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July 13, 2012

VIA ELECTRONIC FILING
AND HAND DELIVERY

Jeff DeRouen
Executive Director
Public Service Commission
211 Sower Boulevard
Frankfort, Kentucky 40601

Re: Application of Kentucky Utilities Company for an Adjustment of Its Electric Rates
Case No. 2012-00221

Dear Mr. DeRouen:

Enclosed please find the original and two copies in paper medium of Kentucky Utilities Company's Petition for Confidential Protection in the above-referenced case. Attached to the original petition is a seal envelope, marked "Confidential" and containing a copy of the confidential material in question in paper medium and a CD-ROM containing an electronic version of the same confidential material. The confidential information in paper and electronic mediums is identified using the same method of identification.

Under separate cover, Kentucky Utilities Company is filing the electronic copy of the petition requesting confidential treatment and an electronic copy of the confidential material with those portions redacted for which confidentiality is sought. The electronic copy of the petition is contained in the electronic filing of Kentucky Utilities Company's Responses to the Commission Staff's First Request For Information dated June 15, 2012, in the above-captioned proceeding.

Should you have any questions, please feel free to contact me at your convenience.

Yours very truly,

Kendrick R. Riggs

KRR/ec
Enclosures as mentioned

400001.142301/837092.1

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

APPLICATION OF KENTUCKY)	
UTILITIES COMPANY FOR AN)	CASE NO. 2012-00221
ADJUSTMENT OF ITS ELECTRIC)	
RATES)	

PETITION OF KENTUCKY UTILITIES COMPANY
FOR CONFIDENTIAL PROTECTION

Kentucky Utilities Company (“KU”) petitions the Kentucky Public Service Commission (“Commission”) pursuant to 807 KAR 5:001 §7 and KRS 61.878(1)(a) to grant confidential protection to certain information that would readily identify individual KU employees and make known each individual’s compensation, which information KU is providing in response to Item No. 46 of the Commission Staff’s First Request For Information dated June 15, 2012, in the above-captioned proceeding. KU further petitions the Commission pursuant to 807 KAR 5:001 §7 and KRS 61.878(1)(k) and (l) to grant confidential protection to KU’s pro forma 2011 federal and state tax returns and supporting schedules, which KU seeks to provide in response to Commission Staff’s First Request to KU No. 26a(8). Finally, KU petitions the Commission pursuant to 807 KAR 5:001 §7 and KRS 61.878(1)(c) to grant confidential protection to certain borrowing information subject to a confidentiality agreement with a lender, which is commercially sensitive information KU seeks to provide in response to Commission Staff’s First Request to KU No. 43. (Collectively, all of the information for which KU is seeking confidential protection is “Confidential Information.”) In support of this Petition, KU states as follows:

1. On June 1, 2012, KU served notice of its intent to file a rate application for a general adjustment of its electric base rates with the Commission. On June 15, 2012, the

Commission Staff issued its First Set of Data Requests to KU. On June 29, 2012, KU filed with the Commission an application proposing changes in its base rate tariffs.

2. Commission Staff Data Request No. 46 asks KU to produce the salary and other private personal information of some of its employees. The Kentucky Open Records Act (“Act”) exempts from disclosure certain private and personal information.¹ The Kentucky Court of Appeals has stated, “information such as ... wage rate ... [is] generally accepted by society as [a] detail[] in which an individual has at least some expectation of privacy.”² The Commission should therefore give confidential treatment to the information redacted from KU’s response to Item No. 46, because disclosing the contents thereof—which includes each employee’s compensation and annual increase for three years—would invade the privacy rights of the individuals named. The Commission should also grant confidential protection to previous executive officers’ salaries, which KU is providing to be responsive to Item No. 46. (As stated in Paragraph No. 5 below, however, KU is providing a complete response, including this information, to the Commission under seal.) These individuals’ compensation, which KU does not otherwise publicly report, is personal and private information that should not be in the public realm. KU’s employees therefore have a reasonable expectation that KU will maintain the confidentiality of their compensation information, the disclosure of which would constitute an unwarranted invasion of personal privacy in contravention of KRS 61.878(1)(a).

Providing confidential protection for the compensation information of KU’s employees would fully accord with the purpose of the Act, which is to make government and its actions open to public scrutiny. Concerning the rationale for the Act, the Kentucky Court of Appeals has stated:

¹ KRS 61.878(1)(a).

² *Zink v. Department of Workers’ Claims, Labor Cabinet*, 902 S.W.2d 825, 828 (Ky. Ct. App. 1994).

[T]he public's 'right to know' under the Open Records Act is premised upon the public's right to expect its agencies properly to execute their statutory functions. In general, inspection of records may reveal whether the public servants are indeed serving the public, and the policy of disclosure provides impetus for an agency steadfastly to pursue the public good. At its most basic level, the purpose of disclosure focuses on the citizens' right to be informed as to what their government is doing.³

Citing the Court of Appeals, the Kentucky Office of the Attorney General ("AG") stated in an Open Records Decision ("ORD"), "If disclosure of the requested record would not advance the underlying purpose of the Open Records Act, namely exposing agency action to public scrutiny, then countervailing interests, such as privacy, must prevail."⁴

KU's redacted response to Item No. 46 provides the compensation information for the same set of employees as in the unredacted version provided to the Commission, but in an averaged manner that protects the identities and particular compensation information of individual employees. The public can use the average compensation information to evaluate the Commission's determination of the reasonableness of that compensation. Though there may be certain citizens who are curious to know particular KU employees' compensation information, mere curiosity is not sufficient to overcome the employees' right to privacy in that information. As the AG stated in another ORD, quoting the Kentucky Court of Appeals, "[T]he policy of disclosure [under the Act] is purposed to subserve the public interest, not to satisfy the public's curiosity"⁵

Moreover, in an order approving a Louisville Gas and Electric Company ("LG&E") petition for confidential treatment in Case No. 89-374, the Commission stated that salary

³ *Zink v. Department of Workers' Claims, Labor Cabinet*, 902 S.W.2d 825, 828-29 (Ky. Ct. App. 1994).

⁴ *In re: James L. Thomerson/Fayette County Schools*, KY OAG 96-ORD-232 (Nov. 1, 1996) (citing *Zink v. Department of Workers' Claims, Labor Cabinet*, 902 S.W.2d 825 (Ky. Ct. App. 1994)) (emphasis added).

⁵ *In re: Becky J. Hartell/Department of Personnel*, KY OAG 93-ORD-118 (Oct. 15, 1993) (quoting *Kentucky Board of Examiners of Psychologists v. Courier-Journal and Louisville Times Company*, 826 S.W.2d 324, 328 (Ky. 1992)).

information “should be available for customers to determine whether those salaries are reasonable,” but “the right of each individual employee within a job classification to protect such information as private outweighs the public interest in the information.”⁶ In the same order, the Commission concluded, “Thus, the salary paid to each individual within a classification is entitled to protection from public disclosure.”⁷ The Commission had reached the same conclusion in two previous orders in the same case.⁸ Therefore, KU respectfully submits that the average compensation information provided in the redacted version of its response is sufficient to enable the non-intervening public to monitor in an informed way the Commission’s actions in this proceeding, while protecting the privacy rights of KU’s employees.

3. The compensation information for which KU seeks confidential protection in this case is similar to that provided to the Commission by KU in the past. The Commission granted confidential protection of the compensation paid to certain professional employees in a letter from the Executive Director of the Commission dated December 1, 2003, in *In the Matter of: An Investigation Pursuant to KRS 278.260 of the Earnings Sharing Mechanism Tariff of Kentucky Utilities Company*, Case No. 2003-00334. A copy of the Executive Director’s letter and of KU’s

⁶ *In the Matter of: Application of Louisville Gas and Electric Company for an Order Approving an Agreement and Plan of Exchange and to Carry Out Certain Transactions in Connection Therewith*, Case No. 89-374, Order at 2 (Apr. 30, 1997).

⁷ *Id.*

⁸ See *In the Matter of: Application of Louisville Gas and Electric Company for an Order Approving an Agreement and Plan of Exchange and to Carry Out Certain Transactions in Connection Therewith*, Case No. 89-374, Order at 2 (Apr. 4, 1996); *In the Matter of: Application of Louisville Gas and Electric Company for an Order Approving an Agreement and Plan of Exchange and to Carry Out Certain Transactions in Connection Therewith*, Case No. 89-374, Order at 2 (Apr. 8, 1994). See also *In the Matter of: Application of BellSouth Telecommunications, Inc. d/b/a South Central Bell Telephone Company to Modify its Method of Regulation*, Case No. 94-121, Order at 4-5 (July 20, 1995) (“Salaries and wages are matters of private interest which individuals have a right to protect unless the public has an overriding interest in the information. The information furnished, however, only shows the salary range for three labor classifications and does not provide the identity of persons who receive those salaries. Therefore, disclosure of the information would not be an invasion of any employee’s personal privacy, and the information is not entitled to protection.”).

response to the Commission Staff's Data Request in that proceeding are attached hereto as Exhibit A. The Commission's Executive Director has also denied such requests in the past.⁹

4. Concerning its response to response to Item No. 46, KU is not seeking confidential protection for the information it is providing with respect to its Chief Executive Officer, Victor Staffieri. Mr. Staffieri's compensation is in the public record and will likely be in 2012 due to the financial reporting the Securities and Exchange Commission ("SEC") requires of PPL Corp. as a publicly traded entity. Also, KU is not requesting confidential protection for the compensation information for calendar year 2010 for Chris Hermann, John McCall, Bradford Rives, and Paul Thompson. Elements of the 2010 compensation information for Messrs. Hermann, McCall, Rives, and Thompson entered the public record in conjunction with the SEC-required disclosures necessary to register the debt of LG&E and KU Energy LLC, KU and Louisville Gas and Electric Company, which replaced debt owed to affiliates of E.ON A.G. These are the only exceptions to KU's request for confidential protection of the individual compensation information KU is providing in response to Item No. 46; other than these exceptions, none of the information KU is providing has been publicly disclosed in the manner in which the Commission seeks to have it provided.¹⁰

5. Commission Staff Request No. 26a(8) asks KU to provide "federal and state income tax returns for the taxable year ended during the test year, including supporting

⁹ See, e.g., *In the Matter of Application of Kentucky Utilities Company for an Adjustment of Base Rates*, Case No. 2008-00251, Letter from Executive Director Stumbo (Sept. 2, 2008); *In the Matter of Application of Louisville Gas and Electric Company for an Adjustment of Its Electric and Gas Base Rates*, Case No. 2008-00252, Letter from Executive Director Stumbo (Sept. 2, 2008). See also *In the Matter of: An Adjustment of Gas and Electric Rates of Louisville Gas and Electric Company*, Case No. 90-158, Order (Sept. 7, 1990).

¹⁰ Since 2010, KU has disclosed as part of its annual Federal Energy Regulatory Commission ("FERC") Form 1 filing the KU-allocated salary amounts, but not any other compensation information, for its top five officers. In other words, the salary information in KU's FERC Form 1 contains only the portion of the officers' salaries allocated to KU, not the total salary amounts, the latter of which the Commission requests in Item No. 46. The sum of the KU-allocated and Louisville Gas and Electric Company-allocated salary amounts does not equal the officers' total salary amounts.

schedules.” Tax-related documents and information merit confidential protection. KRS 61.878(1)(k) exempts from public disclosure “all public records or information the disclosure of which is prohibited by federal law or regulation.” Under 26 U.S.C.A. §6103(a), state officials are prohibited from publicly disclosing any federal income tax return or its contents. Therefore, pro forma federal income tax returns fall within the exemption provided by KRS 61.878(1)(k) and are exempt from disclosure. KRS 61.878(1)(l) exempts from the Kentucky Open Records Act “public records or information the disclosure of which is prohibited or restricted or otherwise made confidential by enactment of the General Assembly.” KRS 131.190(1) requires that all income tax information filed with the Kentucky Department of Revenue be treated in a confidential manner. Thus, pro forma state income tax returns are also confidential in nature and are protected from disclosure by KRS 61.878(1)(l). The Commission kept such information confidential in KU and LG&E’s most recent base rate cases.¹¹

6. Commission Staff Request No. 43 asks KU to provide “ any information, when known, that would have a material effect on net operating income, rate base, or cost of capital that have occurred after the test year but were not incorporated in the filed testimony and exhibits.” In response, KU is providing a Revised Blake Exhibit 2 and Analysis of the Embedded Cost of Capital, reflecting changes to embedded cost of capital through May 31, 2012. Redacted from the public version of the analysis is information regarding the cost of two credit facilities, which information is subject to a confidentiality agreement between the lender and KU. This information is sensitive commercial data that, if disclosed, could impair KU’s ability to obtain credit on terms as favorable as, or better than, those it now enjoys. If potential

¹¹ *In the Matter of Application of Kentucky Utilities Company for an Adjustment of Base Rates*, Case No. 2008-00251, and *In the Matter of Application of Louisville Gas and Electric Company for an Adjustment of Its Electric and Gas Base Rates*, Case No. 2008-00252, Letter from Executive Director Stumbo (Oct. 22, 2008).

lenders were aware of the terms of KU's current credit facility, they might offer terms only slightly better to obtain KU's business, rather than even better terms they might offer if they did not now know the terms of KU's current revolving credit facility. Also, violating the confidentiality agreement with KU's current lender could cause other potential lenders not to do business with KU. These commercial harms to KU would also harm their customers through increased costs of service. To protect KU's customers from harm, this information should be afforded confidential protection. For these same reasons, the Commission has historically and repeatedly provided confidential protection for comparable information, such as KU's fuel contracts.¹²

7. The information for which KU is seeking confidential treatment is not known outside of the Company, and it is not disseminated within KU except to those employees with a legitimate business need to know the information.


8. To satisfy the provisions of the Commission's June 22, 2012 Order in this proceeding concerning electronic filing procedures, KU will timely file with the Commission one paper copy of the Confidential Information highlighted and one electronic copy of the Confidential Information highlighted on a CD-ROM. KU will also timely file a paper original and two paper copies of the discovery responses with the Confidential Information redacted.

¹² For example, see the Commission's letter to KU and Louisville Gas and Electric Company (collectively, "Companies") dated October 10, 2011, concerning the Companies' 2011 IRP case (Case No. 2011-00140); the Commission's letter to the Companies dated May 1, 2008, concerning the Companies' 2008 IRP case (Case No. 2008-00148); the Commission's letter to the Companies dated April 28, 2005, concerning the Companies' 2005 IRP case (Case No. 2005-00162); the Commission's letter to the Companies dated October 24, 2002, concerning the Companies' 2002 IRP case (Case No. 2002-00367); and the Commission's letter to the Companies dated March 6, 2000, concerning the Companies' 1999 IRP case (Case No. 99-430).

WHEREFORE, Kentucky Utilities Company respectfully requests that the Commission grant confidential protection for the information described herein.

Dated: July 13, 2012

Respectfully submitted,



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Counsel for Kentucky Utilities Company

CERTIFICATE OF COMPLIANCE

In accordance with Ordering Paragraph No. 10 of the Commission's June 22, 2012 Order, this is to certify that Kentucky Utilities Company's July 13, 2012 electronic filing of the Petition for Confidential Protection is a true and accurate copy of the same document being filed in paper medium; that the electronic filing has been transmitted to the Commission on July 13, 2012; that there are currently no parties that the Commission has excused from participation by electronic means in this proceeding; and that an original and two copies in paper medium of the Petition are being hand delivered to the Commission on July 13, 2012.



Gerald R. Riess
Counsel for Kentucky Utilities Company



Paul E. Patton, Governor
Janie A. Miller, Secretary
Public Protection and
Regulation Cabinet
Thomas M. Dorman
Executive Director
Public Service Commission

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Martin J. Huelsmann
Chairman
Gary W. Gillis
Vice Chairman
Robert E. Spurllin
Commissioner

December 1, 2003

Linda S. Portasik, Esq.
Senior Corporate Attorney
LG&E Energy Corp.
220 West Main Street
Louisville, KY 40232

RE: KU/LG&E's Petition for Confidential Protection
Cases No. 2003-00334 and 2003-00335

Dear Ms. Portasik:

The Commission has received your petition filed November 21, 2003, to protect as confidential certain information relating to the compensation paid to certain professional employees. A review of the information has determined that it is entitled to the protection requested on the grounds relied upon in the petition, and it will be withheld from public inspection.

If the information becomes publicly available or no longer warrants confidential treatment, you are required by 807 KAR 5:001, Section 7(9)(a), to inform the Commission so that the information may be placed in the public record.

Sincerely,

A handwritten signature in black ink, appearing to read "Thomas M. Dorman".

Thomas M. Dorman
Executive Director

cc: Parties of Record



EXHIBIT A

Michael S. Beer
Vice President, Rates & Regulatory
Louisville Gas and Electric Company
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Honorable Kendrick R. Riggs
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Manager, Regulatory Policy/Strategy
Louisville Gas and Electric Company
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P. O. Box 32010
Louisville, KY 40232-2010

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

RECEIVED

NOV 21 2003

PUBLIC SERVICE
COMMISSION

In the Matter of:

AN INVESTIGATION PURSUANT TO KRS)
278.260 OF THE EARNINGS SHARING)
MECHANISM TARIFF OF KENTUCKY) CASE NO. 2003-00334
UTILITIES COMPANY)

AND

AN INVESTIGATION PURSUANT TO KRS)
278.260 OF THE EARNINGS SHARING)
MECHANISM TARIFF OF LOUISVILLE) CASE NO. 2003-00335
GAS AND ELECTRIC COMPANY)

**PETITION
OF KENTUCKY UTILITIES COMPANY AND
LOUISVILLE GAS AND ELECTRIC COMPANY
FOR CONFIDENTIAL PROTECTION**

Kentucky Utilities Company ("KU") and Louisville Gas and Electric Company ("LG&E") (collectively, the "Companies") hereby petition the Public Service Commission of Kentucky ("Commission"), pursuant to 807 KAR 5:001, Section 7, to grant confidential protection to certain information relating to the compensation paid to certain professional employees, which information is being provided in response to Commission Data Request Nos. 6 and 26 (proffered October 30, 2003) in the above-captioned proceedings. In support of this Petition, KU and LG&E state as follows:

1. The Kentucky Open Records Act exempts from disclosure certain information of a personal nature. KRS 61.878(1)(a). The above-referenced compensation information contains

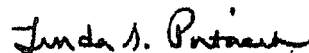
such sensitive personal information, the disclosure of which would constitute a clearly unwarranted invasion of privacy.

2. The information for which KU and LG&E are seeking confidential treatment is not known outside of the Companies, and it is not disseminated within KU and LG&E except to those employees with a legitimate business need to know the information, such as employees within the Human Resources department.

3. In accordance with the provisions of 807 KAR 5:001 Section 7, the Companies are filing herein one copy of their respective responses to Commission Request Nos. 6 and 26 with the confidential information highlighted, and ten (10) copies for public inspection, with such confidential information fully redacted.

WHEREFORE, Kentucky Utilities Company and Louisville Gas and Electric Company respectfully request that the Commission grant confidential protection, or in the alternative, schedule an evidentiary hearing on all factual issues.

Respectfully submitted,



Linda S. Portasik
Senior Corporate Attorney
220 West Main Street
P.O. Box 32010
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Telephone: (502) 627-2557

COUNSEL FOR
LOUISVILLE GAS AND
ELECTRIC COMPANY

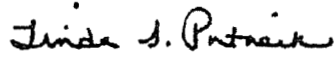
CERTIFICATE OF SERVICE

I hereby certify that a true copy of the foregoing was served via U.S. mail, first-class, postage prepaid, this 21st day of November, 2003.

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Assistant Attorney General
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Counsel for Louisville Gas and Electric
Company and Kentucky Utilities Company

CONFIDENTIAL INFORMATION REDACTED

LOUISVILLE GAS AND ELECTRIC COMPANY

CASE NO. 2003-00335

Response to First Data Request of Commission Staff dated October 30, 2003

Question No. 6

Responding Witness: Paula H. Pottinger, Ph.D.

Q-6. Refer to pages 5 and 6 of the Pottinger Testimony. Concerning the impact that the E.ON AG ("E.ON") acquisition had on incentive payments in 2002, prepare a comparison showing the level of incentives actually awarded versus what the levels would have been absent the impact of the E.ON merger agreement. Include an explanation of the impacts of the merger agreement on the incentive payments.

A-6. Total annual incentive paid in 2002 = [REDACTED]

Total calculated using actual 2002 results = [REDACTED]

Difference = [REDACTED]

Only \$ [REDACTED] of the difference was paid to officers. The remainder was paid to employees below the officer level.

The E.ON merger agreement provided protection of bonuses at a minimum of target for 2002.

The figures above include incentive payments made to employees of all companies, not just LG&E.

LOUISVILLE GAS AND ELECTRIC COMPANY

CASE NO. 2003-00335

Response to First Data Request of Commission Staff dated October 30, 2003

Question No. 26

Responding Witness: Paula H. Pottinger, Ph.D.

- Q-26. For each senior executive participating in the ESTICP and for each key employee participating in the LTICP, provide the following information for calendar years 2000, 2001, and 2002. Identify the participating employees by job title only.
- a. The total compensation paid to the employee.
 - b. A breakdown of the total compensation between the following categories:
 - (1) Base salary.
 - (2) ESTICP.
 - (3) LTICP.
 - (4) Other incentive and/or compensation plans.
 - c. Indicate the amount of the total compensation directly charged to LG&E, LG&E Services, LG&E Energy, and other LG&E Energy affiliates and subsidiaries.
 - d. Indicate the amount of the total compensation allocated from LG&E Services to LG&E.
 - e. Indicate the amount of the total compensation allocated from other LG&E Energy affiliates and subsidiaries to LG&E.
- A-26. a. The attached schedule, filed under seal pursuant to the Company's Petition for Confidential Treatment submitted concurrently herewith, shows the base, ESTICP and LTICP by officer in position at the end of each calendar year. Please note, as we have previously discussed, that no ESTIP nor LTICP has been charged to the utility's ratepayers. Furthermore, the only portion of the compensation expense charged to the ratepayers is a very modest portion of the officers' base salaries.
- b. (1) Base salary reflected in the schedule is the gross wage earned for the respective officer in each calendar year.

- (2) ESTICP reflected in the schedule is the short-term incentive earned for the calendar year, paid in the beginning of the following year, with the exception of 2000 which was paid at the end of 2000.
- (3) LTICP reflected in the schedule are those components paid during the calendar year. These components are stock option exercises, performance unit payouts and the vesting of restricted stock awards.
- (4) The above items reflect the only incentive and/or compensation plans for the relevant years. The Company does have various perquisites, programs and specific employee arrangements that are not based on company performance, are not paid pursuant to a plan and accordingly are not reflected in the schedule.

Other than the short and long term incentive plans, there are no other compensation plans available to the senior executives and key employees of LG&E, LG&E Services, and LG&E Energy. Base salary is not administered through a compensation plan, rather company policy and practice.

- c. The amounts charged to LG&E, LG&E Services, LG&E Energy, and other LG&E Energy affiliates and subsidiaries are all amounts except those labeled "paid time off". "Paid time off" is handled through a clearing account which is part of the burden process, generally following the allocation of base pay.
- d. The schedule reflects the amount of base salary, ESTICP and LTICP allocated to LG&E.
- e. No amounts were allocated from other LG&E Energy affiliates and subsidiaries to LG&E.

CONFIDENTIAL INFORMATION REDACTED

Attachment to PSC Question No. 26
Page 1 of 3

CONFIDENTIAL INFORMATION

2000 Compensation Summary

2000 Compensation Summary	2000	2001	2002
Base Salary			
Short Term Incentive Plan			
Long-Term Incentive Plan			
Total			
Accounting Classification for Base			
LONGE			
LONGE-Below the line			
KU			
KU-Below the line			
LONGE Energy and other Non-Utility Activities			
Total			
Accounting Classification for Short Term Incentive			
LONGE			
LONGE-Below the line			
KU			
KU-Below the line			
LONGE Energy and other Non-Utility Activities			
Total			
Accounting Classification for Long Term Incentive			
LONGE			
LONGE-Below the line			
KU			
KU-Below the line			
LONGE Energy and other Non-Utility Activities			
Total			
Accounting Classification Summary			
LONGE			
LONGE-Below the line			
KU			
KU-Below the line			
LONGE Energy and other Non-Utility Activities			
Total			

CONFIDENTIAL INFORMATION REDACTED

CONFIDENTIAL INFORMATION Via Feedback	
	Total

2001 Compensation Summary

	CSD	CSD-TH-MSJ	Total
Base Salary			
Short-Term Incentive Plan			
Long-Term Incentive Plan			
Total			
Accounting Classification for Plans			
LOAS			
LOAS-Below the line			
NJ			
NJ-Below the line			
LOAS Group and other Non-LDBY Assets			
Paid Through			
Total			
Asset Class for Short-Term Incentive			
LOAS			
LOAS-Below the line			
NJ			
NJ-Below the line			
LOAS Group and other Non-LDBY Assets			
Total			
Asset Class for Long-Term Incentive			
LOAS			
LOAS-Below the line			
NJ			
NJ-Below the line			
LOAS Group and other Non-LDBY Assets			
Total			
Accounting Classification Summary			
LOAS			
LOAS-Below the line			
NJ			
NJ-Below the line			
LOAS Group and other Non-LDBY Assets			
Paid Through			
Total			

CONFIDENTIAL INFORMATION REDACTED

CEO	New Positions	Total
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2002 Compensation Summary

Base Salary Short-Term Incentive Plan Long-Term Incentive Plan	Total
Accounting Distribution for Base	
LOAE	
LOAE-Subor P's P's	
RU	
LOAE-Subor P's P's	
LOAE Energy and other Non-Liability Activities Paid Time Off	
Total	
Account Clerk for Short-Term Incentive	
LOAE	
LOAE-Subor P's P's	
RU	
LOAE-Subor P's P's	
LOAE Energy and other Non-Liability Activities	
Total	
Account Clerk for Long-Term Incentive	
LOAE	
LOAE-Subor P's P's	
RU	
LOAE-Subor P's P's	
LOAE Energy and other Non-Liability Activities	
Total	
Accounting Distribution Summary	
LOAE	
LOAE-Subor P's P's	
RU	
LOAE-Subor P's P's	
LOAE Energy and other Non-Liability Activities Paid Time Off	
Total	