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2008 MAY 9 AM 11 14

May 9, 2008

TN REGULATORY AUTHORITY
DOCKET ROOM

VIA HAND-DELIVERY

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

***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:

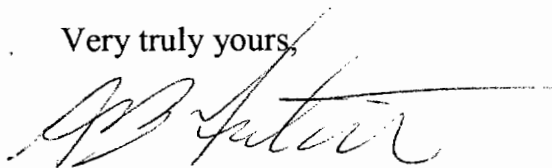
Enclosed please find an original and sixteen (16) sets of copies of Tennessee American Water Company's Response to Joint Motion to Modify Procedural Schedule and Tennessee American Water Company's Response in Opposition to Intervenor's Proposed Protective Order.

Please return three copies of each of these Responses, 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.

With kindest regards, I remain

Very truly yours,



R. Dale Grimes

By Deemission

RDG/smb
Enclosures

Chairman Eddie Roberson, PhD
May 9, 2008
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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*)
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*)

6814099.1

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

2008 MAY 9 AM 11 14

IN 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**

TN REGULATORY AUTHORITY
DOCKET ROOM

Docket No. 08-00039

**TENNESSEE AMERICAN WATER COMPANY'S RESPONSE TO JOINT MOTION TO
MODIFY PROCEDURAL SCHEDULE**

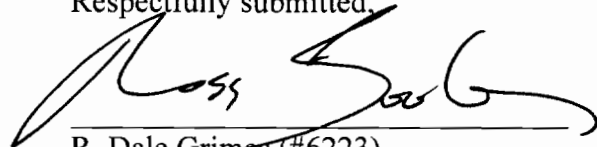
Tennessee American Water Company (the "Company") hereby responds to the Intervenor's Joint Motion to Modify Procedural Schedule, as follows:

1. The Company has no objection to the procedural schedule set by the Hearing Officer is satisfactory. All of the parties to this docket were also parties 17 months ago in Docket No. 06-00290. Consequently, this docket should be significantly streamlined. While parties may need to preserve their rights and objections and make an appropriate record, there is no need for the parties to extensively re-litigate procedural matters that were addressed in the prior docket.

2. The procedural schedule proposed by the Intervenor's would extend the time available to Intervenor's at the expense of the Company by: (a) significantly reducing the Company's time to respond to the second round of discovery, (b) reducing the Company's time to supplement its responses to the second round of discovery, and (c) reducing the Company's time to file its rebuttal testimony (following the deadline for the Intervenor's pre-filed testimony).

3. The Company would not object to the Intervenor's requested one week expansion of time to file their pre-filed testimony so long as the revised procedural schedule (a) does not truncate the Company's time as described above, and (b) allows the TRA sufficient time to decide the matter within the statutory period.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Ross I. Booher", is written over a horizontal line.

R. Dale Grimes (#6223)
Ross I. Booher (#019304)
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(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 7th day of May, 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
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