

LAW OFFICES

MILLER, GRIFFIN & MARKS, P.S.C.

271 WEST SHORT STREET
SECURITY TRUST BUILDING, SUITE 600
LEXINGTON, KENTUCKY 40507-1292

TELEPHONE (859) 255-6676
FAX (859) 259-1562

CARROLL M. REDFORD III
CMR@KENTUCKYLAW.COM

WWW.HORSELAW.COM
WWW.KENTUCKYLAW.COM

February 26, 2010

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PUBLIC SERVICE
COMMISSION

VIA HAND DELIVERY

Mr. Jeff Derouen, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602

RE: Case No. 2009-00548

Dear Mr. Derouen:

Enclosed for filing, please find the original and twelve (12) copies of (1) PETITION TO INTERVENE OF WAL-MART STORES EAST, LP AND SAM'S EAST, INC; and (2) MOTION FOR ADMISSION *PRO HAC VICE*. By copy of this letter, all parties listed on the Certificate of Service have been served.

Also, enclosed are extra copies of each filing. Please stamp each as "received" and return them with the messenger.

Please do not hesitate to contact me should you have questions.

Sincerely,



CARROLL M. REDFORD, III

cc: Certificate of Service

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COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

RECEIVED
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PUBLIC SERVICE
COMMISSION

In the Matter of
The Application Kentucky
Utilities Company for an
Adjustment to Base Rates

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Case No. 2009-00548

PETITION TO INTERVENE OF WAL-MART STORES EAST, LP
AND SAM'S EAST, INC.

Pursuant to K.R.S. §278.310 and 807 KAR 5:001 Section 3(8), Wal-Mart Stores East, LP and Sam's East, Inc. (collectively, "Walmart"), by its attorneys, respectfully requests that it be granted full intervenor status in the above-captioned proceeding and states in support thereof as follows:

1. Walmart is a national retailer of goods and services throughout the United States. Walmart's energy department is located at 2001 SE 10th Street, Bentonville AR 72716-0550. Walmart has the privilege of providing its retail services in the Commonwealth of Kentucky. Walmart has approximately thirty-four (34) facilities in Kentucky that are served by Kentucky Utilities Company ("KU"), employs 31,716 associates in the state, and purchases goods and services locally worth \$2,087,525,143.00. These facilities include Supercenters, discount stores, Sam's Clubs, gas stations, and Neighborhood Markets. Walmart is a large customer of KU. Walmart purchases approximately 125,000,000 kWh annually from KU. Walmart is also a leader in energy efficiency and the deployment of demand-side management technology in its facilities.

2. The matters to be decided by the Commission in this case may have a significant impact on the rates paid by Walmart for electricity. Electricity is Wal-Mart's second-biggest cost of operation in Kentucky. The attorneys authorized to represent Walmart in this proceeding are:

Holly Rachel Smith
Holly Rachel Smith, PLLC
Hitt Business Center
3803 Rectortown Road
Marshall, VA 20115
Telephone: (540) 364-0150
Email: holly@raysmithlaw.com

Carroll M. Redford, III # 84069
Miller, Griffin & Marks, P.S.C.
Security Trust Building
271 W. Short Street, Suite 600
Lexington, Kentucky, 40507
Telephone: (859) 255-6676
Email: cmr@kentuckylaw.com

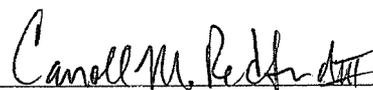
An additional copy of all filings is requested to be sent to: Steve W. Chris, Walmart Stores, Inc., 2001 SE 10th Street, Bentonville AR 72716-0550. In addition, all email correspondence should be sent to holly@raysmithlaw.com, with copies to stephen.chriss@wal-mart.com.

3) The position of Walmart, a large commercial customer invested in energy efficiency and demand-side management technology, cannot be adequately represented by any existing party in this proceeding. Walmart intends to play a constructive role in the Commission's decision-making process herein and Walmart's participation will not unduly prejudice any party. Without limiting Walmart's request for full intervenor status, Walmart can state that its focus at the time of filing this petition is on rate design and cost-of-service issues raised in this proceeding.

WHEREFORE, Walmart respectfully requests that it be granted full intervenor status in the above-captioned proceeding.

DATED: February 26, 2010

Respectfully submitted,



Carroll M. Redford, III # 84069
Miller, Griffin & Marks, P.S.C.
Security Trust Building
271 W. Short Street, Suite 600
Lexington, Kentucky, 40507
Telephone: (859) 255-6676
Email: cmr@kentuckylaw.com

Holly Rachel Smith
Pro hac vice admission requested
Holly Rachel Smith, PLLC
Hitt Business Center
3803 Rectortown Road
Marshall, VA 20115
Telephone: (540) 364-0150
Email: holly@raysmithlaw.com

Attorneys for Wal-Mart Stores East, LP and Sam's East, Inc.

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing was served by mailing a true and correct copy via electronic mail (when available) and by first-class postage prepaid mail, to all parties on this 26th day of February, 2010.

Honorable David C. Brown
Stites & Harbison
1800 Providian Center
400 West Market Street
Louisville, KY 40202

Lonnie E Bellar
E.ON U.S. LLC
220 West Main Street
Louisville, KY 40202

Lawrence W. Cook
Assistant Attorney General
Office of Attorney General Utility & Rate
1024 Capital Center Drive
Suite 200
Frankfort, KY 40601-8204

Michael L. Kurtz
Boehm, Kurtz & Lowry
36 East Seventh Street, Suite 1510
Cincinnati, OH 45212

Iris G. Skidmore
415 W. Main Street, Suite 2
Frankfort, KY 40601

Allyson K Sturgeon
Senior Corporate Attorney
E.ON U.S. LLC
220 West Main Street
Louisville, KY 40202

Gardner F. Gillespie
Dominic F. Perella
HOGAN & HARTSON LLP
555 Thirteenth Street, N.W.
Washington, D.C. 20004

Frank Chuppe
Wyatt Tarrant & Combs LLP
500 West Jefferson Street, Suite 2600
Louisville, KY 40202
fchuppe@wyattfirmi.com



Cornell M. Redford

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

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In the Matter of
The Application Kentucky
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Case No. 2009-00548

MOTION FOR ADMISSION PRO HAC VICE
OF HOLLY RACHEL SMITH

Comes now Wal-Mart Stores East, LP and Sam's East, Inc. (collectively, "Wal-Mart"), by and through counsel, and moves the Commission for entry of an Order allowing Holly Rachel Smith, Esq., of the law firm of Holly Rachel Smith, PLLC, Hitt Business Center, 3803 Rectortown Road, Marshall, VA 20115, to appear *pro hac vice* in this case.

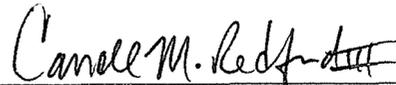
In support of this Motion, the undersigned counsel states that Ms. Smith is a member in good standing of the Bars of the Commonwealth of Pennsylvania, the District of Columbia and the Commonwealth of Virginia. In addition, she is admitted to practice before the U.S. Courts of Appeal for the District of Columbia Circuit.

In further support of this Motion, the undersigned counsel attaches a copy of the Kentucky Bar Association Out-of-State Certification Form confirming payment of the \$100.00 fee as required by SCR 3.030(2) for permission to practice in Kentucky Public Service Commission Case Number 2009-00548.

WHEREFORE, the Commission is hereby requested to enter an Order permitting Ms. Smith to appear *pro hac vice* in this case.

DATED: February 26, 2010

Respectfully submitted,



Carroll M. Redford, III #184069
Miller, Griffin & Marks, P.S.C.
Security Trust Building
271 W. Short Street, Suite 600
Lexington, Kentucky, 40507
Telephone: (859) 255-6676
Email: cmr@kentuckylaw.com

*Counsel for Wal-Mart Stores East, LP and Sam's
East, Inc.*

KENTUCKY BAR ASSOCIATION

514 WEST MAIN STREET
FRANKFORT, KENTUCKY 40601-1812
(502) 564-3795
FAX (502) 564-3225
www.kybar.org



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KENTUCKY BAR ASSOCIATION OUT-OF-STATE CERTIFICATION FORM

COURT Kentucky Public Service Commission CASE NO. 2009-00548

SCR 3.030 Membership, practice by nonmembers and classes of membership

(2) A person admitted to practice in another state, but not in this state, shall be permitted to practice a case in this state only if that attorney subjects himself or herself to the jurisdiction and rules of the court governing professional conduct, pays a per case fee of \$100.00 to the Kentucky Bar Association and engages a member of the association as co-counsel, whose presence shall be necessary at all trials and at other times when required by the court. No motion for permission to practice in any state court in this jurisdiction shall be granted without submission to the admitting court of a certification from the Kentucky Bar Association of receipt of this fee.

The Kentucky Bar Association certifies that Holly Rachel Smith has paid the per case fee of \$100.00 in the above referenced case as required in SCR 3.030(2).

A handwritten signature in cursive script, reading 'Nicole A. Key', is written over a horizontal line.

Nicole A. Key, Deputy Registrar

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing was served by mailing a true and correct copy via electronic mail (when available) and by first-class postage prepaid mail, to all parties on this 26th day of February, 2010.

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Lawrence W. Cook
Assistant Attorney General
Office of Attorney General Utility & Rate
1024 Capital Center Drive
Suite 200
Frankfort, KY 40601-8204

Michael L. Kurtz
Boehm, Kurtz & Lowry
36 East Seventh Street, Suite 1510
Cincinnati, OH 45212

Iris G. Skidmore
415 W. Main Street, Suite 2
Frankfort, KY 40601

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Senior Corporate Attorney
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Frank Chuppe
Wyatt Tarrant & Combs LLP
500 West Jefferson Street, Suite 2600
Louisville, KY 40202
fchuppe@wyattforni.com