

DW 01-215

HAMPTON WATER WORKS, INC.

Joint Petition for Approval for a Change of Control

Order Approving Procedural Schedule

O R D E R N O. 23,902

January 17, 2002

APPEARANCES: Ransmeier & Spellman by Dom S. D'Ambruoso, Esq. for Joint Petitioners Aquarion Company, Hampton Water Works Company, American Water Works Company, Inc. and Greenwich Water Systems, Inc; Office of the Consumer Advocate by F. Anne Ross, Esq.; and Marcia A. B. Thunberg, Esq., on behalf of Staff of the New Hampshire Public Utilities Commission.

I. PROCEDURAL HISTORY AND BACKGROUND

On October 31, 2001, Aquarion Company (Aquarion), Hampton Water Works Company (Hampton), American Water Works Company, Inc. (AWWC) and Greenwich Water Systems, Inc. (GWS), (collectively, "Petitioners"), filed with the New Hampshire Public Utilities Commission ("Commission") a Joint Petition for approval for a change of control of Hampton Water Works, Company, together with the pre-filed testimony of Janet M. Hansen, Executive Vice President of Aquarion.

The Petitioners request Commission approval of Aquarion's purchase of all outstanding common and preferred stock of Hampton owned by AWWC and GWS. Hampton is a wholly-owned subsidiary of GWS and GWS is a wholly-owned subsidiary of AWWC. The Petitioners also request Aquarion be permitted to exercise control over Hampton and

operate Hampton according to the representations made in their Petition.

On January 4, 2002, Petitioners filed an amendment to their Petition which requests, in addition to the terms set forth in the original Petition, that promptly on the closing of the transaction, Aquarion be permitted to transfer all of the outstanding common and preferred stock of Hampton then owned by Aquarion to Aquarion's new intermediate holding company subsidiary, Aquarion Water Company, and change the name of Hampton to "Aquarion Water Company of New Hampshire."

Aquarion, AWWC and GWS represent that the acquisition described in the Petition will have no adverse effect on rates, terms, conditions or operations of Hampton. Also, they assert that jurisdiction of the Commission over Hampton's current operations will not be changed and the transaction will have no impact on Commission orders pertaining to Hampton.

The Commission issued an Order of Notice on November 29, 2001 and a brief Prehearing Conference was held on December 20, 2001. A Technical Session was held following the Prehearing. On January 3, 2002, Staff submitted a procedural schedule developed by Staff, the Petitioners, and OCA at the December 20, 2001 Technical Session. In a letter dated January 10, 2002, that schedule was revised and resubmitted for Commission approval as follows:

January 11, 2002 Data Requests Due to
 Petitioners
 January 22, 2002 Data Responses Due from
 Petitioners
 January 24, 2002 Evening public hearing,
 Hampton, NH
 January 25, 2002 Settlement Discussions at
 9 am with Technical
 Session to follow. Data
 Requests from Staff and
 Intervenors Due (if any)
 January 31, 2002Data Responses Due from
 Petitioners

**Track 1
 Settlement**

**Track 2
 No Settlement**

2/06/02..Submit Proposed Settlement	2/14/02....Testimony Due from Staff and Intervenors
2/08/02 at 1:30 P.M. -- Expedited Hearing Date	2/19/02....Data Requests Due to Staff and Intervenors
	3/01/02....Data Responses Due from Staff and Intervenors
	3/06/02 at 10:00 A.M. -- Hearing at NHPUC

II. POSITIONS OF THE PARTIES AND STAFF

A. Petitioners

The Petitioners briefly described their filing and requested the Commission grant their Joint Petition expeditiously.

B. Office of the Consumer Advocate

The OCA stated their opposition to mergers in general since recent experience has demonstrated mergers bring dubious advantages. OCA saw no benefits coming from the merger.

C. Staff

Staff took no position with respect to the filing at this time.

D. Intervenors

The Town of Hampton filed a Motion to Intervene, however, they did not appear at the prehearing.

III. COMMISSION ANALYSIS**A. Intervention Request**

On December 5, 2001, The Town of Hampton, by and through its attorneys Shaines & McEachern, John H. McEachern, Esq., filed a Motion to Intervene in this proceeding. The Town of Hampton asserted their rights, duties, privileges, and substantial interests would be impacted by this proceeding. The Commission has received no objections to the intervention. The intervention request is in the public interest and is therefore approved.

B. Procedural Schedule

Upon consideration, we find the proposed procedural schedule reasonable and that it will aid in the orderly review of the petitioner's filing. We will approve the procedural schedule for the duration of the proceeding.

Based on the foregoing, it is hereby

ORDERED, that the procedural schedule is APPROVED and shall govern the remainder of this proceeding; and it is

FURTHER ORDERED, that the Motion to Intervene by the Town of Hampton is GRANTED.

By order of the Public Utilities Commission of New Hampshire this seventeenth day of January, 2002.

Thomas B. Getz
Chairman

Susan S. Geiger
Commissioner

Nancy Brockway
Commissioner

Attested by:

Debra A. Howland
Executive Director and Secretary