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PUBLIC SERVICE  
COMMISSION

November 9, 2012

MR JEFF DEROUEN  
EXECUTIVE DIRECTOR  
PUBLIC SERVICE COMMISSION  
211 SOWER BLVD  
FRANKFORT KY 40602

**Re: Joint Petition - Paducah Water Works and Hendron Water District  
Case No. 2012-00156;**

Dear Mr. Derouen:

Pursuant to the order issued by the Public Service Commission dated July 2, 2012, the Commission approved the transfer of ownership of the entire water distribution facilities of the Hendron Water District, a/k/a (hereinafter referred to as the "District") to Paducah Water Works.

One of the conditions within the foregoing order was that a copy of the Order by the County Judge/Executive be filed with the Commission after such Order is issued. Such Order is enclosed in compliance with the Commission' Order.

Further, the financial and statistical report required by 807 KAR 5:006, Section 3 for calendar year 2011 and from January 1, 2012 through July 18, 2012, was previously filed with the Commission. As such, I believe the parties have fully complied with the Commission's Order of July 2, 2012.

If you should have any questions, please do not hesitate to call me at the number listed above.

Sincerely yours,

Lisa H. Emmons  
lemmons@dklaw.com

**COMMONWEALTH OF KENTUCKY  
COUNTY OF McCracken  
BEFORE THE McCracken County Judge Executive**

In the Matter of:

PETITION OF THE HENDRON WATER DISTRICT, )  
BY AND THROUGH ITS COMMISSIONERS )  
FOR AND ON BEHALF OF ITS CUSTOMERS )  
FOR THE DISCONTINUANCE OF HENDRON )  
WATER DISTRICT )

**ORDER FOR THE DISCONTINUANCE OF HENDRON WATER DISTRICT**

On or about October 1, 2012, the Hendron Water District (hereinafter referred to as the "District"), by and through its Commissioners for and in behalf of the customers of the District, petitioned the McCracken County Judge/Executive for an order discontinuing the District under KRS Chapter 74. The petition was filed pursuant to KRS 74.367.

The District is created and empowered pursuant to KRS Chapter 74. Its purpose was to operate a water distribution system and a sewer system for its customers located within the District.

On April 16, 2012, the District and the Commissioners of Water Works for the City of Paducah, Kentucky, doing business under the assumed name of Paducah Water (formerly known as Paducah Water Works (hereinafter referred to as "PW")) entered into an agreement wherein the ownership, management and operation of the District's water distribution system was

transferred and assigned by the District to PW. PW assumed such obligations and began operations on July 18, 2012. PW has the financial, technical and managerial abilities to provide reasonable service to the customers of the District in accordance with recognized and established standards and practices.

On July 2, 2012, an Order was entered by the Public Service Commission wherein the Commission found that the transfer and assignment was in fact beneficial to the customers of the District, and accordingly, approved the transfer. Such is also the finding of the McCracken County Judge/Executive.

By virtue of the foregoing Public Service Commission Order, the McCracken County Judge/Executive deems that approval has been given by the Public Service Commission for the discontinuance of the District.

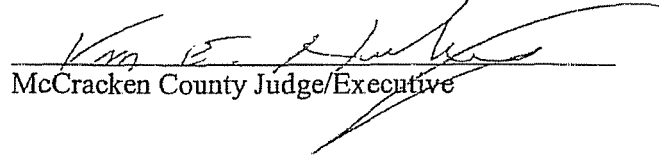
The McCracken County Judge/Executive further finds that over fifty percent (50%) of the freeholders within the District have requested, by virtue of the filing of the petition, that the District be discontinued. Pursuant to KRS 74.367 and KRS Chapter 424, notice of discontinuance was published in The Paducah Sun on October 9, 2012. Said notice provided that should any freeholder or customer of the District seek to protest the discontinuance of the District, he or she was requested to file a written protest of discontinuance with the Office of the McCracken County Judge/Executive setting forth the specific reasons for said protest. Said written protests were to be filed with the aforesaid office on or before October 23, 2012. To date, no written protests have been filed by any freeholder or customer.

It is the finding of the McCracken County Judge/Executive that since no protests have been filed, and additionally, that it is quite clear that the District serves no useful purpose, it is

not necessary to have a hearing on the petition. The McCracken County Judge/Executive finds that all statutory requirements as set forth in KRS 74.367 have been met and satisfied, and that discontinuance of the District is in the best interest of the residents of the District. Accordingly, the following order is entered:

IT IS HEREBY ORDERED that the Hendron Water District be, and it is hereby, discontinued and dissolved. It is further ordered that a copy of this order shall be forwarded to the Kentucky Public Service Commission in accordance with KRS 74.367(3).

THIS ORDER entered on this 24 day of NOVEMBER, 2012.

  
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McCracken County Judge/Executive