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September 30, 2010

J. Richard Collier, Esq.
General Counsel
Tennessee Regulatory Authority
460 James Robertson Pkwy.
Nashville, TN 37238

**Re: Docket 09-00086: Tennessee American Water Company's Request For
Proposal For A Management Audit**

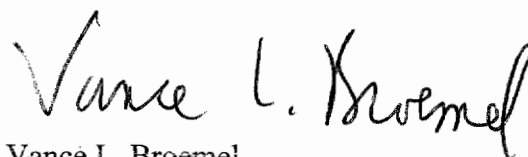
Dear Mr. Collier,

The Consumer Advocate and Protection Division of the Tennessee Attorney General's Office ("Consumer Advocate") has reviewed the Protective Order (As Modified) ("Order") which you entered in Docket 09-00086 dealing with Tennessee American Water Company's Request for a Proposal for a Management Audit. We are concerned that some of the modifications you made to the Order are not consistent with orders previously entered in similar cases and some of the items deleted or modified specifically reference the Consumer Advocate even though we are not participating in the particular docket. An example is the material deleted from paragraph 28 in the Proposed Order regarding how the Attorney General may use materials designated as Confidential.

As you know, the Consumer Advocate has not intervened in this Docket and ordinarily would not comment on orders in a Docket in which it is not formally participating. We are not seeking to intervene in this Docket at this time, rather we plan to participate in the Docket to be opened to deal more generically with issues raised by protective orders generally, and we will raise our concerns (if any) with the form protective order developed in that docket. However, since the Management Audit will likely be an important document in Tennessee American Water Company's pending request for a 27% rate increase (Docket 10-00189) and the Consumer Advocate is specifically mentioned in this Order we felt we should register our concerns in this Docket so that our silence would not be taken as concurrence.

We appreciate the opportunity to register our concerns generally with the Order in this Docket and look forward to a more thorough discussion of the issues of importance to the Consumer Advocate in the generic Protective Order Docket and if necessary in Docket 10-00189, Tennessee American Water Company's request for a rate increase. Please feel free to contact me if you have any questions about our position.

Sincerely,

A handwritten signature in black ink that reads "Vance L. Broemel". The signature is written in a cursive, slightly slanted style.

Vance L. Broemel
Senior Counsel

cc: Parties of Record