

  
THE BANK OF NEW YORK MELLON

DM 11-175

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

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

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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

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THE BANK OF NEW YORK MELLON

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OUR LETTER OF CREDIT S00297794  
NEW HAMPSHIRE PUBLIC UTILITIES

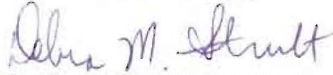
15259-0001 ATTENTION: MANAGER, STANDBY LETTER OF CREDIT DEPT.

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,

  
AUTHORIZED SIGNATURE

TRN DCS-111123-6315800

BMSL

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