

**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**

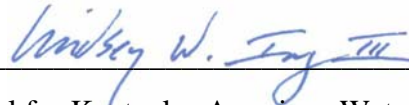
**NOTICE OF CONDITION 10 REPORT – CAPITAL AND  
OPERATION AND MAINTENANCE BUDGETS**

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 10 of the Commission’s Order dated December 20, 2002, in Case No. 2002-00317, file herewith the Two-Year Capital and Operation and Maintenance Budgets of Kentucky-American Water Company.

Respectfully submitted,

Lindsey W. Ingram, Jr.  
Lindsey W. Ingram III  
STOLL KEENON OGDEN PLLC  
300 West Vine Street, Suite 2100  
Lexington, Kentucky 40507  
(859) 231-3000

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 April 2, 2007 that the electronic version of this pleading has been transmitted to the Commission, and that a paper copy has been served by mail upon:

Foster Ockerman, Jr., Esq.  
Martin, Ockerman & Brabant  
200 North Upper Street  
Lexington, Kentucky 40507

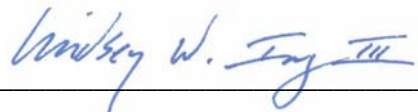
Gerald E. Wuetcher, Esq.  
Angela Curry, Esq.  
Public Service Commission  
211 Sower Boulevard  
Frankfort, Kentucky 40601

David J. Barberie, Esq.  
Lexington-Fayette Urban County Gov't.  
Department of Law  
200 East Main Street  
Lexington, Kentucky 40507

David Edward Spenard, Esq.  
Dennis G. Howard II, Esq.  
Assistant Attorneys General  
1024 Capitol Center Drive, Suite 200  
Frankfort, Kentucky 40601

Anthony G. Martin, Esq.  
P.O. Box 1812  
Lexington, Kentucky 40588

and that the original and three paper copies have been filed with the Public Service Commission on the 3<sup>rd</sup> day of April, 2007.

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.