

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

JOINT APPLICATION OF PPL CORPORATION,)
PPL SUBSIDIARY HOLDINGS, LLC, PPL)
ENERGY HOLDINGS, LLC, LG&E AND KU)
ENERGY LLC, LOUISVILLE GAS AND)
ELECTRIC COMPANY AND KENTUCKY) CASE NO. 2017-00415
UTILITIES COMPANY FOR APPROVAL OF AN)
INDIRECT CHANGE OF CONTROL OF)
LOUISVILLE GAS AND ELECTRIC COMPANY)
AND KENTUCKY UTILITIES COMPANY)

MOTION OF JOINT APPLICANTS FOR CLARIFICATION

PPL Corporation, PPL Subsidiary Holdings, LLC, PPL Energy Holdings, LLC, LG&E and KU Energy LLC, Louisville Gas and Electric Company (“LG&E”), and Kentucky Utilities Company (“KU”) (collectively, “Joint Applicants”), by counsel, respectfully request the Commission issue an order clarifying the scope of the hearing set for March 20, 2018. In support of their motion, the Joint Applicants state as follows:

1. On October 17, 2017, the Joint Applicants filed their Joint Application in this case, requesting approval of the indirect acquisition of control of LG&E and KU pursuant to KRS 278.020(6) by PPL Subsidiary Holdings, LLC and PPL Energy Holdings, LLC. The Joint Applicants explained that the proposed restructuring would have no effect on the operation or management of LG&E and KU. The Joint Applicants responded to initial requests for information of the Commission Staff and the Attorney General of the Commonwealth of Kentucky (“AG”) on December 4, 2017. The Joint Applicants also responded to supplemental data requests of the AG on December 27, 2017. By a letter from counsel dated January 8, 2018, Joint Applicants requested the Commission to take the matter under submission for consideration and decision.

2. On February 22, 2018, the Commission issued an order requiring the Joint Applicants to file “testimony addressing in detail the costs and benefits associated with any potential merger of LG&E and KU, including whether there have been any formal or informal studies or evaluations conducted to assess the merits of a merger” and scheduling a “hearing in this matter” Joint Applicants are uncertain about the scope of the hearing in this matter.

3. Joint Applicants’ application does not present any evidence on the merits of a potential legal merger of LG&E and KU because such a transaction is not related to or otherwise necessary for the consummation of Joint Applicants’ proposed corporate reorganization.

4. Joint Applicants are uncertain whether the “hearing in this matter”, as prescribed in the February 22, 2018 Order, includes the subject of their application (i.e., the proposed PPL corporate reorganization), the costs and benefits associated with any potential legal merger of LG&E and KU (which is not proposed in Joint Applicants’ application) or both subjects. This clarification is needed in order to ensure that the Companies identify the appropriate witness(es).

WHEREFORE, the Joint Applicants respectfully request the Commission issue an order clarifying whether the “hearing in this matter” language in February 22, 2018 Order includes the PPL corporate reorganization proposed in the application, the potential for the legal merger of LG&E and KU or both matters.

Dated: February 27, 2018

Respectfully submitted,



Kendrick R. Riggs
Stoll Keenon Ogden PLLC
2000 PNC Plaza
500 W. Jefferson Street
Louisville, KY 40202-2828
Telephone: (502) 333-6000
kendrick.riggs@skofirm.com

Allyson K. Sturgeon
Senior Corporate Attorney
LG&E and KU Energy LLC
220 W. Main Street
Louisville, KY 40202
Telephone: (502) 627-2088
allyson.sturgeon@lge-ku.com

*Counsel for Kentucky Utilities Company and
Louisville Gas and Electric Company*

CERTIFICATE OF SERVICE

This is to certify that the February 27, 2018 electronic filing of the *Motion for Clarification* is a true and accurate copy of the same document being filed in paper medium; that the electronic filing has been transmitted to the Commission on February 27, 2018; that there are currently no parties that the Commission has excused from participation by electronic means in this proceeding; and that an original and six copies in paper medium of the *Motion for Clarification* are being mailed to the Commission on February 27, 2018, by first class United States mail, postage prepaid.

A handwritten signature in blue ink, reading "Gerald R. Nigg". The signature is written in a cursive style with a horizontal line at the end.

*Counsel for Kentucky Utilities Company and
Louisville Gas and Electric Company*