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October 15, 2008

VIA HAND DELIVERY

Tre Hargett, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37219

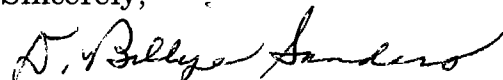
Filed electronically 10/15/08

Re: In the Matter of the Petition of Kentucky Utilities
Company for an Order Authorizing the Issuance of Securities
and the Assumption of Obligations
TRA Docket No. 08-00193

Dear Chairman Hargett,

Enclosed you will find an original and four copies of the certified Kentucky Utilities ("KU") Board Resolutions authorizing KU's obligations in connection with the new pollution control financing. The Petition indicated that these resolutions would be filed as a supplement to the Petition as soon as they became available (see page 5, paragraph number 12 of the Petition).

Sincerely,



D. Billye Sanders
Attorney for Kentucky Utilities
Company

DBS:hmd
Enclosures

cc: Kendrick R. Riggs, Esq.
John Wade Hendricks, Esq.
Allyson K. Sturgeon, Esq.

**ACTION OF THE BOARD OF DIRECTORS
OF
KENTUCKY UTILITIES COMPANY
TAKEN BY WRITTEN CONSENT**

October 9, 2008

APPROVAL OF 2008-2009 INTERCOMPANY LOAN FACILITIES

WHEREAS, the Company desires to enter into intercompany long-term loans with Fidelia Corporation or other affiliates of E.ON North America, Inc. (collectively, "Fidelia"), of up to an additional aggregate amount of \$275 million during the remainder of 2008 and 2009 (the "Intercompany Loans"), and

WHEREAS, the Company has previously received authority for certain aggregate intercompany loan amounts for 2008, which approvals remain effective and shall continue in effect; and

WHEREAS, the Intercompany Loans will provide the Company with funds necessary for capital expenditures in connection with the Trimble County 2 construction and the FGD projects and for general operational expenditures.

NOW, THEREFORE, BE IT RESOLVED, that the Company is hereby authorized and directed to proceed with the Intercompany Loans as generally described in these resolutions; and

FURTHER RESOLVED, that, subject to receipt of all required regulatory approvals regarding the Intercompany Loans, the Company is authorized to enter into such loans; and

FURTHER RESOLVED, that the appropriate officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company to take such actions and to execute, deliver and file the Intercompany Loans and such other agreements and documents, and to make changes thereto, as they shall, in their discretion, deem necessary, appropriate or advisable to consummate the transactions contemplated by these resolutions, with the taking of such actions and the execution of such agreements or documents conclusively to evidence the authorization thereof by the Board of Directors; and

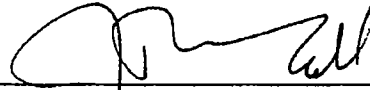
FURTHER RESOLVED, that the appropriate officers of the Company be, and each of them hereby is, authorized and directed to prepare, execute and deliver such applications, filings or notices to governmental, commercial or financial entities as they may deem necessary or advisable in connection with the Intercompany Loans, including but not limited to submissions to federal and state regulatory agencies; and

FURTHER RESOLVED, that all actions heretofore or hereafter taken by any officer of the Company in connection with the transactions contemplated by these resolutions be, and they hereby are, approved, ratified and confirmed in all respects.

SECRETARY'S CERTIFICATE

I, John R. McCall, certify that I am Executive Vice President, General Counsel and Corporate Secretary of Kentucky Utilities Company, a Kentucky and Virginia corporation (the "Company"); that I am one of the officers of the Company authorized to make certified copies of the corporate records; and as Corporate Secretary, I have access to all original records of the Company. I do hereby certify that attached hereto are resolutions of the Board of Directors of the Company adopted by unanimous written consent in lieu of a meeting October 8, 2008, and that the same are in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have signed this Certificate this 14 day of October, 2008.

A handwritten signature in black ink, appearing to read 'J. McCall', is written over a horizontal line.

John R. McCall
Corporate Secretary