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July 24, 2026

VIA ELECTRONIC FILING

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Richmond, VA 23219

RE: *Joint Application of Kentucky Utilities Company d/b/a Old Dominion Power Company and Louisville Gas and Electric Company for Transfer of Certificate, Approval of Merger, and Declaratory Order*
Case No. PUR-2026-00052

Dear Mr. Logan:

With this letter, counsel for Kentucky Utilities Company doing business as Old Dominion Power Company and Louisville Gas and Electric Company (collectively, the "Companies") hereby files the Companies' Reply Brief in the above-referenced matter.

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

Yours very truly,

A handwritten signature in blue ink that reads "Mary Ellen Wimberly".

Mary Ellen Wimberly

MEW:ec
Enclosure

Bernard Logan
Clerk, Virginia State Corporation Commission
July 24, 2026
Page 2

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

JOINT APPLICATION OF

**KENTUCKY UTILITIES COMPANY D/B/A
OLD DOMINION POWER COMPANY AND
LOUISVILLE GAS AND ELECTRIC COMPANY**

CASE NO. PUR-2026-00052

**For transfer of certificate, approval of merger,
and declaratory order**

**REPLY BRIEF OF
KENTUCKY UTILITIES COMPANY D/B/A
OLD DOMINION POWER COMPANY AND
LOUISVILLE GAS AND ELECTRIC COMPANY**

Kentucky Utilities Company d/b/a Old Dominion Power Company (“KU-ODP”) and Louisville Gas and Electric Company (“LG&E”) (collectively, the “Companies”), by counsel, respectfully submit this Reply Brief in support of their request for a declaratory order confirming that the exemption set forth in Virginia Code § 56-580 G will continue to apply following the proposed merger of KU-ODP into LG&E.

1. Introduction

The Companies appreciate the Staff’s review of the Application and its analysis of the legal issue presented. In its brief, Staff concludes that the exemption contained in Va. Code § 56-580 G will continue to apply following the proposed merger because the surviving utility will continue to satisfy the statute’s requirements. After the merger, LG&E will continue to possess the same service territory in Virginia and will continue to satisfy the conditions set forth in Va. Code § 56-580 G.

Notably, no party has offered a contrary interpretation of the statute or disputed the applicability of the exemption following the merger. The Companies’ analysis presented in their Application and Staff’s analysis therefore stand un rebutted. Because the plain language of Va.

Code § 56-580 G supports continued application of the exemption and because the merger does not alter any of the characteristics upon which the exemption is based, the Commission should issue the requested declaratory order confirming that the exemption remains applicable following the merger.

2. The Plain Language of Va. Code § 56-580 G Supports Continued Application of the Exemption

Staff correctly begins its analysis with the text of the statute. As Staff notes, the Supreme Court of Virginia has repeatedly held that the primary objective of statutory construction is to ascertain legislative intent and that, where statutory language is unambiguous, the language must be applied according to its plain meaning. *Virginia Elec. & Power Co. v. State Corp. Commission*, 284 Va. 726, 738 (2012). Staff further notes the Supreme Court’s recent reaffirmation of those principles in *West Virginia & Appalachian Laborers’ District Council v. State Corp. Commission*. 304 Va. 148, 157 (2025).

Applying those principles here leads to a straightforward result. Following the merger, LG&E as the surviving utility will continue to satisfy every requirement established by Va. Code § 56-580 G. Importantly, the General Assembly chose to define the exemption by reference to objective characteristics of the utility and its service territory, rather than limiting the exemption to KU-ODP. Those criteria remain unchanged following the merger: LG&E’s Virginia service territory will remain entirely within Dickenson, Lee, Russell, Scott, and Wise Counties, and LG&E does not propose to provide retail electric service in territories where customers have the right to receive service from another supplier. As Staff correctly concludes, the surviving utility will fit within the words of the statute in the same manner as KU-ODP does today.

Common sense reinforces this interpretation. The merger will not expand the utility's service territory, alter its customer base, or change its operational footprint in Virginia. After the merger, the same customers will continue to receive the same electric service in the same territory as they receive today. Under these circumstances, there is no basis to conclude that a change in corporate form alone extinguishes an exemption that continues to be satisfied.

3. Virginia Merger Law Provides Additional Support for the Continued Application of the Exemption

Although the plain language of Va. Code § 56-580 G is sufficient to resolve the issue presented, Virginia merger law provides additional support for the conclusion that the exemption will continue to apply following the merger. Virginia Code § 13.1-721 A provides that, upon the effectiveness of a merger, "all the rights, privileges, franchises, and immunities" of the merging entities vest in the surviving corporation. It is reasonable to understand the exemption set forth in Va. Code § 56-580 G as a type of statutory privilege or immunity contemplated by Va. Code § 13.1-721 A.

Moreover, nothing in Va. Code § 56-580 G states that the exemption terminates in the event of a merger or that the exemption applies only to KU-ODP as a corporate entity. Instead, as discussed above, the General Assembly tied the exemption to objective territorial and operational characteristics that will remain unchanged following the merger. Therefore, consistent with Va. Code § 13.1-721 A, the Commission should conclude that the exemption continues to apply to the surviving utility.

4. The Commission's Prior Precedent Supports the Requested Declaratory Order

The requested declaratory order is also consistent with the Commission's longstanding treatment of KU-ODP. As the Companies explained in their Application, and as Staff acknowledged in its brief, the Commission has consistently recognized KU-ODP's exemption in Va. Code § 56-580 G and has regulated KU-ODP under Chapter 10 rather than Chapter 23 for many years.

Staff further notes that the Commission's recent decision in *Petition of Appalachian Voices v. Kentucky Utilities Company d/b/a Old Dominion Power Company*, Case No. PUR-2025-00047, supports the requested relief. In that proceeding, the Commission declined to read KU-ODP into a statutory framework that did not expressly apply to it, finding that the statute should not be interpreted to insert "an otherwise unreferenced utility" into a framework from which the General Assembly had excluded it.

The same principle applies here. Just as the Commission declined in PUR-2025-00047 to enlarge statutory obligations beyond those imposed by the General Assembly, it should decline here to impose limitations on § 56-580 G that the General Assembly did not enact. The legislature established the conditions under which the exemption applies and the circumstances under which it may cease to apply. The proposed merger does not alter any of those conditions. Accordingly, the Commission's prior precedent supports issuance of the requested declaratory order.

5. Conclusion

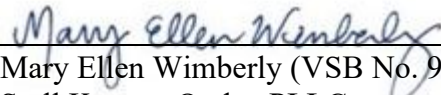
Staff's analysis confirms what the plain language of Va. Code § 56-580 G already demonstrates: the proposed merger will not alter the facts that qualify the surviving utility's Virginia operations for the statutory exemption. The surviving utility will continue to satisfy the

statutory requirements, and no party has identified any language in Va. Code § 56-580 G suggesting that the exemption terminates merely because KU-ODP merges into LG&E.

For these reasons, Kentucky Utilities Company d/b/a Old Dominion Power Company and Louisville Gas and Electric Company respectfully request that the Commission issue a declaratory order confirming that the exemption set forth in Virginia Code § 56-580 G will continue to apply following the merger.

Dated: July 24, 2026

Respectfully submitted,

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the foregoing Motion was produced in electronic medium on July 24, 2026 to the following persons:

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