

**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**

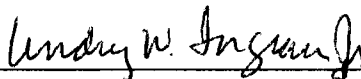
**NOTICE OF CONDITION 37 FILING –
RWE SUBSIDIARIES AND AFFILIATES**

Come Thames Water Aqua Holdings GmbH, RWE Aktiengesellschaft, American Water Works Company, Inc. and Kentucky-American Water Company, and herewith give notice, pursuant to Condition 37 of the Commission's Order dated December 20, 2002, in Case No. 2002-00317, of the filing herewith of the Organizational Chart of RWE Aktiengesellschaft showing all of its subsidiaries and affiliates as of December 31, 2002.

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

And

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

By 

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

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 March 28, 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

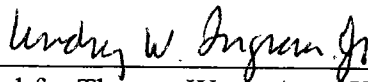
Dennis G. Howard, II, Esq.
David Edward Spenard, Esq.
Assistant Attorneys General
1024 Capitol Center Drive, Suite 200
Frankfort, Kentucky 40601

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.
Angela Curry, 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 28th day of March, 2003.



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