Exhibit F-3 CHANGE ORDER

Project: _____   **File No.:**

Project No.:   **Date:**

Contractor: **Change Order No.:**

Contract For: **Contract No.:**

Change Order Title:

This **"Contract Change Order"** is a Statement of Work within the meaning of the (General Service Agreement, Equipment Purchase Agreement, Engineer-Procure-Construct Agreement) (the **"GSA"-"EPA" - "EPC"**) dated _____, 20___ (and as may have been subsequently amended) by and between (i) Kentucky Utilities Company (hereinafter referred to as **"KU"**), a Kentucky corporation, and (ii) (_____ contractor company name) a (_____domicile state)(**"Contractor"**).

This Contract Change Order is entered into effective_____, 20___ (the **"Effective Date"**) between each of KU, an affiliate of LG&E and KU Services Company and/or Louisville Gas and Electric Company, also an affiliate of LG&E and KU Services Company (hereinafter referred to as **"LG&E"**), whose address is 820 West Broadway, Louisville, KY 40202 (LG&E and KU Services Company, KU and LG&E, as applicable, are collectively referred to as (**"Company"**) and Contractor whose address is _____ (city, state, zip).

In consideration of the agreements herein contained, the parties hereto agree as follows:

Original Contract Price

Prior Change Orders Amount

Contract Price Prior to this Change Order

This Change Order Amount

Net Contract Price Amount

OTHER CONDITIONS:
To the extent stated in this Change Order, the price and time extension in this Change Order is full compensation for all costs and schedule impacts, both direct and indirect, incurred in connection with the conditions giving rise to this Change Order including all applicable markups and fees.
This Change Order, when executed, constitutes a modification to the Agreement, and all provisions of the Agreement, except as modified above or by a previous Change Order, shall apply hereto.

_____   _____
Acceptance for and on behalf of KBR   **Acceptance for and on behalf of Kentucky Utilities**

By:_____   **Requestor:**_____
Date:_____   **Title:** _____
                                                          Signature/Date: _____
                                                          Project Manager:_____
                                                          Title:_____
                                                          Signature/Date:_____
                                                          Approver: _____
                                                          Title: Manager, Contracts, Major Capital Projects
                                                          Signature/Date:_____