

**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**

**NOTICE OF DEBT ISSUE BY RWE AG**

Pursuant to Reporting Condition 28 of the Order of December 20, 2002 in Case No. 2002-00317, the Joint Applicants hereby report the issuance of debt by RWE AG in the amount of 750 million euros to occur on February 14, 2003.

Respectfully submitted,

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

By *Lindsey W. Ingram, Jr.*  
Counsel for Kentucky-American  
Water Company and American  
Water Works Company, Inc.

And

John N. Hughes  
124 West Todd Street  
Frankfort, KY 40601

By John N. Hughes by LWI  
Counsel for Thames Water Aqua  
Holding GmbH and RWE AG

**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 the Petitioners have notified the Commission and the parties in Case No. 2002-00018 by electronic mail on February 5, 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

Dennis G. Howard, II, Esq.  
David Edward Spenard, 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.  
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 5th day of February 2003.

Wendy W. Ingram, Jr.  
Counsel for Kentucky-American Water Company