

BUTLER | SNOW

October 7, 2025

VIA ELECTRONIC FILING

Hon. David Jones, Chairman
c/o Ectory Lawless, Docket Manager
Tennessee Public Utility Commission
502 Deaderick Street, 4th Floor
Nashville, TN 37243
TPUC.DocketRoom@tn.gov

Electronically Filed in TPUC Docket
Room on October 7, 2025 at 1:53 p.m.

RE: *Joint Application of Limestone Water Utility Operating Company, LLC, and Cumberland Basin Wastewater Systems, LLC, for Approval of the Acquisition of and to Operate the Wastewater System of Cumberland Basin Wastewater Systems, LLC, and to Issue a Certificate of Public Convenience and Necessity, TPUC Docket No. 23-00077*

Dear Chairman Jones:

Attached for filing please find *Limestone Water Utility Operating Company, LLC's Third Report Demonstrating Compliance with Filing Requirements of Order Approving Settlement Agreement and transfer of System, and Granting Certificate of Convenience and Necessity*, in the above-captioned matter.

Please note that Exhibits 10, 11, and 12 are being submitted **UNDER SEAL** as **CONFIDENTIAL and PROPRIETARY**. Both a public version and a nonpublic, **CONFIDENTIAL** version of these exhibits are attached.

As required, copies will be mailed to your office. Should you have any questions concerning this filing or require additional information, please do not hesitate to contact me.

Very truly yours,

BUTLER SNOW LLP



Melvin J. Malone

clw

Attachments

cc: Russ Mitten, Limestone Water Utility Operating Company, LLC
Tim Huddleston, Cumberland Basin Wastewater Systems, LLC
Shilina B. Brown, Consumer Advocate Division
Victoria B. Glover, Consumer Advocate Division

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BUTLER SNOW LLP

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**BEFORE THE TENNESSEE PUBLIC UTILITY COMMISSION
NASHVILLE, TENNESSEE**

IN RE:)
)
JOINT APPLICATION OF LIMESTONE)
WATER UTILITY OPERATING)
COMPANY, LLC AND CUMBERLAND)
BASIN WASTEWATER SYSTEMS, LLC)
FOR APPROVAL OF THE) **DOCKET NO. 23-00077**
ACQUISITION OF AND TO OPERATE)
THE WASTEWATER SYSTEM OF)
CUMBERLAND BASIN WASTEWATER)
SYSTEMS, LLC, AND TO ISSUE A)
CERTIFICATE OF PUBLIC)
CONVENIENCE AND NECESSITY)

**THIRD REPORT DEMONSTRATING COMPLIANCE WITH FILING
REQUIREMENTS OF ORDER APPROVING SETTLEMENT AGREEMENT AND
TRANSFER OF SYSTEM, AND GRANTING CERTIFICATE OF CONVENIENCE
AND NECESSITY**

On January 7, 2025, the Tennessee Public Utility Commission (“Commission” or “TPUC”) issued its Order Approving Settlement Agreement and Transfer of System, and Granting Certificate of Convenience and Necessity (“Order”) in the above-referenced matter.¹ In the Stipulation and Settlement Agreement (“Settlement Agreement”) entered into by Limestone Water Utility Operating Company, LLC (“Limestone”), the Consumer Advocate Division of the Attorney General’s Office (“Consumer Advocate”), and Cumberland Basin Wastewater Systems, LLC (“Cumberland Basin”), Limestone agreed to file a report demonstrating compliance with certain requirements.² Specifically, the filing requirements are outlined in paragraphs 4, 7, 9, 11, 12, 15,

¹ *Order Approving Settlement Agreement and Transfer of System, and Granting Certificate of Convenience and Necessity*, p. 12, TPUC Docket No. 23-00077 (Jan. 7, 2025).

² *Stipulation and Settlement Agreement*, pp. 2-6, TPUC Docket No. 23-00077 (Aug. 21, 2024).

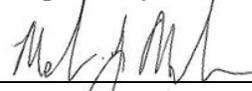
16, 17, 18, 21, 22, 23, 24, 25, 26 and 27 of the Settlement Agreement. With this report, Limestone is filing the documents referenced below.

Paragraph 16. Legal costs, separated by represented party, incurred for this matter is hereby filed **UNDER SEAL** as **CONFIDENTIAL Exhibit 10** to this report.

Paragraph 18. Limestone's proposed accounting entries is hereby filed **UNDER SEAL** as **CONFIDENTIAL Exhibit 11** to this report.

Paragraph 22. Executed copies of contracts or pricing agreements between Limestone and any affiliate and between Limestone and contractors that provide ongoing operations and maintenance or billing services to the Cumberland Basin system or customers served by that system is hereby filed **UNDER SEAL** as **CONFIDENTIAL Exhibit 12** to this report.

Respectfully submitted,



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*Counsel for Limestone Water Utility Operating
Company, LLC*

PUBLIC EXHIBIT 10

Legal Expenses Incurred through 8/31/2025

Vendor	Amount
Beckemeier LeMoine Law	[REDACTED]
Butler Snow	[REDACTED]
Butler Snow LLP	[REDACTED]
Total	[REDACTED]

PUBLIC EXHIBIT 11

Limestone

Purchase/Acquisition Assets

Date of Annual Report Used 12/31/2022
 In-Service Date 10/31/2025
 Purchase Price [REDACTED]
 closing cost [REDACTED]

System: **TN-Cumberland Basin**

<u>Acct Name</u>	<u>Acct #</u>	<u>Plant Balance</u>	<u>Dep %</u>	<u>AccDep-12/31/2022</u>	<u>Dep Exp</u>	<u>AccDep-10/31/2025</u>	<u>NBV-10/31/2025</u>
Treatment & Disposal Equipment	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Total		[REDACTED]			[REDACTED]	[REDACTED]	[REDACTED]

Journal Entry to transfer In-Service assets post acquisition

<u>Acct Name</u>	<u>Acct #</u>	<u>Debit</u>	<u>Credit</u>	<u>Note</u>
[REDACTED]	[REDACTED]			[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]		[REDACTED]
[REDACTED]	[REDACTED]			[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]		[REDACTED]
[REDACTED]	[REDACTED]			[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]		[REDACTED]
		[REDACTED]	[REDACTED]	

PUBLIC EXHIBIT 12

AGREEMENT REGARDING OPERATION OF UTILITY TREATMENT FACILITIES WASTEWATER

[REDACTED]

PUBLIC EXHIBIT 12

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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PUBLIC EXHIBIT 12

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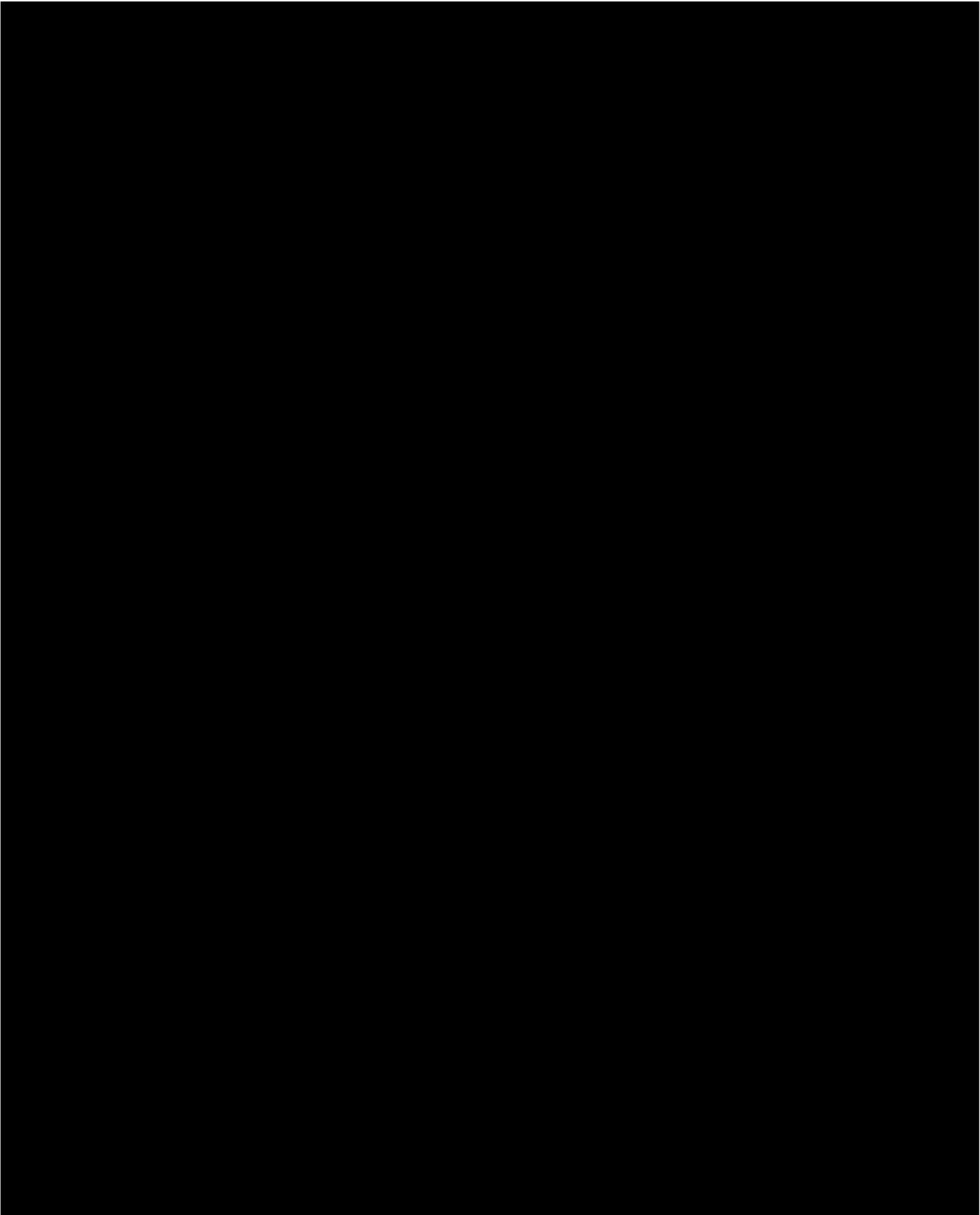
- [REDACTED]

[REDACTED]

PUBLIC EXHIBIT 12



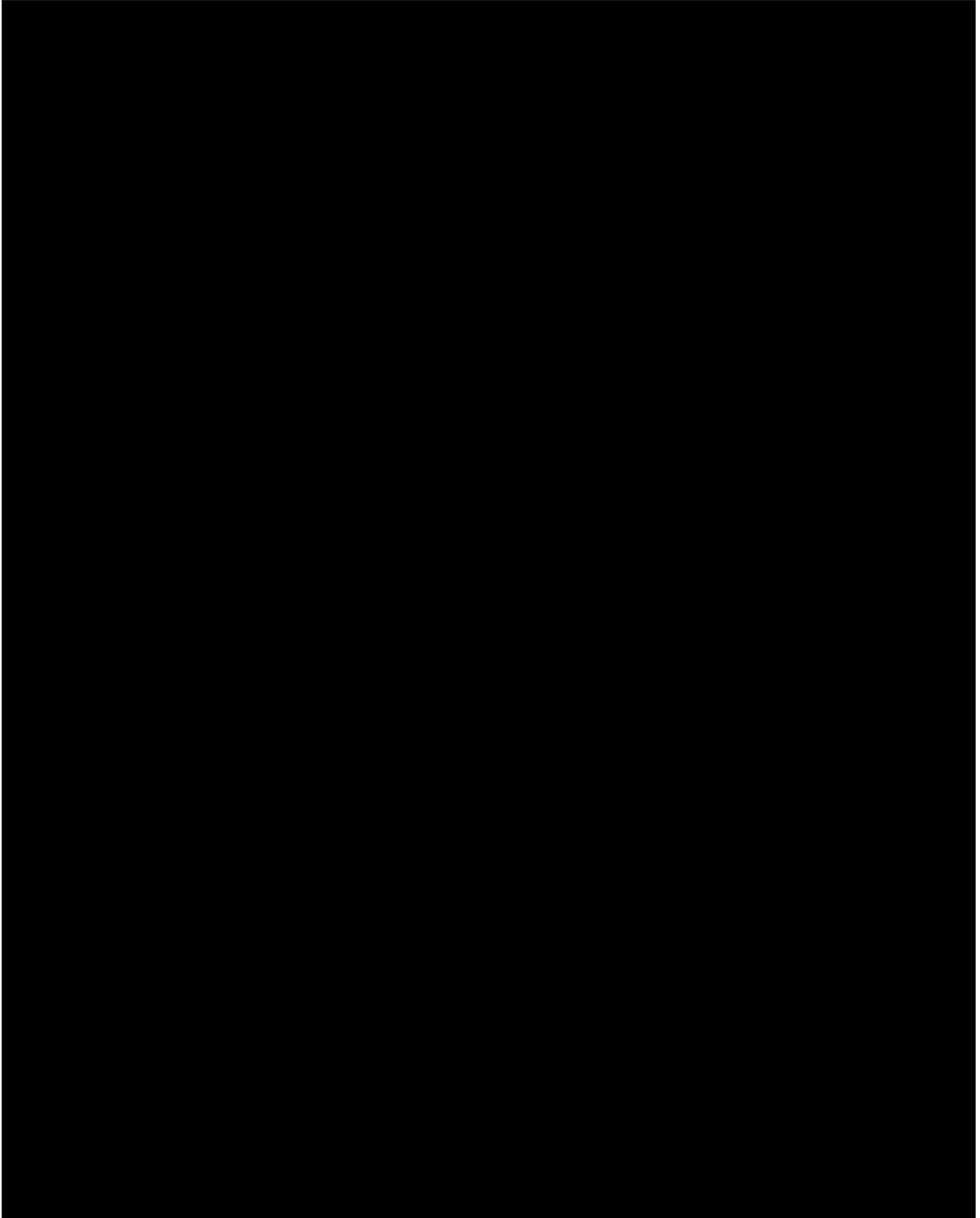
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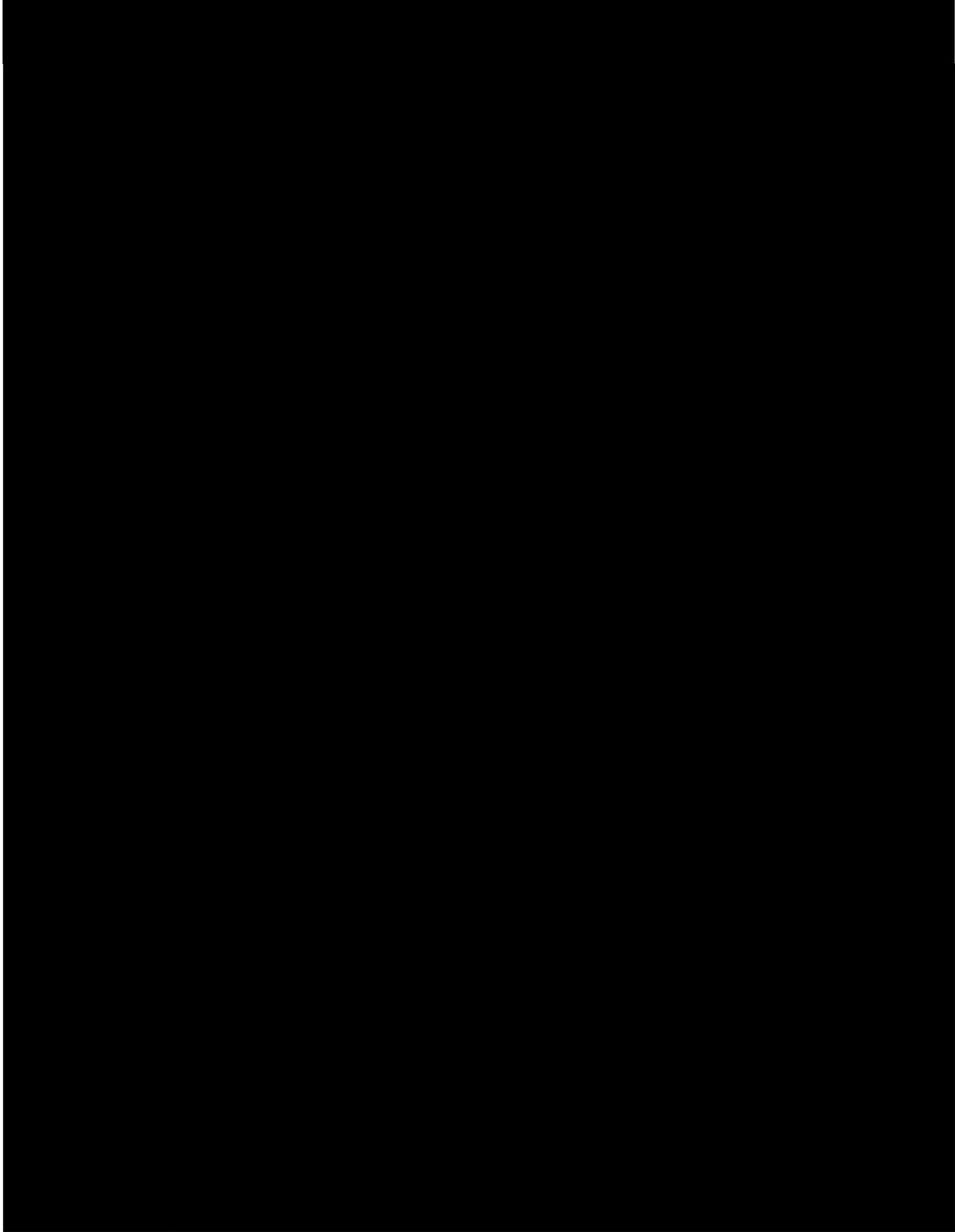


PUBLIC EXHIBIT 12

[REDACTED]

PUBLIC EXHIBIT 12





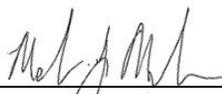
CERTIFICATE OF SERVICE

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

Shilina B. Brown, Esq.
Senior Assistant Attorney General
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Consumer Advocate Division
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Assistant Attorney General
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Consumer Advocate Division
P.O. Box 20207
Nashville, TN 37202-0207
Victoria.Glover@ag.tn.gov

This the 7th day of October 2025.



Melvin J. Malone