

PARENT COMPANY GUARANTEE

From: [Insert Full Legal Name of Parent Company] ("Name - Parent")

Having its office at: [Insert Parent Company Address]

As parent company for: [Insert Full Legal Name of Subsidiary Company] ("Name - Subsidiary")

Having its Office at: [Insert Subsidiary Company Address]

Date: [Insert Date]

To: Consolidated Edison Company of New York, Inc. ("Con Edison")

Reference: Contract Award related to [Request for Proposal dated _____] (the "Contract")

We, as [Name – Parent], parent company of [Name – Subsidiary], do hereby enter into the following unconditional and irrevocable undertaking with Con Edison, that on condition that Con Edison enters into the Contract with [Name – Subsidiary] and in consideration of same:

1. [Name – Subsidiary] shall perform all of the obligations of [Name – Subsidiary] contained in the Contract.
2. If [Name – Subsidiary] shall in any respect be determined by Con Edison to have failed to perform any of the obligations of [Name – Subsidiary] contained in the Contract or commits any breach thereof, then we ([Name – Parent]) shall, on simple demand from Con Edison, ourselves promptly perform or take whatever steps may be necessary to achieve performance of the obligations of [Name – Subsidiary] under the Contract and shall indemnify and keep indemnified Con Edison against any loss, damages, costs and expenses, howsoever arising from any failure or breach of [Name – Subsidiary] as determined by Con Edison, as if we were the original obligor under the Contract.
3. We shall not be discharged or released from our undertaking hereunder by any waiver or forbearance by Con Edison whether as to payment, time for performance, or otherwise.
4. This Parent Company Guarantee shall be governed by and construed in accordance with the laws of the State of New York, United States of America.

Yours truly,

[Insert Full Legal Name of Parent Company]

Name:

Title:

Date:

For and on behalf of: [Insert Full Legal Name of Subsidiary Company]