

MCLANE MIDDLETON

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By Hand Delivery

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

**Re: Docket No. ____; New England Power Company
Petition for Authority to Issue up to \$800 Million of Long Term Debt**

Dear Ms. Howland:


On behalf of New England Power Company ("NEP" or the "Company"), enclosed please find, pursuant to Puc 203.02 (a) (1), an original and six copies of NEP's Petition for Authority to Issue Long Term Debt (the "Petition"). The Petition seeks approval from the Public Utilities Commission ("Commission") pursuant to RSA 369:1 to issue, from time to time, new long-term debt not to exceed an aggregate principal amount of \$800 million, during the period extending three years from the date of approval, with an option for a two-year extension. Included with the Petition, as Attachment A, is the Company's application to the Massachusetts Department of Public Utilities for authorization and approval of the issuance of long term debt. Attachment B to the Petition contains the information required by Commission Form F-4, Puc 308.12.

The Company also asks, pursuant to Puc 201.05, that the Commission waive the provisions of Puc 308.12 (b) (7), (8) and (9), which, respectively, pertain to the filing of a private placement memorandum, a proposed promissory note, and the terms of new stock. These requirements are inapplicable to the circumstances; therefore, waiver would be in the public interest, and the waiver will not disrupt the orderly and efficient resolution of this matter.

An electronic copy has also been filed with the Commission and the Office of Consumer Advocate as required by Puc 203.02 (a) (2) and (4).

Please contact me if there are any questions about this filing.

Very truly yours,



Thomas B. Getz

Enclosures

McLane Middleton, Professional Association
Manchester, Concord, Portsmouth, NH | Woburn, Boston, MA

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