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September 14, 2012

Kenneth C. Hill, Chairman Tennessee Regulatory Authority  
c/o Sharla Dillon Dockets and Records Manager  
460 James Robertson Parkway  
Nashville, Tennessee 37219

docket no. 12-00108

RE: The Petition of Kentucky Utilities Company for an Order Amending and  
Extending Existing Authority with Respect to Revolving Line of Credit

Dear Chairman Hill,

Enclosed are the original and 4 copies of the above referenced Petition of Kentucky Utilities Company ("KU") seeking an order amending and extending the authority that was granted to KU with respect to the revolving line of credit arrangements that were approved in TRA Docket No. 12-00067. KU respectfully requests that this matter be placed on the TRA's October conference docket for consideration. This Petition is also being filed electronically. A check for the \$25 filing fee is enclosed.

Please contact me if you have any questions.

Sincerely,

*D. Billye Sanders*

D. Billye Sanders  
Attorney for Kentucky Utilities Company

Enclosures

c: Kendrick R. Riggs, Esq., Stoll Keenon Ogden PLLC  
John Wade Hendricks, Esq., Stoll Keenon Ogden PLLC  
Allyson K. Sturgeon, Senior Corporate Attorney, LG&E and KU Energy LLC  
Office of the Tennessee Attorney General Consumer Advocate and Protection Division

**BEFORE THE TENNESSEE REGULATORY AUTHORITY**  
**NASHVILLE, TENNESSEE**

**In the Matter of:**

|  |   |                            |
|--|---|----------------------------|
| <b>THE PETITION OF KENTUCKY</b>            | ) |                            |
| <b>UTILITIES COMPANY FOR AN ORDER</b>      | ) |                            |
| <b>AMENDING AND EXTENDING EXISTING</b>     | ) |                            |
| <b>AUTHORITY WITH RESPECT TO REVOLVING</b> | ) | <b>DOCKET NO. 12-_____</b> |
| <b>LINE OF CREDIT</b>                      | ) |                            |

**PETITION FOR AMENDMENT AND EXTENSION OF AUTHORITY WITH RESPECT  
TO REVOLVING CREDIT**

Kentucky Utilities Company ("KU") hereby requests, pursuant to T.C.A. § 65-4-109, that the Tennessee Regulatory Authority ("TRA" or "Authority") amend and extend KU's existing authority to allow for extending the term of its multi-year revolving credit line. In support of this Petition, KU states as follows:

1. KU's full name is Kentucky Utilities Company. The post office address of KU is One Quality Street, Lexington, Kentucky 40507. KU is a Kentucky and Virginia corporation, a utility as defined by T.C.A. §65-4-101(6) and provides retail electric service to approximately 509,000 customers in seventy-seven counties in Kentucky, approximately 29,000 customers in southwest Virginia and five residential customers in Fork Ridge, Tennessee.

2. At the TRA Conference on August 20, 2012, in Docket No.12-00067<sup>1</sup>, along with granting KU authority to issue certain First Mortgage Bonds, the TRA authorized KU to increase its existing revolving credit line or enter into new revolving credit arrangements in an aggregate amount of up to an additional \$100 million, with a term not to exceed five (5) years. This is in

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<sup>1</sup> *Petition of Kentucky Utilities Company for an Order Authorizing the Issuance of Securities and Assumption of Obligations*. As of the date of preparing this Petition, the Order has not been issued in this Docket.

addition to KU's existing, \$400 million revolving line of credit, which has a term ending October 19, 2016, and which was originally authorized by Order dated October 21, 2010 in Docket No.10-00119<sup>2</sup> with a term through December 31, 2014. The Authority authorized KU to extend the original term by Order dated October 12, 2011 in Docket No. 11-00156<sup>3</sup>.

3. KU was first granted authority to enter into multi-year revolving credit facilities in Docket No.07-00156<sup>4</sup> by Order dated September 13, 2007.

4. Based upon its discussions with providers of credit facilities, KU believes that it is likely that in the near future changing market conditions and interest rates will mean that revolving credit facilities will no longer be available on terms as favorable as found in KU's current facility. In part, this is due to the new Basel III regulations, which will be phased in starting in 2013 and fully implemented in 2019. Basel III is a new regulatory framework created by the Bank for International Settlements, and adopted by the Federal Reserve. These regulations are intended to prevent another banking crisis and establish more stringent requirements for banks with respect to capitalization, leverage and liquidity. As a result, not only are revolving lines of credit likely to be less readily available, but today's historically low commitment fees and interest spreads on actual borrowings are likely to be higher. KU therefore seeks authorization to extend, in one or more installments from time-to-time, its existing or previously authorized revolving credit arrangements through December 31, 2017. KU is seeking authority for an approximately five year term because this is the maximum term that lenders are willing to provide.

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<sup>2</sup> *Petition of Kentucky Utilities Company for an Order Authorizing the Restructure and Refinancing of Unsecured Debt and the Assumption of Obligations and for Amendment of Existing Authority*

<sup>3</sup> *Petition of Kentucky Utilities Company for an Order Approving Amendment of Existing Financing Authority*

<sup>4</sup> *Petition of Kentucky Utilities Company for an Order Authorizing the Issuance of Securities and Assumption of Obligations)*



5. The extended credit facilities would be upon substantially the same terms as KU's existing revolving credit and would be available for the same purposes for which revolving credit is currently available. Loan proceeds could be used to provide short-term financing for KU's general financing needs, for example, general costs of operation or costs of KU's various construction programs, until permanent or long-term financing can be arranged. In addition, the extended credit facilities could be used to provide liquidity or credit support for KU's other debt, for example, ensuring that KU had readily available funds with which to make payments with respect to variable rate bonds that could be tendered for purchase and not remarketed. However, KU does not assign specific financing to any particular capital project or use, and does not project finance projects. Thus, these are general reasons that KU might have need for short-term financing, rather than uses to which such financing would be assigned.

6. By extending its existing and previously authorized credit facilities, KU will be able to ensure that the current, favorable terms for such facilities are available for as long as possible. While KU believes that the conditions and fees on similar credit facilities are likely to be less favorable to the borrower in 2016 than today, KU is not able to quantify such differences. However, by way of comparison, KU believes that the costs of a one year extension of its existing revolving credit line would be approximately 10 basis points, while today's cost of entering into a new, one year revolving credit facility would be approximately 17 ½ basis points.

7. Attached as Exhibits 1 and 2, respectively, are a Description of KU's Property and a Financial Exhibit.

8. Copies of all orders, pleadings and other communications related to this Petition should be directed to the attorneys listed at the end of this Petition.

**THEREFORE**, Kentucky Utilities Company respectfully requests that the Authority enter its Order authorizing KU to enter into such agreements and amendments as are necessary for KU to extend its existing and previously authorized multi-year revolving credit facilities for a term through December 31, 2017.

Respectfully Submitted,

Kentucky Utilities Company

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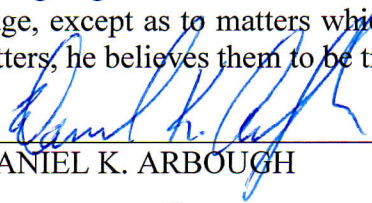
*Counsel for Kentucky Utilities Company*

**VERIFICATION**

**COMMONWEALTH OF KENTUCKY**

**COUNTY OF JEFFERSON**

Daniel K. Arbough being first duly sworn, deposes and says that he is Treasurer for Kentucky Utilities Company, that he has read the foregoing Petition and knows the contents thereof, and that the same is true of his own knowledge, except as to matters which are therein stated on information or belief, and that as to these matters, he believes them to be true.

  
\_\_\_\_\_  
DANIEL K. ARBOUGH

Subscribed and sworn before me this 11<sup>th</sup> that day of September, 2012.

My Commission Expires: August 31, 2015

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE AT LARGE



## **Exhibit 1**

## KENTUCKY UTILITIES COMPANY

A DESCRIPTION OF PETITIONER'S PROPERTY, INCLUDING A  
STATEMENT OF THE NET ORIGINAL COST OF THE PROPERTY  
AND THE COST THEREOF TO PETITIONER

June 30, 2012

The Petitioner's generating, transmission and distribution systems described herein are calculated annually. As of December 31, 2011, the Petitioner owned 13 and operated 11 coal fired steam electric generating units having a total capacity of 3,355 Mw; a hydroelectric generating station having a total capacity of 24 Mw; and 17 gas/oil peaking units having a total capacity of 1,454 Mw.

The Petitioner's owned electric transmission system included 133 substations (55 of which are shared with the distribution system) with a total capacity of 13 million kVA and 4,078 miles of lines. The electric distribution system included 478 substations (55 of which are shared with the transmission system) with a transformer capacity of 7 million kVA, 14,112 miles of overhead lines, and 2,265 miles of underground conduit.

KU's service area includes an additional 11 miles of gas transmission pipeline providing gas supply to natural gas combustion turbine electrical generating units.

Other properties include office buildings, service centers, warehouses, garages and other structures and equipment.

The net original cost of the property and cost thereof to the Petitioner at June 30, 2012, was:

| Original Cost                 | <u>Utility Plant</u>           |
|-------------------------------|--------------------------------|
| Production Plant              | \$ 4,217,732,639               |
| Distribution Plant            | 1,446,997,131                  |
| Transmission Plant            | 675,854,284                    |
| General Plant                 | 142,934,218                    |
| Intangible Plant              | 61,131,068                     |
| Construction Work in Progress | 389,711,307                    |
| Total Plant at Original Cost  | <u>\$ 6,934,360,647</u>        |
| Less Reserve for Depreciation | <u>2,084,313,904</u> *         |
| Net Original Cost             | <u><u>\$ 4,850,046,743</u></u> |

\* Excludes \$371,076,241 related to cost of removal reserves that is not included in the reserve in the Financial Statements and Additional Information, but instead is included as a regulatory liability.



## **Exhibit 2**

KENTUCKY UTILITIES COMPANY

FINANCIAL EXHIBIT

June 30, 2012

(1) Amount and kinds of stock authorized.

80,000,000 shares of Common Stock, without par value  
5,300,000 shares of Cumulative Preferred Stock, without par value -- authorized, but  
unissued  
2,000,000 shares of Preferred Stock, without par value -- authorized, but unissued

(2) Amount and kinds of stock issued and outstanding.

Common Stock:  
37,817,878 shares issued and outstanding, without par value, recorded at \$307,818,689.

(3) Terms of preference of preferred stock whether cumulative or participating, or on dividends or assets otherwise.

None

(4) Brief description of each mortgage on property of Petitioner, giving date of execution name of mortgagor, name of mortgagee, or trustee, amount of indebtedness authorized to be secured thereby, and the amount of the indebtedness actually secured, together with any sinking fund provisions.

Date of Execution: As of October 1, 2010 (Supplemental Indentures were executed on October 15, 2010 and November 1, 2010.)

Mortgagor: Kentucky Utilities Company

Trustee: The Bank of New York Mellon

Amount of Authorized Debt: One quintillion dollars

Amount of Debt Secured: \$1,850,779,405

Sinking Fund Provisions: None

Pledged Assets: Substantially all assets of Kentucky Utilities located in Kentucky

- (5) Amount of bonds authorized, and amount issued giving the name of the public utility which issued the same, describing each class separately, and giving date of issue, face value, rate of interest, date of maturity and how secured, together with an amount of interest paid thereon during the last 12-month period.

Secured by first mortgage lien on substantially all assets in Kentucky.

Kentucky Utilities Company

| Date of<br>Issue        | Date of<br>Maturity | Rate of<br>Interest | Principal Amount        |                                    | Interest<br>Expense            |
|-------------------------|---------------------|---------------------|-------------------------|------------------------------------|--------------------------------|
|                         |                     |                     | Authorized              | Outstanding at<br>June 30,<br>2012 | Year Ended<br>June 30,<br>2012 |
| Pollution Control Bonds |                     |                     |                         |                                    |                                |
| 05/01/00                | 05/01/23            | Variable            | \$ 12,900,000           | \$ 12,900,000                      | \$ 20,140                      |
| 02/01/02                | 02/01/32            | Variable            | 20,930,000              | 20,930,000                         | 101,987                        |
| 02/01/02                | 02/01/32            | Variable            | 2,400,000               | 2,400,000                          | 11,543                         |
| 02/01/02                | 02/01/32            | Variable            | 7,200,000               | 2,400,000                          | 199,413                        |
| 02/01/02                | 02/01/32            | Variable            | 7,400,000               | 7,400,000                          | 35,591                         |
| 07/01/02                | 10/01/32            | Variable            | 96,000,000              | 96,000,000                         | 11,543                         |
| 10/01/04                | 10/01/34            | Variable            | 50,000,000              | 50,000,000                         | 81,784                         |
| 02/23/07                | 10/01/34            | Variable            | 54,000,000              | 54,000,000                         | 87,972                         |
| 05/24/07                | 02/01/26            | 5.75%               | 17,875,000              | 17,875,000                         | 1,027,813                      |
| 05/24/07                | 03/01/37            | 6.00%               | 8,927,000               | 8,927,000                          | 535,620                        |
| 10/17/08                | 02/01/32            | Variable            | <u>77,947,405</u>       | <u>77,947,405</u>                  | <u>127,348</u>                 |
|                         |                     |                     | <u>\$ 355,579,405</u>   | <u>\$ 350,779,405</u>              | <u>\$ 2,240,754</u>            |
| First Mortgage Bonds    |                     |                     |                         |                                    |                                |
| 11/16/10                | 11/01/15            | 1.63%               | \$ 250,000,000          | \$ 250,000,000                     | \$ 4,062,500                   |
| 11/16/10                | 11/01/20            | 3.25%               | 500,000,000             | 500,000,000                        | 16,250,000                     |
| 11/16/10                | 11/01/40            | 5.13%               | <u>750,000,000</u>      | <u>750,000,000</u>                 | <u>38,437,500</u>              |
|                         |                     |                     | <u>\$ 1,500,000,000</u> | <u>\$ 1,500,000,000</u>            | <u>\$ 58,750,000</u>           |

- (6) Each note outstanding, giving date of issue, amount, date of maturity, rate of interest in whose favor, together with amount of interest paid thereon during the last 12-month period.

There are no notes outstanding as of June 30, 2012.

- (7) Other indebtedness, giving same by classes and describing security, if any with a brief statement of the devolution or assumption of any portion of such indebtedness upon or by person or corporation if the original liability has been transferred, together with amount of interest paid thereon during the last fiscal year.

None, other than current and accrued liabilities.

- (8) Rate and amount of dividends paid during the five previous fiscal years, and amount of capital stock on which dividends were paid. (1)

Dividends on Common Stock, without par value (not based on rate per share)

|      |               |
|------|---------------|
| 2007 | -             |
| 2008 | -             |
| 2009 | -             |
| 2010 | \$ 50,000,000 |
| 2011 | \$123,500,000 |

- (1) On November 1, 2010, PPL Corporation completed its acquisition of E.ON U.S. LLC, the Company's parent. Upon completion of the acquisition, E.ON U.S. LLC was renamed LG&E and KU Energy LLC. The 37,817,878 shares are currently owned by LG&E and KU Energy LLC. From May 1998 to October 31, 2010, the 37,817,878 shares were all owned by E.ON U.S. LLC (formerly LG&E Energy LLC) and all dividends declared by KU's Board of Directors were paid to E.ON U.S. LLC. Subsequent to October 31, 2010, all dividends declared by KU's Board of Directors were paid to LG&E and KU Energy LLC. During the 1<sup>st</sup> and 2<sup>nd</sup> quarters of 2012 KU declared and paid a dividend on common stock of \$24,000,000 each quarter.

- (9) Detailed Income Statement, Balance Sheet and Statement of Retained Earnings

Attached are detailed Statements of Income, Balance Sheets and Retained Earnings for the Company for the period ending June 30, 2012.



**Kentucky Utilities Company**  
**Balance Sheet as of June 30, 2012**

Exhibit 2 - p.4 of 6

**Assets**

|   |                            |
|---|----------------------------|
| <b>Utility Plant</b>                                  |                            |
| Utility Plant at Original Cost.....                   | \$ 6,934,360,647.01        |
| Less: Reserves for Depreciation and Amortization..... | 2,454,979,594.60           |
| <b>Total.....</b>                                     | <b>4,479,381,052.41</b>    |
| <b>Investments</b>                                    |                            |
| Electric Energy, Inc.....                             | 3,282,915.55               |
| Ohio Valley Electric Company.....                     | 250,000.00                 |
| Nonutility Property-Less Reserve.....                 | 179,120.94                 |
| <b>Total.....</b>                                     | <b>3,712,036.49</b>        |
| <b>Current and Accrued Assets</b>                     |                            |
| Cash.....   | 3,277,706.17               |
| Special Deposits.....                                 | 57,287.16                  |
| Temporary Cash Investments.....                       | 174,599,093.71             |
| Accounts Receivable-Less Reserve.....                 | 15,005,877.54              |
| Accounts Receivable from Associated Companies.....    |                            |
| Materials and Supplies-At Average Cost                |                            |
| Fuel.....   | 99,236,648.07              |
| Plant Materials and Operating Supplies.....           | 35,695,104.84              |
| Stores Expense.....                                   | 10,312,820.24              |
| Emission Allowances.....                              | 387,776.19                 |
| Prepayments.....                                      | 9,426,409.22               |
| Miscellaneous Current and Accrued Assets.....         | -                          |
| <b>Total.....</b>                                     | <b>347,998,723.14</b>      |
| <b>Deferred Debits and Other</b>                      |                            |
| Unamortized Debt Expense.....                         | 20,390,461.80              |
| Unamortized Loss on Bonds.....                        | 11,472,631.03              |
| Accumulated Deferred Income Taxes.....                | 96,215,019.71              |
| Deferred Regulatory Assets.....                       | 267,735,762.32             |
| Other Deferred Debits.....                            | 46,138,526.05              |
| <b>Total.....</b>                                     | <b>441,952,400.91</b>      |
| <b>Total Assets.....</b>                              | <b>\$ 5,273,044,212.95</b> |

**Liabilities and Proprietary Capital**

|   |                            |
|---|----------------------------|
| <b>Proprietary Capital</b>                            |                            |
| Common Stock.....                                     | \$ 308,139,977.56          |
| Less: Common Stock Expense.....                       | 321,288.87                 |
| Paid-In Capital.....                                  | 315,858,083.00             |
| Other Comprehensive Income.....                       | (5,596,454.61)             |
| Retained Earnings.....                                | 1,515,596,958.73           |
| Unappropriated Undistributed Subsidiary Earnings..... | 11,146,615.75              |
| <b>Total Proprietary Capital.....</b>                 | <b>2,144,823,891.56</b>    |
| <b>Long-Term Debt</b>                                 |                            |
| Pollution Control Bonds.....                          | 350,779,405.00             |
| First Mortgage Bonds.....                             | 1,490,129,781.25           |
| LT Notes Payable to Associated Companies.....         | -                          |
| <b>Total Long-Term Debt.....</b>                      | <b>1,840,909,186.25</b>    |
| <b>Total Capitalization.....</b>                      | <b>3,985,733,077.81</b>    |
| <b>Current and Accrued Liabilities</b>                |                            |
| ST Notes Payable to Associated Companies.....         | 6,336,000.00               |
| Accounts Payable.....                                 | 117,749,802.68             |
| Accounts Payable to Associated Companies.....         | 34,625,251.10              |
| Customer Deposits.....                                | 23,801,840.52              |
| Taxes Accrued.....                                    | 22,722,975.24              |
| Interest Accrued.....                                 | 10,205,476.28              |
| Dividends Declared.....                               | 22,072,103.12              |
| Miscellaneous Current and Accrued Liabilities.....    | -                          |
| <b>Total.....</b>                                     | <b>237,513,448.94</b>      |
| <b>Deferred Credits and Other</b>                     |                            |
| Accumulated Deferred Income Taxes.....                | 622,309,957.19             |
| Investment Tax Credit.....                            | 100,007,712.83             |
| Regulatory Liabilities.....                           | 106,992,168.82             |
| Customer Advances for Construction.....               | 3,142,775.72               |
| Asset Retirement Obligations.....                     | 63,367,034.42              |
| Other Deferred Credits.....                           | 17,417,280.66              |
| Miscellaneous Long-Term Liabilities.....              | 2,513,881.13               |
| Accum Provision for Postretirement Benefits.....      | 134,046,875.43             |
| <b>Total.....</b>                                     | <b>1,049,797,686.20</b>    |
| <b>Total Liabilities and Stockholders Equity.....</b> | <b>\$ 5,273,044,212.95</b> |

**Kentucky Utilities Company**  
**Statement of Income**  
**June 30, 2012**

Exhibit 2 - p. 5 of 6

|   | Year Ended<br>6/30/2012         |
|---|---------------------------------|
| Electric Operating Revenues.....                | \$ 1,530,266,802.07             |
| Rate Refunds.....                               | -                               |
| Total Operating Revenues.....                   | <u>1,530,266,802.07</u>         |
| Fuel for Electric Generation.....               | 515,769,406.98                  |
| Power Purchased.....                            | 107,347,468.09                  |
| Other Operation Expenses.....                   | 233,079,653.72                  |
| Maintenance.....                                | 126,581,935.20                  |
| Depreciation.....                               | 186,121,785.43                  |
| Amortization Expense.....                       | 7,744,129.18                    |
| Regulatory Credits.....                         | (6,145,997.06)                  |
| Taxes   |                                 |
| Federal Income.....                             | (16,518,325.55)                 |
| State Income.....                               | 122,834.01                      |
| Deferred Federal Income - Net.....              | 103,947,992.41                  |
| Deferred State Income - Net.....                | 12,947,793.84                   |
| Property and Other.....                         | 29,775,689.96                   |
| Investment Tax Credit.....                      | -                               |
| Loss (Gain) from Disposition of Allowances..... | (886.52)                        |
| Accretion Expense.....                          | <u>3,043,065.39</u>             |
| Total Operating Expenses.....                   | <u>1,303,816,545.08</u>         |
| Net Operating Income.....                       | 226,450,256.99                  |
| Other Income Less Deductions                    |                                 |
| Amortization of Investment Tax Credit.....      | 2,800,109.49                    |
| Other Income Less Deductions.....               | (1,515,959.71)                  |
| AFUDC - Equity.....                             | <u>46,687.53</u>                |
| Total Other Income Less Deductions.....         | <u>1,330,837.31</u>             |
| Income Before Interest Charges.....             | <u>227,781,094.30</u>           |
| Interest on Long-Term Debt.....                 | 60,990,752.85                   |
| Amortization of Debt Expense - Net.....         | 3,760,740.20                    |
| Other Interest Expenses.....                    | 4,708,382.30                    |
| AFUDC - Borrowed Funds.....                     | <u>(13,309.29)</u>              |
| Total Interest Charges.....                     | <u>69,446,566.06</u>            |
| Net Income.....                                 | <u><u>\$ 158,334,528.24</u></u> |

**Kentucky Utilities Company**  
**Analysis of Retained Earnings**  
**June 30, 2012**


Exhibit 2 - p. 6 of 6

|   | <u>Year Ended 6/30/12</u>         |
|---|-----------------------------------|
| Retained Earnings Balance at Beginning of Period.....                         | \$ 1,456,456,761.49               |
| Add:  |                                   |
| Net Income for Period.....  | 158,334,528.24                    |
| Deduct:   |                                   |
| Common Dividends  |                                   |
| Common Stock Without Par Value  | (103,500,000.00)                  |
| Adjust for Equity in Subsidiary   |                                   |
| Earnings for Year   |                                   |
| EE Inc.....   | 4,305,669.00                      |
| Dividends Received Current Year   |                                   |
| -EE Inc.....  | -                                 |
| Retained Earnings Balance at End of Period.....                               | <u>1,515,596,958.73</u>           |
| Unappropriated Undistributed Subsidiary Earnings.....                         | <u>11,146,615.75</u>              |
| Retained Earnings and Undistributed Subsidiary Earnings at End of Period..... | <u><u>\$ 1,526,743,574.48</u></u> |

**CERTIFICATE OF SERVICE**

I hereby certify that on this 14<sup>th</sup> day of September 2012, a true and correct copy of the forgoing Petition was served on the entity below by placing same in the U.S. mail, postage pre-paid addressed to:

Office of Attorney General & Reporter  
Consumer Advocate and Protection Division  
P.O. Box 20207  
Nashville, Tennessee 37202

  
D. Billye Sanders