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September 1, 2011

VIA ELECTRONIC FILING

Hon. Jaclyn A. Brillling, Secretary
State of New York
Public Service Commission
Three Empire State Plaza
Albany, New York 12223

RE: Joint Petition of Aqua Utilities, Inc., Aqua New York, Inc. and American Water Works Company, Inc. for approval, pursuant to Public Service Law § 89-h, of the sale of 100% of the issued and outstanding stock of Aqua New York, Inc. by Aqua Utilities, Inc. to American Water Works Company.

Dear Secretary Brillling:

In accordance with the Public Service Commission's ("Commission") rules for electronic filing, submitted herewith is a verified Joint Petition, pursuant to Public Service Law Section 89-h, by AQUA UTILITIES, INC., AQUA NEW YORK, INC. and AMERICAN WATER WORKS COMPANY, INC. for approval of a Stock Purchase Agreement under which Aqua Utilities, Inc. will sell, and American Water Works Company, Inc. will acquire, 100% of the issued and outstanding capital stock of Aqua New York, Inc. Joint Applicants are also filing the Testimony of William M. Varley, President of Long Island American Water Company, in support of the Joint Petition. Copies of the Commission's Method of Service Form are attached for each of the Joint Applicants. Please advise the undersigned if the Secretary would like the documents filed in paper versions, as well.

As the Joint Petition and the accompanying testimony of Mr. Varley demonstrate, the acquisition by American Water Works Company, Inc. of 100% of the common stock of Aqua New York, Inc., a public utility company and the parent company of New York

CULLEN and DYKMAN LLP

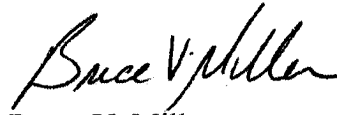
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Water Service Company and Aqua New York of Sea Cliff, both also public utility companies, is in the public interest and merits the Commission's approval.¹

Because the overall transaction is part of a larger, inter-related transaction in which American Water Works Company, Inc. is transferring its regulated operations in Ohio to Aqua America, Inc., in order to ensure a smooth transition, Joint Applicants respectfully request Commission approval of the transaction by the end of calendar year 2011. The Commission has recognized that consolidation of water companies is desirable and serves the public interest. The expeditious approval of this transaction will allow the transactions to close promptly and permit a process to begin that will ultimately allow New York customers to obtain the benefits of this water company consolidation. The requested time frame is reasonable in light of the fact that the transaction involves a straightforward change in ownership at the parent company level.

We have included a draft SAPA notice and a State Environmental Quality Review Act short form impact assessment with the Joint Petition. The Joint Applicants stand ready to provide all assistance to the Commission and the Staff necessary to move this important transaction forward.

Very truly yours,



Bruce V. Miller

cc: Ms. Donna Giliberto
Records Access Officer
Department of Public Service

¹ In accordance with the provisions of the Personal Privacy Protection Law (Article 6-A of the Public Officers Law), we have redacted from the disclosure statements accompanying the aforementioned Stock Purchase Agreement certain personal information relating to employee claims (pp. 27, 29, 30 and 35). Under Part 6-2 of the Commission's regulations implementing that law, such personal information relating to the identities of such employees is not "relevant and necessary to accomplish a purpose of the agency that is required to be accomplished by statute or executive order, or to implement a program specifically authorized by law."

NEW YORK STATE DEPARTMENT OF PUBLIC SERVICE

METHOD OF SERVICE FORM

This form should be filed with all new petitions and applications that require action by the Commission. It will allow us to serve you with the Commission decision using the method you select.

Name:	Bruce V. Miller
Your Company/Organization:	Cullen And Dykman LLP
Mailing Address:	100 Quentin Roosevelt Blvd, Garden City, New York, 11530-4850
Company/Organization you represent, if different from above:	American Water Works Company, Inc.
E-Mail Address:	bmiller@cullenanddykman.com
Case/Matter # (if known)	11-W-

If you consent to receive Commission-issued orders electronically, you will receive all Commission-issued documents electronically. If you do not consent to receive Commission-issued orders electronically, you will receive all Commission-issued documents by mail.

Check the box(es) in A or B, below:

A.

I am authorized by the party I represent to grant consent to receive electronic-only service of Commission-issued orders, AND

I, on behalf of myself or the party I represent, knowingly waive the right specified in Public Service Law §23(1) to be served personally or by mail with orders that affect me or the party I represent and consent to receive service of Commission-issued orders by electronic means only. This consent remains in effect until revoked.

B

I do not consent to receive electronic service and instead request that the DPS mail Commission-issued document(s) to me.

Signature: <i>Bruce V. Miller</i>	Date: <i>8/23/11</i>
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Name:	Jordan S. Mersky
Your Company/Organization:	New Jersey American Water
Mailing Address:	1025 Laurel Oak Road Voorhees, New Jersey 08043
Company/Organization you represent, if different from above:	American Water Works Company, Inc.
E-Mail Address:	jordan.mersky@amwater.com
Case/Matter # (if known)	11-W-

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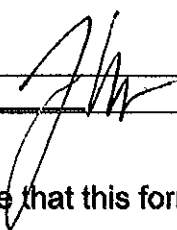
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Signature: 	Date: 8-26-11
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METHOD OF SERVICE FORM

This form should be filed with all new petitions and applications that require action by the Commission. It will allow us to serve you with the Commission decision using the method you select.

Name:	<u>Suzana Duby</u>
Your Company/Organization:	<u>New Jersey American Water/Long Island Water Corporation</u>
Mailing Address:	<u>Short Hills Operations Center/Admin. Building - 167 J.F. Kennedy Parkway Short Hills, NJ 07078</u>
Company/Organization you represent, if different from above:	<u>American Water Works Company, Inc.</u>
E-Mail Address:	<u>suzana.duby@amwater.com</u>
Case/Matter # (if known)	<u>11-W-</u>

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Signature: /s/ Suzana Duby by <u>3VM</u>	Date: <u>8/24/11</u>
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NEW YORK STATE DEPARTMENT OF PUBLIC SERVICE

METHOD OF SERVICE FORM

This form should be filed with all new petitions and applications that require action by the Commission. It will allow us to serve you with the Commission decision using the method you select.

Name:	<u>Kimberly Joyce</u>
Your Company/Organization:	<u>Aqua America, Inc.</u>
Mailing Address:	<u>762 West Lancaster Avenue, Bryn Mawr, Pennsylvania 19010</u>
Company/Organization you represent, if different from above:	<u>Aqua Utilities, Inc., Aqua NewYork, Inc.</u>
E-Mail Address:	<u>kajoyce@aguaamerica.com</u>
Case/Matter # (if known)	_____

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Signature: <u>/s/</u>	Date: <u>8/25/11</u>
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NEW YORK STATE DEPARTMENT OF PUBLIC SERVICE

METHOD OF SERVICE FORM

This form should be filed with all new petitions and applications that require action by the Commission. It will allow us to serve you with the Commission decision using the method you select.

Name:	<u>Steven D. Wilson</u>
Your Company/Organization:	<u>Harris Beach PLLC</u>
Mailing Address:	<u>677 Broadway, Suite 1101</u>
Company/Organization you represent, if different from above:	<u>Aqua Utilities, Inc, aqua NewYork, Inc</u>
E-Mail Address:	<u>swilson@harrisbeach.com</u>
Case/Matter # (if known)	

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Signature: _____	Date: <u>8/25/11</u>
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