

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

THE JOINT PETITION OF KENTUCKY-AMERICAN)	
WATER COMPANY, THAMES WATER AQUA)	
HOLDINGS GmbH, RWE)	
AKTIENGESELLSCHAFT, THAMES WATER)	
AQUA US HOLDINGS, INC., APOLLO)	CASE NO. 2002-00317
ACQUISITION COMPANY AND AMERICAN)	
WATER WORKS COMPANY, INC. FOR)	
APPROVAL OF A CHANGE OF CONTROL OF)	
KENTUCKY-AMERICAN WATER COMPANY)	

ORDER

Kentucky-American Water Company (“Kentucky-American”), Thames Water Aqua Holdings GmbH (“Thames Holdings”), RWE Aktiengesellschaft (“RWE”), Thames Water Aqua US Holdings, Inc. (“Thames USA”), Apollo Acquisition Company (“Apollo”), and American Water Works Company (“AWWC”) (“Joint Applicants”) have filed an application for Commission approval of the transfer of control of Kentucky-American to RWE, Thames Holdings, Thames USA, and Apollo.

Finding that use of electronic procedures will assist in a thorough and efficient review of the Joint Applicants’ application and should be instituted for this proceeding and that a procedural schedule should be established in this matter, the Commission HEREBY ORDERS that:

1. The procedural schedule set forth in Appendix A to this Order shall be followed.
2. At any hearing in this matter, neither opening statements nor summarization of direct testimony shall be permitted.

3. The Joint Applicants may present rebuttal testimony to any testimony offered by an Intervenor witness at the evidentiary hearing on the merits of their Application.

4. Any Intervenor who presents testimony at the evidentiary hearing on the merits of the Joint Applicants' Application may present surrebuttal testimony to the rebuttal testimony offered by any witness of the Joint Applicants.

5. a. When filing any pleading or other document in this proceeding, all parties shall, except as otherwise required by the Commission, file an original and 3 copies in paper medium and one copy in electronic medium.

b. When a party is unable to file a document electronically (e.g., materials that are too large or bulky to transfer to electronic medium), it shall file an original and 7 copies.

6. When a party files testimony in this proceeding, it shall file 3 additional copies of that testimony. The original and at least 3 copies of the testimony shall:

a. Be filed together with cover letter listing each person presenting testimony.

b. Be bound in 3-ring binders or with any other fastener that readily opens and closes to facilitate easy copying.

c. Be tabbed to easily indicate the location of each witness's testimony.

d. Have every exhibit to each witness's testimony appropriately marked.

7. All interrogatories and requests for production of documents shall be appropriately indexed. All responses shall include the name of the witness who will be responsible for responding to the questions related to the information provided.

8. All parties shall respond to any interrogatories and requests for production of documents that Commission Staff submits in accordance with the procedural schedule set forth in Appendix A.

9. The electronic copy of any pleading or document shall be filed by uploading the files comprising that copy to the file transfer protocol (“FTP”) site designated by the Commission’s Executive Director.

10. All electronic filings shall be in the following manner:¹

a. All documents and exhibits, including spreadsheets, shall be submitted in portable document format (“PDF”) and be capable of viewing with Adobe Acrobat Reader[®].

b. Spreadsheets shall also be submitted in Microsoft Excel[®]97 format.

c. All documents shall follow the naming conventions set forth in Appendix B.

d. The filing shall include an introductory document in PDF format that is named “Read1st,” that contains a general description of the filing, a list of all materials not included in the electronic filing and a statement attesting that the electronically filed documents are a true representation of the original documents. The electronic version of the cover letter accompanying the paper filing may be substituted for a general description.

¹ For additional discussion of the Commission’s procedures for electronic filings, see http://www.psc.state.ky.us/pscecf/filing_instructions/Filing_Instructions_Full.pdf.

e. Each filing shall also contain a document in PDF format that is named "Index" and that contains a listing of each file transmitted and a brief description of its contents. The listing shall follow the format set forth below:

<u>File Name</u>	<u>Description</u>
KAW_APP_041100.pdf	Kentucky-American Initial Application – Case 2000-120
KAW_R_PSCDR1_042200.pdf	Kentucky-American Water Company's Response to the Commission's First Information Request
AGKY_RT_BFP_042300.pdf	Rebuttal Testimony of Attorney General Witness Benjamin F. Pierce

f. All files containing spreadsheets shall be self-contained and shall not contain any linked references to or macro commands involving external files.

g. If the electronic filing does not include all documents contained in the paper version (e.g., materials that are too large or bulky to transfer to electronic medium), then the absence of these materials shall be noted in the "Read1st" and "Index" files.

h. The electronic version of each document will, where appropriate, be bookmarked to distinguish sections of the document.

i. The electronic version of each document submitted in portable document format shall be search capable.

11. Each party, upon completing its transfer of files to the designated FTP site, shall notify the Commission and all other parties by electronic mail message. This message shall be transmitted to the Commission at pscfilings@mail.state.ky.us and to all parties' designated e-mail addresses, and shall state the nature of the filing, case number, date and time of file(s) transmission, name of the party responsible for the filing, and the name and e-mail address of the person making the electronic filing. It shall also contain, as an attachment, a copy of the "Read1st" and "Index" files.

12. a. Within 10 days of the date of this Order, Kentucky-American shall notify the Commission in writing of the e-mail address to which all electronic notices and messages related to this proceeding should be served.

b. All other parties granted leave to intervene in this proceeding shall, within 5 days of entry of the Order granting intervention, notify the Commission and all other parties of record in writing of the e-mail address to which all electronic notices and messages related to this proceeding should be served.

13. When filing any document with the Commission, the party making the filing shall certify that:

a. The electronic version of the filing is a true and accurate copy of the document(s) filed in paper medium.

b. The electronic version of the filing has been transmitted to the Commission.

c. The party has notified the Commission and the other parties by electronic mail that the electronic version of the documents has been transmitted to the Commission.

14. The Commission's Executive Director shall make all electronic filings available at <http://www.psc.state.ky.us/pscecf/> for public viewing and downloading.

15. Any party serving interrogatories or requests for production of documents upon another party to this proceeding shall at the time of service of that request also serve upon that party by electronic mail an electronic copy of its request. The electronic copy shall be in Microsoft Word[®]97 format.

16. A document shall be considered timely filed with the Commission if it has been successfully transmitted in electronic medium to the designated FTP site within

the time allowed for filing and the original and copies in paper medium are received by the Commission on the next business day following the electronic filing.

17. Any document or pleading filed with the Commission shall continue to be served upon all parties in paper medium. Service of any document or pleading shall be made in accordance with Administrative Regulation 807 KAR 5:001, Section 3(7), and Kentucky Civil Rule 5.02.

18. All documents that the Commission requires any party to file with the Commission shall also be served upon all parties of record at or before the time of filing.

19. Motions for extensions of time with respect to the schedule herein shall be made in writing and will be granted only upon a showing of good cause.

20. The record of Case No. 2002-00018² is incorporated by reference in to the record of this proceeding.

Done at Frankfort, Kentucky, this 16th day of September, 2002.

By the Commission

ATTEST:


Executive Director

² Case No. 2002-00018, Application for Approval of the Transfer of Control of Kentucky-American Water Company to RWE Aktiengesellschaft and Thames Water Aqua Holdings GmbH.

APPENDIX A

APPENDIX TO AN ORDER OF THE KENTUCKY PUBLIC SERVICE
COMMISSION IN CASE NO. 2002-00317 DATED September 16, 2002

- Applicants shall file the testimony of their witnesses
in verified written form no later than 09/18/2002
- Parties file written memoranda on the appropriate
scope of the proceeding no later than 09/18/2002
- Intervenors and Commission Staff may serve interrogatories
and requests for production of documents upon Applicants
no later than..... 09/23/2002
- Applicants shall file with the Commission
and serve upon all parties of record their responses to interrogatories
and requests for production of documents no later than..... 10/01/2002
- Intervenors and Commission Staff may serve supplemental
interrogatories and requests for production of documents upon
Applicants no later than 10/07/2002
- Applicants shall file with the Commission and serve upon
all parties of record responses to supplemental interrogatories
and requests for production of documents no later than..... 10/14/2002
- Intervenors shall file the testimony of their witnesses
in verified written form no later than 10/18/2002
- Applicants and Commission Staff may serve interrogatories
and requests for production of documents upon Intervenors
no later than..... 10/21/2002
- Last day for Applicants to publish notice of hearing date..... 10/21/2002
- Intervenors shall file with the Commission
and serve upon all parties of record responses to interrogatories
and requests for production of documents no later than 10/25/2002
- Public Hearing shall begin at 9:00 a.m., Eastern
Standard Time, in Hearing Room 1 of the Commission's
offices at 211 Sower Boulevard, Frankfort, Kentucky,
for the purpose of cross-examination of witnesses..... 10/28/2002
- Briefs, if any, shall be filed no later than 11/04/2002

APPENDIX B

APPENDIX TO AN ORDER OF THE KENTUCKY PUBLIC SERVICE COMMISSION IN CASE NO. 2002-00317 DATED September 16, 2002

FILE NAMING CONVENTIONS

General

Each document shall reflect the name of the sponsoring party, the type of filing, the date of filing, and the document format as shown below:

PartyName_DocType_Date of Filing.Format

Party Name

AGKY – Attorney General of Kentucky
ALO – Apollo Acquisition Company
AWWC – American Water Works Company
BGF – Bluegrass Flow, Inc.
JTAP – Joint Applicants
KAW – Kentucky-American Water Company
LFC – Lexington-Fayette County Urban Government
TWAH – Thames Water Aqua Holdings GmbH
TWUSA – Thames Water Aqua US Holdings, Inc.
PSC – Public Service Commission

Document Type

APP – Application
APX – Appendix
B – Brief
DR – Data Request
DT – Direct Testimony
EX – Exhibit
INDEX - Index
M – Motion
MM - Memorandum
N – Notice of Filing
R – Response
RB – Reply Brief
READ1ST – Cover/Transmittal Letter
RM – Response/Reply to Motion
RT – Rebuttal Testimony
SCH – Schedule
UR – Updated Response (amended or supplemental responses to data requests)

1. Application.

a. If the application is composed of several files, each representing a different exhibit or schedule, then the document type indicator should indicate the schedule or exhibit's number or letter. An underscore (_) should separate the schedule or exhibit from the application symbol.

Example: The document type indicator for Exhibit A of the Application is: APP_EXA.

Example: The document type indicator for Schedule 1 of Exhibit A of the Application is: APP_EXA_SCH1.

b. Although testimony may be considered as an exhibit to an application, files comprising a witness's testimony for file naming purposes should not be listed as part of the application. The file naming conventions for testimony, which are listed immediately below, should be used.

2. Testimony.

a. The document type indicator should show the initials of the witness. An underscore (_) should separate the testimony symbol from the initials.

Example: The document type indicator for the direct testimony of witness Franklin Delano Roosevelt is: DT_FDR.

Example: The document type indicator for the rebuttal testimony of witness Ulysses S. Grant is RT_USG.

b. If a witness's testimony is comprised of several files that reflect schedules, exhibits or appendices to his or her testimony, then the document type indicator should indicate the schedule or exhibit's number or letter. An underscore (_) should separate the schedule or exhibit from the testimony symbol and the witness's initials.

Example: The document type indicator for Exhibit A of the direct testimony of witness James A. Garfield is DT_JAG_EXA.

Example: The document type indicator for Schedule 4 of Exhibit A of the direct testimony of witness Chester B. Arthur is DT_CBA_EXA_SCH4.

c. If a witness's testimony or an exhibit or schedule thereto is subsequently amended or revised, the document type indicator should reflect the revisions with the addition of the Update symbol (U) in front of the testimony symbol.

Example: The document type indicator for the amended direct testimony of witness William McKinley is UDT_WK.

Example: The document type indicator for the amended Exhibit A to the rebuttal testimony of witness William McKinley is URT_WAK_EXA.

3. Data Requests and Responses.

a. If the document is a data request (DR), the document type indicator should indicate the number of the request.

Example: The Commission's first data request to Kentucky-American Water Company is: DR1.

b. If the document is a response (R) to a data request, the document type should indicate the pleading (and the party) to which a response is being made. An underscore (_) should separate the R from the indicator for the data request.

Example: The document type indicator for Kentucky-American Water Company's Response to the Commission's First Data Request to Kentucky-American Water Company is: R_PSCDR1.

c. If a party's response to a data request comprises several files, then the document type indicator should indicate the item number of the request to which response is made. A pound sign (#) should separate the item number from the data request symbol.

Example: The document type indicator for Kentucky-American Water Company's Response to Item 23 of the Commission's First Data Request to Kentucky-American Water Company is: R_PSCDR1#23.

d. If a party's response to an individual item of a data request is also comprised of several files, then the document type indicator should indicate the schedule and the item of the request to which response is made. A pound sign (#) should separate the item number from the data request symbol and an underscore (_) should separate the item number from the schedule number or letter.

Example: The document type indicator for Schedule 2 of Kentucky-American Water Company's Response to Item 7(a) of the Commission's First Data Request to Kentucky-American Water Company is: R_PSCDR1#7a_SCH2.

e. If a party's response to a data request or an exhibit or schedule thereto is subsequently amended or revised, the document type indicator should reflect the revisions with the addition of the Update symbol (U) in front of the response symbol.

Example: The document type indicator for an updated or amended version of Schedule 2 of Kentucky-American Water Company's Response to Item 7(a) of the Commission's First Data Request to Kentucky-American Water Company is: UR_PSCDR1#7a_SCH2.

4. Motions

If a party files more than one motion with the Commission on the same day, it should for file naming purposes only number each motion.

Example: On the same day, Kentucky-American Water Company files its Motion to Strike Testimony and its Motion to Postpone Hearing. The document type indicator for the Motion to Strike is M1. The document type indicator for the Motion to Postpone is M2.

5. Responses to Motions

a. If the document is a response to a motion (RM), the document type indicator should indicate the party that made the motion. An underscore (_) should separate the RM from the indicator for the moving party.

Example: The document type indicator for the Attorney General's Response to Kentucky-American Water Company's Motion to Strike is: RM_KAW.

b. If the document is a reply to a party's response to a motion, the document type indicator should indicate the party that made response. An underscore (_) should separate the RM from the indicator for the moving party.

Example: The document type indicator for Kentucky-American Water Company's Reply to the Attorney General's Response to Kentucky-American Water Company's Motion to Strike is: R_RM_AGKY.

6. Read1st

This document contains the transmittal or cover letter that accompanies the paper medium filing.

7. Index

This document contains the name of each electronic file with a brief description of the file's contents.

Date

Parties should indicate the date of filing as a 6-digit number (Month/Day/Year). The date of filing is the date of transfer to the designated FTP Site.

Example: If the Attorney General filed testimony with the Commission on May 2, 2000, the date of filing is: 050200.

Format

.pdf – Portable Document Format (Adobe Acrobat)

.xls – Microsoft Excel '97 Spreadsheet

General Examples:

1. On May 19, 2000, Kentucky-American Water Company files its first data request to the Attorney General. The electronic version should be named: **KAW_DR1_051900.pdf**.

2. On November 22, 2000, the Attorney General files his response to Kentucky-American Water Company's second data request. This request is composed of several files. The file that represents Schedule A (an Excel spreadsheet) of the response to Item 18(b) is named: **AGKY_R_KAWDR2#18b_SCHA_112200.xls**

3. On December 1, 2000, Lexington-Fayette County Urban Government files a response to Kentucky-American Water Company's Motion to Strike. The file is named: **LFC_RM_KAW_120100.pdf**.

4. On June 1, 2000, Kentucky-American Water Company files its response to the Commission's third data request. The index to its electronic filing is named: **KAW_Index_060100.pdf**. The cover letter to its paper medium filing is named: **KAW_Read1st_060100.pdf**. The file that represents Schedule 3 (an Excel spreadsheet) of Kentucky-American Water Company's Response to Item 12(b)(2) is named: **KAW_R_PSCDR3#12b2_SCH3_060100.xls**.