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PUBLIC SERVICE  
COMMISSION

Ms. Stephanie L. Stumbo  
Executive Director  
Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfort, Kentucky 40601

Kentucky Utilities Company  
State Regulation and Rates  
220 West Main Street  
PO Box 32010  
Louisville, Kentucky 40232  
www.eon-us.com

Lonnie E. Bellar  
Vice President  
T 502-627-4830  
F 502-217-2109  
lonnie.bellar@eon-us.com

September 5, 2008

Re: ***Kentucky Utilities Company - Report of Certain Material Changes***  
**Case No. 2006-00390**

Dear Ms. Stumbo:

Pursuant to the Commission's Order, dated January 22, 2007, in the aforementioned case, Kentucky Utilities Company ("KU") hereby files a report of material changes that KU would have had to disclose to the Securities and Exchange Commission ("SEC") on a Form 8-K if the company had continued to have publicly held secured debt.

In compliance with this Commission order, KU is submitting this letter as its report. With respect to August 2008, KU believes it would have filed a Form 8-K for the following event:

- KU's entering into a new loan with Fidelia Corporation, an affiliated company. The new loan, in the amount of \$50 million, matures in August 2018 and carries an interest rate of 5.645%.

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

Sincerely,

  
Lonnie E. Bellar