



McLane, Graf,  
Raulerson & Middleton  
Professional Association

11 South Main Street, Suite 500 | Concord, NH 03301  
Tel: 603.226.0400 | www.mclane.com

OFFICES IN:  
MANCHESTER  
CONCORD  
PORTSMOUTH  
WOBURN, MA

STEVEN V. CAMERINO  
Direct Dial: 603-230-4403  
Email: steven.camerino@mclane.com  
Admitted in NH, MA and NY

**CONFIDENTIAL  
MATERIAL  
IN COMM FILE**

May 29, 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 MAY29'14 PM 3:38

**Re: Docket DG 11-040; Transfer of Ownership of Granite State Electric Company and EnergyNorth Natural Gas, Inc.—Escrow Release for the Quarter Ending March 31, 2014**

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 (now known as Liberty Utilities (Granite State Electric) Corp.), EnergyNorth Natural Gas, Inc. (now known as Liberty Utilities (EnergyNorth Natural Gas) Corp.), Liberty Energy Utilities Co., Liberty Energy Utilities (New Hampshire) Corp., and the staff of the New Hampshire Public Utilities Commission (“Staff”), enclosed are executed TSA Transfer Certifications for Liberty Utilities (EnergyNorth Natural Gas) Corp. (“EnergyNorth”) and Liberty Utilities (Granite State Electric) Corp. (“Granite State”) in the form set forth as Schedule 1 to the Escrow Release Agreement covering the period January 1 through March 31, 2014. The TSA Transfer Certifications certify that the Transition Services identified on each Certification have been completed and transferred to EnergyNorth and Granite State respectively, in accordance with the terms of the relevant Transition Service Agreements. (The Certification for EnergyNorth identifies four Transition Services that have been terminated. The Certification for Granite State identifies two 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.

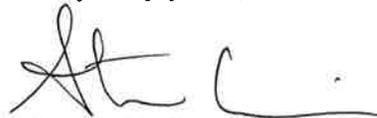
Also enclosed with this letter is an executed Pool A Release Certification for EnergyNorth and Granite State in the form set forth as Schedule 2 to the Escrow Release

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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 Release Certification for EnergyNorth and Granite State. 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 \$502,800 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,

A handwritten signature in black ink, appearing to read 'SVC' followed by a long horizontal line.

Steven V. Camerino

SVC:ds  
Enclosures

cc: Service List (via email)

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**SERVICE LIST - EMAIL ADDRESSES - DOCKET RELATED**

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**Pursuant to N.H. Admin Rule Puc 203.11 (a) (1): Serve an electronic copy on each person identified on the service list.**

Executive.Director@puc.nh.gov  
alex@krakowsouris.com  
amanda.noonan@puc.nh.gov  
celia.obrien@us.ngrid.com  
Christina.Martin@oca.nh.gov  
david.wiesner@puc.nh.gov  
diane.bateman@puc.nh.gov  
dnute@jordaninstitute.org  
grant.siwinski@puc.nh.gov  
gregm@ggga.net  
hmoftett@ort-reno.com  
jgred-simpson@ibewlocal326.org  
lynn.fabrizio@puc.nh.gov  
mark.naylor@puc.nh.gov  
Mark.Savoie@Libertyutilities.com  
mlicata@nhbia.org  
patrick.taylor@mclane.com  
robert.wyatt@puc.nh.gov  
Rorie.E.P.Hollenberg@oca.nh.gov  
sarah.knowlton@libertyutilities.com  
scott.j.rubin@gmail.com  
shannon.coleman@libertyutilities.com  
sjs@sjsullivanlaw.com  
Stephen.R.Eckberg@oca.nh.gov  
steve.frink@puc.nh.gov  
steven.camerino@mclane.com  
susan.chamberlin@oca.nh.gov  
suzanne.amidon@puc.nh.gov  
tom.frantz@puc.nh.gov

Docket #: 11-040-1      Printed: May 28, 2014

**FILING INSTRUCTIONS:**

**a) Pursuant to N.H. Admin Rule Puc 203.02 (a), with the exception of Discovery, file 7 copies, as well as an electronic copy, of all documents including cover letter with:**

DEBRA A HOWLAND  
EXECUTIVE DIRECTOR  
NHPUC  
21 S. FRUIT ST, SUITE 10  
CONCORD NH 03301-2429

**b) Serve an electronic copy with each person identified on the Commission's service list and with the Office of Consumer Advocate.**

**c) Serve a written copy on each person on the service list not able to receive electronic mail.**