

**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**

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 issue by a subsidiary in the amount of 1.2 billion Euros to occur on July 23, 2003, being a conversion of short-term debt to long-term debt.

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And

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and American Water Works Company, Inc.

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 July 22, 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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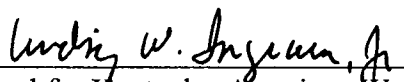
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and that the original and three copies have been filed with the Public Service Commission in paper medium on the 22nd day of July, 2003.



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