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CONCORD
PORTSMOUTH
WOBURN MA

SARAH B. KNOWLTON
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Licensed in MA, ME and NH

May 13, 2011

By Hand Delivery

Mark D. Marini, Secretary
Department of Public Utilities
One South Station, 2nd Floor
Boston, MA 02110

Re: Aquarion Water Company of Massachusetts, Inc., D.P.U. 11-____

Dear Mr. Marini:

Enclosed are an original and nine copies of the request by Aquarion Water Company of Massachusetts, Inc. for approval by the Department of Public Utilities of general changes in rates pursuant to M.G.L. c. 164, § 94, and M.G.L. c. 165, § 2. A check in the amount of \$200.00 is enclosed for the filing fee. The Company's filing consists of the following:

1. Transmittal letter;
2. Explanatory letter;
3. Draft Notice of Public Hearing;
4. Bill Insert;
5. Petition for Approval;
6. M.D.P.U. No. 2 for effect June 1, 2011;
7. Testimony and Exhibits of Harry C. Hibbard;
8. Testimony and Exhibits of Robert L. Roland;
9. Testimony of Troy M. Dixon;
10. Testimony of Joshua A. Unger;
11. Exhibits 1 through 6 in support of the Company's rate request; and
12. A CD containing an electronic copy of the above documents.

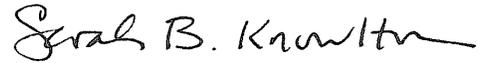
Mark D. Marini, Secretary

May 13, 2011

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Thank you for your attention to this matter

Very truly yours,

A handwritten signature in black ink that reads "Sarah B. Knowlton". The signature is written in a cursive style with a long, sweeping tail on the final letter.

Sarah B. Knowlton

cc.: Kevin Brannelly, Director, Rates and Revenue Requirements Division
Laura Olton, Esq., General Counsel
Elizabeth Cellucci, Director, Consumer Division
Paul Osborne, Assistant Director, Rates and Revenue Requirements Division
Harry C. Hibbard



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Kevin Brannelly, Director
Rates and Revenue Requirements Division
Department of Public Utilities
One South Station, 2nd Floor
Boston, MA 02110

Re: Aquarion Water Company of Massachusetts, Inc., D.P.U. 11-___

Dear Mr. Brannelly:

On behalf of Aquarion Water Company of Massachusetts, Inc., enclosed please find its request for approval of revised rates and for changes in its Rules and Regulations. In connection with this application, I am enclosing M.D.P.U. 2 which cancels and supersedes Second Revised M.D.P.U. 1. The issue date of the enclosed is May 13, 2011 and the effective date is June 1, 2011.

Very truly yours,

Sarah B. Knowlton

cc: Laura Olton, Esq., General Counsel
Elizabeth Cellucci, Director, Consumer Division
Paul Osborne, Assistant Director, Rates and Revenue Requirements Division
Harry C. Hibbard



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May 13, 2011

Mr. Kevin Brannelly, Director
Rates and Revenues Requirements Division
Department of Public Utilities
One South Station, 2nd Floor
Boston, MA 02110

Re: Aquarion Water Company of Massachusetts, Inc., D.P.U. 11-___

Dear Mr. Brannelly:

Pursuant to M.G.L. c. 164, § 94 and M.G.L. c. 165, § 2, Aquarion Water Company of Massachusetts, Inc. seeks approval from the Department of Public Utilities to changes in its schedules and rates as listed in the Company's Transmittal Letter. These proposed rate changes would result in an annual increase in revenue of \$2,801,403.

In support of the Company's request, we are submitting the testimony of Harry C. Hibbard, Robert L. Roland, Troy M. Dixon, and Joshua A. Unger, with supporting exhibits. The Company has also submitted a Petition for Approval and its Proposed M.D.P.U. 2 for effect June 1, 2011.

The effects of the changes to the Company's rates on operating revenues and the average customer by classification is shown below.

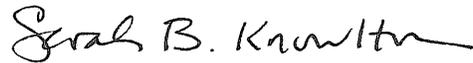
Mr. Kevin Brannelly, Director

May 13, 2011

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	Current Revenue	Proposed Revenue	Proposed Increase	Proposed Increase %
Residential	\$ 11,218,248	\$ 13,223,775	\$ 2,005,527	17.88%
Commerical	1,461,730	1,734,247	272,517	18.64%
Industrial	545,084	670,655	125,571	23.04%
Public Authority	353,198	414,982	61,784	17.49%
Private Fire	536,667	662,569	125,902	23.46%
Public Fire	803,789	992,358	188,569	23.46%
Misc Service Revenues	44,492	66,542	22,050	49.56%
<i>Rate Design Shortfall</i>		(517)	(517)	
Total	\$ 14,963,208	\$ 17,764,612	\$ 2,801,403	18.72%

Very truly yours,



Sarah B. Knowlton

cc: Kevin Brannelly, Director, Rates and Revenue Requirements Division
Laura Olton, Esq., General Counsel
Elizabeth Cellucci, Director, Consumer Division
Paul Osborne, Assistant Director, Rates and Revenue Requirements Division
Harry C. Hibbard

PROPOSED FORM OF LEGAL NOTICE

On May 13, 2011, AQUARION WATER COMPANY OF MASSACHUSETTS, INC. (the "Company") filed with the DEPARTMENT OF PUBLIC UTILITIES (the "Department") for an increase in its total annual revenue of approximately \$2,801,403, or 18.72%. The Department docketed this matter as D.P.U. 11-____.

The Department suspended the effective date of the proposed rates in order to investigate the propriety of the increase sought by the Company. Therefore, the PROPOSED RATES DO NOT GO INTO EFFECT IMMEDIATELY. Current rates will remain in effect until April 1, 2012, the date on which it is expected that the Department will render a decision in this matter.

If approved, the rates as proposed by the Company will increase average residential monthly bills for customers in Hingham, Hull and Cohasset by 16.5% and \$9.97 and 23.5% and \$8.11 for customers in Millbury and Oxford, on April 1, 2012. The percentage increases will vary from the average based on the volume used.

THE DEPARTMENT INVITES PUBLIC COMMENT ON THE RATE INCREASE SOUGHT BY THE COMPANY. A PUBLIC HEARING WILL BE HELD BY THE DEPARTMENT OF PUBLIC UTILITIES ON THE FOLLOWING EVENING:

[to be filled in by the Department]

For further information, please call Aquarion Water Company of Massachusetts at (781) 740-6692 or contact the Company at 900 Main Street, Hingham, MA 02043. Please send your written comments to Secretary of the Department of Public Utilities, One South Station, 2nd Floor, Boston, MA 02110.

PROPOSED FORM OF BILL INSERT

On May 13, 2011, Aquarion Water Company of Massachusetts, Inc. (the “Company”) filed with the DEPARTMENT OF PUBLIC UTILITIES (the “Department”) for an increase in its total revenue of approximately \$2,801,403, or 18.72%. The Department has docketed the matter as D.P.U. 11-____.

The Department suspended the effective date of the proposed rates in order to investigate the propriety of the increase sought by the Company. Therefore, **THE PROPOSED RATES DO NOT GO INTO EFFECT IMMEDIATELY**. Current rates will remain in effect until April 1, 2012, the date on which it is expected that the Department will render a decision in this matter.

If approved, the rates as proposed by the Company will increase average residential monthly bills for customers in Hingham, Hull and Cohasset by 16.5% and \$9.97 and 23.5% and \$8.11 for customers in Millbury and Oxford, on April 1, 2012. The percentage increases will vary from the average based on the volume used.

For further information, please call Aquarion Water Company of Massachusetts at (781) 740-6692 or contact the Company at 900 Main Street, Hingham, MA 02043. Please send your written comments to Secretary of the Department of Public Utilities, One South Station, 2nd Floor, Boston, MA 02110.

COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF PUBLIC UTILITIES

Petition of Aquarion Water Company of
Massachusetts, Inc. Pursuant to
Massachusetts General Laws Chapter 164,
§ 94 and 165, § 2, and 200 C.M.R. § § 5.00
et seq. for Approval of a General Increase in
Water Rates and Charges

DPU 11-____

PETITION FOR APPROVAL

Pursuant to G.L. c. 164, § 94 and c. 165, § 2, Aquarion Water Company of Massachusetts, Inc. (the “Company” or “Aquarion”), respectfully requests that the Department of Public Utilities (the “Department”) approve the Company’s proposed tariff changes designed to increase water rates and charges and other changes to the Company’s Rules and Regulations. In support of this Petition, the Company states as follows:

1. Aquarion is a public utility engaged in the business of development, treatment and distribution and sale of water to approximately 12,682 customers in Hingham, Hull and North Cohasset, Massachusetts, as well as approximately 3,593 customers in Millbury, Massachusetts and 2,614 customers in Oxford, Massachusetts.

2. The Company’s principal place of business is located at 900 Main Street in Hingham, Massachusetts.

3. The Company’s last general distribution rate increase was authorized by the Department in D.P.U. 08-27.

4. Based on a review of the Company's investment in rate base and revenues and expenses as of a December 31, 2010 test year, the Company has determined that its current rates are not sufficient to provide the Company with a reasonable opportunity to recover the costs incurred to provide utility service to customers. As a result, the Company is requesting a \$2,801,403 increase in annual revenues or an 18.72% increase over existing rates.

5. In support of the Company's request for rate relief and proposed tariff changes, it submits the following:

a. Testimony of Harry C. Hibbard, providing a general overview of the Company's filing and proposed changes to its Rules and Regulations, the capital improvements made since the Company's last rate case, the impact of the proposed rates on customers, and the Company's efforts to contain costs;

b. Testimony of Robert L. Roland, providing information on the Company's capital planning process, describing the capital additions that are included in its rate filing, detailing the Company's efforts to obtain operating efficiencies, providing an update on certain matters that were considered during the Company's last rate filing in D.P.U. 08-27, and describing the Company's environmental stewardship;

c. Testimony of Troy M. Dixon, presenting the Company's current financial condition and need for rate relief, pro forma expense adjustments, billing analysis, revenue adjustments, rate design and customer impacts, proposed rate base, and capitalization; and

d. Testimony of Joshua A. Unger, describing certain pro forma adjustments as well as costs associated with the Company's Hingham/Hull District Water Treatment Facility.

6. Consistent with the provisions of G.L. c. 164 § 94 and 220 C.M.R. 5.02(4)(a), the Company proposed rate tariffs bear an effective date of June 1, 2011, which is the first day of the month following the Company's filing and at least fourteen days after the Company's filing.

WHEREFORE, Aquarion respectfully requests that the Department:

- A. Issue an order finding that the tariffs set forth in the Company's filing are just and reasonable and are approved; and
- B. Grant such other and further relief as may be just and equitable.

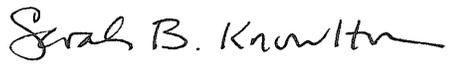
Respectfully submitted,

AQUARION WATER COMPANY OF MASSACHUSETTS,
INC.

By Its Attorneys

MCLANE, GRAF, RAULERSON &
MIDDLETON, PROFESSIONAL ASSOCIATION

Date: May 13, 2011

By: 

Steven V. Camerino, Esq.
Sarah B. Knowlton, Esq.
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