CHAIRMAN
Martin P. Honigberg

COMMISSIONERS
Robert R. Scott
Kathryn M. Bailey

EXECUTIVE DIRECTOR
Debra A. Howland

STATE OF NEW HAMPSHIRE

PUBLIC UTILITIES COMMISSION
21 S. Fruit St., Suite 10
Concord, N.H. 03301-2429

TDD Access: Relay NH
1-800-735-2964

Tel. (603) 271-2431

FAX No. 271-3878

Website:
www.puc.nh.gov

October 14, 2015

The Bank of New York Mellon
525 William Penn Place
Two BNY Mellon Center, Suite 1930
Pittsburgh, PA 15259-0001
Attn: Standby Letter of Credit Dept.

As requested, please find enclosed original Letter of Credit BNY Mellon Reference # S00297794/Correspondent's Reference #CL00731111 and Amendments 1, 2 and 3 to the same.

Please contact me if you have any questions.

Sincerely,

Clare E. Howard-Pike

Clare E. Howard-Pike
New Hampshire Public Utilities Commission
Program Assistant II
21 South Fruit Street, Suite 10
Concord, NH 03301-2429
(603) 271-6041
Clare.Howard-Pike@puc.nh.gov

Enclosures

DM 11-175

THE BANK OF NEW YORK MELLON

OUR REF. NO.
S00297794

DATE
NOVEMBER 23 2011

BENEFICIARY
NEW HAMPSHIRE PUBLIC UTILITIES
COMMISSION
21 SOUTH FRUIT STREET, SUITE 10
CONCORD, NH USA 03301

APPLICANT
VIRIDIAN ENERGY MD, LLC
152 WEST 57TH STREET
54TH FLOOR
NEW YORK, NY USA 10019

GENTLEMEN/LADIES:

OUR REFERENCE NO. S00297794

ACCOUNT OF:
VIRIDIAN ENERGY MD, LLC
152 WEST 57TH STREET
54TH FLOOR
NEW YORK, NY USA 10019

RECEIVED
NOV 28 2011
NH PUBLIC UTILITIES COMMISSION

AVAILABLE WITH: THE BANK OF NEW YORK MELLON
BY PAYMENT

DRAFTS AT SIGHT
DRAWN ON MACQUARIE BANK LIMITED

TO THE EXTENT OF: ***USD100,000.00***

EXPIRY DATE: SEPTEMBER 30 2013
PLACE OF EXPIRY: OUR COUNTERS

ADDITIONAL DETAILS:
AS FOLLOWS IS THE TEXT OF THE ISSUING BANK, MACQUARIE BANK LIMITED, SYDNEY, AUSTRALIA, IRREVOCABLE STANDBY LETTER OF CREDIT NUMBER CL00731111 AS RECEIVED BY US:

QUOTE

WE HEREBY ISSUE OUR IRREVOCABLE STANDBY LETTER OF CREDIT NUMBER CL00731111, IN FAVOR OF NEW HAMPSHIRE PUBLIC UTILITIES COMMISSION, BY ORDER AND FOR THE ACCOUNT OF VIRIDIAN ENERGY MD LLC AVAILABLE FOR PAYMENT AT SIGHT AT THE COUNTERS OF THE BANK OF NEW YORK MELLON FOR USD100,000.00 ONE HUNDRED THOUSAND AND 00/100 US DOLLARS AGAINST PRESENTATION TO US OF ANY OF THE FOLLOWING STATEMENTS, DATED AND SIGNED BY A REPRESENTATIVE OF THE BENEFICIARY AND IDENTIFYING BY REFERENCE NO. THIS LETTER OF CREDIT:

1. 'THERE HAS BEEN A FAILURE BY VIRIDIAN ENERGY MD LLC ('APPLICANT') TO COMPLY WITH THE REQUIREMENTS OR OBLIGATIONS THAT HAS RESULTED IN AN ASSESSMENT AGAINST THE FINANCIAL SECURITY FILED WITH THE COMMISSION. WHEREFORE, THE UNDERSIGNED DOES HEREBY

- CONTINUED ON NEXT PAGE -

OUR LETTER OF CREDIT S00297794
NEW HAMPSHIRE PUBLIC UTILITIES

DEMAND PAYMENT OF USD (INSERT AMOUNT) WHICH IS DUE AND OWING AS A RESULT OF THE ASSESSMENT. PAYMENT SHOULD BE REMITTED TO (INSERT PAYMENT INSTRUCTIONS).'
2. 'THE EXPIRATION DATE OF (INSERT DATE) LETTER OF CREDIT NO. (INSERT LC NUMBER) IS LESS THAN THIRTY (30) DAYS FROM THE DATE OF THIS STATEMENT, AND VIRIDIAN ENERGY MD LLC ('APPLICANT'), IS REQUIRED, BUT HAS FAILED, TO PROVIDE A REPLACEMENT LETTER OF CREDIT OR OTHER COLLATERAL BEYOND SUCH EXPIRATION DATE IN ACCORDANCE WITH, AND TO ASSURE PERFORMANCE OF, ITS OBLIGATIONS UNDER THE COMMISSION'S RULES. THEREFORE, THE UNDERSIGNED DOES HEREBY DEMAND PAYMENT OF USD(INSERT AMOUNT). PAYMENT SHOULD BE REMITTED TO (INSERT PAYMENT INSTRUCTIONS).'

SPECIAL INSTRUCTIONS.
1) PARTIAL AND MULTIPLE DRAWINGS PERMITTED.

2) DRAWINGS IN EXCESS OF LETTER OF CREDIT AMOUNT ARE NOT ALLOWED.

3) DOCUMENTS MUST BE PRESENTED AT THE COUNTERS OF THE BANK OF NEW YORK MELLON LOCATED AT 525 WILLIAM PENN PLACE, TWO BNY MELLON CENTER, SUITE 1715, PITTSBURGH, PA 15259-0001, ATTN: MANAGER, STANDBY LETTER OF CREDIT DEPARTMENT NO LATER THAN 30 SEPTEMBER 2013.

4) ALL COSTS RELATED TO DRAWINGS UNDER THIS LETTER OF CREDIT NUMBER CL00731111 SHALL BE CHARGED TO THE ACCOUNT OF THE APPLICANT.

WE HEREBY ENGAGE WITH YOU THAT ALL DOCUMENTS PRESENTED IN COMPLIANCE WITH THE TERMS OF THIS CREDIT WILL BE DULY HONORED UPON PRESENTATION IF DRAWN AND PRESENTED FOR PAYMENT ON OR BEFORE THE EXPIRY DATE OF THIS CREDIT EXCEPT AS OTHERWISE EXPRESSLY STATED HEREIN, THIS CREDIT IS SUBJECT TO THE INTERNATIONAL STANDBY PRACTICES 1998 (ISP 98).

IF YOU REQUIRE ANY ASSISTANCE OR HAVE ANY QUESTIONS REGARDING THIS TRANSACTION, PLEASE CALL 412-234-6882.
UNQUOTE

AT THE REQUEST OF THE ISSUING BANK, MACQUARIE BANK LIMITED, SYDNEY, AUSTRALIA, WE HEREBY ADVISE THEIR IRREVOCABLE STANDBY LETTER OF CREDIT NUMBER CL00731111 WITHOUT ANY ENGAGEMENT OR OBLIGATION ON OUR PART, UNDER OUR REFERENCE S00297794.

THIS ADVICE CONVEYS NO ENGAGEMENT OR OBLIGATION ON THE PART OF THE BANK OF NEW YORK MELLON. IN THE EVENT OF A COMPLYING PRESENTATION AT OUR COUNTERS, PAYMENT WILL ONLY BE MADE UPON RECEIPT OF FUNDS FROM THE ISSUING BANK OR NOMINATED PARTY. PRESENTATION SHOULD BE MADE AT OUR OFFICE LOCATED AT 525 WILLIAM PENN PLACE, TWO BNY MELLON CENTER, SUITE 1715, PITTSBURGH, PA

- CONTINUED ON NEXT PAGE -

THE BANK OF NEW YORK MELLON

OUR LETTER OF CREDIT S00297794
NEW HAMPSHIRE PUBLIC UTILITIES

15259-0001 ATTENTION: MANAGER, STANDBY LETTER OF CREDIT DEPT.

IN ORDER TO EXPEDITE PAYMENT, PLEASE QUOTE OUR REFERENCE NUMBER AND PROVIDE THE NECESSARY PAYMENT INSTRUCTIONS SUCH AS YOUR FINANCIAL INSTITUTION'S NAME AND YOUR ACCOUNT NUMBER.

DOCUMENTS MUST CONFORM WITH THE TERMS OF THIS CREDIT. IF YOU ARE UNABLE TO COMPLY WITH ITS TERMS, PLEASE CONTACT YOUR CUSTOMER FOR AN AMENDMENT. THIS CREDIT IS SUBJECT TO THE INTERNATIONAL STANDBY PRACTICES, INTERNATIONAL CHAMBER OF COMMERCE, PUBLICATION NO. 590 (ISP 98).

PRESENTATION OF DOCUMENT(S) THAT ARE NOT IN COMPLIANCE WITH THE APPLICABLE ANTI-BOYCOTT, ANTI-MONEY LAUNDERING, ANTI-TERRORISM, ANTI-DRUG TRAFFICKING, ECONOMIC SANCTIONS AND SIMILAR LAWS AND REGULATIONS IS NOT ACCEPTABLE. APPLICABLE LAWS VARY DEPENDING ON THE TRANSACTION AND MAY INCLUDE UNITED NATIONS, UNITED STATES AND/OR LOCAL LAWS.

YOURS VERY TRULY,

Debra M. Strutt

AUTHORIZED SIGNATURE

TRN DCS-111123-6315800 BMSL PSN 06780 S903PH37

DM 11-175

THE BANK OF NEW YORK MELLON

OUR. NO.
S00297794

CORRESPONDENT"S REF. NO.
CL00731111

DATE
AUGUST 23 2013

PUC AUG26'13 AM 9:35

BENEFICIARY:
NEW HAMPSHIRE PUBLIC UTILITIES
COMMISSION
21 SOUTH FRUIT STREET, SUITE 10
CONCORD, NH USA 03301

CORRESPONDENT:
MACQUARIE BANK LIMITED
EXCHANGE CENTRE, LEVEL 26
20 BOND STREET
SYDNEY 2000, AUSTRALIA

DATE OF ORIGINAL ISSUE:
NOVEMBER 23 2011

AMENDMENT DATE:
AUGUST 23 2013

GENTLEMEN/LADIES:

THE ABOVE MENTIONED INSTRUMENT INCLUDING ANY PREVIOUS AMENDMENTS, IS AMENDED AS FOLLOWS:

LATEST EXPIRATION DATE SEPTEMBER 30 2014

ADDITIONAL CONDITIONS:
AMENDMENT NUMBER 1
THE ISSUING BANK STATES:
-QUOTE-
THE EXPIRY DATE IS EXTENDED TO 30 SEP 2014. ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED.
-UNQUOTE-
THIS AMENDMENT IS TO BE CONSIDERED AS PART OF THE ABOVE CREDIT AND MUST BE ATTACHED THERETO.

ALL OTHER CONDITIONS REMAIN UNCHANGED.

YOURS VERY TRULY,

AUTHORIZED SIGNATURE

TRN DCS-130822-2220400 BMXA PSN 12124 S903PH37

SUPER SAFETY ANTI-FRAUD PROTECTION

DM 11-175

THE BANK OF NEW YORK MELLON

NHPUC AUG29'13 AM11:19

OUR. NO.
S00297794

CORRESPONDENT"S REF. NO.
CL00731111

DATE
AUGUST 28 2013

BENEFICIARY:
NEW HAMPSHIRE PUBLIC UTILITIES
COMMISSION
21 SOUTH FRUIT STREET, SUITE 10
CONCORD, NH USA 03301

CORRESPONDENT:
MACQUARIE BANK LIMITED
EXCHANGE CENTRE, LEVEL 26
20 BOND STREET
SYDNEY 2000, AUSTRALIA

DATE OF ORIGINAL ISSUE:
NOVEMBER 23 2011

AMENDMENT DATE:
AUGUST 28 2013

GENTLEMEN/LADIES:

THE ABOVE MENTIONED INSTRUMENT INCLUDING ANY PREVIOUS AMENDMENTS, IS AMENDED AS FOLLOWS:

ADDITIONAL CONDITIONS:
AMENDMENT NUMBER 2
THE ISSUING BANK STATES:
-QUOTE-
PLEASE INSERT THE FOLLOWING
IT IS A CONDITION OF THIS LETTER OF CREDIT THAT IT SHALL BE AUTOMATICALLY EXTENDED WITHOUT AMENDMENT FOR PERIODS OF ONE YEAR FROM THE PRESENT OR ANY FUTURE EXPIRATION DATE UNLESS WE NOTIFY THE BENEFICIARY IN WRITING VIA REGISTERED MAIL OR OVERNIGHT COURIER SERVICE, AT LEAST NINETY (90) DAYS PRIOR TO SUCH EXPIRATION DATE, THAT WE ELECT NOT TO EXTEND THIS LETTER OF CREDIT FOR SUCH ADDITIONAL PERIOD. UPON RECEIPT BY YOU OF SUCH NOTICE, YOU MAY DRAW HEREUNDER AT ANY TIME BEFORE THE THEN EXPIRY DATE BY PRESENTATION OF YOUR SIGHT DRAFT DRAWN ON US AND NO STATEMENT IS REQUIRED.
ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED.
-UNQUOTE-
THIS AMENDMENT IS TO BE CONSIDERED AS PART OF THE ABOVE CREDIT AND MUST BE ATTACHED THERETO.

ALL OTHER CONDITIONS REMAIN UNCHANGED.

YOURS VERY TRULY,

Debra M. Strutt

AUTHORIZED SIGNATURE

- CONTINUED ON NEXT PAGE -

TRN DCS-130827-1059800 BMXA PSN 12162 S903PH37

SUPER SAFETY® ANTI-FRAUD PROTECTION

THE BANK OF NEW YORK MELLON

L/C S00297794 /

NEW HAMPSHIRE PUBLIC UTILITIES

TRN DCS-130827-1059800 BMXA PSN 12162 S903PH37

SUPER SAFETY™ ANTI-FRAUD PROTECTION

BNY MELLON

NHPUC 30SEP15AM11:22

OUR REF NO.
S00297794

CORRESPONDENT'S REF. NO.
CL00731111

DATE:
SEPTEMBER 29, 2015

BENEFICIARY:
NEW HAMPSHIRE PUBLIC UTILITIES
COMMISSION
21 SOUTH FRUIT STREET, SUITE 10
CONCORD, NH USA 03301

CORRESPONDENT:
MACQUARIE BANK LIMITED
LEVEL 6 50 MARTIN PLACE
SYDNEY 2000 AUSTRALIA

DATE OF ORIGINAL ISSUE:
NOVEMBER 23, 2011

AMENDMENT DATE:
SEPTEMBER 29, 2015

GENTLEMEN/LADIES:

THE ABOVE MENTIONED INSTRUMENT INCLUDING ANY PREVIOUS AMENDMENTS, IS AMENDED AS FOLLOWS:

ADDITIONAL CONDITIONS:
AMENDMENT NUMBER 3
THE ISSUING BANK STATES:
-QUOTE-
THE MAXIMUM AMOUNT AVAILABLE IS DECREASED TO USD0.00 (ZERO UNITED STATES DOLLARS ONLY). PLEASE OBTAIN BENEFICIARY'S CONSENT TO THIS CANCELLATION REQUEST. ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED.
-UNQUOTE-

IN ORDER TO COMPLY WITH THE ISSUING BANK'S INSTRUCTIONS, PLEASE INDICATE YOUR AGREEMENT TO THE CANCELLATION OF THIS CREDIT BY SIGNING THIS AMENDMENT AND RETURNING IT TO US ACCOMPANIED BY THE ORIGINAL LETTER OF CREDIT AND ANY PREVIOUS AMENDMENTS.

PLEASE SEND YOUR AGREEMENT TO:
THE BANK OF NEW YORK MELLON
525 WILLIAM PENN PLACE
TWO BNY MELLON CENTER, SUITE 1930
PITTSBURGH, PA 15259-0001
ATTN: STANDBY LETTER OF CREDIT DEPT.

AGREEMENT TO AMENDMENT
AUTHORIZED SIGNATURE
NEW HAMPSHIRE PUBLIC UTILITIES COMMISSION

SUPER SAFETY® ANTI-FRAUD PROTECTION

1-070-0510-BLANK (10/11) PD 1/14

BNY MELLON

OUR IRREVOCABLE STANDBY LETTER OF CREDIT NUMBER S00297794

THIS AMENDMENT IS TO BE CONSIDERED AS PART OF THE
ABOVE CREDIT AND MUST BE ATTACHED THERETO.

ALL OTHER CONDITIONS REMAIN UNCHANGED.

YOURS VERY TRULY,

AUTHORIZED SIGNATURE

SUPER SAFETY® ANTI-FRAUD PROTECTION