

Amendment No. 2  
Effective Date: May 1, 2012

**Amendment to Special Industrial Power Agreement dated September 21, 2000 and amended August 3, 2006 by and between Fleming-Mason Energy Cooperative and Tennessee Gas Pipeline Company**

Effective: For service rendered on and after May 1, 2012

Come now the parties to this Agreement and revise, modify, and amend said Agreement as follows:

Paragraph 2a entitled "Pricing" is deleted in its present form and hereafter shall read:

**Pricing**

• **Energy Charge**

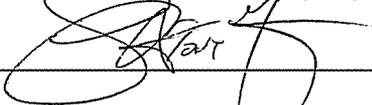
Energy charges will be based upon two segments:

- a. For the 16 hour on-peak period from 0700 to 2300 Eastern Prevailing Time ("EPT") for all weekdays throughout the calendar year, except for NERC approved holidays, energy provided and within the Deviation Band, as defined in Schedule A, of the scheduled energy for that hour, will be priced on the basis of the AEP-Dayton Hub Daily Index published by Platts Megawatt Daily, plus losses.

In all other respects, the Agreement dated September 21, 2000, and any subsequent amendments thereto approved by the Kentucky Public Service Commission, shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their duly authorized representatives on the dates indicated.

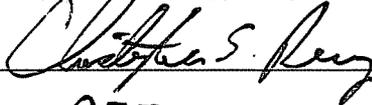
**Tennessee Gas Pipeline Company**

By:  \_\_\_\_\_

Title: Director, Strategic Sourcing & Contract Management and Attorney-in-Fact

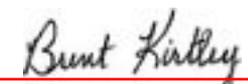
Date Signed: 3-21-12

**Fleming-Mason Energy Cooperative Corporation**

By:  \_\_\_\_\_

Title: CEO

Date Signed: 3-26-12

<b>KENTUCKY PUBLIC SERVICE COMMISSION</b>
<b>JEFF R. DEROUEN EXECUTIVE DIRECTOR</b>
TARIFF BRANCH 
EFFECTIVE <b>5/1/2012</b> PURSUANT TO 807 KAR 5:011 SECTION 9 (1)