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March 26, 2024

Mr. Daniel C. Goldner
Chairman
New Hampshire Public Utilities Commission
21 South Fruit Street, Suite 10
Concord, NH 03301-2429

**Re: Docket No. 24-XXX, Portland Natural Gas Transmission System
Petition to Transfer Partnership Interests**

Dear Chairman Goldner:

Enclosed please find, pursuant to RSA 369:8, II (b)(1), a Petition to Transfer Partnership Interests ("Petition") in Portland Natural Gas Transmission System ("PNGTS"). The Petition is filed jointly by TC Pipelines, LP, a Delaware limited partnership ("TCP") and Northern New England Investment Company, Inc., a Vermont corporation ("NNEIC", together with TCP, "Sellers") and BlackRock Global Infrastructure Fund IV, SCSp, an affiliate of BlackRock Financial Management, Inc. ("BGIF IV") and North Haven Infrastructure Partners III (AIV-B) SCSp, an affiliate of Morgan Stanley Infrastructure Inc ("NHIP III", and together with BGIF IV, the "Buyers").

As required by Puc 202.01 (c), the Sellers and Buyers (collectively, "Petitioners") include with the Petition a "copy of the document memorializing the transaction" and a detailed written representation that the transaction will not have an adverse effect on rates, terms, service, or operation of PNGTS in New Hampshire. As we understand RSA 369:8, II (b)(2), if the Commission does not issue an order within 60 days of the completed filing, the transaction shall be considered approved as filed, which necessitates a condensed process and schedule. In an attempt to accommodate the streamlined process, the detailed written representation is sworn to by a senior executive, and also included with the Petition is sworn, pre-filed testimony demonstrating the Buyers' financial, managerial, and technical capability, which is being filed concurrently in a petition to the Site Evaluation Committee ("SEC").

Also included with the Petition is a Motion for Protective Order and Confidential Treatment pursuant to Puc 203.08 and RSA 91-A:5, IV. The Petitioners seek confidential treatment of Attachment C, the Purchase and Sale Agreement ("PSA") executed March 2, 2024, in its entirety, which is the document memorializing the transaction that is the subject of this proceeding, and limited portions of the financial capability testimony of Messrs. Sailors and Saxe from the SEC filing provided in Attachment F-1.

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Please include the following individuals on the Commission's service list.

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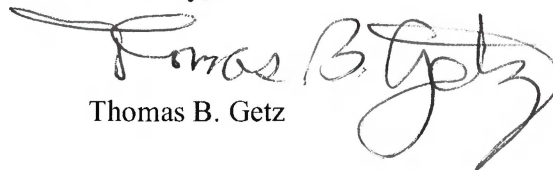
Hyde Andrew, andrew.hyde@energir.com

Finally, please note, consistent with Puc 203.16, the appearance of Attorney David Littell, admitted in Maine, from the firm of Bernstein Shur on behalf of the Sellers. Attorney Littell's office address is 100 Middle Street, West Tower, Portland, ME, 04101. He can be reached at (207) 774-1200 and dlittell@bernsteinshur.com.

Consistent with current practice, this petition is being filed in electronic form. Unredacted versions of the PSA and the testimony of Messrs. Sailors and Saxe have been stamped CONFIDENTIAL and are being hand-delivered in a stamped and sealed envelope.

If you have any questions, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink that reads "Thomas B. Getz". The signature is written in a cursive style with a large, sweeping flourish at the end of the name.

Thomas B. Getz

Cc: Service List (Electronically)