

**SEVENTH AMENDMENT OF
DEPOSITORY TRUST AGREEMENT**

THIS AMENDMENT is made as of the _____ day of _____, in the year 2009, between the **CITY OF LEESBURG**, a Florida municipal corporation (hereinafter referred to as the “CITY”), and **SUNTRUST BANK**, duly authorized under its Charter and the laws of the State of Georgia and duly qualified under the laws of the State of Florida, as Trustee (hereinafter referred to as the “TRUSTEE”).

WITNESSETH:

WHEREAS, on February 25, 2002, the CITY and the TRUSTEE entered into a Depository Trust Agreement (the “Prior Agreement”) for the purpose of the CITY establishing a trust fund for the benefit of Florida Gas Utility (“FGU”); and

WHEREAS, pursuant to the Prior Agreement, the CITY placed the sum of Three Hundred Thousand Dollars (\$300,000.00) into a Depository Account to be held in trust by the TRUSTEE for the benefit of FGU (the “Fund”); and

WHEREAS, on or about September 12, 2003, the CITY and TRUSTEE entered into a First Amendment of Depository Trust Agreement for the purpose of increasing the amount of the Fund to Four Hundred Thirty Nine Thousand Dollars (\$439,000.00); and

WHEREAS, on or about October 25, 2004, the CITY and TRUSTEE entered into a Second Amendment of Depository Trust Agreement for the purpose of increasing the amount of the Fund to Five Hundred Eleven Thousand Dollars (\$511,000.00); and

WHEREAS, on or about October 24, 2005, the CITY and TRUSTEE entered into a Third Amendment of Depository Trust Agreement for the purpose of increasing the amount of the Fund to Five Hundred Sixty Five Thousand Dollars (\$565,000.00); and

WHEREAS, on or about October 23, 2006, the CITY and TRUSTEE entered into the Fourth Amendment of Depository Trust Agreement for the purpose of increasing the amount of the Fund to Six Hundred Fifty Seven Thousand Dollars (\$657,000.00); and

WHEREAS, on or about September 24, 2007, the CITY and TRUSTEE entered into the Fifth Amendment of Depository Trust Agreement for the purpose of increasing the amount of the Fund to Six Hundred Eighty Seven Thousand Dollars (\$687,000.00); and

WHEREAS, on or about September 22, 2008, the CITY and TRUSTEE entered into the Sixth Amendment of Depository Trust Agreement for the purpose of increasing the amount of the Fund to Seven Hundred Eighty Two Thousand Dollars (\$782,000.00); and

WHEREAS, FGU has now decreased the required amount of the Fund to Four Hundred Forty One Thousand Dollars (\$441,000); and

WHEREAS, the CITY and TRUSTEE desire to enter into this Amendment to address the decrease in amount of the Fund and to provide for a refund to CITY in the amount of Three Hundred Forty One Thousand Dollars (\$341,000).

NOW, THEREFORE, for and in consideration of the mutual covenants and promises contained in this Amendment, and for other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, the CITY and TRUSTEE do hereby agree as set forth below:

1. The above recitals are true and correct and by reference and incorporated herein and made a part hereof.

2. The parties agree to amend the Prior Agreement in the following particulars:

The TRUSTEE shall, on October 1, 2009, refund to CITY Three Hundred Forty One Thousand Dollars (\$341,000) from the amount currently in the Fund to bring the deposit amount to Four Hundred Forty One Thousand Dollars (\$441,000).

3. All terms and conditions of the Prior Agreement not specifically amended herein or by the First, Second, Third, Fourth, Fifth, or Sixth Amendment thereof, shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment on the respective dates under each signature.

THE CITY OF LEESBURG, FLORIDA

By: _____
Mayor

Date: _____

Attest: _____
City Clerk

Approved as to form and content:

City Attorney

SUNTRUST BANK, as TRUSTEE

By: _____

Its: Corporate Trust Officer

Date: _____