



Pacific Gas and Electric Company®

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FIRST AMENDMENT TO THE MAY 27, 2009 POWER PURCHASE AGREEMENT BETWEEN ORTIGALITA POWER COMPANY LLC, AND PACIFIC GAS AND ELECTRIC COMPANY.

THIS FIRST AMENDMENT ("First Amendment") is entered into by and between PACIFIC GAS AND ELECTRIC COMPANY ("PG&E") and ORTIGALITA POWER COMPANY LLC ("Ortigalita"). PG&E and Ortigalita may be referred to herein individually as "Party" and collectively as "Parties." All capitalized terms not defined herein shall have the meaning set forth in the PPA, as defined below.

RECITALS

Whereas, Ortigalita and PG&E are parties to the certain Power Purchase Agreement, dated May 27, 2009 ("PP A");

Whereas the Parties desire to amend the PPA in order to reflect a replacement Facility location;

NOW, THEREFORE, in consideration of the mutual promises and covenants contained herein, PG&E and Ortigalita agree as follows.

1. Amendment of the PPA

(a) The first sentence of Section 2.1.1 of the PPA, Facility location, shall be deleted and replaced with the following: [Insert new Facility Address]

3227 Beachwood Dr.
Merced, CA 95348

(b) The second paragraph of Section 2.1.8 of the PPA, name and address of electric service account, shall be deleted and replaced with the following: [Insert new Facility Address]

3227 Beachwood Dr.
Merced, CA 95348

2. No Other Modifications

No provision of the PPA other than the terms addressed in this First Amendment shall be deemed modified, amended, waived, or otherwise affected by this First Amendment. If there is a conflict between the terms of the PPA, and those of the First Amendment, this First Amendment shall control.

IN WITNESS WHEREOF, each party has caused this First Amendment to be executed by its authorized representative, effective as of this 29th day of January 2010. By signing this First Amendment, the representatives of the Parties warrant that they have requisite authority to bind their respective principals.

Pacific Gas and Electric Company	Ortigalita Power Company, LLC
By: <u>Roy Kuga</u>	By: <u>GREGORY JOHN STANGL</u>
Title: <u>Energy Supply Management</u>	Title: <u>MANAGING MEMBER</u>
Date: <u>1/29/10</u>	Date: <u>28 January 10</u>