

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

THE JOINT PETITION OF KENTUCKY-AMERICAN)	
WATER COMPANY, THAMES WATER AQUA)	
HOLDINGS GmbH, RWE AKTIENGESELLSCHAFT,)	
THAMES WATER AQUA US HOLDINGS, INC.,)	CASE NO.
APOLLO ACQUISITION COMPANY, AND)	2002-00317
AMERICAN WATER WORKS COMPANY, INC.,)	
FOR APPROVAL OF A CHANGE IN CONTROL OF)	
KENTUCKY-AMERICAN WATER COMPANY)	

O R D E R

This matter arising upon the motion of the Lexington-Fayette Urban County Government (LFUCG), filed September 4, 2002, for full intervention, it appearing to the Commission that such intervention is likely to present issues and develop facts that will assist the Commission in fully considering the matter without unduly complicating or disrupting the proceedings, and this Commission being otherwise sufficiently advised,

IT IS HEREBY ORDERED that:

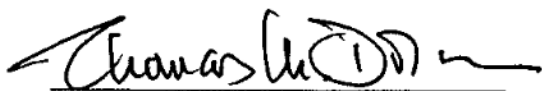
1. The motion of the LFUCG to intervene is granted.
2. The LFUCG shall be entitled to the full rights of a party and shall be served with the Commission's Orders and with filed testimony, exhibits, pleadings, correspondence, and all other documents submitted by parties after the date of this Order.

3. Should the LFUCG file documents of any kind with the Commission in the course of these proceedings, it shall also serve a copy of said documents on all other parties of record.

Done at Frankfort, Kentucky, this 13th day of September, 2002.

By the Commission

ATTEST:

A handwritten signature in black ink, appearing to read "Thomas H. [unclear]", written over a horizontal line.

Executive Director