

IN THE TENNESSEE PUBLIC UTILITY COMMISSION
AT NASHVILLE, TENNESSEE

| | | |
|----------------------------------|---|---------------------|
| IN RE: |) | |
| |) | |
| CHATTANOOGA GAS COMPANY |) | |
| PETITION FOR APPROVAL OF ITS |) | DOCKET NO. 20-00049 |
| 2019 ANNUAL RATE REVIEW |) | |
| FILING PURSUANT TO |) | |
| TENN. CODE ANN. § 65-5-103(d)(6) |) | |

CONSUMER ADVOCATE'S MOTION TO COMPEL DISCOVERY

Herbert H. Slatery III, Attorney General and Reporter for the State of Tennessee, by and through the Consumer Advocate Unit in the Financial Division of the Office of the Attorney General ("Consumer Advocate"), pursuant to Tenn. R. Civ. P. 37.01 and TPUC Rule 1220-1-2-.11(9), respectfully moves the Hearing Officer for an order requiring Chattanooga Gas Company, Inc. ("CGC" or "Company") to provide complete and accurate responses to the *Consumer Advocate's First Discovery Requests to Chattanooga Gas Company*, specifically CA Request Nos. 1-56 and 1-57. As required by the Tennessee Rules of Civil Procedure, the parties held a meet and confer in an attempt to resolve this dispute without the need for a motion to compel. It was unsuccessful.

Through these requests, the Consumer Advocate seeks information necessary to substantiate the remarkable amount of legal costs incurred by CGC in 2019 and sought by the Company for recovery from ratepayers. While the Company has provided limited information, the responses do not provide enough details for the Consumer Advocate to analyze or test the merits of the Company's proposal to saddle its customers with the entirety of these legal bills. As discussed below in more detail, CGC has waived any privileges that may have existed, and its

objections to providing complete and accurate responses are unfounded, fail to take into account the Company's burden to prove that its costs are just and reasonable, and are contrary to law. Moreover, the Consumer Advocate tailored its discovery requests to avoid privileged topics. CGC should therefore produce the information sought by the Consumer Advocate, and the Consumer Advocate respectfully requests that the Hearing Officer issue an order to that effect.

BACKGROUND

CGC filed its first Annual Rate Review Mechanism ("ARM") filing on May 29, 2020. The Consumer Advocate began to review the filing immediately and issued its *First Discovery Requests to Chattanooga Gas Company* on June 12, 2020, to avoid unnecessary lost time given the 120-day deadline contemplated in Tenn. Code Ann. § 65-5-103(d)(6). The Consumer Advocate then filed its *Petition to Intervene* on June 17, 2020.

Included in the first round of discovery were requests seeking to understand and justify legal costs. Through the Company's *Petition For Approval Of Its 2019 Annual Rate Review Filing*, CGC seeks to recover from ratepayers legal costs for the 2019 calendar year. CA Request No. 1-56 seeks the following:

56. The Company proposes to recover the entirety of legal costs and expenses for Dockets Nos. 18-00035 and 19-00047:
 - a. Provide a comprehensive narrative describing why these expenses should not be split in some fashion between ratepayers and CGC's shareholders; and
 - b. Provide support, including all relevant documents, for the legal costs incurred by outside vendors and by CGC in 2019 in the current matter and sought for recovery.

In a similar vein, CA Request No. 1-57 seeks as follows:

57. Produce all legal invoices and similar documents incurred in 2019 from outside vendors. The documents should be provided in a way that identifies the following:

- a. The corresponding docket(s) that the invoice relates to;
- b. The general nature of work provided on the docket (note that to the extent that the attorney-client privilege may apply, this request does not seek privileged information. In instances where some information may be privileged, that information may be redacted so long as a general description of the work performed is included); and
- c. The billed amount/cost of the work performed in total and on an hourly basis.

Both requests elicit information related to costs that CGC seeks to recover from ratepayers. But in responding, CGC relies on several improper objections, including in various forms that the requests are not reasonably calculated to lead to the discovery of admissible evidence, that the requests call for legal opinion or analysis, that the information is covered by the work product doctrine, and that the information is protected on the basis of the attorney-client privilege.¹ As discussed below, CGC's arguments must fail: 1) the Company has waived any privilege that may have existed; 2) its objections fall short of providing blanket protection over these documents; 3) the Consumer Advocate has written the requests in a manner that respects the attorney-client relationship; and 4) the Company must produce the documents if it seeks to recover such costs from ratepayers.

On July 1, 2020, the Consumer Advocate submitted a letter to CGC's counsels of record outlining its concerns with these discovery responses.² The Consumer Advocate reaffirmed that information could be redacted if it risked giving away the Company's legal strategies or placed CGC at a disadvantage. CGC, however, has indicated it is unwilling to provide responsive

¹ CGC has also provided a confidential attachment that, while it cannot be discussed in a public filing pursuant to the *Protective Order*, is referenced publicly by CGC and the Consumer Advocate contends does not alleviate the deficiencies in CGC's responses.

² See Exhibit A, Consumer Advocate's Letter to Counsel re: Discovery Deficiencies.

documents, including redacted legal invoices, without an order from the Hearing Officer compelling it to do so.

ANALYSIS

In response to the Consumer Advocate's Request Nos. 1-56 and 1-57, CGC seeks to withhold documents that would allow the Consumer Advocate to make its case on behalf of consumers related to the legal costs the Company seeks for recovery, as well as to deny the Commission an opportunity to conduct a meaningful review of these costs and determine whether they are reasonable and prudent. As CGC bears the burden of proving that its costs are reasonable and prudently incurred, it must submit documents in a manner that justifies these costs rather than simply submitting sums carte blanche and requesting blanket Commission approval.³

I. CGC WAIVED ANY PRIVILEGE OVER DOCUMENTS IT SEEKS TO WITHHOLD AND, EVEN IF THE PRIVILEGE HAD NOT BEEN WAIVED, THE COMPANY HAS FAILED TO CARRY ITS BURDEN OF PROVING THAT A PRIVILEGE EXISTS.

CGC relies on work product doctrine and attorney-client privilege arguments in withholding documents responsive to these requests. But these contentions are incorrect. “[W]hether the attorney-client privilege applies to any particular communication is necessarily question, topic and case specific.”⁴ Therefore, documents do not automatically fall under the category of privileged information. Rather, “[t]o successfully invoke the attorney-client privilege, the party asserting the privilege is obligated to establish the communications were

³ The Company also makes factual assertions that its general counsel reviews outside legal invoices for reasonableness and prudence and contends that this is sufficient to prove that these costs are appropriate for recovery. Such a contention by CGC is nothing more than a request to have its own unilateral review rubberstamped by TPUC.

⁴ See *infra* Bryan, 848 S.W.2d at 80.

made pursuant to the attorney-client relationship and with the intention that the communications remain confidential.”⁵

But CGC has not established these elements. In fact, CGC has failed even to produce a privilege log to set forth the scope and content of materials it seeks to protect.⁶ It is thus impossible for the Consumer Advocate or the Commission to examine in any meaningful way the extent to which any information could be privileged. In the Company’s discovery responses, the types of documents withheld are not described, the potential prejudice faced by CGC upon disclosure is not expressed, and the number of documents withheld is not given. The responses simply do not contain the requisite information necessary for CGC to meet its burden of proof.

Moreover, even absent CGC’s failure to meet its burden, the attorney-client privilege can be – and in fact has been – waived. As discussed in *State v. Bryan*:

[A] party asserting the attorney-client privilege has impliedly waived it through the party’s own affirmative conduct where three conditions exist:

- (1) assertion of the privilege was a result of some affirmative act, such as filing suit, by the asserting party;
- (2) through this affirmative act, the asserting party put the protected information at issue by making it relevant to the case; and
- (3) application of the privilege would have denied the opposing party access to information vital to his [or her] defense.⁷

Here, all three prongs are satisfied, and the Company has thus waived its ability to claim the attorney-client privilege and protect the documents from disclosure. First, CGC’s assertion of

⁵ *State ex. rel. Flowers v. Tenn. Trucking Ass’n Self Ins. Grp. Tr.*, 209 S.W.3d 602, 616 (Tenn. Ct. App. 2006) (citing *Bryan v. State*, 848 S.W.2d 72, 80 (Tenn. Crim. App. 1992); *Smith County Educ. Ass’n v. Anderson*, 676 S.W.2d 328, 333 (Tenn. 1984)).

⁶ See Tenn. R. Civ. P. 26.02(5) (“When a party withholds information otherwise discoverable under the rules by claiming that it is privileged or subject to protection as trial preparation material, the party shall make the claim expressly and shall describe the nature of the documents, communications, or things not produced or disclosed in a manner that, without revealing information itself privileged or protected, will enable other parties to assess the applicability of the privilege protection.”)

⁷ *Bryan v. State*, 848 S.W.2d 72, 81 (Tenn. Crim. App. 1992)

the privilege stemmed from an affirmative act when it filed its *Petition* with this Commission seeking to increase its rates to consumers and recover from consumers its legal costs for the 2019 calendar year. Next, by seeking to recover from ratepayers the entirety of its 2019 legal costs – to which the documents (*e.g.*, legal invoices) CGC now seeks to shield from production are directly related – the Company has put the alleged protected information squarely at issue. And last, if CGC were to prevail in its assertion of the privilege, the Consumer Advocate would be unable to provide positions concerning whether these costs were reasonable, whether they were prudently incurred, or whether there should be any cost-sharing between CGC’s shareholders and ratepayers. Simply put, it is hard to imagine a better example of waiver of the attorney-client privilege under the *Bryan* test.

Concerning the work product doctrine, Tenn. R. Civ. P. 26.02(3) requires the following:

a party may obtain discovery of documents and tangible things otherwise discoverable under subdivision (1) of this rule and prepared in anticipation of litigation or for trial by or for another party or by or for that other party's representative (including an attorney, consultant, surety, indemnitor, insurer, or agent) only upon a showing that the party seeking discovery has substantial need of the materials in the preparation of the case and is unable without undue hardship to obtain the substantial equivalent of the materials by other means.⁸

First, CGC has failed to establish that the legal invoices and other responsive documents are protected or were prepared in anticipation of litigation. Rather, the documents are evidence pertaining to whether the costs incurred by CGC and sought for recovery from ratepayers are reasonable and prudent. Even so, pursuant to the Rule, the Consumer Advocate has established that it has a substantial need to receive these materials because they relate to costs sought by

⁸ The Rule continues that “[i]n ordering discovery of such materials when the required showing has been made, the court shall protect against disclosure of the mental impressions, conclusions, opinions, or legal theories of an attorney or other representative of a party concerning the litigation.” The Consumer Advocate has tailored its discovery request to consider that where some information may entail “mental impressions, conclusions, opinions, or legal theories of an attorney or other representative of a party concerning the litigation,” this information may be redacted.

CGC for recovery from ratepayers, and the only means by which the Consumer Advocate can carry out its statutory duty to represent ratepayers' interests is to review these documents. Without legal invoices and similar documents, the Consumer Advocate has no other way of examining the specific costs and presenting an argument for consideration by TPUC.

It is noteworthy that the Consumer Advocate's requests do not seek unbridled access to CGC's legal invoices and other responsive documents. The Consumer Advocate explicitly stated in Request No. 1-57(b) that "this request does not seek privileged information" and "[i]n instances where some information may be privileged, that information may be redacted so long as a general description of the work performed is included."⁹ In other words, the Consumer Advocate proposed that CGC withhold information that may give away its legal strategies or otherwise place the Company at a disadvantage. The request is tailored to seek only enough information to allow the Consumer Advocate to test the merits of CGC's proposal to recover all legal costs from ratepayers. Any disadvantage otherwise faced by CGC upon turning over these documents is nullified. The Company must produce its legal invoices and other documents responsive to the request.

II. THE CONSUMER ADVOCATE'S REQUESTS ARE PROPER, AND EVEN IF CGC'S OBJECTIONS WERE NOT WAIVED, THEY LACK MERIT.

Even if CGC had preserved its privilege claims, the Company is still required to produce the information. The Consumer Advocate's requests are proper, supported by Tennessee law, and reasonably calculated to lead to the discovery of admissible evidence, as demonstrated by the Company's attempts to recover all of its 2019 legal expenses from ratepayers.

CGC wields its objections to discovery in this matter as both a sword and shield. On one hand, the Company refuses to provide legal invoices and other responsive documents to justify

⁹ The Consumer Advocate reaffirmed this position in its July 1 letter to the Company.

the legal costs it incurred in 2019 and seeks to recover from ratepayers. But at the same time, CGC attempts to make a blanket claim that all legal expenses incurred in 2019 were reasonable, prudently incurred, and fully recoverable from consumers. CGC's responses further fail to reflect the Company's status as a regulated utility, the Consumer Advocate's statutory duty to represent Tennessee consumers, and the Commission's authority over the public utilities it regulates.

A. Tennessee's discovery rules and cases permit and even encourage broad discovery.

Tennessee R. Civ. P. 26.02 allows for broad discovery. Specifically, the Rule provides:

Parties may obtain discovery regarding any matter, not privileged, which is relevant to the subject matter involved in the pending action, whether it relates to the claim or defense of the party seeking discovery or to the claim or defense of any other party, including the existence, description, nature, custody, condition and location of any books, documents, or other tangible things and electronically stored information, i.e. information that is stored in an electronic medium and is retrievable in perceivable form, and the identity and location of persons having knowledge of any discoverable matter. It is not ground for objection that the information sought will be inadmissible at the trial if the information sought appears reasonably calculated to lead to the discovery of admissible evidence.¹⁰

Perhaps the most important underlying policy of discovery is "that discovery should enable the parties and the courts to seek the truth so that disputes will be decided by facts rather than by legal maneuvering."¹¹ Discovery should allow both the court and the parties to "have an intelligent grasp of the issues to be litigated and knowledge of the facts underlying them."¹² Accordingly, "[a] party seeking discovery is entitled to obtain information about any matter, not

¹⁰ Tenn. R. Civ. P. § 26.02 (emphasis added). While the rule contemplate objections based on privilege, that item has already been addressed in the previous pages.

¹¹ *White v. Vanderbilt Univ.*, 21 S.W.3d 215, 223 (Tenn. Ct. App. 1999).

¹² *Vythoulkas v. Vanderbilt Univ. Hosp.*, 693 S.W.2d 350, 356 (Tenn. Ct. App. 1985) (internal citations omitted), *superseded on other grounds by statute*, Tenn. R. Civ. P. 26.02(4)(B), *as recognized in West v. Schofield*, 460 S.W.3d 113, 125 (Tenn. 2015).

privileged, which is relevant to the subject matter involved, whether it relates to the claim or defense of the party seeking discovery or to the claim or defense of any other party.”¹³

Consistent with Tennessee’s open discovery policy, the relevancy requirement is “construed broadly to encompass any matter that bears on, or that reasonably could lead to other matters that could bear on any of the case’s issues.”¹⁴ Further, discovery is not limited to the issues raised by the pleadings.¹⁵ A party may also use discovery to: define and clarify the issues; formulate and interject additional issues into the case; determine additional causes of actions or claims against a party or a third-party; or probe a variety of fact-oriented issues unrelated to the merits of the case.¹⁶ Because of this broad policy favoring discovery, limitations on discovery should not be ordered unless the party opposing discovery can demonstrate with more than conclusory statements and generalizations that the requested discovery limitations are necessary to protect the party from annoyance, embarrassment, oppression, or undue burden and expense.¹⁷ As a general matter, the rules favor the production of the requested information in all cases where the request is reasonable.¹⁸

B. The Consumer Advocate’s discovery requests are reasonably calculated to lead to the discovery of admissible, material evidence.

When filing expert testimony, especially of positions involving the establishment of rates, the Consumer Advocate is careful to provide enough background and information to allow the Commission to fully analyze the consumers’ position. By presenting a detailed position describing what the Consumer Advocate reviewed and how it arrived at its position, the

¹³ *State ex. rel. Flowers v. Tenn. Trucking Ass’n Self Ins. Grp. Tr.*, 209 S.W.3d 602, 615 (Tenn. Ct. App. 2006) (internal citations omitted).

¹⁴ *Kuehne & Nagel, Inc. v. Preston, Skahan & Smith Int’l, Inc.*, 2002 WL 1389615, at *3 (Tenn. Ct. App. June 27, 2002) (internal citations omitted).

¹⁵ *Id.*; see also *Shipley v. Tenn. Farmers Mut. Ins. Co.*, 1991 WL 77540, at *7-*8 (Tenn. Ct. App. May 15, 1991).

¹⁶ *Shipley*, 1991 WL 77540 at *7-8.

¹⁷ *Duncan*, 789 S.W.2d at 561.

¹⁸ *Kuehne & Nagel, Inc.*, 2002 WL 1389615 at *4.

Consumer Advocate believes it is not only representing consumers to the fullest extent possible but also providing a useful framework for TPUC as it works to decide the outcome of the matter. As is the case here, the Consumer Advocate issues discovery and may submit testimony regarding the merits of a public utility's case and testing the validity of its requests. It should be noted that the discovery process is the principal procedural vehicle available to the Consumer Advocate to gather evidence and conduct analysis prior to the hearing in a matter.

In the context of this Docket, CGC seeks to adjust its rates for the first time under the ARM established in TPUC Docket No. 19-00047. Because an ARM is comprehensive in nature, these filings are akin in many respects to a general rate case. With the exception of the rate of return on equity, public utilities with an existing ARM can adjust their rates to guarantee their authorized rate of return. This entails a multitude of components, including in this case the legal costs incurred by CGC in 2019.

CGC therefore made legal costs an issue in this filing by seeking to recover these costs in their entirety. "It is through discovery that parties openly mine 'to find the truth and to prepare for the disposition of the case in favor of the party who is justly deserving of a judgment.'"¹⁹ The Consumer Advocate's discovery requests are directly tied to the needs of this case. And while the Consumer Advocate is the party attempting to access these documents via discovery, it is actually the Company that bears the burden of proving that its legal costs are reasonable and prudently incurred, and the Commission likewise needs this information for inclusion in its analysis and written order.

In *Tennessee-American Water Company v. TRA*, the Court was tasked with determining whether the Commission could split rate case expenses, including legal expenses, between

¹⁹ *Kuehne & Nagel, Inc.*, 2002 WL 1389615 at *3 (citing Irving Kaufman, *Judicial Control Over Discovery*, 28 F.R.D. 111, 125 (1962)).

shareholders and ratepayers.²⁰ While the Court eventually found in favor of the public utility bringing the appeal, it provided the following discussion in doing so:

However, the record and Final Order are devoid of the foregoing accusations made by the TRA about TAWC. **The record and Final Order do not explain what specific expenses the TRA deemed unnecessary, improvident, or improper or that the Authority closely examined the costs associated with the rate case to determine the portion to be recovered from rate payers and the portion to be born by the shareholders. Such an examination should have taken place and its results included in the record and Final Order.** Based on the lack of such findings, the TRA's decision to only include one half of the cost of the rate case in the rate was arbitrary. Accordingly, we reverse the Commission [sic] of the TRA on this issue and award TAWC the full amount of its proposed rate case expenses.²¹

Therefore, the Court did not hold that such expenses must be borne by ratepayers without fail. Instead, the Court indicated that the final order should have included “specific expenses the TRA deemed unnecessary, improvident, or improper” In fact, the Court went so far as to affirm that “[s]uch an examination should have taken place” The specific expenses contemplated by the *Tennessee-American* Court are precisely what the Consumer Advocate seeks in these discovery requests. Not only are these documents relevant, they are *required* for CGC to prove that it should recover all or a portion of these costs.

One example illustrating the importance of the provision of legal invoices and other responsive documents lies in CGC’s response to Request No. 1-57. The Company indicated that “dockets CGC outside counsel worked on included, but are not limited to . . . [TPUC Docket No.] 18-00032” That Docket was a show cause proceeding brought by the Commission’s Gas Pipeline Safety Division (“GPSD”), which cited CGC for 18 violations of federal and state regulations. Ultimately, CGC and GPSD entered into a settlement agreement whereby, among other items, CGC incurred civil penalties and was required to contribute \$50,000 to the

²⁰ 2011 WL 334678 (Tenn. Ct. App. Jan. 28, 2011).

²¹ *Id.* at 27. (Emphasis added).

Tennessee Gas Association.²² Importantly, the *Order* included that “[e]xpenses incurred by CGC for payment of the civil penalty or to TGA or the legal costs incurred by CGC associated with the Inspection Evaluation are not recoverable from Tennessee ratepayers.”²³ As CGC’s response in the current docket indicates that outside counsel provided legal work – and presumptively bills – the Consumer Advocate must be able to ensure that ratepayers are not paying the associated costs through their rates. And this is only one example of the Consumer Advocate’s need to review the documents it seeks in Request Nos. 1-56 and 1-57. These documents must be provided to test the merits of CGC’s filing and provide an opportunity for the Consumer Advocate and Commission to conduct other similar analysis.

C. While CGC may contest issues through its rebuttal testimony, the Consumer Advocate must be allowed to make its case.

In the responses CGC did provide to these discovery requests, it makes legal and factual assertions to bolster its argument that it must be allowed to recover the entirety of these costs. But CGC then seeks – through its objections – to deny the Consumer Advocate its ability to challenge recovery of any portion of these costs.

If the Consumer Advocate – upon reviewing the specific expenses sought for recovery by CGC – seeks to challenge these costs, such an argument is not a novel one. Other state regulators likewise deal with this issue. For instance, the Virginia Supreme Court established in *Lake of Woods Utility Company v. State Corporation Commission* that while the Commission cannot use its power to, in effect, manage a utility, it has a “reasonable discretion to disallow any part of expenses incurred where the evidence shows such expenses are exorbitant, unnecessary,

²² *Order Approving Settlement Agreement*, TPUC Docket No. 18-00032 (January 24, 2019).

²³ *Id.* at 4. (Emphasis added).

wasteful, or extravagant.”²⁴ Accordingly, costs can be eliminated from an award of rate case expenses when the public utility seeking to recover them fails to sufficiently justify them through evidence and other documents.²⁵ Rate case expenses can also be disallowed if the requested amount appears incongruent with the needs of the litigated case.²⁶ In Kentucky, that Commission similarly grants recovery of reasonable rate case expenses as necessary costs of doing business but also disallows costs when disproportionate to the litigation, poorly documented, or improper on a procedural basis.²⁷ And in Missouri, that state’s regulator has adopted a 50/50 sharing of rate case expenses (excluding the costs of Commission required notice), to incentivize better cost management.²⁸

By seeking legal invoices and other relevant documents, the Consumer Advocate is not seeking to limit CGC’s arguments concerning the recovery of costs (as CGC seeks to limit the Consumer Advocate’s potential to lodge an argument). And the treatments of legal expenses prescribed by other states are not listed in this *Motion* to prove at this stage that some or all costs

²⁴ See 286 S.E.2d 201, 206 (Va. 1982) (citing *Norfolk v. Chesapeake and Potomac Tel. Co. of Virginia*, 64 S.E.2d 772, 783–84 (Va. 1951)).

²⁵ See *Application of Caroline Water Co., Inc. d/b/a Ladysmith Water Co.*, No. PUE200200094, 2004 WL 3512765, at *13 (Va. State Corp. Comm’n Sept. 24, 2004) (holding that one third of expenses should be eliminated when awarding rate case expenses because the utility had little supporting evidence).

²⁶ See *Application of Skyline Water Co., Inc.*, No. PUE-2005-00039, 2006 WL 684192 (Va. State Corp. Comm’n Mar. 8, 2006) (holding that even if the requested fees were truly incurred when litigating, the award should be reduced because “ratepayers cannot be the guarantors of whatever the Company might choose to spend for rate case expense.”)

²⁷ See *Elec. Application of Monroe Cty. Water Dist. for Rate Adjustment Pursuant to 807 Kar 5:076*, No. 2017-00070, 2018 WL 471836, at *9 (Ky. Pub. Serv. Comm’n Jan. 12, 2018); see also *Proposed Adjustment of the Wholesale Water Serv. Rates of City of Danville*, No. 2014-00392, 2015 WL 4881844, at *4 (Ky. Pub. Serv. Comm’n Aug. 13, 2015) (denying rate case expenses when the city failed to both properly amend its application and give notification of intent to recover via surcharges on customers); *Proposed Adjustment of the Wholesale Serv. Rates of Hopkinsville Water Env’t Auth.*, No. 2009-00373, 2010 WL 2708159, at *7 (Ky. Pub. Serv. Comm’n July 2, 2010) (disallowing requested rate case expenses when legal expenses and special counsel fees near doubled that of previous cases because they were disproportionate to needs of the case); *Proposed Adjustment of the Wholesale Water Serv. Rates of Frankfort Elec. & Water Plant Bd.*, No. 2008-00250, 2009 WL 9041191, at *4-5 (Ky. Pub. Serv. Comm’n Apr. 6, 2009) (holding that rate case expenses were not permitted when plant board failed to provide detailed invoices because it bore the burden of demonstrating the reasonableness of the expenses).

²⁸ See *Laclede Gas Company’s Request to Increase Its Revenues for Gas Serv. in the Matter of the Laclede Gas Co. d/b/a Missouri Gas Energy’s Request to Increase Its Revenues for Gas Serv.*, No. GR-2017-0215, 2018 WL 1315107, at *34-35 (Mo. Pub. Serv. Comm’n Feb. 21, 2018).

should be excluded; this is a motion to compel discovery, not a summary judgment motion. Instead, the Consumer Advocate would show only that the issue is appropriate for consideration by this Commission and requests the means to assess this regulated public utility's request.

Other public utilities in Tennessee have provided the information sought here by the Consumer Advocate. While the Consumer Advocate has identified examples of such documents filed under various protective orders and therefore improper for disclosure publicly in this proceeding, the Consumer Advocate has located a set of detailed legal invoices filed publicly with the Commission. In TPUC Docket No. 12-00030, Commission Staff issued a data request to a utility company for information related to attorneys' fees. The utility submitted detailed legal invoices for TPUC Staff's review with some information believed to be privileged redacted, just as the Consumer Advocate has requested in this proceeding.²⁹ The utility company in that proceeding correctly recognized that such documents should be submitted. CGC must follow suit.

CONCLUSION

CGC waived any privilege claims that may have existed over legal invoices and other similar responsive documents by bringing this action and seeking to recover the costs from ratepayers. Even if the Company had not done so, the Company must support its request and meet its burden of proof to justify these costs. Further, the Consumer Advocate's requests are appropriate and conform with Tennessee's law favoring the broad provision of information.

Therefore, the Consumer Advocate respectfully requests that the Hearing Officer grant this *Motion to Compel Discovery* and order CGC to withdraw any surviving objections and to

²⁹ **Exhibit B**, *Response of Branstetter, Stranch, and Jennings to Staff Data Requests*, TPUC Docket No. 12-00030 (February 8, 2013) (publicly available at <http://share.tn.gov/tra/orders/2012/1200030bv.pdf>).

provide complete and accurate responses, including legal invoices and other similar documents,
in response to CA Request Nos. 1-56 and 1-57.

RESPECTFULLY SUBMITTED,

HERBERT H. SLATERY III

Attorney General and Reporter
State of Tennessee

A handwritten signature in black ink, appearing to read "D. P. Whitaker, III", is written over a horizontal line.

DANIEL P. WHITAKER III (BPR No. 035410)

Assistant Attorney General

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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing was served via U.S. Mail or electronic mail upon:

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This the 24th day of July, 2020.



DANIEL P. WHITAKER III
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EXHIBIT A

STATE OF TENNESSEE

Office of the Attorney General



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**Re: TPUC Docket No. 20-00049, Chattanooga Gas Company's Responses to the
Consumer Advocate's First Set of Discovery Requests**

Dear Messrs. Self and Luna:

I hope that you are well. I write to address certain deficiencies in Chattanooga Gas Company, Inc.'s ("CGC" or "Company") *Responses and Objections to the First Discovery Request of the Consumer Advocate*. It is my hope that we can work together to remedy these deficiencies without the need to bring a discovery dispute to the Hearing Officer in this matter.

As you know, the Consumer Advocate Unit in the Financial Division of the Office of the Tennessee Attorney General ("Consumer Advocate") issued its *First Set of Discovery Requests to Chattanooga Gas Company* on June 12, 2020. Pursuant to the *Procedural Schedule* in place, CGC filed its responses on June 23, 2020. I would like to note that the Company responded to many discovery requests and also indicated it did not object to the Consumer Advocate issuing more than forty requests in the first round of discovery. While the subject of this letter concerns deficiencies in two of the responses to those items, I would be remiss if I did not also include our thanks for the work you and your client put into responding to the majority of these items.

As further explained below, the Consumer Advocate requests that CGC review the concerns outlined in this letter and supplement its responses and production of documents pertaining to two items – Nos. 1-56 and 1-57. We request this supplementation by close of

business Monday, July 6, 2020, in order to address this situation promptly and avoid the Consumer Advocate filing a motion to compel discovery.

Request No. 1-56

Request No. 1-56 seeks the following information:

1-56. The Company proposes to recover the entirety of legal costs and expenses for Dockets Nos. 18-00035 and 19-00047:

- a. Provide a comprehensive narrative describing why these expenses should not be split in some fashion between ratepayers and CGC's shareholders; and*
- b. Provide support, including all relevant documents, for the legal costs incurred by outside vendors and by CGC in 2019 in the current matter and sought for recovery.*

CGC objected to this request, accusing the item of being “a thinly veiled request for CGC’s legal opinion” and for calling for CGC to provide “a different regulatory treatment that would be contrary to Tennessee law.” It is not. Rather, as with many other requests to which the Company did respond, the Consumer Advocate simply requested CGC to provide justification for the regulatory treatment it requests this Commission to approve and for the corresponding portion of rates it seeks to charge ratepayers.

CGC also objected to subpart (b) on the basis of the attorney-client privilege and the attorney work product privilege.¹ First, while CGC lodged its objection based on the attorney-client privilege, it failed to comply with the Tennessee Rules of Civil Procedure when it failed to provide a privilege log.² Doing so is necessary for a requesting party and/or a tribunal to assess the merits of the assertion.

But even if a privilege log had been provided, this would not cure the deficiency in the responses. The Company can easily provide some information that is responsive to the request while maintaining certain information as confidential. For ease of reference, we will discuss this topic along with the points provided below.

¹ Notwithstanding the objection, CGC indicated that some responsive information would be presented in the Company’s Confidential Attachment to Response No. 1-57.

² Tenn. R. Civ. P. 20.02(5) (“When a party withholds information otherwise discoverable under the rules by claiming that it is privileged or subject to protection as trial preparation material, the party shall make the claim expressly and shall describe the nature of the documents, communications, or things not produced or disclosed in a manner that, without revealing information itself privileged or protected, will enable other parties to assess the applicability of the privilege protection.”)

Request No. 1-57

In a similar vein to Request No. 1-56, Request No. 1-57 seeks the following:

1-57. Produce all legal invoices and similar documents incurred in 2019 from outside vendors. The documents should be provided in a way that identifies the following:

- a. The corresponding docket(s) that the invoice relates to;*
- b. The general nature of work provided on the docket (note that to the extent that the attorney-client privilege may apply, this request does not seek privileged information. In instances where some information may be privileged, that information may be redacted so long as a general description of the work performed is included); and*
- c. The billed amount/cost of the work performed in total and on an hourly basis.*

Again, CGC provided objections based on the attorney-client privilege and attorney work product privilege. The Company failed to note, however, that the request – as drafted by the Consumer Advocate – contemplates that some information would be redacted on these grounds. In order to carry its burden of proof to recover these expenses – just as it would with any other expenses – some information detailing and justifying the expenditures must be provided.

For example, while the topic of a letter from the attorney to a client may be deemed confidential and thus redacted, the amount of time that the attorney billed to draft the letter along with a generic description that does not give away the substantive information held in confidence between attorney and client should be provided. Moreover, as CGC is a regulated public utility that has appeared before the Commission in numerous dockets (including, for example, a show cause proceeding brought by TPUC related to compliance with pipeline safety regulations), it is imperative that CGC provide the related docket to which the costs were incurred in order to test whether the costs were reasonable and prudently incurred.

Therefore, please provide responsive documents, including but not limited to the detailed invoices or bills sent by CGC's outside counsels to the Company with privileged information redacted to allow the Consumer Advocate to make a proposal and the Commission to make a determination of whether the costs were reasonable and prudently incurred.

Conclusion

We request that you remedy these deficiencies by providing full and complete responses to the items outlined above as soon as possible, **but by no later than close-of-business on**

Letter to Counsel for CGC
Page 4
July 1, 2020

Monday, July 6, 2020, so we may avoid the necessity of filing a motion to compel discovery with the Commission. If you have any questions, please do not hesitate to contact me.

Sincerely,

A handwritten signature in dark ink, appearing to read "D P Whitaker, III". The signature is fluid and cursive, with the "III" written as a small superscript.

Daniel P. Whitaker, III
Assistant Attorney General

cc: James P. Urban, Deputy AG
Vance L. Broemel, Senior AAG
Karen H. Stachowski, AAG
David N. Dittmore
Paul Teague
Elizabeth Wade

EXHIBIT B

BRANSTETTER, STRANCH & JENNINGS, PLLC

ATTORNEYS AT LAW
227 SECOND AVENUE NORTH
FOURTH FLOOR

NASHVILLE, TENNESSEE 37201-1631
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CECIL D. BRANSTETTER, SR.
C. DEWEY BRANSTETTER, JR.
RANDALL C. FERGUSON
R. JAN JENNINGS*
JOE P. LENISKI, JR.
DONALD L. SCHOLTES
MIKE STEWART
JAMES G. STRANCH, III
J. GERARD STRANCH, IV
MICHAEL J. WALL

ASSOCIATES:
KARLA M. CAMPBELL
BEN GASTEL*
STACEY K. SKILLMAN **

OF COUNSEL:
ROBERT E. RICHARDSON, JR. ***

February 8, 2013

* ALSO ADMITTED IN GA
** ALSO ADMITTED IN KY
*** ONLY ADMITTED IN OH

Ms. Sharla Dillon
Docket Room Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Via Hand Delivery

Re: Petition of Laurel Hills Condominiums Property Owners Association for a
Certificate of Public Convenience and Necessity
Docket No. 12-00030

Dear Sharla:

I have enclosed an original and five copies of the Response of Branstetter, Stranch & Jennings to Staff Data Requests.

This Response and this cover letter are being filed electronically by electronic mail this same date. Please return the additional copy of the Response stamp filed to me.

Thank you for your assistance.

Sincerely yours,



BENJAMIN A. GASTEL

Enclosure

c: Shiva Bozarth
John J. Baroni
Melanie Davis
Robert Schwerer
Michael McClung

**IN THE TENNESSEE REGULATORY AUTHORITY
AT NASHVILLE, TENNESSEE**

| | | |
|--------------------------------------|---|----------------------------|
| IN RE: |) | |
| PETITION OF LAUREL HILLS |) | |
| CONDOMINIUMS PROPERTY OWNERS |) | DOCKET NO. 12-00030 |
| ASSOCIATION FOR A CERTIFICATE |) | |
| OF PUBLIC CONVENIENCE AND |) | |
| NECESSITY | | |

BRANSTETTER, STRANCH, & JENNINGS RESPONSE TO STAFF DATA REQUESTS

On January 31, 2013, Branstetter, Stranch, and Jennings, PLLC ("BSJ") received a staff data request in the above-identified docket seeking information related to the attorney's fees incurred by the Petitioner in prosecution of its Petition. This is BSJ's response to that request.

Attached as Exhibit A is the fees billed and unbilled through January 31, 2013 in the matter along with narratives associated with the work performed by each time keeper. Where necessary, narratives have been redacted to preserve attorney-client and work-product privileges. Also attached as Exhibit B is a similar spreadsheet for fees billed and unbilled to Laurel Hills for ongoing legal matters including two pending cases in Cumberland County.

The time keepers that have worked on these matters include attorneys Benjamin Gastel and Don Scholes and paralegal Ryan Cheng.

Staff also requested that BSJ provide an estimate on anticipated fees to conclude the proceeding. BSJ anticipates expending at least \$12,000 more in time, representing approximately 50 hours for Mr. Gastel and 15 hours for Mr. Scholes in finalizing this proceeding. This is a reasonable estimation given that Mr. Gastel has already expended 10 hours of time so far in February (and not captured on the attached spreadsheets which only go through January 31) and Mr. Scholes plans on attending and participating in the hearing scheduled for

February 13. Significant amounts of time will also likely be devoted to drafting and editing the post-hearing briefs currently anticipated under the current Pre-Hearing Order.

For the TRA's convenience, the below chart summarizes BSJ's fees and expenses:

| | TRA Proceeding | | Other Matters | |
|---------------|----------------|-----------|---------------|-----------|
| Billed Fees | \$ | 35,305.00 | \$ | 52,700.00 |
| Unbilled Fees | \$ | 3,135.00 | \$ | 435.00 |
| Expenses | \$ | 605.39 | \$ | 1,216.18 |
| Anticipated | \$ | 12,000.00 | | -- |
| Total | \$ | 51,045.39 | \$ | 53,135.00 |

This information is gleaned from the amounts reflected in Exhibits A and B.

DATED: February 8, 2013

RESPECTFULLY SUBMITTED,



DONALD L. SCHOLES
BENJAMIN A. GASTEL
Branstetter, Stranch & Jennings, PLLC
227 Second Avenue North
Fourth Floor
Nashville, TN 37201-1631

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and exact copy of the foregoing was served upon
the following via United States Mail:

Shiva Bozarth, General Counsel
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

John J. Baroni, Esq
Consumer Advocate Division Office of
the Attorney General
P.O. Box 20207
425 5th Avenue North, 2nd Floor
Nashville, TN 37243-0500

Melanie Davis
Kizer & Black Attorneys, PLLC
329 Cates St.
Maryville, TN 37801

This the 8th day of February, 2013



Benjamin A. Gastel

EX. A BSJ Response to Staff Data Request

| | | | | | | | |
|---------|------------|--------------------------------|-------|------|----------|-------------|--|
| Client: | 004504 | LAUREL HILLS CONDO. ASSOCIATIO | | | | | |
| Matter: | 12400 | TRA Regulatory Proceeding | | | | | |
| Matter | Date | Timek Bill | Hours | Rate | Amount | Narrative | |
| 12400 | 07/16/2012 | BG | 47953 | 1.40 | \$150.00 | \$ 210.00 | Confer with TRA regarding CCN process and show cause hearing; confer with counsel regarding same; review TN rules regarding appellate procedure; draft memo to client regarding same |
| 12400 | 07/19/2012 | DLS | 47953 | 1.00 | \$300.00 | \$ 300.00 | Prepare Notice of Reinstatement and finalize temporary tariff; Call with Greg Logue on Chancellor's statements in Community Club case; Conference with Ben Gastel about next steps to take on TRA Petition proceeding |
| 12400 | 07/19/2012 | RCHG | 47953 | 0.30 | \$100.00 | \$ 30.00 | Prepare Notice and cover letter for filing at TRA; Email to Sharla Dillon |
| 12400 | 07/26/2012 | BG | 47953 | 3.50 | \$150.00 | \$ 525.00 | Draft and edit amended petition; draft and edit amended tariff; confer with TRA counsel regarding petition; confer with counsel regarding same; research regarding standard terms and conditions regarding water service tariffs |
| 12400 | 07/27/2012 | BG | 47953 | 0.70 | \$150.00 | \$ 105.00 | Confer with client regarding case status; draft and edit amended complaint |
| 12400 | 07/30/2012 | BG | 47953 | 1.90 | \$150.00 | \$ 285.00 | Draft and edit amended petition; review documents from client regarding same; confer with Roger York regarding outstanding bill to Crab Orchard Utility District; confer with counsel regarding case status |
| 12400 | 07/31/2012 | DLS | 47953 | 2.00 | \$300.00 | \$ 600.00 | Revise Amended Petition for CCN and tariff for filing |
| 12400 | 08/02/2012 | BG | 48139 | 1.30 | \$150.00 | \$ 195.00 | Confer with client regarding changes to amended petition; correspondence with TRA regarding case status and filing of amended petition; draft and edit proposed agreed order for case pending in Cumberland County Chancery Court; confer with counsel regarding same |
| 12400 | 08/03/2012 | DLS | 48139 | 1.00 | \$300.00 | \$ 300.00 | Finalize amended petition for certificate and proposed tariff |
| 12400 | 08/06/2012 | BG | 48139 | 1.20 | \$150.00 | \$ 180.00 | Draft and edit correspondence to Roger York; review correspondence from Laurel Hills; confer with counsel regarding cas status |
| 12400 | 08/07/2012 | BG | 48139 | 1.70 | \$150.00 | \$ 255.00 | Review correspondence from TRA; confer with counsel regarding same; finalize and send letter to Roger York; review materials sent from Michael McClung; review TRA process for responding to data requests; confer with counsel for TRA regarding status of petition; review joint motion and order to stay show cause hearing |
| 12400 | 08/13/2012 | BG | 48306 | 0.20 | \$150.00 | \$ 30.00 | Review TRA hearing docket; confer with counsel regarding same |
| 12400 | 08/15/2012 | BG | 48139 | 0.30 | \$150.00 | \$ 45.00 | Confer with TRA regarding status conference |
| 12400 | 08/16/2012 | DLS | 48139 | 0.20 | \$300.00 | \$ 60.00 | E-mail with Ben Gastel on status of discovery and staff request |
| 12400 | 08/17/2012 | BG | 48139 | 0.80 | \$150.00 | \$ 120.00 | Review letter from Crab Orchard; confer with counsel regarding same; confer with TRA regarding data requests, status conference, and Crab Orchard letter; draft and edit letter back to Crab Orchard utility district |
| 12400 | 08/20/2012 | BG | 48139 | 0.30 | \$150.00 | \$ 45.00 | Confer with TRA counsel regarding payments to Crab Orchard Utility District |
| 12400 | 08/21/2012 | BG | 48139 | 1.50 | \$150.00 | \$ 225.00 | Draft and edit letter to Melanie Davis regarding pending docket setting in Cumberland County; confer with client regarding case status; review letter from Crab Orchard counsel; research TN law regarding termination of service to a water provider; confer with TRA regarding intervenors; review TRA proceedings regarding objections to intervenors |
| 12400 | 08/22/2012 | BG | 48306 | 1.20 | \$150.00 | \$ 180.00 | Confer with client regarding TRA hearing and status of hearing; review correspondence from Melanie Davis; confer with counsel regarding same; review customers |
| 12400 | 08/23/2012 | BG | 48139 | 3.40 | \$150.00 | \$ 510.00 | Prepare for, travel to and from, and attend TRA scheduling hearing; draft and edit proposed stipulation with customer intervenors; draft and edit correspondence; review previous TRA data requests; confer with counsel regarding same |
| 12400 | 08/23/2012 | DLS | 48139 | 2.20 | \$300.00 | \$ 660.00 | Attend scheduling conference at TRA; E-mails and conference with Ben Gastel on preparing pre-filed testimony for Mike McClung and what this involves |
| 12400 | 08/27/2012 | DLS | 48139 | 2.30 | \$300.00 | \$ 690.00 | Revise Stipulation; Review Melanie Davis' response to Stipulation; E-mails and calls with counsel for all of the parties on agreeing upon a schedule for the scheduling order |
| 12400 | 08/27/2012 | RCHG | 48139 | 0.40 | \$100.00 | \$ 40.00 | Prepare Certificate of Service on Stipulation and cover letter to Sharla Dillon; Email to Sharla Dillon |
| 12400 | 08/28/2012 | DLS | 48139 | 4.30 | \$300.00 | \$ 1,290.00 | Prepare e-mail to hearing officer on dates for scheduling order; Receive and review information to respond to TRA Staff Information Request; Call with Mike McClung and Rob Schwere about information request and responding to it; Call to Paul Greene with TRA about information request |
| 12400 | 08/29/2012 | DLS | 48139 | 5.60 | \$300.00 | \$ 1,680.00 | Prepare Response to TRA Staff Information Request and prepare pre-filed testimony for Mike McClung |
| 12400 | 08/30/2012 | DLS | 48139 | 5.30 | \$300.00 | \$ 1,590.00 | Prepare Response to TRA Staff Information Request and prepare pre-filed testimony for Mike McClung; E-mails with Mike McClung on Response |
| 12400 | 08/30/2012 | DLS | 48139 | 3.30 | \$300.00 | \$ 990.00 | Prepare Response to TRA Staff Information Request and prepare pre-filed testimony for Mike McClung |
| 12400 | 09/02/2012 | DLS | 48306 | 3.00 | \$300.00 | \$ 900.00 | Prepare response to TRA request; Revise McClung Direct Testimony; Review financial information from Lansford and Stephens; E-mail McClung Direct Testimony to him to review |
| 12400 | 09/04/2012 | DLS | 48306 | 3.50 | \$300.00 | \$ 1,050.00 | Prepare response to TRA request; Revise McClung Direct Testimony; Review financial information from Lansford and Stephens; E-mail with Mike McClung on his Direct Testimony |
| 12400 | 09/04/2012 | RCHG | 48306 | 1.10 | \$100.00 | \$ 110.00 | Prepare draft of Response to Staff Data Request |

EX. A BSJ Response to Staff Data Request

| | | | | | | | |
|---------|------------|--------------------------------|-------|------|----------|-------------|---|
| Client: | 004504 | LAUREL HILLS CONDO. ASSOCIATIO | | | | | |
| Matter: | 12400 | TRA Regulatory Proceeding | | | | | |
| Matter | Date | Timek Bill | Hours | Rate | Amount | Narrative | |
| 12400 | 09/05/2012 | RCHG | 48306 | 0.50 | \$100.00 | \$ 50.00 | Revise Response to Staff Data Request |
| 12400 | 09/05/2012 | DLS | 48306 | 4.00 | \$300.00 | \$ 1,200.00 | E-mails with Mike McClung and Lansford and Stephens for responses to TRA Staff Request; Review information and documents from Mike McClung and Lansford and Stephens for Response and prepare Reponse and McClung prefilled testimony |
| 12400 | 09/06/2012 | DLS | 48306 | 1.20 | \$300.00 | \$ 360.00 | Prepare Mike McClung prefilled testimony and e-mail to him for review |
| 12400 | 09/06/2012 | RCHG | 48306 | 0.40 | \$100.00 | \$ 40.00 | Prepare cover letter to Sharla Dillon (TRA) on Pre-filed Testimony of Michael McClung; Email to Sharla Dillon (TRA) |
| 12400 | 09/07/2012 | RCHG | 48306 | 0.40 | \$100.00 | \$ 40.00 | Prepare cover letter to Sharla Dillon (TRA) on Response to Staff Data Request; Email to Sharla Dillon (TRA) |
| 12400 | 09/07/2012 | DLS | 48306 | 3.20 | \$300.00 | \$ 960.00 | Prepare Response to TRA Staff Request; Review spreadsheets from Lansford and Stephens for Response; Prepare letter to Roger York in response to his letter regarding the termination of service to Laurel Hills |
| 12400 | 09/10/2012 | DLS | 48306 | 0.40 | \$300.00 | \$ 120.00 | E-mail from Mike McClung and conference with Ben Gastel on Microbac invoice and ledger |
| 12400 | 09/17/2012 | DLS | 48306 | 0.40 | \$300.00 | \$ 120.00 | Review CAPD discovery request and e-mail to Ben Gastel about responding |
| 12400 | 09/18/2012 | DLS | 48306 | 0.80 | \$300.00 | \$ 240.00 | Review draft responses to CAPD discovery requests and conference with Ben Gastel on these responses |
| 12400 | 09/18/2012 | RCHG | 48306 | 0.80 | \$100.00 | \$ 80.00 | Review, print and organize pleadings for BG |
| 12400 | 09/18/2012 | BG | 48306 | 1.90 | \$150.00 | \$ 285.00 | Review AG's data requests; confer with counsel regarding data requests; draft and edit data requests; confer with clients regarding data requests; review previously filed material filed in response to TRA data requests and initial testimony of Mike McClung |
| 12400 | 09/19/2012 | BG | 48306 | 2.80 | \$150.00 | \$ 420.00 | Confer with Mike McClung regarding testimony and responses to CAG responses; draft and edit responses to CAG requests; confer with counsel regarding same; confer with TRA counsel regarding status of case in Cumberland County and status of Petition; confer with counsel regarding same |
| 12400 | 09/19/2012 | DLS | 48306 | 0.50 | \$300.00 | \$ 150.00 | Conference with Ben Gastel on responses to CAPD discovery requests and Intervenor's requests |
| 12400 | 09/20/2012 | DLS | 48306 | 0.20 | \$300.00 | \$ 60.00 | Conference with Ben Gastel on the objections to the CAPD and Intervenor's discovery requests |
| 12400 | 09/20/2012 | BG | 48306 | 1.70 | \$150.00 | \$ 255.00 | Draft and edit responses to CAG data requests; review requests propounded by Laurel Hills customer |
| 12400 | 09/21/2012 | BG | 48306 | 0.70 | \$150.00 | \$ 105.00 | Draft and edit changes to CAG responses |
| 12400 | 09/24/2012 | DLS | 48306 | 0.20 | \$300.00 | \$ 60.00 | Conference with Ben Gastel on response to CAPD discovery request |
| 12400 | 09/24/2012 | BG | 48306 | 5.20 | \$150.00 | \$ 780.00 | Draft and edit discovery responses; confer with counsel regarding same; confer with client regarding same; prepare filing at TRA; review scheduling order and timeline for hearing |
| 12400 | 09/25/2012 | BG | 48306 | 6.30 | \$150.00 | \$ 945.00 | Draft and edit discovery requests; confer with counsel from TRA regarding case status; review documents produced by client; confer with client regarding discovery requests |
| 12400 | 09/25/2012 | DLS | 48306 | 1.00 | \$300.00 | \$ 300.00 | Review responses to CAPD discovery requests and conference with Ben Gastel on the responses |
| 12400 | 09/25/2012 | RCHG | 48306 | 0.50 | \$100.00 | \$ 50.00 | Prepare Response for filing with the TRA; Prepare cover letter to Sharla Dillon (TRA); Email to Sharla Dillon (TRA) on Response |
| 12400 | 09/26/2012 | RCHG | 48306 | 0.60 | \$100.00 | \$ 60.00 | Proof and revise Response To Intervenor Discovery Requests; Prepare cover letter to Sharla Dillon (TRA); Email to TRA for filing Response |
| 12400 | 09/26/2012 | BG | 48306 | 5.20 | \$150.00 | \$ 780.00 | Draft and edit discovery requests; serve discovery requests; review documents produced by Mike McClung; review promissory note; confer with counsel regarding scheduling |
| 12400 | 09/26/2012 | DLS | 48306 | 0.50 | \$300.00 | \$ 150.00 | Review responses to Supplemental TRA Staff Request and Intervenor's discovery request prepared by Ben Gastel |
| 12400 | 09/27/2012 | DLS | 48306 | 0.30 | \$300.00 | \$ 90.00 | Conference with Ben Gastel on response to discovery request and request to depose Everett Bolin |
| 12400 | 09/27/2012 | BG | 48306 | 2.20 | \$150.00 | \$ 330.00 | Draft and edit final discovery responses; confer with client regarding 1972 deed related to covenants of water system; confer with CAD and customer intervenors regarding a modified schedule; confer with staff regarding same; finalize and serve discovery responses |
| 12400 | 09/28/2012 | BG | 48306 | 1.70 | \$150.00 | \$ 255.00 | Conference call with TRA regarding modifying the schedule; confer with counsel regarding same; draft and edit letter to Roger York; confer with counsel regarding same; draft and edit objection to deposition |
| 12400 | 10/01/2012 | RCHG | 48426 | 0.50 | \$100.00 | \$ 50.00 | Prepare Response to Customer Intervenor's Request for Subpoena for filing and cover letter to Sharla Dillon (TRA); Email to Sharla Dillon |
| 12400 | 10/01/2012 | BG | 48426 | 0.50 | \$150.00 | \$ 75.00 | Finalize and file final version of objections to Crab Orchard subpoena |
| 12400 | 10/01/2012 | DLS | 48426 | 0.80 | \$300.00 | \$ 240.00 | Review Intervenor's Response to TRA Staff Request and conference with Ben Gastel about response; Review recent TRA filings by the parties |
| 12400 | 10/02/2012 | BG | 48426 | 0.60 | \$150.00 | \$ 90.00 | Review direct testimony filed by customer intervenors; review filings by attorney general |
| 12400 | 10/03/2012 | BG | 48426 | 0.90 | \$150.00 | \$ 135.00 | Review testimony filed by John Moore and the Attorney General; confer with counsel and client regarding same |
| 12400 | 10/04/2012 | BG | 48426 | 0.40 | \$150.00 | \$ 60.00 | Confer with counsel regarding rebuttal testimony; review testimony filed by customer intervenors |

EX. A BSJ Response to Staff Data Request

| Client: | 004504 | LAUREL HILLS CONDO. ASSOCIATIO | | | | | |
|---------|------------|--------------------------------|-------|------|----------|-----------|--|
| Matter: | 12400 | TRA Regulatory Proceeding | | | | | |
| Matter | Date | Timek Bill | Hours | Rate | Amount | Narrative | |
| 12400 | 10/04/2012 | DLS | 48426 | 0.50 | \$300.00 | \$ 150.00 | Review filings with TRA and conference with Ben Gastel on the date for filing of rebuttal testimony |
| 12400 | 10/05/2012 | DLS | 48426 | 0.70 | \$300.00 | \$ 210.00 | Review scheduling order and conference with Ben Gastel on order |
| 12400 | 10/05/2012 | BG | 48426 | 0.40 | \$150.00 | \$ 60.00 | Draft and edit rebuttal testimony; review revised scheduling order; confer with Mike McClung regarding same |
| 12400 | 10/11/2012 | BG | 48426 | 1.20 | \$150.00 | \$ 180.00 | Draft and edit discovery responses; review documents regarding same; review TRA hearing procedures related to discovery |
| 12400 | 10/11/2012 | DLS | 48426 | 0.50 | \$300.00 | \$ 150.00 | Review second discovery request by intervenors and conference with Ben Gastel on TRA rule which limits the number of discovery requests |
| 12400 | 10/12/2012 | BG | 48426 | 0.70 | \$150.00 | \$ 105.00 | Confer with client regarding TRA proceedings; draft and edit discovery requests; draft and edit discovery responses; confer with client regarding same |
| 12400 | 10/15/2012 | BG | 48426 | 1.80 | \$150.00 | \$ 270.00 | Draft and edit discovery requests; confer with counsel regarding requests; confer with client regarding case status; confer with client regarding discovery requests; confer with opposing counsel regarding discovery requests; review discovery requests served by Customer Intervenor; review scheduling order regarding same |
| 12400 | 10/15/2012 | DLS | 48426 | 0.40 | \$300.00 | \$ 120.00 | Review and make comments on discovery request to intervenors prepared by Ben Gastel |
| 12400 | 10/16/2012 | DLS | 48426 | 0.40 | \$300.00 | \$ 120.00 | Conference with Ben Gastel and research on REDACTED. |
| 12400 | 10/16/2012 | BG | 48426 | 0.40 | \$150.00 | \$ 60.00 | Confer with counsel regarding REDACTED; confer with Shiva Bozart of TRA regarding covenant and deed restrictions; confer with client regarding REDACTED |
| 12400 | 10/17/2012 | BG | 48426 | 0.50 | \$150.00 | \$ 75.00 | Confer with opposing counsel regarding case status; review documents sent by client regarding REDACTED; review REDACTED |
| 12400 | 10/19/2012 | BG | 48426 | 1.80 | \$150.00 | \$ 270.00 | Draft and edit objections to discovery; prepare for hearing on Monday; confer with client regarding REDACTED |
| 12400 | 10/19/2012 | RCHG | 48426 | 0.50 | \$100.00 | \$ 50.00 | Prepare cover letter to Sharla Dillon (TRA); Email to Sharla Dillon on Objections; File Objections with TRA |
| 12400 | 10/19/2012 | DLS | 48426 | 0.60 | \$300.00 | \$ 180.00 | Internal conference with Ben Gastel on restrictive covenants of Renegade Mountain which address the water system and on objections to discovery requests of Intervenor |
| 12400 | 10/22/2012 | DLS | 48426 | 0.40 | \$300.00 | \$ 120.00 | Conference with Ben Gastel on Motion to Compel by Intervenor |
| 12400 | 10/23/2012 | BG | 48426 | 0.60 | \$150.00 | \$ 90.00 | Correspondence with client regarding matter; review bank statements in TRA case for basis of denying payment to Crab Orchard; confer with counsel regarding same; review rules of TRA REDACTED. |
| 12400 | 10/24/2012 | BG | 48426 | 2.50 | \$150.00 | \$ 375.00 | Review documents produced to TRA regarding money outlays of Laurel Hills; teleconference with client regarding REDACTED; review definition of public utility under TN law; review REDACTED. |
| 12400 | 10/24/2012 | DLS | 48426 | 0.30 | \$300.00 | \$ 90.00 | Internal conference with Ben Gastel before his conference call with client |
| 12400 | 10/25/2012 | DLS | 48426 | 0.30 | \$300.00 | \$ 90.00 | Conference with Ben Gastel on issues surrounding REDACTED |
| 12400 | 10/25/2012 | BG | 48426 | 1.20 | \$150.00 | \$ 180.00 | Draft and edit order on interlocutory appeal; review notes regarding same; review motion regarding same; review Tennessee Rules of Appellate Procedure; confer with opposing counsel regarding same; confer with Attorney General regarding water tower accounting |
| 12400 | 10/30/2012 | BG | 48426 | 0.30 | \$150.00 | \$ 45.00 | Review and finalize and file final version of agreed order |
| 12400 | 10/30/2012 | RCHG | 48426 | 0.40 | \$100.00 | \$ 40.00 | Prepare cover letter to Clerk; Review Agreed Order |
| 12400 | 10/31/2012 | BG | 48426 | 0.40 | \$150.00 | \$ 60.00 | Review motion to compel filed by Intervenor; review TN law on scope of discovery |
| 12400 | 11/02/2012 | DLS | 48559 | 0.40 | \$300.00 | \$ 120.00 | Review Motion to Compel and conference with Ben Gastel on how to respond |
| 12400 | 11/02/2012 | RCHG | 48559 | 0.90 | \$100.00 | \$ 90.00 | Revise Response to 2nd & 3rd DISC Requests of Customer Intervenor; Prepare cover letter to TRA, Email to Sharla Dillon (TRA) |
| 12400 | 11/02/2012 | BG | 48559 | 0.80 | \$150.00 | \$ 120.00 | Draft and edit final version of motion to compel; confer with counsel regarding same; draft and edit letter regarding filing; prepare and file motion to compel and discovery; serve motion to compel and discovery |
| 12400 | 11/05/2012 | BG | 48559 | 0.80 | \$150.00 | \$ 120.00 | Review correspondence from hearing officer; confer with client regarding TRA request; confer with opposing counsel regarding wednesday's hearing and outstanding discovery issues |
| 12400 | 11/06/2012 | BG | 48559 | 1.50 | \$150.00 | \$ 225.00 | Prepare for hearing; confer with counsel regarding same; confer with client regarding hearing |
| 12400 | 11/07/2012 | BG | 48559 | 4.20 | \$150.00 | \$ 630.00 | PREPARE for hearing; research regarding meaning of possession custody or control as that term is used in TRCP 34.01; confer with counsel regarding hearing; review previous filings of discovery; confer with opposing counsel regarding discovery and supplemental discovery responses |
| 12400 | 11/08/2012 | BG | 48559 | 1.20 | \$150.00 | \$ 180.00 | Draft and edit supplemental discovery responses; confer with client regarding discovery responses and insurance policies; review correspondence from client; review schedule and proposed scheduling changes; confer with counsel regarding same |

EX. A BSJ Response to Staff Data Request

| Client: 004504 | | LAUREL HILLS CONDO. ASSOCIATIO | | | | | |
|----------------|------------|--------------------------------|-------|------|----------|-----------|--|
| Matter: 12400 | | TRA Regulatory Proceeding | | | | | |
| Matter | Date | Timek Bill | Hours | Rate | Amount | Narrative | |
| 12400 | 11/08/2012 | RCHG | 48559 | 0.50 | \$100.00 | \$ | 50.00 |
| | | | | | | | Internal conference with BG on Supplemental Response; Prepare cover letter to TRA; Email to Sharla Dillon (TRA) on Supplemental Response |
| 12400 | 11/08/2012 | DLS | 48559 | 0.20 | \$300.00 | \$ | 60.00 |
| | | | | | | | Conference with Ben Gastel on status of TRA proceeding |
| 12400 | 11/09/2012 | BG | 48559 | 0.50 | \$150.00 | \$ | 75.00 |
| | | | | | | | Review correspondence and confer with counsel and attorney general regarding amended schedule; confer with counsel and client regarding amended schedule and discovery |
| 12400 | 11/12/2012 | BG | 48559 | 0.50 | \$150.00 | \$ | 75.00 |
| | | | | | | | Review revised discovery requests served by Customer Intervenor |
| 12400 | 11/14/2012 | BG | 48559 | 2.20 | \$150.00 | \$ | 330.00 |
| | | | | | | | Draft and edit discovery responses; confer with counsel regarding same; confer with client regarding hearing and petition status; review initial orders on motion to compel; confer with counsel regarding same |
| 12400 | 11/15/2012 | BG | 48559 | 1.50 | \$150.00 | \$ | 225.00 |
| | | | | | | | Conference call with clients; review email correspondence from TRA; confer with TRA counsel regarding same |
| 12400 | 11/16/2012 | DLS | 48559 | 1.20 | \$300.00 | \$ | 360.00 |
| | | | | | | | Internal conference with Ben Gastel on Order to Compel issued by hearing officer, on client's decision to pay other expenses before electric bill and water bill and responses to Intervenor's discovery request |
| 12400 | 11/16/2012 | BG | 48559 | 4.40 | \$150.00 | \$ | 660.00 |
| | | | | | | | Draft and edit discovery responses; confer with client regarding discovery responses; review correspondence and previously produced documents regarding cash flow issues; confer with TRA regarding case status; review TN law regarding definition of public utility and changes to that definition over time; confer with counsel regarding same |
| 12400 | 11/18/2012 | BG | 48559 | 0.40 | \$150.00 | \$ | 60.00 |
| | | | | | | | Review correspondence from client and accountant; review license agreement and Customer's discovery requests; review case file and status |
| 12400 | 11/19/2012 | BG | 48559 | 5.20 | \$150.00 | \$ | 780.00 |
| | | | | | | | Draft and edit discovery responses; review previous document production; prepare document production for production; confer with D. McQueen regarding services rendered to Laurel Hills; confer with client regarding discovery responses; confer with counsel regarding same and review counsel's comments on discovery responses |
| 12400 | 11/19/2012 | BG | 48559 | 1.50 | \$150.00 | \$ | 225.00 |
| | | | | | | | Draft and edit discovery responses in Cumberland County case; confer with counsel regarding same; review previously filed direct testimony of Mike McClung in TRA case; confer with client regarding discovery responses |
| 12400 | 11/19/2012 | RCHG | 48559 | 0.70 | \$100.00 | \$ | 70.00 |
| | | | | | | | Prepare Responses for filing with TRA; Prepare cover letter to TRA; Email to Sharla Dillon on 2nd DISC Requests |
| 12400 | 11/20/2012 | DLS | 48559 | 0.70 | \$300.00 | \$ | 210.00 |
| | | | | | | | Internal conference with Ben Gastel on responding to TRA discovery request and review Answer in case filed by the TRA in Cumberland County |
| 12400 | 11/20/2012 | BG | 48559 | 5.70 | \$150.00 | \$ | 855.00 |
| | | | | | | | Draft and edit discovery responses in Cumberland County case; confer with counsel and client regarding same; review documents responsive to document requests and prepare document production; draft and edit answer to petition; review TRCP rules regarding same; confer with counsel regarding same |
| 12400 | 11/27/2012 | BG | 48559 | 0.60 | \$150.00 | \$ | 90.00 |
| | | | | | | | Review correspondence from Shiva Bozart regarding Renegade Mountain Covenants; confer with counsel regarding case status |
| 12400 | 11/29/2012 | BG | 48559 | 2.80 | \$150.00 | \$ | 420.00 |
| | | | | | | | Review documents regarding evidence filed supporting rate request from Laurel Hills; prepare for E. Bolin deposition; review documents in preparation for same; confer with counsel regarding same |
| 12400 | 11/30/2012 | BG | 48559 | 8.20 | \$150.00 | \$ | 1,230.00 |
| | | | | | | | Travel to and from and attend deposition of Everett Bolin; confer with counsel regarding same |
| 12400 | 12/03/2012 | BG | 48644 | 0.80 | \$150.00 | \$ | 120.00 |
| | | | | | | | Confer with counsel regarding case status and deposition; confer with TRA counsel regarding deposition; confer with client regarding same |
| 12400 | 12/03/2012 | DLS | 48644 | 0.30 | \$300.00 | \$ | 90.00 |
| | | | | | | | Internal conference with Ben Gastel on deposition of Everett Bolin |
| 12400 | 12/05/2012 | BG | 48644 | 0.30 | \$150.00 | \$ | 45.00 |
| | | | | | | | Confer with Rogery York regarding dispute with Crab Orchard; confer with TRA counsel regarding deposition |
| 12400 | 12/10/2012 | BG | 48644 | 1.90 | \$150.00 | \$ | 285.00 |
| | | | | | | | Review deposition transcript of Everett Bolin; confer with TRA, CAD, and Customer Intervenor counsel regarding changes to transcript; confer with counsel regarding case status; review and edit documents related to Laurel Hills' acquisition of the system; confer with client regarding deposition on Wednesday |
| 12400 | 12/11/2012 | BG | 48644 | 0.30 | \$150.00 | \$ | 45.00 |
| | | | | | | | Review documents in preparation for tomorrow's deposition; draft and edit memo to client regarding same |
| 12400 | 12/12/2012 | BG | 48644 | 7.40 | \$150.00 | \$ | 1,110.00 |
| | | | | | | | Prepare for and attend deposition of Mike McClung; confer with counsel regarding same; review Tennessee law on inadvertent production; confer with counsel regarding same |
| 12400 | 12/13/2012 | BG | 48644 | 1.20 | \$150.00 | \$ | 180.00 |
| | | | | | | | Review testimony filed by CAPD; confer with counsel regarding same; confer with client regarding 60 notice |
| 12400 | 12/14/2012 | BG | 48644 | 0.70 | \$150.00 | \$ | 105.00 |
| | | | | | | | Confer with counsel regarding CAPD direct testimony; confer with client regarding same; review filed deposition transcript of E. Bolin |
| 12400 | 12/14/2012 | DLS | 48644 | 0.30 | \$300.00 | \$ | 90.00 |
| | | | | | | | Internal conference with Ben Gastel on pre-filed testimony of Hal Novak |
| 12400 | 12/18/2012 | BG | 48644 | 0.20 | \$150.00 | \$ | 30.00 |
| | | | | | | | Confer with counsel regarding case status; review testimony of Hal Novak |
| 12400 | 12/19/2012 | BG | 48644 | 1.30 | \$150.00 | \$ | 195.00 |
| | | | | | | | Confer with counsel regarding status of case at TRA; teleconference with client regarding options and case status and testimony of Hal Novak |
| 12400 | 12/19/2012 | DLS | 48644 | 1.00 | \$300.00 | \$ | 300.00 |
| | | | | | | | Conference call with client regarding REDACTED |

| Client: 004504 | | LAUREL HILLS CONDO. ASSOCIATIO | | | | |
|----------------|------------|--------------------------------|-------|------------------|---|--|
| Matter: 12400 | | TRA Regulatory Proceeding | | | | |
| Matter | Date | Timek Bill | Hours | Rate | Amount | Narrative |
| 12400 | 01/07/2013 | BG | 48644 | 0.30 | \$150.00 | \$ 45.00 Review correspondence from TRA staff, confer with counsel regarding case status and drafting of testimony |
| 12400 | 01/08/2013 | BG | 48644 | 1.20 | \$150.00 | \$ 180.00 Review previously filed testimony and confer with counsel regarding case status and timing of prehearing conference |
| | | Fees Billed | | 182.80 | | \$ 35,305.00 |
| 12400 | 01/09/2013 | BG | | 8.50 | 150.00 | 1275.00 Draft and edit rebuttal testimony; confer with counsel regarding same |
| 12400 | 01/11/2013 | BG | | 4.20 | 150.00 | 630.00 Draft and edit rebuttal testimony; confer with counsel regarding same |
| 12400 | 01/13/2013 | BG | | 0.90 | 150.00 | 135.00 Review rebuttal testimony; confer with counsel regarding same |
| 12400 | 01/14/2013 | BG | | 3.10 | 150.00 | 465.00 Draft and edit rebuttal testimony; finalize rebuttal testimony; confer with counsel regarding same |
| 12400 | 01/27/2013 | BG | | 0.30 | 150.00 | 45.00 Review order from Hearing Officer; confer with counsel regarding same; confer with client regarding same and hearing schedule |
| 12400 | 01/28/2013 | BG | | 0.50 | 150.00 | 75.00 Confer with counsel regarding hearing; prepare for hearing |
| 12400 | 01/29/2013 | BG | | 2.20 | 150.00 | 330.00 Prepare for, travel to and from and attend pre-hearing hearing; draft and edit notice to customers; confer with counsel regarding same |
| 12400 | 01/30/2013 | BG | | 1.20 | 150.00 | 180.00 Review notes from yesterday's hearing; confer with client regarding giving notice; review standards for granting motions in limine; confer with counsel regarding case status |
| | | Fees Unbilled | | 386.50 | | \$ 3,135.00 |
| | | Total Fees | | 569.30 | | \$ 38,440.00 |
| 12400 | 08/31/2012 | 0006 | 48139 | \$ 20.00 | Tennessee Secretary of State; Invoice # 08312012; Printing Costs | |
| 12400 | 12/05/2012 | 0008 | 48644 | \$ 156.51 | Ben Gastel; Invoice # 12-400; Mileage for: Roundtrip, Nashville/Cumberland County | |
| 12400 | 12/05/2012 | 0041 | 48644 | \$ 21.88 | Ben Gastel; Invoice # 12-400, Meals, Cumberland County | |
| 12400 | 12/27/2012 | 0009 | 48644 | \$ 180.00 | Virgilene Tabor-Lotze; Invoice # 12272012; Court Reporting Fee; deposition of Mr. Everett Bolin | |
| | | Expenses Billed | | \$ 378.39 | | |
| 12400 | 01/22/2013 | 0009 | | \$ 114.50 | Christina A. Meza; Invoice # 12CM5178; Court Reporting Fee for deposition of Michael McClung on 12-12-2012 | |
| 12400 | 02/01/2013 | 0009 | | \$ 112.50 | Nashville Court Reporters; Invoice # 13PJ8009; Court Reporting Fee for transcript of proceedings of 1-29-2013 | |
| | | Expenses Unbilled | | \$ 227.00 | | |

Ex. B BSJ Response to Staff Data Request

| Client: | 004504 | LAUREL HILLS CONDO. ASSOCIATIO | | | | | | | | | |
|---------|------------|--------------------------------|-------|-------|----------|-------------|--|--|--|--|--|
| Matter: | 11215 | General Matters | | | | | | | | | |
| Matter | Date | Timek | Bill | Hours | Rate | Amount | Narrative | | | | |
| 11215 | 03/15/2011 | DLS | 45910 | 0.70 | \$ - | \$ - | Meet with Mike McClung on representing water system serving Renegade Mountain development in Crab Orchard | | | | |
| 11215 | 03/23/2011 | DLS | 45910 | 1.00 | \$272.73 | \$ 272.73 | Call with Rob Schwerer on Renegade Mountain water system | | | | |
| 11215 | 03/29/2011 | DLS | 45910 | 1.00 | \$272.72 | \$ 272.72 | Teleconference with Rob Schwerer | | | | |
| 11215 | 04/12/2011 | RCHG | 45910 | 0.30 | \$ 90.90 | \$ 27.27 | Prepare draft of Engagement Letter to Robert Schwerer | | | | |
| 11215 | 04/14/2011 | DLS | 46031 | 0.30 | \$250.00 | \$ 75.00 | Find Prices Switch transfer documents and e-mail to Rob Schwerer | | | | |
| 11215 | 04/29/2011 | RCHG | 45910 | 0.30 | \$ 90.93 | \$ 27.28 | Revise Retainer Agreement | | | | |
| 11215 | 05/06/2011 | RCHG | 46158 | 0.20 | \$ - | \$ - | Email to Mike McClung revised Engagement Letter | | | | |
| 11215 | 05/30/2011 | RCHG | 46158 | 0.00 | \$ - | \$ - | nddfn | | | | |
| 11215 | 06/16/2011 | DLS | 46158 | 0.40 | \$250.00 | \$ 100.00 | Review fax and call with Mike McClung regarding steps being taken to correct problems identified by TDEC | | | | |
| 11215 | 06/17/2011 | DLS | 46158 | 1.50 | \$250.00 | \$ 375.00 | Conference call with Rob Schwerer, Mike McClung and Bill Reeves on pending enforcement action by TDEC in Davidson County Chancery Court; Call to TDEC General Counsel; Prepare e-mail to Rob Schwerer on new statute passed by Tennessee legislature which may bring Laurel Hills under TRA regulation | | | | |
| 11215 | 06/20/2011 | DLS | 46158 | 0.40 | \$250.00 | \$ 100.00 | Call with TDEC General Counsel on pending case in Davidson County Chancery Court | | | | |
| 11215 | 06/21/2011 | DLS | 46158 | 0.20 | \$250.00 | \$ 50.00 | Call to Rob Schwerer about my conversation with TDEC General Counsel | | | | |
| 11215 | 06/23/2011 | DLS | 46158 | 0.50 | \$250.00 | \$ 125.00 | Call with Wilson Buntin to advise him of new ownership of Renegade Mountain water system; Prepare e-mail to Rob Schwerer and Bill Reeves on my conversation with Wilson Buntin | | | | |
| 11215 | 06/24/2011 | DLS | 46158 | 0.30 | \$250.00 | \$ 75.00 | Review revocable license agreement between Laurel Hills and Moy Toy, Inc.; E-mails with Wilson Buntin and Bill Reeves on meeting with TDEC officials | | | | |
| 11215 | 06/28/2011 | DLS | 46158 | 0.20 | \$250.00 | \$ 50.00 | E-mails with Wilson Buntin, Bill Reeves and Mike McClung on TDEC meeting | | | | |
| 11215 | 06/30/2011 | DLS | 46158 | 6.00 | \$250.00 | \$ 1,500.00 | Meet with Wilson Buntin, TDEC personnel, Bill Reeves and Mike McClung at Cookeville TDEC office; Prepare letter to Wilson Buntin confirming actions to be taken on water system and time frame for such actions | | | | |
| 11215 | 07/01/2011 | DLS | 46313 | 0.50 | \$250.00 | \$ 125.00 | Call with Mike McClung about letter to Wilson Buntin in follow up to meeting in Cookeville; Revise letter to Wilson Buntin and e-mail it to him; Call from Wilson Buntin for explanation of part of the letter | | | | |
| 11215 | 07/06/2011 | DLS | 46313 | 0.20 | \$250.00 | \$ 50.00 | Receive, review and respond to e-mail from Bill Reeves on motion to continue trial date | | | | |
| 11215 | 07/12/2011 | DLS | 46313 | 1.00 | \$250.00 | \$ 250.00 | Call with Rob Schwerer on the Motion to Continue Trial and modifications to Motion and on the feasibility of getting civil penalty reduced; Review Motion and e-mail to Bill Reeves with suggested change in language in Motion | | | | |
| 11215 | 07/21/2011 | DLS | 46313 | 0.30 | \$250.00 | \$ 75.00 | Receive and review letter from Wilson Buntin requesting follow up from me to confirm that actions taken on the system as outlined in my previous letter are done | | | | |
| 11215 | 08/18/2011 | DLS | 46418 | 0.30 | \$250.00 | \$ 75.00 | Prepare e-mail to Mike McClung on compliance with steps set out in letter to Wilson Buntin | | | | |
| 11215 | 09/06/2011 | DLS | 46588 | 0.50 | \$250.00 | \$ 125.00 | E-mails with Wilson Buntin and Mike McClung on status of completion of work utility agreed to do | | | | |
| 11215 | 09/15/2011 | DLS | 46588 | 0.40 | \$250.00 | \$ 100.00 | Prepare e-mail to Mike McClung on status of corrective steps and prepare letter to Wilson Buntin on status | | | | |
| 11215 | 09/16/2011 | DLS | 46588 | 0.30 | \$250.00 | \$ 75.00 | Finalize letter to Wilson Buntin on status of corrective steps | | | | |
| 11215 | 10/21/2011 | DLS | 46702 | 0.30 | \$250.00 | \$ 75.00 | Receive and review letter from Wilson Buntin on compliance plan and forward to Mike McClung for a response | | | | |
| 11215 | 10/27/2011 | DLS | 46702 | 0.50 | \$250.00 | \$ 125.00 | E-mails with Wilson Buntin and Mike McClung on updating on correction steps | | | | |
| 11215 | 10/31/2011 | DLS | 46702 | 0.40 | \$250.00 | \$ 100.00 | Prepare letter to Wilson Buntin with update on correction plan | | | | |
| 11215 | 12/01/2011 | DLS | 46930 | 0.70 | \$250.00 | \$ 175.00 | Call to Wilson Buntin on progress in water system compliance and satisfactory sanitary survey and renew request that Chancery case be dismissed; Prepare e-mail to Mike McClung in follow up to call with Wilson Buntin | | | | |
| 11215 | 12/02/2011 | DLS | 46930 | 0.40 | \$250.00 | \$ 100.00 | Call with Bill Reeves in follow up to request to Wilson Buntin that State dismiss enforcement action; Prepare e-mail to Wilson Buntin on date pumps are to be placed into service | | | | |
| 11215 | 12/05/2011 | DLS | 46930 | 0.20 | \$250.00 | \$ 50.00 | Receive and review e-mails from Bill Reeves, Wilson Buntin and Mike McClung on status of operation of pumps and pending enforcement action | | | | |
| 11215 | 12/15/2011 | DLS | 46930 | 0.30 | \$250.00 | \$ 75.00 | Receive, review and respond to e-mail from Rob Schwerer on pending TDEC enforcement case | | | | |
| 11215 | 12/16/2011 | DLS | 46930 | 0.30 | \$250.00 | \$ 75.00 | Receive, review and respond to e-mail from Rob Schwerer on continuing to negotiate civil penalty issue with Wilson Buntin | | | | |
| 11215 | 12/21/2011 | DLS | 46930 | 2.00 | \$250.00 | \$ 500.00 | Calls with Wilson Buntin requesting against dismissal of civil penalty in TDEC pending enforcement action; Call with Rob Schwerer and Mike McClung on how to proceed and on giving notice of suspension of service at end of January | | | | |
| 11215 | 12/27/2011 | DLS | 46930 | 1.00 | \$250.00 | \$ 250.00 | Research on whether accepting check indicating payment in full would be accepted as full payment if cashed; Call to Mike McClung on this issue and follow up with e-mail | | | | |

| Client: | 004504 | LAUREL HILLS CONDO. ASSOCIATION | | | | |
|---------|------------|---------------------------------|-------|------|----------|---|
| Matter: | 11215 | General Matters | | | | |
| Matter | Date | Timek Bill | Hours | Rate | Amount | Narrative |
| 11215 | 12/29/2011 | DLS | 46930 | 2.20 | \$250.00 | \$ 550.00 Prepare letter to Wilson Buntin to make one final request that the State dismiss civil penalty enforcement case; Revise water suspension letter and e-mail to Rob Schwere and Mike McClung for review |
| 11215 | 12/30/2011 | DLS | 46930 | 0.50 | \$250.00 | \$ 125.00 Call with Rob Schwere on water suspension letter; Revise water suspension letter and e-mail to Mike McClung and Rob Schwere |
| 11215 | 01/04/2012 | DLS | 47069 | 0.50 | \$300.00 | \$ 150.00 Call with attorney Greg Young on meeting with water system customers; Call with Mike McClung on keeping TDEC informed of potential system shutdown |
| 11215 | 01/11/2012 | DLS | 47069 | 0.30 | \$300.00 | \$ 90.00 Call with Wilson Buntin on procedure for payment of civil penalty and court costs |
| 11215 | 01/11/2012 | RCHG | 47069 | 0.10 | \$100.00 | \$ 10.00 Call to Chancery Court on court costs paid by defendant |
| 11215 | 01/19/2012 | BG | 47069 | 1.40 | \$150.00 | \$ 210.00 Confer with counsel regarding case status; review prior service termination notice; draft and edit service termination notice; review file for relevant documents |
| 11215 | 01/19/2012 | DLS | 47069 | 0.30 | \$300.00 | \$ 90.00 Internal meeting with Ben Gastel on issues in dispute with Renegade Mountain residents |
| 11215 | 01/23/2012 | DLS | 47069 | 1.50 | \$300.00 | \$ 450.00 E-mails with Mike McClung and Dan Moore on John Moore changing electric accounts into his own name and prepare letter to Bobby Randolph to advise that John Moore had no authority or consent from Laurel Hills to do so |
| 11215 | 01/23/2012 | BG | 47069 | 0.90 | \$150.00 | \$ 135.00 Review correspondence from Laurel Hills; research contact information for Volunteer Electric; review Tennessee law regarding contacting public utilities for service; draft and edit letter to Volunteer Electric regarding accounts held by the Laurel Hills Property Owner's Association; confer with counsel regarding same |
| 11215 | 01/24/2012 | BG | 47069 | 0.40 | \$150.00 | \$ 60.00 Review correspondence and other documents relating to Mr. Moore's attempts to conspire with residents to stop paying utility bills; confer with counsel regarding this situation |
| 11215 | 01/24/2012 | DLS | 47069 | 0.80 | \$300.00 | \$ 240.00 Prepare second letter to customers on potential suspension of service and revised customer contract |
| 11215 | 01/25/2012 | DLS | 47069 | 0.80 | \$300.00 | \$ 240.00 Prepare e-mail to Mike McClung and Rob Schwere on ability to pursue Moore for changing accounts and jurisdiction of TBI; Call to and e-mail to Tom White about representing Laurel Hills in claims against John Moore and other customers; Call from Dan Moore advising me of his representation of Moytoy in pending lawsuit on Community Club |
| 11215 | 01/27/2012 | DLS | 47069 | 0.50 | \$300.00 | \$ 150.00 Finalize second suspension notice and customer contract and e-mail to Mike McClung with information which may be needed if customers file a lawsuit challenging rates |
| 11215 | 01/30/2012 | DLS | 47069 | 0.50 | \$300.00 | \$ 150.00 Calls with Mike McClung and Rob Schwere on cutting off Cumberland Point and status of electric meter accounts |
| 11215 | 01/31/2012 | DLS | 47069 | 1.00 | \$300.00 | \$ 300.00 Receive e-mail from Rob Schwere on transfer of electric accounts; Call Harvey Cameron, attorney for Volunteer Electric; Call with Mike McClung, Rob Schwere and Pudge Guettler regarding the procedures and related issues to turning the valve to shut off service to Cumberland Point |
| 11215 | 02/01/2012 | DLS | 47149 | 3.10 | \$300.00 | \$ 930.00 Prepare letter to Harvey Cameron on actions taken by John Moore to change name on VEC accounts to himself without Laurel Hills' consent and requesting accounts be change back; Calls with Harvey Cameron and Mike McClung on VEC accounts change; Receive, review and respond to e-mail from Rob Schwere on VEC accounts change |
| 11215 | 02/02/2012 | DLS | 47149 | 0.40 | \$300.00 | \$ 120.00 Review second notice of suspension and customer contract draft and make suggested revisions |
| 11215 | 02/03/2012 | DLS | 47149 | 6.70 | \$300.00 | \$ 2,010.00 Meet with Mike McClung and Pudge Guettler; Prepare Mike McClung affidavit for temporary injunction hearing; E-mail Harvey Cameron questioning why VEC accounts were not transferred back the Laurel Hills; Receive and review TRO; Calls with Mike McClung and Harvey Cameron after receiving the TRO |
| 11215 | 02/03/2012 | BG | 47149 | 1.90 | \$150.00 | \$ 285.00 Confer with clients regarding recent developments on site; confer with counsel regarding possible solutions; confer with counsel regarding temporary restraining order obtained by the Laurel Hills Property Owners Association; |
| 11215 | 02/04/2012 | DLS | 47149 | 1.00 | \$300.00 | \$ 300.00 Call with Rob Schwere about how to respond to TRO; Prepare Mike McClung affidavit; E-mail Ben Gastel on the TRO and our response |

| Client: | 004504 | LAUREL HILLS CONDO. ASSOCIATION | | | | | |
|---------|------------|---------------------------------|-------|-------|----------|-------------|--|
| Matter: | 11215 | General Matters | | | | | |
| Matter | Date | Timek | Bill | Hours | Rate | Amount | Narrative |
| 11215 | 02/06/2012 | DLS | 47149 | 4.80 | \$300.00 | \$ 1,440.00 | Call with Harvey Cameron confirming VEC accounts had been transferred back into name of Laurel Hills; Prepare e-mail to Sherwin Smith on illegal cross connection at Cumberland Point and turn off of valve serving Cumberland Point; Calls with Melanie Davis and Sherwin Smith about the TRO and turning the valve back on pending the hearing for a temporary injunction; E-mails with Mike McClung, Rob Schwerer, Melanie Davis and Sherwin Smith on TRO and turning water back on to Cumberland Point; Review complaint filed by customers by Melanie Davis; Call to Chancellor Thurman's office; Prepare Mike McClung affidavit for temporary injunction hearing |
| 11215 | 02/06/2012 | BG | 47149 | 1.20 | \$150.00 | \$ 180.00 | Review documents related to filings to be made in state court; confer with court clerk regarding temporary restraining order; confer with counsel regarding case status and written filings; review Tennessee Rules of Civil Procedure regarding modifying the entry of a temporary restraining order; confer with counsel regarding modifying restraining order and obtaining temporary injunction; review complaint filed in Cumberland County court |
| 11215 | 02/07/2012 | BG | 47149 | 4.20 | \$150.00 | \$ 630.00 | Confer with counsel regarding response and preparation for Tuesday's hearing; research Tennessee law regarding granting and denying temporary injunction; review affidavits of Mike McClung; review complaint; draft and edit opposition to motion for temporary injunction; confer with the Court regarding Tuesday's hearing |
| 11215 | 02/07/2012 | DLS | 47149 | 3.50 | \$300.00 | \$ 1,050.00 | Call with Sherwin Smith on illegal cross connection and turning service back on for Cumberland Point; Prepare Motion to Dissolve TRO |
| 11215 | 02/08/2012 | DLS | 47149 | 5.00 | \$300.00 | \$ 1,500.00 | Meet with Tom White and George Dean; Prepare Mike McClung affidavit and Memorandum of Law for temporary injunction hearing; Call with and e-mail with Rob Schwerer on temporary injunction hearing; Call with Chancellor Thurman to discuss procedure for temporary injunction hearing |
| 11215 | 02/09/2012 | DLS | 47149 | 4.80 | \$300.00 | \$ 1,440.00 | Calls with Mike McClung, Sherwin Smith and Dan Moore in preparation for temporary injunction hearing; Prepare affidavit for Sherwin Smith for temporary injunction hearing |
| 11215 | 02/10/2012 | DLS | 47149 | 3.20 | \$300.00 | \$ 960.00 | Finalize Sherwin Smith Affidavit for temporary injunction hearing and e-mail to him for his review and review his revisions to affidavit; Prepare Mike McClung affidavit and Memorandum of Law for temporary injunction hearing |
| 11215 | 02/10/2012 | BG | 47149 | 3.30 | \$150.00 | \$ 495.00 | Confer with counsel regarding written response; review email correspondence with clients; review affidavit of Mike McClung and TDEC representative; draft and edit written opposition to motion for temporary injunction; research TN law regarding granting and denying temporary injunction; research TN law regarding scope of duties of public utilities |
| 11215 | 02/10/2012 | RCHG | 47149 | 0.30 | \$100.00 | \$ 30.00 | Prepare cover letter to Cumberland County Clerk & Master |
| 11215 | 02/11/2012 | BG | 47149 | 0.70 | \$150.00 | \$ 105.00 | Email correspondence with counsel regarding current version of written motion; draft and edit written opposition to motion for temporary injunction |
| 11215 | 02/12/2012 | BG | 47149 | 1.40 | \$150.00 | \$ 210.00 | Research TN law regarding treatment of confiscatory rates as takings in violation of the U.S. Constitution; review email correspondence from counsel regarding same; draft and edit written opposition to motion for temporary injunction |
| 11215 | 02/12/2012 | DLS | 47149 | 1.00 | \$300.00 | \$ 300.00 | Prepare Mike McClung affidavit and Memorandum of Law for temporary injunction hearing |
| 11215 | 02/13/2012 | DLS | 47149 | 3.30 | \$300.00 | \$ 990.00 | Finalize Memorandum of Law and affidavits for temporary hearing and prepare letter to Clerk and Master for filing |
| 11215 | 02/13/2012 | BG | 47149 | 1.20 | \$150.00 | \$ 180.00 | Review and edit final version of opposition to motion for temporary injunction; confer with counsel regarding same |
| 11215 | 02/14/2012 | BG | 47149 | 7.00 | \$150.00 | \$ 1,050.00 | Travel to and attend hearing on motion for temporary injunction; confer with counsel regarding same; review pleadings filed by opposing counsel; review Tennessee law regarding scope of TRA authority |
| 11215 | 02/14/2012 | DLS | 47149 | 7.00 | \$300.00 | \$ 2,100.00 | Attend temporary injunction hearing in Crossville |
| 11215 | 02/15/2012 | DLS | 47149 | 1.00 | \$300.00 | \$ 300.00 | Call with Rob Schwerer in followup to temporary injunction hearing; Call to General Counsel of TRA; Internal conference with Ben Gastel on terms of Chancellor Thurman's rulingN |
| 11215 | 02/16/2012 | DLS | 47149 | 0.80 | \$300.00 | \$ 240.00 | Prepare letter to TRA General Counsel to advise that Laurel Hills may be filing a petition to obtain a certificate of public convenience and necessity in the future; Review draft of Order for temporary injunction prepared by Melanie Davis with Ben Gastel |
| 11215 | 02/17/2012 | BG | 47149 | 0.40 | \$150.00 | \$ 60.00 | Confer with counsel regarding order; review draft and final order; confer with opposing counsel regarding same |
| 11215 | 02/22/2012 | DLS | 47149 | 0.80 | \$300.00 | \$ 240.00 | Receive, review and respond to e-mail from Pudge Guettler on service of summons and complaint upon him; Call with Melanie Davis regarding a potential acquisition by Crab Orchard UD; Prepare e-mail to Rob Schwerer on potential offer to Crab Orchard UD and on Amended Complaint showing additional parties |
| 11215 | 02/22/2012 | BG | 47149 | 0.30 | \$150.00 | \$ 45.00 | Confer with counsel regarding case status |
| 11215 | 02/23/2012 | RCHG | 47149 | 0.20 | \$100.00 | \$ 20.00 | Call to Clerk & Master on dates of service |
| 11215 | 02/28/2012 | BG | 47149 | 0.30 | \$150.00 | \$ 45.00 | Confer with counsel regarding case status; review Mike McClung affidavit; correspondence with opposing counsel regarding potential problems with added plaintiffs |
| | | | | | | | TRA Staff Data Request |

Ex. B BSJ Response to Staff Data Request

| Client: | 004504 | LAUREL HILLS CONDO. ASSOCIATIO | | | | |
|---------|------------|--------------------------------|-------|---------------|-------------|---|
| Matter: | 11215 | General Matters | | | | |
| Matter | Date | Timek Bill | Hours | Rate | Amount | Narrative |
| 11215 | 02/28/2012 | DLS | 47149 | 0.40 \$300.00 | \$ 120.00 | Call Rob Schwerer on potential conflict of Melanie Davis after adding Cumerland Point as a plaintiff and on options of how to proceed |
| 11215 | 03/06/2012 | RCHG | 47415 | 0.10 \$100.00 | \$ 10.00 | Call to Clerk and Master on signed Order |
| 11215 | 03/09/2012 | DLS | 47415 | 0.40 \$300.00 | \$ 120.00 | Call with George Dean; Conference with Ben Gastel to provide George Dean information he needed |
| 11215 | 03/19/2012 | BG | 47415 | 3.20 \$150.00 | \$ 480.00 | Draft and edit counter claim and answer; confer with counsel regarding same; research TN law regarding affirmative defenses; research Tennessee law on tortious interference, breach of contract, and quasi-contract remedies; review local rules of tennessee procedure; review application of rule 12 to amended complaint; confer with counsel regarding same |
| 11215 | 03/20/2012 | RCHG | 47415 | 0.20 \$100.00 | \$ 20.00 | Prepare cover letter to Cumberland County Clerk & Master on filing Answer to Amended Complaint and Counterclaim |
| 11215 | 03/20/2012 | DLS | 47415 | 1.00 \$300.00 | \$ 300.00 | Revise Answer and Counterclaim; E-mail client on next steps to take in regard to water system |
| 11215 | 03/21/2012 | DLS | 47415 | 1.00 \$300.00 | \$ 300.00 | Call with Mike McClung and Rob Schwerer on status of filing with TRA and pending court case and related issues; Revise letter to Melanie Davis from Ben Gastel |
| 11215 | 03/21/2012 | BG | 47415 | 0.50 \$150.00 | \$ 75.00 | Confer with Melanie Davis regarding case status and regarding meter setting valves; review correspondence from Melanie; confer with counsel regarding same |
| 11215 | 03/28/2012 | BG | 47415 | 0.40 \$150.00 | \$ 60.00 | Confer with opposing counsel regarding case status; review correspondence from opposing counsel; confer with Don Scholes regarding matter; confer with clients regarding differences in names between named plaintiff and Laurel Hills customers |
| 11215 | 04/02/2012 | BG | 47536 | 0.50 \$150.00 | \$ 75.00 | Review correspondence regarding meter setters; review correspondence from Melanie Davis; draft notice to be sent to customers regarding upgrade to water system |
| 11215 | 04/04/2012 | DLS | 47536 | 4.20 \$300.00 | \$ 1,260.00 | Prepare Petition for Certificate of Public Convenience and Necessity to the TRA |
| 11215 | 04/05/2012 | BG | 47536 | 0.90 \$150.00 | \$ 135.00 | Draft and edit correspondence to Melanie Davis; review draft of petition to TRA; confer with counsel regarding petition |
| 11215 | 04/05/2012 | DLS | 47536 | 0.40 \$300.00 | \$ 120.00 | Conference call with Ben Gastel on revising his letter to Melanie Davis and on TRA Petition |
| 11215 | 04/08/2012 | DLS | 47536 | 2.50 \$300.00 | \$ 750.00 | Prepare tariff to file with the TRA Petition |
| 11215 | 04/09/2012 | DLS | 47536 | 1.50 \$300.00 | \$ 450.00 | Prepare TRA Petition and tariff; E-mail draft of Petition to Rob Schwerer and Mike McClung for review and an example of financial statement in form for TRA |
| 11215 | 04/10/2012 | DLS | 47536 | 0.40 \$300.00 | \$ 120.00 | Finalize Petition and exhibits for filing |
| 11215 | 04/10/2012 | BG | 47536 | 0.60 \$150.00 | \$ 90.00 | Review final petition; email correspondence with opposing counsel regarding petition |
| 11215 | 04/18/2012 | BG | 47536 | 2.20 \$150.00 | \$ 330.00 | Conference call with client; review previous correspondence between counsel; review statutes on condemnation; confer with Melanie Davis regarding representations made by G. Moore in recent newsletter; confer with counsel regarding same |
| 11215 | 04/18/2012 | DLS | 47536 | 1.50 \$300.00 | \$ 450.00 | Conference call with Mike McClung, Rob Schwerer and Pudge Guettler on whether to cease providing service to all customer except to Laurel Hills itself; Internal conference with Ben Gastel on this course of action |
| 11215 | 04/19/2012 | BG | 47536 | 0.30 \$150.00 | \$ 45.00 | Confer with counsel regarding case status; review Tennessee law on utility district's ability to exercise eminent domain powers |
| 11215 | 04/23/2012 | DLS | 47536 | 0.50 \$300.00 | \$ 150.00 | Visit Renegade Mountain development with Mike McClung |
| 11215 | 04/25/2012 | BG | 47536 | 0.30 \$150.00 | \$ 45.00 | Confer with counsel regarding correspondence from opposing counsel; review correspondence from opposing counsel |
| 11215 | 04/26/2012 | BG | 47536 | 0.50 \$150.00 | \$ 75.00 | Review answer filed by plaintiffs; confer with counsel regarding same |
| 11215 | 04/30/2012 | DLS | 47536 | 0.30 \$300.00 | \$ 90.00 | Prepare customer notice to go in May bill regarding cessation of service |
| 11215 | 05/01/2012 | BG | 47657 | 0.60 \$150.00 | \$ 90.00 | Review Tennessee law regarding recovery under an injunction bond; confer with counsel regarding same |
| 11215 | 05/02/2012 | BG | 47657 | 0.40 \$150.00 | \$ 60.00 | Confer with counsel regarding status of service in Cumberland county; review draft of cessation of service notice |
| 11215 | 05/02/2012 | DLS | 47657 | 2.30 \$300.00 | \$ 690.00 | Prepare Notice to Withdraw; E-mails with Mike McClung and Rob Schwerer on the notice; Internal conference with Ben Gastel on filing of notice and potential response by the TRA |
| 11215 | 05/03/2012 | DLS | 47657 | 1.00 \$300.00 | \$ 300.00 | Conference call with Rob Schwerer, Mike McClung and Pudge Guettler on filing of Notice to Withdraw and follow up after it is filed |
| 11215 | 05/07/2012 | DLS | 47657 | 2.20 \$300.00 | \$ 660.00 | Receive, review and respond to e-mail from Mike McClung on Johnny Walker's e-mail on customers reconnecting their service lines after valve is installed; Finalize Notice and transmittal letter to TRA and file with TRA; Finalize termination of service notice for customer; Prepare letter to TDEC Commissioner and Director of Division of Water Supply with termination of service notice |

Ex. B BSJ Response to Staff Data Request

| Client: | 004504 | LAUREL HILLS CONDO. ASSOCIATIO | | | | |
|---------|------------|--------------------------------|-------|---------------|-----------|---|
| Matter: | 11215 | General Matters | | | | |
| Matter | Date | Timek Bill | Hours | Rate | Amount | Narrative |
| 11215 | 05/07/2012 | BG | 47657 | 0.50 \$150.00 | \$ 75.00 | Review final versions of withdrawal of petition; review correspondence with opposing counsel; review final version of notice of cessation of service; confer with counsel regarding case status; file documents with the TRA |
| 11215 | 05/09/2012 | DLS | 47657 | 0.20 \$300.00 | \$ 60.00 | Call from TRA General Counsel about Notice to Withdraw |
| 11215 | 05/14/2012 | DLS | 47657 | 0.70 \$300.00 | \$ 210.00 | Call with Knoxville newspaper reporter and with Vance Broemel about withdrawal of Petition |
| 11215 | 05/15/2012 | DLS | 47657 | 0.60 \$300.00 | \$ 180.00 | Call with Pudge Guettler to discuss the decision to withdraw the petition and its aftermath |
| 11215 | 05/16/2012 | DLS | 47657 | 1.80 \$300.00 | \$ 540.00 | Prepare response to Notice to Appear before the TRA and e-mail to Rob Schwerer for his review |
| 11215 | 05/17/2012 | DLS | 47657 | 1.70 \$300.00 | \$ 510.00 | Revise response to Notice to Appear; Call with Rob Schwerer about latest draft |
| 11215 | 05/17/2012 | RCHG | 47657 | 0.40 \$100.00 | \$ 40.00 | Prepare cover letter to Sharla Dillon (TRA); File response, Email Co-counsel |
| 11215 | 05/18/2012 | DLS | 47657 | 0.50 \$300.00 | \$ 150.00 | Finalize Response to Notice to Appear before the TRA |
| 11215 | 05/21/2012 | DLS | 47657 | 0.50 \$300.00 | \$ 150.00 | Conference with Ben Gastel on attending TRA hearing and his report back to me; Prepare e-mail to Rob Schwerer on the action taken at hearing |
| 11215 | 05/21/2012 | BG | 47657 | 1.60 \$150.00 | \$ 240.00 | Confer with counsel regarding case status; review correspondence and filings with the TRA; attend TRA hearing; confer with counsel and client regarding hearing |
| 11215 | 05/23/2012 | DLS | 47657 | 0.30 \$300.00 | \$ 90.00 | Conference with Ben Gastel on next step in responding to TRA action |
| 11215 | 05/24/2012 | DLS | 47657 | 1.00 \$300.00 | \$ 300.00 | Review statutes on ability of TRA to impose civil penalties and call to Rob Schwerer to discuss |
| 11215 | 05/29/2012 | BG | 47657 | 0.90 \$150.00 | \$ 135.00 | Draft and edit letter to attorney general; confer with counsel regarding same |
| 11215 | 06/01/2012 | DLS | 47802 | 2.20 \$300.00 | \$ 660.00 | Prepare letter to Jean Stone and Attorney General's Office to advise about the unconstitutionality of taking action against Laurel Hills now that it is only serving itself; E-mails with Rob Schwerer on Melanie Davis letter to TRA and on appointment of hearing officer for show cause proceeding |
| 11215 | 06/06/2012 | BG | 47802 | 0.30 \$150.00 | \$ 45.00 | Draft and edit letter to Melanie Davis; serve such letter; confer with counsel regarding same |
| 11215 | 06/12/2012 | DLS | 47802 | 0.30 \$300.00 | \$ 90.00 | Internal conference with Ben Gastel on TRA statutory authority to impose civil penalties |
| 11215 | 06/19/2012 | BG | 47802 | 0.30 \$150.00 | \$ 45.00 | Confer with counsel and client regarding TRA meeting tomorrow |
| 11215 | 06/20/2012 | BG | 47802 | 1.60 \$150.00 | \$ 240.00 | Confer with client and counsel regarding meeting with TRA; attend meeting with TRA; research regarding ability of TRA to require a public utility to continue to serve public |
| 11215 | 06/20/2012 | DLS | 47802 | 1.70 \$300.00 | \$ 510.00 | Call with Rob Schwerer and Ben Gastel before meeting with Shiva Bozarth at the TRA; Meet with Shiva Bozarth and TRA staff members about withdrawal of Petition |
| 11215 | 06/21/2012 | DLS | 47802 | 1.30 \$300.00 | \$ 390.00 | Receive, review and respond to e-mail from Rob Schwerer on setting up call; Call with Rob Schwerer on date of injunction hearing, effects of revocation of license granted to Laurel Hills by Moytoy and repossession of water system by Moytoy as holder of security interest |
| 11215 | 06/22/2012 | BG | 47802 | 1.80 \$150.00 | \$ 270.00 | Review motions to compel; review local rules of MDTN regarding same; edit motions to compel; confer with counsel regarding filing of motions to compel |
| 11215 | 06/22/2012 | BG | 47802 | 3.80 \$150.00 | \$ 570.00 | Research regarding federal and state law on public utility's duty to serve; confer with counsel regarding same; review Tennessee law regarding same |
| 11215 | 06/25/2012 | BG | 47802 | 4.20 \$150.00 | \$ 630.00 | Research regarding Tennessee public utility law and law regarding injunctions; draft and edit response regarding same; review correspondence with client regarding same |
| 11215 | 06/26/2012 | DLS | 47802 | 0.70 \$300.00 | \$ 210.00 | Receive, review and respond to e-mail from Rob Schwerer on statute allowing termination of water service by public water system with notice; Internal conference with Ben Gastel to prepare for lawsuit to be filed by the TRA |
| 11215 | 06/26/2012 | BG | 47802 | 3.20 \$150.00 | \$ 480.00 | Research regarding Tennessee public utility law; confer with client regarding Tennessee law and TRA authority; draft and edit response to preliminary injunction; research regarding same |
| 11215 | 06/27/2012 | DLS | 47802 | 1.50 \$300.00 | \$ 450.00 | E-mail and call with Rob Schwerer and conference with Ben Gastel about defending lawsuit to be filed by the TRA |
| 11215 | 06/27/2012 | BG | 47802 | 1.30 \$150.00 | \$ 195.00 | Confer with counsel and client regarding status; review TRA show cause order; review research regarding TN law on public utilities |
| 11215 | 06/28/2012 | BG | 47802 | 2.80 \$150.00 | \$ 420.00 | Confer with Shiva Bozarth at TRA regarding status of hearing and TRA's prepared actions; confer with counsel regarding same; confer with client regarding potential for TRO and preliminary injunction being filed; research Tennessee law regarding TRA's authority to obtain such relief; review documents provided by client |
| 11215 | 06/28/2012 | DLS | 47802 | 0.30 \$300.00 | \$ 90.00 | Internal conference with Ben Gastel about contacting Shiva in preparation for filing of TRA lawsuit |
| 11215 | 06/29/2012 | BG | 47802 | 1.40 \$150.00 | \$ 210.00 | Confer with clerk and Chancellor's secretary regarding TRO; review TRO; confer with client and counsel regarding same; review complaint; review Tennessee Rules of Civil Procedure regarding TRO and preliminary injunctions |

| Client: | 004504 | LAUREL HILLS CONDO. ASSOCIATIO | | | | |
|---------------|------------|--------------------------------|-------|----------|---|---|
| Matter: | 11215 | General Matters | | | | |
| Matter | Date | Timek Bill | Hours | Rate | Amount | Narrative |
| 11215 | 07/02/2012 | BG | 47953 | 6.50 | \$ 975.00 | Draft and edit opposition to motion for preliminary injunction; research regarding same; confer with counsel regarding same |
| 11215 | 07/03/2012 | BG | 47953 | 6.80 | \$ 1,020.00 | Draft and edit opposition to motion for preliminary injunction; research Tennessee law regarding preliminary injunctions; review documents regarding same; review documents filed by TRA; confer with counsel regarding same |
| 11215 | 07/05/2012 | BG | 47953 | 3.20 | \$ 480.00 | Confer with client regarding motion for preliminary injunction; draft and edit opposition to motion for preliminary injunction; draft affidavits regarding same; confer with counsel regarding same |
| 11215 | 07/05/2012 | DLS | 47953 | 0.20 | \$ 60.00 | Conference with Ben Gastel on filing of response to motion for temporary injunction |
| 11215 | 07/06/2012 | BG | 47953 | 0.70 | \$ 105.00 | Draft and edit opposition to motion to dismiss |
| 11215 | 07/09/2012 | BG | 47953 | 3.80 | \$ 570.00 | Draft and edit opposition to motion for temporary injunction; research regarding same; confer with counsel regarding same; draft and edit affidavits; confer with clerk and court regarding filing; confer with opposing counsel regarding hearing and evidence |
| 11215 | 07/09/2012 | DLS | 47953 | 1.90 | \$ 570.00 | Revise response to motion for temporary injunction by the TRA and conference with Ben Gastel on response |
| 11215 | 07/10/2012 | DLS | 47953 | 0.40 | \$ 120.00 | Get file from Clerk and Master's Office in preparation for hearing on TRA motion for temporary injunction |
| 11215 | 07/10/2012 | BG | 47953 | 4.20 | \$ 630.00 | Draft and edit and finalize opposition to motion for sanctions; confer with counsel regarding same; organize exhibits regarding same; confer with client regarding same |
| 11215 | 07/11/2012 | BG | 47953 | 2.30 | \$ 345.00 | File complaint; research regarding same; confer with counsel regarding oral argument; prepare for oral argument |
| 11215 | 07/11/2012 | DLS | 47953 | 0.30 | \$ 90.00 | Conference with Ben Gastel on hearing on TRA motion for temporary injunction |
| 11215 | 07/12/2012 | DLS | 47953 | 7.00 | \$ 2,100.00 | Attend hearing in Crossville on TRA motion for temporary injunction |
| 11215 | 07/12/2012 | BG | 47953 | 9.20 | \$ 1,380.00 | Travel to and attend hearing on opposition to motion for preliminary injunction; confer with client regarding same |
| 11215 | 07/13/2012 | DLS | 47953 | 1.80 | \$ 540.00 | Research on TDEC permit of CPCA to operate sewer treatment plant and whether the system served persons other than CPCA; Prepare e-mail to Mike McClung and call with Rob Schwerer on this issue |
| 11215 | 07/16/2012 | DLS | 47953 | 0.30 | \$ 90.00 | Internal conference with Ben Gastel on how to proceed after issuance of temporary injunction |
| 11215 | 07/17/2012 | BG | 47953 | 0.50 | \$ 75.00 | Confer with counsel for Crab Orchard Utility District regarding outstanding bill; confer with counsel regarding same |
| 11215 | 07/18/2012 | DLS | 47953 | 0.30 | \$ 90.00 | Prepare tariff for filing for temporary rate approved by Chancellor and agreed to by the parties |
| 11215 | 07/24/2012 | DLS | 47953 | 0.20 | \$ 60.00 | E-mail Notices of Reinstatement to all parties |
| 11215 | 09/04/2012 | BG | 48306 | 3.20 | \$ 480.00 | Draft and edit motion for interlocutory appeal; research regarding same; confer with counsel regarding same; review previous correspondence regarding interlocutory appeal process; review Tennessee Rules of Appellate Procedure |
| 11215 | 09/05/2012 | DLS | 48306 | 1.00 | \$ 300.00 | Revise Motion for Leave for Interlocutory Appeal |
| 11215 | 09/25/2012 | RCHG | 48306 | 0.90 | \$ 90.00 | Call to Clerk & Master on hearing date; Prepare letter to Clerk on Notice of Appearance; Prepare Notice of Appearance |
| 11215 | 10/22/2012 | BG | 48426 | 7.20 | \$ 1,080.00 | Travel to and attend hearing on motion for interlocutory appeal; confer with opposing counsel regarding case status; confer with counsel regarding case status |
| 11215 | 11/20/2012 | RCHG | 48559 | 0.90 | \$ 90.00 | Proof and file LH Responses to 1st ROGS Posed by Petitioner and Response to 1st Request for Production; Prepare cover letter to Clerk & Master |
| 11215 | 11/21/2012 | RCHG | 48559 | 0.50 | \$ 50.00 | Proof Answer to Petition for Injunctive Relief and cover letter to Clerk & Master |
| Fees Billed | | | | 236.40 | \$ 52,700.00 | |
| 11215 | 01/16/2013 | BG | | 0.30 | 150.00 | 45.00 Review intervention of CAD; confer with counsel regarding same |
| 11215 | 01/17/2013 | BG | | 0.40 | 150.00 | 60.00 Review agreed order regarding CAPD intervention; confer with counsel regarding same |
| 11215 | 01/23/2013 | BG | | 2.20 | 150.00 | 330.00 Research regarding motion to dismiss customer intervenor case; confer with opposing counsel regarding same |
| Fees Unbilled | | | | 468.40 | \$ 435.00 | |
| Total Fees | | | | 704.80 | \$ 53,135.00 | |
| 11215 | 06/20/2011 | 0006 | 46158 | \$ 46.50 | Cash: Invoice # 6/17/11 Petty Cash; Printing Costs - copies of pleadings | |
| 11215 | 07/01/2011 | 0008 | 46313 | \$ 85.47 | Scholes, Donald L.; Invoice # 07012011; Mileage reimbursement to attend meeting with TDEC | |
| 11215 | 02/14/2012 | 0041 | 47149 | \$ 19.43 | Scholes, Donald L.; Invoice # 02-14-2012; Reimburse cash receipt/lunch Cookeville | |

| Client: 004504 | | LAUREL HILLS CONDO. ASSOCIATIO | | | | | |
|-----------------|------------|--------------------------------|-------|-----------|---|------------|-----------|
| Matter: 11215 | | General Matters | | | | | |
| Matter | Date | Time | Bill | Hours | Rate | Amount | Narrative |
| 11215 | 02/16/2012 | 0001 | 47149 | \$ 96.00 | Clerk and Master; Invoice # 02162012; Fax Filing Fee for Response and Affidavits | | |
| 11215 | 02/16/2012 | 0008 | 47149 | \$ 143.19 | Ben Gastel; Invoice # 02162012; Mileage reimbursement for travel to Cumberland County with DLS | | |
| 11215 | 02/29/2012 | 0006 | 47149 | \$ 1.00 | Cash; Invoice # 02-29-12; Printing Costs - Copy of Order | | |
| 11215 | 03/26/2012 | 0001 | 47415 | \$ 100.00 | Clerk and Master; Invoice # 03262012; Filing Fee for Answer and Counterclaim in Cumberland County | | |
| 11215 | 04/10/2012 | 0001 | 47536 | \$ 25.00 | Tennessee Regulatory Authority; Invoice # 04102012; Electronic Filing Fee for Petition | | |
| 11215 | 07/16/2012 | 0001 | 47953 | \$ 115.00 | Clerk and Master; Invoice # 07162012; Filing Fee for opposition to Motion for Temporary Injunction | | |
| 11215 | 07/20/2012 | 0009 | 47953 | \$ 125.00 | Phyllis J. Stinson; Invoice # 6558; Court Reporting Fee | | |
| 11215 | 07/27/2012 | 0009 | 47953 | \$ 198.00 | Phyllis J. Stinson; Invoice # 6562; Court Reporting Fee, 7/12/12, Cookeville, Chancery Court, 2012-CH-560 | | |
| 11215 | 09/17/2012 | 0005 | 48306 | \$ 16.76 | Federal Express; Invoice # 2-015-01079; Expedited Mail Charges on 9/6/12, to Cumberland County Chancery | | |
| 11215 | 12/07/2012 | 0009 | 48644 | \$ 84.00 | Virgilene Tabor-Lotze; Invoice # 12072012; Court Reporting Fee; transcript of Findings of Fact | | |
| 11215 | 10/23/2012 | 0008 | 48426 | \$ 143.19 | Ben Gastel; Invoice # Cash Receipts; Mileage for: Roundtrip to/from Cookeville | | |
| 11215 | 10/23/2012 | 0041 | 48426 | \$ 17.64 | Ben Gastel; Invoice # Cash Receipts, Meals, B. Gastel, Cookeville | | |
| Expenses Billed | | | | | | \$1,216.18 | |