

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 19 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F94000006431 (0)
 1. Corporation Name
LG&E ENERGY 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 US
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DO NOT WRITE IN THIS SPACE

2 Principal Place of Business 21 220 West Main Street Suite, Apt. #, etc.	2a Mailing Address 26 220 West Main Street Suite, Apt. #, etc.
22 City & State 23 Louisville, KY Zip 24 40202 Country 25 U.S.	27 City & State 28 Louisville, KY Zip 29 40202 Country 30 U.S.

3 Date Incorporated or Qualified 12/16/1994	4 FEI Number 52-1889481	Applied For <input type="checkbox"/> 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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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

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

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BERGER, WALTER Z.	1.2 NAME	
STREET ADDRESS	220 WEST MAIN ST	1.3 STREET ADDRESS	
CITY-ST-ZIP	LOUISVILLE KY	1.4 CITY-ST-ZIP	
TITLE	<input checked="" type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Schwartz, David G.	2.2 NAME	Secretary
STREET ADDRESS	12500 FAIR LAKES CIR.	2.3 STREET ADDRESS	John R. McCall
CITY-ST-ZIP	FAIRFAX VA	2.4 CITY-ST-ZIP	220 West Main Street
TITLE	<input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	OWENS, BILLY	3.2 NAME	
STREET ADDRESS	3200 PARK CENTER DRIVE	3.3 STREET ADDRESS	
CITY-ST-ZIP	COSTA MESA CA	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DVC RIVES, S BRADFORD	4.2 NAME	V.P. and Controller
STREET ADDRESS	220 WEST MAIN STREET	4.3 STREET ADDRESS	Bradford Rives
CITY-ST-ZIP	LOUISVILLE KY	4.4 CITY-ST-ZIP	220 West Main Street
TITLE	<input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HULL, B. JEANINE	5.2 NAME	Senior Vice President & Director
STREET ADDRESS	12500 FAIR LAKES CIR.	5.3 STREET ADDRESS	John Yurkinin
CITY-ST-ZIP	FAIRFAX VA 22033	5.4 CITY-ST-ZIP	220 West Main Street
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I 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:  **S. Bradford Rives, V.P. & Controller 4/29/98**

CFR2E034 (10/97)