

**TERMINATION OF
MEMORANDUM OF UNDERSTANDING AND COOPERATION**

Recitals

A. Grid West (as successor to RTO West), a Washington, non-profit corporation ("Grid West"), the Interim Committee of WestConnect, ("WestConnect"), and the California Independent System Operator Corporation, a California nonprofit public benefit corporation (the "California ISO") are parties to a Memorandum of Understanding and Cooperation dated December 5, 2002 (the "MOU").

B. Grid West has begun the process to dissolve. Grid West has consulted with WestConnect and the California ISO, and the parties have concluded that it would be in their mutual best interests to terminate the MOU.

THEREFORE, Grid West, WestConnect, and the California ISO agree as follows:

Termination of MOU

Effective as of May 31, 2006, the MOU is terminated and there are no surviving obligations with respect to any of the parties.

Signatures

GRID WEST

By: H. Charles Durick
H. Charles Durick
President

Date: May 12, 2006

THE CALIFORNIA ISO

By: Armando J. Perez
Armando J. Perez
Vice President, Planning and
Infrastructure Development

Date: May 12, 2006

WESTCONNECT

By: Charles Reinhold
Charles Reinhold
WestConnect Project Manager

Date: May 12, 2006