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DG 11-040

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**CONFIDENTIAL
MATERIAL
IN COMM FILE**

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Admitted in NH and MA

July 2, 2015

Via Electronic Mail and Hand Delivery

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

Re: Docket DG 11-040; Transfer of Ownership of Granite State Electric Company and EnergyNorth Natural Gas, Inc.—Release of Pool C Escrow Funds

Dear Ms. Howland:

As the Commission is aware, National Grid USA (“National Grid”) is party to an Agreement Regarding Process for Release of Escrow Funds dated July 20, 2012 (“Escrow Release Agreement”) that was entered into in conjunction with the settlement approved by the Commission in its Order No. 25,370. Section 10 of the Escrow Release Agreement provides that “[i]f, one hundred eighty (180) days after Day N, there are no unresolved or uncorrected performance failures, Staff shall promptly issue to National Grid and the Companies a letter enclosing written confirmation, substantially in the form attached [to the Escrow Release Agreement] as Schedule 8 (“Performance Certification”), which shall authorize the release of twenty-five percent (25%) of the non-earmarked Pool C Escrow Funds to National Grid.” The Day N Certification was submitted to the Commission on October 10, 2014, and there have been no unresolved or uncorrected performance failures since that time of which National Grid is aware.

Based on the foregoing, and consistent with the terms of the Escrow Release Agreement, the following documents are enclosed for signature by the Commission’s General Counsel:

- Performance Certification for National Grid in the form set forth as Schedule 8 to the Escrow Release Agreement authorizing the release of \$2,500,000 of non-earmarked Pool C Escrow Funds; and

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- Disbursement request in the form set forth as Schedule 3.1 to the Escrow Agreement dated July 3, 2012 ("Escrow Agreement") entered into by National Grid and the escrow agent, Bank of America, directing Bank of America to release \$2,500,400 of non-earmarked Pool C Escrow Funds to National Grid.

Pursuant to the Escrow Release Agreement, National Grid requests that the Commission's General Counsel execute the Performance Certification and the Disbursement Request and return the originals to me to authorize release of \$2,500,000 of the non-earmarked Pool C 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.

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

Very truly yours,



Patrick H. Taylor

PHT

cc: Service List (via email)