Exhibit 15

COMMONWEALTH OF KENTUCKY
PUBLIC SERVICE COMMISSION
710 SCHENKEL LANE
POST OFFICE BOX 615
FRANKFORT, KY. 40602
(502) 564-3940

August 27, 1993 **RECEIVED**

Albert P. Marks, Esq.
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114 South Second Street
Post Office Box 1149
Clarksville, Tennessee 37041-1149

AUG 30 1993

GENERAL COUNSEL

Re: Cumberland Electric Membership Corp.

Dear Mr. Marks:

The Commission Staff has reviewed your request for a legal opinion as to whether Cumberland Electric Membership Corporation, a Tennessee Valley Authority Distribution Cooperative, is required to seek a Certificate of Public Convenience and Necessity from this Commission prior to borrowing funds from the Rural Electrification Administration and the National Utilities Cooperative Finance Corporation.

For those utilities subject to our jurisdiction, KRS 278.020 prohibits the construction of utility facilities until the Commission has issued a Certificate of Public Convenience and Necessity, and KRS 278.300 prohibits the issuance of any evidence of indebtedness by a utility without prior Commission approval.

As you know, the District Court for the Western District of Kentucky ruled in TVA, et al. v. Energy Regulatory Commission, Civil Action No. 79-0009-P (W.D. Ky. Sept. 27, 1979), the Commission was preempted on rate regulation by the TVA, a federal agency. The Commission subsequently concluded that TVA's service requirements similarly preempt those of Kentucky, leaving no aspect of a TVA distribution cooperative's operations subject to our jurisdiction. (See Opinion Letter dated March 2, 1983 attached hereto.) Thus, Cumberland Electric Membership Corporation is not required to either obtain a Certificate of Public Convenience and Necessity prior to constructing facilities or obtain any authorization in connection with the issuance of indebtedness.

If you have any further questions, please contact Richard Raff of our Legal Staff.

Sincerely yours,

Don Mills
Executive Director

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Attachment