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December 16, 2004

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

Re: DW 04-048; City of Nashua

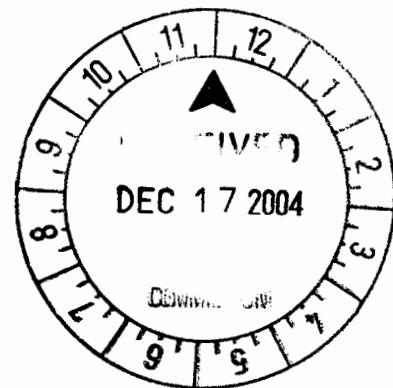
Dear Ms. Howland:

I am writing in response to the December 13, 2004 letter from Attorney Thunberg regarding the procedural matters discussed at the technical session held on December 9. Although the various matters addressed in Attorney Thunberg's letter were in fact discussed during that meeting, her letter goes beyond the extent of the parties' agreement. The purpose of this letter is to clarify several matters discussed in that letter.

First, I have conferred with Attorney Upton, and he has indicated that Nashua will not stipulate to the matters that Pennichuck Water Works ("PWW") plans to raise in its motion for summary judgment. Therefore, the procedural dates identified as part of Track 1 in Attorney Thunberg's letter are the dates that the parties should follow.

Second, during the technical session, the parties discussed the fact that a written Commission order regarding the scope of taking issues is necessary before PWW can file its motion for summary judgment. Although the amount of time needed between the order and the filing of the motion was not agreed upon, I would suggest that the January 3 date (which assumed an order would be available by mid-December) be set at 10 days after the Commission issues its order. In the unlikely event that the nature of that order makes it necessary for PWW to request additional time, we would alert the Commission and parties promptly and seek appropriate relief at that time.

Third, PWW has not agreed to establish a data room in Nashua. At the technical session, the parties discussed various possibilities relating to the data room, including an electronic data room maintained by the Commission or maintaining a data room containing hard copies at the



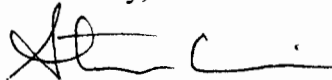
company's offices, at the Commission or elsewhere. Until we have more information, we are unable to determine where the data room should be located. It was our understanding that this and the other procedural matters discussed in Attorney Thunberg's letter would be resolved at the March 8 technical session when the parties had additional information.

Fourth, there was no agreement to postpone discovery, and in fact Nashua and PWW had some discussion about the possibility of beginning discovery on some issues prior to the March 8 technical session. Although no agreement was reached on this point, we would not want to preclude the possibility that discovery could begin on the testimony that has already been filed. That said, PWW's understanding was that the dates for formal discovery would not be set until the March 8 meeting, which I assume is all that was intended by Attorney Thunberg on this issue.

Finally, although PWW understands the need to communicate by hard copy with parties who are not able to receive service of process electronically, we have not agreed that those parties would receive personal service of hard copies of discovery material. In addition, it is my understanding that there will be an official service list maintained by the Commission. It is PWW's understanding that the official service list maintained by the Commission is the list that should be used by all parties. I am not aware of any other list that Attorney Thunberg may be referring to in her letter. Again, these are matters that can best be addressed on March 8 when we have more information about the potential options for a data room and the parties who will need to be provided access to discovery materials.

At this point, PWW believes that the only matters in Attorney Thunberg's letter that need to be addressed in the Commission's procedural order are the Track 1 dates agreed to by the parties and any guidance that the Commission determines to be appropriate for parties who are not familiar with the Commission's procedural rules.

Sincerely,



Steven V. Camerino

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FILING INSTRUCTIONS:

WITH THE EXCEPTION OF DISCOVERY (SEE NEXT PAGE) FILE 1 ORIGINAL & COVER LETTER, PLUS 8 COPIES (INCLUDING COVER LETTER) TO:

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