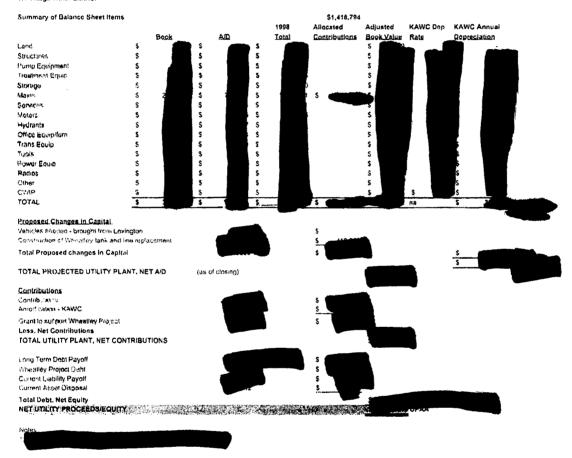
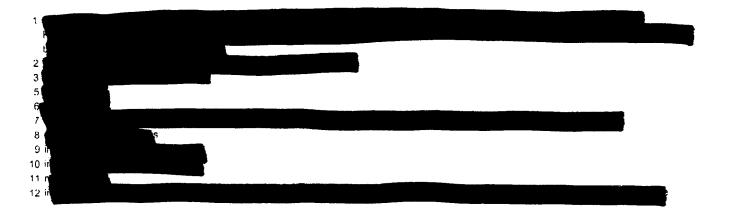


Tri-Village Water District



Notes

Expense Item	Curre	nt Tri Vlg	У	ear 1	Gro	wth yr 2	Gro	wth Yr 3	Gro	wth yr 4	Grow	th yr 5
1 Employees	s		s		s		s		S		s	
2 Board Fees	\$		s		\$		ĺ				s	
3 Employee Benefits	\$		\$		\$					i e	s	
4 Purchased Water	s		s		S		s		S	1	s	
5 Purchased Power	\$		\$		\$		\$		S		\$	
6 Chemicals	S		S		s		\$		\$		s	
7 Materials/Supplies	s		s		\$		\$		S		\$	
8 Contract Svcs	\$		S		S		s		S		S	
9 Trans Exp	s		S		\$		\$		\$		S	
10 Insurance	s	<u> </u>	s		s		5		s		s	
11 Bad Debts	\$		S		S		\$		S		s	
12 office Expenses	s		s				S		S		s	
tal Operating Expenses	 \$ -		5		3 ""	Z	2.00		5-		5	- v-;



TRI-VILLAGE WATER DISTRICT PROPOSED ACQUISITION: FORE YR FORE YR FORE YR FORE YR Tri-Village Water District FORE YR 3 **REVENUES EXIST CUSTOMERS EST GROWTH EST RATE INC** REDUCTION IN KAWC RESALE REVENUES **TOTAL REVENUE** OPERATING EXP **OPER & MAINT EXP** PROPERTY TAXES

RATIQ

TOE BEF TAX

UPPA

GENERAL TAXES

EBITDA

EBITDA DEPRECIATION & AMORTIZ.

EBIT

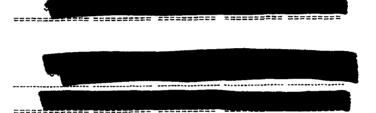
DCF VALUATION: EBITDA TERMINAL VALUE FACTOR

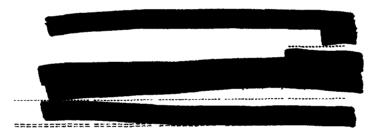
TERMINAL VALUE OF EBITDA EBITDA - FIRST FIVE YRS CAPX

CF FOR VALUATION

CAPITAL COST RATES LT DEBT CE

TOT CAP

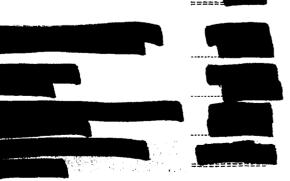


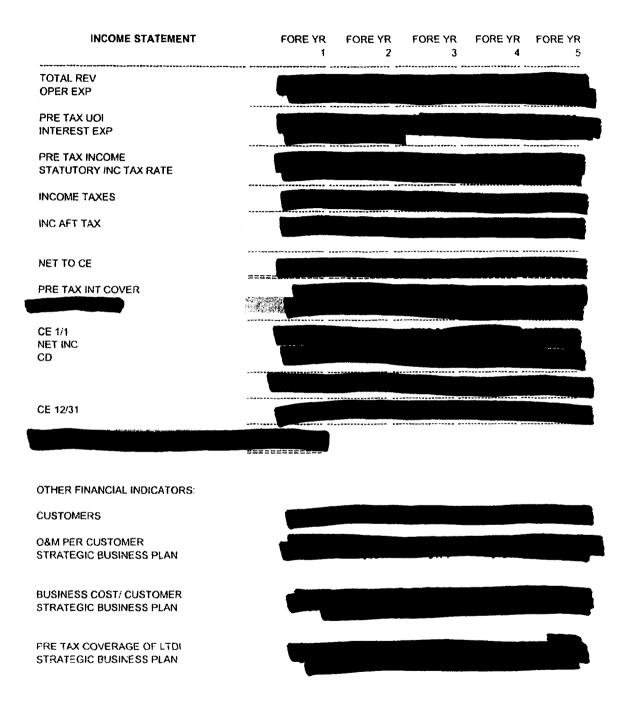


DISC RATE

COST RATE PRE TX RAT

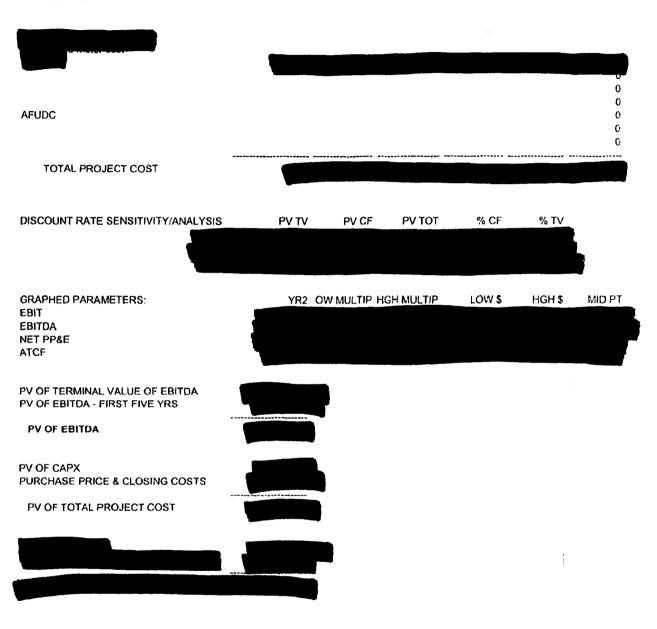
WCC





BALANCE SHEET FORE YR FORE YR FORE YR FORE YR FORE YR 3 **UTIL PLT IN SERVICE ACCUM DEPR NET PLANT CURRENT ASSETS TOTAL ASSETS** COMMON STOCK **RETAINED EARNINGS COMMON STOCKHOLDERS EQUITY** LONG TERM DEBT TOTAL CAPITAL **CURRENT LIABILITIES TOTAL CAPITAL AND LIABILITIES** FORE YR FORE YR FORE YR FORE YR **CAPITAL STRUCTURE ANALYSIS** 2 3 4 1 ------LT DEBT % OF TOT CAP ÇE % OF TOT CAP **TOTAL CAP** CE EOY% TO TOT CAP STRATEGIC BUSINESS PLAN FORE YR FORE YR FORE YR STATEMENT OF CASH FLOW FORE YR 3 **NET TO CE** ADD: DEP **AMORTZ** ADJ **NET CASH-OPS PURCHASE CAPITAL NET CASH** ISSUE OF LONG TERM DEBT ISSUE OF COMMON EQUITY DIVIDEND CASH FOR YR **CASH 1/1** CASH 12/31

CAPX DETAIL:



KENTUCKY-AMERICAN WATER COMPANY

SOUTHEAST REGION

Detailed Acquisition Analysis

TRI-VILLAGE WATER DISTRICT/ ELK LAKE WATER COMPANY

November, 2000

Kentucky-American Water Company

Detail Acquisition Analysis

Elk Lake Water Company-Tri-Village Water District

November, 2000

I. DETAIL ACQUISITION ANALYSIS	PAG
DISCOUNTED CASH FLOW VALUATION	2
PROJECT NARRATIVE	3
CAPITAL EXPENDITURE DETAIL	3
ACQUISITION BALANCET SHEET	4
ACQUISITION INCOME STATEMENT	4
COMPARISION OF FINANCIAL INDICATORS	5
ACQUISITION STATEMENT OF CASH FLOWS	5
ACQUISITION GRAPHED PARAMETERS	6
II. SUMMARY ACQUISITION ANALYSIS	
ACQUISITION SUMMARY	7
ACQUISITION VS. MARKET VALUE INDICATORS GRAPH	8
MAP	9

Forecast

Forecast

Forecast

Forecast

Forecast

Revenues:

New Customers less SFR Revenue

Estimated Growth

Estimated Rate Increase

Revenue Requirement Reduction

Other Revenue/Income

Total Revenue/Income

Operation & Maintenance Expenses Depreciation & Amortization

General Taxes

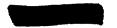
Property Taxes

Cost Savings
TOE Before Taxes

EBIT (Earnings Before Int. & Taxes)

Depreciation & Amortization

EBITDA



Terminal Value Factor

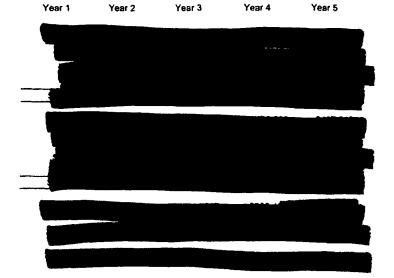
Terminal Value

EBITDA

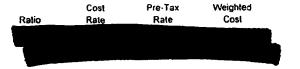
CAPX

Cash Flow for Valuation

Capital Cost Rates Long Term Debt Common Equity Total Capitalization



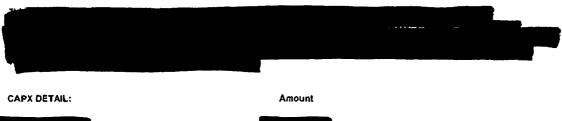






Tri-Village Water District and Elk Lake Water Company are located in Owen County, Approx. 60 miles north of Lexington. Both are regulated, the former as a District and the latter as investor owned. Elk Lake currently produces its water from its own take. KAWC will purchase only the distribution assets and use the existing connetion to Tri-Village for 100% for the Elk Lake Customers. Tri-Village purchases 100% of its water from Owenton (Ky River pool 2). KAWC may wheel water to Owen County via its existing Georgetown Connection. Tri-Village has contracted with 2 outside entities to purchase approx. 1/3 of its water from well sources at a better rate. Served are 1939 Customers, with 300 new customers added with the completion of the New Columbus Project in yr. 3. Owen County is a high growth area, located contiguous to the Greater Cincinnati/Northern Kentucky Area, and surrounded by interstate highways 71 and 75. A new Nascar facility has been constructed in the area.

These systems combined have approx. 145 miles of 6,4,3 and 2 inch pipe and total storage of approx 1.1 million gallons in 8 tanks. KAWC will hire 4 employees from Tri-Village and one from Elk Lake to serve all customers from the Tri-Village location. The total purchase price is \$1,911,294, including acquisition expenses estimated at \$150,000.









ACQUISITION BALANCE SHEET

ASSETS:

Utility Plant
Additions
Retirements
Accum depreciation
Net Utility Plant
Cash
Acq. Adjustment in Price
Acq. Contributions
Acq. Advances
Current Assets
CWIP

LIABILITIES & EQUITY:

Current Liabilities
Long Term Debt
Assumed
Issued
Common Equity
Total Cap

Total Assets

Net Working Capital Advances Contributions Total Cap & Liabilities

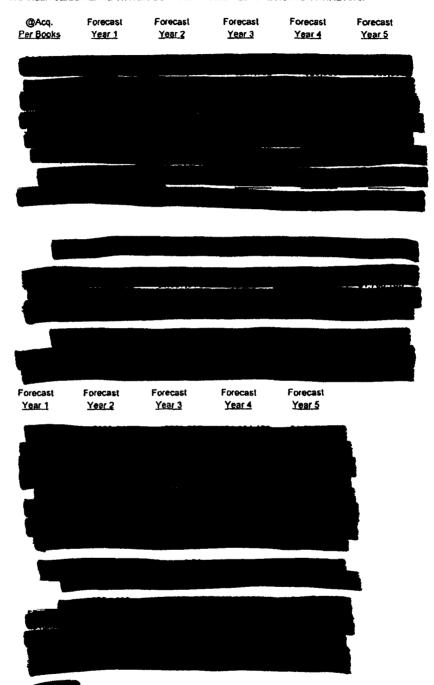
INCOME STATEMENT

Total Revenue/Income
O&M, Depr. Taxes Other
Pre-Tax UOI
Interest Expense
Pre-Tax Income
Income Tax Rate
Income Taxes Net of AFUDC
Income After Tax
Acq. Adj. Amortization
Net to CE

Pre-tax Interest Coverage ROE YE Equity

Beginning CE New Equity Net Income Dividends RE CE 12/31

Avg. ROE Earned



OTHER FINANCIAL INDICATORS O&M per Customer

Acquisition Strategic Business Plan

Total Business Cost per Customer

Acquisition

Strategic Business Plan

Pre-tax Coverage of LTD

Acquisition

Strategic Business Plan

Customers per Employee

Acquisition

Strategic Business Plan

Return on Equity

Acquisition

Strategic Business Plan

STATEMENT OF CASH FLOWS

Cash Flows from Operating Activities:

Net to CE Adjust:

AFUDC

Depreciation

Amortization

Net Cash from Operations

Cash Flows from Investing Activities:

Acquisition/Cost to Acquire Construction Expenditures Net Cash from Investing

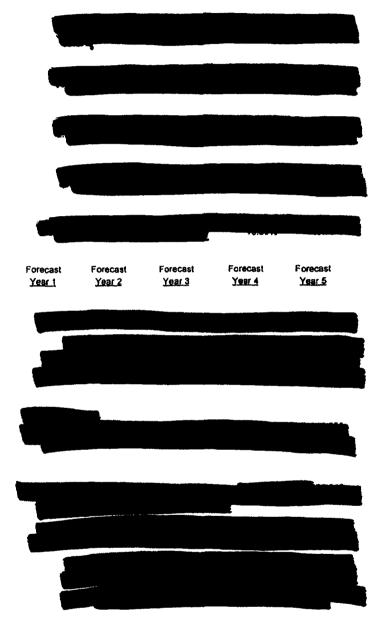
Cash Flows from Financing Activities:

Add: Long Term Debt Common Stock Deduct:

Dividends Net Cash from Financing

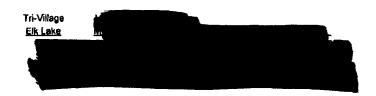
Cash for Year Cash 1/1

Cash 12/31



GRAPHED PARAMETERS:





NOVEMBER, 2000

NAME:

Tri-Village Water District / Elk Lake Water Company

OWNER:

Public Service District / Elk Lake Homeowners Association

SUMMARY:

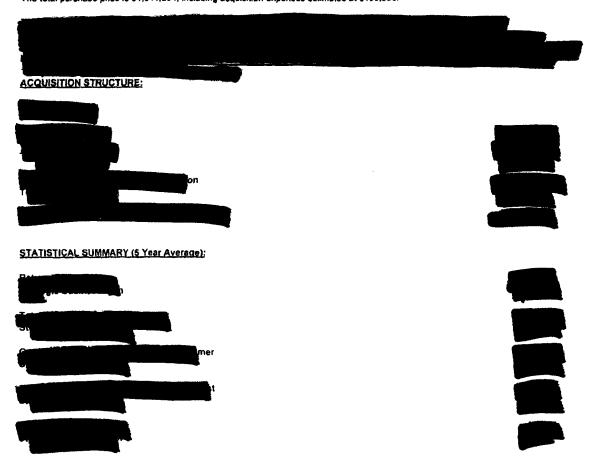
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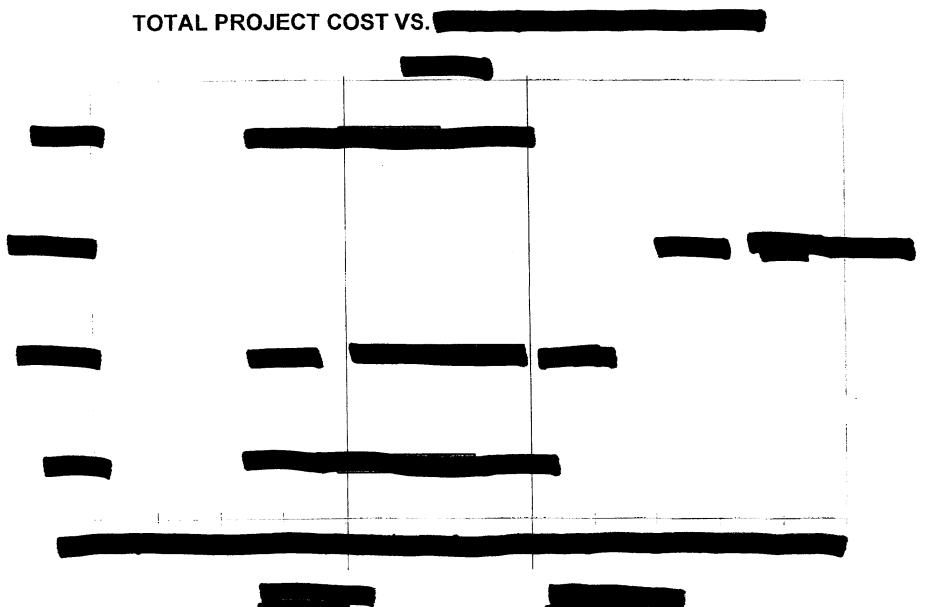
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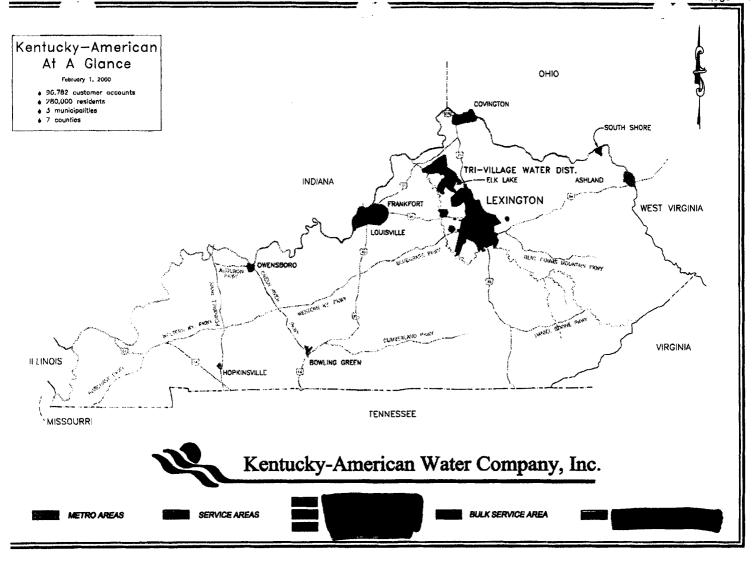
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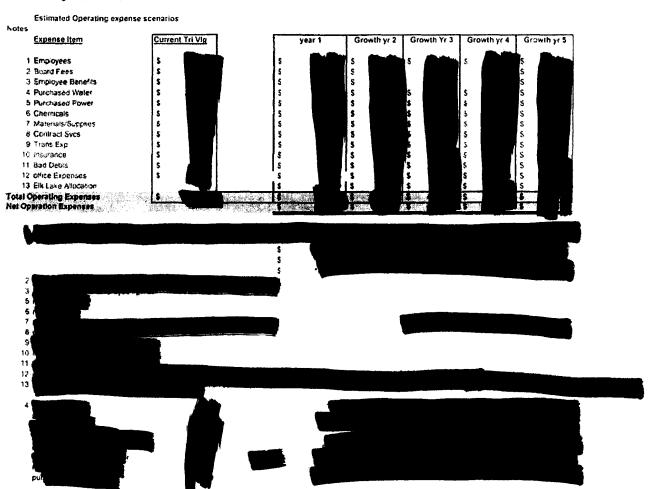


<u> Tri-Village / Elk Lake</u>





Tri Village Water District



Tri Village Water District Anaylsis of Contibuted Equity From Audited Reports Prpared by Accountant for District

					ACCUM DEPRECIATION RECORDED
			CONTIBUTED	TOTALS	Per books
	CIAC		EQUITY		12/31/2000
12/31/2000	24,075.00	Rural Development	55,730.00	79,805.00	1,094.00
12/31/1999	34,450.00	(1) KY Dept. Transportation	0.00	34,450.00	4,885.00
12/31/1998	28,620.00		11,345.00	39,965.00	5,381.00
12/31/1997	32,820.00		0.00	32,820.00	6,847.00
12/31/1996	101,615.00	(1) KY Dept. Transportation	202,211.00	303,826.00	23,042.00
		Grant	460,000.00	460,000.00	73,96 7.00
		(2) Contributed Lines	31,325.11	31,325.11	5,125.00
12/31/1995	20,670.00	(2) Contributed Lines	17,067.58	37,737.58	10,537.00
12/31/1994	22,751.64	Grant	172,100.00	194,851.64	52,852.00
12/31/1993	20.885.00	Truck-FiscalCT	4,99 9.00	25,884.00	12,723.00
12/31/1992	15,440.57		0.00	15,440.57	4,634.00
12/31/1991	34,554.81	Truck-FiscalCT	1,325.00	35,879.81	9,172.00
12/31/1990	7.411.77		0.00	7,411.77	6,320.00
12/31/1989	5.637.74		0.00	5,637.74	4,431.00
12/31/1988	7,706.13		0.00	7,706.13	8,040.00
12/31/1987	5,075.00	Area Dev. Grant	12,073.00	17,148.00	2,749.00
12/31/1986	2,225.00		0.00	2,225.00	1,124.00
12/31/1985	1,500.00		0.00	1,500.00	963.00
PRIOR YEARS	199,435.97		0.00	199,435.97	196,024.00
TOTALS	564,873.63		968,175.69	1,533,049.32	429,910.00

CAN WATER COMPANY

JOURNAL ENTRY TO RECORD ACQUISITION OF Tri-Village Water District

Account	Description		<u>Debit</u>	Notes	Credit	Notes
303	Land and Land Rights		12,389.00			
304	SS Structures		38,882.00			
305	Collecting & Impounding Reservoirs		803,475.00			
311	Electric Pumping Equipment		126,875 00			
320	Water Treatment Equipment		51,538.00			
331	Transmission and Distribution Mains		2,452,826.00			
333	Services		55,145.00			
334	Meters		286,547.00			
334	Meter Installations		0.00			
335	Hydrants		18,018.00			
340	Office Furniture and Equipment		19,458.00			
341	Transportation Equipment		17,000.00			
343	Tools, Shop and Garage Equipment		4,566.00			
345	Power Operated Equipment		35,704.00			
346	Communication Equipment		2,718.00			
348	Other General Equipment		8,589.00			
153	Materials & Supplies		17,913.00			
105	CWIP		10,000.00			
162	Prepaid Expenses		5,431.00			
142	Cust Accounts Receivable					
108	Depreciation				783,573.21	NOTE 1
252	Advances				0.00	
271	C:AC				1,533,050.00	
399	Acquisition Costs				1,659,233.00	
271	CIAC				0.00	
114	Acquisition Adjustment		8,782.21		0.00	NOTE 1
	T	otals	3,975,856.21		3,975,856.21	
NOTE 1						
	ACCUMULATED DEPRECIATION PER BO	OKS 12	/31/00		1,213,482.00	
	ADJUSTMENT- UTILITY PLANT ACCOUNT	Г 331			-\$270,419.00	
	ADJUSTMENT- UTILITY PLANT ACCOUNT	T 305			-\$47,565.00	
	ADJUSTMENT- UTILITY PLANT ACCOUNT	Г 333			-\$13,005.00	
	ADJUSTMENT- UTILITY PLANT ACCOUNT	Г 334			-\$92,596.00	
	ADJUSTMENT- UTILITY PLANT ACCOUNT	T 341			<u>-\$6,325.00</u>	
	SUB TOTAL				-\$429,910.00	
	REVISED ACCUMULATED DEPRECIATIO	N			\$783,572.00	

We have adjusted the accumulated depreciation to eliminate the depreciation claimed on contributed property not subject to refund. This is consistent with the manner in which KYAWC records depreciation.

Tri-Village Water District Depresiation

					Revised
	as of	accum.	Net Plant		depreciable plant
	12/31/2000	depr.		CIAC	,
Land and Land Rights	12,389		12,389		12,389
Structures and Improvements	38,882	12,230	26,652		38,882
Pumping Equipment	126,875	20,428	106,447		126,875
Water Treatment Equipment	51,538	22,226	29,312		51,538
Distribution Reservoirs and Standpipes	803,475	73,594	729,881	227,838	375,645
T & D Mains	2,452,826	603,501	1,849,325	957,203	1,495,623
Services	55,145		55,145	55,145	
Meters and meter installations	286,547		288,547	286,547	
Hydrants	18,018	3,679	14,339		18,018
Office Furniture and equipment	19,458	11,688	7,770		19,458
Transportation Equipment	17,000	1,943	15.057	6,325	10,675
Tools, shop and garage equipment	4,566	4,301	265		4,556
Power operated equipment	35,704	25,906	9,798		35,784
Communication Equipment	2,718	2,718			2,718
Other Yangible Plant	5,100	1,360	3,740		5,100
Reconciling amount	3,489	,	3,489		3,489
Balance Sheet Total	3,933,730	783,574	3,150,156	1,533,050	2,400,680

TriVillageRevised3WVa - good to print!Summary Depreciation

DEPRECIATION SCHEDULE			Fixed Asset	Accumulated Depreciation	Net Book
	Date	Useful	Cost	Balance	Value
	Acquired	Life	Balance	12/31/2000	12/31/2000
SERVICES (333)					
Services	85-87	40	3,079.75	O	3,080
Services	88	40	2,797.85	Ö	2,798
Services	89	20	1,872.50	Q	1.873
Services	90	20	2,362.50	0	2 363
Services	91	20	2,665.00	0	2.665
Services	92	20	3,587.50	0	3 588
Services	93	20	3,046.58	3	3,047
Services	94	20	4.036.04	C	4,036
Services	95	20	3,839.16	C	3,839
Services	96	20	5.217.32	0	5,217
Services	97	20	6,497.04	0	6,497
Services	98	20	5,315.76	0	5,316
Services	99	20	6,398.60	0	6,399
Services	2000	20	4,429.80	0	4,430
Total Services			55,145.40	-	55,145.40
LAND (303)					
Easements			1,889.50		1,890
Tank Site - Carver			1,500.00		1,500
Tank Site - Hesler	94		1,900.00		1,900
Tank Site - Monterey	94		1,400.00		1,400
Land	88		1,500.00		1,500
Tank Site - 127 N	98		1,500.00		1,500
Pump Site - AT&T	98		1,200.00		1,200
Pump Site James Sanford	99		1,500.00		1,500
Total Land			12,389.50	-	12,389.50

DEPRECIATION SCHEDULE	Date Acquired	Useful Life	Fixed Asset Cost Balance	Accumulated Depreciation Balance 12/31/2000	Net Book Value 12/31/2000
UTILITY PLANT (331)					
Cost of Construction	60/66/87	40	722,716.81	406,174	316,543
Chlorine Station	86	40	10,280.36	3,847	6,433
Blowoff Valve	86	40	3,421.25	1,289	2,133
Master Meter Pit	87	20	3,239.74	2,133	1.107
Reducing Valve	87	20	227.39	147	8;
Improvements - 1986	87	40	314,587.00	107,487	207,100
Improvements - 1988	88	40	2,325.20	725	1,600
Line Extension Carey Jones	91	40	5,305.00	1,211	4,094
Sparta Hill Line Replacement	92	40	18,448.00	3,919	14,529
Eagle Hill Line Extension	93	40	34,944.50	6,654	28,290
Distribution System Impr 94	94	40	112,818.00	18,801	94,017
Line Extension 96 issue	96	40	1,158,030.00	50,615	1,107.415
Hidden View Line Extension	97	40	1,530.00	134	1.397
Additional Costs 96 extension	97	40	1,204.67	120	1,084
Elk Lake Connection	98	40	2,755.00	167	2,588
Butler Lane Line	98	40	12,600.00	78	12,522
Contributed lines:					
Eagle Hill	95	40	17,067.38	0	17.067
Agee Road	96	40	22,795.41	0	22,795
Wilson Lane	96	40	8,529.90	0	8,530
Total Utility Plant			2,452,826	603,501	1,849,324

DEPRECIATION SCHEDULE	Date Acquired	Useful Life	Fixed Asset Cost Balance	Accumulated Depreciation Balance 12/31/2000	Net Book Value 12/31/2000
TOOLS (343)					
Fire Extinguishers	89	10	250.50	251	(1)
Lawn Mowers	89	5	230.95	230	1
Dixon 24 hr Pressure Mach	90	10	300.00	300	0
Voses	90	5	54.08	54	0
Truck Ramp	90	5	78.83	79	(0)
Small Tools sockets	91	5	77.97	77	1
Small Tools shovels rakes	91	5	477.05	477	0
Small Tools shovels rakes	91	5	296.78	297	(0)
Small Tools wrenches	91	5	163.76	164	(0)
Compressor	92	10	499.95	400	100
Cutter	92	10	287.95	232	56
Heaters Bay Area	92	10	532.90	425	108
Pressure Washer	93	5	518.84	519	(0)
Tanks Oxygen 158 Acetylene	94	5	327.00	327	C
Torch Kit	94	5	170.00	170	0
Used Compressor	94	5	300.00	300	0
Total Tools			4,566.56	4,301	265.40
COMMUNICATIONS EQUIP (346)					
Radios & antennas	91	5	2,717.75	2,718	(0)

TRI-VILLAGE WATER DISTRICT DEPRECIATION SCHEDULE	Date Acquired	Useful Life	Fixed Asset Cost Balance	Accumulated Depreciation Balance 12/31/2000	Net Book Value 12/31/2000
PUMP EQUIPMENT (311)					
Meter Test Bench	87	10	3,013.20	3,013	٥
15 HP Standby Pump	87	10	985.55	986	(0)
Large Meter Tester	93	10	975.00	766	209
Chlorine Tester	93	10	405.80	320	86
Dakota Pump - Owenton	98	10	46,340.30	11.585	34,755
Pump Station - Wheatley	2000	10	75,155.48	3,758	71.398
Total Pump Equipment			126,875	20,428	106,447
HYDRANTS (335)	96	20	18,018	3,679	14,339
TRANSPORTATION EQUIP (341)					
Carpenter trailer	93	5	2,500.00	1,175	1,325
Dump Truck	93	5	5,000.00	С	5,000
Chevy Truck 91	91	5	-	0	0
Dodge Truck	94	5	-	0	0
Dodge Truck	94	5	-	.0	0
Jeep Cherokee	5/18/00	5	2.500.00	292	2,208
1994 Ford Ranger	5/19/00	5	2,000.00	233	1,767
3500 Chevy Truck	8/09/00	5	5.000.00	243	4,757
Total Transportation Equip			17,000	1,943	15,057

DEPRECIATION SCHEDULE	Date Acquired	Useful Life	Fixed Asset Cost Balance	Accumulated Depreciation Balance 12/31/2000	Net Book Value 12/31/2000
OFFICE EQUIPMENT (340)					
Typewriter	86	5	630.00	630	0
Computer workstation	89	8	500.00	500	0
Desk	90	10	90.00	90	0
Safe	91	10	300.00	288	12
Fax Machine	93	10	373.62	277	97
Telephone system	93	10	303.54	224	80
Typing Desk	93	10	67.95	55	13
Chair	93	10	249.00	198	51
Chair	93	10	144.00	112	32
Calculators (2)	93	10	258.00	195	63
Phone	93	10	74.88	53	22
Phone	93	10	129.88	96	34
Computer Printer	94	5	1,395.00	1,395	C
Computer System	95	5	-	0	C
Copier	96	5	2,347.00	1,877	470
2 File Cabinets	97	10	599.92	210	390
File Cabinet	98	10	221.81	66	155
Computer	98	5	2,126.79	1,241	886
Desk	98	10	690.48	201	489
Magnifier	98	10	134.97	34	101
Hydraulic Software	98	5	5,906.95	3,347	2,560
Wallpaper & application	98	15	614.69	106	509
Computer	99	5	2,300.00	495	1,805
Total Office Equipment			19,458	11,688	7,771

TRI-VILLAGE WATER DISTRICT DEPRECIATION SCHEDULE	Date Acquired	Useful Life	Fixed Asset Cost Balance	Accumulated Depreciation Balance 12/31/2000	Net Book Value 12/31/2000
POWER OPERATED EQUIP (345)					
Hydraulic Pusher	90	10	2,469.60	2,470	(0)
Trencher	92	10	9,975.00	8,814	1,161
Weights	92	10	350.00	303	47
Backhoe - John Deere	94	10	22,909.30	14,319	8,590
Total Power Operated Eq			35,704	25,906	9,798
STRUCTURES & IMPROV. (304)					
Building & Improvements	88	40	34,419.76	10,751	23,669
Insulation	89	40	818.72	241	578
Gas Furnace	89	10	350.00	350	C
Building Addition	94	30	2,428.29	500	1.928
Heat Pump	96	10	865.00	388	477
Total Structures & Improvements			38,882	12,230	26,652

DEPRECIATION SCHEDULE	Date Acquired	Useful Life	Fixed Asset Cost Balance	Accumulated Depreciation Balance 12/31/2000	Net Book Value 12/31/2000
METERS & METER INSTALL (334)					
Meters / Installation	85-87	40	2,640.50	0	2.641
Meters / Installation	85-87	40	3.079.75	0	3,080
Meters / Installation	88	40	2,398.17	0	2,398
Meters / installation	88	40	2,797.85	0	2,798
Meters / Installation	87	10	5,581.53	0	5,582
Meters / Installation	87	10	1,393.95	0	1,394
Meters / Installation	87	5	251.56	0	2 52
Meters / Installation	88	10	3,352.81	0	3.353
Meters / installation	89	10	1,605.00	0	1,605
Meters / Installation	89	5	1,261.08	0	1,261
Meters / Installation	90	10	2,686.77	0	2,687
Meters / Installation	91	10	5,843.75	0	5,844
Meters / Installation	87	20	600.88	0	601
Meters / Installation	88	20	996.08	0	996
Meters / Installation	89	20	1,872.50	0	1,873
Meters / Installation	90	20	2,362.50	0	2,363
Meters / Installation	91	20	2,665.00	0	2,665
Meters / Installation	92	10	6,400.00	0	6,400
Meters / Installation	92	20	3,587.50	0	3,588
Meters / Installation	93	10	5,343.72	0	5,344
Meters / Installation	93	20	4,244.70	0	4,245
Meters / Installation	94	10	7,507.62	0	7,508
Meters / Installation	94	20	11,207.98	0	11,208
Meters / Installation	95	10	6,315.44	0	6,316
Meters / Installation	95	20	10,514.40	0	10,514
Meters / Installation	96	10	8,583.88	0	8,584
Meters / Installation	96	20	14,288.80	0	14,289
Meters / Installation	96	20	62,894.35	0	62,894
Meters / Installation	96	10	4,784.52	O	4,785
Meters / Installation	97	10	10,689.36	0	10,689
Meters / Installation	97	20	17,793.60	0	17,794
Meters / Installation	98	10	8,745.84	0	8,746
Meters / Installation	98	20	14,558.40	0	14,558
Meters / Installation	99	10	10,527.40	0	10,527
Meters / Installation	99	20	17,524.00	0	17,524
Meters / Installation	2000	10	7,513.20	0	7,513
Meters / Installation	2000	20	12,132.00	0	12,132
Total Meters / Installation			286,547	0	286,547

TRI-VILLAGE WATER DISTRICT DEPRECIATION SCHEDULE	Date Acquired	Useful Life	Fixed Asset Cost Balance	Accumulated Depreciation Balance 12/31/2000	Net Book Value 12/31/2000
WATER TREATMENT EQ (320)					
Chlorine Station Hwy 22	94	15	5,736.00	2,675	3.061
Chlorine Station Long Ridge	94	15	3,105.00	1,346	1,759
Chlorinator	94	15	300.00	130	170
Booster Chlorinator	94	. 15	38,938.00	17,307	21,631
Gas Chlorinator	97	15	3,459.00	768	2,691
Total Water Treatment Eq			51,538	22,226	29,312
DISTRIBUTION RESERVOIRS (330))				
Tank Hwy 127	94	25	187,407.00	4,081	183,326
Altitude Valves	94	15	5,022.00	2,177	2,845
Standpipe 1996	96	25	387,578.00	62,304	325.274
Tank - Wheatley	4/99	25	223,468.04	5,032	218.436
Total Distribution Reservoirs			803,475	73,594	729,881
OTHER TANGIBLE PLANT (348)					
Fencing	94	25	5,100	1,360	3,740

DEPRECIATION SCHEDULE			Fixed Asset	Accumulated Depreciation	Net Book
	Date	Useful	Cost	Balance	Value
	Acquired	Life	Balance	12/31/2000	12/31/2000
	·				2.2.1.2.2.2
Totals					
Services	333		55,145	-	55,145
Pump Equip (watch split)	311		126,875	20,428	106,447
Utility Plant	331		2,452,826	603,501	1,849,324
hydrants	335		18,018	3,679	14,339
Structures & Improvements	304		38,882	12,230	26,652
Meters & Installation	334		286,547	-	286,547
Water Treatment Eq	320		51,538	22,226	29,312
Distribution Reservoirs	330		803,475	73,594	729,881
Totał 108 Depreciation			3,833,306	735,657	3,097,649
Tools	343		4,567	4,301	265
Communications Equipment	346		2,718	2,718	(0)
Transportation Equipment	341		17,000	1,943	15,057
Office Equipment	340		19,458	11,688	7,771
Power Operated Equipment	345		35,704	25,906	9,798
Other Tangible Plant fence	348		5,100	1,360	3,740
Total 122 Depreciation			84,547	47,916	36,631
Land	303		12,390	-	12,390
County Total			-	702 672	0.440.000
Grand Total			3,930,242	783,573	3,146.669
Motor on Hand			3,487	702 672	3,487
			3,933,730	783,573	3,150.157

Tri-Village Water District

Purchase Price

Source: 1998 PSC report plus management information

Utility Plant

Accumulated Depreciation Construction in Process

Total Net Assets

CIAC

Wheatley Project
Wheatley Grant (CIAC)

Special Funds

Materials and supplies

System Appraisal Costs

Bond Issuance Costs

Prepaids

Preliminary purchase price indicated

Debt payoff:

Bonds

Wheatley project debt repayment

Net current assets used to satisfy debt:

current assets less M&S current liabilities

Net current assets used to satisfy debt:

Debt not satisfied UPAA to pay debt

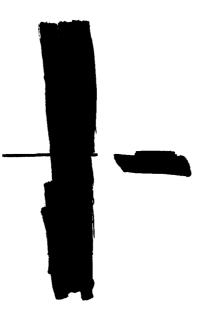
Payment to Tri-Village

Closing costs
Total investment

UPAA

Revised to 2000 Audit, 3/07/01





KENTUCKY AMERICAN WATER COMPANY BOARD PRESENTATION TRI-VILLAGE WATER DISTRICT OWEN COUNTY, KENTUCKY

VALUATION		Forecast	Forecast	Forecast	Forecast	Forecast
_		Year 1 (00)	Year 2 (01)	Year 3 (02)	Year 4 (03)	Year 5 (04)
Revenues: %short(av		0.00%	0.00%	0.00%	0.00%	0.00%
Existing Customers less SFR Re Estimated Growth	evenues	5 - 5 2 5 2		\$731.552		50 15 U.90
Estimated Growin						(27 - 546)
Sewer Billing/Penalties						,40 540
Rev Regimnt Shortfall/(Reductio	n)					.0
AFUDC			31800.1	48 200		19
Total (less AFUDC)	•	\$696,006	\$721.552	\$812,045	\$902,539	\$928.085
	YE ROE	<u>11.51%</u>	10.90%	13.96%	10.37%	11.C0%
System Delivery (000 gals)	ı	(1) (* * * *)	11-7 50 1	121 3/7	115213	139,125
Expenses:	•					
Purchase Water Costs-Tri-Village		\$222,717	\$231,127	\$260,917	\$290,708	\$299,118
Labor & Overheads/Contract		\$0	\$0	\$0	\$0	\$0
Billing						
Oncollectibles Allocated O/M, 84%, Tri-Village		\$189,318	\$195,905	\$142,862	\$148,478	\$154,338
Maintenance		\$100,016	\$195,905	\$142,002	\$140,470	\$104,336
Tot Operation & Maintenance		\$412,035	\$427,032	\$403,779	\$439,186	\$453,455
Depreciation	į.	\$45,006	\$45,973	\$61,346	\$76,719	\$76,795
Amortization		\$439	\$439	\$439	\$439	\$439
General Taxes		\$1,012	\$1,049	\$1,180	\$1,312	\$1,349
Property Taxes	_	\$9,955	\$9,955	\$9,837	\$17,971	\$19,087
Cost Savings	1	<u>90</u>	戶	<u>\$0</u>	<u>80</u>	<u>50</u>
TOE Before Taxes		\$469,337	\$484,449	\$476,581	\$535,627	\$551,126
		¥13344	410-1-1-15	<u> </u>	***************************************	
EBIT		\$228,669	\$237,103	\$335,484	\$366.912	\$376,959
Depreciation/Amortization		\$46,335	\$46,412	\$61,785	\$77,158	\$77,234
		*****	EIRICE		******	***************************************
EBITDA		\$273.004	\$283.516	\$397,249	<u>\$444.069</u>	\$454.193
DCF VALUATION:						
EBITDA		\$273,004	\$283,516	\$397,249	\$444,089	\$454,193
Terminal Value Factor		·				9.50
					_	
Terminal Value		_		_	_	\$4,314.836
EBITDA		\$273,004	\$283,516	\$397,249	\$444,069	\$454,193
CAPX		<u>-\$26,550</u>	·\$1,335,428	<u>-\$179,474</u>	<u>-\$26,550</u>	<u>-\$26.550</u>
Cash Flow for Valuation		\$246,454	-\$1.051.912	\$217.775	\$417.519	\$4,742,479
						-
			Cost	Pre-Tax	Weighted	
Capital Cost Rates		Ratio	Rate	Rate	Cost	
Long Term Debt	1	Teato	/ /5:	7.75%	4.65%	
Common Equity		5.32.2	9.90%	16.23%	6.49%	
Total Capitalization	_	100.00%			11.14%	
ACQUISITION FINANCING						

TriVIIIageRevised3WVa - good to print!Tri-ViIIageAnalysis

Purchase Price
Estimated Cost to Acquire - Legal
Capx to Acquire
LESS AFUDC
Total Cap Required
Debt Assumed
Prior Yr. Cash
Total Cash Required

New L-T Dabt New Common Equity

Planned YE CE%
Total Interest Expense

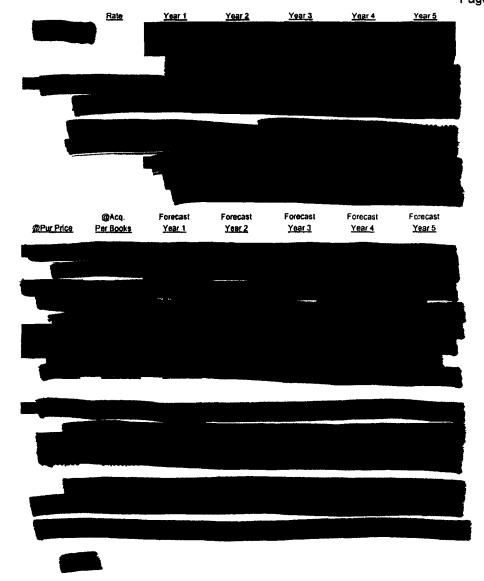
ACQUISITION BALANCE SHEET

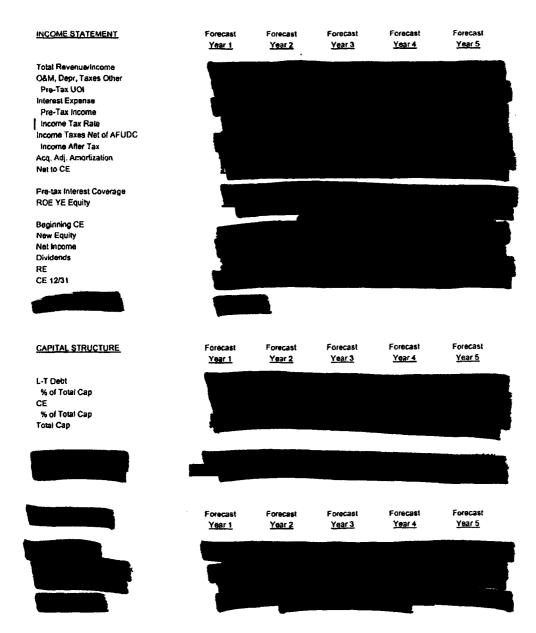
ASSETS:
Utility Plant
Additions
Retirements (estimate)
Accum depreciation (adjusted)
Not Utility Plant
Cash
Acq Adjustment in Price
Acq. Contributions
Acq. Advances
Current Assets
CWiP
Total Assets

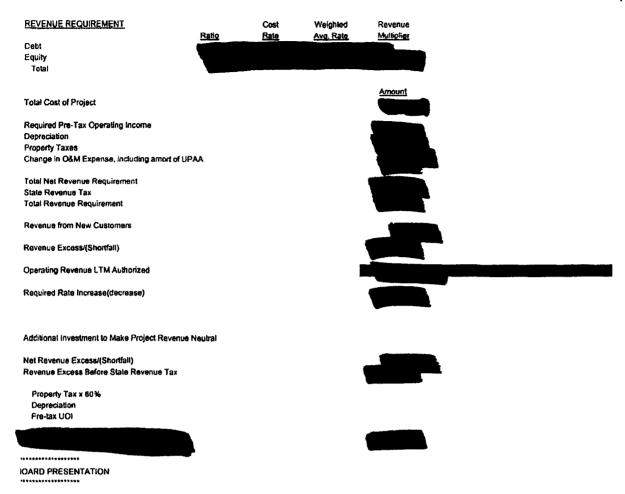
LIABILITIES & EQUITY: Current Liabilities Long Term Debt Assumed Issued Common Equity Yotal Cap

Net Working Capital Advances Contributions

Total Cap & Liabilities

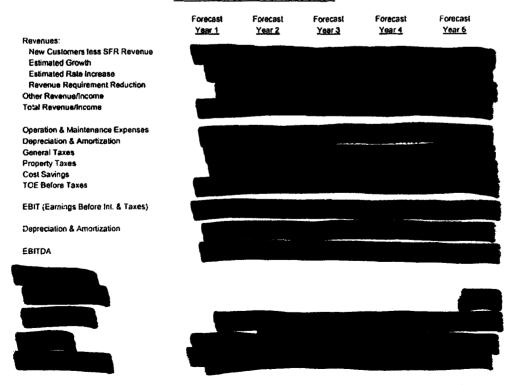






Kentucky-American Water Company

FINANCIAL EVALUATION OF ACQUISITION



TriVillageRevised3WVa - good to printiTri-VillageAnalysis

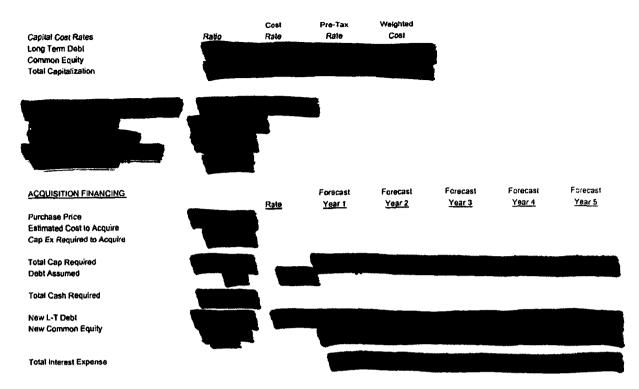
Forecast

Forecast

Forecast Year 4 Year 5 STATEMENT OF CASH FLOWS Year 1 Year 2 Year 3 Cash Flows from Operating Activities: Net to CE Adjust: **AFUDC** Depreciation Amortization Net Cash from Operations Cash Flows from Investing Activities: Acquisition/Cost to Acquire Construction Expanditures Net Cash from Investing Cash Flows from Financing Activities: Add: Long Term Debt Common Stock Deduct: Dividends Net Cash from Financing Cash for Year Cash 1/1 Cash 12/31 OTHER FINANCIAL INDICATORS **Employees Additional Customers** Customers Growth Rate O&M per Customer Acquisition Strategic Business Plan Total Business Cost per Customer Acquisition Strategic Business Plan Pre-tax Coverage of LYD Acquisition Strategic Business Plan Customers per Employee Acquisition Strategic Business Plan

Forecast

Forecast



NARRATIVE:

Tri-Village Water District is located in Owen County approx. 60 miles north of Lexington.

Tri-Village is a Water District under KRS 74, with a board of commissioners operating separately from the County.

Tri-Village is negotiating with 2 outside districts to obtain additional sources of supply and is working with KAWC and Owenton to improve water quality (thm's).

KAWC will invest \$1,772.210 to purchase the system and \$1.8 million to add the New Columbus Expansion. The system consists of 131 miles of 6",4" and 3" pipe and 1,007,000 of storage in 7 tanks.

KAWC will hire 4 employees (pius one for Efk Lake Water Co.) and serve the entire county at the existing Tri-Village office for the foreseeable future.



Grand Total

Forecast

Year 1

Forecast

Year 2

@Acq.

Per Books

<u>Amount</u>

ACQUISITION BALANCE SHEET

ASSETS

Utility Plant Additions Retirements Accum decreciation Net Utility Plant Cash Acq. Adjustment in Price Acq. Contributions Acq. Advances **Current Assets** CWIP Total Assets

LIABILITIES & EQUITY:

Current Liabilities Long Term Debt Assumed Issued Common Equity Total Cap

Net Working Capital Advances Contributions Total Cap & Liabilities



Forecast

Year 3

Forecast

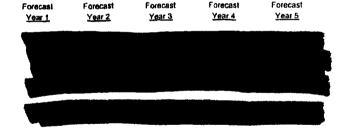
Year 4

Forecast

Year 5

CAPITAL STRUCTURE

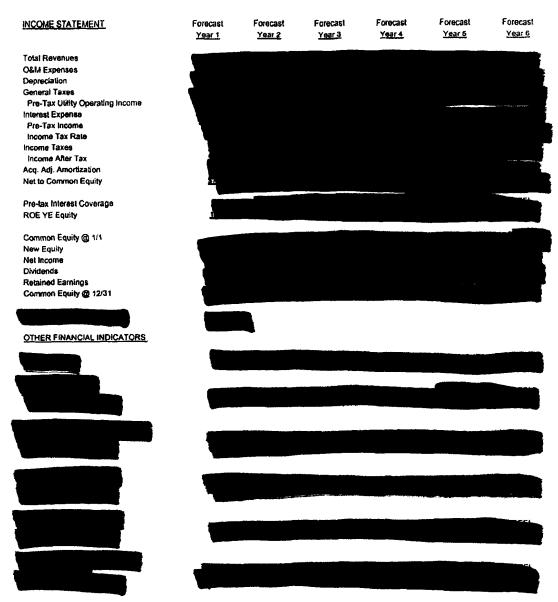
L-T Debt % of Total Cap CE % of Total Cap Total Cap

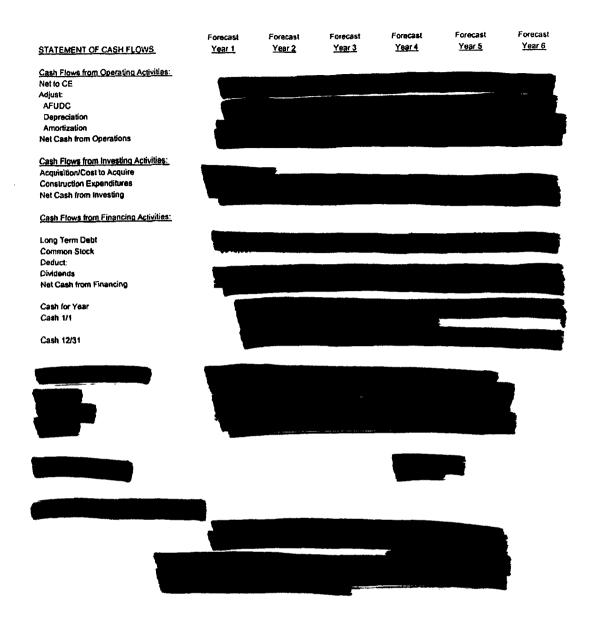


Forecast

Forecast

Forecast





KENTUCKY-AMERICAN WAYER COMPANY Acquisition Analysis

May, 2000

NAME: Tri-Village Water District

OWNER: Same

SUMMARY:

Tri-Village Water District is located in Owen County approx. 60 miles north of Lexington.

Tri-Village is a Water District under KRS 74, with a board of commissioners operating separately from the County.

Tri-Village purchases 100% of its water from the City of Owenton. Owenon's source is the Kentucky River

Tri-Village is negotiating with 2 outside districts to obtain additional sources of supply and is working with

KAWC and Owenton to improve water quality (thrif's).

KAWC will invest \$1,772.210 to purchase the system and \$1.8 million to add the New Columbus Expansion. The system consists of 131 miles of 6",4" and 3" pipe and 1,007,000 of storage in 7 tanks.

KAWC will hire 4 employees (plus one for Elk Lake Water Co.) and serve the entire county at the existing. Tri-Village office for the foreseeable future.



Kentucky-American Water Company

ACQUISITION ANALYSIS

May, 2000

Kentucky-American Water Company

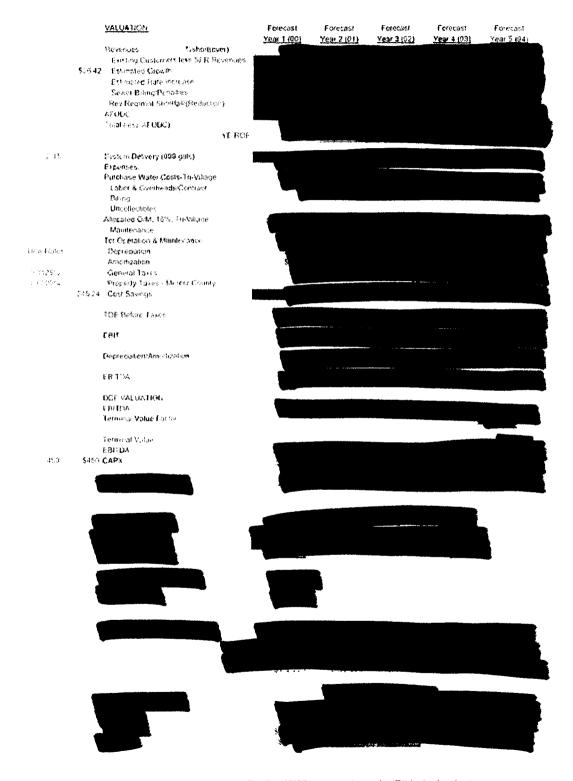
ACQUISITION ANALYSIS

May, 2000

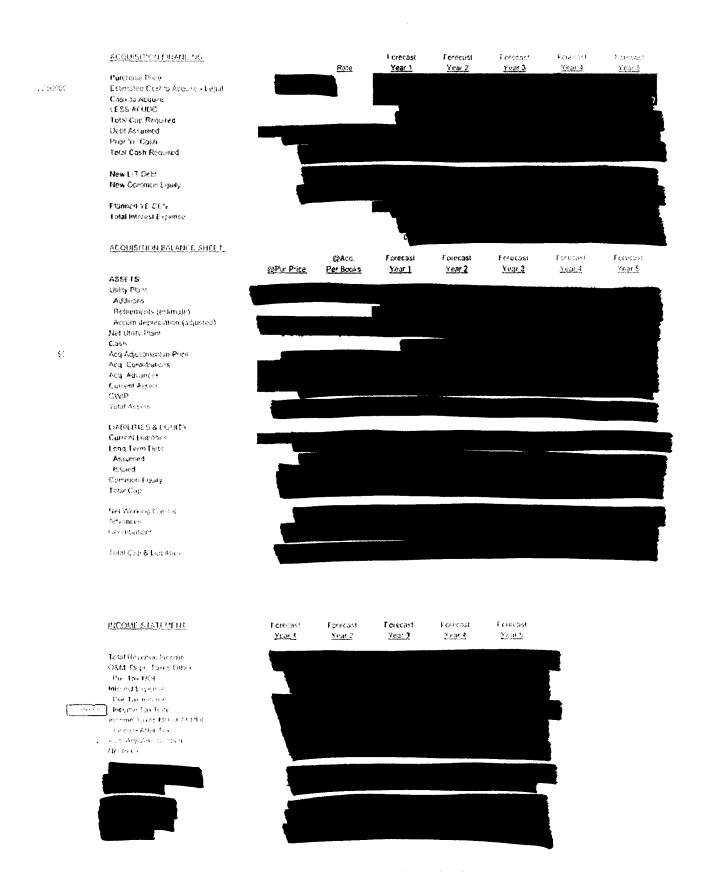
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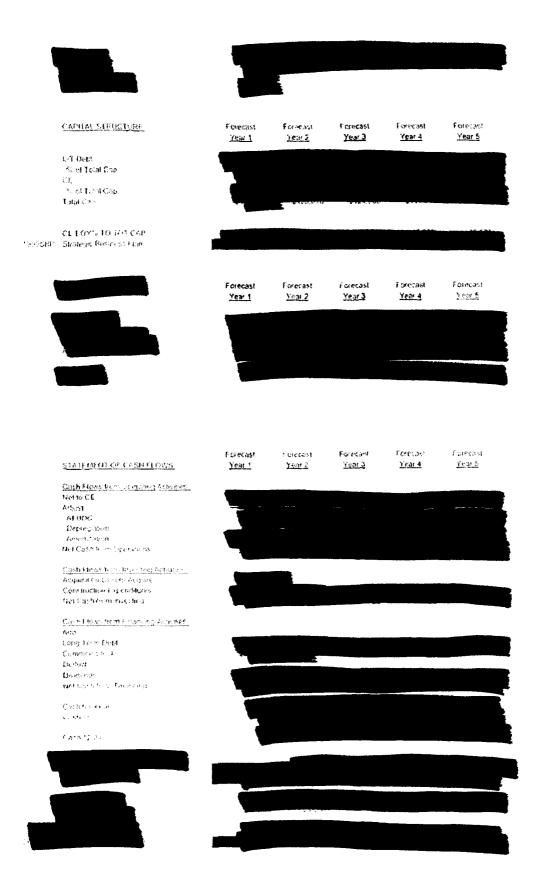
KEI-TUCKY AMERICAN WATER COMPANY BOARD PRESENTATION ELK LAKE WATER COMPANY, INC. OWEN COUNTY, KENTUCKY



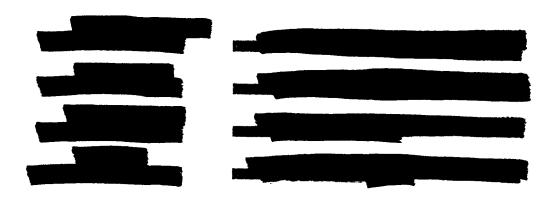
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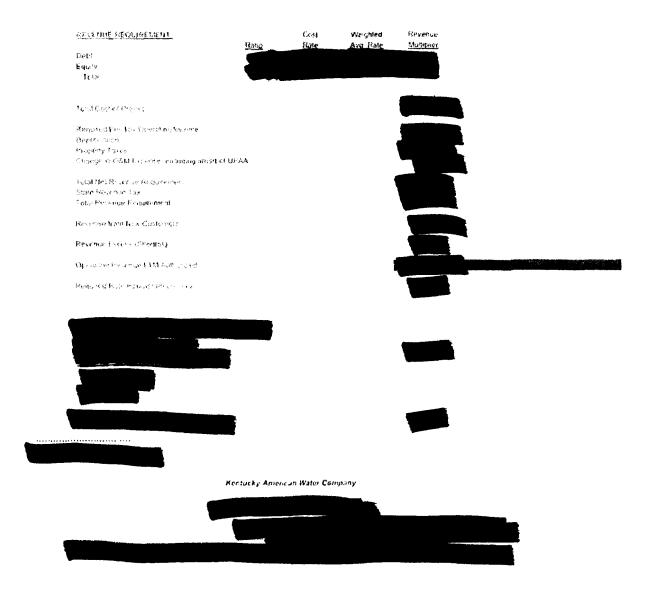


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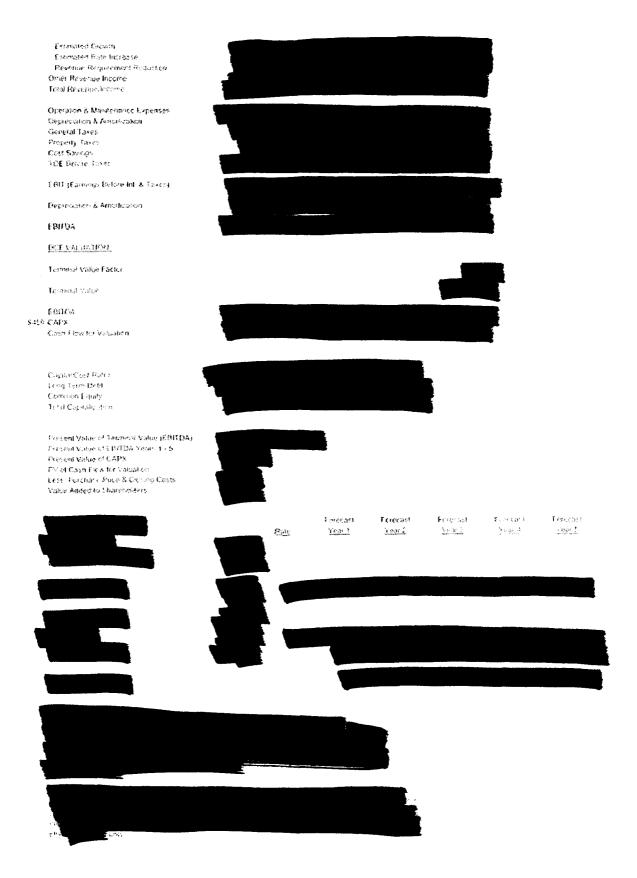


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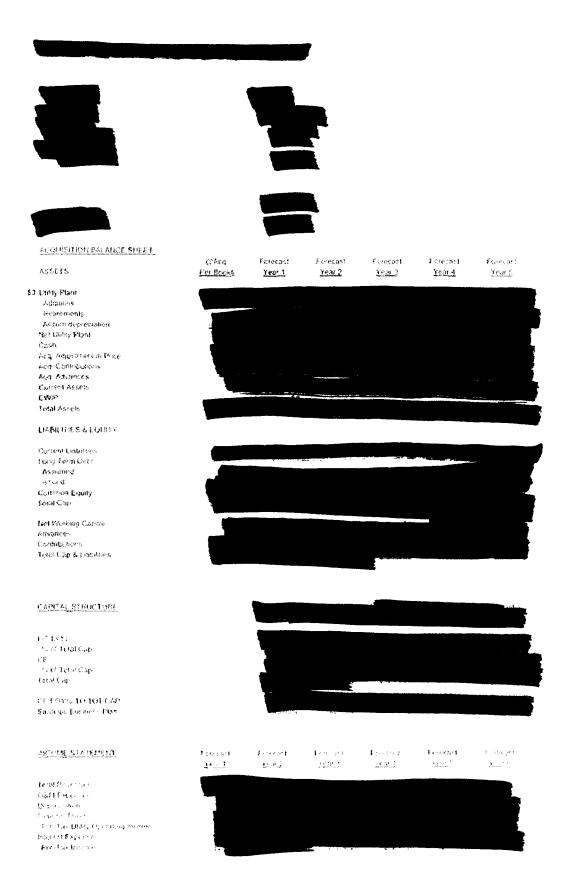




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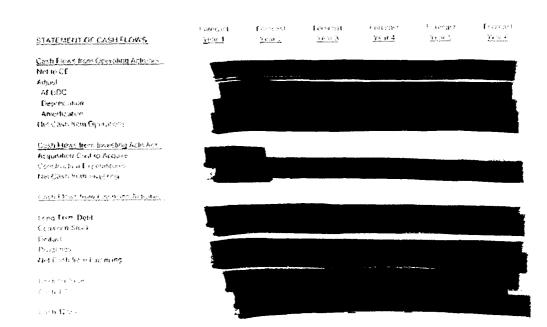


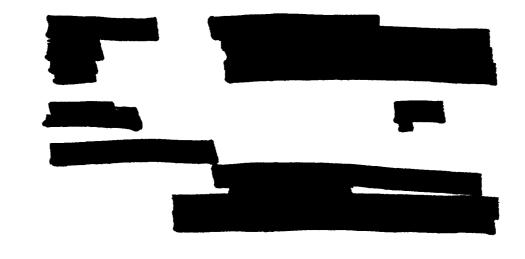
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KENTUCKY-AMERICAN WATER COMPANY Acquisition Analysis

May, 2000

NAME: Ell Lake Water Company, Inc.

OWNER: Elk Lake Association, Inc.

SUMMARY:

Ell Lake is an analytic control of the process of t







Kontocky-American Water Company

ACQUISITION ANALYSIS

May. 2000

Kentucky-American Water Company

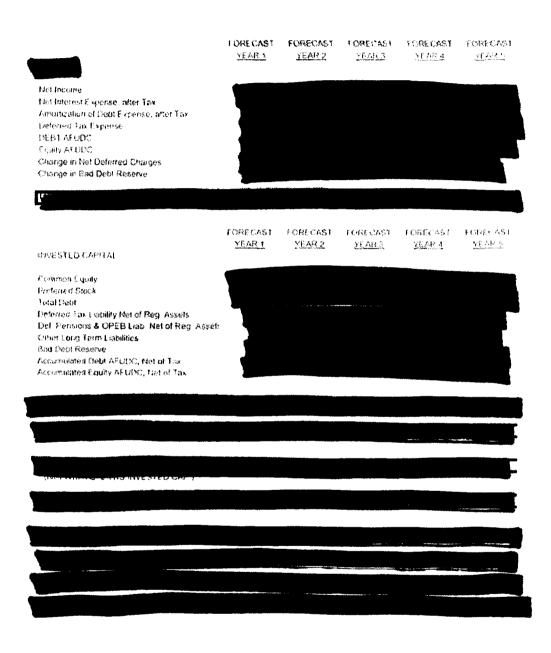
ACQUISITION ANALYSIS

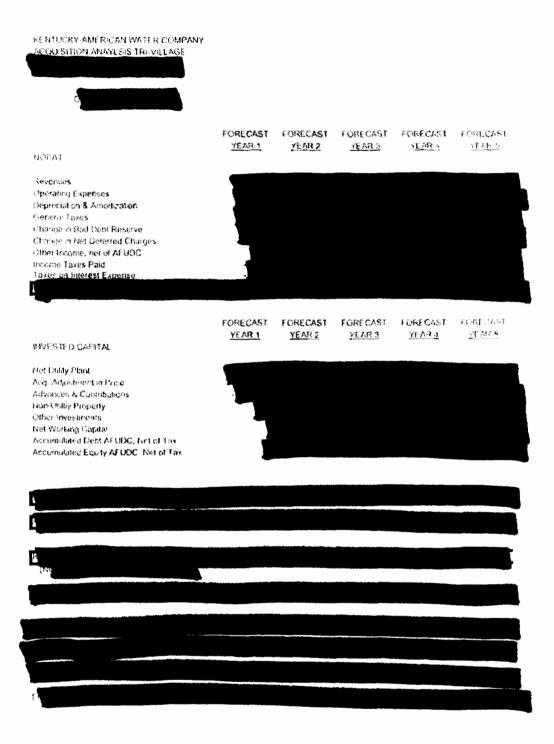
May, 2000

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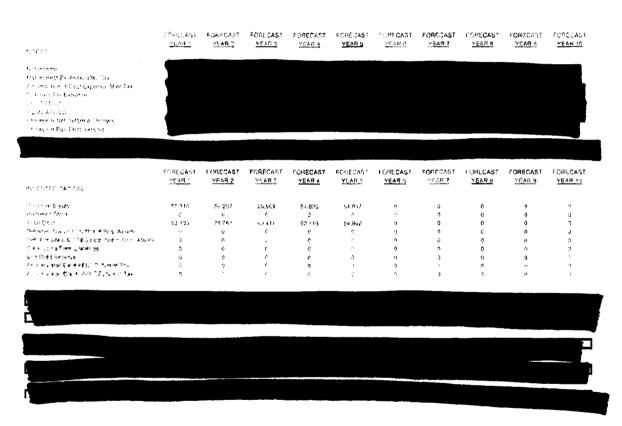
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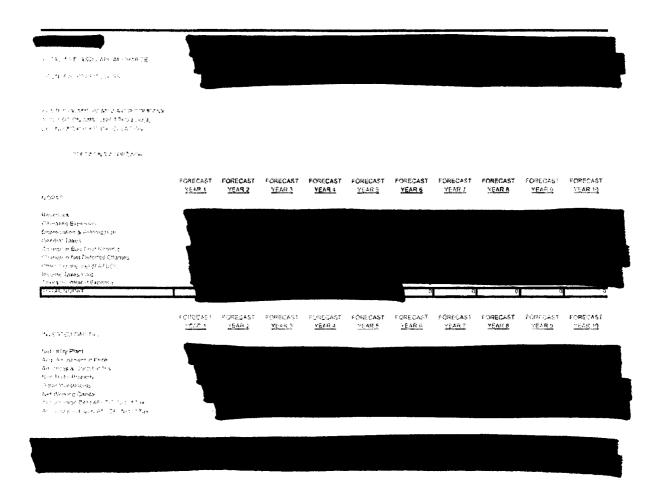




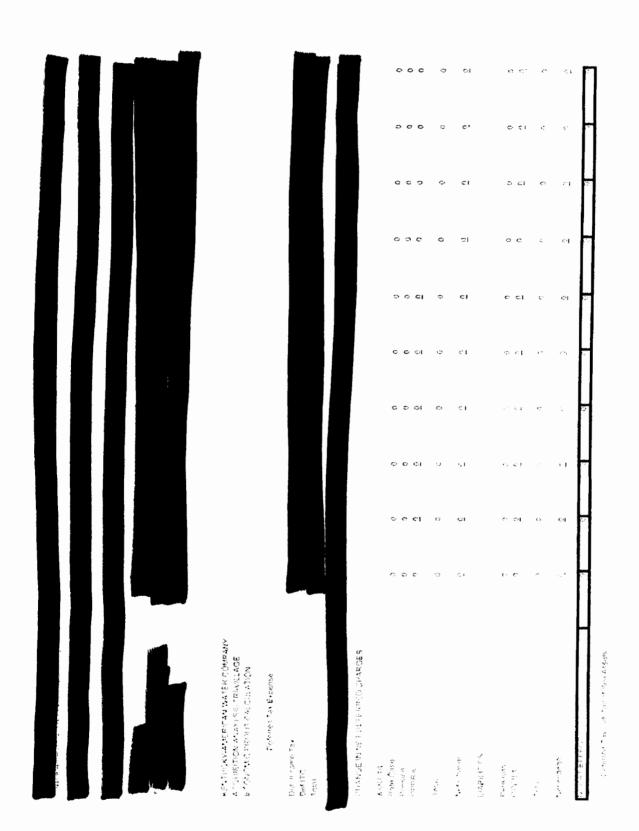
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 2. TOTAL RESTORMENTS AS A STRUCTURE OF THE COMPANY



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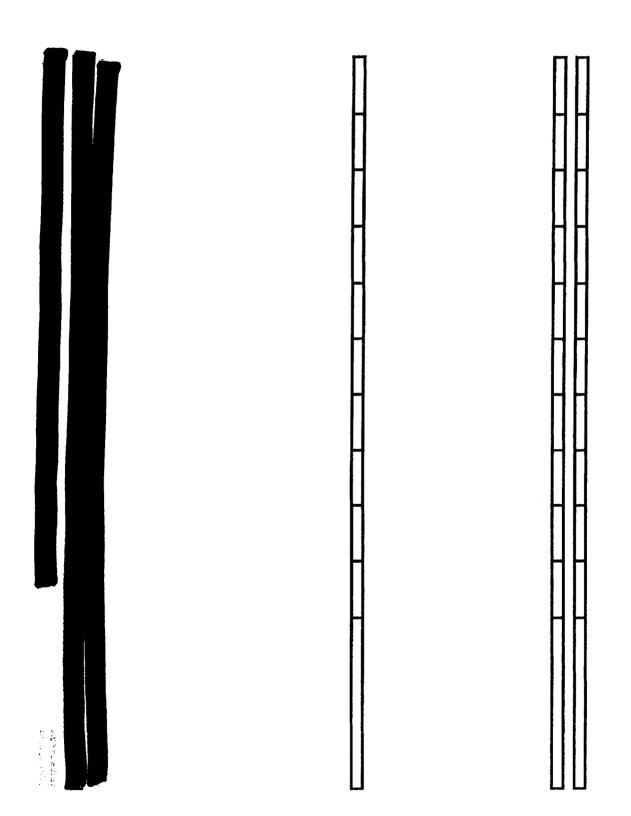
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TriVillageRevised3WVa - good to printEklakeEconomic Profit

TriVillageRevised3WVa - good to printElkiakeEconomic Profit

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