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COMMISSION

Mr. Jeff DeRouen
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
P.O. Box 615
Frankfort, Kentucky 40602-0615

LG&E and KU Energy LLC
State Regulation and Rates
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November 15, 2010

Re: *Joint Application of PPL Corporation, E.ON AG, E.ON US Investments Corp., E.ON U.S. LLC, Louisville Gas and Electric Company, and Kentucky Utilities Company for Approval of an Acquisition of Ownership and Control of Utilities*
Case No. 2010-00204

Dear Mr. DeRouen:

Pursuant to the Commission's Order dated September 30, 2010 in the aforementioned case, Louisville Gas and Electric Company ("LG&E") and Kentucky Utilities Company ("KU"), (collectively, the "Companies") submit the following reports in compliance with the reporting requirements specified in Appendix C, Commitment No. 1:

Attachment 1: LG&E and KU Balance Sheets and Income Statements for Twelve Month Ended September 30, 2010

Attachment 2: LG&E and KU Proportionate Share of Total Operating Revenues, Operating and Maintenance Expenses, and Number of Employees

Attachment 3: Number of Employees by Payroll Assignment

In addition, Appendix C, Commitment No. 29 of the aforementioned Order, specifies that the Companies submit the periodic reporting of "various reliability and service quality measurements". However, in Administrative Case No 2006-00494, *An Investigation of the Reliability Measures of Kentucky's Jurisdictional Electric Distribution Utilities and Certain Reliability Maintenance Practices*, dated October 26, 2007, the Companies are required to file similar reports and therefore were relieved on this

"In November 2010, E.ON U.S. LLC was renamed LG&E and KU Energy LLC."

Mr. Jeff DeRouen
November 15, 2010

reporting requirement (also see Commission's Order dated July 16, 2008 for Case Nos. 2000-00095 and 2001-00104).

Additionally, the Companies file separately with the Commission's Annual Report Branch Manager on November 15, 2010, a Twelve Month Ended Balance Sheet and Income Statement on a jurisdictional basis for KU.

Please confirm your receipt of this filing by placing the File Stamp of your Office with date received on the extra copy and returning it to me in the enclosed envelope. Should you have any questions regarding the information filed herewith, please call me or Don Harris at (502)627-2021.

Sincerely,



Rick E. Lovekamp

Enclosures

cc: Ms. Helen Helton, Office of the General Counsel
KPSC Division of Financial Analysis
Mr. Jeff Cline, Annual Report Branch Manager

Louisville Gas and Electric Company
Balance Sheet on a Total Company and Jurisdictional Basis
September 30, 2010

	<u>Electric</u>	<u>Gas</u>	<u>Total</u>
UTILITY PLANT			
Utility Plant	\$ 3,592,435,922	\$ 737,964,762	\$ 4,330,400,684
Construction Work in Progress	281,934,274	29,575,061	311,509,335
TOTAL UTILITY PLANT	3,874,370,196	767,539,823	4,641,910,019
Less: Accum. Prov. for Depr. Amort. Depl.	1,769,544,781	254,088,022	2,023,632,803
Net Utility Plant	2,104,825,415	513,451,801	2,618,277,216
Gas Stored Underground - Noncurrent	-	2,139,990	2,139,990
OTHER PROPERTY AND INVESTMENTS			
Nonutility Property-Less Reserve	8,672	3,207	11,879
Special Funds	16,899,030	4,253,843	21,152,873
Ohio Valley Electric Corporation	594,286	-	594,286
TOTAL Other Property and Investments	17,501,988	4,257,050	21,759,038
CURRENT AND ACCRUED ASSETS			
Cash	3,093,163	810,867	3,904,030
Special Deposits	694,666	-	694,666
Working Fund	15,917	4,173	20,090
Temporary Cash Investments	95	25	120
Customer Accounts Receivable	57,185,009	14,659,093	71,844,102
Other Accounts Receivable	10,292,077	436,986	10,729,063
Less: Accum. Prov. for Uncollectible Acct.-Cr	760,255	1,860,420	2,620,675
Notes Receivable from Assoc. Companies	-	-	-
Accounts Receivable from Assoc. Companies	13,424,363	3,519,172	16,943,535
Fuel Stock	65,769,984	-	65,769,984
Plant Materials and Operating Supplies	29,768,491	17,988	29,786,479
Stores Expense Undistributed	4,857,851	2,916	4,860,767
Gas Stored Underground - Current	-	60,652,456	60,652,456
Prepayments	4,322,913	588,833	4,911,746
Misc. Current & Accrued Assets	1,810,665	-	1,810,665
Interest and Dividends Receivable	43,804	704	44,508
Rents Receivable	8,284	-	8,284
Accrued Utility Revenues	47,945,933	3,310,917	51,256,850
TOTAL Current and Accrued Assets	238,472,960	82,143,710	320,616,670
DEFERRED DEBITS			
Unamortized Debt Expenses	2,942,904	771,478	3,714,382
Other Regulatory Assets	311,018,280	67,506,894	378,525,174
Miscellaneous Deferred Debits	3,562,792	(2,364,986)	1,197,806
Unamortized Loss on Reacquired Debt	17,618,897	4,618,762	22,237,659
Accumulated Deferred Income Taxes	40,839,905	5,591,983	46,431,888
TOTAL Deferred Debits	375,982,778	76,124,131	452,106,909
TOTAL Assets and Other Debits	\$ 2,736,783,141	\$ 678,116,682	\$ 3,414,899,823
	80.14%	19.86%	

Louisville Gas and Electric Company
Balance Sheet on a Total Company and Jurisdictional Basis
September 30, 2010

	<u>Electric</u>	<u>Gas</u>	<u>Total</u>
PROPRIETARY CAPITAL			
Common Stock Issued	\$ 336,862,527	\$ 88,307,897	\$ 425,170,424
Preferred Stock Issued	-	-	-
Other Paid - In Capital	66,221,622	17,359,877	83,581,499
Other Comprehensive Income	-	-	-
(Less) Capital Stock Expense	662,275	173,613	835,888
Retained Earnings	<u>646,827,640</u>	<u>160,332,035</u>	<u>807,159,675</u>
TOTAL Proprietary Capital	1,049,249,514	265,826,196	1,315,075,710
LONG-TERM DEBT			
Long-Term Notes Payable to Associated Companies	384,265,500	100,734,500	485,000,000
Mandatory Redeemable \$5.875 Series Preferred Stock	-	-	-
Bonds	<u>325,717,699</u>	<u>85,386,301</u>	<u>411,104,000</u>
TOTAL Long - Term Debt	709,983,199	186,120,801	896,104,000
OTHER NONCURRENT LIABILITIES			
Long Term Obligations Under Capital Leases	-	-	-
Accumulated Provision for Postretirement Benefits	<u>140,304,717</u>	<u>36,848,623</u>	<u>177,153,340</u>
TOTAL OTHER Noncurrent Liabilities	140,304,717	36,848,623	177,153,340
CURRENT AND ACCRUED LIABILITIES			
Notes Payable	-	-	-
Notes Payable to Associated Companies	96,569,802	25,315,598	121,885,400
Accounts Payable	67,617,527	15,756,918	83,374,445
Accounts Payable to Associated Companies	30,783,837	8,069,927	38,853,764
Customer Deposits	18,926,493	5,508,591	24,435,084
Taxes Accrued	16,023,688	4,335,194	20,358,882
Interest Accrued	2,840,601	715,039	3,555,640
Dividends Declared	-	-	-
Tax Collections Payable	-	-	-
Short Term Obligations Under Capital Leases	-	-	-
Miscellaneous Current and Accrued Liabilities	<u>15,658,340</u>	<u>5,244,261</u>	<u>20,902,601</u>
TOTAL Current and Accrued Liabilities	248,420,288	64,945,528	313,365,816
DEFERRED CREDITS AND OTHER			
Customer Advances for Construction	9,264,081	(1,034,608)	8,229,473
Asset Retirement Obligations	44,654,618	20,319,634	64,974,252
Accumulated Deferred Investment Tax Credits	45,422,313	727,706	46,150,019
Other Deferred Credits	24,386,756	4,221,737	28,608,493
Other Regulatory Liabilities	38,768,151	12,793,874	51,562,025
Miscellaneous Long-term Liabilities	43,161,751	11,314,774	54,476,525
Accumulated Deferred Income Taxes	<u>395,278,868</u>	<u>63,921,302</u>	<u>459,200,170</u>
TOTAL Deferred Credits	600,936,538	112,264,419	713,200,957
Electric/Gas adjustment to balance	(12,111,115)	12,111,115	
TOTAL Liabilities and Other Credits	<u>\$ 2,736,783,141</u>	<u>\$ 678,116,682</u>	<u>\$ 3,414,899,823</u>
	80.14%	19.86%	

Louisville Gas and Electric Company
Income Statement on a Total Company and Jurisdictional Basis
Twelve Months Ending September 30, 2010

	<i>Electric</i>	<i>Gas</i>	<i>Total</i>
OPERATING REVENUES			
Residential Sales	359,813,563	183,222,995	543,036,558
Small (or Comm.)	269,900,324	67,366,137	337,266,461
Large (or Ind.)	133,515,764	7,765,771	141,281,535
Public Street and Highway Lighting	6,785,792	-	6,785,792
Other Sales to Public Authorities	77,428,638	11,132,635	88,561,273
Rate Refunds	-	-	-
Total Sales to Ultimate Consumers	847,444,081	269,487,538	1,116,931,619
Sales for Resale	118,206,372	1,621,180	119,827,552
Interdepartmental Sales	-	5,511,726	5,511,726
Late Payment Charges	6,357,488	3,003,979	9,361,467
Transportation Revenue	-	6,856,416	6,856,416
Miscellaneous Service Revenues	1,261,272	79,995	1,341,267
Rent from Electric/Gas Property	2,782,861	358,541	3,141,402
Interdepartmental Rents	-	-	-
Other Electric Revenue	7,302,265	-	7,302,265
Other Gas Revenue	-	8,254	8,254
Total Operating Revenues	983,354,339	286,927,629	1,270,281,968
OPERATING EXPENSES			
Operation Expense	582,899,301	208,107,654	791,006,955
Maintenance Expense	89,753,603	16,714,107	106,467,710
Depreciation Expense	111,822,850	19,156,982	130,979,832
Amort. & Depl. of Utility Plant	5,821,124	2,124,115	7,945,239
Amor. of Property Losses, Unrecovered Plant and Regulatory Study Costs	-	-	-
Regulatory Credits	(3,313,260)	(496,615)	(3,809,875)
Taxes Other Than Income Taxes	16,232,488	5,182,237	21,414,725
Income Taxes - Federal	40,925,586	574,141	41,499,727
- State	4,595,302	(825,776)	3,769,526
Provision for Deferred Income Taxes	94,521,950	40,991,345	135,513,295
(Less) Provision for Deferred Income Taxes - Credit	(103,700,721)	(30,839,160)	(134,539,881)
Investment Tax Credit Adj. - Net	(1,425,943)	(146,740)	(1,572,683)
(Gain) from Disposition of Allowances	(34,460)	-	(34,460)
Accretion Expense	2,698,318	466,310	3,164,628
Total Utility Operating Expenses	840,796,138	261,008,600	1,101,804,738
Net Utility Operating Income	142,558,200	25,919,029	168,477,229
Total Other Income			11,327,395
Total Other Income Deductions			(16,304,559)
Total Taxes on Other Income and Deductions			22,395,624
Net Other Income and Deductions			5,236,330
INTEREST			
Interest on Long-Term Debt			43,661,412
Amort. of Debt Discount and Expenses			186,333
Amortization of Loss on Reacquired Debt			1,210,555
Other Interest Charges			2,761,994
Total Interest Charges	38,046,147	9,774,147	47,820,294
Net Income Before Extraordinary Items			125,893,265
Extraordinary Items			-
Net Income			125,893,265

KENTUCKY UTILITIES COMPANY

Balance Sheet on a Total Company and Jurisdictional Basis

At September 30, 2010

Title of Account Column A	No. Col. B	Total Kentucky Utilities Column C	KU Retail Jurisdictional Column D	Other Jurisdictional Column E
<u>Utility Plant</u>				
Utility Plant	101-106	\$ 5,426,100,677	\$ 4,739,365,288	\$ 686,735,389
Plus: Construction Work in Progress	107	945,364,238	810,328,512	135,035,726
Total Utility Plant		\$ 6,371,464,915	\$ 5,549,693,800	\$ 821,771,115
Less: Accumulated Provision for Depreciation	108,111	2,244,953,371	1,949,591,047	295,362,324
Net Utility Plant		\$ 4,126,511,544	\$ 3,600,102,753	\$ 526,408,791
<u>Other Property and Investments</u>				
Nonutility Property-Less reserve	121-122	\$ 179,121	\$ -	\$ 179,121
Investment in Subsidiary Companies	123.1	12,373,767	-	12,373,767
Non-Current Portion of Allowances	158.1	-	-	-
Other Investments	124	250,000	-	250,000
Special Funds	125-128	-	-	-
Total Other Property and Investments		\$ 12,802,887	\$ -	\$ 12,802,887
<u>Current and Accrued Assets</u>				
Cash	131	\$ 2,294,104	\$ 2,003,236	\$ 290,868
Special Deposits	132-134	-	-	-
Working Funds	135	39,025	34,077	4,948
Temporary Cash Investments	136	269	235	34
Customer Accounts Receivable	142	107,252,345	81,010,022	26,242,323
Other Accounts Receivable	143	32,678,736	28,535,409	4,143,327
Less: Accum Prov for Uncollectable Accts-Credit	144	3,783,144	3,303,480	479,664
Notes Receivable from Associated Companies	145	-	-	-
Accounts Receivable from Associated Companies	146	101,638	90,789	10,849
Fuel	151	97,727,334	84,867,502	12,859,832
Plant Materials and Operating Supplies	154	32,805,788	28,482,247	4,323,541
Allowances	158.1	563,903	487,525	76,378
Less: Non-Current Portion of Allowances	158.1	-	-	-
Stores Expense Undistributed	163	8,539,664	7,414,206	1,125,458
Prepayments	165	5,362,646	4,722,002	640,644
Interest and Dividends Receivable	171	43,662	38,126	5,536
Accrued Utility Revenues	173	67,294,000	64,395,000	2,899,000
Miscellaneous Current Assets	174-175	52,407	45,762	6,645
Total Current and Accrued Assets		\$ 350,972,377	\$ 298,822,658	\$ 52,149,719
<u>Deferred Debits</u>				
Unamortized Debt Expense	181	\$ 4,680,592	\$ 4,087,141	\$ 593,451
Unrecovered Plant and Regulatory Costs	182	-	-	-
Other Regulatory Assets	182.3	228,918,076	206,245,422	22,672,653
Preliminary Survey and Inventory	183	2,324,781	2,030,022	294,758
Clearing Accounts	184	-	-	-
Miscellaneous Deferred Debits	186	38,884,623	33,621,890	5,262,733
Unamortized Loss on Re-Acquired Debt	189	12,531,333	10,942,489	1,588,844
Accumulated Deferred Income Taxes	190	51,412,682	44,963,573	6,449,109
Total Deferred Debits		\$ 338,752,086	\$ 301,890,538	\$ 36,861,548
Total Assets		\$ 4,829,038,895	\$ 4,200,815,949	\$ 628,222,946

KENTUCKY UTILITIES COMPANY

Balance Sheet on a Total Company and Jurisdictional Basis

At September 30, 2010

Title of Account Column A	No. Col. B	Total Kentucky Utilities Column C	KU Retail Jurisdictional Column D	Other Jurisdictional Column E
Proprietary Capital				
Common Stock Issued	201	\$ 308,139,978	\$ 269,071,004	\$ 39,068,974
Preferred Stock Issued	204	-	-	-
Premium on Capital Stock	207	-	-	-
Paid in Capital	208-211	315,858,083	275,810,533	40,047,550
Other Comprehensive Income	219	(1,989,397)	(1,737,162)	(252,235)
(Less) Common Stock Expense	214	321,289	280,553	40,736
Retained Earnings	215-216	1,392,973,603	1,216,358,907	176,614,696
Unappropriated Undistributed Subsidiary Earnings	216.1	14,333,935	-	14,333,935
Total Proprietary Capital		\$ 2,028,994,913	\$ 1,759,222,729	\$ 269,772,184
Long-Term Debt				
Bonds	221-222	\$ 350,779,405	\$ 306,304,192	\$ 44,475,213
Long-Term Debt Marked to Market	221.200	-	-	-
Long-Term Debt To Associated Companies	223	1,298,000,000	1,133,426,978	164,573,022
Other Long-Term Debt	224	-	-	-
Unamortized Premium on Long-Term Debt	225	-	-	-
Total Long-Term		\$ 1,648,779,405	\$ 1,439,731,170	\$ 209,048,235
Other Non-Current Liabilities				
Accumulated Provision for Property Insurance	228.1	-	-	-
Accumulated Provision for Injuries and Damages	228.2	3,047,148	2,721,905	325,243
Accumulated Provision for Pensions and Benefits	228.3	149,429,971	133,480,310	15,949,661
Accumulated Miscellaneous Operating Provision	228.4	-	-	-
Total Other Non-Current Liabilities		\$ 152,477,119	\$ 136,202,215	\$ 16,274,904
Current and Accrued Liabilities				
Notes Payable	231	-	-	-
Accounts Payable	232	108,985,615	97,352,851	11,632,764
Notes Payable to Associated Companies	233	94,183,954	82,242,399	11,941,555
Accounts Payable to Associated Companies	234	52,920,318	-	52,920,318
Customer Deposits	235	22,549,175	22,140,693	408,482
Taxes Accrued	236	8,503,717	7,425,533	1,078,184
Interest Accrued	234,237	19,351,965	16,898,335	2,453,630
Dividends Declared	238	-	-	-
Matured Long-Term Bonds/LTD Due in 1 Year	239	-	-	-
Tax Collections Payable	241	4,622,259	3,988,197	634,062
Miscellaneous Current and Accrued Liabilities	242-244	15,755,157	14,752,618	1,002,539
Total Current and Accrued Liabilities		\$ 326,872,160	\$ 244,800,626	\$ 82,071,534
Deferred Credits				
Customer Advances for Construction	252	\$ 3,102,966	\$ 3,095,778	\$ 7,189
Accumulated Deferred Investment Tax Credits	255	104,111,944	89,130,789	14,981,155
Other Deferred Credits	253	30,303,293	26,866,297	3,436,996
Other Regulatory Liabilities	254	49,306,438	41,445,837	7,860,601
Asset Retirement Obligation	230	59,347,357	51,309,061	8,038,296
Miscellaneous Long-Term Liabilities	244	-	-	-
Accumulated Deferred Income Taxes	281-283	425,743,299	372,338,875	53,404,424
Total Deferred Credits		\$ 671,915,298	\$ 584,186,637	\$ 87,728,662
Total Liabilities and Stockholders Equity		\$ 4,829,038,895	\$ 4,164,143,377	\$ 664,895,518
Adjustment to Balance		-	(36,672,572)	36,672,572

KENTUCKY UTILITIES COMPANY
Income Statement on a Total Company and Jurisdictional Basis
Twelve Months Ended September 30, 2010

Title of Account Column A	No. Col. B	Total Kentucky Utilities Column C	KU Retail Jurisdictional Column D	Other Jurisdictional Column E		
Utility Operating Income						
Operating Revenues:						
Residential Sales	440	\$ 536,314,183	501,697,696	\$ 34,616,487		
Commercial and Industrial Sales:	442					
Small (or Comm) - Rural Comm & Comm L&P		335,238,974	320,071,747	15,167,227		
Large (or Ind) - Industrial & Mine Power		357,559,585	344,576,646	12,982,939		
Public Street and Highway Lighting	444	10,570,350	10,285,428	284,922		
Other Sales to Public Authorities	445	107,382,262	101,374,519	6,007,743		
Total Sales to Ultimate Consumers		\$ 1,347,065,354	\$ 1,278,006,037	\$ 69,059,317		
Sales for Resale	447	121,833,363	17,149,114	104,684,249		
Total Sales of Electricity		\$ 1,468,898,716	\$ 1,295,155,151	\$ 173,743,566		
Less: Provision for Refund	449.1	1,101,621	-	1,101,621		
Total Revenues Net of Provision for Refund		\$ 1,467,797,096	\$ 1,295,155,151	\$ 172,641,945		
Other Operating Revenues:						
Late Payment Charges	450	10,011,307	10,010,607	700		
Miscellaneous Service Revenues	451	2,110,927	2,020,221	90,706		
Rent from Electric Property	454	1,374,761	1,298,497	76,264		
Other Electric Revenues	456	10,926,024	9,599,170	1,326,854		
Total Other Operating Revenues		\$ 24,423,018	\$ 22,928,494	\$ 1,494,524		
Total Operating Revenue		\$ 1,492,220,114	\$ 1,318,083,645	\$ 174,136,469		
Operating Expenses:						
Operation Expenses	401	\$ 893,969,400	\$ 782,635,364	111,334,036		
Maintenance Expenses	402	104,816,859	92,371,723	12,445,136		
Depreciation Expense	403	134,645,651	117,579,016	17,066,635		
Amortization of Limited-Term Electric Plant	404	6,605,552	5,769,570	835,983		
Regulatory Credits	407	(4,606,354)	(3,984,441)	(621,914)		
Taxes Other than Income Taxes	408.1	18,150,457	16,217,063	1,933,394		
Income Taxes - Federal	409.1	41,275,933	Total Income Taxes			
Income Taxes - State	409.1	5,831,010			84,540,056	3,733,274
Deferred Federal Income Taxes - Net	410-1.1	32,687,662				
Deferred State Income Taxes - Net	410-1.1	8,478,725				
Accretion Expense	411.1	3,426,108	2,963,716	462,392		
Investment Tax Credit Adjustment - Net	411.4	4,437,888	4,250,199	187,688		
Losses/(Gains) from Disposition of Allowances	411.8	(44,024)	(38,061)	(5,963)		
Total Utility Operating Expenses		\$ 1,249,674,866	\$ 1,102,304,205	\$ 147,370,661		
Net Utility Operating Income		\$ 242,545,248	\$ 215,779,440	\$ 26,765,808		

KENTUCKY UTILITIES COMPANY
Income Statement on a Total Company and Jurisdictional Basis
Twelve Months Ended September 30, 2010

Title of Account Column A	No. Col. B	Total Kentucky Utilities Column C	Other Jurisdictional Column E
Other Income and Deductions are not separated on a jurisdictional basis.			
Other Income and Deductions			
Total Other Income		\$ 2,294,065	
Total Other Income Deductions		1,204,389	
Total Taxes on Other income and Deductions		807,783	
Net Other Income and Deductions		\$ 281,894	
Interest Charges			
Interest on Long Term Debt	427	\$ 75,891,263	
Amortization of Debt Discount and Expense	428	216,305	
Amortization of Loss on Re-Acquired Debt	428.1	604,724	
Amortization of Premium on Debt - Credit	429	-	
Amortization of Gain on Re-Acquired Debt - Credit	429.1	-	
Interest on Debt to Associated Companies	430	108,174	
Other Interest Expense	431	3,456,641	
Allowance for Borrowed Funds Used During Construction	432	(999,737)	
Net Interest Charges		\$ 79,277,370	\$ 69,345,649
Cumulative Effect of Accounting Change, Net of Tax		\$ -	\$ 9,931,721
Net Income		\$ 163,549,772	

**LG&E and KU Share of Selected E.ON U.S. LLC (formerly LG&E Energy LLC, formerly
LG&E Energy Corp.) Financial & Operating Numbers**
Income Statement Numbers are TME September 30, 2010
Employee Number is as of September 30, 2010

	LG&E	KU
Total Operating Revenues	44.2%	55.4%
Total Operating and Maintenance Expenses	48.8%	47.5%
Number of Employees	32.5%	30.9%

E.ON U.S. LLC (formerly LG&E Energy LLC, formerly LG&E Energy Corp.) and Subsidiaries
Employees by Payroll Assignment
As of September 30, 2010

E.ON U.S. LLC (formerly LG&E Energy LLC, formely LG&E Energy Corp.)	0
LG&E and KU Services Company	1,150
Kentucky Utilities Company	974
Louisville Gas and Electric Company	1,024
LG&E Energy Marketing	0
Home Services	0
Enertech	0
LPI-Development	0
LPI-Power Generation	0
Western Kentucky Energy	0
CRC-Evans	0
Total E.ON U.S. Capital Corp. (formerly LG&E Capital Corp.)	0
Total E.ON U.S. LLC (formerly LG&E Energy LLC, formerly LG&E Energy Corp.) and Subsidiaries	3,148