

**ORDER, REQUEST AND REQUISITION NO. 1 (SUBORDINATE INDENTURE)**

July 1, 2010

TO: BANK OF GUAM, as Trustee and Depository  
U.S. BANK NATIONAL ASSOCIATION, as Co-Trustee and Paying Agent

As Trustee and Depository and as Co-Trustee and Paying Agent, respectively, pursuant to that certain Subordinate Indenture, dated as of June 1, 2010, (the "Subordinate Indenture"); among the Guam Power Authority (the "Authority"), the Trustee and Depository, and the Co-Trustee and Paying Agent, providing for the issuance of the Guam Power Authority Subordinate Revenue Bonds, 2010 Series A in the aggregate principal amount of \$56,115,000 (the "2010 Subordinate Bonds"), you are hereby requested and instructed to take the actions described below with respect to the 2010 Subordinate Bonds and the funds and accounts established pursuant to the Subordinate Indenture. Unless otherwise specified herein or unless the context otherwise requires, all capitalized terms used in this Order, Request and Requisition No. 1 shall have the meanings specified in Section 1.01 of the Subordinate Indenture.

1. Authentication and Delivery of the 2010 Subordinate Bonds. Pursuant to Section 2.01 of the Subordinate Indenture, the Authority has executed and delivered to the Co-Trustee 2010 Subordinate Bonds in fully registered form. The Co-Trustee is hereby authorized and directed to authenticate \$56,115,000 principal amount of the 2010 Subordinate Bonds by signing the certificate of authentication appearing thereon, and, on the date of this Order, Request and Requisition No. 1, to hold such Bonds under the FAST system on behalf of The Depository Trust Company and on behalf of the purchasers thereof, Morgan Stanley & Co., Incorporated (the "Representative") on behalf of itself and Piper Jaffray & Co. (collectively, the "Underwriters"), or its authorized representative, upon payment by the Underwriters to the Trustee and for the account of the Authority of \$41,493,754.87, the purchase price of the 2010 Subordinate Bonds as of the date hereof (being the principal amount of the 2010 Subordinate Bonds, less net Original Issue Discount of \$153,337.60, less the Underwriters' Discount of \$623,346.33, less the Cathay Bank subordinate bank note payoff amount of \$13,844,561.20, which the Underwriters have wired to Cathay Bank pursuant to a Request and Direction of the Authority to the Representative, of even date herewith).

2. Costs of Issuance and Other Fees. Pursuant to Section 3.03(A) of the Subordinate Indenture, the Depository is hereby directed to pay the Costs of Issuance and other amounts listed on Schedule A attached hereto with moneys in the Costs of Issuance Account within the Construction Fund. Each such payment is a proper and lawful charge against said fund.

3. Investments. The Trustee shall invest amounts in the Construction Fund and the Capitalized Interest Account as set forth in Schedule B hereto, and the Co-Trustee shall invest amounts in the Bond Reserve Fund as set forth in Schedule B hereto.

Dated as of the date first written above.

GUAM POWER AUTHORITY

By   
Chairperson