



May 14, 2015

Mr. A. John Sullivan, Rates Division
Department of Public Utilities
One South Station
Boston, MA 02110

RE: Liberty Utilities Revised 2013 Annual Return

Dear Mr. Sullivan,

On behalf of Liberty Utilities (New England Natural Gas Company) Corp. d/b/a Liberty Utilities (“Liberty” or the “Company”), please find the Company’s revised annual return for its Fall River and North Attleboro service areas, for the twelve-month period ending December 31, 2013.

This filing is consistent with the consolidation of the Company’s rates and operations as reviewed and approved in New England Gas Company, D.P.U. 08-35 (2009), and with the purchase and sale of the former New England Gas Company assets to Liberty Utilities Co., as reviewed and approved by the Department in New England Gas Company, D.P.U. 13-07 (2014). In 2014, subsequent to the filing of the Company’s annual report for calendar year 2013 and the D.P.U. 13-07 compliance filing, the Company identified various other adjustments that needed to be made to opening balances. Therefore, concomitant with this filing, the Company will make a revised D.P.U. 13-07 compliance filing to reflect those changes. Because the Company’s approach to the 2013 annual return was to fully reflect all acquisition-related entries, including 2014 entries, on a proforma basis in the annual return for calendar year 2013, the annual return for calendar year 2013 needed to be revised to reflect those items.

Should you have any questions regarding this filing, please do not hesitate to contact me directly.

Very truly yours,


Ronald John Ritchie, Esq.

Enclosures

cc: Kevin Brannelly, Rates and Revenues Division
Vincent P. Duffy, Liberty
Lucy LaForce, Liberty
Maria Lavault, Liberty

Commonwealth of Massachusetts
Department of Public Utilities

One South Street
Boston, MA 02110

STATEMENT OF OPERATING REVENUES

YEAR 2013 (REVISED)

Name of Company **LIBERTY UTILITIES (NEW ENGLAND NATURAL GAS COMPANY) CORP**
D/B/A LIBERTY UTILITIES
Address 36 Fifth St.
Fall River, Ma 02721

		Location on <u>Annual Return</u>
Massachusetts Operating Revenues (Intrastate)	\$ <u>2,946,045</u>	<u>10</u>
Other Revenues (outside Massachusetts)	\$ _____	_____
Total Revenues	\$ _____	_____

I hereby certify under the penalties of perjury that the foregoing statement is true to the best of my knowledge and belief.

Signature

Name

James M. Sweeney

Title

President-Liberty Utilities MA

The purpose of this statement is to provide the Department of Public Utilities with the amount of intrastate operating revenues for the annual assessment made pursuant to G.L. c. 25, § 18.

If invoices or correspondence are to be addressed to a particular individual or department of the Company, please provide the name, title, and address below.

Name Vincent Duffy
Title Director / Controller
Address 36 Fifth St.
Fall River, MA 02721

DEPARTMENT OF TELECOMMUNICATIONS & ENERGY

This statement is filed in accordance with Chapter 164, Section 84A

CONDENSED FINANCIAL RETURN
LIBERTY UTILITIES (NEW ENGLAND NATURAL GAS COMPANY) CORP
FOR THE PERIOD DECEMBER 20, 2013 - DECEMBER 31, 2013

FULL NAME OF COMPANY

LIBERTY UTILITIES (NEW ENGLAND NATURAL GAS
COMPANY) CORP d/b/a LIBERTY UTILITIES

LOCATION OF PRINCIPAL BUSINESS OFFICE

36 Fifth St.
Fall River, MA 02721

STATEMENT OF INCOME FOR THE (PARTIAL) YEAR

Item	Current (Partial) Year 12/20/2013 - 12/31/2013	Increase or (Decrease) from Preceding Year
OPERATING INCOME		
Operating Revenues	2,946,045	
Operating Expenses:		
Operation Expense	1,200,393	The sale of the former NEGC assets created the Liberty Utilities entity based on NEGC net assets as of 12/20/13 (Liberty (NEGC) Corp was incorporated on 12/13/13). As such, any prior year amounts for Liberty Utilities are \$0. For a comparison of pre-sale ETE (NEGC) total 2012 income statement activity to combined Liberty (NEGC) and ETE (NEGC) 2013 income statement activity, refer to page 10-Liberty.
Maintenance Expense	65,284	
Depreciation Expense	142,964	
Amortization of Utility Plant	-	
Amortization of Property Losses	-	
Amortization of Investment Tax Credit	-	
Taxes Other Than Income Taxes	12,694	
Income Taxes	585,416	
Provision for Deferred Fed.Inc.Taxes	-	
Fed. Inc. Taxes Def. in Prior Yrs.-Cr.	-	
Total Operating Expenses	2,006,752	
Net Operating Revenues	939,293	
Income from Utility Plant Leased to Others	-	
Other Utility Operating Income	-	
Total Utility Operating Income	939,293	
OTHER INCOME		
Income from Mdse. Job. & Contract Work	-	
Income from Nonutility Operations	-	
Nonoperating Rental Income	-	
Interest and Dividend Income	-	
Miscellaneous Nonoperating Income	-	
Total Other Income	-	
Total Income	939,293	
MISCELLANEOUS INCOME DEDUCTIONS		
Miscellaneous Amortization	(34,281)	
Other Income Deductions	-	
Total Income Deductions	(34,281)	
Income Before Interest Charges	973,574	
INTEREST CHARGES		
Interest on Long-Term Debt	51,849	
Amortization of Debt Disc. & Expense	-	
Amortization of Prem. on Debt - Credit	-	
Int. on Debt to Associated Companies	15,043	
Other Interest Expense	(359)	
Interest Charged to Construction - Credit	-	
Total Interest Charges	66,533	
Net Income	907,041	
	-	

Note: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NEGC assets from ETE on December 20, 2013.

Pages Containing Data Applicable to Liberty ownership during
2013

DEPARTMENT OF TELECOMMUNICATIONS & ENERGY

This statement is filed in accordance with Chapter 164, Section 84A

CONDENSED FINANCIAL RETURN
LIBERTY UTILITIES (NEW ENGLAND NATURAL GAS COMPANY) CORP
FOR THE PERIOD DECEMBER 20, 2013 - DECEMBER 31, 2013

FULL NAME OF COMPANY

LIBERTY UTILITIES (NEW ENGLAND NATURAL GAS
COMPANY) CORP d/b/a LIBERTY UTILITIES

LOCATION OF PRINCIPAL BUSINESS OFFICE

36 Fifth St.
Fall River, MA 02721

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Item	Current (Partial) Year 12/20/2013 - 12/31/2013	Increase or (Decrease) from Preceding Year
OPERATING INCOME		
Operating Revenues	\$ 2,946,045	\$
Operating Expenses:		The sale of the former NEGC assets created the Liberty Utilities entity based on NEGC net assets as of 12/20/13 (Liberty (NEGC) Corp was incorporated on 12/13/13). As such, any prior year amounts for Liberty Utilities are \$0. For a comparison of pre-sale ETE (NEGC) total 2012 income statement activity to combined Liberty (NEGC) and ETE (NEGC) 2013 income statement activity, refer to page 10-Liberty.
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Amortization of Utility Plant	-	
Amortization of Property Losses	-	
Amortization of Investment Tax Credit	-	
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Provision for Deferred Fed.Inc.Taxes	-	
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	-	

Note: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NEGC assets from ETE on December 20, 2013.

DEPARTMENT OF TELECOMMUNICATIONS & ENERGY

This statement is filed in accordance with Chapter 164, Section 84A

CONDENSED FINANCIAL RETURN

FULL NAME OF COMPANY

LIBERTY UTILITIES (NEW ENGLAND NATURAL GAS
COMPANY) CORP d/b/a LIBERTY UTILITIES
45 North Main St.
Fall River, MA 02720

LOCATION OF PRINCIPAL BUSINESS OFFICE

BALANCE SHEET AS OF 12/31/2013
LIBERTY UTILITIES (NEW ENGLAND NATURAL GAS COMPANY) CORP

Title of Account	Balance as of 12/31/2013	Title of Account	Balance as of 12/31/2013
UTILITY PLANT		PROPRIETARY CAPITAL	
Utility Plant	\$ 140,043,749	CAPITAL STOCK	
OTHER PROPERTY AND INVESTMENTS		Common Stock Issued	-
Nonutility Property	15,616	Preferred Stock Issued	-
Investment in Associated Companies	-	Capital Stock Subscribed	-
Other Investments	-	Surplus Invested in Plant	5,492,561
Special Funds	-	Total	5,492,561
Total Other Property and Investments	15,616	SURPLUS	
CURRENT AND ACCRUED ASSETS		Other Paid-In Capital	41,105,664
Cash	1,880,616	Earned Surplus	907,041
Special Deposits	-	OCI - Pension & FAS 87	549,272
Working Funds	-	Total	42,561,977
Temporary Cash Investments	557,391	Total Proprietary Capital	48,054,538
Notes and Accounts Receivable	11,452,275	LONG-TERM DEBT	
Receivables from Assoc. Companies	-	Bonds	19,500,000
Materials and Supplies	2,646,760	Advances from Associated Companies	14,199,032
Prepayments	26,681	Other Long-Term Debt	-
Interest and Dividends Receivable	-	Total Long-Term Debt	33,699,032
Rents Receivable - Gas Costs	-	CURRENT AND ACCRUED LIABILITIES	
Accrued Utility Revenues	10,755,178	Notes Payable	-
Misc. Current and Accrued Assets	-	Accounts Payable	6,128,576
Total Current and Accrued Assets	27,318,901	Payables to Associated Companies	7,017,583
DEFERRED DEBITS		Customer Deposits	458,515
Unamortized Debt Discount and Expense	-	Taxes Accrued	643,720
Extraordinary Property Losses	-	Interest Accrued	411,328
Preliminary Survey and Investigation Charges	-	Dividends Declared	-
Clearing Accounts	90,944	Matured Long-Term Debt	-
Temporary Facilities	-	Matured Interest	-
Miscellaneous Deferred Debits	49,799,731	Tax Collections Payable	57,310
Total Deferred Debits	49,890,676	Misc. Current and Accrued Liabilities	1,672,508
CAPITAL STOCK DISCOUNT AND EXPENSE		Total Current and Accrued Liabilities	16,389,541
Discount on Capital Stock	-	DEFERRED CREDITS	
Capital Stock Expense	-	Unamortized Premium on Debt	-
Total Capital Stock Discount and Expense	-	Customer Advances for Construction	-
REACQUIRED SECURITIES		Other Deferred Credits	53,750,317
Reacquired Capital Stock	-	Total Deferred Credits	53,750,317
Reacquired Bonds	-	RESERVES	
Total Reacquired Securities	-	Reserves for Depreciation	59,709,729
Total Assets and Other Debits	217,268,942	Reserves for Amortization	-
		Reserve for Uncollectible Accounts	1,393,555
		Operating Reserves	311,096
		Reserve for Depreciation and Amortization of Nonutility Property	-
		Reserves for Deferred Federal Income	-
		Taxes	-
		Total Reserves	61,414,380
		CONTRIBUTIONS IN AID OF CONSTRUCTION	
		Contributions in Aid of Construction	3,981,134
		Total Liabilities and Other Credits	217,268,942

Note: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NEGC assets from ETE on December 20, 2013.

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DEPARTMENT OF TELECOMMUNICATIONS & ENERGY

This statement is filed in accordance with Chapter 164, Section 84A

CONDENSED FINANCIAL RETURN

FULL NAME OF COMPANY

LIBERTY UTILITIES (NEW ENGLAND NATURAL GAS COMPANY) CORP d/b/a LIBERTY UTILITIES

LOCATION OF PRINCIPAL BUSINESS OFFICE

45 North Main St.
Fall River, MA 02720

GAS OPERATING REVENUES FOR THE PERIOD 12/20/2013 - 12/31/2013
LIBERTY UTILITIES (NEW ENGLAND NATURAL GAS COMPANY) CORP

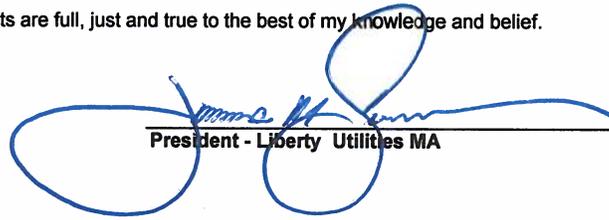
Account	Operating Revenues	
	Amount for (Partial) Year	Increase (Decrease) from Preceding Year
SALES OF GAS	\$	\$
Residential Sales	1,730,137	The sale of the former NEGC assets created the Liberty Utilities entity based on NEGC net assets as of 12/20/13 (Liberty (NEGC) Corp was incorporated on 12/13/13). As such, any prior year amounts for Liberty Utilities are \$0. For a comparison of pre-sale ETE (NEGC) total 2012 income statement activity to combined Liberty (NEGC) and ETE (NEGC) 2013 income statement activity, refer to page 10-Liberty.
Commercial and Industrial Sales	-	
Small (or Commercial)	518,936	
Large (or Industrial)	2,556	
Other Sales to Public Authorities	-	
Interdepartmental Sales	-	
Miscellaneous Gas Sales	-	
Total Sales to Ultimate Consumers	2,251,629	
Sales for Resale	57,950	
Total Sales of Gas	2,309,579	
OTHER OPERATING REVENUES		
Supplier Sales	-	
Unbilled Revenue	315,144	
Miscellaneous Service Revenues	-	
Revenues from Transportation of Gas of Others	321,322	
Sales of Products Extracted from Natural Gas	-	
Revenues from Natural Gas Processed by Others	-	
Rent from Gas Property	-	
Interdepartmental Rents	-	
Other Gas Revenues	-	
Total Other Operating Revenues	636,466	
Total Gas Operating Revenues	2,946,045	

SUMMARY OF GAS OPERATION AND MAINTENANCE EXPENSES

Functional Classification	Operation	Maintenance	Total
Steam Production	\$	\$	-
Manufactured Gas Production	458	-	458
Other Gas Supply Expenses	934,141	-	934,141
Total Production Expenses	934,599	-	934,599
Local Storage Expenses	-	3,057	3,057
Transmission and Distribution Expenses	20,800	62,227	83,027
Customer Accounts Expenses	94,808	-	94,808
Sales Expenses	12,343	-	12,343
Administrative and General Expenses	137,844	-	137,844
Total Gas Operation and Maintenance Expenses	1,200,393	65,284	1,265,677

Note: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NEGC assets from ETE on December 20, 2013.

April 30, 2015, I hereby certify that the foregoing statements are full, just and true to the best of my knowledge and belief. This statement is signed under the penalties of perjury.


President - Liberty Utilities MA

DEPARTMENT OF TELECOMMUNICATIONS & ENERGY

This statement is filed in accordance with Chapter 164, Section 84A

CONDENSED FINANCIAL RETURN

FULL NAME OF COMPANY LIBERTY UTILITIES (NEW ENGLAND NATURAL GAS COMPANY) CORP d/b/a LIBERTY UTILITIES
 LOCATION OF PRINCIPAL BUSINESS OFFICE 45 North Main St. Fall River, MA 02720

STATEMENT OF EARNED SURPLUS FOR THE PERIOD 12/20/2013 - 12/31/2013
 LIBERTY UTILITIES (NEW ENGLAND NATURAL GAS COMPANY) CORP

	Amount for (Partial) Year	Increase (Decrease) from Preceding Year
Unappropriated Earned Surplus (at beginning of period)	\$ -	\$ -
Balance Transferred from Income	907,041	
Miscellaneous Credit to Surplus	-	
Misc Debits to Surplus	-	
Net Additions to Earned Surplus	907,041	
Dividends Declared - Preferred Stock	-	
Dividends Declared - Common Stock	-	
Unappropriated Earned Surplus (at end of period)	907,041	-

The sale of the former NEGC assets created the Liberty Utilities entity based on NEGC net assets as of 12/20/13 (Liberty (NEGC) Corp was incorporated on 12/13/13). As

ELECTRIC OPERATING REVENUES

	Operating Revenues			
	Amount for Year	Increase or (Decrease) from Preceding Year		
SALES OF ELECTRICITY	\$	\$		
Residential Sales	N/A			
Commercial and Industrial Sales				
Small (or Commercial)				
Large (or Industrial)				
Public Street and Highway Lighting				
Other Sales to Public Authorities				
Sales to Railroad and Railways				
Interdepartmental Sales				
Miscellaneous Electric Sales				
Total Sales to Ultimate Consumers				
Sales for Resale				
Total Sales of Electricity				
OTHER OPERATING REVENUES				
Forfeited Discounts				
Miscellaneous Service Revenues				
Sales of Water and Power				
Rent from Electric Property				
Interdepartmental Rents				
Other Electric Revenues				
Total Other Operating Revenues				
Total Electric Operating Revenues				

SUMMARY OF ELECTRIC OPERATION AND MAINTENANCE EXPENSES

Functional Classification	Operation	Maintenance	Total
Power Production Expenses	\$	\$	\$
Electric Generation:		N/A	
Steam Power			
Nuclear Power			
Hydraulic Power			
Other Power			
Other Power Supply Expenses			
Total Power Production Expenses			
Transmission Expenses			
Distribution Expenses			
Customer Accounts Expenses			
Sales Expenses			
Administrative and General Expenses			
Total Electric Operation and Maintenance Expenses			

Note: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NEGC assets from ETE on December 20, 2013.

LIBERTY UTILITIES (NEW ENGLAND NATURAL GAS COMPANY) CORP
 RETURN ON COMMON EQUITY
 FOR THE PERIOD 12/20/2013 - 12/31/2013

Amount for (Partial)
 Year MA DTE Page/Line #

1	NET UTILITY INCOME AVAILABLE FOR COMMON SHAREHOLDERS			
2				
3	Total Utility Operating Income		939,293 Page10 / Line 18	
4	Plus Income Taxes		585,416 Page10 / Lines 11 and 12	
5	Plus Service Quality Penalties		-	
6	Minus Long Term Interest		51,849 Page 10 / Line 33	
7	Minus Interest on Debt to Assoc Companies		15,043 Page 10 / Line 36	
8	Minus Other Utility Interest and Dividends		(359) Page 10 / Line 37	
9	Subtotal	(L3+L4-L6-L7-L8)	<u>1,458,177</u>	
10				
11	Minus Income Tax	Line 39	<u>571,970</u>	
12	Net Income (see NOTE)		<u><u>886,207</u></u>	
13				
14	TOTAL UTILITY COMMON EQUITY			
15				
16	Total Proprietary Capital		48,054,538 Page 9 / Line 13	
17	Minus Preferred Stock Issued		-	
18	Minus Unamortized Acquisition Premium		-	
19	Minus Surplus Invested in Plant (negative Acquisition Adjustment)		5,492,561 Page 9 / Line 11	
20	Subtotal	(L16-L19)	<u>42,561,977</u>	
21	Minus Prop Capital * Allocation Ratio	[100%- Line 33]* line 19	4,745.47	
22	Utility Common Equity		<u><u>42,557,232</u></u>	
23				
24				
25	ROE	Line 12/21	<table border="1"><tr><td>2.08%</td></tr></table>	2.08%
2.08%				
26				
27				
28	ALLOCATION FACTOR CALCULATION			
29				
30	Utility Plant		140,043,749 Page 8 / Line 2	
31	Other Property & Other Investments		15,616 Page 8 / Line 8	
32	Property & Investments	Line 29+Line 30	<u>140,059,365</u>	
33				
34	Allocation Ratio	Line 29/31	99.99%	
35				
36				
37	INCOME TAX CALCULATION			
38				
39	Net Income Before Income Tax	Line 3+4-6-7-8	1,458,177	
40	Blended Federal/State Income Rate	Statutory Rate	39.225%	
41		Line 38 * Line 39	<u>571,970</u>	
42				

Note: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NEGC assets from ETE on December 20, 2013.

GENERAL INFORMATION PRINCIPAL AND SALARIED OFFICERS			
Titles	Names	Addresses	Annual Salaries
CEO, Algonquin Power & Utilities	Ian Robertson	2845 Bristol Cir., Oakville, ON L6H 7H7	*
CFO, Algonquin Power & Utilities	David Bronicheski	2845 Bristol Cir., Oakville, ON L6H 7H7	*
President, Liberty Utilities MA	James Sweeney	36 Fifth Street, Fall River, MA 02725	\$145,080

*Note: Due to the fact that Liberty Utilities acquired the former New England Gas Company assets on December 20, 2013 and owned the Liberty Utilities (New England Natural Gas Company) Corp. asset for only 11 days, no annual salary was allocated to the local asset for Ian Robertson or David Bronicheski during calendar year 2013.

Directors

Names	Addresses	Fees Paid During Year
Ian Robertson	2845 Bristol Cir., Oakville, ON L6H 7H7	No fees paid
Gregory Sorensen	12725 W.Indian School Rd., Suite D101, Avondale, AZ 85392	No fees paid

GENERAL INFORMATION - Continued

1. Corporate name of company making this report.

Liberty Utilities (New England Natural Gas Company) Corp, dba Liberty Utilities

2. Date of organization. See Item 3

3. Date of incorporation. 12/13/2012

4. Give location (including street and number) of principal business office:

36th Fifth Street, Fall River MA, 02721

- | | | | | |
|---|-----|---|----------------|-----|
| 5. Total number of stockholders. | | 1 | | |
| 6. Number of stockholders in Massachusetts. | | 0 | | |
| 7. Amount of stock held in Massachusetts, | | 0 | No. of shares, | 0 |
| 8. Capital stock issued prior to June 5, 1894: | N/A | | No. of shares, | N/A |
| 9. Capital stock issued with approval of Board
of Gas and Electric Light Commissioners
or Department of Public Utilities since
June 5, 1894: | N/A | | No. of shares | N/A |

10. If any stock has been issued during the last fiscal period, give the date and terms upon which such issue was offered to the stockholders, and if the whole of any part of the issue was sold at auction, the date of dates of such sale or sales, the number of shares sold and the amounts realized therefrom.

N/A

11. Management Fees and Expenses during the Year.

List all individuals, corporations or concerns with whom the company has any contact or agreement covering management or supervision of its affairs, such as accounting, financing, engineering, construction, purchasing, operation, etc., and show the total amount paid to each for the year.

See Page 5A-Liberty

5A-Liberty

Liberty Utilities (New England Natural Gas Company) Corp
Page 5, Question 11: Management Fees and Expenses during the Year
#VALUE!

Following is a list of all individuals, corporations or concerns with whom the company has any contract or agreement covering the management or supervision of its affairs, such as accounting, financing, engineering, construction, purchasing, operation, etc.

	Corporate Costs Expensed	Corporate Costs Capitalized	Total Corporate Cost Charged to Liberty (NEGC)
Capitalized Amounts		-	-
Utility Expense	-	-	-
Total Allocated Corporate Costs	-	-	-

There was no corporate expense allocated to Liberty Utilities for the period from December 20, 2013 through December 31, 2013.

Note: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NEGC assets from ETE on December 20, 2013.

GENERAL INFORMATION - Continued

12. Describe briefly all the important physical changes in the property during the last fiscal period including additions, alterations or improvements to the works or physical property retired.

In Electric property:

N O N E

In Gas property:

Information listed on page 6-ETE

7-Liberty

Annual report of ... Liberty Utilities (New England Natural Gas Company) Corp, December 20, 2013 - December 31, 2013

GENERAL INFORMATION - Continued			
Names of the cities or towns in which the company supplies ELECTRICITY, with the number of customers' meters in each place.		Names of the cities or towns in which the company supplies GAS, with the number of customers' meters in each place.	
City or Town		City or Town	Number of Customers' Meters, Dec.31,2013
		Dartmouth	86
		Fall River	33,845
		Freetown	2
		Somerset	6,272
		Swansea	4,849
		Westport	3,942
		So. Attleboro	8
		No Attleboro	4,077
		Plainville	1,183
TOTAL	0	TOTAL	54,264

Annual report of ... Liberty Utilities (New England Natural Gas Company) Corp, December 20, 2013 - December 31, 2013

COMPARATIVE BALANCE SHEET Assets and Other Debits				
Line No.	Title of Account (a)	Opening Balance As of 12/19/2013 (b)	Balance 12/31/2013 (c)	Increase or (Decrease) (d)
1	UTILITY PLANT	\$	\$	\$
2	Utility Plant (101-107) P.13.....	138,257,442	140,043,749	1,786,307
3	OTHER PROPERTY AND INVESTMENTS			
4	Nonutility Property (121) P.19.....	15,616	15,616	-
5	Investments in Associated Companies (123) P.20.....	-	-	-
6	Other Investments (124) P.20.....	-	-	-
7	Special Funds (125,126,127,128) P.21.....	-	-	-
8	Total Other Property and Investments.....	15,616	15,616	-
9	CURRENT AND ACCRUED ASSETS			
10	Cash (131).....	82,403	1,880,616	1,798,213
11	Special Deposits (132,133,134) P.21.....	-	-	-
12	Working Funds (135).....	-	-	-
13	Temporary Cash Investments (136) P.20.....	557,391	557,391	-
14	Notes and Accounts Receivable (141,142,143) P.22.....	9,822,321	11,452,275	1,629,954
15	Receivables from Assoc. Companies (145,146) P.23.....	-	-	-
16	Material and Supplies (151-159,163,164) P.24.....	2,677,142	2,646,760	(30,382)
17	Prepayments (165).....	464	26,681	26,217
18	Interest and Dividends Receivable (171).....	-	-	-
19	Rent Receivable (172).....	-	-	-
20	Accrued Utility Revenues (173,175).....	11,051,239	10,755,178	(296,061)
21	Misc. Current and Accrued Assets (174).....	-	-	-
22	Total Current and Accrued Assets.....	24,190,959	27,318,901	3,127,942
23	DEFERRED DEBITS			
24	Unamortized Debit Discount and Expense (181) P.26.....	-	-	-
25	Extraordinary Property Losses (182) P.27.....	-	-	-
26	Preliminary Survey and Investigation Charges (183).....	-	-	-
27	Clearing Accounts (184).....	(72,672)	90,944	163,616
28	Temporary Facilities (185).....	-	-	-
29	Miscellaneous Deferred Debits (186) P.27.....	49,412,306	49,799,731	387,425
30	Matured Interest (240).....	-	-	-
31	Total Deferred Debits.....	49,339,634	49,890,676	551,042
32	CAPITAL STOCK DISCOUNT AND EXPENSE			
33	Discount on Capital Stock (191) P.28.....	-	-	-
34	Capital Stock Expense (192) P.28.....	-	-	-
35	Total Capital Stock Discount and Expense.....	-	-	-
36	REACQUIRED SECURITIES			
37	Reacquired Capital Stock (196).....	-	-	-
38	Reacquired Bonds (197).....	-	-	-
39	Total Reacquired Securities.....	-	-	-
40	Total Assets and Other Debits.....	211,803,651	217,268,942	5,465,290

Note: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NEGC assets from ETE on December 20, 2013.

Annual report of ...Liberty Utilities (New England Natural Gas Company) Corp, December 20, 2013 - December 31, 2013

COMPARATIVE BALANCE SHEET Liabilities and Other Credits				
Line No.	Title of Account (a)	Opening Balance As of 12/19/2013 (b)	Balance 12/31/2013 (c)	Increase or (Decrease) (d)
		\$	\$	\$
1	PROPRIETARY CAPITAL			
2	CAPITAL STOCK			
3	Common Stock Issued (201) P.29.....	-	-	-
4	Preferred Stock Issued (204) P.29.....	-	-	-
5	Capital Stock Subscribed (202,205).....	-	-	-
6	Premium on Capital Stock (207) P.29.....	-	-	-
7	Total.....	-	-	-
8	SURPLUS			
9	Other Paid-In Capital (208-211) P. 30.....	41,105,664	41,105,664	-
10	Earned Surplus (215,216) P. 12	-	907,041	907,041
10A	OCI - Pension and FAS 87	-	549,272	549,272
11	Surplus Invested In Plant (217).....	5,492,561	5,492,561	-
12	Total.....	46,598,225	48,054,538	1,456,313
13	Total Proprietary Capital.....	46,598,225	48,054,538	1,456,313
14	LONG TERM DEBT			
15	Bonds (221) P.31.....	19,500,000	19,500,000	-
16	Advances from Assoc. Companies (223) P.31	14,199,032	14,199,032	-
17	Other Long-Term Debt (224) P.31.....	-	-	-
18	Total Long-Term Debt.....	33,699,032	33,699,032	-
19	CURRENT AND ACCRUED LIABILITIES			
20	Notes Payable (231) P.32.....	-	-	-
21	Accounts Payable (232).....	4,755,433	6,128,576	1,373,143
22	Payables to Associated Companies (233,234) P.32.....	3,911,126	7,017,583	3,106,457
23	Customer Deposits (235).....	452,830	458,515	5,685
24	Taxes Accrued (236).....	643,720	643,720	-
25	Interest Accrued (237).....	359,480	411,328	51,848
26	Dividends Declared (238).....	-	-	-
27	Matured Long-Term Debt(239).....	-	-	-
28	Matured Interest (240).....	-	-	-
29	Tax Collections Payable (241).....	44,919	57,310	12,391
30	Misc. Current and Accrued Liabilities (242) P.33.....	1,690,019	1,672,508	(17,511)
31	Total Current and Accrued Liabilities.....	11,857,527	16,389,541	4,532,014
32	DEFERRED CREDITS			
33	Unamortized Premium on Debt (251) P.26.....	-	-	-
34	Customer Advances for Construction (252)	-	-	-
35	Other Deferred Credits (253) P.33.....	54,432,607	53,750,317	(682,291)
36	Total Deferred Credits.....	54,432,607	53,750,317	(682,291)
37	RESERVES			
38	Reserves for Depreciation (254-256) P.34.....	59,566,764	59,709,729	142,964
39	Reserves for Amortization (257-259) P.34.....	-	-	-
40	Reserve for Uncollectible Accounts (260).....	1,380,466	1,393,555	13,089
41	Operating Reserves (261-265) P.35.....	311,096	311,096	-
42	Reserve for Depreciation and Amortization of Nonutility Property	-	-	-
43	Reserves for Deferred Federal Income Taxes (268) P.36.....	-	-	-
44	Total Reserves.....	61,258,326	61,414,380	156,054
45	CONTRIBUTIONS IN AID OF CONSTRUCTION			
46	Contributions in Aid of Construction (271) P. 36B.....	3,957,934	3,961,134	3,200
47	Total Liabilities and Other Credits.....	211,803,651	217,268,942	5,465,290

Note: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NEGC assets from ETE on December 20, 2013.

Line No.	Account (a)	STATEMENT OF INCOME FOR THE PERIOD December 20, 2013 - December 31, 2013			
		Liberty Ownership Current Year 12/20/13 - 12/31/13 (b)	ETE Ownership Current Year 1/1/2013 - 12/19/2013 (c) (from Page 10-ETE)	Total Combined Companies for 2013 (d) Col (c) + (d)	Increase or (Decrease) from Preceding Year (e)
		\$		\$	
1	OPERATING INCOME				
2	Operating Revenues (400) P.37,43.....	2,946,045.01	59,100,534	62,046,579	2,358,586
3	Operating Expenses:				
4	Operation Expense (401) P.42,47.....	1,200,392.97	43,874,521	45,074,914	(251,180)
5	Maintenance Expense (402) P.42,47.....	65,283.80	2,109,875	2,175,159	128,409
6	Depreciation Expense (403) P.34.....	142,964.42	4,215,191	4,358,156	220,150
7	Amortization of Utility Plant (404 and 405).....		-	-	-
8	Amortization of Property Losses (407.1).....		-	-	-
9	Amortization of Investment Tax Credit (406).....		-	-	-
10	Taxes Other Than Income Taxes (408) P.49.....	12,694.00	1,901,898	1,914,592	(551,448)
11	Income Taxes (409) P.49.....	585,416.47	1,088,504	1,673,920	1,416,004
12	Provision for Deferred Fed. Inc. Taxes (410) P.36, P.33...		972,708	972,708	(1,519,679)
13	Fed. Inc. Taxes Def. in Prior Yrs.-Cr. (411) P.36.....		-	-	-
14	Total Operating Expenses.....	2,006,751.66	54,162,697.41	56,169,449.07	(557,744)
15	Net Operating Revenues.....	939,293.35	4,937,836.25	5,877,129.60	2,916,330
16	Income from Utility Plant Leased to Others (412)-Net.....				-
17	Other Utility Operating Income (414) P.50.....				-
18	Total Utility Operating Income.....	939,293.35	4,937,836.25	5,877,129.60	2,916,330
19	OTHER INCOME				
20	Income from Mdse. Job & Contract Work (415) P.51.....				-
21	Income from Nonutility Operations (417).....		(343)	(343)	2,005
22	Nonoperating Rental Income (418).....		-	-	-
23	Interest and Dividend Income (419).....		8,084	8,084	(17,754)
24	Miscellaneous Nonoperating Income (421).....		(15,739)	(15,739)	(349,174)
25	Total Other Income.....	-	(7,997.63)	(7,997.63)	(364,922)
26	Total Income.....	939,293.35	4,929,838.62	5,869,131.97	2,551,408
27	MISCELLANEOUS INCOME DEDUCTIONS				
28	Miscellaneous Amortization (425).....	(34,280.82)	-	(34,281)	(34,281)
29	Other Income Deductions (426).....	-	33,034	33,034	(10,716)
30	Total Income Deductions.....	(34,280.82)	33,034.00	(1,246.82)	(44,997)
31	Income Before Interest Charges.....	973,574.17	4,896,804.62	5,870,378.79	2,596,404.57
32	INTEREST CHARGES				
33	Interest on Long-Term Debt (427) P.31.....	51,849.00	1,555,451	1,607,300	803,650
34	Amortization of Debt Disc. & Expense (428) P.26.....		-	-	-
35	Amortization of Prem. on Debt-Credit (429) P.26.....		(214,613)	(214,613)	(126,226)
36	Int. on Debt to Associated Companies (430) P.31,32.....	15,043.09	-	15,043	15,043
37	Other Interest Expense (431).....	(359.00)	(691,274)	(691,633)	(433,658)
38	Interest Charged to Construction-Credit (432).....		-	-	-
39	Total Interest Charges.....	66,533.09	649,563.90	716,096.99	258,809
40	Net Income.....	907,041.08	4,247,240.72	5,154,281.80	2,337,595
41	EARNED SURPLUS				
42	Unappropriated Earned Surplus (at beginning of period) (216)				-
43	Balance Transferred from Income (433).....	907,041.08			
44	Miscellaneous Credits to Surplus (434).....				
45	Misc Debits to Surplus (435) ETE Acquisition - Zero out Ret. Earnings at Acquisition Date				
46	Appropriations of Surplus (436).....				
47	Net Additions of Earned Surplus.....	907,041.08			
48	Dividends Declared-Preferred Stock (437).....				
49	Dividends Declared-Common Stock (438).....				
51	Unappropriated Earned Surplus (at end of period) (216)	907,041.08			

Note: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NEGC assets from ETE on December 20, 2013.

STATEMENT OF EARNED SURPLUS (Accounts 215-216)

1. Report in this schedule an accounting for changes in appropriated and unappropriated earned surplus for the year.
 2. Each credit and debit during the year should be identified as to the surplus account in which included (Accounts 433-438 inclusive) and the contra primary account affected shown. Minor items may be grouped by classes; however, the number of items in each group should be shown.
 3. For each reservation or appropriation of earned surplus state the purpose, amount, and in the case of reservations, the reserve account credited.

Explain in a footnote the basis for determining the amount reserved or appropriated and if such reservation or appropriation is to be recurrent, state the number and annual payments to be reserved or appropriated as well as the totals eventually to be accumulated.
 4. Dividends should be shown for each class and series of capital stock. Show amounts of dividends per share.
 5. List credits first; then debits.

REVISED

Line No.	Item (a)	Primary Contra Account Affected (b)	Amount (c)
1			
2	UNAPPROPRIATED EARNED SURPLUS (Account 216)		
3			
4			
5	Balance - Beginning of Year - Total		-
6			
7	Balance transferred from net income (loss) - Current Year		907,041
8			
9	Balance - end of year		<u>907,041</u>
10			
11			
12			
13			
14	APPROPRIATED EARNED SURPLUS (Account 215)		
15	State balance and purpose of each appropriated earned surplus amount at end of year and give accounting entries for any applications of appropriated earned surplus during the year.		
16			
17			
18			
19	NONE		
20			
21			
22			
23	Note: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NEGC assets from ETE on December 20, 2013.		
24			
25			
26			
27			
28			
29			
30			

SUMMARY OF UTILITY PLANT AND RESERVES FOR DEPRECIATION AND AMORTIZATION

Line No.	Item (a)	Total (b)	Electric (c)	Gas (d)	(e)	(f)	Common (g)
1	UTILITY PLANT:	\$	\$	\$	\$	\$	\$
2	In Service:						
3	101 Plant in Service (Classified)	135,263,734		135,263,734			
4	106 Completed Construction not Classified.....						
5	Total P. 18.....	135,263,734		135,263,734			
6	104 Leased to Others.....						
7	105 Held for Future Use.....	0		-			
8	107 Construction Work in Progress	4,780,015		4,780,015			
9	Total Utility Plant.....	140,043,749		140,043,749			
10	DETAIL OF RESERVES FOR DEPRECIATION AND AMORTIZATION						
11	In Service:						
12	254 Depreciation P. 34.....	59,709,729		59,709,729			
13	257 Amortization.....						
14	Total, in Service.....	59,709,729		59,709,729			
15	Leased to Others:						
16	255 Depreciation.....						
17	258 Amortization.....						
18	Total, Leased to Others.....						
19	Held For Future Use:						
20	256 Depreciation.....						
21	259 Amortization.....						
22	Total, Held for Future Use.....						
23	Total Reserves for Depreciation and Amortization.....	59,709,729		59,709,729			
<p>Note: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NEGC assets from ETE on December 20, 2013.</p>							

UTILITY PLANT-GAS

1. Report below the cost of utility plant in service according to prescribed accounts.
 2. Do not include as adjustments, corrections of additions and retirements for the current or the preceding year. Such items should be included in column (c) or (d) as appropriate.
 3. Credit adjustments of plant accounts should be enclosed in parentheses to indicate the negative effect of such amounts.
 4. Reclassifications or transfers within utility plant accounts should be shown in column (f).

Line No.	Account (a)	Balance at 12/20/2013 (b.3)	Additions (c)	Retirements (d)	Adjustments (e)	Transfers (f)	Balance at 12/31/2013 (g)
1	1. INTANGIBLE PLANT	\$	\$	\$	\$	\$	\$
2	301 Organization.....	3,547,597	-	-	-	-	3,547,597
3	303 Miscellaneous Intangible Plant.....	3,547,597	-	-	-	-	3,547,597
4	Total Intangible Plant.....	3,547,597	-	-	-	-	3,547,597
5	2. PRODUCTION PLANT						
6	Manufactured Gas Production Plant.....	27,598					27,598
7	304 Land and Land Rights.....	1,402,915					1,402,915
8	305 Structures and Improvements.....	1,398					1,398
9	306 Boiler Plant Equipment.....	73,810					73,810
10	307 Other Power Equipment.....	-					-
11	310 Water Gas Generating Equipment.....	-					-
12	311 Liquefied Petroleum Gas Equipment.....	0					0
13	312 Oil Gas Generating Equipment.....	-					-
14	313 Generating Equipment-Other Processes.....	2,074,870					2,074,870
15	315 Catalytic Cracking Equipment.....	-					-
16	316 Other Reforming Equipment.....	-					-
17	317 Purification Equipment.....	-					-
18	321 LNG Equipment.....	-					-
19	319 Gas Mixing Equipment.....	-					-
20	320 Other Equipment.....	96,781					96,781
21	Total Manufactured Gas Production Plant.....	3,677,372	-	-	-	-	3,677,372
22	3. STORAGE PLANT						
23	360 Land and Land Rights.....	-					-
24	361 Structures and Improvements.....	66,549					66,549
25	362 Gas Holders.....	-					-
26	363 Other Equipment.....	182,639					182,639
27	Total Storage Plant.....	249,187.42	-	-	-	-	249,187.42

Note: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NEGC assets from ETE on December 20, 2013.

UTILITY PLANT - GAS (Continued)							
Line No.	Account (a)	Balance Beg of Year Total (b.3)	Additions (c)	Retirements (d)	Adjustments (e)	Transfers (f)	Balance at 12/19/2013 (g)
1	4. DISTRIBUTION PLANT						
2	365.1 Land and Land Rights.....	83,484					83,484
3	365.2 Rights of Way.....	-					-
4	366 Structures and Improvements.....	-					-
5	367 Mains.....	46,441,398					46,441,398
6	368 Compressor Station Equipment.....	-					-
7	369 Measuring and Regulating Station Equipment.....	2,127,639					2,127,639
8	380 Services.....	53,633,267					53,633,267
9	381 Meters.....	7,560,719					7,560,719
10	382 Meter Installations.....	10,754,678					10,754,678
11	383 House Regulators.....	338,917					338,917
12	384 House Regulators Installations.....	192,744					192,744
13	386 Other Property on Cust's Prem.....	-					-
14	387 Other Equipment.....	67,222					67,222
15	Total Transmission and Distribution Plant.....	121,200,067	-	-	-	-	121,200,067
16	5. GENERAL PLANT						
17	389 Land and Land Rights.....	41,368					41,368
18	390 Structures and Improvements.....	2,000,458					2,000,458
19	391 Office Furniture and Equipment.....	1,027,845					1,027,845
20	392 Transportation Equipment.....	1,823,431					1,823,431
21	393 Stores Equipment.....	25,002					25,002
22	394 Tools, Shop, and Garage Eqpt.....	725,103					725,103
23	395 Laboratory Equipment.....	23,578					23,578
24	396 Power Operated Equipment.....	320,474					320,474
25	397 Communication Equipment.....	313,384					313,384
26	398 Miscellaneous Equipment.....	288,868					288,868
27	399 Other Tangible Property.....	-					-
28	Total General Plant.....	6,589,511	-	-	-	-	6,589,511
29	Total Gas Plant in Service.....	135,263,734	-	-	-	-	135,263,734
30	104 Utility Plant Leased to Others.....	-					-
31	105 Property Held for Future Use.....	-					-
32	107 Construction Work in Progress.....	2,993,708	1,786,306				4,780,015
33	Total Utility Plant - Gas.....	138,257,442	1,786,306	-	-	-	140,043,749

Note: Completed Construction Not Classified, Account 106, shall be classified in this schedule according to prescribed accounts, on an estimated basis if necessary, and the entries included in column (c). Also to be included in column (g) are entries for reversals of tentative distribution of prior year reported in column (e). Likewise, if the respondent has a significant amount of plant retirements which have not been classified to primary accounts at the end of the year, a tentative distribution of such retirements on an estimated basis with appropriate contra entry to the Depreciation Reserve Account, shall be included in column (d). Include also in column (d) reversals of tentative distributions of prior year of unclassified retirements. Attach an insert page showing the account distributions of these tentative classifications in columns (c) and (d) including the reversal of the prior year years tentative account distributions of these amounts. Careful observance of the above instructions and the texts of Accounts 101 and 106 will avoid serious omissions of the reported amount of the respondent's plant actually in service at end of year.

Note: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NEGC assets from ETE on December 20, 2013.

NONUTILITY PROPERTY (ACCOUNT 121)

Give particulars of all investments of the respondent in physical property not devoted to utility operation.

Line No.	Description and Location (a)	Book Value at 12/31/2013 (b)	Revenue for the Year (c)	Expense for the Year (d)	Net Revenue for the Year (e)
1					
2					
3					
4					
5					
6					
7					
8					
9				-	-
10					
11					
12					
13	Two (2) Family Frame Dwelling				
14	at 216 Charles Street				
15	Fall River, MA	2,175			
16	Less: Reserve for				
17	Depreciation of				
18	Non-Utility Property	0			
19					
20		2,175		-	-
21					
22					
23					
24					
25	Land - 45.9 Acres More or				
26	Less at Sanford Road,				
27	Westport, MA	13,441			-
28					
29					
30					
31					
32					
33					
34					
35					
36					
37					
38	Summary:				
39	Non-Utility Property a/c 121	15,616			
40	Less: Reserve for				
41	Depreciation of				
42	Non-Utility Property	0			
43	a/c 266				
44					
45	TOTALS	15,616		-	-

Note: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NEGC assets from ETE on December 20, 2013.

INVESTMENTS (ACCOUNTS 123,124,136)

Give particulars of all investments in stocks, bonds, notes, etc. held by the respondent at the end of the year.
Provide a subheading for each list thereunder the information called for.

Line No.	Description of Security Held by Respondent (a)	Amount (b)
1		
2		
3	a/c 123 - Investment in Associated Company	
4	-----	
5		
6		
7		
8	NONE	
9		
10		
11		
12		
13		
14		
15		
16		
17		
18		
19		
20		\$ -
21		
22		
23	a/c 124 - Other Investments	
24	-----	
25		
26		\$ -
27	NONE	
28		
29		
30		
31		
32		
33		
34		
35		
36		
37		
38		
39		
40		
41		
42		
43		
44		
45		
46		
47		

SPECIAL FUNDS (Account 125, 126, 127, 128) (Sinking Funds Depreciation Fund, Amortization Fund-Federal, Other Special Funds)				
Report below the balance at end of year of each special fund maintained during year. Identify each fund as to account in which include Indicate nature of any fund included in Account 128, other Special Funds.				
Line No.	(a) Name of fund and Trustee if Any	Amount (b)		
1	NONE			
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
15				
16				
17				
18			TOTAL	\$ -
19				
20				
SPECIAL DEPOSITS (Accounts 132, 133, 134) 1. Report below the amount of special deposits by classes at end of year. 2. If any deposit consists of assets other than cash, give a brief description of such assets. 3. If any deposit is held by an associated company, give name of company.				
(a)	Description and Purpose of Deposit	Amount (b)		
21	NONE			
22				
23				
24				
25				
26				
27				
28				
29				
30				
31				
32				
33				
34				
35				
36				
37				
38				
39				
40			TOTAL	\$ -
41				
42				

NOTES RECEIVABLE (Account 141)					
1. Give the particulars called for below concerning notes receivable at the end of year.		3. Minor items may be grouped by classes, showing number of such items.			
2. Give particulars of any note pledged or discounted.		4. Designate any note the maker of which is a director, officer or other employee.			
Line No.	Name of Maker and Purpose for Which Received (a)	Date of Issue (b)	Date of Maturity (c)	Interest Rate (d)	Amount as of 12/31/2013 (e)
1	NONE				\$
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					
15					
16					
				TOTAL	\$ -

ACCOUNTS RECEIVABLE (Account 142, 143)		
1. Give the particulars called for below concerning accounts receivable at end of year.		2. Designate any account included in Account 143 in excess of \$5,000.
Line No.	Description (a)	Amount as of 12/31/2013 (b)
17	Customers (Account 142): Other Accounts Receivable (Account 143): Miscellaneous (group and describe by classes): Miscellaneous	\$
18		
19		
20		
21		
22		
23		
24		
25		
26		
27		
28		
29		
30		
31		
32		
33		
34		
35		
36		
37		
38	TOTAL	\$ 11,452,275

Note: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NEGC assets from ETE on December 20, 2013.

RECEIVABLES FROM ASSOCIATED COMPANIES (Accounts 145,146)

- | | |
|---|---|
| <p>1. Report particulars of notes and accounts receivable from associated companies at end of year.</p> <p>2. Provide separate headings and totals for Account 145, Notes Receivable from Associated Companies, and 146, Accounts Receivable from Associated Companies, in addition to a total for the combined accounts.</p> <p>3. For notes receivable list each note separately and state purpose for which received. Show also in column (a) date of note and date of maturity.</p> | <p>4. If any note was received in satisfaction of an open account, state the period covered by such open account.</p> <p>5. Include in column (d) interest recorded as income during the year, including interest on accounts and notes held any time during the year.</p> <p>6. Give particulars of any notes pledged or discounted, also of any collateral held as guarantee of payment of any note or account.</p> |
|---|---|

Line No.	Name of Company (a)	Amount as of 12/31/2013 (b)	Interest for Year	
			Rate (c)	Amount (d)
1		\$		\$
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
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36				
37				
38				
39				
40				
41	TOTALS			
42		\$ -		\$ -

MATERIAL AND SUPPLIES (ACCOUNTS 151-159,163)
Summary Per Balance Sheet

Line No.	Account (a)	Amount as of 12/31/2013	
		Electric (b)	Gas (c)
1	Fuel (Account 151) (See Schedule, Page 25).....	NOT APPLICABLE	711,696.45
2	Fuel Stock Expenses (Account 152).....		
3	Residuals (Account 153).....		
4	Plant Materials and Operating Supplies (Account 154).....		
5	Merchandise (Account 155).....		
6	Other Materials and Supplies (Account 156).....		
7	Liquefied Natural Gas (Account 164, Page 25).....		
8	Nuclear Fuel Assemblies and Components-Stock Account (Account 158).....		
9	Nuclear Byproduct Materials (Account 159).....		
10	Stores Expense (Account 163).....		
11			
12	Total Per Balance Sheet		2,646,760.45
13			
14			

Note: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NEGC assets from ETE on December 20, 2013.

PRODUCTION FUEL AND OIL STOCKS - Included in Account 151 & 164 (Except Nuclear Materials)						
Line No.	Item (a)	Total Cost (b)	#2 Oil		Liquid Propane	
			Quantity (c) Gal.	Cost (d)	Quantity (e) Gal.	Cost (f)
1	On Hand 12/20/2013	2,008,273	-	-	0	0
2	Received 12/20 - 12/31	-	-	-	-	-
3	TOTAL AVAILABLE	2,008,273	-	-	0	0
4	Used 12/20 - 12/31 (Note A)					
5	Compressor Fuel					
6	Boiler Fuel	73,209				
7	Vaporized					
8	Vapor - Send Out					
9	Propane Air					
10	Sold or Transferred					
11	TOTAL DISPOSED OF	73,209	-	-	0	0
12	BALANCE 12/31/2013	1,935,064	-	-	-	-
13						
Kinds of Fuel and Oil - Continued						
Line No.	Item (g)	Liquid Natural Gas	Natural Gas In Storage			
			Quantity (h) MMBtu	Cost (i)	Quantity (j) MMBtu	Cost (k)
14	On Hand 12/20/2013		145,319	1,278,304	201,865	729,969
15	Received 12/20 - 12/31					
16	TOTAL AVAILABLE		145,319	1,278,304	201,865	729,969
17	Used 12/20 - 12/31 (Note A)					
18	Compressor Fuel					
19	Vaporized		1,597	14,048	17,067	59,161
20	Vapor - Send Out					
21	Sold or Transferred					
22	TOTAL DISPOSED OF		1,597	14,048	17,067	59,161
23	BALANCE 12/31/2013		143,722	1,264,256	184,798	670,807
24						
25						

NOTE A - Indicate specific purpose for which used, e.g., Boiler Oil, Make Oil, Generator Fuel, etc.

Note: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NEGC assets from ETE on December 20, 2013.

UNAMORTIZED DEBT DISCOUNT AND EXPENSE AND UNAMORTIZED PREMIUM ON DEBT (Accounts 181, 251)

- 1. Report under separate subheadings for Unamortized Debt Discount and Expense and Unamortized Premium on Debt, particularly of discount and expense or premium applicable to each class and series of long-term debt.
- 2. Show premium amounts by enclosure in parentheses.
- 3. In column (b) show the principal amount of bonds or other long-term debt originally issued.
- 4. In column (c) show the discount and expense or premium with respect to the amount of bonds or other long-term debt originally issued.
- 5. Furnish particulars regarding the treatment of unamortized debt discount and expense or premium, redemption premiums, and redemption expenses associated with issues redeemed during the year, also, date of the Department's authorization of treatment other than as specified by the Uniform System of accounts.
- 6. Set out separately and identify undisposed amounts applicable to issues which were redeemed in prior years.
- 7. Explain any debits and credits other than amortization debited to Account 428, Amortization of Debt Account or Expense, or credited to Account 429, Amortization of Premium on Debt - Credit.

Line No.	Designation of Long-Term Debt (a)	Principal Amount of Securities to which Discount and Expenses or Premium Minus Expense, Relates (Omit Cents) (b)	Total Discount and Expense or Net Premium (Omit Cents) (c)	Amortization Period		Balance as of 12/19/2013 (f)	Debits During Period 12/20/2013 - 12/31/2013 (g)	Credits During Period 12/20/2013 - 12/31/2013 (h)	Balance as of 12/31/2013 (i)
				From (d)	To (e)				
1									
2									
3									
4									
5									
6									
7									
8									
9									
10									
11									
12									
13									
14									
15									
16									
17									
18									
19									
20									
21									
22	TOTALS	-	-			-	-	-	-

Annual report of ...Liberty Utilities (New England Natural Gas Company) Corp, December 20, 2013 - December 31, 2013

EXTRAORDINARY PROPERTY LOSSES (Account 182)

1. Report below particulars concerning the accounting for extraordinary property losses.
2. In column (a) describe the property abandoned or extraordinary loss suffered, date of abandonment or loss, date of Department authorization of use of Account 182, and period over which amortization is being made.

Line No.	Description of Property Loss or Damage (a)	Total Amount of Loss (b)	Previously Written Off (c)	Written off During Year		Balance as of 12/31/2013 (f)
				Account Charged (d)	Amount (e)	
1						
2						
3						
4						
5						
6	NONE					
7						
8						
9						
10	TOTALS					

MISCELLANEOUS DEFERRED DEBITS (Account 186)

1. Report below the particulars called for concerning miscellaneous deferred debits.
2. For any deferred debit being amortized show period of amortization.
3. Minor items may be grouped by classes, showing number of such items.

Line No.	Description (a)	Balance Acquired as of 12/19/2013 (b)	Debits (c)	Credits		Balance as of 12/31/2013 (f)
				Account Charged (d)	Amount (d)	
11						
12	Miscellaneous Deferred Debits 0400-10-1920-1860	1,128,662.00	96,712.64	9830-69-5610-9280, 0400-69-5200-9230, 9810-69-5044-9261	4,228.62	1,221,146.02
13						
14	Environmental Reserve 0400-10-1920-1863	12,885,000.00		0400-20-2110-2282, 0400-20-2930-2282		12,885,000.00
15						
16	Deferred Rate Case Expense 0400-10-1930-1823	432,930.00		9830-69-5610-9280	6,119.23	426,810.77
17	Deferred Remediation Costs 0400-10-1930-1824	16,080,844.00	180,221.96	0400-10-1168-1750, 0400-69-5615-9302	28,488.00	16,232,577.96
18						
19	Pension-OPEB Regulatory Asset 0400-10-1930-1826	16,363,604.00		9810-69-5044-9262 9810-69-5043-9267		16,363,604.00
20						
21	Deferred Gas Cost 0400-10-1940-1910	2,521,266.00	149,326.65	0400-10-1102-1440 0400-40-4295-4800 0400-80-8550-4310		2,670,592.65
22						
23						
24						
25						
26	TOTALS	49,412,306.00	426,261.25		38,835.85	49,799,731.40

Note: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NEGC assets from ETE on December 20, 2013.

DISCOUNT ON CAPITAL STOCK (Account 191)

1. Report the balance at end of year of discount on capital stock for each class and series of capital stock.
 2. If any change occurred during the year in the balance with respect to any class or series of stock, attach a statement giving particulars of the change. State the reason for any charge-off during the year and specify the amount charged.

Line No.	Class and Series of Stock (a)	Balance as of 12/31/2013 (b)
1		
2		
3		
4		
5		
6		
7		
8	NONE	
9		
10		
11		
12		
13		
14		
15		
16		
17		
18		
19		
20		
21	TOTAL	0

CAPITAL STOCK EXPENSE (Account 192)

1. Report the balance at end of year of capital stock expenses for each class and series of capital stock.
 2. If any change occurred during the year in the balance with respect to any class or series of stock, attach a statement giving particulars of the change. State the reason for any charge-off of capital stock expense and specify the account charged.

Line No.	Class and Series of Stock (a)	Balance as of 12/31/2013 (b)
22		
23		
24		
25		
26		
27		
28		
29		
30		
31	NONE	
32		
33		
34		
35		
36		
37		
38		
39		
40		
41	TOTAL	0

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CAPITAL STOCK AND PREMIUM (Account 201, 204, and 207)

1. Report below the particulars called for concerning common and preferred stock at end of year, distinguishing separate series of any general class. Show totals separately for common and preferred stock.
2. Entries in column (b) should represent the number of shares authorized by the Department.
3. Give particulars concerning shares of any class and series of stock authorized to be issued by the Department which have not yet been issued.
4. The designation of each class of preferred stock should show the dividend rate and whether the dividends are cumulative or noncumulative.
5. State if any capital stock which has been nominally issued is nominally outstanding at end of year.
6. Give particulars of any nominally issued capital stock, reacquired stock, or stock in sinking and other funds which is pledged, stating name of pledgee and purpose of pledge.

Line No.	Class and Series of Stock (a)	Number of Shares Authorized (b)	Per Value Share (c)	Amount Authorized (d)	Outstanding per Balance Sheet		Premium at 12/31/2013 (g)
					Shares (e)	Amount (f)	
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							
21							
22							
23							
24	TOTALS	0				\$ -	\$ -

Note: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NEGC assets from ETE on December 20, 2013.

OTHER PAID-IN CAPITAL (Accounts 208-211)

- 1. Report below balance at end of year and the information specified in the instructions below for respective other paid-in capital accounts. Provide a conspicuous subheading for each account and show a total for the account, as well as total of all accounts for reconciliation with balance sheet. Additional columns may be added for any account if deemed necessary. Explain the change in any account during the year and give the accounting entries effecting such change.
- 2. Donations received from Stockholders (Account 208) - State amount and give brief explanation of the origin and purpose of each donation.
- 3. Reduction in Par Value of Capital Stock (Account 209) - State amount and give brief explanation of the capital changes which gave rise to amounts reported under the caption including identification with the class and series of stock to which related.
- 4. Gain on Cancellation of Reacquired Capital Stock (Account 210) - Report balance at beginning of year, credits, debits, and balance at end of year with a succinct designation of the nature of each credit and debit identified as to class and series of stock to which related.
- 5. Miscellaneous Paid-In Capital (Account 211) - Classify amounts included in this account at end year according to captions which, together with brief explanations, disclose the general nature of transactions which gave rise to the reported amounts

Line No.	Item (a)	Balance as of 12/31/2013
1		
2		
3	Miscellaneous Paid in Capital	41,105,664
4		
5		
6		
7		
8		
9		
10		
11		
12		
13		
14		
15		
16		
17		
18		
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23		
24		
25		
26		
27		
28		
29	Note: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NEGC assets from ETE on December 20, 2013.	
30		
31		
32		
33		
34		
35		
36		
37		
38		
39		
40		
41	TOTAL	0

LONG TERM DEBT (Accounts 221,223-224)

Report by balance sheet accounts particulars concerning long-term debt in Accounts 221, Bonds; 223 Advances from Associated Companies; and 224, Other Long-Term Debt.

Line No.	Class and Series of Obligation (a)	Date of Issue (b)	Date of Maturity (c)	Amount Authorized (d)	Amount Actually Outstanding at End of Year (e)	Interest Provisions Rate per Cent (f)	Dates Due (g)	Interest Accrued 12/20-12/31 Charged to Income (h)	Interest Paid 12/20-12/31 During Year (i)
1	Bonds - Fall River 7.99% Debt	9/20/1996	9/20/2026	7,000,000	7,000,000	7.99%	3/15 & 9/15	14,013	14,013
2	Bonds - Fall River 9.44% Debt	2/20/1990	2/20/2020	6,500,000	6,500,000	9.44%	2/15 & 8/15	18,042	18,042
3	Bonds - Fall River 7.24% Debt	12/11/1997	12/11/2027	6,000,000	6,000,000	7.24%	6/15 & 12/15	19,794	19,794
4									
5	Subtotal - DPU Accts 221 & 427			19,500,000	19,500,000			51,849	51,849
6									
7	NotePayableLUCo&LUNENatGasCo\$2.8M@3.23%7yr	12/20/2013	12/20/2020	2,839,806	2,839,806	3.23%	1/30 & 7/30	2,548	2,548
8	NotePayableLUCo&LUNENatGasCo\$8.5M@3.86%10yr	12/20/2013	12/20/2023	8,519,419	8,519,419	3.86%	1/30 & 7/30	9,135	9,135
9	NotePayableLUCo&LUNENatGasCo\$2.8M@4.26%15yr	12/20/2013	12/20/2028	2,839,806	2,839,806	4.26%	1/30 & 7/30	3,360	3,360
10									
11	Subtotal - DPU Accts 223 & 430			14,199,032	14,199,032			15,043	15,043
12									
13									
14									
15									
16									
17									
18									
19									
20									
21									
22									
23									
24									
25									
26									
27									
			TOTALS	33,699,032	33,699,032			66,892	66,892

For issues of long-term debt made during current year state purpose for which issued, date of issue, Department authorization date and D.P.U.

Note: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NEGC assets from ETE on December 20, 2013.

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NOTES PAYABLE (Account 231)					
Report the particulars indicated concerning notes payable at end of year.					
Line No.	Payee (a)	Date of Note (b)	Date of Maturity (c)	Int. Rate (d)	Balance as of 12/31/2013 (e)
1	NONE				
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					
15					
16					
17					
18	TOTAL				-
PAYABLES TO ASSOCIATED COMPANIES (Accounts 233, 234)					
Report the particulars indicated concerning payables to associated companies at end of year.					
Line No.	Name of Company (a)	Amount End of Year (b)	Interest for period ending 12/31/2013		
			Rate (c)	Amount (d)	
19	<u>Acct 234</u> Accounts Payable - Intercompany Due to/(from) Liberty Utilities and Shared Services	\$		\$	
20					
21					
22					
23			850,468		
24			6,167,115		
25					
26					
27					
28					
29					
30					
31					
32					
33					
34					
35					
36					
37	TOTALS		\$7,017,583		\$ -
38					

Note: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NEGC assets from ETE on December 20, 2013.

MISCELLANEOUS CURRENT AND ACCRUED LIABILITIES (Account 242)							
1. Report the amount and description of other current and accrued liabilities at end of year. 2. Minor items may be grouped under appropriate title.							
Line No.	Description (a)					Balance as of 12/31/2013 (b)	
1	Current Portion-Misc Operating Reserves (Environmental)	20-2110-2282				888,600	
2	Short Term Pension Obligation accrual (Misc. Individual Agreements)	20-2110-2421				287,113	
3	Accrued Payroll	20-2130-2420				241,501	
4	Flex Accounts	20-2140-1860				8,231	
5	Employee Charity Org Accrual	20-2140-2422				(105)	
6	Empl Deduct-Union Dues Accrual	20-2140-2425				3,250	
7	Current & Accrued Liab - Healthcare Accr	20-2141-2427				136,300	
8	Accrued Vacation	20-2141-2428				107,619	
9					TOTAL	1,672,508	
OTHER DEFERRED CREDITS (Account 253)							
1. Report below the particulars called for concerning other deferred credits. 2. For any deferred credits being amortized show the period of amortization. 3. Minor items may be grouped by classes. Show number of items.							
Line No.	Description of Other Deferred Credit (a)		Balance as of 12/19/2013 (b)	Debits Account Debited (c)	Amount (d)	Credits (e)	Balance as of 12/31/2013 (f)
10	FAS 87 Liability	20-2930-2285	10,013,975	0400-10-1020-1311, 0400-20-2760-2530, 9810-69-5043-9267	629,005		9,384,970
11							
12	Environmental	20-2930-2282	11,996,400	0400-10-1920-1863, 0400-20-2110-2282	-		11,996,400
13							
14	FAS 106 Liability - OPEB	20-2930-2283	10,304,661	0400-10-1020-1314, 0400-20-2021-2340, 0400-20-2110-2421, 0400-20-2140-2422, 0400-20-2760-2530, 9810-69-5044-9268, 9810-69-5044-9266	18,646		10,286,015
15							
16							
17							
18							
19	Other Long Term Post Retirement Accrual	20-2930-2286	3,605,706	0400-20-2001-2320, 0400-20-2550-2414, 0400-20-2130-2420	359		3,605,347
20							
21							
22							
23							
24	Other Defd Cr - OIL	20-2140-2422	-	0400-69-5280-9250	-		-
25							
26							
27							
28	Rate Base Offset	20-2910-2543, 20-2142-2426	18,200,000	0400-80-8641-4250	34,281		18,165,719
29							
30	Asset Retirement Obligation	20-2930-2300	311,865				311,865
31							
32							
33							
34							
35							
36							
37	TOTALS		54,432,607		682,291	-	53,750,317

Note: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NEGC assets from ETE on December 20, 2013.

RESERVE FOR DEPRECIATION OF UTILITY PLANT IN SERVICE (Account 254-259)

Show below the amount credited during the year to Depreciation Reserve, and the amount charged to Depreciation Reserve on account of property retired. Also the balance in the account at the end of the year.

Line No.	(a)	Electric (b)	Gas (c)	Total (d)
1	Balance at beginning of year Total.....		59,566,764	59,566,764
2	Credits to Depreciation Reserve during year:			
3	Account 40300001 Depreciation.....		142,964	142,964
4	Account 18400210 TWE Clearing.....			-
	Offset for Loss on LNG Equipment.....			-
5	TOTAL CREDITS DURING YEAR.....		142,964	142,964
6	Net Charges for Plant Retired:			
7	Book Cost of Plant Retired.....			-
8	Cost of Removal.....			-
9	Salvage (Credit).....			-
10				-
11				
12	NET CHARGES DURING YEAR.....		-	0
13	Balance December 19, 2013.....	\$ -	59,709,729	\$ 59,709,729

METHOD OF DETERMINATION OF DEPRECIATION CHARGES

Give in detail the rule and rates, by which the respondent determined the amount charged to operating expenses and other accounts, and credited to Depreciation Reserve. Report also the depreciation taken for the year for

federal income tax purposes.

14
15
16
17
18
19
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21
22

Note 1: Book depreciation was calculated using the depreciation rates approved in D.P.U. 08-35.
Note 2: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NEGC assets from ETE on December 20, 2013.

DIVIDENDS DECLARED DURING THE YEAR (Accounts 437,438)

Give particulars of dividends declared on each class of stock during the year, and charged to Earned Surplus. This schedule shall include only dividends that have been declared by the Board of Directors during the fiscal year.

Line No.	Name of Security on Which Dividend was Declared (a)	Rate Per Cent		Amount of Capital Stock On Which Dividend Was Declared (d)	Amount of Dividend (e)	Date	
		Regular (b)	Extra (c)			Declared	Payable
23	NONE						
24							
25							
26							
27							
28							
29							
30							
31							
32	TOTALS	-		-	-		
33							
34	Dividend rates on Common Stock and Premium	0.0%					
35	Dividend rates on Common Stock, Premium and Surplus			0.0%			

OPERATING RESERVES (Accounts 261, 262, 263, 264, 265)

- | | |
|---|---|
| <ol style="list-style-type: none"> 1. Report below an analysis of the change during the year for each of the above-named reserves. 2. Show name of reserve and account number, balance beginning of year, credits, debits, and balance at end of year. Credit amounts should be shown in black, debit amounts enclosed by parentheses. 3. Each credit and debit amount should be described as to its general nature and the contra account debited or credited shown. Combine the amounts of monthly accounting entries of the same general nature. If respondent has more | <ol style="list-style-type: none"> than one utility department, contra accounts debited or credited should indicate the utility department affected. 4. For Accounts 261, Property Insurance Reserve and 262, Injuries and Damages Reserve, explain the nature of the risks covered by the reserve. 5. For Account 265, Miscellaneous Operating Reserves, report separately each reserve comprising the account and explain briefly its purpose. |
|---|---|

Line No.	Item (a)	Contra Account Debited or Credited (b)	Amount (c)
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			
11	<u>A/C 265 Reserve for Liability & Damage</u>		
12			
13	Balance - as of 12/19/2013		311,096
14			
15			
16			
17			
18			-----
19			-
20			
21	Balance - as of 12/31/2013		<u>311,096</u>
22			
23			
24			
25			
26			
27			
28			
29			
30			
31			
32			
33			
34			
35			
36			
37			
38			
39			
40			
41			
42			
43			
44			
45			
46			
47			
48		TOTAL	311,096
49			
50	Note: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NEGC assets from ETE on December 20, 2013.		
51			
52			
53			

RESERVES FOR DEFERRED FEDERAL INCOME TAXES (Accounts 267, 268)

1. Report the information called for below concerning the respondent's accounting for deferred federal income taxes.

2. In the space provided furnish significant explanations, including the following:
 (a) Accelerated Amortization - State for each certification number a brief description of property, total and amortizable cost of such property, date amortization for tax purposes commenced, "normal" depreciation rate used in computing deferred tax amounts.

(b) Liberalized Depreciation - State the general method or methods of liberalized depreciation being used (sum of years digits, declining balance, etc.), estimated useful lives and classes of plant to which each method is being applied. Furnish a table showing for each year, 1954 to date of this report, the annual amounts of tax deferral, the total debits thereto which have been accounted for as credits to Account 411, Federal Income Taxes Deferred in Prior Years - Credit or comparable account of the previous system of accounts.

Line No.	Account Subdivisions (a)	Balance at 12/19/2013 (b.3)	Changes During Year		
			Account 410 cr/(dr) (c)	Account 411 cr/(dr) (d)	Balance as of 12/31/2013 (e)
1	Accelerated Amortization	\$	\$	\$	\$
2	(Account 267)				
3	Electric.....				
4	Gas.....				
5	Other (Specify).....				
6	Totals.....				
7	Liberalized Depreciation				
8	(Account 268)				
9	Electric.....				
10	Gas - State.....				
11	Gas - Federal.....				
12	Other (Specify)				
13	Totals.....	0	0	0	0
14					
15	Total (Accounts 267, 268)				
16	Electric.....				
17	Gas.....	-	-		0
18	Other Adjustments.....				
19	Totals.....	0	-	-	0
20					
21					
22					
23					
24					
25					
26					
27					
28					
29					
30					
31					
32					
33					

CONTRIBUTIONS IN AID OF CONSTRUCTION (Account 271)						
Report below the amount of contributions in aid of construction applicable to each utility department.						
Line No.	Class of Utility Service (a)	Balance at 12/19/2013 (b)	Debits		Credits (e)	Balance End of Year (f)
			Account Credited (c)	Amount (d)		
1	Total CIAC	3,957,934			3,200	3,961,134
2						
3						
4						
5						
6						
7						
8						
9						
10						
11	TOTALS	3,957,934		0	3,200	3,961,134

Note: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NEGC assets from ETE on December 20, 2013.

Pages Containing Data Applicable to ETE ownership during
2013

DEPARTMENT OF TELECOMMUNICATIONS & ENERGY

This statement is filed in accordance with Chapter 164, Section 84A

CONDENSED FINANCIAL RETURN

**FINAL REPORT FOR NEW ENGLAND GAS COMPANY, A DIVISION OF SOUTHERN UNION CO WHICH IS A
SUBSIDIARY OF ENERGY TRANSFER EQUITY (ETE)
FOR THE PERIOD ENDING DECEMBER 19, 2013**

FULL NAME OF COMPANY

NEW ENGLAND GAS CO, A DIVISION OF SOUTHERN UNION CO

LOCATION OF PRINCIPAL BUSINESS OFFICE

FALL RIVER AND NORTH ATTLEBORO SERVICE AREAS

36 Fifth St.

Fall River, MA 02721

STATEMENT OF INCOME FOR THE (PARTIAL) YEAR

Item	Current (Partial) Year	Increase or (Decrease) from Preceding Year
OPERATING INCOME	\$	\$
Operating Revenues	59,100,534	
Operating Expenses:		
Operation Expense	43,874,521	The former NEGC entity ceased to exist with the sale of NEGC assets to Liberty Utilities on 12/20/2013. As a result, 2012 and 2013 activity is not comparable. For a comparison of ETE (NEGC) total 2012 income statement activity to combined Liberty (NEGC) and ETE (NEGC) 2013 income statement activity, refer to page 10-Liberty.
Maintenance Expense	2,109,875	
Depreciation Expense	4,215,191	
Amortization of Utility Plant	-	
Amortization of Property Losses	-	
Amortization of Investment Tax Credit	-	
Taxes Other Than Income Taxes	1,901,898	
Income Taxes	1,088,504	
Provision for Deferred Fed.Inc.Taxes	972,708	
Fed. Inc. Taxes Def. in Prior Yrs.-Cr.	-	
Total Operating Expenses	54,162,697	
Net Operating Revenues	4,937,836	
Income from Utility Plant Leased to Others	-	
Other Utility Operating Income	-	
Total Utility Operating Income	4,937,836	
OTHER INCOME		
Income from Mdse. Job. & Contract Work	-	
Income from Nonutility Operations	(343)	
Nonoperating Rental Income	-	
Interest and Dividend Income	8,084	
Miscellaneous Nonoperating Income	(15,739)	
Total Other Income	(7,998)	
Total Income	4,929,839	
MISCELLANEOUS INCOME DEDUCTIONS		
Miscellaneous Amortization	-	
Other Income Deductions	33,034	
Total Income Deductions	33,034	
Income Before Interest Charges	4,896,805	
INTEREST CHARGES		
Interest on Long-Term Debt	1,555,451	
Amortization of Debt Disc. & Expense	-	
Amortization of Prem. on Debt - Credit	(214,613)	
Int. on Debt to Associated Companies	-	
Other Interest Expense	(691,274)	
Interest Charged to Construction - Credit	-	
Total Interest Charges	649,564	
Net Income	4,247,241	

DEPARTMENT OF TELECOMMUNICATIONS & ENERGY

This statement is filed in accordance with Chapter 164, Section 84A

CONDENSED FINANCIAL RETURN

FULL NAME OF COMPANY

NEW ENGLAND GAS CO, A DIVISION OF SOUTHERN UNION CO

LOCATION OF PRINCIPAL BUSINESS OFFICE

FALL RIVER AND NORTH ATTLEBORO SERVICE AREAS

38 FIFTH ST.

Fall River, MA 02721

BALANCE SHEET AS OF 12/19/2013
FINAL REPORT FOR NEW ENGLAND GAS COMPANY, A DIVISION OF SOUTHERN UNION CO WHICH IS A SUBSIDIARY OF ENERGY
TRANSFER EQUITY (ETE)

Title of Account	Balance as of 12/19/2013	Title of Account	Balance as of 12/19/2013
UTILITY PLANT	\$	PROPRIETARY CAPITAL	\$
Utility Plant	139,903,608	CAPITAL STOCK	
OTHER PROPERTY AND INVESTMENTS		Common Stock Issued	-
Nonutility Property	15,616	Preferred Stock Issued	-
Investment in Associated Companies	-	Capital Stock Subscribed	-
Other Investments	-	Premium on Capital Stock	-
Special Funds	-	Total	-
Total Other Property and Investments	15,616	SURPLUS	
CURRENT AND ACCRUED ASSETS		Other Paid-In Capital	54,890,325
Cash	151,195	Earned Surplus	2,098,698
Special Deposits	-	OCI - Pension & FAS 87	(2,101,576)
Working Funds	409	Total	54,887,447
Temporary Cash Investments	556,983	Total Proprietary Capital	54,887,447
Notes and Accounts Receivable	9,822,124	LONG-TERM DEBT	
Receivables from Assoc. Companies	-	Bonds	19,500,000
Materials and Supplies	2,677,143	Advances from Associated Companies	-
Prepayments	(62,062)	Other Long-Term Debt	-
Interest and Dividends Receivable	-	Total Long-Term Debt	19,500,000
Rents Receivable - Gas Costs	-	CURRENT AND ACCRUED LIABILITIES	
Accrued Utility Revenues	11,195,790	Notes Payable	-
Misc. Current and Accrued Assets	-	Accounts Payable	4,655,337
Total Current and Accrued Assets	24,341,582	Payables to Associated Companies	-
DEFERRED DEBITS		Customer Deposits	452,830
Unamortized Debt Discount and Expense	-	Taxes Accrued	643,720
Extraordinary Property Losses	-	Interest Accrued	359,480
Preliminary Survey and Investigation Charges	-	Dividends Declared	-
Clearing Accounts	(72,672)	Matured Long-Term Debt	-
Temporary Facilities	-	Matured Interest	-
Miscellaneous Deferred Debits	50,920,814	Tax Collections Payable	44,919
Total Deferred Debits	50,848,142	Misc. Current and Accrued Liabilities	1,686,604
CAPITAL STOCK DISCOUNT AND EXPENSE		Total Current and Accrued Liabilities	7,842,888
Discount on Capital Stock	-	DEFERRED CREDITS	
Capital Stock Expense	-	Unamortized Premium on Debt	3,153,934
Total Capital Stock Discount and Expense	-	Customer Advances for Construction	-
REACQUIRED SECURITIES		Other Deferred Credits	44,450,064
Reacquired Capital Stock	-	Total Deferred Credits	47,603,998
Reacquired Bonds	-	RESERVES	
Total Reacquired Securities	-	Reserves for Depreciation	59,981,343
Total Assets and Other Debits	215,108,948	Reserves for Amortization	-
		Reserve for Uncollectible Accounts	397,283
		Operating Reserves	365,139
		Reserve for Depreciation and Amortization of Nonutility Property	-
		Reserves for Deferred Federal Income	20,572,915
		Taxes	-
		Total Reserves	81,316,681
		CONTRIBUTIONS IN AID OF CONSTRUCTION	
		Contributions in Aid of Construction	3,957,934
		Total Liabilities and Other Credits	215,108,948

NOTES:

DEPARTMENT OF TELECOMMUNICATIONS & ENERGY

This statement is filed in accordance with Chapter 164, Section 84A

CONDENSED FINANCIAL RETURN

FULL NAME OF COMPANY

NEW ENGLAND GAS CO, A DIVISION OF SOUTHERN UNION CO

LOCATION OF PRINCIPAL BUSINESS OFFICE

FALL RIVER AND NORTH ATTLEBORO SERVICE AREAS
36 Fifth St.
Fall River, MA 02721

GAS OPERATING REVENUES FOR THE PERIOD ENDING 12/19/2013

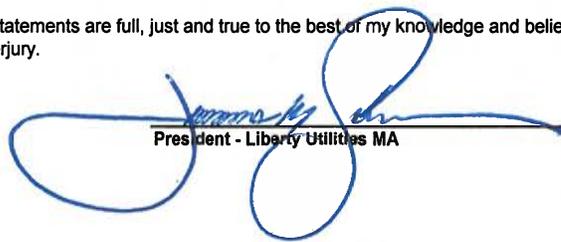
FINAL REPORT FOR NEW ENGLAND GAS COMPANY, A DIVISION OF SOUTHERN UNION CO WHICH IS A SUBSIDIARY OF ENERGY TRANSFER EQUITY (ETE)

Account	Operating Revenues	
	Amount for (Partial) Year	Increase (Decrease) from Preceding Year
SALES OF GAS	\$	
Residential Sales	37,454,058	The former NEGC entity ceased to exist with the sale of NEGC assets to Liberty Utilities on 12/20/2013. As a result, 2012 and 2013 activity is not comparable. For a comparison of ETE (NEGC) total 2012 income statement activity to combined Liberty (NEGC) and ETE (NEGC) 2013 income statement activity, refer to page 10-Liberty.
Commercial and Industrial Sales	-	
Small (or Commercial)	12,301,205	
Large (or Industrial)	35,450	
Other Sales to Public Authorities	-	
Interdepartmental Sales	-	
Miscellaneous Gas Sales	-	
Total Sales to Ultimate Consumers	49,790,713	
Sales for Resale	1,057,565	
Total Sales of Gas	50,848,278	
OTHER OPERATING REVENUES		
Supplier Sales	-	
Unbilled Revenue	160,278	
Miscellaneous Service Revenues	-	
Revenues from Transportation of Gas of Others	8,046,328	
Sales of Products Extracted from Natural Gas	-	
Revenues from Natural Gas Processed by Others	-	
Rent from Gas Property	6,000	
Interdepartmental Rents	-	
Other Gas Revenues	39,649	
Total Other Operating Revenues	8,252,255	
Total Gas Operating Revenues	59,100,534	

SUMMARY OF GAS OPERATION AND MAINTENANCE EXPENSES

Functional Classification	Operation	Maintenance	Total
Steam Production	-	-	\$ -
Manufactured Gas Production	1,103,783	6,225	1,110,008
Other Gas Supply Expenses	23,884,184	-	23,884,184
Total Production Expenses	24,987,968	6,225	24,994,193
Local Storage Expenses	-	84,605	84,605
Transmission and Distribution Expenses	4,475,792	2,019,045	6,494,837
Customer Accounts Expenses	4,324,067	-	4,324,067
Sales Expenses	372,814	-	372,814
Administrative and General Expenses	9,713,881	-	9,713,881
Total Gas Operation and Maintenance Expenses	43,874,521	2,109,875	45,984,396

April 30, 2015, I hereby certify that the foregoing statements are full, just and true to the best of my knowledge and belief. This statement is signed under the penalties of perjury.


President - Liberty Utilities MA

DEPARTMENT OF TELECOMMUNICATIONS & ENERGY

This statement is filed in accordance with Chapter 164, Section 84A

CONDENSED FINANCIAL RETURN

FULL NAME OF COMPANY	NEW ENGLAND GAS CO, A DIVISION OF SOUTHERN UNION CO
LOCATION OF PRINCIPAL BUSINESS OFFICE	FALL RIVER AND NORTH ATTLEBORO SERVICE AREAS 36 Fifth St. Fall River, MA 02721

STATEMENT OF EARNED SURPLUS FOR THE PERIOD ENDING 12/19/2013

FINAL REPORT FOR NEW ENGLAND GAS COMPANY, A DIVISION OF SOUTHERN UNION CO WHICH IS A SUBSIDIARY OF ENERGY TRANSFER EQUITY (ETE)

	Amount for (Partial) Year	Increase (Decrease) from Preceding Year
Unappropriated Earned Surplus (at beginning of period)	\$ (2,148,543)	The former NEGC entity ceased to exist with the sale of NEGC assets to Liberty Utilities on 12/20/2013. As a result, 2012 and 2013 activity is not comparable.
Balance Transferred from Income	4,247,241	
Miscellaneous Credit to Surplus	-	
Misc Debits to Surplus	-	
Zero out Investment in Subsidiary	-	
Net Additions to Earned Surplus	4,247,241	
Dividends Declared - Preferred Stock	-	
Dividends Declared - Common Stock	-	
Unappropriated Earned Surplus (at end of period)	2,098,698	

ELECTRIC OPERATING REVENUES

	Operating Revenues			
	Amount for Year	Increase or (Decrease) from Preceding Year		
SALES OF ELECTRICITY	\$	\$		
Residential Sales	N/A			
Commercial and Industrial Sales				
Small (or Commercial)				
Large (or Industrial)				
Public Street and Highway Lighting				
Other Sales to Public Authorities				
Sales to Railroad and Railways				
Interdepartmental Sales				
Miscellaneous Electric Sales				
Total Sales to Ultimate Consumers				
Sales for Resale				
Total Sales of Electricity				
OTHER OPERATING REVENUES				
Forfeited Discounts				
Miscellaneous Service Revenues				
Sales of Water and Power				
Rent from Electric Property				
Interdepartmental Rents				
Other Electric Revenues				
Total Other Operating Revenues				
Total Electric Operating Revenues				

SUMMARY OF ELECTRIC OPERATION AND MAINTENANCE EXPENSES

Functional Classification	Operation	Maintenance	Total
Power Production Expenses	\$	\$	\$
Electric Generation:		N/A	
Steam Power			
Nuclear Power			
Hydraulic Power			
Other Power			
Other Power Supply Expenses			
Total Power Production Expenses			
Transmission Expenses			
Distribution Expenses			
Customer Accounts Expenses			
Sales Expenses			
Administrative and General Expenses			
Total Electric Operation and Maintenance Expenses			

REVISED

FINAL REPORT FOR NEW ENGLAND GAS COMPANY, A DIVISION OF SOUTHERN UNION CO WHICH IS A
 SUBSIDIARY OF ENERGY TRANSFER EQUITY (ETE)
 FALL RIVER AND NORTH ATTLEBORO SERVICE AREAS
 RETURN ON COMMON EQUITY
 FOR THE PERIOD 1/1/2013 - 12/19/2013

		Amount for (Partial) Year	MA DTE Page/Line #
1	NET UTILITY INCOME AVAILABLE FOR COMMON SHAREHOLDERS		
2			
3	Total Utility Operating Income	4,937,836	Page10 / Line 18
4	Plus Income Taxes	2,061,212	Page10 / Lines 11 and 12
5	Plus Service Quality Penalties	-	
6	Minus Long Term Interest	1,555,451	Page10 / Line 33
7	Minus Amortization of Premium on Long Term Debt	(214,613)	Page 10 / Line 37
8	Minus Other Utility Interest and Dividends	(691,274)	Page 10 / Line 37
9	Subtotal	<u>6,349,484</u>	
10			
11	Minus Income Tax	2,490,585	Line 39
12	Net Income (see NOTE)	<u><u>3,858,899</u></u>	
13			
14	TOTAL UTILITY COMMON EQUITY		
15			
16	Total Proprietary Capital	54,887,447	Page 9 / Line 13
17	Minus Preferred Stock Issued	-	
18	Minus Unamortized Acquisition Premium	252,247	Page 27/ Line 16 and 17
19	Subtotal	<u>54,635,200</u>	
20	Minus Prop Capital * Allocation Ratio	6,097.81	[100%- Line 33]* line 19
21	Utility Common Equity	<u><u>54,629,102</u></u>	
22			
23			
24	ROE	7.06%	Line 12/21
25			
26			
27	ALLOCATION FACTOR CALCULATION		
28			
29	Utility Plant	139,903,608	Page 8 / Line 2
30	Other Property & Other Investments	15,616	Page 8 / Line 8
31	Property & Investments	<u>139,919,225</u>	Line 29+Line 30
32			
33	Allocation Ratio	99.99%	Line 29/31
34			
35			
36	INCOME TAX CALCULATION		
37			
38	Net Income Before Income Tax	6,349,484	Line 3+4-6-7-8
39	Blended Federal/State Income Rate	39.225%	Statutory Rate
40		<u>2,490,585</u>	Line 38 * Line 39
41			

NOTE: Beginning in 2008, allocated corporate expenses are included in the NEGC financial statements as expenses. No additional adjustment is needed to reduce net income obtained from page 10, line 18.

5A-ETE

New England Gas Company, Fall River and North Attleboro Service Areas
Page 5, Question 11: Management Fees and Expenses during the Year
#VALUE!

Following is a list of all individuals, corporations or concerns with whom the company has any contract or agreement covering the management or supervision of its affairs, such as accounting, financing, engineering, construction, purchasing, operation, etc.

Southern Union Company Corporate Expense Allocation

	Corporate Costs Expensed	Corporate Costs Capitalized	Total Corporate Cost Charged to NEGC
Capitalized Amounts		-	-
Utility Expense	737,553	-	737,553
Total Allocated Corporate Costs	737,553	-	737,553
Service and Management Fees	acct 92100051	-	-
Royalty and Licensing Fees	acct 93020025	-	-
Total Corporate Cost Charged to NEGC	737,553	-	737,553

The above schedule represents the amount of corporate expense allocated to NEGC for the period from January 1, 2013 through December 19, 2013. NOTE: Beginning in 2008, allocated corporate expenses are included in the NEGC financial statements.

GENERAL INFORMATION - Continued

12. Describe briefly all the important physical changes in the property during the last fiscal period including additions, alterations or improvements to the works or physical property retired.

In Electric property:

N O N E

In Gas property:

During the period from January 1, 2013 through December 19, 2013, the Company installed 54,512' of new mains, and retired 41,801' of cast iron and bare steel main. The Company installed 1,160 new service lines and retired 773 old bare steelservice lines.

COMPARATIVE BALANCE SHEET Assets and Other Debits				
Line No.	Title of Account (a)	Balance Beg of 2013 (b)	Balance As of 12/19/2013 (c)	Increase or (Decrease) (d)
		\$	\$	\$
1	UTILITY PLANT			
2	Utility Plant (101-107) P.13.....	132,875,855	139,903,608.36	7,027,753
3	OTHER PROPERTY AND INVESTMENTS			
4	Nonutility Property (121) P.19.....	15,616	15,616.33	-
5	Investments in Associated Companies (123) P.20 (see NOTE page 9).....	-	-	-
6	Other Investments (124) P.20.....	-	-	-
7	Special Funds (125,126,127,128) P.21.....	-	-	-
8	Total Other Property and Investments.....	15,616	15,616.33	-
9	CURRENT AND ACCRUED ASSETS			
10	Cash (131).....	958,133	151,194.72	(806,939)
11	Special Deposits (132,133,134) P.21.....	-	-	-
12	Working Funds (135).....	388	408.54	21
13	Temporary Cash Investments (136) P.20.....	556,983	556,983.10	-
14	Notes and Accounts Receivable (141,142,143) P.22.....	10,889,523	9,822,123.89	(1,067,399)
15	Receivables from Assoc. Companies (145,146) P.23 (see NOTE page 9).....	-	-	-
16	Material and Supplies (151-159,163,164) P.24.....	2,316,458	2,677,142.55	360,685
17	Prepayments (165).....	302,302	(62,061.60)	(364,364)
18	Interest and Dividends Receivable (171).....	-	-	-
19	Rent Receivable (172).....	-	-	-
20	Accrued Utility Revenues (173,175).....	12,182,598	11,195,790.48	(986,808)
21	Misc. Current and Accrued Assets (174).....	-	-	-
22	Total Current and Accrued Assets.....	27,206,385	24,341,581.68	(2,864,804)
23	DEFERRED DEBITS			
24	Unamortized Debit Discount and Expense (181) P.26.....	-	-	-
25	Extraordinary Property Losses (182) P.27.....	-	-	-
26	Preliminary Survey and Investigation Charges (183).....	-	-	-
27	Clearing Accounts (184).....	(425,080)	(72,672.43)	352,408
28	Temporary Facilities (185).....	-	-	-
29	Miscellaneous Deferred Debits (186) P.27.....	64,067,985	50,920,813.94	(13,147,171)
30	Matured Interest (240).....	-	-	-
31	Total Deferred Debits.....	63,642,905	50,848,141.51	(12,794,763)
32	CAPITAL STOCK DISCOUNT AND EXPENSE			
33	Discount on Capital Stock (191) P.28.....	-	-	-
34	Capital Stock Expense (192) P.28.....	58	-	(58)
35	Total Capital Stock Discount and Expense.....	58	-	(58)
36	REACQUIRED SECURITIES			
37	Reacquired Capital Stock (196).....	-	-	-
38	Reacquired Bonds (197).....	-	-	-
39	Total Reacquired Securities.....	-	-	-
40	Total Assets and Other Debits.....	223,740,819	215,108,947.88	(8,631,871)

COMPARATIVE BALANCE SHEET Liabilities and Other Credits				
Line No.	Title of Account (a)	Balance Beg of 2012 (b)	Balance As of 12/19/2013 (c)	Increase or (Decrease) (d)
1	PROPRIETARY CAPITAL			
2	CAPITAL STOCK			
3	Common Stock Issued (201) P.29.(see NOTE).....	-	-	-
4	Preferred Stock Issued (204) P.29.....	-	-	-
5	Capital Stock Subscribed (202,205).....	-	-	-
6	Premium on Capital Stock (207) P.29...(see NOTE).....	-	-	-
7	Total.....	-	-	-
8	SURPLUS			
9	Other Paid-in Capital (208-211) P. 30.....	60,151,144	54,890,325	(5,260,819)
10	Earned Surplus (215,216) P. 12 (see NOTE).....	(2,148,543)	2,098,698	4,247,241
10A	OCI - Pension and FAS 87	(2,922,267)	(2,101,576)	820,691
11	Surplus Invested In Plant (217).....	-	-	-
12	Total.....	55,080,334	54,887,447	(192,887)
13	Total Proprietary Capital.....	55,080,334	54,887,447	(192,887)
14	LONG TERM DEBT			
15	Bonds (221) P.31.....	19,500,000	19,500,000	-
16	Advances from Assoc. Companies (223) P.31	-	-	-
17	Other Long-Term Debt (224) P.31.....	-	-	-
18	Total Long-Term Debt.....	19,500,000	19,500,000	-
19	CURRENT AND ACCRUED LIABILITIES			
20	Notes Payable (231) P.32.....	-	-	-
21	Accounts Payable (232).....	6,513,962	4,655,337	(1,858,625)
22	Payables to Associated Companies (233,234) P.32.(see NOTE).....	-	-	-
23	Customer Deposits (235).....	416,029	452,830	36,801
24	Taxes Accrued (236).....	320,559	643,720	323,160
25	Interest Accrued (237).....	411,328	359,480	(51,848)
26	Dividends Declared (238).....	-	-	-
27	Matured Long-Term Debt(239).....	-	-	-
28	Matured Interest (240).....	-	-	-
29	Tax Collections Payable (241).....	385,273	44,919	(340,354)
30	Misc. Current and Accrued Liabilities (242) P.33.....	2,945,765	1,686,604	(1,259,161)
31	Total Current and Accrued Liabilities.....	10,992,916	7,842,888	(3,150,027)
32	DEFERRED CREDITS			
33	Unamortized Premium on Debt (251) P.26.....	3,368,547	3,153,934	(214,613)
34	Customer Advances for Construction (252)	-	-	-
35	Other Deferred Credits (253) P.33.....	54,277,005	44,450,064	(9,826,941)
36	Total Deferred Credits.....	57,645,552	47,603,998	(10,041,554)
37	RESERVES			
38	Reserves for Depreciation (254-256) P.34.....	57,637,198	59,981,343	2,344,145
39	Reserves for Amortization (257-259) P.34.....	-	-	-
40	Reserve for Uncollectible Accounts (260).....	371,013	397,283	26,270
41	Operating Reserves (261-265) P.35.....	311,331	365,139	53,809
42	Reserve for Depreciation and Amortization of Nonutility Property (266)	-	-	-
43	Reserves for Deferred Federal Income Taxes (268)..P.36.....	18,644,495	20,572,915	1,928,420
44	Total Reserves.....	76,964,037	81,316,681	4,352,644
45	CONTRIBUTIONS IN AID OF CONSTRUCTION			
46	Contributions in Aid of Construction (271) P. 36B.....	3,557,980	3,957,934	399,954
47	Total Liabilities and Other Credits.....	223,740,819	215,108,948	(8,631,870)

NOTE: On 9/28/2000, Fall River Gas Company merged with and into Southern Union Company, therefore, the Company no longer has Capital Stock. Subsequent to the merger through calendar 2007, the Company presented the Capital Stock and Investment in Associated Companies balances in its Annual Returns at the amounts reflected on the Company's books as of the date of acquisition. Effective with the 2008 Annual Return and for subsequent Returns through 2011, the Company modified the presentation of these components to address questions raised by the DPU and the AG in DPU-08-35. Specifically, the acquired balance of Investment in Subsidiary was closed to Retained Earnings (which was the offset account during the years in which the debits to Investment in Subsidiary Account were booked). The acquired balances of Common Stock and Premium on Capital Stock were reclassified to Other Paid in Capital. In addition, to reflect Fall River's status as a division of Southern Union Company and the lack of repayment provisions relating to these amounts, the year-end net balance of Inter-Company Payables and Receivables have been reclassified to Other Paid in Capital. In 2012, Southern Union Company was acquired by Energy Transfer Equity (ETE). In accounting for that acquisition, the aforementioned balances of Common Stock, Premium on Capital Stock, and Other Paid in Capital (excluding the portion relating to intercompany payables and receivables) were eliminated on the Company's books and replaced with an entry to Paid in Capital pursuant to ETE's acquisition.

STATEMENT OF INCOME FOR THE PERIOD January 1, 2013 - December 19, 2013			
Line No.	Account (a)	Current (Partial) Year (b)	Increase or (Decrease) from Preceding Year (c)
1	OPERATING INCOME	\$	\$
2	Operating Revenues (400) P.37,43.....	59,100,534	Column (b) contains activity through December 19, 2013
3	Operating Expenses:		
4	Operation Expense (401) P.42,47.....	43,874,521	
5	Maintenance Expense (402) P.42,47.....	2,109,875	
6	Depreciation Expense (403) P.34.....	4,215,191	
7	Amortization of Utility Plant (404 and 405).....		
8	Amortization of Property Losses (407.1).....		
9	Amortization of Investment Tax Credit (406).....		
10	Taxes Other Than Income Taxes (408) P.49.....	1,901,898	
11	Income Taxes (409) P.49.....	1,088,504	
12	Provision for Deferred Fed. Inc. Taxes (410) P.36, P.33.....	972,708	
13	Fed. Inc. Taxes Def. in Prior Yrs.-Cr. (411) P.36.....		
14	Total Operating Expenses.....	54,162,697	
15	Net Operating Revenues.....	4,937,836	
16	Income from Utility Plant Leased to Others (412)-Net.....		
17	Other Utility Operating Income (414) P.50.....	-	
18	Total Utility Operating Income.....	4,937,836	
19	OTHER INCOME		
20	Income from Mdse. Job & Contract Work (415) P.51.....	0	
21	Income from Nonutility Operations (417).....	(343)	
22	Nonoperating Rental Income (418).....	0	
23	Interest and Dividend Income (419).....	8,084	
24	Miscellaneous Nonoperating Income (421).....	(15,739)	
25	Total Other Income.....	(7,998)	
26	Total Income.....	4,929,839	
27	MISCELLANEOUS INCOME DEDUCTIONS		
28	Miscellaneous Amortization (425).....		
29	Other Income Deductions (426).....	33,034	
30	Total Income Deductions.....	33,034	
31	Income Before Interest Charges.....	4,896,805	
32	INTEREST CHARGES		
33	Interest on Long-Term Debt (427) P.31.....	1,555,451	
34	Amortization of Debt Disc. & Expense (428) P.26.....		
35	Amortization of Prem. on Debt-Credit (429) P.26.....	(214,613)	
36	Int. on Debt to Associated Companies (430) P.31,32.....		
37	Other Interest Expense (431).....	(691,274)	
38	Interest Charged to Construction-Credit (432).....		
39	Total Interest Charges.....	649,564	
40	Net Income.....	4,247,241	
41	EARNED SURPLUS		
42	Unappropriated Earned Surplus (at beginning of period) (216)	(2,148,543)	
43	Balance Transferred from Income (433).....	4,247,241	
44	Miscellaneous Credits to Surplus (434).....		
45	Misc Debits to Surplus (435) ETE Acquisition - Zero out Ret. Earnings at Acquisition Date	0	
46	Appropriations of Surplus (436).....		
47	Net Additions of Earned Surplus.....	4,247,241	
48	Dividends Declared-Preferred Stock (437).....		
49	Dividends Declared-Common Stock (438).....		
51	Unappropriated Earned Surplus (at end of period) (216)	2,098,697.58	

STATEMENT OF EARNED SURPLUS (Accounts 215-216)

1. Report in this schedule an accounting for changes in appropriated and unappropriated earned surplus for the year.

2. Each credit and debit during the year should be identified as to the surplus account in which included (Accounts 433-438 inclusive) and the contra primary account affected shown. Minor items may be grouped by classes; however, the number of items in each group should be shown.

3. For each reservation or appropriation of earned surplus state the purpose, amount, and in the case of reservations, the reserve account credited.

Explain in a footnote the basis for determining the amount reserved or appropriated and if such reservation or appropriation is to be recurrent, state the number and annual payments to be reserved or appropriated as well as the totals eventually to be accumulated.

4. Dividends should be shown for each class and series of capital stock. Show amounts of dividends per share.

5. List credits first; then debits.

Line No.	Item (a)	Primary Contra Account Affected (b)	Amount (c)
1			
2	UNAPPROPRIATED EARNED SURPLUS (Account 216)		
3			
4			
5	Balance - Beginning of Year - Total		(2,148,543)
6			
7	Balance transferred from net income (loss) - Current Year		4,247,241
8			
9	Balance - end of year		<u>2,098,698</u>
10			
11			
12			
13			
14	APPROPRIATED EARNED SURPLUS (Account 215)		
15	State balance and purpose of each appropriated earned surplus amount at end		
16	of year and give accounting entries for any applications of appropriated earned		
17	surplus during the year.		
18			
19	NONE		
20			
21			
22			
23			
24			
25			
26			
27			
28			
29			
30			

SUMMARY OF UTILITY PLANT AND RESERVES FOR DEPRECIATION AND AMORTIZATION

Line No.	Item (a)	Total (b)	Electric (c)	Gas (d)	(e)	(f)	Common (g)
1	UTILITY PLANT:	\$	\$	\$	\$	\$	\$
2	In Service:						
3	101 Plant in Service (Classified)	136,909,900		136,909,900			
4	106 Completed Construction not Classified.....						
5	Total P. 18.....	136,909,900		136,909,900			
6	104 Leased to Others.....						
7	105 Held for Future Use.....	0		-			
8	107 Construction Work in Progress	2,993,708		2,993,708			
9	Total Utility Plant.....	139,903,608		139,903,608			
10	DETAIL OF RESERVES FOR DEPRECIATION AND AMORTIZATION						
11	In Service:						
12	254 Depreciation P. 34.....	59,981,343		59,981,343			
13	257 Amortization.....						
14	Total, in Service.....	59,981,343		59,981,343			
15	Leased to Others:						
16	255 Depreciation.....						
17	258 Amortization.....						
18	Total, Leased to Others.....						
19	Held For Future Use:.....						
20	256 Depreciation.....						
21	259 Amortization.....						
22	Total, Held for Future Use.....						
23	Total Reserves for Depreciation and Amortization.....	59,981,343		59,981,343			

UTILITY PLANT-GAS							
Line No.	Account (a)	Balance Beg of Year Total (b.3)	Additions (c)	Retirements (d)	Adjustments (e)	Transfers (f)	Balance at 12/19/2013 (g)
1	1. INTANGIBLE PLANT	\$	\$	\$	\$	\$	\$
2	301 Organization.....						
3	303 Miscellaneous Intangible Plant.....	4,479,599.68	12,854				4,492,453.43
4	Total Intangible Plant.....	4,479,599.68	12,854	-	-	-	4,492,453.43
5	2. PRODUCTION PLANT						
6	Manufactured Gas Production Plant.....	27,598.24					27,598.24
7	304 Land and Land Rights.....	1,248,264.02					1,404,821.07
8	305 Structures and Improvements.....	29,028.21	222,231	63,274		(2,400)	1,397.86
9	306 Boiler Plant Equipment.....	73,810.27		27,630			73,810.27
10	307 Other Power Equipment.....	-					-
11	310 Water Gas Generating Equipment.....	-					-
12	311 Liquefied Petroleum Gas Equipment.....	839,329.32		839,329			0.20
13	312 Oil Gas Generating Equipment.....	-					-
14	313 Generating Equipment-Other Processes.....	2,077,050.96		2,181			2,074,869.68
15	315 Catalytic Cracking Equipment.....	-					-
16	316 Other Reforming Equipment.....	-					-
17	317 Purification Equipment.....	-					-
18	321 LNG Equipment.....	-					-
19	319 Gas Mixing Equipment.....	-					-
20	320 Other Equipment.....	120,110.00		23,329			96,780.55
21	Total Manufactured Gas Production Plant.....	4,415,191.02	222,231	955,744	-	(2,400)	3,679,277.87
22	3. STORAGE PLANT						
23	360 Land and Land Rights.....	-					-
24	361 Structures and Improvements.....	66,338.12					66,338.12
25	362 Gas Holders.....	-					-
26	363 Other Equipment.....	177,759.80	4,458				182,217.80
27	Total Storage Plant.....	244,097.92	4,458	-	-	-	248,555.92

1. Report below the cost of utility plant in service according to prescribed accounts.
 2. Do not include as adjustments, corrections of additions and retirements for the current or

the preceding year. Such items should be included in column (c) or (d) as appropriate.
 3. Credit adjustments of plant accounts should be enclosed in parentheses to indicate the negative

effect of such amounts.
 4. Reclassifications or transfers within utility plant accounts should be shown in column (f).

UTILITY PLANT - GAS (Continued)							
Line No.	Account (a)	Balance Beg of Year Total (b.3)	Additions (c)	Retirements (d)	Adjustments (e)	Transfers (f)	Balance at 12/19/2013 (g)
1	4. DISTRIBUTION PLANT						
2	365.1 Land and Land Rights.....	83,483.74					83,483.74
3	365.2 Rights of Way.....	-					-
4	366 Structures and Improvements.....	873,711.74				(873,712)	-
5	367 Mains.....	44,845,817.73	2,102,411	288,418	(8,366)		46,651,445.15
6	368 Compressor Station Equipment.....	-					-
7	369 Measuring and Regulating Station Equipment.....	1,988,737.13	144,793	9,564	8,366		2,132,332.02
8	380 Services.....	51,586,193.24	2,708,083	349,279			53,944,997.60
9	381 Meters.....	7,117,861.46	530,698	87,841			7,560,718.60
10	382 Meter Installations.....	10,051,242.67	826,807	98,330			10,779,719.39
11	383 House Regulators.....	326,775.64	12,839				339,614.68
12	384 House Regulators Installations.....	192,743.96					192,743.96
13	386 Other Property on Cust's Prem.....	-					-
14	387 Other Equipment.....	67,222.49					67,222.49
15	Total Transmission and Distribution Plant.....	117,133,789.80	6,325,632	833,432	-	(873,712)	121,752,277.63
16	5. GENERAL PLANT						
17	389 Land and Land Rights.....	41,367.73					41,367.73
18	390 Structures and Improvements.....	1,100,587.48	26,390			873,712	2,000,689.43
19	391 Office Furniture and Equipment.....	1,141,310.99	31,728			2,400	1,175,438.54
20	392 Transportation Equipment.....	1,786,326.53	67,712	30,607			1,823,431.49
21	393 Stores Equipment.....	25,001.68					25,001.68
22	394 Tools, Shop, and Garage Eqpt.....	677,687.98	47,415				725,102.77
23	395 Laboratory Equipment.....	23,578.07					23,578.07
24	396 Power Operated Equipment.....	205,685.12	127,014	12,226			320,473.86
25	397 Communication Equipment.....	230,469.89	95,005	12,091			313,383.78
26	398 Miscellaneous Equipment.....	290,109.83		1,242			288,867.88
27	399 Other Tangible Property.....	-					-
28	Total General Plant.....	5,522,125.30	395,263	56,165	-	876,112	6,737,335.23
29	Total Gas Plant in Service.....	131,794,803.72	6,960,438	1,845,341	-	-	136,909,900.08
30	104 Utility Plant Leased to Others.....	-					-
31	105 Property Held for Future Use.....	-					-
32	107 Construction Work in Progress.....	1,081,051.23	8,563,543	6,650,886			2,993,708.28
33	Total Utility Plant - Gas.....	132,875,854.95	15,523,981	8,496,227	-	-	139,903,608.36

Note: Completed Construction Not Classified, Account 106, shall be classified in this schedule according to prescribed accounts, on an estimated basis if necessary, and the entries included in column (c). Also to be included in column (c) are entries for reversals of tentative distribution of prior year reported in column (c). Likewise, if the respondent has a significant amount of plant retirements which have not been classified to primary accounts at the end of the year, a tentative distribution of such retirements on an estimated basis with appropriate contra entry to the Depreciation Reserve Account, shall be included in column (d). Include also in column (d) reversals of tentative distributions of prior year of unclassified retirements. Attach an insert page showing the account distributions of these tentative classifications in columns (c) and (d) including the reversal of the prior year years tentative account distributions of these amounts. Careful observation of the above instructions and the texts of Accounts 101 and 106 will avoid serious omissions of the reported amount of the respondent's plant actually in service at end of year.

NONUTILITY PROPERTY (ACCOUNT 121)

Give particulars of all investments of the respondent in physical property not devoted to utility operation.

Line No.	Description and Location (a)	Book Value at 12/19/2013 (b)	Revenue for the Year (c)	Expense for the Year (d)	Net Revenue for the Year (e)
1					
2					
3					
4					
5					
6					
7					
8					
9				-	-
10					
11					
12					
13	Two (2) Family Frame Dwelling				
14	at 216 Charles Street				
15	Fall River, MA	2,175			
16	Less: Reserve for				
17	Depreciation of				
18	Non-Utility Property	-			
19					
20		2,175		-	-
21					
22					
23					
24					
25	Land - 45.9 Acres More or				
26	Less at Sanford Road,				
27	Westport, MA	13,441			-
28					
29					
30					
31					
32					
33					
34					
35					
36					
37					
38	Summary:				
39	Non-Utility Property a/c 121	15,616			
40	Less: Reserve for				
41	Depreciation of				
42	Non-Utility Property	-			
43	a/c 266				
44					
45	TOTALS	15,616	-	-	-

INVESTMENTS (ACCOUNTS 123,124,136)

Give particulars of all investments in stocks, bonds, notes, etc. held by the respondent at the end of the year.
Provide a subheading for each list thereunder the information called for.

Line No.	Description of Security Held by Respondent (a)	Amount (b)
1		
2		
3	a/c 123 - Investment in Associated Company	
4	-----	
5		
6		
7		
8	NONE	
9		
10		
11		
12		
13		
14		
15		
16		
17		
18		
19		
20		\$ -
21		
22		
23	a/c 124 - Other Investments	
24	-----	
25		
26		\$ -
27	NONE	
28		
29		
30		
31		
32		
33		
34		
35		
36		
37		
38		
39		
40		
41		
42		
43		
44		
45		
46		
47		

SPECIAL FUNDS (Account 125, 126, 127, 128)
 (Sinking Funds Depreciation Fund, Amortization Fund-Federal, Other Special Funds)

Report below the balance at end of year of each special fund maintained during year. Identify each fund as to account in which include. Indicate nature of any fund included in Account 128, other Special Funds.

Line No.	(a) Name of fund and Trustee if Any	Amount as of 12/19/2013 (b)		
1	NONE			
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
15				
16				
17				
18			TOTAL	\$ -
19				
20				

SPECIAL DEPOSITS (Accounts 132, 133, 134)

1. Report below the amount of special deposits by classes at end of year.
2. If any deposit consists of assets other than cash, give a brief description of such assets.
3. If any deposit is held by an associated company, give name of company.

Line No.	(a) Description and Purpose of Deposit	Amount as of 12/19/2013 (b)		
21	NONE			
22				
23				
24				
25				
26				
27				
28				
29				
30				
31				
32				
33				
34				
35				
36				
37				
38				
39				
40			TOTAL	\$ -
41				
42				

NOTES RECEIVABLE (Account 141)

- 1. Give the particulars called for below concerning notes receivable at the end of year.
- 2. Give particulars of any note pledged or discounted.
- 3. Minor items may be grouped by classes, showing number of such items.
- 4. Designate any note the maker of which is a director, officer or other employee.

Line No.	Name of Maker and Purpose for Which Received (a)	Date of Issue (b)	Date of Maturity (c)	Interest Rate (d)	Amount as of 12/19/2013 (e)
1	NONE				\$
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					
15					
16					
				TOTAL	\$ -

ACCOUNTS RECEIVABLE (Account 142, 143)

- 1. Give the particulars called for below concerning accounts receivable at end of year.
- 2. Designate any account included in Account 143 in excess of \$5,000.

Line No.	Description (a)	Amount at 12/19/2013 (b)
17	Customers (Account 142): Other Accounts Receivable (Account 143): Miscellaneous (group and describe by classes): Miscellaneous	\$
18		
19		
20		
21		
22		
23		
24		
25		
26		
27		
28		
29		
30		
31		
32		
33		
34		
35		
36		
37		
38		
TOTAL		\$ 9,822,124

RECEIVABLES FROM ASSOCIATED COMPANIES (Accounts 145,146)

- 1. Report particulars of notes and accounts receivable from associated companies at end of year.
- 2. Provide separate headings and totals for Account 145, Notes Receivable from Associated Companies, and 146, Accounts Receivable from Associated Companies, in addition to a total for the combined accounts.
- 3. For notes receivable list each note separately and state purpose for which received. Show also in column (a) date of note and date of maturity.
- 4. If any note was received in satisfaction of an open account, state the period covered by such open account.
- 5. Include in column (d) interest recorded as income during the year, including interest on accounts and notes held any time during the year.
- 6. Give particulars of any notes pledged or discounted, also of any collateral held as guarantee of payment of any note or account.

Line No.	Name of Company (a)	Amount as of 12/19/2013 (b)	Interest for Year	
			Rate (c)	Amount (d)
1		\$		\$
2				
3				
4	See Note on Page 9. Any balance at 12/19/2013 is netted against Payable to Associated Companies and reflected as Other Paid in Capital.			
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
15				
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				
26				
27				
28				
29				
30				
31				
32				
33				
34				
35				
36				
37				
38				
39				
40				
41	TOTALS	\$ -		\$ -
42				

MATERIAL AND SUPPLIES (ACCOUNTS 151-159,163) Summary Per Balance Sheet			
Line No.	Account (a)	Amount as of 12/19/2013	
		Electric (b)	Gas (c)
1	Fuel (Account 151) (See Schedule, Page 25).....	NOT APPLICABLE	668,868
2	Fuel Stock Expenses (Account 152).....		
3	Residuals (Account 153).....		
4	Plant Materials and Operating Supplies (Account 154).....		
5	Merchandise (Account 155).....		
6	Other Materials and Supplies (Account 156).....		
7	Liquefied Natural Gas (Account 164, Page 25).....		
8	Nuclear Fuel Assemblies and Components-Stock Account (Account 158).....		
9	Nuclear Byproduct Materials (Account 159).....		
10	Stores Expense (Account 163).....		
11			
12	Total Per Balance Sheet		2,677,143
13			
14			

PRODUCTION FUEL AND OIL STOCKS - Included in Account 151 & 164 (Except Nuclear Materials)									
1. Report below the information called for concerning production fuel and oil stocks. 2. Show quantities in tons of 2,000 lbs., gal., or Mcf., whichever unit of quantity is applicable. 3. Each kind of coal or oil should be shown separately. 4. Show gas and electric fuels separately by specific use.									
Line No.	Item (a)	Total Cost (b)	#2 Oil			Kinds of Fuel and Oil			
			Quantity (c) Gal.	Cost (d)	Liquid Propane		Natural Gas In Storage		
					Quantity (e) Gal.	Cost (f)	Quantity (j) MMBtu	Cost (k)	
1	On Hand Beginning of Year	1,559,825	-	-	0	-	0	-	-
2	Received through 12/19	2,323,849	-	-	0	-	0	-	-
3	TOTAL AVAILABLE	3,883,674	-	-	0	-	0	-	-
4	Used through 12/19 (Note A)								
5	Compressor Fuel	1,875,400							
6	Boiler Fuel								
7	Vaporized								
8	Vapor - Send Out								
9	Propane Air								
10	Sold or Transferred								
11	TOTAL DISPOSED OF	1,875,400	-	-	0	-	0	-	-
12	BALANCE 12/19/2013	2,008,274	-	-	-	-	-	-	-
13									
Kinds of Fuel and Oil - Continued									
Line No.	Item (g)	Total Cost (b)	Liquid Natural Gas		Natural Gas In Storage				
			Quantity (h) MMBtu	Cost (i)	Quantity (j) MMBtu	Cost (k)			
							Quantity (h) MMBtu	Cost (i)	Quantity (j) MMBtu
14	On Hand Beginning of Year		153,044	1,013,035	177,231	546,790			
15	Received through 12/19		131,548	1,283,156	285,757	1,040,693			
16	TOTAL AVAILABLE		284,592	2,296,191	462,988	1,587,483			
17	Used through 12/19 (Note A)								
18	Compressor Fuel		139,273	1,017,887	261,123	857,513			
19	Vaporized								
20	Vapor - Send Out								
21	Sold or Transferred								
22	TOTAL DISPOSED OF		139,273	1,017,887	261,123	857,513			
23	BALANCE 12/19/2013		145,319	1,278,304	201,865	729,969			
24									
25									

NOTE A - Indicate specific purpose for which used, e.g., Boiler Oil, Make Oil, Generator Fuel, etc.

UNAMORTIZED DEBT DISCOUNT AND EXPENSE AND UNAMORTIZED PREMIUM ON DEBT (Accounts 181, 251)

1. Report under separate subheadings for Unamortized Debt Discount and Expense and Unamortized Premium on Debt, particularly of discount and expense or premium applicable to each class and series of long-term debt.
2. Show premium amounts by enclosure in parentheses.
3. In column (b) show the principal amount of bonds or other long-term debt originally issued.
4. In column (c) show the discount and expense or premium with respect to the amount of bonds or other long-term debt originally issued.
5. Furnish particulars regarding the treatment of unamortized debt discount and expense or premium, redemption premiums, and redemption expenses associated with issues redeemed during the year, also, date of the Department's authorization of treatment other than as specified by the Uniform System of accounts.
6. Set out separately and identify undischarged amounts applicable to issues which were redeemed in prior years.
7. Explain any debits and credits other than amortization debited to Account 428, Amortization of Debt Discount or Expense, or credited to Account 429, Amortization of Premium on Debt - Credit.

Line No.	Designation of Long-Term Debt (a)	Principal Amount of Securities to which Discount and Expenses or Premium Minus Expense, Relates (Omit Cents) (b)	Total Discount and Expense or Net Premium (Omit Cents) (c)	Amortization Period		Balance Beginning of Year (f)	Debits During Period 1/1/2013 - 12/19/2013 (g)	Credits During Period 1/1/2013 - 12/19/2013 (h)	Balance as of 12/19/2013 (i)
				From (d)	To (e)				
1	Unamortized Premium								
2	Bonds - Fall River 7.99% Debt	7,000,000	(1,256,711)	9/20/1996	9/20/2026	(1,233,025)	127,319		(1,105,706)
3	Bonds - Fall River 9.44% Debt	6,500,000	(1,023,680)	2/20/1990	2/20/2020	(979,735)	(195,848)		(1,175,583)
4	Bonds - Fall River 7.24% Debt	6,000,000	(1,176,543)	12/11/1997	12/11/2027	(1,155,787)	283,142		(872,645)
5									
6									
7									
8									
9									
10									
11									
12									
13									
14									
15									
16									
17									
18									
19									
20									
21									
22	TOTALS	19,500,000	(3,456,934)			(3,368,547)	214,613	-	(3,153,934)

EXTRAORDINARY PROPERTY LOSSES (Account 182)						
1. Report below particulars concerning the accounting for extraordinary property losses. 2. In column (a) describe the property abandoned or extraordinary loss suffered, date of abandonment or loss, date of Department authorization of use of Account 182, and period over which amortization is being made.						
Line No.	Description of Property Loss or Damage (a)	Total Amount of Loss (b)	Previously Written Off (c)	Written off During Year		Balance as of 12/19/2013 (f)
				Account Charged (d)	Amount (e)	
1	NONE					
2						
3						
4						
5						
6						
7						
8						
9						
10	TOTALS					
MISCELLANEOUS DEFERRED DEBITS (Account 186)						
1. Report below the particulars called for concerning miscellaneous deferred debits. 2. For any deferred debit being amortized show period of amortization. 3. Minor items may be grouped by classes, showing number of such items.						
Line No.	Description (a)	Balance Beg of Year (b)	Debits (c)	Credits		Balance as of 12/19/2013 (f)
				Account Charged (d)	Amount (e)	
11						
12	Remediation Costs Incurred 10800003	2,379,016	2,300,816	10800001 and 4, 92300003 and 17570000	3,932,133	747,699
13	Remediation Costs Amortizable 10800004	18,049,339	2,305,562	10800003 and 5, and 17570000	5,786,176	14,568,725
14	Remediation Cost Not-Recoverab 10800005	851,373	883,127	10800004, 17570000 and 93020008	970,080	764,420
15						
16	Goodwill 11400003	44,796,847		n/a 20100001, 20700001,		44,796,847
17	Goodwill - ETE Acquisition 11400010	(44,544,600)		20110001, 21600041		(44,544,600)
18	Def'd Debits-Other Post Retireme 18600005	8,938		21600051, 24200011, 25300023	8,938	-
19		-				-
20	Rate Case - 2010 18600127	616,507		92800004	183,577	432,930
21						
22						
23	Misc Defd Debits - Strike Contingei 18600048	25,431	1,829	92300007	11,974	15,286
24						
25	Life Insurance Policies 18600132	1,009,659	33,456	92600014	4,095	1,039,020
26						
27	Misc Def Debit-Fcast & Sup 18600137	183,162	7,509	92800004	116,315	74,356
28						
29						
30	Environmental Reserve 18600136	13,132,000	345,000	25300017	592,000	12,885,000
31	Other Reg Assets - OCI at Mergei 18230040	25,173,977	2,656,649	92600038	10,210,760	17,619,866
32	Deferred Gas Cost 25300033	2,386,337	5,618,393	14400001, 48000007, 43100001	5,483,464	2,521,266
33						
34						
35						
36						
37	TOTALS	\$ 64,067,985	\$ 14,152,340		\$ 27,299,511	50,920,814

DISCOUNT ON CAPITAL STOCK (Account 191)

- | | |
|--|---|
| <p>1. Report the balance at end of year of discount on capital stock for each class and series of capital stock.</p> <p>2. If any change occurred during the year in the balance with respect to any class or series of stock, attach a state-</p> | <p>ment giving particulars of the change. State the reason for any charge-off during the year and specify the amount charged.</p> |
|--|---|

Line No.	Class and Series of Stock (a)	Balance as of 12/19/2013 (b)
1		
2		
3		
4		
5		
6		
7		
8	NONE	
9		
10		
11		
12		
13		
14		
15		
16		
17		
18		
19		
20		
21	TOTAL	0

CAPITAL STOCK EXPENSE (Account 192)

- | | |
|---|---|
| <p>1. Report the balance at end of year of capital stock expenses for each class and series of capital stock.</p> <p>2. If any change occurred during the year in the balance with respect to any class or series of stock, attach a state-</p> | <p>ment giving particulars of the change. State the reason for any charge-off of capital stock expense and specify the account charged.</p> |
|---|---|

Line No.	Class and Series of Stock (a)	Balance as of 12/19/2013 (b)
22		
23		
24		
25		
26		
27		
28		
29		
30		
31	NONE	
32		
33		
34		
35		
36		
37		
38		
39		
40		
41	TOTAL	0

CAPITAL STOCK AND PREMIUM (Account 201, 204, and 207)

1. Report below the particulars called for concerning common and preferred stock at end of year, distinguishing separate series of any general class. Show totals separately for common and preferred stock.
2. Entries in column (b) should represent the number of shares authorized by the Department.
3. Give particulars concerning shares of any class and series of stock authorized to be issued by the Department which have not yet been issued.
4. The designation of each class of preferred stock should show the dividend rate and whether the dividends are cumulative or noncumulative.
5. State if any capital stock which has been nominally issued is nominally outstanding at end of year.
6. Give particulars of any nominally issued capital stock, reacquired stock, or stock in sinking and other funds which is pledged, stating name of pledgee and purpose of pledge.

Line No.	Class and Series of Stock (a)	Number of Shares Authorized (b)	Per Value Share (c)	Amount Authorized (d)	Outstanding per Balance Sheet		Premium at 12/19/2013 (g)
					Shares (e)	Amount (f)	
1	NONE						
2							
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							
21							
22							
23							
24	TOTALS	0					\$ -

OTHER PAID-IN CAPITAL (Accounts 208-211)

1. Report below balance at end of year and the information specified in the instructions below for respective other paid-in capital accounts. Provide a conspicuous subheading for each account and show a total for the account, as well as total of all accounts for reconciliation with balance sheet. Additional columns may be added for any account if deemed necessary. Explain the change in any account during the year and give the accounting entries effecting such change.
2. Donations received from Stockholders (Account 208) - State amount and give brief explanation of the origin and purpose of each donation.
3. Reduction in Par Value of Capital Stock (Account 209) - State amount and give brief explanation of the capital changes which gave rise to amounts reported under the caption including identification with the class and series of stock to which related.
4. Gain on Cancellation of Reacquired Capital Stock (Account 210) - Report balance at beginning of year, credits, debits, and balance at end of year with a succinct designation of the nature of each credit and debit identified as to class and series of stock to which related.
5. Miscellaneous Paid-In Capital (Account 211) - Classify amounts included in this account at end year according to captions which, together with brief explanations, disclose the general nature of transactions which gave rise to the reported amounts

Line No.	Item (a)	
1	Balance - Beginning of Year	60,151,144
2		
3	Change in Net Intercompany Payables for 2013	(5,260,819)
4		
5	Balance - 12/19/2013	54,890,325
6		
7		
8		
9		
10		
11		
12		
13	See Note on Page 9. Includes Net Intercompany Payables	
14		
15		
16		
17		
18		
19		
20		
21		
22		
23		
24		
25		
26		
27		
28		
29		
30		
31		
32		
33		
34		
35		
36		
37		
38		
39		
40		
41	TOTAL	54,890,325

LONG TERM DEBT (Accounts 221,223-224)									
Report by balance sheet accounts particulars concerning long-term debt in Accounts 221, Bonds; 223 Advances from Associated Companies; and 224, Other Long-Term Debt.									
Line No.	Class and Series of Obligation (a)	Date of Issue (b)	Date of Maturity (c)	Amount Authorized (d)	Amount Actually Outstanding at End of Year (e)	Interest Provisions Rate per Cent (f)	Dates Due (g)	Interest Accrued 1/1 - 12/19 Charged to Income (h)	Interest Paid 1/1 - 12/19 During Year (i)
1	Bonds - Fall River 7.99% Debt	9/20/1996	9/20/2026	7,000,000	7,000,000	7.99%	3/15 & 9/15	420,387	420,387
2	Bonds - Fall River 9.44% Debt	2/20/1990	2/20/2020	6,500,000	6,500,000	9.44%	2/15 & 8/15	541,258	541,258
3	Bonds - Fall River 7.24% Debt	12/11/1997	12/11/2027	6,000,000	6,000,000	7.24%	6/15 & 12/15	593,806	593,806
4									
5									
6									
7									
8									
9									
10									
11									
12									
13									
14									
15									
16									
17									
18									
19									
20									
21	Note: Interest for the full month of December relating to the three Fall River Bonds was originally paid by ETE. Liberty reimbursed ETE for the portion of that payment to the period 12/20 - 12/31 as part of the working capital true-up.								
22									
23									
24									
25									
26									
27									
			TOTALS	19,500,000	19,500,000			1,555,451	1,555,451

For issues of long-term debt made during current year state purpose for which issued, date of issue, Department authorization date and D.P.U.

NOTES PAYABLE (Account 231)					
Report the particulars indicated concerning notes payable at end of year.					
Line No.	Payee (a)	Date of Note (b)	Date of Maturity (c)	Int. Rate (d)	Balance as of 12/19/2013 (e)
1	NONE				
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					
15					
16					
17					
18	TOTAL				-

PAYBLES TO ASSOCIATED COMPANIES (Accounts 233, 234)
Report the particulars indicated concerning notes payable at end of year.

Line No.	Name of Company (a)	Amount End of Year (b)	Interest for period ending 12/19/2013		
			Rate (c)	Amount (d)	
19	See Note on Page 9. Any balance at year end is netted against Receivable from Associated Companies and reflected as Other Paid in Capital.	\$		\$	
20					
21					
22					
23					
24					
25					
26					
27					
28					
29					
30					
31					
32					
33					
34					
35					
36					
37					
38					
39		TOTALS		\$0	\$ -
40					

MISCELLANEOUS CURRENT AND ACCRUED LIABILITIES (Account 242)							
1. Report the amount and description of other current and accrued liabilities at end of year. 2. Minor items may be grouped under appropriate title.							
Line No.	Description (a)					Balance as of 12/19/2013 (b)	
1	Environmental	22820007				888,600	
	Misc Curr Liab - Employee	24200002				(167)	
2	Union Dues	24200003				2,052	
3	Accrued Vacation	24200009				107,619	
4	Misc. Individual Agreements	24200012				305,439	
5	Medical and Life	24200029				136,300	
6	Flex Spending	24200094				4,159	
7	Medical Reserve	24200097				84,700	
8	Flex Spending	24200102				4,072	
9	Accrued Payroll	24200109				153,828	
10				TOTAL		1,686,604	
OTHER DEFERRED CREDITS (Account 253)							
1. Report below the particulars called for concerning other deferred credits. 2. For any deferred credits being amortized show the period of amortization. 3. Minor items may be grouped by classes. Show number of items.							
Line No.	Description of Other Deferred Credit (a)	Balance Beg of Year (b)	Debits		Credits (e)	Balance as of 12/19/2013 (f)	
			Account Debited (c)	Amount (d)			
11	Other	25300001	0	92600009, 92600038	4,116	836,400	
12	FAS 87 Liability	25300002	23,491,898	13100003, 25300001, 92600038	13,066,405	820,471	
13	Environmental	25300017	12,117,000	18600136, 22820007	1,535,600	1,415,000	
14	FAS 106 Liability - OPEB	25300023	12,028,132	13100005, 23400001, 24200011, 24200002, 25300001, 92600003, 92600013, 92600023	4,997,433	3,560,667	
15	Balance Due Customer	25300031	(657)	14200001	33	21	
16	Misc. Individual Agreements	25300065	2,613,736	24100001, 24100004, 24200109	272,367	209,612	
17	Deferred Comp	25300068	437,853	23200402, 24100001, 24100004, 24200109	25,515	16,990	
18	Supplemental Agreements	25300069	179,968	23200402	43,691	17,976	
19	Other Defd Cr - OIL	25300070	117,268	92500001		221,933	
20	Investment Tax Credit	25500002	12,784	n/a	12,784	0	
21	Deferred Income Tax - Other Federa	28300001	2,617,520	2160004, 21600053, 21600054, 21600055, 41010002, 41010003		2,529,505	
22	Deferred Income Tax - Other State	28300003	661,503	2160004, 21600053, 21600054, 21600055, 41010002, 41010003		502,427	
22	TOTALS		\$ 54,277,005		\$ 19,957,944	\$ 10,131,002	44,450,064

RESERVE FOR DEPRECIATION OF UTILITY PLANT IN SERVICE (Account 254-259)							
Show below the amount credited during the year to Depreciation Reserve, and the amount charged to Depreciation Reserve on account of property retired. Also the balance in the account at the end of the year.							
Line No.	(a)	Electric (b)	Gas (c)	Total (d)			
1	Balance at beginning of year Total.....		57,637,198	57,637,198			
2	Credits to Depreciation Reserve during year:						
3	Account 40300001 Depreciation.....		4,215,191	4,215,191			
4	Account 18400210 TWE Clearing.....		175,131	175,131			
	Offset for Loss on LNG Equipment		77,460	77,460			
5	TOTAL CREDITS DURING YEAR.....		4,467,783	4,467,783			
6	Net Charges for Plant Retired:						
7	Book Cost of Plant Retired.....		1,845,341	1,845,341			
8	Cost of Removal.....		278,296	278,296			
9	Salvage (Credit).....		-	-			
10							
11							
12	NET CHARGES DURING YEAR.....		2,123,638	2,123,638			
13	Balance December 19, 2013.....	\$ -	\$ 59,981,343	\$ 59,981,343			
METHOD OF DETERMINATION OF DEPRECIATION CHARGES							
Give in detail the rule and rates, by which the respondent determined the amount charged to operating expenses and other accounts, and credited to Depreciation Reserve. Report also the depreciation taken for the year for federal income tax purposes.							
14	Book depreciation was calculated using the depreciation rates approved in D.P.U. 08-35.						
15							
16							
17							
18							
19							
20							
21							
22							
DIVIDENDS DECLARED DURING THE YEAR (Accounts 437,438)							
Give particulars of dividends declared on each class of stock during the year, and charged to Earned Surplus. This schedule shall include only dividends that have been declared by the Board of Directors during the fiscal year.							
Line No.	Name of Security on Which Dividend was Declared (a)	Rate Per Cent		Amount of Capital Stock On Which Dividend Was Declared (d)	Amount of Dividend (e)	Date	
		Regular (b)	Extra (c)			Declared	Payable
23	NONE						
24							
25							
26							
27							
28							
29							
30							
31							
32	TOTALS	-		-	-		
33							
34	Dividend rates on Common Stock and Premium	0.0%					
35	Dividend rates on Common Stock, Premium and Surplus			0.0%			

OPERATING RESERVES (Accounts 261, 262, 263, 264, 265)

1. Report below an analysis of the change during the year for each of the above-named reserves.
2. Show name of reserve and account number, balance beginning of year, credits, debits, and balance at end of year. Credit amounts should be shown in black, debit amounts enclosed by parentheses.
3. Each credit and debit amount should be described as to its general nature and the contra account debited or credited shown. Combine the amounts of monthly accounting entries of the same general nature. If respondent has more than one utility department, contra accounts debited or credited should indicate the utility department affected.
4. For Accounts 261, Property Insurance Reserve and 262, Injuries and Damages Reserve, explain the nature of the risks covered by the reserve.
5. For Account 265, Miscellaneous Operating Reserves, report separately each reserve comprising the account and explain briefly its purpose.

Line No.	Item (a)	Contra Account Debited or Credited (b)	Amount (c)
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			
11	<u>A/C 265 Reserve for Liability & Damage</u>		
12			
13	Balance - Beginning of Year		311,331
14			
15	Provision for current year	925	223,378
16	Payments made during the year	131	(183,928)
17	Correcting Entry - Reclassification to LDAC AG Consulting Exp	175.1	<u>14,359</u>
18			
19			53,809
20			
21	Balance - as of 12/19/2013		<u><u>365,139</u></u>
22			
23			
24			
25			
26			
27			
28			
29			
30			
31			
32			
33			
34			
35			
36			
37			
38			
39			
40			
41			
42			
43			
44			
45			
46			
47			
48		TOTAL	365,139
49			
50			
51			
52			
53			

RESERVES FOR DEFERRED FEDERAL INCOME TAXES (Accounts 267, 268)

1. Report the information called for below concerning the respondent's accounting for deferred federal income taxes.

2. In the space provided furnish significant explanations, including the following:
 (a) Accelerated Amortization - State for each certification number a brief description of property, total and amortizable cost of such property, date amortization for tax purposes commenced, "normal" depreciation rate used in computing deferred tax amounts.

(b) Liberalized Depreciation - State the general method or methods of liberalized depreciation being used (sum of years digits, declining balance, etc.), estimated useful lives and classes of plant to which each method is being applied. Furnish a table showing for each year, 1954 to date of this report, the annual amounts of tax deferral, the total debits thereto which have been accounted for as credits to Account 411, Federal Income Taxes Deferred in Prior Years - Credit or comparable account of the previous system of accounts.

Line No.	Account Subdivisions (a)	Balance Beg of 2013 Total (b.3)	Changes During Year		
			Account 410 cr/(dr) Note (1) (c)	Account 411 cr/(dr) Note (2) (d)	Balance as of 12/19/2013 (e)
1	Accelerated Amortization	\$	\$	\$	\$
2	(Account 267)				
3	Electric.....				
4	Gas.....				
5	Other (Specify).....				
6	Totals.....				
7	Liberalized Depreciation				
8	(Account 268)				
9	Electric.....				
10	Gas - State.....	3,089,591	319,560		3,409,151
11	Gas - Federal.....	15,554,904	1,608,860		17,163,764
12	Other (Specify)				
13	Totals.....	18,644,495	1,928,420	0	20,572,915
14					
15	Total (Accounts 267, 268)				
16	Electric.....				
17	Gas.....	18,644,495	1,928,420		20,572,915
18	Other Adjustments.....				
19	Totals.....	18,644,495	1,928,420	-	20,572,915
20					
21					
22					
23	(1) Account 410, Provision for Deferred Federal Income Taxes.				
24					
25	(2) Account 411, Federal Income Taxes Deferred In Prior Years				
26					
27	(3) Composite life of 33 1/2 years on Plant Property prior to 1971 -				
28	PRE 1954 @ Straight Line, 1954 thru 1970 at Double Declining Balance				
29	ADR guideline range SYD on all major plant property 1971 thru 1980				
30	ACRS System Property 1981 thru 1986				
31	Modified ACRS System Property 1987 and Forward				
32					
33					

SCHEDULE OF DEFERRED FEDERAL AND STATE INCOME TAX

YEAR	DEFERRED	DEBITS	TOTAL
1954	1,205	38	1,167
1955	5,487	120	5,368
1956	11,636	465	11,171
1957	17,285	981	16,304
1958	21,056	1,177	19,878
1959	27,380	1,553	25,828
1960	32,733	4,022	28,711
1961	38,815	6,231	32,584
1962	51,554	6,081	45,474
1963	58,786	6,801	51,985
1964	57,107	6,966	50,141
1965	56,410	5,876	50,535
1966	59,265	5,094	54,171
1967	57,160	4,160	53,000
1968	34,967	3,433	31,534
1969	50,015	0	50,015
1970	56,402	0	56,402
1971	68,083	0	68,083
1972	81,302	0	81,302
1973	96,452	0	96,452
1974	96,578	0	96,578
1975	88,172	0	88,172
1976	77,095	0	77,095
1977	70,623	0	70,623
1978	62,111	0	62,111
1979	70,099	0	70,099
1980	97,930	0	97,930
1981	117,728	0	117,728
1982	118,184	0	118,184
1983	115,930	0	115,930
1984	122,258	0	122,258
1985	139,774	0	139,774
1986	169,885	0	169,885
1987	172,230	0	172,230
1988	168,059	0	168,059
1989	190,650	0	190,650
1990	218,125	0	218,125
1991	240,972	0	240,972
1992	179,237	0	179,237
1993	224,973	1,383,531	(1,158,558)
1994	248,309	(516,540)	764,849
1995	229,188	0	229,188
1996	177,210	0	177,210
1997	115,319	0	115,319
1998	144,091	0	144,091
1999	48,090	0	48,090
2000	1,131,361	0	1,131,361
2001	96,294	0	96,294
2002	222,896	0	222,896
2003	196,077	0	196,077
2004	737,807	0	737,807
2004 Stub Year	546,886	0	546,886
2005	122,742	0	122,742
2006	327,872	0	327,872
2007	(433,831)	0	(433,831)
2008	2,403,106	0	2,403,106
2009	2,879,868	0	2,879,868
2010	2,314,308	0	2,314,308
2011	2,833,474	0	2,833,474
2012	1,599,701	0	1,599,701
2013 Stub Year	1,928,419	0	1,928,419
TOTAL	<u>21,492,903</u>	<u>919,988</u>	<u>20,572,915</u>

Notes:

2000 includes Cumulative relating to North Attleboro as if 9/30/2000

2008 Amount includes \$2,291,076 to adjust the beginning of year balance.

The offset was debited to Payables to Associated Companies (Accounts 233,234)

CONTRIBUTIONS IN AID OF CONSTRUCTION (Account 271)

Report below the amount of contributions in aid of construction applicable to each utility department.

Line No.	Class of Utility Service (a)	Balance Beginning of Year (b)	Debits		Credits (e)	Balance as of 12/19/2013 (f)
			Account Credited (c)	Amount (d)		
1	Total CIAC	3,557,980	107	8,518	408,472	3,957,934
2						
3						
4						
5						
6						
7						
8						
9						
10						
11	TOTALS	3,557,980		8,518	408,472	3,957,934
12						

**Pages Containing Data Applicable to Both ETE and Liberty
ownership during 2013**

GAS OPERATING REVENUES (Account 400)

1. Report below the amount of operating revenue for the year for each prescribed account and the amount of increase or decrease over the preceding year.
 2. If increases and decreases are not derived from previously reported figures explain any inconsistencies.
 3. Number of customers should be reported on the basis of number of meters, plus number of flat rate accounts, except that where separate meter readings

are added for billing purposes, one customer shall be counted for each group of meters so added. The average number of customers means the average of the 12 figures at the close of each month. If the customer count in the residential service classification includes customers counted more than once because of special services, such as water heating etc., indicate in a footnote the number of such duplicate customers included in the

classification.
 4. Unmetered sales should be included below. The details of such sales should be given in a footnote.
 5. Classification of Commercial and Industrial Sales, Account 481, according to Small (or Commercial) and Large (or Industrial) may be according to the basis of classification regularly used by the respondent.

Line No.	Account (a)	Operating Revenues			MCF Sold (1000 BTU)		Average Number of Customers per Month		
		1/1 - 12/19 (ETE Ownership) (b.1)	12/20 - 12/31 (Liberty Ownership) (b.2)	Total (b.3)	Increase or (Decrease) from Preceding Year (c)	Amount for Year (d)	Increase or (Decrease) from Preceding Year (e)	Number For Year (f)	Increase or (Decrease) from Preceding Year (g)
1	SALES OF GAS								
2	480 Residential Sales.....	\$ 37,454,058	1,730,137	39,184,195	\$ 36,963	3,631,978	530,153	49,149	513
3	481 Commercial and Industrial Sales:								
4	Small (or Commercial)...see instr.5	12,301,205	518,936	12,820,141	843,998	958,234	148,083	3,631	22
5	Large (or Industrial)...see instr.5	35,450	2,556	38,006	296,413	3,293	24,424	1	0
6	482 Other Sales to Public Authorities.....	-	-	-	-	-	-	-	-
7	484 Interdepartmental Sales.....	-	-	-	-	-	-	-	-
8	485 Miscellaneous Gas Sales... Unbilled.....	-	-	-	-	-	-	-	-
9	Total Sales to Ultimate Consumers.....	49,790,713	2,251,629	52,042,342	1,177,374	4,593,505	702,660	52,781	535
10	483 Sales for Resale.....	1,057,565	57,950	1,115,515	217,590	198,108	32,092	1	-
11	Total Sales of Gas *	50,848,278	2,309,579	53,157,857	1,394,964	4,791,613	734,752	52,782	535
12	OTHER OPERATING REVENUES								
13	486 Supplier Sales	-	-	-	-	-	-	-	-
14	487 Unbilled Revenue	160,278	315,144	475,422	273,775	-	-	-	-
15	488 Miscellaneous Service Revenues.....	-	-	-	-	-	-	-	-
16	489 Revenues from Trans of Gas of Others.....	8,046,328	321,322	8,367,650	750,196	-	-	-	-
17	490 Sales of Products Extracted from Natural Gas	-	-	-	-	-	-	-	-
18	491 Rev. from Natural Gas Processed by Others.....	-	-	-	-	-	-	-	-
19	493 Rent from Gas Property	6,000	-	6,000	1,500	-	-	-	-
20	494 Interdepartmental Rents.....	-	-	-	-	-	-	-	-
21	495 Other Gas Revenues.....	39,649	-	39,649	(61,850)	-	-	-	-
22	Total Other Operating Revenues.....	8,252,255	636,466	8,888,721	963,622	-	-	-	-
23	Total Gas Operating Revenues.....	59,100,534	2,946,045	62,046,579	2,358,586	-	-	-	-
		(0)	0	-	-	-	-	-	-

Note: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NECC assets from ETE on December 20, 2013.

Purchased Price Adjustment Clauses

Fuel Clauses

Annual report of ...Liberty Utilities (New England Natural Gas Company) Corp, December 20, 2013 - December 31, 2013; including data for New England Gas Company, A Division of Southern Union Company which is a Subsidiary of Energy Transfer Equity (ETE), January 1 - December 19

SALES OF GAS TO ULTIMATE CONSUMERS

Report by account the MCF sold, the amount derived and the number of customers under each filed schedule or contract. Contract sales and unbilled sales may be reported separately in total.

Line No.	Account No.	Schedule (a)	M.C.F. (1000 BTU) (b)	Revenue			Average Revenue per MCF (\$0.0000) (see Note) (d)	Number of Customers (Per Bills Rendered)	
				Revenue 1/1 - 12/19 (ETE Ownership) (c.1)	Revenue 12/20 - 12/31 (Liberty Ownership) (c.2)	Total 2013 Revenue (c.3)		July 31 (e)	December 31 (f)
1		RESIDENTIAL							
2									
3	48000013	R-1 Residential Non-heating	43,018	880,891	31,572	912,464	21.2112	2,853	2,832
4									
5	48000014	R-2 Residential Non-heating, Low income	5,653	85,847	2,838	88,685	15.6881	355	336
6									
7	48000015	R-3 Residential Heating	2,758,883	38,081,092	1,761,732	39,842,824	14.4417	35,349	36,554
8									
9	48000016	R-4 Residential Heating, Low income	824,424	8,622,300	373,064	8,995,364	10.9111	10,119	10,139
10									
11	48000500	LDAC Deferred Revenue		(9,890,829)	(358,987)	(10,249,816)			
12									
13	48000006	Res Decoupling Revenue Deferred		24,901	(229,410)	(204,509)			
14									
15	48000007	Gas Revenue Deferred		(350,144)	149,327	(200,817)			
16									
17		COMMERCIAL & INDUSTRIAL							
18									
19	48100069	G-41 C&I Low Annual Use, Low Load Factor	417,433	5,786,553	267,641	6,054,193	14.5034	2,788	2,872
20									
21									
22	48100070	G-42 C&I Medium Annual Use, Low Load Factor	289,531	3,512,028	156,366	3,668,394	12.6701	178	175
23									
24									
25	48100072	G-51 C&I Low Annual Use, High Load Factor	108,268	1,295,153	51,675	1,346,828	12.4398	508	543
26									
27									
28	48100073	G-52 C&I Medium Annual Use, High Load Factor	143,002	1,615,650	65,943	1,681,593	11.7592	93	95
29									
30									
31									
32									
33	48100081	Comm/Indust Decoupling Rev Deferred		91,822	(22,689)	69,133			
34									
35	48100071	G-43 C&I High Annual Use, Low Load Factor	1,765	18,142	1,282	19,423	11.0047	0	2
36									
37									
38	48100074	G-53 C&I High Annual Use, High Load Factor	1,528	17,308	1,275	18,583	12.1617	0	1
39									
40									
41									
42									
43									
44									
45	TOTAL SALES TO ULTIMATE CONSUMERS (Page 43 line 9)		4,593,505	49,790,713	2,251,629	52,042,342	10.8394	52,243	53,549

Note 1: Average revenue per MCF by class is calculated without allocating impact of LDAC and GAF deferrals and Decoupling accrual.

Note 2: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NEGC assets from ETE on December 20, 2013.

Annual report of ...Liberty Utilities (New England Natural Gas Company) Corp, December 20, 2013 - December 31, 2013; including data for New England Gas Company, A Division of Southern Union Company which is a Subsidiary of Energy Transfer Equity (ETE), January 1 - December 19

GAS OPERATION AND MAINTENANCE EXPENSES

1. Enter in the space provided the operation and maintenance expenses for the year.
2. If the increases and decreases are not derived from previously reported figures explain in footnote.

Line No.	Account (a)	1/1 - 12/19 (ETE Ownership) (b.1)	12/20 - 12/31 (Liberty Ownership) (b.2)	Total (b.3)	Increase or (Decrease) from Preceding Year (c)
1	PRODUCTION EXPENSES				
2	MANUFACTURED GAS PRODUCTION EXPENSES				
3	STEAM PRODUCTION				
4	Operation:				
5	700 Operation supervision and engineering.....				-
6	701 Operation labor.....				-
7	702 Boiler fuel.....				-
8	703 Miscellaneous steam expenses.....				-
9	704 Steam transferred -Cr.....				-
10	Total operation.....	-	-	-	-
11	Maintenance:				
12	705 Maintenance supervision and engineering.....				-
13	706 Maintenance of structures and improvements.....				-
14	707 Maintenance of boiler plant equipment.....				-
15	708 Maintenance of other steam production plant.....				-
16	Total maintenance.....	-	-	-	-
17	Total steam production.....	-	-	-	-
18	MANUFACTURED GAS PRODUCTION				
19	Operation:				
20	710 Operation supervision and engineering.....				-
21	Production labor and expenses:				-
22	711 Steam expenses.....				-
23	712 Other power expenses.....				-
24	715 Water gas generating expenses.....				-
25	716 Oil gas generating expenses.....				-
26	717 Liquefied petroleum gas expenses.....	1,080,107		1,080,107	11,264
27	718 Other process production expenses.....				-
28	Gas fuels:				
29	721 Water gas generator fuel.....				-
30	722 Fuel for oil gas.....				-
31	723 Fuel for liquefied petroleum gas process.....	2,867		2,867	1,195
32	724 Other gas fuels.....				-
33	Gas raw materials:				
34	726 Oil for water gas.....				-
35	727 Oil for oil gas.....				-
36	728 Liquefied petroleum gas.....				11,539
37	808.1 Liquefied Natural Gas (Costs included in Act 804.1).....				-
38	730 Residuals expenses.....				-
39	731 Residuals produced - Cr.....				-
40	732 Purification expenses.....				-
41	733 Gas mixing expenses.....				-
42	734 Duplicate charges - Cr.....				-
43	735 Miscellaneous production expenses.....	20,809	458	21,266	(26,569)
44	736 Rents.....				-
45	Total operation.....	1,103,783	458	1,104,241	(3,029)
46	Maintenance:				
47	740 Maintenance supervision and engineering.....				-
48	741 Maintenance of structures and improvements.....	1,571		1,571	(5,776)
49	742 Maintenance of production equipment.....	4,654		4,654	954
50	Total maintenance.....	6,225	-	6,225	(4,821)
51	Total manufactured gas production.....	1,110,008	458	1,110,466	(7,850)

Note: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NEGC assets from ETE on December 20, 2013.

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GAS OPERATION AND MAINTENANCE EXPENSES - Continued

Line No.	Account (a)	1/1 - 12/19 (ETE Ownership) (b.1)	12/20 - 12/31 (Liberty Ownership) (b.2)	Total (b.3)	Increase or (Decrease) from Preceding Year (c)
1	OTHER GAS SUPPLY EXPENSES	\$			\$
2	<i>Operation:</i>				
3	804 Natural gas city gate purchases.....	22,490,686.57	860,931.00	23,351,618	2,226,363
4	805 Other gas purchases.....	1,875,400.82	73,210.00	1,948,611	360,310
5	806 Exchange gas.....	-	-	-	-
6	807 Purchased Gas Expenses.....	-	-	-	-
7	810 Gas used for compressor station fuel - Cr.....	-	-	-	-
8	811 Gas used for products extraction - Cr.....	-	-	-	-
9	812 Gas used for other utility operations - Cr.....	(36,945.04)	-	(36,945)	(12,564)
10	813 Other gas supply expenses (CGA & Capacity Release).....	(444,957.86)	-	(444,958)	(12,522)
11	Total other gas supply expenses.....	23,884,184.49	934,141.00	24,818,325	1,627,446
12	Total production expenses.....	24,994,192.78	934,598.64	25,928,791	1,619,596
13	LOCAL STORAGE EXPENSES				
14	<i>Operation:</i>				
15	835 Measuring & Regulating Equipment	-	-	-	(1,260)
16	840 Operation supervision and engineering.....	-	-	-	-
17	841 Operation labor and expenses.....	-	-	-	(519)
18	842 Rents.....	-	-	-	-
19	Total operation.....	-	-	-	(1,779)
20	<i>Maintenance:</i>				
21	843 Maintenance supervision and engineering.....	-	-	-	-
22	844 Maintenance of structures and improvements.....	15,651.53	-	15,652	(8,225)
23	845 Maintenance of gas holders.....	734.53	-	735	291
24	846 Maintenance of other equipment.....	68,218.78	3,056.78	71,276	(91,553)
25	Total maintenance.....	84,604.84	3,056.78	87,662	(102,544)
26	Total storage expenses.....	84,604.84	3,056.78	87,662	(104,322)
27	TRANSMISSION AND DISTRIBUTION EXPENSES				
28	<i>Operation:</i>				
29	850 Operation supervision and engineering.....	461,368.54	-	461,369	(101,825)
30	851 System control and load dispatching.....	52,857.59	111.37	52,969	12,694
31	852 Communication system expenses.....	-	-	-	-
32	853 Compressor station labor and expense.....	-	-	-	-
33	855 Fuel and power for compressor stations.....	-	-	-	-
34	857 Measuring and regulating station expenses.....	-	-	-	-
35	858 Transmission and compression of gas by others.....	-	-	-	-
36	874 Mains and services expenses.....	737,185.04	9,589.82	746,775	25,815
37	878 Meter and house regulator expenses.....	772,824.10	2,581.19	775,405	(20,990)
38	879 Customer installations expenses.....	690,261.79	-	690,262	23,670
39	880 Other expenses.....	1,761,294.71	8,517.50	1,769,812	(67,564)
40	881 Rents.....	-	-	-	-
41	Total operation.....	4,475,791.77	20,799.88	4,496,592	(148,999)
42	<i>Maintenance:</i>				
43	885 Maintenance supervision and engineering.....	217,141.72	-	217,142	(3,299)
44	886 Maintenance of structures and improvements.....	253,041.13	3,010.10	256,051	46,784
45	887 Maintenance of mains.....	710,678.59	44,253.85	754,932	64,010
46	888 Maintenance of compressor station equipment.....	-	-	-	-
47	889 Maintenance of measuring and regulating station equipment..	44,894.06	3,451.00	48,345	(8,030)
48	891 City Gate.....	-	-	-	-
49	892 Maintenance of services.....	239,512.77	3,893.25	243,406	50,170
50	893 Maintenance of meters and house regulators.....	517,434.60	7,614.65	525,049	94,712
51	894 Maintenance of other equipment.....	36,342.05	4.17	36,346	(9,971)
52	Total maintenance.....	2,019,044.92	62,227.02	2,081,272	172,149
53	Total transmission and distribution expenses.....	6,494,836.69	83,026.90	6,577,864	23,150

Note: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NEGC assets from ETE on December 20, 2013.

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GAS OPERATION AND MAINTENANCE EXPENSES - Continued								
Line No.	Account (a)	1/1 - 12/19 (ETE Ownership) (b.1)	12/20 - 12/31 (Liberty Ownership) (b.2)	Total (b.3)	Increase or (Decrease) from Preceding Year (c)			
1	CUSTOMER ACCOUNTS EXPENSES	\$			\$			
2	<i>Operation:</i>							
3	901 Supervision.....	-		-	-			
4	902 Meter reading expenses.....	702,234		702,234	(65,781)			
5	903 Customer records and collection expenses.....	2,766,524	81,719	2,848,243	(31,828)			
6	904 Uncollectible accounts.....	855,309	13,089	868,398	(34,042)			
7	905 Miscellaneous customer accounts expenses.....	-		-	-			
8	Total customer accounts expenses.....	4,324,067	94,808	4,418,875	(226,459)			
9	SALES EXPENSES							
10	<i>Operation:</i>							
11	909 I&I Advertising Exp- Sales Exp.....	-		-	-			
12	910 Misc Cust Assist Exp-Infomation.....	-		-	-			
13	912 Demonstrating and selling expenses.....	-		-	-			
14	913 Advertising expenses.....	73,014	10,741	83,755	16,075			
15	916 Miscellaneous sales expenses.....	299,800	1,602	301,402	(27,130)			
16	Total sales expenses.....	372,814	12,343	385,157	(23,398)			
17	ADMINISTRATIVE AND GENERAL EXPENSES							
18	<i>Operation:</i>							
19	920 Administrative and general salaries.....	717,021		717,021	12,921			
20	921 Office supplies and expenses.....	1,477,488	99,843	1,577,331	(2,504,040)			
21	922 Administrative expenses transferred - Cr.....	(349,584)		(349,584)	4,635			
22	923 Outside services employed.....	948,587	81,386	1,029,973	(292,647)			
23	924 Property insurance.....	195,984	-	195,984	(101,049)			
24	925 Injuries and damages.....	582,497	10,339	592,835	780,825			
25	926 Employees pensions and benefits.....	4,761,479	(94,955)	4,666,524	(28,572)			
26	928 Regulatory commission expenses.....	395,371	9,996	405,367	(15,572)			
27	929 Duplicate charges - Cr.....	-		-	-			
28	930 Miscellaneous general expenses.....	985,038	31,236	1,016,274	(394,014)			
29	931 Rents.....	-		-	-			
30	Total operation:	9,713,881	137,844	9,851,724	(2,537,512)			
31	<i>Maintenance:</i>							
32	932 Maintenance of general plant.....	-		-	(1,658)			
33	Total administrative and general expenses.....	9,713,881	137,844	9,851,724	(2,539,170)			
34	Total gas operation and maintenance expenses.....	45,984,396	1,265,677	47,250,073	(1,250,604)			
SUMMARY OF GAS OPERATION AND MAINTENANCE EXPENSES								
Line No.	Functional Classification (a)	ETE Ownership 1/1 - 12/19			Libert Ownership 1/1 - 12/19			Total All
		Operation (b)	Maintenance (c)	Total (d)	Operation (b)	Maintenance (c)	Total (d)	
35	Steam production.....	\$	\$	\$	\$	\$	\$	
36	Manufactured gas production.....	1,103,783	6,225	1,110,008	458	-	458	1,110,466
37	Other gas supply expenses.....	23,884,184	-	23,884,184	934,141	-	934,141	24,818,325
38	Total production expenses.....	24,987,968	6,225	24,994,193	934,599	-	934,599	25,928,791
39	Local storage expenses.....	-	84,605	84,605	-	3,057	3,057	87,662
40	Transmission and distribution expenses.....	4,475,792	2,019,045	6,494,837	20,800	62,227	83,027	6,577,864
41	Customer accounts expenses.....	4,324,067	-	4,324,067	94,808	-	94,808	4,418,875
42	Sales expenses.....	372,814	-	372,814	12,343	-	12,343	385,157
43	Administrative and general expenses.....	9,713,881	-	9,713,881	137,844	-	137,844	9,851,724
44	Total gas operation and maintenance expenses.....	43,874,521	2,109,875	45,984,396	1,200,393	65,284	1,265,677	47,250,073
45	Ratio of operating expenses to operating revenues (carry out decimal two places, e.g.: 0.00%) <small>Compute by dividing Revenues (Acct 400) into the sum of Operation and Maintenance Expenses (P. 47 line 44 (d), Depreciation (Acct 403) and Amortization (Acct 407)</small>							83.18%
46	Total salaries and wages of gas department for year, including amounts charged to operating expenses, construction and other accounts							\$ 11,233,337
47	Total number of employees of gas department at end of year, including administrative, operating, maintenance, construction and other employees (including part time employees)					Need to update		134

Note: Financial information for Liberty Utilities is presented taking in account certain journal entries that were recorded in the books and records of Liberty Utilities after December 31, 2013 and pertain to the acquisition of NEGC assets from ETE on December 20, 2013.

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If gas is purchased or sold at two or more different rates, the amounts of each rate should be shown in the following table.

SALES FOR RESALE (Account 483)

Line No.	Names of Companies to Which Gas is Sold (a)	Where Delivered and Where and How Measured (b)	M.C.F. (c)	Rate per M.C.F. (d)	Amount (e)
1	Assonet Gate Station		198,108	5.63	\$ 1,115,515
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					
15					
			198,108		\$ 1,115,515

SALE OF RESIDUALS (Accounts 730, 731)

State the revenues and expenses of the respondent resulting from the sale of residuals.

Line No.	Kind (a)	Revenue (b)	Inventory Cost (c)	Labor Handling, Selling, Etc. (d)	(e)	Total Cost (f)	Net Revenue (g)
16	NONE						
17							
18							
19							
20							
21							
22							
23							

PURCHASED GAS (Accounts 804-806)

Line No.	Names of Companies from Which Gas is Purchased (a)	Where Received and Where and How Measured (b)	M.C.F. (1000 BTU) (c)	Rate per M.C.F. (\$0.0000) (d)	Amount (e)
24	See Page 48A				
25					
26					
27					
28					
29					
30					
31					
32					
33					
34					

48A

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Support for page 48

Year ended December 31, 2013			
		MCF	COST
Gas Purchased, Produced and Sold	Delivered & Measured by		
AGT Imbalance	Orifice Meter @ Charles St.		
	Plant Westport &	(31,536)	\$ (381,821)
	Swansea Gate Stations		
COMMODITY:			
Sequent & Hess (INCL INJECTIONS)		4,676,859	21,436,196
RESERVATION/DEMAND CHARGES:			6,327,365
Algonquin, Dominion, Texas Eastern			
STORAGE WITHDRAWAL		262,688	888,568
LNG PRODUCED / VAPORIZED		<u>137,300</u>	<u>1,031,935</u>
		5,045,311	\$ 5.8078
			\$ 29,302,243

TAXES CHARGED DURING YEAR

1. This schedule is intended to give the account distribution of total taxes charged to operations and other final accounts during the year.
 2. Do not include gasoline and other sales taxes which have been charged to accounts to which the material on which the tax was levied was charged. If the actual or estimated amounts of such taxes are known, they should be shown as a footnote and designated whether estimated or actual amounts.
 3. The aggregate of each kind of tax should be listed under the appropriate heading of "Federal", "State",

and "Local" in such manner that the total tax for each State and for all subdivisions can readily be ascertained.
 4. The accounts to which the taxes charged were distributed should be shown in columns (c) to (h). Show both the utility department and number of account charged. For taxes charged to utility plant show the number of the appropriate balance sheet plant account or subaccount.
 5. For any tax which it was necessary to apportion to more than one utility

department or account, state in a footnote the basis of apportioning such a tax.
 6. Do not include in this schedule entries with respect to deferred income taxes, or taxes collected through payroll deductions or otherwise pending transmittal of such taxes to the taxing authority.

Line No.	Kind of Tax (a)	Total Taxes Charged During Year (omit cents) (b)	Electric Acct. 408, 409 (c)	Distribution of Taxes Charged (omit cents) (Show utility department where applicable and account charged)				Total Liberty (i)
				Gas Acct. 408 (d)	Gas Acct. 409 (e)	Total ETE (f)	Gas Acct. 408 (g)	
1	Federal:							
2	Income Tax	1,396,534		908,127	908,127.00		488,407	488,406.73
3	Employment Security	4,172		4,172	4,171.55			-
4	FICA / Medicare	493,425		493,425	493,424.99			-
5	Total Federal	1,894,130		1,405,723.54	1,405,723.54	0	488,407	488,406.73
7	State:							
8	Franchise Tax	277,387		180,377	180,377.00		97,010	97,009.74
9	Employment Security	26,999		26,999	26,999.32			-
10	Excise, Sales & Other	(354,358)		(367,052)	(367,051.90)		12,694	12,694.00
11	Total State	(49,972)		(340,053)	(159,675.58)		12,694	109,703.74
12	Municipal:							
13	City & Towns - Property	1,744,354		1,744,354	1,744,353.75			-
14	Total Municipal	1,744,354		1,744,354	1,744,353.75		0	-
15								
16								
17	TOTALS	3,588,512		1,901,898	1,088,504	2,990,401.71	12,694	598,110.47
18								
19								
20								
21								
22								
23								
24								
25								
26								
27								
28								
29								
30								
31								
32								
33								
34								
35								

NOTE: Currently, income tax accounting occurs as a Liberty Utility consolidated corporation level. For purposes of this DPU Report, Federal and State income tax reported has been calculated as follows, as a percentage of Liberty Utilities (NEGC) net income shown in this report:

Total Year Taxable (Income)/Loss	State	Federal
State Income Tax Rate	(1,492,458)	(1,492,458)
State Income Tax	6.50%	
	97,010	97,010
Earnings before Income Taxes		(1,395,448)
Federal Income Tax Rate		35.00%
Federal Income Tax		(488,407)

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OTHER UTILITY OPERATING INCOME (ACCOUNT 414)

Report below the particulars called for in each column.

Line No.	Property (a)	Amount of Investment (b)	Amount of Revenue (c)	Amount of Operating Expenses (d)	Gain or (Loss) from Operation (e)
1	NONE				
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
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15					
16					
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37					
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40					
41					
42					
43					
44					
45					
46					
47					
48					
49					
50					
51	Totals				\$ -

INCOME FROM MERCHANDISING, JOBBING, AND CONTRACT WORK (Account 415)

Report by utility departments the revenues, costs, expenses, and net income from merchandising, jobbing, and contract work during year.

Line No.	Item (a)	Electric Department (b)	Gas Department (c)	Other Utility Department (d)	Total (e)
1	Revenues:				
2	Merchandise sales, less discounts,				
3	allowance and returns				
4	Contract work				
5	Commissions				
6	Other (list according to major classes)		NONE		NONE
7					
8					
9					
10					
11	Total Revenues		-		-
12					
13					
14					
15	Costs and Expenses:				
16	Cost of sales (list according to major				
17	classes of cost)				
18					
19					
20					
21					
22					
23					
24	Sales expenses				
25	Customer accounts expenses				
26	Administrative and general expenses				
27					
28					
29					
30					
31					
32					
33					
34					
35					
36					
37					
38					
39					
40					
41					
42					
43					
44					
45					
46					
47					
48					
49					
50					
51	TOTAL COSTS AND EXPENSES	-	-	-	-
	Net Profit (or Loss)				

Annual report of ...Liberty Utilities (New England Natural Gas Company) Corp, December 20, 2013 - December 31, 2013; including data for New England Gas Company, A Division of Southern Union Company which is a Subsidiary of Energy Transfer Equity (ETE), January 1 - December 19

RECORD OF SENDOUT FOR THE YEAR IN MCF
BASED ON 1000 BTU PER CUBIC FOOT

Line Item No.	Totals	January	February	March	April	May	
1	<u>Gas Made</u>						
2	Liquefied Natural Gas	118,493	55,741	10,466	2,487	11,777	2,573
3	Liquefied Petroleum Gas	-	-	-	-	-	-
4	Gas						
5	Gas						
6	TOTAL	118,493	55,741	10,466	2,487	11,777	2,573
7							
8	<u>Gas Purchased</u>						
9	Natural	6,537,759	1,042,652	994,530	887,904	495,293	281,332
10	Transportation	-	-	-	-	-	-
11	TOTAL	6,537,759	1,042,652	994,530	887,904	495,293	281,332
12	TOTAL MADE AND PURCHASED	6,656,252	1,098,393	1,004,996	890,391	507,070	283,905
13	Net Change in Holder Gas						
14	TOTAL SENDOUT	6,656,252	1,098,393	1,004,996	890,391	507,070	283,905
15							
16							
17							
18	Transportation	1,728,305	222,123	230,131	213,913	164,937	126,561
19	Gas Sold	4,593,505	681,485	818,924	750,818	564,277	281,960
20	Gas Used by Company	9,832	1,323	1,664	1,265	638	146
21	Gas Accounted for	6,331,642	904,931	1,050,719	965,996	729,852	408,667
22	Gas Unaccounted for	324,610	193,462	(45,723)	(75,605)	(222,782)	(124,762)
23	% Unaccounted for (0.00%)	4.88%	17.61%	-4.55%	-8.49%	-43.94%	-43.94%
24							
25							
26							
27	<u>Sendout in 24 hours</u>						
	<u>in MCF</u>						
28	Maximum-MMBTU	61,262	52,540	40,937	32,240	13,639	
29	Maximum-Date	Jan. 23	Feb. 17	March 14	April 2	May 14	
30	Minimum-MMBTU	18,646	26,797	17,387	8,795	7,177	
31	Minimum-Date	Jan. 30	Feb. 15	March 31	April 19	May 11	
32							
33							
34							
35	B.T.U. Content of Gas Delivered: 1,029 per cf.	1.039	1.036	1.036	1.039	1.041	

Annual report of ... Liberty Utilities (New England Natural Gas Company) Corp, December 20, 2013 - December 31, 2013; including data for New England Gas Company, A Division of Southern Union Company which is a Subsidiary of Energy Transfer Equity (ETE), January 1 - December 19

RECORD OF SENDOUT FOR THE YEAR IN MCF-Continued
BASED ON 1000 BTU PER CUBIC FOOT

	June	July	August	September	October	November	December
1 <u>Gas Made</u>							
2 Liquefied Natural Gas	2,582	2,780	2,816	5,562	6,906	4,868	9,935
3 Liquefied Petroleum Gas	-	-	-	-	-	-	-
4 Gas							
5 Gas							
6 TOTAL	2,582	2,780	2,816	5,562	6,906	4,868	9,935
7							
8 <u>Gas Purchased</u>							
9 Natural	205,193	177,862	196,035	210,715	321,493	709,321	1,015,429
10 Transportation	-	-	-	-	-	-	-
11 TOTAL	205,193	177,862	196,035	210,715	321,493	709,321	1,015,429
12 TOTAL MADE AND							
13 PURCHASED	207,775	180,642	198,851	216,277	328,399	714,189	1,025,364
14 Net Change in Holder Gas							
15 TOTAL SENDOUT	207,775	180,642	198,851	216,277	328,399	714,189	1,025,364
16							
17							
18 Transportation	86,976	69,379	88,835	86,712	100,848	141,951	195,939
19 Gas Sold	154,586	105,217	98,785	120,846	128,826	293,548	594,233
20 Gas Used by Company	67	24	260	6	461	2,655	1,323
21 Gas Accounted for	241,629	174,620	187,880	207,564	230,135	438,154	791,495
22 Gas Unaccounted for	(33,854)	6,022	10,971	8,713	98,264	276,035	233,869
23 % Unaccounted for (0.00%)	-16.29%	3.33%	5.52%	4.03%	29.92%	38.65%	22.81%
24							
25							
26							
27 <u>Sendout in 24 hours</u>							
<u>in MCF</u>							
28 Maximum-MMBTU	8,805	7,511	7,669	10,228	20,529	45,849	48,939
29 Maximum-Date	June 13	July 25	Aug. 7	Sept. 17	Oct. 29	Nov. 24	Dec. 17
30 Minimum-MMBTU	5,489	4,814	5,233	4,974	6,203	9,095	14,766
31 Minimum-Date	June 29	July 20	Aug. 31	Sept. 1	Oct. 5	Nov. 1	Dec. 21
32							
33							
34							
35 B.T.U. Content of Gas Deliver	1.033	1.036	1.034	1.034	1.037	1.029	1.029

Annual report of ...Liberty Utilities (New England Natural Gas Company) Corp, December 20, 2013 - December 31, 2013; including data for New England Gas Company, A Division of Southern Union Company which is a Subsidiary of Energy Transfer Equity (ETE), January 1 - December 19

GAS GENERATING PLANT			
Line No.	General Description - Location, Size, Type, etc.	No. of Sets	24 Hour Cap. (MCF)
1			
2	<u>Other Gas Producing Equipment</u>		
3			
4	NONE		
5			
6			
7			
8			
9			
10			
11			
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48			
49		TOTAL	

Annual report of ...Liberty Utilities (New England Natural Gas Company) Corp, December 20, 2013 - December 31, 2013; including data for New England Gas Company, A Division of Southern Union Company which is a Subsidiary of Energy Transfer Equity (ETE), January 1 - December 19

BOILERS						
Line No.	Location	Kind of Fuel and Method of Firing	Rated Pressure in Lbs.	Rated Steam Temp.	Number	Output Rating M.Lbs. Steam Per Hour
1	NONE					
2						
3						
4						
5						
6						
7						
8						
9						
10						
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23						
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25						
26						
27						
28						
SCRUBBERS, CONDENSERS AND EXHAUSTERS. 24 HOUR CAPACITY (MCF,						
Line No.		Kind of Gas			Total Capacity	
29	Scrubbers		NONE			
30						
31						
32	Condensers		NONE			
33						
34						
35						
36						
37						
38	Exhausters		NONE			
39						
40						
41						
42						
43						
44						
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48						

Annual report of ...Liberty Utilities (New England Natural Gas Company) Corp, December 20, 2013 - December 31, 2013; including data for New England Gas Company, A Division of Southern Union Company which is a Subsidiary of Energy Transfer Equity (ETE), January 1 - December 19

PURIFIERS				
Line No.	Location	Kind of Gas Purified	Kind of Purifying Material	Estimated 24 Hour Capacity
1	NONE			
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
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22				

HOLDERS (Including Relief Holders). Indicate Relief Holders by the letters R.H.

Line No.	Location	Type of Tank	Dimensions		No. of Lifts	Number	Working Capacity
			Diam.	Height			
23	NONE						
24							
25							
26							
27							
28							
29							
30							
31							
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Annual report of ... Liberty Utilities (New England Natural Gas Company) Corp, December 20, 2013 - December 31, 2013; including data for New England Gas Company, A Division of Southern Union Company which is a Subsidiary of Energy Transfer Equity (ETE), January 1 - December 19

TRANSMISSION AND DISTRIBUTION MAINS						
Report by size, for all mains and lines, the information called for below for cast iron, welded, wrought iron and steel mains. Sub-should be shown for each type.						
Line No.	Diameter	Total Length in Feet at Beginning of Year	Added During Year	Adjustments During Year	Abandoned But Not Removed During Year	Total Length in Feet at End
1						
2						
3	Steel					
4	2" or less	476,874	-	(1,151)	15,946	459,777
5	Over 2" thru 4"	687,984	8	4	6,395	681,601
6	Over 4" thru 8"	206,305	160	5	2,467	204,003
7	Over 8" thru 12"	61,285	338	7	704	60,926
8	Over 12"	13,116	940	(578)	700	12,778
9						
10						
11	Cast/Wrought Iron					
12	2" or less	4,472	-	37	185	4,324
13	Over 2" thru 4"	412,954	-	88	7,987	405,055
14	Over 4" thru 8"	198,143	-	15	1,182	196,976
15	Over 8" thru 12"	48,270	-	4	897	47,377
16	Over 12"	27,989	-	(495)	2,931	24,563
17						
18						
19	Plastic					
20	2" or less	463,441	31,037	39	1,022	493,495
21	Over 2" thru 4"	362,261	15,581	155	1,258	376,739
22	Over 4" thru 8"	226,042	6,270	(7)	96	232,209
23	Over 8" thru 12"	14,985	178	1	31	15,133
24	Over 12"	-	-	-	-	-
25						
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	TOTALS	3,204,121	54,512	(1,876)	41,801	3,214,956
	Normal Operating Pressure - Mains and Lines		- Maximum	60 psi	Minimum	6" w.c.
				-		-
	Normal Operating Pressure - Services		- Maximum	60 psi	Minimum	6" w.c.
				-		-

Annual report of ...Liberty Utilities (New England Natural Gas Company) Corp, December 20, 2013 - December 31, 2013; including data for New England Gas Company, A Division of Southern Union Company which is a Subsidiary of Energy Transfer Equity (ETE), January 1 - December 19

GAS DISTRIBUTION SERVICES, HOUSE GOVERNORS AND METERS

Report below the information called for concerning Distribution Services, House Governors and Meters

Line No.	Item	Gas Services	House Governors	Meters
1	Number at beginning of year FR & NAG.....	35,272	10,333	63,405
	Number at beginning of year.....	35,272	10,333	63,405
2	Additions during year:			
3	Purchased.....		1,305	2,249
4	Installed.....	1,160	-	
5	Associated with Plant acquired.....	-	-	-
6	Total Additions.....	1,160	1,305	2,249
7	Reductions during year:			
8	Retirements.....	773	115	3,627
9	Associated with Plant sold.....	-	-	-
10	Total Reductions.....	773	115	3,627
11	Number at End of Year.....	35,659	11,523	62,027
12	In Stock.....			5,965
13	On Customers' Premises - Inactive.....			1,797
14	On Customers' Premises - Active.....			54,264
15	In Company Use.....			21
16	Number at End of Year.....			62,047
17	Number of Meters Tested by State Inspectors During Year.....			8,269

Annual report of ...Liberty Utilities (New England Natural Gas Company) Corp, December 20, 2013 - December 31, 2013; including data for New England Gas Company, A Division of Southern Union Company which is a Subsidiary of Energy Transfer Equity (ETE), January 1 - December 19

RATE SCHEDULE INFORMATION

1. Attach copies of all Filed Rates for General Consumers.
2. Show below the changes in rate schedules during year and the estimated increase or decrease in annual revenue predicated on the previous year's operations.

Date Effective	M.D.P.U. Number	Rate Schedule	Estimated Effect on Annual Revenues	
			Increases	Decreases
		<i>See Attached</i>		

Annual report of ...Liberty Utilities (New England Natural Gas Company) Corp, December 20, 2013 - December 31, 2013; including data for New England Gas Company, A Division of Southern Union Company which is a Subsidiary of Energy Transfer Equity (ETE), January 1 - December 19

**EXPENDITURES FOR CERTAIN CIVIC, POLITICAL AND RELATED ACTIVITIES
(ACCOUNT 426.4)**

1. Report below all expenditures incurred by the respondent during the year for the purpose of influencing public opinion with respect to the election or appointment of public officials, referenda, legislation or ordinances (either with respect to the possible adoption of referenda, legislation or ordinances or repeal or modification of existing referenda, legislation or ordinances); approval, modification, or revocation of franchises; or for the purpose of influencing the decisions of public officials which are accounted for as Other Income Deductions, Expenditures for Certain Civic, Political and Related Activities; Account 426.4.

2. Advertising expenditures in this Account shall be classified according to subheadings, as follows: (a) radio, television, and motion picture advertising; (b) newspaper, magazine, and pamphlet advertising; (c) letters or inserts in customers' bills; (d) inserts in reports to stockholders;

(e) newspaper and magazine editorial services; and (f) other advertising.

3. Expenditures within the definition of paragraph (1), other than advertising shall be reported according to captions or descriptions, clearly indicating the nature and purpose of the activity.

4. If respondent has not incurred any expenditures contemplated by the instructions of Account 426.4, so state.

5. For reporting years which begin during the calendar year 1963 only, minor amounts may be grouped by classes if the number of items so grouped is shown.

Note: The classification of expenses as nonoperating and their inclusion in this account is for accounting purposes. It does not preclude Commission consideration of proof to the contrary for ratemaking or other purposes.

Line No.	Item (a)	Amount (b)
1	BATTLESHIP MASSACHUSETTS	1,500
2	CHILDRENS ADVOCACY CENTER OF	1,000
3	CITIZENS FOR CITIZENS	2,000
4	DANA FARBER CANCER INSTITUTE INC	500
5	DURFEE PARENT ADVISORY COMMITTEE	1,000
6	MASSACHUSETTS GOOD NEIGHBOR	11,500
7	NEIGHBORS HELPING NEIGHBOR	5,000
8	ROTARY CLUB OF FALL RIVER MA	534
9	SALVATION ARMY OF FALL RIVER	3,500
10	STEPPING STONE INC	5,000
11	THOMAS CHEW MEMORIAL	1,000
12	UTILITY WORKERS UNION	500
	TOTAL	
		\$ 33,034

Annual report of ... Liberty Utilities (New England Natural Gas Company) Corp, December 20, 2013 - December 31, 2013; including data for New England Gas Company, A Division of Southern Union Company which is a Subsidiary of Energy Transfer Equity (ETE), January 1 - December 19

DEPOSITS AND COLLATERAL		
1. Statement of money and the value of any collateral held as guaranty for the payment of charges pursuant to Massachusetts General Laws, Chapter 164, Section 128.		
Line	Name of City or Town	Amount
1		\$
2	Fall River	325,561
3		
4	Somerset	27,791
5		
6	Swansea	15,645
7		
8	Westport	13,779
9		
10	Attleboro Falls	5,885
11		
12	North Attleboro	47,970
13		
14	Plainville	12,049
15		
16	South Attleboro	4,150
17		
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53	TOTAL	452,830
54		

Annual report of ...Liberty Utilities (New England Natural Gas Company) Corp, December 20, 2013 - December 31, 2013; including data for New England Gas Company, A Division of Southern Union Company which is a Subsidiary of Energy Transfer Equity (ETE), January 1 - December 19

Year Ended December 31, 2013

THIS RETURN IS SIGNED UNDER THE PENALTIES OF PERJURY

James M. Sweeney

President- Liberty Utilities MA

SIGNATURES OF ABOVE PARTIES AFFIXED OUTSIDE OF THE COMMONWEALTH OF MASSACHUSETTS MUST BE PROPERLY SWORN TO

.....ss.20.....

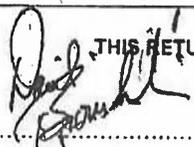
Then personally appeared.....

and severally made oath to the truth of the foregoing statement by them subscribed according to their best knowledge and belief.

Notary Public or Justice of the Peace.

Annual report of ...Liberty Utilities (New England Natural Gas Company) Corp, December 20, 2013 - December 31, 2013; including data for New England Gas Company, A Division of Southern Union Company which is a Subsidiary of Energy Transfer Equity (ETE), January 1 - December 19

Year Ended December 31, 2013



THIS RETURN IS SIGNED UNDER THE PENALTIES OF PERJURY

David Bronicheski

CFO, Algonquin Power & Utilities

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SIGNATURES OF ABOVE PARTIES AFFIXED OUTSIDE OF THE COMMONWEALTH OF MASSACHUSETTS MUST BE PROPERLY SWORN TO

.....ss.20.....

Then personally appeared.....

.....
.....
.....

and severally made oath to the truth of the foregoing statement by them subscribed according to their best knowledge and belief.

Notary Public or
.....Justice of the Peace.

Annual report of ... Liberty Utilities (New England Natural Gas Company) Corp, December 20, 2013 - December 31, 2013; including data for New England Gas Company, A Division of Southern Union Company which is a Subsidiary of Energy Transfer Equity (ETE), January 1 - December 19

Year Ended December 31, 2013

THIS RETURN IS SIGNED UNDER THE PENALTIES OF PERJURY

.....CFO, Algonquin Power & Utilities
David Bronicheski

Richard Leehr

SIGNATURES OF ABOVE PARTIES AFFIXED OUTSIDE OF THE COMMONWEALTH OF MASSACHUSETTS MUST BE PROPERLY SWORN TO

Province of Ontario, Town of Oakville May 13, 2015

Then personally appeared..... Richard Leehr,

and severally made oath to the truth of the foregoing statement by them subscribed according to their best knowledge and belief.

.....Notary Public or Justice of the Peace.