

Law Offices

HOLLAND & KNIGHT LLP

315 South Calhoun Street
Suite 600
P.O. Drawer 810 (ZIP 32302-0810)
Tallahassee, Florida 32301

850-224-7000
FAX 850-224-8832
www.hklaw.com

ORIGINAL

Atlanta
Boston
Bradenton
Chicago
Fort Lauderdale
Jacksonville
Lakeland
Melbourne
Mexico City
Miami
New York

Northern Virginia
Orlando
Providence
San Francisco
St. Petersburg
Tallahassee
Tampa
Washington, D.C.
West Palm Beach
Representative Offices:
Buenos Aires
Tel Aviv

July 5, 2000

D. Bruce May, Jr.
850-425-5607

Internet Address:
dbmay@hklaw.com

VIA HAND DELIVERY

Blanca S. Bayo
Director, Division of Records & Reporting
Florida Public Service Commission
Capital Circle Office Center
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

RECEIVED-FPSC
00 JUL -5 PM 4: 15
RECORDS AND REPORTING

Re: In re: Application of Southern Union Company for Authority to Issue and Sell Securities Pursuant to Section 366.04, Florida Statutes and Chapter 25-8, Florida Administrative Code; and Request for Approval to Borrow Funds for Short-Term Financing Purposes, Florida Public Service Commission Docket No. 000691-GU

Dear Ms. Bayo:

Enclosed for filing on behalf of Southern Union Company are the original and five (5) copies of its Amendment to Application for Authority to Issue and Sell Securities Pursuant to Section 366.04, Florida Statutes and Chapter 25-8, Florida Administrative Code; and Request for Approval to Borrow Funds for Short-term Financing Purposes ("Amendment"). A diskette containing the Amendment in Wordperfect format has been provided.

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

RECEIVED & FILED
Mur
FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER-DATE

08175 JUL-58

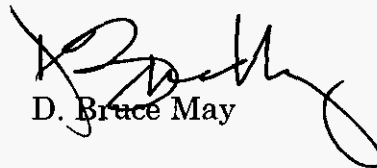
FPSC-RECORDS/REPORTING

Blanca S. Bayo
July 5, 2000
Page: 2

For our records, please acknowledge your receipt of this filing on the enclosed copy of this letter. Thank you for your consideration.

Sincerely,

HOLLAND & KNIGHT LLP



D. Bruce May

DBM:kjg
Enclosure

cc: Mr. David Draper
Mr. Cecil Mills
Ms. Katrina Walker
Mr. Andrew Maurey

TAL1 #220164 v1

ORIGINAL

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In Re: Application of Southern Union
Company for Authority to Issue and Sell
Securities Pursuant to Section 366.04,
Florida Statutes, and Chapter
25-8, Florida Administrative Code; and
Request for Approval to Borrow Funds
for Short-term Financing Purposes

Docket No. 000691-GU

Filed: July 5, 2000

**AMENDMENT TO APPLICATION OF SOUTHERN UNION COMPANY FOR
AUTHORITY TO ISSUE AND SELL SECURITIES PURSUANT
TO SECTION 366.04, FLORIDA STATUTES AND
CHAPTER 25-8, FLORIDA ADMINISTRATIVE CODE;
AND REQUEST FOR APPROVAL TO BORROW FUNDS
FOR SHORT-TERM FINANCING PURPOSES**

Southern Union Company ("Southern Union"), by and through undersigned counsel, hereby files this Amendment to its application filed with the Florida Public Service Commission (the "Commission") on June 5, 2000 seeking authority to issue and sell securities, and to borrow funds for short-term financing purposes during the twelve month period ending July 31, 2001 ("Application"). In support of this Amendment to the Application, Southern Union states:

1. As an interim step to the long-term financing described in its original Application, Southern Union will use interim bank financing as the major component of the financing for the mergers of Providence Energy Corporation, Valley Resources, Inc. and Fall River Gas Company into Southern Union (the "New England Acquisitions").

DOCUMENT NUMBER-DATE

08175 JUL-58

FPSC-RECORDS/REPORTING

2. The interim financing will involve a 364 day credit facility to finance approximately \$450,000,000 with an option to extend (with an extension fee) for an additional 364 days. This amount may be increased to refinance certain long-term debt of the New England Acquisitions if consents to certain amendment changes cannot be obtained. However, the total amount financed may not exceed \$500,000,000. This short-term credit facility would authorize Southern Union to prepay the interim loan without penalty. Southern Union anticipates converting this interim financing mechanism to the long-term structure described in Southern Union's original Application.

3. Except for the addition of the interim financing described in this Amendment, all other aspects of Southern Union's original Application remain the same.

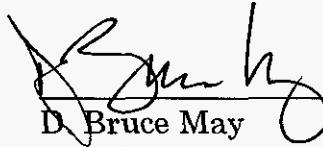
WHEREFORE, Southern Union respectfully requests that the Commission:

(a) authorize Southern Union to incur short-term debt as described in this Amendment to provide interim financing for the New England Acquisitions in an amount not to exceed \$500,000,000;

(b) authorize Southern Union to issue and sell and/or exchange any combination of the long-term debt and equity securities as described in its Application and/or to assume liabilities or obligations directly or as guarantor, endorser, or surety in an aggregate amount not to exceed \$1 billion and to borrow up to \$300,000,000 for short-term purposes during the twelve month period from August 1, 2000 through July 31, 2001; and

(c) grant such other relief as the Commission deems appropriate.

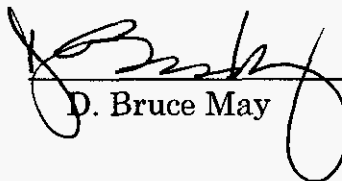
Respectfully submitted this 5th day of July, 2000.



D. Bruce May
Florida Bar No. 354473
Karen D. Walker
Florida Bar No. 0982921
HOLLAND & KNIGHT LLP
P.O. Drawer 810
315 South Calhoun Street, Suite 600
Tallahassee, Florida 32302 (32301)
(850) 224-7000
Attorneys for Southern Union
Company

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was furnished by hand delivery to Katrina Walker and David Draper, Florida Public Service Commission, Capital Circle Office Center, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850 this 5th day of July, 2000.



D. Bruce May