

LOUISVILLE GAS AND ELECTRIC COMPANY

CASE NO. 2016-00371

**Response to Attorney General's Initial Data Requests for Information
Dated January 11, 2017**

Question No. 112

Responding Witness: Kent W. Blake / Counsel

- Q-112. Provide a copy of the LG&E and parent company Board of Directors minutes for 2015 and 2016.
- A-112. See the Company's objection filed on January 20, 2017. Without waiving that objection, see the attached with redactions made in accordance with that objection and the Company's Petition for Confidential Treatment.

December 31, 2015

As a result of my announced retirement effective close of business, December 31, 2015, I hereby resign as Vice President-Federal Regulation and Policy of LG&E and KU Energy LLC, Louisville Gas and Electric Company, Kentucky Utilities Company and LG&E and KU Services Company.

A handwritten signature in black ink, appearing to read "Michael S. Beer", is written over a horizontal line.

Michael S. Beer

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

NOVEMBER 20, 2015

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:

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, 2015, for payment to LG&E and KU Energy LLC on December 30, 2015, from funds legally available for payment of dividends, in an amount equal to \$38,000,000 and the effect of such dividend shall be measured as of September 30, 2015.

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.



Kent W. Blake



Victor A. Staffieri

Vincent Sorgi



Paul W. Thompson

William H. Spence

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

NOVEMBER 20, 2015

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:

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, 2015, for payment to LG&E and KU Energy LLC on December 30, 2015, from funds legally available for payment of dividends, in an amount equal to \$38,000,000 and the effect of such dividend shall be measured as of September 30, 2015.

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.


Kent W. Blake

Victor A. Staffieri



Vincent Sorgi

Paul W. Thompson



William H. Spence

Confidential Information Redacted

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

October 8, 2015

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 consent to the actions contemplated thereby:

**COAL SUPPLY AGREEMENT
HARTSHORNE MINING GROUP, LLC**

WHEREAS, the Company, together with its affiliate, Kentucky Utilities Company, has conducted negotiations and desires to enter into a Coal Supply Agreement with Hartshorne Mining Group, LLC for the purchase of coal (the "Agreement"); and

WHEREAS, the Agreement has an anticipated delivery term of approximately five years, commencing in 2018, and an aggregate total value of approximately [REDACTED] subject to permitted modifications, adjustments and variable schedule and pricing mechanisms; and

WHEREAS, the Board of Directors has considered matters relating to the Agreement 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 entering into of the Agreement; and

FURTHER RESOLVED, that the Chief Executive Officer, President, Chief Operating Officer, Chief Financial Officer, any Vice President, 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, the Agreement and, in connection therewith, (i) such associated purchase orders, producer's certificates, counter-party credit support arrangements or other agreements or amendments thereto; (ii) 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 Agreement, 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 Agreement, 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.



Kent W. Blake

Vincent Sorgi

William H. Spence



Victor A. Staffieri



Paul W. Thompson

they shall, in their discretion, deem necessary, appropriate or advisable to consummate the Agreement, 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.

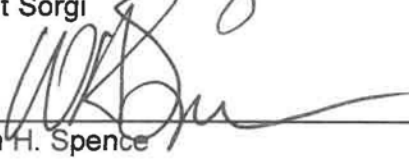
This unanimous written consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

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.

Kent W. Blake



Vincent Sorgi



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 28, 2015

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:

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, 2015, for payment to LG&E and KU Energy LLC on September 29, 2015, from funds legally available for payment of dividends, in an amount equal to \$23,000,000 and the effect of such dividend shall be measured as of June 30, 2015.

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.



Kent W. Blake



Victor A. Staffieri

Vincent Sorgi



Paul W. Thompson

William H. Spence

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

AUGUST 28, 2015

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:

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, 2015, for payment to LG&E and KU Energy LLC on September 29, 2015, from funds legally available for payment of dividends, in an amount equal to \$23,000,000 and the effect of such dividend shall be measured as of June 30, 2015.

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.


Kent W. Blake

Victor A. Staffieri



Vincent Sorgi

Paul W. Thompson



William H. Spence

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

August 21, 2015

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:

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 or debt involving affiliates, as applicable; and

WHEREAS, the Board of Directors deems it to be in the best interests of the Company that it take actions necessary to obtain the required FERC and state authorizations and to authorize the issuance during the period ending November 30, 2017, of such debt with maturities not more than one year 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, 2015 and continuing through November 30, 2017, this Company be and hereby is 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 one year or less 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 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 to carry out the purposes of the foregoing resolution; and

FURTHER RESOLVED, that the Chief Executive Officer, President, Chief Financial Officer, the Chief Operating 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,

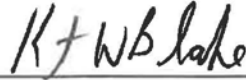
the "Authorized Officers") are hereby authorized and empowered to execute and deliver, for and in the name of the Company, promissory notes, other evidences of indebtedness or instruments of renewal to evidence the borrowings made pursuant to the provisions of the foregoing resolutions; and

FURTHER RESOLVED, that the Authorized 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.




Kent W. Blake

Vincent Sorgi

William H. Spence



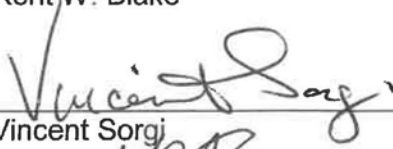
Victor A. Staffieri




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.

Kent W. Blake



Vincent Sorgi



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**

June 17, 2015

Pursuant to the provisions of Section 271 B.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:

TERMINATION OF CROSS-BORDER LEASE ARRANGEMENTS

WHEREAS, (a) the Company and its affiliate, Kentucky Utilities Company ("KU"), are joint lessees and (b) the Company's parent, LG&E and KU Energy LLC ("LKE"), is a guarantor and indemnitor for certain obligations, pursuant to a Lease Agreement dated as of December 23, 1999, and related agreements, instruments and consents, among the Company, KU, LKE, SEB Leasing Oy (as successor to ABB Capital Oy) and certain lenders, financial institutions and other counterparties (collectively the "1999 Cross-Border Lease Transaction"), related to the combustion turbine generating Units 6 and 7 located at KU's E.W. Brown generating plant and operated by the Company and KU (the "Equipment"); and

WHEREAS, the 1999 Cross-Border Lease Transaction provides for a call option for the Company and KU to terminate the leasing arrangement as of June 23, 2015 and repurchase the Equipment for a fixed amount of Euro 79,684,536; and

WHEREAS, the Company desires to terminate the 1999 Cross-Border Lease Transaction in accordance with its terms and provisions (the "Cross-Border Lease Termination"); and

WHEREAS, the Board of Directors has determined that it is in the Company's best interests to effect the Cross-Border Lease Termination.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors does hereby authorize and approve the Cross-Border Lease Termination; and

FURTHER RESOLVED, that the Chief Executive Officer, President, Chief Operating Officer, Chief Financial Officer, any Vice President, 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 enter into, from time to time, for and on behalf of the Company, the Cross-Border Lease Termination and, in connection therewith, (i) such termination notices, statements, consents, releases or other agreements, individually or as amendments to the 1999 Cross Border Lease Transaction; (ii) state, federal 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 Contract,

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 Cross-Border Lease Termination, including such additional terms, conditions precedent or other changes as may be deemed necessary, appropriate or advisable in the discretion of such Authorized Officers and to incur all such purchase price adjustments, fees, costs 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, 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 any and all actions heretofore taken by the Authorized Officers consistent with the terms of the foregoing resolutions, 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.



Kent W. Blake

Vincent Sorgi

William H. Spence



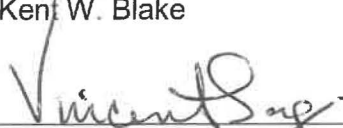
Victor A. Staffieri




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.

Kent W. Blake


Vincent Sorgi


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 AN ANNUAL MEETING**

June 2, 2015

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:

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-Gas Distribution
Kent W. Blake	Chief Financial Officer
D. Ralph Bowling	Vice President-Power Production
Laura M. Douglas	Vice President-Corporate Responsibility and Community Affairs
Thomas A. Jessee	Vice President-Transmission
John P. Malloy	Vice President-Customer Services
Dorothy E. O'Brien	Vice President and Deputy General Counsel, Legal and Environmental Affairs
Paula H. Pottinger	Senior Vice President-Human Resources
Gerald A. Reynolds	General Counsel, Chief Compliance Officer and Corporate Secretary
Valerie L. Scott	Controller
George R. Siemens	Vice President-External Affairs
David S. Sinclair	Vice President-Energy Supply and Analysis
Eric Slavinsky	Chief Information Officer
Edwin R. Staton	Vice President-State Regulation and Rates
Paul Gregory Thomas	Vice President-Electric Distribution
Paul W. Thompson	Chief Operating Officer
John N. Voyles, Jr.	Vice President-Transmission and Generation Services
Mary C. Whelan	Vice President-Communications

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 2015:

Victor A. Staffieri	Chairman of the Board, Chief Executive Officer and President
Kent W. Blake	Chief Financial Officer
Gerald A. Reynolds	General Counsel, Chief Compliance Officer and Corporate Secretary
Paul W. Thompson	Chief Operating Officer

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.



Kent W. Blake

Vincent Sorgi

William H. Spence



Victor A. Staffieri



Paul W. Thompson

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.

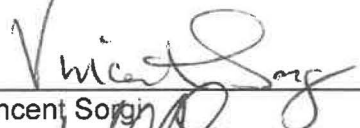
NOW, THEREFORE, BE IT RESOLVED, that the Company hereby designates the following persons as Executive Officers for 2015:

Victor A. Staffieri	Chairman of the Board, Chief Executive Officer and President
Kent W. Blake	Chief Financial Officer
Gerald A. Reynolds	General Counsel, Chief Compliance Officer and Corporate Secretary
Paul W. Thompson	Chief Operating Officer


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.

Kent W. Blake



Vincent Sorgi



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**

June 2, 2015

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:

Kent W. Blake
Vincent Sorgi
William H. Spence
Victor A. Staffieri
Paul W. Thompson

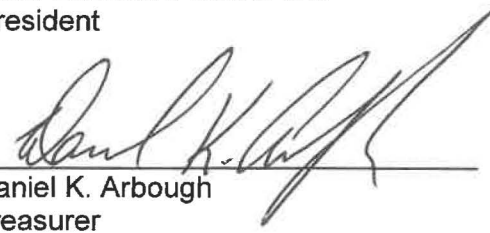
WITNESS the signature of the undersigned, who is the sole shareholder of Louisville Gas and Electric Company as of the date and year first above written.

LG&E AND KU ENERGY LLC

By: _____


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

By: _____


Daniel K. Arbough
Treasurer

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

MAY 20, 2015

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:

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, 2015, for payment to LG&E and KU Energy LLC on June 29, 2015, from funds legally available for payment of dividends, in an amount equal to \$35,000,000 and the effect of such dividend shall be measured as of March 31, 2015.

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.



Kent W. Blake



Victor A. Staffieri



Paul W. Thompson

Vincent Sorgi

William H. Spence

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

MAY 20, 2015

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:

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, 2015, for payment to LG&E and KU Energy LLC on June 29, 2015, from funds legally available for payment of dividends, in an amount equal to \$35,000,000 and the effect of such dividend shall be measured as of March 31, 2015.

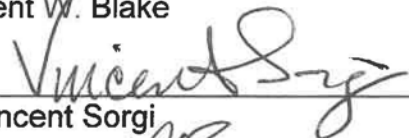
FURTHER RESOLVED, that the Treasurer of the Company be and is hereby authorized to pay this dividend by check or otherwise and to take all necessary steps therefore.

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.


Kent W. Blake

Victor A. Staffieri



Vincent Sorgi

Paul W. Thompson



William H. Spence

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

May 6, 2015

Pursuant to the provisions of Section 271 B.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 consents to the actions contemplated thereby:

AMENDMENT OF REVOLVING CREDIT FACILITIES

WHEREAS, the Company is borrower under a \$500 million Amended and Restated Revolving Credit Agreement, dated as of July 28, 2014, among the Company, the lenders party thereto and Wells Fargo Bank, National Association, as administrative agent, (the "Existing Credit Agreement"), and the Existing Credit Agreement is currently scheduled to expire on July 28, 2019, subject to the ability to extend the facility at the Company's request and subject to consent of the lenders; and

WHEREAS, the Company desires to amend and/or restate the Existing Credit Agreement to extend the expiration date to a date approximately five (5) years from the date of any such amendment (the "Amended Credit Agreement"); and

WHEREAS, the Board has determined that it is in the Company's best interests to amend and/or restate the Existing Credit Agreement so as to effect the Amended Credit Agreement.

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

- (a) That the Chief Executive Officer, the President, the Chief Financial 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 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, relating to the Amended Credit Agreement, and enter into borrowings or other extensions of credit of up to \$500 million in aggregate principal amount and expiring on or before a date approximately five (5) years from the date of the Amended or Additional Credit Agreements, with existing or new banks and financial institutions, that such Authorized Officer deems necessary or desirable to document and effect the Amended Credit Agreement, 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 Amended Credit Agreement; (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 Amended Credit Agreement; and (iii) execute and deliver any other agreements and documents and 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.
- (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 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.
- (f) That any and all actions heretofore taken by the Authorized Officers within the terms of the foregoing resolutions 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.



Kent W. Blake

Vincent Sorgi

William H. Spence



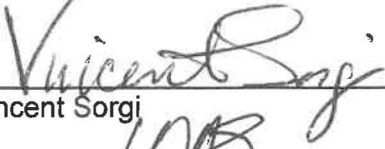
Victor A. Staffieri




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.

Kent W. Blake



Vincent Sorgi



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 25, 2015

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:

WHEREAS, effective with the close of business on March 13, 2015, S. Bradford Rives resigned as a director and officer of the Company.

NOW THEREFORE, BE IT RESOLVED, that Kent W. Blake is elected a director of the Company, effective March 25, 2015, to serve until the next annual meeting of the Company's sole shareholder and until his successor shall have been elected and qualified.

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.

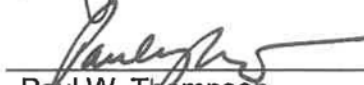
WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

Vincent Sorgi

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 25, 2015

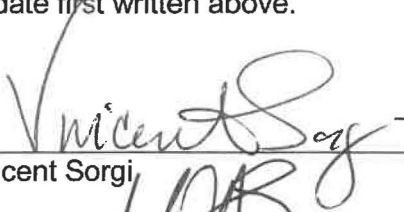
Pursuant to the provisions of Section 271B.8-210 of the Kentucky Business Corporation Act, the Board of Directors of Louisville Gas and Electric Company, a Kentucky corporation (the "Company"), hereby adopts the following resolution by unanimous written consent in lieu of a special meeting and consents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

WHEREAS, effective with the close of business on March 13, 2015, S. Bradford Rives resigned as a director and officer of the Company.

NOW THEREFORE, BE IT RESOLVED, that Kent W. Blake is elected a director of the Company, effective March 25, 2015, to serve until the next annual meeting of the Company's sole shareholder and until his successor shall have been elected and qualified.

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.



Vincent Sorgi



William H. Spence

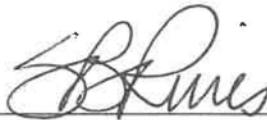
Victor A. Staffieri

Paul W. Thompson

March 13, 2015

As a result of my announced retirement effective close of business, March 13, 2015, I hereby resign as a board member and officer of the following companies:

LG&E and KU Energy LLC
Louisville Gas and Electric Company
Kentucky Utilities Company
Lexington Utilities Company
LG&E and KU Foundation Inc.
LG&E Energy Marketing Inc.
LG&E and KU Services Company
LG&E and KU Capital LLC
Western Kentucky Energy Corp
FCD LLC
LG&E Energy Inc.
LG&E Hydro I LLC



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 27, 2015

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:

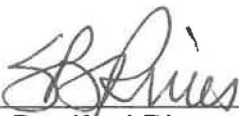
DECLARATION OF COMMON STOCK DIVIDEND

RESOLVED, that a dividend on the Common Stock of this Company is hereby declared for the quarter ending March 31, 2015, for payment to LG&E and KU Energy LLC on March 30, 2015, from funds legally available for payment of dividends, in an amount equal to \$23,000,000 and the effect of such dividend shall be measured as of December 31, 2014.

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.



S. Bradford Rives



Victor A. Staffieri

Vincent Sorgi



Paul W. Thompson

William H. Spence

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

FEBRUARY 27, 2015

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:

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, 2015, for payment to LG&E and KU Energy LLC on March 30, 2015, from funds legally available for payment of dividends, in an amount equal to \$23,000,000 and the effect of such dividend shall be measured as of December 31, 2014.


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.


S. Bradford Rives

Victor A. Staffieri



Vincent Sorgi

Paul W. Thompson



William H. Spence

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

December 16, 2016

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 OFFICERS

RESOLVED, that, effective as of January 3, 2017 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 and Chief Executive Officer
Paul W. Thompson	President and Chief Operating Officer;

and

FURTHER RESOLVED, that, effective as of January 15, 2017 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.

Lonnie E. Bellar	Senior Vice President-Operations
John P. Malloy	Vice President-Gas Distribution
Elizabeth J. McFarland	Vice President-Customer Services;

and

FURTHER RESOLVED, that, effective as of January 21, 2017, David J. Freibert, Jr. is hereby appointed to the office of Vice President-External Affairs, 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; and

FURTHER RESOLVED, that, effective as of April 1, 2017, Ronald S. Straight is hereby appointed to the office of Vice President-Project Engineering, 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.

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.



Kent W. Blake

Vincent Sorgi

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.

Kent W. Blake



Vincent Sorgi



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 12, 2016

Pursuant to the provisions of Section 271 B.8-210 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:

**EXTENSION OF TERMINATION DATE
OF REVOLVING CREDIT FACILITY**

WHEREAS, the Company is borrower under a \$500 million Amended and Restated Revolving Credit Agreement, dated as of July 28, 2014, as amended as of January 29, 2016, among the Company, the lenders party thereto and Wells Fargo Bank, National Association, as administrative agent (the "Existing Credit Agreement"), and the Existing Credit Agreement is currently scheduled to expire on December 31, 2020 (the "Termination Date"), subject to the ability to extend the facility at the Company's request and subject to consent of the lenders; and

WHEREAS, the Company desires to extend the Termination Date so that it will occur not later than January 31, 2022 (the "Extension Date") pursuant to the Existing Credit Agreement (the "Extension"), subject to the consent of the lenders; and

WHEREAS, the Board of Directors has determined that it is in the Company's best interests to amend and/or restate or take such action with respect to the Existing Credit Agreement so as to effect the Extension.

NOW, THEREFORE, BE IT RESOLVED,

- (a) That the Chief Executive Officer, the President, the Chief Financial 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 and empowered to negotiate, execute and enter into, on behalf of the Company, such forms of amended, modified, replacement or new promissory notes or agreements relating to the Existing Credit Agreement so as to effect the Extension (any such amended, modified, replaced or new agreement, the "Credit Agreement"), and enter into borrowings or other extensions of credit of up to \$500 million in aggregate principal amount and expiring on or before the Extension Date, with existing or new banks and financial institutions, that such Authorized Officer deems necessary or desirable to document and effect the Extension, together with such other agreements, instruments, notices, certificates and documents, on such terms and conditions as the Authorized 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 Credit Agreement; (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 Credit Agreement; and (iii) execute and deliver any other agreements and documents and take any and all other action as contemplated by the 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 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 effect the Extension and enter into the Credit Agreement.
- (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 officers 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 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.
- (f) That any and all actions heretofore taken by the Authorized Officers within the terms of the foregoing resolutions 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.




Kent W. Blake

Vincent Sorgi

William H. Spence



Victor A. Staffieri



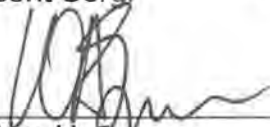
Paul W. Thompson

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.

Kent W. Blake



Vincent Sorgi



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 21, 2016

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:

APPROVAL OF 2017 BUSINESS PLAN

WHEREAS, the Board believes it desirable and in the best interests of the Company to adopt the 2017 Business Plan for Louisville Gas and Electric Company and its subsidiaries dated as of November 21, 2016 (the "Business Plan"), as provided to the Board and attached hereto as Exhibit A.

NOW, THEREFORE, BE IT RESOLVED, that the Company hereby adopts and approves the Business Plan; and

FURTHER RESOLVED, that the appropriate officers of the Company are hereby authorized and directed to take or cause to be taken all such further actions as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolution.

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.



Kent W. Blake



Victor A. Staffieri



Paul W. Thompson

Vincent Sorgi

William H. Spence

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

November 21, 2016

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:

APPROVAL OF 2017 BUSINESS PLAN

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NOW, THEREFORE, BE IT RESOLVED, that the Company hereby adopts and approves the Business Plan; and


FURTHER RESOLVED, that the appropriate officers of the Company are hereby authorized and directed to take or cause to be taken all such further actions as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolution.

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.


Kent W. Blake

Victor A. Staffieri



Vincent Sorja

Paul W. Thompson



William H. Spence

2017 Business Plan

Louisville Gas and Electric Company - Consolidated
Income Statement Summary
(\$ Millions)

	2017 Plan	2018 Plan	2019 Plan	2020 Plan
Revenues, Total	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Cost of Revenues	(587)	(600)	(601)	(611)
Gross Margins	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
O&M Expenses	(342)	(353)	(363)	(352)
Non-Income Taxes	(31)	(35)	(37)	(41)
Depreciation & Amortization	(160)	(182)	(200)	(214)
Other Operating Income (Expenses)	(3)	(3)	(3)	(3)
Interest Expense	(71)	(76)	(82)	(84)
Income Before Taxes	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Income Taxes (excluding special items)	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Net Income from Ongoing Operations	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

Louisville Gas and Electric Company - Consolidated
Cash Flow Summary
(\$ Millions)

	2017 Plan	2018 Plan	2019 Plan	2020 Plan
Net Income	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Depreciation, amortization and impairments	217	248	277	289
Changes in deferred tax assets and liabilities	122	130	131	9
Pension Payments	(7)	(24)	(20)	(18)
Change in Other Balance Sheet Accounts	(1)	(6)	6	(14)
Funds From Operations	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Change in Working Capital	19	2	2	1
Net Cash From / (Used in) Operations	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Capital Expenditures	\$ (547)	\$ (649)	\$ (539)	\$ (404)
Other Investing	-	-	-	-
Net Cash From / (Used in) Investing	\$ (547)	\$ (649)	\$ (539)	\$ (404)
Net Equity Contributions / (Dividends)	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Debt Issuance / (Repayment)	95	138	69	65
Net Cash From / (Used in) Financing	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Net increase (decrease) in Cash	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

Louisville Gas and Electric Company
Capital Expenditure and Cost of Removal¹
(\$ Millions)

	2017 Plan	2018 Plan	2019 Plan	2020 Plan	2021 Plan	Total 2017 - 2021
Environmental	\$ 150	\$ 201	\$ 78	\$ 95	\$ 121	\$ 645
Generation	138	104	81	36	63	421
Distribution Electric	98	107	112	124	135	578
Distribution Gas	90	115	116	92	100	512
Transmission	24	32	74	43	49	221
Customer Services & Metering	34	81	71	11	10	206
Other	26	23	21	18	18	106
Total LG&E	\$ 560	\$ 662	\$ 553	\$ 418	\$ 496	\$ 2,689

¹ Does not include amounts included in accounts payable for year end accruals.

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

NOVEMBER 18, 2016

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:

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, 2016, for payment to LG&E and KU Energy LLC on December 29, 2016, from funds legally available for payment of dividends, in an amount equal to \$41,000,000 and the effect of such dividend shall be measured as of September 30, 2016.

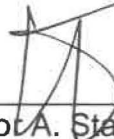
FURTHER RESOLVED, that the Treasurer of the Company be and is hereby authorized to pay this dividend by check or otherwise and to take all necessary steps to effect payment.

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.



Kent W. Blake



Victor A. Staffieri



Paul W. Thompson

Vincent Sorgi

William H. Spence

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

NOVEMBER 18, 2016

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:

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, 2016, for payment to LG&E and KU Energy LLC on December 29, 2016, from funds legally available for payment of dividends, in an amount equal to \$41,000,000 and the effect of such dividend shall be measured as of September 30, 2016.

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 to effect payment.

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.

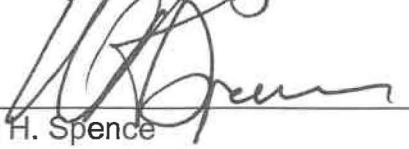
Kent W. Blake

Victor A. Staffieri



Vincent Sorgi

Paul W. Thompson



William H. Spence

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

November 1, 2016

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:

REDEMPTION OF CERTAIN TAX-EXEMPT REVENUE BONDS

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

WHEREAS, Louisville/Jefferson County Metro Government, Kentucky has become the successor to the County of Jefferson, Kentucky and, as such, is referred to herein as the "Issuer"; and

WHEREAS, to secure the Company's payment obligations under the loan agreement with the Issuer related to the Existing Pollution Control Bonds, the Company has issued a tranche of first mortgage bonds in a principal amount equal to the principal amount of the Existing Pollution Control Bonds (the "First Mortgage Bonds"); and

WHEREAS, in connection with the Existing Pollution Control Bonds, the Company has in place certain interest rate management arrangements, including that certain \$32,000,000 notional value, one month LIBOR swap transaction with Bank of America, N.A. dated on or about December 10, 2003 (collectively, the "Interest Rate Swap"), and

WHEREAS, the Existing Pollution Control Bonds are subject to mandatory tender and purchase on December 1, 2016; and

WHEREAS, the Existing Pollution Control Bonds are subject to redemption prior to maturity on the first business day of each month at 100% of their principal amount; and

WHEREAS, the obligation of the Company with respect to the First Mortgage Bonds are deemed satisfied and discharged to the extent of the corresponding payment and discharge of the Existing Pollution Control Bonds; and

WHEREAS, it has been determined that it is in the best interests of the Company that the Existing Pollution Control Bonds be redeemed on such mandatory purchase date (which also is the first business day of a month) rather than be

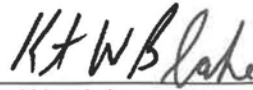
remarketed.

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

- (a) That the redemption of the Existing Pollution Control Bonds on December 1, 2016 is hereby authorized and approved.
- (b) That the Chief Executive Officer, President, Chief Financial Officer, General Counsel, Chief Compliance Officer and Corporate Secretary, 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, empowered and directed to take any action and to execute and deliver any document, certificate or other instrument, including one or more escrow agreements or one or more derivative or investment instruments (relating to swaps, hedges, collars, caps, forward rate agreements or similar arrangements), that may be necessary or appropriate: (i) to call for redemption on December 1, 2016 the Existing Pollution Control Bonds and take any actions necessary to provide for the corresponding discharge of the First Mortgage Bonds, (ii) to otherwise effect the payment and discharge of the Existing Pollution Control Bonds and First Mortgage Bonds and (iii) to terminate, cancel or withdraw the Interest Rate Swap.
- (c) That the Authorized Officers are, and each of them hereby is, authorized, empowered and directed to cause the Company to (i) provide the funds necessary to repay the loan with the Issuer and effect the redemption of the Existing Pollution Control Bonds and (ii) to incur all such fees and expenses as shall be necessary, advisable or appropriate in their judgment in order to effect the redemption of the Existing Pollution Control Bonds and corresponding discharge of the First Mortgage Bonds and termination of the Interest Rate Swap.
- (d) That the Authorized Officers or any other officer of the Company be and they are hereby authorized and empowered to take all steps or actions, and to execute and deliver any other documents, certificates or other instruments, deemed necessary, proper or appropriate in their judgment or in the judgment of counsel for the Company in connection with the transactions referred to above and to carry out the purposes of the foregoing resolutions.
- (e) 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.

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.



Kent W. Blake

Vincent Sorgi

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.

Kent W. Blake



Vincent Sorgi



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, 2016

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:

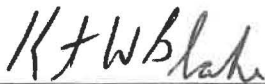
DECLARATION OF COMMON STOCK DIVIDEND

RESOLVED, that a dividend on the Common Stock of this Company is hereby declared for the quarter ending September 30, 2016, for payment to LG&E and KU Energy LLC on September 29, 2016, from funds legally available for payment of dividends, in an amount equal to \$26,000,000 and the effect of such dividend shall be measured as of June 30, 2016.

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 to effect payment.

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.



Kent W. Blake



Victor A. Staffieri

Vincent Sorgi



Paul W. Thompson

William H. Spence

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

AUGUST 26, 2016

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:

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, 2016, for payment to LG&E and KU Energy LLC on September 29, 2016, from funds legally available for payment of dividends, in an amount equal to \$26,000,000 and the effect of such dividend shall be measured as of June 30, 2016.

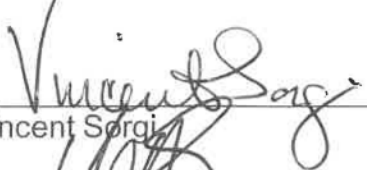
FURTHER RESOLVED, that the Treasurer of the Company be and is hereby authorized to pay this dividend by check or otherwise and to take all necessary steps to effect payment.

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.


Kent W. Blake

Victor A. Staffieri



Vincent Sorgi

Paul W. Thompson



William H. Spence

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

AUGUST 26, 2016

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:

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, 2016, for payment to LG&E and KU Energy LLC on September 29, 2016, from funds legally available for payment of dividends, in an amount equal to \$26,000,000 and the effect of such dividend shall be measured as of June 30, 2016.


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 to effect payment.

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.

Kent W. Blake

Victor A. Staffieri



Vincent Sorgi

Paul W. Thompson



William H. Spence

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

AUGUST 5, 2016

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:

THE AMERICAN COAL COMPANY CONTRACT

WHEREAS, the Company, together with its affiliate, Kentucky Utilities Company, has conducted negotiations and desires to enter into a Coal Supply Agreement with The American Coal Company relating to the supply of approximately seven million tons of coal in the aggregate (the "Agreement"); and

WHEREAS, the Agreement has an anticipated term for deliveries of approximately six years, commencing in 2017, and an estimated aggregate total value of approximately [REDACTED] subject to certain permitted modifications or adjustments and certain variable schedule and pricing mechanisms; and

WHEREAS, the Board of Directors has considered matters relating to the Agreement 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 the Company to enter into the Agreement; and

FURTHER RESOLVED, that the Chief Executive Officer, President, Chief Operating Officer, Chief Financial Officer, any Vice President, 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, the Agreement and, in connection therewith, (i) such associated purchase orders, general service or other agreements or amendments thereto; (ii) 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 Agreement, 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 Agreement, 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

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.



Kent W. Blake

Vincent Sorgi

William H. Spence



Victor A. Staffieri



Paul W. Thompson

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.

Kent W. Blake



Vincent Sorgi



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**

AUGUST 5, 2016

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:

REFINANCING OF CERTAIN TAX-EXEMPT REVENUE BONDS

WHEREAS, the County of Trimble, Kentucky (the "Issuer") has previously issued and there are outstanding: (a) \$83,335,000 in principal amount of its Pollution Control Revenue Bonds, 2000 Series A (Louisville Gas and Electric Company Project) due August 1, 2030 and (b) \$41,665,000 in principal amount of its Pollution Control Revenue Bonds, 2002 Series A (Louisville Gas and Electric Company Project) due October 1, 2032 (collectively, the "Existing Pollution Control Bonds"), which provided financing or refinancing for the acquisition and construction of certain pollution control facilities (the "Projects") of the Company in Trimble County, Kentucky; and

WHEREAS, the Existing Pollution Control Bonds currently bear interest at an auction rate; and

WHEREAS, market conditions may warrant, in the foreseeable future, refinancing all or a portion of the Existing Pollution Control Bonds by refunding, paying and discharging the Existing Pollution Control Bonds and causing the Issuer to issue one or more new series of its pollution control or environmental facilities revenue bonds (the "Refinancing"), and it is appropriate and in the best interests of the Company that action be taken to authorize such undertakings; and

WHEREAS, in connection with the Refinancing, the Company will borrow the proceeds of the Refinancing from the Issuer pursuant to one or more loan agreements and secure its payment obligations thereunder by issuing to the trustee one or more series of the Company's first mortgage bonds.

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

- (a) That the Refinancing of the Existing Pollution Control Bonds is hereby authorized and approved and the Chief Executive Officer, President, Chief Financial Officer, Chief Operating Officer, Chief Information 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 determine whether a series of the Existing Pollution Control Bonds will be refinanced through a Refinancing, and the date of such Refinancing.

- (b) That the Authorized Officers are, and each of them hereby is, authorized and directed to cause the preparation of, and to approve, the following documents in connection with the Refinancing of one or more series of the Existing Pollution Control Bonds referred to above: (i) a loan agreement or loan agreements to be entered into between the Company and the Issuer whereby such Issuer will issue one or more series of its pollution control or environmental facilities revenue bonds (collectively, the "Environmental Facilities Bonds") and loan the proceeds to the Company to refund, pay and discharge all or a portion of one or more series of the Existing Pollution Control Bonds and pursuant to which the Company will be obligated to make loan payments sufficient to pay the principal of, premium, if any, and interest on such Environmental Facilities Bonds to be issued by such Issuer; (ii) one or more undertakings from the Company in favor of a trustee or trustees chosen or appointed by such officers of the Company (the "Trustee") for the benefit of the holders of the Environmental Facilities Bonds providing for or securing repayment of all or any part of the obligations under such Environmental Facilities Bonds; (iii) such contracts of purchase, covenants agreements, underwriting agreements or similar contracts or agreements with the Issuer and with other appropriate parties relating to the issuance of the Environmental Facilities Bonds; (iv) a preliminary official statement or preliminary official statements and a final official statement or final official statements (or other similar disclosure documents) which will describe the Company, the Issuer, the Projects, the Refinancing, the Existing Pollution Control Bonds or Environmental Facilities Bonds (references herein to "Bonds" shall mean the Existing Pollution Control Bonds or Environmental Facilities Bonds, as applicable), the loan agreements, and indentures of trust pursuant to which such Bonds are to be issued, and which will be used by the underwriter or underwriters chosen by such Authorized Officers of the Company (the "Underwriters") in connection with the sale of such Bonds to the public; (v) a form or forms of escrow agreement, or such other documents as may be deemed appropriate, by and between the Issuer and the trustee under the Indenture pursuant to which such Existing Pollution Control Bonds being refinanced were issued and pursuant to which certain securities may be held by such trustee in order to provide for the payment and discharge of such Existing Pollution Control Bonds; (vi) such reimbursement agreements, remarketing agreements, credit 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), in the event the Bonds, or any of them, are reoffered or issued (as applicable) as variable rate demand or similar instruments, in the discretion of such Authorized Officers; (vii) one or more supplemental indentures and/or supplemental trust indentures pursuant to which the Company may issue its first mortgage bonds to secure its repayment obligations arising under the Refinancing; and (viii) such other related documents, forms, notices, certificates or agreements as shall be

necessary or appropriate to effectuate such Refinancing.

- (c) That the Authorized Officers are, 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 Company's participation in such Refinancing 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, subject to receipt of all necessary regulatory authorizations and other approvals, the Company shall borrow the sum of not to exceed \$125,000,000 from the Issuer in accordance with the terms of the loan agreement or loan agreements, and the proceeds of such borrowings shall be used by the Company to pay and discharge the Existing Pollution Control Bonds being refinanced and for such other purposes, if any, as may be provided in any of the agreements and documents required to be executed and delivered in connection with the issuance of the Environmental Facilities Bonds.
- (e) That, subject to receipt of all necessary regulatory authorizations and other approvals, the Authorized Officers are, and each of them hereby is, authorized to approve offers for the purchase from the Issuer of not to exceed \$125,000,000 principal amount of Environmental Facilities Bonds in connection with the Refinancing, and such reoffers or purchases may be through negotiation, competitive bidding, or private placement transaction, as determined to be reasonable, and the proceeds will be loaned to the Company, at such purchase prices, which shall be not less than the principal amount thereof plus accrued interest from the date of such Environmental Facilities Bonds to the date of closing, and at such interest rate or rates, as determined to be reasonable.
- (f) That, subject to receipt of all necessary regulatory authorizations and other approvals, the Authorized Officers are, and each of them hereby is, authorized to execute, on behalf of the Company, one or more loan agreements with the Issuer, providing for the loan to the Company of the proceeds of not to exceed \$125,000,000 principal amount of Environmental Facilities Bonds, each in accordance with the terms and provisions thereof.
- (g) That, subject to receipt of all necessary regulatory authorizations and other approvals, the Authorized Officers of the Company are, and each of them hereby is, authorized to execute, on behalf of the Company, one or more guaranties in favor of the Trustee for the benefit of the holders of the Environmental Facilities Bonds guaranteeing the payment of all or any part of the obligations under such Environmental Facilities Bonds.

- (h) That, subject to receipt of all necessary regulatory authorizations and other approvals, the Authorized Officers of the Company are, and each of them hereby is, authorized to execute, on behalf of the Company, one or more contracts of purchase, covenants agreements, underwriting agreements or similar contracts or agreements with the Issuer and other appropriate parties relating to the sale or reoffering of not to exceed \$125,000,000 principal amount of Bonds.
- (i) That 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 one or more series of the first mortgage bonds of the Company ("First Mortgage Bonds"), in such form or forms and having such terms as the Authorized Officers executing the same shall approve, provided that the principal amount shall not exceed \$125,000,000 and such principal amount of and interest on such First Mortgage Bonds shall not be payable except upon the occurrence of an event of default under a loan agreement for the Bonds or otherwise as set forth in the Supplemental Indentures; and the Authorized Officers are, and each of them hereby is, authorized by and on behalf of the Company 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.
- (j) 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 First Mortgage Bonds, to the trustees under the indentures pursuant to which the Bonds have been or are being issued, 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.

- (k) 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 First Mortgage Bonds 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 and discounts thereto, 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.
- (l) That a facsimile of the corporate seal of the Company may be imprinted on the Supplemental Indentures and/or First Mortgage Bonds, which facsimile is hereby acknowledged to be the corporate seal of the Company for the purposes of sealing the First Mortgage Bonds.
- (m) That The Bank of New York Mellon is hereby appointed to act as the initial paying agent and security registrar for the First Mortgage Bonds 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 First Mortgage Bonds, if such Authorized Officer deems such provision to be desirable, such Authorized Officer's determination to be conclusively evidenced by the execution of documentation effecting such appointment or change.
- (n) That in the event all or a portion of the Bonds bear a variable rate of interest, the Authorized Officers are, and each of them hereby is, authorized to execute on behalf of the Company one or more remarketing agreements, reimbursement agreements or similar agreements with appropriate parties providing for the remarketing of such Bonds, a credit agreement or credit agreements or similar agreements and any promissory notes to be issued pursuant to such agreements for the purpose of providing a source of funds upon tender of such Bonds, and any other agreements in order to consummate the transactions contemplated by the loan agreement or loan agreements.
- (o) That the Authorized Officers are, 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.
- (p) That the Authorized Officers are, and each of them hereby is, authorized, empowered and directed to take any action and to execute and deliver any document, certificate or other instrument, including one or more escrow agreements, that may be necessary or appropriate: (i) to call for

redemption of one or more series of the Existing Pollution Control Bonds and first mortgage bonds which secure such Existing Pollution Control Bonds on such date as said officer or officers may deem appropriate or (ii) to otherwise effect the payment and discharge of one or more series of the Existing Pollution Control Bonds and first mortgage bonds which secure such Existing Pollution Control Bonds.

- (q) That the Authorized 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 documents, certificates and agreements (including without limitation, instruments authorizing or consenting to amendment, modifications or waivers to any of the agreements or disclosure documents executed in connection with the issuance, execution and delivery of Environmental Facilities Bonds, the execution and delivery of the First Mortgage Bonds and the execution and delivery of the Indenture) as such Authorized Officers 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.
- (r) That the Authorized Officers or any other officer of the Company be and they are hereby authorized and empowered to take all steps or actions, and to execute and deliver any other documents, certificates or other instruments, deemed necessary, proper or appropriate in their judgment or in the judgment of counsel for the Company in connection with the transactions referred to above and to carry out the purposes of the foregoing resolutions.
- (s) That Daniel K. Arbough is hereby appointed as "Company Representative" and Paul W. Thompson and Kent W. Blake are hereby appointed as "Alternate Company Representatives," respectively, under the provisions of the indentures and the loan agreements, and the President and any Vice President, the Chief Financial Officer or the Treasurer of the Company are authorized to appoint from time to time other persons (who may be employees of the Company) to act as "Company Representative" or "Alternate Company Representative" under the indentures and the loan agreements.
- (t) 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.
- (u) That each of the Authorized Officers of the Company 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 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.



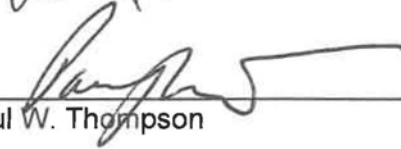
Kent W. Blake

Vincent Sorgi

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.

Kent W. Blake



Vincent Sorgi



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.

Kent W. Blake



Vincent Sorgi



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**

June 22, 2016

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:

Kent W. Blake
Vincent Sorgi
William H. Spence
Victor A. Staffieri
Paul W. Thompson

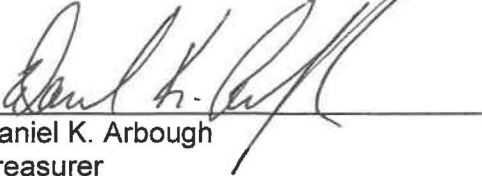
WITNESS the signature of the undersigned, who is the sole shareholder of Louisville Gas and Electric Company as of the date and year first above written.

LG&E AND KU ENERGY LLC

By: _____


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

By: _____


Daniel K. Arbough
Treasurer

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

June 22, 2016

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:

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
Lonnie E. Bellar	Vice President-Gas Distribution
Kent W. Blake	Chief Financial Officer
D. Ralph Bowling	Vice President-Power Production
Robert M. Conroy	Vice President-State Regulation and Rates
Laura M. Douglas	Vice President-Corporate Responsibility and Community Affairs
Thomas A. Jessee	Vice President-Transmission
John P. Malloy	Vice President-Customer Services
Gregory J. Meiman	Vice President-Human Resources
Dorothy E. O'Brien	Vice President and Deputy General Counsel, Legal and Environmental Affairs
Gerald A. Reynolds	General Counsel, Chief Compliance Officer and Corporate Secretary
Valerie L. Scott	Controller
George R. Siemens	Vice President-External Affairs
David S. Sinclair	Vice President-Energy Supply and Analysis
Eric Slavinsky	Chief Information Officer
Paul W. Thompson	Chief Operating Officer
John N. Voyles, Jr.	Vice President-Transmission and Generation Services
Mary C. Whelan	Vice President-Communications
John K. Wolfe	Vice President-Electric Distribution

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 2016:

Victor A. Staffieri	Chairman of the Board, Chief Executive Officer and President
Kent W. Blake	Chief Financial Officer
Gerald A. Reynolds	General Counsel, Chief Compliance Officer and Corporate Secretary
Paul W. Thompson	Chief Operating Officer

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.



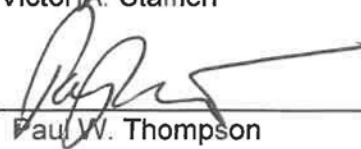
Kent W. Blake

Vincent Sorgi

William H. Spence



Victor A. Staffieri



Paul W. Thompson

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.

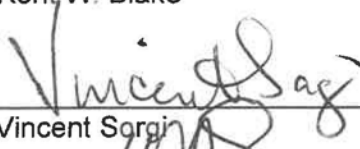
NOW, THEREFORE, BE IT RESOLVED, that the Company hereby designates the following persons as Executive Officers for 2016:

Victor A. Staffieri	Chairman of the Board, Chief Executive Officer and President
Kent W. Blake	Chief Financial Officer
Gerald A. Reynolds	General Counsel, Chief Compliance Officer and Corporate Secretary
Paul W. Thompson	Chief Operating Officer

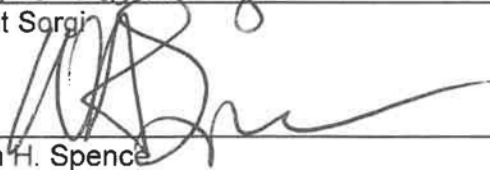
This unanimous written consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

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.

Kent W. Blake



Vincent Sorgi



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 25, 2016

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:

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, 2016, for payment to LG&E and KU Energy LLC on June 29, 2016, from funds legally available for payment of dividends, in an amount equal to \$36,000,000 and the effect of such dividend shall be measured as of March 31, 2016.

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.

Kent W. Blake

Victor A. Staffieri

Vincent Sorgi

Paul W. Thompson

William H. Spence

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

MAY 25, 2016

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:

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, 2016, for payment to LG&E and KU Energy LLC on June 29, 2016, from funds legally available for payment of dividends, in an amount equal to \$36,000,000 and the effect of such dividend shall be measured as of March 31, 2016.

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.



Kent W. Blake



Victor A. Staffieri



Paul W. Thompson

Vincent Sorgi

William H. Spence

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

April 12, 2016

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:

**TRIMBLE COUNTY- CCR TREATMENT PROJECT
AMEC EPC CONTRACT**

WHEREAS, the Company, together with its affiliate, Kentucky Utilities Company, and with co-owners Indiana Municipal Power Agency and Illinois Municipal Electric Agency, has conducted negotiations and desires to enter into an Engineering, Procurement and Construction Agreement with Amec Foster Wheeler Kamtech, Inc. relating to the coal combustion residual treatment and transport project at the Trimble County generating station (the "Agreement"); and

WHEREAS, the Agreement has an anticipated term of approximately three years, commencing in 2016 and an estimated aggregate total value of approximately [REDACTED] subject to certain permitted modifications or adjustments and certain variable schedule and pricing mechanisms; and

WHEREAS, the Board of Directors has considered matters relating to the Agreement 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 the Company to enter into the Agreement; and

FURTHER RESOLVED, that the Chief Executive Officer, President, Chief Operating Officer, Chief Financial Officer, any Vice President, 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, the Agreement and, in connection therewith, (i) such associated equipment or supply purchase contracts, demolition contracts, purchase orders, general service or other agreements or amendments thereto; (ii) 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 Agreement, 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 Agreement, 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.



Kent W. Blake

Vincent Sorgi

William H. Spence



Victor A. Staffieri



Paul W. Thompson

Confidential Information Redacted

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

April 12, 2016

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:

**TRIMBLE COUNTY- CCR TREATMENT PROJECT
AMEC EPC CONTRACT**

WHEREAS, the Company, together with its affiliate, Kentucky Utilities Company, and with co-owners Indiana Municipal Power Agency and Illinois Municipal Electric Agency, has conducted negotiations and desires to enter into an Engineering, Procurement and Construction Agreement with Amec Foster Wheeler Kamtech, Inc. relating to the coal combustion residual treatment and transport project at the Trimble County generating station (the "Agreement"); and

WHEREAS, the Agreement has an anticipated term of approximately three years, commencing in 2016 and an estimated aggregate total value of approximately [REDACTED] subject to certain permitted modifications or adjustments and certain variable schedule and pricing mechanisms; and

WHEREAS, the Board of Directors has considered matters relating to the Agreement 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 the Company to enter into the Agreement; and

FURTHER RESOLVED, that the Chief Executive Officer, President, Chief Operating Officer, Chief Financial Officer, any Vice President, 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, the Agreement and, in connection therewith, (i) such associated equipment or supply purchase contracts, demolition contracts, purchase orders, general service or other agreements or amendments thereto; (ii) 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 Agreement, 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 Agreement, 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.

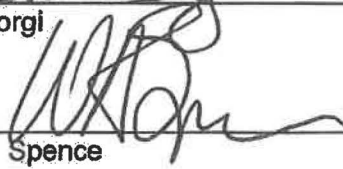
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WITNESS the signatures of the undersigned who are all of the directors of Louisville Gas and Electric Company as of the date first written above.

Kent W. Blake



Vincent Sorgi



William H. Spence

Victor A. Staffieri

Paul W. Thompson

Confidential Information Redacted

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

April 12, 2016

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:

**TRIMBLE COUNTY- CCR TREATMENT PROJECT
AMEC EPC CONTRACT**

WHEREAS, the Company, together with its affiliate, Kentucky Utilities Company, and with co-owners Indiana Municipal Power Agency and Illinois Municipal Electric Agency, has conducted negotiations and desires to enter into an Engineering, Procurement and Construction Agreement with Amec Foster Wheeler Kamtech, Inc. relating to the coal combustion residual treatment and transport project at the Trimble County generating station (the "Agreement"); and

WHEREAS, the Agreement has an anticipated term of approximately three years, commencing in 2016 and an estimated aggregate total value of approximately [REDACTED] subject to certain permitted modifications or adjustments and certain variable schedule and pricing mechanisms; and

WHEREAS, the Board of Directors has considered matters relating to the Agreement 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 the Company to enter into the Agreement; and

FURTHER RESOLVED, that the Chief Executive Officer, President, Chief Operating Officer, Chief Financial Officer, any Vice President, 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, the Agreement and, in connection therewith, (i) such associated equipment or supply purchase contracts, demolition contracts, purchase orders, general service or other agreements or amendments thereto; (ii) 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 Agreement, 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 Agreement, 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.

Kent W. Blake



Vincent Sorgi



William H. Spence

Victor A. Staffieri

Paul W. Thompson



PPL companies

February 29, 2016

Paula H. Pottinger, Ph.D.

Senior Vice President

Human Resources

LG&E and KU Energy LLC

220 West Main Street

Louisville, KY 40202

T 502-627-2881

F 502-627-4045

paula.pottinger@lge-ku.com

As a result of my announced retirement April 1, 2016, I hereby resign as Senior Vice President-Human Resources of LG&E and KU Energy LLC, Louisville Gas and Electric Company, Kentucky Utilities Company and LG&E and KU Services Company.



Paula H. Pottinger

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

February 26, 2016

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 consent to the actions contemplated thereby:

**COAL SUPPLY AGREEMENT
ALLIANCE COAL LLC**

WHEREAS, the Company, together with its affiliate, Kentucky Utilities Company, has conducted negotiations and desires to enter into a Coal Supply Agreement with Alliance Coal LLC for the purchase of coal (the "Agreement"); and

WHEREAS, the Agreement has an anticipated delivery term of approximately three years, commencing in January 2017 and terminating in December 2019, and an aggregate total value of approximately [REDACTED] subject to certain permitted modifications or adjustments and certain variable schedule and pricing mechanisms; and

WHEREAS, the Board of Directors has considered matters relating to the Agreement 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 entering into of the Agreement; and

FURTHER RESOLVED, that the Chief Executive Officer, President, Chief Operating Officer, Chief Financial Officer, any Vice President, 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, the Agreement and, in connection therewith, (i) such associated purchase orders, producer's certificates, counter-party credit support arrangements or other agreements or amendments thereto; (ii) 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 Agreement, 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 Agreement, 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.



Kent W. Blake

Vincent Sorgi

William H. Spence



Victor A. Staffieri



Paul W. Thompson

Confidential Information Redacted

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

February 29, 2016

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 consent to the actions contemplated thereby:

**COAL SUPPLY AGREEMENT
ALLIANCE COAL LLC**

WHEREAS, the Company, together with its affiliate, Kentucky Utilities Company, has conducted negotiations and desires to enter into a Coal Supply Agreement with Alliance Coal LLC for the purchase of coal (the "Agreement"); and

WHEREAS, the Agreement has an anticipated delivery term of approximately three years, commencing in January 2017 and terminating in December 2019, and an aggregate total value of approximately [REDACTED] subject to certain permitted modifications or adjustments and certain variable schedule and pricing mechanisms; and

WHEREAS, the Board of Directors has considered matters relating to the Agreement 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 entering into of the Agreement; and

FURTHER RESOLVED, that the Chief Executive Officer, President, Chief Operating Officer, Chief Financial Officer, any Vice President, 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, the Agreement and, in connection therewith, (i) such associated purchase orders, producer's certificates, counter-party credit support arrangements or other agreements or amendments thereto; (ii) 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 Agreement, 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 Agreement, 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.

Kent W. Blake



Vincent Sorgi



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 29, 2016

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:

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, 2016, for payment to LG&E and KU Energy LLC on March 30, 2016, 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 December 31, 2015.

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.



Kent W. Blake



Victor A. Staffieri

Vincent Sorgi



Paul W. Thompson

William H. Spence

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

FEBRUARY 29, 2016

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:

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, 2016, for payment to LG&E and KU Energy LLC on March 30, 2016, 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 December 31, 2015.

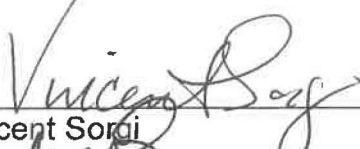
FURTHER RESOLVED, that the Treasurer of the Company be and is hereby authorized to pay this dividend by check or otherwise and to take all necessary steps therefore.

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.


Kent W. Blake

Victor A. Staffieri



Vincent Sorgi

Paul W. Thompson



William H. Spence

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

February 5, 2016

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:

APPOINTMENT OF OFFICER

RESOLVED, that, effective as of March 1, 2016, John K. Wolfe is hereby appointed to the office of Vice President-Electric Distribution, 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.

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.

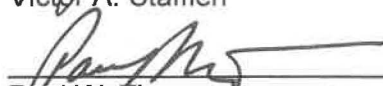


Kent W. Blake

Vincent Sorgi

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 5, 2016

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:

APPOINTMENT OF OFFICER

RESOLVED, that, effective as of March 1, 2016, John K. Wolfe is hereby appointed to the office of Vice President-Electric Distribution, 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.


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.

Kent W. Blake



Vincent Sorgi



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 1, 2016

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:

APPOINTMENT OF OFFICER

RESOLVED, that, effective as of February 1, 2016, Robert M. Conroy is hereby appointed to the office of Vice President-State Regulation and Rates, 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.

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.




Kent W. Blake

Vincent Sorgi

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 1, 2016

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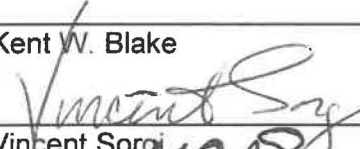
APPOINTMENT OF OFFICER

RESOLVED, that, effective as of February 1, 2016, Robert M. Conroy is hereby appointed to the office of Vice President-State Regulation and Rates, 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.


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.

Kent W. Blake



Vincent Sorgi



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 1, 2016

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:

APPOINTMENT OF OFFICER

RESOLVED, that, effective as of February 1, 2016, Gregory J. Meiman is hereby appointed to the office of Vice President-Human Resources, 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.

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.

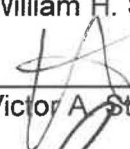
WITNESS the signatures of the undersigned, who are all of the directors of Louisville Gas and Electric Company as of the date first written above.




Kent W. Blake

Vincent Sorgi

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 1, 2016

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:

APPOINTMENT OF OFFICER

RESOLVED, that, effective as of February 1, 2016, Gregory J. Meiman is hereby appointed to the office of Vice President-Human Resources, 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.

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.

Kent W. Blake



Vincent Sorgi



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**

January 25, 2016

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:

APPROVAL OF 2016 BUSINESS PLAN

WHEREAS, the Board believes it desirable and in the best interests of the Company to adopt the 2016 Business Plan for the Company and its subsidiaries (the "Business Plan"), as provided to the Board and attached hereto as Exhibit A.

NOW, THEREFORE, BE IT RESOLVED, that the Company hereby adopts and approves the Business Plan; and

FURTHER RESOLVED, that the appropriate officers of the Company are hereby authorized and directed to take or cause to be taken all such further actions as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolution.

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.



Kent W. Blake



Victor A. Staffieri

Vincent Sorgi



Paul W. Thompson

William H. Spence

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

January 25, 2016

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:

APPROVAL OF 2016 BUSINESS PLAN

WHEREAS, the Board believes it desirable and in the best interests of the Company to adopt the 2016 Business Plan for the Company and its subsidiaries (the "Business Plan"), as provided to the Board and attached hereto as Exhibit A.

NOW, THEREFORE, BE IT RESOLVED, that the Company hereby adopts and approves the Business Plan; and

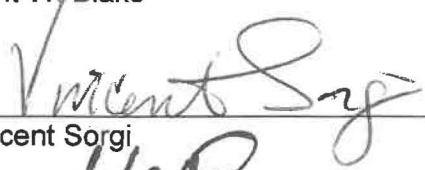
FURTHER RESOLVED, that the appropriate officers of the Company are hereby authorized and directed to take or cause to be taken all such further actions as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolution.

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.

Kent W. Blake

Victor A. Staffieri



Vincent Sorgi

Paul W. Thompson



William H. Spence

2016 Business Plan

Louisville Gas and Electric Company - Consolidated
Income Statement Summary
(\$ Millions)

	2015 Actual	2016 Plan	2017 Plan	2018 Plan
Revenues, Total	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Cost of Revenues	(582)	(621)	(644)	(683)
Gross Margins	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
O&M Expenses	(335)	(332)	(342)	(345)
Non-Income Taxes	(26)	(28)	(30)	(31)
Depreciation & Amortization	(144)	(146)	(153)	(158)
Other Operating Income (Expenses)	(5)	(2)	(2)	(2)
Interest Expense	(57)	(71)	(76)	(83)
Income Before Taxes	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Income Taxes (excluding special items)	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Net Income from Ongoing Operations	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

Louisville Gas and Electric Company - Consolidated
Cash Flow Summary
(\$ Millions)

	2015 Actual	2016 Plan	2017 Plan	2018 Plan
Net Income	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Depreciation, amortization and impairments	173	188	202	211
Changes in deferred tax assets and liabilities	126	124	120	130
Pension Payments	(25)	(19)	(18)	(19)
Change in Other Balance Sheet Accounts	5	8	10	9
Funds From Operations	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Change in Working Capital	89.4	(2.4)	5.6	3.1
Net Cash From / (Used in) Operations	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Capital Expenditures	\$ (691)	\$ (525)	\$ (423)	\$ (426)
Other Investing	-	-	-	-
Net Cash From / (Used in) Investing	\$ (691)	\$ (525)	\$ (423)	\$ (426)
Net Equity Contributions / (Dividends)	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Debt Issuance / (Repayment)	180	59	49	42
Net Cash From / (Used in) Financing	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Net increase (decrease) in Cash	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

Louisville Gas and Electric Company
Capital Expenditure and Cost of Removal¹
(\$ Millions)

	2015 Actual	2016 Plan	2017 Plan	2018 Plan	2019 Plan	2020 Plan	Total 2016 - 2020
Environmental	\$ 337	\$ 229	\$ 139	\$ 181	\$ 207	\$ 179	\$ 935
Generation Capacity	8	4	-	-	-	-	4
Generation	67	70	72	46	54	57	297
Distribution Electric	82	76	88	101	107	104	476
Distribution Gas	88	86	68	46	48	53	301
Transmission	20	22	28	29	31	42	151
Other	27	37	28	24	24	23	137
Total LG&E	\$ 629	\$ 525	\$ 423	\$ 426	\$ 470	\$ 457	\$ 2,302

¹ Does not include amounts included in accounts payable for year end accruals.



PPL companies

January 29, 2016

P. Gregory Thomas

Vice President

Electric Distribution

LG&E and KU Energy LLC

220 W. Main Street

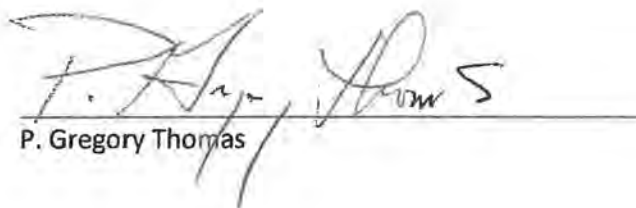
Louisville, KY 40202

T 502-627-4743

F 502-627-4165

greg.thomas@lge-ku.com

As a result of my announced retirement effective close of business, February 29, 2016, I hereby resign as Vice President-Electric Distribution of LG&E and KU Energy LLC, Louisville Gas and Electric Company, Kentucky Utilities Company and LG&E and KU Services Company.



P. Gregory Thomas



PPL companies

January 13, 2016

Ed Staton

Vice President, State Regulation and Rates

LG&E and KU Energy LLC

220 West Main Street

P.O. Box 32010

Louisville, KY 40202

T 502-627-4314

M 502-817-2444

ed.staton@lge-ku.com

As a result of my announced retirement effective close of business, January 31, 2016, I hereby resign as Vice President-State Regulation and Rates of LG&E and KU Energy LLC, Louisville Gas and Electric Company, Kentucky Utilities Company and LG&E and KU Services Company.

A handwritten signature in black ink, appearing to read 'E. R. Staton', written over a horizontal line.

Edwin R. Staton

December 31, 2015

As a result of my announced retirement effective close of business, December 31, 2015, I hereby resign as Vice President-Federal Regulation and Policy of LG&E and KU Energy LLC, Louisville Gas and Electric Company, Kentucky Utilities Company and LG&E and KU Services Company.

A handwritten signature in black ink, appearing to read "Michael S. Beer", written over a horizontal line.

Michael S. Beer

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

December 21, 2015

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company (the "Company") pursuant to Section 8.9 of the Operating Agreement, hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

APPROVAL OF CAPITAL CONTRIBUTION

WHEREAS, the Company is the sole shareholder of LG&E Energy Marketing Inc., an Oklahoma corporation ("LEM"), and desires to contribute \$50 million to the capital of LEM (the "Contribution"); and

WHEREAS, the Company deems it advisable and in the best interests of the Company and LEM that it make the Contribution.

NOW, THEREFORE, BE IT RESOLVED, that the Contribution be, and hereby is, authorized and approved, to be made on or after December 21, 2015 and in such form as may be determined by the appropriate officers of the Company consistent with these resolutions; and

FURTHER RESOLVED, that the appropriate officers of the Company be, and each of them hereby is, authorized to execute and deliver in the name and on behalf of the Company and under its corporate seal or otherwise, any and all documents, certificates and agreements in such forms as shall be approved by the officer executing the same, with such approval to be conclusively evidenced by the execution thereof by such officer, in order to effectuate the Contribution; and

FURTHER RESOLVED, that the aforesaid officers 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 as such officers may deem necessary, advisable or appropriate in connection with the Contribution 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 Contribution; and

FURTHER RESOLVED, that all actions heretofore or hereafter taken by any appropriate officer of the Company consistent with 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 LG&E and KU Energy LLC as of the date first written above.



Kent W. Blake

Vincent Sorgi

William H. Spence




Victor A. Staffieri




Paul W. Thompson

WITNESS the signatures of the undersigned who are all of the directors of LG&E and KU Energy LLC as of the date first written above.

Kent W. Blake



Vincent Sorgi



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

December 16, 2015

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopt the following preambles and resolutions and consent to the actions contemplated thereby in lieu of a special meeting:

**AUTHORIZATION TO MAKE CERTAIN
BENEFIT PLAN CHANGES**

WHEREAS, the Company has reserved approval of certain benefit plan changes with its Board of Directors; and

WHEREAS, the upcoming transition of certain recordkeeping and trust responsibilities to Fidelity necessitates certain housekeeping amendments; and

WHEREAS, the Company desires to establish funding for certain retiree medical obligations; and

WHEREAS, the Company desires to make certain changes to the LG&E and KU Savings Plan, the Louisville Gas and Electric Company Bargaining Employees' Savings Plan, the LG&E and KU Nonqualified Savings Plan, the LG&E Energy Corp. Nonqualified Savings Plan, the LG&E and KU Retirement Plan and the Western Kentucky Energy Corp. Bargaining Employees' Retirement Plan.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors authorizes the following:

Savings Plan Amendments

I LG&E and KU Savings Plan

Section 1.5 is hereby deleted and replaced in its entirety to read as follows, effective January 1, 2016:

"Section 1.5 Beneficiary

Beneficiary means any person, trust, organization or estate designated by a Participant, Former Participant, Limited Participant, Rollover Participant or Alternate Payee to receive such benefits as may become payable hereunder after the death of such Participant, Former Participant, Limited Participant, Rollover Participant or Alternate Payee provided, however, that a married Participant may not name as his Beneficiary someone other than his spouse unless the spouse consents in writing to such designation, which consent shall be acknowledged by a Plan representative or by a notary public."

II. Louisville Gas and Electric Company Bargaining Employees Savings Plan

Section 1.4 is hereby deleted and replaced in its entirety to read as follows, effective January 1, 2016:

"Section 1.4 Beneficiary

Beneficiary means any person, trust, organization or estate designated by a Participant, Former Participant, Limited Participant, Rollover Participant or Alternate Payee to receive such benefits as may become payable hereunder after the death of such Participant, Former Participant, Limited Participant, Rollover Participant or Alternate Payee provided, however, that a married Participant may not name as his Beneficiary someone other than his spouse unless the spouse consents in writing to such designation, which consent shall be acknowledged by a Plan representative or by a notary public."

Nonqualified Savings Plan Amendments

I. LG&E and KU Nonqualified Savings Plan

Section 2.1 is hereby deleted and replaced in its entirety to read as follows, effective January 1, 2016:

"Section 2.1 – Beneficiary. "Beneficiary" means any person, trust, organization or estate designated by a Participant."

II. LG&E Energy Corp. Nonqualified Savings Plan

Section 2.1 is hereby deleted and replaced in its entirety to read as follows, effective January 1, 2016:

"Section 2.1 – Beneficiary. "Beneficiary" means any person, trust, organization or estate designated by a Participant."

Retirement Plan Amendments

I. LG&E and KU Retirement Plan

Section 17.3 is hereby deleted and replaced in its entirety to read as follows, effective January 1, 2015:

"Section 17.3 Benefits Payable

The Health Benefits (and the amounts thereof) which are to be paid to or on behalf of Covered Individuals pursuant to this Article are as specified from time to time in the Medical Plan but only as such plan applies to any such Covered Individual. The Plan shall provide for such Health Benefits by payment of the relevant portion of any applicable premium for such benefits or by payment of such benefits directly, all as and only to the extent provided in the Medical Plan. Such payments may be made pursuant to this Section. Effective January 1, 2013, the KU retiree prescription drug benefit provided by the Medical Plan shall be payable hereunder. Other such payments may be made beginning January 1, 2017, as permitted by and in accordance with policies, rules and regulations established by the Benefits Committee, directly to a person, association or corporation rendering or providing medical services or supplies to the Covered Individual. The payment of such Health Benefits under the Plan shall be made solely from the balance of the Trust Fund credited to the Medical Account and neither the Plan nor the retirement fund shall be responsible or liable for any such Health Benefits to the extent the balance credited to the Medical Account is insufficient to pay such Health Benefits. The Benefits Committee shall issue directions concerning all Health Benefits which are to be paid from the Trust Fund and shall warrant that all such directions are in accordance with the terms of the Plan. At the time any payment is to be made from the Trust Fund, the Benefits Committee shall designate that portion, if any, of the payment to be charged to the Medical Account."

II. Western Kentucky Energy Corp. Bargaining Employees' Retirement Plan

1. Subsection 5.2(c) is hereby deleted and replaced in its entirety to read as follows, effective January 1, 2015:

"(c) The Spouse may elect to receive the Death Benefit described in this Section in any alternate form permitted under Section 4.2 prior to January 1, 2015. Commencing January 1, 2015, the Spouse may elect to receive the Death Benefit provided in this Section in the form of a life only annuity as provided in Subsection 4.2(a) or a lump sum as provided in Subsection 4.2(c). In the event a Spouse requests additional information as to the alternate forms of benefits payable to a Spouse, commencement of benefits for any purpose hereunder shall not begin until at least ninety (90) days following the Spouse's receipt of such additional information unless the Spouse specifically elects earlier commencement."

2. Subsection 5.3(b) is hereby deleted and replaced in its entirety to read as follows, effective January 1, 2015:

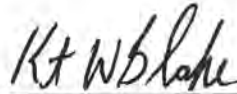
"(b) The Beneficiary may elect to receive the Death Benefit provided for in this Section in an alternate form permitted under Section 4.2 prior to January 1, 2015. Commencing January 1, 2015, the Beneficiary may elect to receive the Death Benefit provided in this Section in the form of a life only annuity as provided in Subsection 4.2(a) or a lump sum as provided in Subsection 4.2(c)."

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 changes or amendments with respect to the respective plans, including such 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 this Board of Directors; and

FURTHER RESOLVED, that all actions heretofore or hereafter taken by any officer of Company in connection with the amendments 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 LG&E and KU Energy LLC as of the date first written above.



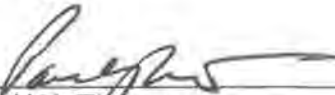
Kent W. Blake

Vincent Sorgi

William H. Spence




Victor A. Staffieri



Paul W. Thompson

WITNESS the signatures of the undersigned, who are all of the directors of LG&E and KU Energy LLC as of the date first written above.

Kent W. Blake



Vincent Sorgi



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

NOVEMBER 20, 2015

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopts the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

DECLARATION OF DISTRIBUTION

RESOLVED, that a distribution on the member interest of this Company is hereby declared for the quarter ending December 31, 2015, for payment to PPL Corporation on December 30, 2015, from funds legally available for payment of distributions, in an aggregate amount equal to \$62,000,000 and the effect of such distribution shall be measured as of September 30, 2015.

FURTHER RESOLVED, that the Treasurer of the Company be and is hereby authorized to pay this distribution 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 LG&E and KU Energy LLC as of the date first written above.



Kent W. Blake



Victor A. Staffieri



Paul W. Thompson

Vincent Sorgi

William H. Spence

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

NOVEMBER 20, 2015

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopts the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

DECLARATION OF DISTRIBUTION

RESOLVED, that a distribution on the member interest of this Company is hereby declared for the quarter ending December 31, 2015, for payment to PPL Corporation on December 30, 2015, from funds legally available for payment of distributions, in an aggregate amount equal to \$62,000,000 and the effect of such distribution shall be measured as of September 30, 2015.

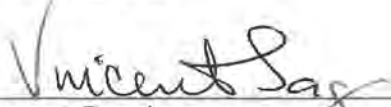
FURTHER RESOLVED, that the Treasurer of the Company be and is hereby authorized to pay this distribution by check or otherwise and to take all necessary steps therefore.

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 LG&E and KU Energy LLC as of the date first written above.


Kent W. Blake

Victor A. Staffieri



Vincent Sorgi

Paul W. Thompson



William H. Spence

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

November 20, 2015

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company (the "Company") pursuant to Section 8.9 of the Operating Agreement, hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

APPROVAL OF CAPITAL CONTRIBUTION

WHEREAS, PPL Corporation, a Pennsylvania corporation, is the sole member of the Company and desires to contribute \$70 million to the capital of the Company ("PPL Contribution"); and

WHEREAS, the Company is the sole shareholder of Louisville Gas and Electric Company, a Kentucky corporation ("LG&E"), and, subject to the receipt of the PPL Contribution or existence of other appropriate funds, desires to contribute \$70 million to the capital of LG&E (the "Contribution"); and

WHEREAS, the Company deems it advisable and in the best interests of the Company and LG&E that it make the Contribution.

NOW, THEREFORE, BE IT RESOLVED, that subject to the receipt of the PPL Contribution, the Contribution be, and hereby is, authorized and approved, to be made on or after December 30, 2015 and in such form as may be determined by the appropriate officers of the Company consistent with these resolutions; and

FURTHER RESOLVED, that the appropriate officers of the Company be, and each of them hereby is, authorized to execute and deliver in the name and on behalf of the Company and under its corporate seal or otherwise, any and all documents, certificates and agreements in such forms as shall be approved by the officer executing the same, with such approval to be conclusively evidenced by the execution thereof by such officer, in order to effectuate the Contribution; and

FURTHER RESOLVED, that the aforesaid officers 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 as such officers may deem necessary, advisable or appropriate in connection with the Contribution 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 Contribution; and

FURTHER RESOLVED, that all actions heretofore or hereafter taken by any appropriate officer of the Company consistent with 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 LG&E and KU Energy LLC as of the date first written above.



Kent W. Blake

Vincent Sorgi

William H. Spence



Victor A. Staffieri




Paul W. Thompson


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 LG&E and KU Energy LLC as of the date first written above.

Kent W. Blake



Vincent Sorgi



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

November 12, 2015

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopt the following preambles and resolutions and consent to the actions contemplated thereby in lieu of a special meeting:

**AUTHORIZATION TO MAKE CERTAIN
BENEFIT PLAN CHANGES**

WHEREAS, the Company has reserved approval of certain benefit plan changes with its Board of Directors; and

WHEREAS, the upcoming transition of certain recordkeeping and trust responsibilities to Fidelity necessitates certain housekeeping amendments and appointments, and

WHEREAS, the Company desires to make certain changes to the LG&E and KU Savings Plan, the Louisville Gas and Electric Company Bargaining Employees' Savings Plan, the LG&E and KU Retirement Plan, Louisville Gas and Electric Company Bargaining Employees' Retirement Plan, the LG&E and KU Nonqualified Savings Plan, the LG&E Energy Corp. Nonqualified Savings Plan, the LG&E and KU Supplemental Executive Retirement Plan, and the LG&E and KU Senior Management Pension Restoration Plan.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors authorizes the following:

Savings Plan Amendments

I. LG&E and KU Savings Plan

a. Section 2.1 is hereby deleted and replaced in its entirety to read as follows, effective January 1, 2016:

"Section 2.1 Eligibility Requirements

Each Employee shall be eligible to participate as of the Entry Date coincident with or next following the completion of six (6) months,

three (3) months effective January 1, 1998, of employment in the twelve (12) month period commencing on the date he first performs an Hour of Service as defined in Department of Labor regulation Section 2530.200b-2, or in any calendar year. Effective January 1, 2016, each Employee shall be eligible to participate as of the Entry Date as soon as administratively possible for Employees hired on or after that date (along with those Employees who have not met the previous requirement)."

b. Subsection 3.1(b)(1) shall be deleted and replaced in its entirety to read as follows, effective January 1, 2016:

"(1) Automatic Enrollment for New and Existing Employees. Each Participant on or after August 1, 2008 shall be deemed to have his or her Compensation initially reduced by 3%, increasing 1% each anniversary thereafter up to 6% (and have that amount contributed as a Salary Redirection on his or her behalf), and to have agreed to be bound by all the terms and conditions of the Plan ("Automatic Enrollment"). Effective January 1, 2016, Automatic Enrollment is modified for all new Employees (and beginning with the Plan Year commencing January 1, 2017 and for each Plan Year thereafter existing Employees) with a deferral election of 0% shall be deemed to have his or her Compensation initially reduced by six percent (6%), increasing 1% each anniversary thereafter up to 10% (and have that amount contributed as a Salary Redirection on his or her behalf), and to have agreed to be bound by all the terms and conditions of the Plan. Contributions made under this Automatic Enrollment provision shall be made to the Investment Fund selected by the Participant, or in the absence of election, in accordance with the terms of the Plan. Any Participant who automatically participates under this Section shall file a designation of Beneficiary. Automatic Enrollment shall not apply to the extent the Participant files an election for a different percentage reduction or elects to have no Compensation reduction made on his or her behalf. The Plan will provide to any new Participant a statement at the time he or she is hired or annually in the case of existing Employees that describes the Participant's rights and obligations under Automatic Enrollment (including the information in this Section 3.1(b) and identification of how the Participant can file an election or make a designation as described in the preceding sentence, including the manner of any such election or designation."

c. Section 3.2 shall be deleted and replaced in its entirety to read as follows, effective January 1, 2016:

"Section 3.2 Matching Contributions

For each Plan Year, the Employer listed on Appendix A may, in its discretion, make a Matching Contribution to the Trust Fund on behalf of eligible Participants. The Matching Contribution will be an amount necessary to match thirty-three percent (33%), fifty percent (50%) effective January 1, 1998, sixty percent (60%) effective January 1, 2006, and seventy percent (70%) effective November 12, 2007 of said Participants' net eligible Salary Redirection made to the Trust Fund for each Plan Year prior to the Plan Year beginning January 1, 2016 and for each Compensation payment commencing with the Plan Year commencing January 1, 2016, excluding Salary Redirections determined to constitute catch-up contributions. Net eligible Salary Redirection means Salary Redirection not to exceed six percent (6%) of Compensation during the respective Plan Year or Compensation payment (as applicable), which Salary Redirection has not been withdrawn. Any Matching Contribution which is made as of a Valuation Date shall be allocated to the Matching Contribution Account of each eligible Participant. For purposes of this Section, an eligible Participant shall mean a Participant who has made Salary Redirection contributions during the Plan Year or Compensation payment (as applicable), and is being employed by an Employer listed on Appendix A."

d. A new Section 3.8 shall be added to the end of Article 3 to read as follows effective January 1, 2015:

"3.8 Qualified Non-elective Contributions and Qualified Matching Contributions.

(a) To the extent necessary to satisfy the Code §401(k)(3) limits with respect to Salary Redirection or the Code §401(m) limits with respect to Matching Contributions, the Company, in its discretion, may determine whether a Qualified Non-elective Contribution ("QNEC") and/or Qualified Matching Contribution ("QMAC") shall be made to the Trust for a Plan Year and, if so, the amount to be contributed by each Employer listed on Appendix A (which amount may vary among Employers). If the Company determines that a QNEC and/or QMAC shall be made, each Participating Employer shall contribute its designated portion. The provisions of this Section 3.8 shall apply only to the extent consistent with the testing methodology used for the Plan Year under Sections 3.4 and 3.5.

(b) A QNEC for a Plan Year shall be allocated among and credited to the Individual Account of all Participants who are eligible for Salary Redirection contributions for the Plan Year under any method acceptable under the Code and Regulations. A QNEC shall be fully vested and subject to the same distribution rules as Salary Redirection contributions as of the time such QNEC is made to the Plan, except that Participants may not receive hardship distributions, as described in the Plan, from the portion of the account attributable to a QNEC.

(c) A QMAC for a Plan Year shall be allocated among and credited to the Individual Account of all Participants who are eligible for Matching Contributions for the Plan Year under any method acceptable under the Code and Regulations. A QMAC shall be fully vested and subject to the same distribution rules as Salary Redirection contributions as of the time such QMAC is made to the Plan, except that Participants may not receive hardship distributions, as described in the Plan, from their QMAC Accounts."

e. Subsection 4.2(a) shall be deleted in its entirety and replaced to read as follows, effective January 1, 2016:

"(a) Investment Funds shall be established within the Trust Fund comprised of such investment options as the Committee shall determine from time to time and effective January 1, 2016 as selected by the Participant through a designated brokerage window."

f. Subsection 5.7(a) shall be deleted in its entirety and replaced to read as follows, effective January 1, 2016:

"(a) Any benefits payable under this Article shall be paid as soon as reasonably possible following the Participant's Severance from Service Date, subject to the Participant's consent, provided however, that a Participant who has attained age fifty-nine and one-half (59½) may elect to receive benefits payable under this Article prior to such Participant's Severance from Service Date, excluding, effective January 1, 2008 through December 31, 2015, that portion of the Participant's Individual Account attributable to Roth Elective Deferrals and Roth Elective Deferral Rollovers. Unless the Participant elects otherwise, payment shall begin no later than sixty (60) days after the last day of the Plan Year in which occurs the latest of (i) the Participant's reaching Normal Retirement Age; (ii) the tenth (10th) anniversary of the date the Employee became a Participant; or (iii) termination of the Participant's employment. The Participant may defer distribution to a subsequent date unless his or her benefit may be cashed out without his or her consent pursuant to Section

5.9(a), or unless he or she is subject to Section 5.8 as a result of attaining age seventy and one-half (70½)."

g. Subsection 6.1(a) shall be deleted in its entirety and replaced to read as follows, effective January 1, 2016:

"(a) Except as otherwise provided in this Section, in such time and manner as the Committee may specify, the Committee in its sole discretion may permit the Participant to withdraw a portion or all of the balance of his or her Salary Redirection Account; provided that earnings allocated to such Salary Redirection Account after December 31, 1988, may not be withdrawn. Such withdrawal shall be based on the value of the Salary Redirection Account on the Valuation Date as of which the withdrawal is made, provided however, that effective January 1, 2008 through December 31, 2015, the portion of such account attributable to Roth Elective Deferrals and Roth Elective Deferral Rollovers shall not be eligible for withdrawal."

h. Subsection 6.2(a) shall be deleted in its entirety and replaced to read as follows, effective January 1, 2016:

"(a) Upon proper application of a Participant (which, for purposes of this Section, shall mean any person who is a party in interest as defined in Section 3(14) of the Employee Retirement Income Security Act of 1974 and who has a vested interest in his or her Individual Account), made in such form or in a manner the Committee may specify, the Trustee may make a loan to the Participant from his or her Individual Account. Notwithstanding the preceding sentence, a loan shall not be made to a Former Participant that may result in discrimination under Code Section 401(a)(4), and, effective January 1, 2008 through December 31, 2015, a distribution of that portion of the Participant's Individual Account attributable to Roth Elective Deferrals and Roth Elective Deferral Rollovers shall not be eligible for distribution as a loan. The application, and the resulting loan, must meet the terms and conditions specified in the following of this Section and the approval or denial of a loan request will be made on the basis of whether the loan would meet these requirements."

i. Subsection 6.2(d) shall be deleted in its entirety and replaced to read as follows, effective January 1, 2016:

"(d) No more than four (4) loans may be outstanding to any Participant at any one time, prior to January 1, 2016. Effective January 1, 2016, no more than two (2) loans may be outstanding to

any Participant at any one time; provided however, a Participant with more than two (2) loans as of the effective date of this provision shall be permitted to maintain the existing loans but no new loans may be created by such Participant if the total number of outstanding loans after the new loan would exceed two (2). No Participant may refinance a loan at any time."

j. Effective December 31, 2015 Mercer Trust Company shall be dismissed as the Trustee of the Plan and, effective January 1, 2016, Fidelity Management Trust Company shall be appointed as Trustee under Section 7.2 of the Plan. Mercer Trust Company is authorized to transfer the assets and Mercer is authorized to transfer the records of the Plan in accordance with the directions provided by either the Plan Administrator or the successor Trustee as appointed herein.

II. Louisville Gas and Electric Company Bargaining Employees Savings Plan

a. Section 2.1 is hereby deleted and replaced in its entirety to read as follows, effective January 1, 2016:

"Section 2.1 Eligibility Requirements

Each Employee shall be eligible to participate as of the Participation Date coincident with or next following the completion of three (3) months effective January 1, 2004, of completion of employment in the twelve (12) month period commencing on the date he or she first performs an Hour of Service as defined in Department of Labor regulation Section 2530.200b-2, or in any calendar year. Effective January 1, 2016, each Employee shall be eligible to participate as of the Participation Date as soon as administratively possible for Employees hired on or after that date (along with those Employees who have not met the previous requirement)."

b. Subsection 3.1(b)(1) shall be deleted and replaced in its entirety to read as follows, effective January 1, 2016:

"(1) Automatic Enrollment for New and Existing Employees. Each Participant on or after August 1, 2008, shall be deemed to have his or her Compensation initially reduced by 3%, increasing 1% each anniversary thereafter up to 6% (and have that amount contributed as a Salary Redirection on his or her behalf), and to have agreed to be bound by all the terms and conditions of the Plan ("Automatic Enrollment"). Effective January 1, 2016,

Automatic Enrollment is modified for all new Employees (and beginning for the Plan Year commencing January 1, 2017 and each Plan Year thereafter existing Employees) with a deferral election of 0% shall be deemed to have his or her Compensation initially reduced by six percent (6%), increasing 1% each anniversary thereafter up to 10% (and have that amount contributed as a Salary Redirection on his or her behalf), and to have agreed to be bound by all the terms and conditions of the Plan. Contributions made under this Automatic Enrollment provision shall be made to the Investment Fund selected by the Participant or, in the absence of election, in accordance with the terms of the Plan. Any Participant who automatically participates under this Section shall file a designation of Beneficiary. Automatic Enrollment shall not apply to the extent the Participant files an election for a different percentage reduction or elects to have no Compensation reduction made on his or her behalf. The Plan will provide to any new Participant a statement at the time he or she is hired, or annually in the case of existing Employees, that describes the Participant's rights and obligations under Automatic Enrollment (including the information in this Section 3.1(b) and identification of how the Participant can file an election or make a designation as described in the preceding sentence, including the manner of any such election or designation."

c. Section 3.2 shall be deleted and replaced in its entirety to read as follows, effective January 1, 2016:

"Section 3.2 Matching Contributions

For each Plan Year, the Employer listed on Appendix A may, in its discretion, make a Matching Contribution to the Trust Fund on behalf of eligible Participants. The Matching Contribution will be an amount necessary to match thirty-three percent (33%), fifty percent (50%) effective January 1, 1998, sixty percent (60%) effective January 1, 2006, and seventy percent (70%) effective November 12, 2007 of said Participants' net eligible Salary Redirection made to the Trust Fund for each Plan Year prior to the Plan Year beginning January 1, 2016 and for each Compensation payment commencing with the Plan Year commencing January 1, 2016, excluding Salary Redirections determined to constitute catch-up contributions. Net eligible Salary Redirection means Salary Redirection not to exceed six percent (6%) of Compensation during the respective Plan Year or Compensation payment (as applicable), which Salary Redirection has not been withdrawn. Any Matching Contribution which is made as of a Valuation

Date shall be allocated to the Matching Contribution Account of each eligible Participant. For purposes of this Section, an eligible Participant shall mean a Participant who has made Salary Redirection contributions during the Plan Year or Compensation payment (as applicable), and is being employed by an Employer listed on Appendix A."

d. A new Section 3.7 shall be added to the end of Article 3 to read as follows, effective January 1, 2015:

"3.7 Qualified Non-elective Contributions and Qualified Matching Contributions.

(a) To the extent necessary to satisfy the Code §401(k)(3) limits with respect to Salary Redirection or the Code §401(m) limits with respect to Matching Contributions, the Company, in its discretion, may determine whether a Qualified Non-elective Contribution ("QNEC") and/or Qualified Matching Contribution ("QMAC") shall be made to the Trust for a Plan Year and, if so, the amount to be contributed by each Employer listed on Appendix A (which amount may vary among Employers). If the Company determines that a QNEC and/or QMAC shall be made, each Participating Employer shall contribute its designated portion. The provisions of this Section 3.8 shall apply only to the extent consistent with the testing methodology used for the Plan Year under Section 3.4.

(b) A QNEC for a Plan Year shall be allocated among and credited to the Individual Account of all Participants who are eligible for Salary Redirection contributions for the Plan Year under any method acceptable under the Code and Regulations. A QNEC shall be fully vested and subject to the same distribution rules as Salary Redirection contributions as of the time such QNEC is made to the Plan, except that Participants may not receive hardship distributions, as described in the Plan, from the portion of the account attributable to a QNEC.

(c) A QMAC for a Plan Year shall be allocated among and credited to the Individual Account of all Participants who are eligible for Matching Contributions for the Plan Year under any method acceptable under the Code and Regulations. A QMAC shall be fully vested and subject to the same distribution rules as Salary Redirection contributions as of the time such QMAC is made to the Plan, except that Participants may not receive hardship distributions, as described in the Plan, from their QMAC Accounts."

e. Subsection 4.2(a) shall be deleted in its entirety and replaced to read as follows, effective January 1, 2016:

"(a) Investment Funds shall be established within the Trust Fund comprised of such investment options as the Committee shall determine from time to time, and effective January 1, 2016, as selected by the Participant through a designated brokerage window."

f. Subsection 5.7(a) shall be deleted in its entirety and replaced to read as follows, effective January 1, 2016:

"(a) Any benefits payable under this Article shall be paid as soon as reasonably possible following the Participant's Severance from Service Date, subject to the Participant's consent, provided however, that a Participant who has attained age fifty-nine and one-half (59½) may elect to receive benefits payable under this Article prior to such Participant's Severance from Service Date, excluding effective January 1, 2008 through December 31, 2015, that portion of the Participant's Individual Account attributable to Roth Elective Deferrals and Roth Elective Deferral Rollovers. Unless the Participant elects otherwise, payment shall begin no later than sixty (60) days after the last day of the Plan Year in which occurs the latest of (i) the Participant's reaching Normal Retirement Age; (ii) the tenth (10th) anniversary of the date the Employee became a Participant; or (iii) termination of the Participant's employment. The Participant may defer distribution to a subsequent date unless his or her benefit may be cashed out without his or her consent pursuant to Section 5.9(a), or unless he or she is subject to Section 5.8 as a result of attaining age seventy and one-half (70½)."

g. Subsection 6.1(a) shall be deleted in its entirety and replaced to read as follows, effective January 1, 2016:

"(a) Except as otherwise provided in this Section, in such time and manner as the Committee may specify, the Committee in its sole discretion may permit the Participant to withdraw a portion or all of the balance of his or her Salary Redirection Account; provided that earnings allocated to such Salary Redirection Account after December 31, 1988, may not be withdrawn. Such withdrawal shall be based on the value of the Salary Redirection Account on the Valuation Date as of which the withdrawal is made, provided however, that effective January 1, 2008 through December 31, 2015, the portion of such account attributable to Roth Elective Deferrals and Roth Elective Deferral Rollovers shall not be eligible for withdrawal."

h. Subsection 6.2(a) shall be deleted in its entirety and replaced to read as follows effective January 1, 2016:

"(a) Upon proper application of a Participant (which, for purposes of this Section, shall mean any person who is a party in interest as defined in Section 3(14) of the Employee Retirement Income Security Act of 1974 and who has a vested interest in his or her Individual Account), made in such form or in a manner the Committee may specify, the Trustee may make a loan to the Participant from his or her Individual Account. Notwithstanding the preceding sentence, a loan shall not be made to a Former Participant that may result in discrimination under Code Section 401(a)(4), and effective January 1, 2008 through December 31, 2015, a distribution of that portion of the Participant's Individual Account attributable to Roth Elective Deferrals and Roth Elective Deferral Rollovers shall not be eligible for distribution as a loan. The application, and the resulting loan, must meet the terms and conditions specified in the following of this Section and the approval or denial of a loan request will be made on the basis of whether the loan would meet these requirements."

i. Subsection 6.2(d) shall be deleted in its entirety and replaced to read as follows, effective January 1, 2016:

"(d) No more than four (4) loans may be outstanding to any Participant at any one time, prior to January 1, 2016. Effective January 1, 2016, no more than two (2) loans may be outstanding to any Participant at any one time; provided however, a Participant with more than two (2) loans as of the effective date of this provision shall be permitted to maintain the existing loans but no new loans may be created by such Participant if the total number of outstanding loans after the new loan would exceed two (2). No Participant may refinance a loan at any time."

j. Effective December 31, 2015, Mercer Trust Company shall be dismissed as the Trustee of the Plan and effective January 1, 2016, Fidelity Management Trust Company shall be appointed as Trustee under Section 7.2 of the Plan. Mercer Trust Company is authorized to transfer the assets and Mercer is authorized to transfer the records of the Plan in accordance with the directions provided by either the Plan Administrator or the successor Trustee as appointed herein.

Nonqualified Savings Plan Amendments

I. LG&E and KU Nonqualified Savings Plan

a. Section 3.1 is hereby deleted and replaced in its entirety to read as follows, effective January 1, 2016:

"Section 3.1 – Eligibility. Any employee of the Company who is newly hired as an Executive or who is promoted to an executive position shall be eligible to participate in the Plan as of the first day of each calendar month coincident with or following the latter of (i) his or her employment as an Executive or promotion to an Executive position and (ii) prior to January 1, 2016, the completion of six (6) months of continuous employment with the Company as an Executive or non-Executive."

b. Section 4.2 is hereby deleted and replaced in its entirety to read as follows, effective January 1, 2016:

"Section 4.2 – Company Matching Contribution to Basic Deferral

With respect to amounts deferred under Section 4.1, the Company shall add an amount equal to the matching percentage provided for in the Qualified Plan of the amount deferred under 4.1 provided that the Participant is not eligible for matching contributions in the Qualified Plan on such deferred compensation. Effective for the Plan Year commencing January 1, 2016, an additional Company matching contribution shall be made to the account of a Participant equal to the missed match in the Qualified Plan ("True-up"). The True-up contribution shall be calculated as the difference between (i) the aggregate Company matching contribution (matching percentage provided for in the Qualified Plan times the net eligible Salary Redirection under the Qualified Plan plus the amount calculated in the first sentence of this Section 4.2) and (ii) the match previously provided for the Plan Year under Section 3.2 of the Qualified Plan and the first sentence of this Section 4.2. The aggregate match provided to a Participant pursuant Section 3.2 of the Qualified Plan and pursuant to this Section 4.2 with respect to any Plan Year shall never exceed in the aggregate the basic deferral percentage in Section 4.1 times the Participant's eligible compensation times the matching percentage provided for in the Qualified Plan. Such True-up contribution shall be made as of the earlier of Termination of Service or the first quarter following the end of the preceding Plan Year."

c. Section 5.3 is hereby deleted and replaced in its entirety to read as follows, effective January 1, 2016:

"Section 5.3 – Crediting of Gain or Loss. As of each Valuation Date, the amount in the Participant's Bookkeeping Account shall be credited with interest at an annual rate equal to the Prime Interest Rate reset as of the immediately preceding March 31, June 30, September 30, and December 31. Interest shall be calculated by applying such rate to the balance in the Participant's Bookkeeping Account as of each Valuation Date ("Prime Interest Rate Method"). Effective January 1, 2016, an election may be made by the Participant to have the gain or loss on the Bookkeeping Account determined by the Prime Interest Rate Method or as measured by the gain or loss as of each Valuation Date of any of the Investment Funds as defined by the Qualified Plan (but excluding the brokerage window). Such gain or loss shall be calculated and applied to the Participant's Bookkeeping Account each Valuation Date."

d. Section 6.2 is hereby amended by adding to the end thereof, effective January 1, 2016:

"Further, to the extent an existing election does not specify a form of distribution as outlined above or a Participant dies, the Participant or Beneficiary shall receive a lump sum payment of the Participant's Bookkeeping Account as permitted by the provisions of Section 409A of the Internal Revenue Code and related Treasury Regulations."

II. LG&E Energy Corp. Nonqualified Savings Plan

a. Section 2.14 is hereby deleted and replaced in its entirety to read as follows, effective January 1, 2016:

"Section 2.14 – Qualified Plan. "Qualified Plan" shall mean the LG&E and KU Savings Plan, as amended from time to time."

b. Section 2.17 is hereby deleted and replaced in its entirety to read as follows, effective January 1, 2016:

"Section 2.17 – Valuation Date. "Valuation Date" means any date the New York Stock Exchange is open for business."

c. Section 5.3 is hereby deleted and replaced in its entirety to read as follows, effective January 1, 2016:

Section 5.3 – Crediting of Gain or Loss. As of each Valuation

Date, the amount in the Participant's Bookkeeping Account shall be credited with interest at an annual rate equal to the Prime Interest Rate reset as of the immediately preceding March 31, June 30, September 30, and December 31. Interest shall be calculated by applying such rate to the balance in the Participant's Bookkeeping Account as of each Valuation Date ("Prime Interest Rate Method"). Notwithstanding the foregoing, on each Valuation Date, that portion of a Participant's Bookkeeping Account established pursuant to Article 12, shall be credited with interest at a rate of six percent (6%) per annum. Effective January 1, 2016, an election may be made by the Participant to have the gain or loss on the Bookkeeping Account (excluding the portion of the Bookkeeping Account established pursuant to Article 12) determined by the Prime Interest Rate Method or as measured by the gain or loss as of each Valuation Date of any of the Investment Funds as defined by the Qualified Plan (but excluding the brokerage window). Such gain or loss shall be calculated and applied to the Participant's Bookkeeping Account each Valuation Date."

d. Section 6.1 is hereby amended by adding to the end thereof, effective January 1, 2016:

"Further, to the extent an election is not timely made as to the form of distribution as outlined above or a Participant dies, the Participant or Beneficiary shall receive a lump sum payment of the Participant's Bookkeeping Account as soon as administratively possible."

III. LG&E and KU Retirement Plan

a. Subsection 4.2(b) is hereby deleted and replaced in its entirety to read as follows, effective January 1, 2016:

"(b) *Survivor Annuity Form* – A monthly income payable for the lifetime of the Participant and continuing thereafter, in an amount one-half (1/2), two-thirds (2/3), three-fourths (3/4), or equally as great, as elected by the Participant, to a Relative designated in writing by the Participant. Should the Relative named by the Participant die prior to the Participant's Disability, Early, Normal or Late Retirement Date or prior to the date specified in Section 5.1, the election shall be void and Monthly Retirement Income shall be paid under the Normal Form unless the Participant makes a valid election of another alternate form of payment before his or her benefit begins. Should the Relative die after Monthly Retirement Income has

commenced to the Participant, no alternate Beneficiary can be named.

Proof satisfactory to the Committee of the age of the designated Relative shall be furnished to the Committee within ninety (90) days after the designation, but in no event later than the Participant's Normal Retirement Date.

The Participant's Monthly Retirement Income will be equal to the Actuarial Equivalent of the Monthly Retirement Income that would have been payable under the Normal Form."

- b. Subsection 4.2(g) shall be amended by deleting and replacing the last sentence to read as follows, effective January 1, 2016:

The annuity form of benefit elected pursuant to this subsection 4.2(g) shall be paid only as an immediate: single life, joint and 50% survivor or joint and 75% survivor annuity utilizing Actuarial Equivalents if the Participant is not eligible for Early Retirement.

- c. Section 5.8 is hereby deleted and replaced in its entirety to read as follows, effective January 1, 2016:

"Section 5.8 Benefit Commencement Limitations

Unless the Participant otherwise elects, any payment of benefits to the Participant shall begin not later than sixty (60) days after the close of the Plan Year in which occurs the latest of:

- (a) the Participant's reaching Attained Age sixty-five (65);
- (b) the tenth (10th) anniversary of the date the Employee became a Participant; and
- (c) termination of Service of the Participant.

In the event a commencement of benefits pursuant to this Section 5.8, the Participant shall be deemed to have elected benefits as of the time set forth above and shall receive a single payment equal to the annuity payments not made prior to actual commencement of benefits with interest calculated using the 3rd segment interest rate pursuant to §417(e) of the Internal Revenue Code utilizing a two month lookback prior to each January 1st."

IV. Louisville Gas and Electric Company Bargaining Employees' Retirement Plan

a. Subsection 4.2(g) shall be amended by deleting and replacing the last sentence to read as follows, effective January 1, 2016:

The annuity form of benefit elected pursuant to this subsection 4.2(g) shall be paid only as an immediate: single life, joint and 50% survivor or joint and 75% survivor annuity utilizing Actuarial Equivalents if the Participant is not eligible for Early Retirement.

b. Section 5.7 is hereby deleted and replaced in its entirety to read as follows, effective January 1, 2016:

"Section 5.7 Benefit Commencement Limitations

Unless the Participant otherwise elects, any payment of benefits to the Participant shall begin not later than sixty (60) days after the close of the Plan Year in which occurs the latest of:

- (a) the Participant's reaching Attained Age sixty-five (65);
- (b) the tenth (10th) anniversary of the date the Employee became a Participant; and
- (c) termination of Service of the Participant.

In the event a commencement of benefits pursuant to this Section 5.8, the Participant shall be deemed to have elected benefits as of the time set forth above and shall receive a single payment equal to the annuity payments not made prior to actual commencement of benefits with interest calculated using the 3rd segment interest rate pursuant to §417(e) of the Internal Revenue Code utilizing a two month lookback prior to each January 1st."

V. LG&E and KU Supplemental Executive Retirement Plan

Section 3.2 is hereby deleted and replaced in its entirety to read as follows, effective January 1, 2016:

"Section 3.2 Forms of Payment

The normal form of benefit payment (to which the formula indicated in Section 3.1 applies) shall be a straight life annuity.

Prior to the Member's benefit commencement date, he may elect to receive his or her benefit in the form of an actuarially equivalent survivor annuity in the: joint and fifty percent (50%), joint and sixty-six and two-thirds percent (66 2/3 percent), joint and seventy-five percent (75%) or joint and one-hundred percent (100%) form, which shall provide a reduced monthly benefit payable for the life of the Member and continued thereafter in an amount elected to a beneficiary designated by the Member. The determination of the annuity amount provided in this Section 3.2 shall be made in a manner consistent with the assumptions set forth in the LG&E and KU Retirement Plan. In addition to the form of payment set forth above, those individuals listed in Exhibit A shall be entitled to the payment form and amount as set forth therein."

EXHIBIT A

John Cole - \$26,424.00 annually through January of 2020
Robert Royer - \$4,335.91 monthly for life with fifty percent to his survivor
Raymond Bennett - \$3,611.38 monthly for life with fifty percent to his survivor "

VI. LG&E and KU Senior Management Pension Restoration Plan

Section 3.1 is hereby deleted and replaced in its entirety to read as follows, effective January 1, 2016:

"Section 3.1 PLAN BENEFITS

This Plan is intended to provide benefits that supplement the benefits provided by the Qualified Plan to the extent such Qualified Plan benefits are limited because of the provisions of Section 415 and Section 401(a)(17) of the Internal Revenue Code. In order to carry out the purpose of the Plan, benefits from this Plan shall be calculated on the basis of a straight life annuity as provided in the Qualified Plan and without regard to the limitations under Section 415 and Section 401(a)(17) of the Internal Revenue Code as provided in Article 1 hereof, and shall be offset by the amount of the benefit payable from the Qualified Plan in the form of a straight life annuity, determined as of the date that the benefit hereunder is scheduled to commence. Benefits from this Plan shall be payable as of the first day of the month following the latest of (a) attainment of

the Early Retirement Date or, if not eligible for early retirement or Disabled, the Normal Retirement Date, or (b) Separation for Service. The form of payment shall be a straight life annuity, unless the Member elects another actuarially equivalent life annuity form available under the terms of the Qualified Plan. In addition to the form of payment set forth above, those individuals listed in Exhibit A shall be entitled to the payment form and amount as set forth therein. In addition to the form of payment set forth above, those individuals listed in Exhibit A shall be entitled to the payment form and amount as set forth therein.

EXHIBIT A

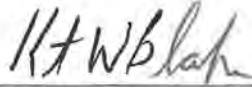
James Cherwak - \$865.00 monthly for life
Darrell Parrish - \$437.00 monthly for life
Hank List - \$300.00 monthly for life"

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 changes or negotiations with respect to the respective plans, including such 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 this Board of Directors; and

FURTHER RESOLVED, that all actions heretofore or hereafter taken by any officer of Company in connection with the negotiations 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 LG&E and KU Energy LLC as of the date first written above.



Kent W. Blake

Vincent Sorgi

William H. Spence



Victor A. Staffieri




Paul W. Thompson

WITNESS the signatures of the undersigned, who are all of the directors of LG&E and KU Energy LLC as of the date first written above.

Kent W. Blake



Vincent Sorgi



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

November 6, 2015

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company (the "Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

**APPROVAL
OF
INTERCOMPANY LOAN**

WHEREAS, the Company desires to enter into one or more intercompany long-term borrowing arrangements with PPL Capital Funding, Inc., in the amount of up to \$400 million (the "Intercompany Loan"); and

WHEREAS, the proceeds of the Intercompany Loan will be used to redeem or repay senior notes of the Company and for other general corporate purposes, including, but not limited to, funding dividend, financial or operational funding requirements; and

WHEREAS, the Board of Directors deems it advisable and in the best interest of the Company to proceed with the Intercompany Loan consistent with these resolutions.

NOW, THEREFORE, BE IT RESOLVED, that the Company is hereby authorized and directed to proceed with the Intercompany Loan in such form and having such terms as may be determined by appropriate officers of the Company consistent with these resolutions, provided that the interest rate on such Intercompany Loan shall not exceed 6.5% per annum; and

FURTHER RESOLVED, that the appropriate officers of the Company, including but not limited to the Chief Financial Officer, the Treasurer and the Controller, be, and each of them hereby is, authorized and directed, for and on behalf of the Company to take such actions, including but not limited to, entering into, executing, delivering loan agreements, notes and such other agreements, documents and other instruments, and to make such amendments and changes thereto, as they shall, in their discretion, deem necessary, appropriate or advisable to consummate the transactions contemplated by these resolutions, 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 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 LG&E and KU Energy LLC as of the date first written above.



Kent W. Blake


Vincent Sorgi

William H. Spence



Victor A. Staffieri

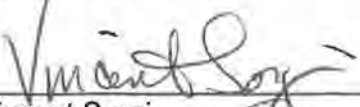
11/24/15




Paul W. Thompson

WITNESS the signatures of the undersigned, who are all of the directors of LG&E and KU Energy LLC as of the date first written above.

Kent W. Blake



Vincent Sorgi



William H. Spence

Victor A. Staffieri

Paul W. Thompson

Confidential Information Redacted

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

October 8, 2015

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company (the "Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

**COAL SUPPLY AGREEMENT
HARTSHORNE MINING GROUP, LLC**

WHEREAS, Louisville Gas and Electric Company, a Kentucky corporation ("LG&E"), and Kentucky Utilities Company, a Kentucky and Virginia corporation ("KU"), both subsidiaries of the Company, propose to enter into a Coal Supply Agreement with Hartshorne Mining Group, LLC for the purchase of coal (the "Agreement"); and

WHEREAS, the Agreement has an anticipated delivery term of approximately five years, commencing in 2018, and an aggregate total value of approximately [REDACTED] subject to permitted modifications, adjustments and variable schedule and pricing mechanisms; and

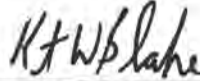
WHEREAS, the Board of Directors has determined that it is advisable and in the best interest of the Company to authorize LG&E and KU entering into the Agreement.

NOW, THEREFORE, BE IT RESOLVED, that LG&E and KU are hereby authorized to execute, deliver and perform the Agreement; and

FURTHER RESOLVED, that the appropriate officers of LG&E and KU are hereby authorized and directed to take such other actions in connection with the Agreement as they may deem necessary, appropriate or desirable to carry out the purposes of the foregoing resolution.

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 LG&E and KU Energy LLC as of the date first written above.



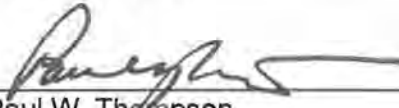
Kent W. Blake

Vincent Sorgi

William H. Spence



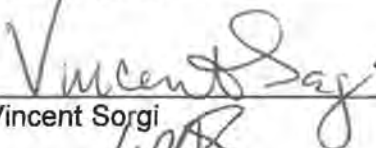
Victor A. Staffieri



Paul W. Thompson

WITNESS the signatures of the undersigned who are all of the directors of LG&E and KU Energy LLC as of the date first written above.

Kent W. Blake



Vincent Sorgi



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

AUGUST 28, 2015

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopts the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

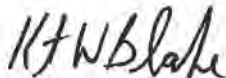
DECLARATION OF DISTRIBUTION

RESOLVED, that a distribution on the member interest of this Company is hereby declared for the quarter ending September 30, 2015, for payment to PPL Corporation on September 29, 2015, from funds legally available for payment of distributions, in an aggregate amount equal to \$48,000,000 and the effect of such distribution shall be measured as of June 30, 2015.

FURTHER RESOLVED, that the Treasurer of the Company be and is hereby authorized to pay this distribution 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 LG&E and KU Energy LLC as of the date first written above.



Kent W. Blake



Victor A. Staffieri

Vincent Sorgi



Paul W. Thompson

William H. Spence

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

AUGUST 28, 2015

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopts the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

DECLARATION OF DISTRIBUTION

RESOLVED, that a distribution on the member interest of this Company is hereby declared for the quarter ending September 30, 2015, for payment to PPL Corporation on September 29, 2015, from funds legally available for payment of distributions, in an aggregate amount equal to \$48,000,000 and the effect of such distribution shall be measured as of June 30, 2015.


FURTHER RESOLVED, that the Treasurer of the Company be and is hereby authorized to pay this distribution 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 LG&E and KU Energy LLC as of the date first written above.


Kent W. Blake

Victor A. Staffieri



Vincent Sorgi

Paul W. Thompson



William H. Spence

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

August 12, 2015

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopt the following preambles and resolutions and consent to the actions contemplated thereby in lieu of a special meeting:

**AUTHORIZATION TO MAKE AND
NEGOTIATE BENEFIT PLAN CHANGES**

WHEREAS, the Company has reserved approval of certain benefit plan changes with its Board of Directors; and

WHEREAS, the upcoming closure of Kentucky Utilities Company's Green River generating facility will impact the union and non-union employees at the location; and

WHEREAS, the closing of the facility will prompt negotiations impacting the collective bargaining agreement for the union employees at the location; and

WHEREAS, the Company desires to make certain changes to the LG&E and KU Retiree Medical Continuation Plan ("Retiree Medical Plan") and the LG&E and KU Severance Plan ("Severance Plan") solely in conjunction with the plant closing; and

WHEREAS, the Board of Directors has considered matters relating to the proposed changes to the Retiree Medical Plan and the Severance Plan and deems it advisable and in the best interests of the Company to authorize certain changes and negotiations to implement the same as necessary.

NOW, THEREFORE, BE IT RESOLVED, that the Board authorizes amendment and negotiation of the extension of the five hundred dollar (\$500.00) medical credit from age 55 until age 65, as follows:

Subsection (j) of Section 1.2 of Appendix A of the Retiree Medical Plan shall be deleted and replaced in its entirety to read as follows, effective September 1, 2015:

"j. Effective for Retirees meeting the eligibility requirements of this Appendix A, retiring on or after January 1, 2012, the monthly Premium Credit of two hundred dollars (\$200.00) shall continue until attainment of age 62, which at such time the credit shall increase to four hundred and sixty-five dollars (\$465.00). The four hundred and sixty-five dollar

(\$465.00) Premium Credit shall continue until age attainment of age 65, which at such time the Premium Credit shall revert to two hundred dollars (\$200.00). The eligible Dependent shall receive a Dependent Premium Credit in the amount of one hundred dollars (\$100.00). Effective January 1, 2015, the two hundred dollars (\$200.00) provided for in this subsection j. shall be increased to two hundred and ten dollars (\$210.00) and the four hundred and sixty-five dollars (\$465.00) shall be increased to five hundred dollars (\$500.00). Effective September 1, 2015, solely with regard to employees with a work location at the Green River generating facility, who in connection with the closure of the location, retire meeting the eligibility requirements of this Appendix A, shall be entitled to a monthly Premium Credit of five hundred dollars (\$500.00) which shall continue until attainment of age 65, at such time the credit shall decrease to two hundred and ten dollars (\$210.00)."

FURTHER RESOLVED, that the Board of Directors authorizes amendment of the Severance Plan's benefit, effective September 1, 2015, solely with regard to non-union employees with a work location at the Green River generating facility, who in connection with the closure of the location severe employment with the Company, as follows:

Section P. of the Severance Plan shall be amended by adding a new Subsection d to read as follows:

"d. **Enhanced Severance Benefit.** For purposes of the calculation of the Severance Pay benefit provided for in Section A, the formula in Section 1 shall provide:

1. Years of Service Method

Severance Pay will be based upon a formula of three (3) weeks of Base Pay for each Year of Service, subject to a minimum allowance of four (4) weeks and a maximum allowance of seventy-eight (78) weeks."

FURTHER RESOLVED, that the Board of Directors authorizes negotiation of an enhanced severance benefit for union employees with a work location at the Green River generating facility, who in connection with the closure of the location severe employment with the Company, of up to three (3) weeks of base pay for each year of service and a maximum of seventy-eight (78) weeks; and

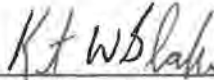
FURTHER RESOLVED, that the appropriate officers of the Company are, and each of them hereby is, authorized and directed, to take such other actions as they shall, in their discretion, deem necessary, appropriate or advisable to consummate the changes or negotiations with respect to the Retiree Medical Plan and Severance Plan, including such 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 this Board of Directors; and

FURTHER RESOLVED, that all actions heretofore or hereafter taken by any officer of the Company in connection with the negotiations 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 LG&E and KU Energy LLC as of the date first written above.



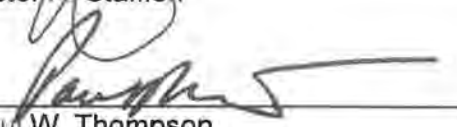
Kent W. Blake

Vincent Sorgi

William H. Spence



Victor A. Staffieri



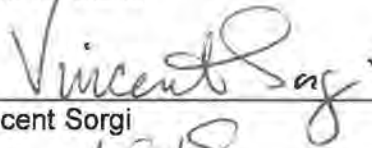
Paul W. Thompson

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 LG&E and KU Energy LLC as of the date first written above.

Kent W. Blake



Vincent Sorgi



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

June 17, 2015

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopts the following resolutions by unanimous written consent in lieu of a special meeting and consents to the actions contemplated thereby:

TERMINATION OF CROSS-BORDER LEASE ARRANGEMENTS

WHEREAS, (a) Kentucky Utilities Company ("KU") and Louisville Gas and Electric Company ("LG&E"), both subsidiaries of the Company, are joint lessees and (b) the Company is a guarantor and indemnitor for certain obligations, pursuant to a Lease Agreement dated as of December 23, 1999, and related agreements, instruments and consents, among the Company, KU, LG&E, SEB Leasing Oy (as successor to ABB Capital Oy) and certain lenders, financial institutions and other counterparties (collectively the "1999 Cross-Border Lease Transaction"), related to the combustion turbine generating Units 6 and 7 located at the Company's E.W. Brown generating plant and operated by KU and LG&E (the "Equipment") ; and

WHEREAS, the 1999 Cross-Border Lease Transaction provides for a call option for the Company, KU and LG&E to terminate the leasing arrangement as of June 23, 2015 and repurchase the Equipment for a fixed amount of Euro 79,684,536; and

WHEREAS, the Company, KU and LG&E desire to terminate the 1999 Cross-Border Lease Transaction in accordance with its terms and provisions (the "Cross-Border Lease Termination"); and

WHEREAS, the Company, KU and LG&E desire to receive approval for the Cross-Border Lease Termination under the current Authority Limit Matrix; and

WHEREAS, the Board of Directors has determined that it is advisable and in the best interest of the Company, KU and LG&E to effect the Cross-Border Lease Termination.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors does hereby authorize and approve the Cross-Border Lease Termination; and

FURTHER RESOLVED, that the Chief Executive Officer, President, Chief Operating Officer, Chief Financial Officer, any Vice President, 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 enter

into, from time to time, for and on behalf of the Company, the Cross-Border Lease Termination and, in connection therewith, (i) such termination notices, statements, consents, releases or other agreements, individually or as amendments to the 1999 Cross Border Lease Transaction; (ii) state, federal 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 Contract, 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 Cross-Border Lease Termination, including such additional terms, conditions precedent or other changes as may be deemed necessary, appropriate or advisable in the discretion of such Authorized Officers and to incur all such purchase price adjustments, fees, costs 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, 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 any and all actions heretofore taken by the Authorized Officers consistent with the terms of the foregoing resolutions, 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 LG&E and KU Energy LLC as of the date first written above.



Kent W. Blake

Vincent Sorgi

William H. Spence




Victor A. Staffieri



Paul W. Thompson

WITNESS the signatures of the undersigned, who are all of the directors of LG&E and KU Energy LLC as of the date first written above.

Kent W. Blake



Vincent Sorgj



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF AN ANNUAL MEETING**

June 2, 2015

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopts the following resolutions by unanimous written consent in lieu of an annual meeting and consents to the actions contemplated thereby:

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 Operating Agreement and to have all those duties and powers permitted by law, or by the Articles of Organization or by the Operating Agreement, 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-Gas Distribution
Kent W. Blake	Chief Financial Officer
D. Ralph Bowling	Vice President-Power Production
Laura M. Douglas	Vice President-Corporate Responsibility and Community Affairs
Thomas A. Jessee	Vice President-Transmission
John P. Malloy	Vice President-Customer Services
Dorothy E. O'Brien	Vice President and Deputy General Counsel, Legal and Environmental Affairs
Paula H. Pottinger	Senior Vice President-Human Resources
Gerald A. Reynolds	General Counsel, Chief Compliance Officer and Corporate Secretary
Valerie L. Scott	Controller
George R. Siemens	Vice President-External Affairs
David S. Sinclair	Vice President-Energy Supply and Analysis
Eric Slavinsky	Chief Information Officer
Edwin R. Staton	Vice President-State Regulation and Rates
Paul Gregory Thomas	Vice President-Electric Distribution
Paul W. Thompson	Chief Operating Officer
John N. Voyles, Jr.	Vice President-Transmission and Generation Services
Mary C. Whelan	Vice President-Communications

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 2015:

Victor A. Staffieri	Chairman of the Board, Chief Executive Officer and President
Kent W. Blake	Chief Financial Officer
Gerald A. Reynolds	General Counsel, Chief Compliance Officer and Corporate Secretary
Paul W. Thompson	Chief Operating Officer

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 LG&E and KU Energy LLC as of the date first written above.



Kent W. Blake

Vincent Sorgi

William H. Spence



Victor A. Staffieri



Paul W. Thompson

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.

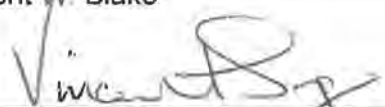
NOW, THEREFORE, BE IT RESOLVED, that the Company hereby designates the following persons as Executive Officers for 2015:

Victor A. Staffieri	Chairman of the Board, Chief Executive Officer and President
Kent W. Blake	Chief Financial Officer
Gerald A. Reynolds	General Counsel, Chief Compliance Officer and Corporate Secretary
Paul W. Thompson	Chief Operating Officer


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 LG&E and KU Energy LLC as of the date first written above.

Kent W. Blake



Vincent Sorgi



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE SOLE MEMBER
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF AN ANNUAL MEETING**

June 2, 2015

The undersigned, being the sole member of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), and pursuant to Section 12.4 of the Amended and Restated Operating Agreement, hereby adopts the following resolution and consents to the actions contemplated thereby in lieu of an annual meeting:

ELECTION OF DIRECTORS

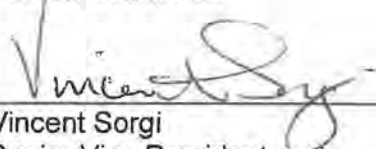
RESOLVED, that, as appropriate, the size of the Board of Directors is established to be equal to the number of persons listed below, and each of the following persons be elected director of the Company for a term commencing on the date hereof and ending at the next annual meeting of the Company's sole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

Kent W. Blake
Vincent Sorgi
William H. Spence
Victor A. Staffieri
Paul W. Thompson

WITNESS the signature of the undersigned, who is the sole member of LG&E and KU Energy LLC as of the day and year first above written.

PPL CORPORATION

By: _____


Vincent Sorgi
Senior Vice President and
Chief Financial Officer

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

MAY 20, 2015

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopts the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

DECLARATION OF DISTRIBUTION

RESOLVED, that a distribution on the member interest of this Company is hereby declared for the quarter ending June 30, 2015, for payment to PPL Corporation on June 29, 2015, from funds legally available for payment of distributions, in an aggregate amount equal to \$86,000,000 and the effect of such distribution shall be measured as of March 31, 2015.

FURTHER RESOLVED, that the Treasurer of the Company be and is hereby authorized to pay this distribution 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 LG&E and KU Energy LLC as of the date first written above.



Kent W. Blake



Victor A. Staffieri

Vincent Sorgi



Paul W. Thompson

William H. Spence

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

MAY 20, 2015

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopts the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

DECLARATION OF DISTRIBUTION

RESOLVED, that a distribution on the member interest of this Company is hereby declared for the quarter ending June 30, 2015, for payment to PPL Corporation on June 29, 2015, from funds legally available for payment of distributions, in an aggregate amount equal to \$86,000,000 and the effect of such distribution shall be measured as of March 31, 2015.

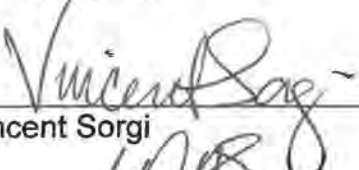
FURTHER RESOLVED, that the Treasurer of the Company be and is hereby authorized to pay this distribution by check or otherwise and to take all necessary steps therefore.

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 LG&E and KU Energy LLC as of the date first written above.


Kent W. Blake

Victor A. Staffieri



Vincent Sorgi

Paul W. Thompson



William H. Spence

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

May 20, 2015

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company (the "Company") pursuant to Section 8.9 of the Operating Agreement, hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

APPROVAL OF CAPITAL CONTRIBUTIONS

WHEREAS, PPL Corporation, a Pennsylvania corporation, is the sole member of the Company and desires to contribute \$20 million to the capital of the Company ("PPL Contribution"); and

WHEREAS, the Company is the sole shareholder of Louisville Gas and Electric Company, a Kentucky corporation ("LG&E"), and, subject to the receipt of the PPL Contribution or existence of other appropriate funds, desires to contribute \$20 million to the capital of LG&E (the "Contribution"); and

WHEREAS, the Company deems it advisable and in the best interests of the Company and LG&E that it make the Contribution.

NOW, THEREFORE, BE IT RESOLVED, that subject to the receipt of the PPL Contribution, the Contribution be, and hereby is, authorized and approved, to be made on or after June 29, 2015 and in such form as may be determined by the appropriate officers of the Company consistent with these resolutions; and

FURTHER RESOLVED, that the appropriate officers of the Company be, and each of them hereby is, authorized to execute and deliver in the name and on behalf of the Company and under its corporate seal or otherwise, any and all documents, certificates and agreements in such forms as shall be approved by the officer executing the same, with such approval to be conclusively evidenced by the execution thereof by such officer, in order to effectuate the Contribution; and

FURTHER RESOLVED, that the aforesaid officers 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 as such officers may deem necessary, advisable or appropriate in connection with the Contribution 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 Contribution; and

FURTHER RESOLVED, that all actions heretofore or hereafter taken by any appropriate officer of the Company consistent with 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.

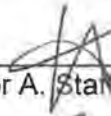
WITNESS the signatures of the undersigned who are all of the directors of LG&E and KU Energy LLC as of the date first written above.




Kent W. Blake

Vincent Sorgi

William H. Spence



Victor A. Staffieri




Paul W. Thompson

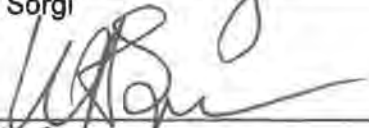
This unanimous written consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

WITNESS the signatures of the undersigned who are all of the directors of LG&E and KU Energy LLC as of the date first written above.

Kent W. Blake



Vincent Sorgi



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

May 6, 2015

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company (the "Company"), pursuant to Section 8.98 of the Operating Agreement, hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

AMENDMENT OF REVOLVING CREDIT FACILITIES

WHEREAS, Louisville Gas and Electric Company ("LG&E") and Kentucky Utilities Company ("KU"), both subsidiaries of the Company, are borrowers under a \$500 million and \$400 million, respectively, Revolving Credit Agreements, dated as of July 28, 2014, among LG&E and KU, the lenders party thereto and Wells Fargo Bank, National Association, as administrative agent, as amended (the "Existing Credit Agreements"), and the Existing Credit Agreements are currently scheduled to expire on July 28, 2019, subject to the ability to extend the facilities and the request of LG&E and KU, and subject to the consent of the lenders; and

WHEREAS, LG&E and KU desire to amend and/or restate their respective Existing Credit Agreements to (a) extend its expiration date to a date approximately five (5) years from the date of any such amendment, (the "Amended Credit Agreements"); and

WHEREAS, KU also desires to retain the existing ability to expand the borrowing amount of its respective Existing Credit Facility through expansion of the Amended Credit Agreement or by entering into additional revolving credit facilities having similar terms ("Additional Credit Agreement"), such expansions or Additional Credit Agreements having a combined maximum principal amount not to exceed an additional \$100 million; and

WHEREAS, LG&E and KU desire to receive approval for entering into the Amended and Additional Credit Agreements, provided however that the maximum aggregate permitted borrowings or extensions of credit under the Amended Credit Agreement (and, the Additional Credit Agreement) in the case of KU) shall not exceed \$500 million, respectively, at each of LG&E and KU; and

WHEREAS, the Board has determined that it is advisable and in the best interests of the Company, LG&E and KU to authorize the Amended and Additional Credit Agreements as described herein.

NOW, THEREFORE, BE IT RESOLVED, that LG&E and KU are hereby authorized to complete and enter into the Amended Credit Agreements; and

FURTHER RESOLVED, that the appropriate officers of LG&E and KU are hereby authorized and directed to take such other actions in connection with the Amended

Credit Agreements, as they may deem necessary, appropriate or desirable to carry out the purposes of the foregoing 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 LG&E and KU Energy LLC as of the date first written above.



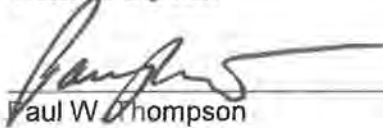
Kent W. Blake

Vincent Sorgi

William H. Spence



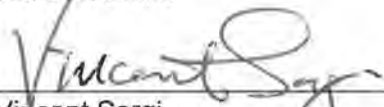
Victor A. Steffieri




Paul W. Thompson

WITNESS the signatures of the undersigned who are all of the directors of LG&E and KU Energy LLC as of the date first written above.

Kent W. Blake



Vincent Sorgi



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

April 27, 2015

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

Termination of WKE Retirement Benefit Plans

WHEREAS, the Board of Directors of the Company is responsible for certain actions regarding the Western Kentucky Energy Corp. Bargaining Employees' Retirement Plan ("Retirement Plan") and the Western Kentucky Energy Corp. Bargaining Employees' Savings Plan (the "Savings Plan"); and

WHEREAS, the Board of Directors of the Company deems it advisable to terminate the Retirement Plan and the Savings Plan.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Company hereby:

- i. Pursuant to Section 11.1 of the Retirement Plan takes action to terminate the Retirement Plan in its entirety. In connection with the termination of the Retirement Plan the Board of Directors further authorizes any officer of the Company to take the following actions:
 - a. Determine the appropriate timing of the termination of the Retirement Plan.
 - b. Provide written notice to Participants of the Retirement Plan.
 - c. Make necessary filings and respond to inquiries from governmental agencies.
 - d. Provide for the full funding of the Retirement Plan.
 - e. Authorize the purchase of annuity contracts in connection with the provision of benefits under the Retirement Plan.
 - f. Provide future service credits for Totally and Permanently Disabled Participants under the terms of the Plan, assuming such Participants would have remained Totally and Permanently Disabled to their Normal Retirement Date.
 - g. Provide that lump-sum payments to Participants commencing payments after age 65 shall equal the actuarial value of future payments at the payment date plus the sum of back payments between age 65 and the payment date with interest at the rate used to calculate the actuarial value.

- h. Wind up the affairs of the Trust established pursuant to Article 8 of the Retirement Plan.
 - i. Execute any document or take any other action deemed necessary.
- II. Pursuant to Section 9.2 of the Savings Plan takes action to terminate the Savings Plan. In connection with the termination of the Savings Plan the Board of Directors further authorizes any officer of the Company to take the following actions:
- a. Determine the appropriate timing of the termination of the Savings Plan.
 - b. Provide written notice to Participants of the Savings Plan.
 - c. Make necessary filings and respond to inquiries from governmental agencies.
 - d. Designate rollover accounts for undistributed Participant accounts remaining at the time of termination of the Savings Plan.
 - e. Provide for contributions to the Profit Sharing Accounts of Totally and Permanently Disabled Participants, assuming such Participant would have remained Totally and Permanently Disabled for the maximum period.
 - f. Wind up the affairs of the Trust established pursuant to Section 7.2 of the Savings Plan.
 - g. Execute any document or take any other action deemed necessary.

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. Terms not defined herein shall have the same meaning as set forth in the respective Retirement Plan and Savings Plan.

WITNESS the signatures of the undersigned, who are all of the directors of LG&E and KU Energy LLC as of the date first written above.



Kent W. Blake

Vincent Sorgi

William H. Spence



Victor A. Staffieri




Paul W. Thompson

- h. Wind up the affairs of the Trust established pursuant to Article 8 of the Retirement Plan.
 - i. Execute any document or take any other action deemed necessary.
- II. Pursuant to Section 9.2 of the Savings Plan takes action to terminate the Savings Plan. In connection with the termination of the Savings Plan the Board of Directors further authorizes any officer of the Company to take the following actions:
- a. Determine the appropriate timing of the termination of the Savings Plan.
 - b. Provide written notice to Participants of the Savings Plan.
 - c. Make necessary filings and respond to inquiries from governmental agencies.
 - d. Designate rollover accounts for undistributed Participant accounts remaining at the time of termination of the Savings Plan.
 - e. Provide for contributions to the Profit Sharing Accounts of Totally and Permanently Disabled Participants, assuming such Participant would have remained Totally and Permanently Disabled for the maximum period.
 - f. Wind up the affairs of the Trust established pursuant to Section 7.2 of the Savings Plan.
 - g. Execute any document or take any other action deemed necessary.

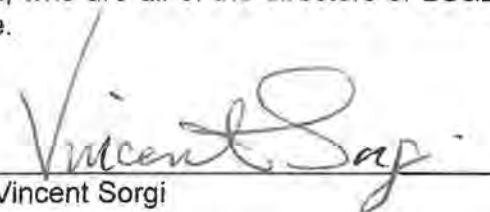
This unanimous written consent of Directors may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument. Terms not defined herein shall have the same meaning as set forth in the respective Retirement Plan and Savings Plan.

WITNESS the signatures of the undersigned, who are all of the directors of LG&E and KU Energy LLC as of the date first written above.

Kent W. Blake



William H. Spence



Vincent Sorgi

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

March 25, 2015

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopts the following resolution by unanimous written consent in lieu of a special meeting and consents to the actions contemplated thereby:

WHEREAS, effective with the close of business on March 13, 2015, S. Bradford Rives resigned as a director and officer of the Company.

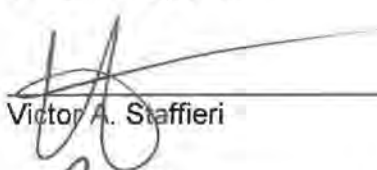
NOW THEREFORE, BE IT RESOLVED, that Kent W. Blake is elected a director of the Company, effective March 25, 2015, to serve until the next annual meeting of the Company's sole member and until his successor shall have been elected and qualified.

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 LG&E and KU Energy LLC as of the date first written above.

Vincent Sorgi

William H. Spence



Victor A. Staffieri



Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

March 25, 2015


The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopts the following resolution by unanimous written consent in lieu of a special meeting and consents to the actions contemplated thereby:

WHEREAS, effective with the close of business on March 13, 2015, S. Bradford Rives resigned as a director and officer of the Company.

NOW THEREFORE, BE IT RESOLVED, that Kent W. Blake is elected a director of the Company, effective March 25, 2015, to serve until the next annual meeting of the Company's sole member and until his successor shall have been elected and qualified.

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 LG&E and KU Energy LLC as of the date first written above.



Vincent Sorgi



William H. Spence

Victor A. Staffieri

Paul W. Thompson

March 13, 2015

As a result of my announced retirement effective close of business, March 13, 2015, I hereby resign as a board member and officer of the following companies:

LG&E and KU Energy LLC
Louisville Gas and Electric Company
Kentucky Utilities Company
Lexington Utilities Company
LG&E and KU Foundation Inc.
LG&E Energy Marketing Inc.
LG&E and KU Services Company
LG&E and KU Capital LLC
Western Kentucky Energy Corp
FCD LLC
LG&E Energy Inc.
LG&E Hydro I LLC



S. Bradford Rives

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

FEBRUARY 27, 2015

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopts the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

DECLARATION OF DISTRIBUTION

RESOLVED, that a distribution on the member interest of this Company is hereby declared for the quarter ending March 31, 2015, for payment to PPL Corporation on March 30, 2015, from funds legally available for payment of distributions, in an aggregate amount equal to \$23,000,000 and the effect of such distribution shall be measured as of December 31, 2014.

FURTHER RESOLVED, that the Treasurer of the Company be and is hereby authorized to pay this distribution 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.

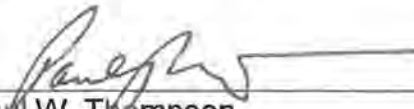
WITNESS the signatures of the undersigned, who are all of the directors of LG&E and KU Energy LLC as of the date first written above.



S. Bradford Rives



Victor A. Staffieri



Vincent Sorgi

Paul W. Thompson

William H. Spence

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

FEBRUARY 27, 2015

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopts the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

DECLARATION OF DISTRIBUTION

RESOLVED, that a distribution on the member interest of this Company is hereby declared for the quarter ending March 31, 2015, for payment to PPL Corporation on March 30, 2015, from funds legally available for payment of distributions, in an aggregate amount equal to \$23,000,000 and the effect of such distribution shall be measured as of December 31, 2014.


FURTHER RESOLVED, that the Treasurer of the Company be and is hereby authorized to pay this distribution 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 LG&E and KU Energy LLC as of the date first written above.

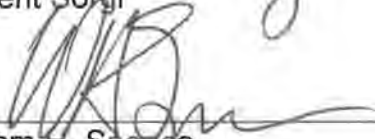
S. Bradford Rives

Victor A. Staffieri



Vincent Sorgi

Paul W. Thompson



William H. Spence

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

February 25, 2015

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

WHEREAS, the Board of Directors of the Company is responsible for certain amendments to the LG&E and KU Retirement Plan ("Salaried Retirement Plan") and the Louisville Gas and Electric Company Bargaining Employees' Retirement Plan (the "Union Retirement Plan"); and

WHEREAS, the Board of Directors of the Company deems it advisable to amend the Salaried Retirement Plan and Union Retirement Plan to provide an opportunity for certain participants to elect a single sum or an immediate annuity form of payment from the Salaried Retirement Plan and the Union Retirement Plan.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Company hereby:

- i. Amends the Salaried Plan to add a new subsections (f) and (g) to the end of Section 4.2 to read as follows:

"(f) **Lump sum form of payment.** Effective January 1, 2016, all Participants and Participants who have terminated employment with an accrued monthly vested benefit (including those Beneficiaries and Alternate Payees with benefits arising from such Participants), but have not elected a form of payment of their benefit, may elect, subject to spousal consent, in lieu of their annuity or any other benefit under the Plan, a single sum form of benefit. Single sums shall be calculated as the Actuarial Value of the vested accrued benefit and if applicable shall include the value of any early retirement subsidy the Participant would receive if another form of benefit were elected to commence at an Early Retirement Date. Beneficiary single sums shall be calculated as set forth above, based on the single annuity and early retirement eligibility of the deceased Participant. Alternate Payee single sums shall be calculated as set forth above, based on the terms of the qualified domestic relations order.

(g) **Immediate annuity form of benefit.** Effective January 1, 2016, all Participants and Participants who have terminated employment with an accrued monthly vested benefit (including those Beneficiaries and

Alternate Payees with benefits arising from such Participants), but have not elected a form of payment of their benefit may elect, subject to spousal consent, to receive an immediate annuity pursuant to this subsection (g). Such annuity shall be calculated using the Actuarial Value of the vested accrued benefit and shall include the value of any early retirement subsidy the Participant would receive if another form of payment were elected to commence at an Early Retirement Date. Beneficiary immediate annuities shall be calculated as set forth above in this subsection (g), based on the single annuity and early retirement eligibility of the deceased Participant. Alternate Payee immediate annuities shall be calculated as set forth above in this subsection (g), based on the terms of the qualified domestic relations order. The normal form of benefit and the qualified joint and one-half (1/2) survivor form shall be the only annuity forms available under this subsection (g)."

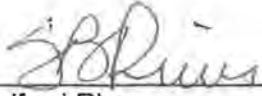
- II. Amends the Union Plan to add a new subsections (f) and (g) at the end of Section 4.2 to read as follows:

"(f) **Lump sum form of payment.** Effective January 1, 2016, all Participants and Participants who have terminated employment with an accrued monthly vested benefit (including those Beneficiaries and Alternate Payees with benefits arising from such Participants), but have not elected a form of payment of their benefit, may elect, subject to spousal consent, in lieu of their annuity or any other benefit under the Plan, a single sum form of benefit. Single sums shall be calculated as the Actuarial Value of the vested accrued benefit and if applicable shall include the value of any early retirement subsidy the Participant would receive if another form of benefit were elected to commence at an Early Retirement Date. Beneficiary single sums shall be calculated as set forth above, based on the single annuity and early retirement eligibility of the deceased Participant. Alternate Payee single sums shall be calculated as set forth above, based on the terms of the qualified domestic relations order.


(g) **Immediate annuity form of benefit.** Effective January 1, 2016, all Participants and Participants who have terminated employment with an accrued monthly vested benefit (including those Beneficiaries and Alternate Payees with benefits arising from such Participants), but have not elected a form of payment of their benefit may elect, subject to spousal consent, to receive an immediate annuity pursuant to this subsection (g). Such annuity shall be calculated using the Actuarial Value of the vested accrued benefit and shall include the value of any early retirement subsidy the Participant would receive if another form of payment were elected to commence at an Early Retirement Date. Beneficiary immediate annuities shall be calculated as set forth above in this subsection (g), based on the single annuity and early retirement eligibility of the deceased Participant. Alternate Payee immediate annuities shall be calculated as set forth above in this subsection (g), based on the terms of the qualified domestic relations order. The normal form of benefit and the qualified joint and one-half (1/2) survivor form shall be the only annuity forms available under this subsection (g)."

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 LG&E and KU Energy LLC as of the date first written above.



S. Bradford Rives



Victor A. Stafferi

Vincent Sorgi



Paul W. Thompson

William H. Spence

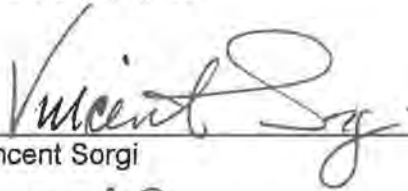
annuities shall be calculated as set forth above in this subsection (g), based on the terms of the qualified domestic relations order. The normal form of benefit and the qualified joint and one-half (1/2) survivor form shall be the only annuity forms available under this subsection (g)."

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 LG&E and KU Energy LLC as of the date first written above.

S. Bradford Rives

Victor A. Staffieri



Vincent Sorgi

Paul W. Thompson



William H. Spence



January 13, 2016

Ed Staton

Vice President, State Regulation and Rate

LG&E and KU Energy LLC

220 West Main Street

P.O. Box 32010

Louisville, KY 40202

T 502-627-4314

M 502-817-2444

ed.staton@lge-ku.com

As a result of my announced retirement effective close of business, January 31, 2016, I hereby resign as Vice President-State Regulation and Rates of LG&E and KU Energy LLC, Louisville Gas and Electric Company, Kentucky Utilities Company and LG&E and KU Services Company.



Edwin R. Staton



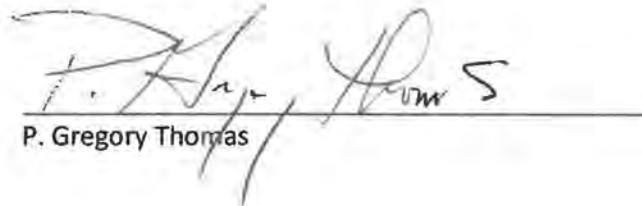
January 29, 2016

P. Gregory Thomas

Vice President
Electric Distribution

LG&E and KU Energy LLC
220 W. Main Street
Louisville, KY 40202
T 502-627-4743
F 502-627-4165
greg.thomas@lge-ku.com

As a result of my announced retirement effective close of business, February 29, 2016, I hereby resign as Vice President-Electric Distribution of LG&E and KU Energy LLC, Louisville Gas and Electric Company, Kentucky Utilities Company and LG&E and KU Services Company.



P. Gregory Thomas

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

January 25, 2016

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company (the "Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

APPROVAL OF 2016 BUSINESS PLAN

WHEREAS, the Board believes it desirable and in the best interests of the Company to adopt the 2016 Business Plan for the Company and its subsidiaries (the "Business Plan"), as provided to the Board and attached hereto as Exhibit A.

NOW, THEREFORE, BE IT RESOLVED, that the Company hereby adopts and approves the Business Plan; and


FURTHER RESOLVED, that the appropriate officers of the Company are hereby authorized and directed to take or cause to be taken all such further actions as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolution.

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 LG&E and KU Energy LLC as of the date first written above.

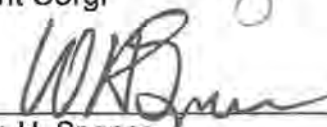
Kent W. Blake

Victor A. Staffieri



Vincent Sorgi

Paul W. Thompson



William H. Spence

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

January 25, 2016

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company (the "Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

APPROVAL OF 2016 BUSINESS PLAN

WHEREAS, the Board believes it desirable and in the best interests of the Company to adopt the 2016 Business Plan for the Company and its subsidiaries (the "Business Plan"), as provided to the Board and attached hereto as Exhibit A.

NOW, THEREFORE, BE IT RESOLVED, that the Company hereby adopts and approves the Business Plan; and

FURTHER RESOLVED, that the appropriate officers of the Company are hereby authorized and directed to take or cause to be taken all such further actions as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolution.

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 LG&E and KU Energy LLC as of the date first written above.



Kent W. Blake



Victor A. Staffieri

Vincent Sorgi



Paul W. Thompson

William H. Spence

2016 Business Plan

LG&E and KU Energy LLC
Income Statement Summary
(\$ Millions)

	2015 Actual	2016 Plan	2017 Plan	2018 Plan
Revenues, Total	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Cost of Revenues	(1,194)	(1,297)	(1,338)	(1,375)
Gross Margins	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
O&M Expenses	(736)	(731)	(752)	(794)
Non-Income Taxes	(54)	(56)	(60)	(64)
Depreciation & Amortization	(345)	(359)	(375)	(389)
Other Operating Income (Expenses)	(7)	(7)	(7)	(7)
Interest Expense	(181)	(217)	(226)	(238)
Income Before Taxes	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Income Taxes (excl spec items & disco)	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Net Income from Ongoing Operations	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Kentucky Regulated Financing Costs	(33)	(30)	(30)	(34)
Kentucky Regulated Net Income	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Average Shares Outstanding	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Kentucky Regulated EPS	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

LG&E and KU Energy LLC
Cash Flow Summary
(\$ Millions)

	2015 Actual	2016 Plan	2017 Plan	2018 Plan
Net Income	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Depreciation, amortization and impairments	406	445	470	490
Changes in deferred tax assets and liabilities	235	231	211	216
Pension Payments	(66)	(55)	(56)	(58)
Change in Other Balance Sheet Accounts	9	(5)	23	19
Funds From Operations	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Change in Working Capital	108	(17)	5	(3)
Net Cash From / (Used in) Operations	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Capital Expenditures	\$ (1,208)	\$ (955)	\$ (935)	\$ (992)
Other Investing	7	-	-	-
Net Cash From / (Used in) Investing	\$ (1,202)	\$ (955)	\$ (935)	\$ (992)
Net Equity Contributions / (Dividends)	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Debt Issuance / (Repayment)	257	29	99	137
Net Cash From / (Used in) Financing	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Net Increase (decrease) in Cash	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

LG&E and KU Energy LLC
Capital Expenditure and Cost of Removal¹
(\$ Millions)

	2015 Actual	2016 Plan	2017 Plan	2018 Plan	2019 Plan	2020 Plan	Total 2016 - 2020
Environmental	\$ 545	\$ 404	\$ 349	\$ 442	\$ 398	\$ 354	\$ 1,947
Generation Capacity	27	9	-	-	-	-	9
Generation	131	117	143	131	134	145	670
Distribution Electric	178	169	197	205	228	225	1,024
Distribution Gas	88	86	68	46	48	53	301
Transmission	73	90	107	111	114	191	613
Other	59	79	70	57	53	55	313
Total LKE	\$ 1,099	\$ 955	\$ 934	\$ 992	\$ 974	\$ 1,022	\$ 4,877

¹ Does not include amounts included in accounts payable for year end accruals.

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

February 1, 2016

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopts the following resolution by unanimous written consent in lieu of a special meeting and consents to the actions contemplated thereby:

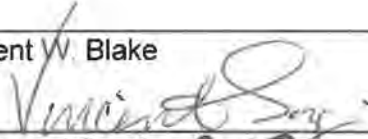
APPOINTMENT OF OFFICER

RESOLVED, that, effective as of February 1, 2016, Robert M. Conroy is hereby appointed to the office of Vice President-State Regulation and Rates, to hold such office until the next annual meeting of the Board of Directors except as otherwise provided in the Operating Agreement and to have all those duties and powers permitted by law, or by the Articles of Organization or by the Operating Agreement, or as otherwise appropriate.

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 LG&E and KU Energy LLC as of the date first written above.

Kent W. Blake



Vincent Sorgi



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

February 1, 2016

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopts the following resolution by unanimous written consent in lieu of a special meeting and consents to the actions contemplated thereby:

APPOINTMENT OF OFFICER

RESOLVED, that, effective as of February 1, 2016, Robert M. Conroy is hereby appointed to the office of Vice President-State Regulation and Rates, to hold such office until the next annual meeting of the Board of Directors except as otherwise provided in the Operating Agreement and to have all those duties and powers permitted by law, or by the Articles of Organization or by the Operating Agreement, or as otherwise appropriate.

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.

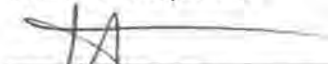
WITNESS the signatures of the undersigned, who are all of the directors of LG&E and KU Energy LLC as of the date first written above.



Kent W. Blake

Vincent Sorgi

William H. Spence



Victor A. Staffieri



Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

February 1, 2016


The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopts the following resolution by unanimous written consent in lieu of a special meeting and consents to the actions contemplated thereby:

APPOINTMENT OF OFFICER

RESOLVED, that, effective as of February 1, 2016, Gregory J. Meiman is hereby appointed to the office of Vice President-Human Resources, to hold such office until the next annual meeting of the Board of Directors except as otherwise provided in the Operating Agreement and to have all those duties and powers permitted by law, or by the Articles of Organization or by the Operating Agreement, or as otherwise appropriate.

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 LG&E and KU Energy LLC as of the date first written above.



Kent W. Blake

Vincent Sorgi

William H. Spence



Victor A. Staffieri



Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

February 1, 2016

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopts the following resolution by unanimous written consent in lieu of a special meeting and consents to the actions contemplated thereby:


APPOINTMENT OF OFFICER

RESOLVED, that, effective as of February 1, 2016, Gregory J. Meiman is hereby appointed to the office of Vice President-Human Resources, to hold such office until the next annual meeting of the Board of Directors except as otherwise provided in the Operating Agreement and to have all those duties and powers permitted by law, or by the Articles of Organization or by the Operating Agreement, or as otherwise appropriate.

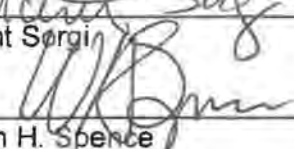
This unanimous written consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

WITNESS the signatures of the undersigned, who are all of the directors of LG&E and KU Energy LLC as of the date first written above.

Kent W. Blake



Vincent Sergi



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

February 5, 2016

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopts the following resolution by unanimous written consent in lieu of a special meeting and consents to the actions contemplated thereby:

APPOINTMENT OF OFFICER

RESOLVED, that, effective as of March 1, 2016, John K. Wolfe is hereby appointed to the office of Vice President-Electric Distribution, to hold such office until the next annual meeting of the Board of Directors except as otherwise provided in the Operating Agreement and to have all those duties and powers permitted by law, or by the Articles of Organization or by the Operating Agreement, or as otherwise appropriate.

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 LG&E and KU Energy LLC as of the date first written above.



Kent W. Blake

Vincent Sorgi

William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

February 5, 2016

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopts the following resolution by unanimous written consent in lieu of a special meeting and consents to the actions contemplated thereby:

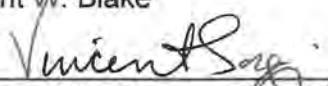
APPOINTMENT OF OFFICER

RESOLVED, that, effective as of March 1, 2016, John K. Wolfe is hereby appointed to the office of Vice President-Electric Distribution, to hold such office until the next annual meeting of the Board of Directors except as otherwise provided in the Operating Agreement and to have all those duties and powers permitted by law, or by the Articles of Organization or by the Operating Agreement, or as otherwise appropriate.


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 LG&E and KU Energy LLC as of the date first written above.

Kent W. Blake



Vincent Sorgi



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

FEBRUARY 29, 2016

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company (the "Company") pursuant to Section 8.9 of the Operating Agreement, hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

APPROVAL OF CAPITAL CONTRIBUTION

WHEREAS, the Company is the sole shareholder of Louisville Gas and Electric Company, a Kentucky corporation ("LG&E"), and desires to contribute \$30 million to the capital of LG&E (the "Contribution"); and

WHEREAS, the Company deems it advisable and in the best interests of the Company and LG&E that it make the Contribution.

NOW, THEREFORE, BE IT RESOLVED, that the Contribution be, and hereby is, authorized and approved, to be made on or after March 30, 2016 and in such form as may be determined by the appropriate officers of the Company consistent with these resolutions; and

FURTHER RESOLVED, that the appropriate officers of the Company be, and each of them hereby is, authorized to execute and deliver in the name and on behalf of the Company and under its corporate seal or otherwise, any and all documents, certificates and agreements in such forms as shall be approved by the officer executing the same, with such approval to be conclusively evidenced by the execution thereof by such officer, in order to effectuate the Contribution; and

FURTHER RESOLVED, that the aforesaid officers 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 as such officers may deem necessary, advisable or appropriate in connection with the Contribution 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 Contribution; and

FURTHER RESOLVED, that all actions heretofore or hereafter taken by any appropriate officer of the Company consistent with 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 LG&E and KU Energy LLC as of the date first written above.



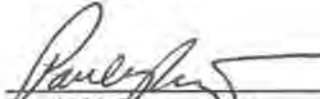
Kent W. Blake

Vincent Sorgi

William H. Spence



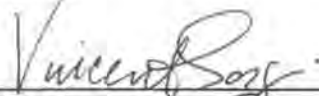
Victor A. Staffieri




Paul W. Thompson

WITNESS the signatures of the undersigned who are all of the directors of LG&E and KU Energy LLC as of the date first written above.

Kent W. Blake



Vincent Sorgi



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

FEBRUARY 29, 2016

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopts the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

DECLARATION OF DISTRIBUTION

RESOLVED, that a distribution on the member interest of this Company is hereby declared for the quarter ending March 31, 2016, for payment to PPL Corporation on March 30, 2016, from funds legally available for payment of distributions, in an aggregate amount equal to \$29,000,000 and the effect of such distribution shall be measured as of December 31, 2015.


FURTHER RESOLVED, that the Treasurer of the Company be and is hereby authorized to pay this distribution 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 LG&E and KU Energy LLC as of the date first written above.




Kent W. Blake



Victor A. Staffieri

Vincent Sorgi



Paul W. Thompson

William H. Spence

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

FEBRUARY 29, 2016

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopts the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

DECLARATION OF DISTRIBUTION

RESOLVED, that a distribution on the member interest of this Company is hereby declared for the quarter ending March 31, 2016, for payment to PPL Corporation on March 30, 2016, from funds legally available for payment of distributions, in an aggregate amount equal to \$29,000,000 and the effect of such distribution shall be measured as of December 31, 2015.

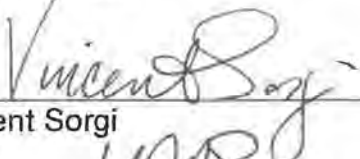
FURTHER RESOLVED, that the Treasurer of the Company be and is hereby authorized to pay this distribution by check or otherwise and to take all necessary steps therefore.

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 LG&E and KU Energy LLC as of the date first written above.


Kent W. Blake

Victor A. Staffieri



Vincent Sorgi

Paul W. Thompson



William H. Spence

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

February 29, 2016

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company (the "Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

**COAL SUPPLY AGREEMENT
ALLIANCE COAL LLC**

WHEREAS, Louisville Gas and Electric Company, a Kentucky corporation ("LG&E"), and Kentucky Utilities Company, a Kentucky and Virginia corporation ("KU"), both subsidiaries of the Company, propose to enter into a Coal Supply Agreement with Alliance Coal LLC for the purchase of coal (the "Agreement"); and

WHEREAS, the Agreement has an anticipated delivery term of approximately three years, commencing in January 2017 and terminating in December 2019, and an aggregate total value of approximately [REDACTED] subject to certain permitted modifications or adjustments and certain variable schedule and pricing mechanisms; and

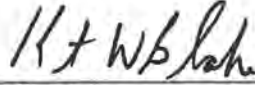
WHEREAS, the Board of Directors has determined that it is advisable and in the best interest of the Company to authorize LG&E and KU entering into the Agreement.

NOW, THEREFORE, BE IT RESOLVED, that LG&E and KU are hereby authorized to execute, deliver and perform the Agreement; and

FURTHER RESOLVED, that the appropriate officers of LG&E and KU are hereby authorized and directed to take such other actions in connection with the Agreement as they may deem necessary, appropriate or desirable to carry out the purposes of the foregoing resolution.

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 LG&E and KU Energy LLC as of the date first written above.



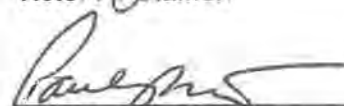
Kent W. Blake

Vincent Sorgi

William H. Spence



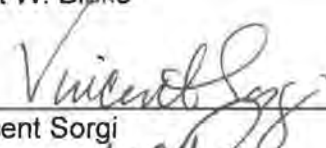
Victor A. Staffieri




Paul W. Thompson

WITNESS the signatures of the undersigned who are all of the directors of LG&E and KU Energy LLC as of the date first written above.

Kent W. Blake



Vincent Sorgi



William H. Spence

Victor A. Staffieri

Paul W. Thompson



February 29, 2016

Paula H. Pottinger, Ph.D.

Senior Vice President

Human Resources

LG&E and KU Energy LLC

220 West Main Street

Louisville, KY 40202

T 502-627-2881

F 502-627-4045

Paula.pottinger@lge-ku.com

As a result of my announced retirement April 1, 2016, I hereby resign as Senior Vice President-Human Resources of LG&E and KU Energy LLC, Louisville Gas and Electric Company, Kentucky Utilities Company and LG&E and KU Services Company.



Paula H. Pottinger

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

April 12, 2016

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company (the "Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

**TRIMBLE COUNTY – CCR TREATMENT PROJECT
AMEC EPC CONTRACT**

WHEREAS, Louisville Gas and Electric Company, a Kentucky corporation ("LG&E"), and Kentucky Utilities Company, a Kentucky and Virginia corporation ("KU"), both subsidiaries of the Company, propose, with co-owners Indiana Municipal Power Agency and Illinois Municipal Electric Agency, to enter into an Engineering, Procurement and Construction Agreement with Amec Foster Wheeler Kamtech, Inc. relating to the coal combustion residual treatment and transport project at the Trimble County generating station (the "Agreement"); and

WHEREAS, the Agreement has an anticipated term of approximately three years, commencing in 2016 and an estimated aggregate total value of approximately [REDACTED] subject to certain permitted modifications or adjustments and certain variable schedule and pricing mechanisms; and

WHEREAS, the Board of Directors has determined that it is advisable and in the best interest of the Company to authorize LG&E and KU to enter into the Agreement.

NOW, THEREFORE, BE IT RESOLVED, that LG&E and KU are hereby authorized to execute, deliver and perform the Agreement; and

FURTHER RESOLVED, that the appropriate officers of LG&E and KU are hereby authorized and directed to take such other actions in connection with the Agreement as they may deem necessary, appropriate or desirable to carry out the purposes of the foregoing resolution.

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 LG&E and KU Energy LLC as of the date first written above.



Kent W. Blake

Vincent Sorgi

William H. Spence



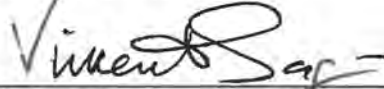
Victor A. Stafferi



Paul W. Thompson

WITNESS the signatures of the undersigned who are all of the directors of LG&E and KU Energy LLC as of the date first written above.

Kent W. Blake



Vincent Sorgi



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

May 25, 2016

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company (the "Company") pursuant to Section 8.9 of the Operating Agreement, hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

APPROVAL OF CAPITAL CONTRIBUTIONS

WHEREAS, PPL Corporation, a Pennsylvania corporation, is the sole member of the Company and desires to contribute \$37 million to the capital of the Company ("PPL Contribution"); and

WHEREAS, the Company is the sole shareholder of each of Louisville Gas and Electric Company, a Kentucky corporation ("LG&E"), and Kentucky Utilities Company, a Kentucky and Virginia corporation ("KU"), and, subject to the receipt of the PPL Contribution or existence of other appropriate funds, desires to contribute \$17 million to the capital of LG&E and \$20 million to the capital of KU (collectively, the "Contributions"); and

WHEREAS, the Company deems it advisable and in the best interests of the Company and LG&E and KU that it make the Contributions.

NOW, THEREFORE, BE IT RESOLVED, that subject to the receipt of the PPL Contribution, the Contributions be, and hereby are, authorized and approved, to be made on or after June 29, 2016 and in such form as may be determined by the appropriate officers of the Company consistent with these resolutions; and

FURTHER RESOLVED, that the appropriate officers of the Company be, and each of them hereby is, authorized to execute and deliver in the name and on behalf of the Company and under its corporate seal or otherwise, any and all documents, certificates and agreements in such forms as shall be approved by the officer executing the same, with such approval to be conclusively evidenced by the execution thereof by such officer, in order to effectuate the Contributions; and

FURTHER RESOLVED, that the aforesaid officers 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 as such officers may deem necessary, advisable or appropriate in connection with the Contributions 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 Contributions; and

FURTHER RESOLVED, that all actions heretofore or hereafter taken by any appropriate officer of the Company consistent with 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.

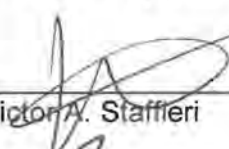
WITNESS the signatures of the undersigned who are all of the directors of LG&E and KU Energy LLC as of the date first written above.



Kent W. Blake

Vincent Sorgi

William H. Spence



Victor A. Staffieri




Paul W. Thompson

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

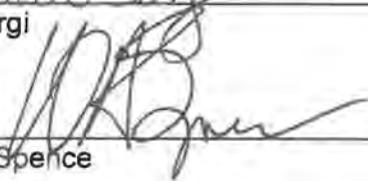
This unanimous written consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

WITNESS the signatures of the undersigned who are all of the directors of LG&E and KU Energy LLC as of the date first written above.

Kent W. Blake



Vincent Sorgi



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

MAY 25, 2016

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

DECLARATION OF DISTRIBUTION

RESOLVED, that a distribution on the member interest of this Company is hereby declared for the quarter ending June 30, 2016, for payment to PPL Corporation on June 29, 2016, from funds legally available for payment of distributions, in an aggregate amount equal to \$85,000,000 and the effect of such distribution shall be measured as of March 31, 2016.

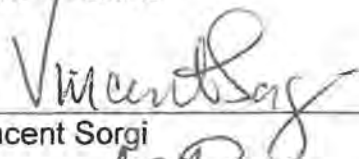
FURTHER RESOLVED, that the Treasurer of the Company be and is hereby authorized to pay this distribution by check or otherwise and to take all necessary steps therefore.

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 LG&E and KU Energy LLC as of the date first written above.


Kent W. Blake

Victor A. Staffieri



Vincent Sorgi

Paul W. Thompson



William H. Spence

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

MAY 25, 2016

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopts the following resolutions by unanimous written consent in lieu of a special meeting and consents to the actions contemplated thereby:

DECLARATION OF DISTRIBUTION

RESOLVED, that a distribution on the member interest of this Company is hereby declared for the quarter ending June 30, 2016, for payment to PPL Corporation on June 29, 2016, from funds legally available for payment of distributions, in an aggregate amount equal to \$85,000,000 and the effect of such distribution shall be measured as of March 31, 2016.

FURTHER RESOLVED, that the Treasurer of the Company be and is hereby authorized to pay this distribution 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 LG&E and KU Energy LLC as of the date first written above.



Kent W. Blake



Victor A. Staffieri



Paul W. Thompson

Vincent Sorgi

William H. Spence

**ACTION OF THE SOLE MEMBER
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF AN ANNUAL MEETING**

June 22, 2016

The undersigned, being the sole member of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), and pursuant to Section 12.4 of the Amended and Restated Operating Agreement, hereby adopts the following resolution and consents to the actions contemplated thereby in lieu of an annual meeting:

ELECTION OF DIRECTORS

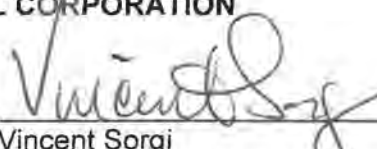
RESOLVED, that, as appropriate, the size of the Board of Directors is established to be equal to the number of persons listed below, and each of the following persons be elected director of the Company for a term commencing on the date hereof and ending at the next annual meeting of the Company's sole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

Kent W. Blake
Vincent Sorgi
William H. Spence
Victor A. Staffieri
Paul W. Thompson

WITNESS the signature of the undersigned, who is the sole member of LG&E and KU Energy LLC as of the day and year first above written.

PPL CORPORATION

By: _____


Vincent Sorgi
Senior Vice President and
Chief Financial Officer

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF AN ANNUAL MEETING**

June 22, 2016

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopts the following resolutions by unanimous written consent in lieu of an annual meeting and consents to the actions contemplated thereby:

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 Operating Agreement and to have all those duties and powers permitted by law, or by the Articles of Organization or by the Operating Agreement, or as otherwise appropriate.

Victor A. Staffieri	Chairman of the Board, Chief Executive Officer and President
Daniel K. Arbough	Treasurer
Lonnie E. Bellar	Vice President-Gas Distribution
Kent W. Blake	Chief Financial Officer
D. Ralph Bowling	Vice President-Power Production
Robert M. Conroy	Vice President-State Regulation and Rates
Laura M. Douglas	Vice President-Corporate Responsibility and Community Affairs
Thomas A. Jessee	Vice President-Transmission
John P. Malloy	Vice President-Customer Services
Gregory J. Meiman	Vice President-Human Resources
Dorothy E. O'Brien	Vice President and Deputy General Counsel, Legal and Environmental Affairs
Gerald A. Reynolds	General Counsel, Chief Compliance Officer and Corporate Secretary
Valerie L. Scott	Controller
George R. Siemens	Vice President-External Affairs
David S. Sinclair	Vice President-Energy Supply and Analysis
Eric Slavinsky	Chief Information Officer
Paul W. Thompson	Chief Operating Officer
John N. Voyles, Jr.	Vice President-Transmission and Generation Services
Mary C. Whelan	Vice President-Communications
John K. Wolfe	Vice President-Electric Distribution

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 2016:

Victor A. Staffieri	Chairman of the Board, Chief Executive Officer and President
Kent W. Blake	Chief Financial Officer
Gerald A. Reynolds	General Counsel, Chief Compliance Officer and Corporate Secretary
Paul W. Thompson	Chief Operating Officer

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 LG&E and KU Energy LLC as of the date first written above.



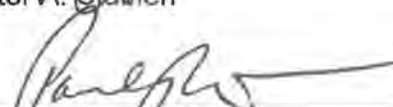
Kent W. Blake

Vincent Sorgi

William H. Spence



Victor A. Staffieri



Paul W. Thompson

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 2016:

Victor A. Staffieri	Chairman of the Board, Chief Executive Officer and President
Kent W. Blake	Chief Financial Officer
Gerald A. Reynolds	General Counsel, Chief Compliance Officer and Corporate Secretary
Paul W. Thompson	Chief Operating Officer


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 LG&E and KU Energy LLC as of the date first written above.

Kent W. Blake



Vincent Sorgi



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

AUGUST 5, 2016

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company (the "Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

REFINANCING OF CERTAIN TAX-EXEMPT REVENUE BONDS

WHEREAS, Louisville Gas and Electric Company, a Kentucky corporation ("LG&E"), and Kentucky Utilities Company, a Kentucky and Virginia corporation ("KU"), both subsidiaries of the Company, are the obligated persons in connection with the previously issued and outstanding (a) County of Trimble, Kentucky \$83,335,000 Pollution Control Revenue Bonds, 2000 Series A (Louisville Gas and Electric Company Project) and \$41,665,000 Pollution Control Revenue Bonds, 2002 Series A (Louisville Gas and Electric Company Project) and (b) County of Carroll, Kentucky \$96,000,000 Pollution Control Revenue Bonds 2002 Series C (Kentucky Utilities Company Project) (collectively, the "Existing Pollution Control Bonds"), which provided financing and refinancing for the acquisition and construction of certain air, solid waste and water pollution control facilities of LG&E and KU, respectively; and

WHEREAS, the Existing Pollution Control Bonds currently bear interest at an auction rate; and

WHEREAS, market conditions may warrant, in the foreseeable future, refinancing all or a portion of the Existing Pollution Control Bonds by refunding, paying and discharging the Existing Pollution Control Bonds and causing the issuers to issue one or more new series of pollution control or environmental facilities revenue bonds (the "Refinancings"); and

WHEREAS, in connection with the Refinancings, LG&E and KU will borrow the proceeds of their respective Refinancing from their respective issuers pursuant to one or more loan agreements and secure their payment obligations thereunder by issuing to the trustee one or more series of LG&E's and KU's respective first mortgage bonds; and

WHEREAS, the Board of Directors has determined that it is advisable and in the best interests of the Company, LG&E and KU to authorize LG&E and KU to enter into and perform the Refinancings.

NOW, THEREFORE, BE IT RESOLVED, that LG&E and KU are hereby authorized to enter into and perform the Refinancings; and

FURTHER RESOLVED, that the appropriate officers of LG&E and KU are hereby authorized and directed to take such other actions in connection with the Refinancings as they may deem necessary, appropriate or desirable to carry out the purposes of the foregoing resolution.

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.

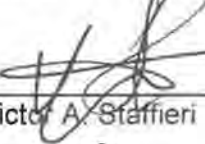
WITNESS the signatures of the undersigned who are all of the directors of LG&E and KU Energy LLC as of the date first written above.



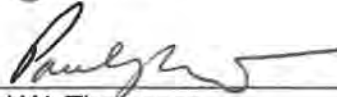
Kent W. Blake

Vincent Sorgi

William H. Spence



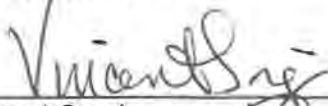
Victor A. Staffieri




Paul W. Thompson

WITNESS the signatures of the undersigned who are all of the directors of LG&E and KU Energy LLC as of the date first written above.

Kent W. Blake



Vincent Sorgi



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

AUGUST 5, 2016

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company (the "Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

THE AMERICAN COAL COMPANY CONTRACT

WHEREAS, Louisville Gas and Electric Company, a Kentucky corporation ("LG&E"), and Kentucky Utilities Company, a Kentucky and Virginia corporation ("KU"), both subsidiaries of the Company, propose to enter into a Coal Supply Agreement with The American Coal Company relating to the supply of approximately seven million tons of coal in the aggregate (the "Agreement"); and

WHEREAS, the Agreement has an anticipated term for deliveries of approximately six years, commencing in 2017, and an estimated aggregate total value of approximately [REDACTED] subject to certain permitted modifications or adjustments and certain variable schedule and pricing mechanisms; and

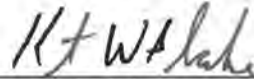
WHEREAS, the Board of Directors has determined that it is advisable and in the best interest of the Company to authorize LG&E and KU to enter into the Agreement.

NOW, THEREFORE, BE IT RESOLVED, that LG&E and KU are hereby authorized to execute, deliver and perform the Agreement; and

FURTHER RESOLVED, that the appropriate officers of LG&E and KU are hereby authorized and directed to take such other actions in connection with the Agreement as they may deem necessary, appropriate or desirable to carry out the purposes of the foregoing resolution.

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 LG&E and KU Energy LLC as of the date first written above.



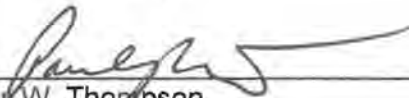
Kent W. Blake

Vincent Sorgi

William H. Spence



Victor A. Staffieri




Paul W. Thompson

WITNESS the signatures of the undersigned who are all of the directors of LG&E and KU Energy LLC as of the date first written above.

Kent W. Blake



Vincent Sorgi



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

AUGUST 26, 2016

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

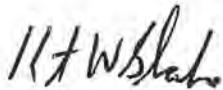
DECLARATION OF DISTRIBUTION

RESOLVED, that a distribution on the member interest of this Company is hereby declared for the quarter ending September 30, 2016, for payment to PPL Corporation on September 29, 2016, from funds legally available for payment of distributions, in an aggregate amount equal to \$110,000,000 and the effect of such distribution shall be measured as of June 30, 2016.

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

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 LG&E and KU Energy LLC as of the date first written above.



Kent W. Blake



Victor A. Staffieri

Vincent Sorgi



Paul W. Thompson

William H. Spence

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

AUGUST 26, 2016

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

DECLARATION OF DISTRIBUTION

RESOLVED, that a distribution on the member interest of this Company is hereby declared for the quarter ending September 30, 2016, for payment to PPL Corporation on September 29, 2016, from funds legally available for payment of distributions, in an aggregate amount equal to \$110,000,000 and the effect of such distribution shall be measured as of June 30, 2016.


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

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 LG&E and KU Energy LLC as of the date first written above.


Kent W. Blake

Victor A. Staffieri



Vincent Sorci

Paul W. Thompson



William H. Spence

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

AUGUST 26, 2016

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

DECLARATION OF DISTRIBUTION

RESOLVED, that a distribution on the member interest of this Company is hereby declared for the quarter ending September 30, 2016, for payment to PPL Corporation on September 29, 2016, from funds legally available for payment of distributions, in an aggregate amount equal to \$110,000,000 and the effect of such distribution shall be measured as of June 30, 2016.


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

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 LG&E and KU Energy LLC as of the date first written above.

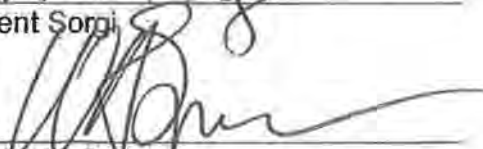
Kent W. Blake

Victor A. Staffleri



Vincent Sorgi

Paul W. Thompson



William H. Spence

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

November 1, 2016

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company (the "Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

REDEMPTION OF CERTAIN TAX-EXEMPT REVENUE BONDS

WHEREAS, Louisville Gas and Electric Company, a Kentucky corporation ("LG&E") and a subsidiary of the Company, is an obligated person in connection with the issued and outstanding County of Jefferson, Kentucky \$25,000,000 aggregate principal amount of Pollution Control Revenue Bonds, 2000 Series A (Louisville Gas and Electric Company Project) due May 1, 2027 (the "Existing Pollution Control Bonds") issued by Louisville/Jefferson County, Kentucky, as successor to County of Jefferson, Kentucky; and

WHEREAS, in connection with the Existing Pollution Control Bonds, LG&E (i) has issued a tranche of first mortgage bonds in equal principal amount (the "First Mortgage Bonds") and (b) has in place certain interest rate management arrangements, including an interest rate swap transaction (the "Interest Rate Swap"); and

WHEREAS, the Existing Pollution Control Bonds are subject to mandatory tender and repurchase on December 1, 2016; and

WHEREAS, LG&E has determined that it is in its best interests to effect the redemption of the Existing Pollution Control Bonds and the corresponding discharge of the First Mortgage Bonds and termination of the Interest Rate Swap (collectively, the "Redemption"); and

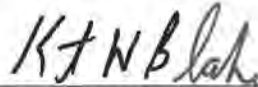
WHEREAS, the Board of Directors has determined that it is advisable and in the best interests of the Company and LG&E to authorize LG&E to enter into and perform the Redemption.

NOW, THEREFORE, BE IT RESOLVED, that LG&E is hereby authorized to enter into and perform the Redemption; and

FURTHER RESOLVED, that the appropriate officers of LG&E are hereby authorized and directed to take such other actions in connection with the Redemption as they may deem necessary, appropriate or desirable to carry out the purposes of the foregoing resolution.

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 LG&E and KU Energy LLC as of the date first written above.



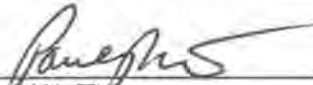
Kent W. Blake

Vincent Sorgi

William H. Spence



Victor A. Staffieri

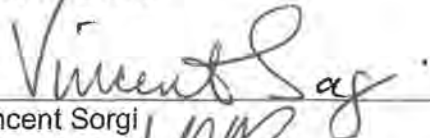


Paul W. Thompson


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 LG&E and KU Energy LLC as of the date first written above.

Kent W. Blake



Vincent Sorgi



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

NOVEMBER 18, 2016

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

DECLARATION OF DISTRIBUTION

RESOLVED, that a distribution on the member interest of this Company is hereby declared for the quarter ending December 31, 2016, for payment to PPL Corporation on December 29, 2016, from funds legally available for payment of distributions, in an aggregate amount equal to \$92,000,000 and the effect of such distribution shall be measured as of September 30, 2016.


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

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 LG&E and KU Energy LLC as of the date first written above.

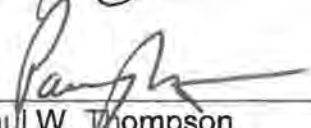


Kent W. Blake



Victor A. Staffieri

Vincent Sorgi



Paul W. Thompson

William H. Spence

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

NOVEMBER 18, 2016

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

DECLARATION OF DISTRIBUTION

RESOLVED, that a distribution on the member interest of this Company is hereby declared for the quarter ending December 31, 2016, for payment to PPL Corporation on December 29, 2016, from funds legally available for payment of distributions, in an aggregate amount equal to \$92,000,000 and the effect of such distribution shall be measured as of September 30, 2016.


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

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 LG&E and KU Energy LLC as of the date first written above.


Kent W. Blake

Victor A. Staffieri



Vincent Sorgi

Paul W. Thompson



William H. Spence

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

November 18, 2016

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company (the "Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

APPROVAL OF CAPITAL CONTRIBUTION

WHEREAS, PPL Corporation, a Pennsylvania corporation, is the sole member of the Company and desires to contribute \$24 million to the capital of the Company ("PPL Contribution"); and

WHEREAS, the Company is the sole shareholder of Louisville Gas and Electric Company, a Kentucky corporation ("LG&E"), and, subject to the receipt of the PPL Contribution or existence of other appropriate funds, desires to contribute \$24 million to the capital of LG&E (the "Contribution"); and

WHEREAS, the Company deems it advisable and in the best interests of the Company and LG&E that it make the Contribution.

NOW, THEREFORE, BE IT RESOLVED, that subject to the receipt of the PPL Contribution, the Contribution be, and hereby is, authorized and approved, to be made on or after December 29, 2016, and in such form as may be determined by the appropriate officers of the Company consistent with these resolutions; and

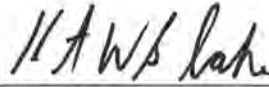
FURTHER RESOLVED, that the appropriate officers of the Company be, and each of them hereby is, authorized to execute and deliver in the name and on behalf of the Company and under its corporate seal or otherwise, any and all documents, certificates and agreements in such forms as shall be approved by the officer executing the same, with such approval to be conclusively evidenced by the execution thereof by such officer, in order to effectuate the Contribution; and

FURTHER RESOLVED, that the aforesaid officers 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 as such officers may deem necessary, advisable or appropriate in connection with the Contribution 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 Contribution; and

FURTHER RESOLVED, that all actions heretofore or hereafter taken by any appropriate officer of the Company consistent with 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 LG&E and KU Energy LLC as of the date first written above.



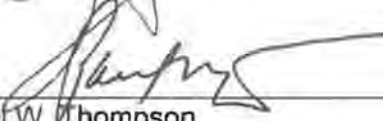
Kent W. Blake

Vincent Sorgi

William H. Spence



Victor A. Staffieri

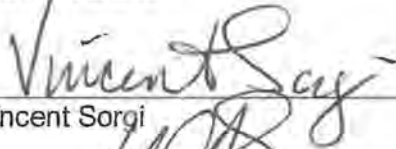


Paul W. Thompson

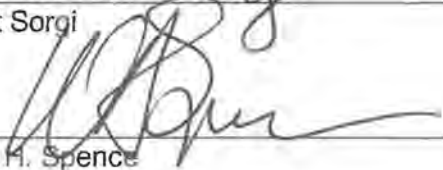
This unanimous written consent may be executed in two or more counterparts, all of which taken together shall be deemed one and the same instrument.

WITNESS the signatures of the undersigned who are all of the directors of LG&E and KU Energy LLC as of the date first written above.

Kent W. Blake



Vincent Sorgi



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

November 21, 2016

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company (the "Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

APPROVAL OF 2017 BUSINESS PLAN

WHEREAS, the Board believes it desirable and in the best interests of the Company to adopt the 2017 Business Plan for LG&E and KU Energy LLC and its subsidiaries dated as of November 21, 2016 (the "Business Plan"), as provided to the Board and attached hereto as Exhibit A.

NOW, THEREFORE, BE IT RESOLVED, that the Company hereby adopts and approves the Business Plan; and

FURTHER RESOLVED, that the appropriate officers of the Company are hereby authorized and directed to take or cause to be taken all such further actions as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolution.

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 LG&E and KU Energy LLC as of the date first written above.



Kent W. Blake



Victor A. Staffieri

Vincent Sorgi



Paul W. Thompson

William H. Spence

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

November 21, 2016

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company (the "Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

APPROVAL OF 2017 BUSINESS PLAN

WHEREAS, the Board believes it desirable and in the best interests of the Company to adopt the 2017 Business Plan for LG&E and KU Energy LLC and its subsidiaries dated as of November 21, 2016 (the "Business Plan"), as provided to the Board and attached hereto as Exhibit A.

NOW, THEREFORE, BE IT RESOLVED, that the Company hereby adopts and approves the Business Plan; and

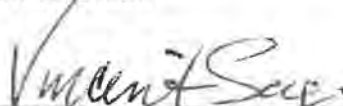
FURTHER RESOLVED, that the appropriate officers of the Company are hereby authorized and directed to take or cause to be taken all such further actions as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolution.

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 LG&E and KU Energy LLC as of the date first written above.


Kent W. Blake

Victor A. Staffieri



Vincent Sorgi

Paul W. Thompson



William H. Spence

2017 Business Plan

LG&E and KU Energy LLC
Income Statement Summary
(\$ Millions)

	2017 Plan	2018 Plan	2019 Plan	2020 Plan
Revenues, Total	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Cost of Revenues	(1,216)	(1,239)	(1,259)	(1,268)
Gross Margins	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
O&M Expenses	(749)	(795)	(814)	(791)
Non-Income Taxes	(61)	(68)	(71)	(79)
Depreciation & Amortization	(395)	(445)	(481)	(509)
Other Operating Income (Expenses)	(8)	(8)	(8)	(8)
Interest Expense	(217)	(234)	(253)	(262)
Income Before Taxes	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Income Taxes (excl spec items & disco)	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Net Income from Ongoing Operations	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Kentucky Regulated Financing Costs	(30)	(34)	(36)	(36)
Kentucky Regulated Net Income	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Average Shares Outstanding	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Kentucky Regulated EPS	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

LG&E and KU Energy LLC
Cash Flow Summary
(\$ Millions)

	2017 Plan	2018 Plan	2019 Plan	2020 Plan
Net Income	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Depreciation, amortization and impairments	511	588	649	679
Changes in deferred tax assets and liabilities	178	255	193	205
Pension Payments	(43)	(71)	(65)	(61)
Change in Other Balance Sheet Accounts	7	(44)	(24)	(34)
Funds From Operations	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Change in Working Capital	41	3	6	(3)
Net Cash From / (Used in) Operations	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Capital Expenditures	(1,077)	(1,276)	(1,061)	(802)
Other Investing	-	-	-	-
Net Cash From / (Used in) Investing	\$ (1,077)	\$ (1,276)	\$ (1,061)	\$ (802)
Net Equity Contributions / (Dividends)	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Debt Issuance / (Repayment)	419	597	78	97
Net Cash From / (Used in) Financing	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Net increase (decrease) in Cash	\$ [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

LG&E and KU Energy LLC
Capital Expenditure and Cost of Removal¹
(\$ Millions)

	2017 Plan	2018 Plan	2019 Plan	2020 Plan	2021 Plan	Total 2017 - 2021
Environmental	\$ 329	\$ 438	\$ 210	\$ 220	\$ 238	\$ 1,435
Generation	220	212	195	97	138	862
Distribution Electric	208	224	232	234	243	1,141
Distribution Gas	90	115	116	92	100	512
Transmission	132	144	200	156	163	795
Customer Services & Metering	78	166	143	27	19	432
Other	51	42	42	34	34	202
Total LKE	\$ 1,107	\$ 1,342	\$ 1,137	\$ 859	\$ 935	\$ 5,379

¹ Does not include amounts included in accounts payable for year end accruals.

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

December 12, 2016

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company (the "Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

**EXTENSION OF TERMINATION DATE
OF REVOLVING CREDIT FACILITIES**

WHEREAS, Louisville Gas and Electric Company ("LG&E") and Kentucky Utilities Company ("KU"), both subsidiaries of the Company, are borrowers under \$500 million and \$400 million, respectively, Revolving Credit Agreements, dated as of July 28, 2014, as amended as of January 29, 2016, among LG&E and KU, the lenders party thereto and Wells Fargo Bank, National Association, as administrative agent (the "Existing Credit Agreements"), and the Existing Credit Agreements are currently scheduled to expire on December 31, 2020 (the "Termination Date"), subject to the ability to extend the facilities at the request of LG&E and KU, and subject to the consent of the lenders; and

WHEREAS, LG&E and KU desire to amend and/or restate their respective Existing Credit Agreements to extend the Termination Date to a date no later than January 31, 2022, (the "Amended Credit Agreements"); and

WHEREAS, KU also desires to retain the existing ability to increase the borrowing amount of its respective Existing Credit Agreement in accordance with the terms of its Amended Credit Agreement or by entering into one or more additional revolving credit facilities having similar terms ("Additional Credit Agreement"), the amount of such expansion of its Additional Credit Agreement and additional revolving credit facilities having a combined maximum principal amount not to exceed an additional \$100 million; and

WHEREAS, LG&E and KU desire to receive approval for entering into the Amended Credit Agreement and Additional Credit Agreement, provided, however, that the maximum aggregate permitted borrowings or extensions of credit, under the Amended Credit Agreement, in the case of LG&E, and under the Amended Credit Agreement and the Additional Credit Agreement, in the case of KU, shall not exceed \$500 million, respectively; and

WHEREAS, the Board of Directors has determined that it is advisable and in the best interests of the Company, LG&E and KU to authorize the Amended Credit Agreement and the Additional Credit Agreement as described above.

NOW, THEREFORE, BE IT RESOLVED, that LG&E and KU are hereby authorized to complete and enter into the Amended Credit Agreement and Additional Credit Agreement; and

FURTHER RESOLVED, that the appropriate officers of LG&E and KU are hereby authorized and directed to take such other actions in connection with the Amended Credit Agreement and Additional Credit Agreement, as they may deem necessary, appropriate or desirable to carry out the purposes of the foregoing resolution.

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 LG&E and KU Energy LLC as of the date first written above.



Kent W. Blake

Vincent Sorgi

William H. Spence



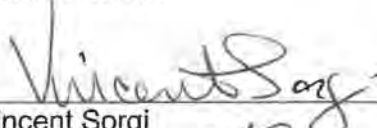
Victor A. Staffieri




Paul W. Thompson

WITNESS the signatures of the undersigned who are all of the directors of LG&E and KU Energy LLC as of the date first written above.

Kent W. Blake



Vincent Sorgi



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

December 14, 2016

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company ("Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopt the following preambles and resolutions and consent to the actions contemplated thereby in lieu of a special meeting:

**AUTHORIZATION TO MAKE CERTAIN
BENEFIT PLAN CHANGES**

WHEREAS, the Company has reserved approval of certain benefit plan changes with its Board of Directors; and

WHEREAS, the Company desires to make certain changes to certain LG&E and KU benefit plans.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors authorizes the following:

Retirement Plan Amendment

I. LG&E and KU Retirement Plan

Section 17.3 is hereby deleted and replaced in its entirety to read as follows, effective January 1, 2017:

"Section 17.3 Benefits Payable

The Health Benefits (and the amounts thereof) which are to be paid to or on behalf of Covered Individuals pursuant to this Article are as specified from time to time in the Medical Plan but only as such plan applies to any such Covered Individual. The Plan shall provide for such Health Benefits by payment of the relevant portion of any applicable premium for such benefits or by payment of such benefits directly, all as and only to the extent provided in the Medical Plan. Such payments may be made pursuant to this Section. Effective January 1, 2013, the KU retiree prescription drug benefit provided by the Medical Plan shall be payable hereunder. Other such payments may be made beginning January 1, 2019, as permitted by and in accordance with policies, rules and

regulations established by the Benefits Committee, directly to a person, association or corporation rendering or providing medical services or supplies to the Covered Individual. The payment of such Health Benefits under the Plan shall be made solely from the balance of the Trust Fund credited to the Medical Account and neither the Plan nor the retirement fund shall be responsible or liable for any such Health Benefits to the extent the balance credited to the Medical Account is insufficient to pay such Health Benefits. The Benefits Committee shall issue directions concerning all Health Benefits which are to be paid from the Trust Fund and shall warrant that all such directions are in accordance with the terms of the Plan. At the time any payment is to be made from the Trust Fund, the Benefits Committee shall designate that portion, if any, of the payment to be charged to the Medical Account."

Senior Management Pension Restoration Plan Amendment

II. LG&E and KU Senior Management Pension Restoration Plan

Section 2.1 is hereby deleted and replaced in its entirety to read as follows, effective January 1, 2016:

"Section 2.1 Conditions

In order to be eligible for membership, an Employee must have been credited with at least one (1) year of Service and be classified as a senior manager or above who is (i) eligible to participate in the LG&E and KU Nonqualified Savings Plan, (ii) is employed by LG&E and KU Energy LLC or an affiliated company, and (iii) is not eligible to participate in the LG&E and KU Energy Senior Executive Retirement Plan."

Nonqualified Savings Plan Amendment

III. LG&E and KU Nonqualified Savings Plan

Section 4.6 is hereby added, effective January 1, 2016:

"Section 4.6 Retirement Income Account Contribution

Participants hired on or after January 1, 2006, who are Participants in the Retirement Income Account set forth in Article 19 of the Qualified Plan, are eligible for a Nonqualified Savings Plan Retirement Income Account ("NQSP RIA"). This NQSP RIA will be determined in accordance with the schedule set forth in Section 19 of Qualified Plan, but without regard to the limits placed on Compensation set forth in Code Section 401(a)(17) and without regard to salary deferrals made pursuant to Article 4 herein, less all Retirement Income Contributions made in the Qualified Plan.

The NQSP RIA will be a separate source populated by an annual lump sum amount. Immediate vesting applies to the contribution which will be placed in the fixed fund. Participants may allocate the NQSP RIA to other funds pursuant to Section 5.3 herein. Participants shall make a separate distribution election with regard to the NQSP RIA."

Savings Plan Amendment

IV. LG&E and KU Savings Plan

Section 19.3 is hereby deleted and replaced in its entirety to read as follows, effective January 1, 2016:

"Section 19.3 Retirement Income Contributions

(a) For each Plan Year, beginning with the 2006 Plan Year, the Employer shall contribute to the Retirement Income Contribution Account of each Employee who is entitled to allocations under Subsection 19.3(b) from the Employer's net profit for the taxable year ending with or within such Plan Year an amount determined in accordance with the following schedule:

<u>Years of Service</u>	<u>Contribution as a % of Compensation</u>
Less than 6	3%
6 but less than 11	4%
11 but less than 16	5%
16 but less than 21	6%
21 or more	7%

(b) The Retirement Income Contribution for the each Plan Year shall be allocated to the Retirement Income Contribution Account of each individual who (i) is eligible pursuant to Section 19.1 and was actively employed by the Employer on December 31 of such Plan Year, (ii) meets the disability requirement of Section 19.3(a)(1), 19.3(a)(2) or 19.3(a)(3), (iii) retired during the Plan Year, (iv) died during the Plan Year, (v) is eligible pursuant to Section 19.1 and was actively employed by the Employer, but terminated employment as a result of the closing of the unwind of the lease transaction between the Company and Big Rivers Electric Corporation, or (vi) is eligible pursuant to Section 19.1 and was actively employed by the Employer, but transferred employment to PPL Corporation or a PPL Corporation subsidiary during the Plan Year. Such contribution will be deposited no later than April 1 of the Plan Year subsequent to the Plan Year to which the Retirement Income Contribution relates.

For purposes of the calculation of the amount of such Retirement Income Contribution, Year of Service shall be equal to the Participant's number of each completed Year of Service with the Company, calculated to include the number

of days that the Participant is receiving disability benefits pursuant to a long-term disability plan sponsored by the Corporation or otherwise meets the requirements of subsection 3 below. For purposes of the calculation of the amount of such Retirement Income Contribution, Compensation will be as defined in Section 1.12, determined without regard to the eligibility requirements of Section 2.1. In the case of a Participant receiving disability benefits pursuant to a long-term disability plan sponsored by the Corporation, Retirement Income Contribution compensation shall be determined as follows:

- (1) For the portion of any Plan Year that the Participant is not receiving long-term disability benefits, Compensation will be as defined in Section 1.12, determined without regard to the eligibility requirements of Section 2.1.
- (2) For the portion of any Plan Year that the Participant is receiving long-term disability benefits, Compensation will be deemed to be equal to the base rate of pay used to initially determine the amount of the Participant's long-term disability benefit.
- (3) For the portion of the Plan Year that the Participant elects to receive a lump-sum settlement of benefits pursuant to a long-term disability plan sponsored by the Corporation and in any year such Participant continues to receive disability benefits from the Social Security Administration, Compensation will be deemed to be equal to the base rate of pay used to initially determine the amount of the Participant's long-term disability benefit.

The Retirement Contribution shall not exceed the lesser of the amount deductible under Section 404 of the Code, or the amounts that are allowable as Annual Additions."

Bargaining Employees' Savings Plan Amendment

V. Louisville Gas and Electric Company's Bargaining Employees' Savings Plan

Section 12.3(b) is hereby deleted and replaced in its entirety to read as follows, effective January 1, 2016:

"Section 12.3(b) Retirement Income Contributions

(b) The Retirement Income Contribution for each Plan Year shall be allocated to the Retirement Income Contribution Account of each individual who (i) is eligible pursuant to Section 12.1 and was actively employed by the Employer on December 31 of such Plan Year, (ii) meets the disability requirements of Sections 12.3(a)(1), 12.3(a)(2), or 12(a)(3),

(iii) retired during the Plan Year, (iv) died during the Plan Year, or (v) is eligible pursuant to Section 12.1 and was actively employed by the Employer, but transferred employment to PPL Corporation or a PPL Corporation subsidiary during the Plan Year. Such contribution will be deposited no later than April 1 of the Plan Year subsequent to the Plan Year to which the Retirement Income Contribution relates."

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 changes or amendments with respect to the respective plans, including such 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 this Board of Directors; and

FURTHER RESOLVED, that all actions heretofore or hereafter taken by any officer of the Company in connection with the amendments 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 LG&E and KU Energy LLC as of the date first written above.



Kent W. Blake

Vincent Sorgi

William H. Spence



Victor A. Staffieri




Paul W. Thompson

WITNESS the signatures of the undersigned, who are all of the directors of LG&E and KU Energy LLC as of the date first written above.

Kent W. Blake



Vincent Sorgi



William H. Spence

Victor A. Staffieri

Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

December 16, 2016

The undersigned, being all the members of the Board of Directors of LG&E and KU Energy LLC, a Kentucky limited liability company (the "Company"), pursuant to Section 8.9 of the Operating Agreement, hereby adopt the following resolutions by unanimous written consent in lieu of a special meeting and consent to the actions contemplated thereby:

APPOINTMENT OF OFFICERS

RESOLVED, that, effective as of January 3, 2017 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 Operating Agreement and to have all those duties and powers permitted by law, or by the Articles of Organization or by the Operating Agreement, or as otherwise appropriate.

Victor A. Staffieri	Chairman of the Board and Chief Executive Officer
Paul W. Thompson	President and Chief Operating Officer;

and

FURTHER RESOLVED, that, effective as of January 15, 2017 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 Operating Agreement and to have all those duties and powers permitted by law, or by the Articles of Organization or by the Operating Agreement, or as otherwise appropriate.

Lonnie E. Bellar	Senior Vice President-Operations
John P. Malloy	Vice President-Gas Distribution
Elizabeth J. McFarland	Vice President-Customer Services;

and

FURTHER RESOLVED, that, effective as of January 21, 2017, David J. Freibert, Jr. is hereby appointed to the office of Vice President-External Affairs, to hold such office until the next annual meeting of the Board of Directors except as otherwise provided in the Operating Agreement and to have all those duties and powers permitted by law, or by the Articles of Organization or by the Operating Agreement, or as otherwise appropriate; and

FURTHER RESOLVED, that, effective as of April 1, 2017, Ronald S. Straight is hereby appointed to the office of Vice President-Project Engineering, to hold

such office until the next annual meeting of the Board of Directors except as otherwise provided in the Operating Agreement and to have all those duties and powers permitted by law, or by the Articles of Organization or by the Operating Agreement, or as otherwise appropriate.

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.

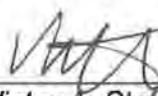
WITNESS the signatures of the undersigned, who are all of the directors of LG&E and KU Energy LLC as of the date first written above.



Kent W. Blake

Vincent Sorgi

William H. Spence



Victor A. Staffieri



Paul W. Thompson

**ACTION OF THE BOARD OF DIRECTORS
OF
LG&E AND KU ENERGY LLC
TAKEN BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING**

December 16, 2016

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Victor A. Staffieri	Chairman of the Board and Chief Executive Officer
Paul W. Thompson	President and Chief Operating Officer;

and

FURTHER RESOLVED, that, effective as of January 15, 2017 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 Operating Agreement and to have all those duties and powers permitted by law, or by the Articles of Organization or by the Operating Agreement, or as otherwise appropriate.

Lonnie E. Bellar	Senior Vice President-Operations
John P. Malloy	Vice President-Gas Distribution
Elizabeth J. McFarland	Vice President-Customer Services;

and

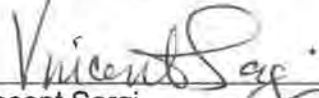
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