

Note: The following Appendix will not be published in the Code of Federal Regulations

APPENDIX A--FERC FORM No. xx

Form XX Approved
OMB No. 1902-XXX
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THIS FILING IS
<input type="checkbox"/> An Initial (Original) Submission OR <input type="checkbox"/> Resubmission No. _____



**FERC FORM No. XX:
Affirmation in Support of Exemption from Affiliation Requirements**

The public reporting for this form is estimated to average 3.5 hours per response.

Send comments regarding the burden estimate or any aspect of these collections of information, including suggestions for reducing the burden, to the Federal Energy Regulatory Commission, 888 First Street NE, Washington DC 20426 (Attention Information Clearance Officer); and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503 (Attention: Desk Officer for the Federal Energy Regulatory Commission). No person shall be subject to any penalty if any collection of information does not display a valid control number (44 U.S.C. § 3512 (a)).

FERC FORM NO. XX
AFFIRMATION IN SUPPORT OF EXEMPTION FROM AFFILIATION REQUIREMENTS

01 Exact name and location of reporting person:
02 Exact name and location of public utility (issuer) in which reporting person has acquired 10 percent or more of the outstanding voting securities:
03 Number of shares of the outstanding voting securities of company identified in 2 above that are owned, directly or indirectly, by reporting person and officers, directors, and shareholders of reporting person, and (if applicable) exchange(s) on which such shares are listed for trading:
04 Percent of class represented by aggregate shares of voting securities of company identified in 2 above owned by reporting person:
05 Name and location of any other public utility that is an "affiliate" (as defined in § 35.36(a)(9) of the Commission's regulations) of the reporting person and percentage of the outstanding voting securities of any such public utility that are owned or controlled, or held with the power to vote, directly or indirectly, by the reporting person:
06 Description and location of any "inputs to electric power production" (as defined in § 35.36(a)(4) of the Commission's regulations) that are owned or controlled by the reporting person or by any "affiliate" of the reporting person:
07 Any other approvals of or reviews by other regulatory bodies obtained or required to be obtained in connection with the acquisition that is the subject of this statement:
CORPORATE OFFICER CERTIFICATION
<p>By signing below, I certify that, after reasonable inquiry and to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect and that the information set forth in this statement is true, complete, and correct.</p> <p>In addition, I certify:</p> <ol style="list-style-type: none"> 1. Neither the reporting person nor any of its employees, officers, or shareholders shall request or receive disclosure of non-public information, either directly or indirectly, concerning the business or affairs of the issuer; 2. Neither the reporting person nor any of its employees, officers or shareholders shall

seek or accept representation on the board of directors (or equivalent governing body) of the issuer or propose a director or slate of directors in opposition to the nominee or slate of nominees proposed by the management of the issuer;

3. Neither the reporting person nor any of its employees, officers or shareholders shall solicit or participate in soliciting proxies with respect to any matter presented to the shareholders of the issuer or any of its subsidiaries;

4. Neither the reporting person nor any of its employees, officers or shareholders shall have or seek to have any representative serve as an officer, agent or employee of the issuer; and

5. Neither the reporting person nor any of its employees, officers or shareholders shall seek to influence, in any way, by voting shares of the voting securities of the issuer or otherwise, the management or conduct of the day-to-day operations of the issuer, including but not limited to decisions to:

a. purchase or sell electric energy, ancillary services, or inputs to electric power production by the issuer;

b. schedule power production at any jurisdictional facility owned by or under the control of the issuer;

c. hire or fix compensation of executive officers or employees of the issuer;

d. schedule maintenance or outages at any jurisdictional facility owned by or under the control of the issuer;

e. determine or influence whether generation, transmission, distribution, or other physical assets of the public utility are made available or withheld from the marketplace.

6. Within 45 days following the end of each calendar quarter during which this Affirmation in Support of Exemption from Affiliation Requirements shall remain in effect, the reporting person shall file, as an amendment to this Affirmation in Support of Exemption from Affiliation Requirements, information as of the last day of such calendar quarter on the number of shares of the outstanding voting securities of the issuer then held and the percent of the total number of outstanding voting securities of that class that such shares represent.

17 Name of Certifying Official

18 Title of Certifying Official

19 Signature of Certifying Official

20 Date Signed (Month, Day, Year)

The statement must be signed by a senior executive officer (i.e. president or vice president, general partner, or managing member, as applicable) of the reporting person filing the statement. The name and any title of each person who signs the statement must be typed or printed beneath his signature. A copy of the signed statement must be provided to the issuer of the securities with respect to which this statement is filed. The statement must be verified under oath.

