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**Mar 11 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

1997

DOCUMENT # F94000006431 (0)

1. Corporation Name
LG&E POWER MARKETING INC.



Principal Place of Business
**12500 FAIR LAKES CIRCLE
FAIRFAX VA 22033
US**

Mailing Address
**220 WEST MAIN STREET
11TH FLOOR
LOUISVILLE KY 40202-1395
US**

3. Date Incorporated or Qualified 12/16/1994	3a. Date of Last Report 04/02/1996
4. FEI Number 52-1889481	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business 21 12500 Fair Lakes Circle Suite, Apt. #, etc.	2a. Mailing Address 26 220 West Main Street Suite, Apt. #, etc.
22 City & State 23 Fairfax, Virginia	27 11th Floor City & State 28 Louisville, Kentucky
24 22033 25 U.S.	29 40202 30 U.S.

9. Name and Address of Current Registered Agent
**C T CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ DATE _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	CFO <input checked="" type="checkbox"/> DELETE
NAME	CASEY, EDWARD J JR
STREET ADDRESS	220 W. MAIN ST.
CITY-ST-ZIP	LOUISVILLE KY
TITLE	PD <input checked="" type="checkbox"/> DELETE
NAME	MCINNIS, MICHAEL L
STREET ADDRESS	12500 FAIR LAKES CIR.
CITY-ST-ZIP	FAIRFAX VA 22033
TITLE	D <input checked="" type="checkbox"/> DELETE
NAME	ZULANDI, ROBERT M
STREET ADDRESS	12500 FAIR LAKES CIR.
CITY-ST-ZIP	FAIRFAX VA
TITLE	V <input type="checkbox"/> DELETE
NAME	OWENS, BILLY
STREET ADDRESS	3200 PARK CENTER DRIVE
CITY-ST-ZIP	COSTA MESA CA
TITLE	VCT <input type="checkbox"/> DELETE
NAME	RIVES, S BRADFORD
STREET ADDRESS	220 WEST MAIN STREET
CITY-ST-ZIP	LOUISVILLE KY
TITLE	V <input type="checkbox"/> DELETE
NAME	HULL, B. JEANINE
STREET ADDRESS	12500 FAIR LAKES CIR.
CITY-ST-ZIP	FAIRFAX VA 22033

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	President/Director <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Berger, Walter Z.
2.3 STREET ADDRESS	220 West Main Street
2.4 CITY-ST-ZIP	Louisville, Kentucky 40202
3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Secretary
3.3 STREET ADDRESS	Schwartz, David G.
3.4 CITY-ST-ZIP	12500 Fair Lakes Circle
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	Director, Vice President <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	Controller
5.3 STREET ADDRESS	Rives, S. Bradford
5.4 CITY-ST-ZIP	220 West Main Street
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Sandra B. Mortham*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)