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November 2, 2015

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 one copy of the Securities and Exchange Commission ("SEC") Form 10-Q for PPL Corporation and its current and former subsidiaries for Period Ended September 30, 2015. This information is being made pursuant to Appendix C, Commitment No. 21.

SEC documents for PPL Corporation are also available by selecting "Filings and Forms" at <http://www.sec.gov>. Click "Search for Company Filings", select option for "Company or Fund Name" and type in "PPL Corp".

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

Sincerely,

Rick E. Lovekamp

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FORM 10-Q

PPL CORP - PPL

Filed: October 30, 2015 (period: September 30, 2015)

Quarterly report with a continuing view of a company's financial position

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the quarterly period ended September 30, 2015

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the transition period from _____ to _____

<u>Commission File Number</u>	<u>Registrant; State of Incorporation; Address and Telephone Number</u>	<u>IRS Employer Identification No.</u>
1-11459	PPL Corporation (Exact name of Registrant as specified in its charter) (Pennsylvania) Two North Ninth Street Allentown, PA 18101-1179 (610) 774-5151	23-2758192
1-905	PPL Electric Utilities Corporation (Exact name of Registrant as specified in its charter) (Pennsylvania) Two North Ninth Street Allentown, PA 18101-1179 (610) 774-5151	23-0959590
333-173665	LG&E and KU Energy LLC (Exact name of Registrant as specified in its charter) (Kentucky) 220 West Main Street Louisville, KY 40202-1377 (502) 627-2000	20-0523163
1-2893	Louisville Gas and Electric Company (Exact name of Registrant as specified in its charter) (Kentucky) 220 West Main Street Louisville, KY 40202-1377 (502) 627-2000	61-0264150
1-3464	Kentucky Utilities Company (Exact name of Registrant as specified in its charter) (Kentucky and Virginia) One Quality Street Lexington, KY 40507-1462 (502) 627-2000	61-0247570

Indicate by check mark whether the registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days.

PPL Corporation	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
PPL Electric Utilities Corporation	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
LG&E and KU Energy LLC	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
Louisville Gas and Electric Company	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
Kentucky Utilities Company	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>

Indicate by check mark whether the registrants have submitted electronically and posted on their corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrants were required to submit and post such files).

PPL Corporation	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
PPL Electric Utilities Corporation	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
LG&E and KU Energy LLC	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
Louisville Gas and Electric Company	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
Kentucky Utilities Company	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>

Indicate by check mark whether the registrants are large accelerated filers, accelerated filers, non-accelerated filers, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

	Large accelerated filer	Accelerated filer	Non-accelerated filer	Smaller reporting company
PPL Corporation	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
PPL Electric Utilities Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
LG&E and KU Energy LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Louisville Gas and Electric Company	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Kentucky Utilities Company	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Indicate by check mark whether the registrants are shell companies (as defined in Rule 12b-2 of the Exchange Act).

PPL Corporation	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
PPL Electric Utilities Corporation	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
LG&E and KU Energy LLC	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Louisville Gas and Electric Company	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Kentucky Utilities Company	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

PPL Corporation	Common stock, \$0.01 par value, 672,845,584 shares outstanding at October 23, 2015.
PPL Electric Utilities Corporation	Common stock, no par value, 66,368,056 shares outstanding and all held by PPL Corporation at October 23, 2015.
LG&E and KU Energy LLC	PPL Corporation directly holds all of the membership interests in LG&E and KU Energy LLC.
Louisville Gas and Electric Company	Common stock, no par value, 21,294,223 shares outstanding and all held by LG&E and KU Energy LLC at October 23, 2015.
Kentucky Utilities Company	Common stock, no par value, 37,817,878 shares outstanding and all held by LG&E and KU Energy LLC at October 23, 2015.

This document is available free of charge at the Investors section of PPL Corporation's website at www.pplweb.com. However, information on this website does not constitute a part of this Form 10-Q.

**PPL CORPORATION
PPL ELECTRIC UTILITIES CORPORATION
LG&E AND KU ENERGY LLC
LOUISVILLE GAS AND ELECTRIC COMPANY
KENTUCKY UTILITIES COMPANY**

FORM 10-Q
FOR THE QUARTER ENDED September 30, 2015

Table of Contents

This combined Form 10-Q is separately filed by the following Registrants in their individual capacity: PPL Corporation, PPL Electric Utilities Corporation, LG&E and KU Energy LLC, Louisville Gas and Electric Company and Kentucky Utilities Company. Information contained herein relating to any individual Registrant is filed by such Registrant solely on its own behalf, and no Registrant makes any representation as to information relating to any other Registrant, except that information under "Forward-Looking Information" relating to subsidiaries of PPL Corporation is also attributed to PPL Corporation and information relating to the subsidiaries of LG&E and KU Energy LLC is also attributed to LG&E and KU Energy LLC.

Unless otherwise specified, references in this Report, individually, to PPL Corporation, PPL Electric Utilities Corporation, LG&E and KU Energy LLC, Louisville Gas and Electric Company and Kentucky Utilities Company are references to such entities directly or to one or more of their subsidiaries, as the case may be, the financial results of which subsidiaries are consolidated into such Registrants in accordance with GAAP. This presentation has been applied where identification of particular subsidiaries is not material to the matter being disclosed, and to conform narrative disclosures to the presentation of financial information on a consolidated basis.

	<u>Page</u>
GLOSSARY OF TERMS AND ABBREVIATIONS	i
FORWARD-LOOKING INFORMATION	1
PART I. FINANCIAL INFORMATION	
Item 1. Financial Statements	
PPL Corporation and Subsidiaries	
<u>Condensed Consolidated Statements of Income</u>	3
<u>Condensed Consolidated Statements of Comprehensive Income</u>	4
<u>Condensed Consolidated Statements of Cash Flows</u>	5
<u>Condensed Consolidated Balance Sheets</u>	6
<u>Condensed Consolidated Statements of Equity</u>	8
PPL Electric Utilities Corporation and Subsidiaries	
<u>Condensed Consolidated Statements of Income</u>	10
<u>Condensed Consolidated Statements of Cash Flows</u>	11
<u>Condensed Consolidated Balance Sheets</u>	12
<u>Condensed Consolidated Statements of Equity</u>	14
LG&E and KU Energy LLC and Subsidiaries	
<u>Condensed Consolidated Statements of Income</u>	15
<u>Condensed Consolidated Statements of Comprehensive Income</u>	16
<u>Condensed Consolidated Statements of Cash Flows</u>	17
<u>Condensed Consolidated Balance Sheets</u>	18
<u>Condensed Consolidated Statements of Equity</u>	20
Louisville Gas and Electric Company	
<u>Condensed Statements of Income</u>	22
<u>Condensed Statements of Cash Flows</u>	23
<u>Condensed Balance Sheets</u>	24
<u>Condensed Statements of Equity</u>	26
Kentucky Utilities Company	
<u>Condensed Statements of Income</u>	28
<u>Condensed Statements of Cash Flows</u>	29
<u>Condensed Balance Sheets</u>	30
<u>Condensed Statements of Equity</u>	32

Combined Notes to Condensed Financial Statements (Unaudited)	
<u>1. Interim Financial Statements</u>	33
<u>2. Summary of Significant Accounting Policies</u>	33
<u>3. Segment and Related Information</u>	34
<u>4. Earnings Per Share</u>	35
<u>5. Income Taxes</u>	36
<u>6. Utility Rate Regulation</u>	38
<u>7. Financing Activities</u>	42
<u>8. Acquisitions, Development and Divestitures</u>	44
<u>9. Defined Benefits</u>	48
<u>10. Commitments and Contingencies</u>	50
<u>11. Related Party Transactions</u>	58
<u>12. Other Income (Expense) - net</u>	59
<u>13. Fair Value Measurements</u>	60
<u>14. Derivative Instruments and Hedging Activities</u>	62
<u>15. Goodwill</u>	71
<u>16. Asset Retirement Obligations</u>	71
<u>17. Accumulated Other Comprehensive Income (Loss)</u>	71
<u>18. New Accounting Guidance Pending Adoption</u>	73
Item 2. Combined Management's Discussion and Analysis of Financial Condition and Results of Operations	
<u>Overview</u>	76
<u>Introduction</u>	76
<u>Business Strategy</u>	78
<u>Financial and Operational Developments</u>	79
<u>PPL Corporation and Subsidiaries - Earnings</u>	79
<u>2015 Outlook</u>	79
<u>Other Financial and Operational Developments</u>	80
<u>Results of Operations</u>	84
<u>PPL Corporation and Subsidiaries - Segment Earnings, Margins and Statement of Income Analysis</u>	85
<u>PPL Electric Utilities Corporation and Subsidiaries - Earnings, Margins and Statement of Income Analysis</u>	92
<u>LG&E and KU Energy LLC and Subsidiaries - Earnings, Margins and Statement of Income Analysis</u>	94
<u>Louisville Gas and Electric Company - Earnings, Margins and Statement of Income Analysis</u>	96
<u>Kentucky Utilities Company - Earnings, Margins and Statement of Income Analysis</u>	98
<u>Financial Condition</u>	100
<u>Liquidity and Capital Resources</u>	100
<u>Risk Management</u>	107
<u>Foreign Currency Translation</u>	109
<u>Related Party Transactions</u>	109
<u>Acquisitions, Development and Divestitures</u>	109
<u>Environmental Matters</u>	109
<u>New Accounting Guidance</u>	110
<u>Application of Critical Accounting Policies</u>	110
Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	111
Item 4. <u>Controls and Procedures</u>	111
PART II. OTHER INFORMATION	
Item 1. <u>Legal Proceedings</u>	111
Item 1A. <u>Risk Factors</u>	111
Item 4. <u>Mine Safety Disclosures</u>	112
Item 5. <u>Other Information</u>	112
Item 6. <u>Exhibits</u>	112

<u>SIGNATURES</u>	114
<u>COMPUTATIONS OF RATIO OF EARNINGS TO FIXED CHARGES</u>	115
<u>CERTIFICATES OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER</u> <u>PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002</u>	120
<u>CERTIFICATES OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER</u> <u>PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002</u>	130

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Source: PPL CORP, 10-Q, October 30, 2015

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GLOSSARY OF TERMS AND ABBREVIATIONS

PPL Corporation and its subsidiaries

KU - Kentucky Utilities Company, a public utility subsidiary of LKE engaged in the regulated generation, transmission, distribution and sale of electricity, primarily in Kentucky.

LG&E - Louisville Gas and Electric Company, a public utility subsidiary of LKE engaged in the regulated generation, transmission, distribution and sale of electricity and the distribution and sale of natural gas in Kentucky.

LKE - LG&E and KU Energy LLC, a subsidiary of PPL and the parent of LG&E, KU and other subsidiaries.

LKS - LG&E and KU Services Company, a subsidiary of LKE that provides services to LKE and its subsidiaries.

PPL - PPL Corporation, the parent holding company of PPL Electric, PPL Energy Funding, PPL Capital Funding, LKE and other subsidiaries.

PPL Capital Funding - PPL Capital Funding, Inc., a financing subsidiary of PPL that provides financing for the operations of PPL and certain subsidiaries. Debt issued by PPL Capital Funding is guaranteed as to payment by PPL.

PPL Electric - PPL Electric Utilities Corporation, a public utility subsidiary of PPL engaged in the regulated transmission and distribution of electricity in its Pennsylvania service area and that provides electricity supply to its retail customers in this area as a PLR.

PPL Energy Funding - PPL Energy Funding Corporation, a subsidiary of PPL and the parent holding company of PPL Global and other subsidiaries.

PPL EU Services - PPL EU Services Corporation, a subsidiary of PPL that, beginning in 2015, provides support services and corporate functions such as financial, supply chain, human resources and information technology services primarily to PPL Electric and its affiliates.

PPL Global - PPL Global, LLC, a subsidiary of PPL Energy Funding that, primarily through its subsidiaries, owns and operates WPD, PPL's regulated electricity distribution businesses in the U.K.

PPL Services - PPL Services Corporation, a subsidiary of PPL that provides services to PPL and its subsidiaries.

PPL WPD Limited - an indirect U.K. subsidiary of PPL Global. PPL WPD Limited holds a liability for a closed defined benefit pension plan and a receivable with WPD plc.

Registrant(s) - refers to the Registrants named on the cover of this Report (each a "Registrant" and collectively, the "Registrants").

Subsidiary Registrant(s) - Registrants that are direct or indirect wholly owned subsidiaries of PPL: PPL Electric, LKE, LG&E and KU.

WPD - refers to WPD plc and its subsidiaries together with a sister company PPL WPD Limited.

WPD (East Midlands) - Western Power Distribution (East Midlands) plc, a British regional electricity distribution utility company.

WPD plc - Western Power Distribution plc, formerly known as Western Power Distribution Limited, an indirect U.K. subsidiary of PPL Global. Its principal indirectly owned subsidiaries are WPD (East Midlands), WPD (South Wales), WPD (South West) and WPD (West Midlands).

WPD Midlands - refers to WPD (East Midlands) and WPD (West Midlands), collectively.

WPD (South Wales) - Western Power Distribution (South Wales) plc, a British regional electricity distribution utility company.

Table of Contents

WPD (South West) - Western Power Distribution (South West) plc, a British regional electricity distribution utility company.

WPD (West Midlands) - Western Power Distribution (West Midlands) plc, a British regional electricity distribution utility company.

WKE - Western Kentucky Energy Corp., a subsidiary of LKE that leased certain non-utility generating plants in western Kentucky until July 2009.

Other terms and abbreviations

£ - British pound sterling.

2014 Form 10-K - Annual Report to the SEC on Form 10-K for the year ended December 31, 2014.

Act 11 - Act 11 of 2012 that became effective on April 16, 2012. The Pennsylvania legislation authorizes the PUC to approve two specific ratemaking mechanisms: the use of a fully projected future test year in base rate proceedings and, subject to certain conditions, a DSIC.

Act 129 - Act 129 of 2008 that became effective in October 2008. The law amends the Pennsylvania Public Utility Code and creates an energy efficiency and conservation program and smart metering technology requirements, adopts new PLR electricity supply procurement rules, provides remedies for market misconduct and changes to the Alternative Energy Portfolio Standard (AEPS).

AFUDC - Allowance for Funds Used During Construction, the cost of equity and debt funds used to finance construction projects of regulated businesses, which is capitalized as part of construction costs.

AOCI - accumulated other comprehensive income or loss.

ARO - asset retirement obligation.

ATM Program - At-the-Market stock offering program.

Basis - when used in the context of derivatives and commodity trading, the commodity price differential between two locations, products or time periods.

BSER - Best System of Emission Reduction. The degree of emission reduction that EPA determines has been adequately demonstrated when taking into account the cost of achieving such reduction and any non-air quality health and environmental impact and energy requirements.

Cane Run Unit 7 - a natural gas combined-cycle unit in Kentucky, jointly owned by LG&E and KU, which provides electric generating capacity of 642 MW (141 MW and 501 MW to LG&E and KU).

CCR(s) - Coal Combustion Residual(s). CCRs include fly ash, bottom ash and sulfur dioxide scrubber wastes.

Clean Air Act - federal legislation enacted to address certain environmental issues related to air emissions, including acid rain, ozone and toxic air emissions.

Clean Water Act - federal legislation enacted to address certain environmental issues relating to water quality including effluent discharges, cooling water intake, and dredge and fill activities.

COBRA - Consolidated Omnibus Budget Reconciliation Act, which provides individuals the option to temporarily continue employer group health insurance coverage after termination of employment.

Table of Contents

CPCN - Certificate of Public Convenience and Necessity. Authority granted by the KPSC pursuant to Kentucky Revised Statute 278.020 to provide utility service to or for the public or the construction of certain plant, equipment, property or facility for furnishing of utility service to the public.

Customer Choice Act - the Pennsylvania Electricity Generation Customer Choice and Competition Act, legislation enacted to restructure the state's electric utility industry to create retail access to a competitive market for generation of electricity.

DNO - Distribution Network Operator in the U.K.

DOJ - U.S. Department of Justice.

DPCR4 - Distribution Price Control Review 4, the U.K. five-year rate review period applicable to WPD that commenced April 1, 2005.

DPCR5 - Distribution Price Control Review 5, the U.K. five-year rate review period applicable to WPD that commenced April 1, 2010.

DRIP - PPL Amended and Restated Dividend Reinvestment and Direct Stock Purchase Plan.

DSIC - the Distribution System Improvement Charge authorized under Act 11, which is an alternative ratemaking mechanism providing more-timely cost recovery of qualifying distribution system capital expenditures.

DSM - Demand Side Management. Pursuant to Kentucky Revised Statute 278.285, the KPSC may determine the reasonableness of DSM plans proposed by any utility under its jurisdiction. Proposed DSM mechanisms may seek full recovery of costs and revenues lost by implementing DSM programs and/or incentives designed to provide financial rewards to the utility for implementing cost-effective DSM programs. The cost of such programs shall be assigned only to the class or classes of customers which benefit from the programs.

ECR - Environmental Cost Recovery. Pursuant to Kentucky Revised Statute 278.183, Kentucky electric utilities are entitled to the current recovery of costs of complying with the Clean Air Act, as amended, and those federal, state or local environmental requirements that apply to coal combustion wastes and by-products from the production of energy from coal.

EI - Edison Electric Institute, the association that represents U.S. investor-owned electric companies.

ELG(s) - Effluent Limitation Guidelines, regulations promulgated by the EPA.

EPA - Environmental Protection Agency, a U.S. government agency.

EPS - earnings per share.

Equity Unit(s) - a PPL equity unit, issued in April 2011, consisting of a Purchase Contract and, initially, a 5.0% undivided beneficial ownership interest in \$1,000 principal amount of PPL Capital Funding 4.32% Junior Subordinated Notes due 2019.

E.W. Brown - a generating station in Kentucky with capacity of 1,594 MW.

FERC - Federal Energy Regulatory Commission, the U.S. federal agency that regulates, among other things, interstate transmission and wholesale sales of electricity, hydroelectric power projects and related matters.

FGD - flue-gas desulfurization, a pollution control process for the removal of sulfur dioxide from exhaust gas.

Fitch - Fitch, Inc., a credit rating agency.

GAAP - Generally Accepted Accounting Principles in the U.S.

GBP - British pound sterling.

GHG - greenhouse gas(es).

Table of Contents

GLT - Gas Line Tracker. The KPSC approved LG&E's recovery of costs associated with gas service lines, gas risers, leak mitigation, and gas main replacements. Rate recovery became effective on January 1, 2013.

Holdco - Talen Energy Holdings, Inc., a Delaware corporation, which was formed for the purposes of the June 1, 2015 spinoff of PPL Energy Supply, LLC.

If-Converted Method - A method applied to calculate diluted EPS for a company with outstanding convertible debt. The method is applied as follows: Interest charges (after-tax) applicable to the convertible debt are added back to net income and the convertible debt is assumed to have been converted to equity at the beginning of the period, and the resulting common shares are treated as outstanding shares. Both adjustments are made only for purposes of calculating diluted EPS. This method was applied to PPL's Equity Units prior to settlement.

IRS - Internal Revenue Service, a U.S. government agency.

KPSC - Kentucky Public Service Commission, the state agency that has jurisdiction over the regulation of rates and service of utilities in Kentucky.

LIBOR - London Interbank Offered Rate.

MATS - Mercury and Air Toxics Standards, regulations promulgated by the EPA.

Moody's - Moody's Investors Service, Inc., a credit rating agency.

MW - megawatt, one thousand kilowatts.

NAAQS - National Ambient Air Quality Standards periodically adopted pursuant to the Clean Air Act.

NERC - North American Electric Reliability Corporation.

NGCC - Natural gas-fired combined-cycle generating plant.

NorthWestern - NorthWestern Corporation, a Delaware corporation, and successor in interest to Montana Power's electricity delivery business, including Montana Power's rights and obligations under contracts with PPL Montana.

NPNS - the normal purchases and normal sales exception as permitted by derivative accounting rules. Derivatives that qualify for this exception may receive accrual accounting treatment.

NRC - Nuclear Regulatory Commission, the U.S. federal agency that regulates nuclear power facilities.

NSR - The new source review provisions of the Clean Air Act that impose stringent emission control requirements on new and modified sources of air emissions that result in emission increases beyond thresholds allowed by the Clean Air Act.

OCI - other comprehensive income or loss.

Ofgem - Office of Gas and Electricity Markets, the British agency that regulates transmission, distribution and wholesale sales of electricity and related matters.

OVEC - Ohio Valley Electric Corporation, located in Piketon, Ohio, an entity in which LKE indirectly owns an 8.13% interest (consists of LG&E's 5.63% and KU's 2.50% interests), which is accounted for as a cost-method investment. OVEC owns and operates two coal-fired power plants, the Kyger Creek plant in Ohio and the Clifty Creek plant in Indiana, with combined summer rating capacities of 2,120 MW.

PLR - Provider of Last Resort, the role of PPL Electric in providing default electricity supply within its delivery area to retail customers who have not chosen to select an alternative electricity supplier under the Customer Choice Act.

PP&E - property, plant and equipment.

Table of Contents

PPL EnergyPlus - prior to the June 1, 2015 spinoff of PPL Energy Supply, PPL EnergyPlus, LLC, a subsidiary of PPL Energy Supply that marketed and traded wholesale and retail electricity and gas, and supplied energy and energy services in competitive markets.

PPL Energy Supply - prior to the June 1, 2015 spinoff, PPL Energy Supply, LLC, a subsidiary of PPL Energy Funding and the parent company of PPL EnergyPlus and other subsidiaries.

PPL Montana - prior to the June 1, 2015 spinoff of PPL Energy Supply, PPL Montana, LLC, an indirect subsidiary of PPL Energy Supply, LLC that generated electricity for wholesale sales in Montana and the Pacific Northwest.

PUC - Pennsylvania Public Utility Commission, the state agency that regulates certain ratemaking, services, accounting and operations of Pennsylvania utilities.

RAV - regulatory asset value. This term, used within the U.K. regulatory environment, is also commonly known as RAB or regulatory asset base. RAV is based on historical investment costs at time of privatization, plus subsequent allowed additions less annual regulatory depreciation, and represents the value on which DNOs earn a return in accordance with the regulatory cost of capital. RAV is indexed to Retail Price Index (RPI) in order to allow for the effects of inflation. Since the beginning of DPCR5 in April 2010, RAV additions have been based on a percentage of annual total expenditures, which have continued from April 2015 under RIIO-ED1. RAV is intended to represent expenditures that have a long-term benefit to WPD (similar to capital projects for the U.S. regulated businesses that are generally included in rate base).

RCRA - Resource Conservation and Recovery Act of 1976.

Regulation S-X - SEC regulation governing the form and content of and requirements for financial statements required to be filed pursuant to the federal securities laws.

RFC - ReliabilityFirst Corporation, one of eight regional entities with delegated authority from NERC that work to safeguard the reliability of the bulk power systems throughout North America.

RIIO-ED1 - RIIO represents "Revenues = Incentive + Innovation + Outputs." RIIO-ED1 refers to the initial eight-year rate review period applicable to WPD which commenced April 1, 2015.

Riverstone - Riverstone Holdings LLC, a Delaware limited liability company and ultimate parent company of the entities that own the competitive power generation business contributed to Talen Energy other than the competitive power generation business contributed by virtue of the spinoff of a newly formed parent of PPL Energy Supply.

RJS Power - RJS Generation Holdings LLC, a Delaware limited liability company controlled by Riverstone, that owns the competitive power generation business contributed by its owners to Talen Energy other than the competitive power generation business contributed by virtue of the spinoff of a newly formed parent of PPL Energy Supply.

RMC - Risk Management Committee.

S&P - Standard & Poor's Ratings Services, a credit rating agency.

Sarbanes-Oxley - Sarbanes-Oxley Act of 2002, which sets requirements for management's assessment of internal controls for financial reporting. It also requires an independent auditor to make its own assessment.

SCRs - selective catalytic reduction, a pollution control process for the removal of nitrogen oxide from exhaust gas.

Scrubber - an air pollution control device that can remove particulates and/or gases (primarily sulfur dioxide) from exhaust gases.

SEC - the U.S. Securities and Exchange Commission, a U.S. government agency primarily responsible to protect investors and maintain the integrity of the securities markets.

SERC - SERC Reliability Corporation, one of eight regional entities with delegated authority from NERC that work to safeguard the reliability of the bulk power systems throughout North America.

Table of Contents

Smart meter - an electric meter that utilizes smart metering technology.

Smart metering technology - technology that can measure, among other things, time of electricity consumption to permit offering rate incentives for usage during lower cost or demand intervals. The use of this technology also has the potential to strengthen network reliability.

Superfund - federal environmental statute that addresses remediation of contaminated sites; states also have similar statutes.

Talen Energy - Talen Energy Corporation, the Delaware corporation formed to be the publicly traded company and owner of the competitive generation assets of PPL Energy Supply and certain affiliates of Riverstone.

Talen Energy Marketing - PPL EnergyPlus' new name subsequent to the spinoff of PPL Energy Supply.

Total shareowner return - the change in market value of a share of the Company's common stock plus the value of all dividends paid on a share of the common stock during the applicable performance period, divided by the price of the common stock as of the beginning of the performance period. The price used for purposes of this calculation is the average share price for the 20 trading days at the beginning and end of the applicable period.

Treasury Stock Method - A method applied to calculate diluted EPS that assumes any proceeds that could be obtained upon exercise of options and warrants (and their equivalents) would be used to purchase common stock at the average market price during the relevant period.

VaR - value-at-risk, a statistical model that attempts to estimate the value of potential loss over a given holding period under normal market conditions at a given confidence level.

Volumetric risk - the risk that the actual load volumes provided under full-requirement sales contracts could vary significantly from forecasted volumes.

VSCC - Virginia State Corporation Commission, the state agency that has jurisdiction over the regulation of Virginia corporations, including utilities.

FORWARD-LOOKING INFORMATION

Statements contained in this Form 10-Q concerning expectations, beliefs, plans, objectives, goals, strategies, future events or performance and underlying assumptions and other statements that are other than statements of historical fact are "forward-looking statements" within the meaning of the federal securities laws. Although the Registrants believe that the expectations and assumptions reflected in these statements are reasonable, there can be no assurance that these expectations will prove to be correct. Forward-looking statements are subject to many risks and uncertainties, and actual results may differ materially from the results discussed in forward-looking statements. In addition to the specific factors discussed in each Registrant's 2014 Form 10-K and in "Item 2. Combined Management's Discussion and Analysis of Financial Condition and Results of Operations" in this Form 10-Q, the following are among the important factors that could cause actual results to differ materially from the forward-looking statements.

- fuel supply;
- continuing ability to recover fuel costs and environmental expenditures in a timely manner at LG&E and KU, and natural gas supply costs at LG&E;
- weather conditions affecting customer energy use;
- availability of existing generation facilities;
- the duration of and cost associated with unscheduled outages at our generating facilities;
- transmission and distribution system conditions and operating costs;
- expansion of alternative and distributed sources of electricity generation and storage;
- collective labor bargaining negotiations;
- the outcome of litigation against the Registrants and their subsidiaries;
- potential effects of threatened or actual terrorism, war or other hostilities, cyber-based intrusions or natural disasters;
- the commitments and liabilities of the Registrants and their subsidiaries;
- the effectiveness of our risk management programs, including foreign currency and interest rate hedging;
- our ability to attract and retain qualified employees;
- volatility in demand for electricity and prices for energy and transmission services;
- competition in retail and wholesale power and natural gas markets;
- market prices of commodity inputs for ongoing capital expenditures;
- capital market conditions, including the availability of capital or credit, changes in interest rates and certain economic indices, and decisions regarding capital structure;
- stock price performance of PPL;
- volatility in the fair value of debt and equity securities and its impact on the value of assets in defined benefit plans, and the potential cash funding requirements if fair value declines;
- interest rates and their effect on pension and retiree medical liabilities and interest payable on certain debt securities;
- volatility in or the impact of other changes in financial markets and economic conditions;
- new accounting requirements or new interpretations or applications of existing requirements;
- changes in securities and credit ratings;
- changes in foreign currency exchange rates for British pound sterling;
- current and future environmental conditions, regulations and other requirements and the related costs of compliance, including environmental capital expenditures, emission allowance costs and other expenses;
- changes in political, regulatory or economic conditions in states, regions or countries where the Registrants or their subsidiaries conduct business;
- receipt of necessary governmental permits, approvals and rate relief;
- new state, federal or foreign legislation or regulatory developments;
- the outcome of any rate cases or other cost recovery or revenue filings by PPL Electric, LG&E, KU or WPD;
- the impact of any state, federal or foreign investigations applicable to the Registrants and their subsidiaries and the energy industry;
- the effect of any business or industry restructuring;
- development of new projects, markets and technologies;
- performance of new ventures; and
- business dispositions or acquisitions and our ability to realize expected benefits from such business transactions.

Any such forward-looking statements should be considered in light of such important factors and in conjunction with other documents of the Registrants on file with the SEC.

Table of Contents

New factors that could cause actual results to differ materially from those described in forward-looking statements emerge from time to time, and it is not possible for the Registrants to predict all such factors, or the extent to which any such factor or combination of factors may cause actual results to differ from those contained in any forward-looking statement. Any forward-looking statement speaks only as of the date on which such statement is made, and the Registrants undertake no obligation to update the information contained in such statement to reflect subsequent developments or information.

PART I. FINANCIAL INFORMATION

ITEM 1. Financial Statements

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

PPL Corporation and Subsidiaries

(Unaudited)

(Millions of Dollars, except share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Operating Revenues	\$ 1,878	\$ 1,879	\$ 5,889	\$ 5,906
Operating Expenses				
Operation				
Fuel	228	240	695	748
Energy purchases	177	173	676	683
Other operation and maintenance	482	467	1,405	1,382
Depreciation	226	233	658	688
Taxes, other than income	79	78	241	238
Total Operating Expenses	1,192	1,191	3,675	3,739
Operating Income	686	688	2,214	2,167
Other Income (Expense) - net	75	136	61	33
Interest Expense	221	213	645	637
Income from Continuing Operations Before Income Taxes	540	611	1,630	1,563
Income Taxes	144	201	432	534
Income from Continuing Operations After Income Taxes	396	410	1,198	1,029
Income (Loss) from Discontinued Operations (net of income taxes) (Note 8)	(3)	87	(915)	13
Net Income	\$ 393	\$ 497	\$ 283	\$ 1,042
Earnings Per Share of Common Stock:				
Income from Continuing Operations After Income Taxes Available to PPL Common Shareowners:				
Basic	\$ 0.59	\$ 0.61	\$ 1.78	\$ 1.58
Diluted	\$ 0.59	\$ 0.61	\$ 1.78	\$ 1.55
Net Income Available to PPL Common Shareowners:				
Basic	\$ 0.58	\$ 0.74	\$ 0.42	\$ 1.60
Diluted	\$ 0.58	\$ 0.74	\$ 0.42	\$ 1.57
Dividends Declared Per Share of Common Stock	\$ 0.3775	\$ 0.3725	\$ 1.1225	\$ 1.1175
Weighted-Average Shares of Common Stock Outstanding (in thousands)				
Basic	670,763	664,432	668,731	649,561
Diluted	673,702	666,402	671,254	665,501

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

PPL Corporation and Subsidiaries

(Unaudited)
(Millions of Dollars)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net income	\$ 393	\$ 497	\$ 283	\$ 1,042
Other comprehensive income (loss):				
Amounts arising during the period - gains (losses), net of tax (expense) benefit:				
Foreign currency translation adjustments, net of tax of (\$3), (\$9), (\$2), (\$3)	52	(48)	(97)	80
Available-for-sale securities, net of tax of \$0, \$1, (\$9), (\$20)		(1)	7	18
Qualifying derivatives, net of tax of \$11, \$2, \$4, \$31	(19)	(5)	8	(52)
Defined benefit plans:				
Prior service costs, net of tax of \$0, \$0, \$4, \$0			(6)	
Net actuarial gain (loss), net of tax of \$0, (\$1), (\$36), \$1		(1)	52	(3)
Reclassifications from AOCI - (gains) losses, net of tax expense (benefit):				
Available-for-sale securities, net of tax of \$0, \$4, \$2, \$6		(3)	(2)	(5)
Qualifying derivatives, net of tax of (\$3), \$3, (\$23), \$4	10	(12)	20	2
Equity investees' other comprehensive (income) loss, net of tax of \$0, \$0, \$1, \$0			(1)	
Defined benefit plans:				
Prior service costs, net of tax of \$0, (\$1), \$0, (\$3)		1		3
Net actuarial loss, net of tax of (\$10), (\$9), (\$35), (\$26)	35	29	111	84
Total other comprehensive income (loss)	78	(40)	92	127
Comprehensive income	\$ 471	\$ 457	\$ 375	\$ 1,169

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

[Table of Contents](#)

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

PPL Corporation and Subsidiaries

(Unaudited)
(Millions of Dollars)

	Nine Months Ended September 30,	
	2015	2014
Cash Flows from Operating Activities		
Net income	\$ 283	\$ 1,042
(Income) loss from discontinued operations (net of income taxes)	915	(13)
Income from continuing operations (net of income taxes)	1,198	1,029
Adjustments to reconcile Income from continuing operations (net of taxes) to net cash provided by operating activities - continuing operations		
Depreciation	658	688
Amortization	46	51
Defined benefit plans - expense	44	37
Deferred income taxes and investment tax credits	359	416
Unrealized (gains) losses on derivatives, and other hedging activities	(17)	(99)
Adjustment to WPD line loss accrual		65
Stock-based compensation expense	26	24
Other	9	(1)
Change in current assets and current liabilities		
Accounts receivable	(5)	(59)
Accounts payable	(180)	(53)
Unbilled revenues	91	122
Fuel, materials and supplies	60	7
Taxes payable	(142)	138
Regulatory assets and liabilities, net	46	7
Other	(48)	28
Other operating activities		
Defined benefit plans - funding	(396)	(290)
Settlement of interest rate swaps	(88)	
Other assets	(42)	10
Other liabilities	69	43
Net cash provided by operating activities - continuing operations	1,688	2,163
Net cash provided by operating activities - discontinued operations	343	465
Net cash provided by operating activities	2,031	2,628
Cash Flows from Investing Activities		
Investing activities from continuing operations:		
Expenditures for property, plant and equipment	(2,560)	(2,602)
Expenditures for intangible assets	(32)	(36)
Purchase of other investments	(15)	
Proceeds from the sale of other investments	136	
Net (increase) decrease in restricted cash and cash equivalents	5	12
Other investing activities	3	(4)
Net cash provided by (used in) investing activities - continuing operations	(2,463)	(2,630)
Net cash provided by (used in) investing activities - discontinued operations	(149)	(344)
Net cash provided by (used in) investing activities	(2,612)	(2,974)
Cash Flows from Financing Activities		
Financing activities from continuing operations:		
Issuance of long-term debt	1,137	296
Retirement of long-term debt		(237)
Issuance of common stock	145	1,037
Payment of common stock dividends	(750)	(718)
Net increase (decrease) in short-term debt	(271)	(192)
Other financing activities	(30)	(49)
Net cash provided by (used in) financing activities - continuing operations	231	137
Net cash provided by (used in) financing activities - discontinued operations	(546)	(166)
Net cash distributions to parent from discontinued operations	132	448
Net cash provided by (used in) financing activities	(183)	419
Effect of Exchange Rates on Cash and Cash Equivalents	(6)	13
Net (Increase) Decrease in Cash and Cash Equivalents included in Discontinued Operations	352	45
Net Increase (Decrease) in Cash and Cash Equivalents	(418)	131
Cash and Cash Equivalents at Beginning of Period	1,399	863
Cash and Cash Equivalents at End of Period	\$ 981	\$ 994

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

CONDENSED CONSOLIDATED BALANCE SHEETS

PPL Corporation and Subsidiaries

(Unaudited)

(Millions of Dollars, shares in thousands)

	September 30, 2015	December 31, 2014
Assets		
Current Assets		
Cash and cash equivalents	\$ 981	\$ 1,399
Short-term investments		120
Accounts receivable (less reserve: 2015, \$46; 2014, \$44)		
Customer	713	737
Other	64	71
Unbilled revenues	421	517
Fuel, materials and supplies	321	381
Prepayments	86	75
Deferred income taxes	223	125
Other current assets	181	134
Current assets of discontinued operations		2,600
Total Current Assets	<u>2,990</u>	<u>6,159</u>
Property, Plant and Equipment		
Regulated utility plant	33,752	30,568
Less: accumulated depreciation - regulated utility plant	5,632	5,361
Regulated utility plant, net	<u>28,120</u>	<u>25,207</u>
Non-regulated property, plant and equipment	534	592
Less: accumulated depreciation - non-regulated property, plant and equipment	170	162
Non-regulated property, plant and equipment, net	364	430
Construction work in progress	1,478	2,532
Property, Plant and Equipment, net	<u>29,962</u>	<u>28,169</u>
Other Noncurrent Assets		
Regulatory assets	1,627	1,562
Goodwill	3,613	3,667
Other intangibles	672	668
Other noncurrent assets	382	322
Noncurrent assets of discontinued operations		8,317
Total Other Noncurrent Assets	<u>6,294</u>	<u>14,536</u>
Total Assets	<u>\$ 39,246</u>	<u>\$ 48,864</u>

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

CONDENSED CONSOLIDATED BALANCE SHEETS

PPL Corporation and Subsidiaries

(Unaudited)

(Millions of Dollars, shares in thousands)

	September 30, 2015	December 31, 2014
Liabilities and Equity		
Current Liabilities		
Short-term debt	\$ 557	\$ 836
Long-term debt due within one year	1,460	1,000
Accounts payable	808	995
Taxes	118	263
Interest	300	298
Dividends	254	249
Customer deposits	312	304
Regulatory liabilities	151	91
Other current liabilities	508	632
Current liabilities of discontinued operations		2,775
Total Current Liabilities	4,468	7,443
Long-term Debt	17,745	17,173
Deferred Credits and Other Noncurrent Liabilities		
Deferred income taxes	3,736	3,227
Investment tax credits	129	132
Accrued pension obligations	963	1,457
Asset retirement obligations	539	324
Regulatory liabilities	962	992
Other deferred credits and noncurrent liabilities	482	525
Noncurrent liabilities of discontinued operations		3,963
Total Deferred Credits and Other Noncurrent Liabilities	6,811	10,620
Commitments and Contingent Liabilities (Notes 6 and 10)		
Equity		
Common stock - \$0.01 par value (a)	7	7
Additional paid-in capital	9,630	9,433
Earnings reinvested	2,791	6,462
Accumulated other comprehensive loss	(2,206)	(2,274)
Total Equity	10,222	13,628
Total Liabilities and Equity	\$ 39,246	\$ 48,864

(a) 780,000 shares authorized; 671,792 and 665,849 shares issued and outstanding at September 30, 2015 and December 31, 2014.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
PPL Corporation and Subsidiaries

(Unaudited)
(Millions of Dollars)

	Common stock shares outstanding (a)	Common stock	Additional paid-in capital	Earnings reinvested	Accumulated other comprehensive loss	Total
June 30, 2015	669,514	\$ 7	\$ 9,564	\$ 2,654	\$ (2,284)	\$ 9,941
Common stock issued	2,278		72			72
Stock-based compensation			(6)			(6)
Net income				393		393
Dividends and dividend equivalents				(256)		(256)
Other comprehensive income (loss)					78	78
September 30, 2015	<u>671,792</u>	<u>\$ 7</u>	<u>\$ 9,630</u>	<u>\$ 2,791</u>	<u>\$ (2,206)</u>	<u>\$ 10,222</u>
December 31, 2014	665,849	\$ 7	\$ 9,433	\$ 6,462	\$ (2,274)	\$ 13,628
Common stock issued	5,943		183			183
Stock-based compensation			14			14
Net income				283		283
Dividends and dividend equivalents				(754)		(754)
Distribution of PPL Energy Supply (Note 8)				(3,200)	(24)	(3,224)
Other comprehensive income (loss)					92	92
September 30, 2015	<u>671,792</u>	<u>\$ 7</u>	<u>\$ 9,630</u>	<u>\$ 2,791</u>	<u>\$ (2,206)</u>	<u>\$ 10,222</u>
June 30, 2014	664,018	\$ 7	\$ 9,358	\$ 5,768	\$ (1,398)	\$ 13,735
Common stock issued	635		21			21
Stock-based compensation			9			9
Net income				497		497
Dividends and dividend equivalents				(248)		(248)
Other comprehensive income (loss)					(40)	(40)
September 30, 2014	<u>664,653</u>	<u>\$ 7</u>	<u>\$ 9,388</u>	<u>\$ 6,017</u>	<u>\$ (1,438)</u>	<u>\$ 13,974</u>
December 31, 2013	630,321	\$ 6	\$ 8,316	\$ 5,709	\$ (1,565)	\$ 12,466
Common stock issued	34,332	1	1,048			1,049
Stock-based compensation			24			24
Net income				1,042		1,042
Dividends and dividend equivalents				(734)		(734)
Other comprehensive income (loss)					127	127
September 30, 2014	<u>664,653</u>	<u>\$ 7</u>	<u>\$ 9,388</u>	<u>\$ 6,017</u>	<u>\$ (1,438)</u>	<u>\$ 13,974</u>

(a) Shares in thousands. Each share entitles the holder to one vote on any question presented at any shareholders' meeting.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF INCOME
PPL Electric Utilities Corporation and Subsidiaries

(Unaudited)
(Millions of Dollars)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Operating Revenues	\$ 519	\$ 477	\$ 1,625	\$ 1,518
Operating Expenses				
Operation				
Energy purchases	154	128	519	431
Energy purchases from affiliate		20	14	68
Other operation and maintenance	162	133	435	402
Depreciation	55	47	158	137
Taxes, other than income	27	25	87	80
Total Operating Expenses	398	353	1,213	1,118
Operating Income	121	124	412	400
Other Income (Expense) - net	1	3	5	6
Interest Expense	32	33	96	91
Income Before Income Taxes	90	94	321	315
Income Taxes	35	37	130	121
Net Income (a)	\$ 55	\$ 57	\$ 191	\$ 194

(a) Net income approximates comprehensive income.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

[Table of Contents](#)

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

PPL Electric Utilities Corporation and Subsidiaries

(Unaudited)
(Millions of Dollars)

	Nine Months Ended September 30,	
	2015	2014
Cash Flows from Operating Activities		
Net income	\$ 191	\$ 194
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	158	137
Amortization	19	13
Defined benefit plans - expense	13	10
Deferred income taxes and investment tax credits	127	65
Other	(9)	(20)
Change in current assets and current liabilities		
Accounts receivable	18	(45)
Accounts payable	(140)	(25)
Unbilled revenues	28	40
Prepayments	(17)	(17)
Regulatory assets and liabilities	46	19
Taxes payable	(50)	45
Other	13	2
Other operating activities		
Defined benefit plans - funding	(33)	(20)
Other assets	(6)	8
Other liabilities	15	6
Net cash provided by operating activities	<u>373</u>	<u>412</u>
Cash Flows from Investing Activities		
Expenditures for property, plant and equipment	(758)	(700)
Expenditures for intangible assets	(9)	(25)
Net (increase) decrease in notes receivable from affiliates		150
Other investing activities	3	13
Net cash provided by (used in) investing activities	<u>(764)</u>	<u>(562)</u>
Cash Flows from Financing Activities		
Issuance of long-term debt		296
Retirement of long-term debt		(10)
Contributions from parent	275	95
Payment of common stock dividends to parent	(140)	(121)
Net increase (decrease) in short-term debt	68	(20)
Other financing activities		(4)
Net cash provided by (used in) financing activities	<u>203</u>	<u>236</u>
Net Increase (Decrease) in Cash and Cash Equivalents	(188)	86
Cash and Cash Equivalents at Beginning of Period	<u>214</u>	<u>25</u>
Cash and Cash Equivalents at End of Period	<u>\$ 26</u>	<u>\$ 111</u>

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

[Table of Contents](#)

CONDENSED CONSOLIDATED BALANCE SHEETS

PPL Electric Utilities Corporation and Subsidiaries

(Unaudited)

(Millions of Dollars, shares in thousands)

	September 30, 2015	December 31, 2014
Assets		
Current Assets		
Cash and cash equivalents	\$ 26	\$ 214
Accounts receivable (less reserve: 2015, \$21; 2014, \$17)		
Customer	312	312
Other	10	44
Unbilled revenues	85	113
Materials and supplies	34	43
Prepayments	27	10
Deferred income taxes	103	58
Regulatory assets	10	12
Other current assets	10	13
Total Current Assets	617	819
Property, Plant and Equipment		
Regulated utility plant	8,565	7,589
Less: accumulated depreciation - regulated utility plant	2,613	2,517
Regulated utility plant, net	5,952	5,072
Construction work in progress	512	738
Property, Plant and Equipment, net	6,464	5,810
Other Noncurrent Assets		
Regulatory assets	942	897
Intangibles	243	235
Other noncurrent assets	39	24
Total Other Noncurrent Assets	1,224	1,156
Total Assets	\$ 8,305	\$ 7,785

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

Table of Contents

CONDENSED CONSOLIDATED BALANCE SHEETS

PPL Electric Utilities Corporation and Subsidiaries

(Unaudited)

(Millions of Dollars, shares in thousands)

	September 30, 2015	December 31, 2014
Liabilities and Equity		
Current Liabilities		
Short-term debt	\$ 68	
Long term debt due within one year	100	\$ 100
Accounts payable	315	325
Accounts payable to affiliates	36	70
Taxes	35	85
Interest	26	34
Regulatory liabilities	120	76
Other current liabilities	114	103
Total Current Liabilities	814	793
Long-term Debt	2,503	2,502
Deferred Credits and Other Noncurrent Liabilities		
Deferred income taxes	1,655	1,483
Accrued pension obligations	149	212
Regulatory liabilities	25	18
Other deferred credits and noncurrent liabilities	69	60
Total Deferred Credits and Other Noncurrent Liabilities	1,898	1,773
Commitments and Contingent Liabilities (Notes 6 and 10)		
Equity		
Common stock - no par value (a)	364	364
Additional paid-in capital	1,925	1,603
Earnings reinvested	801	750
Total Equity	3,090	2,717
Total Liabilities and Equity	\$ 8,305	\$ 7,785

(a) 170,000 shares authorized; 66,368 shares issued and outstanding at September 30, 2015 and December 31, 2014.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

[Table of Contents](#)

CONDENSED CONSOLIDATED STATEMENTS OF EQUITY

PPL Electric Utilities Corporation and Subsidiaries

(Unaudited)
(Millions of Dollars)

	Common stock shares outstanding (a)	Common stock	Additional paid-in capital	Earnings reinvested	Total
June 30, 2015	66,368	\$ 364	\$ 1,810	\$ 779	\$ 2,953
Net income				55	55
Capital contributions from PPL			115		115
Dividends declared on common stock				(33)	(33)
September 30, 2015	<u>66,368</u>	<u>\$ 364</u>	<u>\$ 1,925</u>	<u>\$ 801</u>	<u>\$ 3,090</u>
December 31, 2014	66,368	\$ 364	\$ 1,603	\$ 750	\$ 2,717
Net income				191	191
Capital contributions from PPL (b)			322		322
Dividends declared on common stock				(140)	(140)
September 30, 2015	<u>66,368</u>	<u>\$ 364</u>	<u>\$ 1,925</u>	<u>\$ 801</u>	<u>\$ 3,090</u>
June 30, 2014	66,368	\$ 364	\$ 1,435	\$ 695	\$ 2,494
Net income				57	57
Dividends declared on common stock				(34)	(34)
September 30, 2014	<u>66,368</u>	<u>\$ 364</u>	<u>\$ 1,435</u>	<u>\$ 718</u>	<u>\$ 2,517</u>
December 31, 2013	66,368	\$ 364	\$ 1,340	\$ 645	\$ 2,349
Net income				194	194
Capital contributions from PPL			95		95
Dividends declared on common stock				(121)	(121)
September 30, 2014	<u>66,368</u>	<u>\$ 364</u>	<u>\$ 1,435</u>	<u>\$ 718</u>	<u>\$ 2,517</u>

(a) Shares in thousands. All common shares of PPL Electric stock are owned by PPL.
(b) Includes non-cash contributions of \$47 million.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

[Table of Contents](#)

CONDENSED CONSOLIDATED STATEMENTS OF INCOME
LG&E and KU Energy LLC and Subsidiaries

(Unaudited)
(Millions of Dollars)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Operating Revenues	\$ 801	\$ 753	\$ 2,414	\$ 2,409
Operating Expenses				
Operation				
Fuel	228	240	695	748
Energy purchases	23	24	143	184
Other operation and maintenance	202	197	625	609
Depreciation	97	89	286	262
Taxes, other than income	14	13	43	39
Total Operating Expenses	564	563	1,792	1,842
Operating Income	237	190	622	567
Other Income (Expense) - net	(1)	(2)	(3)	(6)
Interest Expense	43	42	127	125
Interest Expense with Affiliate			1	
Income Before Income Taxes	193	146	491	436
Income Taxes	73	55	194	165
Net Income	\$ 120	\$ 91	\$ 297	\$ 271

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

LG&E and KU Energy LLC and Subsidiaries

(Unaudited)
(Millions of Dollars)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net income	\$ 120	\$ 91	\$ 297	\$ 271
Other comprehensive income (loss):				
Amounts arising during the period - gains (losses), net of tax (expense) benefit:				
Defined benefit plans:				
Net actuarial loss, net of tax of \$0, \$0, \$5, \$1			(8)	(2)
Reclassifications from AOCI - (gains) losses, net of tax expense (benefit):				
Equity investees' other comprehensive (income) loss, net of tax of \$0, \$0, \$1, \$0			(1)	(1)
Defined benefit plans:				
Prior service costs, net of tax of \$0, \$0, \$0, \$0			1	
Net actuarial loss, net of tax of \$0, \$0, (\$1), \$0	1		2	
Total other comprehensive income (loss)	1		(6)	(3)
Comprehensive income	\$ 121	\$ 91	\$ 291	\$ 268

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

Table of Contents

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
LG&E and KU Energy LLC and Subsidiaries

(Unaudited)
(Millions of Dollars)

	Nine Months Ended September 30,	
	2015	2014
Cash Flows from Operating Activities		
Net income	\$ 297	\$ 271
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	286	262
Amortization	18	18
Defined benefit plans - expense	29	18
Deferred income taxes and investment tax credits	199	251
Other	29	11
Change in current assets and current liabilities		
Accounts receivable	(1)	(3)
Accounts payable	(34)	7
Accounts payable to affiliates	(7)	(2)
Unbilled revenues	19	49
Fuel, materials and supplies	43	4
Income tax receivable	132	(28)
Taxes payable		5
Accrued interest	37	36
Other	(2)	(10)
Other operating activities		
Defined benefit plans - funding	(66)	(43)
Settlement of interest rate swaps	(88)	
Other assets	(4)	
Other liabilities	8	5
Net cash provided by operating activities	<u>895</u>	<u>851</u>
Cash Flows from Investing Activities		
Expenditures for property, plant and equipment	(928)	(843)
Net (increase) decrease in notes receivable from affiliates		70
Other investing activities	7	
Net cash provided by (used in) investing activities	<u>(921)</u>	<u>(773)</u>
Cash Flows from Financing Activities		
Net increase (decrease) in notes payable with affiliates	21	22
Issuance of long-term debt	1,050	
Net increase (decrease) in short-term debt	(500)	103
Debt issuance and credit facility costs	(9)	(3)
Distributions to member	(157)	(327)
Contributions from member	55	139
Net cash provided by (used in) financing activities	<u>460</u>	<u>(66)</u>
Net Increase (Decrease) in Cash and Cash Equivalents	434	12
Cash and Cash Equivalents at Beginning of Period	21	35
Cash and Cash Equivalents at End of Period	<u>\$ 455</u>	<u>\$ 47</u>

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

CONDENSED CONSOLIDATED BALANCE SHEETS
LG&E and KU Energy LLC and Subsidiaries

(Unaudited)
(Millions of Dollars)

	September 30, 2015	December 31, 2014
Assets		
Current Assets		
Cash and cash equivalents	\$ 455	\$ 21
Accounts receivable (less reserve: 2015, \$23; 2014, \$25)		
Customer	228	231
Other	14	18
Unbilled revenues	148	167
Fuel, materials and supplies	260	311
Prepayments	23	28
Income taxes receivable	4	136
Deferred income taxes	68	16
Regulatory assets	27	25
Other current assets	5	3
Total Current Assets	<u>1,232</u>	<u>956</u>
Property, Plant and Equipment		
Regulated utility plant	11,481	10,014
Less: accumulated depreciation - regulated utility plant	1,094	1,069
Regulated utility plant, net	<u>10,387</u>	<u>8,945</u>
Construction work in progress	839	1,559
Property, Plant and Equipment, net	<u>11,226</u>	<u>10,504</u>
Other Noncurrent Assets		
Regulatory assets	685	665
Goodwill	996	996
Other intangibles	136	174
Other noncurrent assets	102	101
Total Other Noncurrent Assets	<u>1,919</u>	<u>1,936</u>
Total Assets	<u>\$ 14,377</u>	<u>\$ 13,396</u>

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

CONDENSED CONSOLIDATED BALANCE SHEETS

LG&E and KU Energy LLC and Subsidiaries

(Unaudited)
(Millions of Dollars)

	September 30, 2015	December 31, 2014
Liabilities and Equity		
Current Liabilities		
Short-term debt	\$ 75	\$ 575
Long-term debt due within one year	900	900
Notes payable with affiliates	62	41
Accounts payable	284	399
Accounts payable to affiliates	1	2
Customer deposits	51	52
Taxes	36	36
Price risk management liabilities	5	5
Price risk management liabilities with affiliates		66
Regulatory liabilities	31	15
Interest	60	23
Other current liabilities	142	131
Total Current Liabilities	1,647	2,245
Long-term Debt	4,717	3,667
Deferred Credits and Other Noncurrent Liabilities		
Deferred income taxes	1,489	1,241
Investment tax credits	128	131
Accrued pension obligations	275	305
Asset retirement obligations	488	274
Regulatory liabilities	937	974
Price risk management liabilities	45	43
Other deferred credits and noncurrent liabilities	214	268
Total Deferred Credits and Other Noncurrent Liabilities	3,576	3,236
Commitments and Contingent Liabilities (Notes 6 and 10)		
Member's equity	4,437	4,248
Total Liabilities and Equity	\$ 14,377	\$ 13,396

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
LG&E and KU Energy LLC and Subsidiaries

(Unaudited)
(Millions of Dollars)

	Member's Equity
June 30, 2015	\$ 4,329
Net income	120
Contributions from member	35
Distributions to member	(48)
Other comprehensive income (loss)	1
September 30, 2015	<u>\$ 4,437</u>
December 31, 2014	\$ 4,248
Net income	297
Contributions from member	55
Distributions to member	(157)
Other comprehensive income (loss)	(6)
September 30, 2015	<u>\$ 4,437</u>
June 30, 2014	\$ 4,225
Net income	91
Contributions from member	20
Distributions to member	(106)
September 30, 2014	<u>\$ 4,230</u>
December 31, 2013	\$ 4,150
Net income	271
Contributions from member	139
Distributions to member	(327)
Other comprehensive income (loss)	(3)
September 30, 2014	<u>\$ 4,230</u>

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

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Table of Contents

CONDENSED STATEMENTS OF INCOME
Louisville Gas and Electric Company

(Unaudited)
(Millions of Dollars)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Operating Revenues				
Retail and wholesale	\$ 349	\$ 334	\$ 1,089	\$ 1,096
Electric revenue from affiliate	2	13	32	74
Total Operating Revenues	351	347	1,121	1,170
Operating Expenses				
Operation				
Fuel	82	99	267	320
Energy purchases	18	20	129	167
Energy purchases from affiliate	9	3	17	11
Other operation and maintenance	87	94	286	286
Depreciation	40	39	122	116
Taxes, other than income	7	6	21	19
Total Operating Expenses	243	261	842	919
Operating Income	108	86	279	251
Other Income (Expense) - net	(1)		(3)	(3)
Interest Expense	13	13	39	37
Income Before Income Taxes	94	73	237	211
Income Taxes	36	27	91	78
Net Income (a)	\$ 58	\$ 46	\$ 146	\$ 133

(a) Net income equals comprehensive income.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

Table of Contents

CONDENSED STATEMENTS OF CASH FLOWS

Louisville Gas and Electric Company

(Unaudited)
(Millions of Dollars)

	Nine Months Ended September 30,	
	2015	2014
Cash Flows from Operating Activities		
Net income	\$ 146	\$ 133
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	122	116
Amortization	9	9
Defined benefit plans - expense	10	7
Deferred income taxes and investment tax credits	93	31
Other	25	(2)
Change in current assets and current liabilities		
Accounts receivable	10	4
Accounts receivable from affiliates	4	(10)
Accounts payable	(14)	8
Accounts payable to affiliates	(1)	(4)
Unbilled revenues	13	27
Fuel, materials and supplies	21	5
Income tax receivable	74	(2)
Taxes payable	(1)	10
Accrued interest	9	9
Other	9	1
Other operating activities		
Defined benefit plans - funding	(25)	(12)
Settlement of interest rate swaps	(44)	
Other assets	10	1
Other liabilities	(1)	(4)
Net cash provided by operating activities	<u>469</u>	<u>327</u>
Cash Flows from Investing Activities		
Expenditures for property, plant and equipment	(519)	(422)
Net cash provided by (used in) investing activities	<u>(519)</u>	<u>(422)</u>
Cash Flows from Financing Activities		
Issuance of long-term debt	550	
Net increase (decrease) in short-term debt	(264)	123
Debt issuance and credit facility costs	(5)	(1)
Payment of common stock dividends to parent	(81)	(83)
Contributions from parent	20	73
Net cash provided by (used in) financing activities	<u>220</u>	<u>112</u>
Net Increase (Decrease) in Cash and Cash Equivalents	<u>170</u>	<u>17</u>
Cash and Cash Equivalents at Beginning of Period	10	8
Cash and Cash Equivalents at End of Period	<u>\$ 180</u>	<u>\$ 25</u>

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

Table of Contents

CONDENSED BALANCE SHEETS
Louisville Gas and Electric Company

(Unaudited)
(Millions of Dollars, shares in thousands)

	September 30, 2015	December 31, 2014
Assets		
Current Assets		
Cash and cash equivalents	\$ 180	\$ 10
Accounts receivable (less reserve: 2015, \$1; 2014, \$2)		
Customer	97	107
Other	9	11
Unbilled revenues	63	76
Accounts receivable from affiliates	19	23
Fuel, materials and supplies	133	162
Prepayments	6	8
Income taxes receivable		74
Deferred income taxes	23	
Regulatory assets	11	21
Other current assets	2	1
Total Current Assets	543	493
Property, Plant and Equipment		
Regulated utility plant	4,651	4,031
Less: accumulated depreciation - regulated utility plant	384	456
Regulated utility plant, net	4,267	3,575
Construction work in progress	414	676
Property, Plant and Equipment, net	4,681	4,251
Other Noncurrent Assets		
Regulatory assets	396	397
Goodwill	389	389
Other intangibles	79	97
Other noncurrent assets	28	35
Total Other Noncurrent Assets	892	918
Total Assets	\$ 6,116	\$ 5,662

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

Table of Contents

CONDENSED BALANCE SHEETS
Louisville Gas and Electric Company

(Unaudited)
(Millions of Dollars, shares in thousands)

	September 30, 2015	December 31, 2014
Liabilities and Equity		
Current Liabilities		
Short-term debt		\$ 264
Long-term debt due within one year	\$ 250	250
Accounts payable	191	240
Accounts payable to affiliates	20	20
Customer deposits	25	25
Taxes	18	19
Price risk management liabilities	5	5
Price risk management liabilities with affiliates		33
Regulatory liabilities	15	10
Interest	15	6
Other current liabilities	50	42
Total Current Liabilities	589	914
Long-term Debt	1,653	1,103
Deferred Credits and Other Noncurrent Liabilities		
Deferred income taxes	818	700
Investment tax credits	35	36
Accrued pension obligations	34	57
Asset retirement obligations	147	66
Regulatory liabilities	439	458
Price risk management liabilities	45	43
Other deferred credits and noncurrent liabilities	97	111
Total Deferred Credits and Other Noncurrent Liabilities	1,615	1,471
Commitments and Contingent Liabilities (Notes 6 and 10)		
Stockholder's Equity		
Common stock - no par value (a)	424	424
Additional paid-in capital	1,541	1,521
Earnings reinvested	294	229
Total Equity	2,259	2,174
Total Liabilities and Equity	\$ 6,116	\$ 5,662

(a) 75,000 shares authorized; 21,294 shares issued and outstanding at September 30, 2015 and December 31, 2014.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

CONDENSED STATEMENTS OF EQUITY

Louisville Gas and Electric Company

(Unaudited)
(Millions of Dollars)

	Common stock shares outstanding (a)	Common stock	Additional paid-in capital	Earnings reinvested	Total
June 30, 2015	21,294	\$ 424	\$ 1,541	\$ 259	\$ 2,224
Net income				58	58
Cash dividends declared on common stock				(23)	(23)
September 30, 2015	<u>21,294</u>	<u>\$ 424</u>	<u>\$ 1,541</u>	<u>\$ 294</u>	<u>\$ 2,259</u>
December 31, 2014	21,294	\$ 424	\$ 1,521	\$ 229	\$ 2,174
Net income				146	146
Capital contributions from LKE			20		20
Cash dividends declared on common stock				(81)	(81)
September 30, 2015	<u>21,294</u>	<u>\$ 424</u>	<u>\$ 1,541</u>	<u>\$ 294</u>	<u>\$ 2,259</u>
June 30, 2014	21,294	\$ 424	\$ 1,417	\$ 199	\$ 2,040
Net income				46	46
Capital contributions from LKE			20		20
Cash dividends declared on common stock				(23)	(23)
September 30, 2014	<u>21,294</u>	<u>\$ 424</u>	<u>\$ 1,437</u>	<u>\$ 222</u>	<u>\$ 2,083</u>
December 31, 2013	21,294	\$ 424	\$ 1,364	\$ 172	\$ 1,960
Net income				133	133
Capital contributions from LKE			73		73
Cash dividends declared on common stock				(83)	(83)
September 30, 2014	<u>21,294</u>	<u>\$ 424</u>	<u>\$ 1,437</u>	<u>\$ 222</u>	<u>\$ 2,083</u>

(a) Shares in thousands. All common shares of LG&E stock are owned by LKE.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

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CONDENSED STATEMENTS OF INCOME

Kentucky Utilities Company

(Unaudited)
(Millions of Dollars)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Operating Revenues				
Retail and wholesale	\$ 452	\$ 419	\$ 1,325	\$ 1,313
Electric revenue from affiliate	9	3	17	11
Total Operating Revenues	461	422	1,342	1,324
Operating Expenses				
Operation				
Fuel	146	141	428	428
Energy purchases	5	4	14	17
Energy purchases from affiliate	2	13	32	74
Other operation and maintenance	108	97	321	302
Depreciation	57	50	164	145
Taxes, other than income	7	7	22	20
Total Operating Expenses	325	312	981	986
Operating Income	136	110	361	338
Other Income (Expense) - net		(1)	1	(1)
Interest Expense	20	19	58	58
Income Before Income Taxes	116	90	304	279
Income Taxes	44	34	115	106
Net Income (a)	\$ 72	\$ 56	\$ 189	\$ 173

(a) Net income approximates comprehensive income.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

[Table of Contents](#)

CONDENSED STATEMENTS OF CASH FLOWS

Kentucky Utilities Company

(Unaudited)
(Millions of Dollars)

	Nine Months Ended September 30,	
	2015	2014
Cash Flows from Operating Activities		
Net income	\$ 189	\$ 173
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	164	145
Amortization	8	8
Defined benefit plans - expense	9	4
Deferred income taxes and investment tax credits	132	129
Other	4	11
Change in current assets and current liabilities		
Accounts receivable	(11)	(8)
Accounts payable	(18)	6
Accounts payable to affiliates	(7)	4
Unbilled revenues	6	22
Fuel, materials and supplies	22	(1)
Income tax receivable	60	(3)
Taxes payable	9	(12)
Accrued interest	19	18
Other	(3)	(8)
Other operating activities		
Defined benefit plans - funding	(20)	(4)
Settlement of interest rate swaps	(44)	
Other assets	(9)	(2)
Other liabilities		4
Net cash provided by operating activities	<u>510</u>	<u>486</u>
Cash Flows from Investing Activities		
Expenditures for property, plant and equipment	(407)	(418)
Other investing activities	7	
Net cash provided by (used in) investing activities	<u>(400)</u>	<u>(418)</u>
Cash Flows from Financing Activities		
Issuance of long-term debt	500	
Net increase (decrease) in short-term debt	(236)	(20)
Debt issuance and credit facility costs	(4)	(1)
Payment of common stock dividends to parent	(106)	(112)
Contributions from parent		66
Net cash provided by (used in) financing activities	<u>154</u>	<u>(67)</u>
Net Increase (Decrease) in Cash and Cash Equivalents	<u>264</u>	<u>1</u>
Cash and Cash Equivalents at Beginning of Period	<u>11</u>	<u>21</u>
Cash and Cash Equivalents at End of Period	<u>\$ 275</u>	<u>\$ 22</u>

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

Table of Contents

CONDENSED BALANCE SHEETS

Kentucky Utilities Company

(Unaudited)

(Millions of Dollars, shares in thousands)

	September 30, 2015	December 31, 2014
Assets		
Current Assets		
Cash and cash equivalents	\$ 275	\$ 11
Accounts receivable (less reserve: 2015, \$2; 2014, \$2)		
Customer	131	124
Other	5	6
Unbilled revenues	85	91
Fuel, materials and supplies	127	149
Prepayments	7	10
Income taxes receivable		60
Deferred income taxes	30	2
Regulatory assets	16	4
Other current assets	3	2
Total Current Assets	679	459
Property, Plant and Equipment		
Regulated utility plant	6,828	5,977
Less: accumulated depreciation - regulated utility plant	710	611
Regulated utility plant, net	6,118	5,366
Construction work in progress	421	880
Property, Plant and Equipment, net	6,539	6,246
Other Noncurrent Assets		
Regulatory assets	289	268
Goodwill	607	607
Other intangibles	57	77
Other noncurrent assets	61	58
Total Other Noncurrent Assets	1,014	1,010
Total Assets	\$ 8,232	\$ 7,715

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

Table of Contents

CONDENSED BALANCE SHEETS

Kentucky Utilities Company

(Unaudited)

(Millions of Dollars, shares in thousands)

	September 30, 2015	December 31, 2014
Liabilities and Equity		
Current Liabilities		
Short-term debt		\$ 236
Long-term debt due within one year	\$ 250	250
Accounts payable	77	141
Accounts payable to affiliates	41	47
Customer deposits	26	27
Taxes	23	14
Price risk management liabilities with affiliates		33
Regulatory liabilities	16	5
Interest	30	11
Other current liabilities	53	41
Total Current Liabilities	516	805
Long-term Debt	2,341	1,841
Deferred Credits and Other Noncurrent Liabilities		
Deferred income taxes	1,048	884
Investment tax credits	93	95
Accrued pension obligations	44	59
Asset retirement obligations	341	208
Regulatory liabilities	498	516
Other deferred credits and noncurrent liabilities	63	101
Total Deferred Credits and Other Noncurrent Liabilities	2,087	1,863
Commitments and Contingent Liabilities (Notes 6 and 10)		
Stockholder's Equity		
Common stock - no par value (a)	308	308
Additional paid-in capital	2,596	2,596
Accumulated other comprehensive income (loss)	(1)	
Earnings reinvested	385	302
Total Equity	3,288	3,206
Total Liabilities and Equity	\$ 8,232	\$ 7,715

(a) 80,000 shares authorized; 37,818 shares issued and outstanding at September 30, 2015 and December 31, 2014.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

CONDENSED STATEMENTS OF EQUITY

Kentucky Utilities Company

(Unaudited)
(Millions of Dollars)

	Common stock shares outstanding (a)	Common stock	Additional paid-in capital	Earnings reinvested	Accumulated other comprehensive income (loss)	Total
June 30, 2015	37,818	\$ 308	\$ 2,596	\$ 338	\$ (1)	\$ 3,241
Net income				72		72
Cash dividends declared on common stock				(25)		(25)
September 30, 2015	<u>37,818</u>	<u>\$ 308</u>	<u>\$ 2,596</u>	<u>\$ 385</u>	<u>\$ (1)</u>	<u>\$ 3,288</u>
December 31, 2014	37,818	\$ 308	\$ 2,596	\$ 302		\$ 3,206
Net income				189		189
Cash dividends declared on common stock				(106)		(106)
Other comprehensive income (loss)					\$ (1)	(1)
September 30, 2015	<u>37,818</u>	<u>\$ 308</u>	<u>\$ 2,596</u>	<u>\$ 385</u>	<u>\$ (1)</u>	<u>\$ 3,288</u>
June 30, 2014	37,818	\$ 308	\$ 2,571	\$ 261		\$ 3,140
Net income				56		56
Cash dividends declared on common stock				(26)		(26)
September 30, 2014	<u>37,818</u>	<u>\$ 308</u>	<u>\$ 2,571</u>	<u>\$ 291</u>		<u>\$ 3,170</u>
December 31, 2013	37,818	\$ 308	\$ 2,505	\$ 230	\$ 1	\$ 3,044
Net income				173		173
Capital contributions from LKE			66			66
Cash dividends declared on common stock				(112)		(112)
Other comprehensive income (loss)					(1)	(1)
September 30, 2014	<u>37,818</u>	<u>\$ 308</u>	<u>\$ 2,571</u>	<u>\$ 291</u>		<u>\$ 3,170</u>

(a) Shares in thousands. All common shares of KU stock are owned by LKE.

The accompanying Notes to Condensed Financial Statements are an integral part of the financial statements.

Combined Notes to Condensed Financial Statements (Unaudited)

1. Interim Financial Statements

(All Registrants)

Capitalized terms and abbreviations appearing in the unaudited combined notes to condensed financial statements are defined in the glossary. Dollars are in millions, except per share data, unless otherwise noted. The specific Registrant to which disclosures are applicable is identified in parenthetical headings in italics above the applicable disclosure or within the applicable disclosure. Within combined disclosures, amounts are disclosed for any Registrant when significant.

The accompanying unaudited condensed financial statements have been prepared in accordance with GAAP for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X and, therefore, do not include all of the information and footnote disclosures required by GAAP for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation in accordance with GAAP are reflected in the condensed financial statements. All adjustments are of a normal recurring nature, except as otherwise disclosed. Each Registrant's Balance Sheet at December 31, 2014 is derived from that Registrant's 2014 audited Balance Sheet. The financial statements and notes thereto should be read in conjunction with the financial statements and notes contained in each Registrant's 2014 Form 10-K. The results of operations for the three and nine months ended September 30, 2015 are not necessarily indicative of the results to be expected for the full year ending December 31, 2015 or other future periods, because results for interim periods can be disproportionately influenced by various factors, developments and seasonal variations.

The classification of certain prior period amounts has been changed to conform to the presentation in the September 30, 2015 financial statements.

(PPL)

"Income (Loss) from Discontinued Operations (net of income taxes)" on the Statements of Income includes the activities of PPL Energy Supply, substantially representing PPL's former Supply segment, which was spun off and distributed to PPL shareowners on June 1, 2015. PPL Energy Supply's assets and liabilities have been reclassified on the Balance Sheet at December 31, 2014 to assets and liabilities of discontinued operations. The assets and liabilities were distributed and removed from PPL's Balance Sheets in the second quarter of 2015. In addition, the Statements of Cash Flows separately report the cash flows of the discontinued operations. See Note 8 for additional information.

2. Summary of Significant Accounting Policies

(All Registrants)

The following accounting policy disclosures represent updates to Note 1 to each indicated Registrant's 2014 Form 10-K and should be read in conjunction with those disclosures.

Accounts Receivable *(PPL and PPL Electric)*

In accordance with a PUC-approved purchase of accounts receivable program, PPL Electric purchases certain accounts receivable from alternative electricity suppliers at a discount, which reflects a provision for uncollectible accounts. The alternative electricity suppliers have no continuing involvement or interest in the purchased accounts receivable. The purchased accounts receivable are initially recorded at fair value using a market approach based on the purchase price paid and are classified as Level 2 in the fair value hierarchy. During the three and nine months ended September 30, 2015, PPL Electric purchased \$361 million and \$968 million of accounts receivable from unaffiliated third parties. During the three and nine months ended September 30, 2014, PPL Electric purchased \$260 million and \$874 million of accounts receivable from unaffiliated third parties and \$77 million and \$261 million from PPL EnergyPlus. PPL Electric's purchases from PPL EnergyPlus for the nine months ended September 30, 2015 were \$146 million and include purchases through May 31, 2015, which is the period during which PPL Electric and PPL EnergyPlus were affiliated entities. As a result of the June 1, 2015 spinoff of PPL Energy Supply and creation of Talen Energy, PPL EnergyPlus (renamed Talen Energy Marketing) is no

Table of Contents

longer an affiliate of PPL Electric. PPL Electric's purchases from Talen Energy Marketing subsequent to May 31, 2015 are included as purchases from an unaffiliated third party.

Depreciation (PPL)

Effective January 1, 2015, after completing a review of the useful lives of its distribution network assets, WPD extended the weighted average useful lives of these assets to 69 years from 55 years. For the three and nine months ended September 30, 2015, this change in useful lives resulted in lower depreciation of \$22 million (\$17 million after-tax or \$0.03 per share) and \$64 million (\$50 million after-tax or \$0.08 per share).

New Accounting Guidance Adopted (All Registrants)

Reporting of Discontinued Operations

Effective January 1, 2015, the Registrants prospectively adopted accounting guidance that changes the criteria for determining what should be classified as a discontinued operation and the related presentation and disclosure requirements. A discontinued operation may include a component of an entity or a group of components of an entity, or a business activity. A disposal of a component of an entity or a group of components of an entity is required to be reported in discontinued operations if the disposal represents a strategic shift that has (or will have) a major effect on the entity's operations and financial results when any of the following occurs: (1) The components of an entity or group of components of an entity meets the criteria to be classified as held for sale, (2) The component of an entity or group of components of an entity is disposed of by sale, or (3) The component of an entity or group of components of an entity is disposed of other than by sale (for example, by abandonment or in a distribution to owners in a spinoff).

As a result of the spinoff on June 1, 2015, PPL Energy Supply has been reported as a discontinued operation under the new discontinued operations guidance. See Note 8 for additional information.

3. Segment and Related Information

(PPL)

See Note 2 in PPL's 2014 Form 10-K for a discussion of reportable segments and related information.

On June 1, 2015, PPL completed the spinoff of PPL Energy Supply, which substantially represented PPL's Supply segment. As a result of this transaction, PPL no longer has a Supply segment. See Note 8 for additional information.

Financial data for the segments and reconciliation to PPL's consolidated results for the periods ended September 30 are:

	Three Months		Nine Months	
	2015	2014	2015	2014
Income Statement Data				
Revenues from external customers				
U.K. Regulated	\$ 552	\$ 644	\$ 1,836	\$ 1,964
Kentucky Regulated	801	753	2,414	2,409
Pennsylvania Regulated	519	477	1,625	1,516
Corporate and Other	6	5	14	17
Total	<u>\$ 1,878</u>	<u>\$ 1,879</u>	<u>\$ 5,889</u>	<u>\$ 5,906</u>
Net Income				
U.K. Regulated (a)	\$ 249	\$ 295	\$ 814	\$ 688
Kentucky Regulated	111	82	267	247
Pennsylvania Regulated	55	57	191	194
Corporate and Other (b)	(19)	(24)	(74)	(100)
Discontinued Operations (c)	(3)	87	(915)	13
Total	<u>\$ 393</u>	<u>\$ 497</u>	<u>\$ 283</u>	<u>\$ 1,042</u>

Table of Contents

	September 30, 2015	December 31, 2014
Balance Sheet Data		
Assets		
U.K. Regulated	\$ 16,382	\$ 16,005
Kentucky Regulated	14,043	13,062
Pennsylvania Regulated	8,305	7,785
Corporate and Other (d)	516	1,095
Discontinued Operations (c)		10,917
Total assets	<u>\$ 39,246</u>	<u>\$ 48,864</u>

(a) Includes unrealized gains and losses from economic activity. See Note 14 for additional information.

(b) 2015 includes transition costs related to the formation of the Talen Energy organization and to reconfigure the remaining PPL Services functions. See Note 8 for additional information.

(c) See Note 8 for additional information.

(d) Primarily consists of unallocated items, including cash, PP&E and the elimination of inter-segment transactions.

4. Earnings Per Share

(PPL)

Basic EPS is computed by dividing income available to PPL common shareowners by the weighted-average number of common shares outstanding during the applicable period. Diluted EPS is computed by dividing income available to PPL common shareowners by the weighted-average number of common shares outstanding, increased by incremental shares that would be outstanding if potentially dilutive non-participating securities were converted to common shares as calculated using the Treasury Stock Method or the If-Converted Method, as applicable. Incremental non-participating securities that have a dilutive impact are detailed in the table below.

Reconciliations of the amounts of income and shares of PPL common stock (in thousands) for the periods ended September 30 used in the EPS calculation are:

	Three Months		Nine Months	
	2015	2014	2015	2014
Income (Numerator)				
Income from continuing operations after income taxes	\$ 396	\$ 410	\$ 1,198	\$ 1,029
Less amounts allocated to participating securities	2	2	5	5
Income from continuing operations after income taxes available to PPL common shareowners - Basic	394	408	1,193	1,024
Plus interest charges (net of tax) related to Equity Units (a)				9
Income from continuing operations after income taxes available to PPL common shareowners - Diluted	<u>\$ 394</u>	<u>\$ 408</u>	<u>\$ 1,193</u>	<u>\$ 1,033</u>
Income (loss) from discontinued operations (net of income taxes) available to PPL common shareowners - Basic and Diluted	\$ (3)	\$ 87	\$ (915)	\$ 13
Net income	\$ 393	\$ 497	\$ 283	\$ 1,042
Less amounts allocated to participating securities	2	2	1	5
Net income available to PPL common shareowners - Basic	391	495	282	1,037
Plus interest charges (net of tax) related to Equity Units (a)				9
Net income available to PPL common shareowners - Diluted	<u>\$ 391</u>	<u>\$ 495</u>	<u>\$ 282</u>	<u>\$ 1,046</u>
Shares of Common Stock (Denominator)				
Weighted-average shares - Basic EPS	670,763	664,432	668,731	649,561
Add incremental non-participating securities:				
Share-based payment awards	2,939	1,970	2,523	1,860
Equity Units (a)				14,080
Weighted-average shares - Diluted EPS	<u>673,702</u>	<u>666,402</u>	<u>671,254</u>	<u>665,501</u>
Basic EPS				
Available to PPL common shareowners:				
Income from continuing operations after income taxes	\$ 0.59	\$ 0.61	\$ 1.78	\$ 1.58
Income (loss) from discontinued operations (net of income taxes)	(0.01)	0.13	(1.36)	0.02
Net Income Available to PPL common shareowners	<u>\$ 0.58</u>	<u>\$ 0.74</u>	<u>\$ 0.42</u>	<u>\$ 1.60</u>
Diluted EPS				
Available to PPL common shareowners:				
Income from continuing operations after income taxes	\$ 0.59	\$ 0.61	\$ 1.78	\$ 1.55
Income (loss) from discontinued operations (net of income taxes)	(0.01)	0.13	(1.36)	0.02
Net Income Available to PPL common shareowners	<u>\$ 0.58</u>	<u>\$ 0.74</u>	<u>\$ 0.42</u>	<u>\$ 1.57</u>

Table of Contents

(a) In 2014, the If-Converted Method was applied to the Equity Units prior to the March 2014 settlement.

For the periods ended September 30, PPL issued common stock related to stock-based compensation plans and the DRIP as follows (in thousands):

	Three Months		Nine Months	
	2015	2014	2015	2014
Stock-based compensation plans (a)	1,368	210	3,805	2,228
DRIP	475	425	1,318	425

(a) Includes stock options exercised, vesting of performance units, vesting of restricted stock and restricted stock units and conversion of stock units granted to directors.

See Note 7 for additional information on common stock issued under the ATM Program.

For the periods ended September 30, the following shares (in thousands) were excluded from the computations of diluted EPS because the effect would have been antidilutive.

	Three Months		Nine Months	
	2015	2014	2015	2014
Stock options	1,484	527	1,218	1,901
Performance units			49	
Restricted stock units				41

5. Income Taxes

Reconciliations of income taxes for the periods ended September 30 are as follows.

(PPL)

	Three Months		Nine Months	
	2015	2014	2015	2014
Federal income tax on Income from Continuing Operations Before				
Income Taxes at statutory tax rate - 35%	\$ 189	\$ 214	\$ 571	\$ 547
Increase (decrease) due to:				
State income taxes, net of federal income tax benefit	15	13	44	28
Valuation allowance adjustments (a)		3	8	49
Impact of lower U.K. income tax rates	(40)	(48)	(138)	(124)
U.S. income tax on foreign earnings - net of foreign tax credit (b)		26	(1)	47
Federal and state tax reserve adjustments (c)	(9)		(21)	
Foreign income tax return adjustments			(4)	
Amortization of investment tax credit	(1)	1	(3)	(3)
Depreciation not normalized	(1)	(3)	(4)	(7)
Intercompany interest on U.K. financing entities	(4)		(15)	(4)
Other	(5)	(5)	(5)	1
Total increase (decrease)	(45)	(13)	(139)	(13)
Total income taxes	\$ 144	\$ 201	\$ 432	\$ 534

(a) As a result of the spinoff announcement, PPL recorded deferred income tax expense during the three and nine months ended September 30, 2014 to adjust valuation allowances on deferred tax assets primarily for state net operating loss carryforwards that were previously supported by the future earnings of PPL Energy Supply. See Note 8 for additional information on the spinoff.

(b) During the three and nine months ended September 30, 2015, PPL recorded lower income tax expense due to a decrease in taxable dividends.

(c) During the three and nine months ended September 30, 2015, PPL recorded a \$9 million tax benefit related to a planned amendment of a prior period tax return.

During the nine months ended September 30, 2015, PPL recorded a \$12 million tax benefit to adjust the settled refund amount approved by the Joint Committee of Taxation for the open audit years 1998-2011.

Table of Contents

(PPL Electric)

	Three Months		Nine Months	
	2015	2014	2015	2014
Federal income tax on Income Before Income Taxes at statutory tax rate - 35%	\$ 32	\$ 33	\$ 112	\$ 110
Increase (decrease) due to:				
State income taxes, net of federal income tax benefit	7	5	21	17
Depreciation not normalized	(1)	(2)	(3)	(5)
Other	(3)	1		(1)
Total increase (decrease)	3	4	18	11
Total income taxes	\$ 35	\$ 37	\$ 130	\$ 121

(LKE)

	Three Months		Nine Months	
	2015	2014	2015	2014
Federal income tax on Income from Continuing Operations Before Income Taxes at statutory tax rate - 35%	\$ 68	\$ 51	\$ 172	\$ 153
Increase (decrease) due to:				
State income taxes, net of federal income tax benefit	7	6	18	16
Amortization of investment tax credit	(1)	(1)	(2)	(3)
Valuation allowance adjustment (a)			8	
Other	(1)	(1)	(2)	(1)
Total increase (decrease)	5	4	22	12
Total income taxes	\$ 73	\$ 55	\$ 194	\$ 165

(a) Represents a valuation allowance against tax credits expiring in 2016 and 2017 that are more likely than not to expire before being utilized.

(LG&E)

	Three Months		Nine Months	
	2015	2014	2015	2014
Federal income tax on Income Before Income Taxes at statutory tax rate - 35%	\$ 33	\$ 26	\$ 83	\$ 74
Increase (decrease) due to:				
State income taxes, net of federal income tax benefit	4	3	9	8
Other	(1)	(2)	(1)	(4)
Total increase (decrease)	3	1	8	4
Total income taxes	\$ 36	\$ 27	\$ 91	\$ 78

(KU)

	Three Months		Nine Months	
	2015	2014	2015	2014
Federal income tax on Income Before Income Taxes at statutory tax rate - 35%	\$ 41	\$ 32	\$ 106	\$ 98
Increase (decrease) due to:				
State income taxes, net of federal income tax benefit	4	3	11	10
Other	(1)	(1)	(2)	(2)
Total increase (decrease)	3	2	9	8
Total income taxes	\$ 44	\$ 34	\$ 115	\$ 106

Unrecognized Tax Benefits (PPL)

Changes to unrecognized tax benefits for the periods ended September 30 are as follows.

	Three Months		Nine Months	
	2015	2014	2015	2014
PPL				
Beginning of period	\$ 5	\$ 21	\$ 20	\$ 22
Additions based on tax positions of prior years				1
Reductions based on tax positions of prior years				(2)
Settlements			(15)	
End of period	\$ 5	\$ 21	\$ 5	\$ 21

Table of Contents

Other (PPL)

In February 2015, PPL and the IRS Appeals division reached a settlement on the amount of PPL's refund from its open audits for the years 1998 - 2011. In April 2015, PPL was notified that the Joint Committee on Taxation approved PPL's settlement. For the nine months ended September 30, 2015, PPL recorded a tax benefit of \$24 million. Of this amount, \$12 million is reflected in continuing operations.

6. Utility Rate Regulation

(All Registrants)

The following table provides information about the regulatory assets and liabilities of cost-based rate-regulated utility operations.

	PPL		PPL Electric	
	September 30, 2015	December 31, 2014	September 30, 2015	December 31, 2014
Current Regulatory Assets:				
Environmental cost recovery	\$ 19	\$ 5		
Gas supply clause	1	15		
Transmission service charge	7	6	\$ 7	\$ 6
Other	10	11	3	6
Total current regulatory assets (a)	\$ 37	\$ 37	\$ 10	\$ 12
Noncurrent Regulatory Assets:				
Defined benefit plans (b)	\$ 734	\$ 720	\$ 411	\$ 372
Taxes recoverable through future rates	323	316	323	316
Storm costs	101	124	34	46
Unamortized loss on debt	70	77	44	49
Interest rate swaps (c)	146	122		
Accumulated cost of removal of utility plant	130	114	130	114
AROs	109	79		
Other	14	10		
Total noncurrent regulatory assets	\$ 1,627	\$ 1,562	\$ 942	\$ 897
Current Regulatory Liabilities:				
Generation supply charge	\$ 41	\$ 28	\$ 41	\$ 28
Demand side management	12	2		
Gas supply clause	9	6		
Transmission formula rate	61	42	61	42
Storm damage expense	13	3	13	3
Other	15	10	5	3
Total current regulatory liabilities	\$ 151	\$ 91	\$ 120	\$ 76
Noncurrent Regulatory Liabilities:				
Accumulated cost of removal of utility plant	\$ 695	\$ 693		
Coal contracts (d)	28	59		
Power purchase agreement - OVEC (d)	86	92		
Net deferred tax assets	23	26		
Act 129 compliance rider	25	18	\$ 25	\$ 18
Defined benefit plans	22	16		
Interest rate swaps	82	84		
Other	1	4		
Total noncurrent regulatory liabilities	\$ 962	\$ 992	\$ 25	\$ 18

Table of Contents

	LKE		LG&E		KU	
	September 30, 2015	December 31, 2014	September 30, 2015	December 31, 2014	September 30, 2015	December 31, 2014
Current Regulatory Assets:						
Environmental cost recovery	\$ 19	\$ 5	\$ 10	\$ 4	\$ 9	\$ 1
Gas supply clause	1	15	1	15		
Fuel adjustment clause		4		2		2
Other	7	1			7	1
Total current regulatory assets	\$ 27	\$ 25	\$ 11	\$ 21	\$ 16	\$ 4
Noncurrent Regulatory Assets:						
Defined benefit plans (b)	\$ 323	\$ 348	\$ 200	\$ 215	\$ 123	\$ 133
Storm costs	67	78	37	43	30	35
Unamortized loss on debt	26	28	17	18	9	10
Interest rate swaps (c)	146	122	102	89	44	33
AROs	109	79	38	28	71	51
Plant retirement costs (e)	6				6	
Other	8	10	2	4	6	6
Total noncurrent regulatory assets	\$ 685	\$ 665	\$ 396	\$ 397	\$ 289	\$ 268
Current Regulatory Liabilities:						
Demand side management	\$ 12	\$ 2	\$ 6	\$ 1	\$ 6	\$ 1
Gas supply clause	9	6	9	6		
Fuel adjustment clause	8				8	
Gas line tracker		3		3		
Other	2	4			2	4
Total current regulatory liabilities	\$ 31	\$ 15	\$ 15	\$ 10	\$ 16	\$ 5
Noncurrent Regulatory Liabilities:						
Accumulated cost of removal of utility plant	\$ 695	\$ 693	\$ 304	\$ 302	\$ 391	\$ 391
Coal contracts (d)	28	59	12	25	16	34
Power purchase agreement - OVEC (d)	86	92	59	63	27	29
Net deferred tax assets	23	26	23	24		2
Defined benefit plans	22	16			22	16
Interest rate swaps	82	84	41	42	41	42
Other	1	4		2	1	2
Total noncurrent regulatory liabilities	\$ 937	\$ 974	\$ 439	\$ 458	\$ 498	\$ 516

- (a) For PPL, these amounts are included in "Other current assets" on the Balance Sheets.
- (b) Included in 2015 is \$4 million for PPL and LKE, \$3 million for LG&E and \$1 million for KU related to the deferred recovery of the difference between the pension cost calculated in accordance with LG&E and KU's pension accounting policy and pension cost using a 15 year amortization period for actuarial gains and losses as provided in the June 30, 2015 rate case settlement. See Note 9 and "Kentucky Activities - Rate Case Proceedings" below for additional information.
- (c) Amounts include net settlements related to forward-starting interest rate swaps that were terminated in September 2015 and are included in "Cash Flows from Operating Activities" on the Statements of Cash Flows. See Note 14 for additional information.
- (d) These liabilities were recorded as offsets to certain intangible assets that were recorded at fair value upon the acquisition of LKE by PPL.
- (e) The June 30, 2015 rate case settlement provided for deferred recovery of costs associated with Green River's coal-fired generating unit retirements. These costs include inventory write-downs and separation benefits and will be amortized over three years.

Regulatory Matters

U.K. Activities (PPL)

RIIO-ED1

On April 1, 2015, the RIIO-ED1 eight-year price control period commenced for WPD's four DNOs. See "Item 1. Business - Segment Information - U. K. Regulated Segment" of PPL's 2014 Form 10-K for additional information on RIIO-ED1.

Ofgem Review of Line Loss Calculation

In March 2014, Ofgem issued its final decision on the DPCR4 line loss incentives and penalties mechanism. As a result, during the first quarter of 2014 WPD increased its liability by \$65 million for over-recovery of line losses with a reduction to "Operating Revenues" on the Statement of Income. WPD began refunding the liability to customers on April 1, 2015 and will continue through March 31, 2019. The liability at September 30, 2015 was \$75 million.

Table of Contents

Kentucky Activities (PPL, LKE, LG&E and KU)

Rate Case Proceedings

On June 30, 2015, the KPSC approved a rate case settlement agreement providing for increases in the annual revenue requirements associated with KU base electricity rates of \$125 million and LG&E base gas rates of \$7 million. The annual revenue requirement associated with base electricity rates at LG&E was not changed. Although the settlement did not establish a specific return on equity with respect to the base rates, an authorized 10% return on equity will be utilized in the ECR and GLT mechanisms. The settlement agreement provides for deferred recovery of costs associated with Green River Units 3 and 4 through their retirement. The new regulatory asset will be amortized over three years. The settlement also provides regulatory asset treatment for the difference between pension expense calculated in accordance with LG&E and KU's pension accounting policy and pension expense using a 15 year amortization period for actuarial gains and losses. The new rates and all elements of the settlement became effective July 1, 2015.

KPSC Landfill Proceedings

On May 22, 2015, LG&E and KU filed an application with the KPSC for a declaratory order that the existing CPCN and ECR approvals regarding the initial phases of construction and rate recovery of the landfill for management of CCRs at the Trimble County Station remain in effect. The current design of the proposed landfill provides for construction in substantially the same location as originally proposed with approximately the same storage capacity and expected useful life. On May 20, 2015, the owner of an underground limestone mine filed a complaint with the KPSC requesting it to revoke the CPCN for the Trimble County landfill and limit recovery of costs for the Ghent Station landfill on the grounds that, as a result of cost increases, the proposed landfill no longer constitutes the least cost alternative for CCR management. The KPSC has initiated its own investigation, consolidated the proceedings, and ordered an accelerated procedural schedule. The KPSC conducted a hearing on the matter in September 2015 and LG&E and KU are awaiting a ruling. Although the companies continue to believe that the landfills at the Trimble County and Ghent stations are the least cost options and the CPCN and prior KPSC determinations provide the necessary regulatory authority to proceed with construction of the landfill and obtain cost recovery, LG&E and KU are currently unable to predict the outcome or impact of the pending proceedings.

Pennsylvania Activities (PPL and PPL Electric)

Act 11 authorizes the PUC to approve two specific ratemaking mechanisms: the use of a fully projected future test year in base rate proceedings and, subject to certain conditions, the use of a Distribution System Improvement Charge (DSIC). Such alternative ratemaking procedures and mechanisms provide opportunity for accelerated cost-recovery and, therefore, are important to PPL Electric as it is in a period of significant capital investment to maintain and enhance the reliability of its delivery system, including the replacement of aging distribution assets.

Rate Case Proceeding

On March 31, 2015, PPL Electric filed a request with the PUC for an increase in its annual distribution revenue requirement of approximately \$167.5 million. The application was based on a fully projected future test year of January 1, 2016 through December 31, 2016. On September 3, 2015, PPL Electric filed with the PUC Administrative Law Judge a petition for approval of a settlement agreement under which PPL Electric would be permitted to increase its annual distribution rates by \$124 million, effective January 1, 2016. On October 5, 2015, the Administrative Law Judge issued a recommended decision approving the settlement agreement. The PUC is expected to issue its final order in December 2015. PPL Electric cannot predict the outcome of this proceeding.

Distribution System Improvement Charge (DSIC)

On March 31, 2015, PPL Electric filed a petition requesting a waiver of the DSIC cap of 5% of billed revenues and approval to increase the maximum allowable DSIC from 5% to 7.5% for service rendered after January 1, 2016. PPL Electric filed the petition concurrently with its 2015 rate case and the Administrative Law Judge granted PPL Electric's request to consolidate these two proceedings. Under the terms of the settlement agreement discussed above, PPL Electric agreed to withdraw the petition without prejudice to re-file it at a later date.

Table of Contents

Storm Damage Expense Rider (SDER)

In its December 28, 2012 final rate case order, the PUC directed PPL Electric to file a proposed SDER. The SDER is a reconcilable automatic adjustment clause under which PPL Electric annually will compare actual storm costs to storm costs allowed in base rates and refund or recoup any differences from customers. In March 2013, PPL Electric filed its proposed SDER with the PUC and, as part of that filing, requested recovery of the 2012 qualifying storm costs related to Hurricane Sandy. PPL Electric proposed that the SDER become effective January 1, 2013 at a zero rate with qualifying storm costs incurred in 2013 and the 2012 Hurricane Sandy costs included in rates effective January 1, 2014. In April 2014, the PUC issued a final order approving the SDER with a January 1, 2015 effective date and initially including actual storm costs compared to collections for December 2013 through November 2014. As a result, PPL Electric reduced its regulatory liability by \$12 million in March 2014. Also, as part of the April 2014 order, PPL Electric was authorized to recover Hurricane Sandy storm damage costs through the SDER of \$29 million over a three-year period beginning January 1, 2015.

On June 20, 2014, the Office of Consumer Advocate (OCA) filed a petition with the Commonwealth Court of Pennsylvania requesting that the Court reverse and remand the April 2014 order permitting PPL Electric to establish the SDER. This matter remains pending before the Commonwealth Court. On January 15, 2015, the PUC issued a final order closing an investigation related to a separate OCA complaint concerning PPL Electric's October 2014 preliminary SDER calculation and modified the effective date of the SDER to February 1, 2015.

Smart Meter Rider (SMR)

Act 129 requires installation of smart meters for new construction, upon the request of consumers and at their cost, or on a depreciation schedule not exceeding 15 years. Under Act 129, EDCs are able to recover the costs of providing smart metering technology. All of PPL Electric's metered customers currently have advanced meters installed at their service locations capable of many of the functions required under Act 129. PPL Electric conducted pilot projects and technical evaluations of its current advanced metering technology and concluded that the current technology does not meet all of the requirements of Act 129. PPL Electric recovered the cost of its pilot programs and evaluations through a cost recovery mechanism, the Smart Meter Rider. In August 2013, PPL Electric filed with the PUC an annual report describing the actions it was taking under its Smart Meter Plan during 2013 and its planned actions for 2014. PPL Electric also submitted revised SMR charges that became effective January 1, 2014. In June 2014, PPL Electric filed its final Smart Meter Plan with the PUC. In that plan, PPL Electric proposes by the end of 2019 to replace all of its current meters with new meters that meet the Act 129 requirements. The total cost of the project is estimated to be approximately \$450 million, of which approximately \$328 million is expected to be capital. PPL Electric proposes to recover these costs through the SMR which the PUC previously approved for recovery of such costs. On April 30, 2015, the Administrative Law Judge assigned by the PUC to review PPL Electric's Smart Meter Plan issued a recommended decision approving the plan with minor modifications. On September 3, 2015, the PUC entered a final order approving the Smart Meter Plan with minor modifications.

Federal Matters (PPL, LKE and KU)

FERC Wholesale Formula Rates

In September 2013, KU filed an application with the FERC to adjust the formula rate under which KU provides wholesale requirements power sales to 12 municipal customers. Among other changes, the application requests an amended formula whereby KU would charge cost-based rates with a subsequent true-up to actual costs, replacing the current formula which does not include a true-up. KU's application proposed an authorized return on equity of 10.7%. Certain elements, including the new formula rate, became effective April 23, 2014, subject to refund. In April 2014, nine municipalities submitted notices of termination, under the original notice period provisions, to cease taking power under the wholesale requirements contracts. Such terminations are to be effective in 2019, except in the case of one municipality with a 2017 effective date. In addition, a tenth municipality has become a transmission-only customer as of June 2015. In July 2014, KU agreed on settlement terms with the two municipal customers that did not provide termination notices and filed the settlement proposal with the FERC for its approval. In August 2014, the FERC issued an order on the interim settlement agreement allowing the proposed rates to become effective pending a final order. If approved, the settlement agreement will resolve the rate case with respect to these two municipalities, including approval of the formula rate with a true-up provision and authorizing a return on equity of 10% or the return on equity awarded to other parties in this case, whichever is lower. In August 2015, KU filed a partial settlement agreement with the nine terminating municipalities, which, if approved by FERC, would resolve all but one open matter with one municipality, including providing for certain refunds, approving the formula rate with a true-up provision, and authorizing a 10.25% return on equity. A single remaining unresolved issue with one terminating municipality

Table of Contents

is in FERC litigation proceedings. KU cannot predict the ultimate outcome of these FERC proceedings regarding its wholesale power agreements with the municipalities, but does not currently anticipate significant remaining refunds beyond amounts already recorded.

7. Financing Activities

Credit Arrangements and Short-term Debt

(All Registrants)

The Registrants maintain credit facilities to enhance liquidity, provide credit support and provide a backstop to commercial paper programs. For reporting purposes, on a consolidated basis, the credit facilities and commercial paper programs of PPL Electric, LKE, LG&E and KU also apply to PPL and the credit facilities and commercial paper programs of LG&E and KU also apply to LKE. The amounts borrowed below are recorded as "Short-term debt" on the Balance Sheets. The following credit facilities were in place at:

	Expiration Date	September 30, 2015				December 31, 2014	
		Capacity	Borrowed	Letters of Credit and Commercial Paper Issued	Unused Capacity	Borrowed	Letters of Credit and Commercial Paper Issued
PPL							
U.K.							
WPD plc							
Syndicated Credit Facility	Dec. 2016	£ 210	£ 127	£ 83	£ 103		
WPD (South West)							
Syndicated Credit Facility	July 2020	245		245			
WPD (East Midlands)							
Syndicated Credit Facility	July 2020	300	139	161	64		
WPD (West Midlands)							
Syndicated Credit Facility	July 2020	300		300			
Uncommitted Credit Facilities							
		65		£ 4	61	£ 5	5
Total U.K. Credit Facilities (a)		£ 1,120	£ 266	£ 4	£ 850	£ 167	£ 5
U.S.							
PPL Capital Funding							
Syndicated Credit Facility	July 2019	\$ 300		\$ 300			
Syndicated Credit Facility	Nov. 2018	300		300			
Bilateral Credit Facility	Mar. 2016	150		\$ 20	130	\$ 21	21
Total PPL Capital Funding Credit Facilities		\$ 750		\$ 20	\$ 730	\$ 21	21
PPL Electric							
Syndicated Credit Facility	July 2019	\$ 300		\$ 69	\$ 231	\$ 1	1
LKE							
Syndicated Credit Facility (b)	Oct. 2018	\$ 75	\$ 75		\$ 75		
LG&E							
Syndicated Credit Facility	July 2019	\$ 500		\$ 500		\$ 264	264
KU							
Syndicated Credit Facility	July 2019	\$ 400		\$ 400		\$ 236	236
Letter of Credit Facility	Oct. 2017	198		\$ 198		198	198
Total KU Credit Facilities		\$ 598		\$ 198	\$ 400	\$ 434	434

(a) WPD plc's amounts borrowed at September 30, 2015 and December 31, 2014 were USD-denominated borrowings of \$200 million and \$161 million, which bore interest at 1.80% and 1.86%. WPD (East Midlands) amounts borrowed at September 30, 2015 and December 31, 2014 were GBP-denominated borrowings which equated to \$214 million and \$100 million, which bore interest at 0.91% and 1.00%. At September 30, 2015, the unused capacity under the U.K. credit facilities was \$1.3 billion.

(b) LKE's interest rates on outstanding borrowings at September 30, 2015 and December 31, 2014 were 1.45% and 1.67%.

PPL Electric, LG&E and KU maintain commercial paper programs to provide an additional financing source to fund short-term liquidity needs, as necessary. Commercial paper issuances, included in "Short-term debt" on the Balance Sheets, are

Table of Contents

supported by the respective Registrant's Syndicated Credit Facility. The following commercial paper programs were in place at:

	September 30, 2015			December 31, 2014		
	Weighted - Average Interest Rate	Capacity	Commercial Paper Issuances	Unused Capacity	Weighted - Average Interest Rate	Commercial Paper Issuances
PPL Electric	0.41%	\$ 300	\$ 68	\$ 232		
LG&E		350		350	0.42%	\$ 264
KU		350		350	0.49%	236
Total		\$ 1,000	\$ 68	\$ 932		\$ 500

In October 2015, PPL Capital Funding established a commercial paper program for up to \$600 million to provide an additional financing source to fund its short-term liquidity needs from time to time. Commercial paper issuances will be supported by PPL Capital Funding's Syndicated Credit Facilities. PPL guarantees PPL Capital Funding's payment obligations on the commercial paper notes.

(LKE)

See Note 11 for discussion of intercompany borrowings.

Long-term Debt

(PPL, LKE and LG&E)

In September 2015, LG&E issued \$300 million of 3.30% First Mortgage Bonds due 2025 and \$250 million of 4.375% First Mortgage Bonds due 2045. LG&E received proceeds of \$298 million and \$248 million, net of discounts and underwriting fees, which were used to repay short-term debt and additionally will be used for the repayment of First Mortgage Bonds maturing in November 2015, and for general corporate purposes.

(PPL, LKE and KU)

In September 2015, KU issued \$250 million of 3.30% First Mortgage Bonds due 2025 and \$250 million of 4.375% First Mortgage Bonds due 2045. KU received proceeds of \$248 million for each issuance, net of discounts and underwriting fees, which were used to repay short-term debt and additionally will be used for the repayment of First Mortgage Bonds maturing in November 2015, and for general corporate purposes.

(PPL and PPL Electric)

In October 2015, PPL Electric issued \$350 million of 4.150% First Mortgage Bonds due 2045. PPL Electric received proceeds of \$345 million, net of a discount and underwriting fees, which will be used to repay short-term debt and for general corporate purposes.

(PPL)

ATM Program

In February 2015, PPL entered into two separate equity distribution agreements, pursuant to which PPL may sell, from time to time, up to an aggregate of \$500 million of its common stock. For the periods ended September 30, 2015, PPL issued the following:

	Three Months	Nine Months
Number of shares	435,800	857,500
Average share price	\$ 32.95	\$ 33.33
Net proceeds	14	28

Distributions

In August 2015, PPL declared its increased quarterly common stock dividend, payable October 1, 2015, at 37.75 cents per share (equivalent to \$1.51 per annum). Future dividends, declared at the discretion of the Board of Directors, will depend

Table of Contents

upon future earnings, cash flows, financial and legal requirements and other factors. See Note 8 for information regarding the June 1, 2015 distribution to PPL's shareowners of a newly formed entity, Holdco, which at closing owned all of the membership interests of PPL Energy Supply and all of the common stock of Talen Energy.

8. Acquisitions, Development and Divestitures

(All Registrants)

The Registrants from time to time evaluate opportunities for potential acquisitions, divestitures and development projects. Development projects are reexamined based on market conditions and other factors to determine whether to proceed with, modify or terminate the projects. Any resulting transactions may impact future financial results. See Note 8 in the 2014 Form 10-K for additional information.

(PPL)

Discontinued Operations

Spinoff of PPL Energy Supply

In June 2014, PPL and PPL Energy Supply executed definitive agreements with affiliates of Riverstone to spin off PPL Energy Supply and immediately combine it with Riverstone's competitive power generation businesses to form a new, stand-alone, publicly traded company named Talen Energy. The transaction was subject to customary closing conditions, including receipt of regulatory approvals from the NRC, FERC, DOJ and PUC, all of which were received by mid-April 2015. On April 29, 2015, PPL's Board of Directors declared the June 1, 2015 distribution to PPL's shareowners of record on May 20, 2015 of a newly formed entity, Holdco, which at closing owned all of the membership interests of PPL Energy Supply and all of the common stock of Talen Energy.

Immediately following the spinoff on June 1, 2015, Holdco merged with a special purpose subsidiary of Talen Energy, with Holdco continuing as the surviving company to the merger and as a wholly owned subsidiary of Talen Energy and the sole owner of PPL Energy Supply. Substantially contemporaneous with the spinoff and merger, RJS Power was contributed by its owners to become a subsidiary of Talen Energy. PPL shareowners received approximately 0.1249 shares of Talen Energy common stock for each share of PPL common stock they owned on May 20, 2015. Following completion of these transactions, PPL shareowners owned 65% of Talen Energy and affiliates of Riverstone owned 35%. The spinoff had no effect on the number of PPL common shares owned by PPL shareowners or the number of shares of PPL common stock outstanding. The transaction is intended to be tax-free to PPL and its shareowners for U.S. federal income tax purposes.

PPL has no continuing ownership interest in, control of, or affiliation with Talen Energy and Talen Energy Supply (formerly PPL Energy Supply).

Loss on Spinoff

In conjunction with the accounting for the spinoff, PPL evaluated whether the fair value of the Supply segment's net assets was less than the carrying value as of the June 1, 2015 spinoff date.

PPL considered several valuation methodologies to derive a fair value estimate of its Supply segment at the spinoff date. These methodologies included considering the closing "when-issued" Talen Energy market value on June 1, 2015 (the spinoff date), adjusted for the proportional share of the equity value attributable to the Supply segment, as well as, the valuation methods consistently used in PPL's goodwill impairment assessments - an income approach using a discounted cash flow analysis of the Supply segment and an alternative market approach considering market multiples of comparable companies.

Although the market value of Talen Energy approach utilized the most observable inputs of the three approaches, PPL considered certain limitations of the "when-issued" trading market for the spinoff transaction including the short trading duration, lack of liquidity in the market and anticipated initial Talen stock ownership base selling pressure, among other factors, and concluded that these factors limit this input being solely determinative of the fair value of the Supply segment. As such, PPL also considered the other valuation approaches in estimating the overall fair value, but ultimately assigned the highest weighting to the Talen Energy market value approach.

Table of Contents

The following table summarizes PPL's fair value analysis:

Approach	Weighting	Weighted Fair Value (in billions)
Talen Energy Market Value	50%	\$ 1.4
Income/Discounted Cash Flow	30%	1.1
Alternative Market (Comparable Company)	20%	0.7
Estimated Fair Value		\$ 3.2

A key assumption included in the fair value estimate is the application of a control premium of 25% in the two market approaches. PPL concluded it was appropriate to apply a control premium in these approaches as the goodwill impairment testing guidance was followed in determining the estimated fair value of the Supply segment which has historically been a reporting unit for PPL. This guidance provides that the market price of an individual security (and thus the market capitalization of a reporting unit with publically traded equity securities) may not be representative of the fair value of the reporting unit. This guidance also indicates that substantial value may arise to a controlling shareholder from the ability to take advantage of synergies and other benefits that arise from control over another entity, and that the market price of a Company's individual share of stock does not reflect this additional value to a controlling shareholder. Therefore, the quoted market price need not be the sole measurement basis for determining the fair value, and including a control premium is appropriate in measuring the fair value of a reporting unit.

In determining the control premium, PPL reviewed premiums received during the last five years in market sales transactions obtained from observable independent power producer and hybrid utility transactions greater than \$1 billion. Premiums for these transactions ranged from 5% to 42% with a median of approximately 25%. Given these metrics, PPL concluded a control premium of 25% to be reasonable for both of the market valuation approaches used.

Assumptions used in the discounted cash flow analysis included forward energy prices, forecasted generation, and forecasted operation and maintenance expenditures that were consistent with assumptions used in the Energy Supply portion of the recent Talen Energy business planning process and a market participant discount rate.

Using these methodologies and weightings, PPL determined the estimated fair value of the Supply segment (classified as Level 3) was below its carrying value of \$4.1 billion and recorded a loss on the spinoff of \$879 million in the second quarter of 2015, which is reflected in discontinued operations and is nondeductible for tax purposes. This amount served to reduce the basis of the net assets accounted for as a dividend at the June 1, 2015 spinoff date.

Costs of Spinoff

Following the announcement of the transaction to form Talen Energy, efforts were initiated to identify the appropriate staffing for Talen Energy and for PPL and its subsidiaries following completion of the spinoff. Organizational plans were substantially completed in 2014. The new organizational plans identified the need to resize and restructure the organizations and as a result, in 2014, estimated charges for employee separation benefits were recorded. See Note 8 in the 2014 Form 10-K for additional information. The separation benefits include cash severance compensation, lump sum COBRA reimbursement payments and outplacement services. Most separations and payment of separation benefits are expected to be completed by the end of 2015. At September 30, 2015 and December 31, 2014, the recorded liabilities related to the separation benefits were \$11 million and \$21 million, which are included in "Other current liabilities" on the Balance Sheets.

Additional employee-related costs incurred primarily include accelerated stock-based compensation and prorated performance-based cash incentive and stock-based compensation awards, primarily for PPL Energy Supply employees and for PPL Services employees who became PPL Energy Supply employees in connection with the transaction. PPL Energy Supply recognized \$24 million of these costs at the spinoff closing date, which are reflected in discontinued operations.

As the vesting for all PPL Energy Supply employees was accelerated and all remaining unrecognized compensation expense accelerated concurrently with the spinoff, PPL does not expect to recognize significant future compensation costs for equity awards held by former PPL Energy Supply employees. PPL's future stock-based compensation expense will not be significantly impacted by equity award adjustments that occurred as a result of the spinoff. Stock-based compensation expense recognized in future periods will correspond to the unrecognized compensation expense as of the date of the spinoff, which reflects the unamortized balance of the original grant date fair value of the equity awards held by PPL employees.

Table of Contents

PPL recorded \$44 million of third-party costs related to this transaction during the nine months ended September 30, 2015. Of these costs, \$31 million were primarily for bank advisory, legal and accounting fees to facilitate the transaction, and are reflected in discontinued operations. An additional \$13 million of consulting and other costs were incurred during the nine months ended September 30, 2015, related to the formation of the Talen Energy organization and to reconfigure the remaining PPL service functions. These costs are primarily recorded in "Other operation and maintenance" on the Statement of Income. No significant additional third-party costs are expected to be incurred. PPL recorded \$5 million and \$21 million of third-party costs related to this transaction during the three and nine months ended September 30, 2014.

At the close of the transaction, \$72 million (\$42 million after-tax) of cash flow hedges, primarily unamortized losses on PPL interest rate swaps recorded in AOCI and designated as cash flow hedges of PPL Energy Supply's future interest payments, were reclassified into earnings and reflected in discontinued operations.

As a result of the spinoff announcement in June 2014, PPL recorded \$3 million and \$49 million of deferred income tax expense during the three and nine months ended September 30, 2014, to adjust valuation allowances on deferred tax assets primarily for state net operating loss carryforwards that were previously supported by the future earnings of PPL Energy Supply.

Continuing Involvement

As a result of the spinoff, PPL and PPL Energy Supply entered into a Transition Services Agreement (TSA) that terminates no later than two years from the spinoff date. The TSA sets forth the terms and conditions for PPL and Talen Energy to provide certain transition services to one another. PPL will provide Talen Energy certain information technology, financial and accounting, human resource and other specified services. For the three and nine months ended September 30, 2015, the amounts PPL billed Talen Energy for these services were \$11 million and \$14 million. In general, the fees for the transition services allow the provider to recover its cost of the services, including overheads, but without margin or profit.

Additionally, prior to the spinoff, through the annual competitive solicitation process, PPL EnergyPlus was awarded supply contracts for a portion of the PLR generation supply for PPL Electric, which were retained by Talen Energy Marketing as part of the spinoff transaction. PPL Electric's supply contracts with Talen Energy Marketing extend through December 2015. The energy purchases were previously included in PPL Electric's Statements of Income as "Energy purchases from affiliate" but were eliminated in PPL's Consolidated Statements of Income.

Subsequent to the spinoff, PPL Electric's energy purchases from Talen Energy Marketing were not significant and are no longer considered affiliate transactions.

Summarized Results of Discontinued Operations

The operations of the Supply segment are included in "Income (Loss) from Discontinued Operations (net of income taxes)" on the Statements of Income. Following are the components of Discontinued Operations in the Statements of Income for the periods ended September 30:

	Three Months		Nine Months	
	2015	2014	2015	2014
Operating revenues		\$ 1,623	\$ 1,427	\$ 1,741
Operating expenses		1,429	1,328	1,593
Other Income (Expense) - net		8	(22)	6
Interest Expense (a)		47	150	145
Income (loss) before income taxes		155	(73)	9
Income tax expense (benefit)	\$ 3	68	(37)	(4)
Loss on spinoff			(879)	
Income (Loss) from Discontinued Operations (net of income taxes)	\$ (3)	\$ 87	\$ (915)	\$ 13

(a) Includes interest associated with the Supply Segment with no additional allocation as the Supply segment was sufficiently capitalized.

Summarized Assets and Liabilities of Discontinued Operations

The assets and liabilities of PPL's Supply segment for all periods prior to the spinoff are included in "Current assets of discontinued operations", "Noncurrent assets of discontinued operations", "Current liabilities of discontinued operations" and "Noncurrent liabilities of discontinued operations" on PPL's Balance Sheet. Net assets, after recognition of the loss on

Table of Contents

spinoff, of \$3.2 billion were distributed to PPL shareowners on June 1, 2015, as a result of the completion of the spinoff of PPL Energy Supply. The following major classes of assets and liabilities were distributed and removed from PPL's Balance Sheet on June 1, 2015. Additionally, the following major classes of assets and liabilities were reclassified to discontinued operations as of December 31, 2014:

	Distribution on June 1, 2015	Discontinued Operations at December 31, 2014
Cash and cash equivalents (a)	\$ 371	\$ 352
Restricted cash and cash equivalents	156	176
Accounts receivable and unbilled revenues	325	504
Fuels, materials and supplies	415	455
Price risk management assets	784	1,079
Other current assets	65	34
Total Current Assets	2,116	2,600
Investments	999	980
PP&E, net	6,384	6,428
Goodwill	338	338
Other intangibles	260	257
Price risk management assets	244	239
Other noncurrent assets	78	75
Total Noncurrent Assets	8,303	8,317
Total assets	\$ 10,419	\$ 10,917
Short-term debt and long-term debt due within one year	\$ 885	\$ 1,165
Accounts payable	252	361
Price risk management liabilities	763	1,024
Other current liabilities	229	225
Total Current Liabilities	2,129	2,775
Long-term debt (excluding current portion)	1,932	1,683
Deferred income taxes	1,259	1,223
Price risk management liabilities	206	193
Accrued pension obligations	244	299
Asset retirement obligations	443	415
Other deferred credits and noncurrent liabilities	103	150
Total Noncurrent Liabilities	4,187	3,963
Total liabilities	\$ 6,316	\$ 6,738
Adjustment for loss on spinoff	879	
Net assets distributed	\$ 3,224	

(a) The distribution of PPL Energy Supply's cash and cash equivalents at June 1, 2015 is included in "Net cash provided by (used in) financing activities - discontinued operations" on the Statement of Cash Flows for the nine months ended September 30, 2015.

Montana Hydro Sale

In November 2014, PPL Montana completed the sale to NorthWestern of 633 MW of hydroelectric generating facilities located in Montana for approximately \$900 million in cash. The proceeds from the sale remained with PPL and did not transfer to Talen Energy as a result of the spinoff of PPL Energy Supply. The sale included 11 hydroelectric power facilities and related assets, included in the Supply segment.

As the Montana hydroelectric power facilities were previously reported as a component of PPL Energy Supply and the Supply Segment, the components of discontinued operations for these facilities contained in the Statements of Income are included in the disclosure above.

Table of Contents

Development

Future Capacity Needs (PPL, LKE, LG&E and KU)

The Cane Run Unit 7 NGCC was put into commercial operation on June 19, 2015. As a result and to meet more stringent EPA regulations, LG&E retired one coal-fired generating unit at the Cane Run plant in March 2015 and retired the remaining two coal-fired generating units at the plant in June 2015. Additionally, KU retired the remaining two coal-fired generating units at the Green River plant on September 30, 2015. LG&E and KU incurred costs of \$11 million and \$6 million, respectively, directly related to these retirements including inventory write-downs and separation benefits. However, there were no gains or losses on the retirement of these units. See Note 6 for more information related to the regulatory recovery of the costs associated with the retirement of the Green River units.

In October 2013, LG&E and KU announced plans for a 10 MW solar generation facility to be operational in 2016 at a cost of approximately \$36 million. In December 2014, a final order was issued by the KPSC approving the request to construct the solar generating facility at E.W. Brown.

9. Defined Benefits

(PPL)

PPL performed a remeasurement of the assets and the obligations for the PPL Retirement Plan and PPL Postretirement Benefit plans as of May 31, 2015 to allow for separation of those plans for PPL and Talen Energy as required in accordance with the spinoff transaction agreements. The net pension obligations for all active PPL Energy Supply employees and for individuals who terminated employment from PPL Energy Supply on or after July 1, 2000 were distributed and removed from PPL's Balance Sheet. The net other postretirement benefit obligations for all active PPL Energy Supply employees were distributed and removed from PPL's Balance Sheet. In addition, the net nonqualified pension plan obligations for all PPL Energy Supply active and inactive employees were retained by PPL. As a result, PPL distributed and removed from its Balance Sheet \$244 million of net accrued pension obligations and \$7 million of other postretirement benefit obligations. See Note 8 for additional information on the spinoff of PPL Energy Supply.

(PPL, LKE and LG&E)

Certain net periodic defined benefit costs are applied to accounts that are further distributed between capital and expense, including certain costs allocated to applicable subsidiaries for plans sponsored by PPL Services and LKE. Additionally, as a result of the LG&E and KU rate case settlement that became effective July 1, 2015, the difference between pension cost calculated in accordance with LG&E and KU's pension accounting policy and pension cost calculated using a 15 year amortization period for actuarial gains and losses is recorded as a regulatory asset. See Note 6 for further information. Following are the net periodic defined benefit costs (credits) of the plans sponsored by PPL and its subsidiaries, LKE and its subsidiaries and LG&E for the periods ended September 30:

	Pension Benefits							
	Three Months				Nine Months			
	U.S.		U.K.		U.S.		U.K.	
	2015	2014 (e)	2015	2014	2015 (b)	2014 (c)	2015	2014
PPL								
Service cost	\$ 20	\$ 24	\$ 21	\$ 18	\$ 76	\$ 73	\$ 60	\$ 54
Interest cost	42	56	80	90	152	168	236	268
Expected return on plan assets	(56)	(72)	(133)	(133)	(201)	(216)	(393)	(395)
Amortization of:								
Prior service cost	1	5			5	15		
Actuarial (gain) loss	18	8	39	34	65	22	118	100
Net periodic defined benefit costs (credits) prior to termination benefits	25	21	7	9	97	62	21	27
Termination benefits (a)		(7)				13		
Net periodic defined benefit costs (credits)	\$ 25	\$ 14	\$ 7	\$ 9	\$ 97	\$ 75	\$ 21	\$ 27

Table of Contents

	Pension Benefits			
	Three Months		Nine Months	
	2015	2014	2015	2014
LKE				
Service cost	\$ 7	\$ 5	\$ 20	\$ 16
Interest cost	17	17	51	50
Expected return on plan assets	(22)	(21)	(66)	(62)
Amortization of:				
Prior service cost	1	1	5	3
Actuarial (gain) loss	9	4	26	10
Net periodic defined benefit costs (credits)	\$ 12	\$ 6	\$ 36	\$ 17
LG&E				
Service cost			\$ 1	\$ 1
Interest cost	\$ 3	\$ 4	10	11
Expected return on plan assets	(5)	(4)	(15)	(14)
Amortization of:				
Prior service cost	1	1	2	2
Actuarial (gain) loss	3	1	9	4
Net periodic defined benefit costs (credits)	\$ 2	\$ 2	\$ 7	\$ 4

- (a) The three and nine months ended September 30, 2014 include termination benefits of (\$2) million and \$2 million for PPL Electric. The remaining (\$5) million and \$11 million relate to PPL Energy Supply and are reflected in discontinued operations.
- (b) For the nine months ended September 30, 2015, the total net periodic defined benefit cost includes \$18 million reflected in discontinued operations related to costs allocated from PPL's plans to PPL Energy Supply prior to the spinoff.
- (c) For the three and nine months ended September 30, 2014, the total net periodic defined benefit cost includes \$1 million and \$29 million reflected in discontinued operations related to costs allocated from PPL's plans to PPL Energy Supply.

	Other Postretirement Benefits			
	Three Months		Nine Months	
	2015	2014	2015	2014
PPL				
Service cost	\$ 2	\$ 3	\$ 9	\$ 9
Interest cost	6	7	20	23
Expected return on plan assets	(6)	(6)	(20)	(19)
Net periodic defined benefit costs (credits)	\$ 2	\$ 4	\$ 9	\$ 13
LKE				
Service cost	\$ 1	\$ 1	\$ 4	\$ 3
Interest cost	2	2	7	7
Expected return on plan assets	(1)	(1)	(4)	(4)
Amortization of:				
Prior service cost	1	1	2	2
Net periodic defined benefit costs (credits)	\$ 3	\$ 3	\$ 9	\$ 8

(PPL Electric, LG&E and KU)

In addition to the specific plans it sponsors, LG&E is allocated costs of defined benefit plans sponsored by LKE based on its participation in those plans, which management believes are reasonable. PPL Electric and KU do not directly sponsor any defined benefit plans. PPL Electric is allocated costs of defined benefit plans sponsored by PPL Services and KU is allocated costs of defined benefit plans sponsored by LKE based on their participation in those plans, which management believes are reasonable. For the periods ended September 30, PPL Services allocated the following net periodic defined benefit costs to PPL Electric, and LKE allocated the following net periodic defined benefit costs to LG&E and KU.

	Three Months		Nine Months	
	2015	2014	2015	2014
PPL Electric (a)	\$ 8	\$ 3	\$ 24	\$ 18
LG&E	3	2	10	6
KU	4	2	13	6

- (a) The three and nine months ended September 30, 2014 include (\$2) million and \$2 million of termination benefits for PPL Electric related to a one-time voluntary retirement window offered to certain bargaining unit employees.

Table of Contents

10. Commitments and Contingencies

(PPL)

All commitments, contingencies and guarantees associated with PPL Energy Supply and its subsidiaries were retained by Talen Energy Supply and its subsidiaries at the spinoff date without recourse to PPL.

Legal Matters

(All Registrants)

PPL and its subsidiaries are involved in legal proceedings, claims and litigation in the ordinary course of business. PPL and its subsidiaries cannot predict the outcome of such matters, or whether such matters may result in material liabilities, unless otherwise noted.

WKE Indemnification (PPL and LKE)

See footnote (e) to the table in "Guarantees and Other Assurances" below for information on an LKE indemnity relating to its former WKE lease, including related legal proceedings.

(PPL, LKE, LG&E and KU)

Cane Run Environmental Claims

In December 2013, six residents, on behalf of themselves and others similarly situated, filed a class action complaint against LG&E and PPL in the U.S. District Court for the Western District of Kentucky alleging violations of the Clean Air Act and RCRA. In addition, these plaintiffs assert common law claims of nuisance, trespass and negligence. These plaintiffs seek injunctive relief and civil penalties, plus costs and attorney fees, for the alleged statutory violations. Under the common law claims, these plaintiffs seek monetary compensation and punitive damages for property damage and diminished property values for a class consisting of residents within four miles of the plant. In their individual capacities, these plaintiffs seek compensation for alleged adverse health effects. In response to a motion to dismiss filed by PPL and LG&E, in July 2014, the court dismissed the plaintiffs' RCRA claims and all but one Clean Air Act claim, but declined to dismiss their common law tort claims. Upon motion of LG&E and PPL, the district court certified for appellate review the issue of whether the state common law claims are preempted by federal statute. In December 2014, the U.S. Court of Appeals for the Sixth Circuit issued an order granting appellate review regarding the above matter and such issues as may appropriately be presented by the parties and determined by the court. Oral argument before the Sixth Circuit was held in August 2015, but a ruling has not yet been issued by the Court. PPL, LKE and LG&E cannot predict the outcome of this matter. LG&E retired one coal-fired unit at the Cane Run plant in March 2015 and the remaining two coal-fired units at the plant in June 2015.

Mill Creek Environmental Claims

In May 2014, the Sierra Club filed a citizen suit against LG&E in the U.S. District Court for the Western District of Kentucky for alleged violations of the Clean Water Act. The Sierra Club alleges that various discharges at the Mill Creek plant constitute violations of the plant's water discharge permit. The Sierra Club seeks civil penalties, injunctive relief, costs and attorney's fees. In August 2015, the Court denied cross-motions for summary judgment filed by both parties and directed the parties to proceed with discovery. PPL, LKE and LG&E cannot predict the outcome of this matter or the potential impact on the operations of the Mill Creek plant but believe the plant is operating in compliance with the permits.

E.W. Brown Environmental Claims

In October 2015, KU received a notice of intent from Earthjustice and the Sierra Club informing certain federal and state agencies of the Sierra Club's intent to file a citizen suit, following expiration of the mandatory 60-day notification period, for alleged violations of the Clean Water Act. The claimant alleges discharges at the E.W. Brown plant in violation of applicable rules and the plant's water discharge permit. The claimant asserts that, unless the alleged discharges are promptly brought into compliance, it intends to seek civil penalties, injunctive relief and attorney's fees. PPL, LKE and KU cannot predict the outcome of this matter or the potential impact on the operations of the E. W. Brown plant.

Table of Contents

Regulatory Issues *(All Registrants)*

See Note 6 for information on regulatory matters related to utility rate regulation.

Electricity - Reliability Standards

The NERC is responsible for establishing and enforcing mandatory reliability standards (Reliability Standards) regarding the bulk power system. The FERC oversees this process and independently enforces the Reliability Standards.

The Reliability Standards have the force and effect of law and apply to certain users of the bulk power electricity system, including electric utility companies, generators and marketers. Under the Federal Power Act, the FERC may assess civil penalties of up to \$1 million per day, per violation, for certain violations.

PPL, LG&E, KU and PPL Electric monitor their compliance with the Reliability Standards and continue to self-report or self-log potential violations of certain applicable reliability requirements and submit accompanying mitigation plans, as required. The resolution of a small number of potential violations is pending. Any Regional Reliability Entity (including RFC or SERC) determination concerning the resolution of violations of the Reliability Standards remains subject to the approval of the NERC and the FERC.

In the course of implementing their programs to ensure compliance with the Reliability Standards by those PPL affiliates subject to the standards, certain other instances of potential non-compliance may be identified from time to time. The Registrants cannot predict the outcome of these matters, and cannot estimate a range of reasonably possible losses, if any.

In October 2012, the FERC initiated its consideration of proposed changes to Reliability Standards to address the impacts of geomagnetic disturbances on the reliable operation of the bulk-power system, which might, among other things, lead to a requirement to install equipment that blocks geomagnetically induced currents on implicated transformers. In May 2013, FERC issued Order No. 779, requiring NERC to submit two types of Reliability Standards for FERC's approval. The first type would require certain owners and operators of the nation's electricity infrastructure, such as the Registrants, to develop and implement operational procedures to mitigate the effects of geomagnetic disturbances on the bulk-power system. This NERC-proposed standard was approved by FERC in June 2014. These requirements do not impose significant costs on the Registrants. The second type is to require owners and operators of the bulk-power system to assess certain geomagnetic disturbance events and develop and implement plans to protect the bulk-power system from those events. FERC issued a notice of proposed rulemaking on this second type of Reliability Standard on May 14, 2015. The Registrants do not presently anticipate significant costs to comply with the requirements if finalized as proposed.

Environmental Matters - Domestic

(All Registrants)

Due to the environmental issues discussed below or other environmental matters, it may be necessary for the Registrants to modify, curtail, replace or cease operation of certain facilities or performance of certain operations to comply with statutes, regulations and other requirements of regulatory bodies or courts. In addition, legal challenges to new environmental permits or rules add to the uncertainty of estimating the future cost of these permits and rules.

LG&E and KU are entitled to recover, through the ECR mechanism, certain costs of complying with the Clean Air Act, as amended, and those federal, state or local environmental requirements applicable to coal combustion wastes and by-products from facilities that generate electricity from coal in accordance with approved compliance plans. Costs not covered by the ECR mechanism for LG&E and KU and all such costs for PPL Electric are subject to rate recovery before the companies' respective state regulatory authorities, or the FERC, if applicable. Because PPL Electric does not own any generating plants, its exposure to related environmental compliance costs is reduced. PPL, PPL Electric, LKE, LG&E and KU can provide no assurances as to the ultimate outcome of future environmental or rate proceedings before regulatory authorities.

(PPL, LKE, LG&E and KU)

Air

The Clean Air Act, which regulates air pollutants from mobile and stationary sources, has a significant impact on the operation of fossil fuel plants. The Clean Air Act requires the EPA periodically to review and establish concentration levels

Table of Contents

in the ambient air for six criteria pollutants to protect public health and welfare. These concentration levels are known as NAAQS. The six criteria pollutants are carbon monoxide, lead, nitrogen dioxide, ozone, particulate matter and SO₂.

Federal environmental regulations of these criteria pollutants require states to adopt implementation plans, known as SIPs, for certain pollutants, which detail how the state will attain the standards that are mandated by the relevant law or regulation. Each state identifies the areas within its boundaries that meet the NAAQS (attainment areas) and those that do not (non-attainment areas), and must develop a SIP both to bring non-attainment areas into compliance with the NAAQS and to maintain good air quality in attainment areas. In addition, for attainment of ozone and fine particulates standards, states in the eastern portion of the country, including Kentucky, are subject to a regional program developed by the EPA known as the Cross-State Air Pollution Rule. The NAAQS, future revisions to the NAAQS and SIPs implementing them, or future revisions to regional programs, may require installation of additional pollution controls, the costs of which PPL, LKE, LG&E and KU believe are subject to cost recovery.

Although PPL, LKE, LG&E and KU do not currently anticipate significant costs to comply with these programs, changes in market or operating conditions could result in different costs than anticipated.

National Ambient Air Quality Standards (NAAQS)

Under the Clean Air Act, the EPA is required to reassess the NAAQS for certain air pollutants on a five-year schedule. In 2008, the EPA revised the NAAQS for ozone and proposed to further strengthen the standard in November 2014. The EPA released a new ozone standard on October 1, 2015. The states and EPA will determine attainment with the new ozone standard through review of relevant ambient air monitoring data, with attainment or nonattainment designations scheduled no later than October 2017. States are also obligated to address interstate transport issues associated with new ozone standards through the establishment of "good neighbor" state implementation plans for those states that are found to contribute significantly to another states' non-attainment. States that are not in the ozone transport region, including Kentucky, are working together to evaluate further nitrogen oxide reductions from fossil-fueled plants with SCRs. The nature and timing of any additional reductions resulting from these evaluations cannot be predicted at this time.

In 2010, the EPA finalized revised NAAQS for sulfur dioxide and required states to identify areas that meet those standards and areas that are in "non-attainment". In July 2013, the EPA finalized non-attainment designations for parts of the country, including part of Jefferson County in Kentucky. Attainment must be achieved by 2018. PPL, LKE, LG&E and KU anticipate that certain previously required compliance measures, such as upgraded or new sulfur dioxide scrubbers at certain plants and the retirement of coal-fired generating units at LG&E's Cane Run plant and KU's Green River and Tyrone plants, will help to achieve compliance with the new sulfur dioxide and ozone standards. If additional reductions are required, the costs could be significant.

Mercury and Air Toxics Standards (MATS)

In February 2012, the EPA finalized the MATS rule requiring reductions of mercury and other hazardous air pollutants from fossil-fuel fired power plants, with an effective date of April 16, 2012. The MATS rule was challenged by industry groups and states and was upheld by the U.S. Court of Appeals for the D.C. Circuit Court (D.C. Circuit Court) in April 2014. A group of states subsequently petitioned the U.S. Supreme Court (Supreme Court) to review this decision and on June 29, 2015, the Supreme Court held that the EPA failed to properly consider costs when deciding to regulate hazardous air emissions from power plants under MATS. The Court remanded the matter to the D.C. Circuit Court. EPA's MATS rule remains in effect pending action by the D.C. Circuit Court. It is uncertain whether the D.C. Circuit Court will vacate the MATS rule, remand the rule to the EPA, or require further proceedings or actions.

LG&E and KU have installed significant controls in connection with the MATS rule and in conjunction with compliance with other environmental requirements, including fabric-filter baghouses, upgraded FGDs or chemical additive systems for which appropriate KPSC authorization and/or ECR treatment has been received. PPL, LKE, LG&E and KU cannot predict the outcome of this matter or the potential impact, if any, on plant operations, rate treatment or future capital or operating needs.

New Source Review (NSR)

The EPA has continued its NSR enforcement efforts targeting coal-fired generating plants. The EPA has asserted that modification of these plants has increased their emissions and, consequently, that they are subject to stringent NSR

Table of Contents

requirements under the Clean Air Act. PPL, LKE, LG&E and KU received various EPA information requests in 2007 and 2009, but have received no further communications from the EPA related to those requests since providing their responses. States and environmental groups also have commenced litigation alleging violations of the NSR regulations by coal-fired generating plants across the nation. PPL, LKE, LG&E and KU cannot predict the outcome of these matters, and cannot estimate the impact, if any.

If LG&E or KU is found to have triggered the applicability of NSR regulations by increasing pollutants beyond allowable thresholds through a plant modification, the company could, among other things, be required to meet substantially more stringent permit limits. The costs to meet such limits, including installation of technology at certain units, could be significant.

Trimble County Unit 2 Air Permit

The Sierra Club and other environmental groups petitioned the Kentucky Environmental and Public Protection Cabinet to overturn the air permit issued for the Trimble County Unit 2 baseload coal-fired generating unit, but the agency upheld the permit in an order issued in September 2007. In response to subsequent petitions by environmental groups, the EPA ordered certain non-material changes to the permit which, in January 2010, were incorporated into a final revised permit issued by the Kentucky Division for Air Quality. In March 2010, the environmental groups petitioned the EPA to object to the revised state permit. Until the EPA issues a final ruling on the pending petition and all available appeals are exhausted, PPL, LKE, LG&E and KU cannot predict the outcome of this matter or the potential impact on plant operations, including increased capital costs, if any.

Climate Change

(All Registrants)

Authority to Regulate Carbon Dioxide Emissions

The EPA issued rules in 2014 regulating carbon dioxide emissions from stationary sources under the NSR and Title V operating permit provisions of the Clean Air Act. The EPA's rules were challenged in court and, in June 2014, the U.S. Supreme Court ruled that the EPA has authority to regulate carbon dioxide emissions under the Clean Air Act but only for stationary sources that would otherwise have been subject to these provisions due to significant increases in emissions of other pollutants. As a result, any new sources or major modifications to an existing GHG source causing a net significant increase in carbon dioxide emissions must comply with permit limits for carbon dioxide, but only if it would otherwise be subject to limits on new or modified sources due to significant increases in other pollutants.

The EPA's Rules under Section 111 of the Clean Air Act

As further described below, in August 2015, the EPA finalized rules imposing greenhouse gas emission standards for both new and existing power plants. The EPA has also issued a proposed federal implementation plan which would apply to any states that fail to submit an acceptable state implementation plan under these rules. The EPA's authority to promulgate these regulations under Section 111 of the Clean Air Act has been challenged in the D.C. Circuit Court by several states and industry groups.

The EPA's rule for new power plants imposes separate emission standards for coal and natural gas units based on the application of different technologies. The coal standard is based on the application of partial carbon capture and sequestration technology, but because this technology is not presently commercially available, the rule effectively precludes the construction of new coal-fired plants. The standard for NGCC power plants is the same as the EPA proposed in 2012 and is not continuously achievable. The preclusion of new coal-fired plants and the compliance difficulties posed for new natural gas-fired plants could have a significant industry-wide impact.

(PPL, LKE, LG&E and KU)

The EPA's Clean Power Plan

The EPA's rule for existing power plants, referred to as the Clean Power Plan, was published in the Federal Register in October 2015. The Rule contains state-specific rate-based and mass-based reduction goals and guidelines for the development, submission and implementation of state implementation plans to achieve the state goals. State-specific goals

Table of Contents

were calculated from 2012 data by applying EPA's broad interpretation and definition of the BSER, resulting in the most stringent targets to be met in 2030, with interim targets to be met beginning in 2022. The EPA believes it has offered some flexibility to the states as to how their compliance plans can be crafted, including the option to use a rate-based approach (limit emissions per megawatt hour) or a mass-based approach (limit total tons of emissions per year), and the option to demonstrate compliance through emissions trading and multi-state collaborations. Under the rate-based approach, Kentucky would need to make a 41% reduction from its 2012 emissions rate and under a mass-based approach it would need to make a 36% reduction. These reductions are significantly greater than initially proposed and present significant challenges to the state. If Kentucky fails to develop an approvable implementation plan by September 2016 (with the possibility of an extension until 2018), the EPA will impose a federal implementation plan that could be more stringent than what the state plan might provide. Depending on the provisions of the Kentucky implementation plan, LG&E and KU may need to modify their current portfolio of generating assets during the next decade and/or participate in an allowance trading program. LG&E and KU are participating in the ongoing regulatory processes at the state and federal level in an effort to provide input into the state or federal implementation plan that will govern reductions in Kentucky. PPL, LKE, LG&E and KU cannot predict the outcome of this matter or the potential impact, if any, on plant operations, or future capital or operating needs. PPL, LKE, LG&E and KU believe that the costs, which could be significant, would be subject to cost recovery.

In April 2014, the Kentucky General Assembly passed legislation which limits the measures that the Kentucky Energy and Environment Cabinet may consider in setting performance standards to comply with the EPA's regulations governing GHG emissions from existing sources. The legislation provides that such state GHG performance standards shall be based on emission reductions, efficiency measures, and other improvements available at each power plant, rather than renewable energy, end-use energy efficiency, fuel switching and re-dispatch. These statutory restrictions may make it more difficult for Kentucky to achieve the GHG reduction levels that the EPA has established for Kentucky.

A number of lawsuits have been filed asserting common law claims including nuisance, trespass and negligence against various companies with GHG emitting plants and, although the decided cases to date have not sustained claims brought on the basis of these theories of liability, the law remains unsettled on these claims. In June 2011, the U.S. Supreme Court in the case of *AEP v. Connecticut* ruled that federal common law claims against five utility companies for allegedly causing a public nuisance as a result of their emissions of GHGs were displaced by the Clean Air Act and regulatory actions of the EPA. In addition, in *Comer v. Murphy Oil* (Comer case), the U.S. Court of Appeals for the Fifth Circuit (Fifth Circuit) upheld a district court ruling that plaintiffs did not have standing to pursue state common law claims against companies that emit GHGs. The plaintiffs in the Comer case later filed a substantially similar complaint against a larger group of companies which was subsequently dismissed by the U.S. District Court for the Southern District of Mississippi. The lower court's ruling was affirmed by the Fifth Circuit in May 2013. Additional litigation in federal and state courts over such issues is continuing. PPL, LKE, LG&E and KU cannot predict the outcome of these matters.

Water/Waste

Coal Combustion Residuals (CCRs)

On April 17, 2015, the EPA published its final rule regulating CCRs. CCRs include fly ash, bottom ash and sulfur dioxide scrubber wastes. The rule became effective on October 19, 2015. It imposes extensive new requirements, including location restrictions, design and operating standards, groundwater monitoring and corrective action requirements and closure and post-closure care requirements on CCR impoundments and landfills that are located on active power plants and not closed. Under the rule, the EPA will regulate CCRs as non-hazardous under Subtitle D of RCRA and allow beneficial use of CCRs, with some restrictions. This self-implementing rule requires posting of compliance documentation on a publicly accessible website and is enforceable through citizen suits. LG&E's and KU's plants using surface impoundments for management and disposal of CCRs will be most impacted by this rule. The rule's requirements for covered CCR impoundments and landfills include commencement or completion of closure activities generally between three and ten years from certain triggering events. PPL, LKE, LG&E and KU also anticipate incurring capital or operation and maintenance costs prior to that time to address other provisions of the rule, such as groundwater monitoring and disposal facility modifications or closings, or to implement various compliance strategies.

In connection with the final CCR rule, LG&E and KU recorded increases to existing AROs during the three and nine months ending September 30, 2015. See Note 16 for additional information. Further increases to AROs or changes to current capital plans or to operating costs may be required as estimates are refined based on closure developments, groundwater monitoring results, and regulatory or legal proceedings. Costs relating to this rule are subject to rate recovery.

Table of Contents

Trimble County Landfill

In May 2011, LG&E submitted an application for a special waste landfill permit to handle CCRs generated at the Trimble County plant. In May 2013, the Kentucky Division of Waste Management denied the permit application on the grounds that the proposed facility would violate the Kentucky Cave Protection Act. In January 2014, LG&E submitted to the Kentucky Division of Waste Management a landfill permit application for an alternate site adjacent to the plant. LG&E has also applied for other necessary regulatory approvals including a dredge and fill permit from the U.S. Army Corps of Engineers. LG&E and KU have responded to comments on the permit application submitted by EPA and other parties. PPL, LKE, LG&E and KU are unable to determine the potential impact of this matter until all permits are issued and any resulting legal challenges are concluded. See Note 6 for additional information on Kentucky Public Service Commission proceedings relating to the Trimble County Landfill.

Clean Water Act

Regulations under the federal Clean Water Act dictate permitting and mitigation requirements for many of LG&E's and KU's construction projects. Many of those requirements relate to power plant operations, including requirements related to the treatment of pollutants in effluents prior to discharge, the temperature of effluent discharges and the location, design and construction of cooling water intake structures at generating facilities, standards intended to protect aquatic organisms by reducing capture in the screens attached to cooling water intake structures (impingement) at generating facilities and the water volume brought into the facilities (entrainment). The requirements could impose significant costs which are subject to rate recovery.

Effluent Limitations Guidelines (ELGs)

On September 30, 2015, the EPA released its final effluent limitations guidelines for wastewater discharge permits for new and existing steam electric generating facilities. The rule provides strict technology-based discharge limitations for control of pollutants in scrubber wastewater, fly ash and bottom ash transport water, mercury control wastewater, gasification wastewater, and combustion residual leachate. The new guidelines require deployment of additional control technologies providing physical, chemical, and biological treatment of wastewaters. The guidelines also mandate operational changes including "no discharge" requirements for fly ash and bottom ash transport waters and mercury control wastewaters. The implementation date for individual generating stations will be determined by the states on a case-by-case basis according to criteria provided by the EPA, but the requirements of the rule must be fully implemented no later than 2023. It is not currently known how Kentucky intends to integrate the ELGs into its ongoing permit renewal process. LG&E and KU continue to assess the requirements of this complex rule to determine available compliance strategies. PPL, LKE, LG&E and KU are unable to fully estimate compliance costs or timing at this time although certain preliminary estimates are included in current capital forecasts, for applicable periods. Costs to comply with ELGs or other discharge limits, which are expected to be significant, are subject to rate recovery.

(PPL, LKE and LG&E)

Clean Water Act Section 316(b)

The EPA's final 316(b) rule for existing facilities became effective in October 2014, and regulates cooling water intake structures and their impact on aquatic organisms. States are allowed broad discretion to make site-specific determinations under the rule. The rule requires existing facilities to choose between several options to reduce the impact to aquatic organisms that become trapped against water intake screens (impingement) and to determine the intake structure's impact on aquatic organisms pulled through a plant's cooling water system (entrainment). Plants equipped with closed-cycle cooling, an acceptable option, would likely not incur substantial costs. Once-through systems would likely require additional technology to comply with the rule. Mill Creek Unit 1 is the only unit expected to be impacted. PPL, LKE, and LG&E are evaluating compliance strategies but do not presently expect the compliance costs, which are subject to rate recovery, to be significant.

(All Registrants)

Waters of the United States (WOTUS)

The U.S. Court of Appeals for the Sixth Circuit has issued a stay of EPA's rule on the definition of WOTUS pending the court's review of the rule. The effect of the stay is that the WOTUS rule is not currently in effect anywhere in the United

Table of Contents

States. The ultimate outcome of the court's review of the rule remains uncertain. The Registrants had not expected the rule to have a significant impact on their operations, but were unable to predict the impact of the rule in light of the ongoing litigation, particularly in Pennsylvania where the rule could have resulted in significant project delays and added costs, as permits and other regulatory requirements could have been imposed for many activities not otherwise covered by permitting requirements (including vegetation management for transmission lines and activities affecting storm water conveyances and wetlands).

Other Issues

The EPA is reassessing its polychlorinated biphenyls (PCB) regulations under the Toxic Substance Control Act, which currently allow certain PCB articles to remain in use. In April 2010, the EPA issued an Advanced Notice of Proposed Rulemaking for changes to these regulations. This rulemaking could lead to a phase-out of all or some PCB-containing equipment. The EPA has postponed the release of the revised regulations to March 2016. The Registrants cannot predict at this time the outcome of these proposed EPA regulations and what impact, if any, they would have on their facilities, but the costs could be significant.

(PPL, LKE, LG&E and KU)

In May 2010, the Kentucky Waterways Alliance and other environmental groups filed a petition with the Kentucky Energy and Environment Cabinet (KEEC) challenging the Kentucky Pollutant Discharge Elimination System permit issued in April 2010, which covers water discharges from the Trimble County plant. In November 2010, the KEEC issued a final order upholding the permit which was subsequently appealed by the environmental groups. In September 2013, the Franklin Circuit Court reversed the KEEC order upholding the permit and remanded the permit to the agency for further proceedings. LG&E and the KEEC appealed the order to the Kentucky Court of Appeals. In July 2015, the Court of Appeals upheld the lower court ruling. LG&E and the KEEC have moved for discretionary review by the Kentucky Supreme Court. PPL, LKE, LG&E and KU are unable to predict the outcome of this matter or the potential impact, if any, on plant operations or future capital or operating needs.

Superfund and Other Remediation *(All Registrants)*

PPL Electric is potentially responsible for costs at several sites listed by the EPA under the federal Superfund program, including the Columbia Gas Plant site, the Metal Bank site and the Brodhead site. Clean-up actions have been or are being undertaken at all of these sites, the costs of which have not been significant to PPL Electric. Should the EPA require different or additional measures in the future, however, or should PPL Electric's share of costs at multi-party sites increase substantially more than currently expected, the costs could be significant.

PPL Electric, LG&E and KU are investigating, responding to agency inquiries, remediating, or have completed the remediation of, several sites that were not addressed under a regulatory program such as Superfund, but for which PPL Electric, LG&E and KU may be liable for remediation. These include a number of former coal gas manufacturing plants in Pennsylvania and Kentucky previously owned or operated or currently owned by predecessors or affiliates of PPL Electric, LG&E and KU. To date, the costs of these sites have not been significant. There are additional sites, formerly owned or operated by PPL Electric, LG&E and KU predecessors or affiliates, for which PPL Electric, LG&E and KU lack information on current site conditions and are therefore unable to predict what, if any, potential liability they may have.

Depending on the outcome of investigations at sites where investigations have not begun or been completed or developments at sites for which PPL Electric, LG&E and KU currently lack information, the costs of remediation and other liabilities could be significant. PPL, PPL Electric, LKE, LG&E and KU cannot estimate a range of reasonably possible losses, if any, related to these matters.

The EPA is evaluating the risks associated with polycyclic aromatic hydrocarbons and naphthalene, chemical by-products of coal gas manufacturing. As a result of the EPA's evaluation, individual states may establish stricter standards for water quality and soil cleanup. This could require several PPL subsidiaries to take more extensive assessment and remedial actions at former coal gas manufacturing plants. PPL, PPL Electric, LKE, LG&E and KU cannot estimate a range of reasonably possible losses, if any, related to these matters.

From time to time, PPL's subsidiaries undertake remedial action in response to notices of violations, spills or other releases at various on-site and off-site locations, negotiate with the EPA and state and local agencies regarding actions necessary for compliance with applicable requirements, negotiate with property owners and other third parties alleging impacts from PPL's

Table of Contents

operations and undertake similar actions necessary to resolve environmental matters that arise in the course of normal operations. Based on analyses to date, resolution of these environmental matters is not expected to have a significant adverse impact on the operations of PPL Electric, LG&E and KU.

Future cleanup or remediation work at sites currently under review, or at sites not currently identified, may result in significant additional costs for PPL, PPL Electric, LKE, LG&E and KU.

Environmental Matters - WPD (PPL)

WPD's distribution businesses are subject to environmental regulatory and statutory requirements. PPL believes that WPD has taken and continues to take measures to comply with the applicable laws and governmental regulations for the protection of the environment.

Other

Guarantees and Other Assurances

(All Registrants)

In the normal course of business, the Registrants enter into agreements that provide financial performance assurance to third parties on behalf of certain subsidiaries. Such agreements include, for example, guarantees, stand-by letters of credit issued by financial institutions and surety bonds issued by insurance companies. These agreements are entered into primarily to support or enhance the creditworthiness attributed to a subsidiary on a stand-alone basis or to facilitate the commercial activities in which these subsidiaries engage.

(PPL)

PPL fully and unconditionally guarantees all of the debt securities of PPL Capital Funding.

(All Registrants)

The table below details guarantees provided as of September 30, 2015. "Exposure" represents the estimated maximum potential amount of future payments that could be required to be made under the guarantee. The probability of expected payment/performance under each of these guarantees is remote except for "WPD guarantee of pension and other obligations of unconsolidated entities" and "Indemnification of lease termination and other divestitures." The total recorded liability at September 30, 2015 and December 31, 2014, was \$24 million and \$26 million for PPL and \$19 million for LKE for both periods. For reporting purposes, on a consolidated basis, all guarantees of PPL Electric, LKE, LG&E and KU also apply to PPL, and all guarantees of LG&E and KU also apply to LKE.

	<u>Exposure at September 30, 2015</u>	<u>Expiration Date</u>
<u>PPL</u>		
Indemnifications related to the WPD Midlands acquisition	(a)	
WPD indemnifications for entities in liquidation and sales of assets	\$ 11 (b)	2018
WPD guarantee of pension and other obligations of unconsolidated entities	116 (c)	
<u>PPL Electric</u>		
Guarantee of inventory value	36 (d)	2018
<u>LKE</u>		
Indemnification of lease termination and other divestitures	301 (e)	2021 - 2023
<u>LG&E and KU</u>		
LG&E and KU guarantee of shortfall related to OVEC	(f)	

- (a) Indemnifications related to certain liabilities, including a specific unresolved tax issue and those relating to properties and assets owned by the seller that were transferred to WPD Midlands in connection with the acquisition. A cross indemnity has been received from the seller on the tax issue. The maximum exposure and expiration of these indemnifications cannot be estimated because the maximum potential liability is not capped and the expiration date is not specified in the transaction documents.
- (b) Indemnification to the liquidators and certain others for existing liabilities or expenses or liabilities arising during the liquidation process. The indemnifications are limited to distributions made from the subsidiary to its parent either prior or subsequent to liquidation or are not explicitly stated in the agreements. The indemnifications generally expire two to seven years subsequent to the date of dissolution of the entities. The exposure noted only includes those cases where the agreements provide for specific limits.

Table of Contents

- In connection with their sales of various businesses, WPD and its affiliates have provided the purchasers with indemnifications that are standard for such transactions, including indemnifications for certain pre-existing liabilities and environmental and tax matters or have agreed to continue their obligations under existing third-party guarantees, either for a set period of time following the transactions or upon the condition that the purchasers make reasonable efforts to terminate the guarantees. Finally, WPD and its affiliates remain secondarily responsible for lease payments under certain leases that they have assigned to third parties.
- (c) Relates to certain obligations of discontinued or modified electric associations that were guaranteed at the time of privatization by the participating members. Costs are allocated to the members and can be reallocated if an existing member becomes insolvent. At September 30, 2015, WPD has recorded an estimated discounted liability for which the expected payment/performance is probable. Neither the expiration date nor the maximum amount of potential payments for certain obligations is explicitly stated in the related agreements, and as a result, the exposure has been estimated.
 - (d) A third party logistics firm provides inventory procurement and fulfillment services. The logistics firm has title to the inventory, however, upon termination of the contracts, PPL Electric has guaranteed to purchase any remaining inventory that has not been used or sold.
 - (e) LKE provides certain indemnifications covering the due and punctual payment, performance and discharge by each party of its respective obligations. The most comprehensive of these guarantees is the LKE guarantee covering operational, regulatory and environmental commitments and indemnifications made by WKE under a 2009 Transaction Termination Agreement. This guarantee has a term of 12 years ending July 2021, and a maximum exposure of \$200 million, exclusive of certain items such as government fines and penalties that fall outside the cap. Another WKE-related LKE guarantee covers other indemnifications related to the purchase price of excess power, has a term expiring in 2023, and a maximum exposure of \$100 million. In May 2012, LKE's indemnitee received an unfavorable arbitration panel's decision interpreting this matter. In October 2014, LKE's indemnitee filed a motion for discretionary review with the Kentucky Supreme Court seeking to overturn the arbitration decision, and such motion was denied by the court in September 2015. In September 2015, a counterparty issued a demand letter to LKE's indemnitee. LKE does not believe appropriate contractual, legal or commercial grounds exist for the claim made and anticipates the indemnitee to dispute the demand. LKE believes its indemnification obligations in the WKE matter remain subject to various uncertainties, including additional legal and contractual developments, as well as future prices, availability and demand for the subject excess power. The ultimate outcomes of the WKE termination-related indemnifications cannot be predicted at this time. Additionally, LKE has indemnified various third parties related to historical obligations for other divested subsidiaries and affiliates. The indemnifications vary by entity and the maximum exposures range from being capped at the sale price to no specified maximum; LKE could be required to perform on these indemnifications in the event of covered losses or liabilities being claimed by an indemnified party. LKE cannot predict the ultimate outcomes of the indemnification circumstances, but does not currently expect such outcomes to result in significant losses above the amounts recorded.
 - (f) Pursuant to the OVEC power purchase contract, LG&E and KU are obligated to pay for their share of OVEC's excess debt service, post-retirement and decommissioning costs, as well as any shortfall from amounts currently included within a demand charge designed and currently expected to cover these costs over the term of the contract. The maximum exposure and the expiration date of these potential obligations are not presently determinable. See "Energy Purchase Commitments" and "Guarantees and Other Assurances" in Note 13 in PPL's, LKE's, LG&E's and KU's 2014 Form 10-K for additional information on the OVEC power purchase contract.

The Registrants provide other miscellaneous guarantees through contracts entered into in the normal course of business. These guarantees are primarily in the form of indemnification or warranties related to services or equipment and vary in duration. The amounts of these guarantees often are not explicitly stated, and the overall maximum amount of the obligation under such guarantees cannot be reasonably estimated. Historically, no significant payments have been made with respect to these types of guarantees and the probability of payment/performance under these guarantees is remote.

PPL, on behalf of itself and certain of its subsidiaries, maintains insurance that covers liability assumed under contract for bodily injury and property damage. The coverage provides maximum aggregate coverage of \$225 million. This insurance may be applicable to obligations under certain of these contractual arrangements.

11. Related Party Transactions

PLR Contracts/Purchase of Accounts Receivable (PPL Electric)

PPL Electric holds competitive solicitations for PLR generation supply. PPL EnergyPlus was awarded a portion of the PLR generation supply through these competitive solicitations. The purchases from PPL EnergyPlus are included in PPL Electric's Statements of Income as "Energy purchases from affiliate" through May 31, 2015, the period through which PPL Electric and PPL EnergyPlus were affiliated entities. As a result of the June 1, 2015 spinoff of PPL Energy Supply and creation of Talen Energy, PPL EnergyPlus (renamed Talen Energy Marketing) is no longer an affiliate of PPL Electric. PPL Electric's purchases from Talen Energy Marketing subsequent to May 31, 2015 are included as purchases from an unaffiliated third party.

Under the standard Default Service Supply Master Agreement for the solicitation process, PPL Electric requires all suppliers to post collateral once credit exposures exceed defined credit limits. Wholesale suppliers are required to post collateral with PPL Electric when: (a) the market price of electricity to be delivered by the wholesale suppliers exceeds the contract price for the forecasted quantity of electricity to be delivered; and (b) this market price exposure exceeds a contractual credit limit. In no instance is PPL Electric required to post collateral to suppliers under these supply contracts.

PPL Electric's customers may choose an alternative supplier for their generation supply. See Note 2 for additional information regarding PPL Electric's purchases of accounts receivable from alternative suppliers, including Talen Energy Marketing. See Note 8 for additional information regarding the spinoff of PPL Energy Supply.

Table of Contents

Support Costs (PPL Electric, LKE, LG&E and KU)

PPL Services and LKS provide their respective PPL and LKE subsidiaries with administrative, management and support services. In 2015, PPL EU Services was formed to provide the majority of financial, supply chain, human resources and facilities management services primarily to PPL Electric. PPL Services will continue to provide certain corporate functions. For all service companies, the costs of these services are charged to the respective recipients as direct support costs. General costs that cannot be directly attributed to a specific entity are allocated and charged to the respective recipients as indirect support costs. PPL Services and PPL EU Services use a three-factor methodology that includes the applicable recipients' invested capital, operation and maintenance expenses and number of employees to allocate indirect costs. LKS bases its indirect allocations on the subsidiaries' number of employees, total assets, revenues, number of customers and/or other statistical information. PPL Services, PPL EU Services and LKS expensed the following amounts for the periods ended September 30, and believe these amounts are reasonable, including amounts applied to accounts that are further distributed between capital and expense.

	Three Months		Nine Months	
	2015	2014	2015	2014
PPL Electric from PPL Services	\$ 35	\$ 34	\$ 90	\$ 113
LKE from PPL Services	4	3	12	11
PPL Electric from PPL EU Services	12		44	
LG&E from LKS	36	36	107	103
KU from LKS	43	43	127	120

In addition to the charges for services noted above, LKS makes payments on behalf of LG&E and KU for fuel purchases and other costs for products or services provided by third parties. LG&E and KU also provide services to each other and to LKS. Billings between LG&E and KU relate to labor and overheads associated with union and hourly employees performing work for the other company, charges related to jointly-owned generating units and other miscellaneous charges. Tax settlements between LKE and LG&E and LKE and KU are reimbursed through LKS.

Intercompany Borrowings (LKE)

LKE maintains a \$225 million revolving line of credit with a PPL Energy Funding subsidiary whereby LKE can borrow funds on a short-term basis at market-based rates. At September 30, 2015 and December 31, 2014, \$62 million and \$41 million were outstanding and were reflected in "Notes payable with affiliates" on the consolidated Balance Sheets. The interest rate on borrowings is equal to one-month LIBOR plus a spread. The interest rates on the outstanding borrowing at September 30, 2015 and December 31, 2014 were 1.70% and 1.65%. Interest on the revolving line of credit was not significant for the three and nine months ended September 30, 2015 and 2014.

Intercompany Derivatives (LKE, LG&E and KU)

Periodically, LG&E and KU enter into forward-starting interest rate swaps with PPL. These hedging instruments have terms identical to forward-starting swaps entered into by PPL with third parties. See Note 14 for additional information on intercompany derivatives.

Other (PPL Electric, LG&E and KU)

See Note 9 for discussions regarding intercompany allocations associated with defined benefits.

12. Other Income (Expense) - net

(PPL)

"Other Income (Expense) - net" for the three and nine months ended September 30, 2015 and 2014 consisted primarily of gains on foreign currency exchange contracts to economically hedge the earnings translation risk of WPD's earnings denominated in British pound sterling. See Note 14 for additional information on these derivatives.

Table of Contents

13. Fair Value Measurements

(All Registrants)

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). A market approach (generally, data from market transactions), an income approach (generally, present value techniques and option-pricing models), and/or a cost approach (generally, replacement cost) are used to measure the fair value of an asset or liability, as appropriate. These valuation approaches incorporate inputs such as observable, independent market data and/or unobservable data that management believes are predicated on the assumptions market participants would use to price an asset or liability. These inputs may incorporate, as applicable, certain risks such as nonperformance risk, which includes credit risk. The fair value of a group of financial assets and liabilities is measured on a net basis. Transfers between levels are recognized at end-of-reporting-period values. During the three and nine months ended September 30, 2015 and 2014, there were no transfers between Level 1 and Level 2. See Note 1 in each Registrant's 2014 Form 10-K for information on the levels in the fair value hierarchy.

Recurring Fair Value Measurements

The assets and liabilities measured at fair value, excluding assets and liabilities of discontinued operations at December 31, 2014, were:

	September 30, 2015			December 31, 2014				
	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3
PPL								
Assets								
Cash and cash equivalents	\$ 981	\$ 981			\$ 1,399	\$ 1,399		
Short-term investments					120	120		
Restricted cash and cash equivalents (a)	36	36			31	31		
Price risk management assets (b):								
Interest rate swaps	1		\$ 1					
Foreign currency contracts	169		169		130		\$ 130	
Cross-currency swaps	61		61		29		28	\$ 1
Total price risk management assets	231		231		159		158	1
Auction rate securities (c)	1			\$ 1	2			2
Total assets	\$ 1,249	\$ 1,017	\$ 231	\$ 1	\$ 1,711	\$ 1,550	\$ 158	\$ 3
Liabilities								
Price risk management liabilities (b):								
Interest rate swaps	\$ 82		\$ 82		\$ 156		\$ 156	
Foreign currency contracts	7		7		2		2	
Cross-currency swaps					3		3	
Total price risk management liabilities	\$ 89		\$ 89		\$ 161		\$ 161	
PPL Electric								
Assets								
Cash and cash equivalents	\$ 26	\$ 26			\$ 214	\$ 214		
Restricted cash and cash equivalents (a)	2	2			3	3		
Total assets	\$ 28	\$ 28			\$ 217	\$ 217		
LKE								
Assets								
Cash and cash equivalents	\$ 455	\$ 455			\$ 21	\$ 21		
Cash collateral posted to counterparties (d)	10	10			21	21		
Total assets	\$ 465	\$ 465			\$ 42	\$ 42		
Liabilities								
Price risk management liabilities:								
Interest rate swaps	\$ 50		\$ 50		\$ 114		\$ 114	
Total price risk management liabilities	\$ 50		\$ 50		\$ 114		\$ 114	

Table of Contents

	September 30, 2015				December 31, 2014			
	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3
LG&E								
Assets								
Cash and cash equivalents	\$ 180	\$ 180			\$ 10	\$ 10		
Cash collateral posted to counterparties (d)	10	10			21	21		
Total assets	<u>\$ 190</u>	<u>\$ 190</u>			<u>\$ 31</u>	<u>\$ 31</u>		
Liabilities								
Price risk management liabilities:								
Interest rate swaps	\$ 50		\$ 50		\$ 81		\$ 81	
Total price risk management liabilities	<u>\$ 50</u>		<u>\$ 50</u>		<u>\$ 81</u>		<u>\$ 81</u>	
KU								
Assets								
Cash and cash equivalents	\$ 275	\$ 275			\$ 11	\$ 11		
Total assets	<u>\$ 275</u>	<u>\$ 275</u>			<u>\$ 11</u>	<u>\$ 11</u>		
Liabilities								
Price risk management liabilities:								
Interest rate swaps					\$ 33		\$ 33	
Total price risk management liabilities					<u>\$ 33</u>		<u>\$ 33</u>	

- (a) Current portion is included in "Other current assets" and long-term portion is included in "Other noncurrent assets" on the Balance Sheets.
 (b) Included in "Other current assets", "Other current liabilities", "Other noncurrent assets" and "Other deferred credits and noncurrent liabilities" on the Balance Sheets.
 (c) Included in "Other noncurrent assets" on the Balance Sheets.
 (d) Included in "Other noncurrent assets" on the Balance Sheets. Represents cash collateral posted to offset the exposure with counterparties related to certain interest rate swaps under master netting arrangements that are not offset.

Price Risk Management Assets/Liabilities - Interest Rate Swaps/Foreign Currency Contracts/Cross-Currency Swaps (PPL, LKE, LG&E and KU)

To manage interest rate risk, PPL, LKE, LG&E and KU use interest rate contracts such as forward-starting swaps, floating-to-fixed swaps and fixed-to-floating swaps. To manage foreign currency exchange risk, PPL uses foreign currency contracts such as forwards, options and cross-currency swaps that contain characteristics of both interest rate and foreign currency contracts. An income approach is used to measure the fair value of these contracts, utilizing readily observable inputs, such as forward interest rates (e.g., LIBOR and government security rates) and forward foreign currency exchange rates (e.g., GBP), as well as inputs that may not be observable, such as credit valuation adjustments. In certain cases, market information cannot practicably be obtained to value credit risk and therefore internal models are relied upon. These models use projected probabilities of default and estimated recovery rates based on historical observances. When the credit valuation adjustment is significant to the overall valuation, the contracts are classified as Level 3. Cross-currency swaps are valued by PPL's Treasury department, which reports to the Chief Financial Officer (CFO). Accounting personnel, who also report to the CFO, interpret analysis quarterly to classify the contracts in the fair value hierarchy. Valuation techniques are evaluated periodically.

Nonrecurring Fair Value Measurements (PPL)

See Note 8 for information regarding the estimated fair value of the Supply segment's net assets as of the June 1, 2015 spinoff date.

Financial Instruments Not Recorded at Fair Value (All Registrants)

The carrying amounts of long-term debt on the Balance Sheets and their estimated fair values are set forth below, excluding long-term debt of discontinued operations at December 31, 2014. The fair values were estimated using an income approach by discounting future cash flows at estimated current cost of funding rates, which incorporate the credit risk of the Registrants. Long-term debt is classified as Level 2. The effect of third-party credit enhancements is not included in the fair value measurement.

Table of Contents

	September 30, 2015		December 31, 2014	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
PPL	\$ 19,205	\$ 21,184	\$ 18,173	\$ 20,466
PPL Electric	2,603	2,882	2,602	2,990
LKE	5,617	5,927	4,567	4,946
LG&E	1,903	1,978	1,353	1,455
KU	2,591	2,763	2,091	2,313

The carrying value of short-term debt (including notes between affiliates), when outstanding, approximates fair value due to the variable interest rates associated with the short-term debt and is classified as Level 2.

14. Derivative Instruments and Hedging Activities

Risk Management Objectives

(All Registrants)

PPL has a risk management policy approved by the Board of Directors to manage market risk associated with commodities, interest rates on debt issuances and foreign exchange (including price, liquidity and volumetric risk) and credit risk (including non-performance risk and payment default risk). The RMC, comprised of senior management and chaired by the Chief Risk Officer, oversees the risk management function. Key risk control activities designed to ensure compliance with the risk policy and detailed programs include, but are not limited to, credit review and approval, validation of transactions, verification of risk and transaction limits, VaR analyses and the coordination and reporting of the Enterprise Risk Management (ERM) program.

Market Risk

Market risk includes the potential loss that may be incurred as a result of price changes associated with a particular financial or commodity instrument as well as market liquidity and volumetric risks. Forward contracts, futures contracts, options, swaps and structured transactions are utilized as part of risk management strategies to minimize unanticipated fluctuations in earnings caused by changes in commodity prices, volumes of full-requirement sales contracts, basis exposure, interest rates and foreign currency exchange rates. Many of the contracts meet the definition of a derivative. All derivatives are recognized on the Balance Sheets at their fair value, unless NPNS is elected.

The following summarizes the market risks that affect PPL and its Subsidiary Registrants.

Interest rate risk

- PPL and its subsidiaries are exposed to interest rate risk associated with forecasted fixed-rate and existing floating-rate debt issuances. PPL and WPD hold over-the-counter cross currency swaps to limit exposure to market fluctuations on interest and principal payments from changes in foreign currency exchange rates and interest rates. LG&E utilizes over-the-counter interest rate swaps to limit exposure to market fluctuations on floating-rate debt. PPL, LG&E and KU utilize forward starting interest rate swaps to hedge changes in benchmark interest rates, when appropriate, in connection with future debt issuances.
- PPL and its subsidiaries are exposed to interest rate risk associated with debt securities held by defined benefit plans. This risk is significantly mitigated to the extent that the plans are sponsored at, or sponsored on behalf of, the regulated domestic utilities and for certain plans at WPD due to the recovery mechanisms in place.

Foreign currency risk

- PPL is exposed to foreign currency exchange risk primarily associated with its investments in and earnings of U.K. affiliates.

Table of Contents

Commodity price risk

- PPL is exposed to commodity price risk through its domestic subsidiaries as described below. WPD is exposed to volumetric risk which is significantly mitigated as a result of the method of regulation in the U.K.
- PPL Electric is exposed to commodity price risk from its obligation as PLR; however, its PUC-approved cost recovery mechanism substantially eliminates its exposure to this risk. PPL Electric also mitigates its exposure to volumetric risk by entering into full-requirement supply agreements to serve its PLR customers. These supply agreements transfer the volumetric risk associated with the PLR obligation to the energy suppliers.
- LG&E's and KU's rates include certain mechanisms for fuel and fuel-related expenses. In addition, LG&E's rates include certain mechanisms for natural gas supply. These mechanisms generally provide for timely recovery of market price and volumetric fluctuations associated with these expenses.

Equity securities price risk

- PPL and its subsidiaries are exposed to equity securities price risk associated with defined benefit plans. This risk is significantly mitigated at the regulated domestic utilities and for certain plans at WPD due to the recovery mechanisms in place.
- PPL is exposed to equity securities price risk from future stock sales and/or purchases.

Credit Risk

Credit risk is the potential loss that may be incurred due to a counterparty's non-performance.

PPL is exposed to credit risk from "in-the-money" interest rate and foreign currency derivatives with financial institutions, as well as additional credit risk through certain of its subsidiaries, as discussed below.

In the event a supplier of LKE (through its subsidiaries LG&E and KU) or PPL Electric defaults on its obligation, those entities would be required to seek replacement power or replacement fuel in the market. In general, subject to regulatory review or other processes, appropriate incremental costs incurred by these entities would be recoverable from customers through applicable rate mechanisms, thus mitigating the financial risk for these entities.

PPL and its subsidiaries have credit policies in place to manage credit risk, including the use of an established credit approval process, daily monitoring of counterparty positions and the use of master netting agreements or provisions. These agreements generally include credit mitigation provisions, such as margin, prepayment or collateral requirements. PPL and its subsidiaries may request additional credit assurance, in certain circumstances, in the event that the counterparties' credit ratings fall below investment grade, their tangible net worth falls below specified percentages or their exposures exceed an established credit limit.

Master Netting Arrangements

Net derivative positions on the balance sheets are not offset against the right to reclaim cash collateral (a receivable) or the obligation to return cash collateral (a payable) under master netting arrangements.

PPL, LKE, LG&E and KU had no obligation to return cash collateral under master netting arrangements at September 30, 2015 and December 31, 2014.

PPL, LKE and LG&E posted \$10 million and \$21 million of cash collateral under master netting arrangements at September 30, 2015 and December 31, 2014.

KU did not post any cash collateral under master netting arrangements at September 30, 2015 and December 31, 2014.

See "Offsetting Derivative Instruments" below for a summary of derivative positions presented in the balance sheets where a right of setoff exists under these arrangements.

Table of Contents

Interest Rate Risk

(PPL, LKE, LG&E and KU)

PPL and its subsidiaries issue debt to finance their operations, which exposes them to interest rate risk. Various financial derivative instruments are utilized to adjust the mix of fixed and floating interest rates in their debt portfolio, adjust the duration of the debt portfolio and lock in benchmark interest rates in anticipation of future financing, when appropriate. Risk limits under PPL's risk management program are designed to balance risk exposure to volatility in interest expense and changes in the fair value of the debt portfolio due to changes in benchmark interest rates.

Cash Flow Hedges

(PPL)

Interest rate risks include exposure to adverse interest rate movements for outstanding variable rate debt and for future anticipated financings. Financial interest rate swap contracts that qualify as cash flow hedges may be entered into to hedge floating interest rate risk associated with both existing and anticipated debt issuances. At September 30, 2015, outstanding interest rate swaps contracts range in maturity through 2026 for WPD and through 2016 for PPL's domestic interest rate swaps. These swaps held an aggregate notional value of \$792 million, of which £320 million (approximately \$492 million based on spot rates) was related to WPD.

At September 30, 2015, PPL held an aggregate notional value in cross-currency interest rate swap contracts of \$1.3 billion that range in maturity from 2016 through 2028 to hedge the interest payments and principal of WPD's U.S. dollar-denominated senior notes.

For the three months ended September 30, 2015, PPL had an insignificant amount of hedge ineffectiveness associated with interest rate derivatives and no hedge ineffectiveness for the three months ended September 30, 2014. For the nine months ended September 30, 2015 and 2014, PPL had an insignificant amount of hedge ineffectiveness associated with interest rate derivatives.

Cash flow hedges are discontinued if it is no longer probable that the original forecasted transaction will occur by the end of the originally specified time period and any amounts previously recorded in AOCI are reclassified into earnings once it is determined that the hedged transaction is probable of not occurring.

As a result of the June 1, 2015 spinoff of PPL Energy Supply, all PPL cash flow hedges associated with PPL Energy Supply were ineffective and discontinued and therefore, reclassified into earnings during the second quarter of 2015 and reflected in discontinued operations for the nine months ended September 30, 2015. See Note 8 for additional information.

For PPL's remaining cash flow hedges, for the three months ended September 30, 2015 and 2014 and the nine months ended September 30, 2015, PPL had no cash flow hedges reclassified into earnings associated with discontinued cash flow hedges. For the nine months ended September 30, 2014, PPL had an insignificant amount reclassified into earnings associated with discontinued cash flow hedges.

At September 30, 2015, the accumulated net unrecognized after-tax gains (losses) on qualifying derivatives that are expected to be reclassified into earnings during the next 12 months were insignificant. Amounts are reclassified as the hedged interest expense is recorded.

(LKE, LG&E and KU)

Periodically, LG&E and KU enter into forward-starting interest rate swaps with PPL that have terms identical to forward-starting swaps entered into by PPL with third parties. It is probable that realized gains and losses on all of these swaps will be recoverable through regulated rates; as such, any gains and losses on these derivatives are included in regulatory assets or liabilities and will be recognized in "Interest Expense" on the Statements of Income over the life of the underlying debt at the time the underlying hedged interest expense is recorded. In September 2015, first mortgage bonds totaling \$1.05 billion were issued (LG&E issued \$550 million and KU issued \$500 million) and all outstanding forward-starting interest rate swaps were terminated. Net cash settlements of \$88 million were paid on the swaps that were terminated (LG&E and KU each paid \$44 million). The settlements are included in "Regulatory assets" (noncurrent) on the Balance Sheets and "Cash Flows from Operating Activities" on the Statements of Cash Flows.

Table of Contents

Economic Activity (PPL, LKE and LG&E)

LG&E enters into interest rate swap contracts that economically hedge interest payments on variable rate debt. Because realized gains and losses from the swaps, including a terminated swap contract, are recoverable through regulated rates, any subsequent changes in fair value of these derivatives are included in regulatory assets or liabilities until they are realized as interest expense. Realized gains and losses are recognized in "Interest Expense" on the Statements of Income at the time the underlying hedged interest expense is recorded. At September 30, 2015, LG&E held contracts with a notional amount of \$179 million that range in maturity through 2033.

Foreign Currency Risk

(PPL)

PPL is exposed to foreign currency risk, primarily through investments in and earnings of U.K. affiliates. PPL has adopted a foreign currency risk management program designed to hedge certain foreign currency exposures, including firm commitments, recognized assets or liabilities, anticipated transactions and net investments. In addition, PPL enters into financial instruments to protect against foreign currency translation risk of expected GBP earnings.

Net Investment Hedges

PPL enters into foreign currency contracts on behalf of a subsidiary to protect the value of a portion of its net investment in WPD. The contracts outstanding at September 30, 2015 had a notional amount of £134 million (approximately \$221 million based on contracted rates). The settlement dates of these contracts range from November 2015 through June 2016.

At September 30, 2015, PPL had \$18 million of accumulated net investment hedge after tax gains (losses) that were included in the foreign currency translation adjustment component of AOCI, compared to \$14 million at December 31, 2014.

Economic Activity

PPL enters into foreign currency contracts on behalf of a subsidiary to economically hedge GBP-denominated anticipated earnings. At September 30, 2015, the total exposure hedged by PPL was approximately £1.7 billion (approximately \$2.7 billion based on contracted rates). These contracts had termination dates ranging from October 2015 through December 2017.

Accounting and Reporting

(All Registrants)

All derivative instruments are recorded at fair value on the Balance Sheet as an asset or liability unless NPNS is elected. NPNS contracts for PPL and PPL Electric include certain full-requirement purchase contracts and other physical purchase contracts. Changes in the fair value of derivatives not designated as NPNS are recognized currently in earnings unless specific hedge accounting criteria are met and designated as such, except for the changes in fair values of LG&E's and KU's interest rate swaps that are recognized as regulatory assets or regulatory liabilities. See Note 6 for amounts recorded in regulatory assets and regulatory liabilities at September 30, 2015 and December 31, 2014.

See Notes 1 and 17 in each Registrant's 2014 Form 10-K for additional information on accounting policies related to derivative instruments.

(PPL)

The following table presents the fair value and location of derivative instruments recorded on the Balance Sheets, excluding derivative instruments of discontinued operations.

Table of Contents

	September 30, 2015				December 31, 2014			
	Derivatives designated as hedging instruments		Derivatives not designated as hedging instruments		Derivatives designated as hedging instruments		Derivatives not designated as hedging instruments	
	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities
Current:								
Price Risk Management								
Assets/Liabilities (a):								
Interest rate swaps (b)	\$ 1	\$ 31	\$ 5		\$ 94		\$ 5	
Cross-currency swaps (b)	26				3			
Foreign currency contracts	19		\$ 76	6	\$ 12		\$ 67	
Total current	46	31	76	11	12	97	67	5
Noncurrent:								
Price Risk Management								
Assets/Liabilities (a):								
Interest rate swaps (b)		1		45		14		43
Cross-currency swaps (b)	35				29			
Foreign currency contracts			74	1	5		46	2
Total noncurrent	35	1	74	46	34	14	46	45
Total derivatives	\$ 81	\$ 32	\$ 150	\$ 57	\$ 46	\$ 111	\$ 113	\$ 50

(a) Included in "Other current assets", "Other current liabilities", "Other noncurrent assets" and "Other deferred credits and noncurrent liabilities" on the Balance Sheets.
(b) Excludes accrued interest, if applicable.

The following tables present the pre-tax effect of derivative instruments recognized in income, OCI or regulatory assets and regulatory liabilities for the periods ended September 30, 2015.

Derivative Relationships	Derivative Gain (Loss) Recognized in OCI (Effective Portion)		Location of Gain (Loss) Recognized in Income on Derivative	Three Months		Nine Months	
	Three Months	Nine Months		Gain (Loss) Reclassified from AOCI into Income (Effective Portion)	Gain (Loss) Reclassified from AOCI into Income (Effective Portion)	Gain (Loss) Reclassified from AOCI into Income (Effective Portion)	Gain (Loss) Reclassified from AOCI into Income (Effective Portion)
				Gain (Loss) Recognized in Income on Derivative	Gain (Loss) Recognized in Income on Derivative	Gain (Loss) Recognized in Income on Derivative	Gain (Loss) Recognized in Income on Derivative
Cash Flow Hedges:							
Interest rate swaps	\$ (27)	\$ (29)	Interest expense	\$ (2)		\$ (9)	
			Discontinued operations				\$ (77)
Cross-currency swaps	(3)	33	Interest expense	(1)		1	
			Other income (expense) - net	(10)		22	
Commodity contracts			Discontinued operations			13	7
Total	\$ (30)	\$ 4		\$ (13)		\$ 27	\$ (70)
Net Investment Hedges:							
Foreign currency contracts	\$ 7	\$ 6					

Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized in Income on Derivative	Three Months	Nine Months
Foreign currency contracts	Other income (expense) - net	\$ 78	\$ 64
Interest rate swaps	Interest expense	(2)	(6)
	Total	\$ 76	\$ 58

Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized as Regulatory Liabilities/Assets	Three Months	Nine Months
Interest rate swaps	Regulatory assets - noncurrent	\$ (5)	\$ (2)

Table of Contents

Derivatives Designated as Hedging Instruments	Location of Gain (Loss) Recognized as Regulatory Liabilities/Assets	Three Months	Nine Months
Interest rate swaps	Regulatory assets - noncurrent	\$ (42)	\$ (22)

The following tables present the pre-tax effect of derivative instruments recognized in income, OCI, or regulatory assets and regulatory liabilities for the periods ended September 30, 2014.

Derivative Relationships	Derivative Gain (Loss) Recognized in OCI (Effective Portion)		Location of Gain (Loss) Recognized in Income on Derivative	Gain (Loss) Reclassified from AOCI into Income (Effective Portion)	Three Months	Nine Months
	Three Months	Nine Months			Gain (Loss) Recognized in Income on Derivative (Ineffective Portion and Amount Excluded from Effectiveness Testing)	Gain (Loss) Reclassified from AOCI into Income (Effective Portion)
Cash Flow Hedges:						
Interest rate swaps	\$ (5)	\$ (65)	Interest expense	\$ (5)	\$ (14)	\$ 2
Cross-currency swaps	(2)	(18)	Interest expense		1	
			Other income (expense) - net	12	(17)	
Commodity contracts			Discontinued operations	8	30	
Total	\$ (7)	\$ (83)		\$ 15	\$ 2	\$ 2
Net Investment Hedges:						
Foreign currency contracts	\$ 25	\$ 7				

Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized in Income on Derivative	Three Months	Nine Months
Foreign currency contracts	Other income (expense) - net	\$ 134	\$ 38
Interest rate swaps	Interest expense	(2)	(6)
	Total	\$ 132	\$ 32

Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized as Regulatory Liabilities/Assets	Three Months	Nine Months
Interest rate swaps	Regulatory assets - noncurrent		\$ (6)

Derivatives Designated as Hedging Instruments	Location of Gain (Loss) Recognized as Regulatory Liabilities/Assets	Three Months	Nine Months
Interest rate swaps	Regulatory assets - noncurrent	\$ (4)	\$ (4)
	Regulatory liabilities - noncurrent	\$ 6	\$ 6

(LKE)

The following table presents the fair value and the location on the Balance Sheets of derivative instruments designated as cash flow hedges.

	September 30, 2015		December 31, 2014	
	Assets	Liabilities	Assets	Liabilities
Current:				
Price Risk Management				
Assets/Liabilities (a):				
Interest rate swaps			\$	66

(a) Represents the location on the Balance Sheets.

Table of Contents

The following table presents the pre-tax effect of derivative instruments designated as cash flow hedges that are recognized in regulatory assets for the periods ended September 30, 2015.

Derivative Instruments	Location of Gain (Loss)	Three Months	Nine Months
Interest rate swaps	Regulatory assets - noncurrent	\$ (42)	\$ (22)

The following table presents the pre-tax effect of derivative instruments designated as cash flow hedges that are recognized in regulatory assets and liabilities for the periods ended September 30, 2014.

Derivative Instruments	Location of Gain (Loss)	Three Months	Nine Months
Interest rate swaps	Regulatory assets - noncurrent	\$ (4)	\$ (4)
Derivative Instruments	Location of Gain (Loss)	Three Months	Nine Months
Interest rate swaps	Regulatory liabilities - noncurrent	\$ 6	\$ 6

(LG&E)

The following table presents the fair value and the location on the Balance Sheets of derivative instruments designated as cash flow hedges.

	September 30, 2015		December 31, 2014	
	Assets	Liabilities	Assets	Liabilities
Current:				
Price Risk Management				
Assets/Liabilities (a):				
Interest rate swaps			\$	33

(a) Represents the location on the Balance Sheets.

The following table presents the pre-tax effect of derivative instruments designated as cash flow hedges that are recognized in regulatory assets for the periods ended September 30, 2015.

Derivative Instruments	Location of Gain (Loss)	Three Months	Nine Months
Interest rate swaps	Regulatory assets - noncurrent	\$ (21)	\$ (11)

The following table presents the pre-tax effect of derivative instruments designated as cash flow hedges that are recognized in regulatory assets and liabilities for the periods ended September 30, 2014.

Derivative Instruments	Location of Gain (Loss)	Three Months	Nine Months
Interest rate swaps	Regulatory assets - noncurrent	\$ (2)	\$ (2)
Derivative Instruments	Location of Gain (Loss)	Three Months	Nine Months
Interest rate swaps	Regulatory liabilities - noncurrent	\$ 3	\$ 3

(KU)

The following table presents the fair value and the location on the Balance Sheets of derivative instruments designated as cash flow hedges.

	September 30, 2015		December 31, 2014	
	Assets	Liabilities	Assets	Liabilities
Current:				
Price Risk Management				
Assets/Liabilities (a):				
Interest rate swaps			\$	33

(a) Represents the location on the Balance Sheets.

Table of Contents

The following table presents the pre-tax effect of derivative instruments designated as cash flow hedges that are recognized in regulatory assets for the periods ended September 30, 2015.

Derivative Instruments	Location of Gain (Loss)	Three Months	Nine Months
Interest rate swaps	Regulatory assets - noncurrent	\$ (21)	\$ (11)

The following table presents the pre-tax effect of derivative instruments designated as cash flow hedges that are recognized in regulatory assets and liabilities for the periods ended September 30, 2014.

Derivative Instruments	Location of Gain (Loss)	Three Months	Nine Months
Interest rate swaps	Regulatory assets - noncurrent	\$ (2)	\$ (2)

Derivative Instruments	Location of Gain (Loss)	Three Months	Nine Months
Interest rate swaps	Regulatory liabilities - noncurrent	\$ 3	\$ 3

(LKE and LG&E)

The following table presents the fair value and the location on the Balance Sheets of derivatives not designated as hedging instruments.

	September 30, 2015		December 31, 2014	
	Assets	Liabilities	Assets	Liabilities
Current:				
Price Risk Management				
Assets/Liabilities (a):				
Interest rate swaps		\$ 5		\$ 5
Total current		\$ 5		\$ 5
Noncurrent:				
Price Risk Management				
Assets/Liabilities (a):				
Interest rate swaps		45		43
Total noncurrent		45		43
Total derivatives		\$ 50		\$ 48

(a) Represents the location on the Balance Sheets.

The following tables present the pre-tax effect of derivatives not designated as cash flow hedges that are recognized in income or regulatory assets for the periods ended September 30, 2015.

Derivative Instruments	Location of Gain (Loss) Recognized in Income on Derivatives	Three Months	Nine Months
Interest rate swaps	Interest expense	\$ (2)	\$ (6)

Derivative Instruments	Location of Gain (Loss) Recognized in Regulatory Assets	Three Months	Nine Months
Interest rate swaps	Regulatory assets - noncurrent	\$ (5)	\$ (2)

The following tables present the pre-tax effect of derivatives not designated as cash flow hedges that are recognized in income or regulatory assets for the periods ended September 30, 2014.

Derivative Instruments	Location of Gain (Loss) Recognized in Income on Derivatives	Three Months	Nine Months
Interest rate swaps	Interest expense	\$ (2)	\$ (6)

Derivative Instruments	Location of Gain (Loss) Recognized in Regulatory Assets	Three Months	Nine Months
Interest rate swaps	Regulatory assets - noncurrent		\$ (6)

Table of Contents

(PPL, LKE, LG&E and KU)

Offsetting Derivative Instruments

PPL, LKE, LG&E and KU or certain of their subsidiaries have master netting arrangements in place and also enter into agreements pursuant to which they purchase or sell certain energy and other products. Under the agreements, upon termination of the agreement as a result of a default or other termination event, the non-defaulting party typically would have a right to set off amounts owed under the agreement against any other obligations arising between the two parties (whether under the agreement or not), whether matured or contingent and irrespective of the currency, place of payment or place of booking of the obligation.

PPL, LKE, LG&E and KU have elected not to offset derivative assets and liabilities and not to offset net derivative positions against the right to reclaim cash collateral pledged (an asset) or the obligation to return cash collateral received (a liability) under derivatives agreements. The table below summarizes the derivative positions presented in the balance sheets where a right of setoff exists under these arrangements and related cash collateral received or pledged.

	Assets				Liabilities			
	Eligible for Offset			Net	Eligible for Offset			Net
	Gross	Derivative Instruments	Cash Collateral Received		Gross	Derivative Instruments	Cash Collateral Pledged	
September 30, 2015								
Treasury Derivatives								
PPL	\$ 231	\$ 33		\$ 198	\$ 89	\$ 33	\$ 10	\$ 46
LKE					50		10	40
LG&E					50		10	40
December 31, 2014								
Treasury Derivatives								
PPL	\$ 159	\$ 65		\$ 94	\$ 161	\$ 65	\$ 21	\$ 75
LKE					114		20	94
LG&E					81		20	61
KU					33			33

Credit Risk-Related Contingent Features

Certain derivative contracts contain credit risk-related contingent features which, when in a net liability position, would permit the counterparties to require the transfer of additional collateral upon a decrease in the credit ratings of PPL, LKE, LG&E and KU or certain of their subsidiaries. Most of these features would require the transfer of additional collateral or permit the counterparty to terminate the contract if the applicable credit rating were to fall below investment grade. Some of these features also would allow the counterparty to require additional collateral upon each downgrade in credit rating at levels that remain above investment grade. In either case, if the applicable credit rating were to fall below investment grade, and assuming no assignment to an investment grade affiliate were allowed, most of these credit contingent features require either immediate payment of the net liability as a termination payment or immediate and ongoing full collateralization on derivative instruments in net liability positions.

Additionally, certain derivative contracts contain credit risk-related contingent features that require adequate assurance of performance be provided if the other party has reasonable concerns regarding the performance of PPL's, LKE's, LG&E's, and KU's obligations under the contracts. A counterparty demanding adequate assurance could require a transfer of additional collateral or other security, including letters of credit, cash and guarantees from a creditworthy entity. This would typically involve negotiations among the parties. However, amounts disclosed below represent assumed immediate payment or immediate and ongoing full collateralization for derivative instruments in net liability positions with "adequate assurance" features.

(PPL, LKE and LG&E)

At September 30, 2015, derivative contracts in a net liability position that contain credit risk-related contingent features, collateral posted on those positions and the related effect of a decrease in credit ratings below investment grade are summarized as follows:

Table of Contents

	PPL	LKE	LG&E
Aggregate fair value of derivative instruments in a net liability position with credit risk-related contingent features	\$ 32	\$ 30	\$ 30
Aggregate fair value of collateral posted on these derivative instruments	10	10	10
Aggregate fair value of additional collateral requirements in the event of a credit downgrade below investment grade (a)	22	20	20

(a) Includes the effect of net receivables and payables already recorded on the Balance Sheet.

15. Goodwill

(PPL)

The change in the carrying amount of goodwill for the nine months ended September 30, 2015 was due to the effect of foreign currency exchange rates on the U.K. Regulated segment.

16. Asset Retirement Obligations

(PPL, LKE, LG&E and KU)

The changes in the carrying amounts of AROs were as follows.

	PPL	LKE	LG&E	KU
Balance at December 31, 2014	\$ 336	\$ 285	\$ 74	\$ 211
Accretion	14	13	4	9
Changes in estimated cash flow or settlement date	221	221	83	138
Effect of foreign currency exchange rates	(1)			
Obligations settled	(5)	(5)	(4)	(1)
Balance at September 30, 2015	<u>\$ 565</u>	<u>\$ 514</u>	<u>\$ 157</u>	<u>\$ 357</u>

Substantially all of the ARO balances are classified as noncurrent at September 30, 2015 and December 31, 2014.

In connection with the final CCR rule, LG&E and KU recorded increases to the existing AROs of \$57 million (\$36 million at LG&E and \$21 million at KU) and \$219 million (\$81 million at LG&E and \$138 million at KU) during the three and nine months ended September 30, 2015 due to revisions in the timing and amounts of future expected cash flows. An updated engineering study based on the final rule was performed in the third quarter providing further clarity on the projected CCR closure costs and resulted in a revision to the estimate recorded in June. Further increases to AROs or changes to current capital plans or to operating costs may be required as estimates of future cash flows are refined based on closure developments, groundwater monitoring results and regulatory or legal proceedings. PPL, LKE, LG&E and KU believe relevant costs relating to this rule are subject to rate recovery. See Note 10 for information on the final CCR rule.

LG&E's and KU's accretion and ARO-related depreciation expense are recorded as a regulatory asset, such that there is no net earnings impact.

17. Accumulated Other Comprehensive Income (Loss)

(PPL and LKE)

The after-tax changes in AOCI by component for the periods ended September 30 were as follows.

Table of Contents

	Foreign currency translation adjustments	Unrealized gains (losses)		Equity investees' AOCI	Defined benefit plans			Total
		Available- for-sale securities	Qualifying derivatives		Prior service costs	Actuarial gain (loss)	Transition asset (obligation)	
PPL								
June 30, 2015	\$ (435)		\$ 2		\$ (3)	\$ (1,849)	\$ 1	\$ (2,284)
Amounts arising during the period	52		(19)					33
Reclassifications from AOCI			10			35		45
Net OCI during the period	52		(9)			35		78
September 30, 2015	\$ (383)		\$ (7)		\$ (3)	\$ (1,814)	\$ 1	\$ (2,206)
December 31, 2014	\$ (286)	\$ 202	\$ 20	\$ 1	\$ 3	\$ (2,215)	\$ 1	\$ (2,274)
Amounts arising during the period	(97)	7	8		(6)	52		(36)
Reclassifications from AOCI		(2)	20	(1)		111		128
Net OCI during the period	(97)	5	28	(1)	(6)	163		92
Distribution of PPL Energy Supply (Note 8)		(207)	(55)			238		(24)
September 30, 2015	\$ (383)	\$ (207)	\$ (7)	\$ (1)	\$ (3)	\$ (1,814)	\$ 1	\$ (2,206)
June 30, 2014	\$ 117	\$ 190	\$ 61	\$ 1	\$ (4)	\$ (1,764)	\$ 1	\$ (1,398)
Amounts arising during the period	(48)	(1)	(5)			(1)		(55)
Reclassifications from AOCI		(3)	(12)		1	29		15
Net OCI during the period	(48)	(4)	(17)		1	28		(40)
September 30, 2014	\$ 69	\$ 186	\$ 44	\$ 1	\$ (3)	\$ (1,736)	\$ 1	\$ (1,438)
December 31, 2013	\$ (11)	\$ 173	\$ 94	\$ 1	\$ (6)	\$ (1,817)	\$ 1	\$ (1,565)
Amounts arising during the period	80	18	(52)			(3)		43
Reclassifications from AOCI		(5)	2		3	84		84
Net OCI during the period	80	13	(50)		3	81		127
September 30, 2014	\$ 69	\$ 186	\$ 44	\$ 1	\$ (3)	\$ (1,736)	\$ 1	\$ (1,438)
LKE								
June 30, 2015				\$ (1)	\$ (7)	\$ (44)		\$ (52)
Reclassifications from AOCI						1		1
Net OCI during the period						1		1
September 30, 2015				\$ (1)	\$ (7)	\$ (43)		\$ (51)
December 31, 2014					\$ (8)	\$ (37)		\$ (45)
Amounts arising during the period						(8)		(8)
Reclassifications from AOCI				\$ (1)	1	2		2
Net OCI during the period				(1)	1	(6)		(6)
September 30, 2015				\$ (1)	\$ (7)	\$ (43)		\$ (51)
June 30, 2014					\$ (2)	\$ 12		\$ 10
Net OCI during the period					(2)	12		10
September 30, 2014					\$ (2)	\$ 12		\$ 10
December 31, 2013				\$ 1	\$ (2)	\$ 14		\$ 13
Amounts arising during the period						(2)		(2)
Reclassifications from AOCI				(1)				(1)
Net OCI during the period				(1)		(2)		(3)
September 30, 2014				\$ (1)	\$ (2)	\$ 12		\$ 10

(PPL)

The following table presents the gains (losses) and related income taxes for reclassifications from AOCI for the periods ended September 30. The defined benefit plan components of AOCI are not reflected in their entirety in the statement of income during the periods; rather, they are included in the computation of net periodic defined benefit costs (credits). See Note 9 for additional information.

Table of Contents

Details about AOCI	Three Months		Nine Months		Affected Line Item on the Statements of Income
	2015	2014	2015	2014	
Available-for-sale securities		\$ 7	\$ 4	\$ 11	Other Income (Expense) - net
Total Pre-tax		7	4	11	
Income Taxes		(4)	(2)	(6)	
Total After-tax		3	2	5	
Qualifying derivatives					
Interest rate swaps	\$ (2)	(5)	(9)	(12)	Interest Expense
			(77)		Discontinued operations
Cross-currency swaps	(10)	12	22	(17)	Other Income (Expense) - net
	(1)		1	1	Interest Expense
Energy commodities		8	20	30	Discontinued operations
Total Pre-tax	(13)	15	(43)	2	
Income Taxes	3	(3)	23	(4)	
Total After-tax	(10)	12	(20)	(2)	
Equity investees' AOCI			2		Other Income (Expense) - net
Total Pre-tax			2		
Income Taxes			(1)		
Total After-tax			1		
Defined benefit plans					
Prior service costs		(2)		(6)	
Net actuarial loss	(45)	(38)	(146)	(110)	
Total Pre-tax	(45)	(40)	(146)	(116)	
Income Taxes	10	10	35	29	
Total After-tax	(35)	(30)	(111)	(87)	
Total reclassifications during the period	\$ (45)	\$ (15)	\$ (128)	\$ (84)	

18. New Accounting Guidance Pending Adoption

(All Registrants)

Accounting for Revenue from Contracts with Customers

In May 2014, the Financial Accounting Standards Board (FASB) issued accounting guidance that establishes a comprehensive new model for the recognition of revenue from contracts with customers. This model is based on the core principle that revenue should be recognized to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

For public business entities, this guidance can be applied using either a full retrospective or modified retrospective transition method, beginning in annual reporting periods after December 15, 2017 and interim periods within those years. Public business entities may early adopt this guidance in annual reporting periods beginning after December 15, 2016. The Registrants expect to adopt this guidance effective January 1, 2018.

The Registrants are currently assessing the impact of adopting this guidance, as well as the transition method they will use.

Reporting Uncertainties about an Entity's Ability to Continue as a Going Concern

In August 2014, the FASB issued accounting guidance which will require management to assess, for each interim and annual period, whether there are conditions or events that raise substantial doubt about an entity's ability to continue as a going concern. Substantial doubt about an entity's ability to continue as a going concern exists when relevant conditions and events, considered in the aggregate, indicate that it is probable that the entity will be unable to meet its obligations as they become due within one year after the date the financial statements are issued.

When management identifies conditions or events that raise substantial doubt about an entity's ability to continue as a going concern, management is required to disclose information that enables users of the financial statements to understand the principal conditions or events that raised substantial doubt about the entity's ability to continue as a going concern and management's evaluation of the significance of those conditions or events. If substantial doubt about the entity's ability to

Table of Contents

continue as a going concern has been alleviated as a result of management's plan, the entity should disclose information that allows the users of the financial statements to understand those plans. If the substantial doubt about the entity's ability to continue as a going concern is not alleviated by management's plans, management's plans to mitigate the conditions or events that gave rise to the substantial doubt about the entity's ability to continue as a going concern should be disclosed, as well as a statement that there is substantial doubt the entity's ability to continue as a going concern within one year after the date the financial statements are issued.

For all entities, this guidance should be applied prospectively within the annual periods ending after December 15, 2016, and for annual periods and interim periods thereafter. Early adoption is permitted.

The Registrants will adopt this guidance for the annual period ending December 31, 2016. The adoption of this guidance is not expected to have a significant impact on the Registrants.

Determining Whether the Host Contract in a Hybrid Financial Instrument Issued in the Form of a Share Is More Akin to Debt or to Equity

In November 2014, the FASB issued guidance that clarifies how current accounting guidance should be interpreted when evaluating the economic characteristics and risks of a host contract of a hybrid financial instrument issued in the form of a share. This guidance does not change the current criteria for determining whether separation of an embedded derivative feature from a hybrid financial instrument is required. Entities are still required to evaluate whether the economic risks of the embedded derivative feature are clearly and closely related to those of the host contract, among other relevant criteria.

An entity should consider the substantive terms and features of the entire hybrid financial instrument, including the embedded derivative feature being evaluated for bifurcation, in evaluating the nature of the host contract to determine whether the host contract is more akin to a debt instrument or more akin to an equity instrument. An entity should assess the relative strength of the debt-like and equity-like terms and features when determining how to weight those terms and features.

For public business entities, this guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015 and should be applied using a modified retrospective method for existing hybrid financial instruments issued in the form of a share as of the beginning of the fiscal year the guidance is adopted. Early adoption is permitted. Retrospective application is permitted but not required.

The Registrants will adopt this guidance on January 1, 2016. The adoption of this guidance is not expected to have a significant impact on the Registrants.

Income Statement Presentation of Extraordinary and Unusual Items

In January 2015, the FASB issued accounting guidance that eliminates the concept of extraordinary items, which requires an entity to separately classify, present in the income statement and disclose material events and transactions that are both unusual and occur infrequently. The requirement to report material events or transactions that are unusual or infrequent as a separate component of income from continuing operations has been retained, as has the requirement to separately present the nature and financial effects of each event or transaction in the income statement as a separate component of continuing operations or disclose them within the notes to the financial statements. The scope of these requirements has been expanded to include items that are both unusual and occur infrequently.

For all entities, this guidance is effective for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. Early adoption is permitted provided that an entity applies the guidance from the beginning of the fiscal year of adoption. The guidance may be applied either retrospectively or prospectively.

The Registrants will adopt this guidance on January 1, 2016. The adoption of this guidance is not expected to have a significant impact on the Registrants.

Simplifying the Presentation of Debt Issuance Costs

In April 2015, the FASB issued accounting guidance to simplify the presentation of debt issuance costs by requiring that they be presented on the balance sheet as a direct deduction from the carrying amount of the associated debt liability, consistent with the presentation of debt discounts. For debt issuance costs associated with line of credit arrangements, the guidance was subsequently updated to reflect a speech by the SEC which noted that it would not object to an entity deferring and

Table of Contents

presenting debt issuance costs as an asset and subsequently amortizing the debt issuance costs ratably over the term of the line of credit arrangement.

For public business entities, this guidance should be applied retrospectively for financial statements issued for fiscal years beginning after December 15, 2015 and interim periods within those fiscal years. Early adoption is permitted.

The Registrants are assessing in which period they will adopt this guidance. The adoption of this guidance will require the Registrants to reclassify debt issuance costs from assets to long-term debt, and is not expected to have a significant impact on the Registrants.

Table of Contents

Item 2. Combined Management's Discussion and Analysis of Financial Condition and Results of Operations

(All Registrants)

This "Item 2. Combined Management's Discussion and Analysis of Financial Condition and Results of Operations" is separately filed by PPL Corporation, PPL Electric, LKE, LG&E and KU. Information contained herein relating to any individual Registrant is filed by such Registrant solely on its own behalf, and no Registrant makes any representation as to information relating to any other Registrant. The specific Registrant to which disclosures are applicable is identified in parenthetical headings in italics above the applicable disclosure or within the applicable disclosure for each Registrant's related activities and disclosures. Within combined disclosures, amounts are disclosed for any Registrant when significant.

The following should be read in conjunction with the Registrants' Condensed Consolidated Financial Statements and the accompanying Notes and with the Registrants' 2014 Form 10-K. Capitalized terms and abbreviations are defined in the glossary. Dollars are in millions, except per share data, unless otherwise noted.

"Management's Discussion and Analysis of Financial Condition and Results of Operations" includes the following information:

- "Overview" provides a description of each Registrant's business strategy, a description of key factors expected to impact future earnings and a discussion of important financial and operational developments.
- "Results of Operations" for PPL provides a detailed analysis of earnings by segment, and for PPL Electric, LKE, LG&E and KU, includes a summary of earnings. For all Registrants, "Margins" provides explanations of non-GAAP financial measures and "Statement of Income Analysis" addresses significant changes in principal line items on the Statements of Income, comparing the three and nine months ended September 30, 2015 with the same periods in 2014.
- "Financial Condition - Liquidity and Capital Resources" provides an analysis of the Registrants' liquidity positions and credit profiles. This section also includes a discussion of rating agency actions.
- "Financial Condition - Risk Management" provides an explanation of the Registrants' risk management programs relating to market and credit risk.

Overview

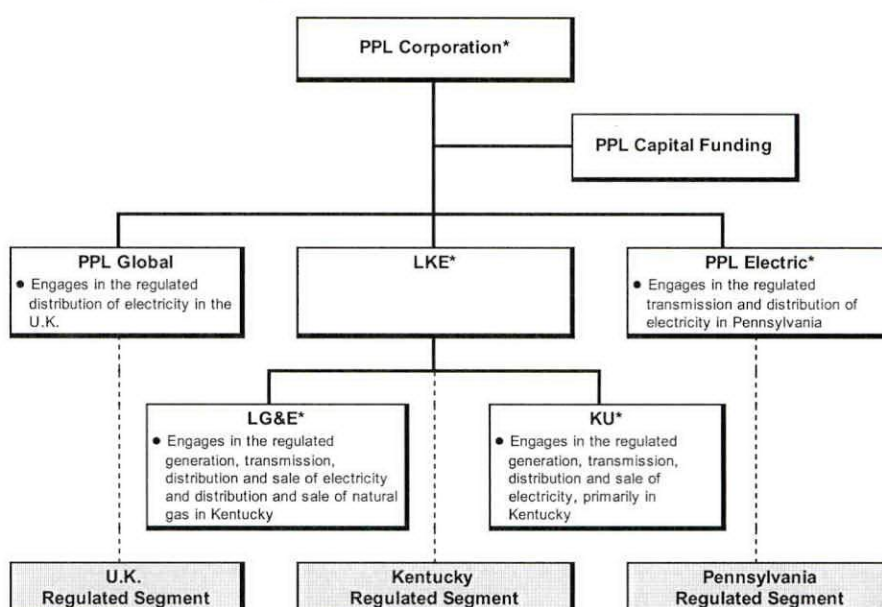
Introduction

(PPL)

PPL, headquartered in Allentown, Pennsylvania, is a utility holding company. PPL, through its regulated utility subsidiaries, delivers electricity to customers in the U.K., Pennsylvania, Kentucky, Virginia and Tennessee; delivers natural gas to customers in Kentucky; and generates electricity from power plants in Kentucky. In June 2014, PPL and PPL Energy Supply executed definitive agreements with affiliates of Riverstone to combine their competitive power generation businesses into a new, stand-alone, publicly traded company named Talen Energy. The transaction was completed on June 1, 2015. See "Financial and Operational Developments - Other Financial and Operational Developments - Spinoff of PPL Energy Supply" below for additional information.

Table of Contents

PPL's principal subsidiaries are shown below (* denotes an SEC registrant).



PPL's reportable segments' results primarily represent the results of the Subsidiary Registrants, except that the reportable segments are also allocated certain corporate level financing and other costs that are not included in the results of the applicable Subsidiary Registrants. The U.K. Regulated segment does not have a related Subsidiary Registrant.

In addition to PPL, the other Registrants included in this filing are as follows.

(PPL Electric)

PPL Electric, headquartered in Allentown, Pennsylvania, is a direct wholly owned subsidiary of PPL and a regulated public utility that is an electricity transmission and distribution service provider in eastern and central Pennsylvania. PPL Electric is subject to regulation as a public utility by the PUC, and certain of its transmission activities are subject to the jurisdiction of FERC under the Federal Power Act. PPL Electric delivers electricity in its Pennsylvania service area and provides electricity supply to retail customers in that area as a PLR under the Customer Choice Act.

(LKE)

LKE, headquartered in Louisville, Kentucky, is a wholly owned subsidiary of PPL and a holding company that owns regulated utility operations through its subsidiaries, LG&E and KU, which constitute substantially all of LKE's assets. LG&E and KU are engaged in the generation, transmission, distribution and sale of electricity. LG&E also engages in the distribution and sale of natural gas. LG&E and KU maintain their separate corporate identities and serve customers in Kentucky under their respective names. KU also serves customers in Virginia under the Old Dominion Power name and in Tennessee under the KU name.

(LG&E)

LG&E, headquartered in Louisville, Kentucky, is a wholly owned subsidiary of LKE and a regulated utility engaged in the generation, transmission, distribution and sale of electricity and distribution and sale of natural gas in Kentucky. LG&E is subject to regulation as a public utility by the KPSC, and certain of its transmission activities are subject to the jurisdiction of the FERC under the Federal Power Act.

(KU)

KU, headquartered in Lexington, Kentucky, is a wholly owned subsidiary of LKE and a regulated utility engaged in the generation, transmission, distribution and sale of electricity in Kentucky, Virginia and Tennessee. KU is subject to regulation as a public utility by the KPSC, the VSCC and the Tennessee Regulatory Authority, and certain of its transmission and wholesale power activities are subject to the jurisdiction of the FERC under the Federal Power Act. KU serves its Virginia customers under the Old Dominion Power name and its Kentucky and Tennessee customers under the KU name.

Table of Contents

Business Strategy

(All Registrants)

The strategy for the regulated businesses of WPD, PPL Electric, LG&E and KU is to provide efficient, reliable and safe operations and strong customer service, maintain constructive regulatory relationships and achieve timely recovery of costs. These regulated businesses are expected to achieve stable, long-term growth in rate base and RAV, as applicable, as significant capital expenditures are planned to maintain existing assets and to improve system reliability and, for LKE, LG&E and KU, to comply with federal and state environmental regulations related to coal-fired electricity generation facilities. This rate base growth in the domestic utilities is expected to result in stable earnings growth for the foreseeable future. However, we are not expecting significant earnings growth from the U.K. Regulated segment as WPD is transitioning to the RIIO-ED1 price control period, which began on April 1, 2015. U.K. revenues are expected to significantly decline from 2014 to 2015 resulting from revenue profiling in the prior price control period (DPCR5) and a lower return on regulatory equity, partially offset by the fast-track bonus. In addition, starting in 2017, the amount of incentive revenues WPD is able to earn is expected to decline as a result of tighter reliability and customer service targets set by Ofgem under RIIO-ED1. Despite these factors negatively impacting revenues in the U.K., management is focused on maintaining relatively flat earnings per share for the U.K. Regulated segment from 2015 to 2018.

In addition, for the U.K. regulated businesses, effective April 1, 2015 under the RIIO-ED1 price control period, 80% of network related expenditures are added to the RAV and, together with adjustments for inflation as measured by Retail Price Index (RPI) and a return on RAV, recovered through allowed revenue with the remaining 20% of expenditures being recovered in the current regulatory year. RAV is intended to represent expenditures that have a long-term benefit to WPD (similar to capital projects for the U.S. regulated businesses). The RAV balance at March 31, 2015 will continue to be recovered over 20 years and additions after April 1, 2023 will be recovered over 45 years. A transitional arrangement will gradually increase the applicable recoverable life during the current RIIO-ED1 eight-year price control period, resulting in an expected average useful life of 35 years for RAV additions in that period. See "Financial and Operational Developments - Other Financial and Operational Developments - RIIO-ED1" below for additional information.

For the U. S. regulated businesses, recovery of capital project costs is achieved through various rate-making mechanisms, including periodic base rate case proceedings using forward test years, annual FERC formula rate mechanisms, and other regulatory agency-approved recovery mechanisms. In Kentucky, the KPSC has adopted a series of regulatory mechanisms (ECR, DSM, GLT, fuel adjustment clause, gas supply clause and recovery on certain construction work-in-progress) that reduce regulatory lag and provide timely recovery of and return on, as appropriate, prudently incurred costs. In Pennsylvania, the FERC transmission formula rate, DSIC mechanism, SMR and other recovery mechanisms are in place to reduce regulatory lag and provide for timely recovery of and a return on, prudently incurred costs.

To manage financing costs and access to credit markets, and to fund capital expenditures, a key objective of the Registrants is to maintain investment grade credit ratings and adequate liquidity positions. In addition, the Registrants have financial and operational risk management programs that, among other things, are designed to monitor and manage exposure to earnings and cash flow volatility, as applicable, related to changes in interest rates, foreign currency exchange rates and counterparty credit quality. To manage these risks, PPL generally uses contracts such as forwards, options, and swaps.

(PPL)

Earnings generated by PPL's U.K. subsidiaries are subject to foreign currency translation risk. The U.K. subsidiaries also have currency exposure to the U.S. dollar to the extent of their U.S. dollar denominated debt. To manage these risks, PPL generally uses contracts such as forwards, options and cross currency swaps that contain characteristics of both interest rate and foreign currency exchange contracts.

Following the June 1, 2015 spinoff of PPL Energy Supply, PPL has no continuing ownership interest in, control of, or affiliation with Talen Energy and Talen Energy Supply (formerly, PPL Energy Supply).

Following the spinoff, PPL's focus is on its regulated utility businesses in the U.K., Kentucky and Pennsylvania, serving more than 10 million customers. PPL intends to maintain a strong balance sheet and manage its finances consistent with maintaining investment grade credit ratings and providing a competitive total shareholder return, including an attractive dividend. Following the spinoff transaction, PPL expects to reduce annual ongoing corporate support costs resulting from the 2014 corporate restructuring efforts as well as ongoing cost efficiency initiatives.

Table of Contents

See "Financial and Operational Developments - Other Financial and Operational Developments - Costs of Spinoff" and "Loss on Spinoff" below for additional information.

Financial and Operational Developments

Earnings (PPL)

PPL's earnings by reportable segments for the periods ended September 30 were as follows:

	Three Months			Nine Months		
	2015	2014	\$ Change	2015	2014	\$ Change
U.K. Regulated	\$ 249	\$ 295	\$ (46)	\$ 814	\$ 688	\$ 126
Kentucky Regulated	111	82	29	267	247	20
Pennsylvania Regulated	55	57	(2)	191	194	(3)
Corporate and Other (a)	(19)	(24)	5	(74)	(100)	26
Income from Continuing Operations						
After Income Taxes	396	410	(14)	1,198	1,029	169
Discontinued Operations (b)	(3)	87	(90)	(915)	13	(928)
Net Income (Loss)	\$ 393	\$ 497	\$ (104)	\$ 283	\$ 1,042	\$ (759)
Income from Continuing Operations						
After Income Taxes						
EPS - basic	\$ 0.59	\$ 0.61	\$ (0.02)	\$ 1.78	\$ 1.58	\$ 0.20
EPS - diluted (c)	\$ 0.59	\$ 0.61	\$ (0.02)	\$ 1.78	\$ 1.55	\$ 0.23
Net Income (Loss)						
EPS - basic	\$ 0.58	\$ 0.74	\$ (0.16)	\$ 0.42	\$ 1.60	\$ (1.18)
EPS - diluted (c)	\$ 0.58	\$ 0.74	\$ (0.16)	\$ 0.42	\$ 1.57	\$ (1.15)

- (a) Primarily includes unallocated corporate-level financing and other costs. Also includes certain costs related to the spinoff of PPL Energy Supply. See the following table of special items for additional information.
- (b) As a result of the spinoff of PPL Energy Supply, substantially representing PPL's former Supply segment, the earnings of the Supply segment are included in Discontinued Operations. The nine months ended September 30, 2015 includes an \$879 million charge reflecting the difference between PPL's recorded value for the Supply segment and its estimated fair value as of the spinoff date, determined in accordance with applicable accounting rules under GAAP. See Note 8 to the Financial Statements for additional information.
- (c) See Note 4 to the Financial Statements for information on the Equity Units' impact on the calculation of diluted EPS.

The following after-tax gains (losses), in total, which management considers special items, impacted PPL's results for the periods ended September 30. See PPL's "Results of Operations - Segment Earnings" for details of each segment's special items.

	Three Months			Nine Months		
	2015	2014	\$ Change	2015	2014	\$ Change
U.K. Regulated	\$ 54	\$ 111	\$ (57)	\$ 40	\$ 20	\$ 20
Kentucky Regulated	(1)	(1)		(13)		(13)
Pennsylvania Regulated		2	(2)		(2)	2
Corporate and Other (a)	(3)	(18)	15	(23)	(70)	47
Discontinued Operations (b)	(4)	87	(91)	(916)	13	(929)
Total PPL	\$ 46	\$ 181	\$ (135)	\$ (912)	\$ (39)	\$ (873)

- (a) The three and nine months ended September 30, 2015 primarily include transition-related costs associated with the spinoff of PPL Energy Supply. The three months ended September 30, 2014 primarily includes \$11 million of separation benefits and transition-related costs associated with the spinoff of PPL Energy Supply. The nine months ended September 30, 2014 includes \$49 million of deferred income tax expense to adjust valuation allowances that were previously supported by the future earnings of PPL Energy Supply. \$11 million of separation benefits and transition-related costs associated with the spinoff of PPL Energy Supply. See Note 8 for additional information on the spinoff.
- (b) As a result of the spinoff of PPL Energy Supply, substantially representing PPL's former Supply segment, the earnings of the Supply segment are included in Discontinued Operations and considered to be a special item. The nine months ended September 30, 2015 includes an \$879 million charge reflecting the difference between PPL's recorded value for the Supply segment and its estimated fair value as of the spinoff date, determined in accordance with applicable accounting rules under GAAP. See Note 8 to the Financial Statements for additional information.

2015 Outlook

(PPL)

Excluding special items, higher earnings are expected in 2015 compared with 2014, after adjusting 2014 to reflect the impact of dissynergies in the Corporate and Other category related to the spinoff of PPL Energy Supply. This increase is primarily attributable to increases in the U.K. Regulated and Kentucky Regulated segments and lower Corporate and Other charges.

Table of Contents

The following projections and factors underlying these projections (on an after-tax basis) are provided for PPL's segments and the Corporate and Other category and the related Registrants.

(PPL's U.K. Regulated Segment)

Excluding special items, higher earnings are projected in 2015 compared with 2014, primarily driven by lower income taxes and lower depreciation expense, partially offset by lower utility revenue from a price decrease due to the commencement of RIIO-ED1 effective April 1, 2015. The remaining 2015 foreign currency earnings exposure for this segment is fully hedged at an average rate of \$1.54 per British pound sterling.

(PPL's Kentucky Regulated Segment and LKE, LG&E and KU)

Excluding special items, higher earnings are projected in 2015 compared with 2014, primarily driven by electric and gas base rate increases effective July 1, 2015, and returns on additional environmental capital investments, partially offset by higher operation and maintenance expense, higher depreciation and higher financing costs.

(PPL's Pennsylvania Regulated Segment and PPL Electric)

Excluding special items, lower earnings are projected in 2015 compared with 2014, primarily driven by higher operation and maintenance expense and higher depreciation expense, partially offset by higher transmission and distribution margins.

(PPL's Corporate and Other Category)

Excluding special items, lower costs are projected in 2015 compared with 2014, after adjusting 2014 to reflect the impact of dissynergies in the Corporate and Other category related to the spinoff of PPL Energy Supply, primarily driven by cost reductions resulting from corporate restructuring efforts and lower income taxes.

(All Registrants)

Earnings in future periods are subject to various risks and uncertainties. See "Forward-Looking Information," the rest of this Item 2, Notes 6 and 10 to the Financial Statements and "Item 1A. Risk Factors" in this Form 10-Q (as applicable) and "Item 1. Business" and "Item 1A. Risk Factors" in the Registrants' 2014 Form 10-K for a discussion of the risks, uncertainties and factors that may impact future earnings.

Other Financial and Operational Developments

Regulatory Requirements

(PPL, LKE, LG&E and KU)

The businesses of LKE, LG&E and KU are subject to extensive federal, state and local environmental laws, rules and regulations, including those pertaining to CCRs, GHG, ELGs, MATS and the Clean Power Plan. See "Financial Condition - Environmental Matters" below for additional information on the CCRs requirements and Note 10 to the Financial Statements for a discussion of the other significant environmental matters. These and other stringent environmental requirements have led PPL, LKE, LG&E and KU to retire approximately 800 megawatts of their coal-fired generating plants in Kentucky. In September 2015, KU retired two coal-fired units, with a combined summer capacity rating of 161 MW, at the Green River plant. LG&E retired a 240 MW coal-fired unit in March 2015 and two additional coal-fired units, with a combined summer capacity rating of 323 MW, in June 2015 at the Cane Run plant. The retirement of these units is not expected to have a material impact on the financial condition or results of operations of PPL, LKE, LG&E and KU.

Also as a result of the environmental requirements discussed above, LKE projects \$2.2 billion (\$1.1 billion each at LG&E and KU) in environmental capital investment over the next five years.

(All Registrants)

The Registrants cannot predict the impact that future regulatory requirements may have on their financial condition or results of operations.

Table of Contents

(PPL)

Spinoff of PPL Energy Supply

In June 2014, PPL and PPL Energy Supply executed definitive agreements with affiliates of Riverstone to spin off PPL Energy Supply and immediately combine it with Riverstone's competitive power generation businesses to form a new, stand-alone, publicly traded company named Talen Energy. In June 2015, the spinoff was completed. See Note 8 to the Financial Statements for additional information relating to the transaction.

Loss on Spinoff

In conjunction with the accounting for the spinoff, PPL evaluated whether the fair value of the Supply segment's net assets was less than the carrying value as of the June 1, 2015 spinoff date.

PPL considered several valuation methodologies to derive a fair value estimate of its Supply segment at the spinoff date. These methodologies included considering the closing "when-issued" Talen Energy market value on June 1, 2015 (the spinoff date), adjusted for the proportional share of the equity value attributable to the Supply segment, as well as the valuation methods consistently used in PPL's goodwill impairment assessments - an income approach using a discounted cash flow analysis of the Supply segment and an alternative market approach considering market multiples of comparable companies.

Although the market value of Talen Energy approach utilized the most observable inputs of the three approaches, PPL considered certain limitations of the "when-issued" trading market for the spinoff transaction including the short trading duration, lack of liquidity in the market and anticipated initial Talen stock ownership base selling pressure, among other factors, and concluded that these factors limit this input being solely determinative of the fair value of the Supply segment. As such, PPL also considered the other valuation approaches in estimating the overall fair value, but ultimately assigned the highest weighting to the Talen Energy market value approach.

The following table summarizes PPL's fair value analysis:

Approach	Weighting	Weighted Fair Value (in billions)
Talen Energy Market Value	50%	\$ 1.4
Income/Discounted Cash Flow	30%	1.1
Alternative Market (Comparable Company)	20%	0.7
Estimated Fair Value		\$ 3.2

A key assumption included in the fair value estimate is the application of a control premium of 25% in the two market approaches. PPL concluded it was appropriate to apply a control premium in these approaches as the goodwill impairment testing guidance was followed in determining the estimated fair value of the Supply segment which has historically been a reporting unit for PPL. This guidance provides that the market price of an individual security (and thus the market capitalization of a reporting unit with publically traded equity securities) may not be representative of the fair value of the reporting unit. This guidance also indicates that substantial value may arise to a controlling shareholder from the ability to take advantage of synergies and other benefits that arise from control over another entity, and that the market price of a Company's individual share of stock does not reflect this additional value to a controlling shareholder. Therefore, the quoted market price need not be the sole measurement basis for determining the fair value, and including a control premium is appropriate in measuring the fair value of a reporting unit.

In determining the control premium, PPL reviewed premiums received during the last five years in market sales transactions obtained from observable independent power producer and hybrid utility transactions greater than \$1 billion. Premiums for these transactions ranged from 5% to 42% with a median of approximately 25%. Given these metrics, PPL concluded a control premium of 25% to be reasonable for both of the market valuation approaches used.

Assumptions used in the discounted cash flow analysis included forward energy prices, forecasted generation, and forecasted operation and maintenance expenditures that were consistent with assumptions used in the Energy Supply portion of the recent Talen Energy business planning process and a market participant discount rate.

Using these methodologies and weightings, PPL determined the estimated fair value of the Supply segment (classified as Level 3) was below its carrying value of \$4.1 billion and recorded a loss on the spinoff of \$879 million in the second quarter

Table of Contents

of 2015, which is reflected in discontinued operations and is nondeductible for tax purposes. This amount served to reduce the basis of the net assets accounted for as a dividend at the June 1, 2015 spinoff date.

Costs of Spinoff

Following the announcement of the transaction to form Talen Energy as discussed in "Business Strategy" above, efforts were initiated to identify the appropriate staffing for Talen Energy and for PPL and its subsidiaries following completion of the spinoff. Organizational plans were substantially completed in 2014. The new organizational plans identified the need to resize and restructure the organizations and as a result, in 2014, estimated charges for employee separation benefits were recorded. See Note 8 in the 2014 Form 10-K for additional information. The separation benefits include cash severance compensation, lump sum COBRA reimbursement payments and outplacement services. Most separations and payment of separation benefits are expected to be completed by the end of 2015. At September 30, 2015 and December 31, 2014, the recorded liabilities related to the separation benefits were \$11 million and \$21 million, which are included in "Other current liabilities" on the Balance Sheets.

Additional employee-related costs incurred primarily include accelerated stock-based compensation and prorated performance-based cash incentive and stock-based compensation awards, primarily for PPL Energy Supply employees and for PPL Services employees who became PPL Energy Supply employees in connection with the transaction. PPL Energy Supply recognized \$24 million of these costs at the spinoff closing date which are reflected in discontinued operations.

PPL recorded \$44 million of third-party costs related to this transaction during the nine months ended September 30, 2015. Of these costs, \$31 million were primarily for bank advisory, legal and accounting fees to facilitate the transaction, and are reflected in discontinued operations. An additional \$13 million of consulting and other costs were incurred during the nine months ended September 30, 2015 related to the formation of the Talen Energy organization and to reconfigure the remaining PPL service functions. These costs are primarily recorded in "Other operation and maintenance" on the Statement of Income. No significant additional third-party costs are expected to be incurred. PPL recorded \$5 million and \$21 million of third-party costs related to this transaction during the three and nine months ended September 30, 2014.

At the close of the transaction, \$72 million (\$42 million after-tax) of cash flow hedges, primarily unamortized losses on PPL interest rate swaps recorded in AOCI and designated as cash flow hedges of PPL Energy Supply's future interest payments, were reclassified into earnings and reflected in discontinued operations.

As a result of the spinoff announcement in June 2014, PPL recorded \$3 million and \$49 million of deferred income tax expense during the three and nine months ended September 30, 2014, to adjust valuation allowances on deferred tax assets primarily for state net operating loss carryforwards that were previously supported by the future earnings of PPL Energy Supply.

Discontinued Operations

The operations of the Supply segment are included in "Income (Loss) from Discontinued Operations (net of income taxes)" on the Statements of Income.

The assets and liabilities of PPL's Supply segment for all periods prior to the spinoff are included in "Current assets of discontinued operations", "Noncurrent assets of discontinued operations", "Current liabilities of discontinued operations" and "Noncurrent liabilities of discontinued operations" on PPL's Balance Sheet.

Net assets, after recognition of the loss on spinoff, of \$3.2 billion were distributed to PPL shareowners on June 1, 2015, as a result of the completion of the spinoff of PPL Energy Supply.

RIIO-ED1

On April 1, 2015, the RIIO-ED1 eight-year price control period commenced for WPD's four DNOs. In February 2014, Ofgem published formal confirmation that WPD's Business Plans submitted by its four DNOs under RIIO-ED1 were accepted as submitted, or "fast-tracked." Fast tracking affords several benefits to the WPD DNOs, including the ability to collect additional revenue equivalent to 2.5% of total annual expenditures during the eight-year price control period, or approximately \$43 million annually, greater revenue certainty and a higher level of cost savings retention. See "Item 1. Business - Segment Information - U.K. Regulated Segment" of PPL's 2014 Form 10-K for additional information on RIIO-ED1.

Table of Contents

Depreciation

Effective January 1, 2015, after completing a review of the useful lives of its distribution network assets, WPD extended the weighted average useful lives of these assets to 69 years from 55 years. For the three and nine months ended September 30, 2015, this change in useful lives resulted in lower depreciation of \$22 million (\$17 million after-tax or \$0.03 per share) and \$64 million (\$50 million after-tax or \$0.08 per share). It is expected to result in an annual reduction in depreciation of approximately \$84 million (\$66 million after-tax or \$0.10 per share) in 2015.

IRS Audits for 1998 - 2011

In February 2015, PPL and the IRS Appeals division reached a settlement on the amount of PPL's refund from its open audits for the years 1998 - 2011. In April 2015, PPL was notified that the Joint Committee on Taxation approved PPL's settlement. For the nine months ended September 30, 2015, PPL recorded a tax benefit of \$24 million. Of this amount, \$12 million is reflected in continuing operations.

(PPL and PPL Electric)

Rate Case Proceedings

On March 31, 2015, PPL Electric filed a request with the PUC for an increase in its annual distribution revenue requirement of approximately \$167.5 million. The application was based on a fully projected future test year of January 1, 2016 through December 31, 2016. On September 3, 2015, PPL Electric filed with the PUC Administrative Law Judge a petition for approval of a settlement agreement under which PPL Electric would be permitted to increase its annual distribution rates by \$124 million, effective January 1, 2016. On October 5, 2015, the Administrative Law Judge issued a recommended decision approving the settlement agreement. The PUC is expected to issue its final order in December 2015.

Concurrently, PPL Electric filed a petition requesting a waiver of the DSIC cap of 5% of billed revenues and approval to increase the maximum allowable DSIC from 5% to 7.5% for service rendered after January 1, 2016. PPL Electric filed the petition concurrently with its 2015 rate case and the Administrative Law Judge granted PPL Electric's request to consolidate these two proceedings. Under the terms of the settlement agreement discussed above, PPL Electric agreed to withdraw its DSIC waiver petition without prejudice to filing it at a later date.

(PPL, LKE and KU)

FERC Wholesale Formula Rates

In September 2013, KU filed an application with the FERC to adjust the formula rate under which KU provides wholesale requirements power sales to 12 municipal customers. Among other changes, the application requests an amended formula whereby KU would charge cost-based rates with a subsequent true-up to actual costs, replacing the current formula which does not include a true-up. KU's application proposed an authorized return on equity of 10.7%. Certain elements, including the new formula rate, became effective April 23, 2014, subject to refund. In April 2014, nine municipalities submitted notices of termination, under the original notice period provisions, to cease taking power under the wholesale requirements contracts. Such terminations are to be effective in 2019, except in the case of one municipality with a 2017 effective date. In addition, a tenth municipality has become a transmission-only customer as of June 2015. In July 2014, KU agreed on settlement terms with the two municipal customers that did not provide termination notices and filed the settlement proposal with the FERC for its approval. In August 2014, the FERC issued an order on the interim settlement agreement allowing the proposed rates to become effective pending a final order. If approved, the settlement agreement will resolve the rate case with respect to these two municipalities, including approval of the formula rate with a true-up provision and authorizing a return on equity of 10% or the return on equity awarded to other parties in this case, whichever is lower. In August 2015, KU filed a partial settlement agreement with the nine terminating municipalities, which, if approved by FERC, would resolve all but one open matter with one municipality, including providing for certain refunds, approving the formula rate with a true-up provision, and authorizing a 10.25% return on equity. A single remaining unresolved issue with one terminating municipality is in FERC litigation proceedings. KU cannot predict the ultimate outcome of these FERC proceedings regarding its wholesale power agreements with the municipalities, but does not currently anticipate significant remaining refunds beyond amounts already recorded.

Table of Contents

(PPL, LKE, LG&E and KU)

Rate Case Proceedings

On June 30, 2015, the KPSC approved a rate case settlement agreement providing for increases in the annual revenue requirements associated with KU base electricity rates of \$125 million and LG&E base gas rates of \$7 million. The annual revenue requirement associated with base electricity rates at LG&E was not changed. Although the settlement did not establish a specific return on equity with respect to the base rates, an authorized 10% return on equity will be utilized in the ECR and GLT mechanisms. The settlement agreement provides for deferred recovery of costs associated with Green River Units 3 and 4 through their retirement. The new regulatory asset will be amortized over three years. The settlement also provides regulatory asset treatment for the difference between pension expense calculated in accordance with LG&E and KU's pension accounting policy and pension expense using a 15 year amortization period for actuarial gains and losses. The new rates and all elements of the settlement became effective July 1, 2015.

(LKE and KU)

On June 30, 2015, KU filed an application with the VSCC to increase annual Virginia base electricity revenue by approximately \$7.2 million, representing an increase of 10.1%. KU's application is based on an authorized 10.5% return on equity. Public meetings were held during September 2015 and a hearing in the matter may be held during 2015. Subject to regulatory review and approval, new rates would become effective April 1, 2016.

Results of Operations

(PPL)

The discussion for PPL provides a review of results by reportable segment. The "Margins" discussion provides explanations of non-GAAP financial measures (Kentucky Gross Margins and Pennsylvania Gross Delivery Margins) and a reconciliation of non-GAAP financial measures to "Operating Income." The "Statement of Income Analysis" discussion addresses significant changes in principal line items on PPL's Statements of Income, comparing the three and nine months ended September 30, 2015 with the same periods in 2014. "Segment Earnings, Margins and Statement of Income Analysis" is presented separately for PPL.

Tables analyzing changes in amounts between periods within "Segment Earnings" and "Statement of Income Analysis" are presented on a constant U.K. foreign currency exchange rate basis, where applicable, in order to isolate the impact of the change in the exchange rate on the item being explained. Results computed on a constant U.K. foreign currency exchange rate basis are calculated by translating current year results at the prior year weighted-average U.K. foreign currency exchange rate.

(Subsidiary Registrants)

The discussion for each of PPL Electric, LKE, LG&E and KU provides a summary of earnings. The "Margins" discussion includes a reconciliation of non-GAAP financial measures to "Operating Income" and "Statement of Income Analysis" addresses significant changes in principal line items on the Statements of Income comparing the three and nine months ended September 30, 2015 with the same periods in 2014. "Earnings, Margins and Statement of Income Analysis" is presented separately for PPL Electric, LKE, LG&E and KU.

(All Registrants)

The results for interim periods can be disproportionately influenced by numerous factors and developments and by seasonal variations. As such, the results of operations for interim periods do not necessarily indicate results or trends for the year or future periods.

PPL: Segment Earnings, Margins and Statement of Income Analysis

Segment Earnings

U.K. Regulated Segment

The U.K. Regulated segment consists of PPL Global which primarily includes WPD's regulated electricity distribution operations, the results of hedging the translation of WPD's earnings from British pound sterling into U.S. dollars, and certain costs, such as U.S. income taxes, administrative costs, and allocated financing costs. The U.K. Regulated segment represents 68% of PPL's Income from Continuing Operations After Income Taxes for the nine months ended September 30, 2015 and 42% of PPL's assets at September 30, 2015.

Net Income for the periods ended September 30 includes the following results.

	Three Months			Nine Months		
	2015	2014	\$ Change	2015	2014	\$ Change
Operating revenues	\$ 552	\$ 644	\$ (92)	\$ 1,836	\$ 1,964	\$ (128)
Other operation and maintenance	118	118		332	358	(26)
Depreciation	63	86	(23)	181	256	(75)
Taxes, other than income	38	41	(3)	111	119	(8)
Total operating expenses	219	245	(26)	624	733	(109)
Other Income (Expense) - net	77	136	(59)	65	40	25
Interest Expense	109	115	(6)	312	352	(40)
Income Taxes	52	125	(73)	151	231	(80)
Net Income	\$ 249	\$ 295	\$ (46)	\$ 814	\$ 688	\$ 126

The changes in the results of the U.K. Regulated segment between these periods were due to the factors set forth below, which reflect certain items that management considers special and the effects of movements in foreign currency exchange, including the effects of foreign currency hedge contracts, on separate lines within the table and not in their respective Statement of Income line items. See below for additional detail of the special items.

	Three Months	Nine Months
U.K.		
Utility revenues	\$ (46)	\$ (33)
Other operation and maintenance	(12)	(5)
Depreciation	17	59
Interest expense	(2)	4
Other	1	
Income taxes	13	13
U.S.		
Interest expense and other	1	13
Income taxes	35	54
Foreign currency exchange, after-tax	4	1
Special items, after-tax	(57)	20
Total	\$ (46)	\$ 126

U.K.

- Lower utility revenues for the three month period primarily due to \$69 million from the April 1, 2015 price decrease primarily resulting from the commencement of RIIO-ED1, partially offset by \$6 million of higher volume primarily due to weather and \$14 million from reduced revenues in 2014 primarily due to a required £5 per residential customer reduction for the regulatory year that began April 1, 2014. This reduction will be included in revenue in the regulatory year beginning April 1, 2016.
- Lower utility revenues for the nine month period primarily due to \$100 million from the April 1, 2015 price decrease primarily resulting from the commencement of RIIO-ED1, partially offset by \$46 million from the April 1, 2014 price increase and \$7 million of higher volume primarily due to weather.
- Lower depreciation expense for the three and nine month periods primarily due to a \$22 million and \$64 million impact of an extension of the network asset lives. See Note 2 to the Financial Statements for additional information.

Table of Contents

- Lower income taxes for the three month period primarily due to lower pre-tax income.

U.S.

- Lower income taxes for the three and nine month periods primarily due to decreases in taxable dividends.

The following after-tax gains (losses), which management considers special items, also impacted the U.K. Regulated segment's results during the periods ended September 30.

	Income Statement Line Item	Three Months		Nine Months	
		2015	2014	2015	2014
Foreign currency-related economic hedges, net of tax of (\$29), (\$60), (\$10), (\$39) (a)	Other Income (Expense)-net	\$ 54	\$ 111	\$ 20	\$ 72
WPD Midlands acquisition-related adjustment, net of tax of \$0, \$0, (\$1), \$0	Other operation and maintenance			2	
Change in WPD line loss accrual, net of tax of \$0, \$0, \$0, \$13(b)	Operating Revenues				(52)
Settlement of certain income tax positions (c)	Income Taxes			18	
Total		<u>\$ 54</u>	<u>\$ 111</u>	<u>\$ 40</u>	<u>\$ 20</u>

(a) Represents unrealized gains (losses) on contracts that economically hedge anticipated GBP denominated earnings.

(b) In March 2014, Ofgem issued its final decision on the DPCR4 line loss incentives and penalties mechanism. As a result, WPD increased its existing liability by \$65 million, pre-tax, for over-recovery of line losses. See Note 6 to the Financial Statements for additional information.

(c) Relates to the April 2015 settlement of open audits for the years 1998-2011. See Note 5 to the Financial Statements for additional information.

Kentucky Regulated Segment

The Kentucky Regulated segment consists primarily of LKE's regulated electricity generation, transmission and distribution operations of LG&E and KU, as well as LG&E's regulated distribution and sale of natural gas. In addition, certain financing costs are allocated to the Kentucky Regulated segment. The Kentucky Regulated segment represents 22% of PPL's Income from Continuing Operations After Income Taxes for the nine months ended September 30, 2015 and 36% of PPL's assets at September 30, 2015.

Net Income for the periods ended September 30 includes the following results.

	Three Months			Nine Months		
	2015	2014	\$ Change	2015	2014	\$ Change
Operating revenues	\$ 801	\$ 753	\$ 48	\$ 2,414	\$ 2,409	\$ 5
Fuel	228	240	(12)	695	748	(53)
Energy purchases	23	24	(1)	143	184	(41)
Other operation and maintenance	202	197	5	625	609	16
Depreciation	97	89	8	286	262	24
Taxes, other than income	14	13	1	43	39	4
Total operating expenses	564	563	1	1,792	1,842	(50)
Other Income (Expense) - net	(2)	(2)		(8)	(6)	(2)
Interest Expense	56	56		167	164	3
Income Taxes	68	50	18	180	150	30
Net Income	<u>\$ 111</u>	<u>\$ 82</u>	<u>\$ 29</u>	<u>\$ 267</u>	<u>\$ 247</u>	<u>\$ 20</u>

The changes in the results of the Kentucky Regulated segment between these periods were due to the factors set forth below, which reflect amounts classified as Kentucky Gross Margins and certain items that management considers special on separate lines within the table and not in their respective Statement of Income line items. See below for additional detail of the special items.

	Three Months	Nine Months
Kentucky Gross Margins	\$ 50	\$ 75
Other operation and maintenance	(4)	(14)
Depreciation	1	(4)
Taxes, other than income		(2)
Other income (expense) - net		3
Interest expense		(3)
Income taxes	(18)	(22)
Special items		(13)
Total	<u>\$ 29</u>	<u>\$ 20</u>

Table of Contents

- See "Margins - Changes in Non-GAAP Financial Measures" for an explanation of Kentucky Gross Margins.
- Higher other operation and maintenance for the nine month period primarily due to \$11 million of higher pension expense attributed to the change in mortality tables and lower discount rate in 2015 and \$11 million of higher costs directly related to the Cane Run units' retirements consisting of an inventory write-down and separation benefits, partially offset by \$7 million of lower storm expenses and \$4 million of lower bad debt expense.
- Higher income taxes for the three and nine month periods primarily due to higher pre-tax income.

The following after-tax gains (losses), which management considers special items, also impacted the Kentucky Regulated segment's results during the periods ended September 30.

	Income Statement Line Item	Three Months		Nine Months	
		2015	2014	2015	2014
EEl adjustments, net of tax of \$0, \$0, \$0, \$0 (a)	Other Income (Expense)-net		\$ (1)		
LKE acquisition-related adjustment (b)	Other Income (Expense)-net	\$ (1)		\$ (5)	
Certain valuation allowances (c)	Income Taxes			(8)	
Total		\$ (1)	\$ (1)	\$ (13)	

(a) Recorded by KU.

(b) Recorded at PPL and allocated to the Kentucky Regulated segment. The amount represents a settlement between E.ON AG (a German corporation and the indirect parent of E.ON US Investments Corp., the former parent of LKE) and PPL for a tax matter.

(c) Recorded at LKE and represents a valuation allowance against tax credits expiring in 2016 and 2017 that are more likely than not to expire before being utilized.

Pennsylvania Regulated Segment

The Pennsylvania Regulated segment includes the regulated electricity transmission and distribution operations of PPL Electric. The Pennsylvania Regulated segment represents 16% of PPL's Income from Continuing Operations After Income Taxes for the nine months ended September 30, 2015 and 21% of PPL's assets at September 30, 2015.

Net Income for the periods ended September 30 includes the following results.

	Three Months			Nine Months		
	2015	2014	\$ Change	2015	2014	\$ Change
Operating revenues	\$ 519	\$ 477	\$ 42	\$ 1,625	\$ 1,518	\$ 107
Energy purchases						
External	154	128	26	519	431	88
Intersegment		20	(20)	14	68	(54)
Other operation and maintenance	162	133	29	435	402	33
Depreciation	55	47	8	158	137	21
Taxes, other than income	27	25	2	87	80	7
Total operating expenses	398	353	45	1,213	1,118	95
Other Income (Expense) - net	1	3	(2)	5	6	(1)
Interest Expense	32	33	(1)	96	91	5
Income Taxes	35	37	(2)	130	121	9
Net Income	\$ 55	\$ 57	\$ (2)	\$ 191	\$ 194	\$ (3)

The changes in the components of the Pennsylvania Regulated segment's results between these periods were due to the factors set forth below, which reflect amounts classified as Pennsylvania Gross Delivery Margins and a certain item that management considers special on separate lines and not in their respective Statement of Income line items. See below for additional detail of the special items.

	Three Months	Nine Months
Pennsylvania Gross Delivery Margins	\$ 30	\$ 56
Other operation and maintenance	(19)	(25)
Depreciation	(8)	(21)
Interest expense	1	(5)
Taxes other than income	(2)	(1)
Other income (expense) - net	(3)	(1)
Income taxes	1	(8)
Special item, after-tax	(2)	2
Total	\$ (2)	\$ (3)

Table of Contents

- See "Margins - Changes in Non-GAAP Financial Measures" for an explanation of Pennsylvania Gross Delivery Margins.
- Higher other operation and maintenance expense for the three month period primarily due to \$10 million of higher corporate service costs and \$5 million of higher bad debt expenses.
- Higher other operation and maintenance expense for the nine month period primarily due to \$19 million of higher corporate service costs and \$7 million of higher bad debt expenses, partially offset by \$7 million of lower storm costs.
- Higher depreciation expense for the three and nine month periods primarily due to PP&E additions, net, related to the ongoing efforts to ensure the reliability of the delivery system and the replacement of aging infrastructure.

The following after-tax (loss), which management considers a special item, also impacted the Pennsylvania Regulated segment's results during the periods ended September 30.

Income Statement Line Item	Three Months		Nine Months	
	2015	2014	2015	2014
Other operation and maintenance	\$	2	\$	(2)

Separation benefits, net of tax of \$0, (\$1), \$0, \$1 (a)

(a) In June 2014, PPL Electric's largest IBEW local ratified a new three-year labor agreement. In connection with the new agreement, bargaining unit one-time voluntary retirement benefits were recorded in the second quarter of 2014 and adjusted in the third quarter of 2014.

Margins

Non-GAAP Financial Measures

Management utilizes the following non-GAAP financial measures as indicators of performance for its businesses.

- "Kentucky Gross Margins" is a single financial performance measure of the electricity generation, transmission and distribution operations of the Kentucky Regulated segment, LKE, LG&E and KU, as well as the Kentucky Regulated segment's, LKE's and LG&E's distribution and sale of natural gas. In calculating this measure, fuel, energy purchases and certain variable costs of production (recorded as "Other operation and maintenance" on the Statements of Income) are deducted from revenues. In addition, certain other expenses, recorded as "Other operation and maintenance", "Depreciation" and "Taxes, other than income" on the Statements of Income, associated with approved cost recovery mechanisms are offset against the recovery of those expenses, which are included in revenues. These mechanisms allow for direct recovery of these expenses and, in some cases, returns on capital investments and performance incentives. As a result, this measure represents the net revenues from electricity and gas operations.
- "Pennsylvania Gross Delivery Margins" is a single financial performance measure of the electricity delivery operations of the Pennsylvania Regulated segment and PPL Electric, which includes transmission and distribution activities. In calculating this measure, utility revenues and expenses associated with approved recovery mechanisms, including energy provided as a PLR, are offset with minimal impact on earnings. Costs associated with these mechanisms are recorded in "Energy purchases," "Other operation and maintenance," which is primarily Act 129 costs, and "Taxes, other than income," which is primarily gross receipts tax. This performance measure includes PLR energy purchases by PPL Electric from PPL EnergyPlus, which are reflected in "Energy purchases from affiliate" in the reconciliation tables. As a result of the spinoff of PPL Energy Supply and creation of Talen Energy on June 1, 2015, PPL EnergyPlus (renamed Talen Energy Marketing) is no longer an affiliate of PPL Electric. PPL Electric's purchases from Talen Energy Marketing subsequent to May 31, 2015 are reflected in "Energy Purchases" in the reconciliation tables. This measure represents the net revenues from the Pennsylvania Regulated segment's and PPL Electric's electricity delivery operations.

These measures are not intended to replace "Operating Income," which is determined in accordance with GAAP, as an indicator of overall operating performance. Other companies may use different measures to analyze and report their results of operations. Management believes these measures provide additional useful criteria to make investment decisions. These performance measures are used, in conjunction with other information, by senior management and PPL's Board of Directors to manage the operations and analyze actual results compared with budget.

Table of Contents

Reconciliation of Non-GAAP Financial Measures

The following table contains the components from the Statement of Income that are included in the non-GAAP financial measures and a reconciliation to PPL's "Operating Income" for the periods ended September 30.

	2015 Three Months				2014 Three Months			
	Kentucky Gross Margins	PA Gross Delivery Margins	Other (a)	Operating Income (b)	Kentucky Gross Margins	PA Gross Delivery Margins	Other (a)	Operating Income (b)
Operating Revenues	\$ 801	\$ 519	\$ 558 (c)	\$ 1,878	\$ 753	\$ 477	\$ 649 (c)	\$ 1,879
Operating Expenses								
Fuel	228			228	240			240
Energy purchases	23	154		177	24	128	21	173
Energy purchases from affiliate						20	(20)	
Other operation and maintenance	28	31	423	482	27	25	415	467
Depreciation	11		215	226	2		231	233
Taxes, other than income	1	25	53	79		25	53	78
Total Operating Expenses	291	210	691	1,192	293	198	700	1,191
Total	\$ 510	\$ 309	\$ (133)	\$ 686	\$ 460	\$ 279	\$ (51)	\$ 688
	2015 Nine Months				2014 Nine Months			
	Kentucky Gross Margins	PA Gross Delivery Margins	Other (a)	Operating Income (b)	Kentucky Gross Margins	PA Gross Delivery Margins	Other (a)	Operating Income (b)
Operating Revenues	\$ 2,414	\$ 1,625	\$ 1,850 (c)	\$ 5,889	\$ 2,409	\$ 1,518	\$ 1,979 (c)	\$ 5,906
Operating Expenses								
Fuel	695			695	748			748
Energy purchases	143	519	14	676	184	431	68	683
Energy purchases from affiliate		14	(14)			68	(68)	
Other operation and maintenance	77	84	1,244	1,405	75	74	1,233	1,382
Depreciation	26		632	658	6		682	688
Taxes, other than income	3	81	157	241	1	74	163	238
Total Operating Expenses	944	698	2,033	3,675	1,014	647	2,078	3,739
Total	\$ 1,470	\$ 927	\$ (183)	\$ 2,214	\$ 1,395	\$ 871	\$ (99)	\$ 2,167

- (a) Represents amounts excluded from Margins.
(b) As reported on the Statements of Income.
(c) Primarily represents WPD's operating revenue.

Changes in Non-GAAP Financial Measures

The following table shows the non-GAAP financial measures by PPL's reportable segment and by component, as applicable, for the periods ended September 30 as well as the change between periods. The factors that gave rise to the changes are described following the table.

	Three Months			Nine Months		
	2015	2014	\$ Change	2015	2014	\$ Change
Kentucky Regulated						
Kentucky Gross Margins						
LG&E	\$ 225	\$ 212	\$ 13	\$ 661	\$ 633	\$ 28
KU	285	248	37	809	762	47
LKE	\$ 510	\$ 460	\$ 50	\$ 1,470	\$ 1,395	\$ 75
Pennsylvania Regulated						
Pennsylvania Gross Delivery Margins						
Distribution	\$ 207	\$ 194	\$ 13	\$ 642	\$ 631	\$ 11
Transmission	102	85	17	285	240	45
Total	\$ 309	\$ 279	\$ 30	\$ 927	\$ 871	\$ 56

Table of Contents

Kentucky Gross Margins

Kentucky Gross Margins increased for the three months ended September 30, 2015 compared with 2014 primarily due to higher base rates of \$28 million (\$27 million at KU and \$1 million at LG&E) and returns on additional environmental capital investments of \$14 million (\$10 million at LG&E and \$4 million at KU). The increase in base rates was the result of new rates approved by the KPSC effective July 1, 2015.

Kentucky Gross Margins increased for the nine months ended September 30, 2015 compared with 2014 primarily due to returns on additional environmental capital investments of \$44 million (\$29 million at LG&E and \$15 million at KU) and higher base rates of \$28 million (\$27 million at KU and \$1 million at LG&E). The increase in base rates was the result of new rates approved by the KPSC effective July 1, 2015.

Pennsylvania Gross Delivery Margins

Distribution

Distribution margins increased for the three months ended September 30, 2015 compared with 2014, primarily due to returns on additional distribution improvement capital investments of \$5 million and a \$4 million impact of favorable weather.

Distribution margins increased for the nine months ended September 30, 2015 compared with 2014, due to returns on additional distribution improvement capital investments of \$13 million and an \$11 million impact of favorable weather, partially offset by a \$12 million benefit recorded in the first quarter of 2014 as a result of a change in estimate of a regulatory liability.

Transmission

Transmission margins increased for the three and nine month periods ended September 30, 2015 compared with 2014 primarily due to increased capital investments.

Statement of Income Analysis --

Operating Revenues

The increase (decrease) in operating revenues for the periods ended September 30, 2015 compared with 2014 was due to:

	<u>Three Months</u>	<u>Nine Months</u>
Domestic:		
PPL Electric (a)	\$ 44	\$ 109
LKE (b)	48	5
Other	(1)	(3)
Total Domestic	<u>91</u>	<u>111</u>
U.K.:		
Price (c)	(54)	(45)
Foreign currency exchange rates (d)	(48)	(158)
Volume	6	7
Line loss accrual adjustments (e)	4	65
Other	4	3
Total U.K.	<u>(92)</u>	<u>(128)</u>
Total	<u>\$ (1)</u>	<u>\$ (17)</u>

(a) See "Pennsylvania Gross Delivery Margins" for further information.

(b) See "Kentucky Gross Margins" for further information.

(c) The decrease for the three month period was primarily due to a price decrease effective April 1, 2015 resulting from the commencement of R110-ED1. The decrease for the nine month period was due to a price decrease effective April 1, 2015, partially offset by a price increase effective April 1, 2014.

(d) The offsetting impacts from foreign currency hedging instruments are recorded in "Other Income (Expense)-net."

(e) The increase for the nine month period was due to unfavorable accrual adjustments in 2014 based on Ofgem's final decision on the DPCR4 line loss incentives and penalties. See Note 6 to the Financial Statements for additional information.

Certain Operating Revenues and Expenses Included in "Margins"

The following Statement of Income line items and their related increase (decrease) during the periods ended September 30, 2015 compared with 2014 are included above within "Margins" and are not discussed separately.

Table of Contents

	Three Months	Nine Months
Fuel	\$ (12)	\$ (53)
Energy purchases	4	(7)

Other Operation and Maintenance

The increase (decrease) in other operation and maintenance for the periods ended September 30, 2015 compared with 2014 was due to:

	Three Months	Nine Months
Domestic:		
Cane Run retired units		\$ 11
Pension	\$ 2	11
Bad Debts	6	10
Act 129	5	8
Other	(1)	7
U.K.:		
Network maintenance		(15)
Foreign currency exchange rates (a)	(9)	(26)
National Grid exit charges	6	10
Pension	(3)	(10)
Engineering management	3	12
Other	6	5
Total	<u>\$ 15</u>	<u>\$ 23</u>

(a) The offsetting impacts from foreign currency hedging instruments are recorded in "Other Income (Expense)- net."

Depreciation

Depreciation decreased by \$7 million and \$30 million for the three and nine months ended September 30, 2015 compared with 2014, primarily due to a \$22 million and \$64 million reduction from an extension of the WPD network asset lives partially offset by additions to PP&E, net primarily at the domestic utilities. See Note 2 to the Financial Statements for additional information on the extension of WPD network asset lives.

Other Income (Expense) - net

Other income (expense) - net decreased by \$61 million and increased by \$28 million for the three and nine months ended September 30, 2015 compared with 2014, primarily due to changes in realized and unrealized gains on foreign currency contracts to economically hedge GBP denominated earnings from WPD.

Interest Expense

The increase (decrease) in interest expense for the periods ended September 30, 2015 compared with 2014 was due to:

	Three Months	Nine Months
Long-term debt interest expense (a)	\$ 10	\$ 38
Loss on extinguishment of debt (b)		(9)
Capitalized interest and debt component of AFUDC	6	4
Foreign currency exchange rates (c)	(8)	(25)
Total	<u>\$ 8</u>	<u>\$ 8</u>

(a) Both periods in 2015 include interest expense related to certain PPL Energy Funding debt that was previously associated with PPL's Supply segment and included in "Income (Loss) from Discontinued Operations (net of income taxes)" in 2014.

(b) In March 2014, PPL Capital Funding remarketed and exchanged junior subordinated notes that were originally issued in April 2011 as a component of PPL's 2011 Equity Units.

(c) The offsetting impacts from foreign currency hedging instruments are recorded in "Other Income (Expense) - net."

Table of Contents

Income Taxes

The increase (decrease) in income taxes for the periods ended September 30, 2015 compared with 2014 was due to:

	Three Months	Nine Months
Change in pre-tax income at current period tax rates	\$ (14)	\$ 32
Valuation allowance adjustments (a)	(3)	(41)
Federal and state tax reserve adjustments (b)	(9)	(21)
U.S. income tax on foreign earnings net of foreign tax credit (c)	(26)	(48)
Foreign tax return adjustments	(4)	(4)
Intercompany interest on U.K. financing entities	(4)	(11)
Reduction in U.K. income tax rates	(2)	(8)
Other	1	(1)
Total	\$ (57)	\$ (102)

- (a) As a result of the spinoff announcement, PPL recorded deferred income tax expense of \$3 million and \$49 million during the three and nine months ended September 30, 2014 to adjust valuation allowances on deferred tax assets primarily for state net operating loss carryforwards that were previously supported by the future earnings of PPL Energy Supply.
- (b) During the three and nine months ended September 30, 2015, PPL recorded a \$9 million tax benefit related to a planned amendment of a prior period tax return. During the nine months ended September 30, 2015, PPL recorded a \$12 million tax benefit to adjust the settled refund amount approved by the Joint Committee on Taxation for the open audit years 1998-2011.
- (c) During the three and nine months ended September 30, 2015, PPL recorded lower income tax expense due to a decrease in taxable dividends.

See Note 5 to the Financial Statements for additional information.

Income (Loss) from Discontinued Operations (net of income taxes)

Income (Loss) from Discontinued Operations (net of income taxes) includes the results of operations of PPL Energy Supply, which was spun off from PPL on June 1, 2015 and substantially represents PPL's former Supply segment. See "Discontinued Operations" in Note 8 to the Financial Statements for additional information.

PPL Electric: Earnings, Margins and Statement of Income Analysis

Earnings

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net Income	\$ 55	\$ 57	\$ 191	\$ 194
Special item, gains (losses), after-tax		2		(2)

Excluding a special item, earnings decreased for the nine month period in 2015 compared with 2014 primarily due to higher depreciation expense, higher operation and maintenance expense and higher income tax expense, partially offset by higher transmission and distribution margins.

The table below quantifies the changes in the components of Net Income between these periods, which reflects amounts classified as Pennsylvania Gross Delivery Margins and an item that management considers special on separate lines within the table and not in their respective Statement of Income line items.

	Three Months	Nine Months
Pennsylvania Gross Delivery Margins	\$ 30	\$ 56
Other operation and maintenance	(19)	(25)
Depreciation	(8)	(21)
Interest expense	1	(5)
Taxes other than income	(2)	(1)
Other income (expense) - net	(3)	(1)
Income taxes	1	(8)
Special item, after-tax (a)	(2)	2
Total	\$ (2)	\$ (3)

- (a) See PPL's "Results of Operations - Segment Earnings - Pennsylvania Regulated Segment" for details of the special item.

Table of Contents

Margins

"Pennsylvania Gross Delivery Margins" is a non-GAAP financial performance measure that management utilizes as an indicator of the performance of its business. See PPL's "Results of Operations - Margins" for information on why management believes this measure is useful and for explanations of the underlying drivers of the changes between periods.

The following tables contain the components from the Statements of Income that are included in this non-GAAP financial measure and a reconciliation to "Operating Income" for the periods ended September 30.

	2015 Three Months			2014 Three Months		
	PA Gross Delivery Margins	Other (a)	Operating Income (b)	PA Gross Delivery Margins	Other (a)	Operating Income (b)
Operating Revenues	\$ 519		\$ 519	\$ 477		\$ 477
Operating Expenses						
Energy purchases	154		154	128		128
Energy purchases from affiliate				20		20
Other operation and maintenance	31	\$ 131	162	25	\$ 108	133
Depreciation		55	55		47	47
Taxes, other than income	25	2	27	25		25
Total Operating Expenses	210	188	398	198	155	353
Total	\$ 309	\$ (188)	\$ 121	\$ 279	\$ (155)	\$ 124

	2015 Nine Months			2014 Nine Months		
	PA Gross Delivery Margins	Other (a)	Operating Income (b)	PA Gross Delivery Margins	Other (a)	Operating Income (b)
Operating Revenues	\$ 1,625		\$ 1,625	\$ 1,518		\$ 1,518
Operating Expenses						
Energy purchases	519		519	431		431
Energy purchases from affiliate	14		14	68		68
Other operation and maintenance	84	\$ 351	435	74	\$ 328	402
Depreciation		158	158		137	137
Taxes, other than income	81	6	87	74	6	80
Total Operating Expenses	698	515	1,213	647	471	1,118
Total	\$ 927	\$ (515)	\$ 412	\$ 871	\$ (471)	\$ 400

(a) Represents amounts excluded from Margins.

(b) As reported on the Statements of Income.

Statement of Income Analysis --

Certain Operating Revenues and Expenses Included in "Margins"

The following Statement of Income line items and their related increase (decrease) during the periods ended September 30, 2015 compared with 2014 are included above within "Margins" and are not discussed separately.

	Three Months	Nine Months
Operating revenues	\$ 42	\$ 107
Energy purchases	26	88
Energy purchases from affiliate	(20)	(54)

Other Operation and Maintenance

The increase (decrease) in other operation and maintenance for the periods ended September 30, 2015 compared with 2014 was due to:

Table of Contents

	Three Months	Nine Months
Vegetation management	\$ 4	\$ 2
Storm costs	(4)	(12)
Act 129	5	8
Bad debts	8	14
Corporate service costs	10	19
Bargaining unit one-time voluntary retirement benefits	3	(3)
Other	3	5
Total	<u>\$ 29</u>	<u>\$ 33</u>

Depreciation

Depreciation increased by \$8 million and \$21 million for the three and nine months ended September 30, 2015 compared with 2014, primarily due to PP&E additions, net related to the ongoing efforts to ensure the reliability of the delivery system and the replacement of aging infrastructure.

Taxes, Other Than Income

Taxes, other than income increased by \$2 million and \$7 million for the three and nine months ended September 30, 2015 compared with 2014, primarily due to higher Pennsylvania gross receipts tax expense as a result of an increase in retail electric revenues. This tax is included in "Pennsylvania Gross Delivery Margins."

Interest Expense

Interest expense increased by \$5 million for the nine months ended September 30, 2015 compared with 2014, primarily due to the issuance of first mortgage bonds in June 2014.

Income Taxes

The increase in income taxes for the periods ended September 30, 2015 compared with 2014 was due to:

	Three Months	Nine Months
Change in pre-tax income at current period tax rates	\$ (1)	\$ 6
Federal and state tax reserve adjustments		3
Other	(1)	
Total	<u>\$ (2)</u>	<u>\$ 9</u>

See Note 5 to the Financial Statements for additional information.

LKE: Earnings, Margins and Statement of Income Analysis

Earnings

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net Income	\$ 120	\$ 91	\$ 297	\$ 271
Special items, gains (losses), after-tax		(1)	(8)	

Excluding special items, earnings increased for the three and nine month periods in 2015 compared with 2014 primarily due to higher returns on additional environmental capital investments and higher base electricity rates effective July 1, 2015, partially offset by higher other operation and maintenance expense.

The table below quantifies the changes in the components of Net Income between these periods, which reflect amounts classified as Margins and certain items that management considers special on separate lines within the table and not in their respective Statement of Income line items.

Table of Contents

	Three Months	Nine Months
Margins	\$ 50	\$ 75
Other operation and maintenance	(4)	(14)
Depreciation	1	(4)
Taxes, other than income		(2)
Other income (expense)- net		3
Interest expense	(1)	(3)
Income taxes	(18)	(21)
Special items, after-tax (a)	1	(8)
Total	<u>\$ 29</u>	<u>\$ 26</u>

(a) See PPL's "Results of Operations - Segment Earnings - Kentucky Regulated Segment" for details of special items.

Margins

"Margins" is a non-GAAP financial performance measure that management utilizes as an indicator of the performance of its business. See PPL's "Results of Operations - Margins" for an explanation of why management believes this measure is useful and the underlying drivers of the changes between periods. Within PPL's discussion, LKE's Margins are referred to as "Kentucky Gross Margins."

The following tables contain the components from the Statements of Income that are included in this non-GAAP financial measure and a reconciliation to "Operating Income" for the periods ended September 30.

	2015 Three Months			2014 Three Months		
	Margins	Other (a)	Operating Income (b)	Margins	Other (a)	Operating Income (b)
Operating Revenues	\$ 801		\$ 801	\$ 753		\$ 753
Operating Expenses						
Fuel	228		228	240		240
Energy purchases	23		23	24		24
Other operation and maintenance	28	\$ 174	202	27	\$ 170	197
Depreciation	11	86	97	2	87	89
Taxes, other than income	1	13	14	13		13
Total Operating Expenses	<u>291</u>	<u>273</u>	<u>564</u>	<u>293</u>	<u>270</u>	<u>563</u>
Total	<u>\$ 510</u>	<u>\$ (273)</u>	<u>\$ 237</u>	<u>\$ 460</u>	<u>\$ (270)</u>	<u>\$ 190</u>
	2015 Nine Months			2014 Nine Months		
	Margins	Other (a)	Operating Income (b)	Margins	Other (a)	Operating Income (b)
Operating Revenues	\$ 2,414		\$ 2,414	\$ 2,409		\$ 2,409
Operating Expenses						
Fuel	695		695	748		748
Energy purchases	143		143	184		184
Other operation and maintenance	77	\$ 548	625	75	\$ 534	609
Depreciation	26	260	286	6	256	262
Taxes, other than income	3	40	43	1	38	39
Total Operating Expenses	<u>944</u>	<u>848</u>	<u>1,792</u>	<u>1,014</u>	<u>828</u>	<u>1,842</u>
Total	<u>\$ 1,470</u>	<u>\$ (848)</u>	<u>\$ 622</u>	<u>\$ 1,395</u>	<u>\$ (828)</u>	<u>\$ 567</u>

(a) Represents amounts excluded from Margins.

(b) As reported on the Statements of Income.

Statement of Income Analysis --

Certain Operating Revenues and Expenses included in "Margins"

The following Statement of Income line items and their related increase (decrease) during the periods ended September 30, 2015 compared with 2014 are included above within "Margins" and are not discussed separately.

Table of Contents

	Three Months	Nine Months
Operating revenues	\$ 48	\$ 5
Fuel	(12)	(53)
Energy purchases	(1)	(41)

Other Operation and Maintenance

The increase in other operation and maintenance expense for the periods ended September 30, 2015 compared with 2014 was due to:

	Three Months	Nine Months
Cane Run retired units		\$ 11
Pension	\$ 2	11
Storm costs	3	(7)
Bad debts	(2)	(4)
Coal plant operations	(1)	(3)
Other	3	8
Total	<u>\$ 5</u>	<u>\$ 16</u>

Depreciation

Depreciation increased by \$8 million and \$24 million for the three and nine months ended September 30, 2015 compared with 2014 primarily due to additions to PP&E, net.

Income Taxes

The increase in income taxes for the periods ended September 30, 2015, compared with 2014, was due to:

	Three Months	Nine Months
Higher pre-tax book income at current period tax rates	\$ 18	\$ 21
Certain Valuation Allowances		8
Total	<u>\$ 18</u>	<u>\$ 29</u>

LG&E: Earnings, Margins and Statement of Income Analysis

Earnings

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net Income	\$ 58	\$ 46	\$ 146	\$ 133

Earnings increased for the three and nine month periods in 2015 compared with 2014 primarily due to higher returns on additional environmental capital investments.

The table below quantifies the changes in the components of Net Income between these periods, which reflect amounts classified as Margins on a separate line within the table and not in their respective Statement of Income line items.

	Three Months	Nine Months
Margins	\$ 13	\$ 28
Other operation and maintenance	6	(4)
Depreciation	3	4
Other income (expense) - net	(1)	
Interest expense		(2)
Income taxes	(9)	(13)
Total	<u>\$ 12</u>	<u>\$ 13</u>

Margins

"Margins" is a non-GAAP financial performance measure that management utilizes as an indicator of the performance of its business. See PPL's "Results of Operations - Margins" for an explanation of why management believes this measure is useful

Table of Contents

and the underlying drivers of the changes between periods. Within PPL's discussion, LG&E's Margins are included in "Kentucky Gross Margins."

The following tables contain the components from the Statements of Income that are included in this non-GAAP financial measure and a reconciliation to "Operating Income" for the periods ended September 30.

	2015 Three Months			2014 Three Months		
	Margins	Other (a)	Operating Income (b)	Margins	Other (a)	Operating Income (b)
Operating Revenues	\$ 351		\$ 351	\$ 347		\$ 347
Operating Expenses						
Fuel	82		82	99		99
Energy purchases, including affiliate	27		27	23		23
Other operation and maintenance	11	\$ 76	87	12	\$ 82	94
Depreciation	5	35	40	1	38	39
Taxes, other than income	1	6	7		6	6
Total Operating Expenses	126	117	243	135	126	261
Total	\$ 225	\$ (117)	\$ 108	\$ 212	\$ (126)	\$ 86

	2015 Nine Months			2014 Nine Months		
	Margins	Other (a)	Operating Income (b)	Margins	Other (a)	Operating Income (b)
Operating Revenues	\$ 1,121		\$ 1,121	\$ 1,170		\$ 1,170
Operating Expenses						
Fuel	267		267	320		320
Energy purchases, including affiliate	146		146	178		178
Other operation and maintenance	33	\$ 253	286	37	\$ 249	286
Depreciation	12	110	122	2	114	116
Taxes, other than income	2	19	21		19	19
Total Operating Expenses	460	382	842	537	382	919
Total	\$ 661	\$ (382)	\$ 279	\$ 633	\$ (382)	\$ 251

(a) Represents amounts excluded from Margins.

(b) As reported on the Statements of Income.

Statement of Income Analysis --

Certain Operating Revenues and Expenses included in "Margins"

The following Statement of Income line items and their related increase (decrease) during the periods ended September 30, 2015 compared with 2014 are included above within "Margins" and are not discussed separately.

	Three Months	Nine Months
Retail and wholesale	\$ 15	\$ (7)
Electric revenue from affiliate	(11)	(42)
Fuel	(17)	(53)
Energy purchases	(2)	(38)
Energy purchases from affiliate	6	6

Other Operation and Maintenance

The decrease in other operation and maintenance expense for the periods ended September 30, 2015 compared with 2014 was due to:

	Three Months	Nine Months
Cane Run retired units		\$ 11
Pension		5
Storm costs	\$ 1	(4)
Coal plant operations	(2)	(5)
Bad debts	(1)	(2)
Other	(5)	(5)
Total	\$ (7)	\$ (7)

[Table of Contents](#)

Depreciation

Depreciation increased by \$6 million for the nine months ended September 30, 2015 compared with 2014 primarily due to additions to PP&E, net.

Income Taxes

Income taxes increased by \$9 million and \$13 million for the three and nine months ended September 30, 2015 compared with 2014 primarily due to the change in pre-tax income at current period tax rates.

KU: Earnings, Margins and Statement of Income Analysis

Earnings

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net Income	\$ 72	\$ 56	\$ 189	\$ 173
Special item, gain (loss), after-tax		(1)		

Excluding a special item, earnings increased for the three and nine month periods in 2015 compared with 2014 primarily due to higher returns on additional environmental capital investments and higher base electricity rates effective July 1, 2015, partially offset by higher other operation and maintenance expense.

The table below quantifies the changes in the components of Net Income between these periods, which reflect amounts classified as Margins and a certain item that management considers special on separate lines within the table and not in their respective Statement of Income line items.

	Three Months	Nine Months
Margins	\$ 37	\$ 47
Other operation and maintenance	(8)	(13)
Depreciation	(3)	(9)
Taxes, other than income		(2)
Other income (expense)- net		2
Interest expense	(1)	
Income taxes	(10)	(9)
Special item, after-tax	1	
Total	\$ 16	\$ 16

Margins

"Margins" is a non-GAAP financial performance measure that management utilizes as an indicator of the performance of its business. See PPL's "Results of Operations - Margins" for an explanation of why management believes this measure is useful and the underlying drivers of the changes between periods. Within PPL's discussion, KU's Margins are included in "Kentucky Gross Margins."

The following tables contain the components from the Statements of Income that are included in this non-GAAP financial measure and a reconciliation to "Operating Income" for the periods ended September 30.

	2015 Three Months			2014 Three Months		
	Margins	Other (a)	Operating Income (b)	Margins	Other (a)	Operating Income (b)
Operating Revenues	\$ 461		\$ 461	\$ 422		\$ 422
Operating Expenses						
Fuel	146		146	141		141
Energy purchases, including affiliate	7		7	17		17
Other operation and maintenance	17	\$ 91	108	14	\$ 83	97
Depreciation	6	51	57	2	48	50
Taxes, other than income		7	7		7	7
Total Operating Expenses	176	149	325	174	138	312
Total	\$ 285	\$ (149)	\$ 136	\$ 248	\$ (138)	\$ 110

Table of Contents

	2015 Nine Months			2014 Nine Months		
	Margins	Other (a)	Operating Income (b)	Margins	Other (a)	Operating Income (b)
Operating Revenues	\$ 1,342		\$ 1,342	\$ 1,324		\$ 1,324
Operating Expenses						
Fuel	428		428	428		428
Energy purchases, including affiliate	46		46	91		91
Other operation and maintenance	44	\$ 277	321	38	\$ 264	302
Depreciation	14	150	164	4	141	145
Taxes, other than income	1	21	22	1	19	20
Total Operating Expenses	533	448	981	562	424	986
Total	\$ 809	\$ (448)	\$ 361	\$ 762	\$ (424)	\$ 338

(a) Represents amounts excluded from Margins.

(b) As reported on the Statements of Income.

Statement of Income Analysis –

Certain Operating Revenues and Expenses included in "Margins"

The following Statement of Income line items and their related increase (decrease) during the periods ended September 30, 2015 compared with 2014 are included above within "Margins" and are not discussed separately.

	Three Months	Nine Months
Retail and wholesale	\$ 33	\$ 12
Electric revenue from affiliate	6	6
Fuel	5	
Energy purchases	1	(3)
Energy purchases from affiliate	(11)	(42)

Other Operation and Maintenance

The increase in other operation and maintenance expense for the periods ended September 30, 2015 compared with 2014 was due to:

	Three Months	Nine Months
Pension	\$ 3	\$ 9
Cane Run 7 operations	2	3
Storm costs	2	(3)
Coal plant operations	1	2
Other	3	8
Total	\$ 11	\$ 19

Depreciation

Depreciation increased by \$7 million and \$19 million for the three and nine months ended September 30, 2015 compared with 2014 primarily due to additions to PP&E, net.

Income Taxes

Income taxes increased by \$10 million and \$9 million for the three and nine months ended September 30, 2015 compared with 2014 primarily due to the change in pre-tax income at current period tax rates.

Table of Contents

Financial Condition

The remainder of this Item 2 in this Form 10-Q is presented on a combined basis, providing information, as applicable, for all Registrants.

Liquidity and Capital Resources

(All Registrants)

The Registrants expect to continue to have adequate liquidity available through operating cash flows, cash and cash equivalents, credit facilities and commercial paper issuances.

The Registrants had the following at:

	PPL (a)	PPL Electric	LKE	LG&E	KU
September 30, 2015					
Cash and cash equivalents	\$ 981	\$ 26	\$ 455	\$ 180	\$ 275
Short-term debt	557	68	75		
Notes payable with affiliates			62		
December 31, 2014					
Cash and cash equivalents	\$ 1,399	\$ 214	\$ 21	\$ 10	\$ 11
Short-term investments	120				
Short-term debt	836		575	264	236
Notes payable with affiliates			41		

(a) At September 30, 2015, \$199 million of cash and cash equivalents were denominated in GBP. If these amounts would be remitted as dividends, PPL would not anticipate a material incremental U.S. tax cost. Historically, dividends paid by foreign subsidiaries have been limited to distributions of the current year's earnings. See Note 5 to the Financial Statements in PPL's 2014 Form 10-K for additional information on undistributed earnings of WPD.

Net cash provided by (used in) operating, investing and financing activities from continuing operations for the nine month period ended September 30, and the changes between periods, were as follows.

	PPL	PPL Electric	LKE	LG&E	KU
2015					
Operating activities	\$ 1,688	\$ 373	\$ 895	\$ 469	\$ 510
Investing activities	(2,463)	(764)	(921)	(519)	(400)
Financing activities	231	203	460	220	154
2014					
Operating activities	\$ 2,163	\$ 412	\$ 851	\$ 327	\$ 486
Investing activities	(2,630)	(562)	(773)	(422)	(418)
Financing activities	137	236	(66)	112	(67)
Change - Cash Provided (Used)					
Operating activities	\$ (475)	\$ (39)	\$ 44	\$ 142	\$ 24
Investing activities	167	(202)	(148)	(97)	18
Financing activities	94	(33)	526	108	221

Operating Activities

The components of the change in cash provided by (used in) operating activities from continuing operations for the nine months ended September 30, 2015 compared with 2014 were as follows.

	PPL	PPL Electric	LKE	LG&E	KU
Change - Cash Provided (Used)					
Net income	\$ 169	\$ (3)	\$ 26	\$ 13	\$ 16
Non-cash components	(56)	103	1	98	20
Working capital	(368)	(121)	129	76	59
Defined benefit plan funding	(106)	(13)	(23)	(13)	(16)
Other operating activities	(114)	(5)	(89)	(32)	(55)
Total	\$ (475)	\$ (39)	\$ 44	\$ 142	\$ 24

Table of Contents

(PPL)

PPL had a \$475 million decrease in cash provided by operating activities from continuing operations in 2015 compared with 2014.

- Income from continuing operations improved by \$169 million between the periods. This was offset by \$56 million less net non-cash expenses. The net \$113 million increase from net income and non-cash components in 2015 compared with 2014 reflects higher margins in the Pennsylvania and Kentucky regulated segments and lower income taxes.
- The \$368 million decrease in cash from changes in working capital was primarily due to a decrease in taxes payable, primarily due to higher income tax payments in 2015 and a decrease in accounts payable due to timing of payments.
- Defined benefit plan funding was \$106 million higher in 2015.
- The decrease in cash from other operating activities was primarily due to payments of \$88 million for the settlement of interest rate swaps.

(PPL Electric)

PPL Electric had a \$39 million decrease in cash provided by operating activities in 2015 compared with 2014.

- The net increase in non-cash components of \$103 million in 2015 compared with 2014 is primarily due to an increase in deferred income taxes, primarily due to a decrease in taxable income for bonus depreciation and higher depreciation expense due to PP&E additions, net related to the ongoing efforts to ensure the reliability of the delivery system and the replacement of aging infrastructure.
- The \$121 million decline in cash from changes in working capital was primarily due to a decrease in accounts payable, primarily due to timing of payments and a decrease in taxes payable, primarily due to higher income tax payments in 2015, partially offset by a decrease in accounts receivable.
- Defined benefit plan funding was \$13 million higher in 2015.

(LKE)

LKE had a \$44 million increase in cash provided by operating activities in 2015 compared with 2014.

- LKE's non-cash components of net income included a \$24 million increase in depreciation expense due to additional assets in service since the third quarter of 2014, and a \$15 million increase associated with current regulatory assets net of current regulatory liabilities due to the timing of rate recovery mechanisms, partially offset by a \$52 million decrease in deferred income taxes. The decrease in deferred income taxes was primarily due to recording Federal net operating losses, partially offset by an increase in accelerated tax depreciation over book depreciation.
- The increase in cash from working capital was driven primarily by a decrease in income tax receivable as a result of receiving payment from PPL for the use of excess tax depreciation deductions in 2014, a decrease in coal purchases as a result of plant retirements and Cane Run Unit 7 going in service, and a decrease in natural gas stored underground due to lower gas prices, partially offset by a decrease in accounts payable due to the timing of fuel purchases and payments, a decrease in unbilled revenue due to colder winter weather in 2014, and a decrease in taxes payable due to timing of payments.
- The decrease in cash from other operating activities was driven primarily by \$88 million in payments for the settlement of interest rate swaps.

(LG&E)

LG&E had a \$142 million increase in cash provided by operating activities in 2015 compared with 2014.

- LG&E's non-cash components of net income included a \$62 million increase in deferred income taxes, a \$21 million increase associated with current regulatory assets net of current regulatory liabilities due to the timing of rate

Table of Contents

recovery mechanisms, and a \$6 million increase in depreciation expense due to additional assets in service since the third quarter of 2014. The increase in deferred income taxes was primarily due to an increase in accelerated tax depreciation over book depreciation of \$80 million, partially offset by an increase of \$16 million of net operating loss carryforwards.

- The increase in cash from working capital was driven primarily by a decrease in income tax receivable as a result of receiving payment from LKE for the use of excess tax depreciation deductions in 2014, a decrease in coal purchases as a result of plant retirements and Cane Run Unit 7 going in service, a decrease in natural gas stored underground due to lower gas prices, and a decrease in accounts receivable from affiliates due to timing of intercompany settlements associated with capital expenditures, partially offset by a decrease in accounts payable due to the timing of fuel purchases and payments, a decrease in unbilled revenue due to colder winter weather in 2014, and a decrease in taxes payable due to timing of payments.
- The decrease in cash from other operating activities was driven primarily by \$44 million in payments for the settlement of interest rate swaps.

(KU)

KU had a \$24 million increase in cash provided by operating activities in 2015 compared with 2014.

- KU's non-cash components of net income included a \$19 million increase in depreciation expense due to additional assets in service since the third quarter of 2014, partially offset by a \$6 million decrease associated with current regulatory assets net of current regulatory liabilities due to the timing of rate recovery mechanisms.
- The increase in cash from working capital was driven primarily by a decrease in income tax receivable as a result of receiving payments from LKE for the use of excess tax depreciation deductions in 2014, a decrease in coal purchases as a result of plant retirements and Cane Run Unit 7 going in service, and an increase in taxes payable due to timing of payments, partially offset by a decrease in accounts payable due to the timing of fuel purchases and payments, a decrease in unbilled revenue due to colder winter weather in 2014, and a decrease in accounts payable to affiliates due to timing of intercompany settlements associated with capital expenditures.
- The decrease in cash from other operating activities was driven primarily by \$44 million in payments for the settlement of interest rate swaps.

Investing Activities

(All Registrants)

Expenditures for Property, Plant and Equipment

Investment in PP&E is the primary investing activity of the registrants. The change in expenditures for PP&E for the nine months ended September 30, 2015 compared with 2014 was as follows.

	<u>PPL</u>	<u>PPL Electric</u>	<u>LKE</u>	<u>LG&E</u>	<u>KU</u>
(Increase) Decrease	\$ 42	\$ (58)	\$ (85)	\$ (97)	\$ 11

For PPL, lower project expenditures at WPD and KU were partially offset by higher project expenditures at PPL Electric and LG&E. The decrease in expenditures for WPD was primarily due to changes in foreign currency exchange rates. The decrease in expenditures for KU was related to lower expenditures for the construction of Cane Run Unit 7 which was put into commercial operation in June 2015, environmental air projects and CCR projects at KU's Ghent and E.W. Brown plants. The increase in expenditures for PPL Electric was primarily due to the Northeast Pocono reliability project, smart grid projects and other various projects, partially offset by the completion of the Susquehanna-Roseland transmission project. The increase in expenditures for LG&E was primarily due to environmental air projects at LG&E's Mill Creek plant, partially offset by lower expenditures for the construction of Cane Run Unit 7.

Table of Contents

Other Significant Changes in Components of Investing Activities

(PPL)

PPL received \$136 million during the nine months ended September 30, 2015 from the sale of short-term investments.

(PPL Electric)

PPL Electric received \$150 million during the nine months ended September 30, 2014 on notes receivable from affiliates.

Financing Activities

(All Registrants)

The components of the change in cash provided by (used in) financing activities from continuing operations for the nine months ended September 30, 2015 compared with 2014 was as follows.

	PPL	PPL Electric	LKE	LG&E	KU
Change - Cash Provided (Used)					
Long-term debt issuances/retirements, net	\$ 1,078	\$ (286)	\$ 1,050	\$ 550	\$ 500
Stock issuances/redemptions, net	(892)				
Dividends	(32)	(19)		2	6
Capital contributions/distributions, net		180	86	(53)	(66)
Change in short-term debt, net	(79)	88	(603)	(387)	(216)
Other financing activities	19	4	(7)	(4)	(3)
Total	\$ 94	\$ (33)	\$ 526	\$ 108	\$ 221

For the nine months ended September 30, 2015, PPL received \$94 million more cash from financing activities primarily due to the LG&E and KU long-term debt issuances in September 2015, partially offset by lower common stock issuances in 2015. The proceeds of the long-term debt issuances were used to repay short-term debt and additionally will be used for repayment of First Mortgage Bonds maturing in November 2015, and for general corporate purposes.

See Note 7 to the Financial Statements in this Form 10-Q for information on 2015 short and long-term debt activity, equity transactions and PPL dividends. See the Registrants' 2014 Form 10-K for information on 2014 activity.

Credit Facilities

The Registrants maintain credit facilities to enhance liquidity, provide credit support and provide a backstop to commercial paper programs. Amounts borrowed under these credit facilities are reflected in "Short-term debt" on the Balance Sheets. At September 30, 2015, the total committed borrowing capacity and the use of that capacity under these credit facilities was as follows:

External (All Registrants)

	Committed Capacity	Borrowed	Letters of Credit and Commercial Paper Issued	Unused Capacity
PPL Capital Funding Credit Facilities	\$ 750		\$ 20	\$ 730
PPL Electric Credit Facility	300		69	231
LKE Credit Facility	75	\$ 75		
LG&E Credit Facility	500			500
KU Credit Facilities	598		198	400
Total LKE	1,173	75	198	900
Total U.S. Credit Facilities (a)	\$ 2,223	\$ 75	\$ 287	\$ 1,861
Total U.K. Credit Facilities (b)	£ 1,055	£ 266		£ 789

Table of Contents

- (a) The commitments under the U.S. credit facilities are provided by a diverse bank group, with no one bank and its affiliates providing an aggregate commitment of more than the following percentages of the total committed capacity: PPL - 13%, PPL Electric - 12%, LKE - 21%, LG&E - 12% and KU - 37%.
- (b) The amounts borrowed at September 30, 2015 were USD-denominated borrowings of \$200 million and GBP-denominated borrowings which equated to \$214 million. At September 30, 2015, the USD equivalent of unused capacity under the U.K. committed credit facilities was \$1.2 billion.

The commitments under the U.K. credit facilities are provided by a diverse bank group, with no one bank providing more than 14% of the total committed capacity.

See Note 7 to the Financial Statements for further discussion of the Registrants' credit facilities.

Intercompany (LKE, LG&E and KU)

	Committed Capacity	Borrowed	Other Used Capacity	Unused Capacity
LKE Credit Facility	\$ 225	\$ 62		\$ 163
LG&E Money Pool (a)	500			500
KU Money Pool (a)	500			500

- (a) LG&E and KU participate in an intercompany money pool agreement whereby LKE, LG&E and/or KU make available funds up to \$500 million at an interest rate based on a market index of commercial paper issues. However, the FERC has issued a maximum short-term debt limit for each utility at \$500 million from any source.

See Note 11 to the Financial Statements for further discussion of intercompany credit facilities.

Commercial Paper (All Registrants)

PPL Electric, LG&E and KU maintain commercial paper programs to provide an additional financing source to fund short-term liquidity needs, as necessary. Commercial paper issuances, included in "Short-term debt" on the Balance Sheets, are supported by the respective Registrant's Syndicated Credit Facility. The following commercial paper programs were in place at September 30, 2015:

	Capacity	Commercial Paper Issuances	Unused Capacity
PPL Electric	\$ 300	\$ 68	\$ 232
LG&E	350		350
KU	350		350
Total LKE	700		700
Total PPL	\$ 1,000	\$ 68	\$ 932

In October 2015, PPL Capital Funding established a commercial paper program for up to \$600 million to provide an additional financing source to fund its short-term liquidity needs from time to time. Commercial paper issuances will be supported by PPL Capital Funding's Syndicated Credit Facilities. PPL guarantees PPL Capital Funding's payment obligations on the commercial paper notes.

Long-term Debt

(PPL, LKE and LG&E)

In September 2015, LG&E issued \$300 million of 3.30% First Mortgage Bonds due 2025 and \$250 million of 4.375% First Mortgage Bonds due 2045. LG&E received proceeds of \$298 million and \$248 million, net of discounts and underwriting fees, which were used to repay short-term debt and additionally will be used for the repayment of First Mortgage Bonds maturing in November 2015, and for general corporate purposes.

(PPL, LKE and KU)

In September 2015, KU issued \$250 million of 3.30% First Mortgage Bonds due 2025 and \$250 million of 4.375% First Mortgage Bonds due 2045. KU received proceeds of \$248 million for each issuance, net of discounts and underwriting fees,

Table of Contents

which were used to repay short-term debt and additionally will be used for the repayment of First Mortgage Bonds maturing in November 2015, and for general corporate purposes.

(PPL and PPL Electric)

In October 2015, PPL Electric issued \$350 million of 4.150% First Mortgage Bonds due 2045. PPL Electric received proceeds of \$345 million, net of a discount and underwriting fees, which will be used to repay short-term debt and for general corporate purposes.

(PPL)

ATM Program

For the periods ended September 30, 2015, PPL issued the following:

	<u>Three Months</u>	<u>Nine Months</u>
Number of shares	435,800	857,500
Average share price	\$ 32.95	\$ 33.33
Net proceeds	14	28

See Note 7 to the Financial Statements for additional information.

Common Stock Dividends

In August 2015, PPL declared its increased quarterly common stock dividend, payable October 1, 2015, at 37.75 cents per share (equivalent to \$1.51 per annum). Future dividends, declared at the discretion of the Board of Directors, will be dependent upon future earnings, cash flows, financial and legal requirements and other factors.

Rating Agency Actions

(All Registrants)

Moody's, S&P and Fitch have periodically reviewed the credit ratings of the debt of the Registrants and their subsidiaries. Based on their respective independent reviews, the rating agencies may make certain ratings revisions or ratings affirmations.

A credit rating reflects an assessment by the rating agency of the creditworthiness associated with an issuer and particular securities that it issues. The credit ratings of the Registrants and their subsidiaries are based on information provided by the Registrants and other sources. The ratings of Moody's, S&P and Fitch are not a recommendation to buy, sell or hold any securities of the Registrants or their subsidiaries. Such ratings may be subject to revisions or withdrawal by the agencies at any time and should be evaluated independently of each other and any other rating that may be assigned to the securities. The credit ratings of the Registrants and their subsidiaries affect their liquidity, access to capital markets and cost of borrowing under their credit facilities.

The rating agencies have taken the following actions related to the Registrants and their subsidiaries during 2015.

In January 2015, Fitch withdrew its ratings for PPL, PPL Capital Funding, PPL Electric, LKE, LG&E, and KU.

(PPL)

In May 2015, Moody's upgraded the following ratings with a stable outlook:

- the long-term issuer rating from Baa3 to Baa2 for PPL;
- the senior unsecured rating from Baa3 to Baa2 for PPL Capital Funding; and
- the junior subordinated rating from Ba1 to Baa3 for PPL Capital Funding.

In May 2015, Fitch affirmed and withdrew its ratings for PPL UK Distribution Holdings Limited (formerly known as PPL WW), WPD (South Wales) and WPD (South West).

In June 2015, S&P upgraded the following ratings with a stable outlook:

- the long-term issuer rating from BBB to A- for PPL;

Table of Contents

- the senior unsecured rating from BBB- to BBB+ for PPL Capital Funding; and
- the junior subordinated rating from BB+ to BBB for PPL Capital Funding.

In June 2015, S&P affirmed the short-term issuer ratings for WPD plc, WPD (East Midlands), WPD (West Midlands), WPD (South Wales) and WPD (South West). S&P also upgraded the following ratings with a stable outlook:

- the long-term issuer rating from BBB to A- for WPD plc, WPD (East Midlands), WPD (West Midlands), WPD (South Wales) and WPD (South West);
- the senior unsecured rating from BBB- to BBB+ for WPD plc; and
- the senior unsecured rating from BBB to A- for WPD (East Midlands), WPD (West Midlands), WPD (South Wales) and WPD (South West).

In August 2015, S&P affirmed its ratings with a stable outlook for WPD plc, WPD (East Midlands), WPD (West Midlands), WPD (South Wales) and WPD (South West).

In October 2015, Moody's and S&P assigned ratings of P-2 and A-2, respectively, to PPL Capital Funding's \$600 million commercial paper program. S&P also assigned a short-term issuer rating of A-2 to PPL.

(PPL and PPL Electric)

In May 2015, Moody's affirmed its ratings and revised its outlook to positive for PPL Electric.

In June 2015, S&P affirmed its commercial paper rating and upgraded the following ratings with a stable outlook for PPL Electric:

- the long-term issuer rating from BBB to A-; and
- the senior secured rating from A- to A.

In September 2015, Moody's affirmed its commercial paper rating and upgraded the following ratings with a stable outlook for PPL Electric:

- the long-term issuer rating from Baa1 to A3; and
- the senior secured rating from A2 to A1.

In September 2015, Moody's and S&P assigned ratings of A1 and A to PPL Electric's \$350 million 4.15% First Mortgage Bonds due 2045.

(PPL, LKE, LG&E and KU)

In May 2015, Moody's upgraded the following ratings with a stable outlook for LKE:

- the long-term issuer rating from Baa2 to Baa1; and
- the senior unsecured rating from Baa2 to Baa1.

In June 2015, S&P affirmed its commercial paper ratings for LG&E and KU. S&P also upgraded the following ratings with a stable outlook:

- the long-term issuer ratings from BBB to A- for LKE, LG&E and KU;
- the senior secured ratings from A- to A for LG&E and KU; and
- the senior unsecured rating from BBB- to BBB+ for LKE.

In June 2015, S&P upgraded its ratings from AA+ to AAA for KU's 2000 Series A Solid Waste Disposal Facility Revenue Bonds, KU's 2004 Series A and 2008 Series A Environmental Facilities Revenue Bonds and KU's 2006 Series B Environmental Facilities Revenue Refunding Bonds and removed them from CreditWatch with positive implications.

In September 2015, Moody's and S&P assigned ratings of A1 and A to LG&E's \$300 million 3.3% First Mortgage Bonds due 2025, LG&E's \$250 million 4.375% First Mortgage Bonds due 2045, KU's \$250 million 3.3% First Mortgage Bonds due 2025 and KU's \$250 million 4.375% First Mortgage Bonds due 2045.

Table of Contents

Ratings Triggers

(PPL, LKE, LG&E and KU)

Various derivative and non-derivative contracts, including contracts for the sale and purchase of electricity and fuel, commodity transportation and storage, interest rate and foreign currency instruments (for PPL), contain provisions that require the posting of additional collateral or permit the counterparty to terminate the contract, if PPL's, LKE's, LG&E's or KU's or their subsidiaries' credit rating, as applicable, were to fall below investment grade. See Note 14 to the Financial Statements for a discussion of "Credit Risk-Related Contingent Features," including a discussion of the potential additional collateral requirements for PPL, LKE and LG&E for derivative contracts in a net liability position at September 30, 2015.

(All Registrants)

For additional information on the Registrants' liquidity and capital resources, see "Item 7. Combined Management's Discussion and Analysis of Financial Condition and Results of Operations," in the Registrants' 2014 Form 10-K.

Risk Management

Market Risk

(All Registrants)

See Notes 13 and 14 to the Financial Statements for information about the Registrants' risk management objectives, valuation techniques and accounting designations.

The forward-looking information presented below provides estimates of what may occur in the future, assuming certain adverse market conditions and model assumptions. Actual future results may differ materially from those presented. These disclosures are not precise indicators of expected future losses, but only indicators of possible losses under normal market conditions at a given confidence level.

Interest Rate Risk

The Registrants and their subsidiaries issue debt to finance their operations, which exposes them to interest rate risk. The Registrants and their subsidiaries utilize various financial derivative instruments to adjust the mix of fixed and floating interest rates in their debt portfolios, adjust the duration of their debt portfolios and lock in benchmark interest rates in anticipation of future financing, when appropriate. Risk limits under the risk management program are designed to balance risk exposure to volatility in interest expense and changes in the fair value of the debt portfolios due to changes in the absolute level of interest rates.

The following interest rate hedges were outstanding at September 30, 2015.

	Exposure Hedged	Fair Value, Net - Asset (Liability) (a)	Effect of a 10% Adverse Movement in Rates (b)	Maturities Ranging Through
PPL				
Cash flow hedges				
Interest rate swaps (c)	\$ 792	\$ (31)	\$ (12)	2026
Cross-currency swaps (d)	1,262	61	(158)	2028
Economic hedges				
Interest rate swaps (e)	179	(51)	(2)	2033
LKE				
Economic hedges				
Interest rate swaps (e)	179	(51)	(2)	2033
LG&E				
Economic hedges				
Interest rate swaps (e)	179	(51)	(2)	2033

(a) Includes accrued interest, if applicable.

Table of Contents

- (b) Effects of adverse movements decrease assets or increase liabilities, as applicable, which could result in an asset becoming a liability. Sensitivities represent a 10% adverse movement in interest rates, except for cross-currency swaps which also includes a 10% adverse movement in foreign currency exchange rates.
- (c) Changes in the fair value of such cash flow hedges are recorded in equity or as regulatory assets or regulatory liabilities, if recoverable through regulated rates, and reclassified into earnings in the same period during which the item being hedged affects earnings.
- (d) Cross-currency swaps are utilized to hedge the principal and interest payments of WPD's U.S. dollar-denominated senior notes. Changes in the fair value of these instruments are recorded in equity and reclassified into earnings in the same period during which the item being hedged affects earnings.
- (e) Realized changes in the fair value of such economic hedges are recoverable through regulated rates and any subsequent changes in the fair value of these derivatives are included in regulatory assets or regulatory liabilities.

The Registrants are exposed to a potential increase in interest expense and to changes in the fair value of their debt portfolios. The estimated impact of a 10% adverse movement in interest rates on interest expense at September 30, 2015 was insignificant for PPL, PPL Electric, LKE, LG&E and KU. The estimated impact of a 10% adverse movement in interest rates on the fair value of debt at September 30, 2015 is shown below.

	10% Adverse Movement in Rates
PPL	\$ 685
PPL Electric	129
LKE	185
LG&E	69
KU	105

Foreign Currency Risk (PPL)

PPL is exposed to foreign currency risk primarily through investments in U.K. affiliates. Under its risk management program, PPL may enter into financial instruments to hedge certain foreign currency exposures, including translation risk of expected earnings, firm commitments, recognized assets or liabilities, anticipated transactions and net investments.

The following foreign currency hedges were outstanding at September 30, 2015.

	Exposure Hedged	Fair Value, Net - Asset (Liability)	Effect of a 10% Adverse Movement in Foreign Currency Exchange Rates (a)	Maturities Ranging Through
Net investment hedges (b)	£ 134	\$ 19	\$ (20)	2016
Economic hedges (c)	1,676	143	(235)	2017

- (a) Effects of adverse movements decrease assets or increase liabilities, as applicable, which could result in an asset becoming a liability.
- (b) To protect the value of a portion of its net investment in WPD, PPL executes forward contracts to sell GBP.
- (c) To economically hedge the translation risk of expected earnings denominated in GBP.

Commodity Price Risk (Non-trading)

(PPL, LKE, LG&E and KU)

LG&E's and KU's retail electric rates, LG&E's natural gas rates and KU's municipal wholesale electric rates are set by regulatory commissions and the fuel costs incurred are directly recoverable from customers. As a result, LG&E and KU are subject to commodity price risk for only a small portion of their business operations. LG&E and KU sell excess economic generation to maximize the value of the physical assets at times when the assets are not required to serve LG&E's or KU's customers. See Note 14 to the Financial Statements for additional information.

(PPL and PPL Electric)

PPL Electric is exposed to market price and volumetric risks from its obligation as a PLR. The PUC has approved a cost recovery mechanism that allows PPL Electric to pass through to customers the cost associated with fulfilling its PLR obligation. This cost recovery mechanism substantially eliminates PPL Electric's exposure to market price risk. PPL Electric

Table of Contents

also mitigates its exposure to volumetric risk by entering into full-requirement energy supply contracts for the majority of its PLR obligations. These supply contracts transfer the volumetric risk associated with the PLR obligation to the energy suppliers.

Credit Risk (All Registrants)

See Notes 13 and 14 to the Financial Statements in this Form 10-Q and "Risk Management - Credit Risk" in the Registrants' 2014 Form 10-K for additional information.

Foreign Currency Translation (PPL)

The value of the British pound sterling fluctuates in relation to the U.S. dollar. Changes in this exchange rate resulted in a foreign currency translation loss of \$101 million for the nine months ended September 30, 2015, which primarily reflected a \$263 million decrease to PP&E and goodwill offset by a decrease of \$162 million to net liabilities. Changes in this exchange rate resulted in a foreign currency translation gain of \$75 million for the nine months ended September 30, 2014, which primarily reflected a \$193 million increase to PP&E and goodwill offset by an increase of \$118 million to net liabilities. The impact of foreign currency translation is recorded in AOCL.

Related Party Transactions (All Registrants)

The Registrants are not aware of any material ownership interests or operating responsibility by senior management in outside partnerships, including leasing transactions with variable interest entities, or other entities doing business with the Registrants. See Note 11 to the Financial Statements for additional information on related party transactions for PPL Electric, LKE, LG&E and KU.

Acquisitions, Development and Divestitures

(All Registrants)

The Registrants from time to time evaluate opportunities for potential acquisitions, divestitures and development projects. Development projects are reexamined based on market conditions and other factors to determine whether to proceed with, modify or terminate the projects. Any resulting transactions may impact future financial results. See Note 8 to the Financial Statements for information on the more significant activities.

(PPL)

See Note 8 to the Financial Statements for information on the spinoff of PPL Energy Supply.

Environmental Matters

(All Registrants)

Extensive federal, state and local environmental laws and regulations are applicable to PPL's, LKE's, LG&E's and KU's air emissions, water discharges and the management of hazardous and solid waste, as well as other aspects of the Registrants' businesses. The cost of compliance or alleged non-compliance cannot be predicted with certainty but could be significant. In addition, costs may increase significantly if the requirements or scope of environmental laws or regulations, or similar rules, are expanded or changed. Costs may take the form of increased capital expenditures or operating and maintenance expenses, monetary fines, penalties or other restrictions. Many of these environmental law considerations are also applicable to the operations of key suppliers, or customers, such as coal producers and industrial power users, and may impact the cost for their products or their demand for the Registrants' services. Increased capital and operating costs are subject to rate recovery. PPL, PPL Electric, LKE, LG&E and KU can provide no assurances as to the ultimate outcome of future environmental or rate proceedings before regulatory authorities.

See Note 10 to the Financial Statements for a discussion of the more significant environmental matters including:

- Climate Change,
- Waters of the United States,
- Coal Combustion Residuals,
- Effluent Limitations Guidelines,

Table of Contents

- Mercury and Air Toxics Standards, and
- National Ambient Air Quality Standards.

Additionally, see Note 13 to the Financial Statements and "Item 1. Business - Environmental Matters" in the Registrants' 2014 Form 10-K for additional information on environmental matters.

(PPL, LKE, LG&E and KU)

Coal Combustion Residuals (CCRs)

On October 19, 2015, the EPA's final rule regulating CCRs became effective. In connection with the final CCR rule, LG&E and KU recorded increases to existing AROs of \$57 million and \$219 million during the three and nine months ended September 30, 2015. See Note 16 to the Financial Statements for additional information. Further increases to AROs or changes to current capital plans or to operating costs may be required as estimates are refined based on closure developments, groundwater monitoring results and regulatory or legal proceedings. Costs relating to this rule are subject to rate recovery.

New Accounting Guidance *(All Registrants)*

See Notes 2 and 18 to the Financial Statements for a discussion of new accounting guidance adopted and pending adoption.

Application of Critical Accounting Policies *(All Registrants)*

Financial condition and results of operations are impacted by the methods, assumptions and estimates used in the application of critical accounting policies. The following table summarizes the accounting policies by Registrant that are particularly important to an understanding of the reported financial condition or results of operations, and require management to make estimates or other judgments of matters that are inherently uncertain. See "Item 7. Combined Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Registrants' 2014 Form 10-K for a discussion of each critical accounting policy.

	<u>PPL</u>	<u>PPL Electric</u>	<u>LKE</u>	<u>LG&E</u>	<u>KU</u>
Defined Benefits	X	X	X	X	X
Loss Accruals	X	X	X	X	X
Income Taxes	X	X	X	X	X
Asset Impairments (Excluding Investments)	X		X	X	X
AROs	X		X	X	X
Price Risk Management	X		X	X	X
Regulatory Assets and Liabilities	X	X	X	X	X
Revenue Recognition - unbilled revenue		X	X	X	X

Table of Contents

**PPL Corporation
PPL Electric Utilities Corporation
LG&E and KU Energy LLC
Louisville Gas and Electric Company
Kentucky Utilities Company**

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Reference is made to "Risk Management" in "Item 2. Combined Management's Discussion and Analysis of Financial Condition and Results of Operations."

Item 4. Controls and Procedures

(a) Evaluation of disclosure controls and procedures.

The Registrants' principal executive officers and principal financial officers, based on their evaluation of the Registrants' disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) of the Securities Exchange Act of 1934) have concluded that, as of September 30, 2015, the Registrants' disclosure controls and procedures are effective to ensure that material information relating to the Registrants and their consolidated subsidiaries is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms, particularly during the period for which this quarterly report has been prepared. The aforementioned principal officers have concluded that the disclosure controls and procedures are also effective to ensure that information required to be disclosed in reports filed under the Exchange Act is accumulated and communicated to management, including the principal executive and principal financial officers, to allow for timely decisions regarding required disclosure.

(b) Change in internal controls over financial reporting.

The Registrants' principal executive officers and principal financial officers have concluded that there were no changes in the Registrants' internal control over financial reporting during the Registrants' third fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Registrants' internal control over financial reporting.

PPL Corporation

Following the announcement of the transaction to spin off PPL Energy Supply, LLC to form Talen Energy, management determined the appropriate staffing for Talen Energy and for PPL and its subsidiaries. During the nine months ended September 30, 2015, staffing changes, including the consolidation of certain positions and transition of responsibilities, resulted in changes in certain individuals responsible for executing internal controls. However, changes to system applications, business processes and the associated internal controls were not significant. Management has taken steps to minimize the risk from the changes in individuals executing internal controls.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

For information regarding pending administrative and judicial proceedings involving regulatory, environmental and other matters, which information is incorporated by reference into this Part II, see:

- "Item 3. Legal Proceedings" in each Registrant's 2014 Form 10-K; and
- Notes 6 and 10 to the Financial Statements.

Item 1A. Risk Factors

There have been no material changes in the Registrants' risk factors from those disclosed in "Item 1A. Risk Factors" of the Registrants' 2014 Form 10-K, except that as a result of the June 1, 2015 spinoff by PPL of PPL Energy Supply, the risk factors disclosed under the heading "Risks Related to Supply Segment" at pages 26 through 31 of the Registrants' 2014 Form 10-K are no longer applicable.

Table of Contents

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

PPL Electric Utilities Corporation

On October 27, 2015, PPL Electric amended and restated its By-laws to provide that the number of directors constituting the Company's board of directors shall be as determined from time to time by the directors.

Item 6. Exhibits

The following Exhibits indicated by an asterisk preceding the Exhibit number are filed herewith. The balance of the Exhibits has heretofore been filed with the Commission and pursuant to Rule 12(b)-32 are incorporated herein by reference. Exhibits indicated by a [] are filed or listed pursuant to Item 601(b)(10) (iii) of Regulation S-K.

- *3(a) - Bylaws of PPL Electric Utilities Corporation, effective as of October 27, 2015
- 4(a) - Supplemental Indenture No. 4, dated as of September 1, 2015, of Louisville Gas and Electric Company to The Bank of New York Mellon, as Trustee (Exhibit 4(a) to Louisville Gas and Electric Company Form 8-K Report (File No. 1-2893) dated September 28, 2015)
- 4(b) - Supplemental Indenture No. 4, dated as of September 1, 2015, of Kentucky Utilities Company to The Bank of New York Mellon, as Trustee (Exhibit 4(b) to Kentucky Utilities Company Form 8-K Report (File No. 1-3464) dated September 28, 2015)
- 4(c) - Supplemental Indenture No. 17, dated as of October 1, 2015, of PPL Electric Utilities Corporation to The Bank of New York Mellon, as Trustee (Exhibit 4(a) to PPL Electric Utilities Corporation Form 8-K Report (File No. 1-905) dated October 1, 2015)
- *12(a) - PPL Corporation and Subsidiaries Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends
- *12(b) - PPL Electric Utilities Corporation and Subsidiaries Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends
- *12(c) - LG&E and KU Energy LLC and Subsidiaries Computation of Ratio of Earnings to Fixed Charges
- *12(d) - Louisville Gas and Electric Company Computation of Ratio of Earnings to Fixed Charges
- *12(e) - Kentucky Utilities Company Computation of Ratio of Earnings to Fixed Charges

Certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, for the quarterly period ended September 30, 2015, filed by the following officers for the following companies:

- *31(a) - PPL Corporation's principal executive officer
- *31(b) - PPL Corporation's principal financial officer
- *31(c) - PPL Electric Utilities Corporation's principal executive officer
- *31(d) - PPL Electric Utilities Corporation's principal financial officer
- *31(e) - LG&E and KU Energy LLC's principal executive officer
- *31(f) - LG&E and KU Energy LLC's principal financial officer
- *31(g) - Louisville Gas and Electric Company's principal executive officer
- *31(h) - Louisville Gas and Electric Company's principal financial officer
- *31(i) - Kentucky Utilities Company's principal executive officer
- *31(j) - Kentucky Utilities Company's principal financial officer

Table of Contents

Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, for the quarterly period ended September 30, 2015, furnished by the following officers for the following companies:

*32(a)	- PPL Corporation's principal executive officer and principal financial officer
*32(b)	- PPL Electric Utilities Corporation's principal executive officer and principal financial officer
*32(c)	- LG&E and KU Energy LLC's principal executive officer and principal financial officer
*32(d)	- Louisville Gas and Electric Company's principal executive officer and principal financial officer
*32(e)	- Kentucky Utilities Company's principal executive officer and principal financial officer
101.INS	- XBRL Instance Document
101.SCH	- XBRL Taxonomy Extension Schema
101.CAL	- XBRL Taxonomy Extension Calculation Linkbase
101.DEF	- XBRL Taxonomy Extension Definition Linkbase
101.LAB	- XBRL Taxonomy Extension Label Linkbase
101.PRE	- XBRL Taxonomy Extension Presentation Linkbase

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrants have duly caused this report to be signed on their behalf by the undersigned thereunto duly authorized. The signature for each undersigned company shall be deemed to relate only to matters having reference to such company or its subsidiaries.

PPL Corporation
(Registrant)

Date: October 30, 2015

/s/ Stephen K. Breininger
Stephen K. Breininger
Vice President and Controller
(Principal Accounting Officer)

PPL Electric Utilities Corporation
(Registrant)

Date: October 30, 2015

/s/ Stephen K. Breininger
Stephen K. Breininger
Vice President and Controller
(Principal Financial Officer and Principal
Accounting Officer)

LG&E and KU Energy LLC
(Registrant)

Louisville Gas and Electric Company
(Registrant)

Kentucky Utilities Company
(Registrant)

Date: October 30, 2015

/s/ Kent W. Blake
Kent W. Blake
Chief Financial Officer
(Principal Financial Officer and Principal
Accounting Officer)

Bylaws of PPL Electric Utilities Corporation

10/27/15

Source: PPL CORP, 10-Q, October 30, 2015

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Table of Contents

<u>Section</u>	<u>Page</u>
ARTICLE I: Offices and Fiscal Year	
Section 1.01. <i>Registered Office</i>	1
Section 1.02. <i>Fiscal Year</i>	1
Section 1.03. <i>Corporate Seal</i>	1
ARTICLE II: Meetings of Shareholders	
Section 2.01. <i>Place of Meeting</i>	1
Section 2.02. <i>Annual Meeting</i>	1
Section 2.03. <i>Special Meetings</i>	1
Section 2.04. <i>Notice of Meetings</i>	1
Section 2.05. <i>Quorum, Manner of Acting, and Adjournment</i>	2
Section 2.06. <i>Organization</i>	2
Section 2.07. <i>Voting and Proxies</i>	2
Section 2.08. <i>Voting Lists</i>	3
Section 2.09. <i>Judges of Election</i>	3
Section 2.10. <i>Determination of Shareholders of Record</i>	4
ARTICLE III: Board of Directors	
Section 3.01. <i>Authority, Number and Qualifications</i>	4
Section 3.01.1. <i>Term of Office</i>	4
Section 3.02. <i>Organization</i>	4
Section 3.03. <i>Resignations</i>	4
Section 3.04. <i>Vacancies</i>	4
Section 3.05. <i>Removal by Shareholders</i>	5
Section 3.06. <i>Place of Meeting</i>	5
Section 3.07. <i>Organization Meeting</i>	5
Section 3.08. <i>Regular Meetings</i>	5
Section 3.09. <i>Special Meetings</i>	5
Section 3.10. <i>Quorum, Manner of Acting, and Adjournment</i>	5
Section 3.11. <i>Executive and Other Committees</i>	6
Section 3.12. <i>Compensation</i>	6
Section 3.13. <i>Nominations for Election of Directors and Proposed Business to be Transacted</i>	6
ARTICLE IV: Notice—Waivers—Meetings	
Section 4.01. <i>Manner of Giving Notice</i>	8
Section 4.02. <i>Waivers of Notice</i>	9
Section 4.03. <i>Conference Telephone Meetings</i>	9
ARTICLE V: Officers	
Section 5.01. <i>Number, Qualifications and Designation</i>	9
Section 5.02. <i>Election and Term of Office</i>	9
Section 5.03. <i>Resignations</i>	9
Section 5.04. <i>Removal</i>	9
Section 5.05. <i>Vacancies</i>	10
Section 5.06. <i>General Powers</i>	10
Section 5.07. <i>Compensation</i>	10
Section 5.08. <i>Standard of Care</i>	10

Table of Contents

<u>Section</u>		<u>Page</u>
ARTICLE VI: Capital Stock		
Section 6.01.	<i>Share Certificates</i>	10
Section 6.02.	<i>Transfer</i>	10
Section 6.03.	<i>Record Holder of Shares</i>	11
Section 6.04.	<i>Lost, Destroyed or Mutilated Certificates</i>	11
ARTICLE VII: Indemnification of Directors, Officers, Etc.		
Section 7.01.	<i>Personal Liability of Directors</i>	11
Section 7.02.	<i>Indemnification of Directors and Officers</i>	11
Section 7.03.	<i>Indemnification of Persons Not Indemnified under Section 7.02</i>	12
ARTICLE VIII: Amendments		
Section 8.01.	<i>Amendment of Bylaws</i>	14
ARTICLE IX: [Reserved]		14

**BYLAWS
OF
PPL ELECTRIC UTILITIES CORPORATION
(a Pennsylvania Corporation)**

ARTICLE I

Offices and Fiscal Year

Section 1.01. Registered Office. The registered office of the corporation in the Commonwealth of Pennsylvania shall be at Two North Ninth Street, Allentown, Pennsylvania 18101.

Section 1.02. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January in each year.

Section 1.03. Corporate Seal. The corporation shall have a corporate seal in the form of a circle containing the name of the corporation, the year of incorporation and such other details, if any, as approved by the board of directors.

ARTICLE II

Meetings of Shareholders

Section 2.01. Place of Meeting. All meetings of the shareholders of the corporation shall be held at the registered office of the corporation unless another place is designated by the board of directors in the notice of such meeting.

Section 2.02. Annual Meeting. The board of directors may fix the date and time of the annual meeting of the shareholders, but if no such date and time is fixed by the board the meeting for any calendar year shall be held on the third Thursday in May in such year, at 2 o'clock P.M., and at said meeting the shareholders then entitled to vote shall elect directors and shall transact such other business as may properly be brought before the meeting.

Section 2.03. Special Meetings. Special meetings of the shareholders of the corporation for any purpose or purposes may be called at any time by the Chairman of the Board, if there be one, or, in the case of a vacancy in the office, the President; or by the board of directors.

Section 2.04. Notice of Meetings. Written notice of every meeting of the shareholders, whether annual or special, shall be given to each shareholder of record entitled to vote at the meeting, at least five days prior to the day named for the meeting; provided, however, that at least ten days written notice prior to the day of the meeting shall be given in the case of any annual or special meeting at which there is to be considered any amendment to the Articles of Incorporation of the corporation, the sale of all or substantially all of its assets, or its merger with or consolidation into any other corporation. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting of shareholders, the general nature of the business to be transacted.

Section 2.05. Quorum, Manner of Acting, and Adjournment.

(a) Quorum. The presence in person or by proxy of shareholders entitled to cast a majority of the votes which all shareholders are entitled to cast on the particular matter shall constitute a quorum for the purposes of consideration and action on the matter. Shares of the corporation owned, directly or indirectly, by it and controlled, directly or indirectly, by the board of directors, as such, shall not be counted in determining the total number of outstanding shares for quorum purposes at any given time. The shareholders present at a duly organized meeting can continue to do business until adjournment notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

(b) Adjournments. Any regular or special meeting of the shareholders, including one at which directors are to be elected and one which cannot be organized because a quorum has not attended, may be adjourned for such period and to such place as the shareholders present and entitled to vote shall direct.

Except as otherwise provided in the Articles of Incorporation, those shareholders entitled to vote who attend a meeting called for the election of directors that has been previously adjourned for lack of a quorum, although less than a quorum as fixed in this section, shall nevertheless constitute a quorum for the purpose of electing directors. Also, except as otherwise provided in the Articles of Incorporation, those shareholders entitled to vote who attend a meeting of shareholders that has been previously adjourned for one or more periods aggregating at least 15 days because of an absence of a quorum, although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon any matter set forth in the notice of the meeting if the notice states that those shareholders who attend the adjourned meeting shall nevertheless constitute a quorum for the purpose of acting upon the matter.

(c) Action by Shareholders. Except as otherwise provided in the Articles of Incorporation, a section of these bylaws adopted by the shareholders or the Business Corporation Law, whenever any corporate action is to be taken by vote of the shareholders, it shall be authorized upon receiving the affirmative vote of a majority of the votes cast by all shareholders entitled to vote thereon and, if any shareholders are entitled to vote thereon as a class, upon receiving the affirmative vote of a majority of the votes cast by the shareholders entitled to vote as a class.

Section 2.06. Organization. At every meeting of the shareholders, the Chairman of the Board, or, in the case of vacancy in the office or absence of the Chairman of the Board, one of the following directors or officers: a director designated by the Chairman, the president, an executive vice president, a senior vice president, any vice president, or a Chairman chosen by the shareholders entitled to cast a majority of the votes which all shareholders present in person or by proxy are entitled to cast, shall act as Chairman; and the secretary or a person appointed by the Chairman shall act as secretary.

Section 2.07 Voting and Proxies. Except as otherwise provided by statute or in the Articles of Incorporation, every shareholder of record shall have the right to one vote for every share standing in his name on the books of the corporation.

In all elections for directors, every shareholder entitled to vote shall have the right to multiply the number of votes to which he may be entitled by the total number of directors to be elected in the same election by the holders of the class of shares of which his shares are a part, and he may cast the whole number of such votes for one candidate or he may distribute them among

any two or more candidates. The candidates receiving the highest number of votes from each class or group of classes entitled to elect directors separately up to the number of directors to be elected in the same election by such class or group of classes shall be elected.

Every shareholder entitled to vote at a meeting of shareholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him by proxy. Every proxy shall be executed in writing by the shareholder or by his duly authorized attorney in fact and filed with the secretary of the corporation. A proxy, unless coupled with an interest, shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until notice thereof has been given to the secretary of the corporation. No unrevoked proxy shall be valid after eleven months from the date of its execution, unless a longer time is expressly provided therein, but in no event shall any proxy, unless coupled with an interest, be voted on after three years from the date of its execution. A proxy shall not be revoked by the death or incapacity of the maker unless, before the vote is counted or the authority is exercised, written notice of such death or incapacity is given to the secretary of the corporation. A proxy coupled with an interest shall include an unrevoked proxy in favor of a creditor of a shareholder and such a proxy shall be valid as long as the debt owed by him to the creditor remains unpaid.

Section 2.08. Voting Lists. The officer or agent of the corporation having charge of the transfer books for shares of the corporation shall make a complete list of the shareholders entitled to vote at any meeting of shareholders, arranged in alphabetical order, with the address of and the number of shares held by each. The list shall be produced and kept open at the time and place of the meeting, and shall be subject to the inspection of any shareholder during the whole time of the meeting for the purposes thereof. In lieu of the making of such list, the corporation may make the information therein available at the meeting by any other means. The original share register or transfer book or a duplicate thereof, kept in Pennsylvania, shall be prima facie evidence as to who are the shareholders entitled to examine such list or share register or transfer book, or to vote, in person or by proxy, at any meeting of shareholders.

Section 2.09. Judges of Election. In advance of any meeting of shareholders, the board of directors may appoint one or three judges of election, who need not be shareholders. If judges of election be not so appointed, the chairman of the meeting may, and on the request of any shareholder or his proxy shall, appoint judges of election at the meeting. The judges of election shall determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum and the authenticity, validity and effect of proxies, receive votes or ballots, hear and determine all challenges and questions in any way arising in connection with nominations by shareholders or the right to vote, count and tabulate all votes, determine the result and do such acts as may be proper to conduct the election or vote with fairness to all shareholders. If there are three judges of election, the decision, act or certificate of a majority shall be effective in all respects as the decision, act or certificate of all.

On request of the chairman of the meeting or of any shareholder, the judges shall make a report in writing of any challenge or question or matter determined by them, and execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the facts stated therein.

Section 2.10. Determination of Shareholders of Record. The board of directors may fix a date as a record date for the determination of the shareholders entitled to notice of, or to vote at, any meeting of shareholders, which date, except in the case of an adjourned meeting, shall be not more than 90 days prior to the date of the meeting. Only shareholders of record on the date so fixed, and no others, shall be entitled to notice of, or to vote at, such meeting, notwithstanding any transfer of any shares on the books of the corporation after any such record date so fixed. When a determination of shareholders of record has been made for purposes of a meeting, the determination shall apply to any adjournment thereof unless the board of directors fixes a new record date for the adjourned meeting. The board of directors may similarly fix a record date for the determination of shareholders of record for any other purpose. If a record date is not fixed by the board of directors, the record date shall be as determined in the Business Corporation Law.

ARTICLE III

Board of Directors

Section 3.01. Authority, Number and Qualifications. The business and affairs of the corporation shall be managed under the direction of a board of directors. The number of directors shall be fixed from time to time by resolution of the board of directors. In addition, the board of directors may designate from among its number a Chairman of the Board. All directors of the corporation shall be natural persons of full age, but need not be residents of Pennsylvania. A director may also be an officer or employee of the corporation.

Section 3.01.1 Term of Office. Each director shall hold office until the expiration of the term for which he or she was selected and until a successor shall have been elected and qualified or until his or her earlier death, resignation or removal.

Section 3.02. Organization. At every meeting of the Board of Directors, the Chairman of the Board, if there be one, or, in the case of a vacancy in the office or absence of the Chairman of the Board, the Vice Chairman, or a Chairman chosen by a majority of the directors present, shall preside, and the secretary, or any person appointed by the Chairman of the meeting, shall act as secretary.

Section 3.03. Resignations. Any director of the corporation may resign at any time by giving written notice to the Chairman of the Board, if there be one, or the President, or the secretary of the corporation. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.04. Vacancies. The board of directors may declare vacant the office of a director if he be declared of unsound mind by an order of court, or convicted of felony, or for any other proper cause.

Except as otherwise provided in the Articles of Incorporation, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the board of directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled solely by the majority vote of the directors then in office, although less than a quorum. Each director so chosen shall hold office until the next election of the class for which such director has been chosen, and until his or her successor has been selected and qualified or until his or her earlier death, resignation or removal.

If one or more directors shall resign from the board effective as of a future date, the directors then in office, including those who have so resigned, shall have power by the applicable vote to fill the vacancies, the vote thereon to take effect when the resignations become effective.

Section 3.05. Removal by Shareholders. Any director may be removed from office by vote of shareholders only upon the affirmative vote of the shareholders entitled to cast at least two-thirds of the votes which all shareholders would be entitled to cast at any annual election of directors and upon any additional vote of shareholders that may be required by law.

Section 3.06. Place of Meeting. The board of directors may hold its meetings at such place or places within Pennsylvania, or elsewhere, as the board of directors may from time to time appoint, or as may be designated in the notice calling the meeting.

Section 3.07. Organization Meeting. Immediately after each annual election of directors or other meeting at which the entire board of directors is elected, the newly elected board of directors shall meet for the purpose of organization, election of officers, and the transaction of other business, at the place where said election of directors was held. Notice of such meeting need not be given. Such organization meeting may be held at any other time or place which shall be specified in a notice given as hereinafter provided for special meetings of the board of directors.

Section 3.08. Regular Meetings. Regular meetings of the board of directors shall be held at such time as shall be designated from time to time by the board of directors. At such meetings, the directors shall transact such business as may properly be brought before the meeting. Notice need not be given of regular meetings held at the registered office of the corporation. If held elsewhere, the notice requirements of Section 3.06 shall apply.

Section 3.09. Special Meetings. Special meetings of the board of directors shall be held whenever called by two or more of the directors or by the Chairman of the Board, if there be one, or, in the case of vacancy in the office or absence of the Chairman of the Board, the president. Notice of every special meeting of the board of directors shall be given to each director by telephone or in writing at least 24 hours (in the case of notice by telephone, telex, TWX or facsimile transmission) or 48 hours (in the case of notice by telegraph, courier service or express mail) or five days (in the case of notice by United States mail) before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting. Neither the business to be transacted at nor the purpose of any special meeting need be specified in a notice of the meeting.

Section 3.10. Quorum, Manner of Acting, and Adjournment. A majority of the directors in office shall be present at each meeting in order to constitute a quorum for the transaction of business. Except as otherwise provided in the Articles of Incorporation or by statute, the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the board of directors. In the absence of a quorum, a majority of the directors present may adjourn the meeting from time to time until a quorum be present, provided that the notice, if any, required by Sections 3.08 or 3.09 of this Article has been given. The directors shall act only as a board and the individual directors shall have no power as such, *provided, however*, that any action which may be taken at a meeting of the board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors and shall be filed with the secretary of the corporation.

Section 3.11. *Executive and Other Committees.* The board of directors may, by resolution adopted by a majority of the directors in office, establish an Executive Committee and one or more other committees. Any committee, to the extent provided in such resolution, shall have and may exercise all of the powers and authority of the board of directors, except that no committee shall have any power or authority as to the following:

- (1) The submission to shareholders of any action requiring approval of shareholders under the Business Corporation Law.
- (2) The creation or filling of vacancies in the board of directors.
- (3) The adoption, amendment or repeal of these bylaws.
- (4) The amendment or repeal of any resolution of the board of directors that by its terms is amendable or repealable only by the board.
- (5) Action on matters committed by a resolution of the board of directors exclusively to another committee of the board.

A majority of the directors in office designated to a committee shall be present at each meeting in order to constitute a quorum for the transaction of business. The acts of a majority of the committee members present at a meeting at which a quorum is present shall be the acts of the committee. Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the committee members and shall be filed with the secretary of the corporation.

Each committee shall keep records of its proceedings.

Section 3.12. *Compensation.* The board of directors shall have the authority to fix the compensation of directors for their services as directors. A director may be a salaried officer of the corporation, but no employee shall receive a salary for serving as a director.

Section 3.13. *Nominations for Election of Directors and Proposed Business to be Transacted.*

(a) *Director Nominations.* Except as otherwise provided in or fixed by or pursuant to the provisions of Article VI of the Articles of Incorporation, nominations for the election of directors may be made by the board of directors or a committee appointed by the board of directors or by any shareholder entitled to vote in the election of directors generally. However, any shareholder entitled to vote in the election of directors generally may nominate one or more persons for election as directors at a meeting only if written notice (meeting the requirements hereinafter set forth) of such shareholder's intent to make such nomination or nominations has been given by the shareholder and received by the secretary of the corporation in the manner and within the time specified by this Subsection. The notice shall be delivered to the secretary of the corporation not later than (i) with respect to an election to be held at an annual meeting of shareholders, 75 days in advance of the date of such meeting; *provided, however,* that in the event that less than 85 days' notice or prior public disclosure of the date of the annual meeting is given, notice from the shareholders to be timely must be received not later than the tenth day following the date on which such notice of the date of the annual meeting was mailed or such public disclosure was made, whichever first occurs, and (ii) with respect to an election to be held at a special

meeting of shareholders for the election of directors, the close of business on the earlier of (A) the seventh day following the date on which notice of such meeting is first given to shareholders or (B) the fourth day prior to the meeting. In lieu of delivery to the secretary, the notice may be mailed to the secretary by certified mail, return receipt requested, but shall be deemed to have been given only upon actual receipt by the secretary. Each such notice shall set forth: (a) the name and address of the shareholder who intends to make the nomination and of the person or persons to be nominated; (b) a representation that the shareholder is a holder of record of stock of the corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice; (c) a description of all arrangements or understandings between the shareholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the shareholder; (d) such other information regarding each nominee proposed by such shareholder as would be required to be included in a proxy statement filed pursuant to the proxy rules of the Securities and Exchange Commission had proxies been solicited with respect to such nominee by the management or board of directors of the corporation; and (e) the consent of each nominee to serve as a director of the corporation if so elected. If a judge or judges of election shall not have been appointed pursuant to these bylaws, the presiding officer of the meeting may, if the facts warrant, determine and declare to the meeting that any nomination made at the meeting was not made in accordance with the procedures of this Subsection and, in such event, the nomination shall be disregarded. Any decision by the presiding officer of the meeting made in good faith shall be conclusive and binding upon all shareholders of the corporation for any purpose.

(b) *Proposed Business to be Transacted.* Except as otherwise provided in Section 3.13(a) of these bylaws, at any annual meeting or special meeting of shareholders, only such business as is properly brought before the meeting in accordance with this Subsection may be transacted. To be properly brought before any meeting, any proposed business that is to be brought pursuant to this Subsection must be either (i) specified in the notice of the meeting (or any supplement thereto) given by or at the direction of the board of directors, (ii) otherwise properly brought before the meeting by or at the direction of the board of directors, or (iii) in the case of an annual meeting of shareholders, otherwise properly brought before the meeting by a shareholder (x) who is a shareholder of record on the date of giving notice provided for in these bylaws and on the record date for the determination of shareholders entitled to vote at such annual meeting, and (y) who complies with the notice provisions set forth in this Subsection. For business to be properly brought before an annual meeting by a shareholder, the shareholder must have given timely notice thereof in writing to the secretary of the corporation. To be timely, a shareholder's notice must be delivered to the secretary of the corporation not later than 75 days in advance of the date of such meeting; provided, however, that in the event that less than 85 days' notice or prior public disclosure of the date of the annual meeting is given, notice from the shareholders to be timely must be received not later than the tenth day following the date on which such notice of the date of the annual meeting was mailed or such public disclosure was made, whichever first occurs. In lieu of delivery to the secretary, the notice may be mailed to the secretary by certified mail, return receipt requested, but shall be deemed to have been given only upon actual receipt by the secretary. A shareholder's notice to the secretary of the corporation, as required by this Subsection, shall set forth as to each matter the shareholder proposes to bring before the annual meeting (i) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (ii) the name and record address of the shareholder proposing such business, (iii) the class, series and number of shares of the corporation's

stock which are beneficially owned by the shareholder, (iv) a description of all arrangements or understandings between such shareholder and any other person or persons (including their names) in connection with the proposal of such business by such shareholder in such business, (v) all other information which would be required to be included in a proxy statement or other filing required to be filed with the Securities and Exchange Commission if, with respect to any such item of business, such shareholder were a participant in a solicitation subject to Regulation 14A under the Securities Exchange Act of 1934, as amended, and (vi) a representation that such shareholder intends to appear in person or by proxy at the annual meeting of shareholders to bring such business before the meeting. Except as provided in Section 3.13(a) of these bylaws, notwithstanding anything in the bylaws to the contrary, no business shall be conducted at any meeting of shareholders except in accordance with the procedures set forth in this Subsection, *provided, however*, that nothing in this Subsection shall be deemed to preclude discussion by any shareholders of any business properly brought before any such meeting. The presiding officer of a meeting may, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting in accordance with the provisions of this Subsection, and if he should so determine, he shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted. Any decision by the presiding officer of the meeting made in good faith shall be conclusive and binding upon all shareholders of the corporation for any purpose.

ARTICLE IV

Notice—Waivers—Meetings

Section 4.01 *Manner of Giving Notice.*

(a) *General Rule.* Whenever written notice is required to be given to any person under the provisions of the Articles of Incorporation, these bylaws, or the Business Corporation Law, it may be given to the person, either personally or by sending a copy thereof by first-class or express mail, postage prepaid, or by telegram (with messenger service specified), telex or TWX (with answerback received) or courier service, charges prepaid, or by facsimile transmission, to the address (or to the telex, TWX or facsimile transmission telephone number) of the person appearing on the books of the corporation or, in the case of directors, supplied by the director to the corporation for the purpose of notice. Notice of any regular or special meeting of the shareholders (or any other notice required by the Articles of Incorporation, these bylaws, or the Business Corporation Law to be given to all shareholders or to all holders of a class or series of shares) may be given by any class of mail, postage prepaid, if the notice is deposited in the United States mail at least 20 days prior to the day named for the meeting or any corporate or shareholder action specified in the notice.

If the notice is sent by mail, telegraph or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office or courier service for delivery to that person or, in the case of telex or TWX, when dispatched or, in the case of facsimile transmission, when received. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by any other provision of the Articles of Incorporation, these bylaws, or the Business Corporation Law.

(b) *Adjourned Shareholder Meetings.* When a meeting of shareholders is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be

transacted at an adjourned meeting, other than by announcement at the meeting at which the adjournment is taken, unless the board fixes a new record date for the adjourned meeting or the Business Corporation Law requires notice of the business to be transacted and such notice has not previously been given.

Section 4.02. Waivers of Notice. Whenever any written notice is required to be given under the provisions of the Articles of Incorporation, these bylaws, or the Business Corporation Law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except in the case of a special meeting of shareholders, neither the business to be transacted at, nor the purpose of, the meeting need be specified in the waiver of notice of such meeting.

Attendance of a person, either in person or by proxy, at any meeting, shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 4.03. Conference Telephone Meetings. One or more directors may participate in a meeting of the board, or of a committee of the board, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE V

Officers

Section 5.01. Number, Qualifications and Designation. The officers of the corporation shall be a president, a secretary, a treasurer, one or more vice presidents (including executive vice presidents and senior vice presidents) and such other officers as the business of the corporation may require, including one or more assistant officers. One person may hold more than one office. Officers may but need not be directors or shareholders of the corporation.

Section 5.02. Election and Term of Office. The officers of the corporation shall be elected by the board of directors, and each such officer shall hold his office until the next annual organization meeting of the directors (which is held immediately following the annual meeting of shareholders), or until his death, resignation, or removal.

Section 5.03. Resignations. Any officer may resign at any time by giving written notice to the board of directors, or to the Chairman of the Board, if there be one, or the President, or the secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.04. Removal. Any officer may be removed, either for or without cause, by the board of directors whenever in the judgment of the board of directors the best interests of the corporation will be served thereby.

Section 5.05. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, may be filled by the board of directors.

Section 5.06. General Powers. All officers of the corporation as between themselves and the corporation, shall, respectively have such authority and perform such duties in the management of the property and affairs of the corporation as may be determined by resolution of the board of directors.

Section 5.07. Compensation. The salaries or other compensation of the officers elected by the board of directors shall be fixed from time to time by the board of directors or in such manner as the board of directors shall from time to time provide.

Section 5.08. Standard of Care. In lieu of the standards of conduct otherwise provided by law, officers of the corporation shall be subject to the same standards of conduct, including standards of care and loyalty and rights of justifiable reliance, as shall at the time be applicable to directors of the corporation.

ARTICLE VI

Capital Stock

Section 6.01. Share Certificates.

(a) Form of Certificates. To the extent that certificates for shares of the corporation are issued, such certificates shall be in such form as approved by the board of directors, and shall state that the corporation is incorporated under the laws of the Commonwealth of Pennsylvania, the name of the person to whom issued, and the number and class of shares and the designation of the series (if any) that the certificate represents. If the corporation is authorized to issue shares of more than one class or series, certificates for shares of the corporation shall set forth upon the face or back of the certificate (or shall state on the face or back of the certificate that the corporation will furnish to any shareholder upon request and without charge), a full or summary statement of the designations, voting rights, preferences, limitations and special rights of the shares of each class or series authorized to be issued so far as they have been fixed and determined and the authority of the board of directors to fix and determine the designations, voting rights, preferences, limitations and special rights of the classes and series of shares of the corporation.

(b) Share Register. The share register or transfer books and blank share certificates shall be kept by the secretary or by any transfer agent or registrar designated by the board of directors for that purpose.

(c) Issuance. The share certificates of the corporation shall be numbered and registered in the share register or transfer books of the corporation as they are issued. They shall be executed in such manner as the board of directors shall determine.

Section 6.02. Transfer. Transfers of shares shall be made on the share register or transfer books of the corporation only by the record holder of such shares, or by attorney lawfully constituted in writing, and, in the case of shares represented by a certificate, upon surrender of the certificate therefor, endorsed by the person named in the certificate or by an attorney lawfully constituted in writing.

Section 6.03. Record Holder of Shares. The corporation shall be entitled to treat the person in whose name any share or shares of the corporation stand on the books of the corporation as the absolute owner thereof, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or shares on the part of any other person.

Section 6.04. Lost, Destroyed or Mutilated Certificates. The holder of any shares of the corporation shall immediately notify the corporation of any loss, destruction or mutilation of the certificate therefor, and the board of directors may, in its discretion, cause a new certificate or certificates to be issued to such holder, in case of mutilation of the certificate, upon the surrender of the mutilated certificate or, in case of loss or destruction of the certificate, upon satisfactory proof of such loss or destruction and, if the board of directors shall so determine, the deposit of a bond in such form and in such sum, and with such surety or sureties, as it may direct.

ARTICLE VII

Indemnification of Directors, Officers, Etc.

Section 7.01. Personal Liability of Directors.

(a) To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no director of the corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a director.

(b) Any amendment or repeal of this Section 7.01 which has the effect of increasing directors' liability shall operate prospectively only, and shall not affect any action taken, or any failure to act, prior to its adoption.

Section 7.02. Indemnification of Directors and Officers.

(a) Right to Indemnification. Except as prohibited by law, every director and officer of the corporation shall be entitled as of right to be indemnified by the corporation against reasonable expense and any liability paid or incurred by such person in connection with any actual or threatened claim, action, suit or proceeding, civil, criminal, administrative, investigative or other, whether brought by or in the right of the corporation or otherwise, in which he or she may be involved, as a party or otherwise, by reason of such person being or having been a director or officer of the corporation or by reason of the fact that such person is or was serving at the request of the corporation as a director, officer, employee, fiduciary or other representative of another corporation, partnership, joint venture, trust, employee benefit plan or other entity (such claim, action, suit or proceeding hereinafter being referred to as "action"). Such indemnification shall include the right to have expenses incurred by such person in connection with an action paid in advance by the corporation prior to final disposition of such action, subject to such conditions as may be prescribed by law. Persons who are not directors or officers of the corporation may be similarly indemnified in respect of service to the corporation or to another such entity at the request of the corporation to the extent the Board of Directors at any time denominates such person as entitled to the benefits of this Section 7.02. As used herein, "expense" shall include fees and expenses of counsel selected by such person; and "liability" shall include amounts of judgments, excise taxes, fines and penalties, and amounts paid in settlement.

(b) Right of Claimant to Bring Suit. If a claim under paragraph (a) of this Section 7.02 is not paid in full by the corporation within thirty days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim, and, if successful in whole or in part, the claimant shall also be entitled to be paid the expense of prosecuting such claim. It shall be a defense to any such action that the conduct of the claimant was such that under Pennsylvania law the corporation would be prohibited from indemnifying the claimant for the amount claimed, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its Board of Directors, independent legal counsel and its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because the conduct of the claimant was not such that indemnification would be prohibited by law, nor an actual determination by the corporation (including its Board of Directors, independent legal counsel or its shareholders) that the conduct of the claimant was such that indemnification would be prohibited by law, shall be a defense to the action or create a presumption that the conduct of the claimant was such that indemnification would be prohibited by law.

(c) Insurance and Funding. The corporation may purchase and maintain insurance to protect itself and any person eligible to be indemnified hereunder against any liability or expense asserted or incurred by such person in connection with any action, whether or not the corporation would have the power to indemnify such person against such liability or expense by law or under the provisions of this Section 7.02. The corporation may create a trust fund, grant a security interest, cause a letter of credit to be issued or use other means (whether or not similar to the foregoing) to ensure the payment of such sums as may become necessary to effect indemnification as provided herein.

(d) Non-Exclusivity; Nature and Extent of Rights. The right of indemnification provided for herein (1) shall not be deemed exclusive of any other rights, whether now existing or hereafter created, to which those seeking indemnification hereunder may be entitled under any agreement, bylaw or charter provision, vote of shareholders or directors or otherwise, (2) shall be deemed to create contractual rights in favor of persons entitled to indemnification hereunder, (3) shall continue as to persons who have ceased to have the status pursuant to which they were entitled or were denominated as entitled to indemnification hereunder and shall inure to the benefit of the heirs and legal representatives of persons entitled to indemnification hereunder and (4) shall be applicable to actions, suits or proceedings commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof. The right of indemnification provided for herein may not be amended, modified or repealed so as to limit in any way the indemnification provided for herein with respect to any acts or omissions occurring prior to the effective date of any such amendment, modification or repeal.

Section 7.03. Indemnification of Persons Not Indemnified under Section 7.02.

(a) Scope. The provisions of this Section 7.03 are applicable only to employees and other authorized representatives of the corporation who are not entitled to the benefits of Section 7.02 pursuant to either the terms of Section 7.02 or a resolution of the Board of Directors of this corporation.

(b) Employees: Third Party Actions. The corporation shall indemnify any employee of the corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that such person is or was an authorized representative of the corporation (which, for the purposes of this Section 7.03, shall mean an employee or agent of the corporation, or a person who is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise) against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which that person reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(c) Employees: Derivative Actions. The corporation shall indemnify any employee of the corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was an authorized representative of the corporation, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the court of common pleas of the county in which the registered office of the corporation is located or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court of common pleas or such other court shall deem proper.

(d) Other Authorized Representatives. To the extent that an authorized representative of the corporation who is not an employee of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (b) and (c) of this Section 7.03 or in defense of any claim, issue or matter therein, such person shall be indemnified by the corporation against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith. Such an authorized representative may, at the discretion of the corporation, be indemnified by the corporation in any other circumstances and to any extent if the corporation would be required by subsections (b) and (c) of this Section 7.03 to indemnify such person in such circumstances and to such extent if such person were or had been an employee of the corporation.

(e) Procedure for Effecting Indemnification. Indemnification under subsections (b), (c) or (d) of this Section 7.03 shall be made when ordered by a court (in which case the expenses, including attorneys' fees, of the authorized representative in enforcing such right of indemnification shall be added to and be included in the final judgment against the corporation)

or shall be made upon a determination that indemnification of the authorized representative is required or proper in the circumstances because such person has met the applicable standard of conduct set forth in subsections (b) and (c) of this Section 7.03. Such determination shall be made:

- (1) By the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or
- (2) If such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so direct, by independent legal counsel in a written opinion, or
- (3) By the shareholders.

(f) Advancing Expenses. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of an employee to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation as required in this Section 7.03 or as authorized by law and may be paid by the corporation in advance on behalf of any other authorized representative when authorized by the board of directors upon receipt of a similar undertaking.

(g) Non-Exclusivity; Nature and Extent of Rights. Each person who shall act as an authorized representative of the corporation and who is not entitled to the benefits of Section 7.02, shall be deemed to be doing so in reliance upon such rights of indemnification as are provided in this Section 7.03.

The indemnification provided by this Section 7.03 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of shareholders or disinterested directors, statute or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VIII

Amendments

Section 8.01. Amendment of Bylaws. The directors may make, amend, alter or repeal these bylaws by a vote of the majority of the members of the board of directors at any regular or special meeting duly convened after notice of that purpose; subject, however, to the power of the shareholders to make, amend, and repeal these bylaws at any annual or special meeting duly convened after notice of that purpose.

ARTICLE IX

[RESERVED]

PPL CORPORATION AND SUBSIDIARIES

COMPUTATION OF RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND
PREFERRED STOCK DIVIDENDS

(Millions of Dollars)

	9 Months Ended Sep. 30, 2015(a)	Years Ended December 31, (a)				
		2014	2013	2012	2011	2010
Earnings, as defined:						
Income from Continuing Operations Before Income Taxes	\$ 1,630	\$ 2,129	\$ 1,728	\$ 1,406	\$ 922	\$ 321
Adjustment to reflect earnings from equity method investments on a cash basis (b)	(2)			34		
	<u>1,628</u>	<u>2,129</u>	<u>1,728</u>	<u>1,440</u>	<u>922</u>	<u>321</u>
Total fixed charges as below	816	1,095	1,096	1,065	1,022	698
Less:						
Capitalized interest	10	11	11	6	4	
Preferred security distributions of subsidiaries on a pre-tax basis				5	23	21
Interest expense and fixed charges related to discontinued operations	150	186	235	235	231	255
Total fixed charges included in Income from Continuing Operations Before Income Taxes	<u>656</u>	<u>898</u>	<u>850</u>	<u>819</u>	<u>764</u>	<u>422</u>
Total earnings	<u>\$ 2,284</u>	<u>\$ 3,027</u>	<u>\$ 2,578</u>	<u>\$ 2,259</u>	<u>\$ 1,686</u>	<u>\$ 743</u>
Fixed charges, as defined:						
Interest charges (c)	\$ 810	\$ 1,073	\$ 1,058	\$ 1,019	\$ 955	\$ 637
Estimated interest component of operating rentals	6	22	38	41	44	39
Preferred security distributions of subsidiaries on a pre-tax basis				5	23	21
Fixed charges of majority-owned share of 50% or less-owned persons						1
Total fixed charges (d)	<u>\$ 816</u>	<u>\$ 1,095</u>	<u>\$ 1,096</u>	<u>\$ 1,065</u>	<u>\$ 1,022</u>	<u>\$ 698</u>
Ratio of earnings to fixed charges	<u>2.8</u>	<u>2.8</u>	<u>2.4</u>	<u>2.1</u>	<u>1.7</u>	<u>1.1</u>
Ratio of earnings to combined fixed charges and preferred stock dividends (e)	<u>2.8</u>	<u>2.8</u>	<u>2.4</u>	<u>2.1</u>	<u>1.7</u>	<u>1.1</u>

(a) All periods reflect PPL's former Supply segment as Discontinued Operations. See Note 8 to the Financial Statements for additional information.

(b) Includes other-than-temporary impairment loss of \$25 million in 2012.

(c) Includes interest on long-term and short-term debt, as well as amortization of debt discount, expense and premium - net.

(d) Interest on unrecognized tax benefits is not included in fixed charges.

(e) PPL, the parent holding company, does not have any preferred stock outstanding; therefore, the ratio of earnings to combined fixed charges and preferred stock dividends is the same as the ratio of earnings to fixed charges.

PPL ELECTRIC UTILITIES CORPORATION AND SUBSIDIARIES
**COMPUTATION OF RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND
PREFERRED STOCK DIVIDENDS**

(Millions of Dollars)

	9 Months Ended September 30,	Years Ended December 31,				
	2015	2014	2013	2012	2011	2010
Earnings, as defined:						
Income Before Income Taxes	\$ 321	\$ 423	\$ 317	\$ 204	\$ 257	\$ 192
Total fixed charges as below	103	131	117	107	105	102
Total earnings	<u>\$ 424</u>	<u>\$ 554</u>	<u>\$ 434</u>	<u>\$ 311</u>	<u>\$ 362</u>	<u>\$ 294</u>
Fixed charges, as defined:						
Interest charges (a)	\$ 100	\$ 127	\$ 113	\$ 104	\$ 102	\$ 101
Estimated interest component of operating rentals	3	4	4	3	3	1
Total fixed charges (b)	<u>\$ 103</u>	<u>\$ 131</u>	<u>\$ 117</u>	<u>\$ 107</u>	<u>\$ 105</u>	<u>\$ 102</u>
Ratio of earnings to fixed charges	<u>4.1</u>	<u>4.2</u>	<u>3.7</u>	<u>2.9</u>	<u>3.4</u>	<u>2.9</u>
Preferred stock dividend requirements on a pre-tax basis				\$ 6	\$ 21	\$ 23
Fixed charges, as above	<u>\$ 103</u>	<u>\$ 131</u>	<u>\$ 117</u>	<u>\$ 107</u>	<u>\$ 105</u>	<u>\$ 102</u>
Total fixed charges and preferred stock dividends	<u>\$ 103</u>	<u>\$ 131</u>	<u>\$ 117</u>	<u>\$ 113</u>	<u>\$ 126</u>	<u>\$ 125</u>
Ratio of earnings to combined fixed charges and preferred stock dividends	<u>4.1</u>	<u>4.2</u>	<u>3.7</u>	<u>2.8</u>	<u>2.9</u>	<u>2.4</u>

(a) Includes interest on long-term and short-term debt, as well as amortization of debt discount, expense and premium - net.

(b) Interest on unrecognized tax benefits is not included in fixed charges.

LG&E AND KU ENERGY LLC AND SUBSIDIARIES

COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES

(Millions of Dollars)

	9 Months Ended Sep. 30, 2015	Successor (a)					2 Months Ended Dec. 31, 2010	Predecessor (b) 10 Months Ended Oct. 31, 2010
		Year Ended Dec. 31, 2014	Year Ended Dec. 31, 2013	Year Ended Dec. 31, 2012	Year Ended Dec. 31, 2011	Year Ended Dec. 31, 2010		
Earnings, as defined:								
Income from Continuing Operations								
Before Income Taxes	\$ 491	\$ 553	\$ 551	\$ 331	\$ 419	\$ 70	\$ 300	
Adjustment to reflect earnings from equity method investments on a cash basis (c)	(2)	(1)	(1)	33	(1)		(4)	
Mark to market impact of derivative instruments						2	(20)	
	<u>489</u>	<u>552</u>	<u>550</u>	<u>364</u>	<u>418</u>	<u>72</u>	<u>276</u>	
Total fixed charges as below	<u>134</u>	<u>173</u>	<u>151</u>	<u>157</u>	<u>153</u>	<u>25</u>	<u>158</u>	
Total earnings	<u>\$ 623</u>	<u>\$ 725</u>	<u>\$ 701</u>	<u>\$ 521</u>	<u>\$ 571</u>	<u>\$ 97</u>	<u>\$ 434</u>	
Fixed charges, as defined:								
Interest charges (d) (e)	\$ 128	\$ 167	\$ 145	\$ 151	\$ 147	\$ 24	\$ 153	
Estimated interest component of operating rentals	6	6	6	6	6	1	5	
Total fixed charges	<u>\$ 134</u>	<u>\$ 173</u>	<u>\$ 151</u>	<u>\$ 157</u>	<u>\$ 153</u>	<u>\$ 25</u>	<u>\$ 158</u>	
Ratio of earnings to fixed charges	<u>4.6</u>	<u>4.2</u>	<u>4.6</u>	<u>3.3</u>	<u>3.7</u>	<u>3.9</u>	<u>2.7</u>	

(a) Post-acquisition activity covering the time period after October 31, 2010.

(b) Pre-acquisition activity covering the time period prior to November 1, 2010.

(c) Includes other-than-temporary impairment loss of \$25 million in 2012.

(d) Includes interest on long-term and short-term debt, as well as amortization of loss on reacquired debt and amortization of debt discount, expense and premium - net.

(e) Includes a credit for amortization of a fair market value adjustment of \$7 million in 2013.

LOUISVILLE GAS AND ELECTRIC COMPANY

COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES

(Millions of Dollars)

	Successor (a)						Predecessor (b) 10 Months Ended Oct. 31, 2010
	9 Months Ended Sept. 30, 2015	Year Ended Dec. 31, 2014	Year Ended Dec. 31, 2013	Year Ended Dec. 31, 2012	Year Ended Dec. 31, 2011	2 Months Ended Dec. 31, 2010	
Earnings, as defined:							
Income Before Income Taxes	\$ 237	\$ 272	\$ 257	\$ 192	\$ 195	\$ 29	\$ 167
Mark to market impact of derivative instruments						1	(20)
	<u>237</u>	<u>272</u>	<u>257</u>	<u>192</u>	<u>195</u>	<u>30</u>	<u>147</u>
Total fixed charges as below	<u>42</u>	<u>51</u>	<u>36</u>	<u>44</u>	<u>46</u>	<u>8</u>	<u>40</u>
Total earnings	<u>\$ 279</u>	<u>\$ 323</u>	<u>\$ 293</u>	<u>\$ 236</u>	<u>\$ 241</u>	<u>\$ 38</u>	<u>\$ 187</u>
Fixed charges, as defined:							
Interest charges (c) (d)	\$ 39	\$ 49	\$ 34	\$ 42	\$ 44	\$ 8	\$ 38
Estimated interest component of operating rentals	<u>3</u>	<u>2</u>	<u>2</u>	<u>2</u>	<u>2</u>		<u>2</u>
Total fixed charges	<u>\$ 42</u>	<u>\$ 51</u>	<u>\$ 36</u>	<u>\$ 44</u>	<u>\$ 46</u>	<u>\$ 8</u>	<u>\$ 40</u>
Ratio of earnings fixed charges	<u>6.6</u>	<u>6.3</u>	<u>8.1</u>	<u>5.4</u>	<u>5.2</u>	<u>4.8</u>	<u>4.7</u>

(a) Post-acquisition activity covering the time period after October 31, 2010.

(b) Pre-acquisition activity covering the time period prior to November 1, 2010.

(c) Includes interest on long-term and short-term debt, as well as amortization of loss on reacquired debt and amortization of debt discount, expense and premium - net.

(d) Includes a credit for amortization of a fair market value adjustment of \$7 million in 2013.

KENTUCKY UTILITIES COMPANY

COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES

(Millions of Dollars)

	9 Months Ended Sep. 30, 2015	Successor (a)					2 Months Ended Dec. 31, 2010	Predecessor (b) 10 Months Ended Oct. 31, 2010
		Year Ended Dec. 31, 2014	Year Ended Dec. 31, 2013	Year Ended Dec. 31, 2012	Year Ended Dec. 31, 2011	Year Ended Dec. 31, 2010		
Earnings, as defined:								
Income Before Income Taxes	\$ 304	\$ 355	\$ 360	\$ 215	\$ 282	\$ 55	\$ 218	
Adjustment to reflect earnings from equity method investments on a cash basis (c)	(2)	(1)	(1)	33	(1)		(4)	
	<u>302</u>	<u>354</u>	<u>359</u>	<u>248</u>	<u>281</u>	<u>55</u>	<u>214</u>	
Total fixed charges as below	<u>61</u>	<u>80</u>	<u>73</u>	<u>72</u>	<u>73</u>	<u>11</u>	<u>71</u>	
Total earnings	<u>\$ 363</u>	<u>\$ 434</u>	<u>\$ 432</u>	<u>\$ 320</u>	<u>\$ 354</u>	<u>\$ 66</u>	<u>\$ 285</u>	
Fixed charges, as defined:								
Interest charges (d)	\$ 58	\$ 77	\$ 70	\$ 69	\$ 70	\$ 10	\$ 69	
Estimated interest component of operating rentals	<u>3</u>	<u>3</u>	<u>3</u>	<u>3</u>	<u>3</u>	<u>1</u>	<u>2</u>	
Total fixed charges	<u>\$ 61</u>	<u>\$ 80</u>	<u>\$ 73</u>	<u>\$ 72</u>	<u>\$ 73</u>	<u>\$ 11</u>	<u>\$ 71</u>	
Ratio of earnings to fixed charges	<u>6.0</u>	<u>5.4</u>	<u>5.9</u>	<u>4.4</u>	<u>4.8</u>	<u>6.0</u>	<u>4.0</u>	

(a) Post-acquisition activity covering the time period after October 31, 2010.

(b) Pre-acquisition activity covering the time period prior to November 1, 2010.

(c) Includes other-than-temporary impairment loss of \$25 million in 2012.

(d) Includes interest on long-term and short-term debt, as well as amortization of loss on reacquired debt and amortization of debt discount, expense and premium - net.

CERTIFICATION

I, WILLIAM H. SPENCE, certify that:

1. I have reviewed this quarterly report on Form 10-Q of PPL Corporation (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 30, 2015

/s/ William H. Spence
 William H. Spence
 Chairman, President and Chief Executive Officer
 (Principal Executive Officer)
 PPL Corporation

CERTIFICATION

I, VINCENT SORGI, certify that:

1. I have reviewed this quarterly report on Form 10-Q of PPL Corporation (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 30, 2015

/s/ Vincent Sorgi
 Vincent Sorgi
 Senior Vice President and Chief Financial Officer
 (Principal Financial Officer)
 PPL Corporation

CERTIFICATION

I, GREGORY N. DUDKIN, certify that:

1. I have reviewed this quarterly report on Form 10-Q of PPL Electric Utilities Corporation (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 30, 2015

/s/ Gregory N. Dudkin
 Gregory N. Dudkin
 President
 (Principal Executive Officer)
 PPL Electric Utilities Corporation

CERTIFICATION

I, STEPHEN K. BREININGER, certify that:

1. I have reviewed this quarterly report on Form 10-Q of PPL Electric Utilities Corporation (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 30, 2015

/s/ Stephen K. Breininger
 Stephen K. Breininger
 Vice President and Controller
 (Principal Financial Officer and Principal Accounting
 Officer)
 PPL Electric Utilities Corporation

CERTIFICATION

I, VICTOR A. STAFFIERI, certify that:

1. I have reviewed this quarterly report on Form 10-Q of LG&E and KU Energy LLC (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 30, 2015

/s/ Victor A. Staffieri

Victor A. Staffieri
 Chairman of the Board, Chief Executive Officer and President
 (Principal Executive Officer)
 LG&E and KU Energy LLC

CERTIFICATION

I, KENT W. BLAKE, certify that:

1. I have reviewed this quarterly report on Form 10-Q of LG&E and KU Energy LLC (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 30, 2015

/s/ Kent W. Blake
 Kent W. Blake
 Chief Financial Officer
 (Principal Financial Officer and Principal Accounting Officer)
 LG&E and KU Energy LLC

CERTIFICATION

I, VICTOR A. STAFFIERI, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Louisville Gas and Electric Company (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 30, 2015

/s/ Victor A. Staffieri

Victor A. Staffieri
 Chairman of the Board, Chief Executive Officer and President
 (Principal Executive Officer)
 Louisville Gas and Electric Company

CERTIFICATION

I, KENT W. BLAKE, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Louisville Gas and Electric Company (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 30, 2015

/s/ Kent W. Blake

Kent W. Blake
 Chief Financial Officer
 (Principal Financial Officer and Principal Accounting Officer)
 Louisville Gas and Electric Company

CERTIFICATION

I, VICTOR A. STAFFIERI, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Kentucky Utilities Company (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 30, 2015

/s/ Victor A. Staffieri

Victor A. Staffieri
 Chairman of the Board, Chief Executive Officer and President
 (Principal Executive Officer)
 Kentucky Utilities Company

CERTIFICATION

I, KENT W. BLAKE, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Kentucky Utilities Company (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 30, 2015

/s/ Kent W. Blake

Kent W. Blake
 Chief Financial Officer
 (Principal Financial Officer and Principal Accounting Officer)
 Kentucky Utilities Company

CERTIFICATE PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
FOR PPL CORPORATION'S FORM 10-Q FOR THE QUARTER ENDED SEPTEMBER 30, 2015

In connection with the quarterly report on Form 10-Q of PPL Corporation (the "Company") for the quarter ended September 30, 2015, as filed with the Securities and Exchange Commission on the date hereof (the "Covered Report"), we, William H. Spence, the Principal Executive Officer of the Company, and Vincent Sorgi, the Principal Financial Officer of the Company, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, hereby certify that:

- The Covered Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- The information contained in the Covered Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 30, 2015

/s/ William H. Spence

William H. Spence
Chairman, President and Chief Executive Officer
(Principal Executive Officer)
PPL Corporation

/s/ Vincent Sorgi

Vincent Sorgi
Senior Vice President and Chief Financial Officer
(Principal Financial Officer)
PPL Corporation

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

CERTIFICATE PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
FOR PPL ELECTRIC UTILITIES CORPORATION'S FORM 10-Q FOR THE QUARTER ENDED SEPTEMBER 30, 2015

In connection with the quarterly report on Form 10-Q of PPL Electric Utilities Corporation (the "Company") for the quarter ended September 30, 2015, as filed with the Securities and Exchange Commission on the date hereof (the "Covered Report"), we, Gregory N. Dudkin, the Principal Executive Officer of the Company, and Dennis A. Urban, Jr., the Principal Financial Officer and Principal Accounting Officer of the Company, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, hereby certify that:

- The Covered Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- The information contained in the Covered Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 30, 2015

/s/ Gregory N. Dudkin
Gregory N. Dudkin
President
(Principal Executive Officer)
PPL Electric Utilities Corporation

/s/ Stephen K. Breininger
Stephen K. Breininger
Vice President and Controller
(Principal Financial Officer and Principal Accounting Officer)
PPL Electric Utilities Corporation

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

CERTIFICATE PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
FOR LG&E AND KU ENERGY LLC'S FORM 10-Q FOR THE QUARTER ENDED SEPTEMBER 30, 2015

In connection with the quarterly report on Form 10-Q of LG&E and KU Energy LLC (the "Company") for the quarter ended September 30, 2015, as filed with the Securities and Exchange Commission on the date hereof (the "Covered Report"), we, Victor A. Staffieri, the Principal Executive Officer of the Company, and Kent W. Blake, the Principal Financial Officer of the Company, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, hereby certify that:

- The Covered Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- The information contained in the Covered Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 30, 2015

/s/ Victor A. Staffieri
Victor A. Staffieri
Chairman of the Board, Chief Executive Officer and President
(Principal Executive Officer)
LG&E and KU Energy LLC

/s/ Kent W. Blake
Kent W. Blake
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)
LG&E and KU Energy LLC

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

CERTIFICATE PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
FOR LOUISVILLE GAS AND ELECTRIC COMPANY'S FORM 10-Q FOR THE QUARTER ENDED SEPTEMBER 30, 2015

In connection with the quarterly report on Form 10-Q of Louisville Gas and Electric Company (the "Company") for the quarter ended September 30, 2015, as filed with the Securities and Exchange Commission on the date hereof (the "Covered Report"), we, Victor A. Staffieri, the Principal Executive Officer of the Company, and Kent W. Blake, the Principal Financial Officer of the Company, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, hereby certify that:

- The Covered Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- The information contained in the Covered Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 30, 2015

/s/ Victor A. Staffieri

Victor A. Staffieri
Chairman of the Board, Chief Executive Officer and President
(Principal Executive Officer)
Louisville Gas and Electric Company

/s/ Kent W. Blake

Kent W. Blake
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)
Louisville Gas and Electric Company

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

CERTIFICATE PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
FOR KENTUCKY UTILITIES COMPANY'S FORM 10-Q FOR THE QUARTER ENDED SEPTEMBER 30, 2015

In connection with the quarterly report on Form 10-Q of Kentucky Utilities Company (the "Company") for the quarter ended September 30, 2015, as filed with the Securities and Exchange Commission on the date hereof (the "Covered Report"), we, Victor A. Staffieri, the Principal Executive Officer of the Company, and Kent W. Blake, the Principal Financial Officer of the Company, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, hereby certify that:

- The Covered Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- The information contained in the Covered Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 30, 2015

/s/ Victor A. Staffieri

Victor A. Staffieri
Chairman of the Board, Chief Executive Officer and President
(Principal Executive Officer)
Kentucky Utilities Company

/s/ Kent W. Blake

Kent W. Blake
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)
Kentucky Utilities Company

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Source: PPL CORP, 10-Q, October 30, 2015

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