

**COMMONWEALTH OF KENTUCKY**  
**BEFORE THE PUBLIC SERVICE COMMISSION**

**In the Matter of:**

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

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**NOTICE OF FILING OF JOINT APPLICANTS  
REGARDING ORDERING PARAGRAPH 2 OF  
THE ORDER DATED DECEMBER 20, 2002**

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In response to ordering paragraph 2 of the Commission's Order of December 20, 2002, attached hereto is the written acknowledgement by the Chief Executive Officer of each applicant accepting and agreeing to be bound by the conditions contained in the Order dated December 20, 2002.

Lindsey W. Ingram, Jr.  
Robert M. Watt, III  
STOLL, KEENON & PARK, LLP  
300 West Vine Street, Suite 2100  
Lexington, Kentucky 40507-1801  
(859) 231-3000

By *Lindsey Ingram Jr.*  
Counsel for Kentucky-American Water  
Company and American Water Works  
Company, Inc.

And

John N. Hughes, Esq.  
124 West Todd Street  
Frankfort, Kentucky 40601

By John N. Hughes by LWI  
Counsel for Thames Water Aqua  
U.S. Holding, Inc., Thames Water Aqua  
Holdings, GmbH, Apollo Acquisition  
Company and RWE AG

**CERTIFICATION**

In conformity with paragraph 13 of the Commission's Order dated September 16, 2002, this is to certify that the electronic version of this Notice is a true and accurate copy of the Notice filed in paper medium; that the Joint Applicants have notified the Commission and all parties by electronic mail on January 8, 2003, that the electronic version of this Notice has been transmitted to the Commission, and that a copy has been served by mail upon:

Dennis G. Howard, II, Esq.  
David Edward Spenard, Esq.  
Assistant Attorneys General  
1024 Capitol Center Drive, Ste. 200  
Frankfort, Kentucky 40601

David J. Barberie, Esq.  
Lexington-Fayette Urban County Gov't.  
Department of Law  
200 East Main Street  
Lexington, Kentucky 40507

Foster Ockerman, Jr., Esq.  
Martin, Ockerman & Brabant  
200 North Upper Street  
Lexington, Kentucky 40507

Anthony G. Martin, Esq.  
P.O. Box 1812  
Lexington, Kentucky 40588

Gerald E. Wuetcher, Esq.  
Public Service Commission  
211 Sower Boulevard  
Frankfort, Kentucky 40601

and that the original and three copies have been filed with the Public Service Commission in paper medium on the 8th day of January, 2003.

Lindsey Ingram  
Counsel for Kentucky-American Water Company  
and American Water Works Company, Inc.

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APPROVAL OF A CHANGE IN CONTROL OF )  
KENTUCKY-AMERICAN WATER COMPANY )**

**CASE NO. 2002-00317**

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**ACKNOWLEDGEMENT AND ACCEPTANCE OF KENTUCKY-AMERICAN  
WATER COMPANY, THAMES WATER AQUA HOLDINGS GmbH,  
RWE AKTIENGESELLSCHAFT, THAMES WATER AQUA US  
HOLDINGS, INC., APOLLO ACQUISITION COMPANY AND  
AMERICAN WATER WORKS COMPANY, INC. OF COMMITMENTS**

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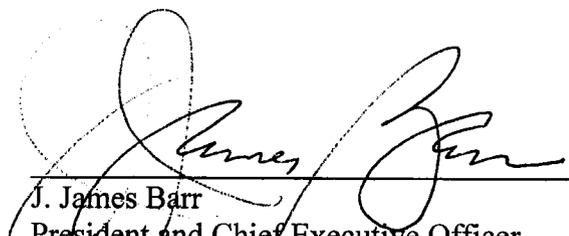
Come each of the Joint Applicants herein, by their appropriately authorized officers or attorneys, and accept and agree to be bound by the conditions and commitments contained in the Commission's Order of December 20, 2002.

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William J. Alexander  
Member of the Executive Board  
Thames Water Aqua Holdings GmbH

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Roy W. Mundy II  
President and Chief Executive Officer  
Kentucky American Water Company



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J. James Barr  
President and Chief Executive Officer  
American Water Works Company, Inc.

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Dr. Dietmar Kuhnt  
President and Chief Executive Officer  
RWE AG

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James McGivern, the holder of a Power of Attorney  
from Thames Water Aqua US Holdings, Inc. and  
Apollo Acquisition Company

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James McGivern, President of Apollo  
Acquisition Company

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James McGivern, President of Thames Water  
Aqua US Holdings, Inc.

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BEFORE THE PUBLIC SERVICE COMMISSION**

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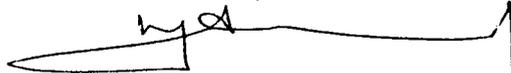
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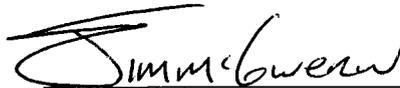
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J. James Barr  
President and Chief Executive Officer  
American Water Works Company, Inc.



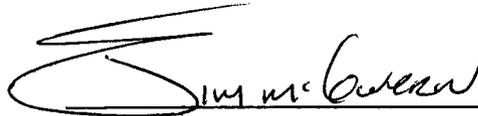
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Dr. Dietmar Kuhnt  
President and Chief Executive Officer  
RWE AG



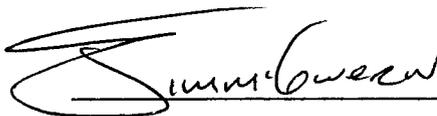
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James McGivern, Director of Thames Water Aqua  
US Holdings, Inc  
and Director of Apollo Acquisition Company



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James McGivern, President and Chief  
Executive Officer of Apollo Acquisition  
Company



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James McGivern, President and Chief  
Executive Officer of Thames Water  
Aqua US Holdings, Inc.

# APOLLO ACQUISITION COMPANY

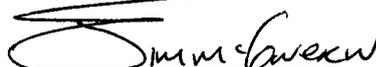
## Unanimous Consent of Board of Directors to Action Without a Meeting

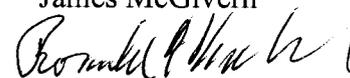
The undersigned, being all of the directors of Apollo Acquisition Company (the "Corporation"), a Delaware corporation, hereby consent, as permitted by section 141(f) of the Delaware General Corporation Law and by Article III, Section 11 of the By-Laws of the Corporation, to the adoption without a meeting of the following resolution:

RESOLVED, that the President of the Corporation be, and he hereby is, authorized and empowered in the name of the Corporation, to execute the attached Acknowledgement and Acceptance with respect to the Public Service Commission of Kentucky's Order of December 20, 2002.

The executed copy of this Consent shall be filed with the minutes of the proceedings of the Board of Directors of the Corporation.

  
\_\_\_\_\_  
Michael Carmedy

  
\_\_\_\_\_  
James McGivern

  
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Ronald E. Walsh

Dated: January 6, 2003

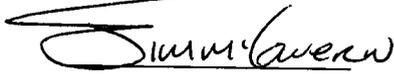
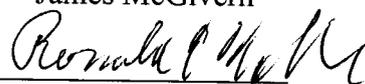
THAMES WATER AQUA US HOLDINGS, INC

Unanimous Consent of Board of  
Directors to Action Without a Meeting

The undersigned, being all of the directors of Thames Water Aqua US Holdings, Inc.(the "Corporation"), a Delaware corporation, hereby consent, as permitted by section 141(f) of the Delaware General Corporation Law and by Article III, Section 11 of the By-Laws of the Corporation, to the adoption without a meeting of the following resolution:

RESOLVED, that the President of the Corporation be, and he hereby is, authorized and empowered in the name of the Corporation, to execute the attached Acknowledgement and Acceptance with respect to the Public Service Commission of Kentucky's Order of December 20, 2002.

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Michael Carmedy  
  
James McGivern  
  
Ronald E. Walsh

Dated: January 6, 2003

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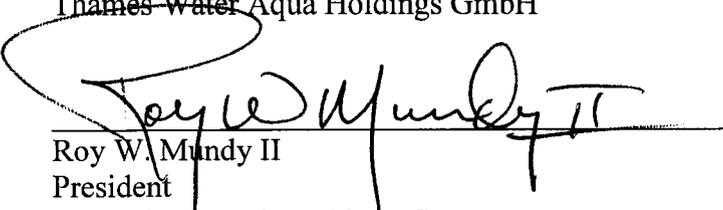
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