

01W035

AMENDMENT NO. 2
TO
LONG-TERM ENERGY AND CAPACITY
POWER PURCHASE AGREEMENT
BETWEEN
U. S. WINDPOWER, INC.
AND
PACIFIC GAS AND ELECTRIC COMPANY

This Amendment No. 2, amending that certain Long-term Energy and Capacity Power Purchase Agreement, dated as of March 5, 1984, between the parties hereto ("Standard Offer #4"), relating to a 70,000 kW Facility and identifying the initial scheduled operation date of the Facility as of January 1, 1987, is entered into by and between U. S. WINDPOWER, INC. ("Seller"); and PACIFIC GAS AND ELECTRIC COMPANY ("PGandE").

RECITALS

WHEREAS:

1. Seller and PGandE entered into the above-identified Standard Offer #4; and
2. Seller and PGandE desire to amend the said Standard Offer #4 in the manner set forth herein.

NOW, THEREFORE, in consideration of the mutual covenants hereinafter set forth, the parties hereto agree as follows:

1. Article 12 is hereby amended by deleting the date "January 1, 1987" from Line 18 on Page 13 and inserting in lieu thereof "April 1, 1987."

2. Except as defined otherwise herein, all terms used in this Amendment No. 2 shall have the same meanings used in the above-identified Standard Offer #4.

3. Except as expressly amended herein, all other terms and conditions of the above-identified Standard Offer #4 remain unchanged.

IN WITNESS WHEREOF, the parties hereto have entered into this Amendment No. 2 as of the day and year last written below.

U. S. WINDPOWER, INC.

PACIFIC GAS AND ELECTRIC COMPANY

By Maurice E. Miller

By Malcolm H. Furbush

Name Maurice E. Miller

Name Malcolm H. Furbush

Title Treasurer

Title Executive Vice President

Date Signed December 18, 1986

Date Signed December 18, 1986