

EXHIBIT C

CERTIFICATE OF COMPLIANCE

Utility Debt Securitization Authority Restructuring Bonds

Pursuant to the Restructuring Property Servicing Agreement, dated as of December 18, 2013, (the "Servicing Agreement"), between LONG ISLAND LIGHTING COMPANY, as Servicer, and UTILITY DEBT SECURITIZATION AUTHORITY, the undersigned does hereby certify, for the Dec. 15<sup>th</sup>, 2014 Payment Date (the "Current Payment Date"), as follows:

The undersigned hereby certifies that he/she is the duly elected and acting [CFO] of [Long Island Power Auth] and further that:

1. A review of the activities of the Servicer and any of its subcontractors and of its performance under the Servicing Agreement during the twelve months ended [Dec 15<sup>th</sup>], [2014] has been made under the supervision of the undersigned pursuant to Section 3.06 of the Servicing Agreement; and

2. To the best of the undersigned's knowledge, based on such review, the Servicer has fulfilled all of its obligations in all material respects under the Servicing Agreement throughout the twelve months ended [Dec 15<sup>th</sup>], [2014], except n/a.

Executed as of this 15<sup>th</sup> day of December, 2014.

/s/ Thomas Falcone

Name:

Thomas Falcone

Title:

Chief Financial Officer