

## AMENDMENT TO PRODUCTS A, B, C CONFIRMATION

**THIS AMENDMENT TO PRODUCTS A, B, C CONFIRMATION** (this "Amendment") is entered into this 25th day of October, 2007, by and between the California Department of Water Resources, a department of the California Resources Agency, an agency of the State of California, with respect to its responsibilities pursuant to California Water Code Section 80000, et seq., regarding the Department of Water Resources Electric Power Fund, separate and apart from its powers and responsibilities with respect to the State Water Resources Development Systems ("CDWR"), and Williams Power Company, Inc. (formerly known as Williams Energy Marketing & Trading Company) ("Williams"). CDWR and Williams are individually referred to herein as a "Party" and collectively as the "Parties".

**WHEREAS**, CDWR and Williams have previously entered into the Amended and Restated Master Power Purchase and Sale Agreement (the "Master Agreement"), the Amended and Restated Cover Sheet, Products A, B, and C (the "Products A, B, C Cover Sheet"), the Amended and Restated Confirmation Letter, Products A, B, C Transaction (the "Products A, B, C Confirmation") all dated November 11, 2002. (Collectively, the Master Agreement, the Products A, B, C Cover Sheet, and the Products A, B, C Confirmation shall be referred to hereinafter as the "PPA.")

**NOW, THEREFORE**, In consideration of CDWR entering into certain agreements in order to enable Williams to assign the PPA, the Amended and Restated Cover Sheet, Product D and the Confirmation Letter, Product D Transaction to Bear Energy LP, and for other good and valuable consideration the receipt and sufficiency of which are acknowledged, CDWR and Williams wish to make certain changes to the Products A, B and C Confirmation as follows:

- 1) The definition of "Delivery Point," contained on page 2 of the Product A, B, C Confirmation shall be amended and replaced in its entirety to read as follows:

"Delivery Point: Prior to implementation of CAISO's Market Redesign and Technology Upgrade ("MRTU"): Product A, B and C: SP 15

Upon implementation of MRTU: Product A, B and C: SP15 EZ Gen Hub, as defined in the CAISO tariff implementing MRTU and accepted by the Federal Energy Regulatory Commission by order dated September 21, 2006"

- 2) Except as expressly amended hereby, the Products A, B, C Confirmation shall remain unmodified and in full force and effect. Without limitation of the foregoing, the Parties acknowledge that, notwithstanding the amendment contained herein, Special Condition 2 of the Products A, B, C Confirmation remains in full force and effect.

All capitalized terms not otherwise defined in this Amendment shall have the meanings set forth in the PPA. This Amendment shall terminate upon termination of the Master Agreement.

*[Remainder of Page Intentionally Left Blank]*

IN WITNESS WHEREOF, the Parties have executed this Amendment on the respective dates set forth below and made it effective as of the date set forth on the first page hereof notwithstanding the date of their execution of this Amendment.

**DEPARTMENT OF WATER RESOURCES**

with respect to the Department of Water Resources Electric Power Fund separate and apart from its powers and responsibilities with respect to the State Water Resources Development System

By: ORIGINAL SIGNED BY:

✓ Name: JOHN PACHCO  
Title: CEA III  
Date: 10-25-07

**WILLIAMS POWER COMPANY, INC.**

By: \_\_\_\_\_  
Name:  
Title:  
Date:

IN WITNESS WHEREOF, the Parties have executed this Amendment on the respective dates set forth below and made it effective as of the date set forth on the first page hereof notwithstanding the date of their execution of this Amendment.

**DEPARTMENT OF WATER RESOURCES**

with respect to the Department of Water Resources Electric Power Fund separate and apart from its powers and responsibilities with respect to the State Water Resources Development System

By: \_\_\_\_\_

Name:  
Title:  
Date:

**WILLIAMS POWER COMPANY, INC.**

By. ORIGINAL SIGNED BY:

Name: Rodney J. Sailor

Title: Vice President

Date: October 25, 2007

