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OTHER OFFICES

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March 27 2007

VIA HAND-DELIVERY

Chairman Sara Kyle
c/o Sharla Dillon
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

***Re: Petition Of Tennessee American Water Company To Change And
Increase Certain Rates And Charges So As To Permit It To Earn A
Fair And Adequate Rate Of Return On Its Property Used And
Useful In Furnishing Water Service To Its Customers
Docket No. 06-00290***

Dear Chairman Kyle:

Enclosed please find an original and sixteen (16) copies of Tennessee American Water Company's Motion to Substitute Attachments to Discovery Requests, with copies of correspondence dated March 27, 2007 from Ross Booher, counsel for Tennessee American Water Company, to Michael A. McMahan and Henry Walker regarding same.

Please return three copies of this document, which I would appreciate your stamping as "filed," and returning to me by way of our courier.

Should you have any questions concerning any of the enclosed, please do not hesitate to contact me.

Sincerely,



Ross Booher

RB/cw
Enclosures

Chairman Sara Kyle

March 27, 2007

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cc: Hon. Pat Miller (*w/o enclosure*)
Hon. Ron Jones (*w/o enclosure*)
Hon. Eddie Roberson (*w/o enclosure*)
Ms. Darlene Standley, Chief of Utilities Division (*w/o enclosure*)
Richard Collier, Esq. (*w/o enclosure*)
Mr. Jerry Kettles, Chief of Economic Analysis & Policy Division (*w/o enclosure*)
Ms. Pat Murphy (*w/o enclosure*)
Michael A. McMahon, Esq. (*w/enclosure*)
Frederick L. Hitchcock, Esq. (*w/enclosure*)
Vance Broemel, Esq. (*w/enclosure*)
Henry Walker, Esq. (*w/enclosure*)
David Higney, Esq. (*w/enclosure*)
Mr. John Watson (*w/o enclosure*)
Mr. Michael A. Miller (*w/o enclosure*)

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

IN RE:

PETITION OF TENNESSEE AMERICAN)	
WATER COMPANY TO CHANGE AND)	
INCREASE CERTAIN RATES AND)	
CHARGES SO AS TO PERMIT IT TO)	Docket No. 06-00290
EARN A FAIR AND ADEQUATE RATE)	
OF RETURN ON ITS PROPERTY USED)	
AND USEFUL IN FURNISHING WATER)	
SERVICE TO ITS CUSTOMERS)	

**TENNESSEE AMERICAN WATER COMPANY’S MOTION TO SUBSTITUTE
ATTACHMENTS TO DISCOVERY REQUESTS**

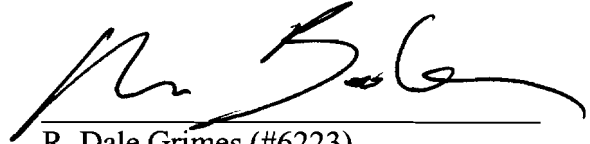
On March 9, 2007, Tennessee American Water Company (“TAWC”) filed additional Highly Confidential attachments (the “additional Highly Confidential Documents”) to the discovery responses filed March 8, 2007 with the Tennessee Regulatory Authority. These additional Highly Confidential Documents were also produced, pursuant to the Supplemental Protective Order, to Michael McMahan, counsel for the City of Chattanooga, and Henry Walker, counsel for the Chattanooga Manufacturer’s Association on March 15, 2007.

As filed and produced, the March 9, 2007 additional Highly Confidential Documents were designated as highly confidential pursuant to the Supplemental Protective Order (“SPO”) and the TRA Rules. However, on March 22, 2007, TAWC discovered that it had not marked each individual page of the additional Highly Confidential Documents with bates labeling in the same format used for the March 8, 2007 production (a Highly Confidential stamp and a unique identifying number). Unique bates labels provide the parties with a common reference with which to refer to these documents so that it is not necessary to refer to their sensitive content when describing them. On March 27, 2007, pursuant to the SPO and the Protective Order,

TAWC requested that Mr. Walker and Mr. McMahan replace the additional Highly Confidential Documents previously produced to them with bates-labeled copies, which were attached to the respective letters. (Copies of the letters to Mr. Walker and Mr. McMahan are attached as Exhibit A).

To ensure that no confusion exists as to the designation of the additional Highly Confidential Documents and to maintain the format used for each of its prior productions of Highly Confidential Information in this docket, TAWC respectfully requests that this Hearing Officer cause the documents attached to this motion to be substituted at the TRA in place of the non-bates labeled additional Highly Confidential Documents filed on March 9, 2007.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'R. Dale Grimes', is written over a horizontal line.

R. Dale Grimes (#6223)
J. Davidson French (#15442)
Ross I. Booher (#019304)
BASS, BERRY & SIMS PLC
315 Deaderick Street, Suite 2700
Nashville, TN 37238-3001
(615) 742-6200

*Counsel for Petitioner
Tennessee American Water Company*

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing has been served via the method(s) indicated, on this the 27th day of March, 2007, upon the following:

<input type="checkbox"/> Hand	Michael A. McMahan
<input type="checkbox"/> Mail	Special Counsel
<input type="checkbox"/> Facsimile	City of Chattanooga (Hamilton County)
<input checked="" type="checkbox"/> Overnight	Office of the City Attorney
<input checked="" type="checkbox"/> Email	Suite 400
	801 Broad Street
	Chattanooga, TN 37402
<input checked="" type="checkbox"/> Hand	Timothy C. Phillips, Esq.
<input type="checkbox"/> Mail	Vance L. Broemel, Esq.
<input type="checkbox"/> Facsimile	Office of the Attorney General
<input type="checkbox"/> Overnight	Consumer Advocate and Protection Division
<input checked="" type="checkbox"/> Email	425 5th Avenue North, 2 nd Floor
	Nashville, TN 37243
<input checked="" type="checkbox"/> Hand	Henry M. Walker, Esq.
<input type="checkbox"/> Mail	Boult, Cummings, Conners & Berry, PLC
<input type="checkbox"/> Facsimile	Suite 700
<input type="checkbox"/> Overnight	1600 Division Street
<input checked="" type="checkbox"/> Email	Nashville, TN 37203
<input type="checkbox"/> Hand	David C. Higney, Esq.
<input type="checkbox"/> Mail	Grant, Konvalinka & Harrison, P.C.
<input type="checkbox"/> Facsimile	633 Chestnut Street, 9 th Floor
<input checked="" type="checkbox"/> Overnight	Chattanooga, TN 37450
<input checked="" type="checkbox"/> Email	
<input type="checkbox"/> Hand	Frederick L. Hitchcock, Esq.
<input type="checkbox"/> Mail	Chambliss, Bahner & Stophel, P.C.
<input type="checkbox"/> Facsimile	1000 Tallan Building
<input checked="" type="checkbox"/> Overnight	Two Union Square
<input checked="" type="checkbox"/> Email	Chattanooga, TN 37402



BASS, BERRY & SIMS PLC
Attorneys at Law

A PROFESSIONAL LIMITED LIABILITY COMPANY

Ross Booher

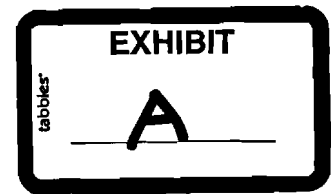
PHONE: (615) 742-7764
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AmSouth Center
315 Deaderick Street, Suite 2700
Nashville, Tennessee 37238-3001
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March 27, 2007

VIA E-MAIL & HAND DELIVERY

Henry M. Walker, Esq.
Boult, Cummings, Connors & Berry, PLC
Roundabout Plaza, Suite 700
1600 Division Street
Nashville, TN 37203-2771



Re: Petition Of Tennessee American Water Company To Change And Increase Certain Rates And Charges So As To Permit It To Earn A Fair And Adequate Rate Of Return On Its Property Used And Useful In Furnishing Water Service To Its Customers; Docket No. 06-00290

Dear Henry:

I am writing regarding the Highly Confidential Documents filed with the TRA by Tennessee American Water Company ("TAWC") on March 9, 2007 as additional attachments to the discovery responses filed on March 8, 2007. These documents were sent to you on March 15, 2007 pursuant to the terms of the Supplemental Protective Order ("SPO") and your agreement that if the SPO is overturned or, for any reason, rendered ineffective, you will return all Highly Confidential Documents provided to you pending further orders of the Hearing Officer and/or the TRA.

The referenced documents were filed with the TRA and served on you packaged and clearly marked Highly Confidential. However, on March 22, 2007, counsel for TAWC discovered that the individual pages of the referenced documents were inadvertently not marked with bates labeling in the same format used for the March 8, 2007 production. In addition to providing a common reference to aid all parties in citing to these documents, the bates labels further highlight the Highly Confidential designation of such documents. To ensure that no confusion exists as to the designation of the additional attachments as Highly Confidential and to maintain the format used for its prior productions of Highly Confidential Documents in this docket, TAWC, pursuant to the SPO and the Protective Order, requests that you substitute the individually bates-labeled documents attached to this letter for the additional attachments filed on March 9 that were produced to you pursuant to the SPO on March 15. TAWC also requests that you destroy or return to TAWC any and all copies of the non-bates labeled March 9 additional Highly Confidential documents in your possession.

Michael A. McMahan, Esq.
March 27, 2007
Page 2

Please do not hesitate to contact me if you have any questions. Thank you.

Sincerely,



Ross Booher

RIB/cw
Enclosures (via hand delivery only)

cc: Michael A. McMahon, Esq. (*w/o enclosure*)
Frederick L. Hitchcock, Esq. (*w/o enclosure*)
Vance Broemel, Esq. (*w/o enclosure*)
David Higney, Esq. (*w/o enclosure*)
Richard Collier, Esq. (*w/o enclosure*)

BASS, BERRY & SIMS PLC

Attorneys at Law

A PROFESSIONAL LIMITED LIABILITY COMPANY

Ross Booher

PHONE: (615) 742-7764
FAX: (615) 742-0450
E-MAIL: rbooher@bassberry.com

AmSouth Center
315 Deaderick Street, Suite 2700
Nashville, Tennessee 37238-3001
(615) 742-6200

March 27, 2007

VIA E-MAIL & FEDERAL EXPRESS

Michael A. McMahan, Esq.
Special Counsel, City of Chattanooga
Office of the City Attorney
801 Broad Street, Suite 400
Chattanooga, TN 37402

Re: Petition Of Tennessee American Water Company To Change And Increase Certain Rates And Charges So As To Permit It To Earn A Fair And Adequate Rate Of Return On Its Property Used And Useful In Furnishing Water Service To Its Customers; Docket No. 06-00290

Dear Mike:

I am writing regarding the Highly Confidential Documents filed with the TRA by Tennessee American Water Company ("TAWC") on March 9, 2007 as additional attachments to the discovery responses filed on March 8, 2007. These documents were sent to you on March 15, 2007 pursuant to the terms of the Supplemental Protective Order ("SPO") and your agreement that if the SPO is overturned or, for any reason, rendered ineffective, you will return all Highly Confidential Documents provided to you pending further orders of the Hearing Officer and/or the TRA.

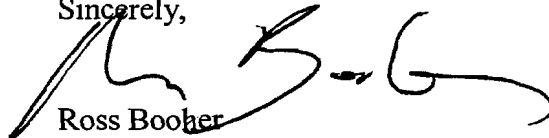
The referenced documents were filed with the TRA and served on you packaged and clearly marked Highly Confidential. However, on March 22, 2007, counsel for TAWC discovered that the individual pages of the referenced documents were inadvertently not marked with bates labeling in the same format used for the March 8, 2007 production. In addition to providing a common reference to aid all parties in citing to these documents, the bates labels further highlight the Highly Confidential designation of such documents. To ensure that no confusion exists as to the designation of the additional attachments as Highly Confidential and to maintain the format used for its prior productions of Highly Confidential Documents in this docket, TAWC, pursuant to the SPO and the Protective Order, requests that you substitute the individually bates-labeled documents attached to this letter for the additional attachments filed on March 9 that were produced to you pursuant to the SPO on March 15. TAWC also requests

Michael A. McMahan, Esq.
March 27, 2007
Page 2

that you destroy or return to TAWC any and all copies of the non-bates labeled March 9 additional Highly Confidential documents in your possession.

Please do not hesitate to contact me if you have any questions. Thank you.

Sincerely,



Ross Booher

RIB/cw
Enclosures

cc: Frederick L. Hitchcock, Esq. (*w/o enclosure*)
Vance Broemel, Esq. (*w/o enclosure*)
Henry Walker, Esq. (*w/o enclosure*)
David Higney, Esq. (*w/o enclosure*)
Richard Collier, Esq. (*w/o enclosure*)