

**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)	

**NOTICE OF ATTEMPTED APPOINTMENT OF
PROCESS AGENT FOR LIMITED PURPOSES**

Come Thames Water Aqua Holdings GmbH, RWE Aktiengesellschaft, American Water Works Company, Inc. and Kentucky-American Water Company, and herewith give notice, pursuant to Condition 58 of the Commission's Order dated December 20, 2002, in Case No. 2002-00317, that each of them executed a document appointing CT Corporation System, 1511 Kentucky Home Life Building, Louisville, Kentucky 40202 as registered agent for the limited purposes. Copies of the documents are attached hereto.

The Secretary of State of the Commonwealth of Kentucky declined to accept the Notices for filing in that office and a copy of that refusal is also attached hereto.

John N. Hughes, Esq.
124 West Todd Street
Frankfort, Kentucky 40601

And

Lindsey W. Ingram, Jr., Esq.
Robert M. Watt, III, Esq.
STOLL, KEENON & PARK, LLP
300 West Vine Street, Suite 2100
Lexington, Kentucky 40507
(859) 231-3000

By Lindsey W. Ingram, Jr.

Counsel for Thames Water Aqua Holding GmbH,
RWE AG, American Water Works Company, Inc.
and Kentucky-American Water Company

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 March 14th, 2003, that the electronic version of this pleading has been transmitted to the Commission, and that a copy has been served by mail upon:

Foster Ockerman, Jr., Esq.
Martin, Ockerman & Brabant
200 North Upper Street
Lexington, Kentucky 40507

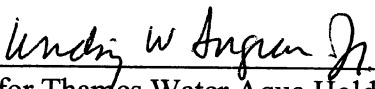
Dennis G. Howard, II, Esq.
David Edward Spenard, Esq.
Assistant Attorneys General
1024 Capitol Center Drive, Suite 200
Frankfort, Kentucky 40601

David J. Barberie, Esq.
Lexington-Fayette Urban County Gov't.
Department of Law
200 East Main Street
Lexington, Kentucky 40507

Anthony G. Martin, Esq.
P.O. Box 1812
Lexington, Kentucky 40588

Gerald E. Wuetcher, Esq.
Angela Curry, Esq.
Public Service Commission
211 Sower Boulevard
Frankfort, Kentucky 40601

and that the original and three copies have been filed with the Public Service Commission in paper medium on the 14th day of March, 2003.



Counsel for Thames Water Aqua Holding GmbH,
RWE AG, American Water Works Company, Inc.
and Kentucky-American Water Company

Commonwealth of Kentucky
Office of the Secretary of State
P. O. Box 718
Frankfort, KY 40602-0718

John Y. Brown III
Secretary of State

Fax (502)-564-4075
Corporate Filings (502)-564-2848
Corporate Records (502)-564-7330

LINDSEY W INGRAM, JR

Re: RWE AKTIENGESELLSCHAFT
Date: 2/10/2003 11:40:28 AM
Reviewed by: jrbentley

The enclosed documents are being returned for the reason(s) listed below:

OTHER: AN AGENT CAN NOT BE APPOINTED AND FILED IN OUR OFFICE FOR ANY ENTITY THAT IS NOT ON FILE WITH OUR OFFICE.

**NOTICE OF THE APPOINTMENT OF A REGISTERED AGENT FOR
LIMITED PURPOSES BY AMERICAN WATER WORKS COMPANY, INC.**

1. The corporation is a stock corporation.
2. The name of the corporation is American Water Works Company, Inc.
3. The name of the corporation to be used in Kentucky is American Water Works Company, Inc.
4. American Water Works Company, Inc. is incorporated under the laws of the state of Delaware.
5. American Water Works Company, Inc.'s Reinstated Certificate of Incorporation was filed on May 6, 1987, with the Secretary of State of Delaware and its duration is perpetual.
6. The street address of the corporation's principal office is 1025 Laurel Oak Road, Voorhees, New Jersey 08043.
7. The address of the corporation's agent for limited service of process as described herein is 1511 Kentucky Home Life Building, Louisville, Kentucky 40202, and the name of the registered agent for the limited purpose of accepting service of process of any action that the Public Service Commission of Kentucky may bring to enforce the provisions and conditions set forth in the Orders dated December 20, 2002 in Case No. 2002-00317 and May 30, 2002 and July 10, 2002 in Case No. 2002-00018 is CT Corporation System.
8. The usual business address of the members of the corporation's Executive Board and current officers 1025 Laurel Oak Road, Voorhees, New Jersey 08043, and they are:

Directors:

William J. Alexander
Dietrich E. T. Firnhaber
Daniel L. Kelleher
James D. McGivern
Ellen C. Wolf

Officers

William J. Alexander – Chairman, President and Chief Executive Officer
Dietrich E. T. Firnhaber – Vice President
Joseph F. Hartnett, Jr. – Treasurer
James D. McGivern – Chief Operating Officer and Vice President
W. Timothy Pohl – General Counsel and Secretary
Robert D. Sievers – Comptroller
Ellen C. Wolf – Chief Financial Officer

9. Nothing herein shall be construed as an application for authority to transact business in Kentucky on behalf of American Water Works Company, Inc.

10. A Certificate of Existence from the Secretary of State of Delaware is attached.

AMERICAN WATER WORKS COMPANY, INC.

BY: 

Print Name and Title:

W. Timothy Pohl, General Counsel and Secretary

Date: February __, 2003

CT Corporation System hereby consents to serve as the Limited Register Agent for the purposes set for herein on behalf of the corporation.

CT CORPORATION SYSTEM

BY: 

Print Name and Title:

Susan J. Metz
Assistant Secretary

Date: February __6, 2003

**NOTICE OF THE APPOINTMENT OF A REGISTERED AGENT
FOR LIMITED PURPOSES BY RWE AKTIENGESELLSCHAFT**

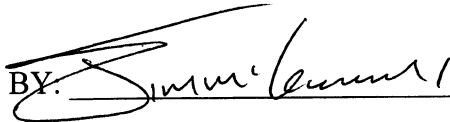
1. The corporation is a stock corporation.
2. The name of the corporation is RWE Aktiengesellschaft.
3. The name of the corporation to be used in Kentucky is RWE Aktiengesellschaft.
4. RWE Aktiengesellschaft is incorporated under the laws of the Federal Republic of Germany.
5. RWE Aktiengesellschaft was registered on October 26, 2000, with the Commercial Register of the Local Court of the City of Essen, Germany, and its duration is perpetual.
6. The street address of the corporation's principal office is Opernplatz 1, 45128 Essen, Federal Republic of Germany.
7. The address of the corporation's agent for limited service of process as described herein is 1511 Kentucky Home Life Building, Louisville, Kentucky 40202, and the name of the registered agent for the limited purpose of accepting service of process of any action that the Public Service Commission of Kentucky may bring to enforce the provisions and conditions set forth in the Orders dated December 20, 2002 in Case No. 2002-00317 and May 30, 2002 and July 10, 2002 in Case No. 2002-00018 is CT Corporation System.
8. The usual business address of the members of the corporation's Executive Board and current officers is Opernplatz 1, 45128 Essen, Federal Republic of Germany, and they are:

Dr. Dietmar Kuhnt, President and CEO
Harry Roels, President and CEO
Dr. Richard R. Klein, Executive Vice President
Dr. Gert Maichel, Executive Vice President
Manfred Remmel, Executive Vice President
Dr. Klaus Sturany, Executive Vice President
Jan Zilius, Executive Vice President

9. Nothing herein shall be construed as an application for authority to transact business in Kentucky on behalf of RWE Aktiengesellschaft.

10. A Certificate of Existence from the Commercial Register of the Local Court of the City of Essen is attached.

RWE AKTIENGESELLSCHAFT

BY:  _____

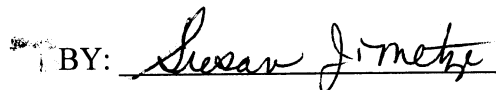
Print Name and Title:

James McGivern, POA _____

Date: February __, 2003

CT Corporation System hereby consents to serve as the Limited Register Agent for the purposes set for herein on behalf of the corporation.

CT CORPORATION SYSTEM

BY:  _____

Print Name and Title:

Susan J. Metz
Assistant Secretary

Date: February 6, 2003

NOTICE OF THE APPOINTMENT OF A REGISTERED AGENT FOR LIMITED PURPOSES BY THAMES WATER AQUA HOLDINGS GmbH

1. The entity is a limited liability company.
2. The name of the entity is Thames Water Aqua Holdings GmbH.
3. The name of the entity to be used in Kentucky is Thames Water Aqua Holdings GmbH.
4. Thames Water Aqua Holdings GmbH is incorporated under the laws of the Federal Republic of Germany.
5. Thames Water Aqua Holdings GmbH was registered on October 16, 2000, with the Commercial Register of the Local Court of the City of Essen, Germany, and its duration is perpetual.
6. The street address of the entity's principal office is Opernplatz 1, 45128 Essen, Federal Republic of Germany.
7. The address of the corporation's agent for limited service of process as described herein is 1511 Kentucky Home Life Building, Louisville, Kentucky 40202, and the name of the registered agent for the limited purpose of accepting service of process of any action that the Public Service Commission of Kentucky may bring to enforce the provisions and conditions set forth in the Orders dated December 20, 2002 in Case No. 2002-00317 and May 30, 2002 and July 10, 2002 in Case No. 2002-00018 is CT Corporation System.
8. The usual business address of the managing directors and current officers is Opernplatz 1, 45128 Essen, Federal Republic of Germany, and they are:

Dr. Richard R. Klein
Dr. Klaus Sturany
Bill Alexander

9. Nothing herein shall be construed as an application for authority to transact business in Kentucky on behalf of Thames Water Aqua Holdings GmbH.

10. A Certificate of Existence from the Commercial Register of the Local Court of the City of Essen is attached.

THAMES WATER AQUA HOLDINGS GmbH

BY:  _____

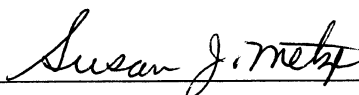
Print Name and Title:

Bill Alexander, Director

Date: February __, 2003

CT Corporation System hereby consents to serve as the Limited Register Agent for the purposes set for herein on behalf of the corporation.

CT CORPORATION SYSTEM

BY:  _____

Print Name and Title:

Susan J. Metz
Assistant Secretary

Date: February 6, 2003

NOTICE OF THE APPOINTMENT OF A REGISTERED AGENT FOR LIMITED PURPOSES BY THAMES WATER AQUA US HOLDINGS, INC.

1. The entity is a corporation.
2. The name of the entity is Thames Water Aqua US Holdings, Inc.
3. The name of the entity to be used in Kentucky is Thames Water Aqua US Holdings, Inc.
4. Thames Water Aqua US Holdings, Inc. is incorporated under the laws of the state of Delaware.
5. Thames Water Aqua US Holdings, Inc. was incorporated on July 26, 2002, with the Secretary of State of Delaware and its duration is perpetual.
6. The street address of the corporation's principal office is 1025 Laurel Oak Road, Voorhees, New Jersey 08043.
7. The address of the corporation's agent for limited service of process as described herein in Kentucky is 1511 Kentucky Home Life Building, Louisville, Kentucky 40202, and the name of the registered agent for the limited purpose of accepting service of process of any action that the Public Service Commission of Kentucky may bring to enforce the provisions and conditions set forth in the Orders dated December 20, 2002 in Case No. 2002-00317 and May 30, 2002 and July 10, 2002 in Case No. 2002-00018 is CT Corporation System.
8. The usual business address of the members of the board and current officers is 1025 Laurel Oak Road, Voorhees, New Jersey 08043, and the directors are:

William J. Alexander
Dietrich E. T. Firnhaber
Daniel L. Kelleher
James D. McGivern
Ellen C. Wolf

9. Nothing herein shall be construed as an application for authority to transact business in Kentucky on behalf of Thames Water Aqua US Holdings, Inc.

10. A Certificate of Existence from the Secretary of State of Delaware is attached.

THAMES WATER AQUA US HOLDINGS, INC.

BY:  _____

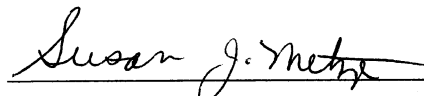
Print Name and Title:

Bill Alexander, Director

Date: February __, 2003

CT Corporation System hereby consents to serve as the Limited Register Agent for the purposes set for herein on behalf of the corporation.

CT CORPORATION SYSTEM

BY:  _____

Print Name and Title:

Susan J. Metz
Assistant Secretary

Date: February __6, 2003