



November 17, 2011

Debra Howland
New Hampshire Public Utilities
8 Old Suncook Road
Concord, NH 03301



Re: Notice of Effective Date of Name Change

Dear Sir/Madam:

This letter is a follow up to our letter dated September 20, 2011, which is attached for your reference. Please be informed that the conversion and name change discussed in our prior letter was completed on November 7, 2011. Kindly modify Sprague's name of record on its Natural Gas license #DM 03-047 from Sprague Energy Corp. to Sprague Operating Resources LLC with an effective date of November 7, 2011.

In the event that you have any questions, please call me directly at 603-430-5302 or email me at kbattles@spragueenergy.com. Thank you very much for your assistance on this matter.

Regards,

Katherine Battles
Senior Counsel

Enclosure

cc: Paul Scoff, Vice President, General Counsel



September 20, 2011

Debra Howland
New Hampshire Public Utilities Commission
8 Old Suncook Road
Concord, NH 03301

Re: Notice of Name Change from Sprague Energy Corp. to Sprague Operating Resources LLC and Internal Restructuring

Dear Ms. Howland:

This letter concerns the change in name of Sprague Energy Corp. to Sprague Operating Resources LLC. Sprague Energy Corp. will be undergoing an internal restructuring in which it will be converting from a corporation to a limited liability company pursuant to Delaware corporate law; the name of the entity will be Sprague Operating Resources LLC, effective on or about the end of October. We are writing to provide notice to the department to request that the New Hampshire Public Utilities Commission modify Sprague's name of record on its Natural Gas license # DM 03-047.

Because Delaware law governing conversions from corporations to limited liability companies provides that all obligations, assets, rights and liabilities pass through to the new entity by operation of law, and because there are no "transfers" as a matter of law, it is our understanding that the conversion and name change do not require a new license or trigger license transfer obligations.

Can you please confirm in writing or by email, at your earliest convenience, that the department will modify the name of record to Sprague Operating Resources LLC its license and records? In the event that you have any questions, please call me directly at 603-430-5302. Thank you very much for your assistance on this matter.

Regards,

Katherine Battles
Senior Counsel

cc: Paul Scoff, Vice President, General Counsel

Delaware

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The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "SPRAGUE ENERGY CORP." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "SPRAGUE ENERGY CORP." TO "SPRAGUE OPERATING RESOURCES LLC", FILED IN THIS OFFICE ON THE SEVENTH DAY OF NOVEMBER, A.D. 2011, AT 2:35 O'CLOCK P.M.



2140249 8100V

111173049

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9140933

DATE: 11-07-11

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A DELAWARE CORPORATION
TO A DELAWARE LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 18-214 OF THE
DELAWARE LIMITED LIABILITY COMPANY ACT

November 7, 2011

Pursuant to the provisions of Section 18-214 of the Delaware Limited Liability Company Act, Sprague Energy Corp., a Delaware corporation (the "**Corporation**"), hereby executes this Certificate of Conversion (the "**Certificate**") for the purpose of converting the Corporation into a Delaware limited liability company (the "**LLC**") and, in connection therewith, certifies as follows:

1. The jurisdiction where the Corporation first formed is the State of Delaware.
2. The jurisdiction immediately prior to filing this Certificate is the State of Delaware.
3. The date the Corporation first formed is October 9, 1987.
4. The name of the Corporation immediately prior to filing this Certificate is Sprague Energy Corp.
5. The name of the LLC as set forth in the Certificate of Formation is Sprague Operating Resources LLC.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the date first written above.

By: 

Name: Paul A. Scoff

Title: Authorized Officer

Delaware

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The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "SPRAGUE OPERATING RESOURCES LLC" FILED IN THIS OFFICE ON THE SEVENTH DAY OF NOVEMBER, A.D. 2011, AT 2:35 O'CLOCK P.M.



2140249 8100V

111173049

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9140933

DATE: 11-07-11

CERTIFICATE OF FORMATION
OF
SPRAGUE OPERATING RESOURCES LLC

This Certificate of Formation, dated as of November 7, 2011, has been duly executed and is filed pursuant to Sections 18-201 and 18-204 of the Delaware Limited Liability Company Act (the "*Act*") to form a limited liability company (the "*Company*") under the Act.

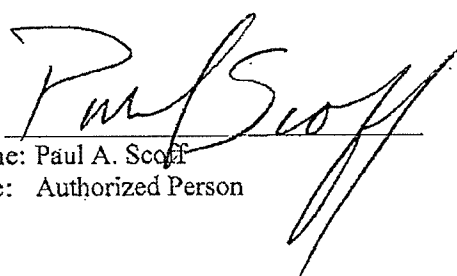
1. **Name.** The name of the Company is "Sprague Operating Resources LLC".
2. **Registered Office; Registered Agent.** The address of the registered office required to be maintained by Section 18-104 of the Act is:

Corporation Trust Center
1209 Orange Street
Wilmington, Delaware 19801

The name and the address of the registered agent for service of process required to be maintained by Section 18-104 of the Act are:

The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, Delaware 19801

EXECUTED as of the date written first above.

By: 
Name: Paul A. Scott
Title: Authorized Person