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JAMES L. ADE
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August 7, 2002

VIA UPS

020775-WS

Ms. Blanca Bayo, Director
Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

Re: First Amendment to Joint Petition for
Acknowledgement of Corporate Reorganization and
Joint Application for the Approval of a Name Change
by Southlake Utilities, Inc. and Southlake Water
Works, L.L.C.

Dear Ms. Bayo:

Enclosed for filing please find an original and seven (7)
copies of First Amendment to Joint Petition for Acknowledgement of
Corporate Reorganization and Joint Application for the Approval of
a Name Change by Southlake Utilities, Inc. ("Southlake"), and
Southlake Water Works, L.L.C. (Water Works"), ("Petition").

Please file the enclosed originals and distribute the copies
in accordance with your usual procedures.

If you have any questions regarding this matter, please do not
hesitate to call me. Thank you for your assistance in this matter.

Sincerely yours,

Scott G. Schildberg
Scott G. Schildberg

AUS _____
CAF _____
CMP _____ SGS:arh
COM _____ Enclosures
CTR _____
ECR _____ Cc: William J. Deas
GCL _____ Randall Corbin
OPC _____
MMS _____
SEC I
OTH _____

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DOCUMENT NUMBER-DATE

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FPSC-COMMISSION CLERK

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Joint Petition for)
Acknowledgment of Corporate)
Reorganization and Joint)
Application for the Approval)
of a Name Change)

DOCKET NO.: 020775-WS

DATE SUBMITTED FOR FILING:
August 7, 2002

FIRST AMENDMENT TO
JOINT PETITION FOR ACKNOWLEDGMENT
OF CORPORATE REORGANIZATION
AND JOINT APPLICATION FOR
THE APPROVAL OF A NAME CHANGE

SOUTHLAKE UTILITIES, INC.
APPLICANT

16554 Crossings Boulevard, Suite 2
Clermont, Florida 34711

SOUTHLAKE WATER WORKS, L.L.C.
APPLICANT

16554 Crossings Boulevard, Suite 2
Clermont, Florida 34711

PERSONS TO CONTACT

James L. Ade/Scott G. Schildberg
Ade & Schildberg, P.A.
One Independent Drive, Suite 2000
Jacksonville, Florida 32202
(904) 358-8818

FIRST AMENDMENT TO
JOINT PETITION FOR ACKNOWLEDGMENT OF CORPORATE REORGANIZATION AND
JOINT APPLICATION FOR THE APPROVAL OF A NAME CHANGE

Southlake Utilities, Inc. (hereinafter sometimes referred to as "Southlake"), a Florida corporation, and Southlake Water Works, L.L.C. (hereinafter sometimes referred to as "Water Works"), a Delaware limited liability company, (Southlake and Water Works are hereinafter sometimes collectively referred to as "Applicants"), hereby jointly amend their petition to the Florida Public Service Commission (hereinafter sometimes referred to as the "Commission") for acknowledgment of a corporate reorganization and their application to the Commission for the approval of a name change.

General Information

1. On July 19, 2002, Southlake and Water Works submitted for filing with the Commission a Joint Petition for Acknowledgment of Corporate Reorganization and Joint Application for the Approval of a Name Change which was assigned Docket No. 020775-WS ("Petition");

2. Following the completion of the reorganization, the name of the entity to hold the certificates of authorization will be Southlake Water Works, L.L.C. However, the Applicants prefer that Southlake Water Works, L.L.C., primarily use the fictitious name "Southlake Utilities" in its operations, including in its interactions with its customers.

Amendments

3. Accordingly, the Applicants hereby amend the fourth sentence of Paragraph 14, the first sentence of Paragraph 15, the

second sentence of Paragraph 16 and the first sentence of Paragraph 21 of the Petition to provide that Water Works be allowed to use the fictitious name "Southlake Utilities" and Applicants have provided an amended proposed notice to be sent to the customers of the Utility, which is attached as Amended Schedule B. The amended sentences are as follows:

- a. Fourth sentence of Paragraph 14. All that will occur is that a subsidiary will be inserted into the organizational structure of Southlake and the subsidiary will operate the Utility under the name "Southlake Utilities."
- b. First sentence of Paragraph 15. As part of the reorganization, the Utility will be operated by Water Works in the name of "Southlake Utilities," and, accordingly, a name change is required.
- c. Second sentence of Paragraph 16. The effective date for the Utility to be operated by Water Works in the name of "Southlake Utilities" will not occur until after Phase II is completed in 2003.
- d. First sentence of Paragraph 21. Southlake and Water Works further request that the Commission approve the proposed name change and the use of the name "Southlake Utilities."

I, Jeffrey Cagan, in my capacity as President of Southlake Utilities, Inc., do solemnly swear or affirm that the facts stated in the foregoing amendment to application and all Attachments,

Schedules, and Exhibits attached thereto are true and correct and that said statements of fact constitute a complete statement of the matter to which they relate.

Jeffrey Cagan, President

I, Jeffrey Cagan, in my capacity as President of Southlake Utilities, Inc., the sole member of Southlake Water Works, L.L.C., do solemnly swear or affirm that the facts stated in the foregoing amendment to application and all Attachments, Schedules, and Exhibits attached thereto are true and correct and that said statements of fact constitute a complete statement of the matter to which they relate.

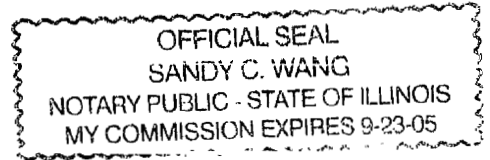
Jeffrey Cagan, President

STATE OF Illinois)
COUNTY OF COOK)

The foregoing instrument was acknowledged before me this 2nd day of August, 2002, by Jeffrey Cagan, as President of Southlake Utilities, Inc., on behalf of the corporation. He is personally known to me and did not take an oath.

Sandy C Wang
NOTARY PUBLIC, State of
Illinois
Printed Sandy C Wang

My Commission Expires:

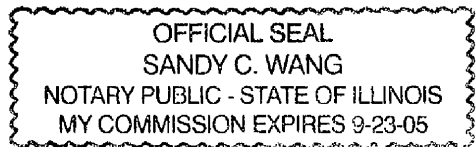


STATE OF Illinois)
COUNTY OF COOK)

The foregoing instrument was acknowledged before me this 2nd day of August, 2002, by Jeffrey Cagan, in his capacity as President of Southlake Utilities, Inc., the sole member of Southlake Water Works, L.L.C., on behalf of the Company. He is personally known to me and did not take an oath.

Sandy C Wang
NOTARY PUBLIC, State of
ILLINOIS
Printed Sandy C Wang

My Commission Expires:



Notice to Customers of Southlake Utilities, Inc.,
of Approval by the Florida Public Service Commission
of Name Change
Docket No. 020775-WS
Dated: _____, 2003

Dear Customer:

On July _____, 2002, Southlake Utilities, Inc. ("Southlake"), and Southlake Waterworks, L.L.C. ("Water Works"), filed an Application with the Florida Public Service Commission ("Commission") for acknowledgment of corporate reorganization and an application for the approval of a name change. Southlake undertook a two phase reorganization of its organizational structure which added Water Works as a wholly-owned subsidiary of Southlake and eliminated several intermediate companies from the organizational structure. As a part of this implementation of the corporate reorganization, the customers will now be served directly by Water Works. Water Works has been authorized to use the name "Southlake Utilities." There is no change to the ultimate ownership or control of the utility or any change in the principal officers, the address, or the operation personnel. The Commission approved the corporate reorganization, the name change, and the use of the name "Southlake Utilities" for the utility service provider in Order No. _____.

Amended Schedule B