EXHIBIT B
(Exchange Program)

1. This Exhibit B, Revision 1, will be effective August 1, 2003, unless (Customer) notifies Western in writing prior to August 1, 2003, that it will not accept this Exhibit B, Revision 1. If (Customer) submits notification of non-acceptance of this Exhibit B, Revision 1, to Western, Contract 0X-SNR-00XX (Contract) will be deemed terminated in its entirety within thirty (30) days of Western's receipt of such notification. This Exhibit B, Revision 1, will be effective under and as a part of the Contract; and shall remain in effect until superseded by another Exhibit B or termination of the Contract.

2. (Customer) is in agreement with the procedures set forth herein.

3. If necessary, Western retains the right to make subsequent revisions to Exhibit B after consultation with its customers. At such time as Western promulgates another revision of this Exhibit, (Customer) shall have the option of either accepting the new revision of this Exhibit B or terminating the Contract.

4. Definition of Terms:

4.1 "Full Load Service Customer" means a customer, as defined in Section 6.6 of the Contract, that will have its entire load at its delivery point(s) met by Western, and its Portfolio Management functions for its delivery point(s) performed by Western.

4.2 "Portfolio Manager" means an entity responsible for determining balanced hourly load and resource schedules for a customer.

4.3 "Variable Resource Customer" means a customer, as defined in Section 6.6 of the Contract, that is responsible for managing its own energy portfolio.

5. Western will offer Hourly Exchange Programs and a Seasonal Exchange Program. A customer may participate in an Hourly Exchange Program or the Seasonal Exchange Program or both.

5.1 Hourly Exchange Programs:

5.1.1 Western has established separate Hourly Exchange Programs for the Full Load Service Customer group and the Variable Resource Customer group. A customer cannot be in both

the Full Load Service Customer group and the Variable Resource Customer group at the same time.

5.1.2 The Hourly Exchange Programs will take place on a pre-scheduled basis.

5.1.3 Base Resource power in excess of a customer's load in any hour will be distributed by Western in the applicable Hourly Exchange Program (Full Load Service or Variable Resource).

5.1.4 A customer may choose whether to participate in the Hourly Exchange Program for its group. Participation in the Hourly Exchange Program requires a customer to accept Exchange Program power if it has load in that hour. However, even if a customer chooses not to participate, if that customer's Base Resource amount exceeds its load in any hour, the excess will go into the Hourly Exchange Program for the customer's group for that hour, for use by participating customers with load not met by Base Resource power in that hour.

5.1.5 If a customer chooses not to participate in the Hourly Exchange Program, a written notice to that effect must be submitted to Western by November 1, 2004. Thereafter, a customer must submit a written notice to Western at least one (1) month prior to changing its participation status; Except, That if a customer has elected to participate in the Hourly Exchange Program and subsequently changes its participation status, the customer must wait a minimum of one (1) year to again participate in the Hourly Exchange Program. Participation status will change on the first day of the month following the required notice period or the minimum one (1) year waiting period.

5.1.6 A customer must use its Base Resource power prior to using any other source to meet its load. A customer participating in the Hourly Exchange Program must use Hourly Exchange Program power prior to using any other source, except Base Resource power, to meet its load.

5.1.7 Each participating customer in each group will receive an equal share in megawatts of that group's Hourly Exchange Program power available for that hour, up to the customer's unmet load in that hour.

5.1.8 Any Hourly Exchange Program power that is excess to a customer's unmet load will go back to the Hourly Exchange Program for the group to which the customer belongs, for that same hour. This power will be reallocated to participating customers in that group on an equal basis until either that group's Hourly Exchange Program has no remaining power in that hour, or no participating customers in that group have unmet load in that hour.

5.1.9 If there is power remaining in the Full Load Service Hourly Exchange Program or the Variable Resource Hourly Exchange Program in any hour, and none of the participating customers in that group have unmet load in that hour, the remaining power will go to the other group's Hourly Exchange Program for that same hour.

5.1.10 If, in any hour, no participating customers have unmet load but there is power remaining in either group's Hourly Exchange Program, that power may be offered for sale by Western unless the amount of power is de minimis.

5.1.11 Customers' power bills will be adjusted to reflect transactions into and out of the Hourly Exchange Programs.

5.2 Seasonal Exchange Program:

5.2.1 The year will be divided into twelve (12) monthly seasons.

5.2.2 A customer is eligible to contribute to the Seasonal Exchange Program if the customer demonstrates and Western agrees that its anticipated load during the month is less than its anticipated Base Resource amount, and Western determines that this power can be beneficially used by another customer(s) during the same month.

5.2.3 A Customer must submit a written notice to Western one (1) month prior to the first day of the month in which it wishes to either contribute or receive power. The portion that a customer wishes to contribute or receive must be designated as a constant Base Resource percentage for all hours during the month.

5.2.4 The Base Resource amount provided to the Seasonal Exchange Program may be allocated to any customer(s) that submit a request for additional power for that month, at Western's discretion. To the extent possible, Western will give priority to

customers that contributed to either an Hourly Exchange Program or the Seasonal Exchange Program.

5.2.5 Western will decrease the Base Resource percentage of a customer that provides power into the Seasonal Exchange Program for that month and revise Exhibit A to reflect its decreased Base Resource percentage for that month.

5.2.6 Western will increase the Base Resource percentage of a customer that receives power from the Seasonal Exchange Program for that month and revise Exhibit A to reflect its increased Base Resource percentage for that month.