

AMENDMENT EXTENDING CPUC APPROVAL DATE

This AMENDMENT EXTENDING CPUC APPROVAL DATE ("Amendment") is entered into effective as of November 30, 2011 ("Amendment Effective Date") by and among San Diego Gas & Electric Company ("SDG&E" or "Buyer") and USS Energy Star 2 LLC ("Seller" or "Counterparty"). SDG&E and Counterparty are sometimes referred to herein individually as a "Party" and collectively as the "Parties."

WHEREAS, SDG&E and Bethel Energy LLC ("Bethel") entered into a Master Power Purchase and Sale Agreement-Bethel Solar 1 dated as of October 31, 2006 and related documents, including the confirmation letter ("Confirmation") and cover sheet ("Cover Sheet"), each dated October 31, 2006 (collectively the "Agreement").

WHEREAS, Bethel assigned all of its rights, title and interest in and to the Agreement, including the Confirmation and the Cover Sheet, to MMR Power Solutions, LLC ("MMR") via an Assignment, Assumption and Consent Agreement dated October 1, 2007.

WHEREAS, Buyer and MMR agreed to amend the Agreement, including the Confirmation and the Cover Sheet, in that certain First Amendment between Buyer and MMR dated February 10, 2008.

WHEREAS, Buyer and MMR agreed to amend further the Agreement, including the Confirmation and the Cover Sheet, in that certain Second Amendment between Buyer and MMR dated March 31, 2009.

WHEREAS, Buyer and MMR agreed to amend further the Agreement, including the Confirmation and the Cover Sheet, in that certain Third Amendment between Buyer and MMR dated May 29, 2009.

WHEREAS, Buyer and MMR agreed to amend further the Confirmation in that certain Fourth Amendment between Buyer and MMR dated June 30, 2010 ("Fourth Amendment"), that certain Fifth Amendment between Buyer and MMR dated August 31, 2010 ("Fifth Amendment"), that certain Sixth Amendment between Buyer and MMR dated October 31, 2010 ("Sixth Amendment"), and that certain Seventh Amendment between Buyer and MMR dated November 30, 2010 ("Seventh Amendment"), in each case to extend the deadline for Counterparty (as defined in the Agreement) to have satisfied or waived the condition precedent set forth in Section 1.2 of the Confirmation and without making any other change to the Agreement, including the Confirmation and the Cover Sheet;

WHEREAS, Buyer, MMR and USS Energy Star 2 LLC executed that certain Amended and Restated Fourth Amendment, dated January 31, 2011 ("Restated Fourth Amendment"), under which: (a) MMR assigned to USS Energy Star 2 LLC, and USS Energy Star 2 LLC accepted from MMR, all of MMR's rights, title and interest in and to the Agreement, including the Confirmation and the Cover Sheet; and (b) Buyer and USS Energy Star 2 LLC agreed to amend further the Agreement.

WHEREAS, Buyer and Seller now desire to amend further the Agreement under the terms and conditions set forth in this Amendment, which follows the Restated Fourth Amendment and amends the Agreement, as amended by the Restated Fourth Amendment.

NOW, THEREFORE, for mutual and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

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