



TENNESSEE REGULATORY AUTHORITY

**460 James Robertson Parkway
Nashville, Tennessee 37243-0505**

May 24, 2006

R. Dale Grimes, Counsel
George H. Masterson, Counsel
Bass, Berry & Sims PLC
315 Deaderick Street, Suite 2700
Nashville, TN 37238

RE: Docket 06-00119: Petition of Tennessee-American Water Company for Approval of
Change of Control

Dear Messrs Grimes and Masterson:

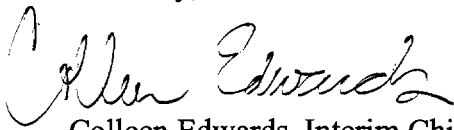
In order to fully analyze the above-referenced petition, the Tennessee Regulatory Authority (TRA) requires additional information. Please provide the information requested below by May 31, 2006, and refer to this correspondence as Data Request No. 1 in the response.

1. Have the petitioners filed similar petitions or notices in other states? If so, provide a listing of states and action taken.
2. Have the petitioners filed a similar petition with a federal agency? If so, list any action taken and the associated file(s) or document number(s). If a schedule to complete the review of your petition has been established by any federal agency, provide such with your response.
4. Provide the number of customers that Tennessee-American Water Company ("Petitioner") currently has in Tennessee.
5. Will all Petitioner customers in Tennessee migrate or transfer as a part of the Proposed Transaction that will result in the indirect change of control of Petitioner?
6. Confirm that petitioners will continue to operate under their present CCNs issued by the Authority and business licenses as filed with the Tennessee Secretary of State's Office.

If you have any questions, or need further assistance, please call Carlos Black at 615-741-2904, ext. 196 or e-mail him at Carlos.Black@state.tn.us. Please respond by sending the original and 13 copies either by U.S. Mail or express mail. Alternatively, you may send the original and four (4) copies along with an electronic file of the original to:

Ms. Sharla Dillon, Docket Room Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Sincerely,

A handwritten signature in cursive script, appearing to read "Colleen Edwards".

Colleen Edwards, Interim Chief
Competitive Markets & Policy Division

c: Ron Jones, Chairman
Ms. Sharla Dillon, Docket Room Manager