



Roy Kuga  
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Terry Williams  
President and CEO  
EWP Renewable Corporation  
600 West Broadway, Suite 1600  
San Diego, CA 92101

Re: Modification to agreement executed on 2/28/2011 by Roy Kuga from Pacific Gas and Electric Company and Terry Williams from EWP Renewable Corp. (PG&E Log No. 19P005)

This letter agreement shall amend the agreement executed on 2/28/2011 by Roy Kuga, Vice President of Energy Supply Management at the Pacific Gas and Electric Company ("PG&E") and Terry Williams, President and CEO of EWP Renewable Corp. ("Third Amendment"). This Amendment shall change the name of the Seller in the Third Amendment and shorten PG&E's second option to extend the Third Amendment from one (1) year to eleven (11) months.

In the Third Amendment, the name of the Seller was inadvertently set forth as "DG Fairhaven LLC" rather than "DG Fairhaven Power LLC". The purpose of this letter agreement is to rectify that error and clarify that the Seller under the Third Amendment is DG Fairhaven Power LLC.

This letter agreement shall replace any reference to the entity "DG Fairhaven LLC" with "DG Fairhaven Power LLC". By executing this letter agreement, both parties agree that the terms and conditions set forth in the Third Amendment are binding on each of PG&E and DG Fairhaven Power LLC.

This letter agreement shall also amend the second option to extend the Amendment Term under Section 2 of the Third Amendment (the "Second Extension Option"). If PG&E exercises the Second Extension Option, then the Amendment Term shall be extended for an additional eleven (11) months (for the period from February 3, 2015 through January 3, 2016) rather than one (1) additional year as set forth in the Third Amendment.

Best regards,

Roy Kuga  
Vice President, Energy Supply Management  
Pacific Gas and Electric Company

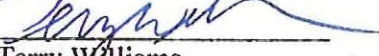
AGREED AND ACCEPTED DATE:

4/2/11

**Concurring Statement**

ACCEPTED AND AGREED:

DG FAIRHAVEN POWER LLC  
a Delaware limited liability company

By:   
Terry Williams  
Its: President and CEO