

**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)	2002-00277
OF KENTUCKY-AMERICAN WATER COMPANY)	
TO RWE AKTIENGESELLSCHAFT AND)	
THAMES WATER AQUA HOLDINGS GMBH)	

AMENDED NOTICE OF BOND ISSUANCE

Comes RWE Aktiengesellschaft, pursuant to Condition 28 of the Order of December 20, 2002, in Case No. 2002-00317, and hereby gives notice that it plans to issue, on or about June 22, 2004, a three year zero coupon bond in the aggregate amount of 460,000,000 Euros, exchangeable into shares of Heidelberger Druckmaschinen Aktiengesellschaft held by a subsidiary of RWE Aktiengesellschaft, in connection with the sale of some shares of Heidelberger Druckmaschinen Aktiengesellschaft. The exchangeable bond has not been registered with the U.S. Securities and Exchange Commission and is being offered under Regulation S only. The shares of Heidelberger Druckmaschinen Aktiengesellschaft have not been registered with the SEC and are being offered under Rule 144A and Regulation S only.

Respectfully submitted,

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BY: Lindsey Ingram, Jr.

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 on **May 12, 2004**, the Petitioners have (1) notified the Commission, the Attorney General, the Lexington-Fayette Urban County Government, and Bluegrass FLOW, Inc. by electronic mail; (2) the electronic version of this pleading has been transmitted to the Commission; (3) a copy has been served by mail, postage prepaid, upon:

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

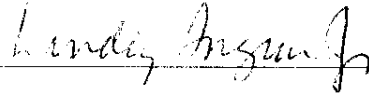
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and (4) the original and three copies have been filed with the Public Service Commission in paper medium.

A handwritten signature in cursive script, reading "Lundy Anguin Jr.", positioned above a horizontal line.

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

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