

**COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION**

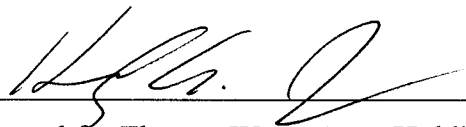
IN THE MATTER OF:

COMPLIANCE OF KENTUCKY-AMERICAN)	
WATER COMPANY, AMERICAN WATER WORKS)	
COMPANY, RWE AKTIENGESELLSCHAFT AND)	
THAMES WATER AQUA HOLDINGS GMBH WITH)	
THE PROVISIONS OF THE ORDERS)	CASE NO.
APPROVING THE TRANSFER OF CONTROL OF)	2002-00277
KENTUCKY-AMERICAN WATER COMPANY TO)	
RWE AKTIENGESELLSCHAFT AND THAMES)	
WATER AQUA HOLDINGS GMBH)	

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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By 
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

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, 2005, 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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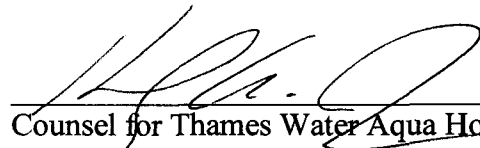
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and that the original and three copies have been filed with the Public Service Commission in paper medium on the 31st day of March, 2005.



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 Water's Proportional Share of:
(000 omitted except for employees)**

	<u>RWE</u>	<u>Kentucky American</u>	<u>Proportional Share</u>	<u>Thames GmbH</u>	<u>Kentucky American</u>	<u>Proportional Share</u>	<u>TWUS</u>	<u>Kentucky American</u>	<u>Proportional Share</u>
Total Assets	127,179,000	251,215	0.20%	14,653,396	251,215	1.71%	13,929,693	251,215	1.80%
Total Operating Revenues	57,395,000	42,360	0.07%	Footnote (2)	42,360	N/A	Footnote (2)	42,360	N/A
Operation and Maintenance Expense	Footnote (1)	23,679	N/A	Footnote (3)	23,679	N/A	Footnote (3)	23,679	N/A
Number of Employees	99,777	133	0.13%	Footnote (4)	133	N/A	Footnote (4)	133	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