

**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)	

REPORT OF MERGER COSTS

Come Thames Water Aqua Holdings GmbH; Thames Water Aqua US Holdings, Inc. and American Water Works Company, Inc., pursuant to Ordering Paragraph 11 and Condition 36 of the Order of December 20, 2002 in Case No. 2002-00317, and report that actual cumulative costs of the proposed merger through June 30, 2003 for Thames have been \$55,942,000 and for American Water Works Company, Inc. have been \$85,868,223.10.

Respectfully submitted,

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and

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BY: /s/ Lindsey W. Ingram, Jr.

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Thames Water Aqua Holding GmbH, Thames
Water Aqua US Holdings, Inc., RWE AG and
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 August 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:

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and that the original and three copies have been filed with the Public Service Commission in paper medium on the 5th day of August, 2003.

BY: /s/ Lindsey W. Ingram, Jr.
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Water Aqua US Holdings, Inc., RWE AG and
American Water Works Company, Inc.