AFFIDAVIT OF PETER BROWN

1. My name is Peter Brown. I am an attorney duly licensed to practice law in the State of New Hampshire, a Professor at the Franklin Pierce Law Center where I am Director of the Energy Law Institute. In addition, I am at the present time serving as Special Counsel to the New Hampshire Public Utilities Commission and the New Hampshire Site Evaluation Committee with regard to an Application filed by New England Electric Transmission Corporation, a subsidiary of New England Electric System, for permission to construct a high voltage direct current transmission line to link the New England Power Pool and Hydro-Quebec electrical systems.

2. Application for construction of a New Hampshire Route was filed in November of 1981. On December 1, 1981, another member of the New England Power Pool, or NEPOOL, the Vermont Electric Transmission Corporation, filed a similar application to the appropriate authority in Vermont, the Vermont Public Service Board.

3. At the present time, the appropriate agencies in both states have taken jurisdiction of the matters raised by the applications, and hearings are underway in both states. The last scheduled hearings before the New Hampshire agencies, presently anticipated, are to be held on November 4th and 5th. There is attached to this affidavit an Exhibit, No. 134, admitted

in the New Hampshire proceedings on September 28, 1982. This Exihibit, submitted by the Applicant, NEET, summarizes the major features of the contracts between Hydro-Quebec and NEPOOL. It was the testimony of the Applicant's witness that the negotiations were complete, and the contract was final, except for the determination of the appropriate route for the United States portion of the proposed intertie.

Peter Brown

September 30, 1982

STATE OF NEW HAMPSHIRE
COUNTY OF

Personally appeared the above-named Peter Brown and made oath that the statements subscribed to by him are true to the best of his knowledge and belief.

Before me,

Justice of the Peace/Notary Public

Lisa Smith Mitchell
Notary Public
My Commission Expires April 22, 1986

SUMMARY OF MAJOR FEATURES

HYDRO-QUEBEC/NEPOOL ENERGY CONTRACT

1. Target is 33,000,000 MWH of surplus hydro energy to be offered by Hydro-Quebec to NEPOOL over 11-year period - 9/1/86 to 8/31/97.
   At least two-thirds of each year's offering will be "prescheduled."
   Balance will be scheduled on hour-to-hour basis.
   Average offering will be 3,000,000 MWH per year,
   Best efforts - no guarantee.
2. Prescheduled Energy deliveries for each year will be scheduled on monthly basis two months in advance of start of each contract year (September 1). Hour-to-hour scheduling will be by NEPEX.
   Prescheduled Energy will be priced at 80% of NEPOOL's weighted average fossil fuel cost per KWH.
3. Other energy delivered will be scheduled on hourly basis and priced at lesser of:
   a) 80% of NEPOOL's replacement fuel cost in each hour, or
   b) Midway between NEPOOL's replacement fuel cost and most recent Canadian market price for sale of Hydro-Quebec surplus hydro energy.
4. Terms of Offerings
   a) Surplus hydro energy available to U.S. will be allocated between NEPOOL and other U.S. buyers (PASNY) in proportion to transmission capability from Quebec. (NEPOOL share is expected to be about 23%.)
   b) If surplus hydro energy available for U.S. in any year is less than 2,600,000 MWH, first 2,000,000 MWH will go to PASNY under previous contract. Next 600,000 MWH will go to NEPOOL.

c) In any year Hydro-Quebec can offer to NEPOOL up to 4,000,000 MWH.

Energy not accepted by NEPOOL from such offering will be subtracted from total 33,000,000 MWH target provided under the contract.

5. Contract can be extended for up to five years if necessary to accomodate delivery of total 33,000,000 MWH target.

ROB:0642M
9-23-82

ECONOMIC ANALYSIS:

NEPOOL BENEFITS AND COSTS

ENERGY CONTRACT

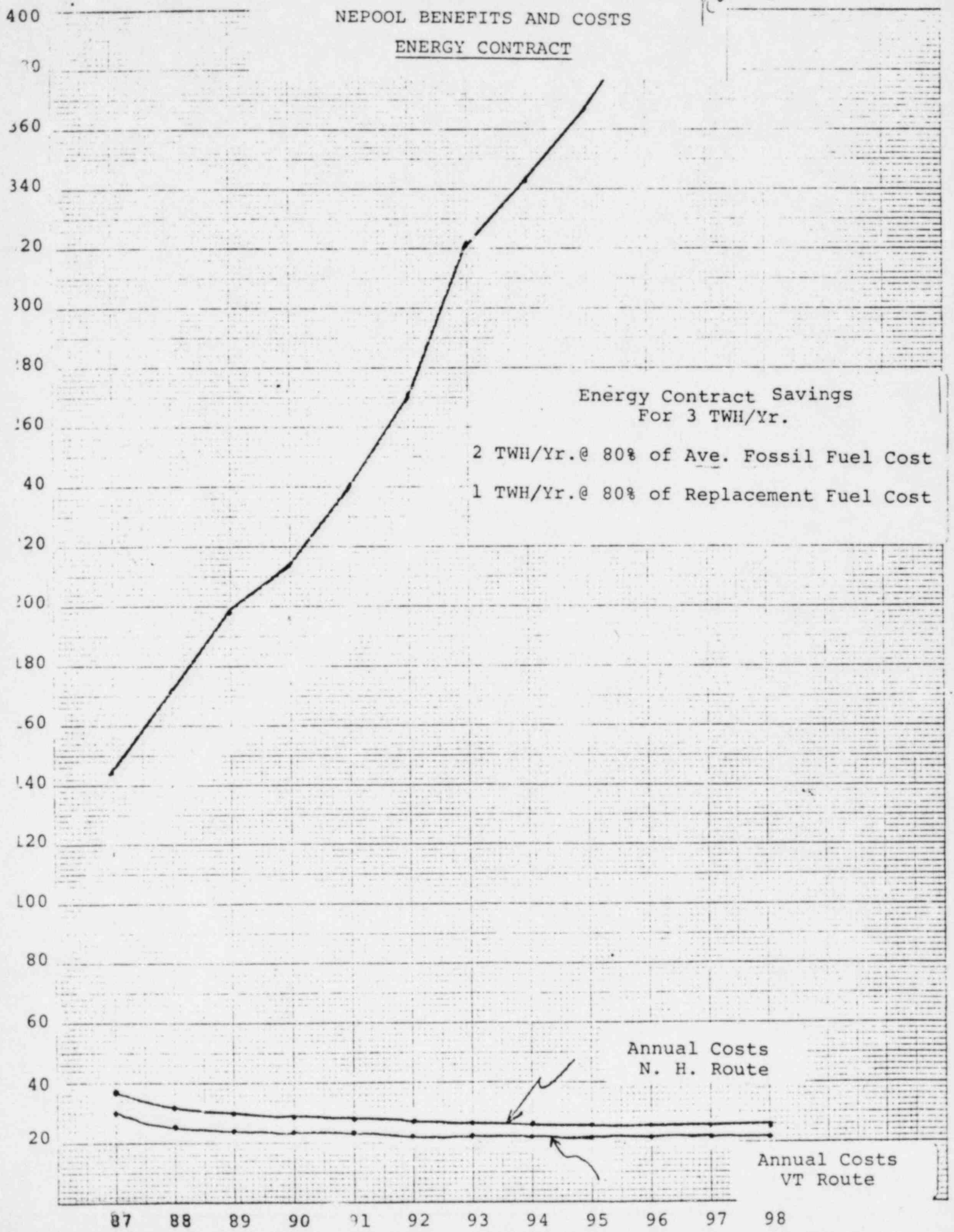


Exhibit 111

Revised to Include Energy Contract

COSTS AND BENEFITS TO NEW HAMPSHIRE

NEW HAMPSHIRE ROUTE

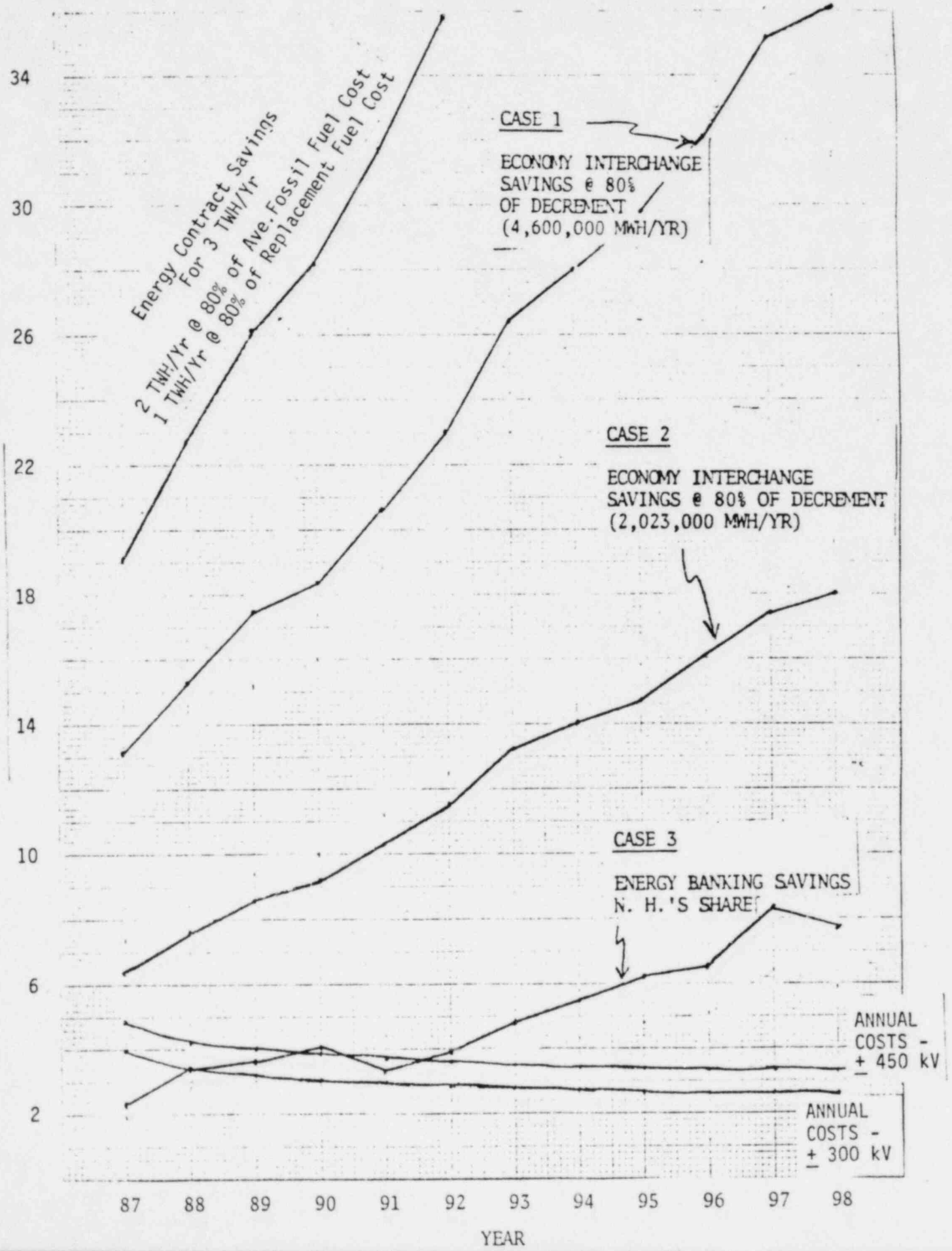
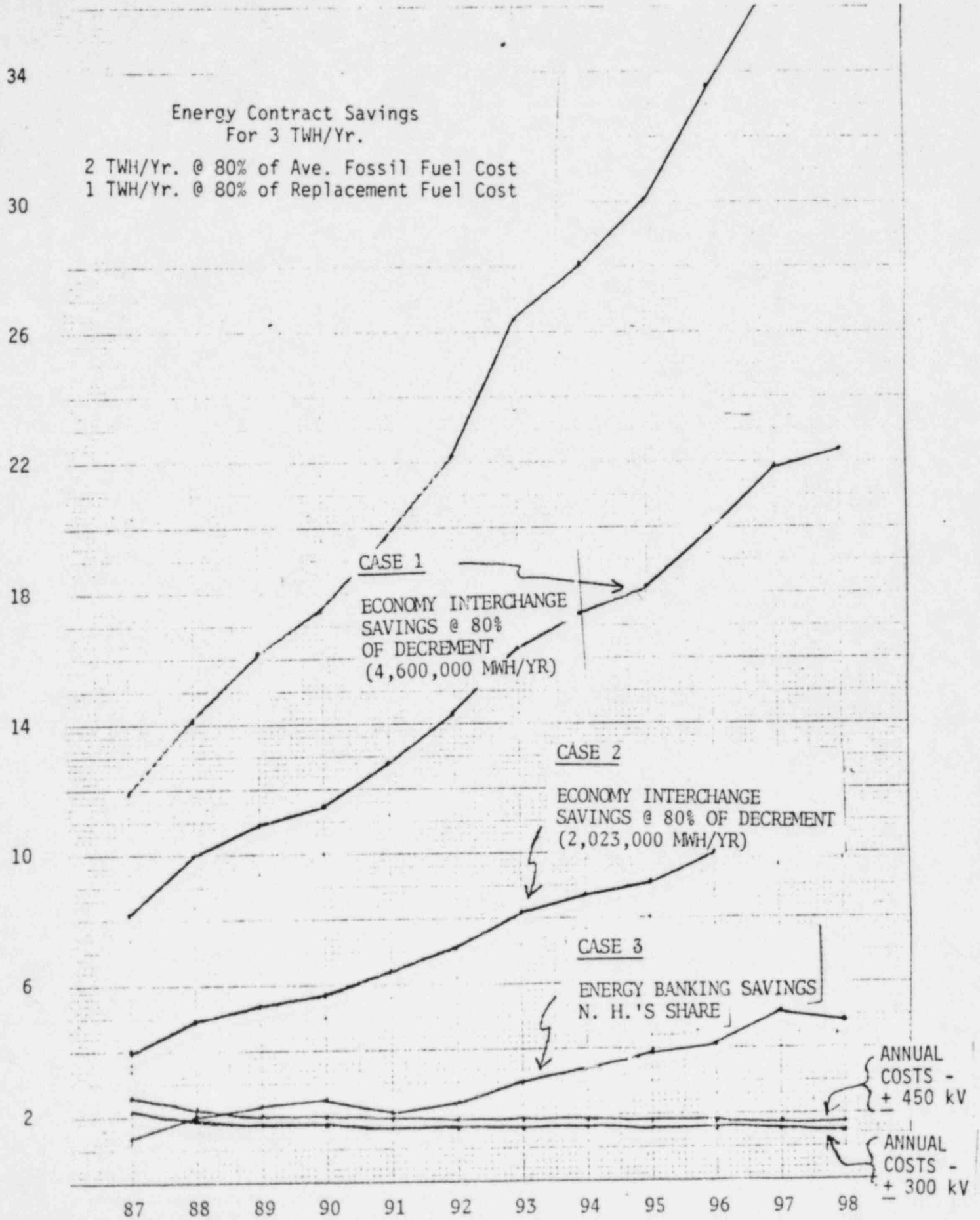


Exhibit 112
Revised to Include
Energy Contract

COSTS AND BENEFITS TO NEW HAMPSHIRE

VERMONT ROUTE



NEPOOL/HYDRO-QUEBEC ENERGY CONTRACT
DELIVERY OF 3 MILLION MWH/YR TO NEPOOL AT @ 300 Kv DC

NEW HAMPSHIRE SHARE OF PROJECT
FIRST THREE YEARS (1987, 1988, 1989)
(Millions of Dollars)

	N.H. Route	Vermont Route
NEPOOL		
1) Total support cost	(80.6)	(72.5)
2) Total gross savings	515.0	515.0
3) Reimbursement of Support	80.6	72.5
4) NEPOOL's Quebec Savings Fund	434.4	442.5
New Hampshire		
5) Percent Participation	13.2%	8.2%
6) Support payments	(10.6)	(6.0)
7) Reimbursement	10.6	6.0
8) Allocation of Savings Fund	57.3	36.3
9) Net to N.H. Customers	57.3	36.3