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Beth A. Deragon

\*Also Admitted In Virginia

*Of Counsel*

Frederic K. Upton

Please respond to the Portsmouth office

August 25, 2006

**Hand Delivery**

Debra A. Howland, Executive Director  
N.H. Public Utilities Commission  
21 South Fruit Street, Suite 10  
Concord, NH 03301-2429

RE: City of Nashua: *Petition for Valuation Pursuant to RSA 38:9*  
Docket No. DW 04-048

Dear Ms. Howland:

Enclosed for filing please find an original and seven (7) copies of *Nashua's Motion to Continue* in this proceeding, as well as an electronic copy on compact disk. A copy of the foregoing is being sent today by electronic mail to the service list and by first class mail to Claire McHugh.

On August 24, 2006, Nashua sought the concurrence of the parties to Nashua's Motion. Nashua has been informed that the Merrimack Valley Regional Water District assents to the Motion. The Town of Merrimack took no position pending review of Nashua's Motion. The remaining parties did not respond.

Thank you for your assistance. If you have any questions concerning the foregoing, please contact me.

Very truly yours,

Justin C. Richardson  
[jrichardson@upton-hatfield.com](mailto:jrichardson@upton-hatfield.com)

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PO Box 13  
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Russell F. Hilliard  
Justin C. Richardson

JCR/sem  
Enclosure  
cc: Official Service List DW-04-048

STATE OF NEW HAMPSHIRE  
BEFORE THE  
PUBLIC UTILITIES COMMISSION

*City of Nashua: Petition for Valuation Pursuant to RSA 38:9*

DW 04-048

**MOTION TO CONTINUE**

**NOW COMES** the City of Nashua (“Nashua”) and respectfully requests that the Commission revise the procedural schedule in this proceeding and, in support of this request, states as follows:

1. The procedural schedule was originally established in this proceeding as set forth in Order No. 24,457, and most recently revised by Secretarial Letter on January 11, 2006. The following dates remain under the procedural schedule:  
  
September 15, 2006 Capstone testimony joining public interest and valuation issues.  
  
September 29, 2006 Data Requests on capstone and reply testimony.  
  
October 20, 2006 Responses to Data Requests on capstone and reply testimony.  
  
November 14, 2006 Capstone rebuttal testimony by any party.  
  
November 20, 2006 Settlement discussions.  
  
December 15, 2006 Pre-Hearing briefs.  
  
December 2006 View.  
  
January 2007 Hearings.
2. This proceeding involves numerous complex questions concerning the public interest and valuation determinations to be made by the Commission.<sup>1</sup> The

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<sup>1</sup> See e.g. Order No. 24,447, Page 5 (“Given the potential complexity of public interest considerations involved...”); Order No. 24,457, Page 3 (“Staff and the Parties aver that the complexity of the subject matter in this proceeding necessitates extending the deadline and that this extension is not onerous.”); Order No. 24,485, Page 4 (“Complex cases such as these are highly time- and resource-intensive and often

volume of data request responses, testimony and other information greatly exceeds that contemplated at the time the procedural schedule was established.

As a result, preparation of the capstone testimony (due September 15, 2006) and pre-hearing briefs (due December 15, 2006) is a significantly greater undertaking than anticipated.

3. Several important discovery and procedural steps remain to be completed prior to the Capstone Testimony and Briefs to be submitted in this proceeding on September 15 and December 15, 2006. In particular:

- **Depositions.** Because of available time and scheduling, several depositions and responses to record requests remain to be completed: Nashua has requested several depositions which have not been completed or have been refused by Pennichuck.<sup>2</sup> Nashua also made record requests for documents at depositions of Pennichuck witnesses, but has not yet received responses.<sup>3</sup> In addition, Pennichuck conducted a deposition of Joseph Tomashosky on August 14, 2006, and intends to depose Philip Ashcroft on August 29, 2006. Nashua anticipates that Pennichuck will submit additional record requests related to these depositions which will require responses and potentially objections thereto. Additional time is necessary to resolve these outstanding depositions, record requests and related issues prior to the preparation and submission of capstone testimony for September 15, 2006.

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yield burdensome discovery phases.”); Order No. 24,488, Page 7 (“This proceeding raises numerous complex issues that must be addressed to reach a sound result”).

<sup>2</sup> See Exhibit A, Correspondence concerning remaining depositions.

<sup>3</sup> See Exhibit B, Record Requests for Documents. Nashua has taken depositions of three Pennichuck witnesses (Incropera, Guastella & Hartley) but record requests have not been completed due to the transcripts being unavailable, or unavailable until recently (Hartley).

- **Commission Orders.** Pennichuck’s July 21, 2006 *Motion to Compel* responses to certain of its data requests, its August 1, 2006 *Motion to Strike* significant portions of Nashua’s May 22, 2006 Reply Testimony as well as its *Motion for Reconsideration and/or Rehearing Regarding Order No. 24,654* are currently pending before the Commission.<sup>4</sup> The Commission’s decisions on these motions, if granted, could fundamentally impact the Capstone Testimony and the Briefs to be submitted under the existing procedural schedule.
4. In addition to the procedural steps remaining, the volume of information to be incorporated into Capstone Testimony and Briefs already produced in this proceeding vastly exceeds that anticipated at the time the procedural schedule was adopted. As noted by the Commission in its August 7, 2006 Order No. 24,654, discovery in this proceeding has been “encyclopedic”. Significant portions of this information need to be incorporated into capstone testimony and briefs in order to assist the Commission in its evaluation of the issues, including:
- **Data Requests.** Nashua has received over 651 data requests in this proceeding from Pennichuck, Staff and other parties related to its Petition and testimony. Pennichuck has received a similar number related to its testimony and the valuation of its assets.
  - **Testimony.** Since the commencement of this proceeding, substantial testimony has been submitted related to this proceeding by Nashua, Pennichuck, Staff and other parties. This testimony includes the following:

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<sup>4</sup> In addition, as noted above and in Exhibit A, Nashua and Pennichuck disagree with respect to certain deposition requests. If the parties are unable to reach an agreement concerning the depositions requested by Nashua, Nashua expects to renew its April 25, 2006 *Request for Issuance of Subpoenas pursuant to Order No. 24,486*.

**November 22, 2004    Testimony by Nashua on Public Interest.**

Direct Testimony of Brian S. McCarthy  
Direct Testimony of George E. Sansoucy, P.E.  
Direct Testimony of Philip Munck  
Direct Testimony of Steven Adams  
Direct Testimony of Steven Paul, Esq.

**January 12, 2006    Testimony by Nashua on valuation and public interest issues dependent upon valuation.**

Direct Testimony of George E. Sansoucy, P.E. and Glenn C. Walker.  
Direct Testimony of Philip G. Ashcroft, David W. Ford, P.E., Robert R. Burton, and Paul F. Noran, P.E.  
Direct Testimony of Stephen R. Gates, P.E., Paul Doran, P.E., and Jack Henderson, P.E.

**January 12, 2006    Testimony by Pennichuck on valuation.**

Direct Testimony of Robert F. Reilly  
Direct Testimony of Richard Riethmiller  
Direct Testimony of Harold Walker, III  
Direct Testimony of John F. Guastella

**January 12, 2006    Testimony by Pennichuck on public interest.**

Direct Testimony of Donald L. Correll  
Direct Testimony of Douglas L. Patch  
Direct Testimony of Bonalyn J. Hartley  
Direct Testimony of Donald L. Ware  
Direct Testimony of Eileen Pannetier  
Direct Testimony of R. Kelly Myers

**January 12, 2006    Testimony by the Town on Milford**

Direct Testimony of William F. Ruoff  
Direct Testimony of Gary L. Daniels

**January 12, 2006    Testimony by Barbara Pressly.**

**January 12, 2006    Testimony by the Town of Merrimack.**

Testimony of Richard Hinch

<b>February 27, 2006</b>	<p><b>Testimony by Pennichuck on technical, financial, and managerial capability relating to Nashua's third party contractors and public interest thereof</b></p> <p>Testimony of Donald L. Correll  Testimony of Donald L. Ware  Testimony of John Joyner</p>
<b>April 13, 2006</b>	<p><b>Staff and OCA testimony on valuation, technical, financial, and managerial capability and public interest.</b></p> <p>Testimony of Mark A. Naylor  Testimony of Randy S. Knepper  Testimony of Amanda O. Noonan</p>
<b>May 22, 2006</b>	<p><b>Reply Testimony by Nashua</b></p> <p>Reply testimony of Bernard Sweeter, David Rootovich and Brian McCarthy  Reply Testimony of George E. Sansoucy, PE and Glenn C. Walker  Reply Testimony of Philip G. Ashcroft, David W. Ford, PE and Paul F. Noran, PE  Reply Testimony of Katherine Hersh, Brian McCarthy, and John M. Henderson, P.E.  Reply Testimony of Allan Fuller, Ph.D.  Reply Testimony of Carol Anderson and Ruth Raswyck.  Reply Testimony of Stephen L. Paul, Esquire  Reply Testimony of Brendan Cooney</p>
<b>May 22, 2006</b>	<p><b>Reply Testimony by Pennichuck</b></p> <p>Reply Testimony by Donald L. Ware  Reply Testimony by Robert F. Reilly  Reply Testimony by John F. Guastella  Reply Testimony by Richard Reithmiller</p>
<b>May 22, 2006</b>	<p><b>Reply Testimony by Barbara Pressly</b></p> <p>Reply Testimony of Alan S. Manoian</p>
<b>July 20, 2006</b>	<p><b>Nashua's Reply testimony regarding Staff/OCA testimony.</b></p> <p>Reply Testimony of Bernard Streeter, David Rootovich and George E. Sansoucy, P.E.</p>

5. The procedural schedule has not provided Nashua with sufficient time to meaningfully incorporate this information into Capstone Testimony. The volume of testimony and responses to data requests exchanged in this proceeding, many of which reference information made available in data rooms, is measurable in boxes, if not rooms of boxes. Equally important, the scope of issues raised is broad and relates not only to the valuation and public interest of the system to be acquired and operated by Nashua, but also issues such as the roles of municipal and investor-owned utilities, Pennichuck's and Nashua's management of the watershed, the benefits and savings resulting from public-private partnerships and a number of important issues raised in this proceeding.
6. In spite of Nashua's diligence in this proceeding, a continuance is necessary. To date, Nashua has worked within the procedural schedule, while simultaneously responding to procedural and other motions, conducting and defending depositions, negotiating contracts for the operation and oversight of the water system, and other matters related to this case. Since March of this year alone, Pennichuck has filed two motions to compel,<sup>5</sup> a motion to strike Nashua's testimony,<sup>6</sup> a motion relative to conducting additional depositions,<sup>7</sup> as well as its motion for rehearing of the Commission order denying its motion to compel. During this same period, Nashua has filed two motions for protective orders and a request to for subpoenas to take depositions of Pennichuck's public interest witnesses after Pennichuck's refusal to make those witnesses available.

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<sup>5</sup> Motions filed on March 16, 2006 and July 21, 2006.

<sup>6</sup> August 1, 2006

<sup>7</sup> August 1, 2006

7. These and other obligations in this proceeding have had the practical effect of consuming time under the procedural schedule that Nashua would otherwise have used for the preparation of Capstone Testimony and Briefs. While the procedural schedule has ensured that this proceeding addressed complex issues in a timely manner, the pace of discovery and testimony has left insufficient opportunity to prepare for Capstone Testimony, Briefs, and the Commission's hearings scheduled for January 2007.
8. Given the importance of the issues to be decided in this proceeding to the parties and customers of the water system to be acquired by Nashua, expediency is less important at this than addressing issues comprehensively and succinctly. Additional time will assist the parties and the Commission in focusing and narrowing the issues to be addressed at its hearings.
9. Nashua attaches hereto<sup>8</sup> a proposed revision to the procedural schedule in order to provide for the orderly disposition of the issues to be decided in this proceeding. This proposed schedule is being provided for discussion. Nashua recognizes the need to accommodate the schedules of the Commission, Staff and numerous parties in this proceeding. Accordingly, Nashua respectfully requests that the Commission grant this *Motion to Continue* and appoint a Hearings Examiner to make recommendations to resolve the schedule by agreement.

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<sup>8</sup> Exhibit C, attached.



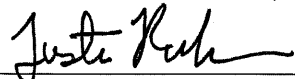
WHEREFORE Nashua respectfully requests that the Commission:

- A. Grant this *Motion to Continue*;
- B. Appoint a Hearings Examiner for the purpose of convening a conference to revise and make recommendation to the Commission concerning the procedural schedule; and
- C. Grant such other relief as justice may require.

Respectfully submitted,

**CITY OF NASHUA**  
By Its Attorneys  
**UPTON & HATFIELD, LLP**

Date: August 25, 2006

By:   
Robert Upton, II, Esq.  
23 Seavey St., P.O. Box 2242  
North Conway, NH 03860  
(603) 356-3332

Justin C. Richardson, Esq.  
159 Middle Street  
Portsmouth, NH 03801  
(603) 436-7046

David R. Connell, Esq.  
Corporation Counsel  
229 Main Street  
Nashua, NH 03061-2019

#### **CERTIFICATION**

I hereby certify that a copy of the foregoing was this day forwarded to all persons on the Commission's official service list in this proceeding.

Date: August 25, 2006

  
Justin C. Richardson, Esquire

**EXHIBIT A - Motion to Continue**



**Upton  
& Hatfield** <sup>LLP</sup>  
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**Attorneys At Law**

Russell F. Hilliard  
Justin C. Richardson

**Please respond to the Portsmouth office**

August 7, 2006

Thomas J. Donovan, Esq.  
McLane, Graf, Raulerson & Middleton, PA  
900 Elm Street  
PO Box 326  
Manchester, NH 03105

Re: City of Nashua; Petition for Valuation

Dear Tom:

I received your letter today concerning the remaining depositions and confirm that Mssrs. Tomashosky and Ashcroft will be available on August 15 and 29th, respectively.

I am troubled to learn that Pennichuck has again taken the position that it will not produce Mssrs. Correll, Ware, Densberger, Stala and Joyner for depositions and intends to deny Nashua the opportunity to conduct discovery concerning Pennichuck's case. You state that: "If there had been a specific deposition request from Nashua outstanding as of July 28 that had not been able to arrange before that date, then of course I would need to cooperate with you to get it scheduled." This was indeed the case.

You have perhaps forgotten that we discussed scheduling the deposition of Mr. Joyner after July 18, 2006, as evidenced in my attached emails to you. In addition, following the deposition of Ms. Pannetier and Mr. Myers at your office on June 26, we specifically discussed my concern regarding my wife's due date and whether Pennichuck would cooperate to make Mr. Joyner available after July 18th, which you assured me would happen. As of today, you still have not provided me with a date for his deposition, and now state that you will not do so.

I also understand that Rob Upton had a number of telephone discussions with you and requested dates for the outstanding witnesses, including Mssrs. Correll, Ware, Densberger or Stala. On May 24, 2006, Rob Upton asked that you "check to see who is available" of the persons that Pennichuck agreed to make available as referenced in Donald Kries's May 15, 2006 letter concerning

**EXHIBIT A - Motion to Continue**

August 7, 2006

Page 2

depositions. See attached. While Pennichuck made three witnesses available (Hartley, Incropera and Patterson), Pennichuck never provided dates for Mr. Correll, Ware or Stala in response to Rob Upton's requests and your discussions with him. With the exception of Mr. Joyner, I believe Nashua has taken depositions for all of the witnesses you made available. However, to the best of my knowledge, you have not provided dates or made Mssrs. Ware, Densberger or Correll available as requested and required.

Nashua has continued to cooperate to make witnesses available but Pennichuck has provided dates for only a limited number of witnesses on its own part. Pennichuck has already once forced Nashua to a file motion in order to conduct substantive depositions concerning Pennichuck's case, while Nashua continued to make witnesses available to Pennichuck. I seriously doubt that the Commission will allow this case to be decided by a procedural schedule rather than upon its merits. In that regard, I ask that you please provide me with dates for each of the witnesses as soon as possible.

If you have any questions, please contact me.

Very truly yours,

A handwritten signature in black ink, appearing to read "Justin C. Richardson".

Justin C. Richardson  
jrichardson@upton-hatfield.com

JCR/sem

Enclosures

**EXHIBIT A - Motion to Continue****From:** TOM.DONOVAN@MCLANE.com**Sent:** Tuesday, June 06, 2006 11:28 AM**To:** jrichardson@Upton-Hatfield.com**Cc:** rupton@Upton-Hatfield.com; SARAH.KNOWLTON@MCLANE.com;

STEVEN.CAMERINO@MCLANE.com

**Subject:** RE: Depositions for Myers, Joyner, Pannetier

Justin, I can give you Eileen Pannetier the afternoon of Wed. 6/14; Myers the morning of 6/26; and Joyner the morning of 6/28. Can you do these all in half a day? We'll do them all here in Manchester. Tom

-----Original Message-----

**From:** Justin Richardson [mailto:jrichardson@Upton-Hatfield.com]**Sent:** Friday, June 02, 2006 4:29 PM**To:** DONOVAN TOM**Cc:** Rob Upton; KNOWLTON SARAH; Justin Richardson; CAMERINO STEVEN**Subject:** Depositions for Myers, Joyner, Pannetier

Tom:

I was not at the conference resolving the deposition issues, but I understand that Pennichuck has agreed to make Ms. Pannetier, R. Kelley Myers and Mr. Joyner available.

I can make myself available pretty much any day from June 12 to June 28. After that I will not be available until after mid-July. If you could let me know their availability I would greatly appreciate it. Rob is handling the other depositions and I understand he has contacted you in that regard, though I don't know offhand the dates he has already set.

If you have any questions, feel free to email or call me. I'll be on the road in a few minutes but in Portsmouth all day Monday.

-Justin

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[www.upton-hatfield.com](http://www.upton-hatfield.com)

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**EXHIBIT A - Motion to Continue****From:** TOM.DONOVAN@MCLANE.com**Sent:** Sunday, June 04, 2006 8:19 PM**To:** jrichardson@Upton-Hatfield.com**Cc:** rupton@Upton-Hatfield.com; SARAH.KNOWLTON@MCLANE.com;

STEVEN.CAMERINO@MCLANE.com

**Subject:** RE: Depositions for Myers, Joyner, Pannetier

Justin,

I'll work on dates. Steve Camerino will need to be available for Myers and Joyner, and he will be away and not available until June 25. I'll see if dates thereafter will work for those two. I'll contact Pannetier re an earlier date.

Tom

-----Original Message-----

**From:** Justin Richardson [mailto:jrichardson@Upton-Hatfield.com]**Sent:** Friday, June 02, 2006 4:29 PM**To:** DONOVAN TOM**Cc:** Rob Upton; KNOWLTON SARAH; Justin Richardson; CAMERINO STEVEN**Subject:** Depositions for Myers, Joyner, Pannetier

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-Justin

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[www.upton-hatfield.com](http://www.upton-hatfield.com)

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**EXHIBIT A - Motion to Continue**

**From:** TOM.DONOVAN@MCLANE.com  
**Sent:** Tuesday, June 06, 2006 3:29 PM  
**To:** jrichardson@Upton-Hatfield.com  
**Cc:** rupton@Upton-Hatfield.com; SARAH.KNOWLTON@MCLANE.com;  
STEVEN.CAMERINO@MCLANE.com  
**Subject:** RE: Depositions for Myers, Joyner, Pannetier  
Ok. We'll do Joyner after 7/18.

-----Original Message-----

**From:** Justin Richardson [mailto:jrichardson@Upton-Hatfield.com]  
**Sent:** Tuesday, June 06, 2006 1:14 PM  
**To:** DONOVAN TOM; Justin Richardson  
**Cc:** Rob Upton; KNOWLTON SARAH; CAMERINO STEVEN  
**Subject:** RE: Depositions for Myers, Joyner, Pannetier

Tom:

1. The dates for Pannetier and Myers work for me, subject to no changes in my wife's due date (July 1).
2. I am a little concerned that the 6/28 date for Joyner is cutting things a little too close to July 1, however. I think we would be setting it up with a significant chance we would have to reschedule. Joyner's testimony gives a Bethesda Maryland address. I don't want to have him come up from Maryland only to cancel the day before or during his deposition. I suggest we do his deposition after July 18.
3. Half day for each should work, although we will need to start Ms. Pannetier no later than 1 PM to make sure we get through everything.

-Justin

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**EXHIBIT A - Motion to Continue**

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**Subject:** Depositions for Myers, Joyner, Pannetier

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-Justin

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**EXHIBIT A - Motion to Continue**

depositions.txt

From: Rob Upton  
Sent: Wednesday, May 24, 2006 10:03 AM  
To: 'tom.donovan@mclane.com'  
Cc: Justin Richardson  
Subject: depositions

Tom

I know the valuation witnesses are not available until after the 2nd week of June so can we do some of the local people prior to that. I'm available 5/31, 6/6, 7, 13, 14, and 15. Would you check to see who is available on any of those dates? Thanks.

Rob

PS Are you going to the McLane reunion on Thursday? I'm hoping to be there.





McLane, Graf,  
Raulerson &  
Middleton

*Professional Association*

NINE HUNDRED ELM STREET • P.O. BOX 326 • MANCHESTER, NH 03105-0326  
TELEPHONE (603) 625-6464 • FACSIMILE (603) 625-5650

THOMAS J. DONOVAN  
(603) 628-1337  
tdonovan@mcLane.com

OFFICES IN:  
MANCHESTER  
CONCORD  
PORTSMOUTH

August 7, 2006

Justin C. Richardson, Esq.  
Upton & Hatfield, LLP  
159 Middle St.  
Portsmouth, NH 03801

VIA ELECTRONIC AND FIRST CLASS MAIL

Re: Nashua/Pennichuck – Depositions

Dear Justin:

Thank you for your letter of August 3<sup>rd</sup> and follow-up e-mail message of August 4<sup>th</sup> setting forth the status of the deposition scheduling for Messrs. Tomashosky and Ashcroft of Veolia. Upon confirmation from you that we are now confirmed for August 15 and 29, I will withdraw our request for appointment of commissioners with the Commission.

Your letter also seeks deposition dates for five individuals associated with Pennichuck in one way or another. Unfortunately, that request comes too late. At the discovery conference with Donald Kreis at the Commission on May 15, we made it very clear that our agreement to produce or cooperate in production of specific witnesses was tied to a limited extension – to July 28, 2006 -- of the prior July 6, 2006 procedural schedule deadline for conducting depositions. I was not happy that there would be any extension; Rob Upton was not happy that the extension was so limited. But with the assistance of Mr. Kreis, Rob and I agreed to that date. That agreement is noted in Mr. Kreis' letter to Ms. Howland of May 15. A review of my letter and e-mail correspondence thereafter shows that I have worked with you and Rob to make witnesses available within that time period. See, for instance, my e-mails of May 24, June 6, 7, and 15.

As a result, I cannot agree to arrange for the production of those witnesses for depositions at this late date. If there had been a specific deposition request from Nashua outstanding as of July 28 that I had not been able to arrange before that date, then of course I would need to cooperate with you to get it scheduled. That is not the case, however.

**EXHIBIT A - Motion to Continue**

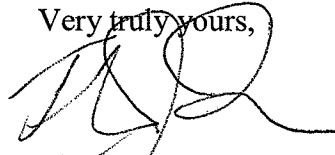
Justin C. Richardson, Esq.

August 7, 2006

Page 2

With the exception of the two Veolia depositions (that I have repeatedly sought since February), the deposition phase of the case has drawn to an end. It is time for us to prepare for the hearing in January.

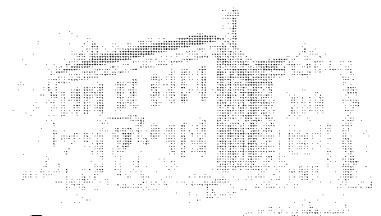
Very truly yours,

A handwritten signature in black ink, appearing to read 'TJD', with a large, stylized flourish extending from the end of the signature.

Thomas J. Donovan

TJD/t

**EXHIBIT A - Motion to Continue**



**Upton  
& Hatfield<sup>LLP</sup>**  
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**Please respond to the Portsmouth office**

August 3, 2006

Thomas J. Donovan, Esq.  
McLane, Graf, Raulerson & Middleton, PA  
900 Elm Street  
PO Box 326  
Manchester, NH 03105

Re: City of Nashua; Petition for Valuation

Dear Tom:

I write regarding the dates and locations of the depositions of Msrs. Joseph Tomashosky and Philip Ashcroft as we discussed today and prior to the filing of Pennichuck Water Works recent Request for Appointment of Commissioners to Issue Subpoenas. I have made arrangements to have Mr. Tomashosky available on August 15 at Veolia Water North America – Northeast LLC's regional office located in Metro South Executive Park, 1115 West Chestnut Street, Suite 102, Brockton, MA 02301. If you anticipate that you will be unable to complete the deposition within one day, please let me know as soon as possible. I also understand that you will make the necessary arrangements to have a stenographer present.

Veolia Water North America's local counsel, Robert Arendell has asked to be present at both depositions. I learned today that he has a schedule conflict on August 24, 2006 and that you are unavailable on the 25<sup>th</sup> and 30<sup>th</sup>, the other two dates we proposed. I have asked Mr. Arendell and Ashcroft to supply me with alternate dates that I will forward to you no later than tomorrow or early next week.

Based on the foregoing, I would ask that you advise me as to whether Pennichuck intends to withdraw its request, as Nashua's objection thereto is due next Friday. Finally, we still need to complete the depositions of several Pennichuck witnesses, including Donald Correll, Donald Ware, Steve Densberger, Chris Stala and John Joyner. If you could provide me with dates for those witnesses, I would greatly appreciate it.

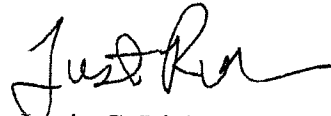
**EXHIBIT A - Motion to Continue**

August 3, 2006

Page 2

If you have any questions, please contact me.

Very truly yours,

A handwritten signature in black ink, appearing to read "Justin C. Richardson". The signature is fluid and cursive, with the first name "Justin" being more prominent.

Justin C. Richardson

jrichardson@upton-hatfield.com

JCR/sem

cc: Robert Arendell, Esq.  
Robert Upton, II, Esq.  
Philip Ashcroft  
Joseph Tomashosky

## EXHIBIT B - Motion to Continue

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Please respond to the Portsmouth office

August 9, 2006

Thomas J. Donovan, Esq.  
McLane, Graf, Raulerson & Middleton, PA  
900 Elm Street  
PO Box 326  
Manchester, NH 03105

Re: City of Nashua; Petition for Valuation

Dear Tom:

Please provide the following documents requested during the depositions of Eileen Pannetier on June 14 and 26, 2006, and R. Kelly Myers on June 26, 2006 and referenced in the deposition transcripts we received on July 7 & 28<sup>th</sup> and August 3, 2006.

*Deposition of Eileen Pannetier, June 14 & 26, 2006:*

1. The contract and scope of services for the TMDL project being completed by CEI.
2. The map showing the municipalities for which CEI has provided consulting services.
3. Any and all Master Plans for the Merrimack Village District in which Ms. Pannetier or CEI was involved, either as a commissioner or as a consultant or sub-consultant.
4. Any and all reports and recommendations prepared for City of Boston and/or the Metropolitan District Commission.
5. Any and all letters from CEI to local land use agencies in the Town of Merrimack concerning proposed developments within the Pennichuck Brook watershed, and in particular, the proposed development at Holts Pond.

**EXHIBIT B - Motion to Continue**

August 9, 2006

Page 2

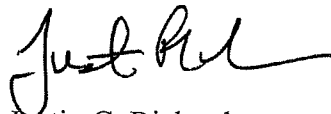
6. Any and all reports or recommendations prepared by CEI for the Manchester Water Works.
7. Any and all presentations made by CEI or Ms. Pannetier to the New Hampshire and/or New England Water Works Associations at a meeting near Lake Winnepesaukee in January 2005.

*Deposition of R. Kelly Myers:*

1. Any and all reports prepared for the New Hampshire Public Utilities Commission.
2. Any and all "top lines" or studies prepared for Pennichuck that were provided to R. Kelly Myers, referenced on pages 16 to 20 of his deposition transcript.

If you have any questions concerning this request, please contact me.

Very truly yours,



Justin C. Richardson  
jrichardson@upton-hatfield.com

JCR/sem

cc: Robert Upton, II, Esq.

## EXHIBIT B - Motion to Continue

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& Hatfield<sup>LLP</sup>  
ATTORNEYS AT LAW

Please respond to the North Conway office

July 10, 2006

COPY

Joseph A. Connor, Esquire  
Baker and Donelson  
1800 Republic Center  
633 Chestnut Street  
Chattanooga, TN 37450

Re: Deposition of Robert Reily

Dear Joe:

This letter is a follow-up on some additional documents and information that was referenced in Mr. Reily's deposition which we request be produced.

1. Reference Page 20, 21. Please provide the best case or more aggressive version of the projections provided by Pennichuck to Mr. Reily.
2. Reference Page 18. Please provide the Blue Chip Economist's Consensus reviewed by Mr. Reily.
3. Reference Page 25. Identify where in Mr. Reily's report there is discussion of depreciation being equal to capital expenditures from 2010 forward.
4. Reference Page 49. Please provide any document in Mr. Reily's file concerning whether a municipality would have to be serviced by PWW in order to make an acquisition.
5. Reference Page 50-51. Provide a copy of any memorandum or document or New Hampshire law concerning what types of entities could buy the PWW assets prepared by attorneys for PWW or anyone else.
6. Reference Page 54. Provide a copy of any memorandum or other document concerning the regulation of municipalities in New Hampshire prepared by PWW's attorneys or anyone else or notes of any conversation regarding the same.
7. Reference Page 91. Provide a list of all water company acquisitions considered by Mr. Reily to determine what happened to pricing multiples and what pricing multiples he relied upon for each acquisition.

**EXHIBIT B - Motion to Continue**

July 10, 2006

Page 2

8. Reference Page 93. List all water company acquisition appraisals he has prepared in the last 10 years and provide copies of such appraisals.

Please let me know when we can expect to receive copies of these documents.

Very truly yours,  
**COPY**

Robert Upton, II

RUII/dgg



## EXHIBIT C - Motion to Continue

### CITY OF NASHUA

Petition for Valuation pursuant to RSA 38

Docket No. DW04-048

### PROPOSED REVISIONS TO THE PROCEDURAL SCHEDULE

<b>Procedural Filing or Event</b>	<b>Current Schedule</b>	<b>Proposed Schedule</b>
Capstone testimony joining public interest and valuation issues.	September 15, 2005	December 1, 2006
Data requests on capstone testimony and reply testimony.	September 29, 2005	December 22, 2006
Responses to data requests on capstone and reply testimony.	October 20, 2006	January 19, 2007
Capstone rebuttal testimony.	November 14, 2006	February 23, 2007
Settlement discussions.	November 20, 2006	March 2., 2007
Pre-hearing briefs.	December 15, 2006	April 20, 2007
View.	December 2006	April 2007
Hearings (reserve a month, subject to further discussion at a later date).	January 2007	May 15, 2007