

ATTACHMENT B

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

Transmission Service

1.0 This Service Agreement, dated as of Aug 11, 1997, is entered into, by and between Vermont Electric Power Company, Inc. (Transmission Provider), and NP Energy 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 (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.

Pinnacle Ridge Avenue

RR1 Box 4077

Rutland, Vermont 05701

Telefax: (802) 775-5614

Time recorded telephone line: (802) 770-6260

Transmission Customer:

NP Energy Inc.  
3650 National City Tower  
Louisville, KY 40202  
Attn: General Counsel

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: [Signature] Vice President 8/11/97  
Name Title Date

Transmission Customer:

By: [Signature] VP, Marketing 7/25/97  
Name Title Date



NP Energy Inc.  
12701 Fair Lakes Circle  
Suite 250  
Fairfax, Virginia 22033

703.830.7040  
703.830.7046 Fax

August 4, 1997

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

To Whom It May Concern:

Enclosed you will three (3) original executed Form of Service Agreements For Non-Firm Point-To-Point Transmission Service. Should you have comments or questions, please call Janet Kratz at 502-560-5386 or myself.

Please return NP Energy's copy and all future correspondence to the following address:

NP Energy Inc.  
3650 National City Tower  
Louisville, KY 40202  
Attn: General Counsel

We look forward to obtaining approval to transmit power through your service territory. Thank you.

Sincerely,

A handwritten signature in cursive script that reads "Bill J. Henson, Jr." with a stylized flourish at the end.

Bill J. Henson, Jr.  
Regional Marketing Executive