

**AMENDMENT NO. 1 TO
WATER PURCHASE AGREEMENT**

This Amendment No. 1 (“Amendment”), dated as of the last date of its execution, hereby amends the Water Purchase Agreement by and between HARDIN COUNTY WATER DISTRICT NO. 1 (HCWD1) and LOUISVILLE WATER COMPANY dated May 15, 2012.

In consideration of the mutual benefits contained in the Water Purchase Agreement, the receipt and sufficiency of which is hereby acknowledged, the parties agree to delete Subparagraph 5 (c) in its entirety.

All other subparagraphs of Paragraph 5 and all other terms and conditions contained in the Water Purchase Agreement shall remain in full force and effect as if fully incorporated herein. To the extent that the terms and conditions of this Amendment are in conflict with the terms and conditions of the Water Purchase Agreement, this Amendment shall control.

The Water Purchase Agreement, as amended by this Amendment No. 1, shall not be binding until it has been accepted for filing by the Kentucky Public Service Commission.

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