

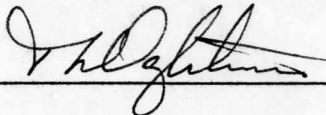
FIRST AMENDMENT TO
POWER PURCHASE AGREEMENT
(DATED DECEMBER 21, 1983)
FOR
LONG-TERM ENERGY AND CAPACITY
BETWEEN
PACIFIC GAS AND ELECTRIC COMPANY
AND
ULTRAPOWER, INCORPORATED
(TUOLUMNE)

Ultrapower, Incorporated and Pacific Gas and Electric Company hereby agree to amend the Power Purchase Agreement for Long-Term Energy and Capacity Between Ultrapower, Incorporated and Pacific Gas and Electric Company dated December 21, 1983 as follows:

Delete Paragraph (g) in Article 3.

IN WITNESS WHEREOF, Ultrapower, Incorporated and Pacific Gas and Electric Company have caused this First Amendment to be executed by their duly authorized representatives and it is effective as of the last date set forth below.


ULTRAPOWER, INCORPORATED

BY: 

TITLE: PRESIDENT

DATE SIGNED: 5/8/84

PACIFIC GAS AND ELECTRIC COMPANY

BY: 
NOLAN H. DAINES

TITLE: Vice President -
Planning and Research

DATE SIGNED: 4/30/84