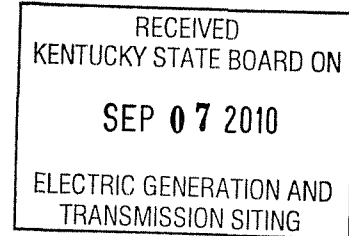


September 3, 2010

Mr. David L. Armstrong
Chairman
Kentucky State Board on Electric Generation
and Transmission Siting
P.O. Box 615
Frankfort, KY 40601



Ms. Ruth Rowles
GIS Manager
Kentucky Public Service Commission
P.O. Box 615
Frankfort, KY 40601

RE: Application Of Southern Indiana Gas & Electric Co., D/B/A
Vectren Energy Delivery Of Indiana, Inc. For A Construction
Certificate To Construct An Electric Transmission Line From
Its A.B. Brown Plant To The Big Rivers EHV Station

Kentucky State Board on Electric Generation and Transmission
Siting/Case Number 2010-00223

Dear Mr. Armstrong and Ms. Rowles:

In accordance with the Orders of the Kentucky State Board on Electric Generation and Transmission Siting, I am executing this Constraint Agreement on behalf of my clients the City of Henderson, Henderson Municipal Power & Light, and Henderson Water Utility.

I understand that since September 11, 2001, location data of critical utility structures is considered sensitive information for reasons of homeland security. I will only use the information for the legitimate government function for which the information was requested and provided. I acknowledge that provision of the data, or maps made with the data, does not in itself create any rights to operate, adjust, modify, or otherwise interfere with the operation of any utility facility. Any of this data which provides location of underground facilities will never be used as a substitute for contacting a one-call center, such as 811, prior to excavation activities.

Mr. David Armstrong
September 3, 2010
Page 2

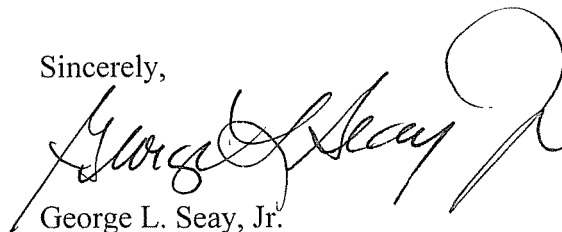
I will not publish this data or maps made using this data on a World Wide Web site with public access. I agree to maintain a list of those persons that have been provided access to view detailed maps (scale of more than 1:500,000) of this information. I will include a statement on or with any map (digital or paper) made with the data to the effect that this data is considered sensitive information for reasons of homeland security and its distribution and use is restricted. I will include additional information on or with the map pertaining to restrictions and use as included in the Use Constraint Agreement.

I will not redistribute this data to others, but shall refer requests by others for such information to the Kentucky Public Service Commission. I will give credit to the Kentucky Public Service Commission (PSC).

I will abide by the following data disclaimer: All information within the product is believed accurate but is not guaranteed without error. While attempts have been made to ensure the correctness of the information presented, neither the Kentucky Public Service Commission nor any party involved in the creation and compilation of the data guarantees their accuracy, completeness, or suitability for a particular use. Any reliance on the information without independent verification from the applicable utility is entirely at the user's own risk.

Finally, I will take reasonable steps to safeguard the information against any use inconsistent with the Use Constraint Agreement and against any further disclosure or dissemination.

Sincerely,



George L. Seay, Jr.

GLS/ekc