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37919

THE TORONTO-DOMINION BANK  
TRADE FINANCE GROUP  
909 FANNIN STREET, SUITE 1950,  
HOUSTON, TEXAS 77010, U.S.A.  
TEL: 1-866-661-6866  
FAX: 1-899-881-6766

16 AUGUST, 2013

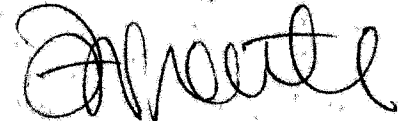
TO: PUBLIC UTILITY COMMISSION  
OF TEXAS, 1701 N. CONGRESS  
AVENUE, PO BOX 13326  
AUSTIN, TEXAS 78711-3326

RE: IRREVOCABLE STANDBY LETTER OF CREDIT NO. G390999  
ISSUED FOR ACCOUNT OF CENTRICA US HOLDINGS, INC. ON BEHALF  
OF BOUNCE ENERGY, INC

-----  
WE ENCLOSE THE ABOVE-MENTIONED STANDBY LETTER OF CREDIT

PLEASE ADDRESS ANY FUTURE CORRESPONDENCE TO THE ABOVE  
ADDRESS, QUOTING OUR REFERENCE NO. G390999.

YOURS TRULY,



AUTHORIZED SIGNATURE  
GUARANTEE DEPT.

Fani Vrentas V581

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PUBLIC UTILITY COMMISSION  
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303

## THE TORONTO-DOMINION BANK

THE TORONTO-DOMINION BANK  
TRADE FINANCE GROUP  
909 FANNIN STREET, SUITE 1950  
HOUSTON, TEXAS 77010, U.S.A.  
TEL: 1-866-661-6866  
FAX: 1-899-881-6766

IRREVOCABLE STANDBY LETTER OF  
CREDIT NO. G390999

PLACE AND DATE OF ISSUE: HOUSTON 16 AUGUST, 2013  
DATE AND PLACE OF EXPIRY: 14 APRIL, 2014 IN HOUSTON

\*\*\*\*\*APPLICANT\*\*\*\*\*BENEFICIARY\*\*\*\*\*  
CENTRICA US HOLDINGS, INC. ON PUBLIC UTILITY COMMISSION OF  
BEHALF OF BOUNCE ENERGY, INC TEXAS, 1701 N. CONGRESS AVENUE,  
12 GREENWAY PLAZA - SUITE 250 PO BOX 13326, AUSTIN, TEXAS,  
HOUSTON, TX 77046 - USA 78711-3326

\*\*\*\*\*ISSUING BANK\*\*\*\*\*  
THE TORONTO-DOMINION BANK  
TRADE FINANCE GROUP  
909 FANNIN STREET, SUITE 1950  
HOUSTON, TEXAS 77010 USA

\*\*\*\*\*  
AMOUNT: USD500,000.00  
( FIVE HUNDRED THOUSAND AND 00/100 UNITED STATES DOLLARS)  
\*\*\*\*\*

WE, THE TORONTO-DOMINION BANK, TRADE FINANCE GROUP, HEREBY  
ESTABLISH IN FAVOR OF THE PUBLIC UTILITY COMMISSION OF TEXAS,  
(HEREINAFTER REFERRED TO AS "YOU" OR "BENEFICIARY"),  
EFFECTIVE IMMEDIATELY, OUR IRREVOCABLE STANDBY LETTER OF CREDIT  
NO. G390999 (HEREINAFTER REFERRED TO AS "LETTER OF CREDIT"),  
FOR THE ACCOUNT OF CENTRICA US HOLDINGS INC., ON BEHALF OF  
BOUNCE ENERGY, INC (CERTIFICATE NO. 10162)  
(HEREINAFTER REFERRED TO AS "APPLICANT") IN THE AMOUNT OF  
USD500,000.00 (FIVE HUNDRED THOUSAND AND 00/100  
UNITED STATES DOLLARS).

FUNDS UNDER THIS LETTER OF CREDIT ARE AVAILABLE FOR  
PAYMENT TO YOU UPON PRESENTATION TO US OF:

1. THE ORIGINAL OR PHOTOCOPY OF THIS LETTER OF CREDIT AND ITS  
AMENDMENTS, IF ANY. IN THE EVENT OF PRESENTATION OF A

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CONTINUATION OF IRREVOCABLE STANDBY LETTER OF CREDIT NO. G390999

PHOTOCOPY OF THIS LETTER OF CREDIT, A STATEMENT DECLARING THAT ONLY A PHOTOCOPY OF THIS LETTER OF CREDIT IS BEING PRESENTED MUST ACCOMPANY THE CLAIM.

2. YOUR WRITTEN DEMAND FOR PAYMENT, PURPORTEDLY SIGNED BY AN AUTHORIZED REPRESENTATIVE OF THE BENEFICIARY, MARKED "DRAWN UNDER THE TORONTO-DOMINION BANK LETTER OF CREDIT NO. G390999" AND CONTAINING THE TEXT "WE HEREBY CERTIFY TO YOU THAT USD (INSERT AMOUNT IN FIGURES AND LETTERS) IS DUE AND OWING TO US BY BOUNCE ENERGY, INC, UNDER AND IN ACCORDANCE WITH PUBLIC UTILITY COMMISSION OF TEXAS RULES." SUCH PRESENTATION MAY BE MADE AT OUR ABOVE ADDRESS (I) IN PERSON, (II) BY FIRST CLASS CERTIFIED AND REGISTERED U.S. MAIL, OR (III) BY OVERNIGHT MAIL.

FUNDS MAY BE DRAWN BY YOU UNDER THIS LETTER OF CREDIT, IN ONE OR MORE DRAWINGS, IN AMOUNTS NOT EXCEEDING IN THE AGGREGATE THE AMOUNT SPECIFIED ABOVE.

UPON YOUR PRESENTATION TO US IN CONFORMITY WITH THE FOREGOING, WE WILL, NOT LATER THAN THE CLOSE OF BUSINESS ON THE THIRD BANKING DAY AFTER SUCH PRESENTATION, BUT WITHOUT ANY OTHER DELAY WHATSOEVER, IRREVOCABLY AND WITHOUT RESERVE OR CONDITION ISSUE PAYMENT INSTRUCTIONS TO THE FEDERAL RESERVE WIRE TRANSFER SYSTEM IN PROPER FORM TO TRANSFER THE FULL AMOUNT DEMANDED BY YOU TO THE ACCOUNT AT THE BANK DESIGNATED BY YOU IN THE DEMAND, IN IMMEDIATELY AVAILABLE FUNDS. WE AGREE THAT IF, ON THE EXPIRATION DATE OF THIS LETTER OF CREDIT, THE OFFICE OF THE ISSUING BANK SPECIFIED ABOVE IS NOT OPEN FOR BUSINESS, THIS LETTER OF CREDIT WILL BE DULY HONORED IF THE DEMAND, IN CONFORMITY WITH THE TERMS HEREOF, IS PRESENTED BY YOU WITHIN ONE (1) FULL BANKING DAY AFTER SUCH OFFICE IS REOPENED FOR BUSINESS.

THIS LETTER OF CREDIT EXPIRES ON APRIL 14, 2014, HOWEVER, IT IS A CONDITION OF THIS LETTER OF CREDIT THAT IT SHALL BE DEEMED AUTOMATICALLY EXTENDED WITHOUT AMENDMENT FOR ONE YEAR PERIODS FROM THE PRESENT OR ANY FUTURE EXPIRATION DATE UNLESS AT LEAST 90 DAYS PRIOR TO ANY SUCH DATE, WE SEND THE BENEFICIARY NOTICE AT THE ABOVE STATED ADDRESS BY OVERNIGHT COURIER THAT WE ELECT NOT TO CONSIDER THIS LETTER OF CREDIT RENEWED BEYOND

CONTINUATION OF IRREVOCABLE STANDBY LETTER OF CREDIT NO. G390999 PAGE 3

THE INITIAL EXPIRATION DATE OR ANY EXTENDED EXPIRATION DATE  
HEREOF.

THE STATED AMOUNT OF THIS LETTER OF CREDIT MAY BE INCREASED OR  
DECREASED, AND THE EXPIRATION DATE OF THIS LETTER OF CREDIT MAY  
BE CHANGED, (IF THE EXPIRATION DATE HAS NOT BEEN AUTOMATICALLY  
EXTENDED AS PROVIDED ABOVE), BY AN AMENDMENT TO THIS LETTER OF  
CREDIT.

WE HEREBY ENGAGE WITH YOU THAT YOUR DEMAND(S) FOR PAYMENT  
IN CONFORMITY WITH THE TERMS OF THIS LETTER OF CREDIT WILL BE  
DULY HONORED AS SET FORTH ABOVE. ALL FEES AND OTHER COSTS  
ASSOCIATED WITH THE ISSUANCE OF THIS LETTER OF CREDIT AND ALL  
FEES AND OTHER COSTS ASSOCIATED WITH ANY DRAWINGS AGAINST THIS  
LETTER OF CREDIT WILL NOT REDUCE THE AMOUNT PAYABLE UNDER  
THIS LETTER OF CREDIT. THE AMOUNT OF THIS LETTER OF CREDIT SHALL  
BE AUTOMATICALLY REDUCED BY THE AMOUNT OF ANY DRAWING  
PAID HEREUNDER.

EXCEPT AS OTHERWISE EXPRESSLY STATED HEREIN, THIS LETTER OF  
CREDIT IS ISSUED SUBJECT TO THE INTERNATIONAL STANDBY PRACTICE  
1998 (ISP98), INTERNATIONAL CHAMBER OF COMMERCE PUBLICATION  
NO. 590. FOR MATTERS NOT ADDRESSED BY ISP98, THIS LETTER OF  
CREDIT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH  
THE LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO  
CONFLICTS OF LAWS PRINCIPLES EXCEPT FOR SECTION 5-1401 OF  
THE NEW YORK GENERAL OBLIGATIONS LAW.

  
AUTHORIZED SIGNATURE

DIANA GANANCA G2331

  
AUTHORIZED SIGNATURE

Fani Vrentas V581