

BASS, BERRY & SIMS PLC
Attorneys at Law

A PROFESSIONAL LIMITED LIABILITY COMPANY

Kinika L. Young
PHONE: (615) 742-7814
FAX: (615) 742-2792
E-MAIL: kyoung@bassberry.com

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

OTHER OFFICES
KNOXVILLE
MEMPHIS

August 8, 2008

VIA E-MAIL AND HAND DELIVERY

Chairman Tre Hargett
c/o Ms. Sharla Dillon
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

filed electronically in docket office on 08/08/08

Re: *Petition of Tennessee American Water Company To Change And Increase Certain Rates And Charge 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 Hargett:

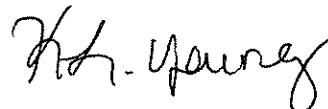
Enclosed please find an original and seven (7) sets of copies of Tennessee American Water Company's Supplemental Response to Second Discovery Requests by the Office of Attorney General, Consumer Advocate and Protection Division. In addition, TAWC includes two compact disks. The first compact disk contains TAWC's Supplemental Responses in their native Word format. The second compact disk contains a pdf image of TAWC's Supplemental Responses.

Please return three (3) copies of this Supplemental Response to me by way of our courier, which I would appreciate your stamping as "filed."

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

With kindest regards, I remain

Very truly yours,



Kinika L. Young

Enclosures

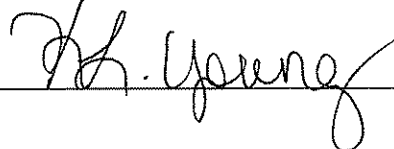
Chairman Tre Hargett
August 8, 2008
Page 2

cc: Hon. Ron Jones (*w/o enclosure*)
Hon. Sara Kyle (*w/o enclosure*)
Hon. Eddie Roberson, PhD (*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*)
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*)

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 8th day of August, 2008, upon the following:

<input checked="" type="checkbox"/> Hand-Delivery	Timothy C. Phillips, Esq.
<input type="checkbox"/> U.S. Mail	Consumer Advocate and Protection Division
<input type="checkbox"/> Facsimile	Office of Attorney General
<input type="checkbox"/> Overnight	2nd Floor
<input checked="" type="checkbox"/> Email	425 5th Avenue North
	Nashville, TN 37243-0491
<input type="checkbox"/> Hand-Delivery	David C. Higney, Esq.
<input type="checkbox"/> U.S. Mail	Counsel for Chattanooga Manufacturers Association
<input type="checkbox"/> Facsimile	Grant, Konvalinka & Harrison, P.C.
<input checked="" type="checkbox"/> Overnight	633 Chestnut Street, 9th Floor
<input checked="" type="checkbox"/> Email	Chattanooga, TN 37450
<input checked="" type="checkbox"/> Hand-Delivery	Henry M. Walker, Esq.
<input type="checkbox"/> U.S. Mail	Counsel for Chattanooga Manufacturers Association
<input type="checkbox"/> Facsimile	Boult, Cummings, Conners & Berry, PLC
<input type="checkbox"/> Overnight	Suite 700
<input checked="" type="checkbox"/> Email	1600 Division Street
	Nashville, TN 37203
<input type="checkbox"/> Hand-Delivery	Michael A. McMahan, Esq.
<input type="checkbox"/> U.S. 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 type="checkbox"/> Hand-Delivery	Frederick L. Hitchcock, Esq.
<input type="checkbox"/> U.S. Mail	Harold L. North, Jr., Esq.
<input type="checkbox"/> Facsimile	Counsel for City of Chattanooga
<input checked="" type="checkbox"/> Overnight	Chambliss, Bahner & Stophel, P.C.
<input checked="" type="checkbox"/> Email	1000 Tallan Building
	Two Union Square
	Chattanooga, TN 37402



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

**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

AFFIDAVIT

STATE OF WEST VIRGINIA

COUNTY OF KANAWHA

I, MICHAEL MILLER, Treasurer/Comptroller for Tennessee American Water Company, do hereby certify that the foregoing responses to the Consumer Advocate and Protection Division's Supplemental Discovery Responses to Tennessee American Water Company were prepared by me or under my supervision and are true and accurate to the best of my knowledge and information.

DATED this 7th day of August, 2008.

Michael A. Miller
(signature)

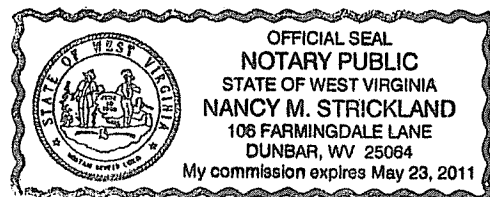
Michael A. Miller
(printed name)

Sworn to and subscribed before me this 7th day of August, 2008.

Nancy M. Strickland
NOTARY PUBLIC

My Commission Expires:

May 23, 2011



**TENNESSEE AMERICAN WATER COMPANY
DOCKET NO. 08-00039
SECOND DISCOVERY REQUEST OF THE
CONSUMER ADVOCATE AND PROTECTION DIVISION**

Responsible Witness: Michael A. Miller

Discovery Request No. 24:

In its S-1 Registration statement filed May 6, 2008 with the SEC, American Water Works ("AWW") stated: "RWE intends to fully divest its ownership of American Water through the consummation of one or more public offerings of common stock of American Water as soon as reasonably practicable, subject to market conditions." Provide any study, document, emails and written material in possession of AWW and/or TAWC where RWE or RWE Aqua Holdings GmbH considered or considers what circumstances, financial or otherwise, constitute market conditions that "are reasonably practicable" for the public offerings of common stock.

Response:

This question is a duplicate of discovery request CAPD-1-part III-Q7. Please see the responses and supplemental responses previously supplied to CAPD-1-part III-Q7.

Supplemental Response:

AWW does not have responsive documents in its possession or control.

**TENNESSEE AMERICAN WATER COMPANY
DOCKET NO. 08-00039
SECOND DISCOVERY REQUEST OF THE
CONSUMER ADVOCATE AND PROTECTION DIVISION**

Responsible Witness: Michael A. Miller

Discovery Request No. 25:

Please provide any study, document, emails and written material in possession of AWW and/or TAWC where RWE, RWE Aqua Holdings GmbH, or American Water Works has performed or caused to be performed a study of American Water Works' expected market value between now and 2010.

Response:

This question is a duplicate of discovery request CAPD-1-Part III-Q8. Please see the responses and supplemental responses previously supplied to CAPD-1-Part III-Q8.

Supplemental Response:

AWW does not have responsive documents in its possession or control.

**TENNESSEE AMERICAN WATER COMPANY
DOCKET NO. 08-00039
SECOND DISCOVERY REQUEST OF THE
CONSUMER ADVOCATE AND PROTECTION DIVISION**

Responsible Witness: Michael A. Miller

Discovery Request No. 26:

Please provide any study, document, emails and written material in possession of AWW and/or TAWC where RWE, RWE Aqua Holdings GmbH, or American Water Works has performed or caused to be performed a study involving the issuance of a second class of stock or a proposal for a second class of stock.

Response:

This question is a duplicate of discovery request CAPD-1-Part III-Q9. Please see the responses and supplemental responses previously supplied to CAPD-1-Part III-Q9.

Supplemental Response:

AWW does not have responsive documents in its possession or control.

**TENNESSEE AMERICAN WATER COMPANY
DOCKET NO. 08-00039
SECOND DISCOVERY REQUEST OF THE
CONSUMER ADVOCATE AND PROTECTION DIVISION**

Responsible Witness: Michael A. Miller

Discovery Request No. 27:

Please provide any study, document, emails and written material in possession of AWW and/or TAWC where RWE, RWE Aqua Holdings GmbH, or American Water Works has performed or caused to be performed a study involving the issuance of dividends to AWW shareholders, whether actual or proposed.

Response:

This question is a duplicate of discovery request CAPD-1-Part III-Q10. Please see the responses and supplemental responses previously supplied to CAPD-1-Part III-Q10.

Supplemental Response:

AWW does not have responsive documents in its possession or control.