

Exhibit A

November 25, 2013

202.772.5302 direct
alanham@sheppardmullin.com

File Number: 36PK-192858

VIA ELECTRONIC MAIL

Edward T. Depp
Dinsmore & Shohl LLP
101 South Fifth Street
Suite 2500
Louisville, KY 40202
E-Mail: tip.depp@dinsmore.com

Re: Petition of the KCTA for a Declaratory Order that the Commission Has Jurisdiction to Regulate the Pole Attachment Rates, Terms, and Conditions of Cooperatives that Purchase Electricity from the TVA, Case No. 2012-00544

Dear Mr. Depp:

In the TVA Cooperatives' Responses to KCTA's First Request for Information Numbers 2, 3, 5, and 8, you object to the Requests, in part, on the ground that the Requests seek "conclusions of a legal nature which are protected by the attorney-client and attorney-work-product privileges." Please note that Paragraph 5 of the Instructions to KCTA's First Request for Information requests a privilege log for any documents you withheld on the basis of privilege. To the extent the TVA Cooperatives have withheld documents on the basis of privilege, please provide us with a privilege log detailing the basis of your objections by close of business on Monday, December 2, 2013.

Very truly yours,



Amanda M. Lanham
for SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

Exhibit B

Amanda Lanham

From: Depp,Tip <tip.depp@dinsmore.com>
Sent: Monday, November 25, 2013 4:38 PM
To: Amanda Lanham
Cc: Newberg, Joe
Subject: RE: KCTA Petition, Case No. 2012-00544

Amanda,

Thanksgiving is this weekend. We will aim to get back with you next week. Thanks.

-Tip

Dinsmore

Edward T. Depp

Partner

Dinsmore & Shohl LLP • Legal Counsel
101 South Fifth Street
Suite 2500
Louisville, KY 40202

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From: Amanda Lanham [<mailto:ALanham@sheppardmullin.com>]

Sent: Monday, November 25, 2013 4:32 PM

To: Depp,Tip

Subject: KCTA Petition, Case No. 2012-00544

Mr. Depp,

Please see attached.

[Amanda M. Lanham](mailto:ALanham@sheppardmullin.com)

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Exhibit C

Edward T. Depp
502-540-2347
tip.depp@dinsmore.com

December 5, 2013

VIA FEDEX

Amanda M. Lanham
Sheppard Mullin Richter & Hampton LLP
1300 I Street NW
11th Floor East
Washington, DC 20005-3314

Re: Petition of the Kentucky Cable Telecommunications Association for a Declaratory Order that the Commission has Jurisdiction to Regulate the Pole Attachment Rates, Terms, and Conditions of Cooperatives that Purchase Electricity from the Tennessee Valley Authority; Kentucky P.S.C. Case No. 2012-00544

Dear Ms. Lanham:

This letter is in response to your November 25, 2013 letter regarding the production of a privilege log for any documents withheld from production in the TVA Cooperatives' Responses to Items 2, 3, 5, and 8, of the Kentucky Cable Telecommunication Association's First Request for Information.

Parties to proceedings before the Kentucky Public Service Commission are not bound by the instructions included in the data requests propounded upon them by adverse parties. Additionally, no Commission regulation, order, or other authority requires the production of a privilege log when withholding documents on the grounds of a recognized privilege. Because of the undue time and expense that would be involved in cataloguing the numerous attorney-client communications, drafts of pleadings, attorney workpapers, and other materials withheld on the grounds of recognized privileges, the TVA Cooperatives decline to provide a privilege log to KCTA.

KCTA's request is out of the ordinary course of proceedings in this forum. If you believe that there is a particular document or communication that is being wrongly withheld by any of the TVA Cooperatives, please let us know and we will evaluate that request. Thank you.

Sincerely,

DINSMORE & SHOHL LLP

Edward T. Depp 33 JAN 14 2014

Edward T. Depp

Cc: John E. Selent
Joseph A. Newberg, II

Exhibit D

Amanda M. Lanham
202.772.5302 direct
alanham@sheppardmullin.com

December 17, 2013

File Number: 36PK-192858

VIA ELECTRONIC MAIL ONLY

Edward T. Depp
Dinsmore & Shohl LLP
101 South Fifth Street
Suite 2500
Louisville, KY 40202
E-Mail: tip.depp@dinsmore.com

Re: Petition of the KCTA for a Declaratory Order that the Commission Has Jurisdiction to Regulate the Pole Attachment Rates, Terms, and Conditions of Cooperatives that Purchase Electricity from the TVA, Case No. 2012-00544

Dear Mr. Depp:

I write in response to your December 5, 2013 letter regarding KCTA's request for a privilege log for documents the TVA Cooperatives withheld in response to KCTA's First Requests for Information Numbers 2, 3, 5, and 8 based, in part, on the ground that they are protected by the attorney client privilege.

In their Responses to KCTA's First Requests for Information, the Cooperatives failed to object to KCTA's Instruction Number 5, which instructed the Cooperatives to provide a privilege log describing the factual basis for any claims of privilege.

In your letter you argue that the PSC does not require privilege logs. Although the Kentucky Rules of Civil Procedure do not expressly mention preparation of privilege logs, the use of such logs in matters before the PSC is common. See, e.g., *In the Matter of Application of Jessamine-South Elkhorn Water District for a Certificate of Public Convenience and Necessity*, Case No. 2012-0040, Dec. 11, 2012 Notice of Filing a Privilege Log; *In the Matter of Joint Application of PPL Corporation*, Case No. 2010-00204, July 9, 2010 Joint Supplemental Response to Initial Request for Information (attaching a privilege log).

The PSC requires any party claiming confidentiality or privilege to justify such a claim. See *In the Matter of 2012 Integrated Resource Plan of East Kentucky Power Cooperative, Inc.*, Case No. 2012-00149, Dec. 4, 2012 Order (ordering cooperative to produce documents because cooperative "provided no justification for asserting the attorney-client privilege and the attorney-work-product doctrine"); see also *In the Matter of Joint Application of Duke Energy Corp.*, Case No. 2005-00228, Sept. 27, 2005 Order (ordering Duke Energy to produce documents because it "failed to carry its burden to demonstrate" that the documents were privileged). The thrust of that

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Edward T. Depp
December 17, 2013
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requirement is that your clients have an obligation to turn over all documents or to obtain Commission authority to withhold them. In other words, the burden is on you. If you will provide us a privilege log with the information we requested in Instruction 5 of our data requests, we will be able to understand the basis of your privilege claims. We may determine, based on the description you provide, that the documents are, indeed, subject to the privilege you claim. In the absence of such a log, however, we will have no choice but to seek a Commission order that you turn the documents over to us.

I note that in the TVA Cooperatives' own First and Second Requests for Information, you requested a privilege log from KCTA for documents withheld on the basis of attorney client privilege, which is hardly consistent with the notion that parties before the PSC are not required to explain the basis for their claims of privilege.

Please provide KCTA with a privilege log no later than December 23, 2013.

Very truly yours,



Amanda M. Lanham
for SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

SMRH:201239274.2