



July 3, 2012

Liberty Energy Utilities Corp.
2845 Bristol Circle
Oakville, Ontario
Canada L6H 7H7
Attn: Linda Beirsto, General Counsel

**Re: Letter Agreement with Regard to the Transfer of Records in
Connection with the Sale of Granite State Electric Company &
EnergyNorth Natural Gas, Inc.**

Dear Ms. Beirsto:

Reference is made to the (i) Stock Purchase Agreement between National Grid USA ("National Grid") and Liberty Energy Utilities (New Hampshire) Corp. ("Liberty"), as assignee of Liberty Energy Utilities Co., relating to the purchase and sale of the Granite State Electric Company ("Granite State"), and (ii) Stock Purchase Agreement among National Grid and Liberty, as assignee of Liberty Energy Utilities Co., and for purposes of Sections 2.1, 4.5, 5.1, 5.2, 5.3, 5.6, 7.1, 7.2(a), 7.4, 7.8, 7.11 and Articles X and XI only, National Grid NE Holdings 2 LLC, relating to the purchase and sale of EnergyNorth Natural Gas, Inc. ("EnergyNorth", and together with Granite State, the "Companies"), each entered into on December 8, 2010 and amended and restated as of January 21, 2011 (the "Purchase Agreements"). Capitalized terms used in this letter agreement but not defined herein shall have the meanings ascribed to them in the Purchase Agreements.

In connection with the sale of the Companies to Liberty, the parties intend to transfer to Liberty all contracts, books, data, documents, manuals, training materials, maps, reports, or other information, including records created, maintained or generated through various electronic systems, in National Grid's possession that relate to the business of the Companies (collectively, the "Records"). This letter agreement is intended to memorialize the parties' specific understanding with regard to the transfer of Records.

1. Transfer of Records

It is the parties' intent that all of the Records of the Companies will be transferred to Liberty in accordance with Schedule A. The parties will employ commercially reasonable efforts to ensure that the Companies have uninterrupted access to the Records and remain in compliance with all applicable Law concerning data retention. To the extent a category of Records is subsequently identified that is not specifically addressed in Schedule A, the parties will work in good faith to transfer such Records to Liberty in a manner consistent with the terms of this letter agreement.

2. Timing of Transfer

Except for any Records necessary to be at the Companies' facilities at the time of Closing, National Grid, in coordination with Liberty, will transfer the Records to the Companies during the period covered by the Transition Services Agreements. Schedule A includes an estimated transfer date for each category of Records based on the business need for such Records, and Liberty's ability to accept same. For any Records for which the parties have not specified a transfer date, such Records will be transferred to Liberty at or about the time the related service under the Transition Services Agreement is transitioned to Liberty. Liberty may request that National Grid expedite the transfer of any Records should the need arise, and National Grid shall work in good faith to accommodate such request.

3. Transition Services Agreements.

Except as provided in this letter agreement, the transfer of Records following the Closing will be performed by National Grid pursuant to the terms and conditions of the Transition Services Agreements.

4. Retention of Records

To the extent any Records are not transferred to Liberty, National Grid will, except as otherwise agreed to by the parties, retain such Records consistent with its records retention policies, as such policies may be reasonably amended from time to time, and applicable Law. Upon the expiration of the relevant retention period, National Grid will have no further obligation to retain such Records.

5. Personal Information

In connection with the transfer of Records, the parties shall adopt, implement and maintain procedures sufficient to protect from improper disclosure or use any personal information (to the extent such procedures are not already in place). Such security procedures shall be reasonably acceptable to the parties and in compliance with all applicable statutory and regulatory requirements. "Personal" information shall include, without limitation, all private information in the parties' possession relating to the Companies' customers and employees (both current and former).

6. National Grid's Use of Records

In addition to any provisions in the Purchase Agreements concerning National Grid's use of Records following the Closing, National Grid shall have use of the Records to the extent reasonably necessary to provide transition services under the Transition Services Agreements. To the extent National Grid reasonably requires access to any Record following the Closing, the Companies shall cooperate with National Grid to provide access.

7. Remedies.

The parties recognize that in the event National Grid fails to comply with this Letter Agreement damages will neither be a sufficient nor adequate remedy. As such, Liberty shall be entitled to equitable relief, including, without limitation, specific performance, as a remedy for any such breach or non-compliance.

8. Miscellaneous

This letter agreement shall not be construed to affect or modify the terms and conditions of the Purchase Agreements nor the rights and obligations of the Parties thereunder, except as specifically contemplated in this letter agreement.

This letter agreement shall be governed by and construed in accordance with the laws of the State of New York, without reference to the conflicts of law provisions thereof.

[Signature Page to Follow]

Please confirm Buyer's agreement with the matters discussed above by countersigning this letter in the space provided below.

Yours truly,

NATIONAL GRID USA

By: 
John G. Cochrane
Executive Vice President

Confirmed and agreed as of
the ____ day of _____, 2012

**LIBERTY ENERGY UTILITIES (NEW HAMPSHIRE) CORP.,
as assignee of LIBERTY ENERGY UTILITIES CO.**

By: _____
Ian Robertson
President

cc: Sheldon S. Adler, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP

James G. Goetsch, Esq,
Husch Blackwell LLP

[Records Letter]

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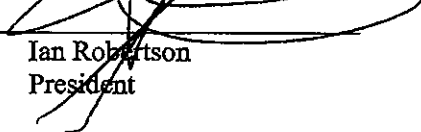
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By: 
Ian Robertson
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cc: Sheldon S. Adler, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP

James G. Goettsch, Esq.
Husch Blackwell LLP

[Records Letter]

**Schedule A
Transfer of Records**

Area	Record Type	Records to be Transferred	Format	Method of Transfer	Estimated Timing of Transfer	Notes
Legal	Corporate Records	Organizing document and minute books	Originals	Physical transfer of hard copies	On or about Closing	
Human Resources	HR Peoplesoft records for all union and management employees	Complete employment record	Electronic	Electronically	On or about Closing	HR/IS to export data for transfer; request for update will be made prior to Closing.
Human Resources	Training records of all union and management employees--PS or other systems	Complete employment record	Electronic	Electronically	On or about Closing	HR to coordinate with Training to copy records; request for update will be made prior to Closing.
Human Resources - Health & Training	Safety Records of all union and management employees	Complete employment record	Electronic	Electronically	On or about Closing	Request DOT records from IHM and Operator Qualifications from Technical Training
Human Resources	Drug testing records and information with regard to open workers compensation matters	Complete employment record	Hard Copy	Physical transfer of hard copies	On or about Closing	Request hard copies from IHM
Human Resources	Department files of all union and management employees	Complete employment record	Hard Copy	Physical transfer of hard copies	On or about Closing	
Human Resources	Personnel files of all union and management employees	Complete employment record	Hard Copy	Physical transfer of hard copies	On or about Closing	Request hard copies from Records Mgmt
Human Resources	Personnel files of all Granite State and Energy North retirees and terminated vested employees	Complete employment record	Hard Copy	Physical transfer of hard copies	On or about Closing	Request hard co Request hard copies from Records Mgmt

Area	Record Type	Records to be Transferred	Format	Method of Transfer	Estimated Timing of Transfer	Notes
Human Resources	Labor Relations records for all union employees and unions, including but not limited to: grievance & arbitration documents, contract negotiation notes, discipline history, seniority reports, union agreements, job descriptions	Complete employment record for employees; complete bargaining history for unions	Hard Copy	Physical transfer of hard copies	On or about Closing	HR to coordinate with NG Labor Relations to copy files
Human Resources	Benefits information for all union and management employees, including 401K, pension, medical insurance,	Complete employment record	Electronic	Electronically	On or about Closing	HR/IS to export data for transfer
Health	Spreadsheet identifying require medical screening and the expiration dates.	Current medical screening data	Electronic	Electronically	On or about Closing	National Grid will retain copies; request for final list/updates will be made just prior to Closing.
IT	Various Business Applications	NG plans to provide Liberty with all historical data that is electronically available (length of time vary by application)	Electronic	TBD	TBD. Dependant upon when Liberty systems are in place and per agreed cutover plan.	NG business will determine at a later date how long the data for each application needs to be maintained by NG to ensure NG can support any post-divestiture legal, regulatory and/or customer inquiries
IT	Common Shared Drive Data	Business pertinent New Hampshire related data for those National Grid individuals transferring to Liberty Energy on Day 1.	Microsoft Office Suite files	Electronic migration from various National Grid servers to New Hampshire dedicated servers.	On or about Closing	
IT	Personal H: Drive Data	Business pertinent New Hampshire related Users home directory data for those National Grid individuals transferring to Liberty Energy on Day 1.	Microsoft Office Suite files	Electronic migration from various National Grid servers to New Hampshire dedicated servers.	On or about Closing	

Area	Record Type	Records to be Transferred	Format	Method of Transfer	Estimated Timing of Transfer	Notes
IT	Email	90 days of email prior to the day email services transition to Liberty for those National Grid individuals transferring to Liberty.	PST file	External hard drive to be provided to Liberty Energy.	On or about Closing	
IT	SharePoint Data	Business pertinent New Hampshire related data for those National Grid individuals transferring to Liberty on Day 1.	Microsoft Office Suite files and multiple other formats.	Electronic migration from various National Grid servers to New Hampshire dedicated servers.	On or about Closing	
Gas Supply / Energy Procurement	Sendout data	NH Procurement Data	Electronic	Electronic migration from various National Grid servers to New Hampshire dedicated servers.	On or about Closing	
Gas Supply / Energy Procurement	Peak Day sendout and supply data	NH Procurement Data	Electronic	Electronic migration from various National Grid servers to New Hampshire dedicated servers.	On or about Closing	
Gas Supply / Energy Procurement	Curtailment data (pipeline, customers, etc.)	NH Procurement Data	Electronic	Electronic migration from various National Grid servers to New Hampshire dedicated servers.	On or about Closing	
Gas Supply / Energy Procurement	Supply plan	NH Procurement Data	Electronic	Electronic migration from various National Grid servers to New Hampshire dedicated servers.	On or about Closing	
Gas Supply / Energy Procurement	Invoice data from all pipelines – including daily sendouts by gate station	NH Procurement Data	Electronic	Electronic migration from various National Grid	On or about Closing	

Area	Record Type	Records to be Transferred	Format	Method of Transfer	Estimated Timing of Transfer	Notes
				servers to New Hampshire dedicated servers.		
Gas Supply / Energy Procurement	Invoice data from suppliers/marketers	NH Procurement Data	Electronic	Electronic migration from various National Grid servers to New Hampshire dedicated servers.	On or about Closing	
Gas Supply / Energy Procurement	Data from Broker Management System (BMS)	NH Procurement Data	Electronic	Electronic migration from various National Grid servers to New Hampshire dedicated servers.	Upon cutover to Liberty systems per agreed cutover plan.	
Electric Supply / Energy Procurement	All hourly loads calculated	NH Procurement Data	Electronic	Electronic migration from various National Grid servers to New Hampshire dedicated servers.	On or about Closing	
Electric Supply / Energy Procurement	Class average load shapes	NH Procurement Data	Electronic	Electronic migration from various National Grid servers to New Hampshire dedicated servers.	On or about Closing	
Electric Supply / Energy Procurement	Customer account data	NH Procurement Data	Electronic	Electronic migration from various National Grid servers to New Hampshire dedicated servers.	Upon cutover to Liberty systems per agreed cutover plan.	
Electric Supply / Energy Procurement	Report on competitive suppliers	NH Procurement Data	Electronic	Electronic migration from various National Grid servers to New Hampshire	On or about Closing	

Area	Record Type	Records to be Transferred	Format	Method of Transfer	Estimated Timing of Transfer	Notes
				dedicated servers.		
Electric Supply / Energy Procurement	Settlement reports from ISO	NH Procurement Data	Electronic	Electronic migration from various National Grid servers to New Hampshire dedicated servers.	On or about Closing	
Electric Supply / Energy Procurement	Default service invoices	NH Procurement Data	Electronic	Electronic migration from various National Grid servers to New Hampshire dedicated servers.	On or about Closing	
Electric Supply / Energy Procurement	Master Power Agreements, Amendments and Confirmations	NH Procurement Data	Electronic	Electronic migration from various National Grid servers to New Hampshire dedicated servers.	On or about Closing	
Electric Supply / Energy Procurement	Renewable Portfolio Standards (RPS) transactions	NH Procurement Data	Electronic	Electronic migration from various National Grid servers to New Hampshire dedicated servers.	On or about Closing	
Electric Supply / Energy Procurement	New Hampshire Commission orders to the end of Standard Offer	NH Procurement Data	Electronic	Electronic migration from various National Grid servers to New Hampshire dedicated servers.	On or about Closing	
Electric Supply / Energy Procurement	Default service rate filings	NH Procurement Data	Electronic	Electronic migration from various National Grid servers to New Hampshire dedicated servers.	On or about Closing	
Customer	Customer System Data	NH Procurement Data	Electronic	Electronically in	Implementation of	

Area	Record Type	Records to be Transferred	Format	Method of Transfer	Estimated Timing of Transfer	Notes
				native format	Liberty's CRM system	
Customer	Onyx	NH-specific customer data.	Electronic	Electronically in native format	Implementation of Liberty's CRM system	
Customer	Avenue	NH-specific customer data.	Electronic	Electronically in native format	Implementation of Liberty's CRM system	
Customer	InDemand	NH-specific customer data.	Electronic	Electronically in native format	Implementation of Liberty's CRM system	
Customer	Energy Efficiency	Historical Filings, Program and Market Evaluation Studies, Program B/C models, reports and all related Market Research.	Electronic	Electronically in native format	On and after Closing	
Customer	NH-specific customer market research	Customer satisfaction, brand and product awareness data, and all related 3rd party customer market data (ABI, TRW, etc.).	Electronic	Electronically in native format	On and after Closing	
Customer	Gas Sales/Conversions	Historical gas sales conversion reports and volumes, customer and trade partner program activity reports, IRR models, and marketing activity reports.	Electronic	Electronically in native format	On and after Closing	
Customer	Sales Agreements (gas)	NH-specific customer data	Electronic	Electronically in native format	On and after Closing	
Customer	Collections related documents (elec & gas) – Bankruptcy, surety bonds, irrevocable letters of credit, protection documents (gas)	NH-specific customer data	Hard copy originals	Physical transfer	Implementation of Liberty's Customer System	
Customer	Paper documents (elec) filed in Nboro Accounts Processing/Iron Mountain (bill landlord agreements, correspondence)	NH-specific customer data	Hard copy originals	Physical transfer	Implementation of Liberty's Customer System	

Area	Record Type	Records to be Transferred	Format	Method of Transfer	Estimated Timing of Transfer	Notes
Customer	Paper documents (gas) filed in Brooklyn Accounts processing (Fixed Price Option forms, final bill disputes)	NH-specific customer data	Hard copy originals	Physical transfer	Implementation of Liberty's Customer System	
Customer	Paper documents (gas correspondence) worked by the Nboro Contact Center	NH-specific customer data	Hard copy originals	Physical transfer	Implementation of Liberty's Customer System	
Customer	Call Center Historic Data (call volume, call answering time, service level etc)	NH-specific customer data	Electronic	Electronic	On and after Closing	
Customer	Historic Compliance Filings	NH-specific customer data	Electronic	Electronic	On and after Closing	
Customer	Distributed Generation Interconnection Agreements	NH-specific customer data	Hard copy originals	Physical transfer	On and after Closing	
Customer	Customer Related Files	CIACs, SEAs, letters, street light letters, customer notes	Hard Copies	Physical Transfer	On and after closing	
Customer	Street Light Reports-From Crystal Application	NH-specific customer data	Electronic	Electronically in native format	Implementation of Liberty's customer system	
Environmental	MGP Site Records	Reports, Correspondence, Permit applications and approvals	Paper Copies	Physical transfer	On and after Closing	National Grid will retain copies
Environmental	Cost sharing agreements with third parties for MGP sites	Agreements and recent invoices	Electronic, where available	Electronic – Email	On or about Closing	National Grid will retain copies
Environmental	Legal Agreements for MGP sites	Access agreements, settlement agreements	Electronic, where available	Electronic – Email	On or about Closing	National Grid will retain copies
Environmental	Environmental Operations	Permits, manifests, etc	Paper and electronic	Paper and electronic	On or about Closing	National Grid will retain copies
Safety	Safety Records	Safety Compliance Records	Electronic	To be transferred with IMS application transfer	With IMS application transfer	National Grid will retain copies

Area	Record Type	Records to be Transferred	Format	Method of Transfer	Estimated Timing of Transfer	Notes
Operations	Maps and Drawings	Plants /Gate Stations and Regulator stations	Electronic and Paper	Electronic and Paper	Currently located in NH	
Operations	Maintenance Records Plants / Gate Stations	All Plant maintenance records and 5 years of Regulator and Odor and and Instrumentation.	Electronic and Paper	Electronic and Paper	Currently located in NH	
Operations /Gas Control	SCADA Data	5 years of Pressures, Flows, BTU history, LNG/LPG usage	Electronic and Paper	Electronic and Paper	When Liberty's SCADA system is operational	May require both formats due to NGrid Telvent system storage limits
Operations / Electric Control	SCADA Data	5 years of Usage, System notes, any other relevant SCADA information	Electronic	Electronic and Paper	When Liberty's SCADA system is operational	
Weather Data	Actual daily weather data (high, low, mean temperatures, wind speed)	10 years	Electronic	Electronic	On or about Closing	
Operations	Training Records	5 years LNG/LPG and I & R Personnel Training records,	Electronic and Paper	Electronic	Currently located in NH	
Operations	Engineering	NH Primary Valve and Curtailment Plan Program Files	Electronic	Electronically	On or about Closing	Will require these documents once all of Liberty Applications and Systems are up and running on Day N)
Operations	Maintenance Records	Substation Prints Substation Asset Records Sub Maintenance Records Recloser Records Relay Records (Sub and Line) Inspection Records from I&M Meter Records Fleet Records	Electronic and Hard Copy	Electronic and Hard copy transfer	On or about Closing	
Operations/Human Resources	Driver Qualification Files	Complete Driver Qualification Records	Hard Copy	Copy of the Records	On or about Closing	Pre- close activity will be a copy
Operations	Corrosion Engineering	Asset records, databases, policies.	Electronic and Paper	Electronically and physical transfer of files	Most have already been transferred to NH	
Operations	Engineering & Construction, Maps, Maintenance Records	GIS, Leak Survey, Damage Prevention, Primary Valve, Leak Repair Records	Electronic and Paper	Electronically and Physical	Upon cutover to Liberty systems per agreed cutover plan.	Will require these documents once all of Liberty Applications and Systems are up and running on Day

Area	Record Type	Records to be Transferred	Format	Method of Transfer	Estimated Timing of Transfer	Notes
						N
Operations	Work Orders	Work Order History that resides in MAXIMO and corresponding Financials in Oracle	Electronic and Paper	Electronically and Physical	Upon cutover to Liberty systems per agreed cutover plan.	Will require these documents once all of Liberty Applications and Systems are up and running on Day N
Operations	Gas Planning Engineering	NH Distribution System Stoner Modeling Files and Pressure Maps	Electronic	Electronically	Upon cutover to Liberty systems per agreed cutover plan.	Will require these documents once all of Liberty Applications and Systems are up and running on Day N
Operations	Gas Project Engineering	Project files, Work Packages, Engineering Documents, Forms, Guidelines	Electronic	Electronically	Most files already transferred to NH	
Operations	Electric Planning	GSE Planning Records and Drawings	Paper and electronic	Physical transfer and electronic	On or about Closing	
Operations	Electric Project Engineering	Project Drawing and paper files	Paper and Electronic	Physical transfer	On or about Closing	
Operations	Electric Substation/Line Drawings and Asset/Maintenance Records	Electric Substation Drawings and Asset/Maintenance Records; Line Inspection and Maintenance Records	Electronic	Electronically	On or about Closing	
Operations	Investment Planning	Historical budgets and capex spending	Electronic	Electronically	On or about Closing	Files on Investment Planning Shared Drive
Operations	Work Orders	Historic STORMS Work Orders	Electronic	Electronically	Upon cutover to Liberty systems per agreed cutover plan.	Other than converted work orders – historic only
Operations	System Maps and Relay	Primary, URD, Secondary, and Relay Records	Paper and Electronic	Physical and electronically	On or about Closing	
Operations	Real Estate	Real Estate and Property/Easement Files	Paper and Electronic Files	Physical Transfer and Electronically	On or about Closing	
Regulatory Compliance - Gas	Past Enforcement Actions & Past Pipeline Safety Audits	5 Years	Electronic and Paper	Electronic and Paper	Done	

Note: All electronic data to be transferred to Buyer must conform to National Grid's security protocols. All paper documents must be properly classified and labeled based on company standards. For guidance, please contact Digital Risk and Security.