Utilities, Incorporated shall be

rate, apart and distinct from the developing activities that Mr. Bates intends to undertake in the area.

A properly certificated employee will operate the Applicant's sewage treatment plant. There will be a phone number provided where customers can contact the Company in the event of service problems.

The Applicant's president stated that he was aware of the Commission's requirements that the Company maintain its books according to the Uniform System of Accounts and that an annual report be filed.

Rozell Engineering Company of Branson, Missouri, prepared an engineering report and feasibility study for the area the Applicant seeks to serve. The report recommended that sewage in two existing holding tanks be pumped into the existing treatment plant through sewer lines. It will cost \$40,000-\$60,000 to construct the sewer lines which will be completed within the eighteen-month interim period. If needed, an addition to the treatment plant will be constructed at a cost of \$20,000. The Applicant's project engineer stated that the present wells with supplemental storage and pumping facilities should be sufficient to furnish water to the area.

The Staff of the Commission reviewed the Applicant's proposed expenses for its water system. Staff and Applicant agreed that a reasonable estimate of the operation expenses on an annual basis would be \$21,542.70. The rates recommended by Staff and agreed to by the Applicant are \$11.58 per month for each residential customer and a commercial rate for the restaurant and convention center of 30 times the residential rate for an interim period of eighteen months.

Applicant and Staff agreed that new water customers connecting to the present system will be charged a \$200 connection fee during the eighteen-month interim period. It is the Applicant's responsibility to make the actual water connection and build a service line to the customer's property and install the meter setting. The connection, the line to the customer's property and the meter setting will be the Applicant's property. Water customers are responsible for the service line to their residences.

Staff recommended that Applicant install a water meter for the restaurant and convention center within sixty days of the effective date of this Report and Order, and all new water customers be metered and that Applicant have an installation program for water meters for its entire system set up to present to the Commission within eighteen months from the effective date of this Report and Order.

The Applicant will file a copy of the Department of Natural Resources' permit to dispense drinking water in its service area in Case No. WA-83-75 within thirty (30) days of its issuance.

The Staff of the Commission reviewed the Applicant's proposed expenses for the sewer system of the Applicant. The Staff and Applicant agreed that a reasonable estimate of the operation expenses on an annual basis would be \$33,898.84. Deferred depreciation expense of \$335.42 per month and interest expense of \$483 per month on the sewer system are not included in the sewer system expenses because the Company felt that it would make rates too high. The rates recommended by the Staff and agreed to by the Applicant are \$12.95 per month for each residential customer and a commercial rate for the restaurant and convention center of 30 times the residential rate. The Staff and the Applicant agreed that the rates would be in effect for an interim period of eighteen months.

The Staff recommended that Applicant set up a plan within the next eighteen months to install manholes in the sewer system.

Applicant will charge a \$200 contribution in aid of construction fee to each future customer that will connect to the sewer lines in the developed portion of the service area. The Staff further recommended that if any customers paid the contribution in aid of construction and the proposed sewer improvements are not made within eighteen months, those contributions would be refunded back to the customers. Sewer customers will be responsible for connecting to the sewer system's main lines subject to the sewer system's inspection. The customer will also be responsible for his sewer line from the connection to his residence.

his
The Applicant will file a copy of the Department of Natural Resources' permit to operate a sewer treatment plant in Case No. SA-83-76 within thirty (30) days of its issuance.

In regard to the extension of water and sewer lines into the undeveloped portions of the Swiss Villa Subdivision, an applicant for sewer service may either advance to the utility 100 percent of the actual cost of an extension or build the facilities himself and pay for his own costs. After the customers are connected to the extension, then the utility will refund 20 percent of the actual cost per customer for that extension to the original applicant.

The following exhibits were received into evidence: A copy of the Certificate and Articles of Incorporation for Swiss Villa Utilities, Incorporated, a map of the service area, a legal description of the service area, a letter from Stone County Court stating there is no water or sewer service being provided in the area, a copy of a construction and operating permit for the sewage system, a list of the permanent residents in the service area, a copy of the bill of sale, a copy of the promissory note, a balance sheet, monthly operating expenses for the water and sewer systems, a plat and engineering report.

The Staff inspected the Applicant's sewage treatment plant and the water system. Staff stated that there are no certificated water or sewer companies in the area and that the services were not otherwise available. The Staff recommended that this application be granted since in its opinion the Applicant is capable of providing the water and sewer services, and there is a public need for the services.

Conclusions

The Missouri Public Service Commission has arrived at the following conclusions:

The Applicant proposes to provide water and sewer service to the public as a public utility subject to the Commission's jurisdiction pursuant to Chapters 386 and 393, RSMo 1983.

The Commission has the power to grant the permission herein sought whenever it shall, after due hearing, determine that the granting of such authority is necessary and convenient for the public service. The Commission may impose such condition or conditions as it may deem reasonable and necessary.

Upon a showing that the Applicant is properly qualified to perform the proposed services, and that the proposed services are for the public convenience and necessity, the authority sought should be granted. The Commission is of the opinion that the Applicant is properly qualified to perform the proposed services and that there is a public need for the proposed services. The Commission concludes that the authority herein sought should be granted.

It is, therefore,

ORDERED: 1. That Swiss Villa Utilities, Incorporated, P. O. Box 27, Lampe, Missouri 65681, be, and it is, hereby granted a certificate of public convenience and necessity authorizing it to construct, install, own, operate, control, manage and maintain a sewer system and a water system for the public located in Stone County, Missouri, in an area described in Appendix A attached hereto.

ORDERED: 2. That within sixty (60) days of the effective date of this Report and Order, the Applicant shall file, subject to the approval of the Commission, a schedule of interim rates, rules and regulations for service. The schedule of interim rates shall be in accordance with the agreement described herein reached between the Commission Staff and the Applicant.

ORDERED: 3. That within eighteen (18) months from the effective date of this Report and Order, the Commission Staff shall review the financial condition of the Applicant for the purpose of recommending any adjustments in rates.

ORDERED: 4. That Swiss Villa Utilities, Incorporated shall file a copy of the Department of Natural Resources' permit to dispense drinking water for its service area in Case No. WA-83-75 within thirty (30) days of its issuance.

service

ORDERED: 5. That Swiss Villa Utilities, Incorporated shall file a copy of the Department of Natural Resources' permit to operate a sewer treatment plant for its service area in Case No. SA-83-76 within thirty (30) days of its issuance.

ORDERED: 6. That Swiss Villa Utilities, Incorporated shall install in the restaurant and convention center a water meter within sixty (60) days of the effective date of this Report and Order.

ORDERED: 7. That Swiss Villa Utilities, Incorporated shall develop a plan to present to the Commission to meter the water system within eighteen (18) months of the effective date of this Report and Order.

ORDERED: 8. That Swiss Villa Utilities, Incorporated shall develop a plan for presentation to the Commission for the establishment of manholes in its sewer system within eighteen (18) months of the effective date of this Report and Order.


ORDERED: 9. That Swiss Villa Utilities, Incorporated shall provide a meter to all new customers being connected to the water system.

ORDERED: 10. That nothing herein contained shall be construed as a finding by the Commission of the value for ratemaking purposes of the properties herein involved, nor as an acquiescence in the value placed upon said properties by the Applicant.

ORDERED: 11. That Swiss Villa Utilities, Incorporated shall keep its records in compliance with the Uniform System of Accounts and shall maintain continuing property records for the sewer and water systems.

ORDERED: 12: That this Report and Order shall become effective on the 28th day of June, 1983.

BY THE COMMISSION


Harvey G. Hubbs
Secretary

(S E A L)

Shapleigh, Chm., Fraas and
Dority, CC., Concur.
Musgrave, C., Absent.

Dated at Jefferson City, Missouri
on the 15th day of June, 1983.

APPENDIX A

A part of Sections 30, 31 and 32 of Township 22 North, Range 23 West and a part of Section 6, Township 21 North, Range 23 West, Stone County, Missouri, being more particularly described as follows:

Beginning at the Southwest corner of the SE $\frac{1}{4}$ of the SW $\frac{1}{4}$ of said Section 30; thence North along the West line thereof to the Northwest corner of said SE $\frac{1}{4}$ of the SW $\frac{1}{4}$; thence East along the North line thereof to a point on the Southerly R/W of Missouri State Highway No. "H", as now located; thence Easterly along said Southerly R/W to a point on the East line of said Section 31; thence South along said East line to the W $\frac{1}{2}$ corner of said Section 32; thence East along the North line of the SW $\frac{1}{4}$ of said Section 32 to the Northeast corner of the W $\frac{1}{2}$ of the SW $\frac{1}{4}$ of said Section 32; thence South along the East line of said W $\frac{1}{2}$ of the SW $\frac{1}{4}$ to the Southeast corner of said W $\frac{1}{2}$ of the SW $\frac{1}{4}$; thence West along the South line thereof to the Southwest corner of said Section 32; thence South along the East line of said Section 6 to the Northeast corner of the S $\frac{1}{2}$ of the NE $\frac{1}{4}$ of the NE $\frac{1}{4}$ of the NE $\frac{1}{4}$ of said Section 6; thence Southwesterly to the Northeast corner of the S $\frac{1}{2}$ of the NE $\frac{1}{4}$ of the SW $\frac{1}{4}$ of said NE $\frac{1}{4}$ of the NE $\frac{1}{4}$; thence Southwesterly to the Southeast corner of the N $\frac{1}{2}$ of the SW $\frac{1}{4}$ of the SE $\frac{1}{4}$ of the NW $\frac{1}{4}$ of the NE $\frac{1}{4}$ of said Section 6; thence North to the Southeast corner of the SW $\frac{1}{4}$ of the NE $\frac{1}{4}$ of said NW $\frac{1}{4}$ of the NE $\frac{1}{4}$; thence Northwesterly to the Southeast corner of the NE $\frac{1}{4}$ of the NW $\frac{1}{4}$ of said NW $\frac{1}{4}$ of the NE $\frac{1}{4}$; thence North to the Northeast corner of the NE $\frac{1}{4}$ of the NW $\frac{1}{4}$ of said NW $\frac{1}{4}$ of the NE $\frac{1}{4}$; thence West along the North line of said Section 6 and the South line of said Section 31 to the Southeast corner of the W $\frac{1}{2}$ of the SE $\frac{1}{4}$ of the SW $\frac{1}{4}$ of the SW $\frac{1}{4}$ of the SE $\frac{1}{4}$ of said Section 31; thence North to the Center of the NE $\frac{1}{4}$ of the SW $\frac{1}{4}$ of said SW $\frac{1}{4}$ of the SE $\frac{1}{4}$; thence West to the Northeast corner of the S $\frac{1}{2}$ of the NW $\frac{1}{4}$ of the SW $\frac{1}{4}$ of said SW $\frac{1}{4}$ of the SE $\frac{1}{4}$; thence Southwesterly to the Northwest corner of the SW $\frac{1}{4}$ of the SW $\frac{1}{4}$ of said SW $\frac{1}{4}$ of the SE $\frac{1}{4}$; thence Northwesterly to the Southeast corner of the NE $\frac{1}{4}$ of the S $\frac{1}{2}$ of Lot 2 of the SW $\frac{1}{4}$ of said Section 31; thence Northwesterly to the Center of the NE $\frac{1}{4}$ of the S $\frac{1}{2}$ of Lot 2 of said SW $\frac{1}{4}$; thence Northeasterly to the Southwest corner of the N $\frac{1}{2}$ of Lot 1 of said SW $\frac{1}{4}$; thence Northeasterly to the Northwest corner of the E $\frac{1}{2}$ of the SW $\frac{1}{4}$ of the SW $\frac{1}{4}$ of the N $\frac{1}{2}$ of Lot 1 of said SW $\frac{1}{4}$; thence Southeasterly to the Southeast corner of the N $\frac{1}{2}$ of Lot 1 of said SW $\frac{1}{4}$; thence Northeasterly to the Center of the SE $\frac{1}{4}$ of the SW $\frac{1}{4}$ of the NW $\frac{1}{4}$ of the SE $\frac{1}{4}$ of said Section 31; thence North to the Northeast corner of the W $\frac{1}{2}$ of the SE $\frac{1}{4}$ of the SW $\frac{1}{4}$ of said NW $\frac{1}{4}$ of the SE $\frac{1}{4}$; thence West to the Northwest corner of the SW $\frac{1}{4}$ of the SW $\frac{1}{4}$ of said NW $\frac{1}{4}$ of the SE $\frac{1}{4}$; thence Northwesterly to the Southwest corner of the N $\frac{1}{2}$ of the SW $\frac{1}{4}$ of the NW $\frac{1}{4}$ of the N $\frac{1}{2}$ of Lot 1 of the SW $\frac{1}{4}$ of said Section 31; thence North to the Southwest corner of the SE $\frac{1}{4}$ of the SW $\frac{1}{4}$ of the S $\frac{1}{2}$ of Lot 1 of the NW $\frac{1}{4}$ of said Section 31; thence Northeasterly to the Southwest corner of the E $\frac{1}{2}$ of the NE $\frac{1}{4}$ of the SW $\frac{1}{4}$ of the S $\frac{1}{2}$ of Lot 1 of said NW $\frac{1}{4}$; thence Northeasterly to the Southwest corner of the N $\frac{1}{2}$ of the NW $\frac{1}{4}$ of the SW $\frac{1}{4}$ of the SW $\frac{1}{4}$ of the NE $\frac{1}{4}$ of said Section 31; thence Northeasterly to the Southeast corner of the W $\frac{1}{2}$ of the SW $\frac{1}{4}$ of the NW $\frac{1}{4}$ of said SW $\frac{1}{4}$ of the NE $\frac{1}{4}$; thence Northwesterly to the Northwest corner of the S $\frac{1}{2}$ of the SW $\frac{1}{4}$ of the NW $\frac{1}{4}$ of said SW $\frac{1}{4}$ of the NE $\frac{1}{4}$; thence West to the Center of the SW $\frac{1}{4}$ of the NE $\frac{1}{4}$ of the S $\frac{1}{2}$ of Lot 1 of the NW $\frac{1}{4}$ of said Section 31; thence Northwesterly to the Northeast corner of the W $\frac{1}{2}$ of the NE $\frac{1}{4}$ of the NW $\frac{1}{4}$ of the S $\frac{1}{2}$ of Lot 1 of said NW $\frac{1}{4}$; thence Southwesterly to the Northeast corner of the NE $\frac{1}{4}$ of the SW $\frac{1}{4}$ of the S $\frac{1}{2}$ of Lot 1 of said NW $\frac{1}{4}$; thence Southwesterly to the Northwest corner of the S $\frac{1}{2}$ of the NW $\frac{1}{4}$ of the SW $\frac{1}{4}$ of Lot 1 of said NW $\frac{1}{4}$; thence North along the West line of the E $\frac{1}{2}$ of said NW $\frac{1}{4}$ to the point of beginning.

Company Name: Swiss Villa Utilities, Inc.**METERS AND METER SETTINGS**

Customer Class (A)	Meter Size (B)	Total At First of Year (C)	Total Number Added (D)	Total Number Removed or Disconnected (E)	Total At End of Year (F)	Total Number Owned By Customers At End of Year (G)
Residential:	5/8"	139			139	
Other Customers:	2"	1			1	
Total in Use By Customers	XXXXXX	100			107	
Not In Use (Inventory)						XXXXXXXXXX
						XXXXXXXXXX
						XXXXXXXXXX
Total Meter Settings	XXXXXX					

STORAGE FACILITIES

Type of Storage: i.e., Pneumatic, Ground, Standpipes, Elevated Tanks, Etc.	Construction Material	Last Date Painted If Applicable	Capacity
7-315 Gallon Pressure Tanks			315 gal each

**ADMINISTRATIVE DISSOLUTION
OR REVOCATION FOR A
FOR-PROFIT CORPORATION**

00242960

**SWISS VILLA UTILITIES, INCORPORATED
LLOYD CROSEY
900 W. COMMERCIAL
SPRINGFIELD, MO 65803**

September 9, 2005

**SWISS VILLA UTILITIES, INCORPORATED
00242960**

The above corporation has failed to comply with Section 351.484, 351.525, or 351.598 RSMo, by:

Failure to file a correct and current annual report

Therefore, the above corporation stands administratively dissolved or revoked under the provisions of Section 351.486 or Section 351.602, RSMo, as of September 9, 2005.

NOW, THEREFORE, I, Robin Carnahan, Secretary of State, do hereby declare the above corporation administratively dissolved or revoked by this state, subject to rescission as in these acts provided.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix my seal this, the 9th day of September, 2005.



Robin Carnahan
**Robin Carnahan
Secretary of State**

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE CENTRAL DISTRICT OF ILLINOIS

In Re:

CAPITAL SERVICES & INVESTMENTS, INC.,
OZARK MOUNTAIN COUNTY ESTATES, INC.,

Debtor.

IN CHAPTER 11 PROCEEDINGS

BK 88-70370

BK 89-70541

RECEIVED
AUG 25 '94
MISSOURI
ATTORNEY GENERAL

TRUSTEE'S REPORT OF SALE

Now comes Donald M. Samson, the duly appointed and qualified acting Trustee of the above referenced cause, and hereby reports that the sale of the stock of Swiss Villa Utilities, Inc., to SV Holding, inc., as assignee of Quanah Corporation, was consummated the week of 8/8/94, for consideration of \$1.00 pursuant to prior order of this Court.

WHEREFORE, your petitioner prays the Court enter an order approving and confirming the sale.

DATE: 8/23/94

TRUSTEE

Matt Blunt Secretary of State
2004 ANNUAL REGISTRATION REPORT
NONPROFIT

File Number: 200430623253
N00050592
Date Filed: 10/25/2004
Matt Blunt
Secretary of State

* SECTION 1, 3 & 4 ARE REQUIRED

REPORT DUE BY: 08/31/2004ORGANIZED UNDER THE LAWS OF:
Missouri

N00050592
S. V. HOLDING, INC.
LLOYD CROSBY
900 W. COMMERCIAL
SPRINGFIELD, MO 65803

PRINCIPAL PLACE OF BUSINESS OR
CORPORATE HEADQUARTERS: *

1

STREET

CITY/STATE

ZIP

If changing the registered agent and/or registered office address, please check the appropriate box(es) and fill in the necessary information.



The new registered agent

IF CHANGING THE REGISTERED AGENT, AN ORIGINAL WRITTEN CONSENT FROM THE NEW
REGISTERED AGENT MUST BE ATTACHED AND FILED WITH THIS REGISTRATION REPORT.



The new registered office address

Must be a Missouri address, PO Box alone is not acceptable. This section is not applicable for Banks, Trusts and Foreign Insurance.

OFFICERS

NAME AND PHYSICAL ADDRESS (P.O. BOX ALONE NOT
ACCEPTABLE). MUST LIST AT LEAST ONE OFFICER BELOW.

A

PRES LLOYD CROSBY
STREET/RT 900 W. COMMERCIAL
CITY/STATE/ZIP SPRINGFIELD MO 65803
V-PRES
STREET/RT
CITY/STATE/ZIP
SECY KATHY GOCIAN
STREET/RT 2650 WEST MORELAND RD
CITY/STATE/ZIP GRANITE CITY IL 62040
TREAS
STREET/RT
CITY/STATE/ZIP

BOARD OF DIRECTORS *

NAME AND PHYSICAL ADDRESS (P.O. BOX ALONE NOT
ACCEPTABLE). MUST LIST AT LEAST THREE DIRECTORS BELOW.

B

NAME DAVE EMBREY
STREET/RT 1983 SHELBY RIVER RD
CITY/STATE/ZIP MIAMI MO 65714
NAME MIKE SMITH
STREET/RT 1901 EAST WHEAT RIDGE
CITY/STATE/ZIP SPRINGFIELD MO 65803
NAME JODIE STEVENS
STREET/RT BLACK OAK MT RD
CITY/STATE/ZIP LAUREL MO 65686
NAME
STREET/RT
CITY/STATE/ZIP

NAMES AND ADDRESSES OF ALL OTHER OFFICERS AND DIRECTORS ARE ATTACHED

The undersigned understands that false statements made in this report are punishable for the crime of making a false
declaration under Section 575.060 RSMo. Photocopy or stamped signature not acceptable.

Authorized party or officer sign here

Please print name and title of signer:

NAME

TITLE

REGISTRATION REPORT FEE IS:

\$15.00 If filed on or before 8/31

\$20.00 If filed after 8/31

Co
file

State of Missouri
Annual Report Priority - NonProfit 1 Page(s)

WHEN THIS FORM IS ACCEPTED BY THE SECRETARY OF STATE,
BY LAW IT WILL BECOME A PUBLIC DOCUMENT AND ALL
INFORMATION PROVIDED IS SUBJECT TO PUBLIC DISCLOSURE

MAIL ADDRESS (OPTIONAL)



T0430214514

IF REGISTRATION REPORT WILL BE REJECTED
DIRECTOR OF REVENUE

RETURN CC

SECRETARY OF STATE - P.O. BOX 1366, JEFFERSON CITY, MO 65102

Robin Carnahan Secretary of State
2006 ANNUAL REGISTRATION REPORT
BUSINESS

File Number: 200608990542
F00397000
Date Filed: 03/30/2006
Robin Carnahan
Secretary of State

REPORT DUE BY: **04/30/2006**

ANNUAL REPORT MONTH:
January

F00397000
QUANAH CORPORATION
Studer, Martin J.
One Lakeshore Drive Suite 6 P.O.Box 1378
Kimberling City, MO 65686

**PRINCIPAL PLACE OF BUSINESS OR
CORPORATE HEADQUARTERS:**

125 Lucky Lane (Required)

STREET

BOSSIER CITY, LA 71112

CITY/STATE ZIP

If changing the registered agent and/or registered office address, please check the appropriate box(es) and fill in the necessary information.



The new registered agent

IF CHANGING THE REGISTERED AGENT, AN ORIGINAL WRITTEN CONSENT FROM THE NEW REGISTERED AGENT MUST BE ATTACHED AND FILED WITH THIS REGISTRATION REPORT.



The new registered office address

Must be a Missouri address, PO Box alone is not acceptable. This section is not applicable for Banks, Trusts and Foreign Insurance.

OFFICERS

NAME AND PHYSICAL ADDRESS (P.O. BOX ALONE NOT ACCEPTABLE). **(MUST LIST PRESIDENT AND SECRETARY BELOW)**

PRES Jodie L. Stevens (Required)

STREET/RT 125 Lucky Lane

CITY/STATE/ZIP Bossier City, LA 71112

V-PRES

STREET/RT

CITY/STATE/ZIP

SECY Jennifer L. Stevens (Required)

STREET/RT 125 Lucky Lane

CITY/STATE/ZIP Bossier City, LA 71112

TREAS

STREET/RT

CITY/STATE/ZIP

NAMES AND ADDRESSES OF ALL OTHER OFFICERS AND DIRECTORS ARE ATTACHED

BOARD OF DIRECTORS

NAME AND PHYSICAL ADDRESS (P.O. BOX ALONE NOT ACCEPTABLE). **(MUST LIST AT LEAST ONE DIRECTOR BELOW)**

NAME Jodie L. Stevens (Required)

STREET/RT 125 Lucky Lane

CITY/STATE/ZIP Bossier City, LA 71112

NAME Jennifer L. Stevens

STREET/RT 125 Lucky Lane

CITY/STATE/ZIP Bossier City, LA 71112

NAME

STREET/RT

CITY/STATE/ZIP

NAME

STREET/RT

CITY/STATE/ZIP

The undersigned understands that false statements made in this report are punishable for the crime of making a false declaration under Section 575.060 RSMo. Photocopy or stamped signature not acceptable.

Authorized party or officer sign here

Jodie L. Stevens

(Required)

Please print name and title of signer:

Jodie L. Stevens

/

President

NAME

TITLE

REGISTRATION REPORT FEE IS:

\$20.00 If filed on or before 4/30

\$35.00 If filed on or before 5/31

\$50.00 If filed on or before 6/30

\$65.00 If filed on or before 7/31

WHEN THIS FORM IS ACCEPTED BY THE SECRETARY OF STATE, BY LAW IT WILL BECOME A PUBLIC DOCUMENT AND ALL INFORMATION PROVIDED IS SUBJECT TO PUBLIC DISCLOSURE

E-MAIL ADDRESS (OPTIONAL)

REQUIRED INFORMATION MUST BE COMPLETE OR THE REGISTRATION REPORT WILL BE REJECTED

MAKE CHECK PAYABLE TO DIRECTOR OF REVENUE

RETURN COMPLETED REGISTRATION REPORT AND PAYMENT TO THE SECRETARY OF STATE - P.O. BOX 1366, JEFFERSON CITY, MO 65102

2004
Matt Blunt Secretary of State
ANNUAL REGISTRATION REPORT
(Business)

File Number: 200416818664
 00242960
 Date Filed: 05/19/2004
 Matt Blunt
 Secretary of State

THIS REPORT IS DUE BY: **04/15/2004**

00242960

SWISS VILLA UTILITIES, INCORPORATED

1

CURRENT FISCAL YEAR IS:

YEAR 2004	MONTH/DAY 01/01
---------------------	---------------------------

CHANGE FISCAL YEAR TO:

CALENDAR <input type="checkbox"/>	BEGIN MONTH/DAY 1
--------------------------------------	-----------------------------

Lloyd Crosby
 900 W. Commercial
 Springfield, MO 65803

2

PRINCIPAL PLACE OF BUSINESS OR CORPORATE HEADQUARTERS:

STREET 900 W. COMMERCIAL
CITY/STATE SPRINGFIELD, MO **ZIP** 65803

3

If changing the registered agent and/or registered office address, please check the appropriate box(es) and fill in the necessary information.

☐ The new registered agent

IF CHANGING THE REGISTERED AGENT, AN ORIGINAL WRITTEN CONSENT FROM THE NEW REGISTERED AGENT MUST BE ATTACHED AND FILED WITH THIS REGISTRATION REPORT.

☐ The new registered office address

Must be a Missouri address, PO Box alone is not acceptable. This section is not applicable for Banks, Trusts and Foreign Insurance.

OFFICERS	BOARD OF DIRECTORS
NAME AND PHYSICAL ADDRESS (P.O. BOX ALONE NOT ACCEPTABLE). PRESIDENT AND SECRETARY REQUIRED.	NAME AND PHYSICAL ADDRESS (P.O. BOX ALONE NOT ACCEPTABLE). AT LEAST ONE DIRECTOR IS REQUIRED.
PRES <u>LOYD CROSBY</u>	NAME <u>MICHAEL SMITH</u>
STREET/RT <u>900 W. COMMERCIAL</u>	STREET/RT <u>1901 EAST WHEATRIDGE</u>
CITY/STATE/ZIP <u>SPRINGFIELD, MO 65803</u>	CITY/STATE/ZIP <u>SPRINGFIELD, MO 65803</u>
V-PRES <u>DAVID EMOREY</u>	NAME <u>BILL WINDHAM</u>
STREET/RT <u>1983 SHELWING ROCK ROAD</u>	STREET/RT <u>900 W. COMMERCIAL</u>
CITY/STATE/ZIP <u>Nixa, MO 65714</u>	CITY/STATE/ZIP <u>SPRINGFIELD, MO 65803</u>
SECY <u>KATHY GIGLAN</u>	NAME <u>RICHARD COCK</u>
STREET/RT <u>2650 WESTMORELAND DR.</u>	STREET/RT <u>111 N. WINNEBAGO DR.</u>
CITY/STATE/ZIP <u>GRANITE CITY, IL 62040</u>	CITY/STATE/ZIP <u>LAKE WINNEBAGO, MO 64034</u>
TREAS <u>WAYNE PEINGSTEN</u>	NAME <u>EDWARD STRAUSS</u>
STREET/RT <u>1501 STATE RT 163</u>	STREET/RT <u>23 SIERRA DR.</u>
CITY/STATE/ZIP <u>BELLEVEILLE, IL 62223</u>	CITY/STATE/ZIP <u>GLEN CARBON, IL 62034</u>
NAMES AND ADDRESSES OF ALL OTHER OFFICERS AND DIRECTORS ARE ATTACHED	

5

The undersigned understands that false statements made in this report are punishable for the crime of making a false declaration under Section 573.060 RSMo 1986

OFFICER SIGN HERE >>> Wayne Peingsten

Original signature of officer listed above required. Photocopy or stamped signature not acceptable.

INFORMATION PROVIDED IS SUBJECT TO PUBLIC DISCLOSURE

6

ATTACHED IS THE REGISTRATION FEE OF:

\$45.00 If filed on or before the due date
\$60.00 If filed after the due date

State of Missouri
 Annual Report Priority - General Business 1 Page(s)



FOR OFFICIAL USE ONLY

Check #: _____
 Amount: _____
 Filer's Initials: _____

01 AG AG



**THE REGISTRATION REPORT WILL BE REJECTED
 IF SECRETARY OF STATE**

REGISTRATION REPORT AND PAYMENT TO THE SECRETARY OF STATE - P.O. BOX 1366, JEFFERSON CITY, MO 65102

SWISS VILLA UTILITIES
900 W. COMMERCIAL
SPRINGFIELD, MO 65803

RECEIVED²

APR 12 2004

Records
Public Service Commission

Missouri Public Service Commission
P. O. Box 360
Jefferson City, Missouri 65102

Dear Commissioners:

At the February 2004 board meeting, the directors unanimously decided that, since we are owned by Swiss Villa Holding Company (a registered nonprofit corporation in Missouri) and provide water and sewer service for homeowners within a neighborhood improvement district and NOT for the general public, we do not come under the regulations of the Missouri Public Service Commission.

Therefore, we are requesting that you remove our company name and all related information from the list of public companies and no longer require that we submit a statement of revenue, an annual report, payment of an assessment, or any other information.

Sincerely,

Swiss Villa Board of Directors


By: Lloyd Crosby, President
Attest: Kathy Goclan, Secretary

Rec'd. 05/19/04

W/S Dept.



Swiss Villa Utilities
c/o Black Oak Mountain Resort
PO Box 27
Lampe, Mo 65681
Monday, May 17, 2004

TO: Stone County Commissioners
PO Box 45
Galena, Mo 65656

Bill McCullah, Legal Counsel
Stone County
PO Box 45
Galena, Mo 65656

Stone County Prosecutor
PO Box 45
Galena, Mo 65656

Dept of Natural Resources
ATTN: Bruce Martin
2040 West Woodland
Springfield, Mo 65807

✓ Public Service Commission
ATTN: Randy Hubbs
PO Box 360
Jefferson City, Mo 65102

Doug Nelson
Ofc of Attorney General
PO Box 899
Jefferson City, Mo 65102

Pat Keck
1304 E Battlefield, Ste B
Springfield, Mo 65807

This is to advise that the Swiss Villa Utility Board, made up of volunteers, officially resigned April 14th, 2004 because our Directors & Officers Insurance was non renewed by our insurance company due to a claim filed to recoup money for Union Planters Bank. We have searched for new D&O insurance and the company who will accept us has given us a premium of \$5,460 vs \$1,090 paid last year, plus a list of waivers that they will not cover. The Utility does not have the funds to pay this premium. As you are

aware, the claim that was filed against the D&O insurance was done to satisfy the Bank because the \$75,000 letter of credit that was intended to cover defaulted taxes was used by the County to pay the fee for final issuance of NID bonds.

As you know, the Utility is a small non profit operation which serves the community of Black Oak Mountain Resort. The sewer project and installation has been a failure from day one. The Utility Board has spent over ten thousand dollars a year to make patchwork repairs while patiently waiting for legal issues to be resolved to fix the sewer system. Our treatment plant operator has indicated that the plant can't hold up another day much less two more years. It is an environmental disaster waiting to happen. We have produced proof upon proof of the system failures and incompetent installation. We have received nothing but finger pointing and legal maneuvering to get out of fixing and correcting the system – we're talking about \$3,000,000 for sewer, water and roads. Unfortunately, no one has stepped up to the plate.

The Board was told that it would be another two years before the sewer system law suits are resolved. Therefore, the Board is turning over the day to day operation and repairs of the Utility to the Stone County Commissioners effective this date. Everett Williams (417-779-4482) is our Operator for the Treatment Plant – he has agreed to continue in that capacity – his fee is handled by Deal & Assoc and he receives a 1099 at the end of the year. The checkbook, bills, and billing records have been turned over to Deal & Assoc (417-887-2277), 1200 E Woodhurst Dr, Springfield, Mo 65804. We have signed enough checks for Deal & Assoc to pay utilities and some other monthly expenditures – the bank is Bank of America. The bank statements, electric bills, etc will be sent to Deal & Assoc so they can continue to be paid. We will also make arrangements for all reports to the DNR, PSC, Taxes, etc to be sent to your attention. The general liability and property/casualty insurance is paid monthly (will renew Feb 5, 2005, however they may not renew whenever they find out there isn't an active Board anymore) – Deal & Assoc has the payment book for this also.

Deal & Assoc will bill the utility customer and their checks will be sent to Deal & Assoc who in turn will deposit them in Bank of America. You will receive a monthly statement on income and expenses and a list of customers who are over due – anyone two months behind receives a disconnect notice. It will be up to you to shut the water off. The following fees apply for connects and disconnects: \$40.00 each. We do have a person contracted to do this and we 1099 him at the end of the year. The Utility does not have any employees. If you have any questions about this part of the operation, you may contact Jodie Stevens, Black Oak Mountain Resort 417-779-4111.

Mr.

The Utility Board generally meets on the 3d Saturday of each month at Black Oak Mountain Resort Conference Room. We also post a notice of the meeting in the Resort Office approximately one week before and no later than 24 hours before the meeting or a change.

Presently, there are numerous repairs and digs that need immediate attention, but there isn't any money to pay. The holiday is approaching and sewerage is and will be

surfacing. The Utility customers will receive the phone number for the County Commissioner's Office in their next billing statement as there contact for future repairs, connects and disconnect. If you have any questions, you may contact one of the following former Board Members: Lloyd Crosby 417-865-6601, Dave Embrey 417-866-2262, Mike Smith 417-883-6186, Kathy Goclan 618-659-2483. We will do our best to make this transition as smooth as possible.

Please provide a phone number for Deal & Assoc as a contact to be posted on all of the billing in the event the utility customer has a maintenance problem. The number we have on record for the Commissioners is: 417-357-8141 - Jerry Dodd (Southern Commissioner), Denny McCrorey (Northern Commissioner) and George Cutbirth (Presiding Commissioner).

Since legal counsel is in place for all insurance companies involved in litigation for the Utility, we assume all law suits will proceed as scheduled. The people of Black Oak Mountain Resort deserve a sewer system that works; the lake is too beautiful to be polluted and contaminated.

Over the years since its inception, the Utility Board Members have expended numerous hours in meetings, work, research and travel time, as volunteers and at their own expense, to make this Utility project function (not to mention the verbal abuse they have sustained). A more dedicated and professional group, you will not find. It is an insult to the integrity of the Board Members and a disappointment to have to terminate this Board before this sewer project comes to fruition.

Generally, there is a Property Owners meeting on the Memorial Day weekend. We strongly suggest that a representative from the Commission attend this meeting. You may contact the Black Oak Mountain Resort Office (417-779-4111) for the date and time.

Respectfully,

Lloyd Crosby, former President
Swiss Villa Utilities
417-865-6601 417 880 8860

Kathy Goclan, former Secretary
Swiss Villa Utilities
618-659-2483

cc: Deal & Associates
1200 E Woodhurst Dr
Springfield, Mo 65804 887-2277

Deal & Associates

Certified Public Accountants

1200 E. Woodhurst Bldg. U, Suite 100 • Springfield, MO 65804
Office: (417) 887-2277 • Fax: (417) 882-4869
E-mail: jedcpal@aol.com

June 2, 2005

Missouri Public Service Commission
200 Madison Street, Suite 100
P.O. Box 360
Jefferson City, MO 65102-0360

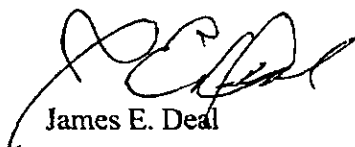
FILED²
JUN 07 2005
Missouri Public
Service Commission

Enclosed is the annual report for Swiss Villa Utilities, Inc. We provide billing services for the utilities, one amount for both water and sewer. Currently, the Board of Directors have resigned and to some degree we are continuing without direction. A former board member continues to sign checks to pay for our services and the bills that can be paid from operations. I have filled out the forms requested but it is very limited and not signed.

We will not sign the forms as that is not the purpose of our engagement. I do not wish to deal with the PSC in any capacity not for any reason other than it is not our responsibilities and the Home Owners Association is going to have to step up and take on the obligations of the utilities.

I am filing this only upon request of Janis Fischer. Any further communications with our office will be return unopened.

Sincerely,



James E. Deal

Requested By: bill mc 10/12/2006

STONE COUNTY, GALENA, MO
CATHY SHORTT, CIRCUIT CLERK & RECORDER12/18/2003 #2003-19612
02:52:56PM B-451 P-1646

Attachment K

QUIT CLAIM DEED

This indenture, by and between
Quanah Corporation,
Grantor,
and
Stone County, Missouri
Post Office Box 45, Galena, Missouri 65656
Grantee;

WITNESSETH:

DATE: DECEMBER 18 2003

Whereas, the County Commission of Stone County, Missouri, as governing body of the **Black Oak Mountain Resort Phase 1 Neighborhood Improvement District**, caused to be constructed with public funds, certain improvements in and to said District; and

Whereas, public funds were used to construct certain improvements on the real property hereinafter described, including, *inter alia*, a water tower and well house;

Now, therefore, Grantor, for and in consideration of good and valuable consideration, the receipt of which is hereby acknowledged, does hereby grant, bargain, and sell unto Grantee, and to its successors and assigns forever, the tract or parcel of real estate lying and being situate in the County of Stone and state of Missouri, described as follows, to-wit:

Lot 2 of the Amended Plat of Block "B", Swiss Villa, a subdivision located in Stone County, Missouri, per the recorded plat thereof, as amended.

To have and to hold the aforescribed tract or parcel of real estate, with the appurtenances thereto belonging; to Grantee and its successors, and assigns forever, in as full and ample manner as Grantor is empowered by law.

Requested By: bill mc 10/12/2006

STONE COUNTY, GALENA, MO
CATHY SHORTT, CIRCUIT CLERK & RECORDER12/18/2003 #2003-19612
02:52:56PM B-451 P-1647**QUANAH CORPORATION**

a Louisiana Corporation

By Jodie L. Stevens
Jodie L. StevensAgent under Power of Attorney
dated November 26 2001 and
recorded at Book 394, Page 18,
Stone County, Missouri Recorder of Deeds

STATE OF MISSOURI

SS.

COUNTY OF STONE

Now, on December 18 2003, before me personally appeared Jodie L. Stevens, to me personally known, who being sworn did say that he is the duly appointed agent of Quanah Corporation, a Louisiana corporation in good standing, by virtue of a power of attorney dated December 26 2001 and recorded with the Stone County, Missouri Recorder of Deeds at Book 394, Page 18 on November 29 2001; that he has authority to execute the foregoing deed; that the foregoing deed has been authorized by said corporation; and that the act memorialized in the foregoing deed is the free and deed of said corporation.

In testimony whereof I have hereunto set my hand and affixed my official seal at my office on the day and year first above written.

Michele L.S. Tolbert
Michele L.S. Tolbert Notary Public

My commission expires: 5/30/06

Stone County Commission

COUNTY COMMISSION RECORD
STONE COUNTY MISSOURIBOOK V
PAGE*Addendum Page*IN THE COUNTY COMMISSION
OF STONE COUNTY, MISSOURIBLACK OAK MOUNTAIN RESORT PHASE I
NEIGHBORHOOD IMPROVEMENT DISTRICTAN ORDER DECLARING PARTS OF SWISS VILLA,
BLOCK B, TO BE HELD IN COUNTY TRUSTEESHIP

WHEREAS, real property described as *Swiss Villa, Block B* is owned by Quana Corporation; and

WHEREAS, the well and water tower were constructed upon said Block B with NID bond proceeds and public funds; and

WHEREAS, until said bonds are retired, the County should retain ownership in trust of the lands upon which the well and water tower are located;

NOW, THEREFORE, BE IT ORDERED AS FOLLOWS:

1. QUANA CORPORATION SHALL CONVEY THE PARCELS OF REAL PROPERTY IN *SWISS VILLA, BLOCK B* CONTAINING THE WELL AND THE WATER TOWER TO THE COUNTY AS TRUSTEE FOR THE PROPERTY OWNERS WITHIN THE NID.
2. THE COUNTY SHALL RETAIN OWNERSHIP IN TRUST OF SAID PROPERTIES UNTIL THE COUNTY'S BONDED INDEBTEDNESS HAS BEEN FULLY DISCHARGED.
3. DURING THE TIME THE COUNTY OWNS SAID PROPERTIES IN TRUST, SAID PROPERTIES SHALL BE REMOVED FROM THE TAX ROLLS AND SHALL BE EXEMPT FROM TAXATION BY THE ASSESSOR AND THE COLLECTOR OF REVENUE.
4. THE COUNTY SHALL NOT BE RESPONSIBLE FOR THE OPERATION, MAINTENANCE OF SAID PROPERTIES, OR FOR MAINTAINING INSURANCE UPON SAID PROPERTIES.

Approved:

George Cutbirth
Presiding CommissionerDenny McCrorey
Northern CommissionerJerry Dodd
Southern Commissioner

CERTIFICATE OF TRUE COPY

STATE OF MISSOURI)
) SS
COUNTY OF STONE)

I, Judy Berkstresser, Clerk of the County Commission, for said County, hereby certify the above and foregoing to be a true copy of original AN ORDER DECLARING PARTS OF SWISS VILLA BLOCK B, TO BE HELD IN COUNTY TRUSTEESHIP as the same appears of record in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of said Commission at office in Galena, Missouri this the 12th day of October, 2006.



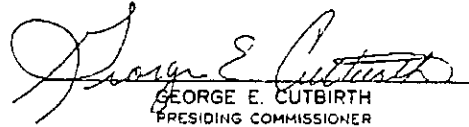
Judy Berkstresser
Clerk of the County Commission

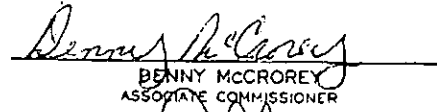
By: 

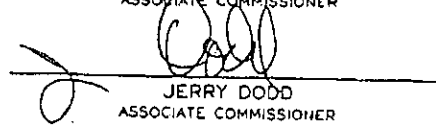
Deputy

DONE AT THE COURTHOUSE IN GALENA, MISSOURI ON JANUARY 21 2003.

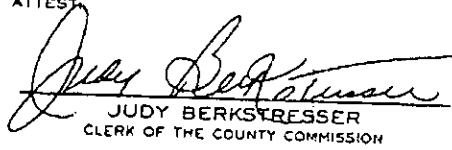
COUNTY COMMISSION OF
STONE COUNTY, MISSOURI


GEORGE E. CUTBIRTH
PRESIDING COMMISSIONER


BENNY MCCROREY
ASSOCIATE COMMISSIONER


JERRY DODD
ASSOCIATE COMMISSIONER

ATTEST


JUDY BERKSTRESSER
CLERK OF THE COUNTY COMMISSION

Black Oak Mountain Resort Property Owners Association, Inc.

By-Laws

May 29, 2004

ARTICLE I: NAME AND LOCATION

SECTION 1. The name of the corporation is **Black Oak Mountain Resort Property Owners Association, Inc.**

SECTION 2. The principal and registered office of the corporation in the State of Missouri is: **6278 W. Frm. Rd., Springfield, MO 65802.**

ARTICLE II: Members

SECTION 1. There shall be no stock issued by this corporation.

SECTION 2. Any property owner in the subdivision formerly known Black Oak Mountain Resort shall be entitled to membership in this corporation by virtue of paying the annual dues or assessments of the corporation.

ARTICLE III: MEMBERSHIP MEETINGS

SECTION 1: The annual meeting of the members of the corporation shall be held at such time and place located either within or without the State of Missouri as may be designated by the President or the Board of Directors. The date of this meeting shall be the Sunday preceding Labor Day. The annual meeting shall be held for the purpose of electing directors and officers and the conducting of any other business that may be properly brought before the members.

SECTION 2: A special meeting of the members may be held at such place, either within or without the Sate of Missouri as may be designated by the President or the Board of Directors or by a majority of the members. Written notice of the date, time, and location of the meeting must be sent to the members by U. S. mail. Such notice must be given at least two weeks prior to the date of such meeting, unless so specified by a majority vote of the members present at the annual meeting. Depositing of such notice to the address of record of the property owner shall be deemed sufficient. **Said notice must contain the purpose of the meeting to be legal.**

SECTION 3. Each member shall be entitled to one vote for each lot owned. In the case of joint tenancy, only one vote for each lot shall be allowed. Members will be allowed to vote by proxy providing the member has notified the Board in writing of the issuing of such proxy. Said notice shall contain the name of the person being allowed to cast their vote and the duration of the proxy. Failure to comply with this section of the by-laws shall deprive the member of the right to vote.

SECTION 4. All election of members of the Board shall be written ballot if requested by the members; otherwise, voting shall be by voice or standing vote.

SECTION 5. A quorum for the transacting of business at any meeting shall consist of such members present at the meeting.

SECTION 6. A majority vote of the members present at the annual meeting shall be necessary to remove any director from the Board.

SECTION 7. At each annual membership meeting the Directors shall submit a statement of the business done during the preceding year. Such report shall give the financial condition of the corporation.

ARTICLE IV: DIRECTORS

SECTION 1. The Board of Directors shall manage the business affairs of the corporation. The Board of Directors shall consist of seven (7) members of the organization. Each director must be a property owner in the sub-division.

SECTION 2. The directors shall be elected for a term of two (2) years. Three (3) shall serve for a period of one (1) year and the other four shall serve a term of two (2) years. Staggering the terms of the Directors shall give stability to the Board.

SECTION 3. The annual meeting of the Board of Directors shall be held prior to the regular membership meeting. The Board may also meet after the regular meeting if deemed necessary.

SECTION 4. The remaining Directors shall fill vacancies on the Board of Directors temporarily. At the next regular or special meeting of the members the members shall elect a replacement.

SECTION 5. The Board of Directors shall be able to appoint employees for the benefit of the members, but the members at the next scheduled meeting must ratify such appointments. The Board may also appoint committees for the benefit of the property owners. The members of the next meeting must approve such appointments.

ARTICLE V: OFFICERS

SECTION 1. The officers of the corporation shall be: president, vice-president, secretary, and treasurer.

SECTION 2. The duties of the officers shall be as follows:

President shall preside at all meetings of the membership and officers' meetings.

Vice-president shall preside in the absence of the president.

Secretary shall receive and issue all correspondence of the corporation and keep minutes of any and all meetings of the membership or Directors.

Treasurer shall have custody of all money and securities of the Corporation.

SECTION 3. The president and secretary shall be authorized to sign contracts, bonds, and legal papers of the corporation.

SECTION 4. The secretary shall have custody of the corporate seal.

SECTION 5. The treasurer shall keep the books of account and vouchers, bill, receipts, and other financial papers. The treasurer shall also issue written reports in regards to all receipts and payments made since the last report was given.

SECTION 6. No money may be disbursed without the issuing of a check that must be signed by two officers of the corporation.

ARTICLE VI: BONDS

SECTION 1.: Any officer or employee of the corporation shall furnish any and all bonds required by either the membership or the Board of Officers.

ARTICLE VII: FINANCE

SECTION 1. The membership or Board of Directors shall deposit the funds of the corporation in such financial institution as may be designated.

SECTION 2. The annual membership fee shall be Forty Dollars (\$40.00), twenty-five dollars (\$25.00) for the Property Owners Association and fifteen dollars (\$15.00) for the Property Owners Association Road Fund. To be eligible to vote at the meetings, the member must be current in their dues.

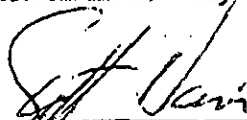
SECTION 3. The annual membership fee may be changed by a vote of the membership at any meeting held. To be eligible to vote at the meetings, the member must be current in payment of dues.

ARTICLE VIII: AMENDMENTS

SECTION 1. The by-laws of the corporation may be amended at the annual membership meeting unless a special meeting is called to amend the by-laws. A two-

thirds (2/3) vote of the members present at said meeting shall be necessary to amend the by-laws.

The foregoing by-laws have been approved by the membership at the annual meeting held on the 29th day of May 2004.



Scott Davis, President

Lolisa Collins, Secretary

Houston C. Ker, Treasurer

Swiss Villa Utilities, Inc
c/o Everett Williams
PO Box 168
Kimberling City, Mo 65686

Memo

To: Mr Wess Henderson, Executive Director
Missouri Public Service Commission
PO Box 360
Jefferson City, Mo 65102

From: Swiss Villa Utilities, Inc
PO Box 168
Kimberling City, Mo 65686

Date: July 1, 2005

Re: MPSC Annual Assessment

Please be advised that Swiss Villa Utilities is owned and operated by Swiss Villa Holding, Inc a Missouri "Not for Profit" Corporation. We were misled to apply for a Certificate of Convenience in the beginning. Therefore, we are not under Mo PSC regulations. Mo PSC does not provide Swiss Villa Holding a service and we should not be assessed for Mo PSC operating expenses. Monies previously submitted to Mo PSC should be refunded.

Respectfully,

Retired / Resigned
LLOYD CROSBY, Registered Agent

EVERETT WILLIAMS, Operator

Missouri Public Service Commission
General Counsel's Office
P.O. Box 360, Suite 800
Jefferson City, Missouri 65102

MO 419-2635 (5-01)

RECEIVED
JUL 24 2006
COMMISSION COUNSEL
PUBLIC SERVICE COMMISSION

Lloyd Crosby
Registered Agent
Swiss Villa Utilities, Inc.
900 West Con
Springfield, MO

Do not
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Refused
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Missouri Public Service Commission
General Counsel's Office
P.O. Box 360, Suite 800
Jefferson City, Missouri 65102

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AUG 23 2006

COMMISSION COUNSEL
PUBLIC SERVICE COMMISSION

Lloyd Crosby
Registered Agent
Swiss Villa Utilities, Inc.
900 West Con
Springfield, MO

Refused
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