

**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 ("Unitil"), 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 supplemental response to the following information request: Oral Data Request 1-4 ("ODR 1-4"), Attachment 1 which requests information related to the consolidated Business Integration Plan ("BIP"), and to provide a copy of the BIP. Unitil intends to make the BIP 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, if such consultants are retained during the proceeding, 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. Oral Data Request 1-4 requests a copy of the consolidated BIP when it is completed. The Supplemental Response to ODR 1-4 contains a summary of the contents of the BIP, and the BIP is provided as ODR 1-4 (Supplemental), Attachment 1. The BIP is a highly confidential comprehensive document which contains Unitil's strategic business plans, and contains material,

non-public, confidential business information that should not be released on the public record. The BIP comprises four volumes, of which Volumes 2 through 4 contain an in-depth and comprehensive description of Unitil's business practices and its plans for integrating Northern Utilities, Inc. ("Northern") into the Unitil system of companies following the merger. Volumes 2 through 4 of the BIP include detailed analyses and descriptions of the plans, resources, schedules, testing and execution for the 56 functional teams that will accomplish the integration, and details of Unitil's business processes, its financial and accounting systems, its information and technology systems, and virtually every aspect of its regulated utility operations, and its service company business. The data constitute Unitil's intellectual property and trade secrets which the Company does not make available to the public.

2. Except for Volume 1, the Executive Summary which is not confidential, Volumes 2 through 4 of the BIP contain highly sensitive information about how Unitil and its subsidiaries are managed and operated. Viewed in its entirety, the BIP essentially provides a blueprint of the entire corporation. Public disclosure of the contents of Volumes 2 through 4 of the BIP, therefore, could place Unitil in an unequal bargaining position in a future corporate transaction. In addition, vendors who currently provide, or may in the future provide, services to Unitil could use information disclosed in the BIP to their advantage in negotiating the price and terms for services, which would harm Unitil's position in such negotiations.

3. Finally, the detailed descriptions of the business processes and procedures in the described attachments are critical to the safe and reliable operation of the Company and the safety of the public in general. The information should be treated in a confidential manner because, to the extent that disclosure of this information to the public facilitated the ability of individuals to harm or damage the Company's business infrastructure, or the Company's business processes were compromised through the intentional or negligent actions of those individuals, the Company's

ability to provide safe and reliable electric service would be jeopardized. Moreover, public disclosure of this information would be contrary to the public interest and represent an undue risk to public safety. In this age of increased vigilance against potential acts of terrorism and sabotage, extreme care must be exercised to protect sensitive information regarding the business processes of public utility distribution operations from unnecessary public disclosure.

4. The cover page of each of Volumes 2 through 4 of Attachment 1 to ODR-1-4 (Supplemental) will be stamped as follows: "CONFIDENTIAL -- DO NOT COPY PROPERTY OF UNITIL CORPORATION -- PLEASE RETURN TO UNITIL OR DESTROY UPON CLOSE OF THIS PROCEEDING -- THE MATERIAL CONTAINED IN THIS BINDER IS CONFIDENTIAL AND SUBJECT TO A PENDING MOTION FOR PROTECTIVE TREATMENT.

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 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, in the event such consultants are retained, 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.

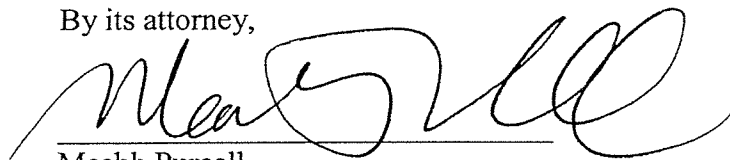
7. Pursuant to N.H. Code Admin. Rule Puc 203.04(e), Unitil sought the position of the Commission Staff, the OCA and the other parties. By the time of filing, neither the Commission Staff nor the other parties had indicated their positions on the Motion.

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', written over a horizontal line.

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

Date: July 1, 2008

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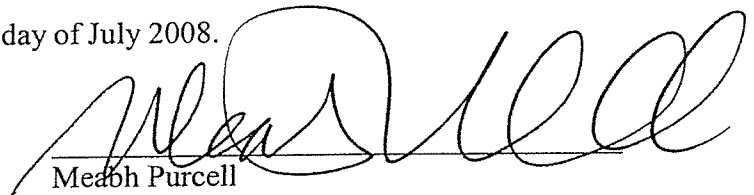
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CERTIFICATE OF SERVICE

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 1<sup>st</sup> day of July 2008.

  
Meabh Purcell

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