

DOCKET NO. *FR98-4265-000*
COMPANY *Vermont Electric Power Co.*
SERVICE AGREEMENT NO. *5*
UNDER FERC ELEC TARIFF NO. *1*
FILING DATE *8/17/98*
EFFECTIVE DATE *8/17/98*
Vermont Electric Power Company, Inc.
1998 Local Open Access Transmission Tariff
Original Sheet No. 137

ATTACHMENT B

Form Of Service Agreement For Non-Firm Point-To-Point
Transmission Service

- 1.0 This Service Agreement, dated as of July 21, 1998, is entered into, by and between Vermont Electric Power Company, Inc. (Transmission Provider), and Merchant Energy Group of the Americas, Inc. (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) 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.

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Transmission Provider:

Director of Operations
Vermont Electric Power Company, Inc.
Pinnacle Ridge Avenue
RR1 Box 4077
Rutland, Vermont 05701

Telefax: (802) 775-5614
Time recorded telephone line: (802) 770-6260

Transmission Customer:

Merchant Energy Group of the Americas, Inc.

275 West Street, Ste # 320

Annapolis, MD 21401

Attn: Contract Administration Ph# 410-295-1700; Fax# 410-295-1705

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:

By: Thomas N. Lewis Vice President 8/13/98
Name Title Date

Transmission Customer:

By: Steven E. Eckert Executive V.P. 7-21-98
Name Title Date