

February 13, 2014

Oneida Energy Inc.
Attn: Becky Demmith
1239 Flightway Drive
P.O. Box 257
Oneida, WI 54155

Re: Contract # FY10-20265

Dear Ms. Demmith:

This letter is a follow up to our conversation on January 23, 2014 in response to the Wisconsin Economic Development Corporation's (WEDC) January 6, 2014 Default Notice. In conjunction with the Wisconsin State Energy Office at the Department of Administration (DOA), WEDC has evaluated the new management at Oneida Seven Generations Corporation and Oneida Energy Inc.'s (Seven Generations) request for additional time to pursue legal appeals and to secure financing to pursue the project or pay off the full balance of the amount owed under the Loan Agreement referenced as SEP FY10-20265 (Agreement).

We will agree to delay commencing legal action and enforcing the interest escalation penalty if the following conditions are met:

- In accordance with the Agreement, Seven Generations will continue to make interest only payments until May 2014, at which time, Seven Generations will make monthly payments of \$34,998.00; and
- Seven Generations must repay the full balance of the Agreement no later than August 31, 2014 or demonstrate to DOA and WEDC's satisfaction that the job deliverable goals in the Agreement will be met.

If Seven Generations fails to meet the above terms, WEDC and DOA will refer the matter to the Wisconsin Department of Justice to commence legal action and enforce all interest escalation provisions of the Agreement.

Sincerely,



Jake Kuester
Vice President of Credit & Risk

Cc: David Jenkins, DOA



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