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Raulerson & Middleton
Professional Association

11 South Main Street, Suite 500 | Concord, NH 03301
Tel: 603.226.0400 | www.mclane.com

OFFICES IN:
MANCHESTER
CONCORD
PORTSMOUTH
WOBURN, MA

PATRICK H. TAYLOR
Direct Dial: 603-628-1266
Email: patrick.taylor@mclane.com
Licensed in NH and MA

July 6, 2012

VIA EMAIL AND HAND DELIVERY

Debra A. Howland
Executive Director
New Hampshire Public Utilities Commission
21 S. Fruit St., Suite 10
Concord, NH 03301-2429



Re: DG 11-040; Transfer of Ownership of Granite State Electric Company and EnergyNorth Natural Gas, Inc. to Liberty Energy NH Executed Copies of Escrow Agreement, Transition Services Agreements, and Records Transfer and Retention Agreement

Dear Ms. Howland:

The Settlement Agreement relating to the acquisition of Granite State Electric Company ("Granite State") and EnergyNorth Natural Gas, Inc. ("EnergyNorth") by Liberty Energy Utilities (New Hampshire) Corp. ("Liberty Energy NH") approved by the Commission in its Order No. 25,370 ("Settlement Agreement") requires that copies of the executed Transition Services Agreements ("TSAs") entered into by National Grid USA with Granite State and EnergyNorth, respectively, be filed with the Commission within thirty (30) days of closing, which occurred on July 3, 2012. Settlement Agreement at 7. The Settlement Agreement also requires that a copy of the executed Records Transfer and Retention Agreement entered into by National Grid USA and Liberty Energy NH be filed within the same period of time. Settlement Agreement at 8. Enclosed in compliance with the Settlement Agreement are an original and six copies each of the executed Granite State and EnergyNorth TSAs and Records Transfer and Retention Agreement.

The Settlement Agreement also requires that a copy of the Escrow Agreement entered into by National Grid USA for purposes of administering a portion of sale proceeds otherwise payable to National Grid be submitted to the Commission upon execution. Settlement Agreement at 43. An original and six copies of the executed Escrow Agreement are enclosed in

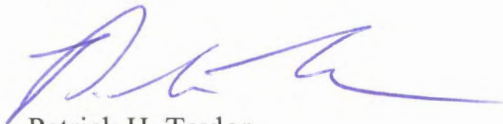
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compliance with the Settlement Agreement. On June 26, 2012, National Grid USA submitted a copy of the final, unexecuted Escrow Agreement accompanied by a Motion for Confidential Treatment. Because there were no changes to the Escrow Agreement prior to execution, National Grid USA requests that the confidential treatment requested in its motion be extended and applied to the executed Escrow Agreement enclosed with this letter. Because of its confidential nature, the executed Escrow Agreement is being submitted in both redacted and unredacted form. A copy of the executed Agreement Regarding Process for Release of Escrow Funds to be entered into by National Grid USA, the Commission staff, Liberty Energy Utilities Co., and Liberty Energy NH, a draft of which was submitted to the Commission on June 26, will be submitted under separate cover.

Sincerely,



Patrick H. Taylor

cc: Service List (via email)