

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

June 28, 2012

Pursuant to the provisions of Section 271B.8-210 the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company" or "LG&E"), hereby adopts the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

CROUNSE BARGE TRANSPORTATION SERVICES CONTRACT

WHEREAS, the Company, together with its affiliate, Kentucky Utilities Company ("KU"), has conducted negotiations with Crouse Corporation regarding a proposed joint multi-year barge transportation services contract for substantially all their barge-delivered coal and limestone (the "Crouse Contract"); and

WHEREAS, the Board of Directors has been presented with relevant information and has considered matters relating to the Crouse Contract and deems it advisable and in the best interest of the Company to proceed with such transaction.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors does hereby authorize and approve the Crouse Contract; and

FURTHER RESOLVED, that the President, any Vice President, Chief Administrative Officer, Chief Financial Officer, General Counsel, Chief Compliance Officer and Corporate Secretary, Chief Information Officer, Treasurer and Controller (each an "Authorized Officer") of the Company are, and each of them hereby is, authorized and directed to negotiate, execute and deliver, from time to time, for and on behalf of the Company (i) such barge transport contracts, or amendments thereto, (ii) relevant federal, state or other governmental notices, filings or applications and (iii) any other agreement, document or instrument, that may be necessary or appropriate in connection with the Crouse Contract, including but not limited to credit, security, pledge, guaranty or other financial support arrangements, with such Authorized Officer's execution to conclusively evidence the approval of the Board of Directors; and

FURTHER RESOLVED, that the Authorized Officers of the Company are, and each of them hereby is, authorized and directed, to take such other actions as they shall, in their discretion, deem necessary, appropriate or advisable to consummate the Crouse Contract, including such additional terms, conditions precedent or other changes as may be deemed necessary, appropriate or advisable in the discretion of such Authorized Officers, with the taking of such actions and the execution of such agreements or documents conclusively to evidence the authorization thereof by the Board of Directors.

This unanimous written consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

Paul A. Farr



Chris Hermann

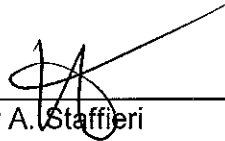


John R. McCall



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**LG&E AND KU ENERGY LLC
LOUISVILLE GAS AND ELECTRIC COMPANY
and
KENTUCKY UTILITES COMPANY**

Board Summary

June 28, 2012

Crouse Corporation Barge Transportation Services Agreement

SUMMARY

Approval is requested for Louisville Gas and Electric Company ("LG&E") and Kentucky Utilities Company ("KU") (collectively, the "Companies") to enter into a joint barge transportation services agreement with Crouse Corporation ("Crouse"). The proposed contract is for an up to ten-year term and transportation of 11.8 million tons of coal annually and 1.3 million tons of limestone annually. This approval relates to the initial five-year term, with an estimated aggregate value of approximately \$327.5 million.

TERMS

- Parties: LG&E/KU; Crouse
- Term: Initial period of July 2012 -- December 2018. The contract has a full reopener in March 2017, allowing continuation thru December 2023, subject to both parties' agreement.
- Commodity: Barge transportation of coal and limestone.
- Volume: No required minimum tonnages, but grants Crouse exclusive barging supplier status for coal and limestone, with limited exceptions. Estimated annual tonnages are 11.8 million tons of coal and 1.3 million tons of limestone.
- Price: Per ton transportation rates vary from \$3.94 to \$6.41 based upon origin of shipment (barge loadout) and destination point (LG&E/KU plant). Ten percent of the rate is firm for the contract term with the remaining amount variable based upon indexing to fuel, industrial commodities and waterways taxes
- Aggregate Value: Approximately \$327.5 million for initial period (based upon current rates, projected delivery volumes and index changes.)
- General: Contract is based upon LG&E/KU's existing long-term barge transportation contract with Crouse and contains customary terms and conditions and satisfactorily negotiated provisions. See above for term/reopener and volume/exclusivity provisions. Force majeure excusal exists for standard events, with optional termination by counterparty for extended, non-industry-wide, material force majeure occurrences. Reciprocal indemnities, standard insurance requirements and several, but not joint liability, for LG&E and KU, respectively. Significantly improved commercial terms include continuation of current favorable base prices and beneficial increase and aggregation of permitted barge demurrage times.

RATIONALE

Crouse's transportation rates are the lowest rates among the offers received in response to the Companies' spring 2012 solicitation for barge transportation services to start in 2014. RFP packages were sent to four barge transportation companies, with two replies. (One

Bellar

further reply did not include barge services to all LG&E/KU plants, being limited only to serving Trimble County from up river origins.) Crounse's proposal was the lowest suitable offer received.

Crounse is privately owned and is recognized as one of the best performing barge transportation providers on the Ohio River. Crounse has recently invested heavily in their river fleet. They operate thirty-five towboats ranging in age from two to thirty years (they recently completed building five new boats) and 1,130 open hopper barges averaging eleven years in age (the industry average age of the open hopper fleet is eighteen to twenty years). Crounse is in the process of taking delivery of seventy newly-constructed barges.

Crounse has been a satisfactory supplier of barge transportation services to the Companies for over twenty years and is currently completing a ten-year contract. Crounse has been determined to be a suitable financial counterparty by the Companies' credit review process.

REGULATORY MATTERS AND FINANCIAL IMPACT

The proposed Crounse contract, including its pricing and other terms, was developed pursuant to and consistent with the Companies' historical coal procurement procedures and strategies and current market conditions. Under Kentucky regulatory law, prudent fuel purchases necessary to ensure an adequate and reliable supply of coal to meet the demands of LG&E and KU's native load are eligible for rate recovery under the Fuel Adjustment Clause rate mechanism ("FAC").

The Companies' base rates allow for a certain amount of base fuel recovery, with the FAC operating as a true-up mechanism whereby the difference between the base rate amount and actual fuel expense is either collected from or refunded to customers through monthly adjustments to customer bills. For purposes of the FAC, fuel expense is defined as the actual cost of burned fuel, plus the fuel portion of economic power purchases, minus the incremental fuel costs of off-system power sales, plus certain other adjustments. Recovery of fuel expenses occurs during the second calendar month after expenses are incurred and fuel expense billed through the FAC is thereafter subject to periodic subsequent six month and two year Kentucky Public Service Commission reviews.

Additionally, KU has a FERC wholesale monthly fuel component applied to wholesale customers (KU's municipal, partial requirements customers) and an annual fuel factor component applied to Virginia retail customers.

The combination of regulatory fuel mechanisms allows the Companies to recover, in substantially complete and prompt manner, their actual fuel costs prudently incurred. The Companies minimize the likelihood of disallowance of fuel expenses recovery by conforming to regulator-approved or industry prudent practices in fuel procurement policies and procedures.

The proposed Crounse delivery rates are below the Companies' estimated forward price curve used in 2012-2016 budgeting for coal and the estimated contract amounts are incorporated in the five-year fuel budget.

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

June 5, 2012

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors (the "Board") of Louisville Gas and Electric Company, a Kentucky corporation (the "Company"), hereby adopts the following resolutions by unanimous written consent in lieu of a special meeting and consents to the actions contemplated thereby:

EXPANSION OF REVOLVING CREDIT FACILITIES

WHEREAS, the Company is borrower under a \$400 million Revolving Credit Agreement, dated as of November 1, 2010, among the Company, the Lenders party thereto and Wells Fargo Bank, National Association, as administrative agent, as amended (the "Existing Credit Agreement"), which currently is scheduled to expire in October 2016, subject to the ability to expand the facility by up to \$100 million at the Company's request, and subject to the consent of the lenders; and

WHEREAS, the Company desires to increase the amount of borrowings available under its revolving credit facilities to a total aggregate amount of up to \$500 million, through modification of the Existing Credit Agreement or by entering into additional revolving credit facilities having similar terms, such expansions or alternative facilities having a combined aggregate principal amount not to exceed \$100 million (collectively, the "Revolving Credit Facilities"); and

WHEREAS, the Board has determined that it is in the Company's best interests to amend or modify, as appropriate, the Existing Credit Agreement or negotiate and enter into additional revolving credit agreements, as appropriate, so as to effect the Revolving Credit Facilities; and

NOW, THEREFORE, BE IT RESOLVED, by the Board as follows:

Credit Agreements or Amendments

- (a) That the Chief Executive Officer, President, Chief Financial Officer, the Chief Administrative Officer, the General Counsel, Chief Compliance Officer and Corporate Secretary, any Vice President, the Treasurer, and the Controller of the Company (each, an "Authorized Officer" and, collectively, the "Authorized Officers") be, and each of them hereby is, authorized by and on behalf of the Company, authorized and empowered to negotiate, execute and enter into, on behalf of the Company, such forms of amended, modified, replacement or new promissory notes or credit agreements, whether relating to the Existing Credit Agreement or to new credit arrangements, with existing or new banks and financial institutions, that such Authorized Officer deems necessary or desirable to document and effect the Revolving Credit Facilities, together with such other agreements, instruments, notices, certificates and documents, on such terms and conditions as the officer executing such documents deems appropriate, with such officer's execution of a definitive agreement to conclusively evidence such officer's approval and the approval of this Board of Directors.
- (b) That the Authorized Officers be, and each of them hereby is, authorized by and on behalf of the Company to: (i) request advances (including issuance of letters of credit) under the Revolving Credit Facilities; (ii) delegate to any other officers or employees of the Company, either acting individually or jointly, authority to request advances (including issuances of letters of credit) under the Revolving Credit Facilities; and (iii) execute and deliver any other agreements and documents and take any and all other action as contemplated by the Revolving Credit Facilities or as such officer may deem necessary or desirable in connection with the making of advances (including issuances of letters of credit) on account of the Company pursuant to the Revolving Credit Facilities.
- (c) That the Authorized Officers be, and each of them hereby is, authorized and directed to cause the preparation of, to approve, or consent to, and execute and deliver the necessary documents, instruments, agreements or certificates necessary to enter into the Revolving Credit Facilities.

General

- (d) That the Authorized Officers of the Company be, and each of them hereby is, authorized and empowered to execute and file, or cause to be filed, on behalf of the Company, such applications, petitions or notices (including amendments or supplements thereto) with the Public Service Commission of the Commonwealth of Kentucky, and any other federal, state, or local commission, court, agency or body having jurisdiction as may be required to obtain any approvals, consents, orders or rulings as such officers or counsel for the Company may deem to be necessary or desirable in connection with the transactions contemplated hereby, as may be required by law or as may be deemed to be proper or appropriate in their judgment or in the judgment of counsel for the Company in connection with the foregoing.
- (e) That any and all actions heretofore taken by the Authorized Officers within the terms of the foregoing resolutions, including any actions taken in connection with applications to the Public Service Commission of the Commonwealth of Kentucky, or any other federal,

state, or local commission, court, agency or body having jurisdiction as required to obtain any approvals, consents, orders or rulings as such officers or counsel for the Company deemed to be necessary or desirable in connection with the transactions contemplated hereby, be and the same are hereby in all respects approved, ratified and confirmed.

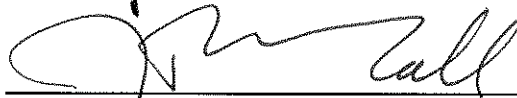
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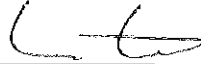


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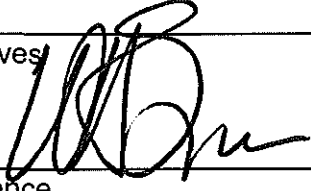


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IN LIEU OF A SPECIAL MEETING**

June 5, 2012

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company"), hereby adopts the following resolutions by unanimous written consent in lieu of a special meeting and consents to the actions contemplated thereby:

ISSUANCE OF FIRST MORTGAGE BONDS

WHEREAS, the Board of Directors of the Company (the "Board") has determined that it is desirable and in the best interests of the Company to issue up to \$350,000,000 aggregate principal amount of long-term debt in the form of first mortgage bonds for the purposes of providing funds for anticipated capital expenditures, operational or financial needs and other general corporate purposes.

NOW, THEREFORE, BE IT RESOLVED, by the Board as follows:

The Offering

- (a) That the Board authorizes and approves the issuance and sale by the Company from time to time, in one or more series, and in any combination, of up to \$350,000,000 aggregate principal amount of long-term debt in the form of first mortgage bonds (any of such bonds, the "Debt Securities" in one or more underwritten public offerings, negotiated sales, or private placement transactions (such offerings, sales and transactions collectively referred to herein as the "Offering"), the net proceeds of such Debt Securities to be used for general corporate purposes, including construction and other capital expenditures, operational funding requirements, and repayment, refunding or refinancing of short- or long-term debt at maturity or otherwise.
- (b) That the Company be, and it hereby is, authorized to issue and offer for sale the Debt Securities through or to one or more underwriters, selling or placement agents, or other purchasers pursuant to an underwriting, purchase or similar agreement, on and subject to such terms and conditions as may be approved by the Authorized Officers (as defined below), provided that the interest rate on such Debt Securities shall not exceed 6-6.5% per annum.

Debt Securities or First Mortgage Bonds

- (c) That the Chief Executive Officer, President, Chief Financial Officer, Chief Administrative Officer, General Counsel, Chief Compliance Officer and Corporate Secretary, any Vice, President, the Treasurer, and the Controller of the Company (each, an "Authorized Officer" and, collectively, the "Authorized Officers") are, and each of them hereby is, authorized by and on behalf of the Company, to negotiate, enter into, execute and deliver one or more supplemental indentures, company orders and/or officer's certificates (the "Supplemental Indentures") pursuant to the Company's Indenture dated October 1, 2010 to The Bank of New York Mellon, as trustee (such Indenture, as heretofore supplemented and as to be further supplemented and amended by any such instrument the "Indenture") relating to the creation and issuance of, and establishing the designation, form, characteristics and terms of the Debt Securities, in such form or forms and having such terms as the Authorized Officers executing the same shall approve, and to perform all of the agreements and obligations of the Company under the Supplemental Indentures and Indenture and to consummate the transactions contemplated thereby; and that each Authorized Officer be, and hereby is, authorized to execute and deliver such other agreements, certificates and documents and to take such other actions in connection with the execution and delivery of any Supplemental Indenture or other instrument pursuant to the Indenture as such Authorized Officers deem necessary, advisable or appropriate; with such changes therein, additions thereto or omissions therefrom, as any Authorized Officer executing, acknowledging or delivering the same shall approve, such Authorized Officer's execution, acknowledgement and/or delivery thereof to be conclusive evidence of such approval.
- (d) That the Authorized Officers are, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute, acknowledge and deliver new securities representing the Debt Securities in substantially such form and containing such terms and conditions as such Authorized Officer shall approve, with such changes therein, additions thereto or omissions therefrom as such Authorized Officer executing, acknowledging or delivering the same shall approve, such Authorized Officer's execution, acknowledgement and delivery thereof to be conclusive evidence of such approval.
- (e) That the Authorized Officers are, and each of them hereby is, authorized, empowered and directed to fix and approve the terms and conditions on which the Debt Securities are to be issued and authenticated and the final terms of the Supplemental Indentures or any other instrument pursuant to the Indenture, including, without limitation, the rights of the holders thereof, the interest rate or rates, the maturity date or dates, the sinking fund, redemption or repurchase provisions and prices, the purchase price or prices, the offering date and terms and all other matters relating thereto, and to take all such other actions as any Authorized Officer deems necessary, advisable or appropriate to consummate the transactions contemplated by the Supplemental Indentures.
- (f) That a facsimile of the corporate seal of the Company may be imprinted on the Supplemental Indentures and/or Debt Securities, which facsimile is hereby

acknowledged to be the corporate seal of the Company for the purposes of sealing the Debt Securities.

- (g) That the Authorized Officers are, and each of them hereby is, authorized to execute and deliver on behalf of the Company, in the event that all or a portion of the Debt Securities bear a fixed or variable rate of interest: (i) one or more interest rate lock or swap agreements or similar agreements with one or more underwriters, banks or other financial institutions or other counter-parties, including affiliated entities, providing for the hedging of the interest rates on such securities, and (ii) any other agreement, document or instrument that may be necessary or appropriate in connection with any such transaction.

Paying Agent and Security Registrar

- (h) That The Bank of New York Mellon is hereby appointed to act as the initial paying agent and security registrar for the Debt Securities described herein in accordance with the provisions of the Indenture; provided that any Authorized Officer may take all actions necessary or desirable, on behalf of the Company, to provide for any additional or different paying agent or security registrar for any Debt Securities, if such Authorized Officer deems such provision to be desirable, such officer's determination to be conclusively evidenced by his execution of documentation effecting such appointment or change.

Offering Documents

- (i) That, in connection with the issuance and sale of the Debt Securities, the Authorized Officers are, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company to: (i) prepare, or cause to be prepared, one or more prospectuses, offering memoranda or other appropriate disclosure documents (including all exhibits, annexes and other documents relating thereto) in connection with such issuance and sale of the Debt Securities, including any supplement(s) or amendment(s) thereto (the "Offering Memorandum"); (ii) execute, as such Authorized Officers or Authorized Officer deem(s) necessary, advisable or appropriate, any and all, agreements, documents and instruments in connection with such issuance and sale; and (iii) take all such other actions as such Authorized Officers or Authorized Officer deem(s) necessary, advisable or appropriate in order to effect the issuance and sale of the Debt Securities, such Authorized Officer's authority and determination to execute such documents and instruments and to take such actions being conclusively evidenced by such execution or action, as the case may be.

Authorization of Underwriting, Purchase or Similar Agreements

- (j) That the Authorized Officers are, and each of them hereby is, authorized and directed, for and on behalf of the Company, to fix and approve the terms of an underwriting, purchase or similar agreement relating to the issuance and sale of the Debt Securities to one or more underwriters, selling or placement agents or other purchasers thereof (the "Purchase Agreement") to be entered into by and among the Company and such underwriters, agents or purchasers as may agree to become parties thereto, and the Authorized Officers be, and each of them hereby is, authorized to execute and deliver the same, in such form or with such

changes therein, additions thereto or omissions therefrom as such Authorized Officers may approve, such execution and delivery by any such Authorized Officer to be conclusive evidence of such authorization and approval.

- (k) That the Authorized Officers are, and each of them hereby is, authorized to execute and file such instruments, make all such payments, and do such other acts and things as, in the opinion of any Authorized Officer, may be necessary or desirable in order to comply with the rules and regulations promulgated under the Securities Act of 1933, as amended; and to qualify the Company or any Debt Securities under the securities or "Blue Sky" laws of such states of the United States and other jurisdictions as may be necessary or desirable, and to take further necessary action for said purposes.

Regulatory Approval

- (l) That the Authorized Officers of the Company are, and each of them hereby is, authorized and empowered to execute and file, or cause to be filed, on behalf of the Company, such applications, petitions or notices (including amendments or supplements thereto) with the Public Service Commission of the Commonwealth of Kentucky and any other federal, state, or local commission, court, agency or body having jurisdiction as may be required to obtain any approvals, consents, orders or rulings as such officers or counsel for the Company may deem to be necessary or desirable in connection with the transactions contemplated hereby, as may be required by law or as may be deemed to be proper or appropriate in their judgment or in the judgment of counsel for the Company in connection with the foregoing.

General

- (m) That the Authorized Officers of the Company are, and each of them is, hereby authorized and empowered, in the name and behalf of the Company, to execute and deliver such agreements and other documents relating to electronic deposit and delivery, cash management, information services and such other matters as they shall deem necessary or desirable to otherwise facilitate the offering, issuance, sale and delivery of the Debt Securities and receive and apply the proceeds therefrom.
- (n) That the officers of the Company are, and each of them hereby is, authorized in the name and on behalf of the Company and under its corporate seal or otherwise, to take or cause to be taken all such further actions and to execute and deliver or cause to be executed and delivered all such further instruments, agreements, certificates and other documents in connection with the Offering as such persons may deem necessary, advisable or appropriate in connection with the transactions contemplated thereby and hereby, and to incur all such fees and expenses as shall be necessary, advisable or appropriate in their judgment in order to carry into effect the purpose and intent of any and all of the foregoing resolutions.
- (o) That any acts of the officers of this Company, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to

the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted as acts in the name of and on behalf of this Company.

- (p) That the Authorized Officers are, and each of them hereby is, authorized and directed to take any and all further action to see that the intent of the above resolutions is carried forth.

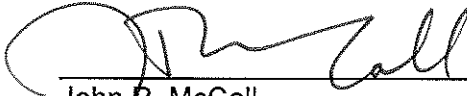
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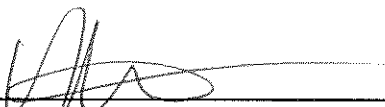


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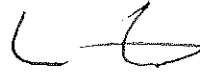


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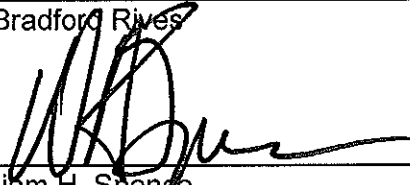


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**ACTION OF THE BOARD OF DIRECTORS
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TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

May 25, 2012

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company"), hereby adopts the following resolutions by unanimous written consent in lieu of a special meeting and consents to the actions contemplated thereby:

**CHANGE OF LONG-TERM RATE PERIOD OF CERTAIN
ENVIRONMENTAL FACILITIES REVENUE REFUNDING BONDS**

WHEREAS, the Louisville/Jefferson County Metro. Government, Kentucky (the "Issuer") has previously issued and there are outstanding \$35,200,000 in principal amount of its Environmental Facilities Revenue Refunding Bonds, 2007 Series B (Louisville Gas and Electric Company Project) dated April 26, 2007 and due June 1, 2033 (the "Bonds"); and

WHEREAS, the proceeds of the Bonds were borrowed by the Company pursuant to a loan agreement with the Issuer and applied by the Company to pay and discharge bonds previously issued by the governmental predecessor of the Issuer to finance or refinance certain air and water pollution control and solid waste disposal facilities of the Company (the "Project"); and

WHEREAS, the Bonds currently bear interest at a long-term rate for a long-term rate period ending May 31, 2012, such Bonds will be subject to mandatory purchase on June 1, 2012 and the Company has the right under the terms and conditions of the documentation applicable to the Bonds to change the existing long-term rate period applicable to the Bonds to a new long-term rate period on such mandatory purchase date; and

WHEREAS, the Board of Directors of the Company desires to change the existing long-term rate period applicable to the Bonds to a new long-term rate period on June 1, 2012 (the "Change Date") and reoffer the Bonds, and it is appropriate and in the interests of the Company that action be taken to authorize such undertakings.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Company as follows:

- (a) That the change of the existing long-term rate period applicable to the Bonds to a new long-term rate period of not less than one year and ending no later than May 31, 2022, as determined by the Chief Financial Officer or Treasurer in consultation with the remarketing agent chosen by said officer or officers of the Company (the "Remarketing Agent"), is

hereby authorized and approved and that the Chief Executive Officer, the President, the Chief Financial Officer, the Chief Administrative Officer, the General Counsel, Chief Compliance Officer and Corporate Secretary, any Vice President, the Treasurer and the Controller of the Company (each an "Authorized Officer") be, and each of them hereby is, authorized and directed, to take any action and to execute and deliver any election, notice, document, release, certificate or other instrument that may be necessary or appropriate to holders, financial institutions or other parties in connection with the Bonds to effect such change of the long-term rate period commencing on and effective as of the Change Date, at such interest rate as any Authorized Officer may deem appropriate.

- (b) That, in connection with the change of the existing long-term rate period applicable to the Bonds to a new long-term rate period referred to above, the Authorized Officers be, and each of them hereby is, authorized and directed to cause the preparation of and to approve, any necessary documents, including, but not limited to: (i) a preliminary reoffering circular and a final reoffering circular which will describe the Company, the Issuer, the Project, the Bonds, the loan agreement and indenture of trust pursuant to which such Bonds were issued, as amended and restated, and which will be used by the Remarketing Agent in connection with the change of long-term rate period and reoffering of the Bonds to the public, (ii) such remarketing agreements, purchase agreements, or other similar documents or agreements, as may be reasonably required (including amendments, modifications or terminations of existing forms of such agreements and documents related to the Bonds), and (iii) such other related documents, forms, certificates or agreements as shall be necessary or appropriate to effectuate such change of long-term rate period and reoffering of the Bonds.
- (c) That the Authorized Officers be, and each of them hereby is, authorized and empowered (i) to execute and file, or cause to be filed, on behalf of the Company such applications or petitions with any federal, state, or local commission, court, agency or body having jurisdiction as may be required to obtain any approvals, consents, orders or rulings as such officers or counsel for the Company may deem to be necessary or desirable in connection with the change of long-term rate period and the transactions and documents contemplated thereby, and (ii) to execute and deliver or file such amendments or supplements to said applications or petitions as may be required by law or as may be deemed to be proper or appropriate in their judgment or in the judgment of counsel for the Company in connection with the foregoing.
- (d) That the Authorized Officers be, and each of them hereby is, authorized to execute on behalf of the Company: (i) one or more interest rate swap, collar, or cap agreements or similar agreements with one or more underwriters, banks or other financial institutions providing for the hedging of the interest rate on the Bonds and (ii) any other agreement, document or instrument that may be necessary or appropriate in connection with any such transaction.

- (e) That the appropriate officers of the Company be, and each of them hereby is, authorized in the name and on behalf of the Company and under its corporate seal or otherwise, to take or cause to be taken all such further actions and to execute and deliver or cause to be executed and delivered all such further documents or agreements, certificates and agreements (including without limitation, instruments authorizing or consenting to amendment, modifications or waivers to any of the agreements executed in connection with the change of long-term rate period and the reoffering of the Bonds) as such persons may deem necessary, advisable or appropriate in connection with the transactions contemplated thereby and hereby, and to incur all such fees and expenses as shall be necessary, advisable or appropriate in their judgment in order to carry into effect the purpose and intent of any and all of these resolutions.
- (f) That any acts of the officers of this Company, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted as acts in the name of and on behalf of this Company.
- (g) That each Authorized Officer be, and hereby is, authorized and directed to take any and all further action to see that the intent of the above resolutions are carried forth.

This unanimous written consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.


WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

Paul A. Farr


Chris Hermann



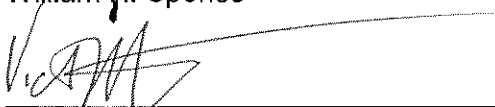
John R. McCall




S. Bradford Rives



William H. Spence



Victor A. Staffieri



Paul W. Thompson

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

Paul A. Farr



Chris Heilmann

John R. McCall

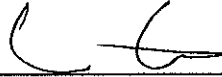
S. Bradford Rives

William H. Spence

Victor A. Staffieri

Paul W. Thompson

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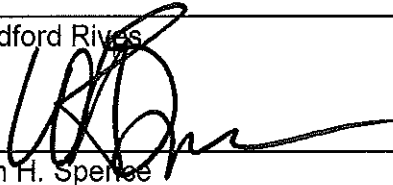


Paul A. Farr

Chris Hermann

John R. McCall

S. Bradford Rives



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

MAY 17, 2012

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company"), hereby adopts the following resolution by unanimous written consent in lieu of a special meeting and consents to the actions contemplated thereby:

RATIFICATION OF OFFICERS

RESOLVED, that the appointments of the following officers to the offices indicated by Victor A. Staffieri on May 14, 2012 be, and hereby are, ratified, effective as of May 14, 2012, to hold such office until the next annual meeting of the Board of Directors except as otherwise provided in the By-Laws and to have all those duties and powers permitted by law, or by the Articles of Incorporation or by the By-Laws, or as otherwise appropriate.

<u>Name</u>	<u>Office</u>
R. W. "Chip" Keeling	Vice President
Mary C. Whelan	Vice President-Communications

This Unanimous Written Consent of Directors may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

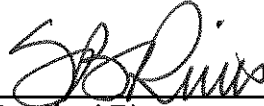
Paul A. Farr



Chris Heilmann



John R. McCall




S. Bradford Rives

William H. Spence

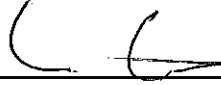


Victor A. Staffieri



Paul W. Thompson

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

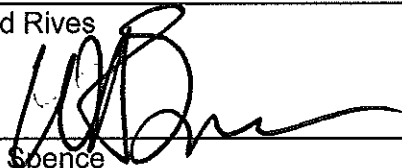


Paul A. Farr

Chris Hermann

John R. McCall

S. Bradford Rives



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

MAY 16, 2012

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company"), hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

DECLARATION OF COMMON STOCK DIVIDEND

RESOLVED, that a dividend on the Common Stock of this Company is hereby declared for the quarter ending June 30, 2012, for payment to LG&E and KU Energy LLC on June 28, 2012, from funds legally available for payment of dividends, in an amount equal to \$16,000,000 and the effect of such dividend shall be measured as of March 31, 2012.

FURTHER RESOLVED, that the Treasurer of the Company be and is hereby authorized to pay this dividend by check or otherwise and to take all necessary steps therefore.

This Unanimous Written Consent of Directors may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

Paul A. Farr



Chris Hermann



John R. McCall



S. Bradford Rives

William H. Spence



Victor A. Staffieri



Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

MAY 16, 2012

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company"), hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

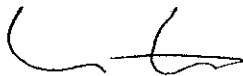
DECLARATION OF COMMON STOCK DIVIDEND

RESOLVED, that a dividend on the Common Stock of this Company is hereby declared for the quarter ending June 30, 2012, for payment to LG&E and KU Energy LLC on June 28, 2012, from funds legally available for payment of dividends, in an amount equal to \$16,000,000 and the effect of such dividend shall be measured as of March 31, 2012.

FURTHER RESOLVED, that the Treasurer of the Company be and is hereby authorized to pay this dividend by check or otherwise and to take all necessary steps therefore.

This Unanimous Written Consent of Directors may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.



Paul A. Farr



William H. Spence

Chris Hermann

Victor A. Staffieri

John R. McCall

Paul W. Thompson

S. Bradford Rives

LG&E AND KU ENERGY LLC
LOUISVILLE GAS AND ELECTRIC COMPANY
KENTUCKY UTILITIES COMPANY

APPOINTMENT OF OFFICERS

May 14, 2012

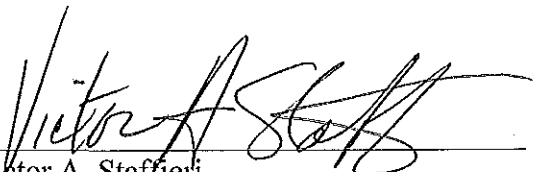
Pursuant to the Operating Agreement of LG&E and KU Energy LLC (“LKE”), and the By-laws of each of Louisville Gas and Electric Company (“LG&E”) and Kentucky Utilities Company (“KU”), I hereby approve the appointment of the following officers of LKE, LG&E and KU effective May 14, 2012:

Mary C. Whelan

Vice President—Communications

R.W. “Chip” Keeling

Vice President



Victor A. Staffieri
Chairman of the Board, President and
Chief Executive Officer

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

March 28, 2012

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company"), hereby adopts the following resolutions by unanimous written consent in lieu of a special meeting and consents to the actions contemplated thereby:

Filing of Omnibus Shelf Registration Statement

WHEREAS, PPL Corporation is planning to file a replacement omnibus Shelf Registration Statement on Form S-3 with the Securities and Exchange Commission ("SEC"), and it is in the interest of the Company also to file as a co-registrant to PPL Corporation's Shelf Registration Statement to facilitate the Company's ability quickly and efficiently to sell its debt securities in registered offerings in the U.S. capital markets.

NOW, THEREFORE, BE IT RESOLVED, that the Company together with PPL Corporation; PPL Energy Supply, LLC; PPL Electric Utilities Corporation; PPL Capital Funding, Inc., LG&E and KU Energy LLC, and Kentucky Utilities Company (collectively excluding the Company, the "Co-Registrants") is hereby authorized to file with the SEC in accordance with the Securities Act of 1933, as amended, and the applicable rules and regulations thereunder, a new omnibus Shelf Registration Statement on Form S-3 ("Shelf Registration Statement") to register indeterminate numbers of securities to be issuable by the Company and the Co-Registrants, respectively, as the proper officers of the Company and each of the Co-Registrants shall deem necessary or desirable for purposes of raising necessary funds in the U.S. capital markets over the ensuing three-year effective period of such Shelf Registration Statement, and to file post effective amendments thereto in order to supplement the descriptions or enumerated types of securities registered thereunder and for such other purposes as the proper officers of the Company and the Co-Registrants shall deem necessary or desirable; and

FURTHER RESOLVED, that each director or officer of this Company who may be required to execute the Shelf Registration Statement or any amendment thereof, including any post-effective amendment, is hereby authorized to execute a Power of Attorney appointing William H. Spence, Paul A. Farr and Robert J. Grey, and each of them severally, his or her true and lawful attorneys, with full power of substitution and

resubstitution, to execute in his or her name such Shelf Registration Statement or any and all exhibits or amendments thereto, including post-effective amendments, and instruments in connection therewith, as fully and to all intents and purposes as any such director or officer could do in person, and to file such Power of Attorney with the SEC, with full power and authority in each of such attorneys to do and perform in the name and on behalf of such director or officer, or any of them, every act requisite or necessary to be done in the premises as fully and to all intents and purposes as any such director or officer could do in person; and

FURTHER RESOLVED, that the proper officers of the Company are, and each of them is, hereby authorized (1) to receive any and all notices and communications from the SEC and its staff relating to such Shelf Registration Statement or any and all amendments thereto; and (2) to receive notices and communications relating to such matters before the SEC; and

FURTHER RESOLVED, that the proper officers of the Company are each hereby authorized to execute and file such instruments, make all such payments, and do such other acts and things as, in the opinion of any of them, may be necessary or desirable in order to comply with the rules and regulations promulgated under the Securities Act to cause such Shelf Registration Statement to become effective and to maintain such Shelf Registration Statement in effect for so long as such officers deem it to be in the best interest of this Company; and

FURTHER RESOLVED, that the proper officers of the Company are each hereby authorized to appear before the New York Stock Exchange with authority to file such applications or to make such changes in the applications filed with such exchange or in the exhibits, agreements or instruments relating thereto, and to do such other acts and things as may be necessary or, in their judgment, desirable to carry out the purposes of the foregoing resolutions; and

FURTHER RESOLVED, that the proper officers of the Company are each hereby authorized to negotiate, prepare, distribute and execute such other documents, instruments, certificates and agreements as may be necessary or, in their judgment, desirable, to carry out the purposes of the foregoing resolutions in such form as the officer executing the same approves, such judgment to be conclusively evidenced by such execution, and to take any and all such further actions (including, but not limited to, payment of agents' or other fees) as may be necessary, or in their judgment, desirable, to carry out the purposes of the foregoing resolutions; and

FURTHER RESOLVED, that any and all actions heretofore taken by any officer or officers or director or directors of this Company within the terms of the foregoing resolutions are hereby approved, ratified and in all other respects confirmed.

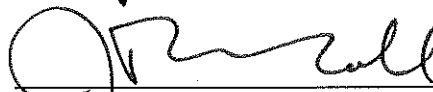
This Unanimous Written Consent of Directors may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

Paul A. Farr



Chris Hermann



John R. McCall

S. Bradford Rives

William H. Spence

Victor A. Staffieri



Paul W. Thompson

FURTHER RESOLVED, that any and all actions heretofore taken by any officer or officers or director or directors of this Company within the terms of the foregoing resolutions are hereby approved, ratified and in all other respects confirmed.

This Unanimous Written Consent of Directors may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

Paul A. Farr

Chris Hermann

John R. McCall

S. Bradford Rives

William H. Spence

Victor A. Staffieri

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Paul W. Thompson

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Paul A. Farr

Chris Hermann

John R. McCall

S. Bradford Rives



William H. Spence

Victor A. Staffieri

Paul W. Thompson

FURTHER RESOLVED, that any and all actions heretofore taken by any officer or officers or director or directors of this Company within the terms of the foregoing resolutions are hereby approved, ratified and in all other respects confirmed.


This Unanimous Written Consent of Directors may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

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Paul A. Farr

Chris Hermann

John R. McCall



S. Bradford Rives

William H. Spence



Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

March 6, 2012

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company"), hereby adopts the following resolutions by unanimous written consent in lieu of a special meeting and consents to the actions contemplated thereby:

**CHANGE OF LONG-TERM RATE PERIOD
OF CERTAIN POLLUTION CONTROL BONDS**

WHEREAS, the Louisville/Jefferson County Metro Government, Kentucky (the "Issuer") has previously issued and there are outstanding \$128,000,000 in principal amount of its Pollution Control Revenue Bonds, 2003 Series A (Louisville Gas and Electric Company Project) dated November 20, 2003 and due October 1, 2033 (the "Bonds"); and

WHEREAS, the proceeds of the Bonds were borrowed by the Company pursuant to a loan agreement with the Issuer and applied by the Company to pay and discharge bonds previously issued by the governmental predecessor of the Issuer to finance or refinance certain air and water pollution control and solid waste disposal facilities of the Company (the "Project"); and

WHEREAS, the Bonds currently bear interest at a long-term rate for a long-term rate period ending April 1, 2012, such Bonds are subject to mandatory purchase on April 2, 2012 and the Company has the right under the terms and conditions of the documentation applicable to the Bonds to change the existing long-term rate period applicable to the Bonds to a new long-term rate period on such mandatory purchase date; and

WHEREAS, the Board of Directors of the Company desires to change the existing long-term rate period applicable to the Bonds to a new long-term rate period on April 2, 2012 (the "Change Date") and reoffer the Bonds, and it is appropriate and in the interests of the Company that action be taken to authorize such undertakings.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Company as follows:

- (a) That the change of the existing long-term rate period applicable to the Bonds to a new long-term rate period of not less than one year and ending no later than April 1, 2022, as determined by the Chief Financial Officer or Treasurer in consultation with the remarketing agent or remarketing agents chosen by said officer or officers of the Company (the

"Remarketing Agents"), is hereby authorized and approved and that the Chief Executive Officer, the President, the Chief Financial Officer, the Chief Administrative Officer, the General Counsel, Chief Compliance Officer and Corporate Secretary, any Vice President, the Treasurer, or the Controller of the Company (each an "Authorized Officer"), be, and each of them hereby is, authorized and directed to take any action and to execute and deliver any election, notice, document, release, certificate or other instrument that may be necessary or appropriate to holders, financial institutions or other parties in connection with the Bonds to effect such change of the long-term rate period commencing on and effective as of the Change Date, at such interest rate as such Authorized Officer may deem appropriate.

- (b) That, in connection with the change of the existing long-term rate period applicable to the Bonds to a new long-term rate period referred to above, each Authorized Officer be, and each of them hereby is, authorized and directed to cause the preparation of and to approve, any necessary documents, including, but not limited to: (i) a preliminary reoffering circular and a final reoffering circular which will describe the Company, the Issuer, the Project, the Bonds, the loan agreement and indenture of trust pursuant to which such Bonds were issued, as amended and supplemented, and which will be used by the Remarketing Agents in connection with the change of long-term rate period and reoffering of the Bonds to the public, (ii) such remarketing agreements, purchase agreements, or other similar documents or agreements, as may be reasonably required (including amendments, modifications or terminations of existing forms of such agreements and documents related to the Bonds), and (iii) such other related documents, forms, certificates or agreements as shall be necessary or appropriate to effectuate such change of long-term rate period and reoffering of the Bonds.
- (c) That, the appropriate officers of the Company be, and each of them hereby is, authorized and empowered (i) to execute and file, or cause to be filed, on behalf of the Company such applications or petitions with any federal, state, or local commission, court, agency or body having jurisdiction as may be required to obtain any approvals, consents, orders or rulings as such officers or counsel for the Company may deem to be necessary or desirable in connection with the change of long term rate period and the transactions and documents contemplated thereby, and (ii) to execute and deliver or file such amendments or supplements to said applications or petitions as may be required by law or as may be deemed to be proper or appropriate in their judgment or in the judgment of counsel for the Company in connection with the foregoing.
- (d) That the appropriate officers of the Company be, and each of them hereby is, authorized to execute on behalf of the Company: (i) one or more interest rate swap, collar, or cap agreements or similar agreements with one or more underwriters, banks or other financial institutions providing for the hedging of the interest rate on the Bonds and (ii) any other agreement, document or instrument that may be necessary or appropriate in connection with any such transaction.

- (e) That the appropriate officers of the Company be, and each of them hereby is, authorized in the name and on behalf of the Company and under its corporate seal or otherwise, to take or cause to be taken all such further actions and to execute and deliver or cause to be executed and delivered all such further documents or agreements, certificates and agreements (including without limitation, instruments authorizing or consenting to amendment, modifications or waivers to any of the agreements executed in connection with the change of long-term rate period and the reoffering of the Bonds) as such persons may deem necessary, advisable or appropriate in connection with the transactions contemplated thereby and hereby, and to incur all such fees and expenses as shall be necessary, advisable or appropriate in their judgment in order to carry into effect the purpose and intent of any and all of these resolutions.
- (f) That any acts of the officers of this Company, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted as acts in the name of and on behalf of this Company.
- (g) That the appropriate officers of the Company be, and hereby are, authorized and directed to take any and all further action to see that the intent of the above resolutions are carried forth.

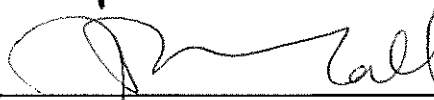
This unanimous written consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

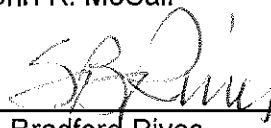
Paul A. Farr



Chris Hermann



John R. McCall



S. Bradford Rives

William H. Spence



Victor A. Staffieri



Paul W. Thompson

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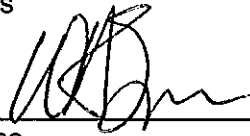


Paul A. Farr

Chris Hermann

John R. McCall

S. Bradford Rives



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

FEBRUARY 10, 2012

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company"), hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

DECLARATION OF COMMON STOCK DIVIDEND

RESOLVED, that a dividend on the Common Stock of this Company is hereby declared for the quarter ending March 31, 2012, for payment to LG&E and KU Energy LLC on March 29, 2012, from funds legally available for payment of dividends, in an amount equal to \$15,000,000 and the effect of such dividend shall be measured as of December 31, 2011.

FURTHER RESOLVED, that the Treasurer of the Company be and is hereby authorized to pay this dividend by check or otherwise and to take all necessary steps therefore.

This Unanimous Written Consent of Directors may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

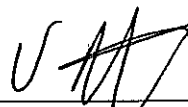
WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

Paul A. Farr



Chris Hermann

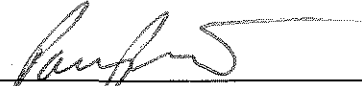
William H. Spence



Victor A. Staffieri



John R. McCall



Paul W. Thompson



S. Bradford Rives

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

FEBRUARY 10, 2012

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company"), hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

DECLARATION OF COMMON STOCK DIVIDEND

RESOLVED, that a dividend on the Common Stock of this Company is hereby declared for the quarter ending March 31, 2012, for payment to LG&E and KU Energy LLC on March 29, 2012, from funds legally available for payment of dividends, in an amount equal to \$15,000,000 and the effect of such dividend shall be measured as of December 31, 2011.


FURTHER RESOLVED, that the Treasurer of the Company be and is hereby authorized to pay this dividend by check or otherwise and to take all necessary steps therefore.

This Unanimous Written Consent of Directors may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.



Paul A. Farr



William M. Spence

Chris Hermann

Victor A. Staffieri

John R. McCall

Paul W. Thompson

S. Bradford Rives

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

January 9, 2012

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company"), hereby adopts the following resolutions by unanimous written consent in lieu of a special meeting and consents to the actions contemplated thereby:

APPOINTMENT OF CERTAIN OFFICERS

RESOLVED, that, effective as of February 1, 2012, each of the following persons be appointed to the office of the Company set out below opposite his or her name, to hold such office until the next annual meeting of the Board of Directors except as otherwise provided in the By-laws and to have all those duties and powers permitted by law, or by the Articles of Incorporation or by the By-laws, or as otherwise appropriate.

S. Bradford Rives	Chief Administrative Officer
Kent W. Blake	Chief Financial Officer

and;

RESOLVED, that, effective as of March 19, 2012, each of the following persons be appointed to the office of the Company set out below opposite his or her name, to hold such office until the next annual meeting of the Board of Directors except as otherwise provided in the By-laws and to have all those duties and powers permitted by law, or by the Articles of Incorporation or by the By-laws, or as otherwise appropriate.

John. R. McCall	Executive Vice President
Gerald A. Reynolds	General Counsel, Chief Compliance Officer and Corporate Secretary

DESIGNATION OF EXECUTIVE OFFICERS

WHEREAS, Item 401(b) of Regulation S-K of the Securities Exchange Act of 1934 provides that the Company may identify its officers and those of its subsidiaries, and such other persons performing policy-making functions for the Company who are thus considered Executive Officers.

NOW, THEREFORE, BE IT RESOLVED, that, effective February 1, 2012, the Company hereby designates the following persons as Executive Officers for 2012:

Victor A. Staffieri	Chairman of the Board, Chief Executive Officer and President
Kent W. Blake	Chief Financial Officer
Chris Hermann	Senior Vice President – Energy Delivery
John R. McCall	Executive Vice President, General Counsel, Corporate Secretary and Chief Compliance Officer (through March 19, 2012)
S. Bradford Rives	Chief Administrative Officer
Paul W. Thompson	Senior Vice President – Energy Services

This unanimous written consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

Paul A. Farr



Chris Hermann

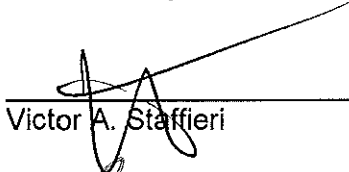


John R. McCall



S. Bradford Rives

William H. Spence




Victor A. Staffieri



Paul W. Thompson

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

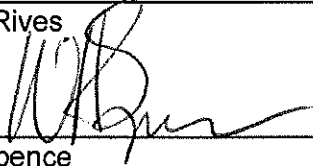


Paul A. Farr

Chris Hermann

John R. McCall

S. Bradford Rives



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

December 22, 2011

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company"), hereby adopts the following resolutions by unanimous written consent in lieu of a special meeting and consents to the actions contemplated thereby:

COMMERCIAL PAPER PROGRAM

WHEREAS, the Company desires to establish a commercial paper program in the amount of up to \$250 million to be used to fund capital expenditure costs on an interim basis until permanent financing is in place and to fund working capital needs; and

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Company to establish such commercial paper program.

NOW, THEREFORE, BE IT RESOLVED, that the President, the Vice President, Chief Financial Officer, Secretary, Treasurer or Controller of the Company (the "Authorized Officers") are each hereby authorized to arrange, on behalf of the Company, for the establishment of a commercial paper program for the Company in the amount of \$250 million, whereby unsecured promissory notes shall be issued by the Company from time to time, having such terms and conditions as are approved by an Authorized Officer, including, but not limited to, the selection of one or more issuing and paying agents and one or more dealers for such notes; provided, that the outstanding promissory notes so issued do not exceed at any one time the aggregate amount of credit then available under the Company's credit agreements with banks and other lenders, and provided that the term or terms of such notes shall not exceed 270 days and the rate or rates of interest on such notes are related to market-based rates; and

FURTHER RESOLVED, that the Authorized Officers of this Company are, and each of them is, hereby further authorized to prepare, negotiate, execute and/or deliver on behalf of the Company in connection with such commercial paper program, (i) promissory notes or other obligations of the Company arising in connection therewith; (ii) agreements with dealers, depositaries, issuing agents and paying agents; (iii) offering memoranda, (iv) appointments or designations, from time to time, of individuals authorized to give or receive instructions, or take actions, on behalf of the Company, with such financial institutions, with such appointments or designations to be in writing, signed by two officers of the Company, one of whom must be the Chief Financial Officer or Treasurer and (v) all other confirmations, documents, instruments and certificates, in each case, as may be necessary or in their judgment desirable, from time to time, in connection

with the issuance by the Company of its commercial paper notes; all such promissory notes, offering memoranda, agreements, amendments, confirmations, documents, instruments and certificates to include such terms (including such rate or rates of interest as such officer shall approve based on market conditions at the time of issuance) and to be in such form or forms as the officer executing the same on behalf of the Company may approve, his execution thereof to be conclusive evidence of such approval; and

FURTHER RESOLVED, that the proper officers of the Company be, and they hereby are, and each of them hereby is, authorized and empowered, acting for and in the name and on behalf of the Company, to make, execute, acknowledge, verify, issue and deliver all such applications, agreements, documents, instruments and certifications with or without the seal of the Company affixed thereto and attested by the Secretary of the Company, or unattested, and to do or cause to be done all such acts and things, and to take all such steps, and to make all such payments and remittances, as may in each case, in the opinion of the officer taking such action, such opinion to be conclusively evidenced by the taking of such action by such officer, be necessary or desirable in order to carry out the full intent and purposes of the preceding resolutions.

This unanimous written consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

WITNESS the signatures of the undersigned who are all of the directors of Louisville Gas and Electric Company as of the date first written above.


Paul A. Farr



Chris Hermann

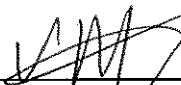


John R. McCall



S. Bradford Rives

William H. Spence

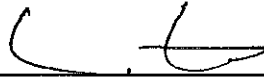


Victor A. Staffieri



Paul W. Thompson

WITNESS the signatures of the undersigned who are all of the directors of Louisville Gas and Electric Company as of the date first written above.



Paul A. Farr

Chris Hermann

John R. McCall

S. Bradford Rives



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE SOLE SHAREHOLDER
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF AN ANNUAL MEETING**

December 15, 2011

Pursuant to the provisions of Section 271B.7-040 of the Kentucky Business Corporation Act, the undersigned being the sole shareholder of Louisville Gas and Electric Company, a Kentucky corporation (the "Company"), hereby adopts the following resolution, in lieu of an annual meeting and consents to the corporate actions contemplated thereby:

ELECTION OF DIRECTORS

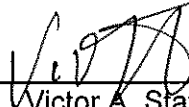
RESOLVED, that, as appropriate, the size of the Board of Directors is established to be equal to the number of persons listed below, and each of the following persons be elected director of the Company for a term commencing on the date hereof and ending at the next annual meeting of the Company's sole shareholder and until his successor shall have been elected and qualified:

Paul A. Farr
Chris Hermann
John R. McCall
S. Bradford Rives
William H. Spence
Victor A. Staffieri
Paul W. Thompson

WITNESS the signature of the undersigned, who is the sole shareholder of Louisville Gas and Electric Company as of the date and year first above written.

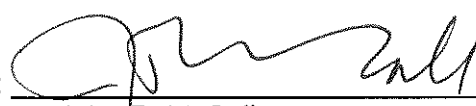
LG&E AND KU ENERGY LLC

By: _____



Victor A. Staffieri
Chairman of the Board,
Chief Executive Officer and
President

By: _____



John R. McCall
Executive Vice President,
General Counsel,
Corporate Secretary and
Chief Compliance Officer

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF AN ANNUAL MEETING**

December 15, 2011

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company"), hereby adopts the following resolutions by unanimous written consent in lieu of an annual meeting and consents to the actions contemplated thereby:

RATIFICATION OF OFFICER

RESOLVED, that the appointment of Edwin R. Staton by Victor A Staffieri on March 28, 2011 be, and hereby is ratified, to the office of Vice President—Transmission, effective March 28, 2011, to hold such office until the next annual meeting of the Board of Directors except as otherwise provided in the By-laws, and to have all those duties and powers permitted by law, or by the Articles of Incorporation, or by the By-laws, or as otherwise appropriate.

ELECTION OF OFFICERS

RESOLVED, that each of the following persons be appointed to the office of the Company set out below opposite his or her name, to hold such office until the next annual meeting of the Board of Directors except as otherwise provided in the By-laws and to have all those duties and powers permitted by law, or by the Articles of Incorporation or by the By-laws, or as otherwise appropriate.

Victor A. Staffieri	Chairman of the Board, Chief Executive Officer and President
Daniel K. Arbough	Treasurer
Michael S. Beer	Vice President – Federal Regulation and Policy
Lonnie E. Bellar	Vice President – State Regulation and Rates
Kent W. Blake	Vice President – Corporate Planning and Development
D. Ralph Bowling	Vice President – Power Production
Laura M. Douglas	Vice President – Corporate Responsibility and Community Affairs
Chris Hermann	Senior Vice President – Energy Delivery
R. W. Chip Keeling	Vice President – Communications
John R. McCall	Executive Vice President, General Counsel, Corporate Secretary and Chief Compliance Officer
John P. Malloy	Vice President – Energy Delivery – Retail Business
Dorothy E. O'Brien	Vice President and Deputy General Counsel, Legal and Environmental Affairs

Paula H. Pottinger	Senior Vice President – Human Resources
S. Bradford Rives	Chief Financial Officer
Valerie L. Scott	Controller
George R. Siemens	Vice President – External Affairs
David S. Sinclair	Vice President – Energy Marketing
Eric Slavinsky	Chief Information Officer
Edwin R. Staton	Vice President -- Transmission
Paul Gregory Thomas	Vice President – Energy Delivery – Distribution Operations
Paul W. Thompson	Senior Vice President – Energy Services
John N. Voyles, Jr.	Vice President – Transmission and Generation Services

CORPORATE BANKING RESOLUTIONS

RESOLVED, that the proper officers of this Company are hereby authorized to (i) appoint, from time to time, as depositories of funds of this Company, such banking institutions as in their judgment are necessary or desirable in the operation of the business of this Company; (ii) revoke the appointment of banking institutions as depositories for the funds of this Company; and (iii) enter into agreements with such banking institutions to open and maintain accounts and to provide this Company with depository, disbursement, and electronic transfer services as required ("Banking Agreements"); provided, that the foregoing actions shall be in writing and shall be executed jointly by the Chief Financial officer or the Treasurer and a second officer of this Company; and further

RESOLVED, that each of the depositories for the funds of this Company is hereby authorized, requested and directed, until written notice of the revocation of the authority hereby granted is received by it, to accept for deposit all such money, checks, drafts, orders or other deposits or transfers of funds effected by written or electronic instructions drawn or issued in favor of this Company; and further

RESOLVED, that each of the depositories for the funds of this Company is hereby authorized, requested and directed, until written notice of the revocation of the authority hereby granted is received by it, to honor and pay all such checks, drafts, orders or other written or electronic instructions to disburse or transfer funds drawn in this Company's name when such instructions, whether transmitted by letter, telex, telecopier or by other written or electronic means, have been duly authorized by this Company; provided, that such disbursements or transfers are made by the depository in full accordance with the policies and procedures specified in the Banking Agreements entered into, from time to time, between such depository and this Company and that these policies and procedures are in accordance with generally accepted banking practices; and provided further, that such disbursement or transfer instructions are made by an individual who has been jointly designated in writing by the Chief Financial Officer or the Treasurer and a second officer of this Company; and the depositories of this Company may rely upon such instructions; and further

RESOLVED, that, subject to the obtaining of all requisite regulatory approvals, authorizations or consents, the Chief Financial Officer or the Treasurer of this Company, and such other individuals as may be duly authorized in writing from

time to time by the Chief Financial Officer or the Treasurer of this Company, are each hereby authorized to procure credit and borrow money, in the name of and on behalf of this Company, from this Company's affiliates (including pursuant to the assumption of intercompany indebtedness) and from such lenders, brokers, dealers, or direct purchasers of unsecured promissory notes, including banks or institutional investors, in each case as such individuals in their discretion may determine necessary or desirable to meet the short-term financing requirements of this Company, and to execute and deliver unsecured promissory notes of this Company evidencing such borrowings in such form as such individuals in their discretion may determine, including promissory notes sold on a discount basis, accrual interest basis, or a fluctuating rate of interest basis related to an ascertainable commercial rate, subject to the following limitations, except that such limitations shall not apply to, or take into account, intercompany credit or borrowings from this Company's affiliates (including pursuant to the assumption of intercompany indebtedness):

- (a) All short-term bank loans and loans from institutional investors shall have a maturity of less than one year;
- (b) All other short-term obligations, including commercial paper notes, shall have a maturity of 270 days or less; and
- (c) No unsecured promissory notes of this Company shall be executed and delivered pursuant to this resolution unless they qualify as an exempted security under Section 3(a)3 of the Securities Act of 1933 or as an exempted transaction under Section 4(2) of the Securities Act and are, therefore, exempt from registration;

and further

RESOLVED, that funds of this Company temporarily in excess of current needs may be invested and reinvested by the Chief Financial Officer or the Treasurer or any officer of this Company, or by any individual as may be jointly designated in writing by the Chief Financial Officer or the Treasurer and a second officer of this Company, in the types of securities and financial instruments contemplated by this Company's Short-Term Investment Policy (in the form approved, and as amended from time to time, by the Chief Financial Officer or the Treasurer and a second officer of this Company), subject to the following limitations, except that such limitations shall not apply to, or take into account, intercompany promissory notes (or similar securities) issued or assigned to this Company by its affiliates or the indebtedness represented thereby;

- (a) All investments made pursuant to this resolution shall mature or be made subject to redemption by this Company at not less than the principal amount thereof or the cost of acquisition, whichever is lower;

- (b) No security or investment shall have a maturity beyond 2 years unless it contains a short-term liquidity feature such as a put option;
- (c) The weighted average life of the portfolio cannot exceed one year; and
- (d) At the time the total investment in any securities of an individual bank, corporation, or municipality exceeds \$3.0 million, this amount shall not exceed 10% of this Company's total investment portfolio;

and further

RESOLVED, that the proper officers of this Company are hereby authorized to enter into agreements with banks, trust companies, custodians and securities dealers ("Securities Agreements") to open and maintain accounts on behalf of this Company for the purchase, sale and safekeeping of securities including, but not limited to, stocks, bonds, debentures, notes, certificates of deposit and certificates of interest or indebtedness, repurchase agreements and reverse repurchase agreements involving securities approved for investment by resolution of this Company ("Securities"); provided, that the foregoing actions shall be in writing and shall be executed jointly by the Chief Financial Officer or the Treasurer and a second officer of this Company; and that any individual jointly designated in writing from time to time by the Chief Financial Officer or the Treasurer of this Company and a second officer of this Company is hereby authorized to (i) give and receive from such banks, trust companies, and securities dealers, oral, written or electronic instructions, confirmations, notices or demands by telephone, letter, telex, telecopier, or otherwise with respect to such accounts and bind and obligate this Company for the carrying out of any such transaction; (ii) pay in cash, check, draft or other orders drawn upon the funds of this Company such sums as may be necessary in connection with any of the said accounts; (iii) deliver Securities to and deposit funds with such banks, trust companies and securities dealers; (iv) agree to any terms or conditions to control any such account; and (v) accept delivery of any Securities; provided, however, that all such transactions are in accordance with the terms and conditions set forth in the Securities Agreements entered into from time to time between such banks, trust companies and securities dealers and this Company; and further

RESOLVED, that the proper officers of this Company are hereby authorized and directed to do such other acts and things as may be necessary or in their judgment, desirable, to carry out the purposes of the foregoing resolutions; and further

RESOLVED, that any and all actions heretofore taken by any officer or officers or director or directors of this Company within the terms of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.

DESIGNATION OF EXECUTIVE OFFICERS

WHEREAS, Item 401(b) of Regulation S-K of the Securities Exchange Act of 1934 provides that the Company may identify its officers and those of its subsidiaries, and such other persons performing policy-making functions for the Company who are thus considered Executive Officers.

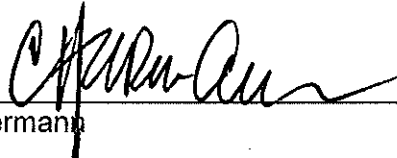
NOW, THEREFORE, BE IT RESOLVED, that the Company hereby designates the following persons as Executive Officers for 2011:

Victor A. Staffieri	Chairman of the Board, Chief Executive Officer and President
Chris Hermann	Senior Vice President – Energy Delivery
John R. McCall	Executive Vice President, General Counsel, Corporate Secretary and Chief Compliance Officer
S. Bradford Rives	Chief Financial Officer
Paul W. Thompson	Senior Vice President – Energy Services


This unanimous written consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

Paul A. Farr



Chris Hermann




John R. McCall



S. Bradford Rives

William H. Spence

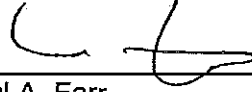


Victor A. Staffieri



Paul W. Thompson

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

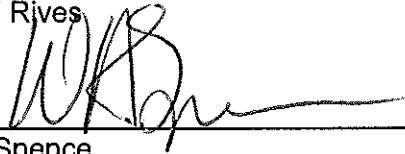


Paul A. Farr

Chris Hermann

John R. McCall

S. Bradford Rives



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

NOVEMBER 18, 2011

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company"), hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

DECLARATION OF COMMON STOCK DIVIDEND

RESOLVED, that a dividend on the Common Stock of this Company is hereby declared for the quarter ending December 31, 2011, for payment to LG&E and KU Energy LLC on December 29, 2011, from funds legally available for payment of dividends, in an amount equal to \$28,000,000 and the effect of such dividend shall be measured as of September 30, 2011.

FURTHER RESOLVED, that the Treasurer of the Company be and is hereby authorized to pay this dividend by check or otherwise and to take all necessary steps therefore.

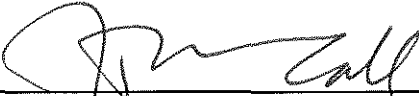
This Unanimous Written Consent of Directors may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

Paul A. Farr



Chris Hermann



John R. McCall



S. Bradford Rives

William H. Spence



Victor A. Staffieri



Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

NOVEMBER 18, 2011

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company"), hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

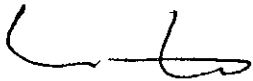
DECLARATION OF COMMON STOCK DIVIDEND

RESOLVED, that a dividend on the Common Stock of this Company is hereby declared for the quarter ending December 31, 2011, for payment to LG&E and KU Energy LLC on December 29, 2011, from funds legally available for payment of dividends, in an amount equal to \$28,000,000 and the effect of such dividend shall be measured as of September 30, 2011.

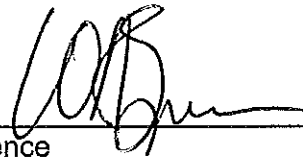
FURTHER RESOLVED, that the Treasurer of the Company be and is hereby authorized to pay this dividend by check or otherwise and to take all necessary steps therefore.

This Unanimous Written Consent of Directors may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.



Paul A. Farr



William H. Spence

Chris Hermann

Victor A. Staffieri

John R. McCall

Paul W. Thompson

S. Bradford Rives

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

November 14, 2011

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation ("LG&E" or the "Company"), hereby adopts the following resolutions by unanimous written consent in lieu of a special meeting and consents to the actions contemplated thereby:

CONVERSION OF POLLUTION CONTROL BONDS

WHEREAS, Louisville/Jefferson County Metro Government, Kentucky (the "Issuer") has previously issued and there are outstanding \$25,000,000 in principal amount of Louisville/Jefferson County Metro Government Kentucky Pollution Control Revenue Bonds, 2000 Series A (Louisville Gas and Electric Company Project) dated May 19, 2000 and due May 1, 2027 ("Bonds"); and

WHEREAS, the proceeds of the Bonds were borrowed by the Company pursuant to a loan agreement with the Issuer and applied by the Company to pay and discharge a series of bonds previously issued by the Issuer to finance or refinance certain air pollution control facilities of the Company; and

WHEREAS, the Bonds currently bear interest in a long-term rate mode for a long-term rate period ending November 30, 2011, such Bonds will be subject to mandatory purchase on December 1, 2011 and the Company has the right under the terms and conditions of the documentation applicable to the Bonds to convert the mode for calculation of the rate of interest on such mandatory purchase date; and

WHEREAS, the Board of Directors of the Company desires that (i) on December 1, 2011 the Bonds be converted to bear interest at a LIBOR Index Rate (the "Conversion") and, following such Conversion, the Bonds be reoffered in a private placement to SunTrust Bank and (ii) the related loan agreement and indenture be amended to, among other things, accommodate such LIBOR Index Rate.

NOW, THEREFORE, BE IT RESOLVED, that the Conversion of the Bonds is hereby authorized and approved and that each officer of the Company be, and each of them hereby is, authorized and directed to take any action and to execute and deliver any election, notice, document, release, certificate or other instrument that may be necessary or appropriate to holders, financial institutions, or other parties in connection with the Bonds to effect the Conversion; and

FURTHER RESOLVED, that each officer of the Company be, and each of them hereby is, authorized and directed to cause the preparation of and to approve, the following documents in connection with the Conversion of the Bonds referred to above: (i) an amendment to the amended and restated loan agreement entered into between the Company and the Issuer pursuant to which the proceeds of the Bonds were loaned to the Company and pursuant to which the Company is obligated to make loan payments sufficient to pay the principal of, premium, if any, and interest on the Bonds, and any related expenses; (ii) such reimbursement agreements, remarketing agreements, purchase agreements, broker-dealer agreements, credit agreements or other similar documents or agreements, including a bond purchase and covenants agreement with SunTrust Bank, as may be reasonably required (including amendments, modifications or terminations of existing forms of such agreements and documents related to the Bonds); and (iii) such other related documents, forms, certificates or agreements as shall be necessary or appropriate to effectuate such Conversion and reoffering of the Bonds in a private placement to SunTrust Bank; and

FURTHER RESOLVED, that, each officer of the Company be, and each of them hereby is, authorized and empowered (i) to execute and file, or cause to be filed, on behalf of the Company such applications or petitions with any federal, state, or local commission, court, agency or body having jurisdiction as may be required to obtain any approvals, consents, orders or rulings as such officers or counsel for the Company may deem to be necessary or desirable in connection with the Conversion and the transactions and documents contemplated thereby, and (ii) to execute and deliver or file such amendments or supplements to said applications or petitions as may be required by law or as may be deemed to be proper or appropriate in their judgment or in the judgment of counsel for the Company in connection with the foregoing; and

FURTHER RESOLVED, that each officer of the Company be, and each of them hereby is, authorized to execute on behalf of the Company: (i) one or more interest rate swap, collar, or cap agreements or similar agreements with one or more underwriters, banks or other financial institutions providing for the hedging of the interest rate on the Bonds, and (ii) any other agreement, document or instrument that may be necessary or appropriate in connection with any such transaction; and

FURTHER RESOLVED, that each officer of the Company be, and each of them hereby is, authorized in the name and on behalf of the Company and under its corporate seal or otherwise, to take or cause to be taken all such further actions and to execute and deliver or cause to be executed and delivered all such further documents or agreements, certificates and agreements (including without limitation, instruments authorizing or consenting to amendment, modifications or waivers to any of the agreements executed in connection with the Conversion and the reoffering of the Bonds) as such persons may deem necessary, advisable or appropriate in connection with the transactions contemplated thereby and hereby, and to incur all such fees and expenses as shall be necessary, advisable or appropriate in their judgment in order to carry into effect the purpose and intent of the foregoing resolutions; and

FURTHER RESOLVED, that any acts of the officers of this Company, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted as acts in the name of and on behalf of this Company; and

FURTHER RESOLVED, that each of the officers of the Company be, and each hereby is, authorized and directed to take any and all further action to see that the intent of the above resolutions are carried forth

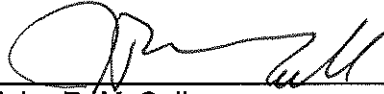
This unanimous written consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

Paul A. Farr



Chris Hermann



John R. McCall



S. Bradford Rives

William H. Spence

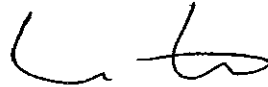


Victor A. Staffieri



Paul W. Thompson

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

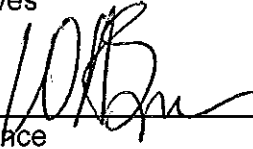


Paul A. Farr

Chris Hermann

John R. McCall

S. Bradford Rives



William H. Speer

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

November 14, 2011

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company" or "LG&E"), hereby adopts the following resolutions by unanimous written consent in lieu of a special meeting and consents to the actions contemplated thereby:

PEABODY COAL CONTRACT

WHEREAS, the Company, together with its affiliate, Kentucky Utilities Company ("KU"), has conducted negotiations with Peabody COALSALES, LLC regarding a potential joint three-year coal supply agreement for approximately 4.5 million tons in the aggregate (the "Peabody Coal Contract"); and

WHEREAS, the Board of Directors has been presented with relevant information and has considered matters relating to the Peabody Coal Contract and deems it advisable and in the best interest of the Company to proceed with such transaction.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors does hereby authorize and approve the Peabody Coal Contract; and

FURTHER RESOLVED, that the appropriate officers of the Company are, and each of them hereby is, authorized and directed to negotiate, execute and deliver, from time to time, for and on behalf of the Company in connection with the Peabody Coal Contract (i) such coal purchase and transport contracts, or amendments thereto, (ii) relevant federal, state or other governmental notices, filings or applications and (iii) any other agreement, document or instrument, that may be necessary or appropriate, including but not limited to credit, security, pledge, guaranty or other financial support arrangements, with such officer's execution and delivery to conclusively evidence such officer's approval thereof and the approval of the Board of Directors; and

FURTHER RESOLVED, that the appropriate officers of the Company are, and each of them hereby is, authorized and directed, to take such other actions as they shall, in their discretion, deem necessary, appropriate or advisable to consummate the Peabody Coal Contract, including such additional terms, conditions precedent or other changes as may be deemed necessary, appropriate or advisable in the discretion of such officers, with the taking of such actions and the execution of such agreements or documents conclusively to evidence the authorization thereof by the Board of Directors; and

FURTHER RESOLVED, that all actions heretofore or hereafter taken by any officer of the Company in connection with the Peabody Coal Contract contemplated by these resolutions be, and they hereby are, approved, ratified and confirmed in all respects.

This unanimous written consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

Paul A. Farr



Chris Hermann

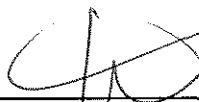


John R. McCall



S. Bradford Rives

William H. Spence



Victor A. Staffieri

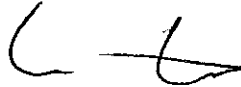


Paul W. Thompson

FURTHER RESOLVED, that all actions heretofore or hereafter taken by any officer of the Company in connection with the Peabody Coal Contract contemplated by these resolutions be, and they hereby are, approved, ratified and confirmed in all respects.

This unanimous written consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.



Paul A. Farr

Chris Hermann

John R. McCall

S. Bradford Rives



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**LG&E AND KUBENERGY LLC
LOUISVILLE GAS AND ELECTRIC COMPANY
and
KENTUCKY UTILITES COMPANY**

Board Summary

November 10, 2011

**Peabody COALSALES, LLC
Coal Supply Agreement**

SUMMARY

Approval is requested for Louisville Gas and Electric Company ("LG&E") and Kentucky Utilities Company ("KU") (collectively, the "Companies") to enter into a joint coal supply agreement with Peabody COALSALES, LLC ("COALSALES"). The proposed contract is for a three-year term and 4.5 million tons of coal, with an estimated aggregate value of approximately \$276 million.

TERMS

- Parties: LG&E, KU; COALSALES
- Term: January 2012 -- December 2014
- Commodity: 11,000 BTU, High Sulfur Illinois Basin Coal, for barge and rail delivery
- Volume: 1.5 million tons annually; 4.5 million tons total
- Price: Approx \$49-50/ton (barge) and \$45/ton (rail) for 2012; Approx \$2/ton annual increases in 2013 and 2014. Quarterly indexing for diesel fuel and explosives-related components of base price.
- Aggregate Value: Approx \$276.3 million
- Parent Guarantee: Peabody Energy Corporation
- General: Contract generally follows standard LG&E/KU form coal contract, as well as predecessor agreements with COALSALES. Certain negotiated, but satisfactory, modifications exist in areas of weights and analysis (seller's), invoicing and payment (upon delivery), force majeure (environmental issues) and credit changes (reasonable assurances.)

RATIONALE

COALSALES' price represents one of the lowest evaluated delivered prices for high-sulfur steam coal among the offers received in response to the Companies' fall 2010 solicitation for steam coal with deliveries to start in 2012. RFP packages were sent to approximately 155 vendors, with 13 replies representing 17 proposals. With respect to all coal types, COALSALES' offer was the sixth lowest offer received and the Companies have contracted with or continue in negotiations with the other top five offerors. The anticipated contract volume represents approximately 8.8% of the Companies' estimated 17 million tons annual coal burn forecast during the contract period.

The Peabody group is a diversified coal producer and marketer and is the largest private-sector coal company in the world. Coal supplied by Peabody fuels approximately 10% and 2%, respectively, of the electricity generated in the U.S and worldwide. Peabody was originally founded in 1883 and has been listed on the NYSE since May 2001. The contracting party is a subsidiary marketing company with access to a number of affiliated or third-party mining companies. A parent guarantee from Peabody Energy Corporation, which has significant financial resources, and covering reasonable estimated risk exposure, will also be received in the transaction. Producing mines designated under the contract are a number of Indiana coal properties.

Peabody affiliates have been satisfactory suppliers of coal to the Companies for a number of decades. The parties are currently completing a five-year contract for approximately 1 million tons annually during recent years. The proposed contract is similar to the existing arrangement.

REGULATORY MATTERS AND FINANCIAL IMPACT

The proposed COALSALES contract, including its pricing, tonnage and other terms, was developed pursuant to and consistent with historical coal procurement procedures and strategies of the Companies. Under Kentucky regulatory law, prudent fuel purchases necessary to ensure an adequate and reliable supply of coal to meet the demands of LG&E and KU's native load are eligible for rate recovery under the Fuel Adjustment Clause rate mechanism ("FAC").

The Companies' base rates allow for a certain amount of base fuel recovery, with the FAC operating as a true-up mechanism whereby the difference between the base rate amount and actual fuel expense is either collected from or refunded to customers through monthly adjustments to customer bills. For purposes of the FAC, fuel expense is defined as the actual cost of burned fuel, plus the fuel portion of economic power purchases, minus the incremental fuel costs of off-system power sales, plus certain other adjustments. Recovery of fuel expenses occurs during the second calendar month after expenses are incurred and fuel expense billed through the FAC is thereafter subject to periodic subsequent 6-month and 2-year Kentucky Public Service Commission reviews.

Additionally, KU has a FERC wholesale monthly fuel component applied to wholesale customers (KU's municipal, partial requirements customers) and an annual fuel factor component applied to Virginia retail customers.

The combination of regulatory fuel mechanisms allows the Companies to recover, in substantially complete and prompt manner, their actual fuel costs prudently incurred. The Companies minimize the likelihood of disallowance of fuel expenses recovery by conforming to regulator-approved or industry prudent practices in fuel procurement policies and procedures.

The proposed COALSALES delivered annual price levels are below the Companies' estimated forward price curve used in 2012-2016 planning process for this type of coal and the estimated contract amounts are incorporated in the Companies' five-year fuel budget.

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

October 12, 2011

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors (the "Board") of Louisville Gas and Electric Company, a Kentucky corporation (the "Company"), hereby adopts the following resolutions by unanimous written consent in lieu of a special meeting and consents to the actions contemplated thereby:

Amendment to Existing Credit Agreement

WHEREAS, the Company is borrower under a \$400 million Revolving Credit Agreement, dated as of November 1, 2010, among the Company, the Lenders party thereto and Wells Fargo Bank, National Association, as administrative agent, as amended (the "Existing Credit Agreement"), which currently is scheduled to expire on December 31, 2014, subject to the ability to extend the facility each year, for one additional year, with the consent of the lenders; and

WHEREAS, the Company has been advised that it has the opportunity to amend the Existing Credit Agreement to reduce certain fees and applicable spreads used to determine the interest rates applicable to borrowings and letter of credit fees under the Existing Credit Agreement and to extend the scheduled term of the Existing Credit Agreement from November 1, 2014 to a date approximately five years from the date of the proposed amendment with the continued ability to further extend the facility each year for an additional year with the consent of the lenders; and

WHEREAS, the Board has determined that it is in the Company's best interests to amend or replace, or amend and restate, as appropriate, the Existing Credit Agreement having terms substantially similar to those set forth in the Existing Credit Agreement except that (i) the pricing reflected in the Existing Credit Agreement shall be amended to reflect the pricing set forth in the lenders' commitment letter, dated September 19, 2011, with the Company; and (ii) the scheduled term of the Existing Credit Agreement shall be extended for an additional period of up to two years (not to exceed December 31, 2016), with the continued ability each year to further extend the scheduled term for an additional year with the consent of the applicable lenders; and

NOW, THEREFORE, BE IT RESOLVED, by the Board as follows:

Credit Agreement

- (a) That the Chief Executive Officer, President, Chief Financial Officer, any Vice President, the Treasurer, and the Controller of the Company (each, an "Authorized Officer" and, collectively, the "Authorized Officers") be, and each of them hereby is, authorized by and on behalf of the Company, authorized and empowered to negotiate, execute and enter into, on behalf of the Company, an amendment to the Existing Credit Agreement in order to, among other things, extend the scheduled term of the Existing Credit Agreement for an additional period of up to two years, with the continued ability each year to further extend the scheduled term for an additional year and modify interest rate or fee provisions (the "Amended Credit Agreement") on such terms and conditions as the officer executing such documents deems appropriate, with such officer's execution of a definitive agreement to conclusively evidence such officer's approval and the approval of this Board of Directors.
- (b) That the Authorized Officers be, and each of them hereby is, authorized by and on behalf of the Company, (i) to request advances (including issuance of letters of credit) under the Amended Credit Agreement, (ii) to delegate to any other officers or employees of the Company, either acting individually or jointly, authority to request advances (including issuances of letters of credit) under the Amended Credit Agreement and (iii) to execute and deliver any other agreements and documents and to take any and all other action as contemplated by the Amended Credit Agreement or as such officer may deem necessary or desirable in connection with the making of advances (including issuances of letters of credit) on account of the Company pursuant to the Amended Credit Agreement.
- (c) That the Authorized Officers be, and each of them hereby is, authorized and directed to cause the preparation of, to approve, or consent to, and execute and deliver the necessary documents, instruments, agreements or certificates necessary to enter into the Amended Credit Agreement.

General

- (d) That the Authorized Officers of the Company be, and each of them hereby is, authorized in the name and on behalf of the Company and under its corporate seal or otherwise, to take or cause to be taken all such further actions and to execute and deliver or cause to be executed and delivered all such further documents, instruments, agreements and certificates (including without limitation, instruments authorizing or consenting to any amendment, modification or waiver to any of the agreements referred to in these resolutions) as such persons may deem necessary, advisable or appropriate in connection with the transactions contemplated thereby and hereby, and to incur all such fees and expenses as shall be necessary, advisable or appropriate in their judgment in order to carry into effect the purpose and intent of any and all of the foregoing resolutions.
- (e) That any and all actions heretofore taken by the Authorized Officers within the terms of the foregoing resolutions, including any actions taken in connection with an application to the Public Service Commission of the Commonwealth of Kentucky or any other federal, state, or local commission, court, agency or body having jurisdiction as required to obtain any approvals, consents, orders or rulings as such officers or counsel for the

Company deemed to be necessary or desirable in connection with the transactions contemplated hereby, be and the same are hereby in all respects approved, ratified and confirmed.

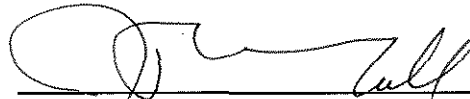
This unanimous written consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

WITNESS the signatures of the undersigned who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

Paul A. Farr



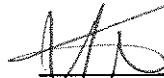
Chris Hermann



John R. McCall

S. Bradford Rives

William H. Spence



Victor A. Staffieri



Paul W. Thompson

WITNESS the signatures of the undersigned who are all of the directors of
Louisville Gas and Electric Company as of the date first written above.

Paul A. Farr

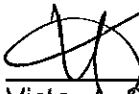
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Paul W. Thompson

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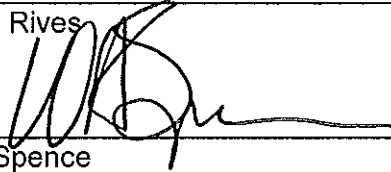


Paul A. Farr

Chris Hermann

John R. McCall

S. Bradford Rives



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

September 14, 2011

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company" or "LGE"), hereby adopts the following resolutions by unanimous written consent in lieu of a special meeting and consents to the actions contemplated thereby:

PURCHASE OF BLUEGRASS GENERATION PLANT

WHEREAS, Bluegrass Generation Company, L.L.C., a Delaware limited liability company, ("Seller") is engaged in the business of owning and operating three natural gas-fired, simple-cycle, combustion turbine power generation units aggregating approximately 495 MW (the "CT Units") located in Oldham County, Kentucky (the CT Units and associated supporting real property, infrastructure, other improvements and certain defined contracts associated with the operation of the CT Units, collectively, the "Bluegrass Plant"); and

WHEREAS, the Company and its affiliate, Kentucky Utilities Company ("KU" and, collectively with the Company, the "Companies") have negotiated a definitive Asset Purchase Agreement ("APA"), Seller parent Guaranty and related transaction documents (collectively with the APA, the "Purchase Documents"), describing terms and conditions for the purchase by the Companies of the Bluegrass Plant from Seller; and

WHEREAS, the Purchase Documents provide for an aggregate purchase price of approximately \$110 million subject to certain closing adjustments and respective ownership percentages of 69% at LG&E and 31% at KU, and contain other customary or negotiated representations, warranties and covenants; and

WHEREAS, the Board of Directors has reviewed information provided to it relating to the Bluegrass Plant and the Purchase Documents and believes that it is in the best interests of the Company to purchase the Bluegrass Plant as contemplated in the Purchase Documents.

NOW, THEREFORE, BE IT RESOLVED, that the purchase by the Company of the Bluegrass Plant pursuant to the Purchase Documents is hereby authorized and approved, in accordance with these resolutions, and

FURTHER RESOLVED, that, (a) the Chief Executive Officer, President, and any senior or executive Vice President of the Company (collectively, the "Authorized Officers"), and each of such Authorized Officers, be, and they hereby are, authorized and directed, for and on behalf of the Company, to negotiate, execute and deliver to Seller the APA, and (b) the proper officers of the Company be, and they hereby are, authorized and directed for and on behalf of the Company, to negotiate, execute and deliver the other Purchase Documents, in both cases,

having terms and conditions in accordance with these resolutions, but including such terms, conditions or other changes as they may deem necessary, appropriate or advisable in their discretion in order to give effect to the transactions contemplated hereby, with the execution and delivery of such APA and other Purchase Documents by those officers to conclusively evidence the approval and due authorization thereof by this Board of Directors; and

FURTHER RESOLVED, that the proper officers of the Company and each of such officers be, and they hereby are, authorized and directed, for and on behalf of the Company, to prepare and file all such applications and any and all certificates, documents, letters or other filings with the Federal Energy Regulatory Commission, the Department of Justice, the Federal Trade Commission, the Kentucky Public Service Commission, the Virginia State Corporation Commission, the Tennessee Regulatory Authority and any other appropriate Federal, state, or other governmental authority necessary or appropriate for the approval of the transactions contemplated hereby, with full power and authority by such officers to take any and all such actions as may be necessary, appropriate or advisable in their discretion to obtain such approvals; and

FURTHER RESOLVED, that the proper officers of the Company and each of such officers be, and they hereby are, authorized and directed, for and on behalf of the Company, to take all such other actions to negotiate, execute, deliver and, where applicable, file, all such additional agreements and documents, and to incur all such fees and expenses, as they shall, in their discretion, deem necessary, appropriate or advisable to consummate the transactions contemplated hereby, with the taking of such actions and the execution and delivery or filing of such agreements or documents by such officers to conclusively evidence the approval and due authorization thereof by the Board of Directors; and

FURTHER RESOLVED, that all actions heretofore or hereafter taken by any officer of the Company within the terms of these resolutions be, and they hereby are, approved, ratified and confirmed in all respects.

This unanimous written consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

Paul A. Farr



Chris Hermann



John R. McCall



S. Bradford Rives

William H. Spence



Victor A. Staffieri



Paul W. Thompson

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

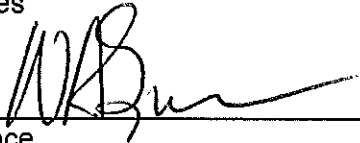


Paul A. Farr

Chris Hermann

John R. McCall

S. Bradford Rives



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

September 14, 2011

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company" or "LG&E"), hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

SHORT TERM DEBT AUTHORIZATION

WHEREAS, the Federal Power Act requires utilities to apply for authorization from the Federal Energy Regulatory Commission ("FERC") and state statutes or regulations may require utilities to apply for authorization from state agencies, respectively, to issue securities or assume certain obligations or liabilities, including the issuance of short-term debt and/or debt involving affiliates, as applicable; and

WHEREAS, the Board of Directors deems it to be in the best interests of LG&E that it take actions necessary to obtain the required FERC and state authorizations and to authorize the issuance during the period ending November 30, 2013, of such debt with maturities not more than two years from the date of the borrowing or renewal up to a limit of \$500 million at any time.

NOW, THEREFORE, BE IT RESOLVED, that, during the period commencing November 30, 2011 and continuing through November 30, 2013, this Company be and hereby is generally authorized to issue and reissue from time to time, in either domestic or foreign markets and to have outstanding at any one time up to \$500 million of promissory notes and other evidences of secured and unsecured indebtedness, in each case maturing on demand or otherwise in less than two years from the date of issuance (collectively, the "Debt Securities"); and

FURTHER RESOLVED, that the proper officers of this Company are hereby authorized to prepare, execute and file, on behalf of this Company, an appropriate application with the Federal Energy Regulatory Commission ("FERC") under Section 204 of the Federal Power Act and appropriate applications with any state regulatory authorities for approval to issue and reissue up to \$500 million of Debt Securities as contemplated by the foregoing resolution; and

FURTHER RESOLVED, that the proper officers of the Company are hereby authorized and empowered to execute and deliver, for and in the name of the Company, promissory notes, other evidences of indebtedness or instruments of

renewal to evidence the borrowings made pursuant to the provisions of the foregoing resolutions; and

FURTHER RESOLVED, that the proper officers of this Company are each hereby authorized to negotiate, prepare, distribute and execute on behalf of this Company such other documents, instruments, certificates and agreements as may be necessary or, in their judgment, desirable, to carry out the purposes of the foregoing resolutions in such form as the officer executing the same approves, such judgment to be conclusively evidenced by such execution, and to take any and all such further action as may be necessary, or in their judgment, desirable, to carry out the purposes of the foregoing resolutions; and

FURTHER RESOLVED, that any and all actions heretofore taken by any officer or officers or director or directors of this Company within the terms of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.

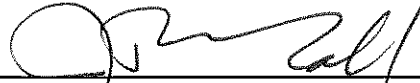
This unanimous written consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

WITNESS the signatures of the undersigned who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

Paul A. Farr



Chris Hermann

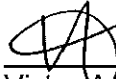


John R. McCall



S. Bradford Rives

William H. Spence



Victor A. Staffieri



Paul W. Thompson

WITNESS the signatures of the undersigned who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

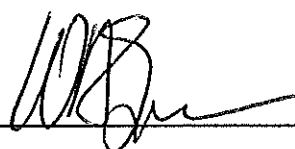


Paul A. Farr

Chris Hermann

John R. McCall

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William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

September 6, 2011

Pursuant to the provisions of Section 271B.8-210 the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company" or "LG&E"), hereby adopts the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

**ALLIANCE COAL, LLC
COAL SUPPLY AGREEMENT**

WHEREAS, the Company, together with its affiliate, Kentucky Utilities Company ("KU"), has conducted negotiations with Alliance Coal, LLC regarding a potential joint five-year coal supply agreement for approximately 15 million tons in the aggregate (the "Alliance Coal Contract"); and

WHEREAS, the Board of Directors has been presented with relevant information and has considered matters relating to the Alliance Coal Contract and deems it advisable and in the best interest of the Company to proceed with such transaction.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors does hereby authorize and approve the Alliance Coal Contract; and


FURTHER RESOLVED, that the appropriate officers of the Company are, and each of them hereby is, authorized and directed to negotiate, execute and deliver, from time to time, for and on behalf of the Company (i) such coal purchase and transport contracts, or amendments thereto, (ii) relevant federal, state or other governmental notices, filings or applications and (iii) any other agreement, document or instrument, that may be necessary or appropriate in connection with the Alliance Coal Contract, including but not limited to credit, security, pledge, guaranty or other financial support arrangements, with such officer's execution and delivery to conclusively evidence such officer's approval thereof and the approval of the Board of Directors; and

FURTHER RESOLVED, that the appropriate officers of the Company are, and each of them hereby is, authorized and directed, to take such other actions as they shall, in their discretion, deem necessary, appropriate or advisable to consummate the Alliance Coal Contract, including such additional terms, conditions precedent or other changes as may be deemed necessary, appropriate or advisable in the discretion of such officers, with the taking of such actions and the execution of such agreements or documents conclusively to evidence the authorization thereof by the Board of Directors; and

FURTHER RESOLVED, that all actions heretofore or hereafter taken by any officer of the Company in connection with the Alliance Coal Contract contemplated by these resolutions be, and they hereby are, approved, ratified and confirmed in all respects.

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.


Paul A. Farr



Chris Hermann

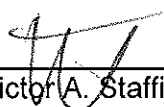


John R. McCall



S. Bradford Rives

William H. Spence




Victor A. Staffieri



Paul W. Thompson

FURTHER RESOLVED, that all actions heretofore or hereafter taken by any officer of the Company in connection with the Alliance Coal Contract contemplated by these resolutions be, and they hereby are, approved, ratified and confirmed in all respects.

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

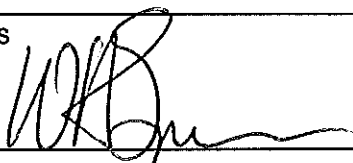


Paul A. Farr

Chris Hermann

John R. McCall

S. Bradford Rives



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**LG&E AND KU ENERGY LLC
LOUISVILLE GAS AND ELECTRIC COMPANY
And
KENTUCKY UTILITES COMPANY**

Board Summary

September 6, 2011

Alliance Coal, LLC Coal Supply Agreement

SUMMARY

Approval is requested for Louisville Gas and Electric Company ("LG&E") and Kentucky Utilities Company ("KU") (collectively, the "Companies") to enter into a joint coal supply agreement with Alliance Coal, LLC ("Alliance"). The proposed contract is for a five-year term and 15 million tons of coal, with an estimated aggregate value of approximately \$806 million.

TERMS

- **Parties:** LG&E, KU; Alliance
- **Term:** January 2012 -- December 2016
- **Commodity:** 11,500 BTU, High Sulfur Illinois Basin Coal, for rail delivery
- **Volume:** 3 million tons annually; 15 million tons total
- **Price:** \$47/ton for 2012; \$49/ton for one-half of 2013 volume. Phased, bifurcated annual price reopener procedures for remaining 2013 and further volumes. Binding arbitration tied to market-levels for price disputes, with a +/-10% annual collar from the price currently in effect.
- **Aggregate Value:** Approx \$806.8 million (assumes maximum price increases)
- **General:** Contract largely follows standard LG&E/KU form coal contract, as well as a predecessor agreement with Alliance. Certain satisfactorily negotiated modifications exist in areas of price reopeners (as above), force majeure (more defined methodology for reductions) and Company liability (several, but not joint, for LG&E/KU, respectively.)

RATIONALE

Alliance's price represents the lowest evaluated delivered price for high-sulfur steam coal among the offers received in response to the Companies' fall 2010 solicitation for steam coal with deliveries to start in 2012. RFP packages were sent to approximately 150 vendors, with 13 replies representing 17 proposals. With respect to all coal types, Alliance's offer was the fifth lowest offer received and the Companies have contracted with or continue in negotiations with the other top four offerors. The anticipated contract volume represents approximately 17.6% of the Companies' estimated 17 million tons annual coal burn forecast during the contract period.

The Alliance group is a diversified coal producer and marketer, ranking as approximately the fifth largest producer in the Eastern U.S., with 3,500 employees and 697.4 million tons of estimated coal reserves. Alliance's parent began operations in 1971 as MAPCO Coal Inc., is the industry's first publicly traded master limited partnership and is listed on NASDAQ NMS. The contracting party is a subsidiary holding company controlling a number of mining subsidiaries and has significant financial resources. Producing mines designated under the contract are a number of Kentucky coal properties.

Alliance has been a satisfactory supplier of coal to the Companies since 1996. The parties are currently completing a six-year contract for approximately 4 million tons annually during recent years. The proposed contract is similar to the existing arrangement.

REGULATORY MATTERS AND FINANCIAL IMPACT

The proposed Alliance contract, including its pricing, tonnage and other terms, was developed pursuant to and consistent with historical coal procurement procedures and strategies of the Companies. Under Kentucky regulatory law, prudent fuel purchases necessary to ensure an adequate and reliable supply of coal to meet the demands of LG&E and KU's native load are eligible for rate recovery under the Fuel Adjustment Clause rate mechanism ("FAC").

The Companies' base rates allow for a certain amount of base fuel recovery, with the FAC operating as a true-up mechanism whereby the difference between the base rate amount and actual fuel expense is either collected from or refunded to customers through monthly adjustments to customer bills. For purposes of the FAC, fuel expense is defined as the actual cost of burned fuel, plus the fuel portion of economic power purchases, minus the incremental fuel costs of off-system power sales, plus certain other adjustments. Recovery of fuel expenses occurs during the second calendar month after expenses are incurred and fuel expense billed through the FAC is thereafter subject to periodic subsequent 6 month and 2 year Kentucky Public Service Commission reviews.

Additionally, KU has a FERC wholesale monthly fuel component applied to wholesale customers (KU's municipal, partial requirements customers) and an annual fuel factor component applied to Virginia retail customers.

The combination of regulatory fuel mechanisms allows the Companies to recover, in substantially complete and prompt manner, their actual fuel costs prudently incurred. The Companies minimize the likelihood of disallowance of fuel expenses recovery by conforming to regulator-approved or industry prudent practices in fuel procurement policies and procedures.

The proposed Alliance delivered annual price levels are below the Companies' estimated forward price curve used in 2012-2016 budgeting for this type of coal and the estimated contract amounts are incorporated in the five-year fuel budget.

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

AUGUST 26, 2011

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company"), hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

DECLARATION OF COMMON STOCK DIVIDEND

RESOLVED, that a dividend on the Common Stock of this Company is hereby declared for the quarter ending September 30, 2011, for payment to LG&E and KU Energy LLC on September 29, 2011, from funds legally available for payment of dividends, in an amount equal to \$13,000,000 and the effect of such dividend shall be measured as of June 30, 2011.


FURTHER RESOLVED, that the Treasurer of the Company be and is hereby authorized to pay this dividend by check or otherwise and to take all necessary steps therefore.

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

Paul A. Farr



Chris Hermann

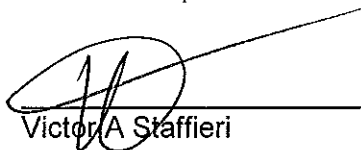


John R. McCall



S. Bradford Rives

William H. Spence



Victor A Staffieri



Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

AUGUST 26, 2011

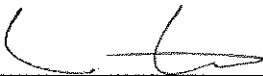
Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company"), hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

DECLARATION OF COMMON STOCK DIVIDEND

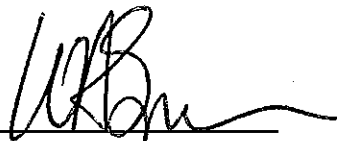
RESOLVED, that a dividend on the Common Stock of this Company is hereby declared for the quarter ending September 30, 2011, for payment to LG&E and KU Energy LLC on September 29, 2011, from funds legally available for payment of dividends, in an amount equal to \$13,000,000 and the effect of such dividend shall be measured as of June 30, 2011.

FURTHER RESOLVED, that the Treasurer of the Company be and is hereby authorized to pay this dividend by check or otherwise and to take all necessary steps therefore.

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.



Paul A. Farr



William H. Spence

Chris Hermann

Victor A Staffieri

John R. McCall

Paul W. Thompson

S. Bradford Rives

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

MAY 18, 2011

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company" or "LG&E"), hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

DECLARATION OF COMMON STOCK DIVIDEND

RESOLVED, that a dividend on the Common Stock of this Company is hereby declared for the quarter ending June 30, 2011, for payment to LG&E and KU Energy LLC on June 29, 2011, from funds legally available for payment of dividends, in an amount equal to \$25,000,000 and the effect of such dividend shall be measured as of March 31, 2011.

FURTHER RESOLVED, that the Treasurer of the Company be and is hereby authorized to pay this dividend by check or otherwise and to take all necessary steps therefore.

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

Paul A. Farr



Chris Hermann

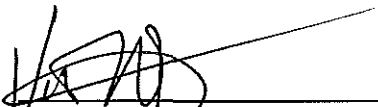


John R. McCall




S. Bradford Rives

William H. Spence



Victor A Stafferi



Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

MAY 18, 2011

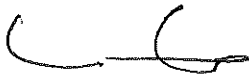
Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company" or "LG&E"), hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

DECLARATION OF COMMON STOCK DIVIDEND

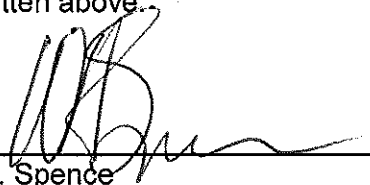
RESOLVED, that a dividend on the Common Stock of this Company is hereby declared for the quarter ending June 30, 2011, for payment to LG&E and KU Energy LLC on June 29, 2011, from funds legally available for payment of dividends, in an amount equal to \$25,000,000 and the effect of such dividend shall be measured as of March 31, 2011.

FURTHER RESOLVED, that the Treasurer of the Company be and is hereby authorized to pay this dividend by check or otherwise and to take all necessary steps therefore.

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.



Paul A. Farr



William H. Spence

Chris Hermann

Victor A Staffieri

John R. McCall

Paul W. Thompson

S. Bradford Rives

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

APRIL 20, 2011

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of **LOUISVILLE GAS AND ELECTRIC COMPANY**, a Kentucky corporation (the "Company"), hereby adopts the following resolutions by written consent in lieu of a special meeting and consents to the actions contemplated thereby:

WHEREAS, the Company issued \$250 million aggregate principal amount of First Mortgage Bonds, 1.625% Series due 2015 and \$285 million aggregate principal amount of First Mortgage Bonds, 5.125% Series due 2040 (collectively, the "Initial Bonds"); and

WHEREAS, in connection with the issuance of the Initial Bonds, the Company entered into a Registration Rights Agreement, dated November 16, 2010 (the "Registration Rights Agreement") under which the Company agreed to register, under the Securities Act of 1933, as amended (the "Securities Act"), an equal aggregate principal amount of first mortgage bonds in exchange for such Initial Bonds (the "Exchange Bonds").

NOW, THEREFORE, BE IT RESOLVED, that the Chief Executive Officer, President, Chief Financial Officer, any Vice President, the Treasurer and the Controller of the Company (each, an "Authorized Officer" and collectively, the "Authorized Officers") are each hereby authorized and directed on behalf of the Company to prepare, execute and/or file one or more Registration Statements, including prospectuses and appropriate exhibits, supplements and amendments thereto, with the Securities and Exchange Commission (the "Commission") registering the Exchange Bonds under the Securities Act and the rules promulgated thereunder, and qualifying any indentures or other agreements for the issuance of such securities under the Trust Indenture Act of 1939, as amended; and further

RESOLVED, that each director or officer of the Company who may be required to execute a Registration Statement or any amendment thereof, including any post-effective amendment, to be filed with the Commission with respect to the Exchange Bonds, is hereby authorized to execute a Power of Attorney appointing John R. McCall and S. Bradford Rives and each of them severally, his or her true and lawful attorneys, with full power of substitution and resubstitution, to execute in his or her name any such Registration Statement and any and all exhibits or amendments thereto, including post-effective amendments and instruments in connection therewith, as fully and to all intents and purposes as any such director or officer could do in person, and to file such Power of Attorney with the Commission, with full power and authority in each of such attorneys to do and perform in the name and on behalf of such director or officer, or any of them,

every act requisite or necessary to be done in the premises as fully and to all intents and purposes as any such director or officer could do in person; and further

RESOLVED, that the Authorized Officers are, and each of them is, hereby authorized to (1) receive any and all notices and communications from the Commission relating to any such Registration Statement and any and all amendments thereto; and (2) to receive notices and communications relating to such matters before the Commission; and further

RESOLVED, that the Authorized Officers are each hereby authorized to execute and file such instruments, make all such payments, and do such other acts and things as, in the opinion of any of them, may be necessary or desirable in order to comply with the rules and regulations promulgated under the Securities Act to cause any such Registration Statement to become effective and to maintain such Registration Statement in effect for so long as such officers deem it to be in the best interest of the Company; and further

RESOLVED, that the proper officers of the Company are each hereby authorized to negotiate, prepare, distribute and execute such other documents, instruments, certificates and agreements as may be necessary or, in their judgment, desirable, to carry out the purposes of the foregoing resolutions in such form as the officer executing the same approves, such judgment to be conclusively evidenced by such execution, and to take any and all such further actions as may be necessary, or in their judgment, desirable, to carry out the purposes of the foregoing resolutions; and further

RESOLVED, that any and all actions heretofore taken by any officer or officers or director or directors of this Company within the terms of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.

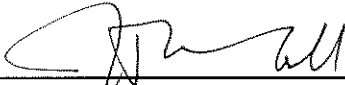
This Written Consent of Directors may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

WITNESS the signatures of the undersigned, who are all of the directors of **LOUISVILLE GAS AND ELECTRIC COMPANY** as of the date first above written.

Paul A. Farr



Chris Hermann



John R. McCall



S. Bradford Rives

William H. Spence




Victor A. Staffieri



Paul W. Thompson

This Written Consent of Directors may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

WITNESS the signatures of the undersigned, who are all of the directors of **LOUISVILLE GAS AND ELECTRIC COMPANY** as of the date first above written.



Paul A. Farr

Chris Hermann

John R. McCall

S. Bradford Rives



William H. Spence

Victor A. Staffieri

Paul W. Thompson

LG&E AND KU ENERGY LLC
LOUISVILLE GAS AND ELECTRIC COMPANY
KENTUCKY UTILITIES COMPANY
LG&E AND KU SERVICES COMPANY

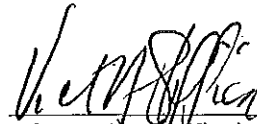
APPOINTMENT OF OFFICER

March 28, 2011

Pursuant to the Operating Agreement of LG&E and KU Energy LLC ("LKE"), and the By-laws of each of Louisville Gas and Electric Company ("LG&E"), Kentucky Utilities Company ("KU") and LG&E and KU Services Company ("SERVCO"), I hereby approve the appointment of the following officer of LKE, LG&E, KU and SERVCO effective March 28, 2011:

Edwin R. Staton

Vice President—Transmission



Victor A. Staffieri
Chairman of the Board, President and
Chief Executive Officer

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

February 25, 2011

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company" or "LG&E"), hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

DECLARATION OF COMMON STOCK DIVIDEND

RESOLVED, that a dividend on the Common Stock of this Company is hereby declared for the quarter ending March 31, 2011, for payment to LG&E and KU Energy LLC on March 30, 2011, from funds legally available for payment of dividends, in an amount equal to \$17,250,000 and the effect of such dividend shall be measured as of December 31, 2010.


FURTHER RESOLVED, that the Treasurer of the Company be and is hereby authorized to pay this dividend by check or otherwise and to take all necessary steps therefore.

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

Paul A. Farr



Chris Hermann



John R. McCall



S. Bradford Rives

William H. Spence



Victor A. Staffieri



Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

February 25, 2011

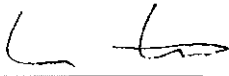
Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company" or "LG&E"), hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

DECLARATION OF COMMON STOCK DIVIDEND

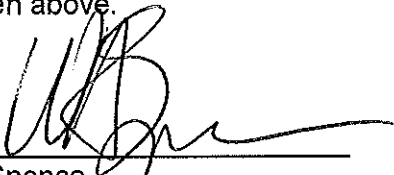
RESOLVED, that a dividend on the Common Stock of this Company is hereby declared for the quarter ending March 31, 2011, for payment to LG&E and KU Energy LLC on March 30, 2011, from funds legally available for payment of dividends, in an amount equal to \$17,250,000 and the effect of such dividend shall be measured as of December 31, 2010.

FURTHER RESOLVED, that the Treasurer of the Company be and is hereby authorized to pay this dividend by check or otherwise and to take all necessary steps therefore.

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.



Paul A. Farr



William H. Spence

Chris Hermann

Victor A Staffieri

John R. McCall

Paul W. Thompson

S. Bradford Rives

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT**

February 1, 2011

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company" or "LG&E"), hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

**APPROVAL OF 2011 BUSINESS PLAN AND
2011 FINANCING PROGRAM**

WHEREAS, the Board believes it desirable and in the best interests of the Company to adopt the 2011 Business Plan and the 2011 Financing Program for PPL Corporation and its subsidiaries (the "Business Plan") as adopted by the Finance Committee of the Board of Directors of PPL Corporation on or about December 16, 2010 (the "Business Plan").

NOW, THEREFORE, BE IT RESOLVED, that the Company hereby adopts and approves, where applicable to it, the Business Plan, subject to such updates or alterations as may be authorized or permitted.

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

Paul A. Farr



Chris Herrmann



John R. McCall



S. Bradford Rives

William H. Spence



Victor A. Staffieri



Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT**

February 1, 2011

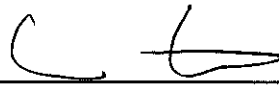
Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company" or "LG&E"), hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

**APPROVAL OF 2011 BUSINESS PLAN AND
2011 FINANCING PROGRAM**

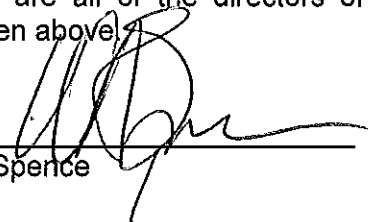
WHEREAS, the Board believes it desirable and in the best interests of the Company to adopt the 2011 Business Plan and the 2011 Financing Program for PPL Corporation and its subsidiaries (the "Business Plan") as adopted by the Finance Committee of the Board of Directors of PPL Corporation on or about December 16, 2010 (the "Business Plan").

NOW, THEREFORE, BE IT RESOLVED, that the Company hereby adopts and approves, where applicable to it, the Business Plan, subject to such updates or alterations as may be authorized or permitted.

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.



Paul A. Farr



William H. Spence

Chris Hermann

Victor A Staffieri

John R. McCall

Paul W. Thompson

S. Bradford Rives

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT**

November 9, 2010

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the undersigned, being all of the directors of the Board of Directors (the "Board") of Louisville Gas and Electric Company, a Kentucky corporation (the "Company") hereby waive notice of and the holding of a meeting of the Board and unanimously consent to the adoption of the following resolutions and the recording thereof among the minutes of proceedings of the Company:

WHEREAS, the Board of Directors adopted, by action taken by written consent, a resolution on June 14, 2010 which, among other items, authorized the creation of an indenture committee (the "Indenture Committee") to oversee refinancing of the Company's debt and related matters; and

WHEREAS, the Board of Directors wishes to appoint Paul A. Farr as a member of the Indenture Committee.

NOW, THEREFORE, BE IT RESOLVED, by the Board as follows:

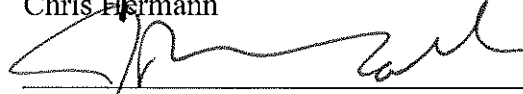
RESOLVED, that Paul A. Farr is appointed to the Indenture Committee, with all authorization and power granted to members of such Indenture Committee.

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.


Paul A. Farr



Chris Hermann

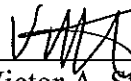


John R. McCall

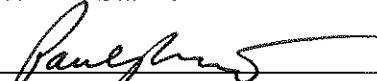


S. Bradford Rives

William H. Spence




Victor A. Staffieri



Paul W. Thompson

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

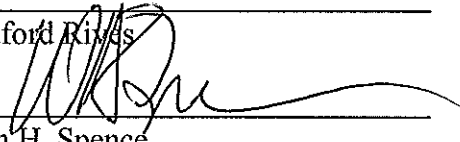


Paul A. Farr

Chris Hermann

John R. McCall

S. Bradford Rivers



William H. Spence

Victor A. Staffieri

Paul W. Thompson

ACTION OF THE INDENTURE COMMITTEE
OF
THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY

November 8, 2010

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Indenture Committee of the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company" or "LG&E"), hereby adopt the following resolutions and consent to the actions contemplated thereby in lieu of a special meeting:

WHEREAS, the Board of Directors adopted, by action taken by written consent dated June 14, 2010, resolutions which, among other items, authorized the Authorized Officers (as defined therein) to take appropriate action in connection with the issuance of first mortgage bonds in one or more underwritten public offerings, negotiated sales or private placement transactions (such offerings, sales and transactions collectively referred to herein as the "Offering"); and

WHEREAS, pursuant to the above referenced resolutions, the Board authorized the creation of this indenture committee (this "Committee") to oversee the Offering; and

WHEREAS, this Committee adopted, by action taken by written consent dated October 4, 2010, resolutions ratifying actions hereto taken by Authorized Officers and approving a form of Indenture, dated as of October 1, 2010 (the "Original Indenture"), between the Company and The Bank of New York Mellon, trustee (the "Trustee"); and

WHEREAS, the Authorized Officers have taken various further actions pursuant to the authority granted by the Board of Directors and this Committee and have reported to this Indenture Committee such actions and the status of all matters authorized by the Board; and

WHEREAS, the Authorized Officers have provided to this Committee a form of Supplemental Indenture No. 2, supplementing the Original Indenture and a form of Officer's Certificate, each establishing two series of first mortgage bonds (the "Mortgage Bonds") for issuance and sale in the Offering; and

WHEREAS, the Authorized Officers have provided to this Committee a form of registration rights agreement, to be dated the date of issuance of the Mortgage Bonds, pursuant to which the Company agrees to file one or more registration statements with the Securities and Exchange Commission under the Securities Act of 1933, as amended, including pursuant to a registered exchange offer whereby the Company would exchange the Mortgage Bonds issued in the Offering with an equal aggregate principal amount of first mortgage bonds that have been registered (the "Registered Exchange Offer");

NOW, THEREFORE, BE IT RESOLVED, by the Indenture Committee as follows

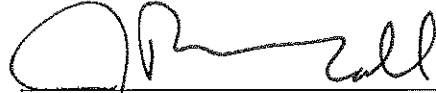
RESOLVED, that the Committee ratifies all actions heretofore taken by the Authorized Officers in connection with the matters previously authorized by the Board and this Committee; and

FURTHER RESOLVED, that the Committee approves the form of Supplemental Indenture No. 2, to be dated as of November 1, 2010, between the Company and the Trustee, and the form of Officer's Certificate, establishing the Mortgage Bonds; and

FURTHER RESOLVED, that the Committee approves the issuance by the Company from time to time, in one or more series, and in any combination, first mortgage bonds with a like principal amount of the Mortgage Bonds, to be issued in exchange for any such Mortgage Bonds in the Registered Exchange Offer; and

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute, acknowledge and deliver securities representing first mortgage bonds issued in exchange for the Mortgage Bonds pursuant to the Registered Exchange Offer.

WITNESS the signatures of the undersigned, being all of the members of the Indenture Committee of the Board of Directors of the Company, as of the date first written above.



John R. McCall



S. Bradford Rives

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT**

November 1, 2010

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company"), hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

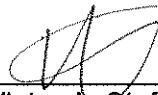
NUMBER OF DIRECTORS/APPOINTMENT OF DIRECTORS

WHEREAS, Article II, Section 1 of the Company's By-laws provides that the number of directors shall be set by resolution of the Board from time to time;

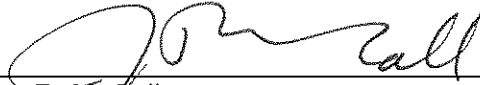
NOW, THEREFORE, BE IT RESOLVED, that the number of the Company's directors be, and hereby is, set at seven, effective November 1, 2010; and

FURTHER RESOLVED, that William H. Spence and Paul A. Farr, be, and each hereby is, appointed a director of the Company, effective November 1, 2010, to fill the vacancies created by the increase in the number of directors, each to serve until the next annual meeting of the Company's shareholders and until his successor shall have been elected and qualified.

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.



Victor A. Staffieri



John R. McCall



S. Bradford Rives



Chris Hermann



Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT**

November 1, 2010

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company"), hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

TERMINATION OF AUDIT COMMITTEE

WHEREAS, following the indirect acquisition of the Company by PPL Corporation and in light of the existence and functions of PPL Corporation's Audit Committee and Materiality and Disclosure Committee, the Board of Directors deems it advisable and in the best interests of the Company to terminate the Audit Committee of the Board of Directors; and

WHEREAS, the Company remains authorized to implement appropriate Company policies, procedures and bodies, including but not limited to committees of management, to provide review and oversight regarding the governance, financial reporting, disclosure and other matters, consistent with the above developments.

NOW, THEREFORE, BE IT RESOLVED, that the Audit Committee of the Board of Directors be, and it hereby is terminated; and

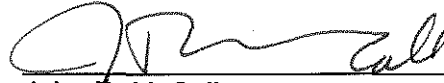
FURTHER RESOLVED, that each of the officers of the Company be, and hereby are, authorized and directed to take any and all further actions consistent with the intent of these resolutions.

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

Paul A. Farr



Chris Hermann



John R. McCall



S. Bradford Rives

William H. Spence



Victor A. Staffieri

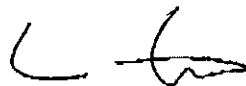


Paul W. Thompson

JUN-06-2008 10:23 From:
NOV-01-2010 MON 02:18 PM PPL OGC

Attachment to Response to LGE AG-1 Question No. 108
Page 113 of 132 To: 916107744177 Page: 1/1
Bellar FAX NO. 6107747043 P. 03

WITNESS the signatures of the undersigned, who are all of the directors of
Louisville Gas and Electric Company as of the date first written above.

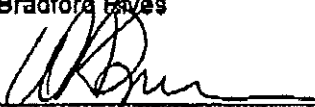


Paul A. Farr

Chris Hermann

John R. McCall

S. Bradford Eaves



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

October 7, 2010

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company" or "LG&E"), hereby adopt the following resolution and consent to the actions contemplated thereby in lieu of a special meeting:

APPOINTMENT OF OFFICER

RESOLVED, that Eric Slavinsky be, and is hereby appointed to the office of Chief Information Officer effective October 18, 2010, to hold such office until the next annual meeting of the Board of Directors except as otherwise provided in the Articles of Incorporation or By-laws, and to have all those duties and powers permitted by law, or by the Articles of Incorporation, or by the By-laws, or as otherwise appropriate.

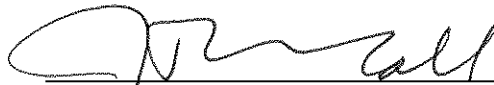
WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.



Victor A. Staffieri



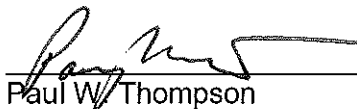
Chris Hermann



John R. McCall



S. Bradford Rives



Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

September 9, 2010

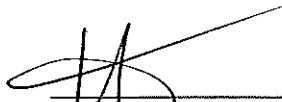
Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company" or "LG&E"), hereby adopt the following resolutions and consent to the actions contemplated thereby in lieu of a special meeting:

DECLARATION OF COMMON STOCK DIVIDEND

RESOLVED, that a dividend is hereby declared on the Common Stock of the Company equal to \$25 million, payable on September 30, 2010 out of the Company's retained income to E.ON U.S. LLC, the holder of record of such Common Stock as of the close of business on September 24, 2010.

FURTHER RESOLVED, that the Treasurer of the Company be and is hereby authorized to pay these dividends by check or otherwise and to take all necessary steps therefore.


WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.




Victor A. Staffieri




Chris Hermann



John R. McCall



S. Bradford Rives



Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT**

June 14, 2010

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the undersigned, being all of the directors of the Board of Directors (the "Board") of Louisville Gas and Electric Company, a Kentucky corporation (the "Company") hereby waive notice of and the holding of a meeting of the Board and unanimously consent to the adoption of the following resolutions and the recording thereof among the minutes of proceedings of the Company:

REFINANCING OF COMPANY DEBT

WHEREAS, the Company currently has outstanding \$485,000,000 in principal amount of unsecured promissory notes issued to Fidelia Corporation ("Fidelia"), an affiliate within the E.ON AG holding company system; and

WHEREAS, due to the proposed acquisition of E.ON U.S. LLC, the Company's parent, by PPL Corporation, the Company will be required to refinance the notes issued to Fidelia through the issuance of replacement notes to PPL Corporation or an affiliate of PPL Corporation on a temporary basis (such Fidelia notes and replacement notes are collectively referred to herein as the "Outstanding Long-Term Debt") and then refinance the Outstanding Long-Term Debt through the issuance of new long-term debt which, due to market conditions, including the increased spread between pricing for unsecured debt and secured debt, the Company may wish to issue as secured debt; and

WHEREAS, various counties and other municipal entities in the Commonwealth of Kentucky (the "Issuers") have previously issued and there are currently outstanding approximately \$574,304,000 in principal amount of the Company's Pollution Control Revenue Bonds (the "Existing Pollution Control Bonds"); and

WHEREAS, the proceeds of the Existing Pollution Control Bonds were borrowed by the Company pursuant to unsecured loan agreements with the Issuers and applied by the Company to the financing or refinancing of the acquisition and construction of certain pollution control facilities of the Company; and

WHEREAS, many of such loan agreements and related financing documents for the Existing Pollution Control Bonds contain a negative pledge pursuant to which the Company agreed not to issue secured debt unless it also secures such Existing Pollution Control Bonds; and

WHEREAS, the Company is borrower under three credit agreements, each dated June 22, 2007, with Bank of America, N.A., WestLB AG, New York Branch and Deutsche Bank AG New York Branch (the "Existing Bank Agreements") pursuant to which the Company may borrow up to an aggregate

of \$125,000,000; and

WHEREAS, due to the acquisition of E.ON U.S. LLC and the resulting change of control of the Company, each of the Existing Bank Agreements will need to be amended to permit such change of control or replaced with new bank agreements; and

WHEREAS, in connection with this refinancing of the Outstanding Long-Term Debt, the Board has determined that it is in the Company's best interests to authorize the issuance and sale in one or more series of up to \$535,000,000 principal amount of new notes to PPL Corporation or an affiliate of PPL Corporation (which includes \$485,000,000 to refinance the Outstanding Long-Term and up to \$50,000,000 of previously authorized additional debt for other general corporate purposes) to replace the notes issued to Fidelia, which notes would then be replaced by secured debt, in the form of first mortgage bonds under a first mortgage indenture pursuant to which the Company would pledge substantially all of its property in Kentucky as security for the bonds issued thereunder; and

WHEREAS, due to the refinancing of the Outstanding Long-Term Debt and the issuance and sale of the first mortgage bonds, the Board has determined that it is in the Company's best interests to authorize the issuance of up to \$575,000,000 principal amount of first mortgage bonds to the trustees, bond insurers and/or credit facility providers for the Existing Pollution Control Bonds to secure the Company's obligations thereunder; and

WHEREAS, due to the proposed acquisition of E.ON US LLC and the resulting proposed change of control of the Company, the Board has determined that it is in the Company's best interests to authorize (i) amendments to the the Existing Bank Agreements to permit the change of control and issuance of secured debt and (ii) replacement of Existing Bank Agreements with new bank agreements with an aggregate maximum amount of credit available under such agreements not to exceed \$400,000,000.

NOW, THEREFORE, BE IT RESOLVED, by the Board as follows:

The Offering

- (a) That the Board authorizes and approves the issuance and sale by the Company of up to \$535,000,000 principal amount of new notes to PPL Corporation or an affiliate of PPL Corporation to replace the notes issued to Fidelia, which new notes would contain the same principal amounts, terms, conditions and interest rates as the notes issued to Fidelia, except that such new notes would not have "make whole" provisions and could be repaid at any time at par plus accrued interest.
- (b) That the Board authorizes and approves the issuance and sale by the Company from time to time, in one or more series, and in any combination, of up to \$535,000,000 aggregate principal amount of long-term debt in the form of first mortgage bonds (the "Debt Securities") in one or more underwritten public offerings, negotiated sales, or private placement transactions (such offerings,

sales and transactions collectively referred to herein as the "Offering"), the proceeds of such Debt Securities to be used to for general corporate purposes, including the refinancing of the Outstanding Long-Term Debt, capital expenditures, repayment of short-term debt and refunding or refinancing of other long-term debt at maturity or otherwise.

- (c) That the Company be, and it hereby is, authorized to issue and offer for sale the Debt Securities through one or more underwriters, initial purchasers or selling or placement agents, pursuant to an underwriting, purchase or similar agreement, on and subject to such terms and conditions as may be approved by the Authorized Officers (as defined below), provided that the interest rate on such Debt Securities shall not exceed 6.5% per year.

Bonds and Indenture

- (d) That the Chief Executive Officer, President, Chief Financial Officer, any Vice, President, the Treasurer, and the Controller of the Company (each, an "Authorized Officer" and, collectively, the "Authorized Officers") and each of them hereby is, authorized by and on behalf of the Company, to negotiate, enter into, execute and deliver one or more indentures or similar agreements (collectively, the "Indenture") with a trustee or trustees to be selected by one or more Authorized Officers, as supplemented by one or more supplemental indentures thereto, to cause the Indenture to be filed and recorded as necessary and to take any other steps to make it binding upon and enforceable against the Company in accordance with its terms, and to issue from time to time the Debt Securities thereunder, together with any agreements, documents and instruments in connection therewith and any exhibits, annexes or attachments thereto and with such changes therein, additions thereto or omissions therefrom as such Authorized Officer deems necessary, advisable or appropriate and that the Company be, and it hereby is, authorized to pledge or otherwise encumber under the Indenture substantially all of the Company's property in Kentucky as security for the Company's obligations under the Debt Securities and debt securities to be issued thereunder from time to time in the future.
- (e) That the Authorized Officers be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute, acknowledge and deliver new securities representing the Debt Securities in substantially such form and containing such terms and conditions as such Authorized Officer shall approve, with such changes therein, additions thereto or omissions therefrom as such Authorized Officer executing, acknowledging or delivering the same shall approve, such Authorized Officer's execution, acknowledgement and delivery thereof to be conclusive evidence of such approval.
- (f) That the Authorized Officers be, and each of them hereby is, authorized, empowered and directed to fix and approve the terms and conditions on which the Debt Securities are to be issued and authenticated and the final terms of the Indenture, including, without limitation, the rights of the holders thereof, the maturity dates, the sinking fund provisions, the redemption price, the subordination provisions, the offering date and all other matters relating thereto, and to take all such other actions as the Authorized Officers deem necessary, advisable or appropriate to consummate the transactions contemplated by the Indenture.

- (g) That a facsimile of the corporate seal of the Company may be imprinted on the Debt Securities, which facsimile is hereby acknowledged to be the corporate seal of the Company for the purposes of sealing the Debt Securities.
- (h) That the Authorized Officers be, and each of them hereby is, authorized to execute and deliver on behalf of the Company, in the event that all or a portion of the Debt Securities bear a fixed or variable rate of interest: (i) one or more interest rate lock or swap agreements or similar agreements with one or more underwriters, banks or other financial institutions providing for the hedging of the interest rates on such securities, and (ii) any other agreement, document or instrument that may be necessary or appropriate in connection with any such transaction.

Offering Memorandum

- (i) That, in connection with the issuance and sale of the Debt Securities, each of the Authorized Officers shall be, and hereby is, authorized, empowered and directed, in the name and on behalf of the Company, (i) to prepare, or cause to be prepared, one or more offering memoranda or other appropriate disclosure document (including all exhibits, annexes and other documents relating thereto) in connection with such issuance and sale of the Debt Securities, including any supplement(s) or amendment(s) thereto (the "Offering Memorandum"), (ii) to execute, as such Authorized Officers or Authorized Officer deem(s) necessary, advisable or appropriate, any and all, agreements, documents and instruments in connection with such issuance and sale, and (iii) to take all such other actions as such Authorized Officers or Authorized Officer deem(s) necessary, advisable or appropriate in order to effect the issuance and sale of the Debt Securities, such Authorized Officer's authority and determination to execute such documents and instruments and to take such actions being conclusively evidenced by such execution or action, as the case may be.

Authorization of Purchase Agreement

- (j) That the Authorized Officers be, and hereby are, authorized and directed, for and on behalf of the Company, to fix and approve the terms of an underwriting, purchase or similar agreement relating to the issuance and sale of the Debt Securities to one or more underwriters, initial purchasers or selling or placement agents thereof (the "Purchase Agreement") to be entered into by and among the Company and such initial purchasers or underwriters as may agree to become parties thereto, and the Authorized Officers be, and each of them hereby is, authorized to execute and deliver the same, in such form or with such changes therein, additions thereto or omissions therefrom as such Authorized Officers may approve, such execution and delivery by any such Authorized Officer to be conclusive evidence of such authorization and approval.
- (k) That, if the Offering is conducted as a private placement, the Company is hereby authorized to offer and sell the Debt Securities to the initial purchasers in a private placement offering pursuant to Section 4(2) of the Securities Act of 1933 or any other exemption from registration thereunder on the terms and subject to the conditions set forth in the Purchase Agreement.
- (l) That, if the Offering is conducted as a private placement, the Company is hereby authorized to execute and deliver one or more registration rights agreements, or

similar agreements, pursuant to which the Company would agree to file one or more registration statements with the Securities and Exchange Commission under the Securities Act of 1933, including pursuant to a registered exchange offer whereby the Company would exchange the first mortgage bonds issued in the private placement with an equal aggregate principal amount of first mortgage bonds that have been registered.

Collateralization for Existing Pollution Control Bonds

- (m) That the Company is authorized to issue up to \$575,000,000 aggregate principal amount of first mortgage bonds (the "Collateral First Mortgage Bonds") to the trustees, bond insurers and/or credit facility providers for the Existing Pollution Control Bonds to serve as collateral for the Company's obligations under the respective loan agreements, bond insurance agreements and/or reimbursement agreements. The principal amount of, and interest on, the Collateral First Mortgage Bonds will not be payable except upon a default under the related Existing Pollution Control Bonds.
- (n) That the Authorized Officers be, and each of them hereby is, authorized and directed to cause the preparation of, to approve, or consent to, and execute and deliver the following documents or instruments in connection with the collateralization of the Existing Pollution Control Bonds: (i) amendments to the loan agreements between the Company and the respective Issuers to reflect such collateralization, (ii) amendments to the trust indentures with the respective Issuers to reflect such collateralization, (iii) supplements, stickers or similar amendments to the official statements that will describe the Collateral First Mortgage Bonds and the collateralization, (iv) the Collateral First Mortgage Bonds, (v) one or more supplemental indentures and/or supplemental trust indentures pursuant to which the Company may issue its Collateral First Mortgage Bonds, and (vi) such other related documents, forms, certificates or agreements as shall be necessary or appropriate to effectuate such collateralization.

Bank Agreements

- (o) That the Authorized Officers be, and each of them hereby is, authorized and empowered to (i) negotiate and execute, on behalf of the Company, such amendments or supplements to the Existing Bank Agreements as such Authorized Officers deem necessary to permit the change of control and to permit the Company to pledge or otherwise encumber under the Indenture substantially all of the Company's property in Kentucky as security for the Company's obligations under the Debt Securities and/or (ii) to enter into credit facilities and to negotiate, execute and deliver one or more revolving credit agreements and/or other similar borrowing arrangements, including any extension or amendment of any existing credit facility ("New Bank Agreements") with an aggregate maximum amount of credit available under such New Bank Agreements not to exceed \$400,000,000 on such terms (including letter of credit provisions and an expiration period, without consideration of extensions, renewals or term-out periods, of up to five years) and conditions as the officer executing such documents deems appropriate, with such officer's execution of a definitive agreement to conclusively evidence such officer's approval and the approval of this Board of Directors, such New Bank Agreements to replace the Existing Bank Agreements.

- (p) That the Authorized Officers be, and each of them hereby is, authorized by and on behalf of the Company, (i) to request advances (including issuances of letters of credit) under each of the New Bank Agreements, (ii) to delegate to any other officers or employees of the Company, either acting individually or jointly, authority to request advances (including issuances of letters of credit) under any of the New Bank Agreements and (iii) to execute and deliver any other agreements and documents and to take any and all other action as contemplated by the New Bank Agreements or as such officer may deem necessary or desirable in connection with the making of advances (including issuances of letters of credit) on account of the Company pursuant to the New Bank Agreements.
- (q) That the Authorized Officers be, and each of them hereby is, authorized and directed to cause the preparation of, to approve, or consent to, and execute and deliver the necessary documents, instruments or certificates necessary to effect such amendments to the Existing Bank Agreements or the entering into of the new Bank Agreements.

Indenture Committee

- (r) That a committee of the Board consisting of John R. McCall and S. Bradford Rives (the "Indenture Committee") shall be, and hereby is, authorized, for and on behalf of the Company, to exercise all of the powers of the Board in connection with the Indenture, the Debt Securities, the Collateral First Mortgage Bonds, the New Bank Agreements, the Offering and all matters incident thereto, including, without limitation, the adoption of any resolutions required by the Indenture or deemed necessary or advisable in connection therewith and to take all such other actions as the Indenture Committee deems necessary, advisable or appropriate to consummate the transactions contemplated hereby.
- (s) That, in the event of the absence or disqualification of any member of the Indenture Committee, the members of the Indenture Committee present at any meeting of the Indenture Committee and not disqualified from voting thereat, whether or not they constitute a quorum, may unanimously appoint another member of the Board to act at such meeting of the Indenture Committee in the place of any such absent or disqualified member.

Regulatory Approval

- (t) That the Authorized Officers of the Company be, and each of them hereby is, authorized and empowered to execute and file, or cause to be filed, on behalf of the Company, such applications or petitions (including amendments or supplements thereto) with the Public Service Commission of the Commonwealth of Kentucky and any other federal, state, or local commission, court, agency or body having jurisdiction as may be required to obtain any approvals, consents, orders or rulings as such officers or counsel for the Company may deem to be necessary or desirable in connection with the transactions contemplated hereby, as may be required by law or as may be deemed to be proper or appropriate in their judgment or in the judgment of counsel for the Company in connection with the foregoing.


General

- (u) That the officers of the Company be, and each of them hereby is, authorized in the name and on behalf of the Company and under its corporate seal or otherwise, to take or cause to be taken all such further actions and to execute and deliver or cause to be executed and delivered all such further documents, agreements, certificates and agreements (including without limitation, instruments authorizing or consenting to amendment, modifications or waivers to any of the agreements or disclosure documents relating to the Existing Pollution Control Bonds) in connection with the Offering as such persons may deem necessary, advisable or appropriate in connection with the transactions contemplated thereby and hereby, and to incur all such fees and expenses as shall be necessary, advisable or appropriate in their judgment in order to carry into effect the purpose and intent of any and all of the foregoing resolutions.
- (v) That any acts of the officers of this Company, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted as acts in the name of and on behalf of this Company.
- (w) That the Board does hereby adopt, as if fully set out herein, the form of any resolutions with respect to the Offering as may be required by financial institutions and any other entities requiring such resolutions to effect the intent of these resolutions.
- (x) That each of the Authorized Officers be, and hereby is, authorized and directed to take any and all further action to see that the intent of the above resolutions are carried forth.

WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.




Victor A. Staffieri



Chris Hermann



John R. McCall



S. Bradford Rives



Paul W. Thompson

**E.ON U.S. LLC
Louisville Gas and Electric Company
Kentucky Utilities Company
Written Consents of the Boards of Directors
And Shareholders/Member**

March 11, 2010

AGENDA

APPROVALS AND RATIFICATIONS

Approvals and Ratifications on the following topics are submitted for the E.ON US Investments Corp. ("EUSIC"), E.ON U.S. LLC ("EUS"), Louisville Gas and Electric Company ("LG&E") and Kentucky Utilities Company ("KU") Boards' and Shareholder/Member consents.

Please direct any questions to John McCall or John Fendig. Upon completion, please return signed consents to Cheryl Johnson.

**EUS BOARD AND MEMBER CONSENTS
LG&E BOARD AND SHAREHOLDER CONSENTS
KU BOARD AND SHAREHOLDER CONSENTS**

Annual Board and Shareholder/Member Actions

Approval is requested for certain routine or required annual resolutions, including election of directors, appointment of officers, establishment of bank accounts and agents, and ratification of acts. The individuals proposed as directors and officers are those who are currently serving in such roles.

EUS BOARD CONSENT

Approval of Dividend

Approval is requested of dividends to be paid to the sole member in the amount of \$700,000 payable on March 19, 2010 and \$5.3 million payable on April 5, 2010.

LG&E BOARD CONSENTS

Approval of Common Dividend

Approval is requested of common dividend to be paid to the sole shareholder in the amount of \$30 million payable on March 31, 2010.

**ACTION OF THE SOLE SHAREHOLDER
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF AN ANNUAL MEETING**

March 11, 2010

Pursuant to the provisions of Section 271B.7-040 of the Kentucky Business Corporation Act, the undersigned being the sole shareholder of Louisville Gas and Electric Company, a Kentucky corporation (the "Company"), hereby adopts the following resolutions in lieu of an annual meeting and consents to the corporate actions contemplated thereby:

ELECTION OF DIRECTORS

RESOLVED, that, as appropriate, the size of the Board of Directors is established to be equal to the number of persons listed below, and each of the following persons be elected director of the Company for a term commencing on the date hereof and ending at the next annual meeting of the Company's shareholders and until his successor shall have been elected and qualified:

Victor A. Staffieri
Chris Hermann
John R. McCall
S. Bradford Rives
Paul W. Thompson

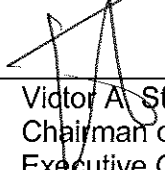
RATIFICATION OF ACTS

RESOLVED, that any actions taken by any of the officers and directors of this Company since the last Annual Meeting of the Company's shareholder, which are within the authority conferred hereby, are hereby ratified, confirmed and approved.

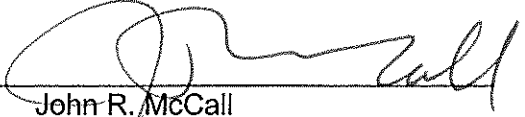
WITNESS the signature of the undersigned, who is the sole shareholder of Louisville Gas and Electric Company as of the date and year first above written.

E.ON U.S. LLC

By: _____


Victor A. Staffieri
Chairman of the Board, Chief
Executive Officer and President

By: _____


John R. McCall
Executive Vice President,
General Counsel, Corporate
Secretary and Chief
Compliance Officer

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT
IN LIEU OF AN ANNUAL MEETING**

March 11, 2010

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company" or "LG&E"), hereby adopt the following resolutions and consent to the actions contemplated thereby in lieu of a special meeting:

ELECTION OF OFFICERS

RESOLVED, that each of the following persons be appointed to the office of the Company set out below opposite his or her name, to hold such office until the next annual meeting of the Board of Directors except as otherwise provided in the By-laws and to have all those duties and powers permitted by law, or by the Articles of Incorporation or by the By-laws, or as otherwise appropriate.

Victor A. Staffieri	Chairman of the Board, Chief Executive Officer and President
Daniel K. Arbough	Treasurer
Michael S. Beer	Vice President – Federal Regulation and Policy
Lonnie E. Bellar	Vice President – State Regulation and Rates
Kent W. Blake	Vice President – Corporate Planning and Development
D. Ralph Bowling	Vice President – Power Production
Laura M. Douglas	Vice President – Corporate Responsibility and Community Affairs
Chris Hermann	Senior Vice President – Energy Delivery
R.W. Chip Keeling	Vice President – Communications
John R. McCall	Executive Vice President, General Counsel, Corporate Secretary and Chief Compliance Officer
John P. Malloy	Vice President – Energy Delivery – Retail Business
Dorothy E. O'Brien	Vice President and Deputy General Counsel, Legal and Environmental Affairs
Paula H. Pottinger	Senior Vice President – Human Resources
S. Bradford Rives	Chief Financial Officer
Valerie L. Scott	Controller
George R. Siemens	Vice President – External Affairs
David Sinclair	Vice President – Energy Marketing
Paul Gregory Thomas	Vice President – Energy Delivery – Distribution Operations
Paul W. Thompson	Senior Vice President – Energy Services
John N. Voyles, Jr.	Vice President – Transmission and Generation Services

ESTABLISHMENT OF BANK ACCOUNTS
AND
APPOINTMENT OF AGENTS

RESOLVED, that any two officers, one of which shall be either the Treasurer or the Chief Financial Officer of the Company be, and they hereby are, authorized and directed, for and on behalf of the Company, to take any and all actions that they may deem necessary or advisable in order to establish or terminate any bank, savings, trust and securities safekeeping and other banking or investment accounts, from time to time, for the efficient conduct of the Company's business; and the Board of Directors hereby adopts the form of any and all resolutions required by any such banks, savings and loan associations or financial institutions to be adopted in connection therewith; and

FURTHER RESOLVED, that the officers of the Company be, and each of them acting alone hereby is, authorized and directed, for and on behalf of the Company, to take any and all actions that he may deem necessary or advisable regarding appointments of routine agents, attorneys-in-fact and other representatives, from time to time, for the efficient conduct of the Company's business; and the Board of Directors hereby adopts the form of any and all resolutions required by any third parties or entities to be adopted in connection with the (i) establishment, amendment, maintenance or termination of such activities and/or (ii) the designation of officers, employees, representatives or agents of the Company authorized to effect transactions (including relating to banking, savings, investment and financial accounts) relating thereto; and

FURTHER RESOLVED, that, in connection herewith, the Secretary of the Company is hereby permitted to file a copy of each resolution required by any third party or entity with the minutes of the Company and is hereby authorized, empowered and directed to provide to any third party or entity, a certified copy of such resolutions and to execute and deliver any further documents as may be reasonably required by such party or entity.

APPOINTMENT OF INDEPENDENT AUDITORS

RESOLVED, that PricewaterhouseCoopers LLP is hereby appointed to perform an audit of the accounts of the Company from the date of the last audited report, said audit to cover the period from January 1, 2010 to December 31, 2010, inclusive.

RATIFICATION OF ACTS


RESOLVED, that any actions taken by any of the officers and directors of the Company since the last Annual Meeting of the Company's directors which are within the authority conferred hereby, are hereby ratified, confirmed and approved.

DECLARATION OF COMMON STOCK DIVIDEND


RESOLVED, that a dividend is hereby declared on the Common Stock of the Company equal to \$30 million, payable on March 31, 2010 out of the Company's retained income to the holder of record of such Common Stock as of the close of business on March 24, 2010.

FURTHER RESOLVED, that the Treasurer and other officers of the Company be and are hereby authorized to pay the dividend by check or otherwise and to take all necessary steps to effect the payment of the dividend.

WITNESS the signatures of the undersigned who are all of the directors of Louisville Gas and Electric Company as of the date first written above.



Victor A. Staffieri



Chris Hermann



John R. McCall



S. Bradford Rives



Paul W. Thompson

E.ON U.S. Investments Corp.

**E.ON U.S. LLC
Louisville Gas and Electric Company
Kentucky Utilities Company
Written Consents of the Boards of Directors**

February 11, 2010

AGENDA

APPROVALS AND RATIFICATIONS

Approvals and Ratifications on the following topics are submitted for the E.ON US Investments Corp., ("EUSIC"), E.ON U.S. LLC ("EUS"), Louisville Gas and Electric Company ("LG&E") and Kentucky Utilities Company ("KU") Boards' consents.

Please direct any questions to John McCall or John Fendig. Upon completion, please return signed consents to Cheryl Johnson.

EUSIC BOARD CONSENT

Approval of E.ON U.S. Budget and Medium Term Plan

Approval is requested for adoption of the E.ON U.S. Budget and Medium Term Plan as previously authorized by the E.ON AG Board of Management.

EUS BOARD CONSENT

Approval of E.ON U.S. Budget and Medium Term Plan

As described above.

LG&E BOARD CONSENT

Approval of E.ON U.S. Budget and Medium Term Plan

As described above.

KU BOARD CONSENT

Approval of Medium Term Plan and Long Term Plan

As described above.

**ACTION OF THE BOARD OF DIRECTORS
OF
LOUISVILLE GAS AND ELECTRIC COMPANY
TAKEN BY WRITTEN CONSENT**

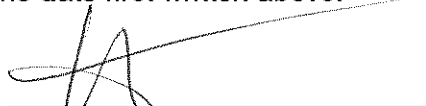
February 11, 2010

Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company" or "LG&E"), hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

APPROVAL OF E.ON U.S. BUDGET AND MEDIUM TERM PLAN

RESOLVED, that the Company hereby adopts and approves, where applicable to it, the E.ON U.S. Strategic and Budget Plan as authorized by the E.ON AG Board of Management on or about November 18, 2009, and subject to such updates or alterations as may be authorized or permitted, including but not limited to, under the Delegated Powers of Authority to LG&E Energy LLC (now E.ON U.S. LLC), dated February 10, 2004.

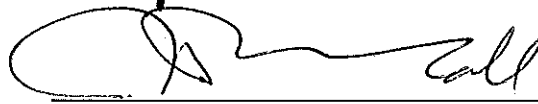
WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.



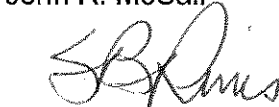
Victor A. Staffieri



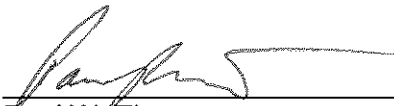
Chris Hermann



John R. McCall



S. Bradford Rives

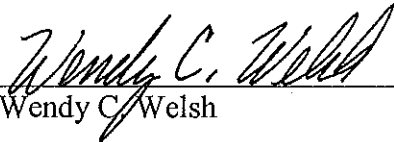


Paul W. Thompson

January 15, 2010

Board of Directors:

I hereby resign as an officer of E.ON U.S. LLC, Louisville Gas and Electric Company and Kentucky Utilities Company, and as an officer and/or director of its affiliates and related companies, including joint ventures, partnerships, and limited liability companies effective the 15th day of January, 2010.



Wendy C. Welsh