

**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, ) CASE NO. 2006-00197  
THAMES WATER AQUA US HOLDINGS, INC. AND )  
AMERICAN WATER WORKS COMPANY, INC. FOR )  
APPROVAL OF A CHANGE IN CONTROL OF )  
KENTUCKY-AMERICAN WATER COMPANY )**

**PETITIONERS' RESPONSE TO ATTORNEY  
GENERAL'S MOTION FOR AN ORDER ESTABLISHING  
THE CRITERIA FOR THE PROCEEDING WITH MOTION  
TO AMEND THE PROCEDURAL SCHEDULE**

Kentucky-American Water Company (“KAWC”), Thames Water Aqua Holdings GmbH (“Thames”), RWE Aktiengesellschaft (“RWE”), Thames Water Aqua US Holdings, Inc. (“TWUS”) and American Water Works Company, Inc. (“AWWC”) (collectively the “Petitioners”) hereby submit this Response to the Motion of the Attorney General of the Commonwealth of Kentucky (“AG”) for an Order Establishing the Criteria for the Proceeding with Motion to Amend the Procedural Schedule. The possible criteria under which the parties will proceed are set forth in KRS 278.020 and are well known to the AG. The Petitioners proceeded without a ruling on the motions discussed in the AG’s Motion. Petitioners see no reason why the AG cannot proceed on the same basis that the Petitioners have proceeded. Similarly, the AG has offered no compelling reason to amend the procedural schedule, particularly if the Commission decides that the 120 day time limit applies.

Respectfully submitted,

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Thames Water Aqua US Holdings, Inc.,  
American Water Works Company, Inc., and  
Kentucky-American Water Company

**CERTIFICATION**

This is to certify that a true and accurate copy of the foregoing has been electronically transmitted to the Public Service Commission on August 9, 2006; that the Public Service Commission and other parties participating by electronic means have been notified of such electronic transmission; that, on August 10, 2006, the original and one (1) copy in paper medium will be hand-delivered to the Public Service Commission, 211 Sower Boulevard, Frankfort, Kentucky 40601; and that on August 9, 2006, one (1) copy in paper medium will be served upon the following via U.S. Mail:

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