

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 14D-1/A  
(Amendment No. 2)  
TENDER OFFER STATEMENT  
Pursuant to Section 14(d)(1)  
of the Securities Exchange Act of 1934  
and  
SCHEDULE 13D/A  
(Amendment No. 2)  
Pursuant to Section 13(d)  
of the Securities Exchange Act of 1934  
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CADE INDUSTRIES, INC.  
(Name of Subject Company)  
SPHERE CORPORATION  
a wholly owned subsidiary of  
UNITED TECHNOLOGIES CORPORATION  
(Bidders)

Common Stock, Par Value \$.001 Per Share  
(including the associated rights to purchase common  
stock)

(Title of Class of Securities)  
127382-10-9  
(CUSIP Number of Class of Securities)  
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William H. Trachsel, Esq.  
Senior Vice President, General Counsel and Secretary  
United Technologies Corporation  
One Financial Plaza  
Hartford CT 06101  
(860) 728-7000

(Name, Address and Telephone Number of Persons authorized to Receive Notices  
and Communications on Behalf of Bidders)

Copies to:  
Christopher E. Austin  
Cleary, Gottlieb, Steen & Hamilton  
One Liberty Plaza  
New York, New York 10006  
(212) 225-2000  
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CUSIP No. 127382-10-9

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Person Above  
  
Sphere Corporation
2. Check the Appropriate Box if a member of a Group
3. SEC Use Only
4. Sources of Funds  
  
AF
5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Items 2(e) or 2(f)
6. Citizenship or Place of Organization  
  
Wisconsin
7. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
6,088,723\*
8. Check Box if the Aggregate Amount in Row (7) Excludes  
Certain Shares
9. Percent of Class Represented by Amount in Row (7)  
  
Approximately 26.5%
10. Type of Reporting Person

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\* On October 21, 1999, Sphere Corporation ("Purchaser"), a wholly owned subsidiary of United Technologies Corporation ("Parent"), entered into a Shareholder Option Agreement with certain shareholders (the "Shareholders") of Cade Industries, Inc., a Wisconsin corporation (the "Company"), who, in the aggregate, own 6,088,723 shares of the common stock, par value \$.001 per share, of the Company, including the associated rights to purchase common stock (the "Shares"). Pursuant to the Shareholder Option Agreement the Shareholders have agreed to (i) tender in the Offer and not withdraw all the Shares owned by the Shareholders, (ii) grant Purchaser an option to purchase their Shares at an exercise price of \$5.05 per Share (subject to adjustment in certain circumstances) exercisable upon the occurrence of certain events specified in the Shareholder Option Agreement and (iii) grant Purchaser the power to direct the vote of the Shares and irrevocably grant to and appoint Purchaser proxy and attorney in-fact to vote the Shares with respect to certain matters. The Shareholder Option Agreement is described in Section 11 of the Offer to Purchase dated as of October 21, 1999 filed as Exhibit (a)(1) to this Schedule 14D-1.

CUSIP No. 127382-10-9

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Person Above  
  
United Technologies Corporation
2. Check the Appropriate Box if a member of a Group
3. SEC Use Only
4. Sources of Funds  
  
WC
5. Check if Disclosure of Legal Proceedings is Required Pursuant to  
Items 2(e) or 2(f)
6. Citizenship or Place of Incorporation  
  
Delaware
7. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
6,088,723\*
8. Check Box if the Aggregate Amount in Row (7) Excludes  
Certain Shares
9. Percent of Class Represented by Amount in Row (7)  
  
Approximately 26.5%
10. Type of Reporting Person  
  
CO

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\* On October 21, 1999, Sphere Corporation ("Purchaser"), a wholly owned subsidiary of United Technologies Corporation ("Parent"), entered into a Shareholder Option Agreement with certain shareholders (the "Shareholders") of Cade Industries, Inc., a Wisconsin corporation (the "Company"), who, in the aggregate, own 6,088,723 shares of the common stock, par value \$.001 per share, of the Company, including the associated rights to purchase common stock (the "Shares"). Pursuant to the Shareholder Option Agreement the Shareholders have agreed to (i) tender in the Offer and not withdraw all the Shares owned by the Shareholders, (ii) grant Purchaser an option to purchase their Shares at an exercise price of \$5.05 per Share (subject to adjustment in certain circumstances) exercisable upon the occurrence of certain events specified in the Shareholder Option Agreement and (iii) grant Purchaser the power to direct the vote of the Shares and irrevocably grant to and appoint Purchaser proxy and attorney in-fact to vote the Shares with respect to certain matters. The Shareholder Option Agreement is described in Section 11 of the Offer to Purchase dated as of October 21, 1999 filed as Exhibit (a)(1) to this Schedule 14D-1. Because Parent owns all of the capital stock of Purchaser, Parent may be deemed to beneficially own the Shares subject to the Shareholder Option Agreement.

This Amendment No. 2 amends and supplements the joint Tender Offer Statement on Schedule 14D-1 (as amended and supplemented, the "Schedule 14D-1") filed with the Securities and Exchange Commission on October 21, 1999 as previously amended by Amendment No. 1 on November 4, 1999 by United Technologies Corporation, a Delaware corporation ("Parent") and by Sphere Corporation, a Wisconsin corporation ("Purchaser") and a wholly owned subsidiary of Parent, to purchase all of the outstanding shares of common stock, par value \$.001 per share (the "Common Stock"), of Cade Industries, Inc., a Wisconsin corporation (the "Company"), including the associated common stock purchase rights (the "Rights") issued pursuant to the Rights Agreement (the "Rights Agreement") dated as of August 4, 1998, as amended as of October 21, 1999, between the Company and Firststar Bank Milwaukee, N.A. (formerly named Firststar Trust Company), as Rights Agent (the Common Stock and the Rights together, the "Shares") at \$5.05 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated as of October 21, 1999, and the related Letter of Transmittal (which together constitute the "Offer"). Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Offer to Purchase and the Schedule 14D-1.

This Amendment also constitutes an amendment to the Statement on Schedule 13D with respect to the beneficial ownership of Shares which has previously been filed by Parent and Purchaser.

Item 10. Additional Information.

Item 10(f) is hereby amended and supplemented by adding the following paragraph:

On November 22, 1999, Parent issued a press release announcing that the Offer has been extended to 5:00 p.m., New York City time, on Friday, December 3, 1999. Accordingly, the Expiration Date is 5:00 p.m., New York City time, on Friday, December 3, 1999, unless further extended. The press release is filed as Exhibit (a)(10) hereto and is hereby incorporated by reference.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 22, 1999

UNITED TECHNOLOGIES CORPORATION

By: /S/ WILLIAM H. TRACHSEL

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Name: William H. Trachsel  
Title: Senior Vice President,  
General Counsel and  
Secretary

SPHERE CORPORATION

By: /S/ LAWRENCE V. MOWELL

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Name: Lawrence V. Mowell  
Title: Secretary and Director

EXHIBIT INDEX

The following item (a)(10) is hereby added to the Exhibit Index:

Exhibit NUMBER - - - - -	EXHIBIT NAME - - - - -	Page NUMBER - - - - -
(a)(10)	Text of Press Release issued by Parent on November 22, 1999.	

Exhibit (a)(10)

Contact: Peter Dalpe/UTC  
(860) 728-7912

FOR IMMEDIATE RELEASE  
<http://www.utc.com>

UTC ANNOUNCES THE EXTENSION OF TENDER OFFER  
FOR SHARES OF CADE INDUSTRIES INC.

HARTFORD, Conn., and OKEMOS, Mich., Nov. 22, 1999 - United Technologies Corp. (NYSE: UTX) and Sphere Corp., a wholly owned subsidiary of UTC, today announced that the tender offer by Sphere for all outstanding shares of common stock, par value \$.001 per share, of Cade Industries Inc. (NASDAQ: CADE) has been extended until 5:00 p.m., New York City time, on December 3, 1999.

Although shares in excess of the minimum tender amount were validly tendered, Sphere elected to extend the offer in order to obtain as many shares as possible pursuant to the offer. The offer was extended in accordance with Sphere's merger agreement with Cade which permits Sphere to extend the offer for up to ten business days if less than 90 percent of the outstanding shares have been validly tendered and not withdrawn.

The tender offer previously was scheduled to expire at 12:00 midnight, New York City time, on Friday, November 19, 1999. The depositary for the offer, Citibank, N.A., has advised UTC and Sphere that approximately 18.3 million shares, representing approximately 85 percent of Cade's outstanding shares, had been tendered and not withdrawn as of 12:00 midnight, New York City time, on Friday, November 19, 1999.

United Technologies Corp., based in Hartford, Conn., provides a broad range of high technology products and support services to the building systems and aerospace industries.

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