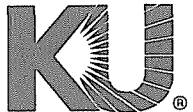


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Mr. Jeff DeRouen
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, Kentucky 40601

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JAN 12 2010

PUBLIC SERVICE
COMMISSION

Kentucky Utilities Company
State Regulation and Rates
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Lonnie E. Bellar
Vice President
T 502-627-4830
F 502-217-2109
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January 11, 2010

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

Dear Mr. DeRouen:

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

In compliance with this Commission order, KU is submitting this letter as its report. With respect to December 2009, KU believes it would have filed a Form 8-K for the following events:

- KU's announcement of its intention to file an application for increase in base electric rates in Kentucky
- Commission's Order approving the parties' settlement in KU's 2009 environmental cost recovery proceeding
- KU's submission of a proposed settlement with the Virginia State Corporation Commission staff in its application for an increase in base electric rates in Virginia

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

Sincerely,

Lonnie E. Bellar