



American Water Works Company, Inc.

1025 Laurel Oak Road • P.O. Box 1770 • Voorhees, New Jersey 08043 • (856) 346-8200

VIA FEDERAL EXPRESS

June 3, 2002

Premerger Notification Office
Bureau of Competition
Federal Trade Commission
Room 303
600 Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Re: *Agreement and Plan of Merger Among RWE Aktiengesellschaft, Thames Water Aqua Holdings GmbH, Apollo Acquisition Company and American Water Works Company, Inc. dated as of September 16, 2001*

Dear Sir:

I have enclosed for filing, pursuant to Section 7A of the Clayton Act, an original and one copy of the "Notification and Report For Certain Mergers and Acquisitions" and one set of documentary attachments. This filing is made in connection with the above-mentioned transaction.

Kindly acknowledge receipt of the enclosed materials by date stamping the additional copy of the cover letter and Notification and Report Form and returning it to the undersigned in the enclosed, self-addressed, stamped envelope.

Should any questions arise in connection with this filing, please do not hesitate to contact me at (856) 346-8239.

Sincerely,

Taara C. Young
Paralegal

/tcy
Enclosures

c: W. Timothy Pohl, Esq. (w/o enc.)
Peter S. Malloy, Esq., Simpson Thacher & Bartlett (Report Only)
Jack M. D'Angelo, Esq., Simpson Thacher & Bartlett (Report Only)



American Water Works Company, Inc.

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VIA FEDERAL EXPRESS

June 3, 2002

Department of Justice
Director of Operations and
Merger Enforcement
Antitrust Division
Premerger Notification Unit
Patrick Henry Building
601 D Street, N.W.
Room #10013
Washington, D.C. 20004

Re: *Agreement and Plan of Merger Among RWE Aktiengesellschaft, Thames Water Aqua Holdings GmbH, Apollo Acquisition Company and American Water Works Company, Inc. dated as of September 16, 2001*

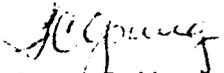
Dear Sir:

I have enclosed for filing, pursuant to Section 7A of the Clayton Act, three copies of the "Notification and Report For Certain Mergers and Acquisitions" and one set of documentary attachments. This filing is made in connection with the above-mentioned transaction.

Kindly acknowledge receipt of the enclosed materials by date stamping the additional copy of the cover letter and Notification and Report Form and returning it to the undersigned in the enclosed, self-addressed, stamped envelope.

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Peter S. Malloy, Esq., Simpson Thacher & Bartlett (Report Only)
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**NOTIFICATION AND REPORT FORM FOR
CERTAIN MERGERS AND ACQUISITIONS**

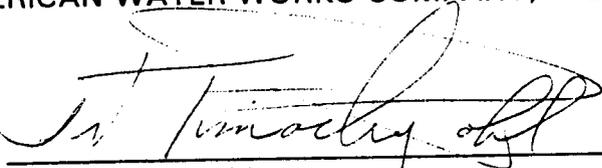
Section 803.5 Affidavit

Pursuant to 16 C.F.R. Section 803.5, the undersigned ultimate parent entity certifies that:

1. An Agreement and Plan of Merger among RWE Aktiengesellschaft ("RWE"), Thames Water Aqua Holdings GmbH ("Thames"), Apollo Acquisition Company ("Sub") and American Water Works Company, Inc. ("AWW") dated as of September 16, 2001, (the "Agreement"), has been executed pursuant to which a wholly owned indirect subsidiary of RWE ("Sub") will merge into AWW with AWW continuing as the surviving corporation. Upon consummation of the merger, (i) each holder of AWW common stock will be entitled to receive \$46 per share in cash, and (ii) AWW will become an indirect wholly owned subsidiary of RWE.
2. AWW has a present good faith intention to complete the transaction described in the Agreement.

AMERICAN WATER WORKS COMPANY, INC.

By:


W. Timothy Pohl
General Counsel and Secretary

Sworn to and subscribed
before me this 3rd day
of June 2002.

Mary J. Thomson
Notary Public

My commission expires: 6/12/06

**16 C.F.R. Part 803 - Appendix
NOTIFICATION AND REPORT FORM FOR CERTAIN MERGERS AND ACQUISITIONS**

Approved by OMB
3084-0005
Expires 08/31/02

THE INFORMATION REQUIRED TO BE SUPPLIED ON THESE ANSWER SHEETS IS SPECIFIED IN THE INSTRUCTIONS

↓ Attach the Affidavit required by § 803.5 to this page.

FEE INFORMATION

AMOUNT PAID \$ N/A
In cases where your filing fee would be higher if based on acquisition price or where the acquisition price is undetermined to the extent that it may straddle a filing fee threshold, attach an explanation of how you determined the appropriate fee (acquiring persons only).
Attachment Number _____

TAXPAYER IDENTIFICATION NUMBER N/A
or SOCIAL SECURITY NUMBER of payer N/A
(acquiring person (and payer if different from acquiring person))
CHECK ATTACHED MONEY ORDER ATTACHED
WIRE TRANSFER CONFIRMATION NO. _____
FROM: NAME OF INSTITUTION _____
NAME OF PAYER (if different from PERSON FILING) _____

IS THIS A CORRECTIVE FILING? YES NO

IS THIS ACQUISITION SUBJECT TO FOREIGN FILING REQUIREMENTS? YES NO
If YES, list jurisdictions: _____

IS THIS ACQUISITION A CASH TENDER OFFER? YES NO BANKRUPTCY? YES NO

DO YOU REQUEST EARLY TERMINATION OF THE WAITING PERIOD? (Grants of early termination are published in the Federal Register AND on the FTC web site www.ftc.gov)
 YES NO

ITEM 1 - PERSON FILING

1(a) NAME and HEADQUARTERS ADDRESS of PERSON FILING
American Water Works Company, Inc.
1025 Laurel Oak Road
Voorhees, New Jersey 08043

1(b) PERSON FILING NOTIFICATION IS
 an acquiring person an acquired person both

1(c) PUT AN "X" IN THE APPROPRIATE BOX TO DESCRIBE PERSON FILING NOTIFICATION
 Corporation Partnership Other (Specify): _____

1(d) DATA FURNISHED BY
 calendar year fiscal year (specify period) _____ (month/year) to _____ (month/year)

THIS FORM IS REQUIRED BY LAW and must be filed separately by each person which, by reason of a merger, consolidation or acquisition, is subject to §7A of the Clayton Act, 15 U.S.C. §18a, as added by Section 201 of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, Pub. L. No. 94-435, 90 Stat. 1390, and rules promulgated thereunder (hereinafter referred to as "the rules" or by section number). The statute and rules are set forth in the Federal Register at 43 FR 33450; the rules may also be found at 16 CFR Parts 801-03. Failure to file this Notification and Report Form, and to observe the required waiting period before consummating the acquisition in accordance with the applicable provisions of 15 U.S.C. §18a and the rules, subjects any "person," as defined in the rules, or any individuals responsible for noncompliance, to liability for a penalty of not more than \$11,000 for each day during which such person is in violation of 15 U.S.C. §18a.

confidential. It is exempt from disclosure under the Freedom of Information Act, and may be made public only in an administrative or judicial proceeding, or disclosed to Congress or to a duly authorized committee or subcommittee of Congress.

Filing - Complete and return two copies (with one original affidavit and certification and one set of documentary attachments) of this Notification and Report Form to: Premerger Notification Office, Bureau of Competition, Room 303, Federal Trade Commission, 600 Pennsylvania Avenue, N.W., Washington, D.C. 20580. Three copies (with one set of documentary attachments) should be sent to: Director of Operations and Merger Enforcement, Antitrust Division, Department of Justice, Patrick Henry Building, 601 D Street, N.W., Room #10013, Washington, D.C. 20530. (For FEDEX airbills to the Department of Justice, do not use the 20530 zip code; use zip code 20004.)

All information and documentary material filed in or with this Form is

DISCLOSURE NOTICE - Public reporting burden for this report is estimated to vary from 8 to 160 hours per response, with an average of 39 hours per response, including time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding the burden estimate or any other aspect of this report, including suggestions for reducing this burden to:

Under the Paperwork Reduction Act, as amended, an agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid OMB control number. That number is 3084-0005, which also appears in the upper right-hand corner of the first page of this form.

Premerger Notification Office, H-303, Federal Trade Commission, Washington, DC 20580
Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503

NAME OF PERSON FILING NOTIFICATION AMERICAN WATER WORKS COMPANY, INC.	DATE June 3, 2002
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1(e) PUT AN X IN THE APPROPRIATE BOX AND GIVE THE NAME AND ADDRESS OF ENTITY FILING NOTIFICATION (if other than ultimate parent entity)

NA This report is being filed on behalf of a foreign person pursuant to § 803.4. This report is being filed on behalf of the ultimate parent entity by another entity within the same person authorized by it to file pursuant to § 803.2(a).

NAME OF ENTITY FILING NOTIFICATION	ADDRESS
------------------------------------	---------

1(f) NAME AND ADDRESS OF ENTITY MAKING ACQUISITION OR WHOSE ASSETS OR VOTING SECURITIES ARE BEING ACQUIRED IF DIFFERENT FROM THE ULTIMATE PARENT ENTITY IDENTIFIED IN ITEM 1(a)

PERCENT OF VOTING SECURITIES HELD BY EACH ENTITY IDENTIFIED IN ITEM 1(a)

1(g) IDENTIFICATION OF PERSON TO CONTACT REGARDING THIS REPORT

NAME OF CONTACT PERSON	W. Timothy Pohl
TITLE	General Counsel and Secretary
FIRM NAME	American Water Works Company, Inc.
BUSINESS ADDRESS	1025 Laurel Oak Road Voorhees, New Jersey 08043
TELEPHONE NUMBER	(856) 346-8223
FAX NUMBER	(856) 346-8299
E-MAIL ADDRESS	tpohl@amwater.com

(h) IDENTIFICATION OF AN INDIVIDUAL LOCATED IN THE UNITED STATES DESIGNATED FOR THE LIMITED PURPOSE OF RECEIVING NOTICE OF ISSUANCE OF A REQUEST FOR ADDITIONAL INFORMATION OR DOCUMENTS. (See § 803.20(b)(2)(iii))

NAME OF CONTACT PERSON	N/A
TITLE	
FIRM NAME	
BUSINESS ADDRESS	
TELEPHONE NUMBER	
FAX NUMBER	

ITEM 2

2(a) LIST NAMES OF ULTIMATE PARENT ENTITIES OF ALL ACQUIRING PERSONS	LIST NAMES OF ULTIMATE PARENT ENTITIES OF ALL ACQUIRED PERSONS
RWE Aktiengesellschaft	American Water Works Company, Inc.

2(b) THIS ACQUISITION IS (put an X in all the boxes that apply)

an acquisition of assets a consolidation (see § 801.2)

a merger (see § 801.2) an acquisition of voting securities

an acquisition subject to § 801.2(e) a secondary acquisition

a formation of a joint venture of other corporation (see § 801.40) an acquisition subject to § 801.31

an acquisition subject to § 801.30 (specify type)

other (specify) _____

2(c) INDICATE THE HIGHEST NOTIFICATION THRESHOLD IN § 801.1(h) FOR WHICH THIS FORM IS BEING FILED (acquiring person only)

\$50 million \$100 million \$500 million 25% (see Instructions) 50%

2(d)(i) VALUE OF VOTING SECURITIES TO BE HELD AS A RESULT OF THE ACQUISITION	(ii) PERCENTAGE OF VOTING SECURITIES	(iii) VALUE OF ASSETS TO BE HELD AS A RESULT OF THE ACQUISITION	(iv) AGGREGATE TOTAL VALUE
Approximately \$4.6 billion	100%	N/A	Approximately \$4.6 billion

2(e) If aggregate total value in 2(d)(iv) is based in whole or in part on a fair market valuation pursuant to § 801.10(c)(3), identify the person or persons responsible for making the valuation (*acquiring persons only*).

ITEM 3**3(a) DESCRIPTION OF ACQUISITION**Acquiring Person

RWE Aktiengesellschaft
Opernplatz 1, D-45128
Essen, Germany

Acquired Person

American Water Works Company, Inc.
1025 Laurel Oak Road
Voorhees, NJ 08043

Pursuant to the Agreement and Plan of Merger among RWE Aktiengesellschaft ("RWE"), Thames Water Aqua Holdings GmbH, Apollo Acquisition Company ("Apollo") and American Water Works Company, Inc. ("AWW") dated as of September 16, 2001, (the "Agreement"), a copy of which is attached hereto as Attachment 3(d), a wholly owned indirect subsidiary of RWE ("Apollo") will merge into AWW with AWW continuing as the surviving corporation. Upon consummation of the merger, (i) each holder of AWW common stock will be entitled to receive \$46 per share in cash, and (ii) AWW will become an indirect wholly owned subsidiary of RWE. The total value of the transaction described herein is estimated to be \$4.6 billion.

Consummation of this transaction is scheduled to take place as soon as practicable, subject to, among other things, the satisfaction or waiver of all conditions to closing in the Agreement, regulatory approval, and the expiration or termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended.

3(b)(i) ASSETS TO BE ACQUIRED (to be completed only for asset acquisitions)

N/A

3(b)(ii) ASSETS HELD BY ACQUIRING PERSON

N/A

3(c) VOTING SECURITIES TO BE ACQUIRED**3(c)(i) LIST AND DESCRIPTION OF VOTING SECURITIES AND LIST OF NON-VOTING SECURITIES:**

RWE Aktiengesellschaft will acquire 100% of the issued and outstanding voting securities of American Water Works Company, Inc. The total value of the transaction described herein is estimated to be \$4.6 billion.

3(c)(ii) TOTAL NUMBER OF SHARES OF EACH CLASS OF SECURITY:

Please see response to Item 3(c)(i) above.

3(c)(iii) TOTAL NUMBER OF SHARES OF EACH CLASS OF SECURITY BEING ACQUIRED:

Please see response to Item 3(c)(i) above.

3(c)(iv) IDENTITY OF PERSONS ACQUIRING SECURITIES:

Please see response to Item 3(c)(i) above.

3(c)(v) DOLLAR VALUE OF SECURITIES IN EACH CLASS BEING ACQUIRED:

Please see response to Item 3(c)(i) above.

3(c)(vi) TOTAL NUMBER OF EACH CLASS OF SECURITIES TO BE HELD AS A RESULT OF THE ACQUISITION:

Please see response to Item 3(c)(i) above.

3(d) SUBMIT A COPY OF THE MOST RECENT VERSION OF CONTRACT OR AGREEMENT (or letter of intent to merge or acquire)

DO NOT ATTACH THIS DOCUMENT TO THIS PAGE

ATTACHMENT OR REFERENCE NUMBER OF CONTRACT OR AGREEMENT:

Agreement and Plan of Merger among RWE Aktiengesellschaft, Thames Water Aqua Holdings GmbH, Apollo Acquisition Company and American Water Works Company, Inc. - Attachment 3(d).

ITEM 4 PERSONS FILING NOTIFICATION MAY PROVIDE BELOW AN OPTIONAL INDEX OF DOCUMENTS REQUIRED TO BE SUBMITTED BY ITEM 4
(See Item by Item instructions). THESE DOCUMENTS SHOULD NOT BE ATTACHED TO THIS PAGE.

4(a) DOCUMENTS FILED WITH THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION	ATTACHMENT OR REFERENCE NUMBER
American Water Works Company, Inc. Form 10-K for the fiscal year ended December 31, 2001	4(a) - 1
American Water Works Company, Inc. Notice of Annual Shareholders Meeting and Proxy Statement dated March 28, 2002	4(a) - 2
American Water Works Company, Inc. Form 10-Q for the quarter ended March 31, 2002	4(a) - 3
American Water Works Company, Inc. Form 8-K dated January 15, 2002	4(a) - 4
American Water Works Company, Inc. Form 8-K dated January 17, 2002	4(a) - 5
American Water Works Company, Inc. Form 8-K dated February 7, 2002	4(a) - 6
American Water Works Company, Inc. Form 8-K dated March 28, 2002	4(a) - 7
American Water Works Company, Inc. Form 8-K dated May 9, 2002	4(a) - 8

4(b) ANNUAL REPORTS, ANNUAL AUDIT REPORTS, AND REGULARLY PREPARED BALANCE SHEETS	ATTACHMENT OR REFERENCE NUMBER
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American Water Works Company, Inc.'s Annual Report is attached as Exhibit 13 of the Company's Form 10-K which is Attachment 4(a) - 1 to the Premerger Notification Report.

American Water Works Company, Inc.'s most recent balance sheet is contained in the Company's Form 10-Q for the quarter ended March 31, 2002, which is Attachment 4(a)-3 to the Premerger and Notification Report.

4(c) STUDIES, SURVEYS, ANALYSES, AND REPORTS	ATTACHMENT OR REFERENCE NUMBER
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Thames Water Aqua Holdings GmbH Preliminary Presentation dated May 25, 2001	4(c) - 1
Project Odyssey Preliminary Discussion Materials prepared by Goldman, Sachs & Co. on behalf of AWW dated June 22, 2001	4(c) - 2
Project Odyssey Board of Directors Presentation prepared by Goldman, Sachs & Co. dated July 16, 2001	4(c) - 3
AWW Management Presentation dated August 2001 - prepared at the direction of the following members of Senior Management: J. James Barr, President & CEO; Ellen C. Wolf, VP & CEO; Daniel L. Kelleher, Sr. VP - American Water Works Service Company, Inc. (AWWSC); Jorge Carrasco, President - American Water Services, Inc.; Stephen F. Gorden, President - American Water Resources, Inc.; George W. Patrick, VP, Counsel & Secretary - AWWSC; and Glenn Pierce, VP Human Resources - AWWSC	4(c) - 4
Project Odyssey Board of Directors Meeting Presentation prepared by Goldman, Sachs & Co. dated September 16, 2001	4(c) - 5

ITEM 5 (See "References" listed in the General Instructions to the Form. Refer to the *North American Industry Classification System-United States, 1997 (1997 NAICS Manual)* for the 6-digit (NAICS) industry codes. Refer to the *1997 Numerical List of Manufactured and Mineral Products (EC97M31R-NL)* for the 7-digit product class codes and the 10-digit product codes. Report revenues for the 7-digit product class codes and 10-digit product codes using the codes in the columns labeled "Product code." For further information on NAICS-based codes visit the www.census.gov web site.)

5(a) DOLLAR REVENUES BY INDUSTRY

6-DIGIT INDUSTRY CODE	DESCRIPTION	1997 TOTAL DOLLAR REVENUES
221310	Water Supply	\$1,172,746,239
221320	Sewerage Treatment	33,593,252
234910	Water Sewer Pipeline Construction	8,618,203
325998	Miscellaneous Chemical Product and Preparation Manufacturing	2,346,765
541330	Engineering Services	295,981
561990	All Other Support Services	1,211,575
562998	All Other Miscellaneous Waste Management Services	6,144,475

ITEM 5(b)(i) DOLLAR REVENUES BY MANUFACTURED PRODUCTS

10-DIGIT
PRODUCT CODE

DESCRIPTION

1997 TOTAL
DOLLAR REVENUES

325998A141

Other Water Treatment Compounds

\$2,346,765

ITEM 5(b)(ii) PRODUCTS ADDED OR DELETED

DESCRIPTION (10-DIGIT PRODUCT CODE)	ADD	DELETE	YEAR OF CHANGE	TOTAL DOLLAR REVENUES
N/A				

ITEM 5(b)(iii) DOLLAR REVENUES BY MANUFACTURED PRODUCT CLASS

7-DIGIT PRODUCT CLASS	DESCRIPTION	YEAR 2001 TOTAL DOLLAR REVENUES
325998A	Other Water Treatment Compounds	\$740,440

(Item 5(b)(iii) continued on page 10)

NAME OF PERSON FILING NOTIFICATION

AMERICAN WATER WORKS COMPANY, INC.

DATE

June 3, 2002

5(d) COMPLETE ONLY IF ACQUISITION IS IN THE FORMATION OF A JOINT VENTURE OR OTHER CORPORATION

5(d)(i) NAME AND ADDRESS OF THE JOINT VENTURE OR OTHER CORPORATION

N/A

5(d)(ii)

(A) CONTRIBUTIONS THAT EACH PERSON FORMING THE JOINT VENTURE OR OTHER CORPORATION HAS AGREED TO MAKE

N/A

(B) DESCRIPTION OF ANY CONTRACTS OR AGREEMENTS

N/A

(C) DESCRIPTION OF ANY CREDIT GUARANTEES OR OBLIGATIONS

N/A

(D) DESCRIPTION OF CONSIDERATION WHICH EACH PERSON FORMING THE JOINT VENTURE OR OTHER CORPORATION WILL RECEIVE

N/A

5(d)(iii) DESCRIPTION OF THE BUSINESS IN WHICH THE JOINT VENTURE OR OTHER CORPORATION WILL ENGAGE

N/A

5(d)(iv) SOURCE OF DOLLAR REVENUES BY 6-DIGIT INDUSTRY CODE (non-manufacturing) AND BY 7-DIGIT PRODUCT CLASS (manufacturing)

N/A

ITEM 6

6(a) ENTITIES WITHIN PERSON FILING NOTIFICATION

American Water Works Company, Inc.
1025 Laurel Oak Road
Voorhees, New Jersey 08083

AAET, L.P.
10000 Sagemore Drive – Suite 10101
Marlton, New Jersey 08083

American Water Capital Corp.
P.O. Box 1770
Voorhees, New Jersey 08043

American Water Resources, Inc.
P.O. Box 1770
Voorhees, New Jersey 08043

American Water Services, Inc.
10000 Sagemore Drive – Suite 10101
Marlton, New Jersey 08083

American Water Works Service Company, Inc.
P.O. Box 1770
Voorhees, New Jersey 08043

Arizona-American Water Company
P.O. Box 158
Scottsdale, Arizona 85250

Azurix Industrials Corp.
11500 Northwest Freeway, #600
Houston, Texas 77092

Azurix North America Corp.
100 King Street West
P.O. Box 57159 - Jackson Station
Hamilton, ON L8P 4X1

Azurix North America (USA) Inc.
100 King Street West
P.O. Box 57159 - Jackson Station
Hamilton, ON L8P 4X1

Azurix North America Underground Infrastructure Inc.
2601 West Lake Mary Blvd.
Lake Mary, Florida 32746

California-American Water Company
880 Kuhn Drive
Chula Vista, California 91914

Hawaii-American Water Company
6700 Kalanianaʻole Hwy, Suite 205
Honolulu, Hawaii 96825

Illinois-American Water Company
P.O. Box 24040
Belleville, Illinois 62223

Indiana-American Water Company
P.O. Box 570
Greenwood, Indiana 46142

Iowa-American Water Company
P.O. Box 979
Davenport, Iowa 52805

Kentucky-American Water Company
2300 Richmond Road
Lexington, Kentucky 40502

Long Island Water Corporation
733 Sunrise Highway
Lynbrook, New York 11563

Maryland-American Water Company
P.O. Box 399
Bel Air, Maryland 21014
Missouri-American Water Company
535 North New Ballas Road
St. Louis, Missouri 63141

New Jersey-American Water Company
500 Grove Street
Haddon Heights, New Jersey 08035

New Mexico-American Water Company, Inc.
P.O. 430
Clovis, New Mexico 88102

Ohio-American Water Company
365 E. Center Street
Marion, Ohio 43301

Pennsylvania-American Water Company
800 West Hersheypark Drive
Hershey, Pennsylvania 17033

Tennessee-American Water Company
P.O. Box 6338
Chattanooga, Tennessee 37401

Trimax Residuals and Management (USA) Inc.
9440 60th Avenue
Edmonton, AB T6E 0C1

Virginia-American Water Company
P.O. Box 25405
Alexandria, Virginia 22313

West Virginia-American Water Company
P.O. Box 1906
Charleston, West Virginia 25327

6(b) SHAREHOLDERS OF PERSON FILING NOTIFICATION

American Water Works Company, Inc. - Common Stock

	<u>Shares Held</u>	<u>Percentage</u>
Marilyn Ware c/o American Water Works Company, Inc. 1025 Laurel Oak Road Voorhees, NJ 08043	4,914,260	5.0%
The Bessemer Group, Incorporated 100 Woodbridge Center Drive Woodbridge, NJ 07095	6,206,654	6.2%

Illinois-American Water Company

Cumulative First Preferred Stock

A. Paul Brown & Nellz Brown 1408 Della Drive Belleville, IL 62226-7214	363	6.60%
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Cumulative Preference Stock

Nationwide Mutual Insurance Company One Nationwide Plaza Columbus, OH 43216	120	20%
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Iowa-American Water Company

Cumulative Preferred Stock

Nationwide Mutual Insurance Company One Nationwide Plaza Columbus, OH 43215	1,710	14.37%
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Pennsylvania-American Water Company

Cumulative Preferred Stock

Edward J. Mruskovic Trust 26802 Alicante Drive Mission Viejo, CA 92691	10,137	6.67%
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6(c) HOLDINGS OF PERSON FILING NOTIFICATION

<u>Corporation</u>	<u>Class of Voting Stock Held</u>	<u>Shares Held</u>	<u>Percentage of Voting Stock Held</u>
The Newtown Artesian Water Company	Common Stock	1,198	13.16%
ITC/DeltaCom, Inc.	Common Stock	4,017,264	6.44%

ITEM 7 DOLLAR REVENUES
7(a) 6-DIGIT NAICS CODE AND DESCRIPTION

- 221310 - Water Supply
- 221320 - Sewerage Treatment
- 541330 - Engineering Services

7(b) NAME OF EACH PERSON WHICH ALSO DERIVED DOLLAR REVENUES

RWE Aktiengesellschaft

7(c) GEOGRAPHIC MARKET INFORMATION

221310

Arizona
California
Florida
Georgia
Illinois
Indiana
Iowa
Kentucky
Louisiana
Maryland
Massachusetts
Michigan
Missouri
New Jersey
New Mexico
New York
North Carolina
Ohio
Pennsylvania
Tennessee
Texas
Virginia
Washington
West Virginia

221320

Hawaii
Indiana
Kentucky
Maine
Missouri
Nevada
New Jersey
North Carolina
Ohio
Pennsylvania
Virginia

541330

New Jersey
Texas

ITEM 8 PRIOR ACQUISITIONS (to be completed by acquiring person only)

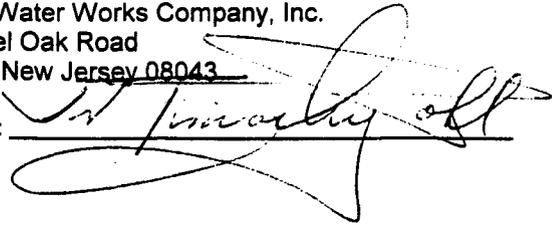
CERTIFICATION

This NOTIFICATION AND REPORT FORM, together with any and all appendices and attachments thereto, was prepared and assembled under my supervision in accordance with instructions issued by the Federal Trade Commission. Subject to the recognition that, where so indicated, reasonable estimates have been made because books and records do not provide the required data, the information is, to the best of my knowledge, true, correct, and complete in accordance with the statute and rules.

NAME (Please print or type)

W. Timothy Pohl, Esq.
 American Water Works Company, Inc.
 1025 Laurel Oak Road
 Voorhees, New Jersey 08043

SIGNATURE:



TITLE

General Counsel and Secretary

DATE: June 3, 2002

Subscribed and sworn to before me at the

City of Voorhees, State of New Jerseythis 3rd day of June, the year 2002Signature May J. ThomasMy Commission expires 6/12/02

[SEAL]