

**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)	

CONDITION 28 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 Condition 28 of the Order of December 20, 2002 in Case No. 2002-00317 that RWE Aktiengesellschaft will guarantee debt issued by a subsidiary in the amount of 400 million Swiss Francs to occur on July 2, 2003, and has offered to substitute debt issued by a subsidiary for outstanding bonds issued by Innogy plc with settlement expected on July 3, 2003, all pursuant to RWE's 20 billion Euro debt issuance program.

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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 29, 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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and that the original and three copies have been filed with the Public Service Commission in paper medium on the 29th day of May, 2003.

Lindsey W. Ingram, Jr.

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