

**BEFORE THE TENNESSEE REGULATORY AUTHORITY AT
NASHVILLE, TENNESSEE**

August 2, 2006

IN RE:)	
)	
PETITION OF ANTIOCH WATER COMPANY)	DOCKET NO.
FOR AUTHORITY TO TRANSFER CONTROL)	06-00079

ORDER APPROVING TRANSFER OF AUTHORITY

This matter came before Chairman Ron Jones, Director Pat Miller and Director Sara Kyle of the Tennessee Regulatory Authority (the “Authority” or “TRA”), the voting panel assigned to this docket, at a regularly scheduled Authority Conference held on May 15, 2006 for consideration of the petition to transfer ownership of Antioch Water from Mr. Randy Allen to Mr. Ted Fields filed on March 22, 2006.

The Petition

Antioch Water is a utility company with its principal place of business located in Paris, Tennessee. Mr. Randy Allen and Mr. Ted Fields acquired Antioch Water in 1993. Antioch Water was granted authorization to provide water service by the Tennessee Public Service Commission in Docket No. 95-03172 on April 16, 1996. Antioch Water currently has approximately 243 customers in Henry County, Tennessee.

The petition was filed on March 22, 2006, requesting approval from the Authority to consummate a proposed transaction whereby Mr. Ted Fields will acquire ownership of Antioch Water from Mr. Randy Allen. According the petition, Mr. Fields has entered into an Agreement with Mr.

Allen, whereby Mr. Fields will assume all liability of Antioch Water after the transfer is consummated.

The petition states that after the transfer of the ownership interests of Mr. Allen to Mr. Fields, Antioch Water will continue to operate as it has in the past, using the same name, tariff, and operating authority. The transfer of authority of Antioch Water will be transparent to, and will have no adverse impact on the customers of Antioch Water. The petition asserts there will be no change in the current rates, terms, and conditions of service for customers.

May 15, 2006 Authority Conference

Tenn. Code Ann. § 65-4-113 (2004) requires a public utility to obtain TRA approval to transfer its authority to provide utility services. Tenn. Code Ann. § 65-4-113(a) (2004) provides:

No public utility, as defined in § 65-4-101, shall transfer all or any part of its authority to provide utility services, derived from its certificate of public convenience and necessity issued by the authority, to any individual, partnership, corporation or other entity without first obtaining the approval of the authority.

Tenn. Code Ann. § 65-4-113(b) (2004) provides the standards by which the TRA shall consider an application for transfer of authority, in pertinent part, as follows:

Upon petition for approval of the transfer of authority to provide utility services, the authority shall take into consideration all relevant factors, including, but not limited to, the suitability, the financial responsibility, and capability of the proposed transferee to perform efficiently the utility services to be transferred and the benefit to the consuming public to be gained from the transfer. The authority shall approve the transfer after consideration of all relevant factors and upon finding that such transfer furthers the public interest.

At the regularly scheduled Authority Conference held on May 15, 2006, the voting panel assigned to this docket considered the transfer requested in the petition. Thereafter, based upon the evidentiary and administrative record as a whole and relying on the legal standard set forth in Tenn. Code Ann. § 65-4-113 (2004), the panel determined that the transfer furthers the public interest and voted unanimously to grant approval of the petition.

IT IS THEREFORE ORDERED THAT:

The indirect transfer of authority of Antioch Water as described in the petition and discussed herein is approved.



Ron Jones, Chairman



Pat Miller, Director



Sara Kyle, Director