

**CONFIDENTIAL
MATERIAL
IN COMM FILE**

November 17, 2015

Via Electronic Mail and Overnight Courier

NHPUC 18NOV15PM1:33

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.—Release of Pool C Escrow
Funds**

Dear Ms. Howland:

As the Commission is aware, National Grid USA (“National Grid”) is party to an Agreement Regarding Process for Release of Escrow Funds dated July 20, 2012 (“Escrow Release Agreement”) that was entered into in conjunction with the Settlement Agreement approved by the Commission in its Order No. 25,370 (“Settlement Agreement”). Section 11 of the Escrow Release Agreement provides that “National Grid shall submit to Staff written confirmation, substantially in the form attached [to the Escrow Release Agreement] as Schedule 9 (“365 Days Certification”), 365 days following Day N, and thereafter, National Grid may notify the Escrow Agent that it is authorized to release the balance of the non-earmarked Escrow Funds to National Grid.” National Grid submitted the Day N Certification to the Commission on October 10, 2014.

In accordance with the terms of the Escrow Release Agreement, enclosed is a 365 Days Certification (consistent with Schedule 9 to the Escrow Release Agreement), certifying that the 365th day after Day N (as defined in the Settlement Agreement) has occurred.

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

- 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 \$7,500,000 of non-earmarked Pool C Escrow Funds to National Grid.

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Pursuant to the Escrow Release Agreement, National Grid requests that the Commission's General Counsel execute the Disbursement Request and return the originals to me to authorize release of \$7,500,000 of the non-earmarked Pool C 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.

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

Very truly yours,



Celia B. O'Brien

Enclosures

cc: Service List (via email)

SERVICE LIST - EMAIL ADDRESSES - DOCKET RELATED

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

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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.**