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**CONFIDENTIAL
MATERIAL
IN COMM FILE**

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October 10, 2014

Via Electronic Mail and Hand Delivery

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

Re: Docket DG 11-040; Transfer of Ownership of Granite State Electric Company and EnergyNorth Natural Gas, Inc.—Escrow Release for Quarter Ending September 30, 2014 and Day N

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 July 1 through September 30, 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 fifteen Transition Services that have been terminated. The Certification for Granite State identifies twenty-eight 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 (“Settlement”).

Based on the foregoing, and consistent with the terms of the Escrow Release Agreement, the following documents are enclosed for signature by the Commission’s General Counsel:

Ms. Debra Howland
October 10, 2014
Page 2

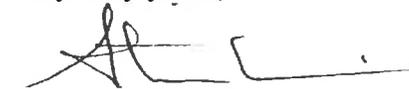
- Pool A Release Certification for EnergyNorth and Granite State in the form set forth as Schedule 2 to the Escrow Release Agreement authorizing the release of \$3,440,400 of Pool A Escrow Funds
- Disbursement Request in the form set forth as Schedule 3.1 to the Escrow Agreement dated July 3, 2012 (“Escrow Agreement”) entered into by National Grid and the escrow agent, Bank of America, directing Bank of America to release \$3,440,400 of Pool A Escrow Funds to National Grid.

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 \$3,440,400 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.

In addition to the foregoing and in accordance with the Settlement Agreement, enclosed is a Day N Certification (consistent with Schedule 3 to the Escrow Release Agreement), certifying that all Transition Services have been completed and that Day N (as defined in the Settlement) has occurred. Also enclosed is a Pool A Final Release Certification in the form set forth as Schedule 4 to the Escrow Release Agreement authorizing the release of the remaining \$1,500,000 of Pool A Escrow Funds. National Grid will be required to provide Bank of America with a Disbursement Request form in the form of Schedule 3.1 relating to these funds as well. However, the signed form is not yet available and therefore will be submitted under separate cover.

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

Very truly yours,



Steven V. Camerino

SVC:ds
Enclosures
cc: Service List (via email)