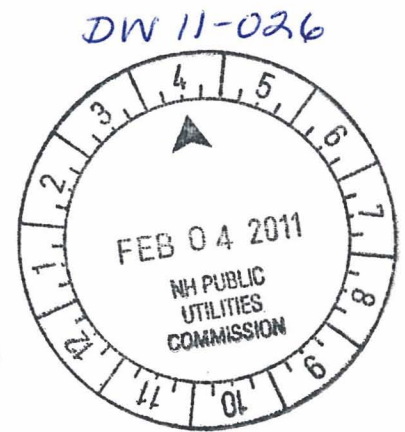


RATH YOUNG PIGNATELLI

William F. J. Ardinger
Attorney at Law
wfa@rathlaw.com
Please reply to: Concord Office



February 4, 2011

Debra A. Howland
Executive Director and Secretary
New Hampshire Public Utilities Commission
Walker Building
21 S. Fruit Street, Suite 10
Concord, NH 03301-2429

**Re: DW 11-___; Joint Petition of City of Nashua, Pennichuck Corporation et al
for Approval to Acquire Stock of Pennichuck Corporation
DW 04-048; City of Nashua – Eminent Domain Proceeding**

Dear Ms. Howland:

Enclosed for filing with the Commission on behalf of the City of Nashua, Pennichuck Corporation, Pennichuck Water Works, Inc. ("PWW"), Pennichuck East Utility, Inc. ("PEU"), and Pittsfield Aqueduct Company, Inc. ("PAC") (collectively, the "Joint Petitioners") are an original and six copies of a Joint Petition for Approval of the Acquisition of Pennichuck Corporation by the City of Nashua along with a Motion to Consolidate. The Joint Petition requests Commission approval, in accordance with the special legislation enacted by the New Hampshire General Court in 2008 and amended in 2010¹, of the City's acquisition of all of the issued and outstanding stock of Pennichuck Corporation, the holding company for PWW, PEU and PAC, pursuant to the Merger Agreement between the parties dated as of November 11, 2010. As contemplated by the Merger Agreement, the parties intend that the proposed acquisition will result in the settlement of the issues in Docket No. DW 04-048. Accordingly, the Joint Petitioners are also filing a Motion to Consolidate the pending eminent domain docket with the docket they anticipate will be opened by the Commission to address the proposed merger transaction.

Copies of the enclosed Joint Petition and Motion are being sent by First Class Mail to all persons currently on the Commission's service list in DW 04-048. However, the Joint Petitioners propose that the Commission require any parties to that proceeding to notify the

¹ Chapter 347, Section 5 of 2007 New Hampshire Laws, as amended by Chapter 1, Section 118 of the 2010 Special Session.

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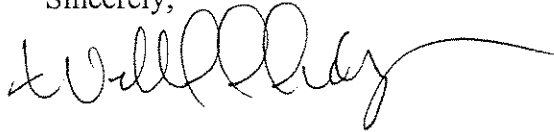
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Debra A. Howland
February 4, 2011
Page 2

Commission in writing if they wish to remain on the service list for that docket and the stock acquisition docket. In addition, because the Commission has already scheduled a procedural hearing in DW 04-048 for February 24, 2011 to receive an update on the status of certain issues in that proceeding, the City and the Pennichuck companies request that the Commission consider utilizing that hearing as a procedural hearing relating to the Joint Petition and issue an order of notice as soon as possible so that any additional interested parties will be aware of their right to participate in the proceeding. Finally, for the Commission's information, the Joint Petitioners expect to file supporting written direct testimony relating to the stock acquisition prior to the February 24 hearing date.

If you have any questions at all regarding the enclosed Joint Petition, please feel free to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read 'William F. J. Ardinger', with a long horizontal flourish extending to the right.

William F. J. Ardinger

cc: DW 04-048 Service List
Meredith Hatfield, Consumer Advocate