

STATE OF VERMONT
PUBLIC SERVICE BOARD

Docket No. 6981

Petition of Vermont Electric Power Company, Inc.)
for a Certificate of Consent for an amendment of)
its Articles of Association and for consent to issue)
up to 290,000 shares of Class B Common Stock at)
a price of \$100 per share)

CERTIFICATE OF CONSENT ISSUED
PURSUANT TO 30 V.S.A. SECTION 104

IT IS HEREBY CERTIFIED that the Public Service Board of the State of Vermont has this date found and adjudged that the authorization to Vermont Electric Power Company, Inc. ("VELCO") to increase the number of authorized shares of its Class B Common Stock from 90,000 shares to 430,000 shares, and the issuance of up to 290,000 shares of VELCO Class B Common Stock, will promote the public good. Petitioner shall file this Certificate of Consent with the Vermont Secretary of State, pursuant to 30 V.S.A. § 104.

DATED at Montpelier, Vermont, this 21st day of July, 2004.

s/Michael H. Dworkin)
)
) PUBLIC SERVICE
s/David C. Coen)
) BOARD
)
) OF VERMONT
s/John D. Burke)

OFFICE OF THE CLERK

FILED: July 21, 2004

ATTEST: s/Susan M. Hudson
Clerk of the Board

NOTICE TO READERS: This decision is subject to revision of technical errors. Readers are requested to notify the Clerk of the Board (by e-mail, telephone, or in writing) of any apparent errors, in order that any necessary corrections may be made. (E-mail address: Clerk@psb.state.vt.us)