



November 6, 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&E Log No. 19P005

Pursuant to recent discussions between our companies regarding continued base load operations from DG Fairhaven from November 7, 2009 through March 31, 2010, 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:

<b>SEASONAL PERIOD A – SUMMER (May 1 – October 31) Time of Delivery (TOD Information)</b>				
	<b>FROM</b>		<b>TO</b>	
	<i>Applicable Times</i>	<i>Applicable Days</i>	<i>Applicable Times</i>	<i>Applicable Days</i>
<b>Peak</b>	Noon-6:00 PM	Weekdays except Holidays	3:30 PM – 9:30 PM	Weekdays except Holidays
<b>Partial Peak</b>	8:30 AM – Noon, and 6:00 PM – 9:30 PM	Weekdays except Holidays	12:00 Noon – 3:30 PM; and 9:30 PM – 1:00 AM	Weekdays except Holidays
<b>Off Peak</b>	9:30 PM – 1:00 AM	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
<b>Super Off Peak</b>	1:00 AM – 5:00 AM	All Days	1:00 AM – 5:00 AM	All Days

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SEASONAL PERIOD B - WINTER (November 1 - April 30) Time of Delivery (TOD Information)				
	FROM		TO	
	<i>Applicable Times</i>	<i>Applicable Days</i>	<i>Applicable Times</i>	<i>Applicable Days</i>
<b>Peak</b>	Not Applicable	Not Applicable	Not Applicable	Not Applicable
<b>Partial Peak</b>	8:30 AM - 9:30 PM	Weekdays except Holidays	12:00 Noon - 1:00 AM	Weekdays except Holidays
<b>Off Peak</b>	9:30 PM - 1:00 AM	Weekdays except Holidays	5:00 AM - 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
<b>Super Off Peak</b>	1:00 AM - 5:00 AM	All Days	1:00 AM - 5:00 AM	All Days

This Letter Agreement shall remain in effect from November 7, 2009 through March 31, 2010 and shall terminate on March 31, 2010 at 12:00 p.m. (PST).

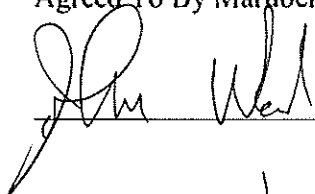
All other terms and conditions of the PPA will remain unchanged.

Sincerely,



Garrett P. Jeung,  
 Sr. Director, Structured Transactions

Agreed To By Marubeni Sustainable Energy:



Nov. 6, 2009

Print Name: John Wood, SECRETARY

cc: Kevin Coffee