

**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**

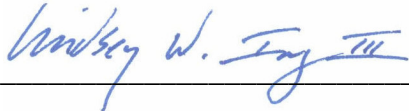
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**REQUEST**

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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 31, 2007, in the amount of \$1,912,217.02. This dividend was declared on October 30, 2007 in conformity with the existing policy of the payment of 75% of earnings available for common dividends. The common dividends paid on March 29, 2007, June 28, 2007, September 27, 2007 and the October 30, 2007 declared dividend collectively represent more than 5% of the retained earnings of Kentucky-American Water Company as of December 31, 2006, as shown on the spreadsheet attached hereto.

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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 November 15, 2007 that the electronic version of this pleading has been transmitted to the Commission, and that a copy has been served by mail upon:

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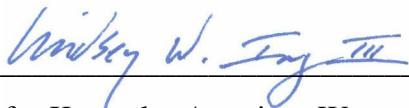
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and that the original and three copies will be filed with the Public Service Commission in paper medium on November 15, 2007.

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.

Kentucky American Water Company - Dividend Record

Quarter Ending	Earnings Available	Dividend	%	Payable Date	Rate Per Share	Earnings Adjustments
12/31/2001	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	0.50	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
12/10/2004	49,559.00	31,347.82	0.6325	3/21/2005	0.02	0.00
3/25/2005	124,982.00	862,065.05	6.8975	6/20/2005	0.55	0.00
6/24/2005	(632,171.00)	-	0.0000	9/19/2005	0.00	0.00
9/23/2005	2,761,477.00	830,717.23	0.3008	12/5/2005	0.53	0.00
12/9/2005	(556,372.00)	-	0.0000	3/20/2006	0.00	0.00
3/24/2006	635,759.00	62,695.64	0.0986	6/19/2006	0.04	0.00
6/30/2006	918,150.00	689,652.04	0.7511	9/18/2006	0.44	0.00
9/30/2006	1,683,018.00	1,253,912.80	0.7450	12/4/2006	0.80	0.00
12/31/2006	1,305,189.00	971,782.42	0.7446	3/29/2007	0.62	0.00
3/31/2007	295,479.00	235,108.65	0.7957	6/28/2007	0.15	0.00
6/30/2007	1,428,149.00	1,050,151.97	0.7353	9/27/2007	0.67	0.00
9/30/2007	2,533,648.00	1,912,217.02	0.7547	12/31/2007	1.22	0.00