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December 15, 2009

RECEIVED

DEC 16 2009

PUBLIC SERVICE
COMMISSION

Jeff Derouen
Executive Director
Public Service Commission of Kentucky
211 Sower Boulevard
Frankfort, KY 40602

**Re: Louisville Gas and Electric Company
Case No. 2009-00450**

Dear Mr. Derouen:

Enclosed for filing in the above-referenced case are the original and ten copies of Certified Resolutions of Louisville Gas and Electric Company's Board of Directors.

Please do not hesitate to contact me if you have any questions or require additional information.

Very truly yours,

J. Wade Hendricks

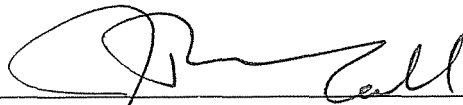
JWH/dvg
Enclosure

cc: Dennis Howard, II, Esq.
Daniel Arbough
Lonnie Bellar
Rick Lovekamp
John Fendig, Esq.
Allyson K. Sturgeon, Esq.
John Wiedmar
Don Harris

SECRETARY'S CERTIFICATE

I, John R. McCall, do hereby certify that I am a duly qualified and acting Executive Vice President, General Counsel and Corporate Secretary of Louisville Gas and Electric Company (the "Company"), a Kentucky corporation, and that as such officer, I have access to all original records of the Company and that I am authorized to make certified copies of Company records on its behalf. I further hereby certify that the attached resolutions are a true and correct copy of the resolutions of the Company approved by unanimous written consent in lieu of a meeting on December 10, 2009, and that the same have not been altered, amended or repealed.

IN WITNESS WHEREOF, I have executed this Certificate this 14th day of December, 2009.

A handwritten signature in black ink, appearing to read "John R. McCall", written over a horizontal line.

John R. McCall
Executive Vice President, General Counsel and
Corporate Secretary

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

December 10, 2009

WHEREAS, the Company desires to enter into intercompany long-term loans with Fidelia Corporation or other affiliates of E.ON North America, Inc. (collectively, "Fidelia"), of up to an additional aggregate amount of \$50 million during 2010 (the "Intercompany Loans"), and

WHEREAS, the Intercompany Loans will provide the Company with funds in connection with capital and operational expenditures for generation, distribution, and transmission including, but not limited to, capital expenditures associated with the construction of Trimble County 2.

NOW, THEREFORE, BE IT RESOLVED, that the Company is hereby authorized and directed to proceed with the Intercompany Loans as generally described in these resolutions; and

FURTHER RESOLVED, that, subject to receipt of all required regulatory approvals regarding the Intercompany Loans, the Company is authorized to enter into such loans; and

FURTHER RESOLVED, that the appropriate officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company to take such actions and to execute, deliver and file the Intercompany Loans and such other agreements and documents, and to make changes thereto, as they shall, in their discretion, deem necessary, appropriate or advisable to consummate the transactions contemplated by these resolutions, with the taking of such actions and the execution of such agreements or documents conclusively to evidence the authorization thereof by the Board of Directors; and

FURTHER RESOLVED, that the appropriate officers of the Company be, and each of them hereby is, authorized and directed to prepare, execute and deliver such applications, filings or notices to governmental, commercial or financial entities as they may deem necessary or advisable in connection with the Intercompany Loans, including but not limited to submissions to federal and state regulatory agencies; and

FURTHER RESOLVED, that all actions heretofore or hereafter taken by any officer of the Company in connection with the transactions contemplated by these resolutions be, and they hereby are, approved, ratified and confirmed in all respects.