

December 28, 2007

San Diego Gas & Electric Company
8603 Century Park Court
San Diego, CA 92123

Re: First Amendment to the EEI Master Power Purchase & Sale Agreement and related Cover Sheet and Confirmation Letter all of which are dated October 12, 2005 (the "Agreement") between Pacific Wind, LLC ("Party A", or "Seller") and San Diego Gas & Electric Company ("Party B", or "Buyer") (the "First Amendment")

WHEREAS, the Parties entered into the Agreement and now desire to amend the Agreement under the terms and conditions set forth in this First Amendment.

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

All capitalized terms not otherwise defined herein shall have the meanings attributed to them in the Agreement. Pursuant to Section 10.8 of the Agreement, which states an amendment to this Agreement must be in writing and executed by each of the parties, the parties hereby agree to the following First Amendment effective as of December 31, 2007:

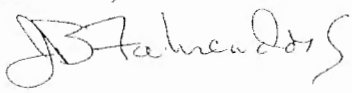
To the Confirmation:

The Parties agree to modify Section 1.2.2 of the Confirmation Letter to change the all date references to "June 30, 2008".

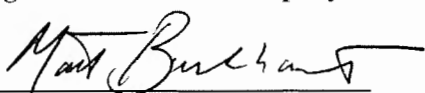
Except as set forth above, all other terms and conditions of the Agreement shall remain unchanged hereby, and the Agreement shall continue in full force and effect. This First Amendment shall be subject to all of the terms and conditions of the Agreement as if it were a part thereof, including, without limitation, any provision with respect to choice of law, venue, and/or jurisdiction.

IN WITNESS WHEREOF, the Parties have caused this First Amendment to be duly executed as of the date indicated above.

Pacific Wind, LLC

By: 
Name: Joseph B. Fahrendorf
Title: Vice President enXco Memeber

San Diego Gas & Electric Company

By: 
Name: MATT BURKHART
Title: VP, Electric & Gas Procurement

APPROVED as to legal form 