

Comerica Bank

Comerica Bank

International Trade Services
6260 E. Mockingbird Lane, 2nd Fl.
Dallas, TX 75214
Tel: 214-828-5909
Fax: 214-828-5992
SWIFT: MNBDUS33XXX

EXPIRES 21 MAY 2015 11:20

**Irrevocable
Standby Letter of Credit
No. OSB4907M**

Amendment no. 2
Dated May 20, 2015

Beneficiary:

New Hampshire Public Utilities
Commission
21 South Fruit Street, Suite 10
Concord, NH 03301-2429 United States

Applicant:

Agera Energy LLC
555 Pleasantville Road
Suite S-107
Briarcliff Manor, NY 10510 United States

We amend our Standby Letter of Credit subject to the following terms and conditions. This amendment forms an integral part of the original instrument. All other terms and conditions remain unchanged.

Amended Terms:

Comerica Bank seeks cancellation of this letter of credit.

Should you choose to approve the cancellation, we request the return of the original letter of credit to the above address; however, the return of the original letter of credit is not a condition of the cancellation.

Cancellation is subject to your approval. Please signify your approval or rejection by signing below, marking as appropriate, and faxing your response to 214-828-5992.

Unless otherwise instructed herein, all correspondence and inquiries regarding this transaction should be

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directed to our Customer Service Center at the above address, telephone: 214-828-5965 or 214-828-5930. Please indicate our reference number in all your correspondence or telephone inquiries.

Regards,

Authorized Signature(s)

Please signify your acceptance or rejection of this amendment on the attached copy of this letter and return to us at the above address.

Accepted by: _____ Date: _____

Rejected by: _____ Date: _____

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