

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

NOTICE

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 pursuant to the Order of December 20, 2002, in Case No. 2002-00317, herewith notify the Commission of the payment of a dividend by American Water Works Company, Inc. of \$25,812,500 on December 15, 2003 on the 1,750 shares of preferred stock issued by it as noticed herein on May 22, 2003.

Respectfully submitted,

John N. Hughes, Esq.
124 West Todd Street
Frankfort, Kentucky 40601

and

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

BY: Lindsey Ingram, Jr.

Counsel for Thames Water Aqua Holding GmbH,
RWE AG, American Water Works Company, Inc.
Thames Water Aqua US Holdings, Inc.,
and Kentucky-American Water Company

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 December 16, 2003, 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

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

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

and that the original and three copies have been filed with the Public Service Commission in paper medium on the 16th day of December, 2003.

BY: Lindsey Ingram, Jr.

Counsel for Thames Water Aqua Holding GmbH,
RWE AG, American Water Works Company, Inc.
Thames Water Aqua US Holdings, Inc.,
and Kentucky-American Water Company