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**CONFIDENTIAL
MATERIAL
IN COMM FILE**

May 29, 2014

Via Electronic Mail and Hand Delivery

Debra Howland
Executive Director
New Hampshire Public Utilities Commission
21 South Fruit Street, Suite 10
Concord, NH 03301

NHPUC MAY29'14 PM 3:38

Re: Docket DG 11-040; Transfer of Ownership of Granite State Electric Company and EnergyNorth Natural Gas, Inc.—Escrow Release for the Quarter Ending March 31, 2014

Dear Ms. Howland:

In accordance with the Agreement Regarding Process for Release of Escrow Funds dated July 20, 2012 ("Escrow Release Agreement") among National Grid USA ("National Grid"), Granite State Electric Company (now known as Liberty Utilities (Granite State Electric) Corp.), EnergyNorth Natural Gas, Inc. (now known as Liberty Utilities (EnergyNorth Natural Gas) Corp.), Liberty Energy Utilities Co., Liberty Energy Utilities (New Hampshire) Corp., and the staff of the New Hampshire Public Utilities Commission ("Staff"), enclosed are executed TSA Transfer Certifications for Liberty Utilities (EnergyNorth Natural Gas) Corp. ("EnergyNorth") and Liberty Utilities (Granite State Electric) Corp. ("Granite State") in the form set forth as Schedule 1 to the Escrow Release Agreement covering the period January 1 through March 31, 2014. The TSA Transfer Certifications certify that the Transition Services identified on each Certification have been completed and transferred to EnergyNorth and Granite State respectively, in accordance with the terms of the relevant Transition Service Agreements. (The Certification for EnergyNorth identifies four Transition Services that have been terminated. The Certification for Granite State identifies two Transition Services.) Notices relating to the termination of the Transition Services identified on the Certifications have previously been submitted to Staff in accordance with the Settlement Agreement approved by the Commission in its Order No. 25,370.

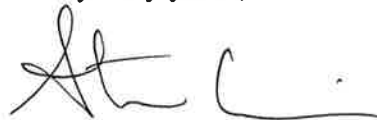
Also enclosed with this letter is an executed Pool A Release Certification for EnergyNorth and Granite State in the form set forth as Schedule 2 to the Escrow Release

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Agreement as well as a Disbursement Request in the form set forth as Schedule 3.1 to the Escrow Agreement dated July 3, 2012 entered into by National Grid and the escrow agent, Bank of America. The Disbursement Request covers the aggregate funds to be released in association with the Pool A Release Certification for EnergyNorth and Granite State. Pursuant to the Escrow Release Agreement, National Grid requests that the Commission's General Counsel execute the Pool A Release Certification and the Disbursement Request and return the originals to me to authorize release of \$502,800 of the Pool A Escrow Funds. Please note that the Disbursement Request form is a confidential document, as determined by the Commission in its Order No. 25,400, and therefore is being provided in a separate envelope. A redacted form of the Disbursement Request form is also enclosed and is the only form of that document that is being provided to the individuals on the service list other than the Consumer Advocate. Individuals requiring a copy of the unredacted form should contact me directly.

Please let me know if the Staff has any questions regarding the foregoing request or documentation.

Very truly yours,

A handwritten signature in black ink, appearing to read 'St. C.', with a horizontal line extending to the right.

Steven V. Camerino

SVC:ds
Enclosures

cc: Service List (via email)

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92563

SERVICE LIST - EMAIL ADDRESSES - DOCKET RELATED

Pursuant to N.H. Admin Rule Puc 203.11 (a) (1): Serve an electronic copy on each person identified on the service list.

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Docket #: 11-040-1 Printed: May 28, 2014

FILING INSTRUCTIONS:

- a) Pursuant to N.H. Admin Rule Puc 203.02 (a), with the exception of Discovery, file 7 copies, as well as an electronic copy, of all documents including cover letter with:**

DEBRA A HOWLAND
EXECUTIVE DIRECTOR
NHPUC
21 S. FRUIT ST, SUITE 10
CONCORD NH 03301-2429

- b) Serve an electronic copy with each person identified on the Commission's service list and with the Office of Consumer Advocate.**

- c) Serve a written copy on each person on the service list not able to receive electronic mail.**