

DEWEY & LeBOEUF

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March 25, 2010

BY FEDERAL EXPRESS AND ELECTRONIC FILING

Debra Howland
Executive Director and Secretary
New Hampshire Public Utilities Commission
21 South Fruit Street, Suite 10
Concord, NH 03301

Re: Unitil Energy Systems, Inc.: DE 09-236

Dear Ms. Howland:

Enclosed on behalf of Unitil Energy Systems, Inc. (the "Company"), and pursuant to Order No. 25,069, dated January 22, 2010, please find final execution versions of the Bond Purchase Agreement, Fourteenth Supplemental Indenture, and Waiver and Agreement between the Company, the Bondholders, and the U.S. Bank National Association (the "Trustee").

Please note that the Trustee's and Bondholders' Waiver to the Original Indenture and the Twelfth and Thirteenth Supplemental Indentures was changed from its previous form. The changes include replacing the former Increased Reserve Fee (which would have been triggered if a bondholder was required to post additional reserves under applicable insurance regulations) with an Interest Coverage Fee (which is triggered if the Company's Interest Coverage Ratio is less than 2.0 to 1.0 on a test date).

If you have any questions or need additional information, please do not hesitate to contact me at 617 748 6847, or via email at mpurcell@dl.com.

Very truly yours,

Meabh Purcell
Meabh Purcell



Enc.

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cc: Matthew Fossum, NHPUC
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