

Ms. Elizabeth O'Donnell Executive Director Kentucky Public Service Commission 211 Sower Boulevard Frankfort, Kentucky 40602

June 28, 2007

RE: The application of Kentucky Utilities Company for an Order Authorizing the Issuance of Securities and the Assumption of Obligations (*Case No. 2007-00024*)

Dear Ms. O'Donnell:

Pursuant to Ordering Paragraph No. 8 of the Commission's Order in the aforementioned proceeding, Kentucky Utilities Company ("KU") hereby files an original and three (3) copies of information related to an issuance under said Order.

On June 20, 2007, KU borrowed \$50 million from Fidelia Corporation in accordance with the order issued March 19, 2007 in the above-referenced case. The details of the loan are shown below:

Borrower:	Kentucky Utilities Company
Lender:	Fidelia Corporation
Amount:	\$50 million
Maturity Date:	June 20, 2017
Interest Rate:	5.98%
Price Paid:	100%
Proceeds:	\$50 million
Commissions Paid:	None
Legal Costs:	None
Security for Loan:	None
Interest Payments:	June 20 and December 20 commencing December 20, 2007

The proceeds of the loan were used to fund capital projects described in application.

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JUN 28 2007

PUBLIC SERVICE COMMISSION

Kentucky Utilities Company

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

Rick E. Lovekamp Manager – Regulatory Affairs T 502-627-3780 F 502-627-3213 rick.lovekamp@eon-us.com The interest rate was set using the lowest rate quoted to KU at .83% above the yield on the ten-year treasury bond (5.15%). The supporting price indications from the investment banks are attached along with a copy of a page from Bloomberg showing the yield on the treasury bond. The lowest rate quoted to KU by the investment banks was lower than the average bid quoted to E.ON A.G. Once again, the supporting price indications are attached. The bids are summarized in the table below:

	KU Pricing	E.ON AG Pricing
Low bid above ten-year treasury	0.83%	
Ten-year treasury rate	5.15%	
All-in cost	5.98%	
Average bid above ten-year treasury		0.89%
Thirty-year treasury rate		5.15%
All-in cost		6.04%

The 83 basis point spread is comparable with recent ten-year debt issuances from other energy companies with a similar credit rating. (See table below along with attached support documentation).

Issuer	Moody's / S&P	Maturity	Spread
Georgia Power Co	A2 / A	06/01/2017	+ 80 bps
Gulf Power Co	A2 / A	06/15/2017	+ 93 bps

Please confirm your receipt of this information by placing the File Stamp of your Office on the enclosed additional copy and returning it in the envelope provided. Should you have any questions regarding this transaction or this information, please contact me or Don Harris at (502) 627-2021.

Sincerely,

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Rick E. Lovekamp

cc: Dan Arbough Kendrick Riggs – Stoll · Keenon · Ogden



U.S. debt capital markets update Utility & Pipeline sectors For distribution to issuer clients only

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New York Week ending June 8, 2007

Peter Madonia, MD	(212) 834-3808
Anisha Mehra, ED	(212) 834-4918
Heather Towner, VP	(212) 834-4871
Steve Leamer, Assoc	(212) 834-4084
Ed Suvada, Analyst	(212) 834-3311

Sarah Chessin, VP Hybrids (212) 834-4073

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Capital Markets Update



www.Viold Curve

Maturity	06/26/07	Daily Change
2-year	4.89%	+2 bp
3-year	4.93%	+2 bp
5-year	4.98%	+2 bp
7-year	4.93%	+ 3 bp
10-year	5.10%	+2 bp
30-year (old)	5.22% (5.23%)	+3 bp (+3 bp)
10-yr Swap (Mid)	+63 bp	0 bp
Euro (¢/euro)	134.60	-0.05
Oil (Jul WTI)	67.77	-1.41
Gas (Jul Henry)	6.88	-0.06

Equity Market Movers

	06/26/07	Daily Change	% Chg
DJIA	13,337.66	-14.39	-0.11%
S&P 500	1,492.89	-4.85	-0.32%
Nasdaq	2,574.16	-2.92	-0.11%
Nikkei	18,066.11	-21.37	-0.12%
UTY	515.33	-1.46	-0.28%
EAS	26.25	+3.71	+16.46%
AYE	51.71	+1.06	+2.09%
NU	27.93	+0.56	+2.05%
FPL	56.66	-1.10	-1.90%
NST	32.36	+0.54	+1.70%
EIX	54.70	+0.87	+1.62%

Economic Data at Bat

Release	Prev	Citi	Street
Durable Goods Orders	0.6%	-1.0%	-1.0%
Ex Transportation	1.5%	0.7%	0.3%
June 27-28: FO	MC Meeting	3	

Power Industry Announcements

RPS IN NC. A bill that orders North Carolina public utilities to \$18.21 per share. "According to our Charter, one of Duke Energy's power companies would have a 10% standard. Utility companies that commitment." praised the measure. But environmental groups were unhappy that D CLOSES CANADA SALE. Dominion announced it has closed the bill retained language that would allow the power companies to the sale of its Canadian natural gas and oil E&P operations. This is recover the cost of building coal and nuclear power plants by charging customers before those plants come on line. The House may prove less friendly to that section, and opponents will push for Baytex Energy Trust, both of Calgary, Canada, for a total of its removal when the measure gets to that chamber.

GE WIND INVESTMENT IN NY. GE's GE Energy Financial Services will help boost wind energy capacity in New York State by more than 70% with an investment in three Noble Environmental Power windparks that will generate 282 MW in Clinton and Wyoming Counties. The GE unit's first investment in wind energy in New York State will increase the state's wind energy capacity to 671 megawatts. The projects represent a \$564 million investment in clean, renewable energy.

WIND IN SD. The South Dakota PUC approved a construction permit for a \$300 million wind farm of up to 103 turbines southeast of White, SD. Construction is expected to begin in 2008 and be million in refunds to customers in Montana and a commitment to completed in a year or so, an official with White Wind Farm LLC told the three-member commission. White Wind Farm is a subsidiary of Navitas Energy Inc., a Minneapolis developer of wind energy

WIND FOR EDE. Empire District Electric said it signed a 20-year PPA with Horizon Wind Energy's Cloud County Wind Farm LLC. Financial terms were not disclosed. Under the agreement, Empire will buy about 100 MW of energy in Kansas.

dividend on its common stock by 4.8% to \$0.22 per share, an increase to help fund the NorthWestern purchase. But it said that if the of \$0.01 over the previous level. The indicated annual dividend of transaction does not proceed it could deploy the capital in other \$0.88 equates to a yield of 4.83% relative to Duke's closing price of deals, which would be equally earnings positive. **Corporate Financing Activity**

Treasury Market

Treasury prices rose in early trading but ceded gains as the session progressed as investors discounted soft housing and confidence data released at 10 AM (see below). PIMCO's Bill Gross roundly criticized the rating agencies for assigning AAA ratings to various RMBS (residential mortgage-backed securities) and CDOs (collateralized debt obligations) and highlighted the risk of contagion: "...the subprime crisis is not an isolated event ... it will affect risk spreads in markets completely divorced from U.S. housing." At a House Committee hearing, SEC Chairman Christopher Cox said the agency's enforcement division has opened a dozen investigations into CDOs and CLOs. **Equity Market**

Major stock indices experienced another tumultuous roller-coaster ride with shares rising in early trading and then closing with moderate losses. The weak economic numbers and ongoing concern over the possible fallout from Bear Stearns' hedge fund outweighed sharply lower oil prices. Crude oil fell \$1.41 and natural gas stayed below \$7. On the day, the Dow and Nasdaq fell 0.1%, while the S&P 500 declined 0.3%. The utility sector also declined 0.3%. In deal news, Huntsman has agreed to be acquired by a Dutch firm for \$5.6bn and Roche Holding offered \$3bn for Ventana Medical Systems. Blackstone Group's new shares closed below its IPO price, as investors assess prospects for both private equity and congressional tax proposals. It was reported that Carlyle Group is also considering an IPO. Iberdrola said it may launch a capital increase to finance its EAS acquisition - its second this year after an E8-billion equity issue that helped pay for its cash-and-shares takeover of ScottishPower. Iberdrola shares were down about 2%.

Economic Announcements

New home sales fell 1.6% in May after a revised 12.5% surge in April. Little progress on *inventories* has been made so far amid the sales declines. However, the latest data show declines in housing starts are again beginning to eclipse declines in sales, which should help looking forward. The Conference Board's consumer confidence measure fell to 103.9 in June from 108.5 in May, consistent with deterioration in other indices as well. The FOMC begins its two-day policy meeting on Wednesday.

provide 12.5% of their retail power from renewables and efficiency benchmarks for success is to provide a superior return to investors," by the year 2021 won support from the Senate Agriculture, said James E. Rogers, chairman, president and CEO. "We are Environment and Natural Resources Committee chaired by its committee to having a 70- to 75-percent payout ratio, and we expect sponsor. It needs approval from the Senate Finance Committee to grow our dividends with earnings over time. The board's action before it will face a full chamber vote. Electric co-ops and municipal increases our dividend by nearly 5% and affirms we are fulfilling

one of several closings of previously announced asset sales. The Canadian operations were sold to Paramount Energy Trust and approximately US\$624 million based on current exchange rates as of June 25, 2007. The operations include approximately 267 Bcfe of proved natural gas and oil reserves in western Canada with 2006 average daily production of approximately 60 MMcfe.

NWEC/BBI UPDATE. Australia's Babcock & Brown Infrastructure Ltd. made a revised takeover offer for U.S. utility NorthWestern Corp. after a regulator blocked its initial US\$2.2 billion bid on concerns the deal was not in the interests of customers. "There is still a lot of work to do. This takes it some good steps forward. It certainly looks a lot better than it did yesterday," BBI CEO Jeff Kendrew told Reuters on Tuesday. The new proposal offers US\$20 spend at least US\$380 million to bolster existing operations in the state. BBI also proposed to slash the debt component of the purchase by half, to US\$250 million, with a corresponding increase in equity. NorthWestern and BBI would also create a locally managed Montana utility subsidiary with its own board and management. BBI committed not to sell or transfer its ownership interest in the Montana unit outside of a Babcock & Brown-managed fund for 10 DUK RAISES DIVIDEND. Duke Energy raised its quarterly cash years. BBI raised A\$422.1 million by selling new shares in February

MidAmerican Energy, a utility subsidiary of Berkshire Hathaway's MidAmerican Energy Holdings, priced \$650 million of 5-year and 10-year senior notes at spreads of +70 bp and +90 bp, respectively. The Company was last in the market on Oct. 3, 2006 when it priced \$350 million of 30-year medium-term notes at a spread of +105 bp.

Issuer	Ratings	Amount	Structure	Coupon	Spread	N/C	Comments	
MidAmerican Energy	A2/ A-	\$250	10 NC/L	5.950%	+90 bp	Ν	MW@T+20	
MidAmerican Energy	A2/A-	\$400	5 NC/L	5.650%	+70 bp	N	MW@T+15	

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ADDITIONAL INFORMATION IS AVAILABLE UPON REQUEST

Kentucky Utilities indicative new issue pricing

Maturity	10
Reference Treasury	4.500% 05/17
Treasury Yield	····518
Reoffer Spread (bps) ¹	75A
Coupon (%)	5.93
Amortized fees (bps)	83
All-in Cost (%)	.6.01
Coupon swapped to 3m\$L (bps) ²	16

2 A = (×/+) 2.0 gbs; 2 3-month LISOR yreiding 5.36 s

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19417 Mg

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Indicative New Issue Pricing – Kentucky Utilities (A1/A) \$50 Million First Mortgage Bonds

4.5% 5/17	.5.210%	+80 - 85	6.01% - 6.06%	0.650%	6,10% - 6,15%		+59	SL+21 - 26	\$L+30 - 35	
and Robert Research in A	Benchmark Yield	Reoffer Spread	Reoffer Yield	Underwriting Commission	All-in Yield	Swapped to Libor Levels 1418	Swap Spread	Reoffer versus LIBOR	All-in versus LIBOR	0

Wiedmar, John

From: Harte, Timothy C [timothy.c.harte@bankofamerica.com]

Sent: Friday, June 15, 2007 10:07 AM

To: Wiedmar, John

Cc: Dougherty, Peter; Arbough, Dan; Horne, Elliott

Subject: RE: Indicative Pricing Request

John,

Please find the requested pricing information for KU and E.ON U.S. below. Feel free to call with any questions.

Have a great weekend,

Tim

Issuer: Kentucky Utilities Structure: 10-year FMBs Size: \$50MM Format: SEC Registered Reoffer: UST 10yr + 85 bps area Gross Spread: 65 bps All-In: T + 94 bps area

Issuer: E.ON U.S. Structure: 7-year senior unsecured notes Size: \$50MM Format: SEC Registered Reoffer: UST 7yr + 90-95 bps fixed (L + 35-40 bps equivalent) Gross Spread: 62.5 bps All-In: T + 101-106 bps (L + 46-51 bps)

From: Wiedmar, John [mailto:John.Wiedmar@con-us.com] Sent: Tuesday, June 12, 2007 3:07 PM To: Harte, Timothy C Cc: Dougherty, Peter; Arbough, Dan; Horne, Elliott Subject: Indicative Pricing Request

Timothy.

Can you please have your capital markets desk provide me with some indicative pricing (all-in spread) as of Friday, June 15 on a Kentucky Utilities first mortgage bond (Rated ATA) for a loan. The term would be as follows:

10 years at a fixed rate: \$50 million

Also, can you have your capital markets desk provide an indicative all-in spread for a \$50 million, 7 year maturity, 3 month libor floating rate index for E.ON U.S. (A3/BBB+) borrowing on an unsecured basis as of Friday, June 15? We understand that 7-year floaters are not a typical structure that is in the market, so an indicative rate assuming fixed and swapped back to floating would suffice. Please be sure to copy Dan Arbough and Elliott Horne with your response as I will be out of the office on Friday. If you have any questions, please feel free to call me at (502)627-3658 or Elliott Horne at (502) 627- 3652. Thank you!

6/18/2007

Spread

Wiedmar, John

From:Heintzen, Lioba [Lioba Heintzen@eon.com]Sent:Thursday, June 14, 2007 10 51 AMTo:Arbough, DanCc:Horne, Elliott; Wiedmar, JohnSubject:WG: Spread

First price

Mit freundlichen Grüßen/Kind regards

Lioba Heintzen

Treasury T +49 2 11-45 79-655 F +49 2 11-45 79-669 Lioba.Heintzen@eon.com

E.ON AG E.ON-Platz 1 40479 Düsseldorf www.eon.com

E.ON AG, Sitz/Registered Office Düsseldorf Amtsgericht/District Court Düsseldorf HRB 22315 Vorsitzender des Aufsichtsrats/Chairman of the Supervisory Board: Ulrich Hartmann Vorstand/Board of Management: Dr. Wulf H. Bernotat (Vorsitzender/Chairman), Dr. Burckhard Bergmann, Christoph Dänzer-Vanotti, Lutz Feldmann, Dr. Marcus Schenck, Dr. Johannes Teyssen

Von: Schrago, Godefroy [mailto:Godefroy.Schrago@gs.com]
Gesendet: Mittwoch, 13. Juni 2007 17:20
An: Heintzen, Lioba
Cc: Hofmann, Jens; Meckel, Jans
Betreff: Re: Spread

Dear Lioba,

We would currently see it at UST+87bps all-in on an indicative basis.

Kind regards,

Goldman Sachs International

Peterborough Court | 133 Fleet Street | London EC4A 25B Tel: +44 (0)20 7774 1000 | Direct: +44 (0)20 7774 9498 Fax: +44-(0)20 7774 4477 E-mail: godefroy.schrago@gs.com

Godefroy Schrago Investment Banking Division

6/18/2007

Wiedmar, John

From: Sent: To: Cc: Subject: Heintzen, Lioba [Lioba.Heintzen@eon.com] Thursday, June 14, 2007 10:51 AM Arbough, Dan Horne, Elliott; Wiedmar, John WG: US\$ 50 mln 10 year Indication

second spreat

Mit freundlichen Brüßen/Kind regards

Lioba Heintsen

Treasury T +49 2 11-40 10-655 F +49 2 11-40 70-669 Lioba.Heintzen@eon.com

E.ON AG E.ON-Plat: 1 40479 Düsseldert www.eon.com

E.ON AG, Sitz/Registered Office Dusseldorf Amtsgericht/District Court Dusseldorf HRB 22315 Vorsitzender des Aufsichtsrats/Chairman of the Supervisory Board: Ulrich Hartmann Vorstand/Board of Management: Dr. Wolf H. Bernotat (Vorsitzender/Chairman), Dr. Burckhard Bergmann, Christoph Dänzer-Vanotti, Lutz Feldmann, Dr. Marcus Schenzk, Dr. Johannes Teyssen

-----Ursprüngliche Nachricht-----Von: hussain.hussain&uk.abnamro.com (mailto:hussain.hussain&uk.abnamro.com) Gesendet: Donnerstag, 14. Juni 2007 15:12 An: Heintzen, licoa Betreff: USS 50 mln 10 year Indication

Dear Ms Heintzen,

further to your request with respect to indicative funding levels for a USD 50 mln 10 year issue, the new issue level (all-in) would be at 037 4.5% Notes due May 2017+ 93 bb = 038 3m Liber + 32 bb.

Kind regards,

Hussain Hussain Corporate Origination ABN AMRO 250 Bishopsyate London EC2M 4AA UX

Phone: +44 (0) 207 678 9700 Fax: +44 0 207 679 3597

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Wiedmar, John

From: Sent: To: Cc: Subject: Heintzen, Lioba [Lioba.Heintzen@eon.com] Thursday, June 14, 2007 10:52 AM Arbough, Dan Horne, Elliott; Wiedmar, John WG: indication on a E ON PP

third spread

Mit freundlichen Grüßen/Kind regards

Lioba Heintzen

Treasury T +49 2 11-45 79-655 F +49 2 11-45 79-669 Lioba.Heintzen@eon.com

E.ON AG E.ON-Plat: 1 40479 Düsseldorf www.eon.com

E.ON AG, Sitz/Registered Office Düsseldert Antsgerickt/District Court Düsselderf HBB 20015 Vorsitzender des Aufsichtsrats/Chairman of the Supervisory Board: Ulrich Hartmann Vorstand/Board of Management: Dr. Wulf 8. Bernotat (Vorsitzender/Chairman), Dr. Burckhard Bergmann, Christoph Dänzer-Vanotti, Lutz Feldmann, Dr. Marcus Schenck, Dr. Johannes Teyssen

-----Ursprüngliche Nachricht-----Von: Hasso Spielberg [mailto:hasso.spielberg@db.com] Gesendet: Donnerstag, 14. Juni 2007 16:03 An: Heintzen, Lioba Betreff: indication on a E.ON PP

Dear Mrs. Heintzen,

as per your request we want to inform you that DB would buy a USD 50m 10 year E.ON Private Placement at a spread of 85,5bp over the 4.5% 05/17 T bond. Please note that this information is purely indicative and no tradeable price.

Best regards

Hasso Spielberg

Deutsche Bank³AG³ Slobal Markets Debt Capital Markets Telefon 069 910 36842 Mohiltelefon 0172 677 6879

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