



Comerica Bank

International Trade Services
6260 E. Mockingbird Lane, 2nd Fl.
Dallas, TX 75214
Tel: 214-828-5913
Fax: 214-828-5992
SWIFT: MNBDUS33XXX

112224
DM 14-298

NHPLUC 2JAN15AM10:11

**Irrevocable
Standby Letter of Credit
No. OSB4417M**

Amendment no. 1
Dated December 31, 2014

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
First Floor, Suite 5-107
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:

Expiry date has been amended to: January 08, 2016

"Officer" is amended to read "Duly Authorized Representative" wherever located in this letter of credit and accompanying Annexes.

Page 2, paragraph 10, final expiration date is changed from May 31, 2016 to January 8, 2017.

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

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Comerica Bank

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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