



STATE OF NEW HAMPSHIRE
Before the
PUBLIC UTILITIES COMMISSION

UNITIL CORPORATION
and
NORTHERN UTILITIES, INC.

Joint Petition
For
Approval of Stock Acquisition

PETITION AND TESTIMONY

March 31, 2008



March 31, 2008

BY HAND-DELIVERY

Debra A. Howland
Executive Director and Secretary
New Hampshire Public Utilities Commission
21 S. Fruit St, Suite 10
Concord, N.H. 03301-2429



**Re: JOINT PETITION FOR APPROVAL OF STOCK
ACQUISITION**

Docket No. DG 08-048

Dear Secretary Howland:

Enclosed on behalf of Unitil Corporation ("Unitil") and Northern Utilities, Inc. ("Northern") (collectively referred to as the "Joint Petitioners") please find an original and nine (9) copies of "Joint Petition for Approval of Stock Acquisition." The Petition requests that the New Hampshire Public Utilities Commission ("Commission") approve, pursuant to RSA 374:33 and RSA 369:8, II(b), the acquisition of Northern by Unitil by way of Unitil's purchase of 100 percent of the common stock of Northern. In addition, the Joint Petitioners seek approval to defer and amortize the transaction costs and transition costs associated with the acquisition of Northern by Unitil over 10 years.

In support of the Petition, the filing includes the pre-filed direct testimony and schedules of:

1. Mark Collin, Senior Vice President and Chief Financial Officer
2. Laurence Brock, Controller and Chief Accounting Officer
3. Thomas Meissner, Senior Vice President and Chief Operating Officer
4. David Foote, Vice President, Energy Contracts jointly with Francis Wells, Senior Energy Trader
5. George Gantz, Senior Vice President, Customer Services and Communications

An electronic copy of the filing is provided on the enclosed disk, as required by N.H. Code Admin. Pro. Puc 203.03.

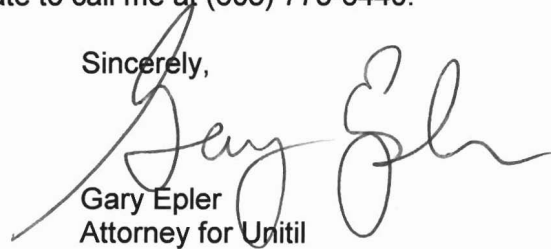
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March 31, 2008
Page 2 of 2

Thank you for your attention to this matter. If you have any questions, please do not hesitate to call me at (603) 773-6440.

Sincerely,

A handwritten signature in black ink, appearing to read "Gary Epler". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Gary Epler
Attorney for Unital

Enclosure

cc: Meredith Hatfield, Consumer Advocate (2 copies and disk)

Table of Contents

1. Cover Letter
2. Joint Petition for Approval of Stock Acquisition
3. Joint Petition Exhibits
 - a. Exhibit 1: Stock Purchase Agreement
 - b. Exhibit 2: Unitil Corporate Structure After Acquisition
 - c. Exhibit 3: Unitil Corporation Board of Directors' Resolution Approving Acquisition
 - d. Exhibit 4: Unitil Corporation Certificate of Incorporation
 - e. Exhibit 5: Proposed Amended and Restated Cash Pooling and Loan Agreement
 - f. Exhibit 6: Proposed Service Agreement Between Unitil Service Corp. and Northern
 - g. Exhibit 7: Unitil's Tax Sharing Agreement
4. Testimony of Mark Collin, Senior Vice President and Chief Financial Officer
5. Schedules of Mark Collin
6. Testimony of Laurence Brock, Controller and Chief Accounting Officer
7. Schedules of Laurence Brock
8. Testimony of Thomas Meissner, Senior Vice President and Chief Operating Officer
9. Joint Testimony of David Foote, Vice President, Energy Contracts and Francis Wells, Senior Energy Trader
10. Testimony of George Gantz, Senior Vice President, Customer Services and Communications