

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

REQUEST

Come 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 request the Public Service Commission's approval, pursuant to Condition 32 of the Order of December 20, 2002, in Case No. 2002-00317, of the payment of a dividend on common stock by Kentucky-American Water Company on December 6, 2004, in the amount of \$391,847.75. This dividend was declared on October 21, 2004, in conformity with the existing policy of the payment of 75% of earnings available for common dividends, and together with the common dividends paid on March 1, June 28, 2004 and September 20, 2004, collectively represents more than 5% of the retained earnings of Kentucky-American Water Company as of December 31, 2003, as shown on the spreadsheet attached hereto.

Respectfully submitted,

Lindsey W. Ingram, Jr., Esq.
STOLL, KEENON & PARK, LLP
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 October 22, 2004, that the electronic version of this pleading has been transmitted to the Commission, and that a 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 copies have been filed with the Public Service Commission in paper medium on the 22nd day of October, 2004.

BY: Landy Inge Jr

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.

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KENTUCKY-AMERICAN

Quarter Ending	Earnings Available	Dividend	%	Payable Date	Per Share Rate	Earnings Adjustments
12/31/2000	\$985,286.00	\$736,673.77	0.7477	3/29/2001	0.47	\$54,941.00
3/31/2001	1,041,891.00	783,695.50	0.7522	6/28/2001	0.5	2,480.00
6/30/2001	2,119,261.00	1,583,064.91	0.7470	9/27/2001	1.01	151,574.00
9/30/2001	2,250,146.00	1,692,782.28	0.7523	12/28/2001	1.08	152,301.00
12/31/2001	1,520,074.00	1,144,195.43	0.7527	3/28/2002	0.73	151,574.00
3/31/2002	769,122.00	579,934.67	0.7540	6/27/2002	0.37	61,812.00
6/30/2002	1,506,594.00	1,128,521.52	0.7491	9/27/2002	0.72	325,152.00
9/30/2002	2,490,126.00	1,865,195.29	0.7490	12/30/2002	0.85	172,665.00
12/31/2002	1,281,941.00	956,108.51	0.7458	3/28/2003	0.61	0.00
3/28/2003	607,466.00	454,543.39	0.7483	6/23/2003	0.29	0.00
6/27/2003	990,033.00	752,347.68	0.7599	9/22/2003	0.48	0.00
9/26/2003	1,656,661.00	1,238,238.89	0.7474	12/15/2003	0.79	0.00
12/12/2003	1,059,560.00	799,369.41	0.7544	3/29/2004	0.51	0.00
4/2/2004	160,286.00	109,717.37	0.6845	6/28/2004	0.07	0.00
6/25/2004	806,206.00	611,282.49	0.7582	9/20/2004	0.39	0.00
9/24/2004	515,915.00	391,847.75	0.7595	12/6/2004	0.25	0.00