

To: GISB Executive Committee  
From: Jerry Hahn  
Re: Trading Partner Agreement Proposal  
August 20, 1998 Meeting

In reviewing the MTPA in the Executive Committee materials, I noticed a number of changes from the existing MTPA that gave me pause. I hope this will reach you in time for a reasonable review before the E.C. meeting this Thursday. Below are my comments and suggestions:

1.1- line 30- Delete the words "effective as" in line 31 and include the following from the existing MTPA after the last sentence: "In the event of a conflict between the provisions of this Agreement and the Exhibit, the Exhibit will govern."

1.2.2- The proposed MTPA deletes the following from the existing model: "Unless otherwise stated in the Exhibit, the sending party shall pay all costs to get its data to the receiving party's Receipt Computer and the receiving party shall pay all costs to retrieve the data." I suggest maintaining this language to make clear that TSPs do not intend to seek reimbursement from trading partners for conducting EDI over the Internet. Conforming changes should also be made starting on line 279 in section 2. of the Exhibit as appeared on the first page of the Appendix under "Allocation Of Costs" in the existing MTPA.

1.2- line 44- After the words "to transmit", the sentence should read "and receive the Data Communications to and from the parties' respective Receipt Computer effectively and reliably".

1.5- line 60- Please remove the number 7 in the word "which".

3.1- line 125- The words "effectuating transportation or sales" suggests to me transactions that initiate those activities and therefore would leave out Invoicing and Flowing gas standards. A better construction would be "transactions related to GISB standards conducted....."

3.3- line 139- The existing MTPA requires "immediate" notice rather than "reasonable" notice. The word "reasonable" is too vague. The trading partner should be notified "immediately" if the other trading partner has such a concern so that the two parties can work to a mutually agreeable solution which may include termination.

Line 159- Prior to 3.5.3, I request that the section 3.3.3 from the existing MTPA be restored. The conduct of the parties is a generally accepted determinant of evidence of course of dealing and course of performance.

Line 189- Please insert a comma after the word "parties".

4.7- line 205- Please delete "or expenses" after the word "damages". The idea of expenses is too close to actual damages which may be argued between the parties.

Exhibit pages- Please add "Page \_\_\_\_\_ of \_\_\_\_\_" on each page of the Exhibit for easier referencing.