



Energy Supply

245 Market Street  
Mail Code N13C  
San Francisco, CA 94105

415 973 7000

October 9, 2009

John Wood  
Executive Vice President  
Marubeni Sustainable Energy, Inc.  
1660 Union Street, 2nd Floor,  
San Diego, CA 92101

Dear Mr. Wood,

Subject: DG Fairhaven, PG&amp;E Log No. 19P005

Pursuant to recent discussions between our companies regarding continued base load operations from DG Fairhaven from October 9, 2009 through October 31, 2009, PG&E agrees to a time-limited modification of energy payments under the existing Interim Standard Offer Four Power Purchase Agreement and amendments thereto ("PPA"), as described below:

For the term of this Letter Agreement, the Parties agree as follows:

1. PG&E will set the full short run avoided operating costs contained in the section titled "ARTICLE 4 ENERGY PRICE" of the PPA at \$95.80/MWh.
2. The definition of Peak, Partial Peak, Off Peak, and Super Off Peak for the purposes of determining energy and capacity payments will be modified as follows:

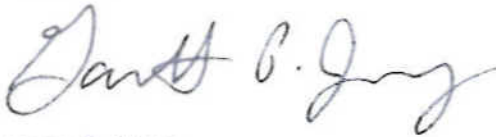
Time of Delivery (TOD) Information				
TOD Periods	From		To	
	Period A- Summer (May 1-October 31)	Days Applicable	Period A- Summer (May 1-October 31)	Days Applicable
Peak	Noon-6:00 PM	Weekdays except holidays	3:30 PM -9:30 PM	Weekdays except holidays
Partial Peak	8:30 AM- Noon, and 6:00 PM -9:30 PM	Weekdays except holidays	12:00 PM – 3:30 PM, and 9:30 PM -1:00 AM	Weekdays except holidays
Off Peak	9:30 PM-1:00AM	Weekdays except holidays	5:00 AM to 12:00 Noon.	Weekdays except holidays
	5:00 AM -8:30 AM	Weekdays except holidays		
	5:00 AM – 1:00 AM	Weekends and Holidays	5:00 AM – 1:00 AM	Weekends and Holidays
Super Off Peak	1:00 AM -5:00 AM	All Days	1:00 AM -5:00 AM	All Days

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This Letter Agreement shall remain in effect from October 9, 2009 through October 31, 2009 and shall terminate on October 31, 2009 at 12:00 p.m. (PST).

All other terms and conditions of the PPA will remain unchanged.

Sincerely,



Garrett P. Jeung,  
Sr. Director, Structured Transactions

Agreed To By Marubeni Sustainable Energy:



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Print Name: John Wood

cc: Kevin Coffee