

Ausley, McMullen, McGehee, Carothers & Proctor

Attorneys at Law

Washington Square Building
227 S. Calhoun Street
P. O. Box 391

Tallahassee, Florida 32302

Telephone 904 224-9115

Teletypewriter 904 222-7500

May 24, 1991

HAND DELIVERED

Charles S. Ausley (1907-1972)
John C. Ausley (1912-1980)
D. Fred McMullen (1904-1980)
Dulles Ausley
James D. Beasley
C. Graham Carothers
Robert N. Clarke, Jr.
Rebecca S. Conlan
J. Marshall Conrad
Timothy S. Elliot
Stephen C. Emmanuel
John P. Ford
Van P. Gecker
Michael J. Glazer
Curtis A. Green
Gerald T. Hart

Jenn Johnson Hart
Kenneth R. Hart
Margaret Ausley Hoffman
E. Martin McGehee (Retired)
Carolyn D. Olive
R. Stan Peeler
Robert A. Pierce
H. Palmer Proctor
H. Julian Proctor, Jr.
Steven P. Seymore
William M. Smith
Emily S. Waugh
C. Gary Williams
Lee L. Willis
E. Bryan Wilson, III

**ORIGINAL
FILE COPY**

Mr. Steve C. Tribble, Director
Division of Records and Reporting
Florida Public Service Commission
101 East Gaines Street
Tallahassee, FL 32399-0850

Re: Joint Petition for Approval of Territorial
Agreement between Tampa Electric Company and
~~Florida Power Corporation~~; FPSC Docket No. 910085-EI

Dear Mr. Tribble:

Enclosed for filing in the above docket are fifteen copies
of the First Amendment to the November 13, 1990 territorial
agreement between Florida Power Corporation and Tampa Electric
Company.

Please acknowledge receipt and filing of the above by
stamping the duplicate copy of this letter and returning same to
this writer.

ACK Thank you for your assistance in connection with this
AFA matter.

APP

CAF

CMU

CTR

ERS

LEG

JDB/pp
encs.

LIN

OPC

cc: Mary Anne Birchfield (w/enc.)
Gerald Williams (w/enc.)
Russell D. Chapman (w/enc.)

RCH

SEC

WAS

OTH

Sincerely,

James D. Beasley

James D. Beasley

RECEIVED & FILED

KCW

FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER: DATE

05274 MAY 24 1991

FPSC-RECORDS/REPORTING

FIRST AMENDMENT TO AGREEMENT

On this the 22nd day of May, 1991, FLORIDA POWER CORPORATION, (herein called "FPC"), and TAMPA ELECTRIC COMPANY, (herein called "TEC"), each of which are corporations organized and existing under the laws of the State of Florida and electric utilities as defined in, and whose retail service territories are subject to regulation pursuant to, Chapter 366, Florida Statutes, and which corporations are herein collectively called the "Parties", have made and executed this their first amendment to the territorial agreement made and entered into by and between the Parties on November 13, 1990.

This first amendment affects only Section 2.7 which appears on page 8 of the November 13, 1990 territorial agreement. Said Section 2.7 is hereby amended to read as follows:

Section 2.7 Bulk Power for Resale. Nothing herein shall be construed to prevent either Party from providing a bulk power supply for resale purposes as defined in the Final Judgment dated August 19, 1971 in United States of America v. Florida Power Corporation and Tampa Electric Company, United States District Court for the Middle District of Florida, Case No. 68-297-Civ-T ("the Final Judgment"), regardless of where the purchaser for resale may be located. Further, no other section or provision of this Agreement shall be construed as applying to a bulk power supply for resale purposes as defined in the Final Judgment.

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FSC-RECORDS/REPORTING

All of the other provisions of the November 13, 1990 territorial agreement shall remain in full force and effect once they are approved by the Florida Public Service Commission ("FPSC"). The provisions and the parties' performance of this first amendment to the November 13, 1990 territorial agreement, likewise, are subject to the regulatory authority of the FPSC, and approval by that body of the provisions of this first amendment to the territorial agreement shall be an absolute condition precedent to the validity, enforceability and applicability hereof. This first amendment shall have no effect whatsoever until that approval has been obtained, and the date of the Commission's order, if any, granting initial Commission approval of this first amendment shall be deemed to be the effective date of this first amendment.

IN WITNESS WHEREOF, the Parties hereto have caused this first amendment to be executed in duplicate in their respective corporate names and the corporate seals affixed by their duly authorized officers on the day and year first above written.

ATTEST:



ATTEST:



FLORIDA POWER CORPORATION



By:

Maurice H. Phillips
Executive Vice President

TAMPA ELECTRIC COMPANY

By:

William T. Snyder, Jr.
Vice President Customer Services/
Marketing