

APPENDIX 12 TO GIP

CONSENT TO ASSIGNMENT OF GIA GEN-____ - ____ DATED __/__/____

To Whom It May Concern:

Southwest Power Pool, Inc. (“Transmission Provider”) and _____ (“Transmission Owner”) have been asked to provide written consent to the assignment of that certain Generator Interconnection Agreement GEN-____-____ entered into on __/__/____ among Transmission Provider, _____ (“Interconnection Customer”) and Transmission Owner (the “GIA”)*. Pursuant to Article 19.1 of the GIA, Interconnection Customer desires to assign GIA to _____ (“Assignee”), and Assignee desires to assume the GIA.

Consistent with Article 19.1 of the GIA, Interconnection Customer represents to Transmission Provider and Transmission Owner that Assignee shall take assignment of the GIA and the related Interconnection Request number and queue position subject to the terms and conditions provided in the GIA, and the terms and conditions governing interconnection procedure and queue position contained in SPP’s Open Access Transmission Tariff (“OATT”), including but not limited to, all performance obligations, responsibilities and liabilities. Upon assignment of the GIA, Interconnection Customer will notify the Transmission Provider and Transmission Owner of the assignment. Further, to the knowledge of the undersigned representative of Interconnection Customer, after due inquiry, no default exists in the performance of Interconnection Customer’s obligations under the GIA.

Transmission Provider and Transmission Owner acknowledge that Interconnection Customer has the right to assign the GIA, either as a general assignment of the GIA or for purposes of obtaining financing, and does hereby expressly consent to such assignment. Interconnection Customer assigns the GIA and Assignee takes assignment subject to the provisions of Article 19.1 of the GIA. In granting consent, neither Transmission Provider nor Transmission Owner makes any other acknowledgments, representations or warranties of any kind.

This Consent to Assignment may be executed in one or more identical counterparts, including an electronic or facsimile copy hereof (and specifically including counterparts executed by the individual parties to indicate acknowledgement and agreement), each of which when executed by any one party and delivered to the Interconnection Customer shall be deemed an original and all of which taken together shall constitute a single instrument.

ACKNOWLEDGED AND AGREED

Southwest Power Pool, Inc.

_____ (**Transmission Owner**)

By: _____
Name: _____
Title: _____
Date: _____

By: _____
Name: _____
Title: _____
Date: _____

_____ **(Interconnection Customer)**

By: _____

Name: _____

Title: _____

Date: _____

* The agreement may have been executed under an older version of the pro forma OATT or for interim interconnection service; therefore it may be identified herein as a Large Generator Interconnection Agreement (“LGIA”) or an Interim Generator Interconnection Agreement (“Interim GIA”).