



**Pacific Gas and
Electric Company**

Marino Monardi
Director
Portfolio Management

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Lee Bailey
President
USRG Tracy GP LLC
General Partner to Thermal Energy Development Partnership, LP
14800 W. Schulte Road
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Re: Energy Price Amendment between Thermal Energy Development Partnership, LP and PG&E
(Log No. 16P054)

Reference is made to Section 4 of the Energy Price Amendment to the Power Purchase Agreement (Amendment) between Thermal Energy Development Partnership, LP (TEDP) and Pacific Gas and Electric Company (PG&E) (PG&E Log No. 16P054) executed on September 21, 2011.

PG&E and TEDP agree that the deadline for CPUC Approval in Section 4 is hereby modified by deleting "two hundred forty (240) days" and replacing it with "three hundred and thirty (360) days."

In all other respects, the Amendment remains unchanged. Please indicate TEDP's concurrence by countersigning below and returning to PG&E.

Best regards,

AGREED AND ACCEPTED DATE:

Marino Monardi
Director, Portfolio Management
Pacific Gas and Electric Company

Concurring Statement

ACCEPTED AND AGREED:

THERMAL ENERGY DEVELOPMENT PARTNERSHIP, LP,
a California Limited Partnership

By: 

Lee Bailey
President

USRG Tracy GP LLC
General Partner to Thermal Energy Development Partnership, LP