COMMONWEALTH OF KENTUCKY

BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

THE JOINT APPLICATION FOR APPROVAL OF THE ACQUISITION BY PHILADELPHIA CASE NO. SUBURBAN CORPORATION OF THE STOCK 2002-00384 OF AQUASOURCE UTILITY, INC.

ORDER

This matter arising upon the motion of the Attorney General of the Commonwealth of Kentucky, by and through his Office of Rate Intervention (Attorney General), filed November 4, 2002, pursuant to KRS 367.150(8), for full intervention, such intervention being authorized by statute, and this Commission being otherwise sufficiently advised,

IT IS HEREBY ORDERED that the motion is granted, and the Attorney General is

hereby made a party to these proceedings.

Done at Frankfort, Kentucky, this 7th day of November, 2002.

By the Commission

ATTEST:

Deputy Executive Director