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October 31, 2016

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David P. Zambito

Direct Phone 717-703-5892

Direct Fax 215-989-4216

dzambito@cozen.com

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: In re: Joint Application of Pennsylvania-American Water Company and the Sewer Authority of the City of Scranton for Approval of (1) the transfer, by sale, of substantially all of the Sewer Authority of the City of Scranton's Sewer System and Sewage Treatment Works assets, properties and rights related to its wastewater collection and treatment system to Pennsylvania-American Water Company, and (2) the rights of Pennsylvania-American Water Company to begin to offer or furnish wastewater service to the public in the City of Scranton and the Borough of Dunmore, Lackawanna County, Pennsylvania
Docket No. A-2016-2537209**

AMENDED AND RESTATED ASSET PURCHASE AGREEMENT BETWEEN THE SEWER AUTHORITY OF THE CITY OF SCRANTON AND PENNSYLVANIA-AMERICAN WATER COMPANY

Dear Secretary Chiavetta:

In compliance with Ordering Paragraph No. 4 of the Commission's Opinion and Order entered October 19, 2016 ("Conditional Approval Order"), enclosed please find the Amended and Restated Asset Purchase Agreement between The Sewer Authority of the City of Scranton and Pennsylvania-American Water Company ("Amended APA"). Because of size, the numerous exhibits and schedules to the Amended APA have not been included -- with the exception of Schedule 7.07(d) and its Appendix A. Schedule 7.07(d) is the only attachment to the Amended APA that has changed from the original Asset Purchase Agreement ("Original APA") which was previously filed with the Commission in conjunction with the Joint Application. For ease of review, enclosed please also find a red-lined version of the Original APA showing the changes made by the Amended APA in compliance with Ordering Paragraph No. 4.

Please note that both the Amended APA and the red-lined version of the Original APA have been designated as Confidential and should be placed in a non-public folder by the Commission's Secretary.

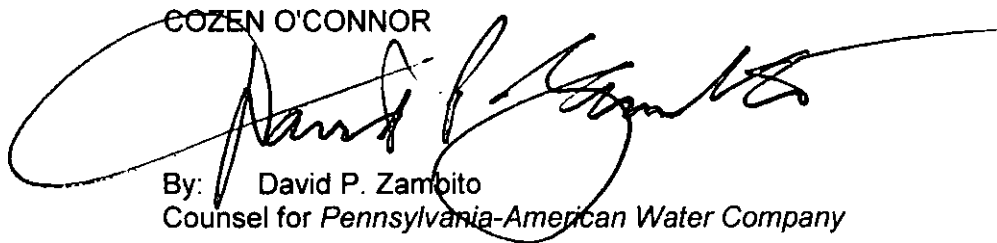
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Based on this filing, Pennsylvania-American Water Company respectfully requests that the Commission's Secretary promptly issue (1) a Certificate of Public Convenience in compliance with Ordering Paragraph No. 5 of the Conditional Approval Order and (2) a Certificate of Filing under Ordering Paragraph No. 6 of the Conditional Approval Order. The originals should be sent to the undersigned counsel for PAWC.

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

Sincerely,

COZEN O'CONNOR

A large, stylized handwritten signature in black ink, appearing to read "David P. Zambito". The signature is written over the printed name and title below it.

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

DPZ/kmg
Enclosure

cc: Honorable David A. Salapa
Honorable Steven K. Haas
Per Certificate of Service

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CERTIFICATE OF SERVICE

**In Re: Joint Application of Pennsylvania-American Water Company and
The Sewer Authority of the City of Scranton
Docket No. A-2016-2537209**

I hereby certify that I have this day served a true copy of the Amended and Restated Asset Purchase Agreement between The Sewer Authority of the City of Scranton and Pennsylvania-American Water Company, upon the parties, listed below, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a party).

**VIA ELECTRONIC MAIL (WITHOUT ENCLOSURES) AND
FIRST CLASS MAIL (WITH ENCLOSURES):**

Allison C. Kaster, Esquire
Gina L. Lauffer, Esquire
Bureau of Investigation & Enforcement
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor West
P.O. Box 3265
Harrisburg, PA 17105-3265

Christine Maloni Hoover, Esquire
Erin L. Gannon, Esquire
Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1923

Sharon E. Webb, Esquire
Office of Small Business Advocate
Commerce Building, Suite 202
300 North Second Street
Harrisburg, PA 17101-1303

John F. Povilaitis, Esquire
Alan Michael Seltzer, Esquire
Buchanan Ingersoll & Rooney PC
409 North Second Street, Suite 500
Harrisburg, PA 17101

R. Timothy Weston, Esquire
K&L Gates LLP
17 North Second Street, 18th Floor
Harrisburg, PA 17101

DATED: October 31, 2016



David P. Zambito, Esquire
Counsel for Pennsylvania-American Water Company

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