
INDENTURE AND CONVEYANCE

from

**THE GOVERNMENTAL UTILITY SERVICES CORPORATION
OF THE CITY OF PELHAM**

to

CITY OF PELHAM, ALABAMA

**Bradley, Arant, Rose & White
1400 Park Place Tower
Birmingham, Alabama**

Inst # 1992-27563

**11/19/1992-27563
02:27 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE**

004 MCD

15.00

INDENTURE AND CONVEYANCE from **THE GOVERNMENTAL UTILITY SERVICES CORPORATION OF THE CITY OF PELHAM** (the "Corporation"), a public corporation under the laws of the State of Alabama, to **CITY OF PELHAM, ALABAMA** (the "City"), a municipal corporation under the laws of the State of Alabama.

R E C I T A L S

The Corporation has heretofore issued its \$16,000,000 Wastewater Treatment Collection and Revenue Bonds, Series 1985, dated December 1, 1985 (the "Bonds"), which Bonds were issued pursuant to the provisions of that certain Trust Indenture (the "Indenture"), dated as of December 1, 1985, from the Corporation to AmSouth Bank, National Association (the "Trustee"). The Bonds were issued by the Corporation to provide funds to loan to a private party to pay costs of acquiring and constructing a sanitary sewer system (the "Sewer System") in the City.

The City has determined to acquire the Sewer System by making provision for the payment of those of the Bonds that remain outstanding pursuant to that certain Acquisition Escrow Trust Agreement dated as of November 1, 1992 (the "Escrow Trust Agreement"), among the City, the Corporation and the Trustee, and depositing into the Escrow Fund amounts sufficient to enable the Trustee to purchase certain direct, general obligations of the United States of America, maturing at such times and in such amounts as, when added to the interest income to be received thereon, will produce cash sufficient in the Escrow Fund to pay all principal of and interest that will hereafter mature on the Bonds and to redeem certain of the Bonds prior to their maturities.

As a result of the provision for the payment of all principal of and interest on the Bonds having been made, the Corporation desires to execute and deliver this Indenture and Conveyance pursuant to which the Corporation will, subject to the conditions hereinafter set forth, convey to the City all right, title and interest of the Corporation in and to the Sewer System.

NOW, THEREFORE, THIS INDENTURE AND CONVEYANCE

W I T N E S S E T H:

In consideration of the City having provided funds to the Corporation to enable the Corporation to make provision for the payment of the principal of and interest on the Bonds, the Corporation does hereby grant, bargain, sell and convey under the City, all right, title and interest of the Corporation in and to the Sewer System and all other properties described in and covered by the Indenture, subject however:

(a) To the provisions of the Indenture, until such time as the principal of and interest on the Bonds shall have been paid in full;

(b) On the condition that the City shall pay all expenses of the Trustee under the Indenture and the Escrow Trust Agreement until such time as the Bonds shall have been paid in full; and

(c) With the understanding that the Corporation will continue in existence until such time as the Bonds are paid in full, and that it will perform those duties, if any, that under the Indenture it may from time to time be required to perform.

Upon the execution and delivery hereof, the Corporation will cause the Trustee to execute, and file for record in the Office of the Judge of Probate, Shelby County, a Satisfaction of Indenture, releasing and discharging the lien of the Indenture of record. Upon the redemption of the Bonds on June 1, 1996, the Corporation shall stand dissolved in accordance with the provisions of the act under which it was incorporated. The Corporation agrees that it will not hereafter issue any indebtedness under the Indenture.

IN WITNESS WHEREOF, the Corporation has caused these presents to be executed for and in its name and its seal to be hereunto affixed and duly attested by its duly authorized officers, all as of this 19th day of November, 1992.

**THE GOVERNMENTAL UTILITY SERVICES CORPORATION
OF THE CITY OF PELHAM**

By Donald L. Kates

Its CHAIRMAN

ATTEST:

By Tobias Hayes

Its Secretary

STATE OF ALABAMA

)

:

SHELBY COUNTY

)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Donald L. Bates whose name as Chairman of **THE GOVERNMENTAL UTILITY SERVICES CORPORATION OF THE CITY OF PELHAM**, a public corporation under the laws of Alabama, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this 19th day of November, 1992.

Martin L. Smith
Notary Public

[NOTARIAL SEAL]

My Commission Expires:

8/9/96

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