

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

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REPORT OF MERGER COSTS

Come Thames Water Aqua Holdings GmbH and American Water Works Company, Inc., pursuant to Ordering Paragraph 11 and Condition 36 of the Order of December 20, 2002 in Case No. 2002-00317, and report that actual cumulative costs of the merger through December 31, 2003 for Thames have been \$56,624,921.37 and for American Water Works Company, Inc. have been \$93,916,919.68.

Respectfully submitted,

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And

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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 the Petitioners have notified the Commission, the Attorney General, the Lexington-Fayette Urban County Government and Bluegrass FLOW, inc. by electronic mail on February 14th, 2004, that the electronic version of this pleading has been transmitted to the Commission, and that a copy has been served on February 16, 2004, by mail upon:

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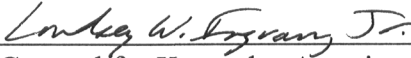
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and that the original and three copies have been filed with the Public Service Commission in paper medium on February 16, 2004.



Counsel for Kentucky-American Water
Company