

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

IN THE MATTER OF:

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

**LEXINGTON-FAYETTE URBAN COUNTY
GOVERNMENT’S REPLY TO RESPONSE OF JOINT PETITIONERS**

Comes now the Lexington Fayette Urban County Government (the “LFUCG”), by counsel, and replies to the Response of Joint Petitioners to LFUCG’s Motion to Compel as follows. The Commission has determined that the intervenors may inquire into possible changes of condition that may have occurred since May 30, 2002. See Commission’s October 30, 2002 Order at page 3. This is precisely the type of information sought by the LFUCG with respect to Jacobson Park (the “Park”).

Based upon the provision in the West Virginia Commission’s Order cited by the LFUCG in its Motion to Compel, and the proposed changes to the existing lease agreement, both of which came to light after May 30, 2002, the LFUCG has sought to obtain certain information pertaining to the Park, and inquired as to whether the Joint Applicants (the “Applicants”) will agree to a proposed condition with respect to the Park (LFUCG’s Initial Request for Information No. 19).

Likewise, the LFUCG has also requested relevant information as to continuing expenditures and accounting treatment for a lobbying campaign which has been coordinated with an outside entity and which appears to include the use of customer information and mailing lists, as well as employee time (and which has occurred in great part after May 30, 2002). The Applicants' response is that such basic information is outside of the scope of the proceeding.

If the LFUCG and other intervenors are unable to inquire into information that may establish whether a change in condition has occurred, they will effectively be foreclosed from being able to show this. The highly restrictive standard for responding to information requests pertaining to public interest issues being proposed by the Applicants is incompatible with the Commission's statutory charge to ensure that this transaction is consistent with the public interest.

The LFUCG withdraws its Motion to Compel with respect to LFUCG Supplemental Request No. 10, which has now been sufficiently answered by the Applicants.

WHEREFORE, the Lexington-Fayette Urban County Government respectfully requests that the Commission grant its Motion to Compel and enter an order requiring the Joint Applicants to provide the remaining requested information prior to the November 21, 2002 public hearing.

Respectfully submitted,

LEXINGTON-FAYETTE URBAN
COUNTY GOVERNMENT

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NOTICE AND CERTIFICATION

Counsel gives notice the original and three copies of the foregoing document have been filed by United States Mail, first class postage prepaid to Thomas M. Dorman, Executive Director, Public Service Commission, 211 Sower Boulevard, P.O. Box 615, Frankfort, Kentucky 40602-0615, and by uploading the filing to the file transfer protocol site designated by the Executive Director. The undersigned counsel hereby certifies that the electronic version is a true and accurate copy of the documents filed in paper, the electronic version has been transferred to the Commission, and the Commission and other parties have been notified by electronic mail that the electronic version has been transmitted to the Commission. Undersigned counsel also certifies that a copy of the foregoing motion was served by first class U.S. Mail delivery, postage prepaid, on the following, all on this the 15th day of November 2002:

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