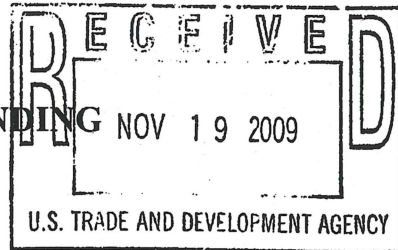


MEMORANDUM OF UNDERSTANDING



Among

THE UNITED STATES DEPARTMENT OF ENERGY

THE UNITED STATES DEPARTMENT OF COMMERCE

THE UNITED STATES TRADE AND DEVELOPMENT AGENCY

And

THE NATIONAL ENERGY ADMINISTRATION and

**THE MINISTRY OF COMMERCE
OF THE PEOPLE'S REPUBLIC OF CHINA**

Concerning

THE U.S. – CHINA ENERGY COOPERATION PROGRAM

The U.S. Department of Energy (DOE), the U.S. Department of Commerce (DOC), and U.S. Trade and Development Agency (USTDA), on the one hand (the "U.S. Agencies"), and the National Energy Administration (NEA) and the Ministry of Commerce of the People's Republic of China (MOFCOM) on the other hand (the "Chinese Agencies") (collectively referred to as "the Agencies"):

RECOGNIZING:

The U.S.-China Energy Cooperation Program (ECP) is an organization of United States member companies that will cooperate with the Chinese and United States governments to promote clean energy within the framework of the two countries' efforts to address climate change;

The ECP's purpose to leverage private sector resources for clean energy project development work in China, and to increase awareness of technology, product standards, regulatory processes, and services that can assist China in developing its energy sector;

The Memorandum of Understanding to Promote the Establishment of the U.S.-China Energy Cooperation Program signed October 29, 2009, between the USTDA and MOFCOM during the 20th meeting of the Joint Commission on Commerce and Trade;

The importance of the leadership provided by NEA, MOFCOM, DOE and DOC to furthering the goals of ECP, and the need for multi-agency support from both our countries for ECP efforts; and

Our shared commitment to the development of ECP

NOW THEREFORE, the Agencies have reached the following understanding:

1. The Agencies are interested in advancing the objectives of the ECP to mobilize private sector expertise and resources in collaboration with their respective governments' efforts to address important energy and related environmental issues in China and the United States, and to promote the use of clean energy and energy efficient products, systems and services;
2. The Agencies intend to work with the ECP with a view to achieving a more coherent and targeted approach to addressing energy issues of mutual interest to the United States and China in support of both the *Memorandum of Understanding to Enhance Cooperation on Climate Change, Energy and Environment between the Government of the People's Republic of China and the Government of the United States* under the Strategic and Economic Dialogue and the recently established U.S.-China Clean Energy Research Center;
3. The Agencies plan to work with the ECP with a view to advancing cooperation in clean energy and energy efficiency fields, including, but not limited to, renewable energy, smart grid, and clean energy technologies, including those for clean coal (from coal recovery through to carbon capture and storage);

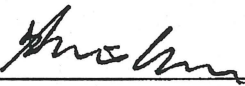
15. Cooperation under this Memorandum may commence upon signature, and may be revised at any time by the written consent of the Agencies.

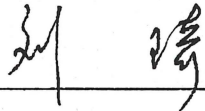
16. This Memorandum may be discontinued by the mutual consent of the Agencies in writing. An Agency that wishes to discontinue its participation in this Memorandum should endeavor to provide at least 90 days advance written notification to the other Agencies. The withdrawal of either (a) all U.S. Agencies or (b) all Chinese Agencies constitutes discontinuation of this Memorandum.

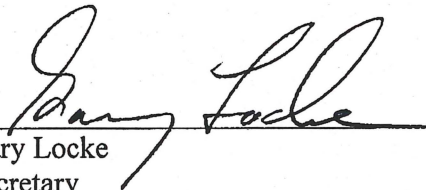
Signed in Beijing on November 17th, 2009, in duplicate, in the English and Chinese languages.


FOR THE U.S. AGENCIES:

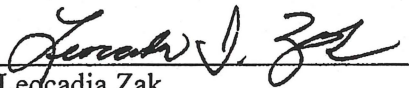
FOR THE CHINESE AGENCIES:


Steven Chu
Secretary
U.S. Department of Energy


Liu Qi
Deputy Administrator
National Energy Administration


Gary Locke
Secretary
U.S. Department of Commerce


Ma Xiuhong
Vice Minister
Ministry of Commerce


Leocadia Zak
Acting Director
U.S. Trade and Development Agency