FIRST AMENDMENT TO NATURAL GAS SALES AND SERVICE AGREEMENT

This First Amendment to the Natural Gas Sales and Service Agreement ("Amendment") is effective and binding upon the parties this 1st day of April, 2009, by and between Proliance Energy, LLC ("Seller") and Monroe County Community School Corporation ("Buyer").

WHEREAS, Buyer and Seller desire to modify and amend the Natural Gas Sales and Service Agreement ("Base Agreement") dated and effective as of December 1, 2008, to include additional buyer facilities.

The Base Agreement, as modified by this Amendment, shall apply to all transactions for the purchase and sale of Gas between the Parties.

The Base Agreement shall be modified as follows:

1) The following locations are hereby added to the Facility List of the Base Agreement:

Monroe County Community Schools - Abel Building
Monroe County Community Schools - Arlington Elementary
Monroe County Community Schools - Aurora High School
Monroe County Community Schools - Broadview Learning Center
Monroe County Community Schools - Childs Elementary
Monroe County Community Schools - Clear Creek Elementary
Monroe County Community Schools - Education Resource Center
Monroe County Community Schools - Fairview Elementary
Monroe County Community Schools - Grandview Elementary
Monroe County Community Schools - Hoosier Hills Career Center
Monroe County Community Schools - Highland Park Elementary
Monroe County Community Schools - Lakeview Elementary
Monroe County Community Schools - Martin Elementary
Monroe County Community Schools - Rogers Elementary
Monroe County Community Schools - Service Building
Monroe County Community Schools - Summit Elementary
Monroe County Community Schools - Templeton Elementary
Monroe County Community Schools - Unionville Elementary
Monroe County Community Schools - University Elementary

2) A revised Facility List, attached hereto as Exhibit 1, supersedes and replaces any and all prior Facility Lists.

3) All other terms and conditions of the Base Agreement remain unchanged and remain in full force and effect between the parties as now identified by this amendment.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment in duplicate originals.

Agreed to and accepted this _____ day of ________________, 2008.

Seller: Proliance Energy, LLC

By: ___________________________________________________________

Title: _________________________________________________________

Agreed to and accepted this _____ day of ________________, 2008.

Buyer: Monroe County Community School Corporation

By: ___________________________________________________________

Title: _________________________________________________________
Facility

Monroe County Community Schools – Batchelor
Monroe County Community Schools – Binford Elementary
Monroe County Community Schools – Bloomington North High School
Monroe County Community Schools – Bloomington South
Monroe County Community Schools – Jackson Creek
Monroe County Community Schools – Tri-North
Monroe County Community Schools – Abel Building
Monroe County Community Schools – Arlington Elementary
Monroe County Community Schools – Aurora High School
Monroe County Community Schools – Broadview Learning Center
Monroe County Community Schools – Childs Elementary
Monroe County Community Schools – Clear Creek Elementary
Monroe County Community Schools – Education Resource Center
Monroe County Community Schools – Fairview Elementary
Monroe County Community Schools – Grandview Elementary
Monroe County Community Schools – Hoosier Hills Career Center
Monroe County Community Schools – Highland Park Elementary
Monroe County Community Schools – Lakeview Elementary
Monroe County Community Schools – Marlin Elementary
Monroe County Community Schools – Rogers Elementary
Monroe County Community Schools – Service Building
Monroe County Community Schools – Summit Elementary
Monroe County Community Schools – Templeton Elementary
Monroe County Community Schools – Unionville Elementary
Monroe County Community Schools – University Elementary