

**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**

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**CONDITION 28 NOTICE**

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Comes Kentucky-American Water Company; Thames Water Aqua Holdings GmbH; Thames Water Aqua U.S. Holdings, Inc.; RWE Aktiengesellschaft; and American Water Works Company, Inc. and herewith give notice, solely and exclusively for the purpose of complying with Condition 28 of the Order of December 20, 2002, in Case No. 2002-00317, that with an anticipated settlement date of July 23, 2004, RWE AG will guarantee an offering by RWE Finance B.V. to buy back 1.35 Billion Euros of outstanding debt and exchange 650 Million Euros in aggregate principal amount of outstanding debt also guaranteed by RWE AG. The Euro notes to be used in the exchange will mature in 2014, have a 4.625% interest rate and will be issued under the Group's existing Debt Issuance Program.

Respectfully submitted,

Lindsey W. Ingram, Jr.  
STOLL, KEENON & PARK, LLP  
300 West Vine Street, Suite 2100  
Lexington, Kentucky 40507  
Telephone: (859) 231-3000

BY: Lindsey W 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 **July 21, 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

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

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

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

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

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



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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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