

**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)
B. E-MAIL CONTACT AT FILER (optional)
C. SEND ACKNOWLEDGMENT TO: (Name and Address)
<div style="display: flex; justify-content: space-between; width: 80%; margin: auto;"> <div style="border-left: 1px solid black; border-top: 1px solid black; width: 20%; height: 20px;"></div> <div style="border-right: 1px solid black; border-top: 1px solid black; width: 20%; height: 20px;"></div> </div> <div style="display: flex; justify-content: space-between; width: 80%; margin: auto; margin-top: 20px;"> <div style="border-left: 1px solid black; border-bottom: 1px solid black; width: 20%; height: 20px;"></div> <div style="border-right: 1px solid black; border-bottom: 1px solid black; width: 20%; height: 20px;"></div> </div>

**THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY**

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here  and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a. ORGANIZATION'S NAME				
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here  and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a. ORGANIZATION'S NAME				
OR	2b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
2c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME				
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

4. COLLATERAL: This financing statement covers the following collateral:

5. Check only if applicable and check only one box: Collateral is  held in a Trust (see UCC1Ad, item 17 and Instructions)  being administered by a Decedent's Personal Representative

6a. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Public-Finance Transaction <input type="checkbox"/> Manufactured-Home Transaction <input type="checkbox"/> A Debtor is a Transmitting Utility	6b. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Agricultural Lien <input type="checkbox"/> Non-UCC Filing
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7. ALTERNATIVE DESIGNATION (if applicable):  Lessee/Lessor     Consignee/Consignor     Seller/Buyer     Bailee/Bailor     Licensee/Licenser

8. OPTIONAL FILER REFERENCE DATA:

**EXHIBIT A**  
**TO**  
**UCC FINANCING STATEMENT**

Public Service Company of New Hampshire, as authorized by the Finance Order, has sold, transferred, and assigned all of its right, title, and interest in and to the RRB Property (created by the Finance Order pursuant to the Statute), including without limitation all revenues, collections, claims, payments, money, and proceeds of or arising from the RRB Charge pursuant to the Finance Order, and all rights to obtain adjustments to such RRB Charges pursuant to the terms of the Statute and the Finance Order, and copies of all books and records related thereto.

PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE AND PSNH FUNDING LLC 3 INTEND THE TRANSFER OF THE RRB PROPERTY FROM PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE TO PSNH FUNDING LLC 3 TO BE A SALE AND, PURSUANT TO RSA 369-B:6, V, TO BE TREATED AS AN ABSOLUTE TRANSFER OF ALL OF PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE'S RIGHT, TITLE, AND INTEREST IN, AS A TRUE SALE, AND NOT A PLEDGE OR OTHER FINANCING OF, THE RRB PROPERTY. PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE BELIEVES THAT IT HAS NO RIGHTS IN THE RRB PROPERTY TO WHICH A SECURITY INTEREST MAY ATTACH BECAUSE IT HAS ABSOLUTELY TRANSFERRED ALL OF ITS RIGHTS IN THE RRB PROPERTY TO PSNH FUNDING LLC 3 PURSUANT TO RSA 369-B:6, V. THIS FILING SHOULD NOT BE CONSTRUED AS AN INDICATION THAT A SALE HAS NOT OCCURRED WITH RESPECT TO THE FOREGOING.

As used in this Financing Statement, the following terms have the meanings indicated:

“Finance Order” means the order issued by the New Hampshire Public Utilities Commission to Public Service Company of New Hampshire on January 30, 2018 (Order No. 26,099), Docket No. 17-096, authorizing the creation of the RRB Property.

“Issuance Advice Letter” means the initial Issuance Advice Letter, dated May 4, 2018, filed with the New Hampshire Public Utilities Commission pursuant to the Finance Order.

“Non-Routine Periodic Adjustments” means adjustments to the existing model for calculating the RRB Charge whenever the Servicer determines that such model should be amended or revised pursuant to Section 4.01(c)(1) of the Servicing Agreement.

“Periodic Adjustment” means each adjustment to the RRB Charges made pursuant to the terms of the Finance Order and in accordance with Section 4.01 of the Servicing Agreement.

“Rate Reduction Bonds” means the rate reduction bonds, Series 2018-1, authorized by the Finance Order and issued under to the Indenture.

“RRB Charge” means the portion (which may become all) of Public Service Company of New Hampshire's “stranded cost recovery charge” designated pursuant to the Finance Order and RSA 369-B:2, XIII as the RRB Charge, as the same may be adjusted from time to time as provided in the Finance Order.

“RRB Property” means the RRB Property established by the Finance Order, representing a current and irrevocable vested property right whether or not the revenues and proceeds arising with respect to the RRB Charges had accrued at the time of the Finance Order, including, without limitation, all right, title, and interest in and to all revenues, collections, claims, payments, money, or proceeds of or arising from or constituting (a) the RRB Charges (including the initial RRB Charges set forth in the Issuance Advice Letter, as such charges may be adjusted from time to time pursuant to the Servicing Agreement) and (b) all rights to obtain Periodic Adjustments and Non-Routine Periodic Adjustments to the RRB Charges in accordance with the Finance Order and the Servicing Agreement.

“RSA” means New Hampshire Revised Statutes Annotated.

“Servicer” means PSNH, as the servicer of the RRB Property, or each successor (in the same capacity) pursuant to Section 6.04 or Section 7.02 of the Servicing Agreement.

“Servicing Agreement” means the Servicing Agreement, dated as of May 8, 2018, by and between the Issuer and PSNH, and acknowledged and accepted by the Indenture Trustee.

“Statute” means RSA Chapter 369-B.

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1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here  and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a. ORGANIZATION'S NAME				
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here  and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

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3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME				
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
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5. Check only if applicable and check only one box: Collateral is  held in a Trust (see UCC1Ad, item 17 and Instructions)  being administered by a Decedent's Personal Representative

6a. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Public-Finance Transaction <input type="checkbox"/> Manufactured-Home Transaction <input type="checkbox"/> A Debtor is a Transmitting Utility	6b. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Agricultural Lien <input type="checkbox"/> Non-UCC Filing
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7. ALTERNATIVE DESIGNATION (if applicable):  Lessee/Lessor     Consignee/Consignor     Seller/Buyer     Bailee/Bailor     Licensee/Licenser

8. OPTIONAL FILER REFERENCE DATA:

**EXHIBIT A**  
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All right, title, and interest in and to the RRB Property (created by the Finance Order pursuant to the Statute), including without limitation all revenues, collections, claims, payments, money, and proceeds of or arising from the RRB Charge pursuant to the Finance Order, and all rights to obtain adjustments to such RRB Charges pursuant to the terms of the Statute and the Finance Order, and copies of all books and records related thereto.

PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE AND PSNH FUNDING LLC 3 INTEND THE TRANSFER OF THE RRB PROPERTY FROM PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE TO PSNH FUNDING LLC 3 TO BE A SALE AND, PURSUANT TO RSA 369-B:6, V, TO BE TREATED AS AN ABSOLUTE TRANSFER OF ALL OF PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE'S RIGHT, TITLE, AND INTEREST IN, AS A TRUE SALE, AND NOT A PLEDGE OR OTHER FINANCING OF, THE RRB PROPERTY. PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE BELIEVES THAT IT HAS NO RIGHTS IN THE RRB PROPERTY TO WHICH A SECURITY INTEREST MAY ATTACH BECAUSE IT HAS ABSOLUTELY TRANSFERRED ALL OF ITS RIGHTS IN THE RRB PROPERTY TO PSNH FUNDING LLC 3 PURSUANT TO RSA 369-B:6, V.

IN ADDITION, PURSUANT TO RSA 369-B:7, V, PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE AND PSNH FUNDING LLC 3 INTEND THAT THE VALIDITY AND RELATIVE PRIORITY OF THE SECURITY INTEREST CREATED PURSUANT TO THE STATUTE SHOULD NOT BE DEFEATED OR ADVERSELY AFFECTED BY THE COMMINGLING OF REVENUES AND PROCEEDS ARISING WITH RESPECT TO THE RRB PROPERTY WITH OTHER FUNDS OF PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE OR BY ANY SECURITY INTEREST IN A DEPOSIT ACCOUNT OF PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE INTO WHICH SUCH REVENUES AND PROCEEDS ARE DEPOSITED OR IN SUCH REVENUES AND PROCEEDS THEMSELVES PERFECTED UNDER ARTICLE 9 OF THE NEW HAMPSHIRE UNIFORM COMMERCIAL CODE (RSA 382-A) OR OTHERWISE.

THIS FILING SHOULD NOT BE CONSTRUED AS AN INDICATION THAT A SALE HAS NOT OCCURRED WITH RESPECT TO THE FOREGOING. THIS FILING IS MADE AS A PRECAUTION IN THE EVENT OF CONTRARY ASSERTIONS BY THIRD PARTIES PURSUANT TO RSA 369-B:7, III.

As used in this Financing Statement, the following terms have the meanings indicated (capitalized terms not defined herein have the meaning ascribed to such terms in the Indenture):

“Finance Order” means the order issued by the New Hampshire Public Utilities Commission to Public Service Company of New Hampshire on January 30, 2018 (Order No. 26,099), Docket No. 17-096, authorizing the creation of the RRB Property.

“Issuance Advice Letter” means the initial Issuance Advice Letter, dated May 4, 2018, filed with the New Hampshire Public Utilities Commission pursuant to the Finance Order.

“Non-Routine Periodic Adjustments” means adjustments to the existing model for calculating the RRB Charge whenever the Servicer determines that such model should be amended or revised pursuant to Section 4.01(c)(1) of the Servicing Agreement.

“Periodic Adjustment” means each adjustment to the RRB Charges made pursuant to the terms of the Finance Order and in accordance with Section 4.01 of the Servicing Agreement.

“Rate Reduction Bonds” means the rate reduction bonds, Series 2018-1, authorized by the Finance Order and issued under to the Indenture.

“RRB Charge” means the portion (which may become all) of Public Service Company of New Hampshire’s “stranded cost recovery charge” designated pursuant to the Finance Order and RSA 369-B:2, XIII as the RRB Charge, as the same may be adjusted from time to time as provided in the Finance Order.

“RRB Property” means the RRB Property established by the Finance Order, representing a current and irrevocable vested property right whether or not the revenues and proceeds arising with respect to the RRB Charges had accrued at the time of the Finance Order, including, without limitation, all right, title, and interest in and to all revenues, collections, claims, payments, money, or proceeds of or arising from or constituting (a) the RRB Charges (including the initial RRB Charges set forth in the Issuance Advice Letter, as such charges may be adjusted from time to time pursuant to the Servicing Agreement) and (b) all rights to obtain Periodic Adjustments and Non-Routine Periodic Adjustments to the RRB Charges in accordance with the Finance Order and the Servicing Agreement.

“RSA” means New Hampshire Revised Statutes Annotated.

“Servicer” means PSNH, as the servicer of the RRB Property, or each successor (in the same capacity) pursuant to Section 6.04 or Section 7.02 of the Servicing Agreement.

“Servicing Agreement” means the Servicing Agreement, dated as of May 8, 2018, by and between the Issuer and PSNH, and acknowledged and accepted by the Indenture Trustee.

“Statute” means RSA Chapter 369-B.

# UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)
B. E-MAIL CONTACT AT FILER (optional)
C. SEND ACKNOWLEDGMENT TO: (Name and Address)
<div style="border: 1px solid black; height: 100px; width: 100%;"></div>

**THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY**

1a. INITIAL FINANCING STATEMENT FILE NUMBER

1b.  This FINANCING STATEMENT AMENDMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS  
Filer: attach Amendment Addendum (Form UCC3Ad) and provide Debtor's name in item 13

2.  **TERMINATION:** Effectiveness of the Financing Statement identified above is terminated with respect to the security interest(s) of Secured Party authorizing this Termination Statement

3.  **ASSIGNMENT** (full or partial): Provide name of Assignee in item 7a or 7b, and address of Assignee in item 7c and name of Assignor in item 9  
For partial assignment, complete items 7 and 9 and also indicate affected collateral in item 8

4.  **CONTINUATION:** Effectiveness of the Financing Statement identified above with respect to the security interest(s) of Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law

5.  **PARTY INFORMATION CHANGE:**

Check one of these two boxes:

AND Check one of these three boxes to:

This Change affects  Debtor or  Secured Party of record

CHANGE name and/or address: Complete item 6a or 6b; and item 7a or 7b and item 7c

ADD name: Complete item 7a or 7b, and item 7c

DELETE name: Give record name to be deleted in item 6a or 6b

6. **CURRENT RECORD INFORMATION:** Complete for Party Information Change - provide only one name (6a or 6b)

6a. ORGANIZATION'S NAME				
OR	6b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

7. **CHANGED OR ADDED INFORMATION:** Complete for Assignment or Party Information Change - provide only one name (7a or 7b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

7a. ORGANIZATION'S NAME				
OR	7b. INDIVIDUAL'S SURNAME			
	INDIVIDUAL'S FIRST PERSONAL NAME			
	INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)			SUFFIX

7c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
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8.  **COLLATERAL CHANGE:** Also check one of these four boxes:  ADD collateral  DELETE collateral  RESTATE covered collateral  ASSIGN collateral  
Indicate collateral:

9. **NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT:** Provide only one name (9a or 9b) (name of Assignor, if this is an Assignment)

If this is an Amendment authorized by a DEBTOR, check here  and provide name of authorizing Debtor

9a. ORGANIZATION'S NAME				
OR	9b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

10. OPTIONAL FILER REFERENCE DATA:

**EXHIBIT A**  
**TO**  
**UCC FINANCING STATEMENT AMENDMENT**

Description of Assignee

The Bank of New York Mellon, a New York banking corporation, is acting as Indenture Trustee under an Indenture dated May 8, 2018, between PSNH Funding LLC 3, a Delaware limited liability company, and The Bank of New York Mellon, as Indenture Trustee, (the “Indenture”) as the same may be amended and supplemented from time to time, for the benefit of the holders of PSNH Funding LLC 3’s Rate Reduction Bonds, Series 2018-1, issued pursuant to the Indenture and for the benefit of the other persons referred to in the Indenture.



**UCC FINANCING STATEMENT**

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C. SEND ACKNOWLEDGMENT TO: (Name and Address)
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3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME				
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4. COLLATERAL: This financing statement covers the following collateral:

5. Check only if applicable and check only one box: Collateral is  held in a Trust (see UCC1Ad, item 17 and Instructions)  being administered by a Decedent's Personal Representative

6a. Check <u>only</u> if applicable and check <u>only</u> one box:	6b. Check <u>only</u> if applicable and check <u>only</u> one box:
<input type="checkbox"/> Public-Finance Transaction <input type="checkbox"/> Manufactured-Home Transaction <input type="checkbox"/> A Debtor is a Transmitting Utility	<input type="checkbox"/> Agricultural Lien <input type="checkbox"/> Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable):  Lessee/Lessor     Consignee/Consignor     Seller/Buyer     Bailee/Bailor     Licensee/Licenser

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PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE BELIEVES THAT IT HAS ABSOLUTELY TRANSFERRED AND SOLD THE RRB PROPERTY TO PSNH FUNDING LLC 3 PURSUANT TO RSA 369-B:6, V. PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE BELIEVES THAT IT THEREFORE HAS NO RIGHTS IN THE RRB PROPERTY TO WHICH A SECURITY INTEREST MAY ATTACH. THIS FILING IS MADE ONLY IN THE EVENT OF CONTRARY ASSERTIONS BY THIRD PARTIES, AND IS FILED PURSUANT TO RSA 369-B:7, III AND VIII AND IS MADE WITH RESPECT TO THE STATUTORY LIEN ARISING UNDER RSA 369-B:7, VIII.

As used in this Financing Statement, the following terms have the meanings indicated (capitalized terms not defined herein have the meaning ascribed to such terms in the Indenture):

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1b.  This FINANCING STATEMENT AMENDMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS  
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2.  **TERMINATION:** Effectiveness of the Financing Statement identified above is terminated with respect to the security interest(s) of Secured Party authorizing this Termination Statement

3.  **ASSIGNMENT** (full or partial): Provide name of Assignee in item 7a or 7b, and address of Assignee in item 7c and name of Assignor in item 9  
For partial assignment, complete items 7 and 9 and also indicate affected collateral in item 8

4.  **CONTINUATION:** Effectiveness of the Financing Statement identified above with respect to the security interest(s) of Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law

5.  **PARTY INFORMATION CHANGE:**

Check one of these two boxes:

AND Check one of these three boxes to:

This Change affects  Debtor or  Secured Party of record

CHANGE name and/or address: Complete item 6a or 6b; and item 7a or 7b and item 7c

ADD name: Complete item 7a or 7b, and item 7c

DELETE name: Give record name to be deleted in item 6a or 6b

6. **CURRENT RECORD INFORMATION:** Complete for Party Information Change - provide only one name (6a or 6b)

6a. ORGANIZATION'S NAME				
OR	6b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

7. **CHANGED OR ADDED INFORMATION:** Complete for Assignment or Party Information Change - provide only one name (7a or 7b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

7a. ORGANIZATION'S NAME				
OR	7b. INDIVIDUAL'S SURNAME			
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8.  **COLLATERAL CHANGE:** Also check one of these four boxes:  ADD collateral  DELETE collateral  RESTATE covered collateral  ASSIGN collateral  
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9. **NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT:** Provide only one name (9a or 9b) (name of Assignor, if this is an Assignment)

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**UCC FINANCING STATEMENT AMENDMENT**

Description of Assignee

The Bank of New York Mellon, a New York banking corporation, is acting as Indenture Trustee under an Indenture dated May 8, 2018, between PSNH Funding LLC 3, a Delaware limited liability company, and The Bank of New York Mellon, as Indenture Trustee, (the “Indenture”) as the same may be amended and supplemented from time to time, for the benefit of the holders of PSNH Funding LLC 3’s Rate Reduction Bonds, Series 2018-1, issued pursuant to the Indenture and for the benefit of the other persons referred to in the Indenture.