

FECC AGREEMENT NO. S0326
AMENDMENT NO. 2

THIS AGREEMENT as entered into on the 29th day of January, 2008, and amended on the 5th day of September, 2008, between the STATE OF FLORIDA EXECUTIVE OFFICE OF THE GOVERNOR, FLORIDA ENERGY AND CLIMATE COMMISSION (hereinafter referred to as the “Commission” or “FECC”) and ALICO ENERGY, LLC (hereinafter referred to as “Grantee” or “Recipient”) is hereby amended.

WHEREAS, The Grantee entered into an organizational arrangement with New Planet Energy, LLC to create NPE Florida, LLC, a Florida corporation, that will assume the stated objectives of Alico Energy, LLC and be its successor in developing cellulosic ethanol production in the State of Florida using the gasification/fermentation technology developed by Bioengineering Resources, Inc. of Fayetteville, Arkansas; and,

WHEREAS, The Grantee assigned all of its rights and obligations under this project to NPE Florida, LLC on July 28, 2008,

WHEREAS, The Commission has agreed to allow NPE Florida, LLC to perform the work under this project in accordance with the terms and conditions set forth in the Agreement; and,

WHEREAS, all rights to the gasification/fermentation technology developed by Bioengineering Resources, Inc. of Fayetteville, Arkansas were purchased in July 2008 by INEOS Bio of Hampstead, England, with U.S. operations headquartered in Lisle, Illinois; and

WHEREAS, the name of the technology has been changed to the “INEOS Bio Ethanol Process;” and

WHEREAS, additional changes to the Agreement are necessary.

NOW, THEREFORE, the parties hereto agree as follows:

-- Reference to “Alico Energy, LLC” is hereby deleted in its entirety and replaced with “NPE Florida, LLC”. All references in the Agreement to Alico Energy, LLC shall hereinafter refer to NPE Florida, LLC.

-- References to “Bioengineering Resources, Inc.” and “BRI” are hereby deleted in their entirety and replaced with “INEOS Bio.” All references in the Agreement to “Bioengineering Resources, Inc.” and “the BRI Process” shall hereinafter refer to “INEOS Bio” and the “INEOS Bio Ethanol Process.”

-- Attachment A, Grant Work Plan, is hereby deleted in its entirety and replaced with **Attachment A-1, Revised Grant Work Plan**, attached hereto and made a part of this

Agreement. All references in the Agreement to Attachment A shall hereinafter refer to **Attachment A-1, Revised Grant Work Plan.**

In all other respects, the Agreement of which this is an Amendment and attachments relative thereto shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Amendment to be duly executed the day and year last written below.

ALICO ENERGY, LLC

STATE OF FLORIDA EXECUTIVE OFFICE OF
THE GOVERNOR, FLORIDA ENERGY
AND CLIMATE COMMISSION

By: _____

Title:

By: _____

Agency Head or designee

Date: _____

Date: _____

NPE FLORIDA, LLC

By: _____

Title:

Date: _____