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Case Number: PUR-2026-00052

Case Name: 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

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September 23, 2026

VIA ELECTRONIC FILING

Bernard Logan
Clerk, Virginia State Corporation Commission
Document Control Center
Tyler Building – 1st Floor
1300 East Main Street
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:

Kentucky Utilities Company doing business as Old Dominion Power Company ("KU-ODP") and Louisville Gas and Electric Company (collectively, the "Companies") hereby file their response to the Staff Report dated and filed in the above-captioned case on September 14, 2026.

The Companies appreciate the Staff Report and generally agree with its Findings and Conclusions. The Companies respectfully ask the Virginia State Corporation Commission ("Commission") to issue a final order in this proceeding as soon as reasonably practicable accepting Staff's recommendations with the following minor clarifications:

- Concerning a potential name change for the surviving merged entity,¹ the Companies have determined that upon merger the surviving merged entity will seek to change its name to Kentucky Utilities Company. This will have no effect on the name under which it will operate in Virginia, which will continue to be Old Dominion Power Company.
- Concerning item 1 in Appendix A,² the Companies are filing as attachments hereto clean and redlined versions of the most recent draft of the Agreement and Plan of

¹ See Staff Report at 5 n.25.

² Staff Report at 27.

Merger,³ and they respectfully ask that the Commission clarify that only substantive changes to the form of the Agreement and Plan of Merger require prior Commission approval.

- Concerning the recommendation that the merged Companies be required to seek Commission approval “prior to entering into any new financing or affiliate arrangements resulting from the Merger” (item 6 in Appendix A),⁴ the Companies respectfully ask the Commission to clarify that this requirement would not apply to financings and arrangements within the approvals and authority granted by the Commission in Case No. PUR-2026-00083.
- Relatedly, in a transaction separate from the proposed merger of the Companies, PPL Corporation plans to merge LG&E and KU Services Company into PPL Services Corporation. This service company merger will not require changes to any of the Companies’ existing affiliate agreements; rather, PPL Services Corporation will assume all of the rights and obligations currently assigned to LG&E and KU Services Company. Therefore, the Companies respectfully request that the Commission clarify in its final order that this merger will not constitute a “new financing or affiliate arrangement resulting from the Merger.”
- Concerning item 7 in Appendix A, the Companies ask the Commission to clarify that the requirement to “track separately” various costs, savings, and booked amounts means to track merger-related amounts separately, not to attempt to track separate amounts for KU and LG&E post-merger as though they were separate companies, which would be impracticable at best.⁵
- Concerning item 8(b) in Appendix A, the Companies ask the Commission to clarify that the merged entity would not be barred from seeking recovery of a cost it would have incurred irrespective of a merger condition imposed by another regulator.⁶
- Concerning item 10 in Appendix A, the Companies ask the Commission to clarify whether a “credit rating action” would include outlook changes or only actual changes to a credit rating.⁷

³ Please note that the Companies anticipate amending LG&E’s articles and bylaws and seeking co-incorporation in Virginia shortly before the merger. The revisions in the attached draft simply reflect that process and name change.

⁴ See Staff Report at 8 – 10 and 27.

⁵ Staff Report at 27 – 28.

⁶ Staff Report at 28.

⁷ Staff Report at 28.

- Concerning the recommendation that the Commission should approve the transfer of KU-ODP's CPCNs to LG&E (item 11 in Appendix A),⁸ the Companies respectfully ask the Commission to clarify that the transfer approach set out in the recommendation is consistent with the merged entity (LG&E) retaining KU-ODP's existing statutory exemption in Code § 56-580 G.⁹

Again, the Companies appreciate the Staff Report and respectfully ask the Commission to issue a final order in this proceeding as soon as reasonably practicable accepting Staff's recommendations with the above-described clarifications.

Yours very truly,


Mary Ellen Wimberly

cc: William H. Chambliss, General Counsel (Electronic Mail)
Raymond L. Doggett, Senior Counsel, Office of General Counsel (Electronic Mail)
Austin Skeens, Counsel, Office of General Counsel (Electronic Mail)
Kimberly B. Pate, Director, Division of Utility Accounting & Finance (Electronic Mail)
David Essah, Director, Division of Public Utility Regulation (Electronic Mail)

Office of Attorney General, Division of Consumer Counsel (Electronic Mail)

Robert M. Conroy, Vice President, Regulatory Affairs, LG&E and KU Services Company
Allyson K. Sturgeon, Vice President and Deputy General Counsel-Regulatory, PPL Services Corporation
Sara V. Judd, Assistant General Counsel, PPL Services Corporation
W. Duncan Crosby, III, Attorney, Stoll Keenon Ogden PLLC

⁸ See Staff Report at 3, 13, and 28.

⁹ See Staff Report at 2 – 3.

AGREEMENT AND PLAN OF MERGER
FOR THE MERGER OF
KENTUCKY UTILITIES COMPANY
WITH AND INTO
LOUISVILLE GAS AND ELECTRIC COMPANY

This Agreement and Plan of Merger (this “Plan of Merger”) is made and entered into effective as of _____, 20[] by and between KENTUCKY UTILITIES COMPANY, a Kentucky and Virginia corporation (“KU”), and LOUISVILLE GAS AND ELECTRIC COMPANY, a Kentucky [and Virginia] corporation (“LGE”).

RECITALS:

A. The Boards of Directors of KU and LGE have determined that, under the Kentucky Business Corporation Act and Virginia Stock Corporation Act, KU should be merged with and into LGE, with LGE as the surviving corporation, which will [or has] dually incorporate[d] in Virginia in connection with the transaction (the “Merger”).

B. The respective Boards of Directors of KU and LGE have approved this Plan of Merger and the Merger.

AGREEMENTS:

IN CONSIDERATION OF the recitals and the mutual agreements contained in this Plan of Merger, and for the purposes of setting forth the terms and conditions of the Merger and such other provisions as are deemed necessary or appropriate in connection with the Merger, KU and LGE agree as follows:

ARTICLE 1
MERGER

1.1. Merger. Subject to the approval of this Plan of Merger by the sole shareholder of LGE and KU, and on the terms and subject to the conditions set forth in this Plan of Merger, at the Effective Time (as hereinafter defined), KU shall be merged with and into LGE pursuant to the provisions of, and with the effect provided in, the Kentucky Business Corporation Act, the Virginia Stock Corporation Act, and other applicable law. At the Effective Time, the separate existence of KU shall cease and Louisville Gas and Electric Company, a Kentucky corporation, shall be the surviving corporation and shall continue from and after the Merger as a Kentucky and Virginia corporation. (LGE as existing on and after the Effective Time is sometimes referred to as the “Surviving Corporation.”)

1.2. Effective Time. If approved by the sole shareholder of LGE and KU, the Merger described in this Plan of Merger shall become effective as of the time and date specified as the effective time and date in the Articles of Merger filed with the Kentucky Secretary of State and the Certificate of Merger issued by the State Corporation Commission of Virginia (the “Effective Time”).

ARTICLE 2

ARTICLES OF INCORPORATION; BYLAWS; DIRECTORS AND OFFICERS

2.1. Articles of Incorporation. The Amended and Restated Articles of Incorporation of LGE in effect immediately prior to the Effective Time, as amended by this Plan of Merger as set forth in Section 2.2 below, shall be the Articles of Incorporation of the Surviving Corporation, until otherwise amended, restated or repealed.

2.2. Amendment. Article I of the Amended and Restated Articles of Incorporation of LGE, as the Surviving Corporation, shall be amended to state as follows: “The name of the Corporation is: Kentucky Utilities Company.”

2.3. Bylaws. The Bylaws of LGE in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation, until otherwise amended, restated or repealed.

2.4. Directors and Officers. The directors and officers of LGE in office immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation from and after the Effective Time, until their resignation or removal or until their successors are elected and qualified.

ARTICLE 3

MANNER OF CONVERTING SHARES

3.1. LGE’s and KU’s Shares. At the Effective Time, by virtue of the Merger and without any action on the part of LGE, KU or their respective shareholders, the shares of KU and LGE shall be cancelled or remain outstanding as follows:

(a) Each LGE share outstanding immediately prior to the Effective Time shall remain outstanding from and after the Effective Time and shall be unaffected by the Merger.

(b) Each KU share outstanding immediately prior to the Effective Time shall be cancelled.

ARTICLE 4
SHAREHOLDER'S APPROVAL

4.1. KU Shareholder's Approval.

(a) KU shall submit this Plan of Merger and the proposed Merger to its sole shareholder for consideration and approval in accordance with the Kentucky Business Corporation Act, Virginia Stock Corporation Act, and KU's Bylaws. This Plan of Merger and proposed Merger shall be approved by KU's shareholder if the shareholder votes in favor of this Plan of Merger and the proposed Merger.

(b) KU's Board of Directors recommends approval of this Plan of Merger and the Merger by KU's sole shareholder.

4.2. LGE Shareholder's Approval.

(a) LGE shall submit this Plan of Merger and the proposed Merger to its sole shareholder for consideration and approval in accordance with the Kentucky Business Corporation Act, Virginia Stock Corporation Act, and LGE's Bylaws. This Plan of Merger and proposed Merger shall be approved by LGE's shareholder if the shareholder votes in favor of this Plan of Merger and the proposed Merger.

(b) LGE's Board of Directors recommends approval of this Plan of Merger and the Merger by LGE's sole shareholder.

4.3. Notice to Shareholder. Pursuant to Section 13.1-719.D. of the Virginia Stock Corporation Act, the Surviving Corporation's parent entity, within ten (10) days after the Effective Time, shall notify each shareholder of LGE and KU that the Merger has become effective.

ARTICLE 5
CERTAIN EFFECTS OF MERGER

At the Effective Time, the Merger shall have the effects described in the Kentucky Business Corporation Act, Virginia Stock Corporation Act, and other applicable law, including without limitation the following effects: the separate existence of KU shall cease; title to all property, whether real, personal or intangible, owned by each of KU and LGE and every contract right possessed by KU and LGE shall be vested in the Surviving Corporation without transfer, reversion or impairment; the rights, privileges, powers, franchises and interests owned or held by KU shall be vested in the Surviving Corporation, without transfer, reversion or impairment; the Surviving Corporation shall have all debts, obligations and liabilities of LGE and KU; any proceeding pending against LGE or KU may be continued as if the Merger did not occur or the Surviving Company may be substituted in any such proceeding for KU; the Amended and Restated Articles of Incorporation of LGE shall be amended to the extent provided in this Plan of Merger; the shares of LGE outstanding immediately prior to the Effective Time shall remain

outstanding; the shares of KU outstanding immediately prior to the Effective Time shall be cancelled; and the Surviving Corporation shall be a Kentucky and Virginia corporation.

ARTICLE 6

FURTHER ASSURANCES

If at any time the Surviving Company shall consider or be advised that any further assignments, conveyances or assurances are necessary or appropriate to vest, perfect, confirm or record in the Surviving Company title to any property, rights, privileges, powers, franchises or interests of KU, or to otherwise carry out the provisions of this Plan of Merger, the proper officers and directors of KU last in office (or, if for any reason they are not available, the officers of the Surviving Company acting on behalf of KU), shall execute and deliver any and all assignments, conveyances, agreements, documents, instruments and assurances, and do all things necessary or appropriate to vest, perfect or confirm title to such property, rights, privileges, powers, franchises and interests in the Surviving Company and to otherwise carry out the provisions hereof.

ARTICLE 7

TERMINATION

This Plan of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Time, and whether before or after approval of this Plan of Merger by the shareholder of KU or of LG&E, if the Board of Directors of KU or LGE duly adopts a resolution terminating and abandoning this Plan of Merger and the proposed Merger.

ARTICLE 8

FILING OF ARTICLES OF MERGER

If (i) this Plan of Merger is approved by the Boards of Directors of LGE and KU, (ii) this Plan of Merger is approved by the shareholder of LGE and KU, and (iii) this Plan of Merger is not thereafter, and has not been, terminated or abandoned as permitted by the provisions hereof, then Articles of Merger evidencing the Merger shall be filed and recorded in the offices of the Kentucky Secretary of State, State Corporation Commission of Virginia, and other appropriate offices, in accordance with the Kentucky Business Corporation Act and Virginia Stock Corporation Act.

ARTICLE 9

MISCELLANEOUS

9.1. Governing Law. This Plan of Merger shall be governed by and construed in accordance with the laws of the Commonwealth of Kentucky and the laws of the Commonwealth of Virginia, regardless of the principles of conflicts of laws applied by Kentucky, Virginia or any other jurisdiction.

9.2. Counterparts. This Plan of Merger may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same document.

9.3. Captions. The captions contained in this Plan of Merger are for reference purposes only and are not part of this Plan of Merger.

[Remainder of page intentionally left blank; signature page follows.]

IN WITNESS WHEREOF, each of LGE and KU has duly executed and delivered this Plan of Merger effective as of the date set forth in the caption.

**LOUISVILLE GAS AND ELECTRIC
COMPANY**

By: _____

Name:

Title:

KENTUCKY UTILITIES COMPANY

By: _____

Name:

Title:

[Signature page to Plan of Merger]

AGREEMENT AND PLAN OF MERGER
FOR THE MERGER OF
KENTUCKY UTILITIES COMPANY
WITH AND INTO
LOUISVILLE GAS AND ELECTRIC COMPANY

This Agreement and Plan of Merger (this “Plan of Merger”) is made and entered into effective as of _____, 20[] by and between KENTUCKY UTILITIES COMPANY, a Kentucky and Virginia corporation (“KU”), and LOUISVILLE GAS AND ELECTRIC COMPANY, a ~~{Kentucky~~ [and Virginia] corporation (“LGE”).

RECITALS:

A. The Boards of Directors of KU and LGE have determined that, under the Kentucky Business Corporation Act and Virginia Stock Corporation Act, KU should be merged with and into LGE, with LGE as the surviving corporation, which will [or has] ~~dually-incorporate~~ dually incorporate[d] in Virginia in connection with the transaction (the “Merger”).

B. The respective Boards of Directors of KU and LGE have approved this Plan of Merger and the Merger.

AGREEMENTS:

IN CONSIDERATION OF the recitals and the mutual agreements contained in this Plan of Merger, and for the purposes of setting forth the terms and conditions of the Merger and such other provisions as are deemed necessary or appropriate in connection with the Merger, KU and LGE agree as follows:

ARTICLE 1
MERGER

1.1. Merger. Subject to the approval of this Plan of Merger by the sole shareholder of LGE and KU, and on the terms and subject to the conditions set forth in this Plan of Merger, at the Effective Time (as hereinafter defined), KU shall be merged with and into LGE pursuant to the provisions of, and with the effect provided in, the Kentucky Business Corporation Act, the Virginia Stock Corporation Act, and other applicable law. At the Effective Time, the separate existence of KU shall cease and Louisville Gas and Electric Company, a ~~{Kentucky}~~ corporation, shall be the surviving corporation and shall continue from and after the Merger as a

Kentucky and Virginia corporation. (LGE as existing on and after the Effective Time is sometimes referred to as the “Surviving Corporation.”)

1.2. Effective Time. If approved by the sole shareholder of LGE and KU, the Merger described in this Plan of Merger shall become effective ~~at 12:01 a.m. Eastern time on _____, 20[]~~ as of the time and date specified as the effective time and date in the Articles of Merger filed with the Kentucky Secretary of State and the Certificate of Merger issued by the State Corporation Commission of Virginia (the “Effective Time”).

ARTICLE 2

ARTICLES OF INCORPORATION; BYLAWS; DIRECTORS AND OFFICERS

2.1. Articles of Incorporation. ~~{The Amended and Restated Articles of Incorporation of LGE in effect immediately prior to the Effective Time [a copy of which is attached hereto as Attachment 1 and incorporated herein by reference]}~~, as amended by this Plan of Merger as set forth in Section 2.2 below, shall be the Articles of Incorporation of the Surviving Corporation, until otherwise amended, restated or repealed.

2.2. Amendment. Article I of the Amended and Restated Articles of Incorporation of LGE, as the Surviving Corporation, shall be amended to state as follows: “The name of the Corporation is: Kentucky Utilities Company.”

2.3. ~~2.2.~~ Bylaws. ~~{The Bylaws of LGE in effect immediately prior to the Effective Time} [a copy of which is attached hereto as Attachment 2 and incorporated herein by reference]}~~ shall be the Bylaws of the Surviving Corporation, until otherwise amended, restated or repealed.

2.4. ~~2.3.~~ Directors and Officers. The directors and officers of LGE in office immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation from and after the Effective Time, until their resignation or removal or until their successors are elected and qualified.

ARTICLE 3

MANNER OF CONVERTING SHARES

3.1. LGE’s and KU’s Shares. At the Effective Time, by virtue of the Merger and without any action on the part of LGE, KU or their respective shareholders, the shares of KU and LGE shall be cancelled or remain outstanding as follows:

(a) Each LGE share outstanding immediately prior to the Effective Time shall remain outstanding from and after the Effective Time and shall be unaffected by the Merger.

(b) Each KU share outstanding immediately prior to the Effective Time shall be cancelled.

ARTICLE 4

SHAREHOLDER'S APPROVAL

4.1. KU Shareholder's Approval.

(a) KU shall submit this Plan of Merger and the proposed Merger to its sole shareholder for consideration and approval in accordance with the Kentucky Business Corporation Act, Virginia Stock Corporation Act², and KU's Bylaws. This Plan of Merger and proposed Merger shall be approved by KU's shareholder if the shareholder votes in favor of this Plan of Merger and the proposed Merger.

(b) KU's Board of Directors recommends approval of this Plan of Merger and the Merger by KU's sole shareholder.

4.2. LGE Shareholder's Approval.

(a) LGE shall submit this Plan of Merger and the proposed Merger to its sole shareholder for consideration and approval in accordance with the Kentucky Business Corporation Act, [Virginia Stock Corporation Act]², and LGE's Bylaws. This Plan of Merger and proposed Merger shall be approved by LGE's shareholder if the shareholder votes in favor of this Plan of Merger and the proposed Merger.

(b) LGE's Board of Directors recommends approval of this Plan of Merger and the Merger by LGE's sole shareholder.

4.3. Notice to Shareholder. Pursuant to Section 13.1-719.D. of the Virginia Stock Corporation Act, the Surviving Corporation's parent entity, within ten (10) days after the Effective Time, shall notify each shareholder of LGE and KU that the Merger has become effective.

ARTICLE 5

CERTAIN EFFECTS OF MERGER

At the Effective Time, the Merger shall have the effects described in the Kentucky Business Corporation Act, Virginia Stock Corporation Act, and other applicable law, including without limitation the following effects: the separate existence of KU shall cease; title to all property, whether real, personal or intangible, owned by each of KU and LGE and every contract right possessed by KU and LGE shall be vested in the Surviving Corporation without transfer, reversion or impairment; the rights, privileges, powers, franchises and interests owned or held by KU shall be vested in the Surviving Corporation, without transfer, reversion or impairment; the Surviving Corporation shall have all debts, obligations and liabilities of LGE and KU; any proceeding pending against LGE or KU may be continued as if the Merger did not occur or the Surviving Company may be substituted in any such proceeding for KU; the [Amended and Restated Articles of Incorporation of LGE shall be amended to the extent provided in this Plan of Merger](#); the shares of LGE outstanding immediately prior to the Effective Time shall remain outstanding; the shares of KU outstanding immediately prior to the Effective Time shall be cancelled; and the Surviving Corporation shall be a Kentucky and Virginia corporation.

ARTICLE 6

FURTHER ASSURANCES

If at any time the Surviving Company shall consider or be advised that any further assignments, conveyances or assurances are necessary or appropriate to vest, perfect, confirm or record in the Surviving Company title to any property, rights, privileges, powers, franchises or interests of KU, or to otherwise carry out the provisions of this Plan of Merger, the proper officers and directors of KU last in office (or, if for any reason they are not available, the officers of the Surviving Company acting on behalf of KU), shall execute and deliver any and all assignments, conveyances, agreements, documents, instruments and assurances, and do all things necessary or appropriate to vest, perfect or confirm title to such property, rights, privileges, powers, franchises and interests in the Surviving Company and to otherwise carry out the provisions hereof.

ARTICLE 7

TERMINATION

This Plan of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Time, and whether before or after approval of this Plan of Merger by the shareholder of KU or of LG&E, if the Board of Directors of KU or LGE duly adopts a resolution terminating and abandoning this Plan of Merger and the proposed Merger.

ARTICLE 8

FILING OF ARTICLES OF MERGER

If (i) this Plan of Merger is approved by the Boards of Directors of LGE and KU, (ii) this Plan of Merger is approved by the shareholder of LGE and KU, and (iii) this Plan of Merger is

not thereafter, and has not been, terminated or abandoned as permitted by the provisions hereof, then Articles of Merger evidencing the Merger shall be filed and recorded in the offices of the Kentucky Secretary of State, State Corporation Commission of Virginia, and other appropriate offices, in accordance with the Kentucky Business Corporation Act and Virginia Stock Corporation Act.

ARTICLE 9

MISCELLANEOUS

9.1. Governing Law. This Plan of Merger shall be governed by and construed in accordance with the laws of the Commonwealth of Kentucky and the laws of the Commonwealth of Virginia, regardless of the principles of conflicts of laws applied by Kentucky, Virginia or any other jurisdiction.

9.2. Counterparts. This Plan of Merger may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same document.

9.3. Captions. The captions contained in this Plan of Merger are for reference purposes only and are not part of this Plan of Merger.

[Remainder of page intentionally left blank; signature page follows.]

IN WITNESS WHEREOF, each of LGE and KU has duly executed and delivered this Plan of Merger effective as of the date set forth in the caption.

**LOUISVILLE GAS AND ELECTRIC
COMPANY**

By: _____
Name:
Title:

KENTUCKY UTILITIES COMPANY

By: _____
Name:
Title:

[Signature page to Plan of Merger]

~~{ATTACHMENT 1}~~

~~{Surviving Corporation's Articles of Incorporation}~~

~~{ATTACHMENT 2}~~

~~{Surviving Corporation's Bylaws}~~

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Delete	24
Move From	0
<u>Move To</u>	0
<u>Table Insert</u>	0
Table Delete	0
<u>Table moves to</u>	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	37