

BURNEY FOREST PRODUCTS, A JOINT VENTURE  
c/o Energy Investors Funds  
591 Redwood Highway, Ste 3100  
Mill Valley, CA 94941  
Attn: Noshir Irani  
Direct Dial: [REDACTED]  
E-Mail: [REDACTED]

December 5, 2011

BY FEDEX:  
Pacific Gas and Electric Company  
77 Beale Street, Mail Code B25H  
San Francisco, CA 94105

Re: Letter Agreement Further Amending that certain "Amendment to the Power Purchase Agreement between Burney Forest Products and Pacific Gas And Electric Company (PG&E Log No. 13C038)," executed on October 14, 2011 (the "Amendment")

This letter sets forth the agreement between Pacific Gas and Electric Company ("PG&E") and Burney Forest Products, A Joint Venture ("BFP"), with respect to certain further amendments necessary to be made to the above-referenced Amendment. Accordingly, PG&E and BFP hereby agree to the following:

On page one of the Amendment, the words "BURNEY FOREST PRODUCTS" are deleted both times they appear and are replaced with the words "BURNEY FOREST PRODUCTS, A JOINT VENTURE." Also on page one of the Amendment, the words "a California limited partnership" are deleted and replaced with the words "a California general partnership."

On page twenty of the Amendment, the following words, which were inadvertently omitted from the execution version of the Amendment, are added at the end of Section 5.D together with the previously omitted Section 5.E, immediately prior to Section 5.F Severability on said page twenty:

"page of this Amendment shall have the same legal effect as an original. This Amendment shall be binding upon each Party's assignees, transferees, or successors.

E. Counterparts. This Amendment may be executed in one or more counterparts, each of which shall be deemed an original and all of which shall be deemed one and the same agreement. The latest signature date found on the signature page below shall be the "Execution Date" of this Amendment."

On page twenty of the Amendment, the words "BURNEY FOREST PRODUCTS" are deleted in the signature block and are replaced with the words "BURNEY FOREST PRODUCTS, A JOINT VENTURE." Also on page twenty of the Amendment, the words "a California limited

partnership” are deleted in the signature block and replaced with the words “a California general partnership.”

On page twenty-four of the Amendment, in Appendix B Notices List, the words “Burney Forest Products, a California limited partnership” are deleted and replaced with “Burney Forest Products, A Joint Venture, a California general partnership.”

Except as expressly modified by this letter agreement, all terms and conditions of the Amendment shall remain in full force and effect during the Delivery Term (as defined in the Amendment). This letter agreement and the rights and duties of the parties hereunder shall be governed by and construed, enforced and performed in accordance with the laws of the State of California, without regard to principles of conflicts of law.

If you are in agreement with the terms of this letter agreement, please execute in the space provided below and send a copy to me.

Best regards,

BURNEY FOREST PRODUCTS, A JOINT VENTURE

By: Burney Biomass Power, LLC, a general partner

By: Noshir Irani  
Name: NOSHIR IRANI  
Title: ASSISTANT SECRETARY  
Date: 12/05/2011

By: Forest Products, L.P., a general partner

By: Noshir Irani  
Name: NOSHIR IRANI  
Title: ASSISTANT SECRETARY  
Date: 12/05/2011

On behalf of Pacific Gas and Electric Company, I am authorized to countersign this letter agreement, evidencing the agreement set forth herein.

By: Mano Mondal  
Name: Mano Mondal  
Title: Director  
Date: Dec 16 2011  
Pacific Gas and Electric Company