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June 5, 2006

The Honorable Magalie Roman Salas Secretary Federal Energy Regulatory Commission 888 First Street, NE Washington, DC 20426

Re: *LG&E Energy, LLC, et al.*

Docket Nos. EC06-4-000 et al. and ER06-20-000 et al.

Dear Secretary Salas:

This letter is filed jointly by the Midwest Independent Transmission System Operator, Inc. ("Midwest ISO") and Applicants in the above-captioned dockets (Louisville Gas & Electric Company ("LG&E") and Kentucky Utilities Company ("KU")). As discussed herein, Applicants and Midwest ISO jointly request that the Commission move expeditiously to issue final orders on rehearing and on compliance in this proceeding, no later than July 7, 2006.

The Midwest ISO and E.ON U.S. (on behalf of LG&E and KU) have been meeting since the Commission's March 17 Order to identify and implement the necessary steps required to complete a safe and reliable withdrawal of the LG&E and KU transmission systems from the Midwest ISO.

The attached Exhibit A is the working checklist of tasks to be completed for a successful transfer of responsibilities from the Midwest ISO to the Tennessee Valley Authority ("TVA") and the Southwest Power Pool, Inc. ("SPP") by September 1, 2006. The purpose of this letter is to inform the Commission of certain key dates in this process that have significant financial impacts on both the Applicants and the remaining Midwest ISO members. For the reasons set out below, Midwest ISO and the Applicants encourage the Commission to issue final orders in this proceeding (*i.e.*, an order on the rehearings filed on April 17, 2006, and an order on the compliance filing submitted by the Applicants on April 11, 2006) by July 7, 2006.

One of the most important steps required to complete a safe and reliable withdrawal of the LG&E and KU systems is the update to the Midwest ISO network and commercial models.

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These models are utilized extensively in reliability and market operations, including as a foundational element of the State Estimator which underlies Real Time reliability and market functions as well as Day Ahead and FTR market operations. As such, it is critical that these models accurately reflect both physical and commercial relationships, including for example, the definition of generation and load participating in the market.

To assure the accuracy of the models and continued reliable operations, the Midwest ISO has standardized the process and currently performs updates on a quarterly basis. The extensive testing required prior to placing a new model into production necessitates strict adherence to the timeline developed for the update process.

Based on the current quarterly model update schedule, by June 15, 2006, LG&E and KU must have delivered to Midwest ISO all of the changes in market assets and transmission facilities that are to be made in the Midwest ISO network and commercial models. This date is the final date for all market participants and Transmission Owners to make changes that will be reflected in the September 1, 2006 network and commercial models.

At the March 31, 2006 meeting on this subject, E.ON instructed Midwest ISO to make the changes to its network model and commercial model in anticipation of favorable final orders on compliance and rehearing from this Commission, and in advance of a final order from the Kentucky Commission in Case No. 2005-00471. The Midwest ISO has proceeded accordingly, on the assumption that on September 1, 2006, the Applicants will no longer be a member of the Midwest ISO.

Subsequent to the March 31 meeting, this Commission issued a tolling order to allow further consideration of the requests for rehearing in Docket Nos. EC06-4-000 and ER06-20-000. Also, the Kentucky Commission on May 31, 2006 issued its final order approving the withdrawal of LG&E and KU from the Midwest ISO.

E.ON has been informed that the latest possible date to change its instructions regarding the withdrawal is close-of-business, July 7, 2006. After that date it is physically impossible to alter the network model and commercial model in time for a September 1 implementation date. In addition, once E.ON is removed from the network model and commercial model, it will also no longer be possible to process transmission service requests using the current systems, which also rely on the network and commercial models. The only way to continue this function past September 1 would be to attempt to do so manually. With regard to reliability coordination, Midwest ISO believes that it could continue to perform this function for LG&E/KU after September 1, but would have available only the TLR solution, and would not be able to use redispatch as it does now to relieve congestion. Thus, if clear final orders are not received by

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July 7, 2006 any withdrawal could not take place until the next quarterly update in December 2006.

The Commission should also note that LG&E/KU must receive by July 7, 2006 an order from the Kentucky Commission in Case No. 2005-00471 approving LG&E and KU's transfer of operational control to SPP and TVA. LG&E and KU are taking similar steps to urge the Kentucky Commission to finally resolve that docket by July 7, 2006.

Thus, while the Midwest ISO and Applicants appreciate the complexity and importance of the issues in this docket, both parties jointly request that the Commission move expeditiously to issue final orders on rehearing and on compliance, so that the parties can be assured that neither LG&E/KU nor the remaining Midwest ISO market participants will be harmed by an order subsequent to July 7, 2006 that might alter the current withdrawal schedule from the Midwest ISO.

Sincerely,

/s/Clifford S. Sikora

Counsel for Applicants

Cc: Mr. Stephen Kozey, Esq. Mr. Gregory Troxell, Esq.



	LGEE Checklist for TO Mem	ber	Remo	val as o	f (est.) 9	/01/2006
	List Updated				• •	
	O - Open: Nothing Received	0		-		
	X - MISO has received all necessary data	Χ				
	C - Additional data requested from LGEE	С				
	NA - Not Applicable	NA				
	D - Done after 2nd verification and/or MISO part complete	D				
Table	Task - Contact		0.4		5	
Task Number	Communications - Deb Lang/Haley Gibbs (CA1-CA6)		% Complete	Start Date	Point of No Return	Due Date
1	Update website removing LGEE from TO list.	0	0%	09/01/06	09/01/06	09/01/06
2	Revise MISO statistics to remove LGEE statistics.	0	0%	08/15/06	09/01/06	09/01/06
3	Update map removing LGEE from MISO territory.	0	0%	08/15/06	09/01/06	09/01/06
Task Number	Customer Registration - Jim Talbott/Jason Watters		% Complete	Start Date	Point of No Return	Due Date
4	Customer submits Attachment B which changes their registration data from TO member to MP.	0	0%	04/17/06	07/07/06	06/15/06
5	LGEE to determine if it is changing any of its existing MP classifications or adding a new MP classification.	0	0%	04/17/06	07/07/06	06/15/06
6	If LGEE changes it's MP classifications or adds a new MP, registration to folliow normal procedure for changing or adding MP.	0	0%	04/17/06	07/07/06	06/15/06
7	Contact SIGECO (Vectren) and determine impacts of LGEE withdrawal.	0	0%	04/17/06	07/07/06	06/15/06
8	Contact IMPA and determine impacts of LGEE withdrawal.	0	0%	04/17/06	07/07/06	06/15/06
9	Contact Hoosier Energy and determine impacts of LGEE withdrawal.	0	0%	04/17/06	07/07/06	06/15/06
10	Contact IPL and determine impacts of LGEE withdrawal.	0	0%	04/17/06	07/07/06	06/15/06
11	Contact Cinergy & determine impacts of LGEE withdrawal.	0	0%	04/17/06	07/07/06	06/15/06
12	Contact Ameren IP and determine impacts of LGEE withdrawal.	0	0%	04/17/06	07/07/06	06/15/06
13	Contact Dynegy (DYPM) and determine impacts of LGEE withdrawal.	0	0%	04/17/06	07/07/06	06/15/06
14	Contact KU and determine impacts of LGEE withdrawal.	0	0%	04/17/06	07/07/06	06/15/06
15	Contact EKPC and determine impacts of LGEE withdrawal.	0	0%	04/17/06	07/07/06	06/15/06
16	Contact TVA and determine impacts of LGEE withdrawal.	0	0%	04/17/06	07/07/06	06/15/06
17	Contact IMEA and determine impacts of LGEE withdrawal.	0	0%	04/17/06	07/07/06	06/15/06
Task	Client Relations - Derek Mosolf/Joyce		%	Start Date	Point of No	Due Date
Number			Complete		Return	
18	Assist MP as necessary to revise registration packet.	0	0%	04/17/06	07/07/06	06/15/06
Task Number	Coordination engineering - Jerome Fohey, Jeff Webb (En1- En22)		% Complete	Start Date	Point of No Return	Due Date
19	Remove LGEE CA interconnection queue	D	100%	Complete	Complete	Complete
20	Revise TPF matrix for removal of LGEE.	0	0%	05/15/06	07/07/06	06/01/06
21	Output the TPF Matrix & the Cinergy Hub TPF Matrix by removing entries with LGEE as provider.	0	0%	08/15/06	09/01/06	09/01/06
22	Calculate and output the Composite Loss Matrix John Lawhorn	0	0%	08/15/06	09/01/06	09/01/06
23	Send TPF to Settlements and Scheduling according to corporate procedures.	0	0%	09/01/06	09/15/06	09/30/06
24	Verify successful loading of the Matrices.	0	0%	08/15/06	09/25/06	09/30/06
25	Post Composite Matrix to midwestmarket.org	0	0%	08/15/06	09/30/06	09/30/06
Task	Interconnection Planning - Ron Arness/Kun		%	22, 10, 00	Point of No	37,23,00
	Zhu (En23- En26)		Complete	Start Date	Return	Due Date

Task Reliability Engineering - Allen Phelps/Ron Complete Start Date Complete Industrial Phelps/Ron Industrial Phelps/R	26	Remove LGEE CA interconnection queue	D	100%	Complete	Complete	Complete
Task Reliability Engineering - Allen Phelps/Ron Complete Start Date Point of No Return Due Date	27		D	100%	Complete	Complete	Complete
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74		Revise Block Loading Table	0	0%			
75	73	Revise Load Forecast	0	0%			
76	74	Revise After the Fact Schedules	0	0%			
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communications pian & remove Luee	88		0	0%	08/01/06		09/01/06
	<u> </u>	communications plan & remove LGEE		l]	

89	Remove LGEE from TO member lists (published & on the website).	0	0%	08/01/06		09/01/06
Task	EMS Applications - Renuka Chatterjee		%	Start Date	Point of No	Due Date
Number	(OPS1-OPS6)		Complete	Start Date	Return	Due Date
90	Develop transition plan.	0	0%	tbd	tbd	tbd
91	Determine TRM and CBM requirements.	0	0%	tbd	tbd	tbd
92	Identify LGEE flowgates and remove from system.	0	0%	tbd	tbd	tbd
93	Revise TVA Coordination document to include LGEE	0	0%	tbd	tbd	tbd
94	Test FTP data for proper format.	0	0%	tbd	tbd	tbd
95	Test and publish results.	0	0%	tbd	tbd	tbd
96	Determine whether SPP or TVA will send allocation data which includes LGEE flowgates (including normal runs, adjusted allocations and flowgate on demand allocations)	0	0%	tbd	tbd	tbd
97	Determine whether SPP or TVA will receive the LGEE allocations (including normal runs, adjusted allocations and flowgate on demand allocations)	0	0%	tbd	tbd	tbd
98	Re-run Coordinated flowgate tests (MISO/MAPP/PJM/SPP/TVA)	0	0%	tbd	tbd	tbd
99	Provide updated freeze date data to OATI (MISO/MAPP/PJM/SPP/TVA)	0	0%	tbd	tbd	tbd
100	OATI load updated freeze date data in impact calculator (OATI has told us they need to have the data 2 weeks in advance of doing re-runs for them to process and validate.)	0	0%	tbd	tbd	tbd
101	Test sending and receiving allocations for LGEE Reciprocal Entity	0	0%	tbd	tbd	tbd
102	Coordinate re-run of impact values with OATI (OATI/MISO/MAPP/PJM/SPP/TVA)	0	0%	tbd	tbd	tbd
103	Re-run allocations and send to apppropriate entity (MISO/MAPP/PJM/SPP/TVA)	0	0%	tbd	tbd	tbd
Task	Commercial/SCADA/Network Modeling -		%		Point of No	
Number	Kala Seidu/Juan Li (OPS7-OPS9)		Complete	Start Date	Return	Due Date
104	LGEE and all affected MPs must submit all model changes to MISO registration by June 15, 2006.	0	0%	04/17/06	06/15/06	06/15/06
105	Revise network model to remove LGEE facilities	0	0%	04/17/06	07/07/06	08/31/06
	Perform network topology changes to terminate existing					
106	pseudo tie loads.	0	0%	04/17/06	07/07/06	08/31/06
107	Perform network topology changes to pseudo tie IMEA and IMPA generation assets located in LGEE into a MISO control area.	0	0%	04/17/06	07/07/06	08/31/06
108	Revise commercial model to remove LGEE facilities	0	0%	04/17/06	07/07/06	08/31/06
109	Terminate all the generation and load zone assets owned by LGEE.	0	0%	04/17/06	07/07/06	08/31/06
110	Terminate load zone LGEE.HE and LGEE.TVA which involve MP, HEPM, and TVAM.	0	0%	04/17/06	07/07/06	08/31/06
111	Terminate existing pseudo tie load zone EKPC.IGEE, EKPC.LGEq, TVA. LGEE and pseudo tie generator EKPC.LOCK 7 which involves MP, EKPM, and TVAM.	0	0%	04/17/06	07/07/06	08/31/06
112	Create interface Cpnode for LGEE.	0	0%	04/17/06	07/07/06	08/31/06
113	Create Loop flow Cpnodes for LGEE.	0	0%	04/17/06	07/07/06	08/31/06
114	Create dynamic dispatchable Cpnode for LGEE.	0	0%	04/17/06	07/07/06	08/31/06
115	Change the control area status from internal to external.	0	0%	04/17/06	07/07/06	08/31/06
116	Terminate generation assets in LGEE control area owned by DYPM, IMEA, and IMPA.	0	0%	04/17/06	07/07/06	08/31/06
117	Revise SCADA/ICCP data	0	0%	04/17/06	07/07/06	08/31/06
118	Remove Control Area SCADA/ICCP points (i.e. Current NSI CNSI, Target NSI TNSI, Basepoint Adjustment for ARS BPAA)	0	0%	04/17/06	07/07/06	08/31/06
119	Remove individual unit SCADA/ICCP points (i.e. Target Basepoints TBP, Basepoint Adjustment for ARS BPAA)	0	0%	04/17/06	07/07/06	08/31/06

400	Redefine MISO Area Balancing Error (MABE)		00/	04/47/00	07/07/06	09/24/06
120	calculations.	0	0%	04/17/06	07/07/06	08/31/06
121	Redefine MISO Tieline Error (TERR) calculations.	0	0%	04/17/06	07/07/06	08/31/06
122	Redefine MISO Market Load & Central Load calculations (LOAD).	0	0%	04/17/06	07/07/06	08/31/06
123	Add the following new SCADA points that will be required to define a new Dynamic Dispatchable	0	0%	04/17/06	07/07/06	08/31/06
120	Interface for LGEE Control Area: DDBT, DDMW, HIDD		070	04/11/00	01701700	00/01/00
Task	Outage Coordination - Jarred Miland (OPS10-		%		Point of No	
	OPS23)		Complete	Start Date	Return	Due Date
124	De-Activate LGEE accounts in Outage Scheduler	0	0%	09/01/06	n/a	09/01/06
125	MDB Support on Quarterly Network/Commercial Model	0	0%	06/15/06	n/a	09/01/06
126	Update Process Knowledge Transfer of Outage Coordination	0	0%	07/01/06	n/a	09/01/06
127	Outage Coordination Transition Plan	0	0%	06/15/06	n/a	08/01/06
	Transmission Security Planning - Jason		%	00/10/00	Point of No	00/01/00
Number	Marshall		Complete	Start Date	Return	Due Date
128	Update scripts to read LGEE outages from TVA SDX	0	0%	08/15/06	09/01/06	09/01/06
129	Update Offline RAC spreadsheet to not read LGEE	0	0%	08/15/06	09/01/06	09/01/06
130	Add LGEE to the merit order dispatch files.	<u> </u>	0%	08/15/06	09/01/06	09/01/06
131 Tools	Update reports to make LGEE an external company.	0	0%	08/15/06	09/01/06	09/01/06
	Reliability Coordination - Allen Phelps/Ron Goins (OPS24-OPS36)		% Complete	Start Date	Point of No Return	Due Date
132	Update MISO Reliability Coordination (RC) Plan and gain NERC approval	0	0%	05/03/06		08/01/06
133	MISO to update phones and phone # lists to remove	0	0%	09/01/06		09/15/06
134	Review all Control Room Procedures to determine if any	0	0%	04/17/06		08/01/06
135	updates are required. Update email and OICL lists	0	0%	09/01/06		09/15/06
	Operate in parallel with TVA Reliability Cordinator 2					
136	weeks prior to LGEE's departure.	0	0%	08/15/06		09/01/06
137	MISO to remain LGEE's Reliability Coordinator until official cut-over date of September 1, 2006.	0	0%	09/01/06	09/01/06	09/01/06
138	Update Control Room tools: Flowgate lists, power supply monitoring tool (PSMT), generation monitoring tool (GMT), flowgate monitoring tool (FGMT), and various automated queries and tools.	0	0%	08/01/06		09/01/06
Task Number	Scheduling - Tabitha Hibbard (OPS40)		% Complete	Start Date	Point of No Return	Due Date
130	OATI to provide patch to change effective date on Regional CA and Bias tables	0	0%	07/01/06	08/24/06	08/01/06
	Change LGEE from Member to 1st Tier	0	0%	08/31/06	n/a	08/31/06
141	Train LGEE on change in Checkout Procedures	0	0%	08/01/06	n/a	08/31/06
142	Remove Nodes from TSIN	0	0%	08/31/06	n/a	08/31/06
	Mapping Table remove nodes & add LGEE as an	0	0%	08/31/06	n/a	08/31/06
	How do we handle tags during 7 day cutover period?	0	0%		n/a	08/31/06
145	When do we end access to PSS? 55 or 105? Update Reserve Share templates, i.e. asset owners,	0	0%	00/04/00	n/a	08/31/06
146	source/sinks, etc.	0	0%	08/01/06	n/a	08/31/06
	Remove LGEE from internal email distribution list. Provide Day 1 Inadvertent balance to LGEE	0	0% 0%	08/31/06 09/07/06	n/a n/a	08/31/06 09/14/06
148	Test 1 - Does NAI stay after LGEE is changed to a 1st	0	0%	09/07/06	n/a n/a	08/01/06
150	Test 2 - Can LGEE XML after they are a 1st tier?	0	0%	07/01/06	n/a	08/01/06
151	Test 3 - Will LGEE reference stay in all screens after	0	0%	07/01/06	n/a	08/01/06
152	LGEE is a 1st tier? Test 4 - Test tag paths - example LGE/TVA	0	0%	07/01/06	n/a	08/01/06
Task	Tariff Administration - Jim Pewarski (OPS43-		%	Start Date	Point of No	Due Date
	OPS46)		Complete		Return	
153	Remove LGEE & their customers from Network Customer List	0	0%	08/01/06	08/15/06	08/31/06

154	Provide end date on Grandfathered Agreement TSRs	0	0%	08/01/06	09/01/06	08/31/06
154		0	076	06/01/00	09/01/00	06/31/00
155	Checkout of MISO OASIS requests that we will transfer to the LGEE (SPP OASIS)	0	0%	08/31/06	09/01/06	08/31/06
156	Remove LGEE TO Page setup on MISO OASIS	0	0%	12/01/06	n/a	12/01/06
157	Provide list of LGEE CA customers to LGEE.	0	0%	ASAP	08/15/06	08/15/06
158	GFACO & Options A, B, & C LGEE requests merged to LGEE (SPP OASIS)	0	0%	08/01/06	09/01/06	08/31/06
159	Complete network paper work and related OASIS	0	0%	08/01/06	08/15/06	08/31/06
160	Identify and receive agency letter notifications. ??	0	0%	08/01/06	08/15/06	08/15/06
161	NNL/SOA issues for AFCs	0	0%	07/01/06	08/01/06	08/15/06
162	Coordinate with Legal on OASIS posting	0	0%	ASAP	n/a	n/a
163	Remove LGEE GFAs from AFC exclusion list	0	0%	08/31/06	n/a	08/31/06
164	No LGEE TSRs to be settled after 10/01 with a 9/01 end date unless they are verified they should be settled.	0	0%	08/31/06	10/01/06	10/01/06
165	Determine status of all LGEE TSRs as S/S/P/P	0	0%	07/01/06	08/15/06	08/31/06
166	LGEE TSRs can be submitted until term date with end date < 9/01.	0	0%	On-going	09/01/06	08/31/06
167	Identify partial, new and invalid paths	0	0%	07/01/06	08/15/06	08/15/06
168	End date LGEE TSRs no longer requiring MISO as TP	0	0%	08/01/06	09/01/06	08/31/06
169	Coordinate with Planning on all LGEE Study TSRs	0	0%	08/01/06	09/01/06	09/01/06
170	LGEE.XXXX to be deactivated from MISO OASIS in accordance with appropriate CM change.	0	0%	08/31/06	09/01/06	08/31/06
171	LGEE to be external interface S/S in accordance with appropriate CM change.	0	0%	08/25/06	09/01/06	08/25/06
172	Change \$ association for LGEE sinks	0	0%	8/01/*06	10/01/06	10/01/06
173	ANC service providers - inform customers	0	0%	ASAP	n/a	n/a
174	Termination of service agreements	0	0%	08/01/06	08/15/06	08/31/06
175	FTRs affected by LGEE.XXXX	0	0%	07/01/06	08/15/06	08/31/06
Task Number	Finance - Jo Biggers		% Complete	Start Date	Point of No Return	Due Date
n/a	(Note: no tasks for removal of TO member if they stay as MP.)	n/a	n/a	n/a	n/a	n/a
Task Number	FTRs - Dhiman Chattejee/Richard Doying		% Complete	Start Date	Point of No Return	Due Date
Hallibel	Update Loopflow assumptions - Tier 1 Gen-to-Load,		2011,010			
176	External Transactions, and RCF FFE.	0	0%	08/01/06	08/25/06	08/25/06
177	Remove NITS Load for Leaving Member.	0	0%	08/01/06	08/25/06	08/25/06
178	GFA Termination.	0	0%	06/15/06	08/25/06	08/25/06
179	GFA Conversion.	0	0%	06/15/06	08/25/06	08/25/06
180	Conversion of existing FTRs sourcing from or sinking to expiring CPNodes due to the Leaving Member.	0	0%	06/15/06	08/25/06	08/25/06