

**STATE OF NEW HAMPSHIRE
BEFORE THE
PUBLIC UTILITIES COMMISSION**

UNITIL CORPORATION)
AND)
NORTHERN UTILITIES, INC.)
_____)

DG 08-048

MOTION FOR PROTECTIVE ORDER

Now comes Unitil Corporation, and respectfully requests that the New Hampshire Public Utilities Commission (the "Commission") grant a protective order for certain confidential information submitted in this proceeding, consistent with R.S.A. 91-A:5(IV) and N.H. Admin. Rules, Puc 203.08. Specifically, the Company requests confidential treatment for its response to Maine ODR 2-9 being provided as part of Unitil's ongoing requirement to supplement its response to Staff 1-1 (which requests copies of all of the responses to information requests that Unitil files in the related Maine proceeding, Docket 2008-155). Unitil intends to make such information available to the Consumer Advocate ("OCA") and the Commission Staff consistent with the requested Protective Order. Unitil will also make the material available to the OCA's and the Commission Staff's consultants, as well as other parties, upon their execution of a reasonable confidentiality agreement and/or certification, consistent with the requested protective order. In support of this Motion, Unitil states as follows:

1. Maine ODR 2-9 requests copies of certain due diligence reports prepared by Unitil during the period prior to submitting a bid proposal for Granite and Northern. Attachments 1 and 2 to ODR 2-9 contain confidential merger-sensitive information relating to Unitil's strategic business decisions, and contains material, non-public, confidential business information that is not made

available to the public. Public disclosure of Unitil's strategies and analyses relating to the proposed acquisition could have a negative impact on its ongoing negotiations in the pending transaction, and could be detrimental to Unitil in any future transactions

2. R.S.A. 91-A:5(IV) expressly exempts from the public disclosure requirements of the Right-to-Know law, R.S.A. 91-A, any records pertaining to "confidential, commercial or financial information." The Commission's rule on confidential treatment of public records, Puc 204.06, also recognizes that confidential, commercial or financial information may be appropriately protected from public disclosure pursuant to an order of the Commission.

3. Unitil's request for a protective order is not inconsistent with the public disclosure requirements of the Right-to-Know law, R.S.A. 91-A. This statute generally provides open access to public records but specifically recognizes that "records that would be within the scope of a privilege against discovery or used as evidence recognized by the court" may be protected from public disclosure. The determination whether to disclose confidential information involves a balancing of the public's interest in full disclosure with the countervailing commercial or private interests for non disclosure. Union Leader v. New Hampshire Housing Finance Authority, 142 N.H. 540 (1997). In this instance, Unitil submits that the interests discussed above sufficiently outweigh the public interest in full disclosure. Moreover, Unitil is not requesting non-disclosure protection from the Commission Staff or the OCA or from the Staff's or the OCA's consultants, or any other party, upon their execution of a nondisclosure agreement, consistent with the requested protective order. Unitil is filing this motion for protective order to allow it to make the information available to the OCA and the Commission Staff during this proceeding subject to the requested order from the Commission that such information should be afforded confidential treatment.

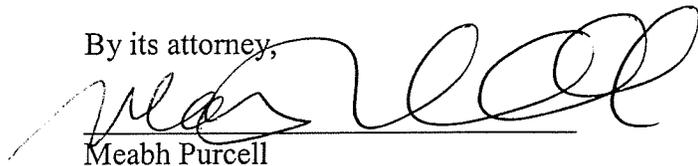
4. Pursuant to N.H. Code Admin. Rule Puc 203.04(e), Unitil sought the position of the Commission Staff, the OCA and the other parties. By the time of filing, neither the Commission Staff nor the other parties had indicated their positions on the Motion.

WHEREFORE, Unitil respectfully requests that the Commission issue an order protecting the confidential information specified herein from public disclosure.

Respectfully submitted,

UNITIL CORPORATION

By its attorney,



Meabh Purcell
Dewey & LeBoeuf, LLP
260 Franklin Street
Boston, MA 02110
(617) 748-6847

Date: July 14, 2008

STATE OF NEW HAMPSHIRE
BEFORE THE
PUBLIC UTILITIES COMMISSION

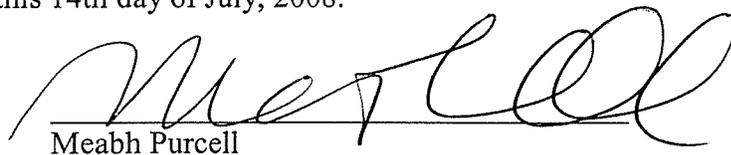
UNITIL CORPORATION)
AND)
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_____)

DG 08-048

CERTIFICATE OF SERVICE

I certify that I have caused a copy of the within to be served on each of the individuals on the Service List on file with the Secretary of the New Hampshire Public Utilities Commission.

Dated at Boston, Massachusetts, this 14th day of July, 2008.



Meabh Purcell

BS 122218

State of Maine
Public Utilities Commission

Unitil Corporation
Docket No. 2008-155
Response to Oral Data Requests

Oral Data Request 2-9:

Ref. Due Diligence Summary provided in response to OPA 1-2: Please provide the detailed team reports of "No. 2 Regulatory" and "No. 4. Finance and Accounting."

Response:

The requested team reports have been provided as ODR 2-9, Attachment 1 (CONFIDENTIAL) and Attachment 2 (CONFIDENTIAL), respectively.

Portions of Attachments 1 and 2 have been redacted to maintain attorney-client privilege and /or work product.

Person Responsible: Mark H. Collin

Date: July 9, 2008