

Gulf Power Company
75 North Pace Boulevard
Post Office Box 1151
Pensacola, Florida 32520
Telephone 904-434-8111

11916

0-170A039

RECORDATION NO. Filed 1425

No. JUN 18 1980 JUN 18 1980-1 30 PM

Date

Fee \$ 270.00 INTERSTATE COMMERCE COMMISSION



the southern electric system.

ICC Washington, D. C.

11916

RECORDATION NO. Filed 1425

JUN 18 1980-1 30 PM

INTERSTATE COMMERCE COMMISSION

Please Address Reply to
Southern Company Services, Inc.
64 Perimeter Center East
Atlanta, Georgia 30346

June 16, 1980

Secretary
Interstate Commerce Commission
12th Streets and Constitution Avenue, N.W.
Washington, D. C. 20423

Dear Mr. Secretary:

Enclosed for recording with the Commission pursuant to the provisions of the Interstate Commerce Act contained in 49 U.S.C. Section 11303 are one original counterpart and two certified true copies of:

- (A) the Indenture, dated as of September 1, 1941;
- (B) the Supplemental Indenture, dated as of April 1, 1944;
- (C) the Supplemental Indenture, dated as of April 1, 1948;
- (D) the Supplemental Indenture, dated as of April 1, 1949;
- (E) the Supplemental Indenture, dated as of July 1, 1952;
- (F) the Supplemental Indenture, dated as of June 1, 1953;
- (G) the Supplemental Indenture, dated as of July 1, 1954;
- (H) the Supplemental Indenture, dated as of February 1, 1958;
- (I) the Supplemental Indenture, dated as of April 1, 1959;
- (J) the Supplemental Indenture, dated as of July 1, 1960;
- (K) the Supplemental Indenture, dated as of October 1, 1964;
- (L) the Supplemental Indenture, dated as of June 1, 1966;
- (M) the Supplemental Indenture, dated as of March 1, 1969;
- (N) the Supplemental Indenture, dated as of July 1, 1970;
- (O) the Supplemental Indenture, dated as of October 1, 1971;
- (P) the Supplemental Indenture, dated as of May 1, 1972;
- (Q) the Supplemental Indenture, dated as of May 1, 1973;
- (R) the Supplemental Indenture, dated as of December 1, 1974;
- (S) the Supplemental Indenture, dated as of May 1, 1976;
- (T) the Supplemental Indenture, dated as of October 1, 1976;
- (U) the Supplemental Indenture, dated as of March 1, 1977;
- (V) the Supplemental Indenture, dated as of September 1, 1978;
- (W) the Supplemental Indenture, dated as of May 1, 1979;
- (X) the Supplemental Indenture, dated as of February 1, 1980;

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RECORDING

all from Gulf Power Company to The Chase Manhattan Bank (National Association) and the Citizens and Peoples National Bank of Pensacola, as Trustees. Also enclosed is a check in the amount of \$270.00 in payment of the recording fees.

Pursuant to Part 1116 of the Regulations of the Commission under the above-mentioned Act, we provide you with the following information:

1. The names and addresses of the parties to the transaction are:

- (a) the issuer of the secured obligations:

Gulf Power Company
75 North Pace Boulevard
P. O. Box 1151
Pensacola, Florida 32520

- (b) the Trustees:

The Chase Manhattan Bank (National Association)
One New York Plaza
New York, New York 10015

and:

The Citizens and Peoples National Bank of Pensacola
213 South Palafox Street
Pensacola, Florida 32502

2. The equipment covered by the documents to be recorded consists of 230 railroad cars, AAR mechanical designation - HT, numbered DEGX 80230-80459, inclusive, for delivery of coal to the Victor J. Daniel, Jr. Electric Generating Plant.

Please acknowledge the recording of the enclosed documents by returning the original counterparts, with the recording information stamped thereon, to the undersigned, c/o Southern Company Services, Inc., 64 Perimeter Center East, P. O. Box 720071, Atlanta, Georgia 30346.

Sincerely,

GULF POWER COMPANY

BY


E. Ray Perry, Assistant Secretary

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INTERSTATE COMMERCE COMMISSION

INDENTURE, dated as of the first day of April, 1944, made and entered into by and between GULF POWER COMPANY, a corporation organized and existing under the laws of the State of Maine (hereinafter commonly referred to as the "Company"), and THE CHASE NATIONAL BANK OF THE CITY OF NEW YORK, a corporation organized and existing under the laws of the United States of America, with its principal office in the Borough of Manhattan, The City of New York, as trustee, and THE CITIZENS & PEOPLES NATIONAL BANK OF PENSACOLA, a corporation organized and existing under the laws of the United States of America, with its principal office in the City of Pensacola, Florida, as trustee (such two trustees being hereinafter commonly referred to as the "Trustees"),

WHEREAS the Company by Indenture dated as of the first day of September, 1941 (hereinafter commonly referred to as the "Indenture") gave, granted, bargained, sold, transferred, assigned, hypothecated, pledged, mortgaged, warranted, aliened and conveyed unto the Trustees all the right, title and interest of the Company in and to any and all premises, property, franchises and rights of every kind and description, real, personal and mixed, tangible and intangible then owned or thereafter acquired by the Company, including that particularly described in Schedule B annexed to the Indenture, excepting and reserving from the lien and effect of the Indenture, however, all right, title and interest of the Company then owned or thereafter acquired in and to certain specific property, including that described in Schedule A also annexed to the Indenture; and

WHEREAS there was so described in such Schedule B annexed to the Indenture, as Item No. 17 in Section III, as so conveyed to the Trustees, the following property:

"17. The New Warrington Substation at Warrington, near Pensacola, in Escambia County located on lands described as follows:

A parcel of land situated in the western part of the East half of Section 51, Township 2 South Range 30 West, commonly known as John Donelson Tract, in Escambia County, Florida, described as follows: Begin on the East Right-of-way line of Live Oak Street at the Northwest corner of the Gulf Power Company's Palmetto Beach Property as per survey by Stephen Lee in February 1924, run South 41° East along East Right-of-way line of said Street for a distance of 480.29 feet to a stake for a point of beginning of this description, thence turn left 90° to line just traversed and run 81' to a stake, thence turn right 90° to line just traversed and run 121' more or less to a stake on the North Right-of-way line of the St. Louis-San Francisco Railway Company, thence run South westerly along the said North Right-of-way line to a stake at its intersection with the East Right-of-way line of above mentioned Live Oak Street, thence run North 41° West along said East Right-of-way line of Live Oak Street to point of beginning of this description, containing approximately $1/5$ acre."

and in Schedule A there was expressly reserved from the lien and effect of the Indenture, as Item 1, the following described property:



"1. The Company's "Palmetto Beach" property located in the Western part of the East 1/2 of Section 51, Township 2 South, Range 30 west, Escambia County, commonly known as the John Donelson Tract, excepting that portion described as follows:

Begin on the East Right-of-way line of Live Oak Street at the Northwest corner of the Gulf Power Company's Palmetto Beach Property as per survey by Stephen Lee in February 1924, run South 41° East along East Right-of-way line of said Street for a distance of 480.29 feet to a stake for a point of beginning of this description, thence turn left 90° to line just traversed and run 81' to a stake, thence turn right 90° to line just traversed and run 121' more or less to a stake on the North Right-of-way line of the St. Louis-San Francisco Railway Company, thence run Southwesterly along the said North Right-of-way line to a stake at its intersection with the East Right-of-way line of above mentioned Live Oak Street, thence run North 41° West along said East Right-of-way line of Live Oak Street to point of beginning of this description, containing approximately 1/5 acre."

and

WHEREAS the Company has represented to the Trustees that the aforesaid parcel of land conveyed by Schedule B and excepted from the reservation by Schedule A was incorrectly described in that the point of beginning should have been specified as "South 41° East along East Right-of-way line of said Street for a distance of 398 feet, 7-1/2 inches to a stake for a point of beginning" rather than "South 41° East along East Right-of-way line of said Street for a distance of 480.29 feet to a stake for a point of beginning" and has further represented that the parcel so conveyed and excepted is more completely identified by describing its East line as "run 125' 2 1/3" to a stone monument on the North right of way line of the St. Louis-San Francisco Railway Company" rather than "run 121' more or less to a stake on the North Right-of-way line of the St. Louis-San Francisco Railway Company" and by referring in the description thereof to certain stone monuments and an iron pipe instead of to stakes; and

WHEREAS it is the desire of the Company and the Trustees to enter into this indenture supplemental to the Indenture dated as of September 1, 1941 for the purpose of correcting said error in and amending description of property conveyed by description in Schedule B of the Indenture and excepted from the property reserved from the lien and effect of the Indenture by description in Schedule A thereto.

NOW THEREFORE, in consideration of the premises and for the purpose of securing the due and punctual payment of the principal of and premium, if any, and interest on \$5,600,000 principal amount of bonds issued under the Indenture and all other bonds which shall be issued thereunder, the Company has given, granted, bargained, sold, transferred, assigned, hypothecated, pledged, mortgaged, warranted, aliened and conveyed and by these presents does give, grant, bargain, sell, transfer, assign, hypothecate, pledge, mortgage, warrant, alien and convey unto The Chase National Bank of the City of New York and The Citizens & Peoples National Bank of Pensacola, as Trustees, as in the Indenture provided, and their successor or successors in the trust thereby created, and to their assigns forever, all the right, title and interest of the Company in and to the following described property located in the State of Florida.



"17. The New Warrington Substation at Warrington, near Pensacola, in Escambia County located on lands described as follows:

A parcel of land situated in the western part of the East half of Section 51, Township 2 South, Range 30 West, commonly known as John Donelson Tract, in Escambia County, Florida, described as follows: Begin on the East Right-of-way line of Live Oak Street at the Northwest corner of the Gulf Power Company's Palmetto Beach property as per survey by Stephen Lee in February 1924, run South 41° East along East Right-of-way line of said Street for a distance of $398' 7\frac{1}{2}"$ to a stone monument for a point of beginning of this description, thence turn left 90° to line just traversed and run $81'$ to a stone monument, thence turn right 90° to line just traversed and run $125' 2\frac{1}{3}"$ to a stone monument on the North Right-of-way line of the St. Louis-San Francisco Railway Company, thence run Southwesterly along the said North Right-of-way line to an iron pipe at its intersection with the East Right-of-way line of above mentioned Live Oak Street, thence run North 41° West along said East Right-of-way line of Live Oak Street to point of beginning of this description, containing approximately $\frac{1}{5}$ acre.

together (subject to the provisions of Article X of the Indenture) with the tolls, rents, revenues, issues, earnings, income, products and profits thereof,"

and in consideration therefor, The Chase National Bank of the City of New York and The Citizens & Peoples National Bank of Pensacola, as Trustees under the Indenture dated as of September 1, 1941, under the authority of Section 17.01 thereof, do hereby reconvey and assign and release from the lien of the Indenture dated as of September 1, 1941 the following described property:

"17. The New Warrington Substation at Warrington, near Pensacola, in Escambia County located on lands described as follows:

A parcel of land situated in the western part of the East half of Section 51, Township 2 South Range 30 West, commonly known as John Donelson Tract, in Escambia County, Florida, described as follows: Begin on the East Right-of-way line of Live Oak Street at the Northwest corner of the Gulf Power Company's Palmetto Beach Property as per survey by Stephen Lee in February 1924, run South 41° East along East Right-of-way line of said Street for a distance of 480.29 feet to a stake for a point of beginning of this description, thence turn left 90° to line just traversed and run $81'$ to a stake, thence turn right 90° to line just traversed and run $121'$ more or less to a stake on the North Right-of-way line of the St. Louis-San Francisco Railway Company, thence run South westerly along the said North Right-of-way line to a stake at its intersection with the East Right-of-way line of above mentioned Live Oak Street, thence run North 41° West along said East Right-of-way line of Live Oak Street to point of beginning of this description, containing approximately $\frac{1}{5}$ acre."

It being the intent hereof that this instrument shall have the effect of correcting the description of property set forth in Item No. 17 in Section III of Schedule B and again in Item 1 of Schedule A both annexed to the Indenture dated as of September 1, 1941, so that the point of beginning of the description of the land so conveyed by Schedule B and excepted from reserved property in Schedule A shall be a distance of 398 feet, 7-1/2 inches (rather than 480.29 feet) South 41° East along East Right-of-way line of Live Oak Street and so that the land so conveyed and excepted shall be more completely identified by giving the exact length of its easterly line as 125' 2 1/3" (instead of 121' more or less) and by referring in the description thereof to stone monuments and an iron pipe (instead of to stakes).

IN WITNESS WHEREOF, said Gulf Power Company has caused this Indenture to be executed in its corporate name by its President or one of its Vice-Presidents and its corporate seal to be hereunto affixed and to be attested by its Secretary or one of its Assistant Secretaries, and said The Chase National Bank of the City of New York has caused this Indenture to be executed in its corporate name and its corporate seal to be hereunto affixed by one of its Vice Presidents and its corporate seal to be attested by one of its Assistant Cashiers, and The Citizens & Peoples National Bank of Pensacola has caused this Indenture to be executed, in its corporate name by its President or one of its Vice-Presidents and its corporate seal to be hereunto affixed and to be attested by its Cashier or one of its Assistant Cashiers, in several counterparts, all as of the day and year first above written.

(SEAL)
Attest:
W. Grant
Secretary.

GULF POWER COMPANY,
By L. C. Parks
Vice President.

Signed, sealed and delivered this 27th day of April, 1944 by GULF POWER COMPANY in the presence of:

C. L. Shine
R. P. Welsh

D. P. Stewart
Assistant Cashier.

THE CHASE NATIONAL BANK OF THE CITY OF NEW YORK,
By C. E. Buckley
Vice-President.

(SEAL)
Signed, sealed and delivered this 5th day of May, 1944 by THE CHASE NATIONAL BANK OF THE CITY OF NEW YORK in the presence of:

Fred Voorheis
J. R. Hewitt



THE CITIZENS & PEOPLES NATIONAL BANK
OF PENSACOLA

By G. W. Reese
President.

(SEAL)

Attest:

J. S. Leonard
Cashier

Signed, sealed and delivered this 29th
day of April, 1944 by THE CITIZENS
& PEOPLES NATIONAL BANK OF PENSACOLA
in the presence of:

J. W. Gingles

E. D. Bowersox

J. J. Simmons

STATE OF FLORIDA)
) ss.:
 COUNTY OF ESCAMBIA)

Before the undersigned, a Notary Public in and for said State and County, duly qualified, commissioned and sworn, personally came L. C. Parks and W. Grant, each to me well known to be the identical persons described in and who executed the foregoing instrument and to be the Vice-President and the Secretary respectively of GULF POWER COMPANY, the corporation described in and which executed said instrument; and the said L. C. Parks acknowledged and declared that he as Vice-President of said corporation and being duly authorized by it, freely and voluntarily, signed its name and caused its corporate seal to be affixed to and executed said instrument in the name of, for and on behalf of said corporation and as and for its act and deed. And the said W. Grant acknowledged and declared that he as Secretary of said corporation, being duly authorized by it, freely and voluntarily affixed the corporate seal of said corporation to said instrument and executed and attested said instrument in the name of, for and on behalf of said corporation and as and for its act and deed.

IN TESTIMONY WHEREOF I do hereunto set my hand and official seal at the City of Pensacola in said State and County this 27th day of April, A. D. 1944.

E. J. Richard
 Notary Public, State of Florida at Large
 My Commission Expires June 14, 1945

(SEAL)

STATE OF FLORIDA)
) ss.:
 COUNTY OF ESCAMBIA)

On the 27th day of April, in the year one thousand nine hundred and forty-four, before me personally came L. C. Parks, to me known, who being by me duly sworn, did depose and say that he resides in Pensacola, Florida; that he is the Vice-President of Gulf Power Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

E. J. Richard
 Notary Public, State of Florida at Large
 My Commission Expires June 14, 1945
 (SEAL)



STATE OF FLORIDA)
) ss.:
 COUNTY OF ESCAMBIA)

Before the undersigned, a Notary Public in and for said State and County, duly qualified, commissioned and sworn, personally came G. W. Reese and J. S. Leonard, each to me well known to be the identical persons described in and who executed the foregoing instrument and to be President and Cashier respectively of THE CITIZENS & PEOPLES NATIONAL BANK OF PENSACOLA, the corporation described in and which executed said instrument; and the said G. W. Reese acknowledged and declared that he as President of said corporation and being duly authorized by it, freely and voluntarily, signed its name and caused its corporate seal to be affixed to and executed said instrument in the name of, for and on behalf of said corporation and as and for its act and deed. And the said J. S. Leonard acknowledged and declared that he as Cashier of said corporation, being duly authorized by it, freely and voluntarily affixed the corporate seal of said corporation to said instrument and executed and attested said instrument in the name of, for and on behalf of said corporation and as and for its act and deed.

IN TESTIMONY WHEREOF I do hereunto set my hand and official seal at the City of Pensacola in said State and County this 29th day of April, A. D. 1944.

(SEAL)

Kate C. Landrum
 My Commission Expires February
 13, 1947.

STATE OF FLORIDA)
) ss.:
 COUNTY OF ESCAMBIA)

On the 29th day of April, in the year one thousand nine hundred and forty-four, before me personally came G. W. Reese, to me known, who being by me duly sworn, did depose and say that he resides in Pensacola, Florida; that he is President of The Citizens & Peoples National Bank of Pensacola, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

(SEAL)

Kate C. Landrum
 My Commission Expires February
 13, 1947.



STATE OF NEW YORK)
) ss.:
 COUNTY OF NEW YORK)

Before the undersigned, a Notary Public in and for said State and County, duly qualified, commissioned and sworn, personally came C. E. Buckley and D. P. Stewart, each to me well known to be the identical persons described in and who executed the foregoing instrument and to be a Vice-President and an Assistant Cashier respectively of THE CHASE NATIONAL BANK OF THE CITY OF NEW YORK, the corporation described in and which executed said instrument; and the said C. E. Buckley acknowledged and declared that he as Vice-President of said corporation and being duly authorized by it, freely and voluntarily, signed its name and affixed its corporate seal to and executed said instrument in the name of, for and on behalf of said corporation and as and for its act and deed. And the said D. P. Stewart acknowledged and declared that he as Assistant Cashier of said corporation, being duly authorized by it, freely and voluntarily attested the execution and ensembling of said instrument in the name of, for and on behalf of said corporation and as and for its act and deed.

IN TESTIMONY WHEREOF I do hereunto set my hand and official seal at The City of New York in said State and County this 5th day of May, A. D. 1944.

(SEAL)

C. Eldridge Van Name
 C. Eldridge Van Name
 Notary Public, Richmond County
 Certificates filed in
 New York County Clerk's No. 23
 Register's No. 21-V-5
 Queens County Clerk's No. 1340
 Register's No. 14-V-5
 Commission Expires March 31, 1945

STATE OF NEW YORK)
) ss.:
 COUNTY OF NEW YORK)

On the 5th day of May, in the year one thousand nine hundred and forty-four, before me personally came C. E. Buckley, to me known, who being by me duly sworn, did depose and say that he resides in Great Neck, Nassau County, New York; that he is a Vice-President of The Chase National Bank of the City of New York, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

(SEAL)

C. Eldridge Van Name
 C. Eldridge Van Name
 Notary Public, Richmond County
 Certificates filed in
 New York County Clerk's No. 23
 Register's No. 21-V-5
 Queens County Clerk's No. 1340
 Register's No. 14-V-5
 Commission Expires March 30, 1945

J. J. Simon

RECORDING DATA

STATE OF FLORIDA)
)
ESCAMBIA COUNTY)

Received for Record

This 16th day of May 1944
at 4:00 o'clock P. M.
and recorded in Mortgage
Volume No. 204 Page 392
Record Verified

Langley Bell
Clerk Circuit Court

(SEAL)

Received for Record

this 16th day of May 1944
at 4:00 o'clock P. M.
and Recorded in Mortgage and Lien
Satisfaction Record.
Volume 53, Page 404
Record Verified.

Langley Bell
Clerk Circuit Court
Recorder of Escambia Co. Fla.

(SEAL)

B

This is to certify that the attached Indenture dated as of the first day of April, 1944, marked Exhibit A and bearing my signature thereto, is a conformed copy of an executed counterpart of said Indenture.

The Chase Manhattan Bank
(National Association), successor
to The Chase National Bank of
The City of New York

By 
Terrence J. Fitzsimons
Second Vice President