

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

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In the Matter of:

APPLICATION OF EQUITABLE RESOURCES)
INC., FOR AN ORDER AUTHORIZING THE)
ISSUANCE AND SALE OF UP TO) CASE NO. 9522
\$75,000,000 OF DEBENTURES)

O R D E R

On March 7, 1986, Equitable Resources, Inc., ("Equitable") filed an application seeking authority to issue and sell from time to time up to \$75,000,000 of Debentures through a shelf registration with the Securities and Exchange Commission. Equitable would sell the Debentures in any of three ways: (1) through underwriters or dealers, (2) directly to a limited number of purchasers or to a single purchaser or (3) through agents. The proceeds would be used to refund maturing long-term debt, refinance short-term debt and finance a portion of Equitable's capital expenditures program.

The Commission, after considering the application and being advised, is of the opinion and finds that the issuance and sale from time to time of up to \$75,000,000 of Debentures, by Equitable, through a shelf registration with the Securities and Exchange Commission is for lawful objects within the corporate

purposes of Equitable, is necessary and appropriate for and consistent with the proper performance by Equitable 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. The Commission is granting approval to this financing, despite the fact that the interest rate is unknown, because the proceeds will not be used for Kentucky operations. Therefore, the financing will have no rate impact on Kentucky customers.

IT IS THEREFORE ORDERED that Equitable be and it hereby is authorized to issue and sell from time to time up to \$75,000,000 of Debentures through a shelf registration with the Securities and Exchange Commission.

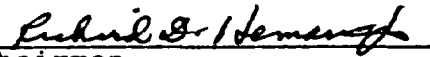
IT IS FURTHER ORDERED that Equitable shall provide the Commission with a copy of the preliminary form of the Registration Statement on Form S-3 to be filed with the Securities and Exchange Commission, the Debenture Certificate proposed to be issued, as well as a copy of the actual statement of expenses incurred in the offering.

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

Nothing contained herein shall be construed as a finding of value for any purpose or as 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 3rd day of April, 1986.

PUBLIC SERVICE COMMISSION


Chairman


Vice Chairman


Commissioner

ATTEST:

Secretary