

**EXHIBIT F-3**  
**FORM OF CHANGE ORDER**

<i>LG&amp;E / KU</i>						Contract No.	
						Page	of
<b>CONTRACT CHANGE ORDER</b>							
Contractor							
Change Order No.							
Date							
<p>This "Contract Change Order" is a Statement of Work within the meaning of the _____ (<i>General Service Agreement, Equipment Purchase Agreement, Engineer-Procure-Construct Agreement</i>)(<i>the GSA, EPA EPC</i>) dated _____, 20____ (and as may have been subsequently amended) by and between (1) LG&amp;E and KU Services, a Kentucky corporation, acting on behalf of its affiliates, KU and LG&amp;E (as hereinafter defined) and (ii) (_____) <i>contractor company name</i> a (_____ <i>domicile state</i>) ("Contractor").</p> <p>This Contract Change Order is entered into effect _____, 20____ (the Effective Date") between each of Kenucky Utilities Company, an affiliate of LG&amp;E and KU Services Company (hereinafer referred to as "KU") <i>and/or</i> Louisville Gas and Electric Company, also an affiliate of LG&amp;E and KU Services Company (hereinafter referred to as LG&amp;E), whose address is 820 West Broadway, Louisville, KY 40202 (LG&amp;E and KU Services Company, KU and LG&amp;E, as applicable, are collectively referred to as ("Company") and Contractor whose address is _____ (<i>city state zip</i> )</p>							
In consideration of the agreement here in contained, the parties here to agree as follows							
Item	Qty.	Description					Pricing
				Original Contract Amount		\$	
				Previous Change Order Amount(s)		\$	
				This Change Order Total		\$ -	
				Revised Contract Total		\$ -	
Performance on this change must begin on _____ and be completed no later than _____							

<input type="checkbox"/>	This Change Order serves to release work already within the Scope of Work of the Contract, pricing shall be in accordance with Contract	<input type="checkbox"/>	This Change Order provides for new or changed work to the Scope of Work of the Contract: pricing shall be as agreed upon by LG&E and contractor at a later date, in no event shall charges under this Change Order exceed _____
<input type="checkbox"/>	This Change Order adds work of the same type as shown in the Scope of Work of the Contract and is priced as shown above		Contractor must submit his proposed pricing on or before _____
<input type="checkbox"/>	This Change Order provides for new or changed work to the Scope of Work of the Contract and is priced as shown above		
<b>Contractor:</b>		<b>LG&amp;E/ KU</b>	
<b>Offered By:</b>		<b>Requestor:</b>	
This Change Order requires the Contractor's signature <b>PRIOR</b> to acceptance and approval by LG&E/KU.		<b>Name:</b> _____	
		<b>Title:</b> _____	
		<b>Date:</b> _____	
<b>Signature:</b> _____		<b>Project Manager</b>	
<b>Name:</b> _____		<b>Name:</b> _____	
<b>Title:</b> _____		<b>Title:</b> _____	
<b>Date:</b> _____		<b>Date:</b> _____	
		<b>Approver:</b>	
		<b>Name:</b> _____	
		<b>Title:</b> Manager, Contracts, Major Capital Projects	
		<b>Date:</b> _____	