

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

ELECTRONIC APPLICATION OF KENTUCKY)	
POWER COMPANY FOR (1) A GENERAL)	
ADJUSTMENT OF ITS RATES FOR ELECTRIC)	
SERVICE; (2) APPROVAL OF TARIFFS AND)	
RIDERS; (3) APPROVAL OF ACCOUNTING)	CASE NO.
PRACTICES TO ESTABLISH REGULATORY)	2023-00159
ASSETS AND LIABILITIES; (4) A)	
SECURITIZATION FINANCING ORDER; AND (5))	
ALL OTHER REQUIRED APPROVALS AND)	
RELIEF)	

ORDER

On July 10, 2023, Kentucky Power Company (Kentucky Power) filed an application for a securitization financing order pursuant to KRS 278.672.¹ Pursuant to KRS 278.674(3)(a), the costs associated with retaining counsel or financial advisors shall be paid by the applicant and be included as financial costs in the securitization surcharge.² On August 2, 2023, the Commission entered an Order dictating the process by which Kentucky Power will remit payment for the costs associated with the Commission's advisers in this case.³

The Commission finds that Orrick, Herrington, & Sutcliffe, LLP (Orrick) submitted invoices for July 2024 through June 2025 for legal consulting services (Invoices). The

¹ Kentucky Power tendered its application on June 29, 2023, and the application was rejected for filing deficiencies. On July 10, 2023, Kentucky Power tendered documents to cure the deficiency. The documents cured the deficiency, and the application was deemed filed on July 10, 2023.

² KRS 278.674(3)(a).

³ Order (Ky. PSC Aug. 2, 2023).

Invoices from that period for which there were charges are attached as an Appendix to this Order.⁴ Kentucky Power should remit payment for the amount of the invoices within 30 days of the date of service of this Order by cashier's check or money order payable to the Kentucky State Treasurer and mailed or delivered to the Office of the General Counsel, Kentucky Public Service Commission, 211 Sower Boulevard, Post Office Box 615, Frankfort, Kentucky 40602.

IT IS THEREFORE ORDERED that:

1. Kentucky Power shall remit payment to the Commission for Orrick's services rendered as a consultant to the Commission.
2. Kentucky Power shall remit payment of the Invoices within 30 days of the date of service of this Order.
3. The payment shall be a cashier's check or money order made payable to the Kentucky State Treasurer that is delivered or postmarked as mailed to the Office of General Counsel, Public Service Commission, P.O. Box 615, Frankfort, Kentucky 40602-0615, before the deadline.

⁴ The invoices are partially redacted to protect privileged information. The invoices for September 2024 and February 2025 were for \$0.00, and therefore, they were not included.

PUBLIC SERVICE COMMISSION



Chairman



Commissioner



Commissioner

ATTEST:

 

Executive Director



APPENDIX

APPENDIX TO AN ORDER OF THE KENTUCKY PUBLIC SERVICE
COMMISSION IN CASE NO. 2023-00159 DATED AUG 29 2025

FIFTY-THREE PAGES TO FOLLOW

PERSONAL SERVICE CONTRACT INVOICE FORM
GOVERNMENT CONTRACT REVIEW COMMITTEE
LEGISLATIVE RESEARCH COMMISSION

Pursuant to KRS 45A.695, **no payment shall be made on any personal service contract** unless the individual, firm, partnership, or corporation awarded the personal service contract submits its invoice for payment on a form established by the committee.

Invoices shall be submitted every ninety (90) days, unless the personal service contract specifies a different submission time period.

Separate invoices shall be submitted for each distinct matter covered by the personal service contract, and shall be signed by the individual responsible for that matter

The issuance of an invoice to the Commonwealth constitutes an affirmation by the individual, firm, partnership, or corporation awarded the personal service contract that the invoice truly and accurately represents work actually performed, and the expenses actually incurred.

The head of the contracting body shall approve the invoice, indicating that the charges in the invoice reflect the value of the work performed, and all recorded costs and disbursements were reasonably and necessarily incurred in connection with the matter invoiced.

NOTE: All questions must be answered fully. If the space provided is insufficient, additional pages should be attached referencing the specifically numbered item. Any questions regarding the invoice requirements should be directed to the contracting agency.

Contract Number: 2400003657 **Date of Invoice:** August 8, 2024

Commonwealth of Kentucky
Contracting Body

KY Public Service Commission
Division, Branch, etc.

1. Name & Address of Contractor:

Orrick, Herrington & Sutcliffe
405 Howard Street
San Francisco, CA 95105

2. Contractor's Tax I.D. Number: 94-2952627

3. Effective Period of Contract:

Starting Date: July 1, 2024
Ending Date: June 30, 2026

4. Combined Total Amount Charged in this Invoice for Services and Reimbursable

Disbursements: \$103,500 (\$18,000 credit applied)

5. Dates of Service Covered under this invoice:

Starting Date: July 1, 2024
Ending Date: July 31, 2024

6. Is this the FINAL invoice for services performed under this contract:

 Yes X No

7. Date of most recent invoice submitted prior to this invoice: July 10, 2024

8. How often is the contractor required to submit invoices under the terms of the personal service contract: Monthly.

9. Provide a description of the matter covered by this invoice:

Legal Services.

10. Provide a full description of each service provided, including the date each service was performed, the name and title of each individual who worked on the matter, and the time the individual spent on the matter: Information is provided on August Invoice No. 2206269

11. Provide the hourly rate for each individual working on the matter and the total charge for that individual for each matter involved: Dean E. Criddle: \$1,200/hr
Bill Medaille: \$1,000/hr

12. Provide the subject matter and recipient of any correspondence:

Subject: Kentucky Power Company Application
Recipients: Dean E. Criddle and Bill Medaille

13. Provide a full description of any work product produced, designating the way in which the work product is associated with the matter being invoiced. (Attorneys Billing for Legal Services: If you contend that any information is subject to privilege, please identify the privileged item, and provide sufficient information to evaluate the claim of privilege):

14. Provide an itemized list of all disbursements to be reimbursed by the state for each matter invoiced and the total charge for that matter:

SIGNATURES:

Contractor: _____

Date: 08/08/2024

Title: _____

Contracting Body

Approved by: _____

Date: _____

Title: _____



Kentucky Public Service Commission
211 Sower Blvd
Frankfort, KY 40601
Attn: Vickie Cravens

August 8, 2024
Client No. 54107
Invoice No. 2206269

Orrick Contact: Jerry V. Kyle Jr.

FOR SERVICES RENDERED through July 31, 2024 in connection with the matters described on the attached pages:	\$	121,500.00
DISBURSEMENTS as per attached pages:		0.00
TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):	\$	<u>121,500.00</u>

Matter(s): 54107/3 – Kentucky Power Company Application

DUE UPON RECEIPT

The following is for information only:

Previous Balance not included in this invoice:	\$29,040.00
If this amount has already been paid, please disregard.	

In order to ensure proper credit to your account,
please reference your **INVOICE** and **CLIENT** numbers on your remittance.
For inquiries, call: (304) 231-2704. Fax (304) 231-2501.

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:

*Orrick, Herrington & Sutcliffe LLP
2121 Main Street
Wheeling, WV 26003
Reference: 54107/ Invoice: 2206269*

ELECTRONIC FUNDS TRANSFERS:

ACH & Wire Transfers:
ABA Number 121000248
SWIFT CODE: WFBUS6S
Account Number: 4123701088
*Wells Fargo
420 Montgomery Street
San Francisco, CA 94104
Account of
Orrick, Herrington & Sutcliffe LLP
Reference: 54107/ Invoice: 2206269
E.I.N. 94-2952627*

OVERNIGHT DELIVERY:

*Orrick, Herrington & Sutcliffe LLP
2121 Main Street
Wheeling, WV 26003
(304) 231-2703
Reference: 54107/ Invoice:
2206269*

To pay online visit www.e-billexpress.com/ebpp/Orrick/



Kentucky Public Service Commission
211 Sower Blvd
Frankfort, KY 40601
Attn: Vickie Cravens

August 8, 2024
Client No. 54107
Invoice No. 2206269

Orrick Contact: Jerry V. Kyle Jr.

For Legal Services Rendered Through July 31, 2024 in Connection With:

Matter: 3 - Kentucky Power Company Application

07/01/24	D. Criddle	Reviewing Underwriter interview materials circulated by F. Messner (0.6); email exchange with B. Bellamy re preparing for Underwriter interviews today (0.3); email exchanges with J. Fichera re same (0.5); attending Jefferies interview (1.1); attending Teams meeting with B. Bellamy, et al. to prepare for Goldman interview (0.9); post-mortem telephone conference with J. Fichera (0.3); reviewing Morgan Stanley's response to RFI (0.8); reviewing Guggenheim Securities response to RFI (1.1); reviewing Cantor's follow-up submission (0.7).	6.90
07/02/24	D. Criddle	Email exchanges with Commission Team re Morgan Stanley's RFI response in preparation for interview (1.2); pre-interview Teams meeting with Commission Staff/Saber Partners (0.5); Teams meeting interview with Morgan Stanley (1.2); post-mortem telephone conference with J. Fichera (0.4); reviewing and preparing comments on Morgan Stanley's proposed form of Model Disclosure Agreement/email to B. Bellamy, B. Thomas and Saber Partners Team re same (1.2); Teams meeting interview with Guggenheim (1.1); follow-up telephone conference with J. Fichera (0.2); email to B. Bellamy, B. Thomas, et al. re rating on Entergy New Orleans 2015 RRBs (0.7); email exchanges with S. Heller, et al. re [REDACTED] (1.9).	8.40
07/03/24	D. Criddle	Teams meeting with B. Bellamy, B. Thomas, Saber Partners for post-mortem on Underwriter interviews (1.1); post-mortem telephone conference with J. Fichera (0.2).	1.30

07/08/24	D. Criddle	Monitoring email exchanges from B. Bellamy, J. Fichera re [REDACTED] (0.4); email exchange with J. Fichera re "to do" list/Agenda (0.5); reviewing Morgan Stanley's supplemental RFI response/Saber Partners' follow-up (0.3); telephone conference with J. Fichera re same and re preparations to 7/8 Teams meeting (0.6).	1.80
07/09/24	D. Criddle	Email exchanges w B. Bellamy, J. Fichera in preparation for Teams meeting with AEP (0.5); telephone conference with J. Fichera re same (0.3); Teams meeting with B. Bellamy, B. Thomas and Saber Partners (0.5); Teams meeting with KP, AEP, B. Bellamy, B. Thomas and Saber Partners re [REDACTED] (1.0); email to B. Bellamy, B. Thomas and J. Fichera re [REDACTED] (0.9); reviewing J. Fichera's emails re same (0.2).	3.40
07/10/24	D. Criddle	Teams meeting with B. Bellamy, B. Thomas, Saber Partners re next steps (1.3); reviewing F. Messner's revised draft RFI for Trustee (0.4); monitoring email exchanges between B. Bellamy, F. Messner, et al. re Underwriter selection and next steps (0.3) .	2.00
07/11/24	D. Criddle	Monitoring email exchanges re engagement calls with bookrunning Underwriters (0.7).	0.70
07/12/24	D. Criddle	Monitoring email exchanges re bookrunning Underwriter selection. (0.6).	0.60
07/15/24	D. Criddle	Monitoring email exchanges among B. Bellamy, F. Messner and J. Fichera, et al. re bookrunning Underwriter selection (0.8); reviewing responses from Moody's, S&P and Fitch (0.6); reviewing Guggenheim RRB Quarterly Market Update (0.7); email exchange with J. Fichera re same (0.2); reviewing PG&E's preliminary Prospectus re [REDACTED] (0.5).	2.80
07/16/24	D. Criddle	Monitoring email exchanges among F. Messner, B. Bellamy, et al. re Underwriters (0.9); email exchanges with B. Bellamy, et al. re [REDACTED] (0.6); telephone conference with J. Fichera re same (0.4); research re [REDACTED] and email to B. Bellamy, et al. re same (0.7); email to B. Bellamy and Commission Team with initial observations on [REDACTED] (0.4).	3.00



Kentucky Public Service Commission - 54107
page 3

August 8, 2024
Invoice No. 2206269

07/17/24	D. Criddle	Email exchanges with Franz Messner, et al. in preparation for Teams meeting (0.3); Teams meeting with Commission Team (1.5).	1.80
07/18/24	D. Criddle	Monitoring email exchanges among B. Bellamy, F. Messner and J. Fichera (0.2); Teams meeting with AEP/KP, Saber Partners, B. Bellamy, et al. (1.5); preparing comments on initial draft Registration Statement (0.3); email exchange with B. Bellamy re same (0.2).	2.20
07/19/24	D. Criddle	Email exchanges with Orrick Team/B. Bellamy re timing/scope of document review (0.5); monitoring email exchanges between B. Bellamy and Saber Partners (0.5).	1.00
07/22/24	D. Criddle	Monitoring email exchanges between B. Bellamy and Saber Partners (0.7); email to B. Bellamy, et al. re Sidley's revised draft of Basic Transaction Documents (1.1).	4.40
07/23/24	B. Medaille	Call with D Criddle to discuss revisions to basic transaction documents.	0.50
07/23/24	D. Criddle	Teams meeting with B. Bellamy and B. Thomas re [REDACTED] (1.5); email exchanges with Orrick Team re same (1.6); Zoom meeting with B. Medaille re same (0.5); reviewing initial draft Registration Statement (1.7); telephone conference and email exchanges with J. Fichera re same (0.7); monitoring email exchanges between B. Bellamy and J. Fichera, et al. re comments on draft documents (1.9); preparing Timeline of activities for Basic Transaction Documents/SEC Registration Statement (1.0).	8.90
07/24/24	B. Medaille	Begin review of basic transaction documents.	2.50
07/24/24	D. Criddle	Reviewing and preparing comments on draft Registration Statement (4.2); monitoring email exchanges among B. Bellamy, Ryan Aguiar, J. Fichera, et al. (1.1); preparing for Teams meeting with Commissioners (1.4); Teams meeting with Commissioners, Staff and Saber Partners (1.8); preparing follow-up emails to B. Bellamy and Brian Thomas re [REDACTED] (0.8).	9.30
07/25/24	B. Medaille	Continue review of revisions to basic transaction documents.	3.50
07/25/24	D. Criddle	Preparing supplemental email to B. Bellamy and B. Thomas re comments on draft Registration Statement (1.5); monitoring email exchanges between B. Bellamy and J. Fichera (0.9); preparing for "kick-off" Teams meeting with Working Group (0.6); reviewing and preparing comments to Commission Staff on revised draft Time & Responsibilities Schedule (1.6); email exchange with B. Medaille re review of Basic Transaction Documents (0.3); attention to same (0.9).	6.20



Kentucky Public Service Commission - 54107
page 4

August 8, 2024
Invoice No. 2206269

07/26/24	B. Medaille	Continue review of revised basic transaction documents.	4.00
07/26/24	D. Criddle	Monitoring email exchanges between B. Bellamy and Saber Partners (0.4); telephone conference with B. McDaille comments on Sidley revised draft Basic Transaction Documents (0.4); reviewing and preparing comments on Sidley's revised draft Sale Agreement (1.1); preparing supplemental email to B. Bellamy and B. Thomas re draft Registration Statement (2.0); reviewing Blackline/Comparite version of draft Financing Order preparing by Winston & Strawn (0.8).	4.70
07/29/24	D. Criddle	Monitor email exchanges among B. Bellamy, Saber Partners, et al. re competitive process for selecting auditor(s)/next steps for reviewing and commenting on draft Registration Statement (0.6); participating in Teams meeting re same (1.3); reviewing and preparing inventory of open issues on Sidley's revised draft Basic Transaction Documents (1.7); reviewing and preparing comments on draft Prospectus (4.6); reviewing and commenting on Saber Partners' comments on draft Registration Statement (0.6); telephone conference with J. Fichera, B. Boada and E. Fitzgerald re Saber Partners' proposed comments on draft Registration Statement (0.5); preparing transmittal email re same to B. Bellamy and B. Thomas (0.2).	9.50
07/30/24	D. Criddle	Email exchanges with B. Bellamy and B. Thomas re T&R Schedule deadlines/Orrick comments on draft Registration Statement (0.8); email to Kate Jovanoska re T&R Schedule deadlines (1.1); reviewing Saber Partners' proposed Registration Statement edits (0.8); preparing for conference with Bill Medaille re comments on Basic Transaction Documents (0.4); conference call with B. Medaille re same (0.9); populating Basic Transaction Documents summary table re Sale Agreement (1.2); email exchanges with B. Medaille re same (0.5); organizing electronic files re KP transaction (0.3); email exchange with B. Bellamy re [REDACTED] (0.7); reviewing Jefferies and Winston & Strawn comments on draft Registration Statement and preparing email re same to B. Bellamy, B. Thomas and Saber Team (3.5).	10.20



Kentucky Public Service Commission - 54107
page 5

August 8, 2024
Invoice No. 2206269

07/31/24 D. Criddle Email exchanges with B. Bellamy re [REDACTED] 3.40
[REDACTED] (0.6); monitoring email from and
email exchanges with Saber Partners re draft Registration
Statement (1.0); Teams meeting with Working Group to
review draft Registration Statement (0.9); post-mortem
telephone conference with Saber Partners Team (0.3);
reviewing Franz Messner's email re underwriter fee
splits/trustee selection and email exchanges re same (0.4);
email exchange with B. Bellamy re [REDACTED]
[REDACTED] (0.2).

Total Hours 103.00
Total For Services \$121,500.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dean E. Criddle	92.50	1,200.00	111,000.00
Bill Medaille	10.50	1,000.00	10,500.00
Total All Timekeepers	103.00		\$121,500.00
Credit with respect to Invoice for February 2024 time			(\$18,000.00)
Total Net of Credit			\$103,500.00

PERSONAL SERVICE CONTRACT INVOICE FORM
GOVERNMENT CONTRACT REVIEW COMMITTEE
LEGISLATIVE RESEARCH COMMISSION

Pursuant to KRS 45A.695, **no payment shall be made on any personal service contract** unless the individual, firm, partnership, or corporation awarded the personal service contract submits its invoice for payment on a form established by the committee.

Invoices shall be submitted every ninety (90) days, unless the personal service contract specifies a different submission time period.

Separate invoices shall be submitted for each distinct matter covered by the personal service contract, and shall be signed by the individual responsible for that matter

The issuance of an invoice to the Commonwealth constitutes an affirmation by the individual, firm, partnership, or corporation awarded the personal service contract that the invoice truly and accurately represents work actually performed, and the expenses actually incurred.

The head of the contracting body shall approve the invoice, indicating that the charges in the invoice reflect the value of the work performed, and all recorded costs and disbursements were reasonably and necessarily incurred in connection with the matter invoiced.

NOTE: All questions must be answered fully. If the space provided is insufficient, additional pages should be attached referencing the specifically numbered item. Any questions regarding the invoice requirements should be directed to the contracting agency.

Contract Number: 21400003657 **Date of Invoice:** September 16, 2024

<u>Commonwealth of Kentucky</u>	<u>KY Public Service Commission</u>
Contracting Body	Division, Branch, etc.

1. Name & Address of Contractor:

Orrick, Herrington & Sutcliffe
405 Howard Street
San Francisco, CA 95105

2. Contractor's Tax I.D. Number: 94-2952627

3. Effective Period of Contract:

Starting Date: July 1, 2024
Ending Date: June 30, 2026

4. Combined Total Amount Charged in this

Invoice for Services and Reimbursable
Disbursements: \$216,860

5. Dates of Service Covered under this invoice:

Starting Date: August 1, 2024
Ending Date: August 31, 2024

6. Is this the FINAL invoice for services performed under this contract:

 Yes X No

7. Date of most recent invoice submitted prior to this invoice: August 8, 2024

8. How often is the contractor required to submit invoices under the terms of the personal service contract: Monthly

9. Provide a description of the matter covered by this invoice:

Legal Services.

10. Provide a full description of each service provided, including the date each service was performed, the name and title of each individual who worked on the matter, and the time the individual spent on the matter: Information is provided on September Invoice No. 2213500

11. Provide the hourly rate for each individual working on the matter and the total charge for that individual for each matter involved:

Dean E. Criddle	\$1,200/hr
Dora Y. Mao	\$1,000/hr
Bill Medaille	\$1,000/hr
Michael H. Mitchell	\$1,100/hr

12. Provide the subject matter and recipient of any correspondence:

Subject: Kentucky Power Company Application
Recipients: Dean E. Criddle, Dora Y. Mao, Bill Medaille, and Michael H. Mitchell

13. Provide a full description of any work product produced, designating the way in which the work product is associated with the matter being invoiced. (Attorneys Billing for Legal Services: If you contend that any information is subject to privilege, please identify the privileged item, and provide sufficient information to evaluate the claim of privilege):

14. Provide an itemized list of all disbursements to be reimbursed by the state for each matter invoiced and the total charge for that matter: Express Delivery: \$26.20

SIGNATURES:

Contractor: _____

Date: 09/16/2024

Title: Jerry V. Kyle, Jr., Partner

Contracting Body

Approved by: _____

Date: _____

Title: _____



Kentucky Public Service Commission
211 Sower Blvd
Frankfort, KY 40601
Attn: Vickie Cravens

September 16, 2024
Client No. 54107
Invoice No. 2213500

Orrick Contact: Jerry V. Kyle Jr.

FOR SERVICES RENDERED through August 31, 2024 in connection with the matters described on the attached pages:	\$	216,860.00
DISBURSEMENTS as per attached pages:		26.20
TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):	\$	<u>216,886.20</u>

Matter(s): 54107/3 – Kentucky Power Company Application

DUE UPON RECEIPT

The following is for information only:

Previous Balance not included in this invoice:	\$251,955.00
If this amount has already been paid, please disregard.	

In order to ensure proper credit to your account,
please reference your **INVOICE** and **CLIENT** numbers on your remittance.
For inquiries, call: (304) 231-2704. Fax (304) 231-2501.

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:

*Orrick, Herrington & Sutcliffe LLP
2121 Main Street
Wheeling, WV 26003
Reference: 54107/ Invoice: 2213500*

**ELECTRONIC FUNDS
TRANSFERS:**

ACH & Wire Transfers:
ABA Number 121000248
SWIFT CODE: WFBUS6S
Account Number: 4123701088
*Wells Fargo
420 Montgomery Street
San Francisco, CA 94104
Account of
Orrick, Herrington & Sutcliffe LLP
Reference: 54107/ Invoice: 2213500
E.I.N. 94-2952627*

OVERNIGHT DELIVERY:

*Orrick, Herrington & Sutcliffe LLP
2121 Main Street
Wheeling, WV 26003
(304) 231-2703
Reference: 54107/ Invoice:
2213500*

To pay online visit www.e-billexpress.com/ebpp/Orrick/



Kentucky Public Service Commission
211 Sower Blvd
Frankfort, KY 40601
Attn: Vickie Cravens

September 16, 2024
Client No. 54107
Invoice No. 2213500

Orrick Contact: Jerry V. Kyle Jr.

For Legal Services Rendered Through August 31, 2024 in Connection With:

Matter: 3 - Kentucky Power Company Application

08/01/24	B. Medaille	Continue review of Basic Transaction Documents.	2.00
08/01/24	D. Criddle	Email exchanges with B. Bellamy, et al. re [REDACTED] [REDACTED] (0.2); Teams meeting with Commission Team and Saber Partners Team (0.3); email exchanges and telephone conference with Mike Mitchell re [REDACTED] (2.8); email exchanges with B. Bellamy, T. Thomas, Saber Partners Team re same (1.1); Zoom meeting with Underwriters, Underwriters' Counsel, Commission Staff and Saber Partners (0.3); reviewing and email exchanges with B. Medaille re Orrick comments on Basic Transaction Documents and preparing comments re same (3.1); email exchanges with B. Bellamy, Kate Jovanoska, et al. re edits to the T&R Schedule (1.3).	9.10
08/01/24	M. Mitchell	Email correspondence, related review and analysis re [REDACTED] [REDACTED]	3.00
08/02/24	B. Medaille	Call with Kentucky PSC Staff to discuss [REDACTED] (2.0); revise comments to Basic Transaction Documents and summary; circulate same to Kentucky PSC staff (3.0).	5.00
08/02/24	D. Criddle	Telephone conference with J. Fichera re 7/31 SEC Staff release (0.7); email exchanges and telephone conference with Mike Mitchell re same (0.6); Zoom meeting with B. Bellamy, B. Thomas, M. Mitchell, Saber Partners, et al. re [REDACTED] (2.0); follow-up email exchanges with B. Bellamy and with M. Mitchell (1.1); Zoom meeting with B. Medaille re Orrick comments on Basic Transaction Documents and review same (0.6); reviewing email exchanges re selection of auditors/co-managing underwriters (0.2).	5.20
08/02/24	M. Mitchell	Email correspondence, related review and analysis, and follow-on videoconference with Kentucky Commission and its advisors re [REDACTED]	4.00
08/05/24	D. Criddle	Monitoring email exchanges among B. Bellamy and Saber Partners re Underwriter fee split (0.2).	0.20

08/06/24	D. Criddle	Email exchanges with B. Bellamy and M. Mitchell re [REDACTED] (2.9); research and analysis re same (1.4); telephone conference and email exchanges with M. Mitchell re same (1.6); reviewing and preparing comments on [REDACTED] and email exchanges re same (1.3); preparing email to B. Bellamy and B. Thomas re [REDACTED] (1.6).	8.80
08/06/24	M. Mitchell	Follow-on conference with D. Criddle re [REDACTED] and review and comment on related draft email correspondence to client.	3.50
08/07/24	D. Criddle	Finalizing email to B. Bellamy and B. Thomas re [REDACTED] (1.2); reviewing and preparing comments on Saber Partners' proposed Overview of Transaction (3.2); email exchanges with B. Bellamy/M. Mitchell re [REDACTED] (1.1); email exchanges with B. Bellamy, M. Mitchell re [REDACTED] 1.6); research and analysis re same (1.5).	8.60
08/07/24	M. Mitchell	Follow-on email correspondence with D. Criddle and client re [REDACTED] and review and revise draft disclosure for consideration by client.	3.50
08/08/24	D. Criddle	Email exchanges with B. Bellamy, M. Mitchell, et al. re [REDACTED] (0.8); Team meeting with B. Bellamy, B. Thomas, M. Mitchell and Saber Partners (1.6); Teams meeting with Working Group (0.7); post-mortem Teams meeting with B. Bellamy, B. Thomas, Saber Partners (0.5); follow-up emails re same (1.2); follow-up telephone conference with J. Fichera re same (0.7); email exchanges with P. Morgan, et al. re Sidley's revised draft Basic Transaction Documents (0.7); preparing Timeline of significant SEC developments re [REDACTED] (2.2).	8.40
08/08/24	M. Mitchell	Multiple email correspondence and teleconferences with D. Criddle and client re [REDACTED] and related research and analysis.	4.00

08/09/24	D. Criddle	Email exchanges with B. Bellamy and B. Thomas re all lawyers conference call (0.4); telephone conference with M. Mitchell preparing for all lawyers conference call and email exchanges re same (0.9); email exchanges with B. Bellamy and B. Thomas re comments on Basic Transaction Documents (0.2); reviewing F. Messner's email re Jefferies engagement letter (0.3); telephone conference with P. Morgan re SEC Staff's 7/31 guidance (0.4); reviewing J. Fichera's direct email to Kentucky Commissioners re SEC Staff's recent CD&I and email exchanges re same (0.3); Zoom meeting with Sidley, Winston, Orrick, AEP lawyers and B. Thomas re SEC Staff's 7/31 guidance (1.5); telephone call de-brief with M. Mitchell (0.8); preparing draft email to B. Bellamy, B. Thomas and M. Mitchell summarizing lawyers call re [REDACTED] (1.1).	5.90
08/09/24	M. Mitchell	Videoconference "lawyers' call" and numerous email correspondence and teleconferences with D. Criddle and client re [REDACTED]	4.00
08/10/24	D. Criddle	Finalizing email to B. Bellamy, B. Thomas and M. Mitchell summarizing "lawyers call" (0.7); email exchanges re same (0.3); telephone conference with M. Mitchell re same (0.4).	1.40
08/11/24	D. Criddle	Email to M. Mitchell re [REDACTED] (1.1); telephone conference with M. Mitchell re same and re alternative next steps with SEC (0.7); email exchanges with M. Mitchell re [REDACTED] (1.2).	3.00
08/12/24	B. Medaille	Call with Kentucky PSC staff to discuss Basic Transaction Documents (1.0); prepare for same (1.2).	2.20
08/12/24	D. Criddle	Email exchanges with B. Bellamy et al re [REDACTED] and B. Bellamy re Intercreditor Agreement (0.3); email exchanges with M. Mitchell re [REDACTED] (4.5); email exchanges with B. Bellamy, B. Thomas and Saber Partners re same (1.4); Zoom call with B. Medaille, B. Bellamy and B. Thomas re Orrick comments on Sidley's revised draft Basic Transaction Documents (1.0); email exchanges with B. Medaille re same (0.3).	7.50
08/12/24	M. Mitchell	Email correspondence re [REDACTED]	3.50

08/13/24	B. Medaille	Revise Basic Transaction Documents.	0.90
08/13/24	D. Criddle	Email exchanges with B. Bellamy/J. Fichera re preparing for Teams meeting re [REDACTED] (0.2); Teams meeting re same with B. Bellamy, B. Thomas, Saber Team and M. Mitchell (1.5); follow-up email exchanges re same (0.4); Teams meeting with Kentucky Commissioners, B. Bellamy, B. Thomas and M. Mitchell (2.3); email exchanges with B. Bellamy and B. Thomas re [REDACTED] (2.3); email exchange with B. Medaille re comments on Basic Transaction Documents and reviewing same (1.2); email exchanges with J. Fichera et al re supplemental follow-up questions (1.3).	9.20
08/13/24	M. Mitchell	Videoconference with Kentucky PSC Commissioners, Commission staff re [REDACTED].	2.00
08/13/24	M. Mitchell	Videoconference with Commission and its advisors to review lawyers' call and discussions.	1.00
08/13/24	M. Mitchell	Email correspondence re [REDACTED]	4.50
08/14/24	B. Medaille	Review emails and comments to registration statement and Basic Transaction Documents; circulate comments to Kentucky PSC staff.	1.40
08/14/24	D. Criddle	Email exchanges with B. Medaille re Orrick comments on Basic Transaction Documents (0.3); reviewing redline version of proposed Jefferies Agreement (0.2); email re same to B. Bellamy/B. Thomas (0.2); email exchange with D. Mao and M. Mitchell re [REDACTED] (0.4).	1.10
08/15/24	D. Mao	Emails and telephone conf. with D. Criddle re [REDACTED]	0.50

08/15/24	D. Criddle	Email exchanges with D. Mao and M. Mitchell re [REDACTED] (0.4); preparing survey chart re same (0.3); email exchange with B. Medaille and B. Bellamy re comments on Basic Transaction Documents (0.7); monitoring emails among Saber Partners and Kentucky Commission Staff (0.7); email exchange with B. Bellamy/B. Thomas re [REDACTED] (0.6); research and analysis re [REDACTED] (1.6); email exchange with M. Mitchell re same (0.5); email to B. Bellamy and B. Thomas re same (0.2).	5.00
08/15/24	M. Mitchell	Email correspondence re [REDACTED]	4.00
08/16/24	B. Medaille	Review emails regarding outstanding questions about registration statement and Basic Transaction Documents.	0.50
08/16/24	D. Criddle	Email exchange with B. Bellamy, et al. [REDACTED] (0.3); emails to B. Bellamy and B. Thomas re [REDACTED] (0.6); monitoring email exchanges re same between Saber Partners and M. Mitchell and Commission Staff (0.4).	1.30
08/16/24	M. Mitchell	Email correspondence re [REDACTED]	3.00
08/19/24	D. Criddle	Email exchange with B. Bellamy re meeting with Saber Partners Team (0.3); monitoring email exchanges re same among B. Bellamy and Saber Partners (0.4); email exchange with John Kearny (Jefferies) and Joe Fichera re Rayburn County Offering Memorandum (0.6).	1.30
08/19/24	M. Mitchell	Email correspondence with D. Criddle.	0.70
08/20/24	B. Medaille	Attend to emails and review comments to Basic Transaction Documents.	0.90
08/20/24	D. Criddle	Email exchanges with B. Bellamy/J. Fichera re [REDACTED] (0.8); preparing response to J. Fichera email re [REDACTED] (1.3); email exchanges re same with B. Medaille (0.3).	2.40
08/21/24	D. Criddle	Preparing updated status comments on Orrick summary chart of open comments on revised draft Basic Transaction Documents (1.5); email exchanges with B. Medaille/B. Bellamy re open issues on revised draft Basic Transaction Documents (0.6).	2.10

08/22/24	B. Medaille	Review and revise Basic Transaction Documents; attend to emails.	4.30
08/22/24	D. Criddle	Reviewing email exchanges between B. Bellamy and J. Fichera re Financial Advisor due diligence (0.3); email exchanges with B. Medaille re assembling and coordinating comments on Basic Transaction Documents (1.4); conference call with J. Fichera and B. Maher re SEC Staff's 7/31 C&DI and preparation for conference call with Mike Mitchell re same (1.2); email exchanges with M. Mitchell re same (0.7); telephone conference with Mike Mitchell re same (0.9); Zoom meeting re same with Working Group (0.4); email exchanges with J. Fichera re responding to Sidley comments limiting requirement of Commission consent to Basic Transaction Documents (0.7); reviewing and preparing comments on initial draft Administration Agreement (1.7); email exchange with B. Medaille re same (0.3).	7.60
08/22/24	M. Mitchell	Email correspondence and conference with D. Criddle re [REDACTED]	2.00
08/23/24	B. Medaille	Complete comments to all Basic Transaction Documents; summary same and circulate comments and notes to client.	4.00
08/23/24	D. Criddle	Reviewing and preparing supplemental comments on draft Administration Agreement and A&R LLC Agreement/email exchanges with B. Medaille re same (1.6); email exchange with B. Bellamy re [REDACTED] (0.4); Zoom meeting with M. Mitchell and Saber Partners re [REDACTED] (1.0); email exchanges re same (0.4); Zoom meeting with M. Mitchell and B. Bellamy re same (1.5); telephone conference with J. Fichera re same (0.3); reviewing B. Medaille's proposed mark-ups of Sidley revised draft Basic Transaction Documents (2.4); email to B. Bellamy re Jefferies Engagement Letter as Structuring Advisor (0.2); email exchanges with B. Medaille re proposed edits and comments to Basic Transaction Documents (0.2).	8.00
08/23/24	M. Mitchell	Conferences with working group and with client re SEC matters and email correspondence re same.	2.50
08/24/24	D. Criddle	Telephone conference with B. Boada re draft Saber Partners presentation (0.5); emails to M. Mitchell re same (0.3); reviewing and preparing comments re same (0.6); reviewing Winston & Strawn initial comments on Basic Transaction Documents (0.3).	1.70

08/25/24	D. Criddle	Reviewing and preparing comments on revised draft Saber Partners PowerPoint Presentation (0.4); email exchanges re same with M. Mitchell (0.3); email re same to Bob Boada et al. with Orrick comments on draft Saber Partners PowerPoint presentation to Commissioner (0.6); reviewing and providing comments on Winston & Strawn's initial comments on Basic Transaction Documents (0.7).	2.00
08/25/24	M. Mitchell	Email correspondence, related teleconferences with D. Criddle, Saber Partners re [REDACTED].	2.00
08/26/24	B. Medaille	Review questions related to Winston & Strawn comments to Servicing Agreement, Indenture and A&R LLC Agreement.	1.40
08/26/24	D. Criddle	Reviewing Saber Partners' PPT presentation and transmittal email to Kentucky Commissioners (0.4); telephone conference with M. Mitchell re [REDACTED] (0.7); email exchange with B. Medaille re supplemental edits to revised draft Basic Documents (0.1); reviewing and preparing edits/comments on [REDACTED] (0.2).	2.20
08/26/24	M. Mitchell	Email correspondence, teleconferences, and videoconference with D. Criddle and Saber Partners re PPT presentation to Commission.	2.00
08/27/24	D. Criddle	Reviewing and providing comments on [REDACTED] (0.8); email exchanges with Saber Partners/M. Mitchell re same (0.5); pre-meeting Zoom call with M. Mitchell and Saber Partners re same (0.9); Zoom conference with Commissioners, Commission Staff, Saber Partners, M. Mitchell (1.0); debriefing conference call with Saber Partners (0.4).	3.60
08/27/24	M. Mitchell	Videoconferences with Saber Partners and with Kentucky PSC re [REDACTED]	2.50
08/28/24	D. Criddle	Monitor Saber Partners emails among B. Bellamy et al. re next steps (0.8); telephone conference with J. Fichera re same (0.4); email exchanges with J. Fichera re same and re status of Orrick comments on Basic Transaction Documents (0.4).	1.60
08/29/24	B. Medaille	Revise and circulate Orrick comments to Basic Transaction Documents	1.80



Kentucky Public Service Commission - 54107
page 8

September 16, 2024
Invoice No. 2213500

08/29/24	D. Criddle	Email exchanges with B. Bellamy re Orrick comments on Winston's comments/questions on Sidley's revised draft Basic Transaction Documents (0.4); telephone conference with B. Bellamy re same (0.3); telephone conference with email exchanges re same with B. Medaille (0.9).	2.60
08/29/24	M. Mitchell	Email correspondence with Kentucky Commission, D. Criddle re ongoing discussions with KP re next steps in registration process and related research and analysis.	1.00
08/30/24	D. Criddle	Reviewing B. Bellamy's email report of [REDACTED] (0.4.); email exchanges with M. Mitchell et al re same (0.3); email exchanges with B. Bellamy, B. Thomas, and M. Mitchell re same (0.3); email exchange with J. Fichera re Trustee's services fee schedule (0.4).	1.40
08/30/24	M. Mitchell	Email correspondence with D. Criddle, D. Mao re public [REDACTED] related research.	0.50

Total Hours	189.30	
Total For Services		\$216,860.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dean E. Criddle	111.20	1,200.00	133,440.00
Dora Y. Mao	0.50	1,000.00	500.00
Bill Medaille	24.40	1,000.00	24,400.00
Michael H. Mitchell	53.20	1,100.00	58,520.00
Total All Timekeepers	189.30		\$216,860.00

Disbursements		
Express Delivery	26.20	
Total Disbursements		\$26.20

PERSONAL SERVICE CONTRACT INVOICE FORM
GOVERNMENT CONTRACT REVIEW COMMITTEE
LEGISLATIVE RESEARCH COMMISSION

Pursuant to KRS 45A.695, **no payment shall be made on any personal service contract** unless the individual, firm, partnership, or corporation awarded the personal service contract submits its invoice for payment on a form established by the committee.

Invoices shall be submitted every ninety (90) days, unless the personal service contract specifies a different submission time period.

Separate invoices shall be submitted for each distinct matter covered by the personal service contract, and shall be signed by the individual responsible for that matter

The issuance of an invoice to the Commonwealth constitutes an affirmation by the individual, firm, partnership, or corporation awarded the personal service contract that the invoice truly and accurately represents work actually performed, and the expenses actually incurred.

The head of the contracting body shall approve the invoice, indicating that the charges in the invoice reflect the value of the work performed, and all recorded costs and disbursements were reasonably and necessarily incurred in connection with the matter invoiced.

NOTE: All questions must be answered fully. If the space provided is insufficient, additional pages should be attached referencing the specifically numbered item. Any questions regarding the invoice requirements should be directed to the contracting agency.

Contract Number: 21400003657 **Date of Invoice:** 11/15/2024

Commonwealth of Kentucky KY Public Service Commission
Contracting Body **Division, Branch, etc.**

1. Name & Address of Contractor:
 Orrick, Herrington & Sutcliffe
 405 Howard Street
 San Francisco, CA 95105

2. Contractor's Tax I.D. Number: 94-2952627

3. Effective Period of Contract:
Starting Date: July 1, 2024
Ending Date: June 30, 2026

4. Combined Total Amount Charged in this Invoice for Services and Reimbursable Disbursements: \$21,630.00

5. Dates of Service Covered under this invoice:
Starting Date: October 1, 2024
Ending Date: October 31, 2024

6. Is this the FINAL invoice for services performed under this contract:
 Yes X No

7. Date of most recent invoice submitted prior to this invoice: 10/10/2024

8. How often is the contractor required to submit invoices under the terms of the personal service contract: Monthly.

9. Provide a description of the matter covered by this invoice:

Legal Services.

10. Provide a full description of each service provided, including the date each service was performed, the name and title of each individual who worked on the matter, and the time the individual spent on the matter:

Information is provided on November Invoice No. 2230235

11. Provide the hourly rate for each individual working on the matter and the total charge for that individual for each matter involved:

Dean E. Criddle: \$1,200/hr

Michael H. Mitchell: \$1,100/hr

12. Provide the subject matter and recipient of any correspondence:

Subject: Kentucky Power Company Application

Recipients: Dean E. Criddle and Michael H. Mitchell

13. Provide a full description of any work product produced, designating the way in which the work product is associated with the matter being invoiced. (Attorneys Billing for Legal Services: If you contend that any information is subject to privilege, please identify the privileged item, and provide sufficient information to evaluate the claim of privilege):

14. Provide an itemized list of all disbursements to be reimbursed by the state for each matter invoiced and the total charge for that matter:

SIGNATURES:

Contractor: _____

Date: 11/15/2024

Title: Jerry V. Kyle, Jr., Partner

Contracting Body

Approved by: _____

Date: _____

Title: _____



Kentucky Public Service Commission
211 Sower Blvd
Frankfort, KY 40601
Attn: Vickie Cravens

November 15, 2024
Client No. 54107
Invoice No. 2230235

Orrick Contact: Jerry V. Kyle Jr.

FOR SERVICES RENDERED through October 31, 2024 in connection
with the matters described on the attached pages:

\$ 21,630.00

TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):

\$ 21,630.00

Matter(s): 54107/3 – Kentucky Power Company Application

DUE UPON RECEIPT

The following is for information only:

Previous Balance not included in this invoice:

\$121,500.00

If this amount has already been paid, please disregard.

In order to ensure proper credit to your account,
please reference your **INVOICE** and **CLIENT** numbers on your remittance.
For inquiries, call: (304) 231-2704. Fax (304) 231-2501.

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:

*Orrick, Herrington & Sutcliffe LLP
2121 Main Street
Wheeling, WV 26003
Reference: 54107/ Invoice: 2230235*

**ELECTRONIC FUNDS
TRANSFERS:**

ACH & Wire Transfers:
ABA Number 121000248
SWIFT CODE: WFBUS6S
Account Number: 4123701088
*Wells Fargo
420 Montgomery Street
San Francisco, CA 94104
Account of
Orrick, Herrington & Sutcliffe LLP
Reference: 54107/ Invoice: 2230235
E.I.N. 94-2952627*

OVERNIGHT DELIVERY:

*Orrick, Herrington & Sutcliffe LLP
2121 Main Street
Wheeling, WV 26003
(304) 231-2703
Reference: 54107/ Invoice:
2230235*

To pay online visit www.e-billexpress.com/ebpp/Orrick/



Kentucky Public Service Commission
211 Sower Blvd
Frankfort, KY 40601
Attn: Vickie Cravens

November 15, 2024
Client No. 54107
Invoice No. 2230235

Orrick Contact: Jerry V. Kyle Jr.

For Legal Services Rendered Through October 31, 2024 in Connection With:

Matter: 3 - Kentucky Power Company Application

10/18/24	M. Mitchell	Review and comment on Q&A draft and prospectus disclosure re [REDACTED]	2.00
10/19/24	D. Criddle	Reviewing and preparing comments on revised draft SF-1 and email re same to B. Bellamy and B. Thomas (3.0).	3.00
10/21/24	M. Mitchell	Email correspondence with client re proposed revisions to Kentucky Power registration statement relating to [REDACTED]	0.50
10/23/24	D. Criddle	Email exchanges with B. Bellamy and M. Mitchell [REDACTED] " (0.5); conference call with B. Bellamy, B. Thomas and M. Mitchell re same (0.5).	1.00
10/23/24	M. Mitchell	Email correspondence with client re [REDACTED]	1.00
10/23/24	M. Mitchell	Videoconference with client, D. Criddle to discuss [REDACTED]	0.50
10/24/24	D. Criddle	Email exchange with B. Bellamy re [REDACTED] (0.1); researching [REDACTED] (0.3).	0.40
10/25/24	D. Criddle	Reviewing and preparing proposed edits and comments on targeted aspects of revised form SF-1 (2.5).	2.50
10/25/24	M. Mitchell	Email correspondence with client re [REDACTED]	0.50
10/26/24	D. Criddle	Reviewing and preparing proposed edits and comments on targeted aspects of revised draft Form SF-1 (2.5).	2.50
10/28/24	D. Criddle	Exchange emails with B. Bellamy re. [REDACTED]	0.50
10/30/24	D. Criddle	Review and prepare comments on SaberPartners' mark-up of draft Registration Statement (3.8); email exchange with B. Belamy re. same. (0.2)	4.00

Total Hours	18.40	
Total For Services		\$21,630.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dean E. Criddle	13.90	1,200.00	16,680.00
Michael H. Mitchell	4.50	1,100.00	4,950.00
Total All Timekeepers	18.40		\$21,630.00

PERSONAL SERVICE CONTRACT INVOICE FORM
GOVERNMENT CONTRACT REVIEW COMMITTEE
LEGISLATIVE RESEARCH COMMISSION

Pursuant to KRS 45A.695, **no payment shall be made on any personal service contract** unless the individual, firm, partnership, or corporation awarded the personal service contract submits its invoice for payment on a form established by the committee.

Invoices shall be submitted every ninety (90) days, unless the personal service contract specifies a different submission time period.

Separate invoices shall be submitted for each distinct matter covered by the personal service contract, and shall be signed by the individual responsible for that matter

The issuance of an invoice to the Commonwealth constitutes an affirmation by the individual, firm, partnership, or corporation awarded the personal service contract that the invoice truly and accurately represents work actually performed, and the expenses actually incurred.

The head of the contracting body shall approve the invoice, indicating that the charges in the invoice reflect the value of the work performed, and all recorded costs and disbursements were reasonably and necessarily incurred in connection with the matter invoiced.

NOTE: All questions must be answered fully. If the space provided is insufficient, additional pages should be attached referencing the specifically numbered item. Any questions regarding the invoice requirements should be directed to the contracting agency.

Contract Number: 21400003657

Date of Invoice: December 6, 2025

Commonwealth of Kentucky
Contracting Body

KY Public Service Commission
Division, Branch, etc.

1. Name & Address of Contractor:

Orrick, Herrington & Sutcliffe
405 Howard Street
San Francisco, CA 95105

2. Contractor's Tax I.D. Number: 94-2952627

3. Effective Period of Contract:

Starting Date: July 1, 2024

Ending Date: June 30, 2026

4. Combined Total Amount Charged in this

Invoice for Services and Reimbursable

Disbursements: \$19,140.00

5. Dates of Service Covered under this invoice:

Starting Date: November 1, 2024

Ending Date: November 30, 2024

6. Is this the FINAL invoice for services performed under this contract:

 Yes X No

7. Date of most recent invoice submitted prior to this invoice: November 11, 2024

8. How often is the contractor required to submit invoices under the terms of the personal service contract: Monthly

9. Provide a description of the matter covered by this invoice:

Legal Services

10. Provide a full description of each service provided, including the date each service was performed, the name and title of each individual who worked on the matter, and the time the individual spent on the matter:

Information is provided on December Invoice No. 2237479

11. Provide the hourly rate for each individual working on the matter and the total charge for that individual for each matter involved:

Dean E. Criddle: \$1,200/hr
Michael H. Mitchell: \$1,100/hr

12. Provide the subject matter and recipient of any correspondence:

Subject: Kentucky Power Company Application
Recipients: Dean E. Criddle

13. Provide a full description of any work product produced, designating the way in which the work product is associated with the matter being invoiced. (Attorneys Billing for Legal Services: If you contend that any information is subject to privilege, please identify the privileged item, and provide sufficient information to evaluate the claim of privilege):

14. Provide an itemized list of all disbursements to be reimbursed by the state for each matter invoiced and the total charge for that matter:

SIGNATURES:

Contractor: _____ **Date:** 04/22/2025

Title: Jerry V. Kyle Jr., Partner

Contracting Body

Approved by: _____ **Date:**

Title:



Kentucky Public Service Commission
211 Sower Blvd
Frankfort, KY 40601
Attn: Vickie Cravens

December 6, 2024
Client No. 54107
Invoice No. 2237479

Orrick Contact: Jerry V. Kyle Jr.

FOR SERVICES RENDERED through November 30, 2024 in connection with the matters described on the attached pages:	\$	19,140.00
DISBURSEMENTS as per attached pages:		0.00
TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):	\$	<u>19,140.00</u>

Matter(s): 54107/3 – Kentucky Power Company Application

DUE UPON RECEIPT

In order to ensure proper credit to your account,
please reference your **INVOICE** and **CLIENT** numbers on your remittance.
For inquiries, call: (304) 231-2704. Fax (304) 231-2501.

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT
To expedite payment processing: Please use our preferred ELECTRONIC FUNDS TRANSFERS method.

REMITTANCE ADDRESS:

*Orrick, Herrington & Sutcliffe LLP
2121 Main Street
Wheeling, WV 26003
Reference: 54107/ Invoice: 2237479*

ELECTRONIC FUNDS TRANSFERS:

ACH & Wire Transfers:
ABA Number 121000248
SWIFT CODE: WFBIUS6S
Account Number: 4123701088
*Wells Fargo
420 Montgomery Street
San Francisco, CA 94104
Account of
Orrick, Herrington & Sutcliffe LLP
Reference: 54107/ Invoice: 2237479
E.I.N. 94-2952627*

OVERNIGHT DELIVERY:

*Orrick, Herrington & Sutcliffe LLP
2121 Main Street
Wheeling, WV 26003
(304) 231-2703
Reference: 54107/ Invoice:
2237479*
**Orrick will cover the
overnight delivery expense.
Please contact us @ 304-231-
2704**

To pay online visit www.e-billexpress.com/ebpp/Orrick/



Kentucky Public Service Commission
211 Sower Blvd
Frankfort, KY 40601
Attn: Vickie Cravens

December 6, 2024
Client No. 54107
Invoice No. 2237479

Orrick Contact: Jerry V. Kyle Jr.

For Legal Services Rendered Through November 30, 2024 in Connection With:

Matter: 3 - Kentucky Power Company Application

11/04/24	D. Criddle	Zoom conference call with B. Bellamy and Brian Thomas regarding [REDACTED] (0.5); reviewing and proposing edits and comments to draft Servicing Agreement and Indenture re same (2.5); conference call with B. Thomas and B. Bellamy regarding proposed all attorneys call (0.2).	3.20
11/05/24	D. Criddle	Email exchanges with B. Bellamy and B. Thomas regarding preparations for "lawyers call" (0.3); participation in "lawyers call" regarding SF-1 topics (0.5); post-mortem conference call with B. Thomas, B. Bellamy, and M. Mitchell (0.8).	1.60
11/05/24	M. Mitchell	Teleconference with Kentucky PSC, D. Criddle re disclosure comments, related considerations following working group call, related email correspondence.	0.80
11/15/24	D. Criddle	Email exchange with B. Bellamy et al. re [REDACTED] and telephone conference with M. Mitchell re same (0.1); reviewing and preparing comments on Sidley's 11/11 revised draft Form SF-1 (2.0).	2.10
11/16/24	D. Criddle	Reviewing and preparing comments on Sidley's 11/11 revised draft Form SF-1 (2.5).	2.50
11/17/24	D. Criddle	Reviewing and preparing comments on Sidley's 11/11 revised draft Form SF-1 (1.2); preparing transmittal email re same to B. Bellamy and B. Thomas (0.5); email changes with M. Mitchell re same (0.2).	1.90
11/20/24	D. Criddle	Reviewing mark-up of Form SF-1 circulated by B. Bellamy in preparation for lawyers' call (0.7); telephone conference with Eva Valik (Winston & Strawn) re same (0.5); conference call with B. Bellamy, M. Mitchell to prepare for "lawyers'" call (0.8); conference call with B. Bellamy, M. Mitchell, Sidley, Winston & Strawn and Saber Partners (1.0).	3.00



Kentucky Public Service Commission - 54107
page 2

December 6, 2024
Invoice No. 2237479

11/20/24	M. Mitchell	Conference with client, followed by call with client, Kentucky Power and counsel re [REDACTED] [REDACTED].	1.00
		Total Hours	16.10
		Total For Services	\$19,140.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dean E. Criddle	14.30	1,200.00	17,160.00
Michael H. Mitchell	1.80	1,100.00	1,980.00
Total All Timekeepers	16.10	\$1,188.82	\$19,140.00

PERSONAL SERVICE CONTRACT INVOICE FORM
GOVERNMENT CONTRACT REVIEW COMMITTEE
LEGISLATIVE RESEARCH COMMISSION

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The issuance of an invoice to the Commonwealth constitutes an affirmation by the individual, firm, partnership, or corporation awarded the personal service contract that the invoice truly and accurately represents work actually performed, and the expenses actually incurred.

The head of the contracting body shall approve the invoice, indicating that the charges in the invoice reflect the value of the work performed, and all recorded costs and disbursements were reasonably and necessarily incurred in connection with the matter invoiced.

NOTE: All questions must be answered fully. If the space provided is insufficient, additional pages should be attached referencing the specifically numbered item. Any questions regarding the invoice requirements should be directed to the contracting agency.

Contract Number: 21400003657 **Date of Invoice:** January 10, 2025

Commonwealth of Kentucky KY Public Service Commission
Contracting Body **Division, Branch, etc.**

1. Name & Address of Contractor:

Orrick, Herrington & Sutcliffe
 405 Howard Street
 San Francisco, CA 95105

2. Contractor's Tax I.D. Number: 94-2952627

3. Effective Period of Contract:

Starting Date: July 1, 2024
Ending Date: June 30, 2026

4. Combined Total Amount Charged in this

Invoice for Services and Reimbursable
Disbursements: \$3,600

5. Dates of Service Covered under this invoice:

Starting Date: December 1, 2024
Ending Date: December 31, 2024

6. Is this the FINAL invoice for services performed under this contract:

 Yes X No

7. Date of most recent invoice submitted prior to this invoice: December 6, 2024

8. How often is the contractor required to submit invoices under the terms of the personal service contract: Monthly

9. Provide a description of the matter covered by this invoice:

Legal services

10. Provide a full description of each service provided, including the date each service was performed, the name and title of each individual who worked on the matter, and the time the individual spent on the matter:

Information is provided on January Invoice No. 2245071

11. Provide the hourly rate for each individual working on the matter and the total charge for that individual for each matter involved:

Dean E. Criddle: \$1,200/hr

12. Provide the subject matter and recipient of any correspondence:

Subject: Kentucky Power Company Application
Recipients: Dean E. Criddle

13. Provide a full description of any work product produced, designating the way in which the work product is associated with the matter being invoiced. (Attorneys Billing for Legal Services: If you contend that any information is subject to privilege, please identify the privileged item, and provide sufficient information to evaluate the claim of privilege):

14. Provide an itemized list of all disbursements to be reimbursed by the state for each matter invoiced and the total charge for that matter:

SIGNATURES:

Contractor: _____

Date: 1/10/2025

Title: Jerry V. Kyle, Jr., Partner

Contracting Body

Approved by: _____

Date: _____

Title: _____



Kentucky Public Service Commission
211 Sower Blvd
Frankfort, KY 40601
Attn: Vickie Cravens

January 9, 2025
Client No. 54107
Invoice No. 2245071

Orrick Contact: Jerry V. Kyle Jr.

FOR SERVICES RENDERED through December 31, 2024 in connection with the matters described on the attached pages:	\$	3,600.00
DISBURSEMENTS as per attached pages:		0.00
TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):	\$	<u>3,600.00</u>

Matter(s): 54107/3 – Kentucky Power Company Application

DUE UPON RECEIPT

In order to ensure proper credit to your account,
please reference your **INVOICE** and **CLIENT** numbers on your remittance.
For inquiries, call: (304) 231-2704. Fax (304) 231-2501.

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:

*Orrick, Herrington & Sutcliffe LLP
2121 Main Street
Wheeling, WV 26003
Reference: 54107/ Invoice: 2245071*

**ELECTRONIC FUNDS
TRANSFERS:**

ACH & Wire Transfers:
ABA Number 121000248
SWIFT CODE: WFBIUS6S
Account Number: 4123701088

*Wells Fargo
420 Montgomery Street
San Francisco, CA 94104
Account of
Orrick, Herrington & Sutcliffe LLP
Reference: 54107/ Invoice: 2245071
E.I.N. 94-2952627*

OVERNIGHT DELIVERY:

*Orrick, Herrington & Sutcliffe LLP
2121 Main Street
Wheeling, WV 26003
(304) 231-2703
Reference: 54107/ Invoice:
2245071*

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Kentucky Public Service Commission
211 Sower Blvd
Frankfort, KY 40601
Attn: Vickie Cravens

January 9, 2025
Client No. 54107
Invoice No. 2245071

Orrick Contact: Jerry V. Kyle Jr.

For Legal Services Rendered Through December 31, 2024 in Connection With:

Matter: 3 - Kentucky Power Company Application

12/04/24	D. Criddle	Reviewing and preparing comments on revised draft Form SF-1 disclosure (2.9); email exchange with B. Bellamy re same (0.1).	3.00
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Total Hours	3.00
Total For Services	\$3,600.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dean E. Criddle	3.00	1,200.00	3,600.00
Total All Timekeepers	3.00		\$3,600.00

PERSONAL SERVICE CONTRACT INVOICE FORM
GOVERNMENT CONTRACT REVIEW COMMITTEE
LEGISLATIVE RESEARCH COMMISSION

Pursuant to KRS 45A.695, **no payment shall be made on any personal service contract** unless the individual, firm, partnership, or corporation awarded the personal service contract submits its invoice for payment on a form established by the committee.

Invoices shall be submitted every ninety (90) days, unless the personal service contract specifies a different submission time period.

Separate invoices shall be submitted for each distinct matter covered by the personal service contract, and shall be signed by the individual responsible for that matter

The issuance of an invoice to the Commonwealth constitutes an affirmation by the individual, firm, partnership, or corporation awarded the personal service contract that the invoice truly and accurately represents work actually performed, and the expenses actually incurred.

The head of the contracting body shall approve the invoice, indicating that the charges in the invoice reflect the value of the work performed, and all recorded costs and disbursements were reasonably and necessarily incurred in connection with the matter invoiced.

NOTE: All questions must be answered fully. If the space provided is insufficient, additional pages should be attached referencing the specifically numbered item. Any questions regarding the invoice requirements should be directed to the contracting agency.

Contract Number: 21400003657 **Date of Invoice:** February 4, 2025

Commonwealth of Kentucky KY Public Service Commission
Contracting Body **Division, Branch, etc.**

1. Name & Address of Contractor:

Orrick, Herrington & Sutcliffe
 405 Howard Street
 San Francisco, CA 95105

2. Contractor's Tax I.D. Number: 94-2952627

3. Effective Period of Contract:

Starting Date: July 1, 2024
Ending Date: June 30, 2026

4. Combined Total Amount Charged in this

Invoice for Services and Reimbursable
Disbursements: \$34,400.00

5. Dates of Service Covered under this invoice:

Starting Date: January 1, 2025
Ending Date: January 31, 2025

6. Is this the FINAL invoice for services performed under this contract:

 Yes X No

7. Date of most recent invoice submitted prior to this invoice: January 8, 2025

8. How often is the contractor required to submit invoices under the terms of the personal service contract: Monthly

9. Provide a description of the matter covered by this invoice:

Legal Services

10. Provide a full description of each service provided, including the date each service was performed, the name and title of each individual who worked on the matter, and the time the individual spent on the matter:

Information is provided on February Invoice No. 2250945

11. Provide the hourly rate for each individual working on the matter and the total charge for that individual for each matter involved:

Dean E. Criddle: \$1,200/hr
Michael H. Mitchell: \$1,100/hr

12. Provide the subject matter and recipient of any correspondence:

Subject: Kentucky Power Company Application
Recipients: Dean E. Criddle

13. Provide a full description of any work product produced, designating the way in which the work product is associated with the matter being invoiced. (Attorneys Billing for Legal Services: If you contend that any information is subject to privilege, please identify the privileged item, and provide sufficient information to evaluate the claim of privilege):

14. Provide an itemized list of all disbursements to be reimbursed by the state for each matter invoiced and the total charge for that matter:

SIGNATURES:

Contractor: _____

Date: 3/10/2025

Title: Jerry V. Kyle, Jr., Partner

Contracting Body

Approved by: _____

Date: _____

Title: _____



Kentucky Public Service Commission
211 Sower Blvd
Frankfort, KY 40601

February 4, 2025
Client No. 54107
Invoice No. 2250945

Orrick Contact: Jerry V. Kyle Jr.

FOR SERVICES RENDERED through January 31, 2025 in connection
with the matters described on the attached pages:

\$ 34,400.00

DISBURSEMENTS as per attached pages:

0.00

TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):

\$ 34,400.00

Matter(s): 54107/3 – Kentucky Power Company Application

DUE UPON RECEIPT

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please reference your **INVOICE** and **CLIENT** numbers on your remittance.
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REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:

*Orrick, Herrington & Sutcliffe LLP
2121 Main Street
Wheeling, WV 26003
Reference: 54107/ Invoice: 2250945*

**ELECTRONIC FUNDS
TRANSFERS:**

ACH & Wire Transfers:
ABA Number 121000248
SWIFT CODE: WFBUS6S
Account Number: 4123701088
*Wells Fargo
420 Montgomery Street
San Francisco, CA 94104
Account of
Orrick, Herrington & Sutcliffe LLP
Reference: 54107/ Invoice: 2250945
E.I.N. 94-2952627*

OVERNIGHT DELIVERY:

*Orrick, Herrington & Sutcliffe LLP
2121 Main Street
Wheeling, WV 26003
(304) 231-2703
Reference: 54107/ Invoice:
2250945*

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Kentucky Public Service Commission
211 Sower Blvd
Frankfort, KY 40601

February 4, 2025
Client No. 54107
Invoice No. 2250945

Orrick Contact: Jerry V. Kyle Jr.

For Legal Services Rendered Through January 31, 2025 in Connection With:

Matter: 3 - Kentucky Power Company Application

01/03/25	D. Criddle	Email exchanges with B. Bellamy and M. Mitchell re follow-up questions from SF-1 filing (0.3); research and analysis re same (1.3); preparing initial email report to B. Bellamy re same (0.4).	2.00
01/04/25	D. Criddle	Research and analysis re [REDACTED] (0.8); preparing email to B. Bellamy reporting on results of research and analysis re same (1.2).	2.00
01/07/25	D. Criddle	Teams meeting with B. Bellamy, B. Thomas and M. Mitchell re [REDACTED] (1.0).	1.00
01/07/25	M. Mitchell	Teleconference with client re [REDACTED]	1.00
01/13/25	D. Criddle	Reviewing Jefferies' spreadsheet analysis re [REDACTED] (1.8); preparing email summary re same to B. Bellamy (2.3).	4.10
01/14/25	D. Criddle	Teams meeting with B. Bellamy and B. Taylor re [REDACTED] (1.0); research and analysis re same (1.0); email to B. Bellamy and B. Taylor re same (0.5).	2.50
01/15/25	D. Criddle	Zoom meeting with B. Bellamy, Sidley & Kentucky Power personnel re true-up adjustment mechanics (0.7).	0.70
01/16/25	D. Criddle	Email exchanges with B. Bellamy re [REDACTED] (0.6); Teams meeting re same with B. Bellamy and B. Taylor (0.5); research and analysis re additional aspects of Financing Order (2.1); preparing emails to B. Bellamy and B. Thomas re same (1.8).	5.00



Kentucky Public Service Commission - 54107
page 2

February 4, 2025
Invoice No. 2250945

01/17/25	D. Criddle	Reviewing [REDACTED] (0.4); Teams meeting with B. Bellamy, B. Taylor, KP Team re [REDACTED] (0.7); follow-up conference call re same with B. Bellamy and B. Thomas (0.8); follow-up research and analysis re [REDACTED] (1.1); email to B. Bellamy and B. Thomas re same (0.4).	3.40
01/22/25	D. Criddle	Monitoring B. Bellamy's emails to Saber Partners and others re [REDACTED] (0.1).	0.10
01/24/25	D. Criddle	Email exchanges with B. Bellamy, B. Thomas and M. Mitchell re [REDACTED] (0.3); research and analysis re same (0.2); telephone conference with M. Mitchell re same (1.1).	1.60
01/24/25	M. Mitchell	Research [REDACTED] and discuss same with D. Criddle, [REDACTED]	2.00
01/28/25	D. Criddle	Zoom meeting with B. Bellamy, T. Thomas and M. Mitchell re [REDACTED] (0.8).	0.80
01/28/25	M. Mitchell	Videoconference with client and D. Criddle to discuss [REDACTED].	0.90
01/31/25	D. Criddle	Zoom meeting with B. Bellamy, T. Taylor and M. Mitchell re SEC comment letter (0.7).	0.70
01/31/25	M. Mitchell	Teleconference with client re responses to SEC comment letter, review same and related research.	1.30
		Total Hours	29.10
		Total For Services	\$34,400.00

Timekeeper Summary	Hours	Rate	Amount
Dean E. Criddle	23.90	1,200.00	28,680.00
Michael H. Mitchell	5.20	1,100.00	5,720.00
Total All Timekeepers	29.10	\$1,182.13	\$34,400.00

PERSONAL SERVICE CONTRACT INVOICE FORM
GOVERNMENT CONTRACT REVIEW COMMITTEE
LEGISLATIVE RESEARCH COMMISSION

Pursuant to KRS 45A.695, **no payment shall be made on any personal service contract** unless the individual, firm, partnership, or corporation awarded the personal service contract submits its invoice for payment on a form established by the committee.

Invoices shall be submitted every ninety (90) days, unless the personal service contract specifies a different submission time period.

Separate invoices shall be submitted for each distinct matter covered by the personal service contract, and shall be signed by the individual responsible for that matter

The issuance of an invoice to the Commonwealth constitutes an affirmation by the individual, firm, partnership, or corporation awarded the personal service contract that the invoice truly and accurately represents work actually performed, and the expenses actually incurred.

The head of the contracting body shall approve the invoice, indicating that the charges in the invoice reflect the value of the work performed, and all recorded costs and disbursements were reasonably and necessarily incurred in connection with the matter invoiced.

NOTE: All questions must be answered fully. If the space provided is insufficient, additional pages should be attached referencing the specifically numbered item. Any questions regarding the invoice requirements should be directed to the contracting agency.

Contract Number: 21400003657

Date of Invoice: April 7, 2025

Commonwealth of Kentucky

KY Public Service Commission

Contracting Body

Division, Branch, etc.

1. Name & Address of Contractor:

Orrick, Herrington & Sutcliffe
 405 Howard Street
 San Francisco, CA 95105

2. Contractor's Tax I.D. Number: 94-2952627

3. Effective Period of Contract:

Starting Date: July 1, 2024

Ending Date: June 30, 2026

4. Combined Total Amount Charged in this

Invoice for Services and Reimbursable

Disbursements: \$14,160.00

5. Dates of Service Covered under this invoice:

Starting Date: March 1, 2025

Ending Date: March 31, 2025

6. Is this the FINAL invoice for services performed under this contract:

 Yes X No

7. Date of most recent invoice submitted prior to this invoice: February 4, 2025

8. How often is the contractor required to submit invoices under the terms of the personal service contract: Monthly

9. Provide a description of the matter covered by this invoice:

Legal Services

10. Provide a full description of each service provided, including the date each service was performed, the name and title of each individual who worked on the matter, and the time the individual spent on the matter:

Information is provided on April Invoice No. 2266239

11. Provide the hourly rate for each individual working on the matter and the total charge for that individual for each matter involved:

Dean E. Criddle: \$1,200/hr

12. Provide the subject matter and recipient of any correspondence:

Subject: Kentucky Power Company Application
Recipients: Dean E. Criddle

13. Provide a full description of any work product produced, designating the way in which the work product is associated with the matter being invoiced. (Attorneys Billing for Legal Services: If you contend that any information is subject to privilege, please identify the privileged item, and provide sufficient information to evaluate the claim of privilege):

14. Provide an itemized list of all disbursements to be reimbursed by the state for each matter invoiced and the total charge for that matter:

SIGNATURES:

Contractor: _____ **Date:** 04/07/2025

Title: Jerry V. Kyle Jr., Partner

Contracting Body

Approved by: _____ **Date:**

Title:



Kentucky Public Service Commission
211 Sower Blvd
Frankfort, KY 40601

April 7, 2025
Client No. 54107
Invoice No. 2266239

Orrick Contact: Jerry V. Kyle Jr.

FOR SERVICES RENDERED through March 31, 2025 in connection with the matters described on the attached pages:	\$	14,160.00
DISBURSEMENTS as per attached pages:		0.00
TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):	\$	<u>14,160.00</u>

Matter(s): 54107/3 – Kentucky Power Company Application

DUE UPON RECEIPT

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please reference your **INVOICE** and **CLIENT** numbers on your remittance.
For inquiries, call: (304) 231-2704. Fax (304) 231-2501.

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:

*Orrick, Herrington & Sutcliffe LLP
2121 Main Street
Wheeling, WV 26003
Reference: 54107/ Invoice: 2266239*

**ELECTRONIC FUNDS
TRANSFERS:**

ACH & Wire Transfers:
ABA Number 121000248
SWIFT CODE: WFBIUS6S
Account Number: 4123701088

*Wells Fargo
420 Montgomery Street
San Francisco, CA 94104
Account of
Orrick, Herrington & Sutcliffe LLP
Reference: 54107/ Invoice: 2266239
E.I.N. 94-2952627*

OVERNIGHT DELIVERY:

*Orrick, Herrington & Sutcliffe LLP
2121 Main Street
Wheeling, WV 26003
(304) 231-2703
Reference: 54107/ Invoice:
2266239*

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Kentucky Public Service Commission
211 Sower Blvd
Frankfort, KY 40601
Attn: Susanna Goodrich

April 7, 2025
Client No. 54107
Invoice No. 2266239

Orrick Contact: Jerry V. Kyle Jr.

For Legal Services Rendered Through March 31, 2025 in Connection With:

Matter: 3 - Kentucky Power Company Application

03/11/25	D. Criddle	Reviewing and providing comments on [REDACTED] (2.6); email exchanges with B. Bellamy and B. Thomas re same (0.2).	2.80
03/28/25	D. Criddle	Reviewing proposed Amended & Restated Form SF-1 (0.7); reviewing and preparing proposed edits and comments on draft SF-1 Amendment No. 1 (1.5).	2.20
03/29/25	D. Criddle	Reviewing and preparing proposed edits to SF-1 Amendment No. 1.	2.50
03/30/25	D. Criddle	Reviewing and preparing comments and proposed edits to draft SF-1 Amendment No. 1 (1.3); reviewing and preparing comments on revised draft Basic Transaction Documents (1.0).	2.30
03/31/25	D. Criddle	Reviewing and preparing comments on draft Amendment No. 1 to SF-1 and revised draft Basic Transaction Documents (1.7); email exchanges with B. Bellamy and B. Thomas re same (0.3).	2.00
Total Hours			11.80
Total For Services			\$14,160.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dean E. Criddle	11.80	1,200.00	14,160.00
Total All Timekeepers	11.80	\$1,200.00	\$14,160.00

PERSONAL SERVICE CONTRACT INVOICE FORM
GOVERNMENT CONTRACT REVIEW COMMITTEE
LEGISLATIVE RESEARCH COMMISSION

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The head of the contracting body shall approve the invoice, indicating that the charges in the invoice reflect the value of the work performed, and all recorded costs and disbursements were reasonably and necessarily incurred in connection with the matter invoiced.

NOTE: All questions must be answered fully. If the space provided is insufficient, additional pages should be attached referencing the specifically numbered item. Any questions regarding the invoice requirements should be directed to the contracting agency.

Contract Number: 21400003657

Date of Invoice: May 8, 2025

Commonwealth of Kentucky
Contracting Body

KY Public Service Commission
Division, Branch, etc.

1. Name & Address of Contractor:

Orrick Herrington & Sutcliffe
405 Howard Street
San Francisco, CA 95105

2. Contractor's Tax I.D. Number:

94-2952627

3. Effective Period of Contract:

Starting Date: July 1, 2024
Ending Date: June 30, 2026

4. Combined Total Amount Charged in this Invoice for Services and Reimbursable Disbursements: \$9,840.00

5. Dates of Service Covered under this invoice:

Starting Date: April 1, 2025
Ending Date: April 30, 2025

6. Is this the FINAL invoice for services performed under this contract:

 Yes X No

7. Date of most recent invoice submitted prior to this invoice: April 7, 2025

8. How often is the contractor required to submit invoices under the terms of the personal service contract: Monthly

9. Provide a description of the matter covered by this invoice:

Legal Services

10. Provide a full description of each service provided, including the date each service was performed, the name and title of each individual who worked on the matter, and the time the individual spent on the matter:

Information is provided on April Invoice No. 2273650

11. Provide the hourly rate for each individual working on the matter and the total charge for that individual for each matter involved:

Dean E. Criddle: \$1,200/hr

12. Provide the subject matter and recipient of any correspondence:

Subject: Kentucky Power Company Application
Recipients: Dean E. Criddle

13. Provide a full description of any work product produced, designating the way in which the work product is associated with the matter being invoiced. (Attorneys Billing for Legal Services: If you contend that any information is subject to privilege, please identify the privileged item, and provide sufficient information to evaluate the claim of privilege):

14. Provide an itemized list of all disbursements to be reimbursed by the state for each matter invoiced and the total charge for that matter:

SIGNATURES:



Contractor: _____
Title: Jerry V. Kyle, Jr., Partner

Date: May 13, 2025

Contracting Body

Approved by: _____ Date: _____

Title: _____



Kentucky Public Service Commission
211 Sower Blvd
Frankfort, KY 40601
Attn: Susanna Goodrich

May 8, 2025
Client No. 54107
Invoice No. 2273650

Orrick Contact: Jerry V. Kyle Jr.

FOR SERVICES RENDERED through April 30, 2025 in connection with the matters described on the attached pages:	\$	9,840.00
DISBURSEMENTS as per attached pages:		0.00
TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):	\$	<u>9,840.00</u>

Matter(s): 54107/3 – Kentucky Power Company Application

DUE UPON RECEIPT

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please reference your **INVOICE** and **CLIENT** numbers on your remittance.
For inquiries, call: (304) 231-2704. Fax (304) 231-2501.

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:

*Orrick, Herrington & Sutcliffe LLP
2121 Main Street
Wheeling, WV 26003
Reference: 54107/ Invoice: 2273650*

**ELECTRONIC FUNDS
TRANSFERS:**

ACH & Wire Transfers:
ABA Number 121000248
SWIFT CODE: WFBIUS6S
Account Number: 4123701088

*Wells Fargo
420 Montgomery Street
San Francisco, CA 94104
Account of
Orrick, Herrington & Sutcliffe LLP
Reference: 54107/ Invoice: 2273650
E.I.N. 94-2952627*

OVERNIGHT DELIVERY:

*Orrick, Herrington & Sutcliffe LLP
2121 Main Street
Wheeling, WV 26003
(304) 231-2703
Reference: 54107/ Invoice:
2273650*

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Kentucky Public Service Commission
211 Sower Blvd
Frankfort, KY 40601
Attn: Susanna Goodrich

May 8, 2025
Client No. 54107
Invoice No. 2273650

Orrick Contact: Jerry V. Kyle Jr.

For Legal Services Rendered Through April 30, 2025 in Connection With:

Matter: 3 - Kentucky Power Company Application

04/01/25	D. Criddle	Teams meeting with B. Bellamy and B. Thomas re proposed SF-1 Amendment No. 1 and revised draft Basic Transaction Documents (1.0).	1.00
04/02/25	D. Criddle	Reviewing and preparing comments on draft Underwriting Agreement (3.0); email exchanges with B. Bellamy re same (0.2).	3.20
04/03/25	D. Criddle	Email to B. Bellamy and B. Thomas re [REDACTED] (0.3).	0.30
04/07/25	D. Criddle	Reviewing B. Bellamy's supplemental comments on revised draft Servicing Agreement; email to B. Bellamy re same.	1.00
04/10/25	D. Criddle	Conference call with B. Bellamy and B. Taylor re preparation for Zoom meeting with working group - Amendment No. 1 to SF-1/Servicing Agreement (0.5); Zoom meeting with working group (0.8); reviewing and commenting on Kentucky Power's proposed edit to [REDACTED] (0.4).	1.70
04/14/25	D. Criddle	Reviewing electronic files and email exchanges with B. Bellamy re [REDACTED].	1.00
Total Hours			8.20
Total For Services			\$9,840.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dean E. Criddle	8.20	1,200.00	9,840.00
Total All Timekeepers	8.20	\$1,200.00	\$9,840.00



Kentucky Public Service Commission
211 Sower Blvd
Frankfort, KY 40601
Attn: Susanna Goodrich

June 4, 2025 Client
No. 54107 Invoice
No. 2280292

Orrick Contact: Jerry V. Kyle Jr.

FOR SERVICES RENDERED through May 31, 2025 in connection with the matters described on the attached pages:	\$	15,240.00
DISBURSEMENTS as per attached pages:		0.00
TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):	\$	15,240.00

Matter(s): 54107/3 – Kentucky Power Company Application

DUE UPON RECEIPT

In order to ensure proper credit to your account,
please reference your **INVOICE** and **CLIENT** numbers on your remittance.
For inquiries, call: (304) 231-2704. Fax (304) 231-2501.

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:

*Orrick, Herrington & Sutcliffe LLP
2121 Main Street
Wheeling, WV 26003
Reference: 54107/ Invoice: 2280292*

ELECTRONIC FUNDS TRANSFERS:

ACH & Wire Transfers:
ABA Number 121000248
SWIFT CODE: WFBIUS6S
Account Number: 4123701088
*Wells Fargo
420 Montgomery Street
San Francisco, CA 94104
Account of
Orrick, Herrington & Sutcliffe LLP
Reference: 54107/ Invoice: 2280292
E.I.N. 94-2952627*

OVERNIGHT DELIVERY:

*Orrick, Herrington & Sutcliffe LLP
2121 Main Street
Wheeling, WV 26003
(304) 231-2703
Reference: 54107/ Invoice:
2280292*

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Kentucky Public Service Commission
211 Sower Blvd
Frankfort, KY 40601
Attn: Susanna Goodrich

June 4, 2025 Client
No. 54107 Invoice
No. 2280292

Orrick Contact: Jerry V. Kyle Jr.

For Legal Services Rendered Through May 31, 2025 in Connection With:

Matter: 3 - Kentucky Power Company Application

05/15/25	D. Criddle	Conf. call with B. Bellamy and B. Thomas re: [REDACTED]	0.70
05/15/25	D. Criddle	Meeting with working group.	0.60
05/15/25	D. Criddle	Reviewing and providing comments on revised draft of SF SF-1 Amendment 2 to B. Bellamy and B. Taylor.	1.20
05/16/25	D. Criddle	Reviewing [REDACTED] and email exchanges re: same with B. B. Thomas.	1.80
05/20/25	D. Criddle	Reviewing draft Preliminary Term Sheet and draft Investor Presentation (0.6).	0.60
05/21/25	D. Criddle	Email exchange with B. Bellamy and B. Thomas re [REDACTED]	0.70
05/22/25	D. Criddle	Conference call with B. Bellamy and B. Thomas in preparation for Working Group Teams meeting (0.4); Teams meeting with Working Group (0.4); reviewing and preparing comments on draft Issuance Advice Letter (0.3).	1.10
05/23/25	D. Criddle	Reviewing and preparing comments on draft Issuance Advice Letter (3.5).	3.50
05/24/25	D. Criddle	Reviewing and preparing comments on draft Issuance Advice Letter (1.5); email to B. Bellamy and B. Thomas re same (0.3).	1.80
05/28/25	D. Criddle	Zoom meeting with B. Bellamy and B. Thomas re comments on draft Issuance Advice Letter (0.7).	0.70
Total Hours			
			12.7
			\$15,240.00



Kentucky Public Service Commission - 54107
page 2

June 4, 2025
Invoice No. 2280292

Timekeeper Summary	Hours	Rate	Amount
Dean E. Criddle	12.70	1,200.00	15,240.00
Total All Timekeepers	12.70	\$1,200.00	\$15,240.00

PERSONAL SERVICE CONTRACT INVOICE FORM
GOVERNMENT CONTRACT REVIEW COMMITTEE
LEGISLATIVE RESEARCH COMMISSION

Pursuant to KRS 45A.695, **no payment shall be made on any personal service contract** unless the individual, firm, partnership, or corporation awarded the personal service contract submits its invoice for payment on a form established by the committee.

Invoices shall be submitted every ninety (90) days, unless the personal service contract specifies a different submission time period.

Separate invoices shall be submitted for each distinct matter covered by the personal service contract, and shall be signed by the individual responsible for that matter

The issuance of an invoice to the Commonwealth constitutes an affirmation by the individual, firm, partnership, or corporation awarded the personal service contract that the invoice truly and accurately represents work actually performed, and the expenses actually incurred.

The head of the contracting body shall approve the invoice, indicating that the charges in the invoice reflect the value of the work performed, and all recorded costs and disbursements were reasonably and necessarily incurred in connection with the matter invoiced.

NOTE: All questions must be answered fully. If the space provided is insufficient, additional pages should be attached referencing the specifically numbered item. Any questions regarding the invoice requirements should be directed to the contracting agency.

Contract Number: 21400003657

Date of Invoice: June 4, 2025

Commonwealth of Kentucky
Contracting Body

KY Public Service Commission
Division, Branch, etc.

1. Name & Address of Contractor:

Orrick Herrington & Sutcliffe
405 Howard Street
San Francisco, CA 95105

2. Contractor's Tax I.D. Number:

94-2952627

3. Effective Period of Contract:

Starting Date: July 1, 2024
Ending Date: June 30, 2026

4. Combined Total Amount Charged in this Invoice for Services and Reimbursable Disbursements: \$15,240.00

5. Dates of Service Covered under this invoice:

Starting Date: May 1, 2025
Ending Date: May 31, 2025

6. Is this the FINAL invoice for services performed under this contract:

 Yes X No

7. Date of most recent invoice submitted prior to this invoice: May 8, 2025

8. How often is the contractor required to submit invoices under the terms of the personal service contract: Monthly

9. Provide a description of the matter covered by this invoice:

Legal Services

10. Provide a full description of each service provided, including the date each service was performed, the name and title of each individual who worked on the matter, and the time the individual spent on the matter:

Information is provided on June Invoice No. 2280292

11. Provide the hourly rate for each individual working on the matter and the total charge for that individual for each matter involved:

Dean E. Criddle: \$1,200/hr

12. Provide the subject matter and recipient of any correspondence:

Subject: Kentucky Power Company Application
Recipients: Dean E. Criddle

13. Provide a full description of any work product produced, designating the way in which the work product is associated with the matter being invoiced. (Attorneys Billing for Legal Services: If you contend that any information is subject to privilege, please identify the privileged item, and provide sufficient information to evaluate the claim of privilege):

14. Provide an itemized list of all disbursements to be reimbursed by the state for each matter invoiced and the total charge for that matter:

SIGNATURES:



Contractor: _____
Title: Jerry V. Kyle, Jr., Partner

Date: June 5, 2025

Contracting Body

Approved by: _____ Date: _____

Title: _____



Kentucky Public Service Commission
211 Sower Blvd
Frankfort, KY 40601
Attn: Susanna Goodrich

July 7, 2025
Client No. 54107
Invoice No. 2288255

Orrick Contact: Jerry V. Kyle Jr.

FOR SERVICES RENDERED through June 30, 2025 in connection with the matters described on the attached pages:	\$	7,920.00
DISBURSEMENTS as per attached pages:		0.00
TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):	\$	<u>7,920.00</u>

Matter(s): 54107/3 – Kentucky Power Company Application

DUE UPON RECEIPT

In order to ensure proper credit to your account,
please reference your **INVOICE** and **CLIENT** numbers on your remittance.
For inquiries, call: (304) 231-2704. Fax (304) 231-2501.

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:

*Orrick, Herrington & Sutcliffe LLP
2121 Main Street
Wheeling, WV 26003
Reference: 54107/ Invoice: 2288255*

**ELECTRONIC FUNDS
TRANSFERS:**

ACH & Wire Transfers:
ABA Number 121000248
SWIFT CODE: WFBIUS6S
Account Number: 4123701088

*Wells Fargo
420 Montgomery Street
San Francisco, CA 94104
Account of
Orrick, Herrington & Sutcliffe LLP
Reference: 54107/ Invoice: 2288255
E.I.N. 94-2952627*

OVERNIGHT DELIVERY:

*Orrick, Herrington & Sutcliffe LLP
2121 Main Street
Wheeling, WV 26003
(304) 231-2703
Reference: 54107/ Invoice:
2288255*

To pay online visit www.e-billexpress.com/ebpp/Orrick/



Kentucky Public Service Commission
211 Sower Blvd
Frankfort, KY 40601
Attn: Susanna Goodrich

July 7, 2025
Client No. 54107
Invoice No. 2288255

Orrick Contact: Jerry V. Kyle Jr.

For Legal Services Rendered Through June 30, 2025 in Connection With:

Matter: 3 - Kentucky Power Company Application

06/03/25	D. Criddle	Reviewing Jefferies' responses to Commission Staff's comments on initial draft Issuance Advice Letters and email exchanges with B. Bellamy and B. Thomas re same.	0.80
06/04/25	D. Criddle	Email exchanges with B. Bellamy re [REDACTED].	0.70
06/05/25	D. Criddle	Participating on pricing-related calls with B. Bellamy, B. Taylor, et al. (0.4); email exchanges and Teams meetings with B. Bellamy and B. Thomas re same (1.2); participating in pricing day conference calls with Working Group (0.9).	2.50
06/06/25	D. Criddle	Reviewing [REDACTED], email exchange with B. Bellamy and B. Thomas regarding same (0.8); reviewing and preparing comments on [REDACTED] (1.2); email regarding same to B. Bellamy and B. Thomas (0.6).	2.60
Total Hours			6.60
Total For Services			\$7,920.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dean E. Criddle	6.60	1,200.00	7,920.00
Total All Timekeepers	6.60	\$1,200.00	\$7,920.00



Kentucky Public Service Commission
211 Sower Blvd
Frankfort, KY 40601
Attn: Susanna Goodrich

July 7, 2025
Client No. 54107
Invoice No. 2288255

Orrick Contact: Jerry V. Kyle Jr.

FOR SERVICES RENDERED through June 30, 2025 in connection with the matters described on the attached pages:	\$	7,920.00
DISBURSEMENTS as per attached pages:		0.00
TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):	\$	<u>7,920.00</u>

Matter(s): 54107/3 – Kentucky Power Company Application

DUE UPON RECEIPT

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please reference your **INVOICE** and **CLIENT** numbers on your remittance.
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To pay online visit www.e-billexpress.com/ebpp/Orrick/

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