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A PROFESSIONAL LIMITED LIABILITY COMPANY

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June 24, 2008

Via Hand Delivery

Chairman Eddie Roberson, PhD
c/o Ms. Sharla Dillon
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

filed electronically in docket office on 06/24/08

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. 08-00039

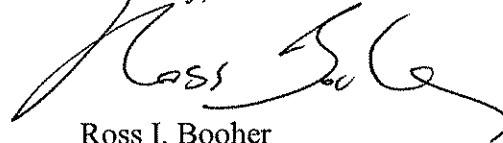
Dear Chairman Roberson:

Enclosed please find an original and seven (7) copies of the proposed Agreed Order Regarding Information Related to Frank Impagliazzo, agreed to and respectfully submitted by the Consumer Advocate and Protection Division, the City of Chattanooga and Tennessee American Water Company. This also has been transmitted electronically to the Tennessee Regulatory Authority today.

Please stamp three (3) copies of these documents as "filed," and return them 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 I. Booher

RIB/smb
Enclosures

Chairman Eddie Roberson, PhD

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cc: Hon. Ron Jones (*w/o enclosure*)
Hon. Sara Kyle (*w/o enclosure*)
Hon. Tre Hargett (*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*)
Timothy C. Phillips, Esq. (*w/enclosure*)
David C. Higney, Esq. (*w/enclosure*)
Henry M. Walker, Esq. (*w/enclosure*)
Michael A. McMahan, Esq. (*w/enclosure*)
Frederick L. Hitchcock, 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 PERMIT IT TO EARN)
A FAIR AND ADEQUATE RATE OF)
RETURN ON ITS PROPERTY USED AND) Docket No. 08-00039
USEFUL IN FURNISHING WATER)
SERVICE TO ITS CUSTOMERS)**

**AGREED ORDER REGARDING INFORMATION RELATED TO FRANK
IMPAGLIAZZO**

The Consumer Advocate & Protection Division ("CAPD"), The City of Chattanooga ("COC") and Tennessee American Water Company ("TAWC"), American Water Works Service Company and American Water Works (collectively, "the Company"), agree as set forth herein and as confirmed by the signatures of their respective counsel below;

1. CAPD and COC will not call Frank Impagliazzo ("FI") to testify in any way in this proceeding relative to the Company, except as his testimony may be relevant only to rebut any claims that a party has used information directly or indirectly provided by FI in violation of this order;
2. CAPD and COC agree they will not use FI as a consultant in any way in this proceeding relative to the Company;
3. CAPD and COC agree that either they or anyone they call as a witness or retain, including but not limited to anyone associated with the firm of Snavelly, King, Majoros, O'Connor & Bedell, Inc. ("Snavelly"), or any of their counsel, will not directly or indirectly use confidential information provided to them by FI in this proceeding, but

may use facts and data already filed with the TRA or obtained from sources other than directly or indirectly from FI. Notwithstanding the foregoing, the prohibition in this paragraph will not apply to the content of FI's resume ("Resume"), which the Company considers confidential, or as to information requested from TAWC that is derived therefrom. However, in any event, the portions of the Resume which have been designated Confidential by TAWC shall be treated as such under the terms of the Protective Order. A copy of the Resume with the portions designated Confidential by TAWC so marked is being filed contemporaneously herewith under the terms of the protective order;

4. CAPD and COC and their counsel, on behalf of themselves and as to anyone they call, retain or have retained as witnesses, represent that no confidential information derived directly or indirectly from FI has been utilized in this proceeding as of the date of this order;

5. CAPD and COC shall file all pre-filed testimony in this case as confidential and under seal pursuant to the Protective Order to allow TAWC four business days to review said testimony to ascertain the inclusion of any confidential information derived directly or indirectly from FI. If TAWC believes that prefiled testimony contains such information, TAWC may, within said four business days, file a motion, for which TAWC would carry the burden of proof, seeking a ruling to exclude such testimony. While any such motion is pending, such testimony shall continue to be treated as confidential under the protective order;

6. With the exception of FI and Snavely, the Company shall not move to disqualify and/or exclude from this proceeding any other CAPD and COC witnesses identified to

date in this proceeding, nor take any action in law or equity against the CAPD and COC, their employees, or their counsel, by reason of the issues related to FI.

7. Provided that the terms of this order are complied with by Snavelly, the Company shall not move to disqualify and/or exclude Snavelly or its employees (but not including FI) from this proceeding or take any action in law or equity against Snavelly or its employees (but not including FI), in connection with Snavelly's participation in this docket.

8. Nothing herein shall be used as legal precedent in any other proceeding.

9. Except to the extent expressly specified herein, the Company reserves the right to enforce the Severance Agreement and General Release between it and FI.

ACCORDINGLY, IT IS SO ORDERED AND ENTERED THIS ____ DAY OF JUNE, 2008.

RICHARD COLLIER
Hearing Officer

AGREED TO AND APPROVED FOR ENTRY:

R. Dale Grimes

R. Dale Grimes, Esq.

Ross I. Booher, Esq.

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American Water Works Service Company

and American Water Works

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by permission

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