**Sample Letter of Intent to Provide a Guaranty**

 *\_\_\_\_\_\_\_\_\_\_* (Date)

To: EDCs

(Atlantic City Electric Company (“ACE”) and Jersey Central Power & Light Company (“JCP&L”) and Public Service Electric and Gas Company (“PSE&G”) and Rockland Electric Company (“RECO”))

Ladies and Gentlemen,

We have been asked to provide a financial guaranty on behalf of \_\_\_\_\_\_\_\_\_\_ (“Bidder”) should Bidder become a BGS-RSCP Supplier pursuant to their bid in the New Jersey Auction for Basic Generation Service Residential Small Commercial Pricing (“BGS-RSCP Auction”).

Our relationship with Bidder is that of \_\_\_\_\_\_\_\_\_\_\_\_\_(parent, affiliate, etc.). Our senior unsecured debt rating meets the Minimum Rating as defined in the BGS-RSCP Supplier Master Agreement.

We have confidence in Bidder’s management and in their project development, implementation and operational capabilities.

Should there be no material change in affairs, we would consider providing a financial guaranty on behalf of Bidder, such that our liability does not exceed $\_\_\_\_\_\_\_\_\_\_\_\_(amount). We understand that this amount would be in excess of the amount of any guaranty that we have provided on behalf of Bidder to any one of the EDCs under BGS Supplier Master Agreements currently in force. This letter, however, should not and cannot be taken as an indication of financing commitment of any kind whatsoever, or an absolute commitment to provide a financial guaranty.

Please feel free to call us if you require any additional information.

Sincerely,

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

PRINT FULL NAME (Guarantor) TITLE and COMPANY (Guarantor)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Authorized Signature (Guarantor)

Ladies and Gentlemen,

We \_\_\_\_\_\_\_\_\_\_\_\_(“Bidder”) certify that we have obtained this letter of intent in good faith, and that we know of no action on our part that would significantly impair \_\_\_\_\_\_\_\_\_\_\_\_\_(“Guarantor”)’s assessment or its ability to provide us with the support described above.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

PRINT FULL NAME (Bidder) TITLE and COMPANY (Bidder)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Authorized Signature (Bidder)