COMMONWEALTH OF KENTUCKY

BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

JOINT APPLICATION OF AQUA CORPORATION, KENTUCKY WATER SERVICE COMPANY, INC., AND CITY OF SOMERSET, KENTUCKY FOR: (1) AUTHORITY FOR AQUA CORPORATION TO ISSUE COMMON STOCK AND TO ASSUME OBLIGATIONS TO MEET INDUSTRIAL REVENUE BONDS DEBT SERVICE; (2) AUTHORITY FOR AQUA CORPORATION TO ACQUIRE ALL OF THE OUTSTANDING COMMON STOCK OF KENTUCKY WATER SERVICE COMPANY INC.; (3) AUTHORITY CASE NO. 9231 FOR AQUA CORPORATION ITSELF IN SEQUENCE TO PURCHASE THE CLINTON AND MIDDLESBORO WATER DISTRIBUTION PLANTS AND ATTENDANT ACCOUNTS FROM ITS THEN CONTROLLED KENTUCKY WATER SERVICE COMPANY, INC.; (4) AUTHORITY FOR AQUA CORPORATION TO SELL ITS ONE HUNDRED PERCENT (100%) OF THE OUTSTANDING COMMON STOCK OF KENTUCKY WATER SERVICE COMPANY, INC. TO THE CITY OF SOMERSET, KENTUCKY

SUPPLEMENTAL ORDER

The following request is hereby added to the data requests included in Appendix A to the Commission's Order of December 6, 1984.

1. All loan documents pertinent to the Industrial Revenue Bonds to be issued by the cities of Middlesboro and Clinton including, but not limited to, all prospectus, bond indentures, mortgage notes, etc., as well as those documents or agreements between Aqua and the cities under which Aqua will assume the debt service obligations for the bonds.

Done at Prankfort, Rentucky, this 7th day of December, 1984.

PUBLIC SERVICE COMMISSION

Cicharles Henry

ATTEST:

Secretary