



Customer Initials  
*[Signature]*

Champion Initials  
*[Signature]*

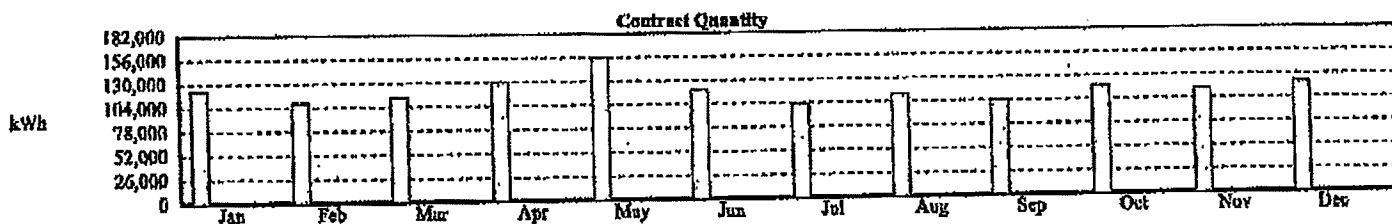
**AMENDMENT TO RETAIL POWER SALES AGREEMENT DATED SEPTEMBER 29, 2010 BETWEEN CHAMPION ENERGY SERVICES, LLC AND FORT PORT BEND COUNTY TOLL ROAD AUTHORITY**

Customer: FORT BEND COUNTY TOLL ROAD AUTHORITY Contract Date: September 29, 2010  
Amendment Date: September 29, 2010

**EXHIBIT "A"**  
Start Date: May 01, 2012 Contract Price: \$0.06029/kWh  
Term: 36 months Consumption Variance: ±100%

Contract Quantity: The monthly kWh quantity per ERCOT congestion zone shown below.

	Houston2010	South2010	North2010	Other2010
Jan	122,851	0	0	0
Feb	109,012	0	0	0
Mar	114,167	0	0	0
Apr	131,071	0	0	0
May	136,894	0	0	0
Jun	119,763	0	0	0
Jul	103,246	0	0	0
Aug	111,744	0	0	0
Sep	104,813	0	0	0
Oct	119,124	0	0	0
Nov	113,535	0	0	0
Dec	121,589	0	0	0
Total	1,427,809	0	0	0



**EXHIBIT "B"**

**ERCOT Costs (included in Contract Price)**

- Balance Energy CSC Congestion Costs
- Regulation Down Service Charge
- Regulation Up Service Charge
- Responsive Reserve Service Charge
- Non-Spinning Reserve Service Charge
- Replacement Reserve Service (Fixed, Heat Rate)
- Voltage Support Charge
- Black Start Service Charge
- RMR Reserve Service Charge
- OOM Replacement Capacity Charge
- OOM Energy Charge
- Zonal Out-of-Merit Energy Charge
- T&D Unaccounted for Energy
- ERCOT System Administration Fee
- Transmission and Distribution Losses
- Local (Intra-zonal) Congestion Charges
- Inter-zonal Congestion Charges (CSC)
- Residential Requirement
- Renewable Energy Charge
- Uplifted Wind Generation Costs
- Balancing Energy Neutrality Charges
- PUCT Credit Requirements
- ERCOT Credit Requirements
- Qualified Scheduling Entity Fees
- RRP Administration and Margin Fees

**EXHIBIT "C"**

**Pass-through Charges (passed through at cost)**

- TDSP Charges - regulated by Public Utility Commission of Texas and imposed and invoiced by the TDSP(s)
- Customer Charges
- Meter Charges
- Transmission and Distribution Charges
- Transmission Cost Recovery Factor
- System Benefit Fund Charges
- Nuclear Decommissioning Charges
- Competitive Transition Charges
- Transition Charges
- Excess Mitigation Credits
- Utility-imposed Reactive Power Charges
- Charges for services, repairs & equipment
- Other Charges TDSP(s) may impose from time-to-time
- Taxes and other fees:
- Municipal Franchise Fees
- Gross Receipts Taxes
- PUC Assessment Fee
- Sales Taxes
- Replacement Reserve Service (MCPE)

**EXHIBIT "D"**

Delivery Point(s)	RSU ID	Service Address	City, State and ZIP	Congestion Zone
1	1008901023814966900104	16500 1/2 FORT BEND PKWY	MISSOURI CITY, TX 77489	HOUSTON
2	1008901023814966910104	4322 1/2 FM 2234 RD	HOUSTON, TX 77053	HOUSTON
3	1008901023814966930104	17014 1/2 FORT BEND PKWY	FRESNO, TX 77545	HOUSTON
4	1008901023814966980104	19149 1/2 FORT BEND PKWY	FRESNO, TX 77545	HOUSTON
5	1008901023813054590104	7705 1/2 W FLOQUA ST	MISSOURI CITY, TX 77489	HOUSTON
6	1008901023813054590104	4320 1/2 FM 2234 RD	HOUSTON, TX 77053	HOUSTON
7	1008901023813518070104	17855 1/2 FORT BEND PKWY	FRESNO, TX 77545	HOUSTON
8	1008901023813518070104	19123 1/2 FORT BEND PKWY	FRESNO, TX 77545	HOUSTON



Customer Initials  
**KS**

Champion Initials

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 Contract Date: September 29, 2010  
 Amendment Date: September 29, 2010

**EXHIBIT "D" - Continued**

Delivery Point(s)	ESI ID	Service Address	City, State and ZIP	Congestion Zone
9	1008901023815318130104	16115 1/2 FORT HEND PKWY	MISSOURI CITY, TX 77489	HOUSTON
10	1008901023815318140104	20030 1/2 FORT HEND PKWY	FRESNO, TX 77545	HOUSTON
11	1008901023815318170104	2905 1/2 TRAMMEL FRESNO RD	FRESNO, TX 77545	HOUSTON
12	1008901023815318200104	4218 1/2 FM 2254 RD	HOUSTON, TX 77053	HOUSTON
13	1008901023815818820105	17308 1/2 ALIBI CLODINE RD	HOUSTON, TX 77082	HOUSTON
14	1008901023815818860105	18302 1/2 FM 1093 RD	RICHMOND, TX 77407	HOUSTON
15	1008901023815818890105	19200 1/2 FM 1093 RD	RICHMOND, TX 77407	HOUSTON
16	1008901023815818920105	20070 1/2 FM 1093 RD	RICHMOND, TX 77407	HOUSTON
17	1008901023815818950105	21120 1/2 FM 1093 RD	RICHMOND, TX 77407	HOUSTON
18	1008901023815923010103	21308 FM 1093 RD	RICHMOND, TX 77407	HOUSTON
19	1008901023815923030103	18442 FM 1093 RD	RICHMOND, TX 77407	HOUSTON
20	1008901023816020170103	22339 1/2 FM 1093 RD	RICHMOND, TX 77407	HOUSTON
21	1008901023816104810103	6309 1/2 FM 1464 RD	RICHMOND, TX 77407	HOUSTON
22	1008901023816193060103	22118 1/2 FM 1093 RD	RICHMOND, TX 77407	HOUSTON
23	1008901023816198180103	23420 1/2 FM 1093 RD	RICHMOND, TX 77406	HOUSTON
24	1008901023816198210103	3710 1/2 W GRAND PKY S	KATY, TX 77494	HOUSTON
25	1008901023817510000106	22948 1/2 FM 1093 RD	RICHMOND, TX 77406	HOUSTON
26	100890102381751000106	22307 1/2 FM 1093 RD	RICHMOND, TX 77407	HOUSTON
27	1008901023817510020106	20310 1/2 FM 1093 RD	RICHMOND, TX 77407	HOUSTON
28	1008901023817510040106	18001 1/2 FM 1093 RD	RICHMOND, TX 77407	HOUSTON
29	1008901023817510080106	16736 1/2 ALIBI CLODINE RD	HOUSTON, TX 77082	HOUSTON
30	1008901023818215730106	18534 1/2 FORT HEND PKWY	FRESNO, TX 77545	HOUSTON

For Emergencies, Outages and Equipment Service, call your respective TDSR ("wire" company) below.

TDSR	Service Area	ESI ID Prefix	Emergency	Service
CenterPoint	Houston & surrounding areas	1088901	(800) 332-7143	(800) 332-7143
TXUHD (aka Oncor)	North and West Texas including DFW	1044372	(888) 313-4747	(888) 313-6862
ABF - CP&LAWTU	Central, South and West Texas	1003278, 1020404	(888) 223-8508	(877) 373-4858
TNMP	S. Central Coast, Far West and North TX	1040031	(888) 866-7456	(888) 866-7456

IN WITNESS WHEREOF, the Parties, by their respective duly authorized representatives, have executed this Agreement effective as of the Effective Date. This agreement will not become effective as to either Party unless and until executed by both Parties.

**FORT HEND COUNTY TOLL ROAD AUTHORITY**

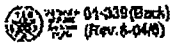
**Champion Energy Services, LLC**

By: *Mike Stone*  
 [Signature]

By: *Michael Sullivan*  
 [Signature]

Name: *Mike Stone*  
 Title: *Manager*  
 Date: *9/29/2010*

Name: *Michael Sullivan*  
 Title: *SUP+COO*  
 Date: *10/4/10*



### TEXAS SALES AND USE TAX EXEMPTION CERTIFICATION

Name of purchaser, firm or agency <b>Fort Bend County Toll Road Authority</b>	
Address (Street & number, P.O. Box or Route number) <b>P.O. Box 2789</b>	Phone (Area code and number)
City, State, ZIP code <b>Sugar Land Texas 77489-2789</b>	

I, the purchaser named above, claim an exemption from payment of sales and use taxes (for the purchase of taxable items described below or on the attached order or invoice) from:

Seller: \_\_\_\_\_

Street address: \_\_\_\_\_ City, State, ZIP code: \_\_\_\_\_

Description of items to be purchased or on the attached order or invoice:  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Purchaser claims this exemption for the following reason:

**Gov't Entity**  
\_\_\_\_\_  
\_\_\_\_\_

I understand that I will be liable for payment of sales or use taxes which may become due for failure to comply with the provisions of the Tax Code: Limited Sales, Excise, and Use Tax Act; Municipal Sales and Use Tax Act; Sales and Use Taxes for Special Purpose Taxing Authorities; County Sales and Use Tax Act; County Health Services Sales and Use Tax; The Texas Health and Safety Code; Special Provisions Relating to Hospital Districts, Emergency Services Districts, and Emergency Services Districts in counties with a population of 125,000 or less.

I understand that it is a criminal offense to give an exemption certificate to the seller for taxable items that I know, at the time of purchase, will be used in a manner other than that expressed in this certificate and, depending on the amount of tax evaded, the offense may range from a Class C misdemeanor to a felony of the second degree.

sign here →	Purchaser 	Title <b>Manager/Director</b>	Date <b>9/29/2010</b>

NOTE: This certificate cannot be issued for the purchase, lease, or rental of a motor vehicle.  
**THIS CERTIFICATE DOES NOT REQUIRE A NUMBER TO BE VALID.**  
Sales and Use Tax "Exemption Numbers" or "Tax Exempt" Numbers do not exist.

This certificate should be furnished to the supplier. Do not send the completed certificate to the Comptroller of Public Accounts.