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April 9, 2012



Debra A. Howland  
Executive Director and Secretary  
New Hampshire Public Utilities Commission  
21 Fruit Street, Suite 10  
Concord, New Hampshire 03301-2429

**Re: DG 11-040, Transfer of Ownership of Granite State Electric Company and EnergyNorth Natural Gas, Inc. to Liberty Energy NH**

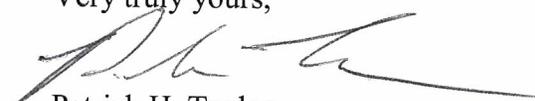
Dear Ms. Howland:

Enclosed for filing with the Commission is an electronic version (in DVD format) of a Settlement Agreement among National Grid USA, National Grid NE Holdings 2 LLC, Granite State Electric Company, EnergyNorth Natural Gas, Inc., Liberty Energy Utilities Co., Liberty Energy Utilities (New Hampshire) Corp., the staff of the New Hampshire Public Utilities Commission, the Office of Consumer Advocate, Pamela Locke, The Way Home, United Steel Workers of America Local 12012-3, International Brotherhood of Electrical Workers Local 326, Granite State Hydropower Association (“GSHA”), and New Hampshire Community Action Association. Also enclosed is a document entitled Summary of Settlement Agreement that was prepared by the Joint Petitioners as an aid to the Commission in its review of the Settlement Agreement. Although the Summary is not part of the Settlement Agreement, it is the Joint Petitioners’ understanding that neither the Commission staff nor any of the parties objects to the description set forth in the Summary.

Please note that the Settlement Agreement provided on the enclosed DVD is unsigned. We expect to submit executed signature pages with the hard copies of the agreement tomorrow.

Please do not hesitate to contact me should you have any questions.

Very truly yours,



Patrick H. Taylor

cc: Service List