

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

IN THE MATTER OF:

**COMPLIANCE OF KENTUCKY-AMERICAN)
WATER COMPANY, AMERICAN WATER WORKS)
COMPANY, RWE AKTIENGESELLSCHAFT AND)
THAMES WATER AQUA HOLDINGS GMBH)
WITH THE PROVISIONS OF THE ORDERS)
APPROVING THE TRANSFER OF CONTROL)
OF KENTUCKY-AMERICAN WATER COMPANY)
TO RWE AKTIENGESELLSCHAFT AND)
THAMES WATER AQUA HOLDINGS GMBH)**

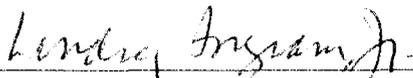
**CASE NO.
2002-00277**

NOTICE OF BOND ISSUANCE

Comes RWE Aktiengesellschaft, pursuant to Condition 28 of the Order of December 20, 2002, in Case No. 2002-00317, and hereby gives notice that it plans to issue, on or about June 22, 2004, three year zero coupon bonds in the amount of 460,000,000 Euros, exchangeable into shares of Heidelberg Druckmaschinen held by a subsidiary, in connection with the sale of some shares of Heidelberg Druckmaschinen.

Respectfully submitted,

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BY: 

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Thames Water Aqua U.S. Holdings, Inc. and
Kentucky-American Water Company

CERTIFICATION

In conformity with paragraph 7 of the Commission's Order dated January 30, 2002, in **Case No. 2002-00018**, this is to certify that the electronic version of this pleading is a true and accurate copy of the pleading filed in paper medium; that on **May 11, 2004**, the Petitioners have (1) notified the Commission, the Attorney General, the Lexington-Fayette Urban County Government, and Bluegrass FLOW, Inc. by electronic mail; (2) the electronic version of this pleading has been transmitted to the Commission; (3) a copy has been served by mail, postage prepaid, upon:

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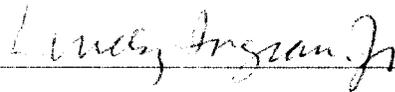
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and (4) the original and three copies have been filed with the Public Service Commission in paper medium.



Counsel for Thames Water Aqua Holdings GmbH,
RWE AG, American Water Works Company, Inc.,
Thames Water Aqua U.S. Holdings, Inc. and
Kentucky-American Water Company