



DUKE ENERGY CORPORATION

139 East Fourth Street  
1212 Main  
Cincinnati, OH 45201-0960  
Telephone: (513) 287-4315  
Facsimile: (513) 287-4385

Kristen Cocanougher  
Sr. Paralegal  
E-mail: [Kristen.cocanougher@duke-energy.com](mailto:Kristen.cocanougher@duke-energy.com)

**VIA OVERNIGHT DELIVERY**

February 4, 2013

Mr. Jeff Derouen  
Executive Director  
Kentucky Public Service Commission  
211 Sower Blvd  
Frankfort, KY 40601

RECEIVED

FEB 05 2013

PUBLIC SERVICE  
COMMISSION

Re: Case No. 2012-575

In the Matter of the Application of Duke Energy Kentucky, Inc. for an Order Authorizing the Issuance of Unsecured Debt and Long-Term Notes, Execution and Delivery of Long-Term Loan Agreements, and Use of Interest Rate Management Instrument

Dear Mr. Derouen:

Enclosed please find an original and twelve copies of *Duke Energy Kentucky, Inc.'s Supplemental Response to Staff-DR-01-008 of Commission Staff's First Set of Data Requests* in the above captioned case.

Please date-stamp the extra two copies of the filing and return to me in the enclosed envelope.

Sincerely,

Kristen Cocanougher

cc: Dennis Howard II (w/enclosures)

RECEIVED

FEB 05 2013

PUBLIC SERVICE  
COMMISSION

**Duke Energy Kentucky**  
**Case No. 2012-575**  
**Staff First Set Data Requests**  
**Date Received: January 10, 2013**

**STAFF-DR-01-008 SUPPLEMENTAL**

**REQUEST:**

Refer to numbered paragraph 2, page 3 of the application. Duke Kentucky states that a certified copy of its Articles of Incorporation, as amended, is on file in Case No. 2009-00202.<sup>1</sup> The record in Case No. 2009-00202 contains a copy of the May 7, 1976 Restated Articles of Incorporation of The Union Light, Heat and Power Company (“Restated Articles”). The online records of the office of the Kentucky Secretary of State reflect that the May 7, 1976 Restated Articles contain a page with a Fifth, Sixth, and Seventh Article. The page containing the Fifth, Sixth, and Seventh Article does not appear to be located in the record of Case No. 2009-00202.

- a. Confirm whether the entire Restated Articles are filed in Case No. 2009-00202.
- b. If not, provide a certified copy of the May 7, 1976 Restated Articles.

**RESPONSE:**

- a. There is an error in Case No. 2009-00202 and it does not contain the entire Articles of Incorporation.
- b. A certified copy of the May 7, 1976 Restated Articles of Incorporation are attached hereto as Attachment STAFF-DR-01-008 Supplemental.

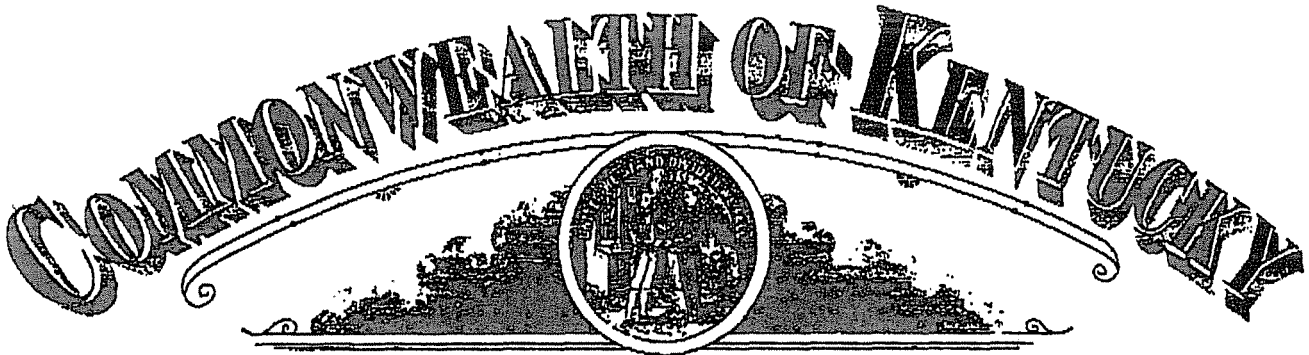
**PERSON RESPONSIBLE:** Legal

---

<sup>1</sup> Case No. 2009-00202, Application of Duke Energy Kentucky, Inc., for an Adjustment of Rates (Ky. PSC Dec 29, 2009).

Feb. 4. 2013 11:32AM KY Sec of State

No. 4890 P. 3



**Alison Lundergan Grimes  
Secretary of State**

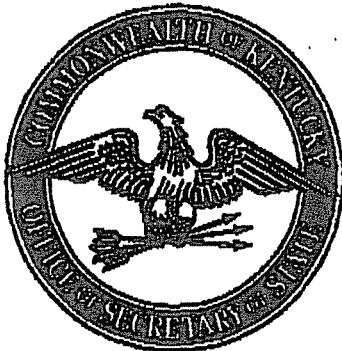
**Certificate**

I, Alison Lundergan Grimes, Secretary of State for the Commonwealth of Kentucky, do hereby certify that the foregoing writing has been carefully compared by me with the original thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF

THE UNION LIGHT, HEAT AND POWER COMPANY FILED MAY 7, 1976.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 4th day of February, 2013.



*Alison Lundergan Grimes*

Alison Lundergan Grimes  
Secretary of State  
Commonwealth of Kentucky  
mmocre/0052929 - Certificate ID: 135295

Feb. 4. 2013--11:32AM KY Sec of State

No. 4890 P. 4

# Commonwealth of Kentucky

52929

OFFICE OF  
SECRETARY OF STATE

DREXELL R. DAVIS  
*Secretary*



FRANKFORT,  
KENTUCKY

## RESTATED CERTIFICATE OF INCORPORATION OF

UNION LIGHT, HEAT & POWER COMPANY

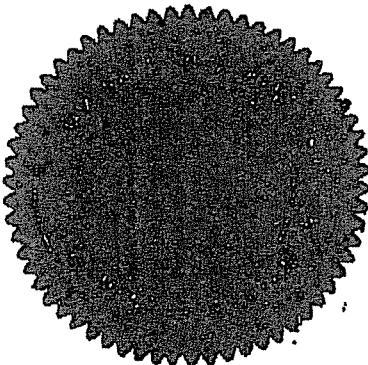
***I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, hereby certify that triplicate originals of Restated Articles of Incorporation of***

UNION LIGHT, HEAT & POWER COMPANY (COVINGTON, KENTUCKY)

***duly signed and verified pursuant to the provisions of Chapter 271A of the Kentucky Revised Statutes, have been received in this office and are found to conform to law. Therefore, as Secretary of State and by virtue of the authority vested in me by law, I hereby issue this Restated Certificate of Incorporation of***

UNION LIGHT, HEAT & POWER COMPANY (COVINGTON, KENTUCKY)

***and attach hereto one of the originals of the Restated Articles of Incorporation.***



SECRETARY OF STATE

***Given under my hand and seal of Office as Secretary of State, at Frankfort, Kentucky, this*** 7TH ***day of*** MAY ***, 1976***

*Drexell R. Davis*  
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

Feb. 4. 2013 11:32AM KY Sec of State

No. 4890 P. 5

52929

# Commonwealth of Kentucky

OFFICE OF  
SECRETARY OF STATE

DREXELL R. DAVIS  
Secretary



SECRETARY OF STATE  
FRANKFORT  
KENTUCKY  
MAY 7 1976

Commonwealth of Kentucky

## RESTATED ARTICLES OF INCORPORATION

Pursuant to the provisions of Chapter 271A of the Kentucky Revised Statutes, the undersigned corporation hereby adopts the attached Restated Articles of Incorporation as adopted by a resolution of its Board of Directors.

Except for ARTICLE FIFTH thereof (previously Section 4 of the Articles), which was amended to read as shown through the adoption of an amendatory resolution by the affirmative vote of a majority of the shareholders at the Annual Meeting held on May 5, 1976, the attached Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as heretofore amended, and supersede the original Articles of Incorporation and all amendments thereto.

Dated May 5, 1976

The Union Light, Heat and Power Company

Corporate Name

ORIGINAL COPY  
FILED

SECRETARY OF STATE OF KENTUCKY  
FRANKFORT, KENTUCKY

[Signature]  
President

MAY 7 - 1976

Drexell R. Davis  
SECRETARY OF STATE

[Signature]  
Secretary

(Verification on reverse side)

Feb. 4. 2013 11:32AM KY Sec of State

No. 4890 P. 6

SECRETARY OF STATE  
**RECEIVED**  
MAY 07 1976  
*Ch 630.00*  
Commonwealth of Kentucky

**Restated** **18810**  
**Articles of Incorporation**  
  
**of**  
  
**The Union Light, Heat and Power Company**

---

**Effective**  
**May , 1976**

Feb. 4. 2013 11:32AM KY Sec of State

No. 4890 P. 7

## **RESTATED ARTICLES OF INCORPORATION**

of

### **THE UNION LIGHT, HEAT AND POWER COMPANY**

The Union Light, Heat and Power Company, a corporation for profit, heretofore organized in the year 1901 and now existing under the laws of the Commonwealth of Kentucky, adopts, makes and files, pursuant to Kentucky Revised Statutes Section 271A.320, these Restated Articles of Incorporation to supersede and take the place of its heretofore existing Articles of Incorporation and all previously adopted Amendments thereto:

#### **ARTICLE FIRST**

The name of the corporation is The Union Light, Heat and Power Company (hereinafter referred to as the "Company").

#### **ARTICLE SECOND**

The Company commenced its existence on the Twentieth day of March, 1901, and shall have perpetual duration.

#### **ARTICLE THIRD**

The place in the Commonwealth of Kentucky where the registered office and principal place of business of the Company is located is 107 Brent Spence Square, in the City of Covington, and the County of Kenton.

#### **ARTICLE FOURTH**

The corporate purposes of the Company are as follows:

(a) The construction, operation and maintenance of works and plants for the manufacture, generation, production, purchase, delivery and sale of steam, hot water, water, electricity and of gas, both natural and artificial, and of their by-products, and for the production, delivery and sale of any other kind of light; and the furnishing, supplying and selling said electricity and natural and artificial gas, or any kind of light for lighting the streets, roads, avenues, alleys, lands, squares, public places and buildings of cities, villages, towns, districts, and counties; and, also furnishing, supplying and selling said steam, hot water, water, and

Feb. 4. 2013 11:33AM KY Sec of State

No. 4890 P. 8

electricity, and natural and artificial gas, or any kind of light to said cities, villages, towns, districts, and counties, and to the inhabitants thereof, for light, heat, water and power purposes, and for all other purposes for which steam, hot water, water, electricity and natural and artificial gas, or any kind of light, may be used; and to enable it to carry out said purposes, the Company is authorized and empowered to construct, purchase or otherwise acquire, own, lease, operate and maintain all necessary plants, buildings, pipes, wires, machinery, apparatus and appliances and other material and property, both real and personal, necessary or convenient therefor, and to lease, let, sell, or otherwise dispose of the same, or any part thereof; and to conduct, distribute and supply said steam, hot water, water, electricity and gas, or any kind of light, both natural and artificial, by means of any material, pipes, conduits, apparatus, or other devices, either on, above or under the ground;

(b) To subscribe for, or to purchase, or otherwise acquire the possession of, and sell shares of stock or bonds, or other securities of any other company or corporation, resident or non-resident of the State of Kentucky; and

(c) To do and perform all other matters and things which may be necessary or desirable to carry out any or all of said objects or purposes.

#### ARTICLE FIFTH

The capital stock of the Company shall be Fifteen Million Dollars (\$15,000,000) divided into 1,000,000 shares of the par value of Fifteen Dollars (\$15) each.

The holders of Capital Stock shall not be entitled to subscribe for or purchase or receive any part of any new or additional issue of, or any warrant, option or other right for the purchase of, stock of any class or securities convertible into stock of any class whether now or hereafter authorized and whether issued for cash, property, by way of dividends or otherwise, except as authorized by the Board of Directors.

#### ARTICLE SIXTH

The Company shall have the power to borrow money and to issue bonds, bills, promissory notes or other evidences of indebtedness and to pledge or mortgage its property, real and personal, to secure the same.

#### ARTICLE SEVENTH

The affairs of the Company shall be conducted by a Board of no fewer than five, nor more than fifteen directors, who need not be stockholders in the Company, and by the officers who may be chosen by said Board. The Board of Directors of the Company shall be chosen by the stockholders at the regular annual meeting of the Company in each year, or at such other time and place as the stockholders may designate. All directors shall continue in office until their successors are elected and have entered upon the discharge of their duties.