

BEFORE THE ENERGY REGULATORY COMMISSION OF KENTUCKY

* * * * *

In the Matter of

THE APPLICATION OF KENTUCKY UTILITIES)
COMPANY FOR AN ORDER AUTHORIZING THE) CASE NO. 7878
ISSUE OF SECURITIES)

O R D E R

Kentucky Utilities Company (the Applicant) heretofore filed its duly verified Application seeking authority to issue and sell 300,000 shares of Common Stock, par value \$10 per share (the "Additional Shares"), pursuant to its Automatic Dividend Reinvestment and Stock Purchase Plan, the provisions of which are set forth in the application and exhibits thereto. The net proceeds derived by the Applicant from the sale of such Additional Shares will be applied to construction expenditures, including payment of short-term borrowings incurred for construction purposes. The matter was set for hearing at the Commission's office on the 23rd day of June, 1980, at which hearing there appeared no party of interest other than the Applicant.

The Commission, after consideration of the Application and being advised, is of the opinion and finds that the issuance and sale by the Applicant of 300,000 shares of Common Stock is for a lawful object within the corporate purposes of the utility, is necessary and appropriate for and consistent with the proper performance by the utility of its service to the public and will not impair its ability to perform that service, and is reasonably necessary and appropriate for such purposes.

IT IS THEREFORE ORDERED, that Kentucky Utilities Company be and it hereby is authorized to issue and sell 300,000 shares of Common Stock, par value \$10 per share, at the average of the closing prices of the Applicant's Common Stock reported as New York Stock Exchange - Composite Transactions for the five consecutive trading days imme-

diately preceding the applicable cash dividend payment date.

IT IS FURTHER ORDERED, that the proceeds from the sale of the securities authorized herein shall be used only for the lawful purposes as set out in the Application.

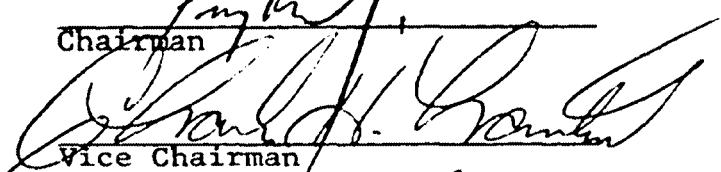
IT IS FURTHER ORDERED, that Kentucky Utilities Company shall, promptly after each dividend payment date, file with the Commission a statement setting forth the date of issuance of the shares herein authorized, the price paid therefor and all fees and expenses involved in the issuance and distribution of such shares.

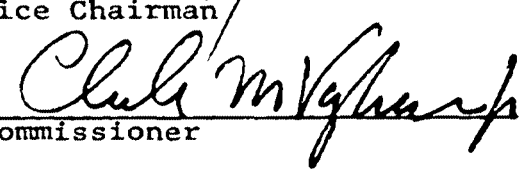
Nothing contained herein shall be construed as a finding of value for any purpose or a warranty on the part of the Commonwealth of Kentucky or any agency thereof as to the securities authorized herein.

Done at Frankfort, Kentucky, this the 10th day of July, 1980.

ENERGY REGULATORY COMMISSION


Chairman


Vice Chairman


Commissioner

ATTEST:

Secretary