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June 23, 2008

Chairman Eddie Roberson  
c/o Sharla Dillon  
Tennessee Regulatory Authority  
460 Robertson Parkway  
Nashville, TN 37243-0505

**VIA E-MAIL &  
FIRST CLASS MAIL**

filed electronically in docket office on 06/23/08

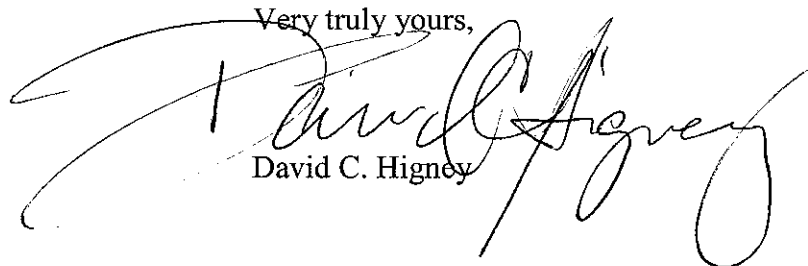
Re: **TRA Docket No. 08-0039**

Dear Chairman Roberson:

Enclosed please find an original and five (5) copies of Chattanooga Manufacturers Association's Opposition to Entry of Amended Protective Order. Please return a file-stamped copy to us in the enclosed, self-addressed stamped envelope.

If you have any questions, please do not hesitate to contact me.

Very truly yours,



David C. Higney

DCH/dmm  
Enclosure

cc: Mr. Henry M. Walker (w/enclosure)  
Mr. Michael A. McMahan (w/enclosure)  
Mr. Harold L. North, Jr. (w/enclosure)  
Mr. Frederick. L. Hitchcock (w/enclosure)  
Mr. Dale Grimes/Mr. Ross I. Booher (w/enclosure)  
Mr. Robert E. Cooper, Jr./Mr. Timothy C. Phillips/Mr. Ryan L. McGehee (w/enclosure)

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

|                             |   |                     |
|-----------------------------|---|---------------------|
| IN RE:                      | * |                     |
|                             | * |                     |
| PETITION OF TENNESSEE-      | * | DOCKET NO. 08-00039 |
| AMERICAN WATER COMPANY TO   | * |                     |
| CHANGE AND INCREASE CERTAIN | * |                     |
| RATES AND CHARGES...        | * |                     |

**CHATTANOOGA MANUFACTURERS ASSOCIATION'S  
OPPOSITION TO ENTRY OF AMENDED PROTECTIVE ORDER**

The Chattanooga Manufacturers Association ("CMA"), by and through its counsel, pursuant to the Hearing Officer's instruction at the conclusion of the June 20, 2008 status conference to submit a position statement relative to the proposed Amended Order distributed at the hearing, hereby files this Opposition to Entry of Amended Protective Order, stating as follows:

CMA believes the Hearing Officer's initial Protective Order was comprehensive and more than sufficient protection to TAWC. TAWC's objections, oral argument and conclusory statements at the June 19-20 status conference, generally claiming that security laws will be implicated if the responsive material is produced without an Amended Order do not alter the fact that the initial Protective Order more than amply provides the necessary protection to materials that prior to disclosure TAWC unilaterally identifies as being "confidential." TAWC has not demonstrated how the entry of an amended order will eliminate the supposed "implication" of the security laws that allegedly is not addressed by the initial order. CMA does not defend, nor support, the Company's position that there is a need for a revised or amended Protective Order, but will (of course) abide by one if entered by the Hearing Officer.

As in TRA Docket # 06-00290, TAWC again alleges that unique factor(s) exist which beckon implementation of some order other than the typical comprehensive Protective Order

instituted in rate cases pending before the Tennessee Regulatory Authority - - even though the IPO at issue in the last TAWC rate case now has occurred. The City of Chattanooga and the Consumer Advocate and Protection Division justifiably have concerns surrounding the public's right to know and the Open Records Act's requirements.<sup>1</sup>

CMA recognized the apparent delay being caused by TAWC's failure to respond to CMA's data requests - particularly with respect to CMA Data Request 11 seeking materials and presentations related to credit and equity analysts. Attempting to minimize the severe adverse impacts associated with the likelihood of further delay after the June 4 status conference,<sup>2</sup> and in order to obtain vital information concerning relevant materials in this rate case, CMA agreed to submit to TAWC's required agreement on or about June 13 in order to obtain the information it had requested from the Company. CMA balanced the probability that the Hearing Officer once again would be called upon to decide arguments by the parties surrounding TAWC's claims with the hope CMA might actually receive and begin analyzing the vital information during the course of such disputes by others.

CMA correctly predicted the disputes that would occur pursuant to TAWC's claims that a supplemental protective order was necessary. CMA still awaits and needs Responses to CMA

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<sup>1</sup> CMA simply reserves its objections that the standard order arguably extends beyond the scope of Rule 26 by requiring disclosure of consulting experts or advance disclosure of other information, and affords protections simply on the basis of an initial pronouncement by a party (rather than good cause shown) that a document is to be protected as confidential.

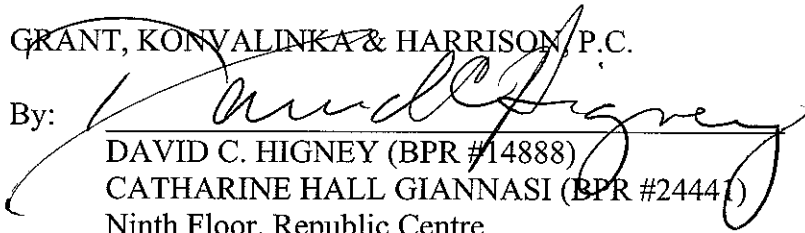
<sup>2</sup> CMA filed its motion to intervene in this matter on April 4, 2008, which was granted in May 2008. Thereafter, on May 12, 2008, CMA propounded upon the Petitioner, Tennessee American Water Company (the "Company" or "TAWC") directly relevant and reasonable data requests. TAWC refused to answer or objected to numerous CMA data requests on May 28. On June 2, CMA moved to compel TAWC's responses to its data requests, and TAWC responded to CMA's motion. After the June 4, 2008 status conference, the Hearing Officer orally ordered the parties to engage in an agreed upon meet and confer process to try to resolve discovery disputes. (See Order dated June 13, 2008.)

Data Requests No. 11 and 17, which remain to be supplemented by TAWC.<sup>3</sup> CMA is concerned about the cottage industry of motion practice being developed by TAWC, or its affiliates, based upon conclusory assertions and disputes about the release of requested information based upon their general incantation of the “security laws.” CMA has already undertaken to comply with the initial Protective Order and has provided nondisclosure statements to TAWC regarding information identified by the Company as Confidential.

The resource-consuming process called for in the proposed Amended Order is unnecessary, in light of the standard Protective Order. CMA anticipates another order will simply lead to TAWC’s continued motions, hearings and conferences relative to the newly designated “super-category” of information, in this and future matters, all of which simply erode the time and resources that intervening parties can apply toward substantive issues in this matter. CMA respectfully submits that the proposed amended order, including but not limited to changes in Paragraph 5, is unnecessary; that proposed Paragraph 5 contains unintended inconsistencies relative to other provisions; and, that the proposed amended order could violate due process rights and privileges held by CMA. For all the aforementioned reasons, it should not be issued.

GRANT, KONVALINKA & HARRISON, P.C.

By:

  
DAVID C. HIGNEY (BPR #14888)  
CATHARINE HALL GIANNASI (BPR #24441)  
Ninth Floor, Republic Centre  
633 Chestnut Street  
Chattanooga, Tennessee 37450-0900

- and -

BOULT, CUMMINGS, CONNERS & BERRY, PLC

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<sup>3</sup> CMA has asked TAWC to provide specific page references when the information responsive to CMA Requests 11 and 17 is divulged by Company.

HENRY M. WALKER (BPR #272)  
1600 Division Street, Suite 700  
P.O. Box 340025  
Nashville, Tennessee 37203

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 23<sup>rd</sup> day of JUNE, 2008, upon the following:

|   |                                  |
|---|----------------------------------|
| <input type="checkbox"/> Hand-Delivery        | Richard Collier                  |
| <input checked="" type="checkbox"/> U.S. Mail | General Counsel                  |
| <input type="checkbox"/> Facsimile            | Tennessee Regulatory Authority   |
| <input type="checkbox"/> Overnight            | 460 James Robertson Parkway      |
| <input checked="" type="checkbox"/> Email     | Nashville, Tennessee 37243-00505 |

|   |                                  |
|---|----------------------------------|
| <input type="checkbox"/> Hand-Delivery        | R. Dale Grimes, Esq.             |
| <input checked="" type="checkbox"/> U.S. Mail | Ross Booher, Esq.                |
| <input type="checkbox"/> Facsimile            | Bass, Berry & Sims, PLC          |
| <input type="checkbox"/> Overnight            | AmSouth Center                   |
| <input checked="" type="checkbox"/> Email     | 315 Deaderick Street, Suite 2700 |
|   | Nashville, TN 37238-3001         |

|   |                             |
|---|-----------------------------|
| <input type="checkbox"/> Hand-Delivery        | Michael A. McMahan, Esq.    |
| <input checked="" type="checkbox"/> U.S. Mail | Special Counsel             |
| <input type="checkbox"/> Facsimile            | Nelson, McMahan & Noblett   |
| <input type="checkbox"/> Overnight            | 801 Broad Street, Suite 400 |
| <input checked="" type="checkbox"/> Email     | Chattanooga, TN 37402       |

|   |   |
|---|---|
| <input type="checkbox"/> Hand-Delivery        | Timothy C. Phillips, Senior Counsel         |
| <input checked="" type="checkbox"/> U.S. Mail | Ryan L. McGehee, Assistant Attorney General |
| <input type="checkbox"/> Facsimile            | Office of the Attorney General              |
| <input type="checkbox"/> Overnight            | P.O. Box 20207                              |
| <input checked="" type="checkbox"/> Email     | 425 Fifth Avenue, North                     |
|   | Nashville, Tennessee 37202-0207             |

|   |                                   |
|---|-----------------------------------|
| <input type="checkbox"/> Hand-Delivery        | Harold L. North, Jr., Esq.        |
| <input checked="" type="checkbox"/> U.S. Mail | Frederick L. Hitchcock, Esq.      |
| <input type="checkbox"/> Facsimile            | Chambliss, Bahner & Stophel, P.C. |
| <input type="checkbox"/> Overnight            | 1000 Tallan Building              |
| <input checked="" type="checkbox"/> Email     | Two Union Square                  |
|   | Chattanooga, TN 37402-2500        |

  
GRANT, KONVALINKA & HARRISON, P.C.