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IN THE KENTUCKY PUBLIC SERVICE COMMISSION

IN RE: INVESTIGATION:

Case No. 2003-00433
AN ADJUSTMENT OF THE GAS AND ELECTRIC RATES
TERMS, AND CONDITIONS OF LOUISVILLE GAS AND
ELECTRIC COMPANY

and

Case No. 2003-00434
AN ADJUSTMENT OF THE ELECTRIC RATES, TERMS, AND
CONDITIONS OF KENTUCKY UTILITIES COMPANY

* * *

SWORN STATEMENT

OF

DAVID F. BOEHM

JULY 25, 2005

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8-4-05 *MA*

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I N D E X

Exhibit No. 1..... 5
 (June 29, 2005 letter to David Boehm
 from Jonathan D. Goldberg)

Exhibit No. 2..... 30
 (Sign-in sheets for May 4, 2004 and
 May 6, 2004)

A P P E A R A N C E S

SPECIAL GENERAL COUNSEL TO THE PUBLIC SERVICE
COMMISSION:

JONATHAN D. GOLDBERG
Goldberg & Simpson
3000 National City Tower
101 South Fifth Street
Louisville, Kentucky 40202

1 The sworn statement of DAVID F. BOEHM,
2 taken in the offices of the Public Service
3 Commission, 211 Sower Boulevard, Frankfort, Kentucky,
4 on Monday, the 25th day of July, 2005, at
5 approximately 10:10 a.m.

6

7

EXAMINATION

8

9

BY MR. GOLDBERG:

10

Q. Okay. Would you state your full name,
11 sir.

11

12

A. My name is David Frank Boehm,
13 B-O-E-H-M.

13

14

Q. All right, sir. And could you give me
15 your work address, please.

15

16

A. Yeah. My work address is 1510 URS
17 Center, 36 East Seventh Street, Cincinnati, Ohio,
18 45202.

17

18

19

Q. And what is your occupation, sir?

20

A. I'm an attorney at law.

21

Q. All right. And could you tell me the
22 name of your firm that you practice with?

22

23

A. The firm's name is Boehm, my name,
24 Kurtz, K-U-R-T-Z, and Lowry, L-O-W-R-Y.

24

25

Q. All right, sir. And how long have you

1 been with that firm?

2 A. Let's see. It's been 15 years now
3 with that firm, yeah, mm-hmm.

4 Q. Do you have a specialty that you
5 engage in?

6 A. Yes. I practice exclusively public
7 utility law. That is, law typically in front of a
8 public utility commission or in front of the Federal
9 Energy Regulatory Commission. And my practice is
10 limited to natural gas, electricity and a little bit
11 of water. I'm licensed in three states, Ohio,
12 Kentucky and Pennsylvania, and probably practice in,
13 oh, about nine or ten of them, including the Federal
14 Energy Regulatory Commission.

15 Q. All right, sir. Do I take it that you
16 have appeared before the Kentucky Public Service
17 Commission prior to April of 2004?

18 A. Oh, yes, probably going back to about
19 1975.

20 Q. All right, sir. I want to direct your
21 attention to rate-making cases 2003-00433, which you
22 may refer to as the Louisville Gas & Electric Company
23 rate-making case, and case No. 2003-00434, which you
24 may refer to as the Kentucky Utilities Company case.
25 I had previously on June 29th sent you a letter

1 asking you to appear today to give your statement.

2 (DEPOSITION EXHIBIT NO. 1 PREVIOUSLY
3 MARKED)

4 Q. We had -- I had introduced myself to
5 you prior to going on the record. I am Jonathan
6 Goldberg, and I have been retained by the Public
7 Service Commission to investigate whether or not
8 ex parte conduct has occurred with regard to the two
9 rate-making cases.

10 First, may I inquire who you were
11 representing with regard to the two rate-making
12 cases?

13 A. Yes. We represent an industrial group
14 by the name of the Kentucky Industrial Utility
15 Customers, or KIUC. It's a group of 36 of the
16 largest energy intensive industries in Kentucky.
17 Typically our representation would be only of those
18 members of our group that are actually served by
19 utilities whose case is in front of the commission.
20 So we were representing customers who were served by
21 Kentucky Utilities and by LG&E, and there are roughly
22 20 of those companies.

23 Q. Okay. Do you know how many would have
24 been represented or how many would have been users of
25 KU energy versus LG&E energy?

1 A. I think about nine of them for KU and
2 maybe 11 for LG&E.

3 Q. All right, sir. Do you have
4 independent recollection of when you first became
5 aware of the fact that the two rate-making cases had
6 been filed?

7 A. Oh --

8 Q. If you don't, it's okay.

9 A. Yeah, let me think. No, I don't. I
10 mean, I could guess as to how it came up, but I don't
11 specifically remember.

12 Q. Okay. The reason I am asking is we
13 are showing the first informal conference as being
14 April the 28th, 2004, and that there was a prehearing
15 conference with regard to the two rate-making cases
16 after the informal conference on May the 3rd, 2004,
17 and the beginning of proceedings on May 4, 2004, but
18 I do not have your appearance until -- on a sign-in
19 sheet until -- I'm sorry, May the 4th --

20 A. Do you mean mine versus Mike Kurtz?
21 Mike and I were both in the same case.

22 Q. I mean yours personally, sir.

23 A. Yeah, yeah.

24 Q. And you'll see on May the 4th your
25 name in printing, and then I think you'll find it

1 also on the May the 6th.

2 A. I can tell you I was aware of the case
3 certainly -- I was aware of the case before it was
4 filed. It is not uncommon for the company, as a
5 matter of courtesy, to tell us we're going to file a
6 rate case because we represent so many of their large
7 industrial customers. And I know that at least on
8 one occasion before the case was even filed, members
9 of LG&E/KU came up to our offices in Cincinnati and
10 told us as a matter of courtesy that these cases were
11 going to be filed.

12 Q. All right, sir. I take it that each
13 and every one of your clients has an interest in any
14 rate-making case because of the potential for
15 increase in their rates.

16 A. In any rate-making case involving
17 their host utility, yeah, mm-hmm.

18 Q. Fair enough. Now, do you have a
19 recollection of having appeared before the Public
20 Service Commission on May the 4th and May the 6th, as
21 indicated on the sign-in sheet?

22 A. Oh, yes, mm-hmm.

23 Q. Okay. And do you have, other than
24 those two appearances, a recollection of having come
25 to any meetings at the Public Service Commission, be

1 they hearings, informal conferences other than these
2 two?

3 A. No, I don't think so.

4 Q. All right.

5 A. There was a meeting at the AG's office
6 that my partner attended, but I -- which was prior to
7 this, yeah.

8 Q. I see. As you probably know, we are
9 going to speak to your partner also.

10 A. Sure, mm-hmm.

11 Q. And when you say your "partner,"
12 you're referring to Mr. Kurtz.

13 A. Mike Kurtz, yeah, mm-hmm.

14 Q. Okay, Michael Kurtz.

15 A. Mm-hmm.

16 Q. All right. And do I take it that the
17 two of you work interchangeably?

18 A. Yes.

19 Q. And do I take it that you did so with
20 regard to the LG&E and KU rate-making cases?

21 A. Yeah. Although they are not
22 interchangeably so much as in tandem. We usually --
23 we work on big cases together, and this was a big
24 case.

25 Q. All right, sir. Tell me generally

1 what you recollect as to the proceedings and what was
2 finally resolved in terms of was it done by
3 settlement or not.

4 A. Okay. Prior -- prior to the
5 hearings -- and this is not unusual -- there were
6 numerous conversations with parties about the
7 possibility of settling one or more issues, okay.

8 Q. Okay.

9 A. And in rate cases, as you may know,
10 there are principally two main issues, and one is the
11 level of rates that the company may or may not be
12 entitled to, that is to say how much the company
13 might get from a rate increase. On the second major
14 issue is given that the company is to get X number of
15 dollars, how is that, the responsibility for paying
16 those increases, divided up among the rate classes.

17 And typically, there are three main
18 rate classes. They're industrial, commercial and --
19 and residential. And typically in utility cases
20 there is a -- the parties explore the opportunity of
21 getting one or both of those issues settled. And
22 there may be some smaller peripheral issues, but
23 these are the main ones. And so prior to this case
24 there were conversations on what we would call
25 revenue distribution or rate structure, which is how

1 the pot would be divvied up, and very few
2 conversations that I recall in advance of what the
3 pot is actually going to be, which can sometimes be
4 the harder of the two issues. But there were
5 conversations I know between us and the company
6 alone, between the company and the AG alone on -- on
7 these issues, and principally in our case on the
8 issue of rate structure or rate design.

9 Q. Okay. What leads you to believe that
10 there were conversations between LG&E/KU and the
11 attorney general?

12 A. They told us that they'd been talking
13 to the AG.

14 Q. And the attorney general told you that
15 or LG&E/KU?

16 A. LG&E/KU.

17 Q. Okay. Do I take it that at no time
18 did you have any of these conversations with the
19 Public Service Commissioners?

20 A. No.

21 Q. And do I further take it that at no
22 time did you have any of these conversations, prior
23 to April 28th, 2004, the first informal conference,
24 with any member of the Public Service Commission
25 staff?

1 A. I don't think so.

2 Q. All right. You don't personally
3 recall?

4 A. I don't remember. I mean, it may --
5 it may have been that I've had a conversation with
6 one of the staff and they'd say, "Well, I understand
7 you've talked to the company or -- parties were
8 talking to the company. How is that going? Do you
9 think there's going to be a settlement?" But
10 substantively, no.

11 Q. All right.

12 A. No.

13 Q. Using April 28th, 2004 through the
14 settlement, which was achieved May -- or announced
15 May the 12th, 2004, do you recall conversations
16 wherein the parties participated in attempting to get
17 a settlement?

18 A. Yes.

19 Q. Okay. And explain to me how the
20 parties would be convened, as best you recall.

21 A. Yeah. Prior to -- prior to the actual
22 first day of settlement, there were a lot of
23 conversations. And as I said, Mike Kurtz will
24 probably tell you about at least one meeting he had
25 at the AG's office where the parties were there. But

1 there were numerous conversations, including in
2 particular conversations between us and the AG about
3 what the rate design would be and what the rate
4 structure would be in -- in particular. But also on
5 the -- on the issue of how much money, that is to
6 say, what the amount of the rate increase would be.
7 And several times before we came to the hearing I
8 thought and others thought that we had gotten a
9 settlement together and that we were going to be able
10 to announce that settlement to the commission when --
11 when the -- the day the hearing started.

12 The principal problem, I think, was
13 that the AG staff -- and I don't mean the AG
14 himself -- I've never spoken to General Stumbo, but
15 the AG staff who were working on the case didn't know
16 at various points in time whether their higher-ups
17 would approve the settlement.

18 Q. Are you speaking of Ms. Blackford and
19 Mr. Howard?

20 A. Right.

21 Q. Okay.

22 A. And I -- my memory is that -- that
23 just maybe the weekend before we showed up for the
24 first day of hearing we had learned once again that
25 the settlement negotiations apparently had fallen

1 apart.

2 When we arrived at the first day of
3 the hearing and we were set to go for hearing, I in
4 particular -- I stood up and told the commission that
5 I -- I thought there was a chance we could put the
6 settlement back together again, and that if the
7 commission would indulge us with a day or so, that we
8 would meet and see if that was possible, and if not,
9 we would report back to them.

10 And the commission agreed, and we
11 began then to have a large -- all the parties meet in
12 the conference rooms. And of course, those included
13 the AG and commission staff, Richard Raff, and I
14 think Isaac was there and Jeff Shaw was there. And
15 we tried to hammer out the -- a settlement again.

16 Q. Using April 28th as the day of the
17 first informal conference and May 12th as the date
18 there was resolution --

19 A. Okay.

20 Q. -- by settlement, do I take it that
21 all meetings were conducted by and with all parties?

22 A. No.

23 Q. Okay.

24 A. As is not uncommon in this case, in
25 some -- again, here we have to -- let me refine that

1 and say not all conversations were taking -- would --
2 involved all parties. And that -- that was also true
3 after we began to meet in these rooms. Various
4 parties would break out and talk in the hall about
5 "Well, what if we do it this way or what if we do it
6 that way." So not all conversations were with all
7 parties, nor were all meetings with all parties.

8 But I can say that nothing was kept
9 secret from anybody else so that if two parties got
10 together and -- and began to talk about a possible
11 solution to one of the sticking points, for instance,
12 on rate structure, at the next possible opportunity
13 everybody was informed, "Hey, what about this, what
14 if we move in this direction," you know. But these
15 things weren't conceived with -- with multiple
16 parents. There were just maybe two, and then it was
17 brought up to everybody and then it was generally
18 discussed either in or out.

19 Q. All right, sir. Going back to, again,
20 those conversations, do I take it those conversations
21 were similar to your prior conversations? They're
22 primarily between KIUC and the attorney general,
23 LG&E/KU, and let me add one more, North American
24 Stainless?

25 A. Yes, yes. North American Stainless

1 had a particular problem that was not -- that was
2 somewhat unique and distinct from -- from the KIUC
3 members in particular, but, yeah, they -- they began
4 to blend into the things.

5 Q. Okay. Other than when all parties
6 were present, did the PSC staff participate in any
7 sidebar conferences, that you have a recollection?

8 A. Not that I recall.

9 Q. Okay. Now, do I take it you have no
10 recollection of any commissioners participating in
11 any conferences?

12 A. Oh, no, none of the commissioners.

13 Q. So would it be a fair statement to say
14 that the staff only participated in those meetings
15 where all persons were present and not in any of the
16 sidebar conversations where many good ideas may or
17 may not have been forthcoming?

18 A. I think that's true with one exception
19 where we -- we spoke to one of the staff members,
20 again, very briefly out in the hallway. Everybody
21 was in the room. And at one point in time what we
22 did is we were hung up with the company on the
23 question of how much money. If you'll recall, that
24 ultimately the AG arrived at a settlement on rate
25 structure, but -- but didn't arrive at a settlement

1 on how much money.

2 And what we had said to the staff is,
3 "Look, can you give us some idea about, you know,
4 whether you think our case is a better case than the
5 company's case? Which way are you going? We need
6 some direction to try to move together."

7 Q. For settlement purposes.

8 A. I'm sorry?

9 Q. For settlement purposes.

10 A. For settlement purposes. We walked in
11 the room and then told everybody what we were going
12 to do, and that seemed to be okay with everybody.

13 Q. So if I'm understanding this
14 conversation, it was a conversation that occurred
15 with a staff member out in the hall and was
16 immediately reported --

17 A. Right.

18 Q. -- to the whole group.

19 A. Right, exactly.

20 Q. So that everybody had a sense of that
21 information.

22 A. Right.

23 Q. Okay. You have some recollection of
24 that, I sense.

25 A. Oh, very distinct, yes.

1 Q. Do you recall on what particular day
2 that conversation was?

3 A. No, I don't. Kind of ran together
4 there.

5 Q. Was that an all-day negotiation
6 hearing?

7 A. Probably, yeah. There were several of
8 those.

9 Q. Was it here?

10 A. Yeah. It was down in the conference
11 room. I forget which number conference room it is.
12 As you go off -- as you're inside the hearing room,
13 it's off to the right. There's a door behind the
14 bench there, and there's a large conference room back
15 there. And we met on multiple occasions there.

16 Q. Pretty much a full house.

17 A. Oh, yeah, yeah.

18 Q. Lots of parties?

19 A. Yeah.

20 Q. Would you say in your experience it
21 was one of the more multiparty rate-making cases you
22 had seen and participated in?

23 A. Oh, yeah. There were a lot of
24 participants, yeah.

25 Q. Okay. Other than the one conversation

1 that was immediately reported to the group, do you
2 remember any other participation with the staff?

3 A. No, I don't.

4 Q. Okay.

5 A. No.

6 Q. And do you recall who that staff
7 member was?

8 A. Yeah, it was Richard Raff, yeah.

9 Q. All right. And do you have a sense
10 after the conversation report back to the group, how
11 much time transpired before there was a settlement of
12 the matter?

13 A. Well, my memory of it is that what
14 happened is he came back -- Richard came back and
15 said, "Frankly" -- to us, "we think" -- "we think the
16 evidence favors the company's case or the
17 company's" -- wasn't their -- their litigated
18 position, but it was their last settlement offer. We
19 said -- he said, "Frankly, we think, you know, the
20 evidence is more toward that than toward your case."

21 We went and checked back with our --
22 our rate expert who's with a firm called Kennedy &
23 Associates down in Atlanta. We've used him many,
24 many years. And he had previously told us the
25 company's case was pretty clean on revenue. They

1 didn't throw in the kitchen sink and a lot of goofy
2 throwaways the way they do many times. He said it
3 was a pretty lean case. And I said, you know, "What
4 do you think?"

5 He said, "Well, you know, I can see
6 it. It's" -- "that would be a fair settlement."

7 So we came back, and as far as we were
8 concerned, we said, "We don't like it. We hoped to
9 do better than this," but we could live with that
10 number. And I think virtually everybody else signed
11 on to that. They had -- everybody had signed on to
12 the rate structure. But the AG said, "Well, we've
13 got to try this out. We'll" -- I don't know if they
14 said we'll recommend it, but they were going to take
15 it back to the AGs. And I think the next day we
16 learned that they had been told, "Stop everything,
17 you can't agree on" -- "on the money."

18 Q. All right. So using the date of May
19 the 4th and May the 6th, the two dates your name
20 appears, which date do you believe, if you can
21 determine, is the date in which this conference where
22 Mr. Raff made his statement and then went on the
23 record and made his statement occur?

24 A. If the day the settlement was
25 announced, you say was May the 12th?

1 Q. 12th, yes, sir.

2 A. Okay. And we're talking about when he
3 went on and said there was a settlement at least on
4 one of the issues and almost -- and at least a
5 majority on the other issue; is that right?

6 Q. What I'm looking for is the
7 conversation you had in the hallway --

8 A. Oh, okay.

9 Q. -- with him where he reported it to
10 the group.

11 A. Oh, I see.

12 Q. All right. As between the 4th and the
13 6th where your name appears as having been there.

14 A. At the conferences.

15 Q. Yes. What day do you believe it was?

16 A. And frankly, I thought there were more
17 than two days, but I -- it was probably more like the
18 6th.

19 Q. All right.

20 A. Yeah.

21 Q. And I'm also representing to you that
22 after the 6th there was only one more time that the
23 parties got together. That was for the announcement
24 of the settlement on the 12th.

25 A. Okay, yeah. Okay, that's possible,

1 yeah.

2 Q. Now, do you recall -- I take it you
3 have a recollection of being in the hallway and
4 having this conversation with Mr. Raff and others?

5 A. Mm-hmm.

6 Q. Do you recall who else was part of
7 this group who had the conversation?

8 A. My partner, Mike Kurtz, and then I
9 don't know whether we brought in the folks from North
10 American Stainless or we just -- or that they were in
11 the room when we came back in and said, "Here's what
12 we're going to do."

13 Q. All right, sir.

14 A. Yeah.

15 Q. And as you recall it, did Mr. Raff
16 then to the group give his opinion?

17 A. I think he went back and conferred
18 with his staff and probably looked at the record and
19 then came back and said, you know, "Here's what we
20 think."

21 Q. All right. Fair enough. Okay. Other
22 than that conversation with Mr. Raff, do you remember
23 any other conversations with any member of the staff
24 other than at conferences where everybody attended,
25 all parties attended?

1 A. I don't remember any.

2 Q. Okay. Do I take it that you yourself
3 did not converse with the attorney general's staff in
4 the negotiation of these two rate cases?

5 A. Oh -- oh, yeah.

6 Q. You did too.

7 A. Oh, sure, yeah.

8 Q. In addition to Mr. Kurtz?

9 A. You know, I've been practicing down
10 there for many, many years. And in addition, I
11 regard these people as friends, Dennis Howard and
12 then Betsy Blackford. I've known both of them for a
13 long time. Dennis longer, of course. And it's --
14 it's -- the energy bar here and in most other states
15 is very collegial. There isn't -- there isn't
16 typically the sometimes rancorous conversations that
17 I understand can happen in civil cases. So, yeah,
18 I'm sure we had numerous conversations if we were in
19 the room together, some of them probably over -- over
20 social niceties and -- and inane subjects, and
21 probably some of them on -- on the substance of the
22 case.

23 Q. Okay. And I think my question was
24 posed as to other than on the dates when all parties
25 met, do you remember having conversations with

1 Ms. Blackford or Mr. Howard?

2 A. Yes.

3 Q. Okay.

4 A. On other -- on occasions other than
5 that? Yeah.

6 Q. Yes, sir, about these two rate-making
7 cases.

8 A. Yes. As I say, at one point in time
9 we were on -- we were on phone conversations with
10 them leading -- leading up to this and after this
11 where it was like, "Well, can you agree to this? Are
12 we coming near a settlement?"

13 "Well, no, we can't agree to this," or
14 "I think we can or here's a sticking point," and we'd
15 try to work it out with them. Very typical in these
16 cases.

17 Q. All right. And do you, by chance,
18 keep a calendaring system or any kind of recordation
19 system that would -- that you regularly keep up with
20 that records or -- either conversations or makes a
21 memo of a conversation that you had?

22 A. I have billing records, but those
23 would be pretty general.

24 Q. All right, sir.

25 A. Yeah.

1 Q. Other than the billing records --

2 A. I don't, no.

3 Q. -- no regular process?

4 A. I don't do it regularly, no.

5 Q. All right. When you or Mr. Kurtz have
6 a conversation with the attorney general or KU or
7 LG&E personnel, did you, as a matter of course,
8 report orally to each other or make a memo or what?

9 A. Usually orally.

10 Q. Just orally.

11 A. We get together and talk it over.

12 Q. Okay. Any idea of how many times
13 during -- from April 28th through May the 12th you
14 would have talked, not in the presence of others,
15 with either Mr. Howard or Ms. Blackford?

16 A. Oh, I would guess seven, eight times,
17 at least.

18 Q. All right, sir. Some of these were on
19 substantive matters in terms of getting a settlement?

20 A. Sure.

21 Q. Okay. Others, I presume, were
22 procedural in nature?

23 A. Virtually all of them were
24 substantive.

25 Q. All right.

1 A. Yeah.

2 Q. And so that I'm clear, these were at
3 times other than when the group was together.

4 A. Right. There were telephone
5 conversations.

6 Q. Okay.

7 A. Yeah.

8 Q. All right. You may know a lot of
9 these people -- I've asked you generally, but I
10 wanted to be specific.

11 A. Yeah.

12 Q. During the period of time April 28th,
13 through May the 12th, 2004, did you have any
14 conversations with Ms. Beth O'Donnell about the
15 rate-making cases? Ms. O'Donnell is just coming in
16 as the new executive director.

17 A. Oh, no, no.

18 Q. Okay. You've already told me you had
19 no conversations with any of the Public Service
20 Commission members themselves.

21 A. Oh, no, huh-uh.

22 Q. But let me be specific and ask you did
23 you have any conversations with Chairman Mark David
24 Goss?

25 A. No.

1 Q. Did you have any conversations with
2 former Chairman Marty Huelsman?

3 A. No.

4 Q. Any conversations with former
5 Commissioner Gary Gillis?

6 A. No.

7 Q. Okay. Did you have any conversations
8 with regard to Ms. Ellen Williams, Commissioner
9 Williams?

10 A. No.

11 Q. Okay. Did you attend, by chance, a
12 reception held for her as a newly-named commissioner?

13 A. No, I don't think I did.

14 Q. Okay. Did you have any conversations
15 with regard to the two rate-making cases with Tom
16 Dorman, former executive director?

17 A. Probably in a general way. Tom -- you
18 know, he may have said, "Well, look, how's it going?
19 How are we getting along?" you know, sort of -- you
20 know, the long view of things. I'm sure not any
21 particulars.

22 Q. Okay. Nothing on the merits, then.

23 A. No, huh-uh.

24 Q. Okay. I trust you know Mr. Dorman.

25 A. Oh, yes.

1 Q. Okay. With regard to staff member
2 Isaac Scott?

3 A. Yeah.

4 Q. You've told me the conversation with
5 Mr. Raff. Did you have any conversations like that
6 with Mr. Scott?

7 A. I don't remember talking to Isaac
8 other than in -- in the room.

9 Q. Right, all right.

10 A. Yeah.

11 Q. Are you familiar with Mr. Bob Amato?

12 A. You know, is he -- is he a staffer?

13 Q. He is the assistant executive
14 director.

15 A. Yeah. I don't think so, no.

16 Q. Ms. Andrea Edwards, staff member, any
17 conversations with her?

18 A. No. Just, you know, again --

19 Q. Other than in --

20 A. Yeah. Typically, when -- when the
21 people on the staff that we -- I've known for a long
22 time and typically deal with are Isaac Scott, Jeff
23 Shaw and maybe Aaron -- Aaron -- I can't remember
24 Aaron's last name. But I think -- I think the two
25 that were working with Richard on this case was Jeff

1 and Isaac.

2 Q. All right, sir. I was getting ready
3 to ask you about Mr. Shaw. I take it you don't
4 recall any conversations with him other than in the
5 presence --

6 A. No.

7 Q. -- of all parties.

8 A. Yeah, right.

9 Q. And so that I'm clear, you don't
10 recall any conversations with Isaac Scott other than
11 in the presence of all parties.

12 A. No.

13 Q. Okay. And let me ask you about two
14 other persons. Faud Sharifi. Do you know Mr.
15 Sharifi?

16 A. Yes, I do.

17 Q. Any conversations with him?

18 A. No, huh-uh.

19 Q. Okay. And Ms. Martha Morton?

20 A. Yeah. Not with Martha.

21 Q. Okay. So that we're clear, the only
22 conversation you recall that you told me about was
23 with Mr. Raff in the hall?

24 A. Yeah.

25 Q. And we've already established that --

1 A. And that was because Richard is their
2 lead attorney, as you may know.

3 Q. Right.

4 A. And he's been here for ages and
5 probably knows more about utility law than -- than
6 virtually everybody else in the -- in the commission.

7 Q. All right, sir. Did KIUC as an
8 organization sign off on the settlement agreement or
9 authorize you to sign off on the settlement
10 agreement?

11 A. Yes, mm-hmm.

12 Q. And did you also sign off on behalf of
13 the individual companies who were affected by the
14 rate-making case?

15 A. To be honest with you, Jonathan, I --
16 I don't recall whether we -- whether we did that.
17 Sometimes we do that. Sometimes we just sign it off
18 at KIUC. My memory -- I suspect we just signed off
19 at KIUC because there would have been, like, 19
20 signatures otherwise, and that was probably
21 unmanageable.

22 Q. Now, I've asked you about your
23 involvement with regard to conversations, not with
24 all parties, with staff and/or commission.

25 A. Mm-hmm.

1 Q. And I want to turn -- and tell me,
2 were you made aware of by anyone any conversations
3 between the staff and/or commissioners with any of
4 the parties involved on the two rate-making cases?

5 A. Oh, no, huh-uh.

6 Q. Okay. I take it that's a no.

7 A. No. I'm sorry. No.

8 MR. GOLDBERG: That's all I have.

9 Thank you, sir.

10 THE WITNESS: You're welcome.

11 (DEPOSITION EXHIBIT NO. 2 PREVIOUSLY
12 MARKED)

13
14 (STATEMENT CONCLUDED AT 10:45 A.M.)

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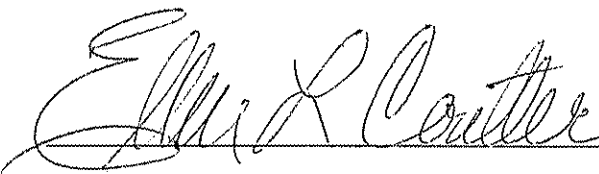
STATE OF KENTUCKY)(
) (SS:
COUNTY OF JEFFERSON) (

I, ELLEN L. COULTER, Notary Public, State of Kentucky at Large, hereby certify that the foregoing sworn statement was taken at the time and place stated in the caption; that the appearances were as set forth in the caption; that prior to giving testimony the witness was first duly sworn by me; that said testimony was taken down by me in stenographic notes and thereafter reduced under my supervision to the foregoing typewritten pages and that said typewritten transcript is a true, accurate and complete record of my stenographic notes so taken.

I further certify that I am not related by blood or marriage to any of the parties hereto and that I have no interest in the outcome of captioned case.

My commission as Notary Public expires November 5, 2007.

Given under my hand this the 3rd day of August, 2005, at Louisville, Kentucky.



ELLEN L. COULTER
NOTARY PUBLIC

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I, the undersigned, DAVID BOEHM, do hereby
certify that I have read the foregoing sworn
statement, and that, to the best of my knowledge,
said sworn statement is true and accurate, with the
exception of the corrections, if any, listed on the
errata sheet.

David Boehm

DAVID BOEHM

Subscribed and sworn to before me this 4
day of October, 2005.

Kimberly E. Walton
NOTARY PUBLICS



KIMBERLY WALTON
Notary Public, State of Ohio
My commission expires 08/26/2009

My commission expires

COULTER REPORTING, LLC
101 EAST KENTUCKY STREET, SUITE 200
LOUISVILLE, KY 40203

ERRATA SHEET

NAME DAVID BOEHM DATE OF DEPOSITION 7/25/05

After having read my deposition, I wish to make the following changes:

Page 7 Line 5
Change "we're" to they're
Reason for change _____

Page 9 Line 13
Change "On" to "and"
Reason for change _____

Page 19 Line 15
Change "AGs" to "AG"
Reason for change _____

Page _____ Line _____
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Reason for change _____

GOLDBERG & SIMPSON, PSC

June 29, 2005

David Boehm
Boehm Kutz & Lowry
36 East Seventh Street
Suite 2100 URS Center
Cincinnati, Ohio 45202

FRED M. GOLDBERG
JONATHAN D. GOLDBERG
MITCH CHARNEY
STEVEN A. GOODMAN*
STEPHEN B. SMITH
CHARLES H. CASSIN
DAVID H. COOPER**
JAN M. WEST
SHERRY P. PORTER*
F. GAIL RUSSELL
DAVID B. OKAY
MARC A. YUSSMAN
JERROLD A. FERCIJK-
WAYNE F. WILSON
STEPHANIE L. MOROAN-WHITE*
RICHARD L. TINSLEY
AMAND L. JUDAH
RICHARD T. FRANK
STEPHEN R. SOLOMON
J. MICHAEL WELLS
BRYAN C. PIERCE
STACY A. HUBE
KEVIN P. WEIS
MATTHEW J. MARTINEZ
MATTHEW D. WATKINS*
AARON J. SILLETTO
JENNIFER KASLIN LUHRB

OF COUNSEL
RONALD V. SIMPSON
G. HUNT ROUNSAVALL, JR.
CHRISTINA DRUMMOND DENNER

MART A. MAPLE (1953-2003)

*ALSO ADMITTED OHIO
**ALSO ADMITTED INDIANA
*ALSO ADMITTED ALABAMA
**ALSO ADMITTED DISTRICT
OF COLUMBIA
*ALSO ADMITTED ILLINOIS

RE: Before the Public Service Commission in the Matter of:
Application of Louisville Gas and Electric Company for an
Adjustment of the Gas and Electric Rates, Terms and
Conditions; CASE NO. 2003-00433; and; In the Matter of:
Application of Kentucky Utilities Company for an
Adjustment of the Electric Rates, Terms and Conditions;
CASE NO. 2003-00434

Dear Mr. Boehm:

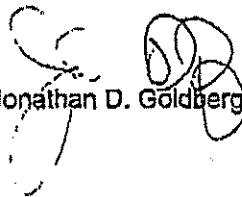
The undersigned is special general counsel to the Public Service Commission ("PSC").

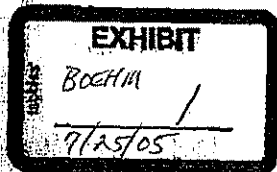
We are conducting a civil investigation on behalf of the PSC of potential ex parte communication(s) in the above-referenced case. We have identified you as a participant in the proceeding by analysis of the public record of this case. We will be seeking the cooperation of all the participants in this case, and would very much appreciate your assistance by giving a voluntary statement concerning the proceedings in this case. As I am sure you know, the PSC does possess the power to command your presence by subpoena. We trust and hope that will be unnecessary.

I estimate your statement will require only 30 to 45 minutes, and wish to take it at the office of the PSC in Frankfort or if you unavailable in person telephonically. Please notify my office by contacting Ms. Michaela Nowell of a time that will accommodate your schedule on July 25, 2005.

I would very much appreciate your prompt response, so that the investigation may be completed as soon as possible. If you have any questions, please do not hesitate to call upon me.

Respectfully,


Jonathan D. Goldberg



LAW OFFICES

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1000 NATIONAL CITY TOWER
101 SOUTH FIFTH STREET
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SUBURBAN
10500 TIMBERWOOD CIRCLE
SUITE 1
LOUISVILLE, KY 40223
502 326-0008
FAX: 502 326 0050
WWW.GSATTY.COM

Hearing Sign-In Sheet

Hearing: LG+E/KU
Case Number: 2003-00433/2003-00434
Location: HR#1
Today's Date: 5/4/04

NAME	COMPANY
Allyson Sturgeon	Counsel for LG+E/KU
Alex Corner	Counsel for LG+E/KU
Mike Kurtz	KLUC
John Wolfram	LG+E/KU
Paul Thompson	} }
Chris Hermann	
Bentley Lockenill	
Robert Rowland	
Robert W. ...	"
Kurt W. ...	"
Walter Sales	
John McCall	
Don Higgins	Concerned Citizens of Businessmen of Central Ky, etc.
David A. McCormick	US Dept. of Defense or Federal Agencies
V. L. Stuffer	LG+E
BRAD RIVER	LG+E
HOWARD BUSH	LG+E
Dennis ...	OAR
Robert Bowman	FEWPO

Hearing Sign-In Sheet

Hearing:	LG+E / KU
Case Number:	2003-00433 / 2003-00434
Location:	HR#1
Today's Date:	5/4/04

NAME	COMPANY
David Bloom	Krogan
Jay Brew	NAS
Rebecca Brangiers	KACA
Joe DeSpain	Protec.
Martin Galko	LEGB
Edward Gardner	LFUGG
Jack Burrell	COMMUNITY ACTION COUNCIL
Maquel Sanchez	NAS
William Jones	NAS
Scott Douglas	Capital Link (NAS)
Geoff Young	Ky. Division of Energy
Chuck Burchel	NAS
Stephen Ceebs	WDRB-TV
Tjis Skidmore	EPPC - OLS
Steve Kelly	MHNA + POWER
Ben Allen	Yunker + Associates
Joe Childers	KACA / CAC
Carl Weaver	RT Gen OTC

Hearing Sign-In Sheet

Hearing: LG+E / KU
Case Number: 2003-00433 / 2003-00434
Location: HR#1
Today's Date: 5/4/04

NAME	COMPANY
Buty Blyford	AAE
Robert Vickers	PAH
Chris Wheelan	LG+E
Chris Keeling	"
Ardi Mabud	"
Mike Bosa	"
Don O'Brien	"
DAVID BOEHM	RIUC
Frank E. ...	ONOWA LG+E/KD
Clay Munday	LG+E
(Pam ...)	LG+E
Pat ...	CJ
DAVE BARBON	LFUCG
Bill ...	LG+E
John ...	Stand Energy
Rai McCann	NAS
Al ...	A O
Arty ...	ATTY

Hearing Sign-In Sheet

Hearing:	LG+E / KD
Case Number:	2003-00433/2003-00454
Location:	HR 41
Today's Date:	5/4/04

NAME	COMPANY
Marlene Herrington	Court Reporter
David Freiberg	KU/LG+E
Valerie Smith	LG+E
Bill Wolf	Courier Journal
Keith Velade	MHNA
Jon Parkers	CAC
Carol Mink	WHAS TV
Forrest Cross	WHAS TV
NAT Adams	North American Stainless
Carlita Wade	WTVD
Charles Watson	WTVD
Russel Hudson	LG&E
Tom Prisco	DSD

Hearing Sign-In Sheet

Hearing: LGE/KU
Case Number: 2003-00433 + 2003-00434
Location: HR#1
Today's Date: 5/6/04

NAME	COMPANY
Kent Brann	LGE/KU
Robert Ware	LGE/KU
HOWARD BUSH	LGE/KU
David A. McCormick	DOD
Thomas J. Prisco	DOD
David B. [unclear]	KU/KU
Earl M. Palmer	AUS Consultants
Walter Sales	LGE/KU
Allyson Stinson	Counsel LGE/KU
Greg Cornett	" " "
Robert [unclear]	LGE
BRAD RIVES	LGE/KU
David Beckman	KU/C
Melissa Kutz	"
Mike [unclear]	LGE
Dennis Howard	AA
[unclear]	LGE
Shane Seelye	LGE

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