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AMENDMENT NO. 2
TO THE POWER PURCHASE CONTRACT
BETWEEN
CORAM ENERGY GROUP LTD.
AND
SOUTHERN CALIFORNIA EDISON COMPANY

CLD NO. 382501

REFER TO THIS CONTRACT
AS: CORAM ENERGY GROUP,
LTD.

QF ID NO. 6055

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2.2 On September 21, 1984, an Amendment No. 1 to the Original Contract was executed between Sirocco Energy, Inc. and Southern California Edison Company, which revised the nameplate rating of the Original Contract to 3,000 kW.

2.3 On June 18, 1985, an Assignment of Wind Project Rights and Delegation of Duties was executed between Sirocco Energy, Inc. and Coram Energy Group Ltd, which assigns the Original Contract to Coram as assignee.

2.4 On September 9, 1985, a Consent to Assignment was executed by Southern California Edison Company which acknowledges notice of and consents to the assignment of the Original Contract.

2.5 The Parties wish to amend the Original Contract to identify the assignee as Seller.

3. AGREEMENT

In consideration of the terms and conditions contained in this Amendment No. 2, the Parties agree as follows:

1 3.1 Effective Date

2
3 This Amendment No. 2 shall become effective when it
4 has been duly executed by the Parties.

5
6
7 3.2 Changes to Contract Provisions

8
9 a. The identity of "Seller", as specified on
10 page 1a, Section 1, line 3, and elsewhere in
11 the Original Contract, is hereby amended to be
12 "Coram Energy Group Ltd."

13
14 b. The address to which notices shall be sent, as
15 specified on page 1a, Section 1.1, is hereby
16 amended to be:

17
18 401 East Ocean Blvd., Suite 204
19 Long Beach, CA 90802

20
21 4. OTHER CONTRACT TERMS AND CONDITIONS

22
23 Except as expressly amended herein, all terms and
24 conditions of the Original Contract shall remain in
25 force and effect.
26

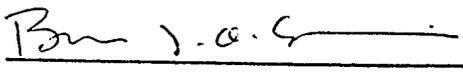
1 5. DUPLICATE ORIGINALS

2
3 This Amendment No. 2 is executed in two originals.
4 The signatories hereto represent that they have been
5 appropriately authorized to enter into this Amemdment
6 on behalf of the Party for whom they sign. This
7 Amendment is hereby executed as of this 26 day
8 of SEPTEMBER 1985.

9
10 ATTEST:

CORAM ENERGY GROUP, LTD.

11
12
13 By: 

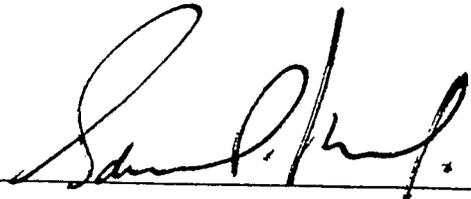
By: 

Brian J. O'Sullivan
President

14
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17
18 ATTEST:

SOUTHERN CALIFORNIA EDISON COMPANY

19
20
21 By: _____

By: 

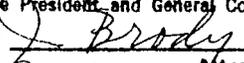
Edward A. Myers, Jr.
Vice President

22
23
24
25 WTM: smc
6WTM281.D
09/11/85

26
APPROVED AS TO FORM:

JOHN R. BURY

Vice President and General Counsel

By: 

Attorney

9-12, 1985