

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

\_\_\_\_\_ [Date]

To: The Cleveland Electric Illuminating Company, The Toledo Edison Company and Ohio Edison Company (collectively, the "FirstEnergy Ohio Utilities")

Ladies and Gentlemen,

We have been asked to provide a financial guaranty on behalf of \_\_\_\_\_ ("Bidder") should Bidder become a Standard Service Offer Supplier pursuant to their bid in the FirstEnergy Ohio Utilities' 2009 Competitive Bidding Process ("CBP").

Our relationship with Bidder is that of \_\_\_\_\_ [parent, affiliate, etc.]. Our senior unsecured debt rating meets the Minimum Rating as defined in the Master Standard Service Offer Supply 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. 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,

\_\_\_\_\_  
Authorized signature  
[Guarantor]  
[name] [title]

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.

\_\_\_\_\_  
Authorized signature  
[Bidder]  
[name] [title]