COMMONWEALTH OF KENTUCKY

BEFORE THE PUBLIC SERVICE COMMISSION

* * * * *

In the Matter of:

APPLICATION OF LOUISVILLE GAS AND ELECTRIC COMPANY FOR AN ORDER AUTHORIZING THE ISSUANCE OF COMMON STOCK	))))	Case No. 9151

O R D E R

On October 1, 1984, Louisville Gas and Electric Company ("LG&E") filed an application seeking authority to issue and sell to its present and future shareholders not to exceed an additional 1,000,000 shares of its authorized but unissued Common Stock, without par value, pursuant to its Automatic Dividend Reinvestment and Stock Purchase Plan. These shares are to be sold during 1985 and in subsequent years. The net proceeds from the sale of these securities will be expended principally in connection with LG&E's construction program, including the reduction of some of its outstanding short-term borrowings incurred for interim financing of its construction program.

The Commission, after consideration of the application and being advised, is of the opinion and finds that the issuance by LG&E of the above securities is for lawful objects within the corporate purposes of the utility, is necessary and appropriate for and consistent with the proper performance of its service to the public and will not impair its ability to perform that service, and is reasonably necessary and appropriate for such purposes.

IT IS THEREFORE ORDERED that LG&E be and it hereby is authorized to issue during 1985 and subsequent years up to an additional 1,000,000 shares of its Common Stock pursuant to its Automatic Dividend Reinvestment and Stock Purchase Plan at prices to be determined according to the formula set forth in the Plan.

IT IS FURTHER ORDERED that LG&E shall, within a reasonable time after each sale of Common Stock through its Automatic Dividend Reinvestment and Stock Purchase Plan, notify the Commission of the number of shares sold and the price received.

IT IS FURTHER ORDERED that the proceeds from the transactions authorized herein shall be used only for the lawful purposes as set out in the application.

Nothing contained herein shall be construed as a finding of value for any purpose or as a warranty on the part of the Commonwealth of Kentucky or any agency thereof as to the securities authorized herein.

Done at Frankfort, Kentucky, this 17th day of October, 1984.

PUBLIC SERVICE COMMISSION

Richard D. Heman Jr.
Chairman

Vice Chairman

Commissioner

ATTEST:

Acting Secretary