

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

November 19, 2010

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**

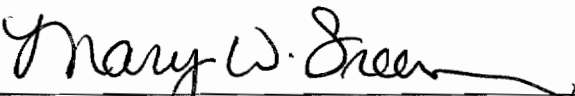
**DOCKET NO.
10-00189**

AMENDMENT TO PROTECTIVE ORDER

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' outside consultant or expert witness, or any officer, director, employee or representative of the Utility Workers Union of America, AFL-CIO or the UWUA Local 121 on file in their respective offices.


Chairman Mary W. Freeman, Hearing Officer

APPROVED FOR ENTRY:

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