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John Wood
Executive Vice President
EWP Renewable Corporation
600 West Broadway, Suite 1600
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Re: Modification to Third Amendment executed on 2/28/2011 between Pacific Gas and Electric Company and DG Fairhaven Power LLC (PG&E Log No. 19P005)

This letter agreement shall amend the Third Amendment executed on 2/28/2011 by Terry Williams, President and CEO of DG Fairhaven Power LLC, and Roy Kuga, Vice President of Energy Supply Management at the Pacific Gas and Electric Company ("PG&E"), as amended.

This letter agreement shall:

1. In Section 1, amend the definition of "CPUC Approval" to include at the end, after subsection (b), the following sentence: "CPUC Approval will be deemed to have occurred on the date that a CPUC decision containing such findings becomes final and non-appealable."
2. Include the following definition in Section 1: "Renewable Energy Credit" has the meaning set forth in California Public Utilities Code Section 399.12(f) and CPUC Decision 08-08-028, as may be amended from time to time or as further defined or supplemented by Law.
3. Delete Section 3.10 in its entirety and replace with the following:

"3.10 WREGIS. Seller warrants that all necessary steps to allow the Renewable Energy Credits transferred to Buyer to be tracked in the Western Renewable Energy Generation Information System will be taken prior to the first delivery under the contract."

4. In Section 3.12 (b), replace the words "renewable energy credits" with "Renewable Energy Credits".

Best regards,

AGREED AND ACCEPTED DATE:


Marino Monardi
Director, Portfolio Management
Pacific Gas and Electric Company

Dec 9 2011

Concurring Statement

ACCEPTED AND AGREED:

DG FAIRHAVEN POWER LLC,
a California Corporation

By: 

John Wood
Its: Vice President