

**HAZELRIGG & COX, LLP**  
ATTORNEYS AT LAW  
415 WEST MAIN STREET, SUITE 1  
P.O. Box 676  
FRANKFORT, KENTUCKY 40602-0676

JOHN B. BAUGHMAN  
ROBERT C. MOORE  
CLAYTON B. PATRICK  
SQUIRE N. WILLIAMS III

2009-00221

DYKE L. HAZELRIGG (1881-1970)  
LOUIS COX (1907-1971)  
FAX: (502) 875-7158  
TELEPHONE: (502) 227-2271

June 15, 2009

RECEIVED

JUN 16 2009

PUBLIC SERVICE  
COMMISSION

Mr. Jeff R. Derouen, Executive Director  
Kentucky Public Service Commission  
211 Sower Boulevard  
P. O. Box 615  
Frankfort, Kentucky 40602-0615

Re: Bullitt Utilities, Inc.- Formal Application for Tariff Revisions  
and to increase certain non-recurring charges

Dear Executive Director Derouen:

Bullitt Utilities, Inc. hereby submits its Application to revise tariff language to include the below listed non-recurring charges for the sewer utility owned by Bullitt Utilities, Inc.. The non-recurring charge cost justifications for the following items and the proposed new Tariff have been enclosed as Attachments A and B, respectively.

- 1) Bad check fee;
- 2) Administrative and transportation fee where lawsuit filed;
- 3) Termination of service charge; and,
- 4) Reconnection of service charge.

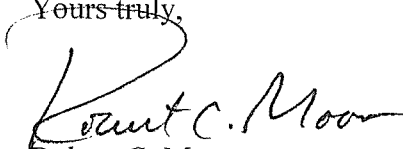
Bullitt Utilities, Inc. is requesting the approval of the non-recurring charges, because the increased costs attributable to these non-recurring charges can not be absorbed by the Utility. The customers affected by these increases will be the customers that caused the Utility to incur these additional expenses. Bullitt Utilities, Inc. does not believe that the additional revenue generated from the proposed tariff revisions will exceed by five percent (5%) the total revenues provided by all miscellaneous and non-recurring charges for a recent twelve (12) month period.

The proposed revisions to the tariff could not have previously been made by Bullitt Utilities, Inc. because the issues have arisen since general economic conditions within the state have worsened. The Utility is currently experiencing more late payments and delinquencies due to the difficult economic conditions. The proposed revisions need to be made at this time so that only the customers causing the Utility to incur the increased expenses will pay for same, and these additional expenses will not cause harm to the other customers of the Utility or to the Utility.

Mr. Jeff F. Derouen  
June 15, 2009  
Page Two

The Utility has previously filed income statements and balance sheets with the Public Service Commission. These income statements and balance sheets are currently on file with the Commission. Pursuant to 807 KAR 5:011, Section 8 and KRS 278.185, each customer of the Utility was provided with notice of the proposed changes to the tariff and certain non-recurring charges by mail. A copy of the notice provided to the customers has been enclosed as Attachment C. A copy of the Articles of Incorporation of Bullitt Utilities, Inc. is attached as Attachment D.

A copy of this Application and related filings has been sent to the Office of the Attorney General, State Capitol Building, Suite 118, Frankfort, Kentucky 40601.

Yours truly,  
  
Robert C. Moore

RCM/neb  
Enclosure

ATTACHMENT A

FOR Hunters Hollow Subdivision  
Community, Town or City

P.S.C. KY. NO. 1

**Revised** SHEET NO. 5

CANCELLING P.S.C. KY. NO. 1

**Original** SHEET NO. 5

Bullitt Utilities, Inc.  
(Name of Utility)

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CONTENTS

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DEPOSITS

The Utility may require from any customer or applicant for service a cash deposit or other guaranty to secure payment of bills not to exceed two-twelfths (2/12) of the estimated annual bill of such customer. Interest at the rate of six percent (6%) per annum will be paid on deposits so required, accruing from the date of deposit.

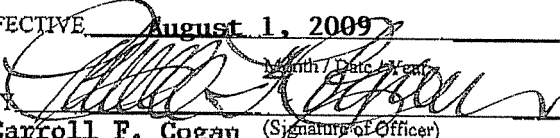
DISCONTINUANCE OF SERVICE BY UTILITY

The Utility may refuse or discontinue service to an applicant or customer, after proper notice, for failure to comply with its rules and regulations or state and municipal rules and regulations, when a customer or applicant refuses or neglects to provide reasonable access to the premises, for fraudulent or illegal use of service, or for nonpayment of bills. If discontinuance is for nonpayment of bills, the customer shall be given at least forty-eight (48) hours written notice, separate from the original bill, and cut-off shall be effected not less than twenty (20) days after the mailing date of the original bill unless, prior to discontinuance, a residential customer presents to the Utility a written certificate, signed by a physician, registered nurse, or public health officer, that such discontinuance will aggravate an existing illness or infirmity on the affected premises, in which case discontinuance may not be effected until the affected resident can make other living arrangements or until not less than ten (10) days elapse from the date of the Utility's notification. When a dangerous condition is found to exist on the customer's or applicant's premises, the service shall be cut off without notice or refused, provided that the utility notify the customer or applicant immediately of the reasons for the discontinuance or refusal and the corrective action to be taken before service can be restored.

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DATE OF ISSUE June 16, 2009  
Month / Date / Year

DATE EFFECTIVE August 1, 2009  
Month / Date / Year

ISSUED BY   
Carroll F. Cogau (Signature of Officer)

TITLE President, Bullitt Hills, Inc.

BY AUTHORITY OF ORDER OF THE PUBLIC SERVICE COMMISSION  
IN CASE NO. \_\_\_\_\_ DATED \_\_\_\_\_

FOR Hunters Hollow Subdivision  
Community, Town or City

P.S.C. KY. NO. 1

**Revised** SHEET NO. 6

CANCELLING P.S.C. KY. NO. 1

SHEET NO. \_\_\_\_\_

**Bullitt Utilities, Inc.**  
(Name of Utility)

RATES AND CHARGES

RE-ESTABLISHING SERVICE:

~~Re-connecting service, once discontinued, to be at customer's expense plus deposits and guaranty as provided herein.~~

1. Bullitt Hills adopts all applicable Commission regulations for all instances not covered by the regulations of the company.
2. Late payment charge: A late payment or delinquent charge of 10% of the monthly bill shall be made when the bill is not paid within twenty days from the original mailing date of the bill. The Utility shall charge a bad check fee of \$10.00 for all returned checks.
3. Deposit: Where a customer has paid a deposit and sewer service is disconnected, the deposit shall be returned to the customer upon discontinuance of service and payment of all charges owed the utility. Interest will be paid on deposits as required by KRS 278.460.
4. In the event that a complaint is filed in court to collect the amount the customer owes the Utility, the customer shall pay a \$55.20 administration and transportation fee and the Utility shall be entitled to recover from the customer the amount due plus any court costs awarded by the Court of jurisdiction.
5. Termination of service charge and reconnection of service charge: The Utility shall charge the customer a service charge not to exceed \$650.00 when the Utility terminates service by disconnecting the customer from the sewer service. The Utility shall charge the customer a service charge not to exceed \$650.00 when the Utility reconnects the customer to the sewer service. The customer shall also pay in full all amounts owed the Utility by the customer prior to reconnection.

DATE OF ISSUE June 16, 2009  
Month / Date / Year

DATE EFFECTIVE August 1, 2009  
Month / Date / Year

ISSUED BY   
Carroll Logan (Signature of Officer)

TITLE President, Bullitt Utilities, Inc.

BY AUTHORITY OF ORDER OF THE PUBLIC SERVICE COMMISSION  
IN CASE NO. \_\_\_\_\_ DATED \_\_\_\_\_

ATTACHMENT B

## NONRECURRING CHARGE COST JUSTIFICATION

Type of Charge: Bad Check Fee

1. Field Expense:

A. Materials (Itemize)

	\$ <u>          </u>
	<u>          </u>
	<u>          </u>

B. Labor (Time and Wage)

	<u>          </u>
--	-------------------

<b>Total Field Expense</b>	<b>\$ <u>          </u></b>
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2. Clerical and Office Expense

A. Supplies

	\$ <u>          </u>
--	----------------------

B. Labor

	<u>          </u>
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<b>Total Clerical and Office Expense</b>	<b>\$ <u>          </u></b>
------------------------------------------	-----------------------------

3. Miscellaneous Expense

A. Transportation

	\$ <u>          </u>
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B. Other (Itemize)

<u>Charge assessed by bank</u>	<u>\$ 10.00</u>
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<u>See Attachment</u>	<u>          </u>
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	<u>          </u>
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<b>Total Miscellaneous Expense</b>	<b>\$ <u>10.00</u></b>
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<b>Total Nonrecurring Charge Expense</b>	<b>\$ <u>10.00</u></b>
------------------------------------------	------------------------

Photocopying/Reproduction  
 Duplicate/Special statement .....\$5.00 per statement  
 Item reproduction .....\$2.50 per item  
 If check safekeeping, copies of first three items  
 per year ..... Free

Research/Checkbook balancing..... \$20.00 per hour  
 (one hour minimum)

Retirement account transfer ..... \$30.00 per transfer  
*Assessed when a direct transfer of a retirement account (IRA, Roth IRA, SEP) is made to a retirement account at a non-National City institution.*

Returned deposited item  
*Assessed when a deposited check or item is returned unpaid by the bank on which it was drawn.*

Domestic ..... \$10.00 per item  
 International ..... \$35.00 per item  
*(other bank fees and exchange rates may apply)*

Stop payment order/renewal ..... \$32.00 per item

Verification of deposit account ..... \$6.00 per request

Wire transfer  
 Incoming ..... \$11.00 per wire  
 Outgoing ..... \$17.00 per wire  
 Non-deposit customer ..... \$20.00 per wire

*Please refer to your Personal Account Agreement and other disclosures for complete product information.*

- <sup>1</sup>Limit of one free box per order.
- <sup>2</sup>Subject to credit qualification.
- <sup>3</sup>Non-National City ATM transactions are subject to fees listed under Miscellaneous Service Fees.
- <sup>4</sup>Fee varies based on previous OD/NSF activity, length of account relationship and account balances.
- <sup>5</sup>Transfers must be submitted prior to 8 p.m. Eastern Time (7 p.m. Central Time) on a business day to be posted to the receiving account effective on the same business day.

**National City**

National City own  
 National City Bank, Member FDIC  
 ©2008, National City Corporation  
 OH, KY, FL, IN, MO & IL (11, 12, 13, 15, 23) 74-0277-99 (Rev. 5/08)

# PRICING SCHEDULE

## Personal Accounts

*Service Charges and Fees for Personal Accounts*

For National City Bank locations in:

Florida, Indiana, Kentucky,  
 Missouri, Ohio

and

Illinois

*Excluding Cook, DuPage, Kane, Kendall,  
 Lake, McHenry and Will Counties*

Effective April 28, 2008

**National City**



Account Purpose: Consumer (Personal, Family, Household Purpose)

Limitations: You must deposit \$50.00 to open this account.

**Account Fees:** See account fees below. Balance Information: Your account will be a money master deposit account ("master account") which will consist of two sub-accounts, a Checking account and a money market deposit account ("MMDA"). This classification will not affect your account in any way. Each statement period, the Bank will review your master account history activity to determine that money not routinely needed to pay your debts ("Threshold Balance"). Funds will be allocated daily between your two sub-accounts by comparing the ending balance and the Threshold Balance for your master account. Funds equal to or less than your Threshold Balance will be credited to your account. All checks, debits and withdrawals will be paid from your account. If the ending balance in your account is less than that day's aggregate debit activity, a transfer will be made from available funds in your MMDA to your account. Concurrent with a sixth transfer from your MMDA in a statement period, all funds in your MMDA will be credited to your account for the remainder of that statement period. Account Fees: Your account will not be assessed a monthly service charge. The following fees apply to this account: ATM Foreign Withdrawal: \$2.00 per withdrawal; ATM/Debit Card Replacement: \$7.00 per card; Checks not Compatible with ProFit: \$0.35 per check; Customer Check Book Balancing: \$15.00 per hour (1 hour minimum); Daily Overdraft: Beginning on the first consecutive day the account shows a negative ending balance, an \$8.00 fee per day will be charged; NSF or Overdraft Item: \$35.00 per item (by check, in person withdrawal, ATM withdrawal, other electronic means, etc.); Overdraft Protection Transfer: \$9.00 per transfer; Deposit Special Handling: \$25.00 per month per account; Return Item Handling Instructions: \$10.00 per month per instruction; Hold Mail: \$10.00 per month; Statement Special Cutoff: \$5.00 per cutoff; Stop Payment: \$35.00 per item; Verbal Telephone Transfer: \$6.50 per transfer; Returned Mail: \$10.00 per month if undeliverable after 60 days; Temporary Checks: \$1.00 per check; Researched Items: \$5.00 per copy; Research: \$25.00 per hour (1 hour minimum); Redeposited Item: \$6.00 per item; Account Early Closing: \$25.00 if closed within 180 days of account opening; Return Deposited Item: \$9.00 per item; International ATM/Debit Card Transaction: 3% of Transaction; Overdraft Protection: \$30.00 annual fee (allowable on select product types only); Statement Special Handling: \$5.00 per month; Copy of POS Debit Card receipt: \$6.00 per copy; and Dormant: \$5.00 per month.

HEFCAT PRO, Vtr. A23-00-004 Csr. Harold Financial Solutions, Inc. 1998, 2008. All Rights Reserved. KY - KY - in the state of KY. TR-78783

OLD NATIONAL

Linda - hope this work - Kathy

## NONRECURRING CHARGE COST JUSTIFICATION

Type of Charge: Administrative and Transportation Fee Where Lawsuit Filed

### 1. Field Expense:

A. Materials (Itemize)

<hr/>	\$ <hr/>
<hr/>	<hr/>
<hr/>	<hr/>

B. Labor (Time and Wage)

<hr/>	<hr/>
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**Total Field Expense** \$                     

### 2. Clerical and Office Expense

A. Supplies \$                     

\* B. Labor - 2 hours @ \$20.00 per hour \$   40.00  

**Total Clerical and Office Expense** \$   40.00  

\* Review customer file and gather records concerning delinquency and amount of delinquency, confirm that service provided, forward required information to attorney, review testimony prior to trial, travel to and from Frankfort to attend trial.

### 3. Miscellaneous Expense

A. Transportation \$                     

B. Other (Itemize)

<u>Mileage 40 X .38 per mile</u>	\$ <u>  15.20  </u>
<hr/>	<hr/>
<hr/>	<hr/>

**Total Miscellaneous Expense** \$   15.20  

**Total Nonrecurring Charge Expense** \$   55.20

**NONRECURRING CHARGE COST JUSTIFICATION**

Type of Charge: Reconnection of Service Charge

1. Field Expense:

A. Materials (Itemize)

**See attached quote obtain from Murphy's** \$ \_\_\_\_\_  
**Excavating** \_\_\_\_\_  
**not to exceed \$650.00**

B. Labor (Time and Wage)

\_\_\_\_\_

**Total Field Expense** \$ \_\_\_\_\_

2. Clerical and Office Expense

A. Supplies \$ \_\_\_\_\_

\* B. Labor - 1 hour @ \$20.00 per hour \$ 20.00

**Total Clerical and Office Expense** \$ 20.00

\* Confirm payment of account in full, contact contractor, prepare and forward to contractor written confirmation of service, schedule reconnect and confirm completion of reconnect, review invoice containing reconnection charge, and payment of contractor's invoice.

3. Miscellaneous Expense

A. Transportation \$ \_\_\_\_\_

B. Other (Itemize)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Total Miscellaneous Expense** \$ \_\_\_\_\_

**Total Nonrecurring Charge Expense** \$ not to exceed \$670.00

MURPHYS EXCAVATING  
379 BROOKSVIEW CR.  
BROOKS, KY. 40109  
PHONE-9573775-MOBIL-7733526-FAX-9576185  
3-20-09

---

NON PAYMENT PROCEDURES FOR: HUNTERS HOLLOW

FOR THE EXCAVATION AT P.S.C., FOR DISCONNECTING SEWER LINE---  
DUE TO NONPAYMENT, UP TO, BUT WILL NOT EXCEED-----\$650.00

SIX HUNDRED & FIFTY DOLLARS

FOR THE EXCAVATION & RECONNECTION AT P.S.C. & SEED & STRAW:  
UP TO, BUT WILL NOT EXCEED-----\$650.00

SIX HUNDRED & FIFTY DOLLARS

THANK YOU

JOE MURPHY

**NONRECURRING CHARGE COST JUSTIFICATION**

Type of Charge: Termination of Service Charge

1. Field Expense:

A. Materials (Itemize)

See attached quote received from \$ \_\_\_\_\_  
Murphy's Excavating \_\_\_\_\_  
not to exceed \$650.00

B. Labor (Time and Wage)

\_\_\_\_\_

**Total Field Expense** \$ not to exceed \$650.00

2. Clerical and Office Expense

A. Supplies \$ \_\_\_\_\_

\* B. Labor - 1 hour @ \$20.00 \$ 20.00

**Total Clerical and Office Expense** \$ 20.00

\* Review delinquent account list, contact contractor, prepare and forward to contractor written confirmation of required service, schedule disconnect and confirm completion of disconnect, review invoice containing disconnection charge, and payment of contractor's invoice.

3. Miscellaneous Expense

A. Transportation \$ \_\_\_\_\_

B. Other (Itemize)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Total Miscellaneous Expense** \$ \_\_\_\_\_

**Total Nonrecurring Charge Expense** \$ not to exceed \$670.00

MURPHYS EXCAVATING  
379 BROOKSVIEW CR.  
BROOKS, KY. 40109  
PHONE-9573775-MOBIL-7733526-FAX-9576185  
3-20-09

---

NON PAYMENT PROCEDURES FOR: HUNTERS HOLLOW

FOR THE EXCAVATION AT P.S.C., FOR DISCONNECTING SEWER LINE---  
DUE TO NONPAYMENT, UP TO, BUT WILL NOT EXCEED-----\$650.00

SIX HUNDRED & FIFTY DOLLARS

FOR THE EXCAVATION & RECONNECTION AT P.S.C. & SEED & STRAW:  
UP TO, BUT WILL NOT EXCEED-----\$650.00

SIX HUNDRED & FIFTY DOLLARS

THANK YOU

JOE MURPHY

ATTACHMENT C

## NOTICE

Bullitt Utilities, Inc. proposes to make the following revisions to its tariff to add certain non-recurring charges. The proposed effective date for the change is July 1, 2009.

## TARIFF

### **Proposed revisions for nonrecurring charges:**

- 1) The Utility will charge a bad check fee of \$10.00 for all returned checks.
- 2) If a lawsuit is filed to collect a delinquent account, the customer shall pay a \$55.20 administration and transportation fee, in addition to any court costs awarded by the Court.
- 3) The Utility will charge a delinquent customer a service charge not to exceed \$670.00 when terminating service by disconnection.
- 4) The Utility will charge a delinquent customer a service charge not to exceed \$670.00 when reconnecting sewer service. The customer shall also pay in full all previously owed.

The tariff revisions and non-recurring charges contained in this Notice are proposed by Bullitt Utilities, Inc. However, the Public Service Commission may order tariff revisions and non-recurring charges that differ from those proposed by Bullitt Utilities, Inc. Such action may result in tariff revisions and non-recurring charges that differ from those set forth in this Notice.

Any corporation, association, body politic, or person may, by motion, within thirty (30) days after publication or mailing of notice of the proposed tariff revisions and non-recurring charges, request leave to intervene; and the motion shall be submitted to the Public Service Commission, P. O. Box 615, Frankfort, Kentucky 40602, and shall set forth the grounds for the request including the status and interest of the party.

Intervenors may obtain copies of the Application and related filings at no cost by contacting Bullitt Utilities, Inc. Bullitt Utilities, Inc. has available for inspection at its office the proposed changes to its tariff. The office is located at 1706 Bardstown Road, Louisville, Kentucky 40205.

This Notice is published pursuant to 807 KAR 5:011-Tariffs.

Bullitt Utilities, Inc.





# Accurate Mail and Data Service, Inc.

54 Sterling Road  
Louisville, KY 40220

# Invoice

Date	Invoice #
6/5/2009	3635

<b>Bill To</b>
Carroll Cogan Companies Linda Woods 1706 Bardstown Rd Louisville, Ky 40205

			Terms
Quantity	Description	Rate	Amount
	Envelope Mailer - Tariff letter Mailed: 6-4-09 Count: 674  Mailing List Used: Copy of Sewer 066 Addresses and Sewer 109 Addresses  Check database for invalid addresses and correct where possible. Inkjet bar-coded addresses onto envelope (AMDS SUPPLIES ENVELOPE) Inkjet Return Address and AMDS permit onto envelope. Print Tariff Letter (AMDS SUPPLIED LETTER) Fold Tariff Letter Insert letter into envelope Seal each envelope. Sort, Tray and Deliver to post office.	140.39	140.39
	Reimbursement for postage Standard Automation Rates (3 to 5 day average delivery time local)	134.80	134.80
I appreciate your business Thanks, Diana Eifert		<b>Balance Due</b>	\$275.19

Phone #	Fax #	E-mail
502-438-6245	502-499-2319	amds@bellsouth.net

**HAZELRIGG & COX, LLP**

ATTORNEYS AT LAW

415 WEST MAIN STREET, SUITE 1

P.O. Box 676

FRANKFORT, KENTUCKY 40602-0676

JOHN B. BAUGHMAN  
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SQUIRE N. WILLIAMS III

DYKE L. HAZELRIGG (1881-1970)  
LOUIS COX (1907-1971)

FAX: (502) 875-7158  
TELEPHONE: (502) 227-2271

May 18, 2009

Honorable Jack Conway  
Kentucky Attorney General  
Capitol Building, Suite 118  
Frankfort, Kentucky 40601

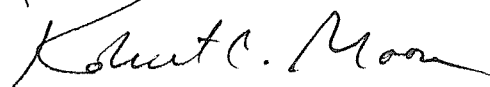
Re: Formal Application for Tariff Revisions and to add certain non-recurring charges

Dear Attorney General Conway:

Bullitt Utilities, Inc. hereby serves notice that it has filed an Application with the Public Service Commission to revise tariff language and add certain non-recurring charges. Bullitt Utilities, Inc. is not filing a case requesting a sewer rate increase at this time. The language concerning the recovery of specified non-recurring charges is being added to the tariff, as increased costs attributable to the specified non-recurring charges cannot be absorbed by the Utility. The customers affected by these increases will be the customers that caused the Utility to incur these additional expenses.

The Utility has previously filed income statements and balance sheets with the Public Service. These income statements and balance sheets are currently on file with the Commission. Pursuant to 807 KAR 5:011, Section 8 and KRS 278.185, each customer of the Utility was provided with notice of the proposed changes to the tariff and certain non-recurring charges by mail. A copy of the notice provided to the customers has been enclosed as Exhibit A.

Yours truly,



Robert C. Moore

RCM/neb  
Enclosure

ATTACHMENT D

ORIGINAL COPY  
FILED  
SECRETARY OF STATE OF KENTUCKY  
FRANKFORT, KENTUCKY

JAN 29 1976

*Draper C. Davis*  
SECRETARY OF STATE  
*SKP*

ARTICLES OF INCORPORATION  
OF  
BULLITT UTILITIES, INC.

SECRETARY OF STATE  
**RECEIVED**  
JAN 29 1976  
*CK 25*  
Commonwealth of Kentucky  
8885

ARTICLE I

The name of the corporation is Bullitt Utilities, Inc.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The purpose of purposes for which the corporation is organized shall include the transaction of any and all lawful business for which corporations may be incorporated under the Kentucky Business Corporation Act, as amended from time to time, including but not limited to, the following purposes:

To design, construct, install, purchase, improve, dismantle, repair, own, lease, hold, rent, sell, manage and operate for its own account or for the account of others and to engage in any and all activities relating to water pollution control systems of any and all types, whether now in existence or as may hereafter be developed and wheresoever situated, including but not limited to any and all types of water and waste treatment and disposal systems, environmental systems, sewage treatment systems, water and waste pumping stations, tertiary treatment systems, and any and all appurtenances thereto and equipment and accessories useful in connection therewith; and generally to deal in, as principal or agent, for its own account or for the account of others, and under contract or

otherwise, all types of water pollution control systems.

To prepare engineering studies, feasibility and other reports, engineering plans, specifications and estimates for domestic or foreign sewage and industrial waste disposal systems and all other types of water pollution control systems.

To design, construct, install, purchase, improve, repair, own, lease, hold, rent, sell, and otherwise deal in all types of new and used equipment and facilities for use in sludge and waste hauling and disposal and all types of other equipment for use in water pollution control systems for its own account and for the account of others and for use by it and sale or lease to others.

To manage, supervise and operate all types of water pollution control systems under contract or otherwise for others; to perform service, maintenance and repair work on all types of electrical and mechanical equipment relating to water pollution control systems, to render financial aid, by loans or advances to or investments in, any corporation, partnership, association, trust or other entity or person in furtherance of its water pollution control system business; and to render consulting services, advice and aid to others in the design, construction, installation, operation, repair and maintenance of water pollution control systems and all types of electrical and mechanical equipment relating thereto.

#### ARTICLE IV

The aggregate number of authorized shares which the corporation shall have authority to create and issue is One Hundred (100) shares of common stock with a par value of Ten Dollars (\$10) per share. At all meetings of shareholders each shareholder shall be entitled to one vote for each share of such common stock standing in his, her or its name on the books of the corporation.

#### ARTICLE V

The affairs of the corporation shall be managed (1) by a Board of Directors consisting of not less than three (3) nor more than seven (7) members, and (2) by a president, a secretary and a treasurer, each of whom shall be elected by the Board of Directors as may be prescribed in the by-laws, and by such other officers, assistant officers, agents and employees as (a) the Board of Directors may elect or appoint either from its number or outside of them and (b) may be chosen in such manner as may be prescribed by the by-laws.

At each election of directors, the shareholders shall (before proceeding in the election of directors) determine the number of directors within the limits fixed in the Articles of Incorporation to be elected; provided that by the affirmative vote of a majority of the entire Board of Directors at any regular or special meeting thereof the number of directors may be increased to not more than the maximum number permitted in these Articles of Incorporation until the next election of directors by the shareholders, and any directorship to be filled by reason of such an increase in the number of directors may be filled by the affirmative vote of a majority of the entire Board of Directors for a term of office continuing only until the next election of directors by the shareholders and until the successor of such

At each election of directors by the shareholders each shareholder entitled to vote at such election shall have the right to cast, in person or by proxy, as many votes in the aggregate as he shall be entitled to vote under these Articles of Incorporation, multiplied by the number of directors to be elected at such election; and each shareholder may cast the whole number of votes for one candidate or distribute such votes among two or more candidates.

The time and place at which the officers of the Corporation (other than directors) are to be elected shall be such as are fixed in the by-laws.

#### ARTICLE VI

The address of the initial registered office of the Corporation is 4141 Bardstown Road, Louisville, Jefferson County, Kentucky, 40218; and the name of its initial registered agent at such address is Carroll F. Cogan.

#### ARTICLE VII

The number of directors constituting the initial Board of Directors shall be three (3), and the names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Addresses</u>
Carroll F. Cogan	3001 Hayfield Drive Louisville, Kentucky 40205
Doris M. Cogan	3001 Hayfield Drive Louisville, Kentucky 40205
Martin G. Cogan	3001 Hayfield Drive Louisville, Kentucky 40205

#### ARTICLE VIII

The highest amount of indebtedness or liability which the Corporation may incur is unlimited.



ARTICLE IX

The private property of the shareholders shall not be subject to the payment of corporate debts to any extent.

ARTICLE X

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the fullest extent permitted under and in accordance with applicable statutory provisions.

ARTICLE XI

The power to alter, amend or repeal by-laws or adopt new by-laws, subject to repeal or change by action of the shareholders, shall be expressly vested in the Board of Directors.

ARTICLE XII

The Corporation reserves the right to amend, alter, change, add to or repeal any provisions contained in these Articles of Incorporation to the fullest extent permitted and in the manner now or hereafter prescribed by law and all rights conferred upon shareholders herein are granted subject to this reservation.


ARTICLE XIII

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Carroll E. Cogan	3001 Hayfield Drive Louisville, Kentucky 40205



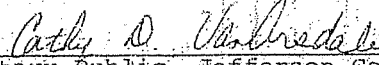
I, Carroll F. Coogan, Notary Public for the State of Kentucky, do hereby certify that the foregoing instrument was acknowledged before me this January 27<sup>th</sup>, 1976.

  
Carroll F. Coogan

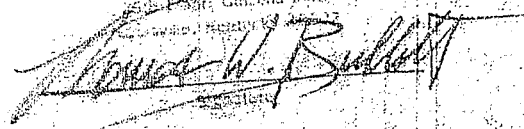
STATE OF KENTUCKY )  
                          ) SS:  
COUNTY OF JEFFERSON )

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of January, 1976, by Carroll F. Coogan.

My commission expires: Jan. 29, 1978

  
Cathy D. VanBreda  
Notary Public, Jefferson County,  
Kentucky

This instrument was prepared by Thomas W. Bullitt  
of Tarrant, Coogan & Bullitt, Attorneys  
at Law, 615 Gibson Plaza  
Louisville, Kentucky 40202

  
Thomas W. Bullitt