



Sarah B. Knowlton
Assistant General Counsel
Phone: 603-328-2794
E-Mail: sarah.knowlton@libertyutilities.com

NHPUC 13NOV13PM12:05

November 12, 2013

By UPS and Electronic Mail

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

Re: DG 11-040: Granite State Electric Company — Amended and Restated Promissory Notes

Dear Ms. Howland:

On behalf of Granite State Electric Company d/b/a Liberty Utilities, I enclose an original and six copies of the following: (1) Second Amended and Restated Promissory Note for the principal sum of \$1,545,454.55; (2) Second Amended and Restated Promissory Note for the principal sum of \$4,121,212.12; (3) Second Amended and Restated Promissory Note for the principal sum of \$7,898,989.90, and; (4) Second Amended and Restated Promissory Note for the principal sum of \$3,434,343.43. Prior versions of these notes were filed with the Commission on August 1, 2013.

The Promissory Notes were amended to include the following language, which was inadvertently omitted from the notes filed in August:

“Notwithstanding anything in this Promissory Note to the contrary, any interest payable hereunder shall be deferred to the extent required to ensure compliance with respect to any of the following existing Promissory Notes: (i) a note dated November 1, 1993 payable to The Paul Revere Life Insurance Company or its successors or assigns, (ii) a note dated July 1, 1995 payable to First Colony Life Insurance Company or its successors or assigns, and (iii) a note dated June 15, 1998 payable to First Colony Life Insurance Company or its successors or assigns. Any interest payments so deferred shall be without penalty.”

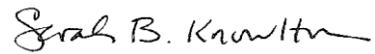
This language was included in the original form of the notes prior to their amendment in August. This amendment to the Promissory Notes does not require any change to Granite

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State's books and is clerical in nature.

Thank you for your assistance with this matter. If you have any questions please do not hesitate to contact me.

Very truly yours,

A handwritten signature in cursive script that reads "Sarah B. Knowlton".

Sarah B. Knowlton

Enclosures
cc: Service list