

**STATE OF NEW HAMPSHIRE  
BEFORE THE  
PUBLIC UTILITIES COMMISSION**

**DOCKET NO. DG 11-040**

**RE: NATIONAL GRID/LIBERTY ENERGY UTILITIES**

**Motion for Waiver of Certain Requirements under Puc 308.12 and 509.03**

NOW COME Granite State Electric Company ("Granite State"), EnergyNorth Natural Gas, Inc. ("EnergyNorth"), and Liberty Energy Utilities (New Hampshire) Corp. ("Liberty Energy NH") and move the New Hampshire Public Utilities Commission ("Commission") to waive certain requirements of N.H. Code of Admin. Rules Puc 308.12 and 509.03 with regard to their request for authority to issue long term debt instruments in connection with the proposed acquisition of all of the issued and outstanding capital stock of Granite State and EnergyNorth by Liberty Energy NH. In support of this motion, Granite State, EnergyNorth, and Liberty Energy NH state as follows:

1. On March 4, 2011, Granite State, EnergyNorth, Liberty Energy NH, and other affiliated entities filed a Joint Petition with the Commission seeking authority for, among other things, the transfer of ownership of Granite State and EnergyNorth's capital stock to Liberty Energy NH and, contemporaneous with that transaction, the issuance by both Granite State and EnergyNorth of certain long term debt instruments.
2. At the time the Joint Petition was filed with the Commission, much of the information required to seek approval to issue long term debt under N.H. Code of Admin. Rules Puc 308.12 (pertaining to electric utilities) and 509.03 (pertaining to natural gas utilities) was not yet known and therefore could not be submitted. In order to ensure that all of the approvals

necessary for the proposed acquisition of Granite State and EnergyNorth were included in the initial pleading and would be acted on together, the Joint Petition included the requests for borrowing authority for each utility in addition to the request for authority to proceed with the stock transfer.

3. N.H. Code of Admin. Rules Puc 308.12 and 509.03 identify certain information that is required to be provided in a “form F-4” petition. In order to comply with this requirement as closely as possible, Granite State, EnergyNorth, and Liberty Energy NH are submitting to the Commission contemporaneously with this motion most of the information required by those rules in the form of a Technical Statement relating to each utility.

4. The only information identified in Puc 308.12 that Granite State and Liberty Energy NH are not providing is the historical and forecasted capitalization information identified in Puc 308.12(c)(5) and a resolution of the board of directors of Granite State required by Puc 308.12(c)(6). The capitalization information that is being provided for Granite State, however, is consistent with the information being provided for EnergyNorth and reflects information as of September 30, 2011 as well as pro forma adjustments reflecting the proposed new debt issuance. This more limited information is being provided because the sole purpose of the debt issuance is to modify the current debt/equity ratio, rather than to finance additions to rate base or for other purposes. The board of directors resolution is not being provided at this time because a resolution authorizing the loan transaction cannot be obtained until the change in Granite State’s ownership has occurred and a new board of directors has been installed by Liberty Energy NH, the new parent company.

5. The only information identified in Puc 509.03 that EnergyNorth and Liberty Energy NH are not providing is the resolution of the board of directors of EnergyNorth required

by Puc 509.03(b)(10). The resolution is being omitted at this time for the same reasons stated above regarding the timing of a resolution of the board of directors of Granite State.

6. As set forth in N.H. Code of Admin. Rules Puc 201.05(a), the waivers requested in this motion will serve the public interest and will not disrupt the orderly proceeding of the Commission.

7. The public interest will be satisfied by the waivers requested in this motion because, under the circumstances, the requirements set forth in Puc 308.12(c)(5) and (6) and Puc 509.03(b)(10) are inapplicable given the circumstances presented and the purpose of the rules will be satisfied by the capitalization information being provided for Granite State (with regard to Puc 308.12(c)(5)) and the submission of the relevant board of directors resolutions promptly after consummation of the loan transactions (with regard to compliance with Puc 308.12(c)(6) and Puc 509.03(b)(10)). To the extent that the format in which the information provided in the Technical Statements being submitted is different from the format set forth in Puc 308.12(b) and Puc 509.03(b), Granite State, EnergyNorth, and Liberty Energy NH request that the Commission waive that requirement as well because they have complied with the substance of the rule by a reasonable alternative means.

WHEREFORE, Granite State, EnergyNorth, and Liberty Energy NH respectfully request that:

A. The Commission waive N.H. Code of Admin. Rules Puc 308.12(c)(5) and (6), Puc 509.03(b)(10), Puc 308.12(b), and Puc 509.03(b) as they relate to the loan authorizations being sought in this proceeding; and

B. Grant such other relief as may be consistent with the public interest.


Respectfully submitted,

GRANITE STATE ELECTRIC COMPANY and  
ENERGYNORTH NATURAL GAS, INC.

By their Attorneys,

McLANE, GRAF, RAULERSON & MIDDLETON,  
PROFESSIONAL ASSOCIATION

Date: March 14, 2012

By: 

Steven V. Camerino

Patrick H. Taylor

11 South Main Street, Suite 500

Concord, NH 03301

Telephone: (603) 226-0400

Email: [steven.camerino@mclane.com](mailto:steven.camerino@mclane.com)

[patrick.taylor@mclane.com](mailto:patrick.taylor@mclane.com)

Celia B. O'Brien

Assistant General Counsel and Director

National Grid

40 Sylvan Road

Waltham, MA 02451

Telephone (781) 907-2153

Email: [celia.obrien@us.ngrid.com](mailto:celia.obrien@us.ngrid.com)

LIBERTY ENERGY UTILITIES (NEW HAMPSHIRE) CORP.

By its Attorney,

Date: March 14, 2012

 (src)

Shannon P. Coleman

Senior Regulatory Counsel

Liberty Utilities (Canada) Corp.

2845 Bristol Circle

Oakville, Ontario L6H 7H7

Canada

Certificate of Service

I hereby certify that a copy of this motion has been served on the service list in this case.

  
\_\_\_\_\_  
Steven V. Camerino