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December 12, 2000

Ms. Blanco S. Bayo, Director
Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

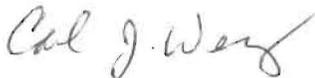
RE: **Docket No. 000793-WS**
Application for transfer of facilities and Certificates Nos. 484-W and 421-S in Pasco County from Bartelt Enterprises, Inc. to Utilities, Inc. of Florida, holder of Certificate Nos. 107-W and 229-S; for amendment of Certificate Nos. 107-W and 229-S; and for cancellation of Certificate Nos. 484-W and 421-S.

Dear Ms. Bayo:

Utilities, Inc. of Florida filed the above referenced application on June 30, 2000. Exhibit B to the application is the April 25, 2000 Water and Sewer Asset Purchase Agreement between Bartelt Enterprises, Inc. and Utilities, Inc. ("Original Agreement").

Enclosed for filing is an Addendum to the Original Agreement. The purpose of the Addendum is to clarify that the Original Agreement is contingent upon the Commission's approval.

Respectfully submitted,



Carl J. Wenz
Vice President, Regulatory Matters

cc: Mr. Martin S. Friedman

- APP _____
- CAF _____
- CMP _____
- COM _____
- CTR _____
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- LEG I
- OPC _____
- PAI _____
- RGO I
- SEC _____
- SER _____
- OTH _____

DOCUMENT NUMBER-DATE

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FPSC-RECORDS/REPORTING

**ADDENDUM
TO THE ASSET PURCHASE AGREEMENT BETWEEN
BARTELT ENTERPRISES, INC.
AND
UTILITIES, INC.**

THIS ADDENDUM ("Addendum") to that certain Asset Purchase Agreement dated and made effective as of April 25, 2000 ("Original Agreement") is effective as the 6th day of December, 2000 ("Effective Date"), by and between Bartelt Enterprises, Inc. ("Seller") and Utilities, Inc. ("Purchaser").

RECITALS

WHEREAS, Seller and Purchaser entered into the Original Agreement with the understanding that the Original Agreement was contingent upon the approval of the Florida Public Service Commission ("Commission"); and

WHEREAS, Seller and Purchaser, in their effort to obtain Commission approval for the Original Agreement deem it necessary to amend the Original Agreement; and

WHEREAS, Seller and Purchaser desire to proceed with their rights and obligations under the Original Agreement except as herein amended, Seller and Purchaser desire to amend the Original Agreement.

AGREEMENT

NOW THEREFORE, in consideration of the above-mentioned recitals, and for other good and valuable consideration, the receipt and legal sufficiency of which are hereby acknowledged, and intending to be legally bound, Seller and Purchaser agree as follows:

1. This Addendum shall modify where specifically provided herein, but shall not replace the Original Agreement. Except as herein provided, all terms and conditions of the Original Agreement shall remain unchanged and in full force and affect. All capitalized terms herein shall have the same meaning as in the Original Agreement unless otherwise provided.
2. Notwithstanding any other provision of the Original Agreement, Seller and Purchaser agree to add the following to Article III of the Original Agreement:

"The parties acknowledge and agree that the Florida Public Service Commission ("Commission") has the power and jurisdiction to approve or disapprove the transaction contemplated by this Agreement, and this Agreement is contingent upon such approval."

DOCUMENT NUMBER--DATE

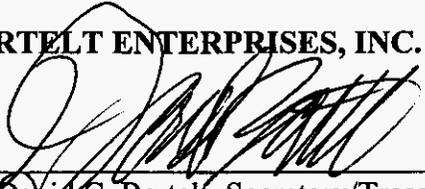
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FPSC-RECORDS/REPORTING

IN WITNESS WHEREOF, Seller and Purchaser have executed and delivered this Addendum as of the Effective Date.

SELLER:

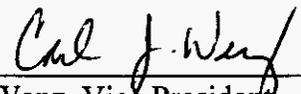
BARTELT ENTERPRISES, INC.

By: 

David C. Bartelt, Secretary/Treasurer

PURCHASER:

UTILITIES, INC.

By: 

Carl J. Wenz, Vice President,
Regulatory Matters