STATE OF CONNECTICUT
DEPARTMENT OF ENVIRONMENTAL PROTECTION

In the matter of	)	
	)	Trading Agreement and Order No. 8214A
The State of Connecticut and	)	Modification No. 3
	)	
Middletown Power LLC	)	

Whereas, the Commissioner of Environmental Protection ("Commissioner") and Middletown Power LLC ("Respondent") having agreed to the terms and conditions set forth in Trading Agreement and Order No. 8214A and all previous modification thereto, do now, by mutual agreement, further modify said modified Trading Agreement and Order as follows:

1. All references to May 1, 2009 with respect to the authorization to use emissions reduction credit trading and/or emission reduction credits and NOx allowances to comply with the emissions limits of Subsections 22a-174-22(d)(1) through 22a-174-22(d)(2)(A) of the Regulations of Connecticut State Agencies ("Regulations") are hereby replaced with May 1, 2010.

2. Any references to October 1st with respect to the date by which the Respondents shall estimate and acquire Discrete Emission Reduction Credits ("DERCS") and/or allowances for the non-ozone season shall now include October 1, 2009.

3. Any references to May 31, 2007 and May 31, 2008 with respect to calculation and retirement of non-ozone season DERCs shall now include May 31, 2009 and May 31, 2010.

4. All references to September 1, 2008 with respect to the submission of Future Compliance Reports are hereby replaced with September 1, 2009.

5. No later than May 1, 2010, with respect to the emission units identified in Trading Agreement and Order No. 8214A and/or its subsequent modifications, the Respondent shall comply with the requirements of Sections 22a-174-22(d)(1) and 22a-174-22(d)(2)(A) of the Regulations.

6. All other terms and conditions of Trading Agreement and Order No. 8214A, as modified, shall remain in effect.

The Respondent hereby consents to the entry of this modification to the Trading Agreement and Order without further notice.

Middletown Power LLC

Signature: David J. DesRobers

Name: David J. DesRobers

Title: Plant Manager

Date: 4-16-09

Issued as a modification of a Trading Agreement and Order.

Gary S. Rose

Gary Rose
Director
Engineering and Enforcement Division
Bureau of Air Management

04-28-2009
Date