

**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**

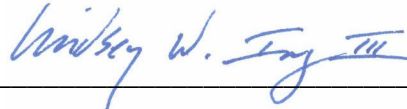
NOTICE OF CONDITION 31 FILING

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 employees of RWE and of the assets of Thames Water Aqua Holdings GmbH as shown on the attached.

Respectfully submitted,

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BY: _____



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

CERTIFICATION

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. 2002-00317 by electronic mail on March 31, 2008 that the electronic version of this pleading has been transmitted to the Commission, and that a paper copy has been served by mail upon:

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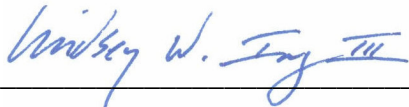
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and that the original and three paper copies have been filed with the Public Service Commission on the 1st day of April, 2008.

BY: 

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

Condition Number 31
Kentucky - American Water's Proportional Share of:
As of December 31, 2007
(000 omitted except for employees)

	<u>RWE Proportional Share</u>		<u>Thames GmbH Proportional Share</u>
Total Assets	0.45%		4.12%
Total Operating Revenues	0.09%	Footnote (2)	N/A
Operation and Maintenance Expense	Footnote (1)	N/A	Footnote (3)
Number of Employees	0.21%	Footnote (4)	N/A

General Footnote: The Total Assets of RWE and Kentucky-American Water are stated at depreciated cost
Thames GmbH owns financial rather than physical assets
Kentucky-American figures are based on unaudited statements

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