

Prepared by and return to:

\* Whiteford Taylor & Preston LLP  
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RELEASE

For Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, NEG T Energy Trading-Power, L.P., formerly known as PG&E Energy Trading-Power, L.P. ("ET Power") hereby comes and states:

1. Pursuant to that certain Subordinated Loan Agreement, dated as of May 24, 2001 (the "Subordinated Loan Agreement"), executed by ET Power, Southaven Power, LLC ("Southaven") and Calyon New York Branch (as successor to Credit Lyonnais New York Branch), the Subordinated Loan Agreement is secured by the following:

(a) Subordinated Deed of Trust, Security Agreement, Assignment of Leases, Rents and Proceeds and Financing granted by Southaven Power, LLC dated May 24, 2001, and recorded in Book 1334 at page 630 of the land records of Chancery Clerk of DeSoto County, Mississippi; and

(b) Financing Statement by Southaven Power, LLC to PG&E Energy Trading-Power, L.P., recorded in Book 1334 at page 664 of the land records of Chancery Clerk of DeSoto County, Mississippi (collectively, the "Security Interests").

2. On May 20, 2005, Southaven filed a voluntary petition for relief under chapter 11 of Title 11, U.S.C. §§ 101, et seq. in the United States Bankruptcy Court for the Western District of North Carolina (the "North Carolina Court"), Case No. 05-32141.

3. On March 28, 2007, the United States Bankruptcy Court for the District of Maryland (the "Maryland Court") allowed Southaven's claim (the "Southaven Claim") against ET Power in the amount of \$395,513,731.15.

4. On November 20, 2007, the North Carolina Court issued its Order Partially Allowing and Partially Denying Claim of ET Power (the "ET Power Claim") allowing ET Power's secured claim for all purposes in the amount of \$91,727,510.56 (the "Allowed ET Power Claim").

5. On January 23, 2008, the Maryland Court entered an order granting ET Power the authority to set off the ET Power Claim against the Southaven Claim, subject to the

entry of an order from the North Carolina Court modifying the automatic stay to the extent necessary to permit such a setoff.

6. On March 19, 2008, the North Carolina Court entered an order authorizing ET Power to set off the ET Power Claim against the Southaven Claim.

7. Southaven and the Tennessee Valley Authority (the "Purchaser") are parties to an Amended and Restated Asset Purchase Agreement (the "Agreement") dated as of March 31, 2008, as to the purchase and sale of the Purchased Assets (as defined in the Agreement).

8. On April 8, 2008, the North Carolina Court issued its Order Authorizing and Approving (I) Sale of Certain Assets Free and Clear of Liens, Claims and Encumbrances, and (II) Assumption and Assignment of Executory Contracts in Connection Therewith (the "Order of Sale"), pursuant to which the Purchased Assets (as defined in the Order of Sale) are to be transferred to the Purchaser free and clear of all Encumbrances (as defined in the Order of Sale), with all such Encumbrances to attach to the cash proceeds arising under the Agreement in the order of their priority, with the same validity, force and effect which they now have as against the Purchased Assets, subject to any claims and defenses Southaven may possess with respect thereto.

**9. In accordance with the Order of Sale, ET Power hereby releases, cancels and forever discharges its lien against the Purchased Assets created by the Security Interests.**

10. ET Power does not waive, but rather reserves, all of its rights, if any, under the ET Power Claim, the Allowed ET Power Claim and the Order of Sale in and to the cash proceeds arising from the Agreement.

IN WITNESS WHEREOF, ET Power has caused this instrument to be executed by its duly authorized officer on this 16 day of May, 2008.

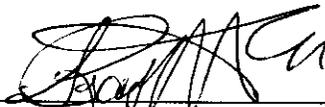
NEGT Energy -Trading Power, L.P.,  
formerly known as PG&E Energy Trading-  
Power, L.P.

By: CRG  
Name: CHARLES R. GOLDSTEIN  
Title: PLAN ADMINISTRATOR

STATE OF MD )  
 ) SS  
COUNTY OF HOWARD )

Before me appeared CHARLES GOLDSTEIN, to me personally known, who, being by me duly sworn, did say that he is the PLAN ADMIN. of NEGTE Energy Trading-Power, L.P., a limited partnership under the laws of ~~the~~ DELAWARE, and signed and delivered on behalf of said limited partnership, after having been duly authorized so to do.

WITNESS my hand and official seal this 6 day of MAY, 2008.

  
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NOTARY PUBLIC



JUNE 1, 2010  
My Commission Expires:

SO RANG YI-SHRYOCK