

COMMONWEALTH OF KENTUCKY  
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

JOINT APPLICATION OF PPL CORPORATION, E.ON AG, )	
E.ON US INVESTMENTS CORP., E.ON U.S. LLC, )	
LOUISVILLE GAS AND ELECTRIC COMPANY AND )	CASE NO.
KENTUCKY UTILITIES COMPANY FOR APPROVAL OF )	2010-00204
AN ACQUISITION OF OWNERSHIP AND CONTROL OF )	
UTILITIES )	

O R D E R

On May 28, 2010, PPL Corporation ("PPL"), E.ON AG, E.ON US Investments Corp., E.ON U.S. LLC, Louisville Gas and Electric Company ("LG&E") and Kentucky Utilities Company ("KU") (collectively referred to as "Joint Applicants") tendered their application for approval of PPL's acquisition of LG&E and KU.

PPL's acquisition is governed by KRS 278.020(5) and (6), and the latter subsection requires the Commission to adjudicate such applications within 60 days of filing, unless good cause exists to continue the application for an additional 60 days. Here, we find that an investigation of the proposed acquisition is necessary to determine its reasonableness, and that the investigation cannot be completed within 60 days of the filing date of the application. In addition, we find that a procedural schedule should be established to commence a review of the reasonableness of the proposed acquisition. That procedural schedule is attached as an Appendix to this Order and is incorporated herein.

IT IS THEREFORE ORDERED that:

1. Joint Applicants' request for approval of the proposed acquisition is continued for an additional 60 days pursuant to KRS 278.020(6).

2. The procedural schedule for processing the review of the proposed acquisition is attached hereto as an Appendix and shall be followed in this case.

3. Any document filed with the Commission shall be served on all parties of record, with 12 copies to the Commission.

4. All parties shall respond to any interrogatories or requests for production of documents that Commission Staff submits in accordance with the procedural schedule set forth in the Appendix.

5. a. Responses to requests for information shall be appropriately bound, tabbed and indexed and shall include the name of the witness responsible for responding to the questions related to the information provided.

b. Each response shall be answered under oath or, for representatives of a public or private corporation or a partnership or association or a governmental agency, be accompanied by a signed certification of the preparer or person supervising the preparation of the response on behalf of the entity that the response is true and accurate to the best of that person's knowledge, information, and belief formed after a reasonable inquiry.

c. Any party shall make timely amendment to any prior response if it obtains information which indicates that the response was incorrect when made or, though correct when made, is now incorrect in any material respect.

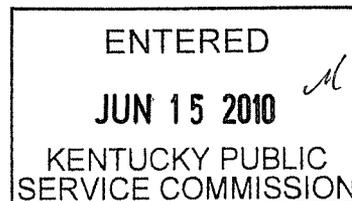
d. For any request to which a party fails or refuses to furnish all or part of the requested information, that party shall provide a written explanation of the specific grounds for its failure to completely and precisely respond.

6. LG&E and KU shall publish notice of the hearing in accordance with 807 KAR 5:011, Section 8(5).

7. At any public hearing in this matter, neither opening statements nor summarization of direct testimonies shall be permitted.

8. Motions for extensions of time with respect to the schedule herein shall be made in writing and will be granted only upon a showing of good cause.

By the Commission



ATTEST:

*[Handwritten Signature]*  
\_\_\_\_\_  
for: Executive Director

APPENDIX

APPENDIX TO AN ORDER OF THE KENTUCKY PUBLIC SERVICE  
COMMISSION IN CASE NO. 2010-00204 DATED JUN 15 2010

Initial data requests to Joint Applicants shall be filed no later than.....	06/23/10
Joint Applicants' responses to initial data requests shall be filed no later than.....	07/06/10
Supplemental data requests to Joint Applicants shall be filed no later than .....	07/16/10
Joint Applicants' responses to supplemental data requests shall be filed no later than .....	07/26/10
Intervenor testimony, if any, in verified prepared form, shall be filed no later than.....	08/05/10
Data requests to Intervenors shall be filed no later than.....	08/16/10
Intervenors' responses to data requests shall be filed no later than .....	08/27/10
Public Hearing to be held in Hearing Room 1 of the Commission's offices at 211 Sower Boulevard, Frankfort, Kentucky, for the purpose of cross-examination of witnesses of Joint Applicants and Intervenors .....	To be scheduled

Honorable David Jeffrey Barberie  
Corporate Counsel  
Lexington-Fayette Urban County Government  
Department Of Law  
200 East Main Street  
Lexington, KY 40507

Richard Northern  
Wyatt, Tarrant & Combs, LLP  
500 West Jefferson Street  
Suite 2800  
Louisville, KY 40202-2898

Lonnie E Bellar  
E.ON U.S. LLC  
220 West Main Street  
Louisville, KY 40202

Honorable Kendrick R Riggs  
Attorney at Law  
Stoll Keenon Ogden, PLLC  
2000 PNC Plaza  
500 W Jefferson Street  
Louisville, KY 40202-2828

Robert J Grey  
General Counsel  
PPL Corporation  
Two North Ninth Street  
Allentown, PA 18101

Paul E Russell  
Associate General Counsel  
PPL Corporation  
Two North Ninth Street  
Allentown, PA 18101

Mr. Dennis Howard  
Assistant Attorney General  
1024 Capital Center Drive  
Frankfort, KY 40601

Honorable Michael L Kurtz  
Attorney at Law  
Boehm, Kurtz & Lowry  
36 East Seventh Street  
Suite 1510  
Cincinnati, OH 45202

Honorable Don Meade  
Attorney at Law  
Priddy, Cutler, Miller & Meade  
800 Republic Bldg.  
429 W. Muhammad Ali Blvd.  
Louisville, KY 40202

Honorable James M Miller  
Attorney at Law  
Sullivan, Mountjoy, Stainback & Miller, PSC  
100 St. Ann Street  
P.O. Box 727  
Owensboro, KY 42302-0727