

# BASS

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November 17, 2010

**Via Hand-Delivery**

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

filed electronically in docket office on 11/17/10

**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. 10-00189**

Dear Chairman Freeman:

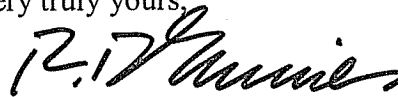
Enclosed please find the original and five (5) copies of Tennessee American Water Company's Unopposed Motion to Amend Protective Order. This document also is being filed today by way of email to the Tennessee Regulatory Authority Docket Manager, Sharla Dillon.

Please file the original and four copies of this material and stamp the additional copy as "filed". Then please return the stamped copies 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

Chairman Mary Freeman

November 17, 2010

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cc: Hon. Sara Kyle (*w/o enclosure*)  
Hon. Eddie Roberson (*w/o enclosure*)  
Mr. David Foster, 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*)  
T. Jay Warner, Esq. (*w/enclosure*)  
Ryan McGehee, Esq. (*w/enclosure*)  
Mary L. White, Esq. (*w/enclosure*)  
David C. Higney, Esq. (*w/enclosure*)  
Henry M. Walker, Esq. (*w/enclosure*)  
Michael A. McMahan, Esq. (*w/enclosure*)  
Valerie L. Malueg, Esq. (*w/enclosure*)  
Frederick L. Hitchcock, Esq. (*w/enclosure*)  
Harold L. North, Jr., Esq. (*w/enclosure*)  
Mark Brooks, Esq. (*w/enclosure*)  
Scott H. Strauss, Esq. (*w/enclosure*)  
Katharine M. Mapes, Esq. (*w/enclosure*)  
Donald L. Scholes, Esq. (*w/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 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. 10-00189**

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**UNOPPOSED MOTION TO AMEND PROTECTIVE ORDER**

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Tennessee American Water Company (the “Company”) moves for a limited amendment to the Protective Order entered by the Hearing Officer on November 15, 2010. This limited amendment applies to paragraph 5(a) of the current Protective Order, and only affects the Utility Workers Union of America, AFL-CIO and UWUA Local 121 (“UWUA Intervenors”). UWUA Intervenors do not oppose the requested relief, but do not join in the assertions made by the Company in support of this Motion.

A proposed Amendment to the Protective Order is attached at Exhibit A.

The proposed amendment relates to the access to the Company’s confidential information by persons associated with the UWUA Intervenors. As the Authority is aware, the participation of the UWUA Intervenors in this case coincides with its ongoing negotiation of a new collective bargaining agreement with the Company’s parent, American Water Works Company (“AWWC”). Those negotiations have at times been quite contentious. The UWUA Intervenors, or their counterparts, have also intervened in other rate proceedings currently being processed by AWWC operating subsidiaries in other jurisdictions.

Under these circumstances, the Company has concerns that the production of certain confidential information, such as proprietary payroll information, in this case to the UWUA Intervenor could result in providing the UWUA Intervenor with a tactical advantage in these contract negotiations. Furthermore, TAWC believes the information is inappropriate for dissemination among TAWC employees, and its dissemination should therefore be more carefully controlled and monitored than is usual for other intervening parties. Accordingly, the Protective Order should be amended simply to require the execution of nondisclosure statements by all UWUA Intervenor officers, directors, employees, and representatives who receive access to any confidential information pursuant to the Protective Order. The UWUA Intervenor has expressed no objection to this amendment.

The Company therefore requests that the Protective Order be amended to require that the UWUA Intervenor may only provide confidential documents or information to UWUA Intervenor officers, directors, employees or representatives if the officer, director, employee or representative signs the nondisclosure agreement and the UWUA Intervenor provide a copy to the Company before disseminating any confidential information.<sup>1</sup> The attached proposed amendment to the Protective Order amends only section 5(a) to read as follows:

5.(a) Prior to disclosure of CONFIDENTIAL INFORMATION to any employee or associate counsel for a party, the counsel representing the party who is to receive the CONFIDENTIAL INFORMATION shall provide a copy of this Order to the recipient employee or associate counsel, who shall be bound by the terms of this Order. Prior to disclosure of CONFIDENTIAL INFORMATION to any outside consultant or expert witness employed or retained by a party, or any officer, director, employee or representative of the Utility Workers Union of America, AFL-CIO or the UWUA Local 121, counsel shall provide a copy of this Order to such outside consultant, expert witness, officer, director,

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<sup>1</sup> Section 3(c) of the Protective Order already states that with respect to officers, directors or employees of the parties "CONFIDENTIAL INFORMATION shall be shown only to those persons having a need to know."

or employee, who shall sign the Nondisclosure Statement in the form of that attached to this Order attesting that he or she has read a copy of this Order, that he or she understands and agrees to be bound by the terms of this Order, and that he or she understands that unauthorized disclosure of documents labeled "CONFIDENTIAL" constitutes a violation of this Order. The Nondisclosure Statement shall be signed in the presence of and be notarized by a notary public. Counsel of record for each party shall provide the Producing Party a copy of each such Nondisclosure Statement and shall keep the Nondisclosure Statements executed by the parties' experts or consultants on file in their respective offices.

Amending the Protective Order as proposed will ensure that confidential information produced in this case will only be used for the purposes for which the production, and this proceeding, is intended.

Therefore, and given that the UWUA Intervenors do not oppose this request, the Company requests that its motion be granted.

Respectfully submitted,



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E. Steele Clayton (#017298)  
C. David Killion (#026412)  
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*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 17<sup>th</sup> day of November, 2010, upon the following:

<input type="checkbox"/> Hand-Delivery	T. Jay Warner, Esq.
<input checked="" type="checkbox"/> U.S. Mail	Ryan McGehee, Esq.
<input type="checkbox"/> Facsimile	Mary L. White, Esq.
<input type="checkbox"/> Overnight	Counsel for the Consumer Advocate and Protection Division
<input checked="" type="checkbox"/> Email	Office of the Attorney General
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<input type="checkbox"/> Hand-Delivery	Michael A. McMahan, Esq.
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**BEFORE THE TENNESSEE REGULATORY AUTHORITY  
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**IN RE:**

**PETITION OF TENNESSEE AMERICAN  
WATER COMPANY TO CHANGE AND  
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AND USEFUL IN FURNISHING WATER  
SERVICE TO ITS CUSTOMERS**

**Docket No. 10-00189**

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**AMENDMENT TO PROTECTIVE ORDER**

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On November 17, 2010, Tennessee American Water Company (the "Company") moved for a limited amendment to the Protective Order entered by the Hearing Officer on November 15, 2010. The Utility Workers Union of America, AFL-CIO and UWUA Local 121 ("UWUA Intervenors") do not oppose the requested relief. Accordingly, the Protective Order is hereby amended by deleting Paragraph 5(a) and replacing Paragraph 5(a) in its entirety as follows:

5. (a) Prior to disclosure of CONFIDENTIAL INFORMATION to any employee or associate counsel for a party, the counsel representing the party who is to receive the CONFIDENTIAL INFORMATION shall provide a copy of this Order to the recipient employee or associate counsel, who shall be bound by the terms of this Order. Prior to disclosure of CONFIDENTIAL INFORMATION to any outside consultant or expert witness employed or retained by a party, or any officer, director, employee or representative of the Utility Workers Union of America, AFL-CIO or the UWUA Local 121, counsel shall provide a copy of this Order to such outside consultant, expert witness, officer, director, or employee, who shall sign the Nondisclosure Statement in the form of that attached to this Order attesting that he



or she has read a copy of this Order, that he or she understands and agrees to be bound by the terms of this Order, and that he or she understands that unauthorized disclosure of documents labeled "CONFIDENTIAL" constitutes a violation of this Order. The Nondisclosure Statement shall be signed in the presence of and be notarized by a notary public. Counsel of record for each party shall provide the Producing Party a copy of each such Nondisclosure Statement and shall keep the Nondisclosure Statements executed by the parties' experts or consultants on file in their respective offices.

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Chairman Mary W. Freeman, Hearing Officer

APPROVED FOR ENTRY:

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