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**PUBLIC SERVICE
COMMISSION**

Ms. Elizabeth O'Donnell
Executive Director
Kentucky Public Service Commission
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June 22, 2007

Re: ***Kentucky Utilities Company - Report of Certain Material Changes***
Case No. 2006-00390
Louisville Gas and Electric Company – Report of Certain Material
Changes – Case No. 2006-00445

Dear Ms. O'Donnell:

In the above-referenced cases, Kentucky Utilities Company ("KU") and Louisville Gas and Electric Company ("LG&E" and collectively with KU, the "Companies"), respectively received Commission authority, pursuant to its orders in the above-referenced cases to undertake certain financial transactions which would achieve, in part, the cessation of the Companies' periodic reporting obligations under the Securities Exchange Act of 1934 (the "SEC Reports"). Consistent with the orders and the proceedings in the cases referenced-above, the Companies agreed to provide the Commission with revised or replacement reports and disclosures, in lieu of the former SEC Reports.

In connection therewith, the Companies hereby provide this periodic report of certain material changes. This initial report is being submitted for a three month period. Subsequent reports will be filed monthly as indicated by KU in its letter to the Commission dated February 1, 2007. The two events noted below, however, were reported on a timely basis to the Commission as they were the subject of proceedings under KRS 278.300. Via this report, as set forth below, the Companies list or describe, in summary fashion, those events, if any, which occurred during the indicated calendar months which would have occasioned a filing of a Form 8-K with the Securities and Exchange Commission ("SEC"):

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- With respect to the month of March 2007, KU believes it would have filed a Form 8-K with respect to the following event:
 - KU entered into a loan agreement and related documentation in connection with borrowing \$75 million from Fidelia Corporation, an affiliate, in March 2007

- With respect to the month of April 2007, KU believes there to be no reportable events.

- With respect to the month of May 2007, KU and LG&E believe they would have filed Form 8-K's in connection with the following events:
 - KU entered into loan agreements and related documentation in connection with the following issuances of environmental facilities revenue bonds: (i) \$17,875,000 in Carroll County bonds and (ii) \$8,927,000 in Trimble County bonds.

Information is given with respect to the first full month and thereafter for which the Companies were not subject to SEC periodic reporting requirements. Please note that KU was subject to such requirements through March 1, 2007 and that LG&E was subject to such requirements through April 27, 2007.

Should you have any questions in this regard, please do not hesitate to contact me.

Sincerely,



Kent W. Blake