

## CONSENT TO ASSIGNMENT

This Consent to Assignment (this “**Consent**”), is entered into as of September 26, 2008 (the “**Effective Date**”), by and among the California Independent System Operator Corporation, a California nonprofit public benefit corporation (“**ISO**”, the “**Consenting Party**”), Bethel Solar Partners LLC, a California limited liability company, a California limited liability company, (“**Interconnection Customer**”), and Martifer Renewables Solar Thermal LLC, a Delaware limited liability company (the “**New Interconnection Customer**”).

### RECITALS

WHEREAS, ISO and Interconnection Customer have entered into an Interconnection Feasibility Study Agreement dated March 3, 2008 (the “**Agreement**”);

WHEREAS, New Interconnection Customer holds all existing project development assets related to the construction and operation of the Bethel 7&8 Solar Thermal Hybrid Project, including leases, permit applications, environmental documents, etc. and intends to finance, construct and operate the Bethel 7&8 Solar Thermal Hybrid Project.

WHEREAS, Interconnection Customer intends to assign its rights, title and interest and obligations in, to and under the Agreement to New Interconnection Customer, and New Interconnection Customer intends to assume all of Interconnection Customer’s rights, title, interest and obligations in, to and under the Agreement, pursuant to an Acquisition Agreement, dated **March 14, 2008**; and

WHEREAS, Interconnection Customer has requested that each of the Consenting Parties consent to, and each of the Consenting Parties desire to consent to, the Acquisition Agreement in accordance with Article 13.15 of the Agreement.

1. ISO hereby consents to the Acquisition Agreement by Interconnection Customer to New Interconnection Customer, in accordance with Article 13.15 of the Agreement. New Interconnection Customer represents that it has the operational and financial ability, as well as the legal authority, to satisfy Interconnection Customer's obligations under the Agreement.

2. Each Consenting Party agrees that upon the effectiveness of the Acquisition Agreement referred to herein, Interconnection Customer, as defined in the Agreement, shall be New Interconnection Customer and that Interconnection Customer’s representative and replaced with the following person and address, as follows:

Kent Larsen  
Vice President  
Spinnaker Energy, Inc.  
(on behalf of Martifer Renewables Solar Thermal LLC)  
12555 High Bluff Drive  
Suite 100  
San Diego, CA 92130  
(858) 947-7056  
[kent.larsen@spinnakerenergy.net](mailto:kent.larsen@spinnakerenergy.net)

3. New Interconnection Customer is notifying the Consenting Party of the Acquisition Agreement effective March 14, 2008 referred to herein. A copy of the Acquisition Agreement is included in Appendix A.

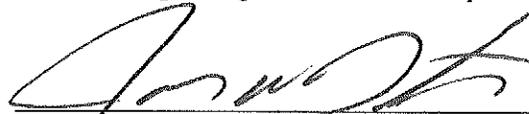
4. The Acquisition Agreement was made between “Bethel Solar Partners LLC” and “Eviva California Solar Holdings LLC.” The project owner referenced in the Acquisition Agreement filed with the Secretary of State of California for two Name Changes, subsequent to the execution of the Acquisition Agreement. “Eviva California Solar Holdings LLC” changed its name to “Martifer Renewables Solar LLC” on April 28, 2008. “Martifer Renewables Solar LLC” changed its name to “Martifer Renewables Solar Thermal LLC” (the New Interconnection Customer) on July 23, 2008. Copies of the referenced Certificates of Name Change are included in Appendix B.

5. This letter may be executed in any number of counterparts each of which shall be deemed an original, and all of which shall constitute one and the same instrument.

[Signature Page Follows]

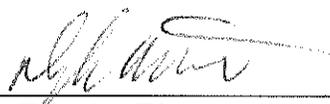
IN WITNESS WHEREOF, each of the parties hereto have caused this Consent to be executed as of the day and year first above written.

CALIFORNIA INDEPENDENT SYSTEM  
OPERATOR CORPORATION,  
a California nonprofit public benefit corporation

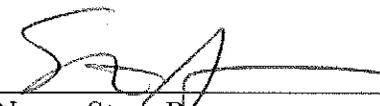
By:   
Name: JAMES W. DETMERS  
Title: VP OPERATIONS



Martifer Renewables Solar Thermal LLC  
a Delaware limited liability company

By:   
Name: Douglas Wert  
Title: COO

Bethel Solar Partners LLC  
a California limited liability company

By:   
Name: Steve Renner  
Title: Principal