

**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**

NOTICE OF CONDITION 31 FILING

Come Thames Water Aqua Holdings GmbH, RWE Aktiengesellschaft, American Water Works Company, Inc., Thames Water Aqua U.S. Holdings, Inc. and Kentucky-American Water Company, and pursuant to Condition 31 of the Commission's Order dated December 20, 2002, in Case No. 2002-00317, and notice the filing of Kentucky-American Water Company's proportionate share of the assets, operating revenues, operation and maintenance expenses and number of employees of RWE, Thames Water Aqua Holdings GmbH and Thames Water Aqua U.S. Holdings, Inc. which is attached hereto electronically.

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And

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Thames Water Aqua U.S. Holdings, Inc. and
Kentucky-American Water Company

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 and the parties in Case No. 2002-00018 by electronic mail on March 31, 2004, that the electronic version of this pleading has been transmitted to the Commission, and that a copy has been served by mail upon:

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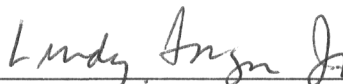
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and that the original and three copies have been filed with the Public Service Commission in paper medium on the 31st day of March, 2004.



Counsel for Thames Water Aqua Holdings GmbH,
RWE AG, American Water Works Company, Inc.,
Thames Water Aqua U.S. Holdings, Inc. and
Kentucky-American Water Company

CONDITION NUMBER 31
KENTUCKY-AMERICAN'S PROPORTIONAL SHARE OF:
(000's Omitted - Except for Employees)

	RWE	Kentucky American	Proportional Share	Thames GmbH	Kentucky American	Proportional Share	TWUS	Kentucky American	Proportional Share
Total Assets	\$125,216,000	\$231,520.7	0.18%	\$13,630,998	\$231,520.7	1.70%	\$3,401,375	\$231,520.7	6.81%
Total Operating Revenues	\$55,414,000	\$42,764.6	0.08%	Footnote (2)	\$42,764.6	N/A	Footnote (2)	\$42,764.6	N/A
Operation and Maintenance Expenses	Footnote (1)	\$20,750.0	N/A	Footnote (3)	\$20,750.0	N/A	Footnote (3)	\$20,750.0	N/A
Number of Employees	127,162	131	0.10%	Footnote (4)	131	N/A	Footnote (4)	131	N/A

General Footnote - The Total Assets of RWE and Kentucky-American Water are stated at depreciated cost.
Thames GmbH and TWUS own financial rather than physical assets.

Footnote (1) - No such information is maintained or reported

Footnote (2) - The company is a holding company and has no operating revenues

Footnote (3) - The company is a holding company and has no O&M Expenses

Footnote (4) - The company is a holding company and has no employees