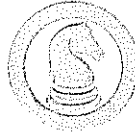


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October 14, 2008

VIA OVERNIGHT MAIL

Stephanie L. Stumbo
Executive Director
Public Service Commission of Kentucky
211 Sower Boulevard
Frankfort, Kentucky 40602

**RE: Case No. 2008-00428 (Application of Louisville Gas and Electric Company
for an Order Authorizing the Issuance of Securities and the Assumption of
Obligations)**

Dear Ms. Stumbo:

Enclosed for filing in the above referenced case, please find an original and ten copies of Louisville Gas and Electric Company's Board of Directors Resolutions in connection with the proposed intercompany loans that are the subject of the above matter.

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

Very truly yours,

J. Wade Hendricks

JWH/dvg
Enclosures

cc:

Daniel Arbough
Lonnie Bellar
Rick Lovekamp
Allyson Sturgeon, Esq.
Don Harris
John Wiedmar

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SECRETARY'S CERTIFICATE

I, John R. McCall, certify that I am Executive Vice President, General Counsel and Corporate Secretary of Louisville Gas and Electric Company, a Kentucky corporation (the "Company"); that I am one of the officers of the Company authorized to make certified copies of the corporate records; and as Corporate Secretary, I have access to all original records of the Company. I do hereby certify that attached hereto are resolutions of the Board of Directors of the Company adopted by unanimous written consent in lieu of a meeting October 8, 2008, and that the same are in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have signed this Certificate this 14 day of October, 2008.



John R. McCall
Corporate Secretary

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT**

October 9, 2008

APPROVAL OF 2008-2009 INTERCOMPANY LOAN FACILITIES

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 \$100 million during the remainder of 2008 and 2009 (the "Intercompany Loans"), and

WHEREAS, the Company has previously received authority for certain aggregate intercompany loan amounts for 2008, which approvals remain effective and shall continue in effect; and

WHEREAS, the Intercompany Loans will provide the Company with funds in connection with capital and operational expenditures for generation, distribution, and transmission including capital expenditures associated with the construction of Trimble County 2, and for budgeted contributions to the Company's qualified pension plans.

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.