

BASS

BERRY • SIMS PLC

A PROFESSIONAL LIMITED LIABILITY COMPANY
ATTORNEYS AT LAW
150 THIRD AVENUE SOUTH, SUITE 2800
NASHVILLE, TN 37201
(615) 742-6200
www.bassberry.com

OTHER OFFICES:

KNOXVILLE
MEMPHIS

R. DALE GRIMES
TEL: (615) 742-6244
FAX: (615) 742-2744
dgrimes@bassberry.com

January 18, 2011

Via Hand Delivery

Chairman Mary W. Freeman
c/o Sharla Dillon
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

file electronically in docket office on 01/18/11

**Re: *Tennessee American Water Company's Request for Proposal for a
Management Audit***
Docket No. 09-00086

Dear Chairman Freeman:

Enclosed please find an original and five (5) copies of a Tennessee American Water Company's Motion for Leave to File a Reply to the Consumer Advocate and Protection Division's Response in Opposition to Tennessee American Water Company's Motion to Approve and Adopt Schumaker & Company's Affiliate Audit Report. This material is being filed today by way of email to the Tennessee Regulatory Authority Docket Manager, Sharla Dillon also.

Please file the original and four copies of this material and stamp the additional copy as "filed." Then please return the file-stamped copy to me by way of our courier.

Should you have any questions concerning this matter, please do not hesitate to contact me at the email address or telephone number listed above.

With kindest regards, I remain

Very truly yours,



R. Dale Grimes

RDG/smb
Enclosures

cc: Hon. Eddie Roberson (w/o enclosures)
Hon. Sara Kyle (w/o enclosures)

Chairman Mary Freeman
January 18, 2011
Page Two

Mr. David Foster (w/o enclosures)
Ryan McGehee, Esq. (w/o enclosures)
J. Richard Collier, Esq. (w/o enclosures)
Kelly Cashman-Grams, Esq. (w/o enclosures)
Rebecca Montgomery, Esq. (w/o enclosures)
David Higney, Esq. (w/o enclosures)
Henry M. Walker (w/o enclosures)
Michael A. McMahan, Esq. (w/o enclosures)
Frederick L. Hitchcock, Esq. (w/o enclosures)
Mark Brooks, Esq. (w/o enclosures)
Scott H. Strauss, Esq. (w/o enclosures)
Donald L. Scholes, Esq. (w/o enclosures)

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

IN RE:

**TENNESSEE AMERICAN WATER
COMPANY'S REQUEST FOR
PROPOSAL FOR A MANAGEMENT
AUDIT**

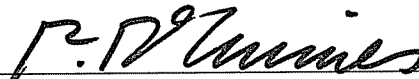
Docket No. 09-00086

**TENNESSEE AMERICAN WATER COMPANY'S MOTION FOR LEAVE TO FILE A
REPLY TO THE CONSUMER ADVOCATE AND PROTECTION DIVISION'S
RESPONSE IN OPPOSITION TO TENNESSEE AMERICAN WATER COMPANY'S
MOTION TO APPROVE AND ADOPT SCHUMAKER & COMPANY'S AFFILIATE
AUDIT REPORT**

Tennessee American Water Company ("TAWC"), by and through counsel, hereby respectfully requests permission to file a reply to the response of the Consumer Advocate and Protection Division ("CAPD") to TAWC's Motion to Approve and Adopt Schumaker & Company's Affiliate Audit Report, pursuant to TRA Rule 1220-1-2-.06(3). For grounds, TAWC would show as follows:

1. The CAPD's response contains errors and incorrect statements of fact that TAWC must correct.
2. Because of the importance of the Authority's ruling on this matter, TAWC believes it is necessary for the Hearing Officer to have a complete and accurate understanding of the facts and position of the Company with respect to the TRA management audit.
3. The reply, filed contemporaneously with this Motion, provides information necessary for the Hearing Officer to make an informed ruling.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "R. Dale Grimes", written over a horizontal line.

R. Dale Grimes (#006223)

E. Steele Clayton (#017298)

C. David Killion (#026412)

BASS, BERRY & SIMS PLC

150 Third Avenue South, Suite 2800

Nashville, TN 37201

(615) 742-6200

Attorneys 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 U.S. Mail, and electronic mail, on this the 18th day of January, 2011, upon the following:

Vance Broemel, Esq.
Ryan McGehee, Esq.
OFFICE OF THE ATTORNEY GENERAL
CONSUMER ADVOCATE AND PROTECTION DIVISION
425 5th Avenue North, 2nd Floor
Nashville, TN 37243
email: Vance.Broemel@state.tn.us

J. Richard Collier, Esq.
Kelly Cashman-Grams, Esq.
TENNESSEE REGULATORY AUTHORITY
460 James Robertson Parkway
Nashville, TN 37243
email: Richard.Collier@state.tn.us; Lynda-Lu.Perrin@tn.gov
email: Kelly.Grams@state.tn.us