



May 13, 2016

VIA HAND DELIVERY

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**CONTAINS CONFIDENTIAL INFORMATION**

Rosemary Chiavetta, Secretary  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building  
400 North Street, 2nd Floor North  
P.O. Box 3265  
Harrisburg, PA 17105-3265

**Re: ASSET PURCHASE AGREEMENT BY AND BETWEEN THE SEWER AUTHORITY OF THE CITY OF SCRANTON AS SELLER AND PENNSYLVANIA-AMERICAN WATER COMPANY AS BUYER (Dated as of March 29, 2016); Docket No. A-2016-**

Dear Secretary Chiavetta:

On behalf of Pennsylvania-American Water Company ("Company") and The Sewer Authority of the City of Scranton ("Authority"), enclosed for filing with you, in accordance with Section 507 of the Public Utility Code, 66 Pa.C.S. § 507, is a copy of the above-referenced Agreement. Please note that this Agreement is the subject of an application proceeding currently pending before the Commission at Docket No. A-2016-2537209. *Because several of the schedules attached to the Agreement are confidential, we are providing a public version of the Agreement with confidential material redacted and a confidential version that we request be filed under seal. We ask that you maintain the confidential version of the Agreement in a non-public folder.*

Thank you for your attention to this matter. Please do not hesitate to contact me, with any question or concern.

Sincerely,

COZEN O'CONNOR

By: David P. Zambito  
Counsel for Pennsylvania-American Water Company

DPZ/kmg  
Enclosure

SECRETARY'S BUREAU  
PA PUC

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Rosemary Chiavetta

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cc: Honorable David A. Salapa  
Honorable Steven K. Haas  
Paul T. Diskin, Director, Bureau of Technical Utility Services  
Per Certificate of Service

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