

DG 11-040



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**CONFIDENTIAL
MATERIAL
IN COMM FILE**

February 25, 2014

Via Electronic Mail and Hand Delivery

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

NHPUC FEB25'14 PM 2:00

Re: Docket DG 11-040; Transfer of Ownership of Granite State Electric Company and EnergyNorth Natural Gas, Inc.—Escrow Release for the Quarter Ending December 31, 2013

Dear Ms. Howland:

In accordance with the Agreement Regarding Process for Release of Escrow Funds dated July 20, 2012 (“Escrow Release Agreement”) among National Grid USA (“National Grid”), Granite State Electric Company (“GSEC”), EnergyNorth Natural Gas, Inc. (“ENGI”), Liberty Energy Utilities Co. (“Liberty Energy”), Liberty Energy Utilities (New Hampshire) Corp., and the staff of the New Hampshire Public Utilities Commission (“Staff”), enclosed are executed TSA Transfer Certifications for ENGI and GSEC in the form set forth as Schedule 1 to the Escrow Release Agreement covering the period October 1 through December 31, 2013. The TSA Transfer Certifications certify that the Transition Services identified on each Certification have been completed and transferred to ENGI and GSEC, respectively, in accordance with the terms of the relevant Transition Service Agreements. (The Certification for ENGI identifies twenty-seven Transition Service that have been terminated. The Certification for GSEC identifies fourteen Transition Services.) Notices relating to the termination of the Transition Services identified on the Certifications have previously been submitted to Staff in accordance with the Settlement Agreement approved by the Commission in its Order No. 25,370.

Also enclosed with this letter is an executed Pool A Release Certification for ENGI and GSEC in the form set forth as Schedule 2 to the Escrow Release Agreement as well as a Disbursement Request in the form set forth as Schedule 3.1 to the Escrow Agreement dated July 3, 2012 entered into by National Grid and the escrow agent, Bank of America. The Disbursement Request covers the aggregate funds to be released in association with the Pool A

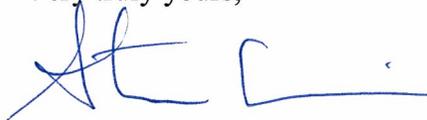
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Release Certification for ENGI and GSEC. Pursuant to the Escrow Release Agreement, National Grid requests that the Commission's General Counsel execute the Pool A Release Certification and the Disbursement Request and return the originals to me to authorize release of \$3,189,600 of the Pool A 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. Individuals requiring a copy of the unredacted form should contact me directly.

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

Very truly yours,



Steven V. Camerino

SVC
Enclosures

cc: Service List (via email)

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