

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

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**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 the following information request: Staff 4-143 which requests an explanation of the bid process for Unitil's acquisition of Granite and Northern. 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 Data Request 4-143 seeks an explanation of the process by which Unitil came to issue a bid proposal for Granite and Northern. Unitil's response to Staff 4-143 contains confidential information relating to Unitil's strategic business decisions, and 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 is providing this information in response to the Staff's request regarding its current business plans which have not been made public, and which are subject to the disclosure requirements of the SEC. Accordingly, Unitil requests that the information contained in the response to Staff 4-143 be protected from public disclosure until the information is made public in Unitil's Proxy Statement, which is now expected to be filed with the SEC by mid-July.

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,

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

Meabh Purcell

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

Date: June 19, 2008

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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 19th day of June, 2008.

  
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Meabh Purcell

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