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Memorandum

To: All Clients

From: MML&K Government Solutions

Re: 2011 Kentucky Statewide Elections

Date: January 25, 2011

Today (Tuesday) was the filing deadline for candidates vying for statewide offices in Kentucky. This year, Kentuckians will go to the polls in a May primary and a November general election to determine officeholders for seven (7) statewide positions, including:

- Governor & Lt. Governor (who run as a slate)
- Attorney General
- Secretary of State
- Auditor of Public Accounts
- State Treasurer
- Commissioner of Agriculture

There are no legislative or local races held this year.

Kentucky is one of only three (3) states that hold such “off-year” elections for its executive offices, and with Governors Haley Barbour and Bobby Jindal in relatively strong positions in Mississippi and Louisiana respectively, the Kentucky Governor’s race is poised to garner a disproportionate share of national attention. It now appears that West Virginia will have a special election this year to replace Democrat Joe Manchin, who ascended to the U.S. Senate from the Governor’s Office last year following the death of Sen. Robert Byrd; the State Senate President is serving as Acting Governor. Most political observers believe Kentucky will be a battleground with millions of dollars being pumped into the state by the national independent groups, such as American Crossroads and other “527” independent expenditure organizations.

Now that the fields are set, the following is a brief summary of the candidates and races for Kentucky's 2011 Election.

Governor and Lieutenant Governor

In Kentucky, the candidates for Governor and Lt. Governor run as a pair on a gubernatorial slate. Kentucky Governors are only permitted two (2) consecutive terms; Governor Steve Beshear (D) was first elected in 2007 and can run for one more term.

Democratic Nominee

While the position of lieutenant governor carries with it little functional importance, it is critical for the slate to be established early in order for it to accept campaign contributions, and just like national Vice Presidential candidates, the Lieutenant Governor candidate provides geographical balance and political potency. Thus, when incumbent Lt. Gov. Daniel Mongiardo announced his intention to run in last year's Democratic Primary for U.S. Senate, Gov. Steve Beshear quickly announced his replacement on the 2011 ballot would be former Louisville Mayor Jerry Abramson. Abramson is known affectionately in the Louisville area as the "Mayor for Life" due to his two stints as mayor, both of which were ended only by term limitations. While popular among Louisville voters in the state's largest urban core of votes, Abramson is little known throughout a state still defined by a rural-urban divide.

Beshear and Abramson already have a formidable war chest approaching \$4 million, and unlike their Republican counterparts, will not face a primary.

Republican Slates

On the Republican side of the aisle, the national trend of Tea Party contested GOP primaries has found its way to Kentucky on the heels of Tea Party darling Rand Paul's landslide U.S. Senate win last year.

In any other era, Senate President David Williams and his running mate, two-term Commissioner of Agriculture Richie Farmer, would have likely walked their way through a Republican primary; however, experience as an incumbent in the State Legislature could be more of a liability than an asset in these uncertain times punctuated by governmental discontent. Williams is facing a three-way primary with Tea Party candidate Phil Moffet and fellow Republican officeholder Bobbie Holsclaw, both of whom are viewed as anti-establishment candidates.

Williams is one of the longest-tenured and highest profile legislators in the Kentucky General Assembly, and he has selected a running mate in Farmer who is enormously popular from his days as a basketball star at the University of Kentucky. The Williams-Farmer slate already has a fundraising lead, amassing \$650,000 in raised funds in an abbreviated fundraising cycle since announcing last fall.

Leading the Tea Party slate is Louisville businessman Phil Moffet and running mate Mike Harmon, a State Representative from Boyle County in Central Kentucky. Moffet is the managing partner of the telecommunications management company CCS Partners, and his slate was the first to announce its intention to run in 2010. Rep. Mike Harmon is a loan officer for First Mortgage Company. Moffet is a political novice, and Harmon has spent his tenure in the Kentucky House of Representatives as a

member of the largely marginalized Republican minority, but the slate embraced the Tea Party movement early and vocally, setting up a contrast against Williams, who is currently the longest-serving member of the State Senate with a long voting record of various taxes and spending.

The latest slate to announce its candidacy just this week is that of Jefferson County Clerk Bobbie Holsclaw and running mate Bill Vermillion, a retired Navy Master Chief from Caneyville in Grayson County. Holsclaw is the only female on either side of the ballot, and has served as County Clerk since 1999 – quietly winning two countywide elections in the state’s most populous, and arguably the most reliably Democratic county. However, she is virtually unknown outside of Jefferson County. Her candidacy is perceived to help Williams/Farmer by splitting the anti-establishment vote with Moffet and the Tea Party. Still, it forces Williams to take nothing for granted and run an aggressive primary, spending money that he otherwise would be able to bankroll for the fall general election matchup against Beshear.

Attorney General

There will be no primary for either the Republican or Democratic nomination for this office.

- Jack Conway (D) – The sitting Attorney General waited until the 11th hour to announce his intention to run for a second term as Kentucky’s Attorney General, admitting that last year’s combative campaign and loss in the U.S. Senate race made this decision difficult. However, Conway said he is up to a second term and ready for a Republican challenge. Conway is a Louisville attorney.
- Todd P’Pool (R) – P’Pool hails from Madisonville, where he was just elected last year to his second term as Hopkins County Attorney. P’Pool is relatively unknown statewide, but he has already received the backing of the Republican machine. Larry Cox, the recently retired state director for U.S. Sen. Mitch McConnell, joined the campaign as chairman. P’Pool has announced that if elected, he intends to join the growing group of state attorneys general who have filed suit against the federal government regarding the constitutionality of health care reform.

Secretary of State

Democratic Primary

- Elaine N. Walker – Walker is the current Mayor of Bowling Green, but she will actually be considered the “incumbent” in this race. Two-term Secretary of State Trey Grayson announced this month that he will vacate the office on January 31 of this year in order to take the job as director of Harvard University’s prestigious Institute of Politics. Governor Beshear appointed Walker to serve out the remaining 11 months of Grayson’s term. Walker is in the middle of her second term as Bowling Green Mayor.
- Alison Lundergan Grimes – The Lundergan name is a staple in Kentucky Democratic Party politics, courtesy of former Kentucky Democratic Party chairman Jerry Lundergan – Alison’s

father. Alison Grimes is a young Lexington attorney, who previously sought public office in a 2007 failed bid for a State House seat.

Republican Primary

- Bill Johnson – Johnson is a Navy veteran and former procurement manager for BP who dropped out of the 2010 U.S. Senate Republican primary despite earning some vocal Tea Party support. Johnson hails from Todd County in western Kentucky, where he is now a businessman and substitute teacher.
- Hilda Legg – Legg is an economic development leader from southern Kentucky, who is making her first run for public office. Although she has not sought an elected position before, she does have a long history in the public sector, occupying various federal roles, most recently as Administrator of the U.S. Department of Agriculture's Rural Utilities Service (RUS) between 2001 and 2005. Legg is a close political ally of Congressman Hal Rogers (R) who recently ascended to the Chairmanship of the House Appropriations Committee.

Auditor of Public Accounts

Democratic Nominee

- Adam Edelen – A young businessman from Lexington, Edelen has history in both the public and private sectors in Kentucky, culminating in his recent service as Chief of Staff for Governor Steve Beshear. Prior to serving as Chief of Staff, Edelen served as Beshear's Director of the Office of Homeland Security. Before joining the Beshear Administration, Edelen was an executive for Thomas & King, a restaurant management company. He also previously worked as an executive with the Lexington Chamber of Commerce. He does not face any primary opposition.

Republican Primary

- John Kemper – Kemper, of Lexington, was the first Republican to file for Auditor – doing so back in November of 2010. He is a partner at a residential building and development company and is approaching his run for statewide office with an emphasis on small business issues.
- Addia Wuchner – Wuchner is one of several Republican State House members seeking statewide office in 2011. She is a registered nurse and retired administrator for St. Luke Hospitals and the Health Alliance of Greater Cincinnati. Wuchner hails from Florence in northern Kentucky, and she has served as a state legislator since 2005.

State Treasurer

Democratic Primary

- Todd Hollenbach – Hollenbach is the only incumbent to face a true primary challenge in 2011. The Louisville Democrat was elected Treasurer in 2007 and is seeking to hold that office for

another four-year stint. Hollenbach has served a quiet first time and hails from a strong Democratic family. His father, Todd Hollenbach III, served in several leadership roles.

- Steve Hamrick – Hamrick is from Hopkinsville and announced his intention to run against Hollenbach last summer. Formerly a Republican, he switched to the Democratic Party in 1995 after chairing a group of Republicans for then-Democratic candidate for Governor Paul Patton. He is reported by local media outlets to be a businessman and minister.

Republican Nominee

- K.C. Crosbie – Lexington council member K.C. Crosbie filed to challenge the incumbent in the race for Treasurer. Crosbie is a three-term councilwoman on the non-partisan council.

Commissioner of Agriculture

Democratic Primary

- Robert “Bob” Farmer – The aptly named Farmer is from Louisville, where he has been in business for himself. He has business interests in real estate, marketing service and sports management. He is also a regular contributor to the famous Farmer’s Almanac.
- Stewart Gritton – Gritton is from Lawrenceburg, where he has spent the last two decades farming – 15 of which he also worked for the Kentucky Department of Agriculture.
- John Faris Lackey – Lackey is from Richmond in Madison County, where he serves on the Madison County School Board.
- David Williams – This perennial candidate for office from Glasgow is not to be confused with Senate President David L. Williams, who also hails from the southern part of the state.
- B.D. Wilson – Wilson is from Frankfort where he recently resigned from the Beshear Administration as Rural Roads Commissioner to concentrate on this race. He is a former Montgomery County Judge-Executive and former Commissioner of Rural & Municipal Aid.

Republican Primary

- Jamie Comer – Comer was first elected to the Kentucky House of Representatives in 2000. Hailing from rural Tompkinsville, Comer is a farmer and businessman, who has come out of the gate strong with an early fundraising push seldom seen for this down ballot position.
- Rob Rothenburger – Rothenburger is currently the Shelby County Judge-Executive. He is a paramedic and former fire chief of the city of Shelbyville.