

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

ELECTRONIC JOINT APPLICATION OF)	
KENTUCKY UTILITIES COMPANY AND)	
LOUISVILLE GAS AND ELECTRIC COMPANY)	CASE NO. 2026-00077
FOR APPROVAL OF MERGER)	

RESPONSE OF
KENTUCKY UTILITIES COMPANY
AND
LOUISVILLE GAS AND ELECTRIC COMPANY
TO
THE COMMISSION STAFF'S FIRST REQUEST FOR INFORMATION
DATED APRIL 10, 2026

FILED: April 15, 2026

VERIFICATION

COMMONWEALTH OF KENTUCKY)
)
COUNTY OF JEFFERSON)

The undersigned, **Robert M. Conroy**, being duly sworn, deposes and says that he is Vice President, State Regulation and Rates, for Kentucky Utilities Company and Louisville Gas and Electric Company and an employee of LG&E and KU Services Company, that he has personal knowledge of the matters set forth in the responses for which he is identified as the witness, and the answers contained therein are true and correct to the best of his information, knowledge, and belief.


Robert M. Conroy

Subscribed and sworn to before me, a Notary Public in and before said County and State, this 15th day of April 2026.


Notary Public

Notary Public ID No. KYNP61560

My Commission Expires:

November 9, 2026



**KENTUCKY UTILITIES COMPANY
AND
LOUISVILLE GAS AND ELECTRIC COMPANY**

**Response to Commission Staff's First Request for Information
Dated April 10, 2026**

Case No. 2026-00077

Question No. 1

Responding Witness: Robert M. Conroy

- Q-1. Refer to Application, generally. Provide all written or executed agreements related to the merger of LG&E and KU.
- A-1. LG&E and KU have not yet entered into agreements related to the merger transaction. Please see the response to Question No. 2.

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Question No. 2

Responding Witness: Robert M. Conroy / Counsel

- Q-2. Refer to the Application, page 7, paragraph 14. Provide the described preliminary drafts of the corporate documents.
- A-2. Current drafts of the (a) Plan of Merger and (b) the respective Kentucky and Virginia Articles of Merger relating to the merger are attached. These drafts remain subject to further review and change.

LG&E and KU also continue to review potential amendments to LG&E's existing articles of incorporation and bylaws.

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Question No. 3

Responding Witness: Robert M. Conroy

- Q-3. Refer to the Application, page 15, paragraph 15. Explain whether LG&E/KU seeks approval of its application under KRS 278.218. If so, provide supporting documentation of any applicable assets to be acquired or transferred in the merger process.
- A-3. Please note that paragraph 15 of the Application appears on page 7 of the Application, and it does not contain a reference to KRS 278.218. As explained below, there are two erroneous references to KRS 278.218 in the Application, one in paragraph 30 on page 14, and another in paragraph 34 on page 15.

The Companies are not seeking any approvals under KRS 278.218.¹ Rather, as described on page 1 of the Application, the Companies are seeking approval under KRS 278.018 for LG&E to assume KU's certified territory. The two erroneous references to KRS 278.218 intended to refer to KRS 278.018 concerning transferring a certified service territory, which is also consistent with the text of paragraph 30 on page 14: "The Companies further petition the

¹ KRS 278.218, which concerns the transfer of, or transfer of control of, utility assets, does not apply to the Companies' proposed merger, which concerns the combining of two corporate entities and falls under the provisions of KRS 278.020. The Commission has long recognized the difference between asset or asset control transfers and the transfer of, or transfer of control of, a utility or utility function. Shortly after the enactment of KRS 278.218, the Commission stated, "The recently enacted transfer of assets statute, KRS 278.218, extended the Commission's jurisdiction to review the transfers of utility assets *when such transfers do not constitute a change in control of a utility and, thus, would not fall within the purview of KRS 278.020(5)* [which is now KRS 278.020(7)]." *Investigation into the Membership of Louisville Gas and Electric Company and Kentucky Utilities Company in the Midwest Independent Transmission System Operator, Inc.*, Case No. 2003-00266, Order at 7 (May 31, 2006) (emphasis added).

Also, the Commission has approved the acquisition, acquisition of control, or merger of utilities without referring to KRS 278.218 since the statute first took effect in 2002. *See, e.g., Joint Application of PPL Corporation, E.ON AG, E.ON US Investments Corp., E.ON U.S. LLC, Louisville Gas and Electric Company, and Kentucky Utilities Company for Approval of an Acquisition of Ownership and Control of Utilities*, Case No. 2010-00204, Order (Ky. PSC Sept. 30, 2010); *Joint Application of Duke Energy Corporation, Duke Energy Holding Corp., Deer Acquisition Corp., Cougar Acquisition Corp., Cinergy Corp., The Cincinnati Gas & Electric Company, and The Union Light, Heat and Power Company for Approval of a Transfer and Acquisition of Control*, Case No. 2005-00228, Order (Ky. PSC Nov. 29, 2005).

Commission for approval for LG&E ... to assume KU's existing certified territory pursuant to KRS 278.218 [should be KRS 278.018].”²

² Corresponding typographical errors appear at Application paragraph 34 on page 15, as well as in footnote 11 on page 5 of the Direct Testimony of Robert M. Conroy. The footnote in Mr. Conroy's testimony similarly states, “As stated in the accompanying Joint Application, the Companies seek the Commission's approval under KRS 278.218 [should be KRS 278.018] for LG&E to assume KU's certified electric service territory.”