

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

**IN THE MATTER OF:**

<b>COMPLIANCE OF KENTUCKY-AMERICAN</b>	)	
<b>WATER COMPANY, AMERICAN WATER WORKS</b>	)	
<b>COMPANY, RWE AKTIENGESELLSCHAFT AND</b>	)	
<b>THAMES WATER AQUA HOLDINGS GMBH WITH</b>	)	
<b>THE PROVISIONS OF THE ORDERS</b>	)	<b>CASE NO.</b>
<b>APPROVING THE TRANSFER OF CONTROL OF</b>	)	<b>2002-00277</b>
<b>KENTUCKY-AMERICAN WATER COMPANY TO</b>	)	
<b>RWE AKTIENGESELLSCHAFT AND THAMES</b>	)	
<b>WATER AQUA HOLDINGS GMBH</b>	)	

**CONDITIONS 28 AND 29 NOTICE**

Come Kentucky-American Water Company; Thames Water Aqua Holdings GmbH; Thames Water Aqua US Holdings, Inc.; RWE Aktiengesellschaft and American Water Works Company, Inc. and herewith give Notice, solely and exclusively for the purpose of complying with Conditions 28 (“If RWE, Thames or TWUS issues new debt or equity in excess of \$100 million, it will notify the Commission in writing as soon as practicable prior to such issuance.”) and 29 (“If AWWC issues new debt or equity in excess of \$100 million, it will notify the Commission in writing 30 days prior to such issuance.”) of the Order of December 20, 2002 in Case No. 2002-00317, that (1) Thames Water Aqua US Holdings, Inc. will borrow \$1.75 billion; (2) American Water Works Company, Inc. will issue 1,750 shares of preferred stock, no sooner than 30 days hereafter, to Thames Water Aqua US Holdings, Inc. for \$1.75 billion, to be used to pay the debt it assumed in its merger with Apollo Acquisition Company; and (3) Thames Water Aqua US Holdings, Inc. will transfer the AWW preferred stock

and will guarantee payments on the preferred stock and the subsequent repurchase of the preferred stock for \$1.75 billion.

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By 

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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 May 23, 2003, 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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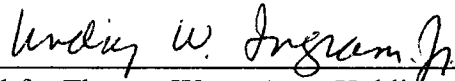
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and that the original and three copies have been filed with the Public Service Commission in paper medium on the 23<sup>rd</sup> day of May, 2003.



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