American Water Works Company, Inc.
Form 10-Q
August 04, 2010
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2010

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file: number 001-34028

AMERICAN WATER WORKS COMPANY, INC.

(Exact name of registrant as specified in its charter)

Delaware	**51-0063696**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
1025 Laurel Oak Road, Voorhees, NJ	**08043**
(Address of principal executive offices)	**(Zip Code)**

(856) 346-8200

(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. x Yes ¨ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). x Yes ¨ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer x	Accelerated filer ¨
Non-accelerated filer ¨	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.). ¨ Yes x No

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date.

Class	**Outstanding at August 3, 2010**
Common Stock, $0.01 par value per share	174,776,194 shares

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AMERICAN WATER WORKS COMPANY, INC.

REPORT ON FORM 10-Q

FOR THE QUARTER ENDED JUNE 30, 2010

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PART I. FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS
American Water Works Company, Inc. and Subsidiary Companies

Consolidated Balance Sheets (Unaudited)

(In thousands, except per share data)

	June 30, 2010	December 31, 2009
ASSETS		
Property, plant and equipment		
Utility plant at original cost, net of accumulated depreciation of $3,293,656 at June 30 and $3,168,078 at December 31	$ 10,730,114	$ 10,523,844
Nonutility property, net of accumulated depreciation of $125,422 at June 30 and $117,245 at December 31	142,209	153,549
Total property, plant and equipment	10,872,323	10,677,393
Current assets		
Cash and cash equivalents	20,610	22,256
Restricted funds	93,705	41,020
Utility customer accounts receivable	171,905	149,417
Allowance for uncollectible accounts	(20,401)	(19,035)
Unbilled utility revenues	150,392	130,262
Non-Regulated trade and other receivables, net	82,713	75,086
Income taxes receivable	4,073	17,920
Materials and supplies	29,908	29,521
Other	57,208	52,680
Total current assets	590,113	499,127
Regulatory and other long-term assets		
Regulatory assets	1,003,769	952,020
Restricted funds	3,905	20,212
Goodwill	1,250,692	1,250,381
Other	52,714	53,518
Total regulatory and other long-term assets	2,311,080	2,276,131
TOTAL ASSETS	$ 13,773,516	$ 13,452,651

The accompanying notes are an integral part of these consolidated financial statements.

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American Water Works Company, Inc. and Subsidiary Companies

Consolidated Balance Sheets (Unaudited)

(In thousands, except per share data)

	June 30, 2010	December 31, 2009
CAPITALIZATION AND LIABILITIES		
Capitalization		
Common stock ($.01 par value, 500,000 shares authorized, 174,748 and 174,630 shares outstanding at June 30 and December 31, respectively)	$ 1,747	$ 1,746
Paid-in-capital	6,146,444	6,140,077
Accumulated deficit	(2,046,326)	(2,076,287)
Accumulated other comprehensive loss	(62,546)	(64,677)
Common stockholders equity	4,039,319	4,000,859
Preferred stock without mandatory redemption requirements	4,547	4,557
Total stockholders equity	4,043,866	4,005,416
Long-term debt		
Long-term debt	5,305,167	5,288,180
Redeemable preferred stock at redemption value	23,938	23,946
Total capitalization	9,372,971	9,317,542
Current liabilities		
Short-term debt	265,807	119,497
Current portion of long-term debt	44,018	54,068
Accounts payable	147,573	138,609
Taxes accrued, including income taxes of $1,384 at June 30 and $1,777 at December 31	54,906	45,552
Interest accrued	59,997	60,128
Other	181,136	189,538
Total current liabilities	753,437	607,392
Regulatory and other long-term liabilities		
Advances for construction	616,300	633,509
Deferred income taxes	968,969	851,677
Deferred investment tax credits	31,807	32,590
Regulatory liabilities	332,201	322,281
Accrued pension expense	417,052	431,010
Accrued postretirement benefit expense	232,129	236,045
Other	46,521	47,325
Total regulatory and other long-term liabilities	2,644,979	2,554,437
Contributions in aid of construction	1,002,129	973,280
Commitments and contingencies (See Note 9)		
TOTAL CAPITALIZATION AND LIABILITIES	$ 13,773,516	$ 13,452,651

The accompanying notes are an integral part of these consolidated financial statements.

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American Water Works Company, Inc. and Subsidiary Companies

Consolidated Statements of Operations (Unaudited)

(In thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Operating revenues	$ 671,223	$ 612,740	$ 1,259,276	$ 1,162,910
Operating expenses				
Operation and maintenance	344,863	330,597	675,286	644,999
Depreciation and amortization	76,493	73,242	152,725	142,085
General taxes	53,890	51,699	109,294	104,196
(Gain) loss on sale of assets	(6)	10	(77)	(192)
Impairment charge	0	0	0	450,000
Total operating expenses, net	475,240	455,548	937,228	1,341,088
Operating income (loss)	195,983	157,192	322,048	(178,178)
Other income (expenses)				
Interest, net	(78,734)	(73,688)	(157,449)	(145,667)
Allowance for other funds used during construction	2,407	3,575	4,558	6,918
Allowance for borrowed funds used during construction	1,254	1,991	2,651	3,863
Amortization of debt expense	(1,264)	(1,535)	(1,948)	(3,023)
Other, net	1,926	(1,409)	1,997	(295)
Total other income (expenses)	(74,411)	(71,066)	(150,191)	(138,204)
Income (loss) before income taxes	121,572	86,126	171,857	(316,382)
Provision for income taxes	48,821	34,137	68,298	44,708
Net income (loss)	$ 72,751	$ 51,989	$ 103,559	$ (361,090)
Income (loss) per common share:				
Basic	$ 0.42	$ 0.32	$ 0.59	$ (2.23)
Diluted	$ 0.42	$ 0.32	$ 0.59	$ (2.23)
Average common shares outstanding during the period:				
Basic	174,774	163,229	174,747	161,629
Diluted	174,850	163,301	174,820	161,629
Dividends per common share	$ 0.21	$ 0.20	$ 0.42	$ 0.40

The accompanying notes are an integral part of these consolidated financial statements.

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American Water Works Company, Inc. and Subsidiary Companies

Consolidated Statements of Cash Flows (Unaudited)

(In thousands, except per share data)

	Six Months Ended June 30,	
	2010	**2009**
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	$ 103,559	$ (361,090)
Adjustments		
Depreciation and amortization	152,725	142,085
Impairment charge	0	450,000
Amortization of removal costs net of salvage	21,498	20,144
Provision for deferred income taxes	89,796	47,196
Amortization of deferred investment tax credits	(783)	(803)
Provision for losses on utility accounts receivable	10,488	12,050
Allowance for other funds used during construction	(4,558)	(6,918)
Gain on sale of assets	(77)	(192)
Pension and non-pension post retirement benefits	44,672	55,916
Other, net	(18,745)	(11,495)
Changes in assets and liabilities		
Receivables and unbilled utility revenues	(59,367)	(34,859)
Income taxes receivable	13,847	0
Other current assets	(4,915)	(21,948)
Pension and non-pension post retirement benefit contributions	(60,359)	(55,018)
Accounts payable	(1,894)	(5,772)
Taxes accrued, including income taxes	8,300	11,136
Interest accrued	(131)	2,523
Other current liabilities	3,453	(14,247)
Net cash provided by operating activities	297,509	228,708
CASH FLOWS FROM INVESTING ACTIVITIES		
Capital expenditures	(327,279)	(400,174)
Acquisitions	(1,572)	0
Proceeds from sale of assets and securities	99	221
Removal costs from property, plant and equipment retirements, net	(17,096)	(12,922)
Net restricted funds released	14,622	57,020
Other	0	(1,250)
Net cash used in investing activities	(331,226)	(357,105)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from long-term debt	1,193	309,785
Repayment of long-term debt	(42,677)	(152,248)
Net borrowings (repayments) under short-term debt agreements	149,428	(198,333)
Proceeds from issuance of common stock (net of 2009 expenses of $7,824)	0	242,301
Proceeds from employee stock plan issuances and DRIP	1,865	1,010
Advances and contributions for construction, net of refunds of $18,177 and $12,336 at June 30, 2010 and 2009	521	6,184
Change in cash overdraft position	(3,118)	(11,926)
Debt issuance costs	(1,757)	(4,894)
Redemption of preferred stock	(16)	(6)
Dividends paid	(73,368)	(64,006)

Net cash provided by financing activities	32,071	127,867
Net decrease in cash and cash equivalents	(1,646)	(530)
Cash and cash equivalents at beginning of period	22,256	9,542
Cash and cash equivalents at end of period	$ 20,610	$ 9,012
Non-cash investing activity:		
Capital expenditures acquired on account but unpaid at quarter-end	$ 72,676	$ 51,760
Non-cash financing activity:		
Long-term debt	$ 51,000	$ 125,431
Advances and contributions	$ 16,401	$ 39,347

The accompanying notes are an integral part of these consolidated financial statements.

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American Water Works Company, Inc. and Subsidiary Companies

Consolidated Statement of Changes in Stockholders Equity (Unaudited)

(In thousands, except per share data)

	Common Stock Shares	Common Stock Par Value	Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Treasury Stock Shares	Treasury Stock At Cost	Preferred Stock of Subsidiary Companies Without Mandatory Redemption Requirements	Total Stockholders Equity
Balance at December 31, 2009	174,630	$ 1,746	$ 6,140,077	$ (2,076,287)	$ (64,677)	0	$ 0	$ 4,557	$ 4,005,416
Net income				103,559					103,559
Stock-based compensation and DRIP activity, net of expenses of $61	118	1	6,367	(230)		0	0		6,138
Preferred stock redemption								(10)	(10)
Other comprehensive income, net of tax of $1,421					2,131				2,131
Dividends				(73,368)					(73,368)
Balance at June 30, 2010	174,748	$ 1,747	$ 6,146,444	$ (2,046,326)	$ (62,546)	0	$ 0	$ 4,547	$ 4,043,866

	Common Stock Shares	Common Stock Par Value	Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Treasury Stock Shares	Treasury Stock At Cost	Preferred Stock of Subsidiary Companies Without Mandatory Redemption Requirements	Total Stockholders Equity

Balance at December 31, 2008	160,000	$ 1,600	$ 5,888,253	$ (1,705,594)	$ (82,251)	0	$ (7)	$ 4,557	$ 4,106,558
Net loss				(361,090)					(361,090)
Common stock offering, net of expenses of $7,824	14,500	145	242,156						242,301
Stock-based compensation activity	62	1	5,241	(143)		0	7		5,106
Other comprehensive income, net of tax of $1,931					3,894				3,894
Dividends per common share				(64,006)					(64,006)
Balance at June 30, 2009	174,562	$ 1,746	$ 6,135,650	$ (2,130,833)	$ (78,357)	0	$ 0	$ 4,557	$ 3,932,763

The accompanying notes are an integral part of these consolidated financial statements.

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American Water Works Company, Inc. and Subsidiary Companies

Consolidated Statements of Comprehensive Income (Loss) (Unaudited)

(In thousands, except per share data)

	Three Months Ended June 30,	
	2010	2009
Net income	$ 72,751	$ 51,989
Pension plan amortized to periodic benefit cost:		
Prior service cost, net of tax of $13 and $8, respectively	19	12
Actuarial loss, net of tax of $698 and $958, respectively	1,092	1,498
Foreign currency translation adjustment	(454)	1,414
Total comprehensive income	$ 73,408	$ 54,913

	Six Months Ended June 30,	
	2010	2009
Net income (loss)	$ 103,559	$ (361,090)
Pension plan amortized to periodic benefit cost:		
Prior service cost, net of tax of $25 and $15, respectively	39	23
Actuarial loss, net of tax of $1,396 and $1,916, respectively	2,184	2,997
Foreign currency translation adjustment	(92)	874
Total comprehensive income (loss)	$ 105,690	$ (357,196)

The accompanying notes are an integral part of these consolidated financial statements.

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American Water Works Company, Inc. and Subsidiary Companies

Notes to Consolidated Financial Statements (Unaudited)

(In thousands, except per share data)

Note 1: Basis of Presentation

The accompanying Consolidated Balance Sheet of American Water Works Company, Inc. and Subsidiary Companies (the Company) at June 30, 2010, the Consolidated Statements of Operations for the three and six months ended June 30, 2010 and 2009, the Consolidated Statements of Cash Flows for the six months ended June 30, 2010 and 2009, the Consolidated Statement of Changes in Stockholders Equity for the six months ended June 30, 2010 and 2009, and the Consolidated Statements of Comprehensive Income (Loss) for the three and six months ended June 30, 2010 and 2009, are unaudited, but reflect all adjustments, which are, in the opinion of management, necessary to present fairly the consolidated financial position, the consolidated changes in stockholders equity, the consolidated results of operations and comprehensive income (loss), and the consolidated cash flows for the periods presented. All adjustments are of a normal, recurring nature, except as otherwise disclosed. Because they cover interim periods, the unaudited consolidated financial statements and related notes to the consolidated financial statements do not include all disclosures and notes normally provided in annual financial statements and, therefore, should be read in conjunction with the Company s Consolidated Financial Statements and related Notes included in the Company s Annual Report on Form 10-K for the year ended December 31, 2009. The results of operations for interim periods are not necessarily indicative of the results that may be expected for the year, due primarily to the seasonality of the Company s operations.

Note 2: New Accounting Pronouncements

Fair Value Measurements

In January 2010, the Financial Accounting Standards Board (FASB) issued authoritative guidance that requires new disclosures of (i) the amounts of significant transfers into and out of Level 1 and Level 2 of the fair value hierarchy and the reasons for those transfers and (ii) information in the reconciliation of recurring Level 3 measurements (those using significant unobservable inputs) about purchases, sales, issuances, and settlements on a gross basis. This update also clarifies existing fair value disclosures about the level of disaggregation and about inputs and valuation techniques used to measure fair value. This guidance is effective for interim and annual periods beginning after December 15, 2009, except for the requirement to disclose information about purchases, sales, issuances and settlements in the reconciliation of Level 3 measurements, which does not become effective until interim and annual periods beginning after December 15, 2010. As this guidance clarifies and provides for additional disclosure requirements only, the adoption of this guidance did not have an impact on the Company s results of operations, financial position or cash flows.

Consolidation of Variable Interest Entities

In June 2009, the FASB issued authoritative guidance that replaces the quantitative-based risk and rewards calculation for determining which reporting entity has a controlling financial interest in a variable interest entity with a qualitative approach. This revised guidance also requires additional disclosures about a reporting entity s involvement in variable interest entities. This guidance is effective for the Company beginning January 1, 2010. These changes did not have an impact on the Company s results of operations, financial position or cash flows; however, these changes could impact the accounting for the Company s interests in a variable interest entity in the future.

Note 3: Goodwill

At June 30, 2010 the Company s goodwill totaled $1,250,692. The Company s annual goodwill impairment test is conducted at November 30 of each calendar year and interim reviews are performed when the Company determines that a triggering event that would more likely than not reduce the fair value of a reporting unit below its carrying value has occurred. The Company concluded no such triggering event occurred during the six months ended June 30, 2010, accordingly no interim review was performed for this period.

During the first quarter of 2009, the Company s stock price experienced a high degree of volatility and, as of March 31, 2009, had a sustained period for which it was below historical averages and 10% below the market price employed in the Company s 2008 annual goodwill impairment test. Having considered both qualitative and quantitative factors, management concluded that this sustained decline in market value below the market value that existed at the 2008 annual impairment test was an interim triggering event and performed an interim impairment test. The Company s calculated market capitalization at March 31, 2009 was $1,186,000 below its aggregated carrying value of its reporting units.

Management concluded the fair value of certain of the Company s reporting units were below their carrying values as of March 31, 2009. Upon completing the impairment calculation, the Company recognized $450,000 as a goodwill impairment charge for the three months ended March 31, 2009.

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The following table summarizes the six-month changes in the Company s goodwill by reporting unit:

	Regulated Unit		Non-Regulated Units		Consolidated		
	Cost	Accumulated Impairment	Cost	Accumulated Impairment	Cost	Accumulated Impairment	Total Net
Balance at January 1, 2010	$ 3,565,913	$ (2,443,628)	$ 235,715	$ (107,619)	$ 3,801,628	$ (2,551,247)	$ 1,250,381
Reclassifications and other activity	36	0	275	0	311	0	311
Balance at June 30, 2010	$ 3,565,949	$ (2,443,628)	$ 235,990	$ (107,619)	$ 3,801,939	$ (2,551,247)	$ 1,250,692
Balance at January 1, 2009	$ 3,565,215	$ (1,995,380)	$ 235,549	$ (105,867)	$ 3,800,764	$ (2,101,247)	$ 1,699,517
Impairment losses	0	(448,248)	0	(1,752)	0	(450,000)	(450,000)
Reclassifications and other activity	550	0	0	0	550	0	550
Balance at June 30, 2009	$ 3,565,765	$ (2,443,628)	$ 235,549	$ (107,619)	$ 3,801,314	$ (2,551,247)	$ 1,250,067

The Company may be required to recognize an impairment of goodwill in the future due to market conditions or other factors related to the Company s performance. These market events could include a decline over a period of time of the Company s stock price, a decline over a period of time in valuation multiples of comparable water utilities, the lack of an increase in the Company s market price consistent with its peer companies, or decreases in control premiums. A decline in the forecasted results in our business plan, such as changes in rate case results or capital investment budgets or changes in our interest rates, could also result in an impairment charge. Recognition of impairments of a significant portion of goodwill would negatively affect the Company s reported results of operations and total capitalization, the effect of which could be material and could make it more difficult to maintain its credit ratings, secure financing on attractive terms, maintain compliance with debt covenants and meet expectations of our regulators.

The Company uses a two-step impairment test to identify potential goodwill impairment and measure the amount of a goodwill impairment loss to be recognized (if any). The step 1 calculation used to identify potential impairment compares the calculated fair value for each of the Company s reporting units to their respective net carrying values (book values), including goodwill, on the measurement date. If the fair value of any reporting unit is less than such reporting unit s carrying value, then step 2 is performed to measure the amount of the impairment loss (if any) for such reporting unit.

The step 2 calculation of the impairment test compares, by reporting unit, the implied fair value of the goodwill to the carrying value of goodwill. The implied fair value of goodwill is equal to the excess of the fair value of each reporting unit above the fair value of such reporting unit s identified assets and liabilities. If the carrying value of goodwill exceeds the implied fair value of goodwill for any reporting unit, an impairment loss is recognized in an amount equal to the excess (not to exceed the carrying value of goodwill) for that reporting unit.

The determination of the fair value of each reporting unit and the fair value of each reporting unit s assets and liabilities is performed as of the measurement date using observable market data before and after the measurement date (if that subsequent information is relevant to the fair value on the measurement date).

The estimated fair value of the Regulated reporting unit for step 1 is based on a combination of the following valuation techniques:

- observable trading prices of comparable equity securities of publicly-traded water utilities considered by us to be the Company s peers; and
- discounted cash flow models developed from the Company s internal forecasts.

The estimated fair values of the Non-Regulated reporting units are determined entirely on the basis of discounted cash flow models.

The first valuation technique applies average peer multiples to the Regulated reporting unit s historic and forecasted cash flows. The peer multiples are calculated using the average trading prices of comparable equity securities of publicly-traded water utilities, their published cash flows and forecasts of market price and cash flows for those peers.

The second valuation technique forecasts each reporting unit s five-year cash flows using an estimated long-term growth rate and discounts these cash flows at their respective estimated weighted average cost of capital.

In conjunction with step 1, the Company also reconciles the difference between the calculated market capitalization and the aggregate carrying value of the reporting units to ensure that any excess is supportable by relevant market information. The Company makes certain assumptions, which it believes to be appropriate, that support this reconciliation. The Company considers, in addition to the listed trading price of the Company s shares, the applicability of a control premium to the Company s shares and certain other factors the Company deems appropriate. As a result, the Company may conclude that the Company s fair value exceeds what the Company might otherwise have concluded had it relied on market price alone.

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In addition, given recent market conditions, management determined that it is appropriate for the Company to consider the average of the Company s closing market price over a thirty day period rather than using a particular date to calculate its market capitalization.

If step 2 of the impairment test is required, the Company determines the fair value of the applicable reporting unit s assets and liabilities. The fair values of the applicable debt are highly dependent upon market conditions surrounding the measurement date. For the step 2 calculations of the fair value of debt, the Company uses observable prices of instruments and indices that have risks similar to those instruments being valued, adjusted to compensate for differences in credit profile, collateral, tax treatment and call features, to calculate the fair value of each reporting unit s debt.

Note 4: Stockholders Equity

Common Stock

On March 23, 2010, the Company filed a Form S-3 Registration Statement with the SEC to register 5,000 shares of the Company s common stock issuable under American Water Stock Direct, a dividend reinvestment and direct stock purchase plan (the DRIP). Under the DRIP, stockholders may reinvest cash dividends and purchase additional Company common stock, up to certain limits, through a transfer agent without commission fees. The Company s transfer agent may buy newly issued shares directly from the Company or shares held in the Company s treasury. The transfer agent may also buy shares in the public markets or in privately negotiated transactions. Purchases generally will be made and credited to DRIP accounts once each week. The Company issued 18 shares of common stock with proceeds of $363 during the first six months of 2010 under the DRIP.

On March 1, 2010, the Company made a cash dividend payment of $0.21 per share to all common shareholders of record as of February 18, 2010, amounting to $36,679. On June 1, 2010, the Company made a cash dividend payment of $0.21 per share to all common shareholders of record as of May 18, 2010, amounting to $36,689.

In March 2009 and June 2009, the Company made a cash dividend payment of $0.20 per share to all common shareholders of record as of February 18, 2009 and May 18, 2009, respectively.

On July 30, 2010, the Company declared a quarterly cash dividend payment of $0.22 per share payable on September 1, 2010 to all shareholders of record as of August 18, 2010.

Stock Based Compensation

The Company has granted stock option and restricted stock unit awards to non-employee directors, officers and other key employees of the Company pursuant to the terms of its 2007 Omnibus Equity Compensation Plan (the Plan). As of June 30, 2010, a total of 11,730 shares are available for grant under the Plan. Shares issued under the Plan may be authorized but unissued shares of Company stock or reacquired shares of Company stock, including shares purchased by the Company on the open market for purposes of the Plan.

The Company recognizes compensation expense for stock awards over the vesting period of the award. The following table presents stock-based compensation expense recorded in operations and maintenance expense in the accompanying Consolidated Statements of Operations for the three and six months ended June 30, 2010 and 2009:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Stock options	$ 949	$ 889	$ 1,854	$ 1,831
Restricted stock units	1,683	1,258	2,886	2,196
Employee stock purchase plan	85	96	171	210
Stock-based compensation in operation and maintenance expense	2,717	2,243	4,911	4,237
Income tax benefit	(1,060)	(875)	(1,916)	(1,653)
After-tax stock-based compensation expense	$ 1,657	$ 1,368	$ 2,995	$ 2,584

There were no significant stock-based compensation costs capitalized during the six months ended June 30, 2010 and 2009, respectively.

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Stock Options

Stock options granted in 2008 included 1,470 stock options that were subject to performance-based vesting requirements. In February 2009, the Company cancelled 311 of these stock options related to the first performance vesting period because the performance goals were not fully met at December 31, 2008. In February 2010, the Company cancelled 459 of these stock options related to the second performance vesting period because the second performance goals were not fully met at December 31, 2009. The Company continues to recognize expense on the remaining stock options during the service period, which ends December 31, 2010.

In the first quarter of 2010, the Company granted 867 non-qualified stock options to certain employees under the Plan. The stock options vest ratably over a three-year service period from January 1, 2010. These awards have no performance vesting conditions and the grant date fair value is amortized through expense over the requisite service period using the straight-line method. The following table presents the weighted average assumptions used in the pricing model for 2010 grants and the resulting weighted average grant date fair value of stock options granted:

Dividend yield	3.83 %
Expected volatility	31.86 %
Risk-free interest rate	2.22 %
Expected life (years)	4.32
Exercise price	$ 21.94
Grant date fair value	$ 4.36

Stock options granted under the Plan have maximum terms of seven years, vest over periods ranging from one to three years, and are granted with exercise prices equal to the market value of the Company s common stock on the date of grant. As of June 30, 2010, $5,374 of total unrecognized compensation cost related to the nonvested stock options is expected to be recognized over the weighted-average period of 1.6 years. The following table summarizes stock option activity for the six months ended June 30, 2010:

	Shares	Weighted Average Exercise Price (per share)	Weighted Average Remaining Life (years)	Aggregate Intrinsic Value
Options outstanding at January 1, 2010	2,724	$ 21.19		
Granted	867	21.94		
Cancelled	(459)	21.50		
Forfeited or expired	(63)	21.02		
Exercised	(17)	21.32		
Options outstanding at June 30, 2010	3,052	$ 21.36	5.16	$ 4
Exercisable at June 30, 2010 (a)	848	$ 21.18	4.06	$ 0

(a) Includes stock options issued to retired employees

Cash received for stock options exercised during the six months ended June 30, 2010 was $367 and the intrinsic value of the options was $18.

Restricted Stock Units

Restricted stock units granted in 2008 included 190 restricted stock units that were subject to performance-based vesting requirements. In February 2009, the Company cancelled 39 of these restricted stock units related to the first performance vesting period because the performance goals were not fully met at December 31, 2008. In February 2010, the Company cancelled 60 of these restricted stock units related to the second performance vesting period because the second performance goals were not fully met at December 31, 2009. The Company continues to recognize expense on the remaining restricted stock units during the service period, which ends December 31, 2010.

In the first quarter of 2010, the Company granted 243 restricted stock units to certain employees under the Plan. The restricted stock units vest ratably over the three year performance period beginning January 1, 2010 (the Performance Period); however, distribution of the shares is contingent upon the achievement of internal performance measures and, separately, certain market thresholds over the Performance Period. The restricted stock units granted with performance and service conditions are valued at the market value of the Company s common stock on the date of grant. The restricted stock units granted with market and service conditions are valued using a Monte Carlo model.

On May 7, 2010, the Company granted 19 restricted stock units to certain non-employee directors under the Plan. The restricted stock units vested on the date of grant; however, distribution of the shares will be made within 30 days of the earlier of August 11, 2011 or the participant s separation from service. The grant date fair value of these restricted stock units was $20.71. The value of

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restricted stock awards at the date of the grant is amortized through expense over the requisite service period using the straight-line method for the restricted stock units with service and/or performance vesting. The grant date fair value of the restricted stock awards that have (a) market and/or performance and service conditions and (b) vest ratably is amortized through expense over the requisite service period using the graded-vesting method. As of June 30, 2010, $4,946 of total unrecognized compensation cost related to the nonvested restricted stock units is expected to be recognized over the weighted-average remaining life of 1.0 years.

The following table summarizes restricted stock unit activity for the six months ended June 30, 2010:

	Shares	Weighted Average Grant Date Fair Value (per share)
Nonvested total at January 1, 2010	402	$ 21.77
Granted	262	23.16
Distributed	(40)	21.50
Cancelled	(60)	21.50
Forfeited	(9)	21.93
Undistributed vested awards	(43)	21.16
Nonvested total at June 30, 2010	512	$ 22.58

The aggregate intrinsic value of restricted stock units distributed was $894, on which the Company recognized an income tax benefit of $14, which has been recorded in the accompanying Consolidated Balance Sheets.

If dividends are declared with respect to shares of the Company s common stock before the restricted stock units are distributed, the Company credits a liability for the value of the dividends that would have been paid if the restricted stock units were shares of Company common stock. When the restricted stock units are distributed, the Company pays the employee a lump sum cash payment equal to the value of the dividend equivalents accrued. The Company accrued dividend equivalents totaling $230 and $143 to retained earnings during the six months ended June 30, 2010 and 2009, respectively.

Employee Stock Purchase Plan

Under the Nonqualified Employee Stock Purchase Plan (the ESPP), employees can use payroll deductions to acquire Company stock at the lesser of 90% of the fair market value of (a) the beginning or (b) the end of each three-month purchase period. As of June 30, 2010 there were 1,773 shares of common stock reserved for issuance under the ESPP. During the six months ended June 30, 2010, the Company issued 59 shares under the ESPP.

Note 5: Long-Term Debt

The Company primarily issues long-term debt to fund capital expenditures at the regulated subsidiaries. The components of long-term debt are as follows:

	Rate	Weighted Average Rate	Maturity Date	June 30, 2010	December 31, 2009
Long-term debt of American Water Capital Corp. (AWCC)					
Private activity bonds and government funded debt(a)					
Fixed rate	5.25%-6.75%	5.89%	2018-2040	$ 251,975	$ 200,975
Senior notes					
Fixed rate	5.39%-10.00%	6.26%	2011-2039	3,087,853	3,115,853
Long-term debt of other subsidiaries					
Private activity bonds and government funded debt					
Fixed rate	0.00%-6.88%	5.30%	2010-2039	1,194,692	1,197,611

Floating rate(b)	0.90%-1.05%	0.95%	2015	8,560	8,560
Mortgage bonds					
Fixed rate	5.48%-9.71%	7.48%	2011-2039	744,780	754,966
Mandatory redeemable preferred stock	4.60%-9.75%	8.37%	2013-2036	24,201	24,207
Notes payable and other(c)	4.90%-14.57%	7.47%	2011-2026	6,182	6,561
Long-term debt				5,318,243	5,308,733
Unamortized debt discount, net(d)				54,880	57,461
Total long-term debt				$ 5,373,123	$ 5,366,194

(a) As of June 30, 2010 and December 31, 2009, respectively, the Company held $10,635 of floating rate debt in its treasury, as it had not been able to re-issue the debt to investors at acceptable interest rates. On July 27, 2010, the Company re-issued this debt as fixed rate of 5.25% due 2028.

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(b) Represents variable rate tax-exempt bonds remarketed for periods up to 270 days. The $8,560 balance is classified as current portion of long-term debt in the accompanying Consolidated Balance Sheets because it was repurchased by the Company during the first quarter of 2009 when no investor was willing to purchase it at market rates. This debt was subsequently remarketed as floating rate debt in the second quarter of 2009.
(c) Includes capital lease obligations of $5,382 and $5,679 at June 30, 2010 and December 31, 2009, respectively.
(d) Includes fair value adjustments previously recognized in acquisition purchase accounting.

The following long-term debt was issued in 2010:

Company	Type	Interest Rate	Maturity	Amount
American Water Capital Corp. (1)	Private activity bonds and government funded debt fixed rate	5.38%	2040	$ 26,000
American Water Capital Corp. (1)	Private activity bonds and government funded debt fixed rate	5.25%	2040	25,000
Other subsidiaries	Private activity bonds and government funded debt fixed rate	0.00%-2.31%	2021-2030	1,193
Total issuances				$ 52,193

(1) The proceeds of these issuances are initially kept in Trust, pending the Company s certification that it has incurred qualifying capital expenditures. These issuances have been presented as non-cash on the accompanying Consolidated Statements of Cash Flows. Subsequent release of all or a lesser portion of these funds by the applicable Trust are reflected as the release of restricted funds, and are included in investing activities in the accompanying Consolidated Statement of Cash Flows. These issuances include a 10 year call option by the Company.

The following long-term debt was retired through optional redemption or payment at maturity during 2010:

Company	Type	Interest Rate	Maturity	Amount
American Water Capital Corp.	Senior notes-fixed rate	6.87%	2011	$ 28,000
Other subsidiaries	Private activity bonds and government funded debt	0.00%-5.90%	2010-2034	4,112
Other subsidiaries	Mortgage bond	7.86%-8.98%	2010-2011	10,186
Other subsidiaries	Mandatory redeemable preferred stock	4.75%-5.75%	2017-2019	6
Other	Capital leases & other			379
Total retirements & redemptions				$ 42,683

Interest, net includes interest income of approximately $2,614 and $4,919 for the three and six months ended June 30, 2010 and $2,413 and $4,962 for the three and six months ended June 30, 2009, respectively.

On July 9, 2010, a regulated subsidiary of the Company closed on a refunding of four outstanding bond issues totaling $150,000. The three new fixed rate bonds issued included $15,300 at 4.45% due 2023, $24,700 at 5.10% due 2023 and $110,000 at 5.60% due 2034.

On July 12, 2010, the Company entered into an interest rate swap to hedge $100,000 of its 6.085% fixed rate debt maturing 2017. The Company will pay variable interest of six-month LIBOR plus 3.422%.

Note 6: Short-Term Debt

The components of short-term debt are as follows:

	June 30, 2010	December 31, 2009
Commercial paper, net of $27 and $5 discount, respectively	$ 234,423	$ 84,995
Bank overdraft	31,384	34,502
Total short-term debt	$ 265,807	$ 119,497

The Company had no outstanding borrowings on its revolving credit line as of June 30, 2010 and December 31, 2009, respectively.

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Note 7: Income Taxes

The Company s estimated annual effective tax rate for the six months ended June 30, 2010 was 40.4% compared to 39.4% for the six months ended June 30, 2009, excluding various discrete items including goodwill impairment. The Company s actual effective tax rates for the three months ended June 30, 2010 and 2009 were 40.2% and 39.6%, respectively. The Company s actual effective rates for the six months ended June 30, 2010 and 2009 were 39.7% and (14.1%), respectively.

The 2009 six month rate reflects the tax effects of goodwill impairments as discrete items as the Company considers these charges as infrequently occurring or unusual.

President Obama signed the Patient Protection and Affordable Care Act (the PPACA) into law on March 23, 2010 and on March 30, 2010, signed the Health Care and Education Reconciliation Act of 2010, which makes various amendments to certain aspects of the PPACA (together, the Acts). The PPACA effectively changes the tax treatment of federal subsidies paid to sponsors of retiree health benefit plans that provide a benefit that is at least actuarially equivalent to the benefits under Medicare Part D. As a result of the Acts, these subsidy payments will effectively become taxable in tax years beginning after December 31, 2012.

Although this change does not take effect immediately, companies are required to recognize the full accounting impact in their financial statements in the period in which the legislation was enacted. As a result, in the first quarter of 2010, the Company followed its original accounting for the underfunded status of other postretirement benefits for the Medicare Part D adjustment and recorded a reduction in its deferred tax assets and an increase in its regulatory assets amounting to $27,128.

Note 8: Pension and Other Postretirement Benefits

The following table provides the components of net periodic benefit costs:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Components of net periodic pension benefit cost				
Service cost	$ 7,668	$ 7,106	$ 15,337	$ 14,213
Interest cost	16,901	15,729	33,801	31,459
Expected return on plan assets	(14,187)	(10,556)	(28,375)	(21,112)
Amortization of:				
Prior service cost	80	46	161	91
Actuarial loss	4,475	5,992	8,951	11,984
Net periodic pension benefit cost	$ 14,937	$ 18,317	$ 29,875	$ 36,635

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Components of net periodic other postretirement benefit cost				
Service cost	$ 3,666	$ 3,293	$ 7,332	$ 6,586
Interest cost	8,038	7,295	16,075	14,590
Expected return on plan assets	(6,093)	(4,659)	(12,186)	(9,319)
Amortization of:				
Transition obligation	44	44	87	87
Prior service (credit) cost	(295)	(295)	(590)	(590)
Actuarial loss	2,039	2,288	4,079	4,577
Net periodic other postretirement benefit cost	$ 7,399	$ 7,966	$ 14,797	$ 15,931

The Company contributed $41,000 to its defined benefit pension plan in the first six months of 2010 and expects to contribute $55,600 during the balance of 2010. In addition, the Company contributed $19,359 for the funding of its other postretirement plans in the first six months of 2010 and expects to contribute $19,360 during the balance of 2010.

Note 9: Commitments and Contingencies

The Company is also routinely involved in legal actions incident to the normal conduct of its business. At June 30, 2010, the Company has accrued approximately $3,500 as probable costs and it is reasonably possible that additional losses could range up to $13,300 for these matters. For certain matters, the Company is unable to estimate possible losses. The Company believes that damages or settlements, if any, recovered by plaintiffs in such claims or actions will not have a material adverse effect on the Company s results of operations, financial position or cash flows.

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The Company enters into agreements for the provision of services to water and wastewater facilities for the United States military, municipalities and other customers. The Company s military services agreements expire between 2051 and 2060 and have remaining performance commitments as measured by estimated remaining contract revenue of $2,095,000 at June 30, 2010. The Company s Operations and Maintenance agreements with municipalities and other customers expire between 2010 and 2048 and have remaining performance commitments as measured by estimated remaining contract revenue of $1,323,000 at June 30, 2010. Some of the Company s long-term contracts to operate and maintain a municipality s, federal government s or other party s water or wastewater treatment and delivery facilities include responsibility for certain major maintenance for some of those facilities, in exchange for an annual fee. Unless specifically required to perform certain maintenance activities, the maintenance costs are recognized when the maintenance is performed.

Note 10: Environmental Matters

The Company s water and wastewater operations are subject to federal, state, local and foreign requirements relating to environmental protection and as such the Company periodically becomes subject to environmental claims in the normal course of business. Remediation costs that relate to an existing condition caused by past operations are accrued when it is probable that these costs will be incurred and can be reasonably estimated. Remediation costs accrued amounted to $6,761 and $7,947 at June 30, 2010 and December 31, 2009, respectively. Included in the balance of the accrual was $6,600 at June 30, 2010 and $7,700 at December 31, 2009 related to a conservation agreement entered into by a subsidiary of the Company with the National Oceanic and Atmospheric Administration requiring the Company to, among other provisions, implement certain measures to protect the steelhead trout and its habitat in the Carmel River watershed in the state of California. The Company has agreed to pay $1,100 annually from 2010 through 2016; the 2010 payment was made in June. The payments will be used to improve habitat conditions for the steelhead trout in the Carmel River Watershed and will end upon a regional desalinization plant becoming operational and the subsidiary s diversions from the Carmel River coming within permitted limits. The Company pursues recovery of incurred costs through all appropriate means, including regulatory recovery through customer rates.

Note 11: Net Income (Loss) per Common Share

Earnings per share is calculated using the two-class method. The two-class method is an earnings allocation formula that determines earnings per share for each class of common stock and participating security. The Company has participating securities related to restricted stock units, granted under the Company s 2007 Omnibus Equity Compensation Plan, that earn dividend equivalents on an equal basis with common shares. In applying the two-class method, undistributed earnings are allocated to both common shares and participating securities. The following is a reconciliation of the Company s net income (loss) and weighted average common shares outstanding for calculating basic net income (loss) per share:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Basic				
Net income (loss)	$ 72,751	$ 51,989	$ 103,559	$ (361,090)
Less: Distributed earnings to common shareholders (a)	36,797	32,074	73,575	64,146
Less: Distributed earnings to participating securities	13	3	23	0
Undistributed earnings	35,941	19,912	29,961	(425,236)
Undistributed earnings allocated to common shareholders (b)	35,930	19,911	29,953	(425,236)
Undistributed earnings allocated to participating securities	11	1	8	0
Total income (loss) available to common shareholders, basic (a) + (b)	$ 72,727	$ 51,985	$ 103,528	$ (361,090)
Weighted average common shares outstanding, basic	174,774	163,229	174,747	161,629
Basic net income (loss) per common share	$ 0.42	$ 0.32	$ 0.59	$ (2.23)

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Diluted net income (loss) per common share is based on the weighted average number of common shares outstanding adjusted for the dilutive effect of common stock equivalents related to the restricted stock units, stock options, and employee stock purchase plan. The dilutive effect of restricted stock units, stock options, and the employee stock purchase plan is calculated using the treasury stock method and expected proceeds on vesting of the restricted stock units, exercise of the stock options and purchases under the employee stock purchase plan. The following is a reconciliation of the Company s net income (loss) and weighted average common shares outstanding for calculating diluted net income (loss) per share:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Diluted				
Total income (loss) available to common shareholders, basic	$ 72,727	$ 51,985	$ 103,528	$ (361,090)
Undistributed earnings allocated to participating securities	11	1	8	0
Total income (loss) available to common shareholders, diluted	$ 72,738	$ 51,986	$ 103,536	$ (361,090)
Weighted average common shares outstanding, basic	174,774	163,229	174,747	161,629
Stock-based compensation:				
Restricted stock units	74	71	70	0
Stock options	0	0	0	0
Employee stock purchase plan	2	1	3	0
Weighted average common shares outstanding, diluted	174,850	163,301	174,820	161,629
Diluted net income (loss) per commons share	$ 0.42	$ 0.32	$ 0.59	$ (2.23)

Options to purchase 3,049 and 1,980 shares of the Company s common stock were excluded from the calculation of diluted common shares outstanding because they were anti-dilutive for the three-month periods ended June 30, 2010 and 2009, respectively. There were 371 and 304 restricted stock units excluded from the calculation of diluted common shares outstanding for the three months ended June 30, 2010 and 2009, respectively, because certain performance conditions were not satisfied. Additionally 824 stock options were excluded from the three month ended June 30, 2009 diluted common shares outstanding calculation because certain performance conditions were not met. Options to purchase 3,049 shares of the Company s common stock and 371 restricted stock units were excluded from the calculation of diluted common shares outstanding for the six months ended June 30, 2010 because they were anti-dilutive. All of the potentially dilutive securities were excluded from the six months ended June 30, 2009 because they were anti-dilutive.

Note 12: Fair Value of Assets and Liabilities

Fair Value of Financial Instruments

The following methods and assumptions were used by the Company in estimating its fair value disclosures for financial instruments.

Current assets and current liabilities: The carrying amount reported in the accompanying Consolidated Balance Sheets for current assets and current liabilities, including revolving credit debt due to the short-term maturities and variable interest rates, approximates their fair values.

Preferred stock with mandatory redemption requirements and long-term debt: The fair values of preferred stock with mandatory redemption requirements and long-term debt are determined by a valuation model which is based on a conventional discounted cash flow methodology and utilizes assumptions of current market rates. As a majority of the Company s debts do not trade in active markets, the fair values are highly dependent upon market conditions surrounding the measurement date. The Company calculated a base yield curve using a risk-free rate (a US Treasury securities yield curve) plus a credit spread that is based on the following two factors: an average of the Company s own publicly-traded debt securities and the current market rates for US Utility BBB+ debt securities. The Company used these yield curve assumptions to derive a base yield and then adjusted the base yield for specific features of the debt securities for differences in credit profile, collateral, tax treatment and call features.

The carrying amounts (including fair value adjustments previously recognized in acquisition purchase accounting) and fair values of the financial instruments are as follows:

As of June 30, 2010	Carrying Amount	Fair Value
Preferred stocks with mandatory redemption requirements	$ 24,156	$ 27,442
Long-term debt (excluding capital lease obligations)	5,343,585	5,931,605

As of December 31, 2009	Carrying Amount	Fair Value
Preferred stocks with mandatory redemption requirements	$ 24,164	$ 26,257
Long-term debt (excluding capital lease obligations)	5,336,351	5,633,384

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Recurring Fair Value Measurements

The following table presents assets and liabilities measured and recorded at fair value on a recurring basis and their level within the fair value hierarchy as of June 30, 2010 and December 31, 2009, respectively:

	At Fair Value as of June 30, 2010			
Recurring Fair Value Measures	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets:				
Restricted funds	$ 97,610			$ 97,610
Rabbi trust investments		$ 2,003		2,003
Deposits	1,588			1,588
Total assets	99,198	2,003		101,201
Liabilities:				
Deferred compensation obligation		8,185		8,185
Total liabilities		8,185		8,185
Total net assets (liabilities)	$ 99,198	$ (6,182)		$ 93,016

	At Fair Value as of December 31, 2009			
Recurring Fair Value Measures	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets:				
Restricted funds	$ 61,232			$ 61,232
Rabbi trust investments		$ 2,551		2,551
Deposits	11,612			11,612
Total assets	72,844	2,551		75,395
Liabilities:				
Deferred compensation obligation		8,881		8,881
Total liabilities		8,881		8,881
Total net assets (liabilities)	$ 72,844	$ (6,330)		$ 66,514

Restricted funds The Company s restricted funds primarily represent proceeds received from financings for the construction and capital improvement of facilities and from customers for future services under operations and maintenance projects. The proceeds of these financings are held in escrow until the designated expenditures are incurred. Restricted funds expected to be released within twelve months subsequent to year-end are classified as current.

Rabbi trust investments The Company s rabbi trust investments consist primarily of fixed income investments from which supplemental executive retirement plan benefits are paid. The Company includes these assets in other long-term assets.

Deposits Deposits includes escrow funds and certain other deposits held in trust. The Company includes cash deposits in other current assets. The December 31, 2009 balance included $10,170 for an escrow account related to an agreement the Company s New Jersey regulated subsidiary had entered into with the City of Trenton, New Jersey to purchase certain assets of Trenton s water system located in four surrounding townships. The purchase agreement was contested in litigation with a group of Trenton residents, and ultimately put to a voter referendum. The result of the referendum was unfavorable to the Company, and as a result, the agreement to purchase the assets has been terminated. The escrow deposit, plus accrued interest, was returned to the Company on June 30, 2010.

Deferred compensation obligations The Company s deferred compensation plans allow participants to defer certain cash compensation into notional investment accounts. The Company includes such plans in other long-term liabilities. The value of the Company s deferred compensation obligations is based on the market value of the participants notional investment accounts. The notional investments are comprised primarily of mutual funds, which are based on observable market prices.

Non-recurring Fair Value Measurements

As discussed in Note 3, the Company recognized a goodwill impairment charge of $450,000 for the six months ended June 30, 2009. The Company s goodwill valuation model includes significant unobservable inputs and falls within level 3 of the fair value hierarchy.

Note 13: Segment Information

The Company has two operating segments which are also the Company s two reportable segments referred to as the Regulated Businesses and Non-Regulated Businesses segments.

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The following table includes the Company s summarized segment information:

	As of or for the Three Months Ended June 30, 2010			
	Regulated	Non-Regulated	Other	Consolidated
Net operating revenues	$ 602,315	$ 75,317	$ (6,409)	$ 671,223
Depreciation and amortization	70,010	1,807	4,676	76,493
Total operating expenses, net	413,002	72,005	(9,767)	475,240
Adjusted EBIT (1)	189,805	5,128		
Total assets	11,952,668	240,686	1,580,162	13,773,516
Capital expenditures	182,774	1,823	0	184,597

	As of or for the Three Months Ended June 30, 2009			
	Regulated	Non-Regulated	Other	Consolidated
Net operating revenues	$ 554,977	$ 64,264	$ (6,501)	$ 612,740
Depreciation and amortization	67,656	1,464	4,122	73,242
Total operating expenses, net	407,541	58,557	(10,550)	455,548
Adjusted EBIT (1)	147,731	5,387		
Total assets	11,336,826	241,133	1,612,090	13,190,049
Capital expenditures	202,757	1,239	0	203,996

	As of or for the Six Months Ended June 30, 2010			
	Regulated	Non-Regulated	Other	Consolidated
Net operating revenues	$ 1,121,803	$ 149,843	$ (12,370)	$ 1,259,276
Depreciation and amortization	139,336	3,708	9,681	152,725
Total operating expenses, net	814,497	142,786	(20,055)	937,228
Adjusted EBIT (1)	308,446	9,347		
Total assets	11,952,668	240,686	1,580,162	13,773,516
Capital expenditures	323,058	4,221	0	327,279

	As of or for the Six Months Ended June 30, 2009			
	Regulated	Non-Regulated	Other	Consolidated
Net operating revenues	$ 1,052,347	$ 121,796	$ (11,233)	$ 1,162,910
Depreciation and amortization	133,849	2,774	5,462	142,085
Impairment charge	0	0	450,000	450,000
Total operating expenses, net	797,943	112,501	430,644	1,341,088
Adjusted EBIT (1)	255,457	10,102		
Total assets	11,336,826	241,133	1,612,090	13,190,049
Capital expenditures	397,450	2,724	0	400,174

(1) Management evaluates the performance of its segments and allocates resources based on several factors, of which the primary measure is Adjusted EBIT. Adjusted EBIT does not represent cash flow for periods presented and should not be considered as an alternative to net income as an indicator of the Company s operating performance or as an alternative to cash flows as a source of liquidity. Adjusted EBIT as defined by the Company may not be comparable with Adjusted EBIT as defined by other companies.

The following table reconciles Adjusted EBIT, as defined by the Company, to income (loss) before income taxes:

	For the Three Months Ended June 30, 2010		
	Regulated	Non-Regulated	Total Segments

Adjusted EBIT	$ 189,805	$ 5,128	$ 194,933
Add:			
Allowance for other funds used during construction	2,407		2,407
Allowance for borrowed funds used during construction	1,254		1,254
Less:			
Interest, net	(61,881)	389	(61,492)
Amortization of debt expense	(1,126)	0	(1,126)

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	For the Three Months Ended June 30, 2010		
	Regulated	Non-Regulated	Total Segments
Segments income before income taxes	$ 130,459	$ 5,517	135,976
Interest, net			(17,242)
Other			2,838
Income before income taxes			$ 121,572

	For the Three Months Ended June 30, 2009		
	Regulated	Non-Regulated	Total Segments
Adjusted EBIT	$ 147,731	$ 5,387	$ 153,118
Add:			
Allowance for other funds used during construction	3,575		3,575
Allowance for borrowed funds used during construction	1,991		1,991
Less:			
Interest, net	(57,423)	867	(56,556)
Amortization of debt expense	(1,396)	0	(1,396)
Segments income before income taxes	$ 94,478	$ 6,254	100,732
Interest, net			(17,132)
Other			2,526
Income before income taxes			$ 86,126

	For the Six Months Ended June 30, 2010		
	Regulated	Non-Regulated	Total Segments
Adjusted EBIT	$ 308,446	$ 9,347	$ 317,793
Add:			
Allowance for other funds used during construction	4,558		4,558
Allowance for borrowed funds used during construction	2,651		2,651
Less:			
Interest, net	(123,889)	901	(122,988)
Amortization of debt expense	(1,671)	0	(1,671)
Segments income before income taxes	$ 190,095	$ 10,248	200,343
Interest, net			(34,461)
Other			5,975
Income before income taxes			$ 171,857

	For the Six Months Ended June 30, 2009		
	Regulated	Non-Regulated	Total Segments
Adjusted EBIT	$ 255,457	$ 10,102	$ 265,559
Add:			
Allowance for other funds used during construction	6,918		6,918
Allowance for borrowed funds used during construction	3,863		3,863
Less:			

Interest, net	(113,817)	1,699	(112,118)
Amortization of debt expense	(2,744)	0	(2,744)
Segments income before income taxes	$ 149,677	$ 11,801	161,478
Impairment charge			(450,000)
Interest, net			(33,549)
Other			5,689
Loss before income taxes			$ (316,382)

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ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FORWARD-LOOKING STATEMENTS

Certain matters within this Quarterly Report on Form 10-Q include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements included in this Form 10-Q, other than statements of historical fact, may constitute forward-looking statements. Forward-looking statements can be identified by the use of words such as may, should, will, could, estimates, predicts, potential, continue, anticipates, believes, plans, exp and similar expressions. Forward-looking statements may involve known and unknown risks, uncertainties and other factors that may cause the actual results or performance to differ from those projected in the forward-looking statements. These statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond our control and difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. Factors that could cause or contribute to differences in results and outcomes from those in our forward-looking statements include, without limitation, those items discussed in the Risk Factors section or other sections in the Company s Form 10-K for the year ended December 31, 2009 filed with the Securities and Exchange Commission (SEC), and subsequent periodic reports, including this report. All forward-looking statements are expressly qualified in their entirety by such risk factors. We undertake no obligation, other than as required by law, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

GENERAL

American Water Works Company, Inc. (herein referred to as American Water or the Company) is the largest investor-owned United States water and wastewater utility company, as measured both by operating revenue and population served. Our primary business involves the ownership of water and wastewater utilities that provide water and wastewater services to residential, commercial and industrial customers. Our Regulated Businesses that provide these services are generally subject to economic regulation by state regulatory agencies in the states in which they operate. We report the results of these businesses in our Regulated Businesses segment. We also provide services that are not subject to economic regulation by state regulatory agencies. We report the results of these businesses in our Non-Regulated Businesses segment. For further description of our businesses see the Business section found in our Form 10-K for the year ended December 31, 2009 filed with the SEC.

You should read the following discussion in conjunction with our Consolidated Financial Statements and related Notes included elsewhere in this Quarterly Report on Form 10-Q and in our Form 10-K for the year ended December 31, 2009 as updated or amended in subsequent filed reports with the SEC.

OVERVIEW

Financial Results American Water s net income was $72.8 million for the three months ended June 30, 2010 as compared to net income of $52.0 million for the three months ended June 30, 2009. Diluted earnings per average common share were $0.42 for the three months ended June 30, 2010 compared to $0.32 for the three months ended June 30, 2009.

American Water s net income was $103.6 million for the six months ended June 30, 2010 compared to a net loss of $361.1 million for the six months ended June 30, 2009. The Company recognized goodwill impairment charges, net of tax, of $443.0 million for the six months ended June 30, 2009. Diluted earnings per average common share was $0.59 for the six months ended June 30, 2010 compared to a diluted loss of ($2.23) for the six months ended June 30, 2009.

Revenues for the three months ended June 30, 2010 increased by $58.5 million compared to the same period in the prior year. This was primarily due to increased revenues in our Regulated Businesses of $47.3 million, which was mainly attributable to rate increases and increased consumption, and an increase in our Non-Regulated Businesses revenues of $11.1 million, which was primarily attributable to higher revenues in the Contract Operations Group of $10.7 million. The increase in Contract Operations Group revenues was primarily due to revenues of $9.4 million attributable to our entry into the industrial Operations and Maintenance (O&M) market through an acquisition in December of 2009, hereafter referred to as the Contract Operations Acquisition, and increased military contract revenues of $2.6 million due to increased capital improvement as Fort Hood and Fort Polk became fully operational in 2010 and the addition of Fort Belvoir and Fort Meade contracts partially offset by a decrease in design and build contract revenues.

Operating expenses for the three months ended June 30, 2010 were $475.2 million compared to $455.5 million for the three months ended June 30, 2009. This $19.7 million increase was primarily driven by increased operating and maintenance expenses in our Non-Regulated Businesses of $12.7 million and increased operating expenses in our Regulated Businesses operation and maintenance costs of $1.0 million, higher depreciation expense of $2.4 million and increased general taxes of $2.1 million for the three months ended June 30, 2010 compared to the three months ended June 30, 2009.

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Other items affecting income before income taxes for the three months ended June 30, 2010 as compared to the same period in the prior year include increased interest expense of $5.0 million mainly due to the 2009 issuances of long-term debt and decreased allowance for funds used during construction (AFUDC) of $1.9 million attributable to construction projects being placed in service in certain of our subsidiaries. Other income increased by $3.3 million which was attributable to the release of the remaining balance of a loss reserve of $1.3 million due to the resolution of outstanding issues and uncertainties as well as changes in the market value of Company-held deferred compensation. In addition, income tax expense increased by $14.7 million, which was mainly the result of higher taxable income for the three months ended June 30, 2010.

Revenues for the six months ended June 30, 2010 increased by $96.4 million compared to the same period in the prior year. This was primarily due to increased revenues in our Regulated Businesses of $69.5 million, which was largely attributable to rate increases, and an increase in our Non-Regulated Businesses revenues of $28.0 million, which was primarily attributable to higher revenues in the Contract Operations Group of $25.4 million. The increase in Contract Operations Group revenues was primarily due to revenues of $20.8 million attributable the Contract Operations Acquisition as well as increased military contract revenues of $7.7 million partially offset by lower design and build contract revenues. The increase in the military contract revenues was mainly attributable to increased capital improvement work due to being fully operational at Fort Hood and Fort Polk in 2010 and the addition of Fort Belvoir and Fort Meade contracts.

Operating expenses for the six months ended June 30, 2010 were $937.2 million compared to $1,341.1 million for the six months ended June 30, 2009. Impairment charges were $450.0 million for the six months ended June 30, 2009. All other operating expenses totaled $937.2 million for the six months ended June 30, 2010 compared to $891.1 million for the six months ended June 30, 2009. This $46.1 million increase was primarily driven by an increase in our Non-Regulated Businesses of $30.3 million and increased operating expenses in our Regulated Businesses of $16.6 million for the six months ended June 30, 2010 compared to the six months ended June 30, 2009. The increase in the Non-Regulated Businesses operating expenses was primarily the result of higher operating and maintenance expenses of $28.5 million, corresponding with the increased revenue. The Regulated Businesses increase in operating expenses was mainly driven by higher operations and maintenance expenses of $6.8 million, higher depreciation expense of $5.5 million and increased general taxes of $4.2 million.

Other items affecting income (loss) before income taxes for the six months ended June 30, 2010 as compared to the same period in the prior year include increased interest expense of $11.8 million attributable to the 2009 issuances of long-term debt and decreased allowance for funds used during construction (AFUDC) of $3.6 million attributable to construction projects being placed in service in certain of our subsidiaries. Other income was higher compared to 2009 by $2.3 million which was attributable to the release of the remaining balance of the loss reserve of $1.3 million as well as changes in the market value of Company-held deferred compensation. In addition, income tax expense increased by $23.6 million, which was mainly the result of higher taxable income for the six months ended June 30, 2010.

Rate Case Development During the three months ended June 30, 2010, we received authorizations for additional annualized revenues from general rate cases totaling $118.6 million. In April 2010, our Illinois rate case and our New Mexico rate case, both of which were filed in 2009, were approved authorizing additional annualized revenues of $41.4 million effective April 23, 2010 and $0.5 million effective May 10, 2010, respectively. On April 30, 2010, our Indiana rate case, also filed in 2009, was approved authorizing additional annualized revenues of $31.5 million. In May 2010, our Ohio rate case which was filed in 2009 was approved authorizing additional annualized revenue of $2.6 million effective May 19, 2010. In June 2010, our Missouri rate case, which was filed for in October 2009 was approved authorizing additional annualized revenues of $28.0 million effective July 1, 2010. Also in June 2010, our California rate case, which was filed in 2009, was approved authorizing additional annualized revenue of $14.6 million. These new rates are effective July 1, 2010 for the Sacramento and Larkfield districts and for Los Angeles County will be retroactive back to January 1, 2010. On May 2010, new rates which would provide for an additional $0.6 million of annualized revenues were put into effect under bond for one of our Virginia subsidiaries. In addition to the general rate case increases in April and May 2010, additional annualized revenues of $1.8 million resulting from infrastructure charges for our Pennsylvania subsidiary became effective.

During the three months ended June 30, 2010, we filed four general rate cases. In April 2010, we filed a general rate case in New Jersey requesting additional annualized revenue of $84.7 million and four wastewater applications in Pennsylvania requesting additional annualized revenues of $11.7 million. On May 3, 2010 we filed an initial general rate case in California and on July 1, 2010 filed an update to that filing for a total request of additional annualized revenue of $53.9 million, including staged increases in 2013 and 2014 of $9.9 million and $10.9 million, respectively. In June 2010, we filed a general rate case in West Virginia requesting additional annualized revenues of $18.4 million.

In July 2010, additional annualized revenue of $0.2 million from an implemented rate increase in Michigan as well as $3.1 million and $0.2 million resulting from infrastructure charges in our Pennsylvania and New York subsidiaries, respectively, became effective. On February 25, 2010, our New Jersey subsidiary filed a petition with the Board of Public Utilities (Board) for approval to recover rates through a surcharge of approximately $3.3 million on an annual basis for an increase in purchased water and sewer treatment cost. On August 4, 2010 the Board authorized the Company to recover in rates a surcharge of approximately $3.1 million on an annual basis for purchased water and sewer treatment costs.

As of August 3, 2010, including the two states for which interim rates are in effect, we were awaiting final orders in eight states requesting additional annualized revenues of $223.9 million. There is no assurance that the filed amount, or any portion thereof, of any requested increases will be granted.

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Financing Activities During the six months ended June 30, 2010, we met our capital resource requirements with internally generated cash as well as funds from external sources primarily through commercial paper borrowings under our credit facilities.

On June 24, 2010, AWCC closed an offering of $26 million in tax-exempt water facility revenue bonds issued by Owen County, Kentucky. The bonds have a coupon of 5.38% with a maturity of 2040 and a 10-year call option. The proceeds from the bond offering will be used to repay short-term debt related to the construction of the water treatment and transmission facility located in Owen County, Kentucky, as well as to pay remaining costs of acquisition, construction, installation and equipping of the water treatment and transmission facility.

Also, on May 27, 2010, AWCC closed an offering of $25 million in tax-exempt water facility revenue bonds issued by the Illinois Finance Authority. The bonds have a coupon of 5.25% with a maturity of 2040 and a 10-year call option. The proceeds from the bond offering will be used to fund water facility projects in Champaign, Livingston, Logan, Madison, Peoria, and St. Clair counties in Illinois.

On July 9, 2010, our New Jersey regulated subsidiary closed on a refunding of four outstanding bond issues totaling $150.0 million. In order to accomplish the refunding, the New Jersey Economic Development Authority issued three new series of bonds on behalf of our New Jersey regulated subsidiary. The new bonds have coupon rates of 5.60%, 5.10% and 4.45% and mature in 2034, 2023 and 2023, respectively. Also, in July 2010, we entered into an interest rate swap agreement with a notional amount of $100.0 million, the purpose of which was to mitigate interest cost at the parent company relating to debt that was incurred by our prior owners and was not used in any manner to finance the cash needs of our subsidiaries.

On July 27, 2010, we remarketed the $10.6 million of variable rate debt that was held in the Company s treasury as fixed rate bonds with a coupon rate of 5.25% and a maturity date of 2028.

Other Matters

Dividend On March 1, 2010 and June 2, 2010, the Company made cash dividend payments of $0.21 per share to all common shareholders of record as of February 18, 2010 and May 18, 2010, respectively. In March and June of 2009, the Company made cash dividend payments of $0.20 per share to all common shareholders of record as of February 18, 2009 and May 18, 2009, respectively.

On July 30, 2010, the Company declared a quarterly cash dividend payment of $0.22 per share payable on September 1, 2010 to all shareholders of record as of August 18, 2010.

Health Care Reform Bills President Obama signed the Patient Protection and Affordable Care Act (the PPACA) into law on March 23, 2010 and on March 30, 2010, signed the Health Care and Education Reconciliation Act of 2010, which makes various amendments to certain aspects of the PPACA (together, the Acts). A number of provisions in the Acts impact retiree health care plans provided by employers. One such provision of the PPACA changes the tax treatment of federal subsidies paid to sponsors of retiree health benefit plans that provide a benefit that is at least actuarially equivalent to the benefits under Medicare Part D. As a result of the Acts, these subsidy payments will effectively become taxable in tax years beginning after December 31, 2012. Although this change does not take effect immediately, companies are required to recognize the full accounting impact in their financial statements in the period in which the legislation was enacted. As such in the first six months of 2010, we followed our original regulatory accounting methodology related to the underfunded status of other postretirement benefits for the Medicare Part D adjustment and recorded a reduction in our deferred tax assets and an increase in our regulatory assets amounting to $27.1 million. The Acts also contain provisions that will necessitate changes to the health insurance benefits provided by the Company. Although we are still assessing the cost impact of the Acts, we do expect that required plan changes and the Company s claims experience will result in increased medical benefit expense in the future.

Results of Operations

Three Months Ended June 30, 2010 Compared To Three Months Ended June 30, 2009

	For the three months ended June 30,		Favorable (Unfavorable)
(In thousands, except per share data)	**2010**	**2009**	**Change**
Operating revenues	$ 671,223	$ 612,740	$ 58,483

Operating expenses			
Operation and maintenance	344,863	330,597	(14,266)
Depreciation and amortization	76,493	73,242	(3,251)
General taxes	53,890	51,699	(2,191)
(Gain) loss on sale of assets	(6)	10	16
Total operating expenses, net	475,240	455,548	(19,692)
Operating income	195,983	157,192	38,791
Other income (expenses)			
Interest, net	(78,734)	(73,688)	(5,046)
Allowance for other funds used during construction	2,407	3,575	(1,168)

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(In thousands, except per share data)	For the three months ended June 30, 2010	2009	Favorable (Unfavorable) Change
Allowance for borrowed funds used during construction	1,254	1,991	(737)
Amortization of debt expense	(1,264)	(1,535)	271
Other, net	1,926	(1,409)	3.335
Total other income (expenses)	(74,411)	(71,066)	(3,345)
Income before income taxes	121,572	86,126	35,446
Provision for income taxes	48,821	34,137	(14,684)
Net income	$ 72,751	$ 51,989	$ 20,762
Income per common share:			
Basic	$ 0.42	$ 0.32	
Diluted	$ 0.42	$ 0.32	
Average common shares outstanding during the period:			
Basic	174,774	163,229	
Diluted	174,850	163,301	

The following table summarizes certain financial information for our Regulated and Non-Regulated Businesses for the periods indicated (without giving effect to inter-segment eliminations):

	For the three months ended June 30,			
	2010		2009	
	Regulated Businesses	Non-Regulated Businesses	Regulated Businesses	Non-Regulated Businesses
	(In thousands)			
Operating revenues	$ 602,315	$ 75,317	$ 554,977	$ 64,264
Adjusted EBIT(1)	$ 189,805	$ 5,128	$ 147,731	$ 5,387

(1) Adjusted EBIT, a non-GAAP measure, is defined as earnings before interest and income taxes from continuing operations. Management evaluates the performance of its segments and allocates resources based on several factors, of which the primary measure is Adjusted EBIT. Adjusted EBIT does not represent cash flow for the periods presented and should not be considered as an alternative to net income as an indicator of the Company s operating performance or as an alternative to cash flows as a source of liquidity. Adjusted EBIT as defined by the Company may not be comparable with Adjusted EBIT as defined by other companies. For the reconciliation of Adjusted EBIT, as defined by the Company, to income before income taxes, see Financial Statement Note 13.

Operating revenues Our primary business involves the ownership of water and wastewater utilities that provide water and wastewater services to residential, commercial and industrial customers as well as sales to public authorities. The table below details the additional annualized revenues resulting from rate authorizations, including infrastructure charges, which were granted in the second quarter of 2010.

State	Annualized Rate Increases Granted (In millions)
General rate case:	
Illinois	$ 41.4
Indiana	31.5
New Mexico	0.5
Ohio	2.6
Missouri	28.0

California		14.6
Subtotal- General Rate Cases	$	118.6
Infrastructure Charges:		
Pennsylvania		1.8
New York		0.2
Subtotal- Infrastructure Charges		2.0
Total	$	120.6

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Operating revenues increased by $58.5 million, or 9.5% for the three months ended June 30, 2010 compared to the three months ended June 30, 2009. Regulated Businesses revenues increased by $47.3 million, or 8.5% for the three months ended June 30, 2010 compared to the same period in the prior year. The Non-Regulated Businesses revenues for the three months ended June 30, 2010 increased by $11.1 million, or 17.2% compared to the three months ended June 30, 2009.

The increase in revenues from the Regulated Businesses for the three months ended June 30, 2010 compared to the three months ended June 30, 2009 was primarily due to rate increases obtained through rate authorizations for a number of our operating companies of which the year-to-date 2010 impact was approximately $34.5 million. Revenues for the three months ended June 30, 2010 increased by approximately $7.2 million due to higher demand as compared to the same period in the prior year. Most of this consumption increase occurred in our New Jersey regulated subsidiary in June 2010 as a result of the warmer/drier weather. In addition, for the three months ended June 30, 2010, surcharge and balancing account revenues increased by $2.2 million and sewer and fire service revenues increased by $2.2 million compared to the same period in the prior year.

The net increase in revenues from the Non-Regulated Businesses was primarily attributable to an increase in Contract Operations Group revenues primarily due to higher revenues totaling $10.7 million resulting from the Contract Operations Acquisition of $9.4 million as well as incremental revenues associated with military construction and O&M projects of $2.6 million partially offset by lower revenues associated with our design and build contracts.

The following table sets forth the percentage of Regulated Businesses revenues and water sales volume by customer class:

	For the three months ended June 30,							
	2010		2009		2010		2009	
	Operating Revenues				Water Sales Volume			
	(Dollars in thousands, gallons in millions)							
Customer Class								
Water service:								
Residential	$ 342,195	56.8%	$ 319,737	57.6%	48,772	52.5%	49,163	53.5%
Commercial	115,596	19.2%	107,104	19.3%	20,675	22.3%	20,373	22.2%
Industrial	28,912	4.8%	25,367	4.6%	9,732	10.5%	8,626	9.4%
Public and other	74,325	12.3%	68,063	12.2%	13,641	14.7%	13,702	14.9%
Other water revenues	8,206	1.4%	5,012	0.9%				
Total water revenues	569,234	94.5%	525,283	94.6%	92,820	100.0%	91,864	100.0%
Wastewater service	23,651	3.9%	22,008	4.0%				
Other revenues	9,430	1.6%	7,686	1.4%				
	$ 602,315	100.0%	$ 554,977	100.0%				

The following discussion related to water services indicates the increase or decrease in the Regulated Businesses revenues and associated water sales volumes in gallons by customer class.

Water Services Water service operating revenues from residential customers for the three months ended June 30, 2010 totaled $342.2 million, a $22.5 million increase, or 7.0%, over the same period of 2009, mainly due to rate increases partially offset by a decrease in sales volume. The volume of water sold to residential customers decreased by 0.8% for the three months ended June 30, 2010 to 48.8 billion gallons, from 49.2 billion gallons for the same period in 2009. Factors contributing to such a decline could include the current economic climate, weather, our customers concentrating on the environment or both ours and our customers increased focus on conservation. The extent to which these items individually contribute to the overall decline is difficult to measure.

Water service operating revenues from commercial water customers for the three months ended June 30, 2010 increased by $8.5 million, or 7.9%, to $115.6 million mainly due to rate increases in addition to an increase in sales volume compared to the same period in 2009. The volume of water sold to commercial customers increased by 1.5% for the three months ended June 30, 2010, to 20.7 billion gallons, from 20.4 billion gallons for the three months ended June 30, 2009.

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Water service operating revenues from industrial customers totaled $28.9 million for the three months ended June 30, 2010, an increase of $3.5 million, or 14.0%, from those recorded for the same period of 2009 mainly due to rate increases in addition to an increase in sales volume. The volume of water sold to industrial customers totaled 9.7 billion gallons for the three months ended June 30, 2010, an increase of 12.8% from the 8.6 billion gallons for the three months ended June 30, 2009. We believe this increase to be associated with slight improvements in the economic environment in communities that we serve.

Water service operating revenues from public and other customers, including municipal governments, other governmental entities and resale customers increased $6.2 million, or 9.2%, for the three months ended June 30, 2010 to $74.3 million from $68.1 million for the three months ended June 30, 2009 mainly due to rate increases. Revenues from municipal governments for fire protection services and customers requiring special private fire service facilities totaled $30.3 million for the three months ended June 30, 2010, an increase of $1.9 million over the same period of 2009. Revenues generated by sales to governmental entities and resale customers for the three months ended June 30, 2010 totaled $44.0 million, an increase of $4.4 million from the three months ended June 30, 2009.

Wastewater services Our subsidiaries provide wastewater services in 12 states. Revenues from these services increased by $1.6 million, or 7.5%, to $23.7 million for the three months ended June 30, 2010. The increase was attributable to increases in rates charged to customers in a number of our operating companies.

Other revenues Other revenues include such items as reconnection charges, initial application service fees, rental revenue collected for others and similar items. For the three months ended June 30, 2010, other revenues increased by $1.7 million mainly due to an increase in work for a managed contract as well as rental revenue compared to the same period in the prior year.

Operation and maintenance Operation and maintenance expense increased $14.3 million, or 4.3%, for the three months ended June 30, 2010 compared to the same period in the prior year.

Operation and maintenance expenses for the three months ended June 30, 2010 and 2009, by major expense category, were as follows:

	For the three months ended June 30,			
	2010	2009	Increase (Decrease)	Percentage
	(In thousands)			
Production costs	$ 81,153	$ 77,161	$ 3,992	5.2%
Employee-related costs	143,372	133,160	10,212	7.7%
Operating supplies and services	58,243	58,630	(387)	(0.7)%
Maintenance materials and services	38,659	31,763	6,896	21.7%
Customer billing and accounting	13,967	13,196	771	5.8%
Other	9,469	16,687	(7,218)	(43.3)%
Total	$ 344,863	$ 330,597	$ 14,266	4.3%

As is noted in the various expense category commentary below, a major driver of the increase in operations and maintenance expense is higher expenses in our Non-Regulated Businesses associated with the Contract Operations Acquisition and its related reorganization and transitional costs totaling $10.0 million.

Production costs, including fuel and power, purchased water, chemicals and waste disposal increased by $4.0 million, or 5.2%, for the three months ended June 30, 2010 compared to the same period in the prior year. Production costs, by major expense type were as follows:

	For the three months ended June 30,			
	2010	2009	Increase (Decrease)	Percentage
	(In thousands)			
Fuel and power	$ 27,459	$ 27,486	$ (27)	(0.1)%
Purchased water	28,689	24,850	3,839	15.4%

Chemicals	15,185	16,562	(1,377)	(8.3)%
Waste disposal	9,820	8,263	1,557	18.8%
Total	$ 81,153	$ 77,161	$ 3,992	5.2%

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Fuel and power costs decreased in our Regulated Businesses by $1.0 million primarily due to lower electricity prices as a result of fixed price third-party contracts in place in 2010 compared to local utility tariff rates in 2009, offset by increased fuel prices and increased production volumes. The overall decrease from the Regulated Businesses was offset by an increase in our Non-Regulated Business of $1.0 million which is attributable to our Contract Operations Acquisition. The increase in purchased water is primarily associated with our Regulated Businesses and is attributable to rate increases resulting from higher costs incurred by our suppliers. The majority of this purchased water increase is in states which permit us to pass-through this increase to our customers outside of a full rate proceeding. The decrease in chemical costs is primarily attributable to lower chemical costs in our Regulated Businesses as a result of favorable contract pricing. Waste disposal costs increased primarily due to increased costs in one of our Regulated operating subsidiaries as well as higher disposal costs in our Non-Regulated Contract Operations Group resulting from the Contract Operations Acquisition.

Employee-related costs including wage and salary, group insurance, and pension expense increased $10.2 million or 7.7%, for the three months ended June 30, 2010, compared to the same period in the prior year. These employee-related costs represented 41.6% and 40.3% of operation and maintenance expenses for the three months ended June 30, 2010 and 2009, respectively.

	For the three months ended June 30,			
	2010	2009	Increase (Decrease)	Percentage
	(In thousands)			
Salaries and wages	$ 106,431	$ 96,066	$ 10,365	10.8%
Pensions	11,764	13,651	(1,887)	(13.8)%
Group insurance	19,061	18,446	615	3.3%
Other benefits	6,116	4,997	1,119	22.4%
Total	$ 143,372	$ 133,160	$ 10,212	7.7%

The increase in salaries and wages and other benefits was primarily due to the addition of employees as a result of the Contract Operations Acquisition, totaling approximately $4.4 million and $1.0 million respectively. The remainder of these increases were due to merit wage increases, higher incentive compensation and severance expenses as well as increased overtime costs in certain of our regulated operating companies. Pension expense decreased for the three months ended June 30, 2010 due to a decrease in the amortization of actuarial losses attributable to higher than expected returns on plan assets in 2009. This increase was partially offset by increased pension contributions by certain of our regulated operating companies whose costs are recovered based on Employee Retirement Income Security Act of 1974 (ERISA) minimum funding requirements.

Operating supplies and services include the day-to-day expenses of office operation, legal and other professional services, as well as information systems and other office equipment rental charges. For the three months ended June 30, 2010, these costs decreased by $0.4 million, or 0.7%, compared to the same period in 2009.

	For the three months ended June 30,			
	2010	2009	Increase (Decrease)	Percentage
	(In thousands)			
Contracted services	$ 18,554	$ 20,300	$ (1,746)	(8.6)%
Office supplies and services	16,844	15,212	1,632	10.7%
Transportation	7,898	6,453	1,445	22.4%
Rents	6,186	5,314	872	16.4%
Other	8,761	11,351	(2,590)	(22.8)%
Total	$ 58,243	$ 58,630	$ (387)	(0.7)%

Contracted services decreased for the three months ended June 30, 2010 compared to the same period in 2009 primarily due to a reduction in our legal expenses as well as lower levels of construction work related to the development market. Office supplies and services increased primarily due to costs related to marketing programs for our Homeowner Services Group in addition to the Contract Operations Acquisition. The increase in transportation costs was due to higher gasoline prices during the three months ended June 30, 2010 compared to the same period in 2009.

Other operating supplies and services costs were higher in 2009 than in 2010 as the second quarter results of 2009 included a $1.0 million write-off of assets deemed not recoverable from a rate case order in our California subsidiary. Additionally, our Contract Operations Group s costs were lower than the prior period due to a decrease in materials and supplies associated with construction projects, partially offset by the Contract Operations Acquisition.

Maintenance materials and services, which include emergency repairs as well as costs for preventive maintenance, increased $6.9 million or by 21.7%, for the three months ended June 30, 2010 compared to the same period in the prior year.

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	For the three months ended June 30,			
	2010	2009	Increase (Decrease)	Percentage
	(In thousands)			
Maintenance services and supplies	$ 27,836	$ 21,628	$ 6,208	28.7%
Removal costs, net	10,823	10,135	688	6.8%
Total	$ 38,659	$ 31,763	$ 6,896	21.7%

The Regulated Businesses maintenance materials and service costs increased by $3.4 million for the three months ended June 30, 2010. In addition to higher removal costs, tank painting expenses were higher by $1.0 million as well as increased replacement work for one of our subsidiaries. The Non-Regulated Businesses expense increased $3.5 million primarily due to increased costs in our Homeowner Services Group as well as increased maintenance work for one of our contracts in our Contract Operations Group and higher maintenance expenses associated with Contract Operations Acquisition which accounted for $0.8 million of the increase.

Customer billing and accounting expenses increased by $0.8 million, or 5.8%, for the three months ended June 30, 2010 compared to the same period in the prior year.

	For the three months ended June 30,			
	2010	2009	Increase (Decrease)	Percentage
	(In thousands)			
Uncollectible accounts expense	$ 7,162	$ 6,566	$ 596	9.1%
Postage	3,290	3,077	213	6.9%
Other	3,515	3,553	(38)	(1.1)%
Total	$ 13,967	$ 13,196	$ 771	5.8%

The increase in uncollectible accounts expense is primarily due to the increased revenues in our Regulated Businesses offset by improved collections in our receivables in excess of 120 days.

Other operation and maintenance expenses include casualty and liability insurance premiums and regulatory costs. These costs decreased by $7.2 million, or 43.3%, in 2010.

	For the three months ended June 30,			
	2010	2009	Increase (Decrease)	Percentage
	(In thousands)			
Insurance	$ 6,379	$ 10,248	$ (3,869)	(37.8)%
Regulatory expenses	3,090	6,439	(3,349)	(52.0)%
Total	$ 9,469	$ 16,687	$ (7,218)	(43.3)%

The decrease in insurance expense is primarily due to the positive resolution of prior years claims in 2010 compared to 2009. Regulatory expenses decreased due to the inclusion of $3.5 million of expense for the three months ended June 30, 2009 which related to rate case expenses associated with our California regulated subsidiary.

Depreciation and amortization Depreciation and amortization expense increased by $3.3 million, or 4.4%, for the three months ended June 30, 2010 compared to the same period in the prior year as a result of additional utility plant being placed in service.

General taxes General taxes expense, which includes taxes for property, payroll, gross receipts, and other miscellaneous items, increased by $2.2 million, or 4.2%, in the three months ended June 30, 2010 compared to the three months ended June 30, 2009. This increase was mainly

due to higher gross receipts taxes of $1.6 million, primarily in our New Jersey regulated subsidiary.

Other income (expenses) Interest expense, net of interest income, which is the primary component of our other income (expenses), increased by $5.0 million, or 6.8%, for the three months ended June 30, 2010 compared to the same period in the prior year. The increase is primarily due to the refinancing of short-term debt with long-term debt during 2009 as well as increased borrowing associated with capital expenditures. As a result of the 2008 market disruptions, the Company s short-term debt outstanding at June 30, 2009 was $268.8 million. During 2009 a significant portion of this debt was refinanced to long-term fixed rate debt whose rates are higher than the short-term rates that existed for the three months ended June 30, 2009. Also, in addition to the change in interest expense, AFUDC decreased by $1.9 million for the three months ended June 30, 2010 compared to the same period in 2009 as a result of plant being placed into service, primarily in our Arizona and Indiana regulated subsidiaries. Additionally, during the three months ended June 30, 2010 we released the remaining balance of a loss reserve of $1.3 million as a result of the resolution of outstanding issues and uncertainties. Furthermore, other income increased due to joint venture losses of $0.4 million experienced during the three months ended June 30, 2009 as well as the change in market value of Company-held deferred compensation.

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Provision for income taxes The effective tax rates for the three months ended June 30, 2010 and 2009 were 40.2% and 39.6% respectively. Our consolidated provision for income taxes increased $14.7 million, or 43.0%, to $48.8 million for the three months ended June 30, 2010. Included in the 2010 income tax expense were tax benefits of $0.5 million attributable to certain discrete items.

Net income Net income for the three months ended June 30, 2010 was $72.8 million compared to a net income of $52.0 million for the three months ended June 30, 2009. The variation between the periods is the result of the aforementioned changes.

Results of Operations

Six Months Ended June 30, 2010 Compared To Six Months Ended June 30, 2009

(In thousands, except per share data)	For the six months ended June 30, 2010	2009	Favorable (Unfavorable) Change
Operating revenues	$ 1,259,276	$ 1,162,910	$ 96,366
Operating expenses			
Operation and maintenance	675,286	644,999	(30,287)
Depreciation and amortization	152,725	142,085	(10,640)
General taxes	109,294	104,196	(5,098)
Gain on sale of assets	(77)	(192)	(115)
Impairment charge		450,000	450,000
Total operating expenses, net	937,228	1,341,088	403,860
Operating income (loss)	322,048	(178,178)	500,226
Other income (expenses)			
Interest, net	(157,449)	(145,667)	(11,782)
Allowance for other funds used during construction	4,558	6,918	(2,360)
Allowance for borrowed funds used during construction	2,651	3,863	(1,212)
Amortization of debt expense	(1,948)	(3,023)	1,075
Other, net	1,997	(295)	2,292
Total other income (expenses)	(150,191)	(138,204)	(11,987)
Income (loss) before income taxes	171,857	(316,382)	488,239
Provision for income taxes	68,298	44,708	(23,590)
Net income (loss)	$ 103,559	$ (361,090)	$ 464,649
Income (loss) per common share:			
Basic	$ 0.59	$ (2.23)	
Diluted	$ 0.59	$ (2.23)	
Average common shares outstanding during the period:			
Basic	174,747	161,629	
Diluted	174,820	161,629	

The following table summarizes certain financial information for our Regulated and Non-Regulated Businesses for the periods indicated (without giving effect to inter-segment eliminations):

	For the six months ended June 30,

	2010		2009	
	Regulated Businesses	Non-Regulated Businesses	Regulated Businesses	Non-Regulated Businesses
	(In thousands)			
Operating revenues	$ 1,121,803	$ 149,843	$ 1,052,347	$ 121,796
Adjusted EBIT(1)	$ 308,446	$ 9,347	$ 255,457	$ 10,102

(1) Adjusted EBIT, a non-GAAP measure, is defined as earnings before interest and income taxes from continuing operations. Management evaluates the performance of its segments and allocates resources based on several factors, of which the primary

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measure is Adjusted EBIT. Adjusted EBIT does not represent cash flow for the periods presented and should not be considered as an alternative to net income as an indicator of the Company s operating performance or as an alternative to cash flows as a source of liquidity. Adjusted EBIT as defined by the Company may not be comparable with Adjusted EBIT as defined by other companies. For the reconciliation of Adjusted EBIT, as defined by the Company, to income (loss) before income taxes, see Financial Statement Note 13.

Operating revenues Our primary business involves the ownership of water and wastewater utilities that provide water and wastewater services to residential, commercial and industrial customers as well as sales to public authorities. The table below details the annualized revenues resulting from rate authorizations, including infrastructure charges, which were granted during the first six months of 2010.

	Annualized Rate Increases Granted (In millions)
State	
General rate case:	
Illinois	$ 41.4
Indiana	31.5
New Mexico	0.5
Ohio	2.6
Missouri	28.0
California	14.6
Subtotal- General Rate Cases	$ 118.6
Infrastructure Charges:	
Pennsylvania	1.8
Missouri	3.2
Illinois	0.7
New York	0.4
Subtotal- Infrastructure Charges	6.1
Total	$ 124.7

Our results of operations are significantly impacted by rates authorized by the state regulatory commissions in the states in which we operate. Operating revenues increased by $96.4 million, or 8.3% for the six months ended June 30, 2010 compared to the six months ended June 30, 2009. Regulated Businesses revenues increased by $69.5 million, or 6.6% for the six months ended June 30, 2010 compared to the same period in the prior year. The Non-Regulated Businesses revenues for the six months ended June 30, 2010 increased by $28.0 million, or 23.0% compared to the six months ended June 30, 2009.

The increase in revenues from the Regulated Businesses for the six months ended June 30, 2010 compared to the six months ended June 30, 2009 was primarily due to rate increases obtained through rate authorizations for a number of our operating companies of which the year-to-date 2010 impact was approximately $54.5 million. In addition, for the six months ended June 30, 2010, surcharge and balancing account revenues increased by $5.1 million and sewer and fire service revenues increased by $3.8 million compared to the same period in the prior year. Revenues for the six months ended June 30, 2010 increased by approximately $2.8 due to higher demand as compared to the same period in the prior year, mainly due to increased volumes in our New Jersey subsidiary.

The net increase in revenues from the Non-Regulated Businesses was primarily attributable to an increase in Contract Operations Group revenues primarily due to higher revenues totaling $20.8 million resulting from the Contract Operations Acquisition as well as incremental revenues associated with military construction and O&M projects of $7.7 million as a result of being fully operational at Fort Hood and Fort Polk and the addition of Fort Meade and Fort Belvoir contracts. These increases were partially offset by lower revenues associated with our design and build contracts. In addition, our Homeowner Services Group revenues increased by $2.2 million mainly as a result of increased product penetration within its existing customer base.

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The following table sets forth the percentage of Regulated Businesses revenues and water sales volume by customer class:

	For the six months ended June 30,							
	2010		2009		2010		2009	
	Operating Revenues				Water Sales Volume			
	(Dollars in thousands, gallons in millions)							
Customer Class								
Water service:								
Residential	$ 636,328	56.7%	$ 606,357	57.6%	91,483	52.1%	93,718	53.3%
Commercial	213,314	19.0%	198,236	18.9%	39,063	22.2%	38,602	21.9%
Industrial	54,020	4.8%	48,447	4.6%	18,946	10.8%	17,255	9.8%
Public and other	139,168	12.4%	130,872	12.4%	26,218	14.9%	26,316	15.0%
Other water revenues	14,769	1.3%	9,985	0.9%				
Total water revenues	1,057,599	94.2%	993,897	94.4%	175,710	100.0%	175,891	100.0%
Wastewater service	46,472	4.2%	43,742	4.2%				
Other revenues	17,732	1.6%	14,708	1.4%				
	$ 1,121,803	100.0%	$ 1,052,347	100.0%				

The following discussion related to water services indicates the increase or decrease in the Regulated Businesses revenues and associated water sales volumes in gallons by customer class.

Water Services Water service operating revenues from residential customers for the six months ended June 30, 2010 totaled $636.3 million, a $30.0 million increase, or 4.9%, over the same period of 2009, mainly due to rate increases partially offset by a decrease in sales volume. The volume of water sold to residential customers decreased by 2.4% for the six months ended June 30, 2010 to 91.5 billion gallons, from 93.7 billion gallons for the same period in 2009. Factors contributing to such a decline could include the current economic climate, weather or our customers becoming more focused on the environment. The extent to which these items individually contribute to the overall decline is difficult to measure.

Water service operating revenues from commercial water customers for the six months ended June 30, 2010 increased by $15.1 million, or 7.6%, to $213.3 million mainly due to rate increases in addition to an increase in sales volume compared to the same period in 2009. The volume of water sold to commercial customers increased by 1.2% for the six months ended June 30, 2010, to 39.1 billion gallons, from 38.6 billion gallons for the six months ended June 30, 2009.

Water service operating revenues from industrial customers totaled $54.0 million for the six months ended June 30, 2010, an increase of $5.6 million, or 11.5%, from those recorded for the same period of 2009 mainly due to rate increases in addition to an increase in sales volume. The volume of water sold to industrial customers totaled 18.9 billion gallons for the six months ended June 30, 2010, an increase of 9.8% from the 17.3 billion gallons for the six months ended June 30, 2009.

Water service operating revenues from public and other customers, including municipal governments, other governmental entities and resale customers increased $8.3 million, or 6.3%, for the six months ended June 30, 2010 to $139.2 million from $130.9 million in the same period in 2009 mainly due to rate increases. Revenues from municipal governments for fire protection services and customers requiring special private fire service facilities totaled $58.7 million for the six months ended June 30, 2010, an increase of $3.1 million over the same period of 2009. Revenues generated by sales to governmental entities and resale customers for the six months ended June 30, 2010 totaled $80.5 million, an increase of $5.2 million from the six months ended June 30, 2009.

Wastewater services Our subsidiaries provide wastewater services in 12 states. Revenues from these services increased by $2.7 million, or 6.2%, to $46.5 million for the six months ended June 30, 2010, from $43.7 million for the same period of 2009. The increase was attributable to increases in rates charged to customers in a number of our operating companies.

Other revenues Other revenues include such items as reconnection charges, initial application service fees, rental revenue collected for others and similar items. For the six months ended June 30, 2010 increased by $3.0 million mainly due to an increase in work for a managed contract as

well as rental revenue compared to the same period in the prior year.

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Operation and maintenance Operation and maintenance expense increased $30.3 million, or 4.7%, for the six months ended June 30, 2010 compared to the same period in the prior year.

Operation and maintenance expenses for the six months ended June 30, 2010 and 2009, by major expense category, were as follows:

	For the six months ended June 30,			
	2010	2009	Increase (Decrease)	Percentage
	(In thousands)			
Production costs	$ 154,376	$ 146,188	$ 8,188	5.6%
Employee-related costs	288,590	265,771	22,819	8.6%
Operating supplies and services	115,222	115,460	(238)	(0.2)%
Maintenance materials and services	74,887	64,005	10,882	17.0%
Customer billing and accounting	24,120	23,999	121	0.5%
Other	18,091	29,576	(11,485)	(38.8)%
Total	$ 675,286	$ 644,999	$ 30,287	4.7%

As is noted in the various expense category commentary below, a major driver of the increase in operations and maintenance expense is higher expenses in our Non-Regulated Businesses associated with our Contracts Operations Acquisition and its related reorganization and transitional costs of $20.8 million.

Production costs, including fuel and power, purchased water, chemicals and waste disposal increased by $8.2 million, or 5.6%, for the six months ended June 30, 2010 compared to the same period in the prior year. Production costs, by major expense type were as follows:

	For the six months ended June 30,			
	2010	2009	Increase (Decrease)	Percentage
	(In thousands)			
Fuel and power	$ 55,408	$ 53,392	$ 2,016	3.8%
Purchased water	51,018	45,201	5,817	12.9%
Chemicals	28,536	31,389	(2,853)	(9.1)%
Waste disposal	19,414	16,206	3,208	19.8%
Total	$ 154,376	$ 146,188	$ 8,188	5.6%

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The increase in our fuel and power costs was primarily driven by higher costs in our Non-Regulated Business of $2.8 million, most of which is attributable to our Contract Operations Acquisition. The increase in purchased water is primarily associated with our Regulated Businesses and is due to rate increases resulting from higher costs incurred by our suppliers partially offset by a decrease in production volumes. The majority of this purchased water increase is in states which permit us to pass-through this increase to our customers outside of a full rate proceeding. The decrease in chemical costs is primarily attributable to lower chemical costs in our Regulated Businesses as a result of favorable contract pricing. Waste disposal costs increased primarily due to increased rates in one of our Regulated operating companies as well as higher disposal costs attributable to the Contract Operations Acquisition.

Employee-related costs including wage and salary, group insurance, and pension expense increased $22.8 million or 8.6%, for the six months ended June 30, 2010, compared to the same period in the prior year. These employee-related costs represented 42.7% and 41.2% of operation and maintenance expenses for the six months ended June 30, 2010 and 2009, respectively.

	For the six months ended June 30,			
	2010	2009	Increase (Decrease)	Percentage
	(In thousands)			
Salaries and wages	$ 211,631	$ 188,772	$ 22,859	12.1%
Pensions	24,760	28,300	(3,540)	(12.5)%
Group insurance	39,620	38,710	910	2.4%
Other benefits	12,579	9,989	2,590	25.9%
Total	$ 288,590	$ 265,771	$ 22,819	8.6%

The increase in salaries and wages and other benefits was primarily due to the addition of employees as a result of the Contract Operations Acquisition totaling approximately $8.5 million and $2.0 million, respectively. The remainder of the increase was due to merit wage increases, severance expense and increased overtime costs of $3.0 million in certain of our regulated operating companies. Pension expense decreased for the six months ended June 30, 2010 due to a decrease in the amortization of actuarial losses attributable to higher than expected returns on plan assets in 2009. This increase was partially offset by increased pension contributions by certain of our regulated operating companies whose costs are recovered based on Employee Retirement Income Security Act of 1974 (ERISA) minimum funding requirements.

Operating supplies and services include the day-to-day expenses of office operation, legal and other professional services, as well as information systems and other office equipment rental charges. For the six months ended June 30, 2010, these costs decreased by $0.2 million, or 0.2%, compared to the same period in 2009.

	For the six months ended June 30,			
	2010	2009	Increase (Decrease)	Percentage
	(In thousands)			
Contracted services	$ 35,875	$ 38,864	$ (2,989)	(7.7)%
Office supplies and services	33,180	31,215	1,965	6.3%
Transportation	16,394	13,734	2,660	19.4%
Rents	12,532	10,680	1,852	17.3%
Other	17,241	20,967	(3,726)	(17.8)%
Total	$ 115,222	$ 115,460	$ (238)	(0.2)%

Contracted services decreased for the six months ended June 30, 2010 compared to the same period in 2009. This decrease was primarily due to lower temporary labor expenses due to the filling of vacant positions and a reduction in our legal and accounting expenses as well as lower levels of construction work related to the development market. These decreases were partially offset by increased costs in our Non-Regulated business mainly due to higher contracted costs associated with increased capital improvement revenue from our military contracts as a result of being fully functional at Fort Hood and Fort Polk as well as the addition of Fort Meade and Fort Belvoir. Office supplies and services increased primarily due to costs related to marketing programs for our Homeowner Services Group in addition to our Contract Operations Acquisition. The increase in transportation costs was due to higher gasoline prices during the six months ended June 30, 2010 compared to the same period in

2009. Other operating supplies and services decreased due to write-off of $1.0 million for assets deemed not recoverable associated with the final rate case order in our California subsidiary which was included in the six months ended June 30, 2009. Additionally, our Contract Operations Group s costs were lower than the prior period due to a decrease in materials and supplies associated with construction projects, partially offset by the Contract Operations Acquisition.

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Maintenance materials and services, which include emergency repairs as well as costs for preventive maintenance, increased $10.9 million or by 17.0%, for the six months ended June 30, 2010 compared to the same period in the prior year.

	For the six months ended June 30,			
	2010	2009	Increase (Decrease)	Percentage
	(In thousands)			
Maintenance services and supplies	$ 53,389	$ 43,861	$ 9,528	21.7%
Removal costs, net	21,498	20,144	1,354	6.7%
Total	$ 74,887	$ 64,005	$ 10,882	17.0%

The Regulated Businesses maintenance materials and service costs increased by $4.5 million for the six months ended June 30, 2010. In addition to higher removal costs, tank painting expenses were higher by $1.2 million as well as increased replacement work for one of our subsidiaries. The Non-Regulated Businesses expense increased $6.4 million primarily due to an increased customer base for Homeowner Services Group as well as increased maintenance work for one of our contracts in our Contract Operations Group in addition to the higher maintenance expenses associated with the Contract Operations Acquisition which accounted for $1.7 million of the increase.

Customer billing and accounting expenses increased by $0.1 million, or 0.5%, for the six months ended June 30, 2010 compared to the same period in the prior year.

	For the six months ended June 30,			
	2010	2009	Increase (Decrease)	Percentage
	(In thousands)			
Uncollectible accounts expense	$ 10,472	$ 11,411	$ (939)	(8.2)%
Postage	6,507	6,043	464	7.7%
Other	7,141	6,545	596	9.1%
Total	$ 24,120	$ 23,999	$ 121	0.5%

The decrease in the uncollectible accounts expense was the result of lower uncollectible accounts expense in our Regulated Businesses of $1.1 million due to improved collections in our receivables in excess of 120 days partially offset by increased reserves due to higher revenues.

Other operation and maintenance expenses include casualty and liability insurance premiums and regulatory costs. These costs decreased by $11.5 million, or 38.8%, in 2010.

	For the six months ended June 30,			
	2010	2009	Increase (Decrease)	Percentage
	(In thousands)			
Insurance	$ 12,267	$ 20,592	$ (8,325)	(40.4)%
Regulatory expenses	5,824	8,984	(3,160)	(35.2)%
Total	$ 18,091	$ 29,576	$ (11,485)	(38.8)%

The decrease in insurance expense is primarily due to the positive resolution of prior years claims in 2010 compared to 2009. Regulatory expenses decreased due to the inclusion of $3.5 million of expense for the three months ended June 30, 2009 which related to rate case expenses associated with our California subsidiary.

Depreciation and amortization Depreciation and amortization expense increased by $10.6 million, or 7.5%, for the six months ended June 30, 2010 compared to the same period in the prior year as a result of additional utility plant being placed in service.

General taxes General taxes expense, which includes taxes for property, payroll, gross receipts, and other miscellaneous items, increased by $5.1 million, or 4.9%, in the six months ended June 30, 2010 compared to the six months ended June 30, 2009. This increase was due to higher gross receipts taxes of $3.4 million, primarily in our New Jersey regulated subsidiary as well as higher payroll taxes of $1.8 million due to increased wages and salaries partially offset by lower property taxes than in the six months ended June 30, 2009.

Impairment charge No impairment charge was recorded for the six months ended June 30, 2010. For the six months ended June 30, 2009, we recorded an impairment charge to goodwill of our Regulated Businesses in the amount of $448.2 million and our Non-regulated Business of $1.8 million. The impairment charge, which was recorded in the first quarter of 2009, was primarily related to the high degree of stock market volatility experienced and the sustained period for which the Company s market price was below its carrying value.

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Other income (expenses) Interest expense, net of interest income, which is the primary component of our other income (expenses), increased by $11.8 million, or 8.1%, for the six months ended June 30, 2010 compared to the same period in the prior year. The increase is primarily due to the refinancing of short-term debt with long-term debt during 2009 as well as increased borrowing associated with capital expenditures. As a result of the 2008 market disruptions, the Company s short-term debt borrowings during the first half of 2009 were higher than usual. During 2009, a significant portion of this debt was refinanced to long-term fixed rate debt whose rates are higher than the short-term rates that existed for the six months ended June 30, 2009. Also, in addition to the increase in interest expense, AFUDC decreased by $3.6 million for the six months ended June 30, 2010 compared to the same period in 2009 as a result of plant being placed into service, primarily in our Arizona and Indiana regulated subsidiaries. Additionally, during the six months ended June 30, 2010 we released the remaining balance of a loss reserve of $1.3 million as a result of the resolution of outstanding issues and uncertainties. Furthermore, other income increased due to joint venture losses of $0.5 million experienced during the three months ended June 30, 2009 as well as the change in market value of Company-held deferred compensation.

Provision for income taxes Our consolidated provision for income taxes increased $23.6 million, or 52.8%, to $68.3 million for the six months ended June 30, 2010. The effective tax rates for the six months ended June 30, 2010 and 2009 were 39.7% and (14.1%) respectively. Included in the 2010 and 2009 income tax expense were tax benefits of $1.4 million and $7.9 million, respectively, attributable to certain discrete items, including the tax effects of the 2009 goodwill impairment charge. The Company s estimated annual effective tax rate for the six months ended June 30, 2010 was 40.4% compared to 39.4% for 2009, excluding the impact of the various discrete items.

Net income (loss) Net income for the six months ended June 30, 2010 was $103.6 million compared to a net loss of $361.1 million for the six months ended June 30, 2009. The variation between the periods is the result of the aforementioned changes.

Liquidity and Capital Resources

We regularly evaluate cash requirements for current operations, commitments, development activities and capital expenditures. Our business is very capital intensive and requires significant capital resources. A portion of these capital resources are provided by internally generated cash flows from operations. When necessary, we obtain additional funds from external sources in the debt and capital markets and through bank borrowings. Our access to external financing on reasonable terms depends on our credit ratings and current business conditions, including that of the water utility industry in general as well as conditions in the debt or equity capital markets. If these business and market conditions deteriorate to the extent that we no longer have access to the capital markets at reasonable terms, we have access to revolving credit facilities with aggregate bank commitments of $850.0 million. We rely on these revolving credit facilities and the capital markets to fulfill our short-term liquidity needs, to issue letters of credit and to back our commercial paper program. Disruptions in the credit markets may discourage lenders from meeting their existing lending commitments, extending the terms of such commitments or agreeing to new commitments. Market disruptions may also limit our ability to issue debt securities in the capital markets. See the Credit Facilities and Short-Term Debt section below for further discussion.

In order to meet our short-term liquidity needs, we primarily issue commercial paper which is backed by AWCC s revolving credit facilities. AWCC had $807.2 million available as of July 31, 2010, that we can use to fulfill our short-term liquidity needs, to issue letters of credit and back our $187.3 million outstanding commercial paper. As of July 30, 2010, the Company can issue additional commercial paper of $512.7 million. We can provide no assurances that our lenders will meet their existing commitments or that we will be able to access the commercial paper or loan markets in the future on terms acceptable to us or at all.

In addition, our regulated utility subsidiaries receive advances and contributions from customers, home builders and real estate developers to fund construction necessary to extend service to new areas. Advances for construction are refundable for limited periods, which vary according to state regulations, as new customers begin to receive service or other contractual obligations are fulfilled. Amounts which are no longer refundable are reclassified to contributions in aid of construction. Utility plant funded by advances and contributions is excluded from the rate base. Generally, we depreciate contributed property and amortize contributions in aid of construction at the composite rate of the related property. Some of our subsidiaries do not depreciate contributed property, based on regulatory guidelines.

We use our capital resources, including cash, to (i) fund capital requirements, including construction expenditures, (ii) pay off maturing debt, (iii) pay dividends, (iv) fund pension and postretirement welfare obligations and (v) invest in new and existing ventures. We spend a significant amount of cash on construction projects that have a long-term return on investment. Additionally, we operate in rate-regulated environments in which the amount of new investment recovery may be limited, and where such recovery takes place over an extended period of time, as our recovery is subject to regulatory lag. As a result of these factors, our working capital, defined as current assets less current liabilities, was in a net deficit position of $163.3 million as of June 30, 2010. We expect to fund future maturities of long-term debt through cash flow from operations, issuance of debt and issuance of equity. Since we continue to make investments equal to or greater than our cash flows from operating activities, we have no plans to reduce debt significantly.

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As of June 30, 2010, $10.6 million of variable rate debt was held in the Company s treasury because no investors were willing to purchase the bonds. On July 27, 2010, this variable rate debt was remarketed as fixed rate bonds with a coupon rate of 5.25% and a maturity date of 2028.

On February 17, 2009, the President signed the American Recovery and Reinvestment Tax Act of 2009 which we refer to as the Act, into law. As a result of the Act, we have applied and will continue, as long as available, to apply for subsidized financing under the Act or other governmental subsidized funds in many of the states where we operate. During the six months ended June 30, 2010, we received 1.2 million related to applications filed in 2009. In addition, we were awarded approximately $9.9 million in low-interest financing from the Pennsylvania Infrastructure Investment Authority (PENNVEST). These PENNVEST awards will be used to fund a portion of the Rock Run water treatment plant upgrade, which is expected to begin in the summer of 2010. Also as a result of the Act, we have been awarded $4.8 million in grant monies. To date we have drawn down $2.0 million, leaving $2.8 million to be drawn in the future.

Cash Flows from Operating Activities

Cash flows from operating activities primarily result from the sale of water and wastewater services and, due to the seasonality of operations, are weighted toward the third quarter of each fiscal year. Our future cash flows from operating activities will be affected by economic utility regulation; infrastructure investment; inflation; compliance with environmental, health and safety standards; production costs; customer growth; declining per customer usage of water; and weather and seasonality.

Cash flows from operating activities have been a reliable, steady source of cash funding, sufficient to meet operating requirements, our dividend payments and a portion of our capital expenditures requirements. We will seek access to debt and equity capital markets to meet the balance of our capital expenditure requirements as needed. There can be no assurance that we will be able to access such markets successfully on favorable terms or at all. Operating cash flows can be negatively affected by changes in our rate regulatory environments or changes in our customers economic outlook and ability to pay for service in a timely manner. We can provide no assurance that our customers historical payment pattern will continue in the future. Cash flows from operating activities for the six months ended June 30, 2010 were $297.5 million compared to $228.7 million for the six months ended June 30, 2009.

The following table provides a summary of the major items affecting our cash flows from operating activities for the six months ended June 30, 2010 and 2009:

	For the six months ended June 30,	
	2010	2009
	(In thousands)	
Net income (loss)	$ 103,559	$ (361,090)
Add (subtract):		
Non-cash operating activities (1)	295,016	707,983
Changes in working capital (2)	(40,707)	(63,167)
Pension and postretirement healthcare contributions	(60,359)	(55,018)
Net cash flows provided by operations	$ 297,509	$ 228,708

(1) Includes (gain) loss on sale of businesses, depreciation and amortization, impairment charges, removal costs net of salvage, provision for deferred income taxes, amortization of deferred investment tax credits, provision for losses on utility accounts receivable, allowance for other funds used during construction, (gain) loss on sale of assets, deferred regulatory costs, amortization of deferred charges and other non-cash items, net, less pension and postretirement healthcare contributions.

(2) Changes in working capital include changes to accounts receivable and unbilled utility revenue, taxes receivable (including federal income), other current assets, accounts payable, taxes accrued (including federal income), interest accrued and other current liabilities.

The increase in cash flows from operations for the six months ended June 30, 2010 compared to the same period in 2009 is primarily due to an increase in revenues as well as changes in working capital.

For the six months ended June 30, 2010 and 2009, we made pension and postretirement benefit contributions to the plan trusts amounting to $60.4 million and $55.0 million, respectively. We currently expect to make additional pension contributions of $55.6 million and additional

postretirement benefit contributions of $19.4 million for the remainder of 2010.

On July 29, 2010, our California regulated subsidiary received commission approval of a resolution on an advice letter, filed earlier in 2010, which requested recovery of a $3.5 million payment made to the California Department of Fish and Game on behalf of the National Oceanic and Atmospheric Administration. The final resolution granted the recovery of the payment plus interest through a volumetric-based surcharge over a period of eighteen months commencing August 1, 2010 from certain customers in the Monterey district.

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Currently, we are in the process of renegotiating our national benefits agreement with most of the labor unions representing employees in our Regulated Businesses. The current agreement expired on July 31, 2010, however negotiations are scheduled to continue into August. We maintain good relations with our unionized workforce and at this time have no reason to believe that this contract will not be finalized over the coming months. However, management has developed contingency plans that will be implemented as necessary if a work stoppage or strike does occur. Management does not expect that such a work stoppage or strike would have a material adverse impact on our results of operations, financial position or cash flows of the Company.

Cash Flows from Investing Activities

Cash flows used in investing activities were as follows for the periods indicated:

	For the six months ended June 30,	
	2010	2009
	(In thousands)	
Net capital expenditures	$ (327,279)	$ (400,174)
Other investing activities, net (1)	(3,947)	43,069
Net cash flows used in investing activities	$ (331,226)	$ (357,105)

(1) Includes allowances for other funds used during construction, acquisitions, proceeds from the sale of assets and securities, proceeds from the sale of discontinued operations, removal costs from property, plant and equipment retirements, receivables from affiliates, restricted funds and investment in equity investee.

Cash flows used in investing activities for the six months ended June 30, 2010 and 2009 were $331.2 million and $357.1 million, respectively. Capital expenditures decreased $72.9 million to $327.3 million for the six months ended June 30, 2010 from $400.2 million for the six months ended June 30, 2009 as a result of delayed construction in 2010 due to the severe weather conditions in certain states in which we operate as well as a decrease in water treatment plant expenditures as a number of facilities were under construction in 2009 and had significant expenditures in the first six months of 2009. We estimate that Company-funded capital investment will be approximately $800 million to $1 billion in 2010. Based on current projections for the remainder of 2010, we believe we will be at the lower end of this range. We intend to invest capital prudently to provide essential services to our regulated customer base, while working with regulators in the various states in which we operate to have the opportunity to earn an appropriate rate of return on our investment and a return of our investment.

The change in Other investing activities in 2010 is the result of the change in the net restricted funds released attributable primarily to the drawdown of the restricted funds associated with the construction of the Kentucky Water project.

Our infrastructure investment plan consists of both infrastructure renewal programs, where we replace infrastructure as needed; and major capital investment projects, where we construct new water and wastewater treatment and delivery facilities to meet new customer growth and water quality regulations. An integral aspect of our strategy is to seek growth through tuck-ins and other acquisitions which are complementary to our existing business and support the continued geographical diversification and growth of our operations. Generally, acquisitions are funded initially with short-term debt and later refinanced with the proceeds from long-term debt or equity offerings.

Our projected capital expenditures and other investments are subject to periodic review and revision to reflect changes in economic conditions and other factors.

On April 25, 2008, the Kentucky Public Service Commission approved Kentucky American Water s application for a certificate of convenience and necessity to construct a 20.0 million gallon per day treatment plant on the Kentucky River and a 30.6 mile pipeline to meet Central Kentucky s water supply deficit. Through December 31, 2009, total construction costs amounted to $132.6 million. Included in 2010 are planned capital expenditures of approximately $30 million associated with the construction of the new plant. The Kentucky project is expected to be completed by the fourth quarter of 2010 with an estimated total cost of $162 million.

With respect to our New Jersey subsidiary s agreement with the City of Trenton, New Jersey (the City) to purchase the assets of its outside water system located in four surrounding townships, such purchase agreement was contested in litigation with a group of Trenton residents, and

ultimately put to a voter referendum. The resulting outcome of the referendum was that the City retained the ownership of the water system and as a result the agreement to purchase the assets terminated. The $10.1 million escrow deposit, plus accrued interest was returned to us on June 30, 2010. All costs associated with this initiative were expensed as incurred.

During 2009, we embarked on a study to assess existing internal capabilities to satisfy customer and other stakeholder expectations. The study included a review of available technology options which could enhance and automate processes, as appropriate, to improve customer service and more efficiently comply with regulatory requirements. The evaluation was designed to identify the investments necessary to replace, upgrade, enhance and/or redesign specific business processes and applicable system components. Based on the work performed to date, we have decided to undertake an initiative to enhance processes and upgrade antiquated systems in order to generate efficiencies and provide more cost effective service to our customers.

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In the second quarter of 2010, we completed our evaluation of appropriate software solutions and in May 2010, selected SAP AG for our three enterprise-wide systems. Additionally, we have begun the process of selecting a suitable systems integrator and expect a final decision during the second half of 2010. Also, during 2010, we expect to develop our strategy to transfer existing data to new system applications as well as start the system analysis, design and roadmap.

Current estimates indicate that expenditures for the program could total as much as $280 million and span a period of approximately five years. Capital expenditures associated with this initiative are included in the $800 million to $1 billion capital investment spending outlined above.

In addition to the capital expenditures above, we have closed on four acquisitions in the six months of 2010. During the first quarter of 2010, our Pennsylvania subsidiary closed on an acquisition of a regulated water system for an aggregate purchase price of $0.5 million. This acquisition added approximately 500 water customers. During the second quarter of 2010, our Pennsylvania subsidiary acquired the assets of a water system, our Indiana subsidiary acquired a water system and our Missouri subsidiary closed on an acquisition of a regulated wastewater system. The aggregate purchase price for these systems was approximately $1.1 million and will add approximately 600 water and 50 wastewater customers.

Our investing activities could require considerable capital resources which we have generated through operations and attained through financing activities. We can provide no assurance that the resources will be sufficient to meet our expected investment needs and may be required to delay or reevaluate our investment plans.

Cash Flows from Financing Activities

Our financing activities, whose primary purpose is to fund capital expenditures, include the issuance of long-term and short-term debt, primarily through our wholly-owned financing subsidiary, AWCC. We intend to access the capital markets on a regular basis, subject to market conditions. In addition, new infrastructure may be financed with customer advances and contributions for construction (net of refunds).

The following long-term debt was issued in the first six months of 2010:

Company	Type	Interest Rate	Maturity		Amount (In thousands)
American Water Capital Corp.	Private activity bonds and government funded debt fixed rate	5.38%	2040	a	$ 26,000
American Water Capital Corp.	Private activity bonds and government funded debt fixed rate	5.25%	2040	b	25,000
Other subsidiaries	Private activity fixed rate	0.00%-2.31%	2021-2030	c	1,193
Total issuances					$ 52,193

Note: Private activity type defined as private activity bonds and government funded debt.

(a) On June 24, 2010, AWCC closed an offering of $26 million in tax-exempt water facility revenue bonds issued by Owen County, Kentucky. The bonds have a coupon of 5.38% with a maturity of 2040 and a 10-year call option. The proceeds from the bond offering will be used to repay short-term debt related to the construction of the water treatment and transmission facility located in Owen County, Kentucky, as well as to pay remaining costs of acquisition, construction, installation and equipping of the water treatment and transmission facility.

(b) On May 27, 2010, AWCC closed an offering of $25 million in tax-exempt water facility revenue bonds issued by the Illinois Finance Authority. The bonds have a coupon of 5.25% with a maturity of 2040 and a 10-year call option. The proceeds from the bond offering will be used to fund water facility projects in Champaign, Livingston, Logan, Madison, Peoria, and St. Clair counties in Illinois.

(c) Proceeds received from various financing/development authorities. The proceeds will be used to fund certain projects

The following long-term debt was retired through optional redemption, sinking fund provisions or payment at maturity during the first six months of 2010:

Company	Type	Interest Rate	Maturity	Amount (In thousands)
American Water Capital Corp.	Senior notes-fixed rate	6.87%	2011	$ 28,000
Other subsidiaries	Mortgage bonds-fixed rate	7.86%-8.98%	2010-2011	10,186

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Company	Type	Interest Rate	Maturity	Amount (In thousands)
Other subsidiaries	Private activity-fixed rate and government funded debt	0.00% - 5.90%	2010-2034	4,112
Other subsidiaries	Mandatory redeemable preferred stock	4.75% - 5.75%	2017-2019	6
Other	Capital leases & other			379
Total retirements & redemptions				$ 42,683

As previously noted, on July 9, 2010, our New Jersey regulated subsidiary closed on a refunding of four outstanding bond issues totaling $150 million. The new bonds have coupon rates of 5.60%, 5.10% and 4.45% and mature in 2034, 2023 and 2023, respectively. Estimated annual interest expense savings of $1.2 million is expected as a result of this refunding.

In July 2010, we entered into an interest rate swap agreement with a notional amount of $100.0 million. This interest rate swap agreement effectively converted the interest on $100.0 million of outstanding 6.085% fixed rate debt maturing 2017 to a variable rate of six-month LIBOR plus 3.422%. This interest rate swap agreement was designated as a fair value hedge in accordance with authoritative accounting guidance. Subject to market conditions at the time, we would consider entering into additional agreements of this nature in the foreseeable future.

From time to time and as market conditions warrant, we may engage in long-term debt retirements via tender offers, open market repurchases or other viable alternatives to strengthen our balance sheets.

Credit Facilities and Short-Term Debt

The components of short-term debt were as follows:

	June 30, 2010 (In thousands)
Commercial paper, net	$ 234,423
Bank overdraft	31,384
Total short-term debt	$ 265,807

At June 30, 2010, AWCC had the following sub-limits and available capacity under the revolving credit facility and indicated amounts of outstanding commercial paper.

	Credit Facility Commitment (In thousands)	Available Credit Facility Capacity (In thousands)	Letter of Credit Sublimit (In thousands)	Available Letter of Credit Capacity (In thousands)	Outstanding Commercial Paper (Net of Discount) (In thousands)	Credit Line Borrowings (In thousands)
June 30, 2010	$ 850,000	$ 807,453	$ 150,000	$ 107,453	$ 234,423	$

Interest rates on advances under the revolving credit facility are based on either prime or LIBOR plus an applicable margin based upon our credit ratings, as well as total outstanding amounts under the agreement at the time of the borrowing. The current spread over LIBOR is 22.5 basis points and the maximum spread over LIBOR is 55 basis points.

The weighted average interest rate on short-term borrowings for the six months ended June 30, 2010 was approximately 0.40% compared to 0.92% for the six months ended June 30, 2009.

AWCC has entered into a $10.0 million committed revolving line of credit with PNC Bank, N.A which expires on December 31, 2010 unless extended. This line is used primarily for short-term working capital needs. Interest rates on advances under this line of credit are based on one month LIBOR plus 175 basis points. In addition, there is a fee of 25 basis points charged quarterly on the portion of the commitment that is undrawn. As of July 30, 2010, we had no outstanding borrowings under this revolving line of credit. If this line of credit were not extended

beyond its current maturity date of December 31, 2010, AWCC would continue to have access to its $840.0 million unsecured revolving credit facility described below.

AWCC, our finance subsidiary, entered into an $840.0 million senior unsecured credit facility syndicated among a group of 11 banks with JPMorgan Chase Bank, N.A. acting as administrative agent.

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Bank	Commitment Amount Through September 15, 2012	Commitment Amount Through September 15, 2013
	(In thousands)	
JPMorgan Chase Bank, N.A.	$ 115,000	$
Citibank, N.A.	115,000	115,000
Citizens Bank of Pennsylvania	80,000	80,000
Credit Suisse	80,000	80,000
William Street Commitment Corporation	80,000	80,000
Merrill Lynch Bank USA	80,000	80,000
Morgan Stanley Bank	80,000	80,000
UBS Loan Finance LLC	80,000	80,000
National City Bank	50,000	50,000
PNC Bank, National Association	40,000	40,000
The Bank of New York Mellon	40,000	
	$ 840,000	$ 685,000

If any lender defaults in its obligation to fund advances, the Company may request the other lenders to assume the defaulting lender s commitment or replace such defaulting lender by designating an assignee willing to assume the commitment, however the remaining lenders have no obligation to assume a defaulting lender s commitment and we can provide no assurances that we will replace a defaulting lender. As of July 31, 2010, AWCC had no outstanding borrowings under its lines of credit, $42.8 million of outstanding letters of credit under this credit facility and $187.3 million of commercial paper outstanding.

Capital Structure

Our capital structure was as follows:

	At June 30, 2010	At December 31, 2009
Common stockholder equity and preferred stock without mandatory redemption rights	42%	42%
Long-term debt and redeemable preferred stock at redemption value	55%	56%
Short-term debt and current portion of long-term debt	3%	2%
	100%	100%

Debt Covenants

Our debt agreements contain financial and non-financial covenants. To the extent that we are not in compliance, we or our subsidiaries may be restricted in our ability to pay dividends, issue debt or access our revolving credit lines. We were in compliance with our covenants as of June 30, 2010. However our California and Ohio subsidiaries did not meet the interest coverage test of at least 1.5x for the twelve months ended June 30, 2010 under the mortgage indenture and therefore they would be unable to issue new secured debt. Our failure to comply with restrictive covenants under our credit facilities could trigger repayment obligations. Long-term debt indentures contain a number of covenants that, among other things, limit, subject to certain exceptions, the Company from issuing debt secured by the Company s assets.

The revolving credit facility requires us to maintain a ratio of consolidated debt to consolidated capitalization of not more than 0.70 to 1.00. As of June 30, 2010, our ratio was 0.58 and therefore we were in compliance with the ratio.

Security Ratings

Our access to the capital markets, including the commercial paper market, and respective financing costs in those markets depend on the securities ratings of the entity that is accessing the capital markets. We primarily access the capital markets, including the commercial paper

market, through AWCC. However, we do issue debt at our regulated subsidiaries, primarily in the form of tax exempt securities, to lower our overall cost of debt. The following table shows the Company s securities ratings as of June 30, 2010:

Securities	Moody s Investors Service	Standard & Poor s Ratings Service
Senior unsecured debt	Baa2	BBB+
Commercial paper	P2	A2

Moody s rating outlook for both American Water and AWCC is stable.

On July 28, 2010, Standard & Poor s reaffirmed its ratings.

A security rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the assigning rating agency, and each rating should be evaluated independently of any other rating. Security ratings are highly

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dependent upon our ability to generate cash flows in an amount sufficient to service our debt and meet our investment plans. We can provide no assurances that our ability to generate cash flow is sufficient to maintain our existing ratings. None of our borrowings are subject to default or prepayment as a result of the downgrading of these security ratings, although such a downgrading could increase fees and interest charges under our credit facilities.

As part of the normal course of business, we routinely enter into contracts for the purchase and sale of water, energy, fuels and other services. These contracts either contain express provisions or otherwise permit us and our counterparties to demand adequate assurance of future performance when there are reasonable grounds for doing so. In accordance with the contracts and applicable contract law, if we are downgraded by a credit rating agency, especially if such downgrade is to a level below investment grade, it is possible that a counterparty would attempt to rely on such a downgrade as a basis for making a demand for adequate assurance of future performance. Depending on the Company s net position with a counterparty, the demand could be for the posting of collateral. In the absence of expressly agreed provisions that specify the collateral that must be provided, the obligation to supply the collateral requested will be a function of the facts and circumstances of the Company s situation at the time of the demand. If we can reasonably claim that we are willing and financially able to perform our obligations, it may be possible to argue successfully that no collateral should be posted or that only an amount equal to two or three months of future payments should be sufficient. We do not expect to post any collateral which will have a material adverse impact on the Company s results of operation, financial position or cash flows.

Dividends

Our board of directors has adopted a dividend policy to distribute to our stockholders a portion of our net cash provided by operating activities as regular quarterly dividends, rather than retaining that cash for other purposes. Generally, our policy is to distribute 50% to 70% of our net income annually. We expect that dividends will be paid every March, June, September and December of each fiscal year to holders of record approximately 15 days prior to the distribution date. Since the dividends on our common stock will not be cumulative, only declared dividends will be paid.

On March 1, 2010, the Company made a cash dividend payment of $0.21 per share to all common shareholders of record as of February 18, 2010, amounting to $36,679. On June 1, 2010, the Company made a cash dividend payment of $0.21 per share to all common shareholders of record as of May 18, 2010, amounting to $36,689.

In March 2009 and June 2009, the Company made a cash dividend payment of $0.20 per share to all common shareholders of record as of February 18, 2009 and May 18, 2009, respectively.

On July 30, 2010, the Company declared a quarterly cash dividend payment of $0.22 per share payable on September 1, 2010 to all shareholders of record as of August 18, 2010.

On March 23, 2010, we announced a dividend reinvestment and direct stock purchase plan which enables stockholders to reinvest cash dividends and purchase additional Company common shares without any brokerage commissions or service charges.

Current Credit Market Position

The Company believes it has sufficient liquidity should there be a disruption of the capital and credit markets. The Company funds liquidity needs for capital investment, working capital and other financial commitments through cash flows from operations, public and private debt offerings, commercial paper markets and credit facilities with $850.0 million in aggregate total commitments from a diversified group of banks. As of July 31, 2010, we had $807.2 million available to fulfill our short-term liquidity needs, to issue letters of credit and back our outstanding commercial paper. As of July 31, 2010, the Company can issue additional commercial paper of $512.7 million which is backed by the credit facilities. The Company closely monitors the financial condition of the financial institutions associated with its credit facilities.

The Company expects to have access to liquidity in the capital markets on favorable terms before the maturity dates of its current credit facilities and the Company does not expect a significant number of its lenders to default on their commitments thereunder. In addition, the Company can delay major capital investments or pursue financing from other sources to preserve liquidity, if necessary. The Company believes it can rely upon cash flows from operations to meet its obligations and fund its minimum required capital investments for an extended period of time.

Market Risk

We are exposed to market risk associated with changes in commodity prices, equity prices and interest rates. We are exposed to risks from changes in interest rates as a result of our issuance of variable and fixed rate debt and commercial paper. We manage our interest rate exposure

by limiting our variable rate exposure and by monitoring the effects of market changes in interest rates. We also have the ability to enter into financial derivative instruments, which could include instruments such as, but not limited to, interest rate swaps, swaptions, and U.S. Treasury lock agreements to manage and mitigate interest rate risk exposure. As of June 30, 2010, a hypothetical increase of interest rates by 1% associated with variable-rate debt and commercial paper would result in a $1.2 million decrease in our pre-tax earnings for the year ended December 31, 2010.

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As previously noted above, in July 2010, we entered into an interest rate swap agreement with a notional amount of $100.0 million. This agreement effectively converted the interest on $100.0 million of outstanding 6.085% fixed rate debt maturing 2017 to a variable rate of six-month LIBOR plus 3.422%. We entered into this interest rate swap to mitigate interest cost at the parent company relating to debt that was incurred by our prior owners and was not used in any manner to finance the cash needs of our subsidiaries. A hypothetical 1% increase in the interest rates associated with the interest swap agreement would result in a $0.2 million decrease in our pre-tax earnings for the year December 31, 2010. This calculation holds all other variable constant and assumes only the discussed changes in interest rates.

Our risks associated with price increases for chemicals, electricity and other commodities are reduced through contractual arrangements and the ability to recover price increases through rates. Non-performance by these commodity suppliers could have a material adverse impact on our results of operations, cash flows and financial position.

The market price of our common stock may experience fluctuations, many of which are unrelated to our operating performance. In particular, our stock price may be affected by general market movements as well as developments specifically related to the water and wastewater industry. These could include, among other things, interest rate movements, quarterly variations or changes in financial estimates by securities analysts and governmental or regulatory actions. This volatility may make it difficult for us to access the capital markets in the future through additional offerings of our common stock, regardless of our financial performance, and such difficulty may preclude us from being able to take advantage of certain business opportunities or meet business obligations.

We are exposed to credit risk through our water, wastewater and other water-related activities for both our Regulated and Non-Regulated Businesses. Our Regulated Businesses serve residential, commercial, industrial and municipal customers while our Non-Regulated Businesses engage in business activities with developers, government entities and other customers. Our primary credit risk is exposure to customer default on contractual obligations and the associated loss that may be incurred due to the nonpayment of customer accounts receivable balances. Our credit risk is managed through established credit and collection policies which are in compliance with applicable regulatory requirements and involve monitoring of customer exposure and the use of credit risk mitigation measures, such as letters of credit or prepayment arrangements. Our credit portfolio is diversified with no significant customer or industry concentrations. In addition, our Regulated Businesses are generally able to recover all prudently incurred costs including uncollectible customer accounts receivable expenses and collection costs through rates.

The Company s retirement trust assets are exposed to the market prices of fixed income and equity securities. Changes to the retirement trust asset value can impact the Company s pension and other benefits expense, funded status and future minimum funding requirements. Our risk is reduced through our ability to recover pension and other benefit costs through rates. In addition, pension and other benefits liabilities decrease as fixed income asset values decrease (fixed income yields rise) since the rate at which we discount pension and other retirement trust asset future obligations is highly correlated to fixed income yields.

We are also exposed to a potential national economic recession or further deterioration in local economic conditions in the markets in which we operate. The credit quality of our customer accounts receivable is dependent on the economy and the ability of our customers to manage through unfavorable economic cycles and other market changes. In addition, as a result of the downturn in the economy and heightened sensitivity of the impact of additional rate increases on certain customers, there can be no assurances that regulators will grant sufficient rate authorizations. Therefore our ability to fully recover operating expenses, recover our investment and provide an appropriate return on invested capital made in our Regulated Businesses may be adversely impacted.

Application of Critical Accounting Policies and Estimates

Our financial condition, results of operations and cash flows are impacted by the methods, assumptions and estimates used in the application of critical accounting policies. See Management s Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies and Estimates, in our Form 10-K for the year ended December 31, 2009 filed with the SEC for a discussion of the critical accounting policies.

Recent Accounting Pronouncements

See Part I, Item 1 Financial Statements (Unaudited) Note 2 New Accounting Pronouncements in this Quarterly Report on Form 10-Q for a discussion of new accounting standards recently adopted or pending adoption.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are subject to market risks in the normal course of business, including changes in interest rates and equity prices. For further discussion of market risks see Market Risk in Part I, Item 2 Management s Discussion and Analysis of Financial Condition and Results of Operations.

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ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

American Water Works Company, Inc. maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in its reports filed or submitted under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified in the SEC s rules and forms, and that such information is accumulated and communicated to management, including the Chief Executive Officer and the Chief Financial Officer, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

Our management, including the Chief Executive Officer and the Chief Financial Officer, conducted an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) of the Exchange Act) as of June 30, 2010 pursuant to 15d-15(e) under the Exchange Act.

Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of June 30, 2010, our disclosure controls and procedures were effective at a reasonable level of assurance. Our disclosure controls and procedures are designed to provide reasonable assurance that the information required to be disclosed by us in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the six months ended June 30, 2010, that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Previously reported under Part I, Item 3 Legal Proceedings in the Company s Form 10-K for the year ended December 31, 2009.

ITEM 1A. RISK FACTORS

In addition to the other information set forth in this report, you should carefully consider the factors discussed in the Risk Factors in the Company s Form 10-K for the year ended December 31, 2009, and our other public filings, which could materially affect our business, financial condition or future results. There have been no material changes from risk factors previously disclosed in Risk Factors in the Company s Form 10-K for the year ended December 31, 2009, other than as described below.

Derivative transactions may expose us to unexpected risk and potential losses.

We are party to certain derivative transactions, such as interest rate swap contracts, with financial institutions to hedge against the fair value of our debt. Changes in the fair value of these derivative financial instruments are not cash flow hedges and, thus, are reported in income, and accordingly could materially affect our reported income in any period. In addition, our hedging strategy may not be effective to mitigate adverse effects on our profitability during any period in which interest rates change, and the costs of this hedging strategy may exceed the benefits. Moreover, in the light of current economic uncertainty and for financial institution failures in the recent past, we may be exposed to the risk that our counterparty in a derivative transaction may be unable to perform its obligations as a result of being placed in receivership or otherwise. In the event that a counterparty to a material derivative transaction is unable to perform its obligations thereunder, we may experience material losses that could materially adversely affect our results of operations and financial condition.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None

ITEM 3. DEFAULTS UPON SENIOR SECURITIES
None

ITEM 4. [RESERVED]

ITEM 5. OTHER INFORMATION
None

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ITEM 6. EXHIBITS

Exhibit Number	Exhibit Description
*10.1	Credit Agreement, dated as of September 15, 2006, among American Water Capital Corp., the Lenders identified therein and JPMorgan Chase Bank, N.A.
*10.2	2010 Annual Incentive Plan Highlights Brochure
*10.3	American Water Works Company, Inc. 2007 Omnibus Equity Compensation Plan 2010 Form of Stock Unit Grant Agreement for Non-Employee Directors
*31.1	Certification of Donald L. Correll, President and Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act
*31.2	Certification of Ellen C. Wolf, Senior Vice President and Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act
*32.1	Certification of Donald L. Correll, President and Chief Executive Officer, pursuant to Section 906 of the Sarbanes-Oxley Act
*32.2	Certification of Ellen C. Wolf, Senior Vice President and Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act
101	The following financial statements from American Water Works Company, Inc. s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2010, filed with the Securities and Exchange Commission on August 4, 2010, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets; (ii) the Consolidated Statements of Operations: (iii) the Consolidated Statements of Cash Flows; (iv) the Consolidated Statement of Changes in Stockholders Equity; (v) the Consolidated Statements of Comprehensive Income and (vi) the Notes to Consolidated Financial Statements.

* filed herewith.

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Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

	American Water Works Company, Inc. (Registrant)
August 4, 2010 (Date)	/s/ Donald L. Correll Donald L. Correll President and Chief Executive Officer (Principal Executive Officer)
August 4, 2010 (Date)	/s/ Ellen C. Wolf Ellen C. Wolf Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)

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* filed herewith.