

**KEDNY/KEDLI
PAYMENT AUTHORIZATION INSTRUCTION FORM**

National Grid
175 East Old Country Road
Hicksville, NY 11801
Attention: Customer Choice

Date: _____

Re: Billing Services, Purchase of Accounts Receivables and Assignment Agreement between
_____ (“ESCO”) and
KeySpan Gas East Corporation d/b/a National Grid and The Brooklyn Union Gas
Company d/b/a National Grid NY] (“National Grid”), dated _____
 (“Agreement”) – PAYMENT AUTHORIZATION INSTRUCTION NOTIFICATION
LETTER

Dear National Grid:

The purpose of this letter is to provide National Grid with notice that ESCO has assigned its right to payments to be made by National Grid to ESCO under the Agreement to _____ (“Third Party”) and to reflect ESCO and Third Party’s agreement with regard to the Payment Authorization Instruction set forth in this letter.

ESCO acknowledges and agrees that the assignment of its right to payments to be made by National Grid under the Agreement does not relieve ESCO of any of its obligations under the Agreement.

Pursuant to the Agreement, ESCO will provide National Grid with a copy of the document in which ESCO has made the assignment of its right to payments (or so much of the document as may be necessary to make clear the identity of the parties and the terms of the assignment).

ESCO will further provide National Grid with a W-9 form for the Third Party.

ESCO hereby irrevocably directs and authorizes National Grid to forward all monies due to ESCO related to the Agreement to the following account for the benefit of Third Party (“Payment Authorization Instruction”):

Bank Name: _____

Bank Address: _____

Account No.: _____

ABA No.: _____

This Payment Authorization Instruction is effective as of _____ and can only be changed or revoked with the express written consent of the duly authorized representatives of **BOTH** ESCO and Third Party.

National Grid will implement these payment instructions in the normal course of its administration of the Purchase of Accounts Receivable Program. Please note that the Payment Authorization Instructions cannot be implemented until the W-9 for Third Party, a revised ACH form (if applicable), and a fully executed original of this letter have been received by National Grid.

Pursuant the Agreement, this letter shall serve as notice for the “assignment” of certain attributes of the agreement, namely the instructions for National Grid’s payments to ESCO under the Agreement.

Pursuant to the Agreement ESCO waives any claim against National Grid for making any payment under this Payment Instruction Authorization and, to the fullest extent allowed by law, ESCO agrees to indemnify, defend, and hold National Grid harmless from and against any losses, damages, claims, or liability (including reasonable attorneys’ fees and court costs) which may at any time be imposed on, incurred by or asserted against National Grid by ESCO or any third parties (including Customers) claiming any right, title or interest to any amount paid by National Grid to ESCO’s assignee.

If there is a dispute in the future between ESCO and Third Party as to where any funds due ESCO should be remitted pursuant to the Agreement, National Grid shall continue to pay the funds into the above account until the dispute is resolved. ESCO and Third Party hereby agree not to initiate any legal proceedings of any nature against National Grid relating to such payment or such dispute and agree to hold National Grid harmless from any claims or liability relating to the Payment Instruction Authorization.

This Payment Authorization Instruction may not be amended, and no provision hereof may be waived, without the prior written consent of both Third Party and ESCO.

This Payment Authorization Instruction shall be governed by, and construed and enforced in accordance with, the laws of the State of New York without giving effect to any choice of law or conflict of law rules or provisions (whether of the State of New York or any other jurisdiction).

Please confirm National Grid's receipt of this Payment Authorization Instruction by signing this letter where indicated below and returning a copy to my attention.

ESCO and Third Party shall confirm their agreement with the terms of this letter by executing in the spaces provided below and returning a fully executed original to National Grid.

Sincerely,

ESCO Representative

ACCEPTED AND AGREED

ACCEPTED AND AGREED

ESCO

THIRD PARTY

Signature: _____

Signature: _____

Name (*print*): _____

Name (*print*): _____

Title: _____

Title: _____

Date: _____

Date: _____

PAYMENT AUTHORIZATION INSTRUCTION RECEIPT ACKNOWLEDGED

KeySpan Gas East Corporation d/b/a National Grid

The Brooklyn Union Gas Company d/b/a National Grid NY

By: _____

Name(*print*): _____

Title: _____

Date: _____