

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

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**UNITIL CORPORATION**  
**AND**  
**NORTHERN UTILITIES, INC.**  
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**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 responses to the following information requests: (1) Staff 1-1, which requests copies of all of the data responses submitted in the related Maine proceeding, Docket No. 2008-155, several of which contain confidential merger-sensitive information or business information; (2) Staff 1-2, which seeks copies of the minutes of Unitil's Board of Directors meetings that contain confidential merger-sensitive information; (3) Staff 1-9 which seeks a copy of the confidential Commitment Letter related to the financing of the proposed acquisition; and (4) Staff 1-13 which seeks the details of the costs associated with the bridge financing. 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. Staff 1-1 requests copies of "the Joint Petitioners' data responses in the related Maine proceeding, MPUC 2008-155, whenever they may be filed." Until requests that the information contained in the attachments to OPA 1-2 (due diligence report), OPA 1-3 (Unitil's bid proposal), OPA 3-1 (analyses prepared by investment banking advisors), OPA 3-2 (analyses provided to Unitil's Board of Directors related to the proposed acquisition) and OPA 3-5 (Unitil's Hart-Scott-Rodino filing) be protected from public disclosure because this information reveals merger-sensitive information that is highly confidential from both a business and from a strategic perspective. 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. OPA 1-6, also provided in response to Staff 1-1, contains material, non-public confidential business information that should not be released on the public record. Unitil is subject to various rules of the Securities and Exchange Commission ("SEC") which govern the manner and timing under which material, non-public information may be disclosed. Unitil has provided this information to the Maine Office of the Public Advocate ("OPA") (and, in this proceeding, to the New Hampshire Staff and the Office of the Consumer Advocate ("OCA")) in response to the Maine OPA's request regarding Unitil's current business plans which have not been made public, and which are subject to the disclosure requirements of the SEC. Accordingly, until such time as Unitil makes a public announcement of its business plans in accordance with all applicable rules, such information should be protected from public disclosure to allow Unitil to comply with the applicable SEC requirements

3. Staff 1-2 requests copies of "all minutes of Board of Directors meetings that involve discussion of the proposed acquisition of Northern and Granite." For the reasons set forth in paragraph 1, above, Staff 1-2 Attachment 1 should be protected from public disclosure because the

minutes contain details of Unitil's analyses and strategies relating to the proposed acquisition which, if revealed on the public record, could have a negative impact on Unitil's ongoing negotiations in the pending transaction, and could be detrimental to Unitil in any future transactions.

4. Staff 1-9 requests "a copy of the Commitment Letter referred to in Section 3.6" of the Stock Purchase Agreement, and Staff 1-13 asks Unitil to "[d]etail the costs associated with the bridge financing." By its terms, the Commitment Letter, provided as Staff 1-9 Attachment 1, and the details of the bridge financing provided in Staff 1-13, are confidential and cannot be publicly disclosed. The Commitment Letter was furnished to Unitil pursuant to the express agreement (§8) that Unitil will maintain the confidentiality of its terms, which include the details of the costs associated with the bridge financing provided in Staff 1-13. Unitil submits that financial institutions may be reluctant to enter into such arrangements with Unitil in future transactions if their confidential information is publicly disclosed.

5. 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.

6. 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 commercial and financial 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.

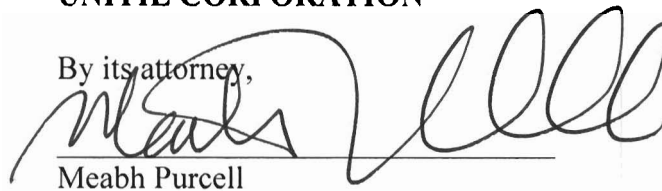
7. Pursuant to N.H. Code Admin. Rule Puc 203.04(e), Unitil sought the position of the Commission Staff, the OCA and the other parties. Northern supports the Motion, and the OCA takes no position. By the time of filing, neither the Commission Staff nor the other parties had indicated their positions on 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,

A handwritten signature in black ink, appearing to read 'Meabh Purcell', is written over a horizontal line. The signature is fluid and cursive.

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

Date: May 27, 2008

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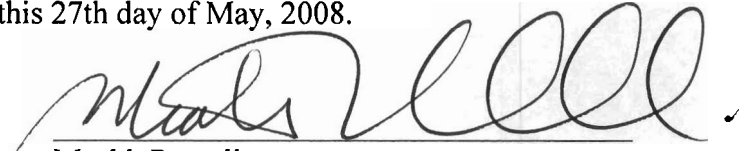
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**CERTIFICATE OF SERVICE**

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 27th day of May, 2008.

  
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Meabh Purcell