

The Depository Trust Company

IMPORTANT

B#: 1638

DATE: March 19, 2001

TO: All Participants

CATEGORY: Reorganization

FROM: DTC Proxy Department

ATTENTION: Proxy/Reorganization Manager

SUBJECT: Okeelanta Limited Partnership et al

Okeelanta Limited Partnership et al is soliciting acceptances of its First Amended Joint Plan of Reorganization, dated March 9, 2001 (the "Plan"). Holders of Palm Beach County Florida securities on this notice and of record on March 8, 2001 (the "Securities"), are eligible to vote by ballot to accept or reject the Plan.

Accompanying the First Amended Joint Disclosure Statement dated March 9, 2001 and other materials for voting on the Plan is the attached Order, which refers to a hearing on confirmation of the Plan, which is scheduled to be held on March 30, 2001. DTC also received the attached Color Coded Ballots. Participants may obtain copies of the materials for voting on the Plan by contacting:

Innisfree
M & A, Inc.
@ (212) 750-7946

DTC will provide Okeelanta Limited Partnership with a listing of the Participants which had the Securities on deposit with DTC at the close of business on March 8, 2001, so that Participants may vote on the Plan.

Participants are referred to the First Amended Joint Disclosure Statement dated March 9, 2001 for a statement of the terms of the Plan.

Participants are advised that acceptances or rejections of the Plan must be received by the Ballot Agent no later than March 28, 2001. Executed ballots should be returned to:

Innisfree
M & A, Inc.
501 Madison Avenue
20th Floor
New York, NY 10022

The Securities will remain eligible at DTC during the solicitation.

Participants are referred to RIPS Envelope 94 and LENP for details of the Plan.

Karl Baker

Manager

Attachments

SECURITIES

Palm Beach County Florida 6.375% due 02/15/07
Palm Beach County Florida 6.50% due 02/15/09
Palm Beach County Florida 6.70% due 02/15/15
Palm Beach County Florida 6.85% due 02/15/21
Palm Beach County Florida 6.85% due 01/01/14
Palm Beach County Florida 6.95% due 01/01/22
Palm Beach County Florida 10.50% due 01/01/11

CUSIP #'s

696563 AA 3
696563 AB 1
696563 AC 9
696563 AD 7
696563 AE 5
696563 AF 2
696563 AG 0

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF FLORIDA
WEST PALM BEACH DIVISION**

In re:)	
)	
GATOR GENERATING COMPANY,	)	Case Nos. 97-32338-BKC-PGH
LIMITED PARTNERSHIP, OKEELANTA	)	97-32339-BKC-PGH
POWER LIMITED PARTNERSHIP,	)	97-32340-BKC-PGH
OSCEOLA POWER LIMITED	)	97-32341-BKC-PGH
PARTNERSHIP, GLADES POWER	)	97-32342-BKC-PGH
PARTNERSHIP, FLO-ENERGY CORP.,	)	01-30723-BKC-PGH
HERON POWER CORPORATION,	)	01-30724-BKC-PGH
ROWAN RESOURCES CORPORATION,	)	01-30725-BKC-PGH
CYPRESS POWER CORPORATION,	)	01-30726-BKC-PGH
PELICAN POWER CORPORATION,	)	01-30728-BKC-PGH
NEW HOPE POWER PARTNERSHIP,	)	01-30729-BKC-PGH
FLO-POWER CORP., SOL-POWER CORP.,	)	01-30730-BKC-PGH
BAY POWER HOLDINGS, INC.,	)	01-30731-BKC-PGH
NORTH BAY POWER MANAGEMENT, INC.,	)	01-30732-BKC-PGH
NHS POWER CORP., SOL-ENERGY CORP.,	)	01-30733-BKC-PGH
LAKE POWER LEASING PARTNERSHIP,	)	01-30734-BKC-PGH
OFC LEASING CORPORATION and,	)	01-30735-BKC-PGH
OKEE LEASING CORP.,	)	01-30736-BKC-PGH
	)	01-30737-BKC-PGH
)	
Debtors.	)	Chapter 11
	)	Jointly Administered Under
	)	Case No. 97-32338-BKC-PGH

**ORDER APPROVING FIRST AMENDED JOINT DISCLOSURE STATEMENT DATED
MARCH 9, 2001, PURSUANT TO SECTION 1125 OF THE BANKRUPTCY CODE
WITH RESPECT TO THE FIRST AMENDED JOINT PLAN OF REORGANIZATION
PROPOSED BY THE DEBTORS, THE BONDHOLDER STEERING COMMITTEE,
FLORIDA CRYSTALS CORPORATION, PG&E NATIONAL ENERGY GROUP
COMPANY, AND PG&E OPERATING SERVICES COMPANY**

This matter having come before the Court for hearing on approval of the Disclosure Statement regarding First Amended Joint Plan of Reorganization dated March 9, 2001, Proposed by the Debtors, the Bondholder Steering Committee, Florida Crystals Corporation, PG&E National Energy Group Company, and PG&E Operating Services Company (the "First Amended Plan"); the Court having reviewed the files and records in these Cases; having heard the statements of counsel; and being fully advised in the premises, finds and concludes as follows:

1. Due, proper, and sufficient notice of this hearing has been given to satisfy the requirements of the Bankruptcy Code, the Bankruptcy Rules, the orders of this Court, due process, and other applicable law under the circumstances.

2. All objections to the adequacy of information provided in the Disclosure Statement have been heard, considered, and overruled by the Court.

3. The Disclosure Statement, as amended, modified, or supplemented by the record of this hearing contains "adequate information," as that term is defined in Section 1125(a) of the Bankruptcy Code.

4. The Claims in Classes 1, 3A, 3B, 4, 5A, 5B, 9A, 9B, 11, 12A, 12C, 12D, 12E, 12F, 12N, and 12P as designated and defined in the First Amended Plan, (collectively, the "Unimpaired Claims") are unimpaired within the meaning of Section 1124 of the Bankruptcy Code and, therefore, the holders thereof are conclusively presumed to have accepted the First Amended Plan and are not entitled to vote on the First Amended Plan under Section 1126(f) of the Bankruptcy Code.

5. The Claims in Classes 2, 6, 7A, 7B, 8A, 8B, 10A, 10B, 10C, and 10D, as designated and defined in the First Amended Plan (collectively, the "Voting Impaired Claims"), are impaired within the meaning of Section 1124 of the Bankruptcy Code and, pursuant to

Section 1126 of the Bankruptcy Code, the holders of such claims are entitled to vote to accept or reject the First Amended Plan.

6. The Equity Interests in 12B, 12G, 12H, 12I, 12J, 12K, 12L, 12M, 12O, 12Q, 12R, and 12S as designated and defined in the First Amended Plan (the “Nonvoting Impaired Interests”), are impaired within the meaning of Section 1124 of the Bankruptcy Code and will receive no distributions under the First Amended Plan and, therefore, are deemed to have rejected the Plan and are not entitled to vote on the Plan pursuant to Section 1126(g) of the Bankruptcy Code.

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED THAT:

A. The First Amended Disclosure Statement (including all exhibits thereto), as amended, modified, or supplemented by the record of this hearing, should be and hereby is approved pursuant to Section 1125(b) of the Bankruptcy Code and Bankruptcy Rule 3017(b).

B. The Plan Proponents are authorized and empowered to solicit acceptances of the First Amended Plan in accordance with this Order and other Orders and directions of the Court.

C. The holders of Unimpaired Claims and Equity Interests are not entitled to vote to accept or reject the First Amended Plan and are conclusively presumed to have accepted the First Amended Plan pursuant to Section 1126(f) of the Bankruptcy Code.

D. The holders of Voting Impaired Claims are entitled to vote to accept or reject the First Amended Plan pursuant to Section 1126 of the Bankruptcy Code.

E. The holders of Nonvoting Impaired Interests are deemed not to have accepted the First Amended Plan pursuant to Section 1126(g) of the Bankruptcy Code and are not entitled to vote to accept or reject the First Amended Plan.

F. The deadline for the Balloting Agent, Innisfree M&A Incorporated, to receive ballots and master ballots in respect of the First Amended Plan shall be March 23, 2001, at 5:00 p.m. (Eastern Standard Time).

G. Pursuant to Local Rule 3007-1(B), the Plan Proponents shall continue to have the right to file and serve objections to Claims, related to these Chapter 11 Cases, past the Confirmation Date.

H. The Confirmation Hearing shall commence at the United States Bankruptcy Court for the Southern District of Florida, on March 30, 2001 at 9:30 a.m.. (Eastern Standard Time), or as soon thereafter as counsel can be heard, and may be adjourned from time to time in open court without further notice.

I. All objections to the confirmation of the First Amended Plan must be in writing, state with particularity the grounds for objection, and be filed with this Court and served in a manner so as to be received on or before March 26, 2001, at 4:30 p.m. (Eastern Standard Time) by counsel for all of the Plan Proponents.

J. The Debtors are authorized to make non-substantive changes to the Disclosure Statement, the First Amended Plan, and related documents without further Order of this Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, the First Amended Plan, exhibits to the Disclosure Statement, and other solicitation materials prior to mailing solicitation materials.

K. The Plan Proponents are hereby authorized and empowered to take such steps and incur and pay such costs and expenses and to do such things as may be reasonably necessary to implement the provisions of this Order.

L. The Plan Proponents shall be, and hereby are, directed to serve copies of this Order on all interested parties, no later than March 13, 2001. Service as set forth herein constitutes due and sufficient notice pursuant to Bankruptcy Rule 3017.

Dated this 9 day of March, 2001, in the Southern District of Florida.

PAUL G. HYMAN

THE HONORABLE PAUL G. HYMAN, JR.
UNITED STATES BANKRUPTCY JUDGE

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INSTRUCTIONS OR ADVICE OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT.

THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF FLORIDA
WEST PALM BEACH DIVISION

Sample
Color Coded Ballots
Must be requested
from Ballot
Agent

In re:)	
)	
GATOR GENERATING COMPANY,)	Case Nos. 97-32338-BKC-PGH
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OFC LEASING CORPORATION and,)	01-30737-BKC-PGH
OKEE LEASING CORP.,)	
)	
Debtors.)	Chapter 11
)	Jointly Administered Under
)	Case No. 97-32338-BKC-PGH

**BALLOT FOR USE BY BENEFICIAL HOLDERS OF OKEELANTA BONDS
FOR ACCEPTING OR REJECTING FIRST AMENDED JOINT PLAN OF REORGANIZATION
DATED MARCH 9, 2001, PROPOSED BY THE DEBTORS,
THE BONDHOLDER STEERING COMMITTEE, FLORIDA CRYSTALS CORPORATION,
PG&E NATIONAL ENERGY GROUP COMPANY, PG&E OPERATING SERVICES COMPANY**

IF YOU HAVE RECEIVED A RETURN ENVELOPE ADDRESSED TO A BROKER, BANK, NOMINEE, OR PROXY INTERMEDIARY, YOU MUST RETURN YOUR BALLOT TO YOUR BROKER, BANK, NOMINEE, OR PROXY INTERMEDIARY EARLY ENOUGH FOR YOUR VOTE TO BE PROCESSED AND THEN FORWARDED BY THE BROKER, BANK, NOMINEE, OR PROXY INTERMEDIARY TO INNISFREE M&A INCORPORATED, 501 MADISON AVENUE, 20TH FLOOR, NEW YORK, NEW YORK 10022 (THE "BALLOTING AGENT") BY 5:00 P.M. EASTERN STANDARD TIME ON MARCH 23, 2001 (THE "BALLOTING DEADLINE"). THEREFORE, PLEASE ALLOW ADDITIONAL TIME.

The Bankruptcy Court has approved the Disclosure Statement (the "Disclosure Statement") with the regard to the First Amended Joint Plan of Reorganization Dated March 9, 2001, Proposed by the Debtors, the Bondholder Steering Committee, Florida Crystals Corporation, PG&E National Energy Group Company, and PG&E Operating Services Company (the "First Amended Plan"). The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. If you do not have a Disclosure Statement, you may obtain a copy from the Balloting Agent or from counsel for the Plan Proponents. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the First Amended Plan by the Bankruptcy Court.

You should review the Disclosure Statement and the First Amended Plan before you vote. You may wish to seek legal advice concerning the First Amended Plan and your classification and treatment under the First Amended Plan. Your Okeelanta Secured Bondholder Claim has been placed in Class 8A under the First Amended Plan, and you also hold Unsecured Claims on account of the deficiency on your Okeelanta Secured Bondholder Claim. Your vote on account of your Okeelanta Secured Bondholder Claim will also be counted as your vote on account of any Unsecured Claim on account of the deficiency on your Okeelanta Secured Bondholder Claim. If you hold Claims in other Classes entitled to vote under the First Amended Plan, you will receive a separate Ballot for balloting claims in those Classes. If your Ballot is not received by the Balloting Agent on or before 5:00 p.m. Eastern Standard Time, on March 23, 2001, your vote will not count as either an acceptance or rejection of the First Amended Plan.

Item 1 – Identify the Class and Amount of Your Claim.

On March 8, 2001, the Record Date, the undersigned was the beneficial Holder of \$ _____ of the Okeelanta Bonds.

Item 2 – Identify Your Vote in Favor of Acceptance and Rejection of the First Amended Plan.

The undersigned transmits the following vote of with respect to its Claim identified above.

_____ To Accept (VOTE FOR) the First Amended Plan

_____ To Reject (VOTE AGAINST) the First Amended Plan

Item 3 – Identify Your Voluntary Agreement to or Refusal to Agree to Third-Party Releases in First Amended Plan

As discussed in Section X(E) of the Disclosure Statement, Section 17.5 of the First Amended Plan provides that in exchange for the consideration provided to Holders under the First Amended Plan, such Holders (as well as trustees and agents on behalf of such Holders) shall be deemed to have forever waived, released, and discharged the Releasees (which include the Plan Proponents and other Settling Parties under the Plan Term Sheet attached to the Disclosure Statement as Exhibit C and discussed in Section III(O) of the Disclosure Statement) from any and all claims, obligations, suits, judgments, damages, rights, causes of action or liabilities whatsoever, whether in tort, for fraud, in contract, whether in law or equity or otherwise, violations of federal or state securities laws, or otherwise, whether known or unknown, whether foreseen or unforeseen, existing or hereafter arising, based in whole or in part upon any act or omission, transaction, or other occurrence taking place on or before the Effective Date in any way relating to the Debtors, their Estates, the Chapter 11 Cases, or the First Amended Plan, including transactions entered into under the First Amended Plan. The Confirmation Order will enjoin such Holders from asserting any such claims against the Releasees.

The undersigned understands the foregoing and either:

_____ VOLUNTARILY AGREES to the Releases contained in the First Amended Plan; or

_____ REFUSES TO AGREE to the Releases contained in the First Amended Plan.

Item 4 – Certification

By signing this Ballot, the undersigned certifies:

(a) that no other Ballots have been cast with respect to the Okeelanta Secured Bondholder Claim identified in Item 1, or if earlier Ballots were cast, such earlier Ballots are hereby revoked;

(b) that a copy of the Disclosure Statement relating to the First Amended Plan, together with a copy of the First Amended Plan, has been provided to and reviewed by the undersigned;

(c) that as the beneficial Holder of the amount of the Okeelanta Secured Bondholder Claim set forth in Item 1, the undersigned has full power and authority to vote to accept or reject the First Amended Plan. The

undersigned also acknowledges that this solicitation is subject to all the terms and conditions set forth in the Disclosure Statement relating to the First Amended Plan; and

(d) that the undersigned understands that the First Amended Plan contains injunctions and releases in Article XVII, and whether or not the undersigned has voted in favor of acceptance or rejection of the First Amended Plan, the undersigned will be bound by the provisions of Article XVII if accepting consideration to be distributed under the First Amended Plan if confirmed by the Bankruptcy Court, unless the undersigned has checked the space indicating a refusal to agree to such releases in Item 3 above.

Dated: _____

Name of Voter: _____
(Print or Type)

Social Security or Tax I.D. No.: _____

Signature: _____

By: _____
(If Appropriate)

Title: _____
(If Appropriate)

Street Address: _____

City, State, and Zip Code: _____

Telephone No.: _____

**THE BALLOTING DEADLINE IS
5:00 P.M. EASTERN STANDARD TIME, ON OR BEFORE MARCH 23, 2001.
CONSEQUENTLY, IT IS IMPORTANT FOR YOU TO RETURN YOUR BALLOT
AS SOON AS POSSIBLE.**

INSTRUCTIONS FOR COMPLETING THE BALLOT

The Plan Proponents are soliciting the votes of Holders of Claims classified in Classes 2, 6, 7A, 7B, 8A, 8B, 10A, 10B, 10C, and 10D with respect to the First Amended Plan referred to in the Disclosure Statement (a copy of which is enclosed herewith). The First Amended Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the Holders of at least two-thirds in amount and more than one-half in number of the Claims in each Impaired Class of Claims that vote on the First Amended Plan, and if the First Amended Plan otherwise satisfies the requirements of Section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the First Amended Plan if it finds that the First Amended Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the Class or Classes of Claims or Equity Interests rejecting it, and otherwise satisfies the requirements of Section 1129(b) of the Bankruptcy Code. As provided in the First Amended Plan, the Plan Proponents will seek confirmation of the First Amended Plan under Section 1129(b) of the Bankruptcy Code (known as the "cramdown" section) because of the deemed non-acceptance of the Holders of certain Classes of Equity Interests. The Plan Proponents also reserve the right to proceed under Section 1129(b) if any Class of Impaired Claims balloting on the First Amended Plan does not accept the First Amended Plan. To have your vote count, you must complete and return this Ballot not later than March 23, 2001, 5:00 p.m. Eastern Standard Time (the "Balloting Deadline") to the Balloting Agent at Innisfree M&A Incorporated, 501 Madison Avenue, 20th Floor, New York, New York 10022 (the "Balloting Agent") by courier, overnight delivery, U.S. Mail, or by hand delivery of this Ballot

To ensure that your vote is counted, you must (i) complete your Ballot; (ii) indicate your decision either to accept or reject the First Amended Plan in the spaces provided in Item 2 of the Ballot; (iii) sign and return the Ballot to the address set forth on the enclosed prepaid envelope. Your Ballot must be received by the Balloting Agent by the Balloting Deadline. If a Ballot is received after the Balloting Deadline, it will not be counted. **IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO A BROKER, BANK, NOMINEE, OR PROXY INTERMEDIARY, YOU MUST RETURN YOUR BALLOT TO YOUR BROKER, BANK, NOMINEE, OR PROXY INTERMEDIARY EARLY ENOUGH FOR YOUR VOTE TO BE PROCESSED AND THEN FORWARDED BY THE BROKER, BANK, NOMINEE, OR PROXY INTERMEDIARY TO THE BALLOTING AGENT BY THE BALLOTING DEADLINE. THEREFORE, PLEASE ALLOW ADDITIONAL TIME.**

To properly complete this Ballot, take the following steps:

1. provide appropriate information for each of the items on this Ballot;
2. vote to accept or reject the First Amended Plan in Item 2;
3. identify whether you voluntarily accept the releases contained in the First Amended Plan in Item 3;
4. sign and date your Ballot;
5. if you are completing this Ballot on behalf of another entity, state the title of such entity; and
6. provide your name and mailing address if different from the preprinted address on the Ballot or if no preprinted address appears on the Ballot.

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE BALLOTING PROCEDURES,
PLEASE CONTACT THE BALLOTING AGENT, AND EVERY EFFORT WILL BE MADE TO ASSIST YOU:**

**Innisfree M&A Incorporated
501 Madison Avenue, 20th Floor
New York, New York 10022
Toll Free Telephone: 877-750-2689**

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE PLAN PROPONENTS OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE FIRST AMENDED PLAN, OTHER THAN THE STATEMENTS CONTAINED IN THE DOCUMENTS ENCLOSED HEREWITH.