

**COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION**

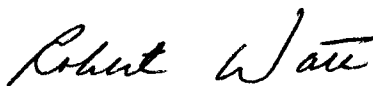
In the Matter of:

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. 2002-00277
APPROVING THE TRANSFER OF CONTROL)	
OF KENTUCKY-AMERICAN WATER COMPANY)	
TO RWE AKTIENGESELLSCHAFT AND THAMES)	
WATER AQUA HOLDINGS GmbH)	

**NOTICE BY KENTUCKY-AMERICAN WATER COMPANY, THAMES
WATER AQUA HOLDINGS GmbH, RWE AKTIENGESELLSCHAFT,
THAMES WATER AQUA US HOLDINGS, INC. AND
AMERICAN WATER WORKS COMPANY, INC.**

Pursuant to ordering paragraph 14 of the Commission's Order of December 20, 2002, in Case No. 2002-00317, Kentucky-American Water Company, Thames Water Aqua Holdings GmbH, RWE Aktiengesellschaft, Thames Water Aqua US Holdings, Inc. and American Water Works Company, Inc. hereby give notice that the transaction described in the AGREEMENT AND PLAN OF MERGER dated as of September 16, 2001, among RWE Aktiengesellschaft, Thames Water Aqua Holdings GmbH, Apollo Acquisition Company and American Water Works Company, Inc. occurred on Friday, January 10, 2003.

Lindsey W. Ingram, Jr.
Robert M. Watt, III
STOLL, KEENON & PARK, LLP
300 West Vine Street, Suite 2100
Lexington, Kentucky 40507-1801
(859) 231-3000

By 
Counsel for Kentucky-American Water Company
and American Water Works Company, Inc.

And

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

By John N. Hughes
Counsel for Thames Water Aqua Holdings GmbH, Thames Water Aqua US Holdings, Inc. and RWE AG

CERTIFICATION

In conformity with paragraph 13 of the Commission's Order dated September 16, 2002, this is to certify that the electronic version of this Notice is a true and accurate copy of the Notice filed in paper medium; that the Joint Applicants have notified the Commission and all parties by electronic mail on January 13, 2003, that the electronic version of this Notice has been transmitted to the Commission, and that a copy has been served by mail upon:

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

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.
Public Service Commission
211 Sower Boulevard
Frankfort, Kentucky 40601

and that the original and three copies have been filed with the Public Service Commission in paper medium on the 13th day of January, 2003.

Robert W. Stone
Counsel for Kentucky-American Water Company
and American Water Works Company, Inc.