



139 East Fourth Street, R. 25 At II  
P.O. Box 960  
Cincinnati, Ohio 45201-0960  
Tel: 513-287-3601  
Fax: 513-287-3810  
[John.Finnigan@duke-energy.com](mailto:John.Finnigan@duke-energy.com)

**VIA OVERNIGHT DELIVERY**

January 9, 2007

Ms. Elizabeth O'Donnell  
Executive Director  
Kentucky Public Service Commission  
211 Sower Boulevard  
P.O. Box 615  
Frankfort, Kentucky 40602-0615

John J. Finnigan, Jr.  
Associate General Counsel  
**RECEIVED**

JAN 10 2007

**PUBLIC SERVICE  
COMMISSION**

Re: Application of Duke Energy Kentucky, Inc. for an Order Authorizing the Issuance of Unsecured Dept and Long-Term Notes, Execution and Delivery of Long-Term Loan Agreement, and Use of Interest Rate Management Instruments  
Case No. 2006-00563

and

Application of Duke Energy Kentucky, Inc. for an Order to Enter into up to \$25,000,000 Principal Amount of Capital Lease Obligations  
Case No. 2006-00562 ✓

Dear Ms. O'Donnell:

When I filed the applications in the two above-referenced cases, I inadvertently omitted the articles of incorporation for Duke Energy Kentucky, Inc. Accordingly, I have enclosed two sets, each consisting of the "original" and ten copies, of these articles of incorporation. Please accept each set as "Exhibit A" to the applications in each of the above-referenced cases.

Please return a file-stamped copy of this letter in the enclosed, return-addressed envelope. Thank you for your consideration in this matter.

Sincerely,

John J. Finnigan, Jr.  
Associate General Counsel

JJF/dlg

cc: Hon. J. R. Goff (w/ enclosure)

0052929.09

twilson  
PAOA

ARTICLES OF AMENDMENT  
BY SHAREHOLDERS

Trey Grayson  
Secretary of State  
Received and Filed  
09/18/2006 12:12:41 PM  
Fee Receipt: \$40.00

Pursuant to the provisions of Chapter 271B of the Kentucky Revised Statutes, the undersigned corporation hereby amends its Articles of Incorporation, and for that purpose, submits the following statement:

1. The name of the corporation is The Union Light, Heat and Power Company.
2. On October 1, 2006 the sole shareholder of the corporation unanimously adopted the following amendment of its Articles of Incorporation:

FIRST: The name of the corporation is Duke Energy Kentucky, Inc. (hereinafter referred to as the "Company").

3. The date the amendment will be effective is October 1, 2006.

RECEIVED


JAN 10 2007

PUBLIC SERVICE  
COMMISSION

Date September 14, 2006

The Union Light Heat and Power Company

By:

  
Richard G. Beach, Assistant Secretary



**Trey Grayson**  
**Secretary of State**

**Certificate**

I, Trey Grayson, 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

RESTATED ARTICLES OF INCORPORATION OF  
THE UNION LIGHT, HEAT & POWER COMPANY FILED MAY 7, 1976;

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT FILED  
DECEMBER 27, 1983;

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT FILED  
DECEMBER 28, 1987;

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT FILED  
JULY 24, 1997.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my  
Official Seal at Frankfort, Kentucky, this 1st day of August, 2006.



*Trey Grayson*

Trey Grayson  
Secretary of State  
Commonwealth of Kentucky  
vbennett/0052929 - Certificate ID: 34761

# 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

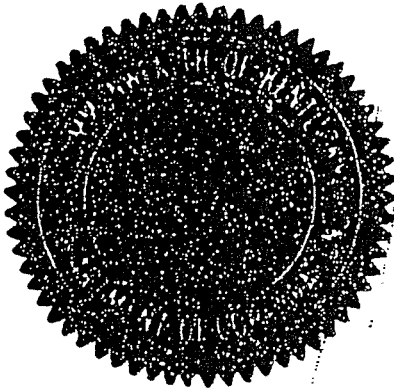
*I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, hereby certify that triplicate originals of Restated Articles of Incorporation of*

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

# Commonwealth of Kentucky

52929

OFFICE OF  
SECRETARY OF STATE

DREXELL R. DAVIS  
Secretary



FRANKFORT  
KENTUCKY

SECRETARY OF STATE  
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)

SECRETARY OF STATE  
**RECEIVED**  
MAY 07 1976  
*Ch 830.00*  
Commonwealth of Kentucky

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

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Effective  
May , 1976

## 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

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# Commonwealth of Kentucky

OFFICE OF  
SECRETARY OF STATE

Frances Jones Mills  
Secretary



FRANKFORT, KENTUCKY STATE

RECEIVED

DEC 27 1983

10.00ll

## STATEMENT OF CHANGE Commonwealth of Kentucky OF REGISTERED OFFICE OR REGISTERED AGENT 326030

Pursuant to the provisions of Kentucky Revised Statutes Chapter 271A, the undersigned corporation organized in the state of Kentucky submits the following statement for the purpose of designating its registered office and registered agent in the Commonwealth of Kentucky:

The name of the corporation The Union Light, Heat and Power Company

Address of its registered office 107 Brent Spence Square, Covington, KY 41011

Address of registered office is hereby changed to Not Applicable

Name of registered agent Jack J. Heupel

Name of registered agent is hereby changed to John T. Rasp

The address of its registered office and the address of the business of its registered agent will be identical. Such change was authorized by resolution adopted by its Board of Directors.

Dated December 19, 19 83.

(Verification on  
reverse side)

ORIGINAL COPY FILED  
SECRETARY OF STATE OF KENTUCKY  
FRANKFORT, KENTUCKY

DEC 27 1983

*Frances Jones Mills*  
SECRETARY OF STATE

The Union Light, Heat and Power Company  
CORPORATION

By *William H. Dickhoner*  
OFFICER  
William H. Dickhoner  
President  
TITLE

### INSTRUCTIONS

1. Mail to Secretary of State, Capitol Building, Frankfort, Kentucky 40601.
2. Enclose fee of \$10.00.



THE CINCINNATI GAS & ELECTRIC COMPANY



CINCINNATI, OHIO 45201

DONALD R. BLUM  
SECRETARY

December 22, 1983

SECRETARY OF STATE  
RECEIVED

DEC 27 1983

COMMONWEALTH OF KENTUCKY

Honorable Frances Jones Mills  
Secretary of State  
Commonwealth of Kentucky  
P. O. Box 1150  
Frankfort, Kentucky 40602-3493

Dear Madam:

Re: Statement of Change of Registered Agent  
KRS 271A.065

Enclosed in duplicate for filing in accordance with  
KRS 271A.065 are statements of change of registered agent for  
each of the following corporations:

The Union Light, Heat and Power Company  
Miami Power Corporation  
Tri-State Improvement Company  
YGK Inc.

Also enclosed are the respective checks for each of the  
above four (4) corporations payable to the Secretary of State in  
the amount of \$10.00 each, in remittance of the filing fee  
prescribed by KRS 271A.630.

Very truly yours,

Donald R. Blum

je

Encls.

# Commonwealth of Kentucky

OFFICE OF  
SECRETARY OF STATE

DREXELL R. DAVIS  
Secretary



FRANKFORT,  
KENTUCKY

## STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH

504843

Pursuant to the provisions of Kentucky Revised Statutes Chapter 271A, the under-  
signed corporation organized in the state of Kentucky submits the fol-  
lowing statement for the purpose of changing its registered office or registered agent  
or both in the Commonwealth of Kentucky:

The name of the corporation The Union Light, Heat and Power Company

Address of its present registered office 107 Brent Spence Square, Covington, KY 41012-0032

Address of registered office is hereby changed to Not Applicable

Name of present registered agent John T. Rasg

Name of registered agent is hereby changed to The Cincinnati Gas & Electric Company  
c/o The Union Light, Heat and Power Company

The address of its registered office and the address of the business office of its regis-  
tered agent, as changed will be identical. Such change was authorized by resolution  
adopted by its Board of Directors.

Dated December 16, 19 87

The Union Light, Heat and Power Company

By Jackson H. Randolph  
CORPORATION  
PRESIDENT OR VICE PRESIDENT ONLY  
Jackson H. Randolph  
President  
TITLE

ORIGINAL COPY  
FILED  
SECRETARY OF STATE OF KENTUCKY  
FRANKFORT, KENTUCKY

AGMT  
2017  
OK 910.00

### INSTRUCTIONS

- 1. Mail to Secretary of State, Capitol Building, Frankfort, Kentucky 40601.
- 2. Enclose fee of \$10.00. Make check payable to "Kentucky State Treasurer."
- 3. Submit in duplicate. All copies must be originally signed.
- 4. A post office box number is not acceptable unless it is accompanied by a street, highway, apartment, etc.
- 5. Registered agent must be a Kentucky resident or corporation. Registered address must be in Kentucky.



JOHN Y. BROWN III  
SECRETARY OF STATE

STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT OR BOTH

RECEIVED & FILED  
#10.00  
JUL 24 2 50 PM '97  
BY JOHN Y. BROWN III  
SECRETARY OF STATE  
COMMONWEALTH OF KENTUCKY

Pursuant to the provisions of Chapters 271B or 273 of the Kentucky Revised Statutes, the undersigned submits the following statements on behalf of the corporation which is organized in the state of KENTUCKY for the purpose of changing its registered office or registered agent or both in the Commonwealth of Kentucky:

The name of the corporation is THE UNION LIGHT, HEAT & POWER COMPANY

The complete address of the current registered office is:  
107 BRENT SPENCE SQUARE, COVINGTON, KY 41011  
Street City/State Zip

The complete address of the current registered office is hereby changed to: C/O C T CORPORATION SYSTEM  
Kentucky Home Life Building, Louisville, Kentucky 40202  
Street City/State Zip

The name of the current registered agent is:  
THE CINCINNATI GAS & ELECTRIC COMPANY

The name of the current registered agent is hereby changed to:  
C T CORPORATION SYSTEM

The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.

Dated July 14, 1997

Jerome A. Vennemann  
SIGNATURE & TITLE  
Jerome A. Vennemann, Assistant Secretary  
PRINT or TYPE NAME & TITLE

CONSENT OF NEW AGENT

I C T CORPORATION SYSTEM consent to serve as the new registered agent on behalf of this corporation.

By: Susan J. Metz  
Signature of New Agent  
Susan J. Metz  
Assistant Secretary