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September 15, 2014

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

Case No 2013-00251

Re: Amendment No. 1 to Water Purchase Agreement between Louisville Water Company and Hardin County Water District No. 1

Dear Mr. Derouen,

Louisville Water Company (LWC) and Hardin County Water District No. 1 (HCWD No. 1) entered into a Water Purchase Agreement dated May 15, 2012 and was subsequently filed with the Kentucky Public Service Commission on June 13, 2012.

Recently, LWC and HCWD No. 1 amended the terms of the Water Purchase Agreement. Enclosed please find an original and ten copies of Amendment No. 1 to Water Purchase Agreement between LWC and HCWD No. 1.

Please advise when the Water Purchase Agreement, as amended by Amendment No. 1, has been accepted for filing.

Thank you for your efforts to bring this matter to closure. If you have any questions, please call me at 502-569-0808.

Sincerely,

Barbara K. Dickens
Vice President, General Counsel and Corporate Secretary

Enclosures

cc: Ann L. Ramser, Kentucky Public Service Commission
Jim Bruce, Hardin County Water District No. 1
David Wilson, Skeeters, Bennett, Wilson & Pike
Jim Brammell, Louisville Water Company

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**AMENDMENT NO. 1 TO
WATER PURCHASE AGREEMENT**

This Amendment No. 1 ("Amendment"), dated as of the last date of its execution, hereby amends the Water Purchase Agreement by and between HARDIN COUNTY WATER DISTRICT NO. 1 (HCWD1) and LOUISVILLE WATER COMPANY dated May 15, 2012.

In consideration of the mutual benefits contained in the Water Purchase Agreement, the receipt and sufficiency of which is hereby acknowledged, the parties agree to delete Subparagraph 5 (c) in its entirety.

All other subparagraphs of Paragraph 5 and all other terms and conditions contained in the Water Purchase Agreement shall remain in full force and effect as if fully incorporated herein. To the extent that the terms and conditions of this Amendment are in conflict with the terms and conditions of the Water Purchase Agreement, this Amendment shall control.

The Water Purchase Agreement, as amended by this Amendment No. 1, shall not be binding until it has been accepted for filing by the Kentucky Public Service Commission.

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