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AMENDMENT NO. 2
TO
POWER PURCHASE CONTRACT
BETWEEN
SOUTHERN CALIFORNIA EDISON COMPANY
AND
ENERGY CAPITAL CORPORATION
(AS ASSIGNED TO CTV MARKETING GROUP AND
SUBSEQUENTLY ASSIGNED TO CTV POWER PURCHASE CONTRACT TRUST)

CLD NO 393386

CLD No. 393386
QFID No. 6089

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1 AMENDMENT NO. 2
2 POWER PURCHASE CONTRACT
3 BETWEEN
4 SOUTHERN CALIFORNIA EDISON COMPANY
5 AND
6 ENERGY CAPITAL CORPORATION

7 1. PARTIES: This Amendment No. 2 to the Power Purchase
8 Contract between Energy Capital Corporation and Southern
9 California Edison Company ("Contract") is entered into by CTV
10 Power Purchase Contract Trust ("Seller") and Southern California
11 Edison Company ("Edison"), a California corporation,
12 individually "Party," collectively "Parties," and agreed to and
13 acknowledged by CTV Marketing Group, a California General
14 Partnership.

15 2. RECITALS: This Amendment No. 2 to the Contract is made
16 with reference to the following facts, among others:

17 2.1 The Contract was executed by Energy Capital
18 Corporation, a Virginia corporation, and Edison on April 11,
19 1985.

20 2.2 Section 1 of the Contract provides that the
21 "Seller" is also the Project Manager under the Contract.

22 2.3 Energy Capital Corporation assigned the Contract to
23 CTV Marketing Group on September 27, 1985.

24 2.4 CTV Marketing Group assigned the Contract to Seller
25 on June 26, 1992 to be effective ~~October~~ ^{November} 10, 1992.

26 2.5 CTV Marketing Group will remain as the Project
Manager under the Contract.

//

1 2.6 The Parties wish to clarify the identity of the
2 Project Manager and Seller in the Contract.

3 3. AGREEMENT: The Parties agree to amend the Contract as
4 follows:

5 3.1 Section 1 of the Contract is amended, in part, by
6 deleting the first sentence thereof and replacing it with the
7 following:

8 "1. Project Summary

9 This Contract is entered into between
10 Southern California Edison Company
11 ("Edison"), and CTV Power Purchase
12 Contract Trust ("Seller"). CTV Marketing
13 Group, a California General Partnership,
14 is the Project Manager."

15 3.2 Section 1.1 is amended to change the name and
16 address of the Seller, and shall now read as follows:

17 "1.1 All Notices shall be sent to Seller at
18 the following address:

19 CTV Power Purchase Contract Trust
20 c/o CTV Marketing Group,
21 c/o Coram Energy Group, Ltd.
22 25500 Hawthorne Boulevard,
23 Suite 2120
24 Torrance, CA 90505
25 Attn: Brian J. O'Sullivan"

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With a copy to:

City National Bank, a national banking
association, as Bank Trustee

Trust Department
P.O. Box 1144
120 South Spalding Drive
Beverly Hills, CA 90123

All revenue payments hereunder shall be
sent to Seller at the following address:

City National Bank, a national banking
association, as Bank Trustee

Trust Department
P.O. Box 1144
120 South Spalding Drive
Beverly Hills, CA 90123

4. OTHER CONTRACT TERMS AND CONDITIONS: Except as expressly
amended by this Amendment No. 2, the terms and conditions of the
original Contract shall remain in full force and effect.

5. EFFECTIVE DATE: This Amendment No. 2 shall become
effective upon execution by the last Party to sign.

6. SIGNATURE CLAUSE: The signatories hereto represent that
they have been duly authorized to enter into this Amendment
No. 2 to the Contract on behalf of the Party for whom they sign.

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1 This Amendment No. 2 to the Contract is hereby executed this
2 10th day of ~~October~~ ^{November}, 1992.

3 SOUTHERN CALIFORNIA EDISON COMPANY

4
5 APPROVED
6 BRYANT C. DANNER
7 Senior Vice President
8 and General Counsel
9 By: [Signature]
10 Attorney
11 Oct. 20 19 92

12 By: [Signature]
13 Name: VIKRAM S. BUDHRAJA
14 Title: Vice President
15 Date: November 10, 1992

16 CTV POWER PURCHASE CONTRACT TRUST

17 By: CTV MARKETING GROUP,
18 a California general partnership
19 as Operational Manager

20 By: CORAM ENERGY GROUP, LTD.,
21 a California limited
22 partnership
23 Its: General Partner

24 By: [Signature]
25 Name: BRIAN J. O'SULLIVAN,
26 Title: President
Date: 11/06/92

By: CITY NATIONAL BANK,
a national banking association,
as Bank Trustee of the
CTV Power Purchase Contract
Trust and not individually

Trust Department
P.O. Box 1144 1141
120 South Spalding Drive
Beverly Hills, CA 90123

By: [Signature]
Name: C SCOTT BOONE
Title: SENIOR VICE PRESIDENT
Date: 11/5/92

26 //

