



**Roy Kuga**  
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Michael J. Ruffatto  
President Ultrapower Fresno, LP, General Partner  
Rio Bravo Fresno  
8480 East Orchard Road, Ste 40000  
Greenwood Village, CO 80111

Re: Modification to Fourth Amendment executed on 8/22/2011 between Pacific Gas and Electric Company and Rio Bravo Fresno. (PG&E Log No. 25P026)

This letter agreement shall amend the amendment executed on 8/22/2011 by Michael J. Ruffatto, President of Ultrapower Fresno, LP and Roy Kuga, Vice President of Energy Supply Management at the Pacific Gas and Electric Company ("PG&E") ("Fourth Amendment").

This letter agreement shall delete Section 4 (a) (ii) and Section 4 (a) (iii) from the Fourth Amendment. In other words, the following two conditions precedent shall not apply:

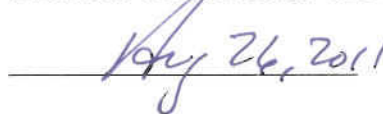
1. PG&E receives an original of this Amendment, executed by an authorized representative of Seller, and an accompanying Letter of Concurrence that conforms to the requirements set forth herein, no later than the 5:00 PM on August 5, 2011; and
2. PG&E receives a declaration in a form satisfactory to PG&E in its sole discretion and executed by an authorized representative of Seller that supports the need for price relief and the reasons therefore, no later than 5:00 PM on August 5, 2011.

Best regards,



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

AGREED AND ACCEPTED DATE:



**Concurring Statement**

ACCEPTED AND AGREED:

RIO BRAVO FRESNO,  
a California general partnership

By:



Michael J. Ruffatto

Its: President, Ultrapower Fresno, LP, General Partner

