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July 15, 2004

Debra A. Howland
Executive Director and Secretary
Public Utilities Commission
8 Old Suncook Road
Concord, New Hampshire 03301-7319

Re: Docket DW 04-048
Petition of the City of Nashua

Dear Ms. Howland:

I enclose, herewith, an original and eight copies of page 2 of the City of Nashua's Motion to Suspend Consideration of Motion to Disqualify. In paragraph 2 of the Motion as originally filed it implied that McLane had not obtained consent. That was language contained in a prior draft of the Motion, which was incorrect and not intended to be filed. Page 2 of the original Motion should be withdrawn and replaced with the new page 2 enclosed herewith.

I apologize for any inconvenience and especially apologize to Steve Camerino for the impression the original language may have had.

Very truly yours,

Robert Upton, II

RUII/dgg
Enclosure
Cc: Service List
F. Ann Ross, Esq.

the Petition for Declaratory Judgment filed by it in the Superior Court. It further expressed the belief that action was necessary by Mclane to remove the conflict before it could continue its representation of the Pennichuck Companies.

2. McLane's response was that it would obtain written consent and that Nashua lacked standing.

3. Nashua filed its Motion to Disqualify on April 28, 2004.

4. On May 28, 2004, one month following Nashua's Motion, a secretarial letter from the PUC advised that on May 20, 2004 the Town of Ashland had filed an assented to Motion To Suspend Its Petition For The Determination Of Value Of Certain Property Of The New Hampshire Electric Cooperative. A copy of the May 28, 2004 letter is attached as Exhibit A. It appears that Ashland and NHEC have agreed to enter into an asset purchase agreement without PUC intervention. The Motion approved by the PUC sought to suspend the proceeding until either the sale was completed or the Town withdrew its Petition because ratification was rejected by the voters of Ashland under RSA 38. On information and belief the parties intend to close the transaction on or before December 31, 2004.

5. Notwithstanding its pending Motion to Disqualify at no time did McLane or the Pennichuck Companies advise Nashua of the action taken in the Ashland case. It was only as a result of reviewing the PUC's website on June 28, 2004 that counsel for Nashua learned of the May 28, 2004 secretarial letter.

6. Until the Ashland Docket before the PUC is finally resolved by completion of the acquisition or withdrawal of the Petition, Nashua believes a conflict still exists. Notwithstanding the foregoing, Nashua further believes based upon the