

**Service Agreement For Non-Firm Point-To-Point
Transmission Service**

Docket No.: *EP01-2535-000*
Company: *Vermont Electric Power Co.*
Service Agreement No.: *12*
Under FERC E. Tariff No.: *1*
Filing Date: *7/6/01*
Effective Date: *7/3/01*

- 1.0 This Service Agreement, dated as of May 10, 2001, is entered into, by and between Vermont Electric Power Company, Inc. (Transmission Provider), and Axia Energy, LP (Transmission Customer).
- 2.0 The Transmission Customer has been determined by the Transmission Provider to be a Transmission Customer under Part II of the Transmission Provider's Local Open Access Transmission Tariff (Tariff) and has filed a Completed Application for Non-Firm Point-To-Point Transmission Service in accordance with Section 18.2 of the Tariff.
- 3.0 Service under this Agreement shall be provided by the Transmission Provider upon request by an authorized representative of the Transmission Customer.
- 4.0 The Transmission Customer agrees to supply information the Transmission Provider deems reasonably necessary in accordance with Good Utility Practice in order for it to provide the requested service.
- 5.0 The Transmission Provider agrees to provide and the Transmission Customer agrees to take and pay for Non-Firm Point-To-Point Transmission Service in accordance with the provisions of Part II of the Tariff and this Service Agreement.
- 6.0 Any notice or request made to or by either Party regarding this Service Agreement shall be made to the representative of the other Party as indicated below.

Transmission Provider:

Director of Operations
Vermont Electric Power Company, Inc.
366 Pinnacle Ridge Road
Rutland, Vermont 05701

Telefax: (802) 770-6440
Time recorded telephone line: (802) 770-6260

Transmission Customer:

Attn: Power Contract Administrator
Axia Energy, LP
20 E. Greenway Plaza, Suite 700
Houston, Texas 77046

Tel 713.544.4607
Fax 713.544.9075

011015-0234-1

7.0 The Tariff is incorporated herein and made a part hereof.

IN WITNESS WHEREOF, the Parties have caused this Service Agreement to be executed by their respective authorized officials.

Transmission Provider:

Vermont Electric Power Company, Inc.

By:

Ronald P. Belval

Title:

Director of Operations

Date:

May 10, 2001

Transmission Customer:

Axia Energy, LP

By:

David Sobotka

David Sobotka

Title:

President

Date:

4/26/01

[Handwritten initials]