

THE STATE OF NEW HAMPSHIRE

HILLSBOROUGH, SS.
SOUTHERN DISTRICT

SUPERIOR COURT

Barbara Pressly

v.

Pennichuck Corporation

Docket No.: 02-E-0381

**JOINT MOTION TO ENTER PROPOSED SETTLEMENT, STIPULATIONS
AND ORDER AS AN ORDER OF THE COURT**

NOW COMES Petitioner Barbara B. Pressly and Respondent Pennichuck Corporation, by and through their respective counsel, and respectfully submit this Joint Motion to Enter Proposed Settlement, Stipulations and Order as an Order of the Court. In support of this Joint Motion, Petitioner and Respondent state the following:

1. This case relates to Petitioner's request, as a shareholder of Respondent Pennichuck Corporation, for access to a shareholder list pursuant to RSA 293-A:16.02.
2. Petitioner and Respondent have reached an agreement regarding the final resolution of this matter. The terms of Petitioner's and Respondent's agreement are contained within the Proposed Settlement, Stipulations and Order signed by the parties and submitted herewith as Exhibit A.
3. The parties respectfully request that the Proposed Settlement, Stipulations and Order be enter as an Order of the Court so as to bind the parties thereto.
4. Pursuant to this Court's Order dated November 8, 2002, the State of New Hampshire is not a party to the settlement.

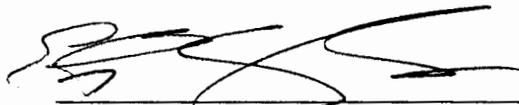
WHEREFORE, Petitioner and Respondent respectfully requests that this Honorable Court:

- A. Enter the Proposed Settlement, Stipulations and Order as attached at Exhibit A as an Order of the Court;
- B. Take no further action regarding this docket; and,
- C. Grant such further relief as this Court deems just.

Respectfully submitted,

BARBARA B. PRESSLY, PETITIONER

By Her Attorneys,



Eugene F. Sullivan, III, Esq.
87 North Main Street
Concord, NH 03301
(603) 227-0600

Dated: 1/10/03

PENNICHUCK CORPORATION, RESPONDENT

By Its Attorneys,

GALLAGHER, CALLAHAN & GARTRELL
Professional Association

By: A.B.P. Pollack

Ari B. Pollack, Esq.
P.O. Box 1415
Concord, NH 03302-1415
(603) 228-1181

Dated: 1/8/03

NUTTER, McCLENNEN & FISH, LLP

By: M.K. Krebs

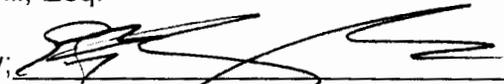
Michael K. Krebs, Esq.
World Trade Center West
155 Seaport Blvd.
Boston, MA 02210-2604

Dated: 1/8/03

CERTIFICATE OF SERVICE

I hereby certify that I have this date forwarded via U.S. Mail, postage prepaid, a copy of the foregoing Motion to Jeffrey D. Spill, Esq.

Dated: 1-10-03

By: 
Eugene F. Sullivan, III, Esq.

STATE OF NEW HAMPSHIRE

Hillsborough County
Southern District

Superior Court
No. 02-E-0381

Barbara B. Pressly
v.
Pennichuck Corporation

PROPOSED SETTLEMENT, STIPULATIONS AND ORDER

Petitioner, Barbara B. Pressly ("Pressly"), a shareholder of the Respondent, Pennichuck Corporation (the "Corporation" and, collectively with Pressly, the "Parties"), having filed a Petition for access to the Corporation's shareholder list pursuant to RSA 293-A:16.04 and the Corporation having agreed to provide the Shareholder List under this agreement, the Parties hereby stipulate as follows:

1. A shareholder list must be provided to a shareholder under RSA 293-A:16.02 et seq. only if the demand for the shareholder list is in writing, made in good faith, states a proper purpose, and the shareholder describes with reasonable particularity the purpose for seeking the Shareholder List.

2. Pressly, a shareholder, having made a written demand setting forth the purposes for which she was seeking access to the shareholder list, and the Corporation, believing that it was acting in good faith and in the best interest of its shareholders and that it had reasonable doubt about whether Pressly had a proper purpose within the meaning of RSA 293-A:16.02, the Parties hereby settle the dispute relating to Pressly's demand for access to the Corporation's shareholder list on the terms set forth in this Proposed Settlement, Stipulations and Order.

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3. The Corporation shall provide Pressly with a list of the shareholders of the Corporation (the "Shareholder List") within five (5) days of the Court's entry and adoption of this Proposed Settlement, Stipulations and Order, provided Pressly is a shareholder of the Corporation and only uses the Shareholder List to communicate with the Corporation's shareholders (the "Shareholders").

4. Pressly may use the Shareholder List solely for one or both of the purposes set forth in this Paragraph, subject in any case to the terms and conditions set forth elsewhere in this Proposed Settlement, Stipulations and Order:

- A. To communicate to the Shareholders Pressly's opinion regarding the merits of the Agreement and Plan of Merger dated April 29, 2002 to which the Corporation and Philadelphia Suburban Corporation are parties (as the same may be amended from time to time, the "Merger Agreement"); and
- B. To communicate to the Shareholders Pressly's opinion regarding any bona fide plan or intent for acquisition of the stock or assets of the Corporation made by one or more of the communities served by any of the Corporation's water subsidiaries, provided that Pressly has a reasonable good faith belief that such an acquisition would be in the best interests of the Corporation's shareholders.

5. Pressly shall not intentionally or recklessly distribute to the Shareholders any communication that contains any untrue statement of a material fact or material omission. Pressly shall provide to the Corporation's President a copy of any written communication distributed to the Shareholders as soon as reasonably practicable after such communication is sent.

6. Pressly shall not disclose the Shareholder List to any other individual or entity, except individuals assisting her in the clerical task of preparing for mailing any communication to the Shareholders. Pressly shall take all reasonable measures, at no cost to the Corporation, to prevent any use or disclosure of the Shareholder List that is unauthorized or prohibited by this Proposed Settlement, Stipulations and Order.

7. Within five (5) days of the Court's entry and adoption of this Proposed Settlement, Stipulations and Order, the Corporation shall pay a portion of Pressly's reasonable costs and attorney fees incurred in relation to this Proposed Settlement, Stipulations and Order in accordance with the terms of a letter agreement between Pressly and the Corporation dated as of January 9, 2002.

8. Nothing herein shall prevent Pressly from subsequently requesting a list of the shareholders of the Corporation for any other "proper purpose".

9. The Shareholder List is hereby deemed "confidential, commercial, or financial information" within the meaning of RSA Chapter 91-A and shall not be subject to public disclosure or dissemination by virtue of reference or inclusion in any public proceeding or any record thereof.

10. The term "Shareholder List" as used in this Proposed Settlement, Stipulations and Order shall include all notes, interpretations, analyses, compilations, studies or other documents that contain or otherwise reflect or are based, in whole or in part, on information contained in the list of the shareholders of the Corporation that shall be provided to Pressly pursuant to Paragraph 3 of this Proposed Settlement, Stipulations and Order.

PENNICHUCK CORPORATION

By its Attorneys,

GALLAGHER, CALLAHAN AND GARTRELL
Professional Association

Dated: 1/8/03

By: C.B. Pollack
Ari B. Pollack, Esq.

NUTTER, McCLENNEN & FISH, LLP

Dated: 1/8/03

By: C.B. Pollack FOR
Michael K. Krebs, Esq.

BARBARA B. PRESSLY

By her Attorney,

Dated: 1-10-03

Eugene F. Sullivan III, Esq.
Eugene F. Sullivan III, Esq.

The above-stated Settlement, Stipulations and Order is hereby adopted and entered as an Order of this Court.

Dated:

So Ordered,

Presiding Justice



CHRISTOPHER C. GALLAGHER
MICHAEL R. CALLAHAN
DONALD E. GARTRELL
W. JOHN FUNK
EDWARD E. SHUMAKER, III
MICHAEL D. RUEDIG
ANNE G. SCHEER
DENIS J. MALONEY
DAVID A. GARFUNKEL

DONALD J. PFUNDSTEIN
ANDREW B. ELLIS
DONALD R. SAXON
SUSAN B. HOLLINGER
ANDREA K. JOHNSTONE
MICHAEL D. RAMSDELL
DODD S. GRIFFITH
WALTER L. MARONEY
ARI B. POLLACK

SETH L. SHORTLIDGE
LYNNMARIE C. CUEZAK
JEANNE P. HERRICK
CELIA LEONARD WAGNER
INGRID E. WHITE
JAMES D. KEROUAC
JON M. GARON
OF COUNSEL
ROBERT E. KIRBY
1961-1996

January 8, 2003

Eugene F. Sullivan, III, Esq.
Ingersoll & Sullivan
87 North State St.
Concord, NH 03301

Re: Barbara B. Pressly v. Pennichuck Corporation
Docket No. 02-E-0381

Dear Attorney Sullivan:

In accord with our recent telephone conversation, and in consideration of our agreement to resolve the above-referenced Superior Court litigation by entry of the Proposed Settlement, Stipulations and Order to the Court, Pennichuck Corporation agrees to reimburse \$2,000.00 of Ms. Pressly's litigation fees and expenses upon entry of the Proposed Settlement, Stipulations and Order as an Order of the Superior Court. Upon entry of the Order, and with your acknowledgement as indicated below, Pennichuck will forward a check in the amount of \$2,000.00 payable to "Eugene F. Sullivan, III, Attorney-At-Law" directly to your attention. This letter agreement between counsel shall operate as the parties' entire agreement regarding reimbursement of legal fees and expenses and shall release Pennichuck Corporation from further obligations regarding the same. Kindly acknowledge the terms of this letter agreement by signing below. Please call with any questions.

Very truly yours,

Ari B. Pollack

ABP/dmh

Cc: Michael K. Krebs, Esq.
Maurice Arel
Charles Staab

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