

AMENDMENT TO  
MORTGAGE AND SECURITY AGREEMENT

KNOW ALL MEN BY THESE PRESENTS that THE WHITT GROUP OF WEST VIRGINIA INC., a West Virginia corporation having an address at 330 Ridgewood Drive, Beaver, West Virginia 25813 ("Whitt Group") and NEW CENTURY MINING, INC., a West Virginia corporation having an address at 330 Ridgewood Drive, Beaver, West Virginia 25813 ("New Century")(Whitt Group and New Century are hereinafter jointly and severally referred to as "Mortgagor" or "Borrower") for consideration paid, as the grantor of a certain Mortgage and Security Agreement dated April 24, 2000 given by said Mortgagor unto SPRAGUE ENERGY CORP., a Delaware corporation having an address at Two International Drive, Suite 200, Portsmouth, New Hampshire 03801-6809 (hereinafter called "Mortgagee" or "Lender"), as recorded April 28, 2000 in the records of the Shelby County (Alabama) Judge of Probate as Instrument #2000-13919 and as recorded May 1, 2000 in RPB Book 65, Page 478 of the Bibb County (Alabama) Judge of Probate, with MORTGAGE COVENANTS, UPON THE CONDITIONS provided therein (the "Mortgage"), hereby amends said Mortgage as follows:

1. First Amendment to Loan Agreement. The Mortgage is granted pursuant to the terms, provisions and conditions of an agreement captioned "Consolidated Loan Agreement" dated April 24, 2000 and the "First Amendment to Consolidated Loan Agreement" of even date herewith between Borrower and Lender (collectively, the "Loan Agreement"). Capitalized terms used herein which are not otherwise specifically defined shall have the same meaning herein as in the Loan Agreement. The "Obligations" as defined in the Mortgage shall be deemed to include an additional NINE HUNDRED THOUSAND DOLLARS (\$900,000.00), or so much thereof as is advanced, under or pursuant to the Bridge Note Loan Allonge of even date herewith executed and delivered pursuant to the First Amendment to Consolidated Loan Agreement.

2. Additional Designated Equipment. The following Item is added to the list of "Designated Equipment identified on Exhibit C of the Mortgage:

29. Sunbelt Transformer, KVA 15,000/16,800, H.V. 115,000 L.V. 44,000 Y/25,400, Class II Type OA, LV Amperes 220.0 Temp R 55/65, Freq. 6 HZ, BIL Full Wave HV 450 KVA LV 250 KVA, Serial Number: STO39856968, Core & Colis 39,600 lbs., Tank & Fittings 18,895 lbs., Liquid 4485 Gallons, 33,640 lbs., Mineral Oil Non-PCB, Approximate Total Weight 92,137, with Siemens Sulfur Hexafluoride Circuit Breaker, Type SPS-48.3-31.5-1, Serial Number: 50213-11, and Instructional Book No. PB-3478-01, Date of Manufacture February 1998, including, but not limited to all parts, accessories, accessions, components, batteries, fuels, lubricants, coolants, wires, cables, supports, fencing, additions, replacements, products and proceeds thereof, and specifically including two (2) new step-down transformers used or to be used in connection therewith (collectively, the "New Substation and Transformer").

Amendment to Mortgage  
(Rev. 11/30/00)

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3. No Other Changes. The Mortgage is and remains in full force and effect in accordance with its original terms.

IN WITNESS WHEREOF, Borrower has caused this Amendment to Mortgage and Security Agreement to be duly executed and delivered as a sealed instrument as of the 30th day of November, 2000.

BORROWER:  
THE WHITT GROUP OF WEST VIRGINIA INC.

ATTEST:

  
Daryn Bookout, Secretary


By:

And

  
Jerry C. Whitt, President

NEW CENTURY MINING, INC.

ATTEST:

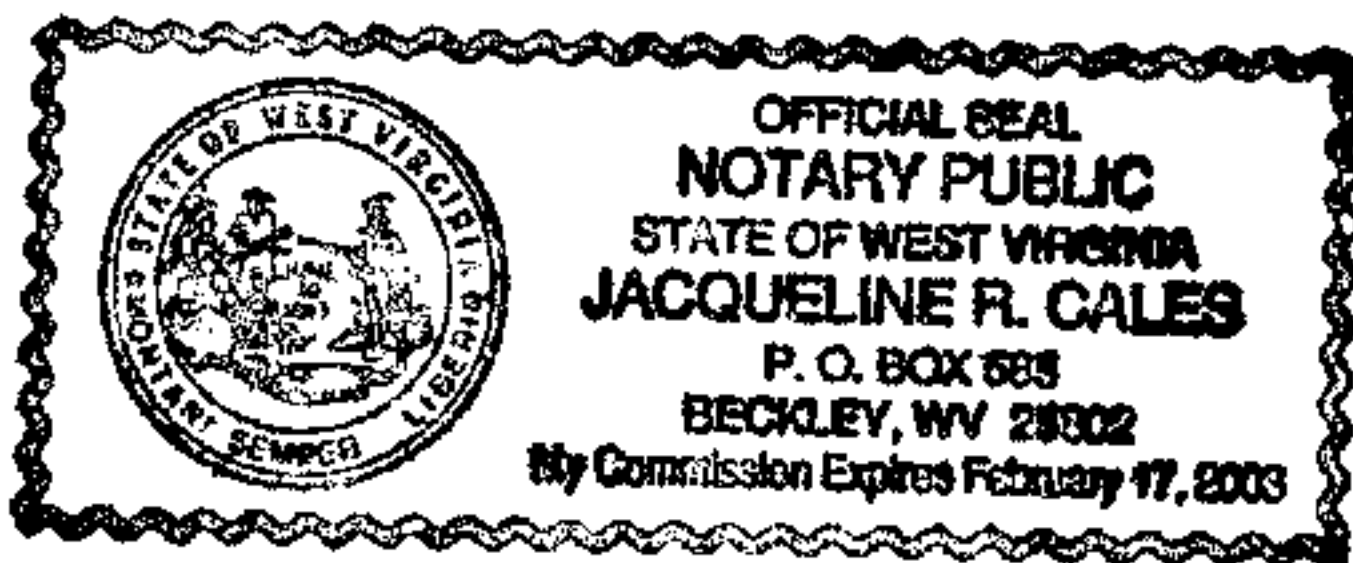
  
Daryn Bookout, Secretary

By:

  
Jerry C. Whitt, President

STATE OF WV)  
Raleigh COUNTY)

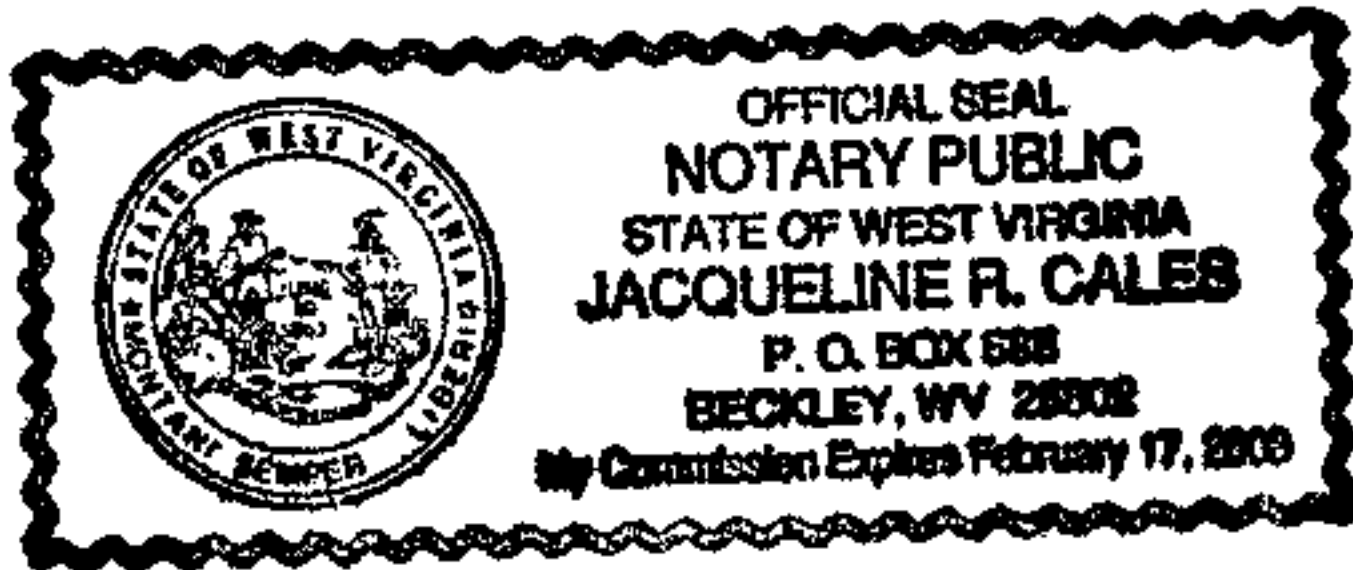
I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Jerry C. Whitt, whose name as President of The Whitt Group of West Virginia Inc., a corporation, is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, he as such officer and with full authority, executed the same voluntarily for and as the act of said corporation. Given under my hand and official seal this 30th day of November, 2000.




  
Notary Public  
My Commission Expires: 2-17-2003

STATE OF WV)  
Raleigh COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Jerry C. Whitt, whose name as President of New Century Mining, Inc., a corporation, is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, he as such officer and with full authority, executed the same voluntarily for and as the act of said corporation. Given under my hand and official seal this 30th day of November, 2000.



  
Notary Public  
My Commission Expires: 2-17-2003

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